

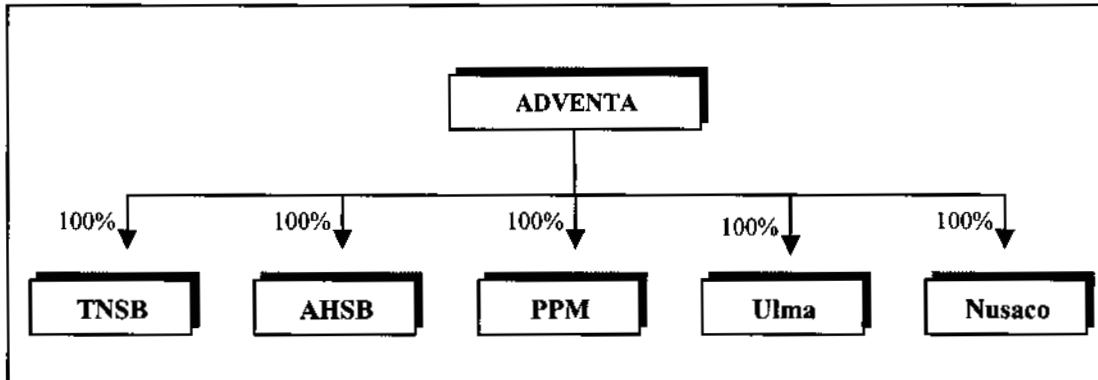
6. INFORMATION ON ADVENTA

6.1 BACKGROUND ON ADVENTA GROUP

Adventa was incorporated in Malaysia under the Companies Act, 1965 on 16 June 2003 as a private limited company under the name of Adventa Sdn Bhd. The Company was converted into a public limited company and assumed its present name on 21 July 2003.

The Company is principally an investment holding company with the principal activities of its subsidiaries being manufacturing and distribution of sterile surgical gloves, manufacturing and distribution of medical examination gloves, distribution of medical and other hospital related product, as well as the generation and supply of energy and electricity using biomass technology.

The Company's group structure is set out below.



The Company's subsidiaries, together with their principal activities are summarised below.

Name of subsidiary	Date and place of incorporation	Issued and paid-up capital	Effective equity interest	Principal activities
TNSB	18 September 1987 Malaysia	RM2,000,000	100%	Manufacturing and distribution of sterile surgical gloves and medical examination gloves
AHSB	2 September 1991 Malaysia	RM5	100%	Manufacturing and distribution of sterile surgical gloves
PPM	27 October 1988 Malaysia	RM5,000,000	100%	Manufacturing and distribution of medical examination gloves
Ulma	15 January 2003 Germany	Euro 25,000	100%	Distribution of medical and other hospital related products
Nusaco	7 September 1989 Malaysia	RM200,000	100%	Generation and supply of energy and electricity using biomass technology

6. INFORMATION ON ADVENTA (cont'd)**6.2 SHARE CAPITAL**

The present authorised share capital of the Company is RM100,000,000 comprising of 1,000,000,000 Adventa shares of RM0.10 each. The present issued and paid-up share capital of the Company is RM26,000,000 comprising 260,000,000 Adventa shares of RM0.10 each.

Details of the changes in the issued and paid-up share capital of Adventa since its incorporation are as follows:

Date of allotment	Number of ordinary shares allotted	Par value (RM)	Consideration	Cumulative total (RM)
16.06.2003	2	1.00	Cash	2
03.07.2003	20	0.10	Share split	2
01.04.2004	259,999,980	0.10	Consideration shares	26,000,000

The issued and paid-up share capital of Adventa would subsequently be increased to RM45,000,000 comprising 450,000,000 ordinary shares of RM0.10 each by way of Public Issue of 67,500,000 Adventa Shares and Placement of 122,500,000 Adventa Shares.

There are no outstanding warrants, options, convertible securities and uncalled capital in Adventa as at the date of this Prospectus.

6.3 LISTING SCHEME

In conjunction with, and as an integral part of, the listing of and quotation for the entire issued and paid-up share capital of Adventa on the Second Board of Bursa Malaysia, the Company undertook a restructuring exercise which was approved by MITI on 9 October 2003, SC and FIC (via SC) on 22 March 2004. Details of the restructuring exercise are as follows:

(i) Acquisition of PPM

Adventa had on 24 July 2003 entered into a conditional sale and purchase agreement with TNSB for the acquisition of the entire issued and paid-up share capital of PPM comprising 5,000,000 ordinary shares of RM1.00 each in PPM for a total purchase consideration of RM3,838,000.

The cash consideration for the acquisition PPM was arrived at on a willing buyer, willing seller basis after taking into consideration TNSB's cost of investment of RM3,838,000.

The Acquisition of PPM was completed on 1 April 2004.

(ii) Acquisition of Ulma

Adventa had on 24 July 2003 entered into a conditional sale and purchase agreement with TNSB for the acquisition of the entire issued and paid-up share capital of Ulma comprising 1 ordinary share of Euro 25,000 each in Ulma for a total purchase consideration of RM100,000.

The cash consideration for the acquisition Ulma was arrived at on a willing buyer, willing seller basis after taking into consideration the unaudited NTA of Ulma as at 15 January 2003 (being the date of incorporation) of Euro 25,000 (equivalent to RM100,000 based on an exchange rate of 1 Euro to RM4.00).

The Acquisition of Ulma was completed on 1 April 2004.

6. INFORMATION ON ADVENTA (cont'd)**(iii) Acquisition of AHSB**

Adventa had on 24 July 2003 entered into a conditional sale and purchase agreement with the vendors of AHSB for the acquisition 5 ordinary shares of RM1.00 each in AHSB representing the entire issued and paid-up share capital of AHSB for a purchase consideration of RM599,998 to be satisfied by the issuance of 5,999,980 new Adventa Shares of RM0.10 each at an issue price of RM0.10 each.

