

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT

6.1 Directors

6.1.1 Board Of Directors

The details of our Directors and their respective shareholdings in TCB before and after the IPO are as follows:

| Name | Designation | Nationality | Before IPO | | | | After IPO | | | |
|--|------------------------------------|-------------|---------------|-------|-------------------------|-------|------------------------|------|-------------------------|-------|
| | | | Direct | | Indirect | | Direct | | Indirect | |
| | | | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % |
| Datuk Ng Teck Fong* | Executive Chairman | Malaysian | 44,868,658 | 40.28 | 63,032,177 ¹ | 56.59 | 7,218,658 ² | 5.73 | 63,032,177 ¹ | 50.03 |
| Datin Nonadiah Binti Abdullah | Independent Non-Executive Director | Malaysian | - | - | - | - | 1,000,000 ³ | 0.79 | - | - |
| Raja Dato' Seri Aman Bin Raja Haji Ahmad | Independent Non-Executive Director | Malaysian | - | - | - | - | - | - | - | - |
| Ng Yih Pyng | Managing Director | Malaysian | 481,239 | 0.43 | 63,032,177 ¹ | 56.59 | 581,239 ² | 0.46 | 63,032,177 ¹ | 50.03 |
| M Chareon Sae Tang @ Tan Whye Aun | Independent Non-Executive Director | Malaysian | - | - | - | - | - | - | - | - |
| Lau Tiang Hua | Independent Non-Executive Director | Malaysian | - | - | - | - | - | - | - | - |
| Ng Yih Chen | Executive Director | Malaysian | - | - | 63,032,177 ¹ | 56.59 | 100,000 ² | 0.08 | 63,032,177 ¹ | 50.03 |
| Ng Sheau Chyn | Executive Director | Malaysian | - | - | - | - | 100,000 ² | 0.08 | - | - |
| Ng Sheau Yuen | Executive Director | Malaysian | - | - | - | - | 100,000 ² | 0.08 | - | - |
| Choong Chow Mooi | Executive Director | Malaysian | - | - | - | - | 100,000 ² | 0.08 | - | - |

Notes:

- 1 Deemed interested by virtue of his shareholding in TFC pursuant to Section 6A of the Act
 - 2 Assuming that the Pink Form Allocation has been fully subscribed by eligible Executive Directors and employees of our Group
 - 3 Assuming that she fully subscribed for the 1,000,000 Offer Shares allocated and approved to her by the MITI
- * In the event that none of the eligible Executive Directors and employees of our Group subscribe for their Pink Form Allocation, the maximum direct shareholdings of Datuk Ng Teck Fong after the IPO will be 8.24%

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

6.1.2 Profile Of The Board Of Directors

Datuk Ng Teck Fong, aged 68, was appointed as Executive Chairman on 21 April 2006. He graduated with a Bachelor of Science degree in Chemistry from the Taiwan National Cheng Kung University, Taiwan.

As the founder and Executive Chairman, he has been instrumental in the growth and development of our Group of companies. He is mainly responsible for the overall strategic business direction of our Group. He brings with him approximately 38 years of experience in the jewellery industry including precious metals and gemstones. He is a respected authority in gold, silver, platinum and their alloys as well as other precious stones. Dedicated to assuring products of the highest quality, he helped in the establishment of the Fedmas in Penang for the sole purpose of testing the precious metal content of jewellery and ensuring compliance with national and international standards. He has been the President of the Federation of Goldsmiths and Jewellers Association for six years since 1996 and is currently serving several other associations in various capacities.

Datin Nonadiab Binti Abdullah, aged 48, was appointed as Independent Non-Executive Director on 21 April 2006. She graduated with a Bachelor of Business (Administration) from the Royal Melbourne Institute of Technology University in Australia in 1981 and also obtained a Diploma in Montessori Method of Education, St. Nicholas, London, United Kingdom. She began her career in 1980 with the Public Works Department, Melbourne, Australia as an Accounts Executive. She served Bumiputra-Commerce Bank Berhad from 1982 to 1989 and her last position was Manager in Corporate Banking Division. In 1991, she became a licensed Dealer's Representative and was attached to a stockbroking firm until 1997.

Raja Dato' Seri Aman Bin Raja Haji Ahmad, aged 60, was appointed as Independent Non-Executive Director on 21 April 2006. He is a member of the Malaysian Institute of Accountants ("MIA"), a Certified Public Accountant and Fellow of the Institute of Chartered Accountant England and Wales. He is also a Fellow of the Institute of Bankers Malaysia. He held various positions in Maybank Group from 1974 to 1985 prior to joining Affin Bank Berhad in 1985 as an Executive Director. He left Affin Bank Berhad in 1992 to join Perbadanan Usahawan Nasional Berhad as the Chief Executive Officer ("CEO"). He served UAC Berhad as Executive Deputy Chairman from 1993 to 1995 and later served as CEO with Affin Bank Berhad in 1995 and retired in June 2003.

Ng Yih Pyng, aged 34, was appointed as Managing Director on 21 April 2006. He obtained a Bachelor of Business Administration degree in Finance in 1990 from Iowa State University in the United States of America ("USA"). He also received a Master in Business Administration in Corporate Finance in 1991 from Iowa State University in the USA. Upon graduation, he joined our Group as a Director and is responsible for the overall management and business development of our Group. In addition to his role as Director, he is also appointed as the Deputy President of Federation of Goldsmiths and Jewellers Association. As the Managing Director of TCB, he is responsible for the overall management and business development of our Group.

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

M Chareon Sae Tang @ Tan Whye Aun, aged 67, was appointed as Independent Non-Executive Director on 21 April 2006. Mr Tang obtained his Bachelor of Law degree from King's College, University of London and is a Barrister-at-law of the Inner Temple London. He has been in the legal practice since 1968, first as a Legal Assistant in Messrs Shearn & Delamore and later as a Partner at Messrs Chye, Chow Chung & Tang until 1976. Presently he manages his own legal practice, Messrs C.S. Tang & Co.

Lau Tiang Hua, aged 53, was appointed as Independent Non-Executive Director on 21 April 2006. Mr Lau is a member of the Malaysian Institute of Certified Public Accountants ("MICPA") and MIA. He articulated with Peat, Marwide, Mitchell & Co (now known as KPMG) and later served as an Audit Manager with Arthur Young & Co (now known as Ernst & Young). He was General Manager, Finance and Administration with Star Publications (Malaysia) Bhd before starting his own practice, JB Lau & Associates, Chartered Accountant in Penang.

Ng Yih Chen, aged 39, was appointed as Executive Director on 21 April 2006. He obtained a Bachelor of Business Administration degree in Marketing from Iowa State University in the USA in 1988. He also studied Gemology at the Gemological Institute of America in 1990 before he received a Master of Business Administration (Finance) from the University of Hull, United Kingdom in 1996. Upon graduation in 1988, he joined our Group as Director overseeing the financial and operational aspects of our Group.

Ng Sheau Chyn, aged 35, was appointed as Executive Director on 21 April 2006. She obtained a Bachelor of Science degree in Computer Engineering as well as a Master degree in Computer Engineering from Iowa State University in the USA in 1990 and 1991 respectively. She also served as a Research Assistant in the Department of Electrical and Computer Engineering at the same university from 1989 to 1991. Since her return to Malaysia in 1992, she joined our Group as Director and has been responsible for the wholesale and manufacturing operations in our Group.

Ng Sheau Yuen, aged 32, was appointed as Executive Director on 21 April 2006. In 1991, she obtained her Bachelor of Business Administration degree from Iowa State University in the USA and subsequently in 1993, she obtained her Master of Business Administration from the same university. Upon graduation in 1993, she started her career as a lecturer in Sunway College. In 1996, she left to join PT Safilindo Permata in Bandung, Indonesia which is involved in textile operation as Assistant Manager. In 2003, she left the company to join our Group as a Director and her responsibilities include overseeing and improving the business processes of our Group.

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

Choong Chow Mooi, aged 37, was appointed as Executive Director on 21 April 2006. She graduated with a Bachelor of Business Administration degree from Iowa State University in the USA in 1989. In 1991, she graduated with a degree in Gemology from the Gemological Institute of America, Santa Monica California. Since her return to Malaysia, she joined our Group in 1995 as General Manager. She is responsible for the overall quality control of raw materials specifically gemstones and finished jewellery.

Our Directors have been holding their positions for the past two (2) months from the date of this Prospectus. At the forthcoming Annual General Meeting, our Directors shall retire and be eligible for re-election pursuant to the Articles of Association of our Company.

6.1.3 Directorships And Substantial Shareholding In All Other Public Corporation For The Past Two (2) Years

Save as disclosed below, none of our Directors hold any directorships and/or substantial shareholdings in other public corporation for the past two (2) years up to 11 May 2006:

| Name | Company | Directorship | | Shareholdings As At 11 May 2006 | | | |
|--|---|----------------|---------------|---------------------------------|------|--------------------------|-------|
| | | Date Appointed | Date Resigned | ← Direct → | | ← Indirect → | |
| | | | | No. Of Ordinary Shares | % | No. Of Ordinary Shares | % |
| Datuk Ng Teck Fong | Masmei Berhad ("Masmei") (formerly known as Unitex Industries Berhad) | 26.10.1973 | - | 127,965 | 4.82 | 2,361,664 ¹ | 88.88 |
| Datin Nonadiah Binti Abdullah | D&O Ventures Berhad | - | - | 32,665,585 | 4.47 | 186,513,404 ² | 25.55 |
| Raja Dato' Seri Aman Bin Raja Haji Ahmad | Ahmad Zaki Resources Berhad | 26.02.2004 | - | - | - | - | - |
| | Affin Holdings Berhad | 25.04.1991 | - | 55,000 | 3 | - | - |
| | Affin-Merchant Bank Berhad | 01.01.1999 | - | - | - | - | - |
| M Chareon Sac Tang @ Tan Whye Aun | Amsteel Corporation Bhd | 25.03.1998 | - | - | - | - | - |
| | Lion Corporation Bhd | 04.05.1984 | - | - | - | - | - |

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

| Name | Company | Directorship | | Shareholdings As At 11 May 2006 | | | |
|---------------|----------------------------------|----------------|---------------|---------------------------------|---|------------------------|---|
| | | Date Appointed | Date Resigned | ← Direct → | | ← Indirect → | |
| | | | | No. Of Ordinary Shares | % | No. Of Ordinary Shares | % |
| Lau Tiang Hua | Malaysia Building Society Berhad | 16.08.2001 | - | - | - | - | - |
| | Mega High-Tech Holding Berhad | 10.12.1999 | - | - | - | - | - |
| | Nanyang Press Holding Berhad | 19.09.2002 | - | - | - | - | - |
| | PanGlobal Berhad | 28.05.2001 | - | - | - | - | - |
| Ng Yih Chen | Masmei | 24.03.1989 | - | - | - | - | - |
| Ng Sheau Chyn | Masmei | 10.03.1999 | - | - | - | - | - |

Note

- 1 Deemed interested by virtue of his shareholding in NTFH pursuant to Section 6A of the Act
- 2 Deemed interested by virtue of her shareholding in Ruang Kirana Sdn Bhd and her spouse, Dato' Mohammed Azlan bin Hashim's shareholding in D&O Ventures Berhad pursuant to Section 6A of the Act
- 3 Negligible

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6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

6.1.4 Directors' Remuneration And Benefits

No remuneration was paid to our Directors for FYE 31 December 2005. The remuneration and benefits proposed to be paid to our Directors for services rendered in all capacities to our Group for the FYE 31 December 2006 are as follows:

| FYE 2006 | Range RM | | | | | |
|--|------------------|-------------------|--------------------|--------------------|--------------------|---------------|
| | Less than 50,000 | 50,001 to 100,000 | 100,001 to 150,000 | 150,001 to 200,000 | 200,001 to 250,000 | Above 250,000 |
| Datuk Ng Teck Fong | - | - | - | - | √ | - |
| Datin Nonadiah Binti Abdullah | √ | - | - | - | - | - |
| Raja Dato' Seri Aman Bin Raja Haji Ahmad | √ | - | - | - | - | - |
| Ng Yih Pyng | - | - | √ | - | - | - |
| M Chareon Sae Tang @ Tan Whye Aun | √ | - | - | - | - | - |
| Lau Tiang Hua | √ | - | - | - | - | - |
| Ng Yih Chen | - | - | √ | - | - | - |
| Ng Sheau Chyn | - | - | √ | - | - | - |
| Ng Sheau Yuen | - | - | √ | - | - | - |
| Choong Chow Mooi | - | - | √ | - | - | - |

6.2 Promoters And Substantial Shareholders

6.2.1 Promoters

The details of our promoters and their respective shareholdings in TCB before and after the IPO are as follows:

| Name | Nationality/ Place of Incorporation | Before IPO | | | | After IPO | | | |
|---------------------|---|------------------|-------|-------------------------|-------|------------------------|-------|-------------------------|-------|
| | | Direct | | Indirect | | Direct | | Indirect | |
| | | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % |
| TFC | Malaysia | 63,032,177 | 56.59 | - | - | 63,032,177 | 50.03 | - | - |
| Datuk Ng Teck Fong* | Malaysian | 44,868,658 | 40.28 | 63,032,177 ¹ | 56.59 | 7,218,658 ² | 5.73 | 63,032,177 ¹ | 50.03 |

Notes:

- 1 Deemed interested by virtue of his shareholding in TFC pursuant to Section 6A of the Act
 - 2 Assuming that the Pink Form Allocation has been fully subscribed by eligible Executive Directors and employees of our Group
- * In the event that none of the eligible Executive Directors and employees of our Group subscribe for their Pink Form Allocation, the maximum direct shareholdings of Datuk Ng Teck Fong after the IPO will be 8.24%

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

6.2.2 Profile Of Promoters

Profile of Datuk Ng Teck Fong can be found in Section 6.1.2 of this Prospectus.

