



PROSPECTUS



TOMEI CONSOLIDATED BERHAD

(Company No: 692959-W)
(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF 14,608,000 NEW ORDINARY SHARES OF RM0.50 EACH AT AN ISSUE PRICE OF RM0.95 PER NEW ORDINARY SHARE PAYABLE IN FULL ON APPLICATION COMPRISING:

- 6,300,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 3,308,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR SUBSCRIPTION BY ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF TOMEI CONSOLIDATED BERHAD AND ITS SUBSIDIARIES; AND
- 5,000,000 NEW ORDINARY SHARES OF RM0.50 EACH BY WAY OF PRIVATE PLACEMENT TO IDENTIFIED INVESTORS

OFFER FOR SALE OF 37,800,000 ORDINARY SHARES OF RM0.50 EACH TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY AT AN OFFER PRICE OF RM0.95 PER SHARE PAYABLE IN FULL ON APPLICATION

PURSUANT TO THE LISTING OF TOMEI CONSOLIDATED BERHAD ON THE SECOND BOARD OF BURSA MALAYSIA SECURITIES BERHAD

Adviser, Sole Placement Agent, Managing Underwriter and Underwriter



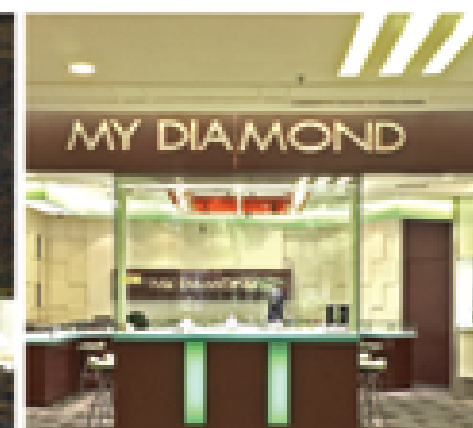
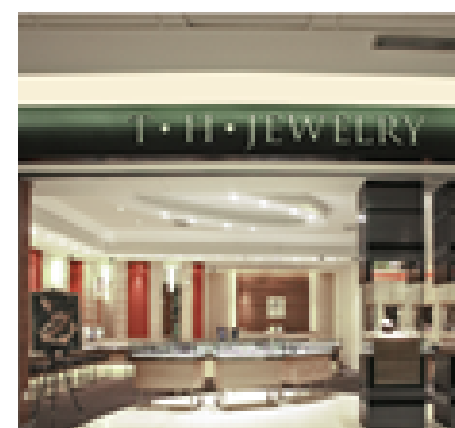
Aseambankers Malaysia Berhad (15938-H)

Co-ordinator



FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 25 HEREOF

This prospectus is dated 23 June 2006



PROSPECTUS

TOMEI CONSOLIDATED BERHAD

TOMEI CONSOLIDATED BERHAD

(Company No: 692959-W)

8-1, Jalan 2/131A, Project Jaya Industrial Estate, Batu 6, Jalan Kelang Lama. 58200 Kuala Lumpur, Malaysia.
Tel: 603-7784 8136 Fax: 603-7784 8140 Website: www.tomei.com.my

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTERS OF TOMEI CONSOLIDATED BERHAD ("TCB") AND/OR THE OFFEROR 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 OF TCB HEREBY ACCEPT FULL RESPONSIBILITY FOR THE CONSOLIDATED PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE CONSOLIDATED PROFIT FORECAST HAS BEEN PREPARED BASED ON ASSUMPTIONS MADE.

ASEAMBANKERS MALAYSIA BERHAD ("ASEAMBANKERS"), BEING THE ADVISER, SOLE PLACEMENT AGENT, MANAGING UNDERWRITER AND UNDERWRITER, 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 ISSUE (AS DEFINED HEREIN) AND OFFER FOR SALE (AS DEFINED HEREIN) AND IS SATISFIED THAT THE CONSOLIDATED PROFIT FORECAST (FOR WHICH THE DIRECTORS OF TCB ARE FULLY RESPONSIBLE), PREPARED FOR INCLUSION IN THE PROSPECTUS HAVE BEEN STATED BY THE DIRECTORS OF TCB AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS, MESSRS BDO BINDER.