Particulars of the vendors of AHSB and the number of new Adventa Shares to be issued pursuant to the Acquisition of AHSB are as follows:

Name	No. of ordinary shares of RM1.00 each held	% held	Purchase consideration RM	No. of new Adventa Shares to be issued
Low Chin Guan	4	80.00	479,998	4,799,980
Wong Koon Mei @ Wong Kwan Mooi	1	20.00	120,000	1,200,000
	5	100.00	599,998	5,999,980

The Shares to be issued pursuant to the Acquisition of AHSB shall, upon allotment and issue, rank pari passu in all respect with the existing issued and paid-up share capital of Adventa.

The purchase consideration for the Acquisition of AHSB was arrived on a willing buyer, willing seller basis after taking into account the audited NTA of AHSB as at 31 January 2003 of RM571,609.

The Acquisition of AHSB was completed on 1 April 2004.

(iv) Acquisition of TNSB

Adventa had on 24 July 2003 entered into a conditional sale and purchase agreement with the vendors of TNSB for the acquisition 2,000,000 ordinary shares of RM1.00 each in TNSB representing the entire issued and paid-up share capital of TNSB for a purchase consideration of RM25,400,000 to be satisfied by the issuance of 254,000,000 new Adventa Shares of RM0.10 each at an issue price of RM0.10 each.

Particulars of the vendors of TNSB and the number of new Adventa Shares to be issued pursuant to the Acquisition of TNSB are as follows:

Name	No. of ordinary shares of RM1.00 each held	% held	Purchase consideration RM	No. of new Adventa Shares to be issued
Low Chin Guan	1,600,000	80.00	20,320,000	203,200,000
Wong Koon Mei @ Wong Kwan Mooi	400,000	20.00	5,080,000	50,800,000
	2,000,000	100.00	25,400,000	254,000,000

The Shares to be issued pursuant to the Acquisition of TNSB shall, upon allotment and issue, rank pari passu in all respect with the existing issued and paid-up share capital of Adventa.

6. INFORMATION ON ADVENTA (cont'd)

The purchase consideration for the Acquisition of TNSB was arrived on a willing buyer, willing seller basis after taking into account the audited NTA of TNSB as at 31 January 2003 of RM25,396,667.

The Acquisition of TNSB was completed on 1 April 2004.

(v) Acquisition of Nusaco

Adventa had on 24 July 2003 entered into a conditional sale and purchase agreement with the vendors of Nusaco, namely Low Chin Guan and Low Lea Kwan, for the acquisition of 200,000 ordinary shares of RM1.00 each in Nusaco representing the entire issued and paid-up share capital of Nusaco for a purchase consideration of RM170,000 to be satisfied by cash.

The cash consideration for the acquisition of Nusaco was arrived at on a willing buyer, willing seller basis after taking into account the proforma adjusted NTA of Nusaco as at 28 February 2003 of RM169,809.

The Acquisition of Nusaco was completed on 1 April 2004.

The shares of PPM, Ulma, AHSB, TNSB and Nusaco as detailed in (i) to (v) were acquired by Adventa free from all claims, charges, liens and encumbrances.

(vi) Public Issue, Placement and Offer for Sale

In conjunction with the initial listing of Adventa on the Second Board of Bursa Malaysia, the Company upon completion of the Acquisitions, will undertake a Public Issue of 67,500,000 new Adventa Shares representing approximately 15% of the enlarged issued and paid-up capital of Adventa at an offer price of RM0.30. The Public Issue consists of:

- 11,000,000 new ordinary shares of RM0.10 each available for application by eligible Directors, employees, customers and suppliers of Adventa Group;
- 30,000,000 new ordinary shares of RM0.10 each available for application by the Malaysian public; and
- 26,500,000 new ordinary shares of RM0.10 each available for placement to selected investors.

The Company will also undertake a placement of 122,500,000 new ordinary shares of RM0.10 each to Bumiputera investors approved by MITI for the purpose of meeting the requirements of the National Development Policy/ National Vision Policy at an issue price of RM0.30 per share payable in full upon application.

The Offerors will undertake an Offer for Sale of 12,500,000 existing ordinary shares of RM0.10 each to Bumiputera investors approved by MITI for the purpose of meeting the requirements of the National Development Policy/ National Vision Policy at an offer price of RM0.30 per share payable in full upon application.

(vii) Listing

Following the completion of the Public Issue, Placement and Offer for Sale, Adventa shall be admitted to the Official List of Bursa Malaysia and the entire enlarged issued and paid-up share capital of Adventa of RM45,000,000 comprising 450,000,000 shares of RM0.10 each shall be listed and quoted on the Second Board of Bursa Malaysia.

6. INFORMATION ON ADVENTA (cont'd)

6.4 PROPOSED ESOS

Adventa had on 22 March 2004 obtained the approval of the SC to establish an employees' share option scheme in order to retain and motivate Directors and eligible employees, who have contributed to the success of the Group.

The salient features of the ESOS By-Laws, are summarised as follows:

(i) Maximum number of Shares available under the ESOS

The total number of Options offered under the ESOS shall not exceed 15% of the issued share capital of the Company at any point in time during the duration of the Scheme as provided in By-Law 19.1, subject to such additional number that may be permitted during the duration of the Scheme.

The Company will keep available sufficient unissued Shares in its authorised share capital to satisfy all outstanding Options throughout the duration of the Scheme.