Brief Information On TFC

TFC is a private limited company incorporated in Malaysia under the Act on 17 August 1991, having an authorised share capital of RM100,000 comprising 100,000 ordinary shares of RM1.00 each and issued and paid-up share capital of RM100,000 comprising 100,000 ordinary shares of RM1.00 each. The principal activity of TFC is investment holding.

The directors and substantial shareholders of TFC are as follows:

Directors

| Name | Nationality | ← Direct → | | ← Indirect → | |
|--------------------|-------------|---------------|-------|---------------|---|
| | | No. Of Shares | % | No. Of Shares | % |
| Datuk Ng Teck Fong | Malaysian | 27,000 | 27.00 | - | - |
| Ng Yih Pyng | Malaysian | 34,000 | 34.00 | - | - |
| Ng Yih Chen | Malaysian | 19,000 | 19.00 | - | - |
| Ng Sheau Yuen | Malaysian | 10,000 | 10.00 | - | - |
| Ng Sheau Chyn | Malaysian | 10,000 | 10.00 | - | - |

Substantial Shareholders

| Name | Nationality | ← Direct → | | ← Indirect → | |
|--------------------|-------------|---------------|-------|---------------|---|
| | | No. Of Shares | % | No. Of Shares | % |
| Datuk Ng Teck Fong | Malaysian | 27,000 | 27.00 | - | - |
| Ng Yih Pyng | Malaysian | 34,000 | 34.00 | - | - |
| Ng Yih Chen | Malaysian | 19,000 | 19.00 | - | - |
| Ng Sheau Yuen | Malaysian | 10,000 | 10.00 | - | - |
| Ng Sheau Chyn | Malaysian | 10,000 | 10.00 | - | - |

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6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

6.3 Substantial Shareholders

The details of our substantial shareholders and their respective shareholdings in TCB before and after the IPO are as follows:

| Name | Nationality/ Place of Incorporation | Before IPO | | | | After IPO | | | |
|------------------------|--|------------------|-------|-------------------------|-------|------------------------|-------|-------------------------|-------|
| | | Direct | | Indirect | | Direct | | Indirect | |
| | | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % |
| TFC | Malaysia | 63,032,177 | 56.59 | - | - | 63,032,177 | 50.03 | - | - |
| Datuk Ng Teck Fong* | Malaysian | 44,868,658 | 40.28 | 63,032,177 ¹ | 56.59 | 7,218,658 ² | 5.73 | 63,032,177 ¹ | 50.03 |
| Ng Yih Pyng | Malaysian | 481,239 | 0.43 | 63,032,177 ¹ | 56.59 | 581,239 ² | 0.46 | 63,032,177 ¹ | 50.03 |
| Ng Yih Chen | Malaysian | - | - | 63,032,177 ¹ | 56.59 | 100,000 ² | 0.08 | 63,032,177 ¹ | 50.03 |

Notes:

1 Deemed interested by virtue of his shareholding in TFC pursuant to Section 6A of the Act

2 Assuming that the Pink Form Allocation has been fully subscribed by eligible Executive Directors and employees of our Group

* In the event that none of the eligible Executive Directors and employees of our Group subscribe for their Pink Form Allocation, the maximum direct shareholdings of Datuk Ng Teck Fong after the IPO will be 8.24%

6.3.1 Profiles Of Substantial Shareholders

Profiles of TFC, Datuk Ng Teck Fong, Ng Yih Pyng and Ng Yih Chen can be found in Section 6.2.2 and Section 6.1.2 of this Prospectus.

6.3.2 Directorship And Substantial Shareholding Of Promoters/Substantial Shareholders In All Other Public Corporation For The Past Two (2) Years

Save as disclosed in Section 6.1.3 of this Prospectus, none of our Promoters/substantial shareholders hold any directorship and/or substantial shareholding in other public corporation for the past two (2) years.

6.3.3 Changes In Promoters' And Substantial Shareholders And Their Shareholdings For The Past Three (3) Years

| Promoters / Substantial Shareholders | Date Acquired / (Disposed) | Interest / | No. Of TCB Shares Held | | Cumulative No. Of TCB Share Held After Acquisition/ (Disposal) | |
|--|----------------------------------|---------------|--------------------------------------|---|--|-------|
| | | | Before Acquisition/ (Disposal) | No. Of Shares Acquired/ (Disposed) | No. Of Shares | % |
| Khoo Siow Hui | 28 May 2005 22 July 2005 | | - | 1 ² | 1 | 50.00 |
| Philomena Annamah Veerasingam | 28 May 2005 22 July 2005 | | - | 1 ² | 2 ³ | 50.00 |
| TFC | 19 April 2006 | | - | 63,032,177 | 63,032,177 | 56.59 |
| Datuk Ng Teck Fong | 19 April 2006 | | - | 44,868,658 | 44,868,658 | 40.28 |
| Ng Yih Pyng | 19 April 2006 | | - | 481,239 | 481,239 | 0.43 |

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

Notes:

- 1 *Based on the issued and paid-up capital at the point of time when the equity was acquired/disposed*
- 2 *Initial subscribers' ordinary shares of RM1.00 in TCB*
- 3 *Share split by subdivision from RM1.00 to RM0.50 each*

6.4 Key Management

6.4.1 Profiles Of Key Management

Wong See Yee, aged 37, is the Personal Assistant to the Managing Director of our Group. She graduated with a Bachelor of Commerce degree from James Cook University, Australia in 1999. Her career started in 1997 when she joined our Group as an Accountant. She was then responsible for financial matters relating to our Group. During her tenure, she has assisted in setting-up the accounting and inventory system for our Group's retail outlets. In 2005, she was promoted to her current position. She is currently responsible for assisting the Managing Director to oversee the daily business operations of our Group.

Tan Syn Wooli, aged 33, is the Financial Controller of our Group. In 1996, he obtained his Bachelor of Accounting degree (Honours) from the University of Malaya. He is a member of the MICPA and MIA. His career started in 1996 when he joined the Lion Group of Companies as Group Accountant. In 2001, he left and took up the position as Finance Manager with Nasioncom Sdn Bhd. In 2005, he joined our Group as the Financial Controller. He is currently responsible for the overall accounts and finance functions of our Group.

Hiew Fui Lin, aged 32, is the Senior Manager, Business Development of our Group. In 1995, she obtained her French Higher Diploma in Hotel Catering & Management with honourable pass from Taylors College Kuala Lumpur. Upon graduation, she joined a renowned international hotel as their Training Executive. During that period, she also attended many training and management courses such as The Certificate in Training & Development, Train the Trainer and Compensation & Benefit Management. She joined Focus Point Vision Group in year 2000 as Assistant Operation Manager and was subsequently promoted to Franchise Development Manager. She joined our Group in 2006 as Senior Manager, Business Development to spearhead our Group's expansion and franchise activities.

Cheong Ngat Ching, aged 36, is the Senior Manager, Human Resource of our Group. In 1992, she obtained her Diploma in Commerce and Business Management from Tunku Abdul Rahman College, Kuala Lumpur and is currently a finalist with the Institute of Chartered Secretaries and Administration, United Kingdom. Subsequently in 1997, she obtained her postgraduate Diploma in Human Resource Management from the University of Malaya Centre's for Continuing Education. Her career started in 1992, when she joined Sony Video Malaysia Sdn Bhd as an Administration Officer. In 1993, she left to join the Sunway Group as a Personnel Administrator and was subsequently promoted as Human Resource Manager in year 2000. In 2005, she left and took up her current position as Senior Manager, Human Resource with our Group. She is responsible for overseeing the overall human resources functions of our Group, including escalating the manpower performance and development.

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

Lim Foong Chan, aged 38, is the Senior Manager, Marketing and Promotions of our Group. In 1991, she obtained her Bachelor of Economics degree from Universiti Kebangsaan Malaysia. Her career started in 1992 when she joined Jaya Jusco Stores Sdn Bhd. In 1997, she left and joined Metroplex Berhad as an Assistant Manager of Public Relations and Promotions. In 1999, she left and took up the position as a Group Manager of Advertising and Promotions with Atlas Corporation Sdn Bhd before she joined the Low Yat Group. In 2003, she left to join our Group as Senior Manager, Marketing and Promotion. She is responsible for the overall brand marketing of our Group.

Lim Geok Choo, aged 49, is the Senior Manager, Purchasing of our Group. Her career started when she joined the construction industry as an Account Executive and subsequently joined our Group in 1987 as the Head of Accounts in the Finance Department. She was responsible for the overall cashflow management and purchasing functions of our Group. In 1999, she was transferred to head the purchasing department of our Group whereby she is responsible for overseeing the procurement of precious metals and related administrative matters for our Group.

Yew Kim Poo, aged 51, is the Senior Manager, R&D of our Group. He graduated from Politeknik Ungku Omar with Certificate in Mechanical Engineering in 1976. He started his career with Toshiba (M) Berhad as Manufacturing Assistant Division Manager in 1978, in charged of production engineering, product development and quality control. In 1991, he joined PT Topjaya Antarikasa Electronics in Indonesia as Technical Manager. He returned to Malaysia in 1998 and joined Metal Proforator Sdn Bhd also as a Technical Manager, whereby he was responsible for production engineering and maintenance. He joined our Group as a Factory Engineer in 2002, responsible for the production engineering, purchasing and maintenance. Due to his extensive experience in product engineering, he was given the task to undertake the Group's R&D activities since 2003.

Sugumaran A/L Kunjan, aged 57, is the Senior Manager, Administration and Logistic of our Group. He graduated from the Federal Institute of Technology with Diploma in Automobile in 1969. Subsequently, he obtained his London Chamber of Commerce Industries' higher certificate in 1978. He started his career in Toshiba (M) Berhad as a Manufacturing Supervisor in 1979 before joining JVC (M) Sdn Bhd in 1989 as a Planning Officer whereby, he was involved extensively in the planning of manufacturing process of the production. In 1998, he joined UNR Tooling Sdn Bhd as Plant Manager and he was responsible for the overall plant operation. He joined our Group in 2001 as an Administration Manager for the manufacturing division. His role includes setting up the manufacturing planning processes, logistic as well as sourcing for new market.

Lu Bee Lee, aged 45, is the Assistant General Manager, Retail Operations of our Group. Her career started in 1979 when she joined Wayrex Sdn Bhd, a fashion boutique as a Marketing Manager. She joined our Group in 1991 to facilitate the day-to-day operations of all the retail outlets and jewellery exhibitions. In addition, she also assumed various positions including Human Resource Manager before assuming her current position. She oversees the overall operations of our Group's retail outlets.

