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- 12,000,000 NEW ORDINARY SHARES OF RM0.25 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 9,600,000 NEW ORDINARY SHARES OF RM0.25 EACH AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS, EMPLOYEES
 AND BUSINESS ASSOCIATES OF TEK SENG HOLDINGS BERHAD AND ITS SUBSIDIARIES; AND
- 20,524,000 NEW ORDINARY SHARES OF RM0.25 EACH TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY;

AND

OFFER FOR SALE OF 46,076,000 ORDINARY SHARES OF RM0.25 EACH COMPRISING:-

- 9,000,000 ORDINARY SHARES OF RM0.25 EACH AVAILABLE FOR PLACEMENT TO SELECTED INVESTORS; AND
- 37,076,000 ORDINARY SHARES OF RM0.25 EACH TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY.

AT AN ISSUE/OFFER PRICE OF RM0.50 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION PURSUANT TO ITS LISTING ON THE SECOND BOARD OF THE BURSA MALAYSIA SECURITIES BERHAD.

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" IN SECTION 3 HEREOF

Adviser, Managing Underwriter and Placement Agent



TEK SENG HOLDINGS BERHAD

(Company No: 579572-M)

RESPONSIBILITY STATEMENTS

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS, PROMOTERS AND OFFERORS OF TEK SENG HOLDINGS BERHAD ("TSHB" OR THE "COMPANY") AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAIN HEREIN AND CONFIRM, HAVING MADE ALL REASONABLE ENQUIRIES, THAT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT HEREIN FALSE OR MISLEADING. THE DIRECTORS HEREBY ACCEPT FULL RESPONSIBILITY FOR THE PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE PROFIT FORECAST HAVE BEEN PREPARED BASED ON ASSUMPTIONS MADE.

AMMERCHANT BANK BERHAD, BEING THE ADVISER, MANAGING UNDERWRITER, UNDERWRITER AND PLACEMENT AGENT, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE INITIAL PUBLIC OFFERING AND ARE SATISFIED THAT THE PROFIT FORECAST (FOR WHICH THE DIRECTORS OF TSHB 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.

STATEMENTS OF DISCLAIMER

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

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF TSHB 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.

BURSA MALAYSIA SECURITIES BERHAD SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF TSHB AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS CORRECTNESS 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. ADMISSION TO THE OFFICIAL LIST IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE INITIAL PUBLIC OFFERING, TSHB OR OF ITS SECURITIES.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SECURITIES COMMISSION. 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 events leading up to the listing of and quotation for TSHB's entire enlarged issued and paid-up share capital on the Second Board of the Bursa Malaysia Securities Berhad is set out below:-

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGE WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES. THE APPLICATIONS WILL BE ACCEPTED FROM 10.00 A.M. ON 28 SEPTEMBER 2004 AND WILL REMAIN OPEN UNTIL 5.00 P.M. ON 6 OCTOBER 2004 OR FOR SUCH FURTHER PERIOD OR PERIODS AS THE DIRECTORS AND/OR PROMOTERS OF TSHB TOGETHER WITH THE MANAGING UNDERWRITER IN THEIR ABSOLUTE DISCRETION MAY DECIDE.

<u>Date</u>		<u>Event</u>
28 September 2004	:	Issue of Prospectus/Opening date of the applications
6 October 2004	:	Closing date of the applications
8 October 2004	:	Tentative date for balloting of applications
19 October 2004	:	Tentative listing date

IN THE EVENT THE CLOSING DATE FOR THE APPLICATIONS IS EXTENDED, INVESTORS WILL BE NOTIFIED OF THE CHANGE IN A WIDELY CIRCULATED ENGLISH AND BAHASA MALAYSIA NEWSPAPER IN MALAYSIA. SHOULD THE APPLICATION PERIOD BE EXTENDED, THE DATES FOR THE BALLOTING OF THE APPLICATIONS AND THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF TSHB ON THE SECOND BOARD OF THE BURSA MALAYSIA SECURITIES BERHAD WILL BE EXTENDED ACCORDINGLY.