THE SECURITIES COMMISSION ("SC") HAS APPROVED THE PUBLIC ISSUE AND OFFER FOR SALE ON 27 MARCH 2006. HOWEVER, THIS IS NOT AN INDICATION THAT THE SC RECOMMENDS THE PUBLIC ISSUE AND OFFER FOR SALE. THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF TCB. THE SC ALSO 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 ADMISSION TO THE OFFICIAL LIST OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF TCB, THE MERIT OF TCB SHARES OR THE PUBLIC ISSUE AND OFFER FOR SALE.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. A COPY OF THIS PROSPECTUS, TOGETHER WITH THE APPLICATION FORMS, HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES ("ROC") AND NEITHER THE SC NOR THE ROC TAKES ANY RESPONSIBILITY FOR ITS CONTENTS.

TCB SHARES ARE CLASSIFIED AS SYARIAH-COMPLIANT BY THE SYARIAH ADVISORY COUNCIL ("SAC") OF THE SC BASED ON THE PROFORMA CONSOLIDATED RESULTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2004 AND THIS CLASSIFICATION REMAINS VALID FROM THE DATE OF ISSUE OF THE PROSPECTUS UNTIL THE NEXT SYARIAH COMPLIANCE REVIEW IS UNDERTAKEN BY THE SAC OF THE SC, AND THE NEW STATUS IS RELEASED IN THE UPDATED LIST OF SYARIAH-COMPLIANT SECURITIES, EITHER ON THE LAST FRIDAY OF THE MONTH OF APRIL OR OCTOBER.

THE SYARIAH STATUS FOR THE TCB SHARES CANNOT BE USED FOR OTHER FUND-RAISING ACTIVITIES.

INVESTORS ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 57, 58 AND 153 OF THE SECURITIES COMMISSION ACT, 1993 ("SC ACT").

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE PUBLIC ISSUE AND OFFER FOR SALE FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 45 OF THE SC ACT, E.G. DIRECTORS AND ADVISERS, ARE RESPONSIBLE.

YOU CAN VIEW OR DOWNLOAD THIS PROSPECTUS FROM BURSA SECURITIES'S WEBSITE AT <http://www.bursamalaysia.com>.

THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME. YOU MAY OBTAIN A COPY OF AN ELECTRONIC PROSPECTUS (AS DEFINED HEREIN) FROM THE WEBSITE OF MALAYAN BANKING BERHAD AT www.maybank2u.com.my, CIMB SECURITIES SDN. BHD. AT www.cipocimb.com AND RHB BANK BERHAD AT www.rhbbank.com.my.

THE INTERNET IS NOT A FULLY SECURE MEDIUM. YOUR INTERNET SHARE APPLICATION MAY BE SUBJECT TO RISKS IN DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND THE CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION. THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTION. IF YOU DOUBT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM TCB, THE ADVISER OR MIDF CONSULTANCY AND CORPORATE SERVICES SENDIRIAN BERHAD, A PAPER/PRINTED COPY OF THE PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER/PRINTED COPY OF THIS PROSPECTUS, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS WHICH IS IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH THE SC SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (REFERRED TO AS "THIRD PARTY INTERNET SITES"), WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:

TCB DOES NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY TO THE THIRD PARTY INTERNET SITES. ACCORDINGLY, TCB IS NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENT OR ANY DATA, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;

TCB IS NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. TCB IS ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OR RELIANCE ON ANY DATA, FILE OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND

ANY DATA, FILE OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. TCB IS NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, YOU ARE ADVISED THAT:

THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENT OF THE ELECTRONIC PROSPECTUS ON THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT RESPONSIBLE FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS WHICH HAS BEEN OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION AND SUBSEQUENTLY COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES.

WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF AN ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED BECAUSE THE INTERNET IS NOT A FULLY SECURE MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT LIABLE (WHETHER IN TORT OF CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS, YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT WITH THE WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT ON YOUR OR ANY THIRD PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OR OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

THIS PROSPECTUS HAS NOT BEEN AND WILL NOT BE MADE TO COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA, AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR WITH OR BY ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA.

THIS PROSPECTUS IS NOT INTENDED TO BE AND WILL NOT BE ISSUED, CIRCULATED OR DISTRIBUTED AND THE IPO (AS DEFINED HEREIN) WILL NOT BE MADE OR DEEMED TO BE MADE IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA OR TO PERSONS WHO ARE OR MAY BE SUBJECT TO THE LAWS OF ANY COUNTRIES OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. THE IPO TO WHICH THIS PROSPECTUS RELATES IS ONLY AVAILABLE TO PERSONS RECEIVING THIS PROSPECTUS ELECTRONICALLY OR OTHERWISE WITHIN MALAYSIA.

THIS PROSPECTUS CONTAINS 402 PAGES.

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INDICATIVE TIMETABLE

SPECIAL EVENTS	TENTATIVE DATE
OPENING DATE OF THE APPLICATION	: 23 June 2006
CLOSING DATE OF THE APPLICATION	: 29 June 2006
BALLOTING DATE	: 3 July 2006
ALLOTMENT DATE	: 7 July 2006
LISTING DATE	: 12 July 2006

THE DIRECTORS OF TCB AND/OR THE OFFEROR TOGETHER WITH THE MANAGING UNDERWRITER MAY MUTUALLY DECIDE, AT THEIR ABSOLUTE DISCRETION TO EXTEND THE CLOSING DATE AND TIME FOR APPLICATIONS FOR THE PUBLIC ISSUE AND OFFER FOR SALE. ANY EXTENSION OF TIME ON THE CLOSING DATE OF THE APPLICATION WILL BE ANNOUNCED IN A WIDELY CIRCULATED BAHASA MALAYSIA AND ENGLISH DAILY NEWSPAPER WITHIN MALAYSIA. IF THE CLOSING DATE IS EXTENDED, THE DATES OF THE ALLOTMENT FOR THE ISSUE SHARES (AS DEFINED HEREIN), OFFER SHARES (AS DEFINED HEREIN) AND THE LISTING (AS DEFINED HEREIN) WILL BE EXTENDED ACCORDINGLY.

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DEFINITIONS

All references to “our Company” and “TCB” in this Prospectus are to Tomei Consolidated Berhad (692959-W), references to “our Group” is to our Company and our subsidiaries and references to “we”, “us”, “our” and “ourselves” are to our Company, and save where the context otherwise requires, and our subsidiaries. Unless the context otherwise requires, references to “Management” are to our Directors and key management personnel as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

Words denoting importing the singular only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include companies and corporations.

In this Prospectus, unless otherwise indicated, the following words and abbreviations shall have the following meanings:

- “Acquisitions and Disposals” : Collectively:
- (i) Disposal of TGJC by TGJH;
 - (ii) Acquisitions I by TR;
 - (iii) Acquisitions by TCB;
 - (iv) Acquisitions II by TR;
 - (v) Acquisitions by TGJ (MJ);
 - (vi) Acquisition of TGJH;
 - (vii) Disposals to TR;
 - (viii) Disposal of J&G to TR;
 - (ix) Disposals of YXG and GPMI to TCB; and
 - (x) Acquisitions by TGJH
- “Acquisitions by TCB” : Acquisitions by TCB of the entire equity interest in Soon Hin, TGJM and TR for a total purchase consideration of RM19,532,818 satisfied by the issuance of 39,065,636 new TCB Shares at par value
- “Acquisitions by TGJH” : Acquisitions by TGJH of the following:
- (i) the balance of 36.84% equity interest in TGJ (Klang) which was satisfied by a cash consideration of RM746,377;
 - (ii) the balance of 50% equity interest in TGJ (Sunway) for a purchase consideration of RM780,017 which was satisfied by the issuance of 1,560,034 new TCB Shares at par value; and
 - (iii) the balance of 30% equity interest in TGJ (KP) for a purchase consideration of RM74,470 which was satisfied by the issuance of 148,940 new TCB Shares at par value
- “Acquisitions by TGJ (MJ)” : Acquisitions by TGJ (MJ) of the remaining equity interest in TGJ (SA), TGJ (Subang) and TGJ (IOI) for a cash consideration of RM1,405,155