(ii) Eligibility

Only employees who fulfill the following conditions shall be eligible to participate in the ESOS:

- (a) An Employee must be of at least eighteen (18) years of age on the Date of Offer;
- (b) An Employee must fall under one of the categories of employees listed in By-Law 6.1;
- (c) An Employee must have been employed for a continuous period of at least one (1) year in the Group and his employment must have been confirmed on the Date of Offer;
- (d) If an Employee is employed by a company which is acquired by the Group during the duration of the Scheme and becomes a subsidiary of the Company upon such acquisition, the employee's period of employment in the said company shall be taken into account in calculating the one (1) year stipulated in paragraph (c) above;
- (e) If an Employee is employed by a company whose assets (including the Employee) is acquired by the Group during the duration of the Scheme, the employee's period of employment in the said company shall be taken into account in calculating the one (1) year stipulated in paragraph (c) above: and
- (f) If an Employee is not a Malaysian citizen, he must, in addition to the preceding conditions in paragraphs (a) to (e), be serving the Group on a full time basis and he must not be under a fixed term employment contract.

(iii) Basis of allotment and maximum number of allowable allotment

The number of Shares that may be offered under the Options to any one Entitlee shall be at the discretion of the Option Committee after taking into consideration the performance, seniority, length of service, Employee gradings and/or potential contribution of the Employee provided that:

- (a) not more than fifty percent (50%) of the Shares available under the Scheme would be allocated in aggregate, to the Executive Directors and Senior Management of the Group; and

6. INFORMATION ON ADVENTA (cont'd)

(b) not more than ten percent (10%) of the Shares available under the Scheme would be allocated to any individual Employee, who either singly or collectively through persons connected with the director or employee (as defined in paragraph 1.01 of the Listing Requirements) holds twenty percent (20%) or more in the issued and paid-up share capital of the Company.

(iv) Offer

During the duration of the Scheme, the Option Committee may at its discretion at any time and from time to time make an Offer in writing to the Entitlee, subject to the Entitlee's Maximum Entitlement. Each Offer shall be in a multiple of 1000 Options, the minimum being 1000 Options.

(v) Acceptance of offer

An Offer made by the Option Committee, shall be valid for a period of forty five (45) days from the Date of Offer or such longer period as may be determined by the Option Committee at its sole and absolute discretion ("Offer Period"), and may be accepted by the Entitlee by way of a written notice in the form prescribed by the Option Committee, accompanied by a payment to the Company of a nominal non-refundable consideration of Ringgit Malaysia One (RM1.00) only for the grant of Options.

If an Offer is not accepted within the Offer Period, in the manner aforesaid, the Offer Period shall automatically lapse and shall be null and void and be of no further force and effect.

(vi) Exercise price

The exercise price shall be set at the weighted average market price of Adventa Shares as shown in the Daily Official List of Bursa Malaysia for the five (5) consecutive market days immediately preceding the Date of Offer with an allowance for a discount of not more than ten percent (10%) therefrom, at the Option Committee's discretion (or such mechanisms as may be permitted by Bursa Malaysia or any other relevant authorities, from time to time) provided that the exercise price shall in no event be less than the par value of Adventa Shares.

(vii) Exercise of Options

Except where it is otherwise specifically allowed under these By-Laws, the Option granted to a Grantee under the Scheme is exercisable by that Grantee only during his employment with the Group and within the Option Period.

A Grantee who is not a Malaysian citizen shall not be allowed to exercise more than 20% of the Options granted to him per year.

Options which are exercisable in a particular year but are not exercised may be carried forward to subsequent years subject to the Option Period. All unexercised Options shall be exercisable in the last year of the Option Period. Any Options which remain unexercised at the expiry of the Option Period shall be automatically terminated.

(viii) Rights attaching to the Shares

The new Shares to be issued pursuant to the ESOS shall, upon allotment and issue, rank pari passu in all respects with the existing ordinary shares of the Company except that they will not be entitled to participate in any rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment of the said Shares and will be subject to the provisions of the Articles of Association of the Company.

6. INFORMATION ON ADVENTA (cont'd)

(ix) Listing and quotation of Shares

The Company will apply to Bursa Malaysia for the listing of and quotation for all the new Shares to be issued and allotted pursuant to the Scheme and will use its best endeavors to obtain permission for such listing and quotation.

(x) Administration

The Scheme shall be administered by the Option Committee. The Option Committee shall, subject to the ESOS By-Laws, administer the Scheme and regulate the Option Committee's own proceedings in such manner as it shall think fit.

Without limiting the generality of the above, the Option Committee may, for the purpose of administering the Scheme, do all acts and things, execute all documents and delegate any of its powers and duties relating to the Scheme as it may in its discretion consider to be necessary or desirable for giving effect to the Scheme.

(xi) Duration of the Scheme

The ESOS shall be in force for a duration of three (3) years from the date of implementation and subject to a renewal option for an additional five (5) years, to be determined by the Board upon recommendation by the Option Committee.

6.5 SUBSIDIARIES

(i) Information on TNSB

TNSB was incorporated in Malaysia under the Companies Act, 1965 on 18 September 1987 as a private limited company and is principally involved in the manufacturing and distribution of sterile surgical gloves and medical examination gloves. On 1 April 2004, TNSB became a wholly-owned subsidiary of Adventa.

TNSB's authorised share capital is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of TNSB is RM2,000,000 comprising 2,000,000 ordinary shares of RM1.00 each.

TNSB commenced business on 1 February 1988 and is one of the oldest examination gloves manufacturing company in Malaysia. Its manufacturing plant, located in Kota Bharu, Kelantan, is situated on 23,410 square metres of land and is equipped with complete manufacturing facilities that enables it to take in raw natural latex in tankers and produce completely packed gloves that are ready for shipment. The factory is also built on a modular basis which enables continuous additions of manufacturing plants without any work disruptions.

Today TNSB has distribution networks in numerous countries in the world, with sales offices in USA, Europe, South America and Malaysia.