DEFINITIONS

In this Prospectus, unless where the context requires otherwise, the following words and abbreviations shall have the following meanings: -

Acquisition of DGSB : The acquisition by TSHB of 100% of the issued and paid-up

share capital of DGSB comprising 100,000 ordinary shares of RM1.00 each for a total consideration of RM2,790,392 satisfied by the issuance of 5,580,784 new ordinary shares of RM0.50 each in TSHB credited as fully paid-up at an issue price of

RM0.50 per share

Acquisition of PSSB : The acquisition by TSHB of 100% of the issued and paid-up

share capital of PSSB comprising 150,000 ordinary shares of RM1.00 each for a total consideration of RM2,360,768 satisfied by the issuance of 4,721,536 new ordinary shares of RM0.50 each in TSHB credited as fully paid-up at an issue price of

RM0.50 per share

Acquisition of TSSB : The acquisition by TSHB of 100% of the issued and paid-up

share capital of TSSB comprising 450,005 ordinary shares of RM1.00 each for a total consideration of RM18,517,131 satisfied by the issuance of 37,034,262 new ordinary shares of RM0.50 each in TSHB credited as fully paid-up at an issue

price of RM0.50 per share

Acquisition of WISB : The acquisition by TSHB of 100% of the issued and paid-up

share capital of WISB comprising 10,000,000 ordinary shares of RM1.00 each for a total consideration of RM14,300,802 satisfied by the issuance of 27,601,414 new ordinary shares of RM0.50 each in TSHB credited as fully paid-up at an issue price of RM0.50 per share and cash consideration of

RM500,095

Acquisitions : Acquisitions of WISB, TSSB, PSSB and DGSB collectively

Act : The Companies Act, 1965 or any statutory modification,

amendment or re-enactment thereof for the time being in force

ADA : Authorised Depository Agent

ADA Code : ADA (Broker) Code

AFTA : ASEAN Free Trade Area

AmMerchant Bank : AmMerchant Bank Berhad (23742-V)

Application : The application for the IPO Shares by way of Application Forms

or by way of Electronic Share Application

Application Form(s) : The printed Application Form(s) for the application of the IPO

Shares

ASEAN : Association of South-East Asian Nations

Board : The Board of Directors of TSHB

Bursa Depository : Bursa Malaysia Depository Sdn Bhd (165570-W)

(Formerly known as Malaysian Central Depository Sdn Bhd)

Bursa Securities : Bursa Malaysia Securities Berhad (635998-W)

(Formerly known as Malaysia Securities Exchange Berhad)

DEFINITIONS (Cont'd)

Bye-Laws : The rules, regulations, terms and conditions of the ESOS

scheme

Calendering : A manufacturing process where molten plastic is poured

between four(4) cylindrical rollers and pressed to form a continuous plastic sheet, which then goes through a series of hot roller pairs that progressively make the plastic sheet thinner. When it reaches the required thickness, it goes through a pair of cold rollers to solidify the plastic film or sheet

CDS : Central Depository System

Central Depositories Act : The Securities Industry (Central Depositories) Act, 1991 or any

statutory modification, amendment or re-enactment thereof for

the time being in force

Date of Offer : The date on which an offer is made by the ESOS Committee to

an employee in the manner provided in Bye-Law 7

Deposited Security : A security in the Company standing to the credit of a Securities

Account of a Depositor subject to the provision of the Central

Depositories Act and the Rules

Depositor : A holder of a Securities Account

DGSB : Double Grade Sdn Bhd (233444-T)

DINP : Di Isononyl Phthalate

DOP : Di Octyl Phthalate

Electronic Share Application : An application for the IPO Shares through Participating

Financial Institutions

EPS : Earnings per share

ESOS : Employee Share Option Scheme

ESOS Committee : A committee comprising Director(s) and/or senior management

personnel appointed by the board of Directors to administer the

ESOS

FIC : Foreign Investment Committee

IPO : Initial Public Offering, namely the Public Issue and Offer For

Sale

IPO Price : RM0.50 for each IPO Share

IPO Share(s) : The Public Issue Share(s) and Offer Share(s) collectively

Listing : Admission to the Official List and the listing of and quotation for

the enlarged issued and paid-up share capital of TSHB of RM48,000,000 comprising 192,000,000 Shares on the Bursa