DEFINITIONS (Cont'd)

“Acquisitions I by TR”	:	<p>Acquisition by TR of the following companies:</p> <ul style="list-style-type: none"> (i) 100% equity interest in My Diamond; (ii) 100% equity interest in TGJ (SK); (iii) 100% equity interest in TGJ (RW); (iv) 100% equity interest in CP; (v) 100% equity interest in TGJ (PT); (vi) 100% equity interest in TGJ (JB); (vii) 100% equity interest in TWF; and (viii) 99.99% equity interest in TGJ (B) <p>for a total purchase consideration of RM2,059,818 which was settled by TCB via the issuance of 4,119,636 new TCB Shares at par value</p>
“Acquisitions II by TR”	:	<p>Acquisitions by TR of the entire equity interest in TGJ (MJ) and SRT for a total purchase consideration of RM6,671,949 which was satisfied by the issuance of 13,343,898 new TCB Shares at par value</p>
“Acquisition of TCB Shares by TFC”	:	<p>Acquisition of 63,032,177 TCB Shares by TFC from Datuk Ng Teck Fong, Ng Yih Pyng, Ng Yih Chen, Ng Sheau Yuen, Ng Sheau Chyn and Datin Gan Sao Wah for a total consideration of RM31,516,094 satisfied by the following:</p> <ul style="list-style-type: none"> (i) cash consideration of RM30,674,314; and (ii) the issuance of 84,178 new TFC Shares at an issue price of RM10 each
“Acquisition of TGJH”	:	<p>Acquisition of TGJH by TR for a total consideration of RM24,310,466 which was satisfied by the issuance of 48,620,932 new TCB Shares at par value</p>
“Act”	:	<p>The Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force</p>
“ADA”	:	<p>Authorised Depository Agent</p>
“AFTA”	:	<p>ASEAN Free Trade Area</p>
“Application(s)”	:	<p>Application(s) for the Issue Shares and/or Offer Shares by way of Application Form or by way of Electronic Share Application or Internet Share Application</p>
“Application(s) Forms”	:	<p>The printed application(s) form for the application of the Issue Shares and Offer Shares accompanying this Prospectus</p>
“Ascambankers”	:	<p>Aseambankers Malaysia Berhad (15938-H)</p>
“ASEAN”	:	<p>Association of South East Asian Nations</p>
“ATM”	:	<p>Automatic Teller Machine</p>
“Authorised Institutions”	Financial :	<p>Authorised financial institutions participating in the Internet Share Application, with respect to payments for the Public Issue Shares. Presently Maybank, CIMB Securities Sdn Bhd and RHB Bank Berhad</p>
“BASB”	:	<p>Best Arcade Sdn Bhd (232852-V), a related party to the Ng Family</p>

DEFINITIONS (Cont'd)