6. INFORMATION ON ADVENTA (cont'd)

Details of the changes in the issued and paid-up share capital of TNSB since its incorporation are as follows:

Date of allotment	Number of ordinary shares allotted	Par value (RM)	Consideration	Cumulative total (RM)
18.09.1987	2	1.00	Cash	2
19.04.1988	349,998	1.00	Cash	350,000
02.01.1997	650,000	1.00	Bonus issue of 13 new Share for every 7 existing Share	1,000,000
20.01.2000	1,000,000	1.00	Bonus issue of 1 new Share for every 1 existing Share	2,000,000

There are no outstanding warrants, options, convertible securities and uncalled capital in TNSB and it does not have any subsidiaries or associated companies as at the date of this Prospectus.

(ii) Information on AHSB

AHSB was incorporated in Malaysia under the Companies Act, 1965 on 2 September 1991 as a private limited company. The principal activity of AHSB was initially property investment and subsequently changed to the manufacturing and distribution of sterile surgical gloves. AHSB is expected to commence operations in mid 2004. Pursuant to the approval from the Malaysian Industrial Development Authority (MIDA) dated 18 July 2003, AHSB was granted with pioneer status for its surgical gloves.

AHSB's authorised share capital is RM100,000 comprising 100,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of AHSB is RM5 comprising 5 ordinary shares of RM1.00 each.

Details of the changes in the issued and paid-up share capital of AHSB since its incorporation are as follows:

Date of allotment	Number of ordinary shares allotted	Par value (RM)	Consideration	Cumulative total (RM)
02.09.1991	2	1.00	Cash	2
09.10.1991	3	1.00	Cash	5

There are no outstanding warrants, options, convertible securities and uncalled capital in AHSB and it does not have any subsidiaries or associated companies as at the date of this Prospectus.

(iii) Information on PPM

PPM was incorporated in Malaysia under the Companies Act, 1965 on 27 October 1988 as a private limited company by the name of Profit Point Manufacturing Sdn Bhd. On 31 December 2003, it became a subsidiary of TNSB and subsequently on 1 April 2004, PPM became a wholly-owned subsidiary of Adventa.

PPM commenced operations in 1990 and is principally involved in the manufacturing and export of examination gloves.

It has an ongoing customer base as well as an established reputation in Europe, principally in the Netherlands which complements the Group's market expansion strategy. An added advantage of the acquisition of PPM by Adventa is that it has resulted in higher purchasing power for the Group in procurement of raw materials and packaging.

6. INFORMATION ON ADVENTA (cont'd)

PPM plans to increase production capacity by 50% for the financial year ending 31 January 2005, in line with the Group's objectives.

PPM's authorised share capital is RM10,000,000 comprising 10,000,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of PPM is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each.

Details of the changes in the issued and paid-up share capital of PPM since its incorporation are as follows:

Date of allotment	Number of ordinary shares allotted	Par value (RM)	Consideration	Cumulative total (RM)
27.10.1988	2	1.00	Cash	2
08.08.1995	4,000,000	1.00	Cash	4,000,002
08.07.1996	999,998	1.00	Cash	5,000,000

There are no outstanding warrants, options, convertible securities and uncalled capital in PPM and it does not have any subsidiaries or associated companies as at the date of this Prospectus.

(iv) Information on Ulma

Ulma was incorporated in Germany on 15 January 2003 as a private limited company by the name of Ulma International GmbH, whereby it became a wholly owned subsidiary of TNSB after TNSB acquired 100% of its issued and paid-up share capital. On 1 April 2004, Ulma became a wholly-owned subsidiary of Adventa.

The strategy behind the acquisition of Ulma by TNSB and subsequently Adventa, is for Ulma to act as a stocking warehouse, service point and marketing arm for the Group's European market. In order to expand sales in Germany, Europe and Africa, it is of strategic importance for the Group to have an office that is of the same time zone as its customers to provide better customer service and technical support.

Furthermore, hospitals and distributors will also need, from time to time, instant delivery of goods to complement direct imports for which Ulma is able to provide. With this office, direct exports to Europe, excluding Ulma, has risen to nearly 40% for the year financial year ended 31 January 2004.

Ulma is also a retailer, which caters to small dental and medical groups. This has resulted in an assured clientele for the Group that offers a reliable market share with higher earnings prospects.

In addition to the above, Ulma has a good database of German customers as well as knowledge of the credit worthiness of European dealers of medical products, which would be synergistic to the Group's business direction.

Ulma is principally involved in the distribution of medical and other hospital related products. Ulma's issued and paid-up share capital is Euro 25,000 comprising 1 ordinary share of Euro 25,000.

There are no changes to the issued and paid-up capital of Ulma since its date of inception. There are no outstanding warrants, options, convertible securities and uncalled capital in Ulma and it does not have any subsidiaries or associated companies as at the date of this Prospectus.

(v) Information on Nusaco

Nusaco was incorporated in Malaysia under the Companies Act, 1965 on 7 September 1989 as a private limited company. It commenced its business on 1 March 1990 where it was principally involved in general contract services. The company then ceased its business activity as a general contractor in 1998.

6. INFORMATION ON ADVENTA (cont'd)

On 24 July 2003, Nusaco was acquired by Adventa for the generation and supply of energy and electricity using biomass technology. It is anticipated that the biomass power plant will commence operations by mid 2004.

Nusaco's authorised share capital is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each. The issued and paid-up share capital of Nusaco is RM200,000 comprising 200,000 ordinary shares of RM1.00 each.

Details of the changes in the issued and paid-up share capital of Nusaco since its incorporation are as follows:

Date of allotment	Number of ordinary shares allotted	Par value (RM)	Consideration	Cumulative total (RM)
07.09.89	25,000	1.00	Cash	25,000
25.06.03	175,000	1.00	Cash	200,000

There are no outstanding warrants, options, convertible securities and uncalled capital in Nusaco and it does not have any subsidiaries or associated companies as at the date of this Prospectus.