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

6.4.2 Shareholdings Of The Key Management

The details of our key management and their respective shareholdings in TCB before and after the IPO are as follows:

| Name | Designation | Nationality | Before IPO | | | | After IPO | | | |
|----------------------|--|-------------|---------------|---|---------------|---|---------------------|------|---------------|---|
| | | | ← Direct → | | ← Indirect → | | ← Direct → | | ← Indirect → | |
| | | | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % | No. Of Shares | % |
| Wong See Yee | Personal Assistant to Managing Director | Malaysian | - | - | - | - | 50,000 ¹ | 0.04 | - | - |
| Tan Syn Wooi | Financial Controller | Malaysian | - | - | - | - | 50,000 ¹ | 0.04 | - | - |
| Hiew Fui Lin | Senior Manager, Business Development | Malaysian | - | - | - | - | 50,000 ¹ | 0.04 | - | - |
| Cheong Ngat Ching | Senior Manager, Human Resource | Malaysian | - | - | - | - | 50,000 ¹ | 0.04 | - | - |
| Lim Foong Chan | Senior Manager, Marketing & Promotion | Malaysian | - | - | - | - | 50,000 ¹ | 0.04 | - | - |
| Lim Geok Choo | Senior Manager, Purchasing | Malaysian | - | - | - | - | 50,000 ¹ | 0.04 | - | - |
| Yew Kim Poo | Senior Manager, R&D | Malaysian | - | - | - | - | 50,000 ¹ | 0.04 | - | - |
| Sugumaran A/L Kunjan | Senior Manager, Administration and Logistic | Malaysian | - | - | - | - | 50,000 ¹ | 0.04 | - | - |
| Lu Bee Lee | Assistant General Manager, Retail Operations | Malaysian | - | - | - | - | 50,000 ¹ | 0.04 | - | - |

Note:

1 Assuming that the Pink Form Allocation has been fully subscribed by eligible employees of our Group

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6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

6.5 Involvement Of Executive Directors/Key Management In Other Businesses /Corporations

| Company | Principal Activity | Directors/ Key Management of TCB | Position Held | Remarks |
|---|---------------------|--|---|--|
| NTFH | Investment holding | Datuk Ng Teck Fong Ng Yih Pyng Ng Yih Chen Ng Sheau Chyn | Director Director Director Director | The Directors of TCB are not involved in the day-to-day operations of these companies. Such involvement does not affect their contribution to TCB. |
| Unique Avenue Sdn Bhd | Property investment | Datuk Ng Teck Fong Ng Yih Pyng Ng Yih Chen Ng Sheau Chyn Ng Sheau Yuen | Director Director Director Director Director | |
| Permata Sagu Sdn Bhd | Property investment | Datuk Ng Teck Fong Ng Yih Pyng Ng Yih Chen Ng Sheau Chyn Ng Sheau Yuen | Director Director Director Director Director | |
| BASB | Property investment | Datuk Ng Teck Fong Ng Yih Pyng Ng Yih Chen Ng Sheau Chyn Ng Sheau Yuen | Director Director Director Director Director | |
| Masmei | Cease business | Datuk Ng Teck Fong Ng Yih Chen Ng Sheau Chyn | Director Director Director | |
| Catech Trading Sdn Bhd (formerly known as Dyestex Trading (M) Sdn Bhd) | Dormant | Datuk Ng Teck Fong Ng Yih Pyng Ng Yih Chen | Director Director Director | |
| NF Ceylinco Sdn Bhd | Dormant | Datuk Ng Teck Fong Ng Yih Pyng Ng Yih Chen Ng Sheau Chyn Ng Sheau Yuen Choong Chow Mooi | Director Director Director Director Director Alternate Director to Ng Yih Pyng | |

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

| Company | Principal Activity | Directors/ Key Management of TCB | Position Held | Remarks |
|---|---------------------------|--|----------------------------------|--|
| Masmei (SL) Sdn Bhd (formerly known as U-Thread Industries Sdn Bhd) | Cease business | Datuk Ng Teck Fong Ng Yih Pyng Ng Yih Chen Ng Sheau Chyn Ng Sheau Yuen | Director | The Directors of TCB are not involved in the day-to-day operations of these companies. Such involvement does not affect their contribution to TCB. |
| Peniwarn Pte Ltd | Cease business | Ng Yih Chen | Director | |
| TGJC | Investment holding | Datuk Ng Teck Fong Ng Yih Pyng Ng Yih Chen | Director Director Director | |
| Absolute Earning Sdn Bhd | Dormant | Ng Yih Pyng Choong Chow Mooi | Director Director | |
| Fedmas | Assayers | Datuk Ng Teck Fong Ng Yih Pyng | Director Director | |
| Lucky Model Sdn Bhd | Property investment | Ng Yih Pyng | Director | |
| Ong Care Scan Sdn Bhd | Investment holding | Ng Sheau Chyn | Director | |
| OKL Caring Holdings Sdn Bhd | Investment holding | Ng Sheau Chyn | Director | |
| Lifecare Diagnostic Sdn Bhd | Medical diagnostic center | Ng Sheau Chyn Ng Sheau Yuen | Director Director | |
| UAA Property (M) Sdn Bhd | Property investment | Ng Yih Pyng | Director | |
| North Hyland Sdn Bhd | Investment holding | Ng Sheau Yuen | Director | |

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

| Company | Principal Activity | Directors/ Key Management of TCB | Position Held | Remarks |
|-----------------------|--------------------------------|----------------------------------|---------------|---|
| Wira Painting Sdn Bhd | Spraying and painting business | Yew Kim Poo | Director | The key management of TCB is not involved in the day-to-day operations of this company. Such involvement does not affect his contribution to TCB. |

6.6 Declaration From The Promoters, Directors And Key Management

None of our Promoters, Directors, key management or person nominated to become a Director or key management is or has been involved in any of the following events (whether in or outside Malaysia):

- (a) a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a director or key personnel;
- (b) a disqualification from acting as a director of any corporation, or from taking part directly or indirectly in the management of any incorporation;
- (c) a charge and/or conviction in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (d) a judgment was entered against such person involving a breach of any law or regulatory requirement that relates to the securities or futures industry; or
- (e) being the subject of any order, judgement or ruling of any court, government or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity.

6.7 Relationship Between Substantial Shareholders, Promoters, Directors And Key Management

Save as disclosed below, none of the substantial shareholders, promoters, Directors and key management of our Group are related to each other:

- (i) Datuk Ng Teck Fong is the father of Ng Yih Pyng, Ng Yih Chen, Ng Sheau Chyn and Ng Sheau Yuen;
- (ii) Choong Chow Mooi is the spouse of Ng Yih Pyng; and
- (iii) Choong Yee Kong and Choong Siew Mooi are the directors of our subsidiaries and they are the siblings of Choong Chow Mooi.

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

6.8 Service Agreements

There are no existing or proposed service agreements between our Group and Directors or key management, excluding contracts expiring or determinable by the Company without payments or compensation (other than statutory compensation), which are not terminable by notice without payment or compensation (other than statutory notice).

6.9 Audit Committee

Our Audit Committee was constituted on 21 April 2006. Appointed by our Board, our Committee comprises up to three (3) members, where at least two (2) members of the Audit Committee are Independent Non-Executive Directors. Our Audit Committee is primarily charged with the responsibilities of:

- (i) monitoring the integrity of our financial statements;
- (ii) monitoring the independence and qualification of our independent auditor;
- (iii) monitoring the performance of our internal audit functions; and
- (iv) monitoring our compliance with relevant law, regulations and code of conduct.

The current members of our Audit Committee are set forth below:

| Name | Designation | Directorship |
|--------------------------------------|-------------|------------------------------------|
| Lau Tiang Hua | Chairman | Independent Non-Executive Director |
| M Chareon Sae Tang @ Tan Whye Aun | Member | Independent Non-Executive Director |
| Ng Yih Pyng | Member | Managing Director |

6.10 Remuneration Committee

Our Remuneration Committee was constituted on 21 April 2006. Appointed by our Board, our Committee comprises up to three (3) members, where at least two (2) members of the Remuneration Committee are Independent Non-Executive Directors. Our Remuneration Committee is primarily charged with the responsibilities of:

- (i) To ensure that a transparent and formal procedure is established within our Company in the development and assessment of the level of compensation that would be sufficient to attract and keep good calibre Directors;
- (ii) To review the composition of the various types of components of remuneration such as fees, allowances, basic salary, bonus and other benefits in kind for Directors; and
- (iii) To ensure that the components of the Directors' remuneration package are linked to performance, responsibility levels and is comparable with market norm.

6. INFORMATION ON SHAREHOLDERS/PROMOTERS/DIRECTORS AND KEY MANAGEMENT (Cont'd)

The current members of our Remuneration Committee are set forth below:

| Name | Designation | Directorship |
|--------------------------------------|--------------------|------------------------------------|
| M Chareon Sae Tang @ Tan Whye Aun | Chairman | Independent Non-Executive Director |
| Lau Tiang Hua | Member | Independent Non-Executive Director |
| Ng Yih Pyng | Member | Managing Director |

6.11 Nomination Committee

Our Nomination Committee was constituted on 21 April 2006. Appointed by our Board, our Committee comprises up to three (3) members, where at least two (2) members of the Nomination Committee are Independent Non-Executive Directors. Our Nomination Committee is primarily charged with the responsibilities of:

- (i) To assist the Board in reviewing on an annual basis, or as required, the correct mix of skills, business and professional experiences that should be added to the Board;
- (ii) To identify core competencies, skills and other qualities required by Non-Executive Independent Directors that is essential to contribute towards the effectiveness and balance of the Board;
- (iii) To review and evaluate on an annual basis, the effectiveness of the Board functions and its Committees based on the corporate governance principles and practices of the Board;
- (iv) To review and evaluate the contributions made by each member of the Board; and
- (v) To assist as and when required by the Board, in the review and evaluation of succession plan of the management.

The current members of our Nomination Committee are set forth below:

| Name | Designation | Directorship |
|--------------------------------------|--------------------|------------------------------------|
| M Chareon Sae Tang @ Tan Whye Aun | Chairman | Independent Non-Executive Director |
| Lau Tiang Hua | Member | Independent Non-Executive Director |
| Ng Yih Pyng | Member | Managing Director |

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7. APPROVALS AND CONDITIONS

7.1 Approvals

The Listing Scheme has been approved by the SC vide its letter dated 27 March 2006 and by the MITI vide its letter dated 13 March 2006. Under the guidelines of the FIC in relation to the Acquisition of Interests, Mergers and Take-Over by Local and Foreign Interests ("FIC Guidelines"), the SC vide its letter dated 27 March 2006 has approved the Listing Scheme. The conditions imposed by all the relevant authorities and the status of compliance are set out as follows:

| Authorities | Date Of Approval | Conditions | Status Of Compliance | | | | | | | | | | | | | | |
|--|--|--|---|---------------------------|---------------|-------------------------|--|---------------|---|---------------|---|-----|------------|-------|------------|-------|----------------|
| SC | 27 March 2006 | 1. Moratorium on the sale of shares to be imposed on TFC, whereby TFC is not allowed to sell, transfer or assign its shareholdings in TCB for a period of one (1) year from the date of admission of TCB to the Second Board of Bursa Malaysia, as follows: <table border="1" data-bbox="718 739 1324 896"> <thead> <tr> <th rowspan="2">Promoter</th> <th colspan="2">Shares Held After Listing</th> <th colspan="2">Shares Under Moratorium</th> </tr> <tr> <th>No. Of Shares</th> <th>%</th> <th>No. Of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>TFC</td> <td>63,032,177</td> <td>50.03</td> <td>56,700,000</td> <td>45.00</td> </tr> </tbody> </table> | Promoter | Shares Held After Listing | | Shares Under Moratorium | | No. Of Shares | % | No. Of shares | % | TFC | 63,032,177 | 50.03 | 56,700,000 | 45.00 | To be complied |
| | | Promoter | | Shares Held After Listing | | Shares Under Moratorium | | | | | | | | | | | |
| | | | No. Of Shares | % | No. Of shares | % | | | | | | | | | | | |
| | | TFC | 63,032,177 | 50.03 | 56,700,000 | 45.00 | | | | | | | | | | | |
| | | 2. The Reporting Accountants to confirm that the purchase consideration for the acquisitions of companies set out in paragraph 1.1 (iv) to (ix) of appendix I of the SC's approval letter is not higher than the adjusted audited NTA of the respective acquiree companies after taking into account the revaluation surplus; | Complied. Confirmation letter from the Reporting Accountants was provided to the SC on 24 May 2006. | | | | | | | | | | | | | | |
| | | 3. TCB to disclose in its listing prospectus the risk factors associated with the susceptibility of the Group's performance to the global economic environment as well as the Group's action plan (if any) to mitigate the risk arising therefrom; | Complied. Please refer to the section 4.19 of this Prospectus | | | | | | | | | | | | | | |
| 4. Bumiputera investors to be allocated at least 30% of the enlarged share capital of TCB to comply with the NDP requirement should be approved by MITI; | Complied. Allocation for the 37.8 million Offer Shares or 30% of the enlarged issued and paid-up share capital of TCB upon Listing was approved by the MITI via its letter dated 31 May 2006 | | | | | | | | | | | | | | | | |
| 5. Aseambankers/TCB to inform the SC on the status of compliance with the NDP requirement upon completion of the listing exercise; and | To be complied upon Listing | | | | | | | | | | | | | | | | |
| 6. Aseambankers/TCB to fully comply with the relevant requirements of the Issues Guidelines relating to the implementation of the flotation exercise. | Noted and to be complied | | | | | | | | | | | | | | | | |