“BND”	:	Brunei Dollar
“BNM”	:	Bank Negara Malaysia
“Board” or “Directors”	:	The Board of Directors of our Company
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (635998-W)
“CDS”	:	Central Depository System
“CEPT”	:	Common Effective Preferential Tariff
“Disposal of J&G to TR”	:	Disposal of 100% equity interest in J&G to TR for a disposal consideration of RM873,295 which was satisfied by cash of RM436,647.50 and the issuance of 873,295 new TCB Shares at par value
“Disposal of TGJC by TGJH”	:	Disposal by TGJH to BASB its entire equity interest in TGJC for a cash consideration of RM6,884,683
“Disposals of YXG and GPMI to TCB”	:	(i) Disposal by TGJH to TCB of 100% equity interest in YXG; and (ii) Disposal by TGJH, Ratna Unggul Sdn Bhd, Datuk Ng Teck Fong and Ng Sheau Chyn to TCB of 61% equity interest in GPMI for a total cash consideration of RM5,398,199
“Disposals to TR”	:	Disposals to TR of the entire equity interest of TGJ (WM), TGJ (KL) and THJ for a total disposal consideration of RM5,369,911 satisfied by the following: (i) cash of RM2; (ii) issuance of 3,659,625 new TCB Shares at par value; and (iii) amounts of RM2,872,610 and RM667,486 owing to Soon Hin and TGJM respectively
“EBIDTA”	:	Earning before interest, depreciation, taxation and amortisation
“Electronic Prospectus”	:	Copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including but not limited to CD-ROMs or floppy disks
“Electronic Share Application”	:	Application for the Issue Shares through Participating Financial Institutions’ ATMs
“EPS”	:	Earnings per share
“FIC”	:	Foreign Investment Committee

DEFINITIONS (Cont'd)

“Former TGH Group”	:	Collectively, the TGH Group prior to the Acquisitions and Disposals as set out below: (i) TGJ (KLCC); (ii) TGJ (MK); (iii) TGJC; (iv) TGJ (TS); (v) TGJ (KP); (vi) TGJ (BU); (vii) TGJ (MV); (viii) GPMI; (ix) TGJ (Sunway); (x) YXG; (xi) TGJ (Klang); and (xii) J&G
“FRS”	:	Financial Reporting Standards
“FYE”	:	Financial year(s) ended/ ending
“Internet Participating Financial Institutions”	:	The institutions participating in the Internet Share Application, namely Maybank, CIMB Securities Sdn Bhd and RHB Bank Berhad
“Internet Share Application”	:	The application for the Issue Shares through an online share application service provided by the Internet Participating Financial Institutions
“IPO”	:	Initial public offering of 52,408,000 TCB Shares comprising Issue Shares and Offer Shares
“ISO”	:	International Organisation for Standardisation
“Issue/Offer Price”	:	The issue/offer price of RM0.95 per Issue Share/Offer Share pursuant to the Public Issue and Offer for Sale
“Issue Share(s)”	:	The 14,608,000 new TCB Share(s) to be issued by TCB pursuant to the Public Issue
“Listing”	:	Listing of and quotation for the entire enlarged issued and paid-up share capital of our Company consisting of 126,000,000 TCB Shares on the Second Board of Bursa Securities
“Listing Scheme”	:	Collectively: (i) Revaluation/ Disposal of Properties; (ii) Acquisitions and Disposals; (iii) Acquisition of TCB Shares by TFC; (iv) Public Issue; (v) Offer for Sale; and (vi) Listing
“Listing Requirements”	:	The listing requirements of Bursa Securities
“Malaysian Public”	:	Citizens of Malaysia, and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
“Maybank”	:	Malayan Banking Berhad (3813-K)

DEFINITIONS (Cont'd)