6.6 DEVELOPMENT OF ADVENTA GROUP

The Group's flagship company, TNSB, started operations in 1988 as a manufacturer of examination gloves in Kuala Lumpur with a single production line and 45 employees. In 1990, TNSB obtained the US Food and Drugs Administration ("US FDA") approval for the introduction of its examination gloves into the US market. During this time, exports were solely to the USA and Europe. By the end of 1991, TNSB added another production line as demand for its gloves grew.

In 1992, TNSB then set up a factory in Kota Bharu, Kelantan to supplant the factory in Kuala Lumpur as workers were more readily available in Kelantan. The factory commenced operations in May 1992.

In 1994, the new factory had a monthly production capacity of 10 million pieces. TNSB also began its venture into the production of surgical gloves for export. As demand for TNSB's products grew, the factory was equipped with a quality assurance system designed to continuously maintain and upgrade quality standards.

In 1996, TNSB acquired another five acres of land, adjacent to its existing site, to increase its production capacity by constructing a new factory measuring 90,000 square feet. This was completed within a year, which raised the monthly production capacity of TNSB to 17 million pieces. In the same year, TNSB obtained its ISO 9002 Quality Assurance System certification from TUV Germany and the EN46002 medical device quality certification in compliance with the European Union Medical Device Directive 43/97.

In 1998, an additional plant with a built-up area of 66,800 square feet was constructed. This addition resulted in a further increase in monthly production capacity of up to 35 million pieces, at an average estimated mix of 80% examination gloves to 20% surgical gloves.

In 1999, another neighboring plot of land was acquired from the Kelantan State Government, where a water treatment plant was erected. The approval by the FDA for the supply of surgical gloves to the USA was obtained in the same year.

To date, TNSB has a production capacity of 790 million pieces of examination and surgical gloves per annum. Headquartered in Kota Bharu, it has sales and service offices in Florida in USA, Buenos Aires in Argentina, and Ulm in Germany, with products supplied to hospitals located in numerous countries around the world.

6. INFORMATION ON ADVENTA (cont'd)

As a natural progression in supplying disposable medical gloves, the management began exploring the possibilities of leveraging on its existing clientele pool by supplying other medical products. In addition, through its R&D, it also identified possible methods to increase process efficiency that have led to the embarking of the generation and supply of energy and electricity using biomass technology.

In line with further expansion and plans to supply other types of medical products, the management acquired Ulma through TNSB in early 2003. With the acquisition, the company enjoys better access to the European market, having a service point and marketing arm for Germany, Europe and Africa. Positioned in the same time zones as these countries, service to customers is greatly enhanced with a longer contact window and the ability to immediately respond to customers' requests considerably improved. By also operating a stocking warehouse that allows customers in that region to receive deliveries within a short period of time, customers' needs are immediately fulfilled resulting in customer satisfaction and loyalty. Additionally, the acquisition of Ulma affords better margins via direct marketing to end-users and opens up new markets for the company's products, especially to small and medium sized enterprises.

A sale and purchase agreement with China National Foreign Trade Financial and Leasing Corporation for the acquisition of PPM by TNSB was entered into on 23 July 2003. PPM's principal activities are the manufacturing and distribution of examination glove, and it has a production facility located in Kluang, Johor. The facility is located close to two major ports in the southern region of Peninsula Malaysia, i.e. Port of Tanjung Pelepas and Pasir Gudang Port. Apart from facilitating export of the Group's products, this strategic location also allows for savings in shipment and logistic costs to Singapore, thereby allowing for speedier and more frequent deliveries that translate to more business for the Group.

PPM's factory has a built-up area of approximately 24,135 square feet and is equipped with three glove production lines. These lines have a combined production capacity of 150 million pieces per annum. It has additional and available floor space that allows for expansion of another three production lines, should the need arise. Production is run on natural gas which presents a more cost-effective alternative to traditional fuel.

In 2003, the company decided that it was time to seek a listing on the Second Board of Bursa Malaysia. As part of the listing scheme, Adventa was formed on 16 June 2003 to become the ultimate holding company of the Adventa Group. The listing scheme entails the acquisition of Ulma and PPM from TNSB and subsequently, the acquisition of TNSB, Nusaco and AHSB by Adventa. Further details of the Acquisitions are enclosed in Section 6.3 of this Prospectus.

The rationale behind the acquisition of Nusaco was to separately manage the generation and supply of energy and electricity using biomass technology as a distinct profit centre. This move complements the Group's strategy to develop a competitive edge in its core business, as the substitution of traditional fuel with biomass energy is expected to improve profit margins by reducing production costs. As traditional fuel is subject to market fluctuations, the use of a relatively more stable alternate energy source would insulate the Group's profit margins from the effects of such unpredictable market changes. Apart from being able to capitalise on cost improvement opportunities, Nusaco's operation as a distinct profit centre also entitles it to enjoy certain tax incentives that are available for this particular industry.

The Group is also in the process of segregating and streamlining its surgical and examination glove businesses. For the financial year ending 2005, TNSB will concentrate solely on the manufacturing and distribution of examination gloves while AHSB will undertake the surgical glove business of the Group. The segregation and streamlining of businesses within the Group is intended to enable each company to focus on its core business in order to compete effectively in the market.

6. INFORMATION ON ADVENTA (cont'd)

With the acquisitions, the Adventa Group has four core business activities involving:

- the manufacturing and distribution of sterile surgical gloves;
- the manufacturing and distribution of medical examination gloves;
- the manufacturing and distribution of medical and other hospital related products; and
- the generation and supply of energy and electricity using biomass technology.

In the past twelve months, there were no interruptions in the business of the Group which have had significant impact on the Group's operations.