7. APPROVALS AND CONDITIONS (Cont'd)

| Authorities | Date Of Approval | Conditions | Status Of Compliance | | | | | | | | | | | | | | | |
|-----------------|--|---|----------------------|-------------------------|-----------------------------|------------|---|--|-----------------|--------|--------------|-----------|----------------|-------------|--|---------------|---------------|--|
| | | <table border="1"> <thead> <tr> <th></th> <th>Before Listing Scheme %</th> <th>After Listing Scheme %</th> </tr> </thead> <tbody> <tr> <td>Bumiputera</td> <td>-</td> <td>30.21¹</td> </tr> <tr> <td>Non- Bumiputera</td> <td>100.00</td> <td>69.79</td> </tr> <tr> <td>Foreigner</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>100.00</td> <td>100.00</td> </tr> </tbody> </table> <p><i>Note:</i></p> <p>1 30% of the enlarged share capital to be allocated to Bumiputera investors subject to approval from MITI and 0.21% of the enlarged share capital as recognised by MITI vide its letter dated 13 March 2006</p> | | Before Listing Scheme % | After Listing Scheme % | Bumiputera | - | 30.21 ¹ | Non- Bumiputera | 100.00 | 69.79 | Foreigner | - | - | Total | 100.00 | 100.00 | |
| | Before Listing Scheme % | After Listing Scheme % | | | | | | | | | | | | | | | | |
| Bumiputera | - | 30.21 ¹ | | | | | | | | | | | | | | | | |
| Non- Bumiputera | 100.00 | 69.79 | | | | | | | | | | | | | | | | |
| Foreigner | - | - | | | | | | | | | | | | | | | | |
| Total | 100.00 | 100.00 | | | | | | | | | | | | | | | | |
| MITI | 13 March 2006 | <p>1. Obtaining SC's approval for the Listing Scheme and adherence to the guidelines on the acquisition of interest, merger and take-over by local and foreign interests;</p> <p>2. The entire Offer Shares of 37,800,000 units or 30% of the Company's paid-up capital upon Listing would be under the purview of MITI's approval, whereby the allocation would be decided separately after obtaining SC's approval on the Listing Scheme; and</p> <p>3. MITI agreed to recognise Bumiputera shareholding after implementation of all proposals as follow:</p> <table border="1"> <thead> <tr> <th>No</th> <th>Shareholder</th> <th>No. Of ICB Shares After IPO</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mohd. Azhar bin Md. Disa via disposal of his shares in CP and TGJ (KP)</td> <td>258,932</td> <td>0.21</td> </tr> <tr> <td colspan="2">Total</td> <td>258,932</td> <td>0.21</td> </tr> </tbody> </table> <p>subject to the condition that 30% of the recognised amount above may be disposed of within three (3) months from the date of Listing and the balance of 70% may be disposed off on staggered basis with prior approval from the MITI.</p> | No | Shareholder | No. Of ICB Shares After IPO | % | 1 | Mohd. Azhar bin Md. Disa via disposal of his shares in CP and TGJ (KP) | 258,932 | 0.21 | Total | | 258,932 | 0.21 | <p>Complied. The approval from the SC was obtained vide its letter dated 27 March 2006</p> <p>Complied. Allocation for the 37.8 million Offer Shares or 30% of the enlarged issued and paid-up share capital of TCB upon Listing was approved by the MITI via its letter dated 31 May 2006</p> <p>To be complied by Mohd. Azhar bin Md. Disa</p> | | | |
| No | Shareholder | No. Of ICB Shares After IPO | % | | | | | | | | | | | | | | | |
| 1 | Mohd. Azhar bin Md. Disa via disposal of his shares in CP and TGJ (KP) | 258,932 | 0.21 | | | | | | | | | | | | | | | |
| Total | | 258,932 | 0.21 | | | | | | | | | | | | | | | |

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7. APPROVALS AND CONDITIONS (Cont'd)

7.2 Licences And Permits

As at the date of this Prospectus, there are no other approvals, major licences and permits obtained by our Group except for those disclosed below:

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|---------|--------------------------|--|----------------------------------|--|---|
| CP | Majlis Perbandaran Klang | Premises/ Licence (for A19, Giant Klang) | 28.10.05 | None | Not applicable |
| GPMI | MITI | Manufacturing licence in respect of "jewellery of precious metals" | (31.12.06) 29.07.98 (None) | (i) At least 61% of the company's shares must be held by Malaysian citizens; (ii) Shares in the company which are held by non-Malaysian citizens cannot be sold without the prior written consent of MITI; | Complied GPMI had on 21 November 2005 submitted an application to MITI for their consent on the transfer of shares from C. Hafner GmbH & Co to Eugen Schofer GmbH & Co and is currently pending reply from MITI. |
| | | | | (iii) The composition of the board of directors should reflect the equity structure of the company. MITI must be informed of any appointments or any other changes in the composition of the board of directors; | Complied. At present, there are no changes to the board of directors of GPMI. MITI will be informed of any appointments or any other changes in the composition of the board of directors. |

7. APPROVALS AND CONDITIONS (Cont'd)

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|------------------|------------------------------|--|-------------------------------|--|---|
| GPMI (Cont'd) | MITI | | | (iv) The company must obtain MITI's written approval prior to entering into any agreement for the transfer of technology with a foreign party, such as: <ul style="list-style-type: none"> - joint venture agreements; - technical assistance and know how agreements; - agreements involving trade marks and patents; - turnkey contracts; and - management agreements | Complied. Approval from the MITI was obtained on 2 February 1999 for GPMI to enter into a transfer of technology agreement with C. Hafner GmbH & Co and Evgen Schofer GmbH & Co. |
| | | | | (v) The company should appoint Bumiputera distributors to distribute at least 30% of its products within the country; and | Not applicable. GPMI does not require any distributions for its business operations. |
| | | | | (vi) The company must export at least 50% of its manufactured goods | Complied. |
| | | | | (vii) At least 20% of the company's shares must be held by Bumiputera shareholders | MITI vide its letter dated 13 March 2006, revised the conditions imposed to 18% of the shares must be held by Bumiputera shareholders. The condition will be complied upon the Listing. |
| GPMI | Dewan Bandaraya Kuala Lumpur | Business licence for manufacturing gold, silver, copper & pewter items (27, Tingkat 2, Jalan 2/131A, Batu 6, Jalan Klang Lama) | 30.12.05 (31.12.06) | None | Not applicable |

7. APPROVALS AND CONDITIONS (Cont'd)

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|------------|----------------------------------|---|---|---|---|
| GPMI | Dewan Bandaraya Kuala Lumpur | Business licence for manufacturing gold, silver, copper & pewter items (27, Tingkat 3, Jalan 2/131A, Batu 6, Jalan Klang Lama) | 30.12.05 (31.12.06) | None | Not applicable |
| GPMI | MITI | Certification of GSP in respect of exports of the following items to the European Union: (i) Semi-manufacturing silver chain; (ii) Semi-manufacturing gold chain; and (iii) Gold precious metal finished goods | Letter of approval dated 26.05.03 (None) | This approval is subject to the rules of origin under the GSP scheme and to there being no changes to the costing analysis in respect of the affected goods. Should there be any changes to the costing analysis, this approval is automatically cancelled and the holder of this approval is subject to a fresh costing analysis for the consideration of MITI. The applicant must obtain the certificate of origin before exporting goods to the European Union. | Complied as there is no change to the costing analysis. |
| GPMI | Ministry of Home Affairs | Letter of approval for employment of foreign workers | Letter of approval dated 13.12.04 | None | Not applicable |
| GPMI | SIRIM QAS International Sdn Bhd | Certificate of Registration of Quality System for the design, manufacture and sales of gold, jewellery and related articles | 17.10.03 (16.10.06) | | |
| My Diamond | Majlis Perbandaran Petaling Jaya | Business/ Advertisement Licence (for G19A, The Curve) | 29.12.05 (31.12.06) | | |
| My Diamond | Dewan Bandaraya Kuala Lumpur | Licence for operating a retail outlet for jewellery and gemstones (for G26 - 27, Cheras Leisure Mall) | 09.01.06 (31.12.06) | | |

7. APPROVALS AND CONDITIONS (Cont'd)

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|------------|---|--|-------------------------------|--|----------------------|
| My Diamond | Dewan Bandaraya Kuala Lumpur | Licence for "Iklan Bercahaya" (for G26 - 27, Cheras Leisure Mall) | 14.02.06 (31.12.06) | None | Not applicable |
| My Diamond | Dewan Bandaraya Kuala Lumpur | Licence for "Iklan Bercahaya" (for G28, Metro Prima Shopping Centre) | 31.12.05 (31.12.06) | | |
| My Diamond | Majlis Bandaraya Ipoh | Advertisement Licence (for F11, Kinta City Shopping Centre) | (31.12.06)* | | |
| My Diamond | Majlis Perbandaran Petaling Jaya | Licence for "Iklan Melintang 1 Muka Bercahaya" (for F302, 1-Utama) | 18.01.06 (31.12.06) | | |
| My Diamond | Majlis Perbandaran Petaling Jaya | Business/ Advertisement Licence (for F302, 1-Utama) | 20.03.06 (31.12.06) | | |
| My Diamond | Majlis Perbandaran Johor Bahru | Business Licence (for G18, Jaya Jusco Permas Jaya) | 06.12.05 (31.12.06) | | |
| My Diamond | Majlis Perbandaran Subang Jaya | Business/ Advertisement Licence (for LL1.08, Sunway Pyramid) | 29.12.05 (31.12.06) | | |
| SRT | Ministry of Domestic Trade and Consumer Affairs | Moneylender's Licence | 09.09.04 (08.09.06) | | |
| THU | Majlis Perbandaran Petaling Jaya | Business Licence (for LG347-348, 1-Utama) | 18.01.06 (31.12.06) | | |

7. APPROVALS AND CONDITIONS (Cont'd)

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|-------------|---------------------------------------|--|-------------------------------|--|----------------------|
| THJ | Majlis Perbandaran Petaling Jaya | Licence for "Klan Melintang 1 Muka Bercahaya" (for LG347 - 348, 1-Utama) | 29.12.05 | None | Not applicable |
| THJ | Dewan Bandaraya Kuala Lumpur | Business Licence (for Lot 10 Shopping Centre) | (31.12.06) | | |
| TGJ (BU) | Majlis Perbandaran Petaling Jaya | Business / Advertisement Licence (for G16, 1-Utama) | 15.02.06 | | |
| TGJ (IOI) | Majlis Perbandaran Subang Jaya | Business/ Advertisement Licence (for G33A, IOI Mall) | (31.12.06) | | |
| TGJ (JB) | Majlis Perbandaran Johor Bahru Tengah | Business/ Advertisement Licence (for B15, Giant Hypermarket Plentong) | 18.01.06 | | |
| TGJ (Klang) | Majlis Perbandaran Klang | Premises/ Advertisement Licence (for G8, Bukit Raja Shopping Centre) | 27.12.05 | | |
| TGJ (KP) | Majlis Perbandaran Klang | Premises/ Advertisement Licence (for G30, Klang Parade) | (31.12.06) | | |
| TGJ (MK) | Majlis Bandaraya Melaka Bersejarah | Business/ Advertising Licence (for G12, Mahkota Parade) | 30.05.06 | | |
| | | | (31.12.06) | | |
| | | | 22.12.05 | | |
| | | | (31.12.06) | | |

7. APPROVALS AND CONDITIONS (Cont'd)

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|----------|---|--|-------------------------------|--|----------------------|
| TGI (MK) | Majlis Perbandaran Seremban | Licence for retail of gold and advertisement (for G26, Jusco Seremban 2 Shopping Centre) | 16.01.06 (31.12.06) | None | Not applicable |
| TGI (MJ) | Dewan Bandaraya Kuala Lumpur | Licence for operating a retail outlet for jewellery and gemstones (for G16, Maju Junction Shopping Centre) | 29.12.05 (31.12.06) | | |
| TGI (MJ) | Dewan Bandaraya Kuala Lumpur | Licence for "Iklan yang tidak Bercahaya" (for G16, Maju Junction Shopping Centre) | 29.12.05 (31.12.06) | | |
| TGI (MV) | Dewan Bandaraya Kuala Lumpur | Licence for operating a retail outlet for jewellery and gemstones (for G-010, Mid Valley Megamall) | 31.12.05 (31.12.06) | | |
| TGI (MV) | Dewan Bandaraya Kuala Lumpur | Licence for "Iklan Bercahaya" (for G-010, Mid Valley Megamall) | 31.12.05 (31.12.06) | | |
| TGI (MV) | Majlis Perbandaran Subang Jaya | Business/ Advertisement Licence (for G6, Giant Superstore, Bandar Puteri Puchong) | 29.12.05 (31.12.06) | | |
| TGI (PT) | Jabatan Perancang Bandar & Desa Negeri Pulau Pinang | Business Licence (for No. 1-2-10 & 11, Tesco Penang) | (01.03.07)* | | |
| TGI (PT) | Majlis Bandaraya Ipoh | Advertising Licence (for 20, Tesco Ipoh) | (31.12.06)* | | |