“Market Day”	:	Any day on which Bursa Securities is opened for trading in securities
“MI”	:	Minority interests
“MIDA”	:	Malaysian Industrial Development Authority
“MIDFCCS”	:	MIDF Consultancy and Corporate Services Sendirian Berhad (11324-H)
“MITI”	:	Ministry of International Trade and Industry
“NTA”	:	Net tangible assets
“Ng Family”	:	Collectively: (i) Datuk Ng Teck Fong; (ii) Datin Gan Sao Wah; (iii) Ng Yih Pyng; (iv) Ng Yih Chen; (v) Ng Sheau Yuen; and (vi) Ng Sheau Chyn
“NTFH”	:	Ng Teck Fong Holdings Sdn Bhd (237328-M)
“Offer for Sale”	:	Offer for sale of 37,800,000 TCB Shares by the Offeror to Bumiputera investors approved by the MITI at the Offer Price
“Offeror”	:	Datuk Ng Teck Fong
“Offer Share(s)”	:	The 37,800,000 TCB Shares being the subject of the Offer for Sale
“Participating Financial Institutions”	:	Participating financial institutions for Electronic Share Applications
“PAT”	:	Profit after taxation
“PBT”	:	Profit before taxation
“PE Multiple”	:	Price earnings multiple
“Pink Form Allocation”	:	3,308,000 Issue Shares comprised in the IPO reserved for eligible Executive Directors and employees of our Group
“Private Placement”	:	Placement of 5,000,000 of the Issue Shares to the identified investors at the Issue Price
“Promoters”	:	Collectively: (i) Datuk Ng Teck Fong; and (ii) TFC

DEFINITIONS (Cont'd)

“Public Issue”	:	Public issue of 14,608,000 new TCB Shares at the Issue Price, payable in full on application comprising:
		(i) 6,300,000 new TCB Shares available for application by the Malaysian Public;
		(ii) 3,308,000 new TCB Shares available for application by eligible Executive Directors and employees of our Group; and
		(iii) 5,000,000 new TCB Shares by way of Private Placement
“Revaluation/Disposal of Properties”	of :	Collectively:
		(i) Revaluation of Properties in TGJC; and
		(ii) Revaluation/Disposal of Properties in Soon Hin and TGJ (KL)
“Revaluation/Disposal of Properties in Soon Hin and TGJ (KL)”	of :	Revaluation and disposal of the following two (2) properties in Soon Hin and TGJ (KL) to BASB for a cash consideration of RM6,200,000:
		(i) Lot G 049, Ground Floor, Sungei Wang Plaza, Jalan Bukit Bintang, 55100 Kuala Lumpur owned by Soon Hin; and
		(ii) Lot G 051, Ground Floor, Sungei Wang Plaza, Jalan Bukit Bintang, 55100 Kuala Lumpur owned by TGJ (KL)
“Revaluation of Properties in TGJC”	:	Revaluation of the following two (2) properties of TGJC:
		(i) Lot G 050, Ground Floor, Sungei Wang Plaza, Jalan Bukit Bintang, 55100 Kuala Lumpur; and
		(ii) Nos. 30, 30B and 30C, Jalan Walter Grenier, Off Jalan Imbi, 55100 Kuala Lumpur
“R&D”	:	Research and development
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“ROC”	:	Registrar of Companies
“SAC”	:	Syariah Advisory Council
“SC”	:	Securities Commission
“SC Act”	:	Securities Commission Act, 1993, of Malaysia, as amended
“SPA(s)”	:	Sale and Purchase Agreement(s)
“SSA”	:	Share sale agreement
“TCB” or “our Company”	:	Tomei Consolidated Berhad (692959-W)
“TCB Group” or “our Group”	:	TCB and its subsidiaries
“TCB Share(s)”	:	Ordinary shares of RM0.50 each in TCB

DEFINITIONS (Cont'd)

“TFC”	:	Teck Fong Corporation Sdn Bhd (223104-A) (<i>formerly known as Tomei Corporation Sdn Bhd</i>)
“TGJC”	:	Tomei Gold & Jewellery Corp. Sdn Bhd (12145-A)
“Underwriting Agreement”	:	The Underwriting Agreement entered into between TCB, Aseambankers, Hwang-DBS Securities Berhad and Mercury Securities Sdn Bhd on 30 May 2006 in relation to the underwriting of 6,300,000 of the Issue Shares pursuant to the Public Issue
“USD”	:	United States Dollar

Definition of Technical Terms

“°C”	:	Degrees celcius
“g/cm ³ ”	:	Gram per cubic centimeter
“HV”	:	Hardness vickers
“kg”	:	Kilogram
“ml”	:	Millilitre
“mm”	:	Milimetre
“N/mm ² ”	:	Newton per square millimeter
“sq. m”	:	Square metre(s)
“sq. ft”	:	Square foot/feet