6.7 PRINCIPAL PLACE OF BUSINESS AND PRODUCTION FACILITIES

The principal place of business and production facilities of the Adventa Group are as follows:

ADVENTA HEAD OFFICE

No. 1, Jalan 8
Pengkalan Chepa 2 Industrial Zone
16100 Kota Bharu, Kelantan
Malaysia

TNSB

No. 1, Jalan 8
Pengkalan Chepa 2 Industrial Zone
16100 Kota Bharu, Kelantan
Malaysia

PPM

PLO 7 Batu 4 ½
Jalan Mersing
86000 Kluang
Johor Darul Takzim
Malaysia

ULMA

Einsteinstrasse 60
D-89077
Ulm-Germany

NUSACO

No. 8 , Jalan 8
Pengkalan Chepa 2 Industrial Zone
16100 Kota Bharu, Kelantan
Malaysia

AHSB

No. 2, Jalan 8
Pengkalan Chepa 2 Industrial Zone
16100 Kota Bharu, Kelantan
Malaysia

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6. INFORMATION ON ADVENTA (cont'd)**6.8 LAND AND BUILDING**

Details of the land and building owned by the Adventa Group are as follows:

Registered / beneficial owner	Postal address / location	Description / existing use	Land and built-up area (Square metres)	Tenure	Approximate age of building (years)	Audited NBY at 31 January 2004 (RM'000)	Date of valuation	Market value (RM'000)
Terang Nusa Sdn Bhd	1, Jalan 8, Pengkalan Chepa 2 Industrial Zone, Off Jalan Padang Tembak, 16100 Kota Bharu, Kelantan	Industrial land developed with a rubber gloves factory (ii)	Land area : 23,410 Built-up area : 16,314	Leasehold 66 years expiring on 15.02.2063	7 years	9,014	30 July 2003	13,917
	Lot PT 4094, HS(D) and KB42/97, (New Lot No 5053, New Title PN 3027) Mukim of Panchor, District of Kota Bharu, Kelantan (i)							
Terang Nusa Sdn Bhd (Perbadanan Kemajuan Iktisad Negeri Kelantan as registered owner)	Lot PT 4091 and PT 4092, HS(D) KB39/97 and HS(D) KB40/97, (New Lot No 5050 and 5051, New Title PN 3030 and PN 3029), Mukim of Panchor, District of Kota Bharu, Kelantan (i)	Biomass plant currently under construction. However, the property was a vacant industrial land as at the date of valuation.	Land area for Lot PT 4091 : 26,400 Land area for Lot PT 4092 : 23,660	Leasehold 66 years expiring on 15.02.2063	Not applicable	1,822		

Notes:

- (i) The land under Lot PT 4091, 4092 and 4094 (New Lot No 5050, 5051 and 5053) were purchased from Perbadanan Kemajuan Iktisad Negeri Kelantan ("PKINK") vide the Sale and Purchase Agreements dated 5 June 2001 (for Lot PT 4091 and 4092) and 4 June 1995 (for Lot PT 4094) respectively and are located within the Malay Reserve area. PKINK have confirmed vide their letter dated 14 September 2003 that the Company may have the right to dispose and sell the land to Non-Malay companies and/or individuals subject to the approval of PKINK.
- (ii) All buildings have been issued with certificates of fitness

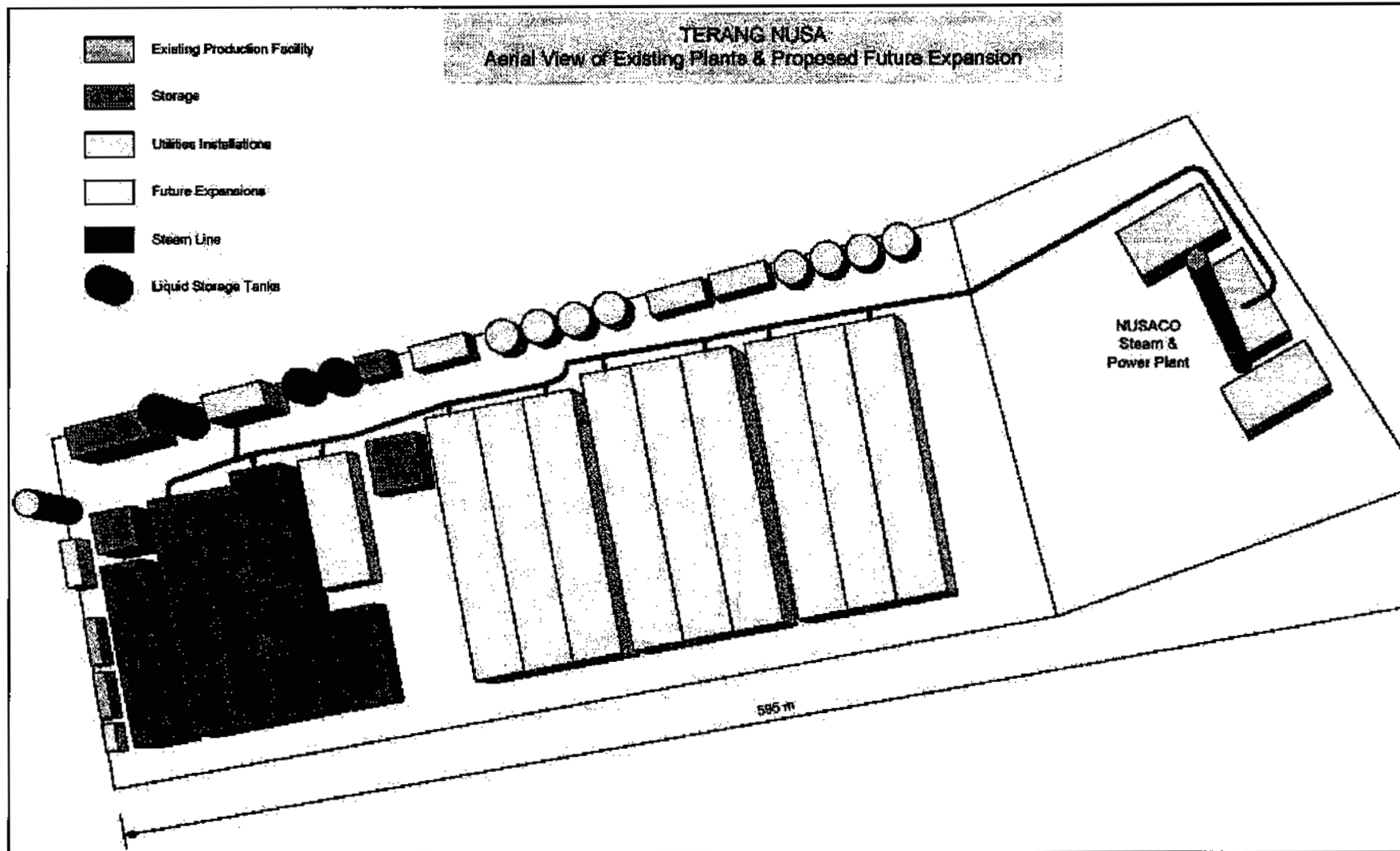
6. INFORMATION ON ADVENTA (cont'd)