7. APPROVALS AND CONDITIONS (Cont'd)

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|--------------|----------------------------------|---|-------------------------------|--|----------------------|
| TGJ (PT) | Majlis Perbandaran Sungai Petani | Licence for the following: (i) operating a shop retailing gold/silver; (ii) operating a pawnshop; and (iii) advertisement (for 11, Tesco Sungai Petani) | 04.01.06 (31.12.06) | None | Not applicable |
| TGJ (SA) | Majlis Perbandaran Klang | Premise/ Advertisement Licence (for GL-02 Shaw Centrepoint, Klang) | 29.12.05 (31.12.06) | | |
| TGJ (SK) | Majlis Perbandaran Subang Jaya | Business/ Advertisement Licence (for Lot 1.71, The Mines Shopping Fair) | 27.12.05 (31.12.06) | | |
| TGJ (Subang) | Majlis Perbandaran Subang Jaya | Business/ Advertisement Licence (for G23, Subang Parade) | 27.12.05 (31.12.06) | | |
| TGJ (TS) | Dewan Bandaraya Kuala Lumpur | Licence for operating a jewellery shop (for LG26-27, Berjaya Times Square) | 14.11.05 (31.12.06) | | |
| TGJ (TS) | Dewan Bandaraya Kuala Lumpur | Advertisement Licence (for LG26-27, Berjaya Times Square) | 20.12.05 (31.12.06) | | |

7. APPROVALS AND CONDITIONS (Cont'd)

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|------------|---|---|-------------------------------|--|----------------------|
| TGJ (WM) | Dewan Bandaraya Kuala Lumpur | Licence for operating a retail outlet for jewellery and gemstones (for F2.20 -2.21B, Carrefour Shopping Centre Wangsa Maju) | 29.12.05 (31.12.06) | None | Not applicable |
| TGJ (WM) | Dewan Bandaraya Kuala Lumpur | Licence for "Iklan Bercahaya" (for F2.20 -2.21B, Carrefour Shopping Centre Wangsa Maju) | 29.12.05 (31.12.06) | | |
| TGJ (KL) | Ministry of Domestic Trade and Consumer Affairs | Moneylender's Licence | 08.10.04 (07.10.06) | | |
| TGJ (KL) | Majlis Bandaraya Shah Alam | Business/ Advertisement Licence (for 12A, Tingkat Bawah, Kompleks PKNS) | 28.11.05 (31.12.06) | | |
| TGJ (KLCC) | Dewan Bandaraya Kuala Lumpur | Licence for operating a retail outlet for jewellery and gemstones (for C56, Suria KLCC) | 31.12.05 (31.12.06) | | |
| TGJ (KLCC) | Dewan Bandaraya Kuala Lumpur | Licence for "Iklan Bercahaya" (for C56, Suria KLCC) | 31.12.05 (31.12.06) | | |
| TGJ (KLCC) | Perbadanan Putrajaya | Licence to operate a jewellery shop (for LG09, Alamanda Putrajaya) | 15.12.05 (17.12.06) | | |

7. APPROVALS AND CONDITIONS (Cont'd)

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|--------------|--------------------------------|--|---|--|--|
| TGJ (KLCC) | Perbadanan Putrajaya | Licence for "Iklan Kekal" (for LG09, Alamanda Putrajaya) | (22.09.06)* | None | Not applicable |
| TGJ (Sunway) | Majlis Perbandaran Subang Jaya | Business/ Advertisement Licence (LL1.52, Sunway Pyramid) | 01.03.06 (31.12.06) | | |
| TGJM | MITI | Manufacturing licence in respect of jewellery and articles of precious metals with or without precious stones | Letter of Approval dated 11.08.05 (None) | MITI must be informed of any sale of shares in the Company | Complied. MITI has approved the Listing Scheme vide its letter dated 13 March 2006 |
| TGJM | Dewan Bandaraya Kuala Lumpur | Business licence for manufacturing gold, silver, copper & pewter items (for 27-1, Tgt Bawah, Jalan 2/131A, Bt 6, Project Jaya Industrial Est.) | 31.12.05 (31.12.06) | None | Not applicable |
| TGJM | MITI | CEPT in respect of exports of 'finish gold jewellery with precious stones' to Brunei, Indonesia, Phillipine, Singapore, Thailand, Vietnam, Laos and Myanmar. | Letter of Approval dated 17.11.05 (None) | This approval is subject to the rules of origin under the CEPT scheme. Should there be any changes to the costing analysis during the period, this approval is automatically cancelled and the holder of this approval is subject to a fresh costing analysis for the consideration of MITI. | Complied as there is no change to the costing analysis. |
| TGJM | Dewan Bandaraya Kuala Lumpur | Business licence for manufacturing gold, silver, copper & pewter items (for 8 and 10, Jalan 2/131A, Bt 6, Project Jaya Industrial Est.) | 20.02.06 (31.12.06) | None | Not applicable |

7. APPROVALS AND CONDITIONS (Cont'd)

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|---------|---|---|-------------------------------|--|----------------------|
| TGJH | Ministry of Entrepreneur And Co-operative Development | Licence to operate a franchise business in respect of gold and jewellery shops using the trade mark, "Tomei, My Diamond and TH Jewellery" | Licence dated 22.02.05 (None) | None | Not applicable |
| TGJH | Majlis Perbandaran Petaling Jaya | Advertisement Licence (for 14-1, Jalan 2/131A, Bt 6, Project Jaya Industrial Est.) | 24.10.05 (31.12.06) | | |
| TGJH | Dewan Bandaraya Kuala Lumpur | Licence to operate a jewellery shop (for G 050, Sg. Wang Plaza) | 10.05.06 (31.12.06) | | |
| TGJH | Dewan Bandaraya Kuala Lumpur | Advertisement and signboard licence (for G 050, Sg. Wang Plaza) | 09.01.06 (31.12.06) | | |
| TGJH* | Dewan Bandaraya Kuala Lumpur | Licence to operate a jewellery shop (for GC4, Bukit Bintang Plaza) | 16.05.06 (31.12.06) | | |
| TGJH | Dewan Bandaraya Kuala Lumpur | Licence for "Tiklan Bercahaya" (for GC4, Bukit Bintang Plaza) | 09.01.06 (31.12.06) | | |
| TGJH | Majlis Perbandaran Petaling Jaya | Licence to operate a jewellery shop (for G34 - 35, Giant Kelana Jaya) | 24.10.05 (31.12.06) | | |
| TGJH | Majlis Perbandaran Kajang | Licence for retail of gold and "Tiklan Tidak Bersinar" (for A5, Giant Superstore Prima Saujana, Kajang) | (31.12.06)* | | |

7. APPROVALS AND CONDITIONS (Cont'd)

| Company | Authorities | Type Of Licence | Date Issued/ (Date Of Expiry) | Equity Conditions/Conditions Affecting Operations Of Our Group | Status Of Compliance |
|---------|---------------------------------|---|-------------------------------|--|---|
| TGJH | Majlis Ipoh Bandaraya | Advertisement Licence (for A18, Giant Superstore Tambun, Ipoh) | 01.01.06 (31.12.06) | None | Not applicable |
| YXG | MITI | Manufacturing licence in respect of jewellery and articles of precious metals with or without precious stones | 12.08.05 (None) | MITI must be informed of any sale of shares in the company | Complied. MITI has approved the Listing Scheme vide its letter dated 13 March 2006 |
| YXG | Dewan Bandaraya Kuala Lumpur | Business licence for manufacturing gold, silver, copper & pewter items | 30.12.05 (31.12.06) | None | Not applicable |

Note:

* No issuance date is stated on the respective licence

^ A request has been made by TGJH to Dewan Bandaraya Kuala Lumpur for change of name from "Pengurus Kedai Emas Tomei" to "TGJH"

Our Group has applied for business/ premise licences for the following retail outlets:

- (a) G6 & G7, Giant Hypermarket, Penang (CP):
The outlet in G6 & G7 Giant Hypermarket Penang was opened at the end of 2005. An application for the business/premise licence was made by CP and received by the Majlis Perbandaran Pulau Pinang on 9 January 2006. The issuance of the licence is pending from the Majlis Perbandaran Pulau Pinang.
- (b) G28, Metro Prima Shopping Centre (My Diamond):
The business licence issued to My Diamond had expired on 31 December 2005. An application for the renewal of the business licence was made to the Dewan Bandaraya Kuala Lumpur on 24 January 2006. The issuance of the renewed licence is pending from the Dewan Bandaraya Kuala Lumpur.
- (c) F47, Jusco Tebrau City Shopping Centre (TGJ (JB)):
The retail outlet at F47, Jusco Tebrau City Shopping Centre only commenced business early this year. An application for the premise licence was made by TGJ (JB) and received by the Majlis Perbandaran Johor Bahru Tengah on 25 April 2006. The issuance of the licence is pending from the Majlis Perbandaran Johor Bahru Tengah.

7. APPROVALS AND CONDITIONS (Cont'd)

7.3 Moratorium On Shares

The SC in approving the Listing, stated that a moratorium shall be placed on the disposal of TCB Shares by the person listed below:

| Shareholder | No. Of TCB Shares Held After The Listing | % Of Enlarged Issued And Paid-up Capital (%) | No. Of TCB Shares Held Under Moratorium | % Of Enlarged Issued And Paid-up Capital (%) |
|--------------------|---|---|--|---|
| TFC | 63,032,177 | 50.03 | 56,700,000 | 45.00 |

TFC has provided an undertaking that it will not sell, transfer or assign its shareholding under moratorium in TCB within one (1) year from the date of admission of TCB to the Official List of the Second Board of Bursa Securities ("Moratorium Period"). The ultimate shareholders of TFC, namely Datuk Ng Teck Fong, Ng Yih Pyng, Ng Yih Chen, Ng Sheau Yuen and Ng Sheau Chyn have also provided undertakings that they shall not sell, transfer or assign their respective shareholdings in TFC during the Moratorium Period.

The restriction, which is fully accepted by TFC, is specifically endorsed on the share certificates representing the shareholding of our shareholder under moratorium to ensure that our Registrar do not register any transfer not in compliance with the restriction imposed by the SC.

The endorsement affixed on the share certificates is as follows:

"The shares comprised herein are not capable of being sold, transferred or assigned for the period as determined by the SC. The shares comprised herein will not constitute good delivery pursuant to the Rules of the Exchange during the Moratorium Period. No share certificate will be issued to replace this certificate during the Moratorium Period unless the said shall be endorsed with this restriction."

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8. RELATED-PARTY TRANSACTIONS/CONFLICT OF INTEREST

8.1 Related-Party Transactions/ Conflict Of Interest

8.1.1 Promotion Of Assets

Save as disclosed below and in Section 8.1.2, none of our Directors, substantial shareholders and/or key management staff have an interest, directly or indirectly, in the promotion of or in any assets which have, for the past three (3) FYE 31 December 2005 and the subsequent financial period up to 11 May 2006 (being the latest practicable date prior to the printing of this Prospectus), been acquired or proposed to be acquired or disposed off or proposed to be disposed off by or leased or proposed to be leased to our Company and our subsidiaries.

(i) Interest In Promotion Of Assets Acquired/Disposed Off Pursuant To The Acquisitions And Disposals

| Interested Party | Relationship |
|--------------------|---|
| Datuk Ng Teck Fong | He is the Executive Chairman, promoter and substantial shareholder of TCB |
| Ng Yih Pyng | He is the Managing Director and substantial shareholder of TCB |
| Ng Yih Chen | He is an Executive Director and substantial shareholder of TCB |
| Ng Sheau Yuen | She is an Executive Director of TCB |
| Ng Sheau Chyn | She is an Executive Director of TCB |
| Choong Chow Mooi | She is an Executive Director of TCB |

The details of the Acquisitions and Disposals are set out in Section 5.5 of this Prospectus.