Securities

Listing Requirements : Listing Requirements of Bursa Securities

Listing Scheme : The Acquisitions, Public Issue, Offer For Sale and Listing

collectively

DEFINITIONS (Cont'd)

Malaysian Public : Citizens of Malaysia and companies, societies, co-operatives

and institutions incorporated or organised under the laws of

Malaysia

Market Day : Any day between Monday and Friday (both days inclusive)

which is not a public holiday and on which the Bursa Securities

is open for the trading of securities

MEK : Methylketone

MIH or Issuing House : Malaysian Issuing House Sdn Bhd (258345-X)

MITI : Ministry of International Trade and Industry

NTA : Net tangible assets

NTL : Net tangible liabilities

Offer For Sale or Offer : Offer for sale by the Offerors of 46,076,000 Shares in TSHB at

the IPO Price payable in full upon application, subject to the

terms and conditions of this Prospectus

Offer Shares : The 46,076,000 Shares in TSHB which are the subject of the

Offer For Sale

Offerors : Loh Kok Beng, Loh Kok Cheng, Soon Seok Choo, Hsu Chou,

Yu-Ling and Chang, Jung-Chen collectively. Their respective

Offer Shares are as follows: -

Offerors	No. of Offer Shares	% of Enlarged Share Capital
Loh Kok Beng	19,063,794	9.93
Loh Kok Cheng	19,063,794	9.93
Soon Seok Choo	4,554,240	2.38
Hsu Chou, Yu-Ling	1,697,086	0.88
Chang, Jung-Chen	1,697,086	0.88
Total	46.076.000	24.00

Option(s) : The contract constituted by acceptance by an eligible employee

in the manner provided in Bye-Law 8 of an offer made to such eligible employee by the ESOS Committee pursuant to Bye-Law 7. Each Option shall entitle an employee to subscribe for

one (1) Share upon its exercise

Participating Financial

Institution(s)

Refers to the participating financial institutions for Electronic

Share Application as listed in Section 15 of this Prospectus

PAT : Profit after taxation

PBT : Profit before taxation

PDC : Penang Development Corporation

PE Multiple : Price earnings multiple

Pink Form Shares : The 9,600,000 of the Public Issue Shares of TSHB

representing 5.0% of the enlarged issued and paid-up share capital of TSHB at the IPO Price to the Directors, employees

and business associates of the TSHB Group

DEFINITIONS (Cont'd)

Placement Agent : AmMerchant Bank

PP : Polypropylene

Private Placement : Private placement of 9,000,000 Shares in TSHB representing

approximately 4.69% of the enlarged issued and paid-up share capital of TSHB at the IPO Price to selected investors by the

Placement Agent

Promoter(s) : Loh Kok Beng and Loh Kok Cheng respectively

PSSB : Pelangi Segi Sdn Bhd (216849-M)

Public Ballot Portion : 12,000,000 Public Issue Shares available for application by the

Malaysian public

Public Issue : The public issue of 42,124,000 new Shares in TSHB at the IPO

Price payable in full upon application, subject to the terms and

conditions of this Prospectus

Public Issue Shares : The 42,124,000 new Shares in TSHB which are the subject of

the Public Issue

PVC : Polyvinyi Chloride

PVC Decorative Films : Semi-finished products which are usually plastic film overlays

with patterns that are made to look like wood grains or some

other decorative patterns like metallic look

PVC Films and Sheets : The films and sheets are produced in transparent, translucent,

coloured or patterned format, depending on customer

requirements

PVC Floor Covering or Vinyl

Floor Covering

Comprises a 3-ply laminated plastic sheet with a thin

transparent film at the top to seal in the glossy surface, a printed sheet with design and colour to form the middle ply and

a thicker backing sheet at the bottom

R&D : Research and development

Record of Depositors : A record provided by the Bursa Depository to the Company

under Chapter 24.0 of the Rules

RM and sen : Ringgit Malaysia and sen respectively

ROC : Registrar of Companies

Rules : The Rules of the Bursa Depository

SC : Securities Commission

SC Guidelines : Policies and Guidelines on Issue/Offer of Securities Issued by

the SC as amended or expanded on from time to time

DEFINITIONS (Cont'd)