Registered / beneficial owner	Postal address/ location	Description / existing use	Land and built-up area (Square metres)	Tenure	Approximate age (building, years)	Audited NBV at 31 January 2004 (RM'000)	Date of valuation	Market value (RM'000)
American Healthcare (Malaysia) Sdn Bhd (Perbadanan Kemajuan Iktisad Negeri Kelantan as registered owner)	Lot PT 4093, HS(D) KB41/97, (New Lot No 5052, New Title PN 3028), Mukim of Panchor, District of Kota Bharu, Kelantan (i)	Detached factory, single story building, water storage tank and water treatment system that are completed and pending certificate of fitness. The building plans was approved on 9 September 2003.	Land area : 21,840	Leasehold 66 years expiring on 15.02.2063	Not applicable	1,269	19 August 2003	1,310
Profit Point Manufacturing Sdn Bhd	PLO 7, Batu 4 ½, Jalan Mersing, 86000 Kluang, Johor Lot PTD 38819, No. HS(D) 23919, Mukim of Kluang, District of Kluang, Johor (ii)	Rubber gloves factory, office and canteen.	Land area : 5,318 Built-up area : 2,272	Leasehold 60 years expiring on 09.10.2049	13 years	1,054	N/A	N/A

Notes:

- (i) The land under Lot PT 4093 (New Lot No 5052) was purchased from PKINK vide the Sale and Purchase Agreement dated 14 June 1998 and is located within the Malay Reserve area. PKINK have confirmed vide their letter dated 14 September 2003 that the Company may have the right to dispose and sell the land to Non-Malay companies and/or individuals subject to the approval of PKINK.
- (ii) The landed property owned by PPM has not been revalued in the past five (5) years prior to the submission to the SC and no revaluation amount was used in arriving at the purchase consideration of RM3,838,000 for the acquisition of PPM by Adventa pursuant to the Sale and Purchase Agreement dated 24 July 2003
- N/A Not applicable as no valuation was undertaken

6. INFORMATION ON ADVENTA (cont'd)



6. INFORMATION ON ADVENTA (cont'd)**6.9 PRODUCTS AND SERVICES**

The core business of the Group is the manufacturing and distribution of examination and surgical gloves. The Group has always focused on promoting the brand names of its gloves in order to encourage customer support and loyalty for its products, which are namely:

PRODUCTS	TYPE OF GLOVES	USAGE
SURGICAL GLOVES		
SENSIFLEX® Plus	Surgical Glove Powderfree	Operating Room, General Surgery
Maxitex®	Surgical Glove Prepowdered	Operating Room, General Surgery
Sur-G-Glov	Surgical Glove Prepowdered	Operating Room, General Surgery
NUZONE	Synthetic Surgical Gloves Powderfree,	Latex free, General Surgery
Maxitex® Duplex PF	Orthopedic Surgical Gloves Powderfree	Orthopedic, Trauma
Progard	X-ray Protection Surgical Gloves	Cardiology-Orthopaedic Surgery
EXAMINATION GLOVES		
NUGARD®	Latex Examination Gloves	Patient Contact, Cleaning, Laboratories
Sensiflex®	Latex Examination Gloves, Powderfree	Patient Contact, Cleaning, Laboratories
NUGARD® Procedure PF	Latex Examination Gloves, Sterile/Powderfree	Patient Contact, Cleaning, Laboratories
NUGARD® EMS	Latex Gloves, Powderfree	Emergency Medical Service / Trauma / Chemotherapy
NUGARD® Nitrile PF	Nitrile Examination Gloves, Powderfree	Patient Contact, Cleaning, Laboratories
DENTAL GLOVES		
NUGARD® DG	Latex Examination Gloves,	Dental Procedures
NUGARD® DG PF	Latex Examination Gloves, Powderfree	Dental Procedures

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6. INFORMATION ON ADVENTA (cont'd)

The gloves are subjected to strength test, leak test, protein analysis test, powder analysis test as well as biocompatibility tests and are designed to meet and/or exceed the following international standards:

United States of America	:	ASTM D3577 and D3578 ¹
European Community	:	EN 455 Part 1, Part 2 and Part 3 ²
Japan	:	JIS 9107 ³
Australia/ New Zealand	:	AS/NZ 4179 ⁴
International	:	ISO 11137 ⁵ and ISO 10282 ⁶

¹ American Society of Testing and Materials ("ASTM") specifications for packaged sterile rubber surgical gloves used in conducting surgical procedures (D3577) and for natural rubber gloves used in conducting medical examinations, diagnostic and therapeutic procedures which also covers natural rubber gloves used in handling of contaminated medical materials as well as packaged sterile natural rubber gloves and packaged or bulk non-sterile natural rubber gloves (D3578).