8.1.2 Transactions Between Our Group And Our Directors, Key Management, Substantial Shareholders And/Or Persons Connected To Them

- (a) Save as disclosed below, there are no existing or potential related party transactions for the past three (3) FYE 31 December 2005 and the subsequent financial period up to 11 May 2006 (being the latest practicable date prior to the printing of this Prospectus) between our Group and our Directors and our key management, substantial shareholders and/or persons connected to them:

| Transacting Company | Nature Of Relationship And Related Party | Nature Of Related Party Transactions | FYE | Amount RM |
|---------------------|---|--|------|--|
| TGJH | BASB | On 29 December 2004, TGJH transferred 250,002 shares in Yumay Gold & Jewellery Manufacturing Sdn Bhd to BASB | 2004 | Purchase consideration for the shares amounting to RM791,966 |
| | Ng Sheau Yuen is a Director of BASB | | | |
| | Datin Gan Sao Wah, the spouse of Datuk Ng Teck Fong, is a substantial shareholder of BASB | | | |

8. RELATED-PARTY TRANSACTIONS/CONFLICT OF INTEREST (Cont'd)

| Transacting Company | Nature Of Relationship And Related Party | Nature Of Related Party Transactions | FYE | Amount RM |
|----------------------------|--|--|------------|---|
| TGJH | Mohd Azhar Bin Md Disa Mohd Azhar Bin Md Disa is a director of CP | On 3 January 2005, TGJH transferred 60,000 shares in TGJ (KP) to Mohd Azhar Bin Md Disa | 2005 | Purchase consideration for the shares amounting to RM74,740 |
| Soon Hin | BASB Datuk Ng Teck Fong, Ng Yih Pyng, Ng Yih Chen, Ng Sheau Chyn are the directors and substantial shareholders of BASB Ng Sheau Yuen is a director of BASB Datin Gan Sao Wah, the spouse of Datuk Ng Teck Fong, is a substantial shareholder of BASB | SPA dated 21 November 2005 between Soon Hin and BASB whereby Soon Hin agrees to sell to BASB the property known as Lot G 051, Ground Floor, Sungei Wang Plaza, Jalan Bukit Bintang, 55100 Kuala Lumpur | 2005 | Purchase Price RM 3,200,000 |
| TGJ (KL) | BASB Datuk Ng Teck Fong, Ng Yih Pyng, Ng Yih Chen, Ng Sheau Chyn are the directors and substantial shareholders of BASB Ng Sheau Yuen is a director of BASB Datin Gan Sao Wah, the spouse of Datuk Ng Teck Fong, is a substantial shareholder of BASB | SPA dated 21 November 2005 between TGJ (KL) and BASB whereby TGJ (KL) agrees to sell to BASB the property known as Lot G 049, Ground Floor, Sungei Wang Plaza, Jalan Bukit Bintang, 55100 Kuala Lumpur | 2005 | Purchase Price RM3,000,000 |
| TGJH | BASB Datuk Ng Teck Fong, Ng Yih Pyng, Ng Yih Chen, Ng Sheau Chyn are the directors and substantial shareholders of BASB Ng Sheau Yuen is a director of BASB Datin Gan Sao Wah, the spouse of Datuk Ng Teck Fong, is a substantial shareholder of BASB | SPA dated 21 November 2005 between TGJH and BASB whereby TGJH agrees to sell to BASB the entire issued and paid-up share capital of TGJC | 2005 | Purchase Price RM6,884,683 |

Our Directors are of the view that the above transactions have been established at arms length under mutually agreed terms, which are not favourable to our related parties other than those generally available to the public.

8. RELATED-PARTY TRANSACTIONS/CONFLICT OF INTEREST (Cont'd)

(b) Our Group, in the ordinary course of business, enters into transactions that are of revenue or trading in nature with related parties ("Recurrent Transactions"), the details of which are as follows:

| Transacting Company | Nature Of Relationship And Related Party | Nature Of Related Party Transactions | Value of transaction for the FYE 31 December | | | Estimated value of transaction for the FYE 31 December 2006 RM |
|---------------------|--|---|--|-----------|-----------|--|
| | | | 2003 RM | 2004 RM | 2005 RM | |
| YXG | Ong Kee Liang, the spouse of Ng Sheau Chyn, is a shareholder of Ong Tiong Yee & Sons Sdn Bhd ("OTY") | OTY is involved in similar business and a customer of the TCB Group. OTY purchases gold and jewellery from the TCB Group | 388,044 | 571,179 | 392,850 | 360,000 |
| YXG | GPMI Datuk Ng Teck Fong, Ng Yih Chen and Ng Yih Pyng are directors and substantial shareholders of GPMI (via their shareholdings in TCB) Ng Sheau Chyn is a director of GPMI | Tenancy for part of No.27, Project Jaya Industrial Estate, Batu 6, Jalan Kelang Lama, 58200 Kuala Lumpur ("Premise") whereby YXG agrees to let the Premise to GPMI on a month to month basis | - | - | - | 28,000 |
| Soon Hin | GPMI Datuk Ng Teck Fong, Ng Yih Chen and Ng Yih Pyng are directors and substantial shareholders of GPMI (via their shareholdings in TCB) Ng Sheau Chyn is a director of GPMI | Tenancy agreement dated 8 September 2005 made between Soon Hin as landlord and GPMI as tenant for the tenancy of the premises known as No.15-1, Project Jaya Industrial Estate, Batu 6, Jalan Kelang Lama, 58200 Kuala Lumpur, for a period of 15 months commencing from 1 September 2005 to 31 December 2006 | - | - | 5,040 | 15,120 |
| GPMI | Eugen Schofer GmbH & Co is a shareholder of GPMI, which in turn is a subsidiary of TCB | GPMI sells silver chains to Eugen Schofer GmbH & Co | 657,457 | 2,348,586 | 1,812,101 | 1,800,000 |

8. RELATED-PARTY TRANSACTIONS/CONFLICT OF INTEREST (Cont'd)

| Transacting Company | Nature Of Relationship And Related Party | Nature Of Related Party Transactions | Value of transaction for the FYE 31 December | | | | Estimated value of transaction for the FYE 31 December 2006 RM |
|---------------------|--|---|--|---------|---------|---------|--|
| | | | 2003 RM | 2004 RM | 2005 RM | 2006 RM | |
| GPMI | <p>Unique Avenue Sdn Bhd</p> <p>Datuk Ng Teck Fong is a director and substantial shareholder of Unique Avenue Sdn Bhd (via his shareholding in NTFH)</p> <p>Ng Yih Pyng, Ng Yih Chen, Ng Sheau Chyn and Ng Sheau Yuen are directors of Unique Avenue Sdn Bhd</p> | Tenancy Agreement dated 8 September 2005 made between Unique Avenue Sdn Bhd as landlord and GPMI as tenant for the tenancy of the premises known as No. 11-1 Jalan 2/131A, Project Jaya Industrial Estate, Jalan Kelang Lama, 58200 Kuala Lumpur, for a period of 15 months commencing from 1 September 2005 to 31 December 2006 | 15,120 | 15,120 | 15,120 | 15,120 | |
| SRT | <p>Unique Avenue Sdn Bhd</p> <p>Datuk Ng Teck Fong is a director and substantial shareholder of Unique Avenue Sdn Bhd (via his shareholding in NTFH)</p> <p>Ng Yih Pyng, Ng Yih Chen, Ng Sheau Chyn and Ng Sheau Yuen are directors of Unique Avenue Sdn Bhd</p> | Tenancy Agreement dated 14 September 2005 made between Unique Avenue Sdn Bhd as landlord and SRT as tenant for the tenancy of the premises known as No. 11-2 Jalan 2/131A, Project Jaya Industrial Estate, Jalan Kelang Lama, 58200 Kuala Lumpur, for a period of 15 months commencing from 1 September 2005 to 31 December 2006. | 6,900 | 6,900 | 6,900 | 6,900 | |

8. RELATED-PARTY TRANSACTIONS/CONFLICT OF INTEREST (Cont'd)

| Transacting Company | Nature Of Relationship And Related Party | Nature Of Related Party Transactions | Value of transaction for the FYE 31 December | | | Estimated value of transaction for the FYE 31 December 2006 RM |
|---------------------|---|--|--|---------|---------|--|
| | | | 2003 RM | 2004 RM | 2005 RM | |
| TGJH | BASB Datuk Ng Teck Fong, Ng Yih Pyng, Ng Yih Chen, Ng Sheau Chyn are the directors and substantial shareholders of BASB Ng Sheau Yuen is a director of BASB Datin Gan Sao Wah, the spouse of Datuk Ng Teck Fong, is a substantial shareholder of BASB | Deed of novation between TGJ (KL), BASB and TGJH, whereby TGJ (KL) assigns and novates all its interest, benefits and obligations in and under the tenancy agreement dated 19 August 2005 to BASB, made between TGJ (KL) as landlord and TGJH as tenant for the tenancy of the property known as lot G 051, Sungei Wang Plaza, for a period of eighteen months, commencing from 1 July 2005 to 31 December 2006. | - | - | - | 80,000 |
| TGJH | TGJC Pursuant to the Disposal of TGJC by TGJH, TGJC has become a wholly-owned subsidiary of BASB Datuk Ng Teck Fong, Ng Yih Pyng, Ng Yih Chen, Ng Sheau Chyn are the directors and substantial shareholders of BASB Ng Sheau Yuen is a director of BASB Datin Gan Sao Wah, the spouse of Datuk Ng Teck Fong, is a substantial shareholder of BASB | Three (3) tenancy agreements all dated 19 August 2005 made between TGJC as landlord and TGJH as tenant for the tenancy of the premises known as follows: (i) G 050, Sungei Wang Plaza, Jalan Bukit Bintang, 55100 Kuala Lumpur, for a period of eighteen months commencing from 1 July 2005 to 31 December 2006; | - | - | 30,000 | 60,000 |

8. RELATED-PARTY TRANSACTIONS/CONFLICT OF INTEREST (Cont'd)

| Transacting Company | Nature Of Relationship And Related Party | Nature Of Related Party Transactions | Value of transaction for the FYE 31 December | | | Estimated value of transaction for the FYE 31 December 2006 RM |
|---------------------|--|---|--|-----------------|-----------------|--|
| | | | 2003 RM | 2004 RM | 2005 RM | |
| | TGJC (Cont'd) | (ii) 30B, 1 st Floor, Jalan Walter Grenier, Off Jalan Imbi, 55100 Kuala Lumpur, for a period of two (2) years commencing from 1 July 2005 to 30 June 2007; and | 12,000 | 12,000 | 21,000 | 18,000 |
| | | (iii) 30C, 2 nd Floor, Jalan Walter Grenier, Off Jalan Imbi, 55100 Kuala Lumpur, for a period of two (2) years commencing from 1 July 2005 to 30 June 2007. | 12,000 | 12,000 | 21,000 | 18,000 |
| Fedmas | Datuk Ng Teck Fong and Ng Yih Pyng are the directors of Fedmas | Fedmas provides assaying service to the subsidiaries of TCB. | Less than 1,000 | Less than 1,000 | Less than 1,000 | Less than RM1,000 |

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8. RELATED-PARTY TRANSACTIONS/CONFLICT OF INTEREST (Cont'd)

Our Directors are of the view that the above transactions are of revenue in nature, which are required for our Group's day-to-day operations. Our Directors have provided an undertaking that all the Recurrent Transactions shall be based on arms length basis under mutually agreed terms and shall not be favourable to our related parties other than those generally available to the public.

The estimated transaction values for the FYE 31 December 2006 are based on past year transactions and estimates by the management of TCB based on available information. The actual value of the Recurrent Transactions may vary from the estimated value disclosed above.

(c) **Monitoring of Related Party Transactions and Conflict of Interest**

The Audit Committee of the Company was constituted on 21 April 2006 by our Board. The Audit Committee is responsible for reviewing any related party transactions and conflict of interest that may arise within our Group. The Audit Committee will review the procedures set by our Company to monitor related party transactions to ensure that these transactions are carried out on normal commercial terms not more favourable to the related party than those generally available to third parties, at arm's length with the TCB Group and are not to the detriment of the Company's minority shareholders. All reviews by the Audit Committee will be reported to our Board for its further action.

8.1.3 Transactions That Are Unusual In Their Nature Or Conditions

To the best knowledge and belief of our Directors, they are not aware of any transactions that are unusual in their nature or conditions, involving goods, services, tangible or intangible assets, to which our Company or any of our subsidiaries was a party in respect of the past three (3) financial years and the subsequent financial period up to 11 May 2006 (being the latest practicable date prior to printing of this Prospectus).

8.1.4 Interest In Similar Business

Save as disclosed below, none of our Directors or substantial shareholders is interested, directly or indirectly, in any business carrying on a similar trade as our Company and our subsidiaries.

Datuk Ng Teck Fong and Ng Yih Pyng are directors of Fedmas, a company principally involved in assaying, which is a process of measuring gold content of an item. Fedmas is owned by nineteen (19) goldsmiths and jewellers associations in Malaysia and it provides assaying services to the jewellery industry. Therefore, it is not in competition with the principal activities of our Group.

8.1.5 Loan (Including Guarantee Of Any Kind) Made By Our Group To Our Related Parties

As at 11 May 2006 (being the latest practicable date of which such matter could be determined prior to the issuance of this Prospectus), there is no outstanding loan (including guarantees of any kind) made by us to our related parties.

8. RELATED-PARTY TRANSACTIONS/CONFLICT OF INTEREST (Cont'd)

8.2 Declaration By The Advisers

Maybank (the parent company of Aseambankers) has extended short-term credit facilities amounting to approximately RM3.2 million to our Group with a total outstanding amount of approximately RM3.0 million as at 11 May 2006.

None of the aforementioned facilities extended by Maybank will be repaid from the proceeds raised from the Listing. Based on the above, Aseambankers is of the opinion that there is no circumstances which could give rise to conflict of interest situation in its capacity as the Adviser, Sole Placement Agent, Managing Underwriter and Underwriter.

Messrs Lee Choon Wan & Co. hereby confirms that there is no existing or potential conflict of interest in its capacity as the Solicitors for the Listing.