Securities Account : An account established by the Bursa Depository for a Depositor

for the recording of deposit of securities and for dealing in such

securities by the Depositor

Share(s) : Ordinary share(s) of RM0.25 each

Share Split : Sub-division of each ordinary share of RM0.50 in TSHB into

two (2) Shares

TSHB Group or Group : TSHB and its subsidiaries

TSHB or Company : Tek Seng Holdings Berhad (579572-M)

TSSB : Tek Seng Sdn Bhd (42879-T)

TV : Television

Underwriting Agreement : The Underwriting Agreement dated 18 August 2004 between

the Company, Managing Underwriter and Underwriters for the underwriting of 12,000,000 Public Issue Shares to be issued to the Malaysian Public and 9,600,000 Public Issue Shares to be issued to the eligible Directors, employees and business associates of the TSHB Group for an underwriting commission

of 1.50% and 1.00% of the IPO Price respectively

US or USA : United States of America

WISB : Wangsaga Industries Sdn Bhd (347584-P)

WTO : World Trade Organisation

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CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name	Address	Occupation	Nationality/ Designation
Loh Kok Beng	38, Presgrave Street 10300 Penang	Director	Malaysian/ Executive Chairman
Loh Kok Cheng	38, Presgrave Street 10300 Penang	Director	Malaysian/ Managing Director
Soon Seok Choo	38, Presgrave Street 10300 Penang	Director	Malaysian/ Executive Director
Loh Joo Eng	38, Presgrave Street 10300 Penang	Director	Malaysian/ Executive Director
Ong Eng Choon	55, Westlands Road 10400 Penang	Accountant	Malaysian/ Independent Non-Executive Director
Dr. Kamarudin Bin Ngah	5, Lorong Bertam Permai 6/1 Taman Bertam Permai 13200 Kepala Batas Penang	Researcher	Malaysian/ Independent Non-Executive Director
Fazrin Azwar Bin Dato' Md. Nor	No. 15, Jalan Setiamurni 2 Bukit Damansara 50490 Kuala Lumpur	Advocate and Solicitor	Malaysian/ Independent Non-Executive Director
Osman Bin T.A. Maimunni (Alternate to Fazrin Azwar Bin Dato' Md. Nor)	2-6-1, Pinggiran Kiara Jalan Dato Sulaiman 6 Taman Tun Dr. Ismail 60000 Kuala Lumpur	Entrepreneur	Malaysian/ Independent Non-Executive Director

AUDIT COMMITTEE

Name	Designation	Directorship
Ong Eng Choon	Chairman of Audit Committee	Independent Non-Executive Director
Dr. Kamarudin Bin Ngah	Member of Audit Committee	Independent Non-Executive Director
Fazrin Azwar Bin Dato' Md. Nor	Member of Audit Committee	Independent Non-Executive Director
Loh Kok Beng	Member of Audit Committee	Executive Chairman

CORPORATE DIRECTORY (Cont'd)

COMPANY SECRETARY : Lee Peng Loon (LS00405)

53, Jalan Deva Pada 10400 Penang

REGISTERED OFFICE : 51-21-A, Menara BHL Bank

Jalan Sultan Ahmad Shah

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14000 Bukit Mertajam

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Website : http://www.tekseng.com

REGISTRARS AND TRANSFER OFFICE

Plantation Agencies Sdn Berhad (2603-D)

3rd Floor, Standard Chartered Bank Chambers

Beach Street 10300 Penang

Telephone No : (04) 262 5333
Facsimile No : (04) 262 2018
Email : pasb@mailworld.net

AUDITORS AND REPORTING ACCOUNTANTS

UHY Diong (AF-1411)
 Chartered Accountants
 51-21-F, Menara BHL Bank
 Jalan Sultan Ahmad Shah

10050 Penang

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SOLICITORS FOR THE IPO : Salina, Lim Kim Chuan & Co.

Advocate & Solicitor (Corporate Division)

51-15-C2, Menara BHL Bank Jalan Sultan Ahmad Shah

10050 Penang

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PRINCIPAL BANKERS : AmBank Berhad (295576-U)

Regional Business Centre-North

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10050 Penang

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87, Bishop Street 10200 Penang

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CORPORATE DIRECTORY (Cont'd)

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UNDERWRITERS

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