² Harmonised standards by the European Union Directive in relation to medical devices under Council Directive 93/42/EEC. EN 455 Part 1 governs the requirements and testing for freedom from holes. EN 455 Part 2 governs the requirements and testing for physical properties. EN 455 Part 3 governs the requirements and testing for biological evaluation.

³ Japanese Industrial Standard for surgical gloves.

⁴ Australian and New Zealand standards which specifies requirements for packaged sterile gloves intended for use in surgical procedures to protect the patient and the user from cross-contamination. It is applicable to single-use gloves that are worn once and then discarded. It does not apply to examination or procedure gloves. This standard is intended as a reference for the performance and safety of rubber surgical gloves.

⁵ The ISO 11137 specifies requirements for validation, process control and routine monitoring in the radiation sterilization of health care products. Applies to continuous and batch type gamma irradiators using the radionuclides Cobalt-60 and to irradiators using a beam from an electron or x-ray generator.

⁶ ISO 10282 specifies requirements for packaged sterile rubber gloves intended for use in surgical procedures to protect the patient and the user from cross-contamination. It is applicable to single-use gloves that are worn once and then discarded. It does not apply to examination or procedure gloves. It covers gloves with smooth surfaces and gloves with textured surfaces over part or all of the glove. This standard is intended as a reference for the performance and safety of rubber surgical gloves. The safe and proper usage of surgical gloves and sterilization procedures with subsequent handling, packaging and storage procedures are outside the scope of this International Standard.

In addition, the Group's surgical and examination gloves are pre-market approved by the US FDA for market release.

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6. INFORMATION ON ADVENTA (cont'd)

The range of the Group's products comprises the following:

Surgical Gloves

- **Latex pre-powdered surgical gloves**

The latex pre-powdered surgical gloves are sterile (Gamma sterilisation) and made from 100% natural latex. It has been specially designed for high comfort, with strengthened cuffs, higher sensitivity and low powder content.

- **Latex powder free surgical gloves**

The latex powder free surgical gloves are sterile (Gamma sterilisation) and made from 100% natural latex. It is coated with a polyurethane lining on the inside surface for ease of donning, which also forms a fine protective barrier between the gloves and the user's skin. The gloves have been specially designed for precise procedures and is suitable for users who are sensitive to the powder content of latex gloves.

- **Synthetic latex-free surgical gloves**

The synthetic latex-free gloves are sterile (Gamma sterilisation) and made from synthetic latex. It is also known as nitrile gloves and is a good alternative for users who are sensitive to the proteins found in natural latex. The gloves are further coated with synthetic-polymer composites on all surfaces for further protection.

- **Orthopaedic and trauma pre-powdered surgical gloves**

The orthopaedic and trauma pre-powdered surgical gloves are sterile (Gamma sterilisation) and made from 100% natural latex. It has been specifically designed as a double gloving set for extra protection during orthopaedic procedures and is specially formulated for comfort and reduced hand fatigue.

- **Orthopaedic and trauma powder free surgical gloves**

The orthopaedic and trauma powder free surgical gloves are sterile (Gamma sterilisation) and made from 100% natural latex. It has been specifically designed as a double gloving set for extra protection during orthopaedic procedures and is specially formulated for comfort and reduced hand fatigue. Its low powder content is suitable for users who are sensitive to the powder content of latex gloves.

Examination Gloves

- **Latex pre-powdered examination gloves**

The latex pre-powdered examination gloves are made from 100% natural latex. The gloves are suitable for non-sterile and general applications such as dressing changes, drips procedure, instrument cleaning, laboratory, patient contact and ward linen changing.

- **Latex powder free examination gloves**

The latex powder free examination gloves are made from 100% natural latex. It is suitable for non-sterile and general applications such as dressing changes, drips procedure, instrument cleaning, laboratory, patient contact and ward linen changing. Special features of the gloves include its easy donning and wet grip features. Its low powder content is suitable for users who are sensitive to the powder content of latex gloves.

6. INFORMATION ON ADVENTA (cont'd)

- **Synthetic latex free examination gloves**

The synthetic latex free examination gloves are made from synthetic latex and is powder free. It is also known as nitrile gloves and is a good alternative for users who are sensitive to the proteins found in natural latex. As well, its low powder content is suitable for users who are sensitive to the powder content of latex gloves.

- **Latex pre-powdered sterile examination gloves**

The latex pre-powdered sterile (Gamma sterilisation) examination gloves are made from 100% natural latex. The gloves are especially suitable for sterile procedures such as pap smears and cervical inspection, ophthalmology, sutures removal and wound management.

- **Latex powder free sterile examination gloves**

The latex pre-powdered sterile (Gamma sterilisation) examination gloves are made from 100% natural latex. The gloves are especially suitable for sterile procedures such as pap smears and cervical inspection, ophthalmology, sutures removal and wound management. Its low powder content is suitable for users who are sensitive to the powder content of latex gloves.

- **Latex pre-powdered dental examination gloves**

The latex pre-powdered dental examination gloves is made from 100% natural latex and have been specially designed for use in dental procedures. The gloves are green with mint scent.

- **Latex powder free dental examination gloves**

The latex pre-powdered dental examination gloves is made from 100% natural latex and have been specially designed for use in dental procedures. The gloves are green with mint scent. Its low powder content is suitable for users who are sensitive to the powder content of latex gloves.

- **Special length latex examination gloves**

The special length latex examination gloves are made from 100% natural latex. Its special feature is the extra length which provides better protection. In addition, the gloves have thicker palm protection for higher durability.

- **Emergency medical services heavy duty examination gloves**

The emergency medical services heavy duty examination gloves are made from 100% natural latex. It has greater arm coverage and thickness for extra protection and is designed for tough usage. It is powder free and is suitable for users who are sensitive to the powder content of latex gloves.

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