Messrs BDO Binder, hereby confirms that there is no existing or potential conflict of interest in their capacity as Auditors (except for TGJ (MJ), SRT, TGJ (SA), TGJ (Subang), TGJ (IOI), TGJ (WM), TGJ (SK), TGJ (KL), TGJ (RW), J&G, Soon Hin and TGJ (B)) and Reporting Accountants in relation to the Listing.

Messrs Lim Hoon Nam & Co, hereby confirms that there is no existing or potential conflict of interest in their capacity as Auditors (for TGJ (MJ), SRT, TGJ (SA), TGJ (Subang), TGJ (IOI), TGJ (WM), TGJ (SK), TGJ (KL), TGJ (RW), J&G and Soon Hin) in relation to the Listing.

Messrs Ernst & Young, hereby confirms that there is no existing or potential conflict of interest in their capacity as Auditors (for TGJ (B)) in relation to the Listing.

Vital Factor Consulting Sdn Bhd hereby confirms that there is no existing or potential conflict of interest in its capacity as the Independent Business and Market Research Consultants in relation to the Listing.

C H Williams Talhar & Wong Sdn Bhd hereby confirms that there is no existing or potential conflict of interest in its capacity as the Professional Valuers in relation to the Listing.

Wyncorp Advisory Sdn Bhd hereby confirms that there is no existing or potential conflict of interest in its capacity as the Co-ordinator in relation to the Listing.

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9. OTHER INFORMATION CONCERNING OUR GROUP

9.1 Land And Buildings

The details of the landed properties owned by our Group as at 11 May 2006 are set out below:

(a) Landed And Strata Properties Owned By Our Group

| Registered Owner/Beneficial Owner | Title And Lot Particulars And Postal Address | Tenure (Years) And Approximate Age Of Building | Description/ Existing Use | Land Area And Built-up Area | Express Condition And (Restriction In Interest), If Any | Encumbrances | Date Of Issuance Of Certificate Of Fitness | Audited Net Book Value As At 31 December 2005 (RM) |
|--|---|---|---|-----------------------------|---|---|--|--|
| Huatland Development Sdn Bhd (TGI (TS))* | Geran 10024 Lot 11274 Mukim of Ampang Daerah Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Address: Lot 1.19, First Floor Ampang City Plaza Jalan Ampang 50450 Kuala Lumpur | Freehold/ Term in perpetuity 20 years | A corner unit shoplot within the First Floor of Ampang City Plaza Rented out for RM1,100 per month | Built-up area: 65 sq.m | "Tanah ini hendaklah digunakan hanya untuk tapak bangunan perdagangan sahaja" | Assignment of Lot 1.19 by TGI (TS) to RHB Bank Berhad | 28.07.1998 | 175,000 |

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9. OTHER INFORMATION (Cont'd)

| No. | Registered Owner/ (Beneficial Owner) | Title And Lot Particulars And Postal Address | Tenure (Years) And Approximate Age Of Building | Description/ Existing Use | Land Area And Built-up Area | Express Condition And (Restriction In Interest), If Any | Encumbrances | Date Of Issuance Of Certificate Of Fitness | Audited Net Book Value As At 31 December 2005 (RM) |
|-----|---------------------------------------|---|--|---|--|--|---|--|--|
| 2. | Sungei Wang Plaza Sdn Bhd (TJG (TS))* | Geran 11043 Parent lot 1197 Section 67 Bandar Kuala Lumpur Daerah Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Address: Unit No. S 012 2 nd Floor Sungei Wang Plaza Jalan Bukit Bintang 55100 Kuala Lumpur | Freehold/ Term in perpetuity 28 years | An intermediate unit shophot within the Second Floor of Sungei Wang Plaza Rented out for RM3,000 per month | Built-up area: 41.39 sq. m | i) "Tanah ini hendaklah digunakan hanya untuk tapak bangunan perdagangan sahaja." ii) "Pembangunan diatas tanah ini hendaklah mematuhi Perintah Pembangunan yang dikeluarkan oleh Datuk Bandar, Kuala Lumpur" | The land held under the master title has been charged to Mayban Trustees Berhad Assignment of Lot S 012 by TGI (TS) to RHB Bank Berhad | 29.12.1981 | 725,000 |
| 3. | TGJH [^] | HSM 22106, PT 4251 Mukim of Kapar Daerah Klang Negri Selangor Darul Ehsan Address: Lot No. 5, Solok Sultan Hishamuddin 7 North Klang Straits Industrial Estate Port Klang, Selangor Darul Ehsan | Leasehold 99 years expiring on 9 June 2086 19 years | Single storey detached factory/ warehouse Vacant | Land area: 8,119 sq. m Built-up area: 1,706.2 sq. m | "Perusahaan" ("Tanah yang diberi milik ini tidak boleh dipindah milik, digadai atau dipajak melainkan dengan kebenaran Pihak Berkuasa Negeri") | First, second and third legal charges in favour of United Overseas Bank (Malaysia) Berhad | 29.11.1982 | 663,067 |

9. OTHER INFORMATION (Cont'd)

| No. | Registered Owner/ (Beneficial Owner) | Title And Lot Particulars And Postal Address | Tenure (Years) And Approximate Age Of Building | Description/ Existing Use | Land Area And Built-up Area | Express Condition And (Restriction, If Any) | Encumbrances | Date Of Issuance Of Certificate Of Fitness | Audited Net Book Value As At 31 December 2005 (RM) |
|-----|---|--|--|---|---|--|--|--|--|
| 4. | TGJH | Geran 18847 Lot No. 30515 Mukim of Petaling Daerah Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Address: No. 4, Jalan 2/131A Project Jaya Industrial Estate, Batu 6 Jalan Kelang Lama 58200 Kuala Lumpur | Freehold 24 years | Intermediate 4-storey terrace light industrial building with basement Manufacturing activities | Land area: 174 sq. m Built-up area: 764.99 sq. m | i) "Tanah ini hendaklah digunakan hanya untuk tapak perusahaan sahaja" ii) "Pembangunan di atas tanah ini hendaklah mematuhi Perintah Pembangunan yang dikeluarkan oleh Datuk Bandar, Kuala Lumpur" | First, second, third and fourth legal charges in favour of United Overseas Bank (Malaysia) Berhad | 28.06.1985 | 773,137 |
| 5. | TGJH | Geran 18852 PT 30520 Mukim of Petaling Daerah Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Address: No. 14, Jalan 2/131A Project Jaya Industrial Estate, Batu 6 Jalan Kelang Lama 58200 Kuala Lumpur | Freehold 24 years | Intermediate 4-storey terrace light industrial building with basement Manufacturing activities | Land area: 174 sq. m Built-up area: 764.99 sq. m | i) "Tanah ini hendaklah digunakan hanya untuk tapak perusahaan sahaja" ii) "Pembangunan di atas tanah ini hendaklah mematuhi Perintah Pembangunan yang dikeluarkan oleh Datuk Bandar, Kuala Lumpur" | First legal charge in favour of Arab- Malaysian Finance Berhad | 28.06.1985 | 427,301 |

9. OTHER INFORMATION (Cont'd)

| No. | Registered Owner/ (Beneficial Owner) | Title And Lot Particulars And Postal Address | Tenure (Years) And Approximate Age Of Building | Description/ Existing Use | Land Area And Built-up Area | Express Condition In Interest, If Any | Encumbrances | Date Of Issuance Of Certificate Of Fitness | Audited Net Book Value As At 31 December 2005 (RM) |
|-----|--------------------------------------|--|--|---|---|--|---|--|--|
| 6. | TGJM | Lot No. 30517 Geran 18849 Mukim of Petaling Daerah Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Address: No. 8, Jalan 2/131A Project Jaya Industrial Estate, Batu 6 Jalan Kelang Lama 58200 Kuala Lumpur | Freehold 24 years | Intermediate 4-storey terrace light industrial building with basement Manufacturing activity | Land area: 174 sq. m Built-up area: 764.99 sq. m | i) "Tanah ini hendaklah digunakan hanya untuk tapak perusahaan sahaja" ii) "Pembangunan di atas tanah ini hendaklah mematuhi Perintah Pembangunan yang dikeluarkan oleh Datuk Bandar, Kuala Lumpur" | First, second third and fourth legal charges in favour of United Overseas Bank (Malaysia) Berhad | 28.06.1985 | 593,225 |
| 7. | Soon Hin® | GM 1541, PT 30543 Mukim of Petaling Daerah Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Address: No. 15 Jalan 2/131A, Project Jaya Industrial Estate Off Jalan Klang Lama 58200 Kuala Lumpur | Freehold/ Term in perpetuity 24 years | An Intermediate 4-storey terrace light industrial building shop with a basement Business offices Part of the property is rented out for RM1,260 per month | Land area: 153 sq. m Built-up area: 766.45 sq. m | i) "Tanah ini hendaklah digunakan hanya untuk tapak perusahaan sahaja" ii) "Pembangunan di atas tanah ini hendaklah mematuhi Perintah Pembangunan yang dikeluarkan oleh Datuk Bandar, Kuala Lumpur" | First, second and third legal charges in favour of United Overseas Bank (Malaysia) Berhad | 28.06.1985 | 700,000 |

9. OTHER INFORMATION (Cont'd)

| Registered Owner/Beneficial Owner | Title And Lot Particulars And Postal Address | Tenure (Years) And Approximate Age Of Building | Description/ Existing Use | Land Area And Built-up Area | Express Condition And (Restriction, If Any In Interest), If Any | Encumbrances | Date Of Issuance Of Certificate Of Fitness | Audited Net Book Value As At 31 December 2005 (RM) |
|---|--|--|--|--|---|--|--|--|
| 8. Hekiar Premier Sdn Bhd Hekiar Premier Sdn Bhd is the registered proprietor of the property known as Subang Parade (TGI (Subang))* | GRN 55365 Lot No. 14193 Bandar Subang Jaya Daerah Petaling Selangor Darul Ehsan (Master title) Address: G23, Ground Floor Subang Parade, No 5 Jalan SS16/1 Subang Jaya 47500, Selangor Darul Ehsan | Freehold 18 years | An intermediate unit shophot within the Ground Floor of Subang Parade Retail outlet | Retail lot built up area: 49.15 sq. m | "Pembinaan bangunan-mengikut JPBD Negeri Selangor" | First and second legal charges on the master title, created by Hekiar Premier Sdn Bhd in favour of Malayan Banking Berhad Assignment of unit G23, by TGJ (Subang) to Hong Leong Bank Berhad | 30.05.2005 | 564,723 |
| 9. TGI (SA) | HS (D) 71259, PT 30 Mukim of Damansara Daerah Petaling Selangor Darul Ehsan Address: 11, Jalan Bukit Badung Hiicom Industrial Estate Section 26 40400 Shah Alam | Freehold 12 years | An intermediate unit one and a half (1 1/2) storey terraced factory Rented out for manufacturing activities for RM2,800 per month | Land area: 362.31 sq. m Built-up area: 362.32 sq. m | "Perusahaan" | First and second legal charge in favour of EON Bank Berhad | 12.08.1994 | 380,339 |

9. OTHER INFORMATION (Cont'd)

| No. | Registered Owner/ (Beneficial Owner) | Title And Lot Particulars And Postal Address | Tenure (Years) And Approximate Age Of Building | Description/ Existing Use | Land Area And Built-up Area | Express Condition In Interest, If Any | Encumbrances | Date Of Issuance Of Certificate Of Fitness | Audited Net Book Value As At 31 December 2005 (RM) |
|-----|---|--|---|---|---|--|--|--|--|
| 10. | YXG | GM 1547, Lot No. 30549, Mukim of Petaling, Daerah Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Address: No. 27, Jalan 2/131A Project Jaya Industrial Estate, Batu 6 Jalan Kelang Lama 58200 Kuala Lumpur | Freehold 24 years | Intermediate 4-storey terrace light industrial building with basement Manufacturing activities Part of the property is rented out for manufacturing activities for RM3,500 per month on monthly basis | Land area: 153 sq. m Built-up area: 764.99 sq. m | i) "Tanah ini hendaklah digunakan hanya untuk tapak perusahaan sahaja" ii) "Pembangunan di atas tanah ini hendaklah mematuhi Perintah Pembangunan yang dikeluarkan oleh Datak Bandar, Kuala Lumpur" | First legal charge in favour of Bank Of China (Malaysia) Berhad | 28.06.1985 | 526,400 |
| 11. | Pujian Development Sdn Bhd (TGI (SK))* | HSD 226742 PTS20 Pekan Serdang Daerah Petaling Selangor Darul Ehsan Address: G16, South City Plaza Jalan Perdana Selatan Persiaran Serdang Perdana, Section 1 43300 Seri Kembangan Selangor Darul Ehsan | Leasehold 99 years expiring on 9 November 2093 3 years | Corner unit shoplot within the Ground Floor of South City Plaza Rented out for RM2,300 per month | Built-up area: 54.72 sq. m | "Bangunan Perniagaan" ("Tanah yang diberti milik ini tidak boleh dipindah milik, digadai atau dipajak melainkan dengan kebenaran Pihak Berkuasa Negeri") | First and second legal charges on the master title, created by the developer in favour of Malaysia Building Society Berhad Assignment of unit G16, by TGI (SK) to RHB Bank Berhad | 04.11.2003*** | 701,406 |