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DEFINITIONS (Cont'd)**Subsidiaries of TCB**

“CP”	:	Cindai Permata Sdn. Bhd. (586915-X)
“GPMI”	:	Gemas Precious Metals Industries Sdn. Bhd. (426096-W)
“J&G”	:	J & G Collections Sdn. Bhd. (380123-X)
“My Diamond”	:	My Diamond Sdn. Bhd. (555881-V)
“Soon Hin”	:	Soon Hin Enterprise Sdn. Bhd. (16772-K)
“SRT”	:	Sinar Raya Trading Sdn. Bhd. (43485-K)
“TGJ (B)”	:	Tomei Gold & Jewellery (B) Sdn Bhd (AGO/RC/6361/05)
“TGJ (BU)”	:	Tomei Gold & Jewellery (B.U.) Sdn. Bhd. (479114-A)
“TGJ (IOI)”	:	Tomei Gold & Jewellery (IOI) Sdn. Bhd. (513267-X)
“TGJ (JB)”	:	Tomei Gold & Jewellery (JB) Sdn. Bhd. (648828-T) <i>(formerly known as Tomei Gold & Jewellery (Puchong) Sdn. Bhd.)</i>
“TGJ (KL)”	:	Tomei Gold & Jewellery Corp. (K.L) Sdn. Bhd. (73144-H)
“TGJ (Klang)”	:	Tomei Gold & Jewellery (Klang) Sdn. Bhd. (176665-W)
“TGJ (KLCC)”	:	Tomei Gold & Jewellery Corp. (KLCC) Sdn. Bhd. (41268-V)
“TGJ (KP)”	:	Tomei Gold & Jewellery (K.P.) Sdn. Bhd. (559613-P)
“TGJ (MJ)”	:	Tomei Gold & Jewellery (MJ) Sdn. Bhd. (477070-V)
“TGJ (MK)”	:	Tomei Gold & Jewellery (MK) Sdn. Bhd. (559608-D) <i>(formerly known as Tomei Gold & Jewellery (G.E.) Sdn. Bhd.)</i>
“TGJ (MV)”	:	Tomei Gold & Jewellery (M.V.) Sdn. Bhd. (480795-A)
“TGJ (PT)”	:	Tomei Gold & Jewellery (PT) Sdn. Bhd. (636726-H)
“TGJ (RW)”	:	Tomei Gold & Jewellery (RW) Sdn. Bhd. (597346-T)

DEFINITIONS (Cont'd)

“TGJ (SA)”	:	Tomei Gold & Jewellery (S.A) Sdn. Bhd. (180429-D)
“TGJ (SK)”	:	Tomei Gold & Jewellery (SK) Sdn. Bhd. (548152-K)
“TGJ (Subang)”	:	Tomei Gold & Jewellery (Subang) Sdn. Bhd. (514337-X)
“TGJ (Sunway)”	:	Tomei Gold & Jewellery Corp. (Sunway) Sdn. Bhd. (401355-H)
“TGJ (TS)”	:	Tomei Gold & Jewellery (TS) Sdn. Bhd. (69253-P)
“TGJ (WM)”	:	Tomei Gold & Jewellery (WM) Sdn. Bhd. (526519-X)
“TGJH”	:	Tomei Gold & Jewellery Holdings (M) Sdn. Bhd. (33551-H)
“TGJM”	:	Tomei Gold & Jewellery Manufacturing Sdn. Bhd. (184348-V)
“THJ”	:	TH Jewelry Sdn. Bhd. (590949-K)
“TR”	:	Tomei Retail Sdn. Bhd. (701040-P)
“TWF”	:	Tomei Worldwide Franchise Sdn. Bhd. (649283-T)
“YXG”	:	Yi Xing Goldsmith Sdn. Bhd. (164963-M)

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