9. OTHER INFORMATION (Cont'd)

| No. | Registered Owner/ (Beneficial Owner) | Title And Lot Particulars And Postal Address | Tenure (Years) And Approximate Age Of Building | Description/ Existing Use | Land Area And Built-up Area | Express Condition And (Restriction) If Any | Encumbrances | Date Of Issuance Of Certificate Of Fitness | Audited Net Book Value As At 31 December 2005 (RM) |
|-----|---|--|---|--|-------------------------------|--|--|--|--|
| 12. | Sungei Wang Plaza Sdn Bhd** (Soon Hin*) | Cerai 11043 Lot 1197, Section 67 Bandar Kuala Lumpur Daerah Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Address: Lot G 049 Ground Floor Sungei Wang Plaza Jalan Bukit Bintang 55100 Kuala Lumpur | Term in perpetuity 25 years | A corner unit shoplot within the Ground Floor of Sungei Wang Plaza Rented out for RM22,000 per month | Built-up area: 83.33 sq. m | i) "Tanah ini hendaklah digunakan hanya untuk tapak bangunan perdagangan sahaja" ii) "Pembangunan di atas tanah ini hendaklah mematuhi Perintah Pembangunan yang dikeluarkan oleh Danik Bandar, Kuala Lumpur" | Charged to Mayban Trustees Berhad dated 4 September 2003 | 29.12.1981 | 3,200,000 |
| 13 | Sungei Wang Plaza Sdn Bhd** (TGI (KL))* | Cerai 11043 Lot 1197, Section 67 Bandar Kuala Lumpur Daerah Kuala Lumpur Wilayah Persekutuan Kuala Lumpur Address: Lot G 051 Ground Floor Sungei Wang Plaza Jalan Bukit Bintang 55100 Kuala Lumpur | Freehold/ Term in perpetuity 25 years | An intermediate unit shoplot within the Ground Floor of Sungei Wang Plaza Rented out for RM10,000 per month | Built-up area: 53.93 sq. m | i) "Tanah ini hendaklah digunakan hanya untuk tapak bangunan perdagangan sahaja" ii) "Pembangunan di atas tanah ini hendaklah mematuhi Perintah Pembangunan yang dikeluarkan oleh Danik Bandar, Kuala Lumpur" | Charged to Mayban Trustees Berhad dated 4 September 2003 | 29.12.1981 | 3,000,000 |

9. OTHER INFORMATION (Cont'd)

Notes:

- * The individual title has not been issued yet as the master title still vests with the developer
- ^ TGIH has vide a SPA dated 17 February 2006 agreed to sell the property to Sin Yeap Holdings (M) Sdn Bhd. The conditions precedent for the said SPA has not been fulfilled
- ^^ Pursuant to the Listing Scheme, TGI (KL) and Soon Hin have vide two (2) conditional SPAs dated 21 November 2005 agreed to sell the properties to BASB. The two transactions have been completed on 26 May 2006
- ^^^ The temporary certificate of fitness issued on 4 November 2003 for South City Plaza had expired on 29 April 2004. The registered proprietor is in the process of applying for a certificate of fitness
- @ The party wall in the basement and the parts of the party wall on the ground, first and third floors between No. 11 and 15 of Jalan 2/131A, Project Jaya Industrial Estate, Off Jalan Klang Lama, 58200 Kuala Lumpur which is currently being used as an office have been demolished to provide lateral access between the 2 lots, without the necessary approval from Dewan Bandaraya Kuala Lumpur been obtained. TCB had on 25 November 2005 submitted an application to the Dewan Bandaraya Kuala Lumpur, seeking the necessary approval for the aforesaid renovation

Save as disclosed above, there are no breaches of the land use condition and/or material non-compliance with current statutory requirements, land rules or building regulations by our Group.

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9. OTHER INFORMATION (Cont'd)

(b) Landed And Strata Properties Owned By Our Group (Pending Completion)

| No. | Registered Owner/ (Beneficial Owner) | Title And Lot Particulars And Postal Address | Tenure (Years) And Approximate Age Of Building | Description/ Existing Use | Land Area/Built- up Area | Express Condition And Restriction In Interest (If Any) | Encumbrances | Date Of Issuance Of Certificate Of Fitness | Construction Value As At 31 December 2005 (RM) |
|-----|--|--|---|---|---|--|---|---|---|
| 1 | Sanjung Utama Sdn Bhd 4 SPAs, all dated 25 June 2001, were entered into between the developer (as vendor) and Soon Hin (as purchaser), in respect of units RK1.20- 1.23 of Rhythm Avenue Axis | HSD 108337, PT 3462, Mukim Damansara Daerah Petaling Negeri Selangor Darul Ehsan (master title) Address: RK1.20, RK1.21, RK1.22 and RK1.23, Rhythm Avenue Axis, Persiaran Kewajipan, USJ 19, 47620 Subang Jaya, Selangor Darul Ehsan | Freehold | Building/ Still under construction 4 units of retail lots | Retail lot built-up area: 23.12 sq. m | "Barguan Perumahan" | First and second charge on the master title, created by the developer in favour of Arab Malaysian- Finance Berhad Assignment of units RK1.20, RK1.21, RK1.22 and RK1.23 by Soon Hin in favour of RHB Bank Berhad | - | 420,464 |

Note:
*

Construction work is still in progress as at 11 May 2006

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9. OTHER INFORMATION (Cont'd)**(c) Landed And Strata Properties Leased By Our Group**

The details of the rented properties which are material to the operation of our Group as at 11 May 2006 are set out below:

There are currently 45 rented properties used by our Group as retail outlets, production facilities and offices. The postal addresses of these locations are as follows:

- (i) No A19, Giant Klang, Lot 83191-83192, Persiaran Batu Nilam, Bandar Bukit Tinggi, Pandamaran, 42000 Klang, Selangor Darul Ehsan;
- (ii) No. G6 & G7, Giant Hypermarket Bayan Baru, 78 Jalan Tengah, Bayan Baru, 11900 Bayan Lepas, Pulau Pinang;
- (iii) 11-1, Jalan 2/131A, Project Jaya Industrial Estate, 6th Mile, Off Jalan Kelang Lama, 58200 Kuala Lumpur;
- (iv) Lot No. G26 and G27, Ground Floor, Cheras Leisure Mall, Jalan Manis 6, Taman Segar, Cheras, 56100 Kuala Lumpur;
- (v) Lot No. F11, First Floor, Kinta City Shopping Centre, No. 2, Jalan Teh Lean Swee, Off Jalan Sultan Azlan Shah Utara, 31400 Ipoh, Perak Darul Ridzuan;
- (vi) Lot No. F302, First Floor, 1-Utama Shopping Centre, Lebuhraya Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan;
- (vii) Lot G18, Ground Floor, Jusco Permas Shopping Centre, No. 1, Jalan Permas Utara, Bandar Baru Permas Utara, 81750 Johor Bahru, Johor Darul Takzim;
- (viii) Lot G28, Ground Floor, Jusco Metro Prima Shopping Centre, Jalan Kepong, 52100 Kuala Lumpur;
- (ix) LL1.08(A), Lower Level One, Sunway Pyramid Mega Mall, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan;
- (x) Lot No. G19A, The Curve, Mutiara Damansara, 47800 Petaling Jaya, Selangor Darul Ehsan;
- (xi) Unit LG347 & 348, Lower Ground Floor, 1-Utama Shopping Centre, Lebuhraya Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan;
- (xii) G4, Ground Floor, Lot 10, No. 50, Jalan Sultan Ismail, 50250 Kuala Lumpur;
- (xiii) Lot FJ H03A, Ground Floor, Parkson Grand Suria KLCC, Kuala Lumpur City Centre, 50088 Kuala Lumpur;
- (xiv) Lot G16, Ground Floor, 1-Utama Shopping Centre, Lebuhraya Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan;
- (xv) G12, Ground Floor, Mahkota Parade Shopping Centre, No. 1, Jalan Merdeka, 75000 Melaka;
- (xvi) G26, Ground Floor, Jusco Seremban 2 Shopping Centre, 112, Persiaran S2 B1, Seremban 2, 70300 Seremban, Negeri Sembilan;
- (xvii) Lot G33A, Ground Floor, IOI Mall, Batu 9, Puchong Jaya, 47100 Selangor Darul Ehsan;
- (xviii) Lot G-8, Ground Floor, Bukit Raja Shopping Centre, Persiaran Bukit Raja Dua, Bandar Baru Klang, 41159 Klang, Selangor Darul Ehsan;
- (xix) G16, Ground Floor, Maju Junction Mall, Jalan Sultan Ismail, 50250 Kuala Lumpur;
- (xx) Lot No. G-010, Ground Floor, Mid Valley, Phase 1, Batu 2 ½, Jalan Kelang Lama, 58000 Kuala Lumpur;
- (xxi) Lot No. A18, Ground floor, Giant Superstore Sunway City, No.2, Jalan SC1 2-2, Sunway City, 31150 Ipoh, Perak Darul Ridzuan;
- (xxii) GL-02, Ground Floor, Shaw Centrepoint, Jalan Raja Hassan, 41400 Klang, Selangor Darul Ehsan;
- (xxiii) Lot No. G22B, Ground Floor, Subang Parade, No. 5, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan;
- (xxiv) Lot F2.20 & F2.21B, Ground Floor, Carrefour Shopping Centre, No. 6, Jalan 8/27A, Wangsa Maju, 53300 Kuala Lumpur;

9. OTHER INFORMATION (Cont'd)

- (xxv) Lot No. L2-71 (1.71, First Floor), Mines Shopping Fair, Jalan Dulang, Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan;
- (xxvi) 12A, Ground Floor, PKNS Complex, 40000 Shah Alam, Selangor Darul Ehsan;
- (xxvii) Unit No. LL1.52, Lower Level One, Sunway Pyramid Mega Mall, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan;
- (xxviii) G 051, Sungei Wang Plaza, Jalan Bukit Bintang, 55100 Kuala Lumpur;
- (xxix) Lot GC 004, Ground Floor, BB Plaza, Jalan Bukit Bintang, 55100 Kuala Lumpur;
- (xxx) Lot No. A5, Giant Superstore Prima Saujana, S02 Pusat Bandar Baru Kajang, Prima Saujana, 43000 Kajang, Selangor Darul Ehsan;
- (xxxi) Lot G 050, Sungei Wang Plaza, Jalan Bukit Bintang, 55100 Kuala Lumpur;
- (xxxii) 12, Jalan 2/131A, Batu 5½, Project Jaya Industrial Estate, Jalan Klang Lama, 58200 Kuala Lumpur;
- (xxxiii) Lot 50 and 51, 2nd Floor, Tesco Penang, No. 1, Lebu Tengku Kudin 1, Bandar Jelutong, 11700 Pulau Pinang;
- (xxxiv) Lot No. 20, First Floor, Tesco Ipoh, No. 2, Jalan Jambu, 31400 Ipoh, Perak Darul Ridzuan;
- (xxxv) G34 & G35, Giant Kelana Jaya, Lot PT 2441, Jalan Perbandaran SS6/4, Pusat Bandar Kelana Jaya, Mukim Damansara, Daerah Petaling, Selangor Darul Ehsan;
- (xxxvi) Lot No. 11, Ground Floor, Tesco Sungai Petani, 300, Jalan Legenda 1, Legenda Heights, 08000 Sungai Petani, Kedah Darul Aman;
- (xxxvii) Parcel No. LG-45 & LG-46, Lower Ground Floor, Berjaya Times Square, No. 1, Jalan Imbi, 55100 Kuala Lumpur;
- (xxxviii) Lot G30, Ground Floor, Klang Parade, No. 2112, KM2, Jalan Meru, 41050 Klang, Selangor Darul Ehsan;
- (xxxix) Retail Lot No. LG09, Lower Ground Floor, Alamanda Putrajaya Shopping Centre, Jalan Alamanda, Precint 1, 62000 Putrajaya;
- (xxxx) Lot C56, Concourse, Suria KLCC, KL City Centre, 50088 Kuala Lumpur;
- (xxxxi) Lot No. B15, Giant Hypermarket Plentong, No. 3, Jalan Masai Lama, Mukim Plentong, 81750 Masai, Johor Darul Takzim;
- (xxxxii) Lot No. G-6, Giant Superstore IOI, Bandar Puteri, No. 7, Jalan Puteri 1/1, 47100 Puchong, Selangor Darul Ehsan;
- (xxxxiii) No. 10-1, 10-2 & 10-3, Jalan 2/131A, Project Jaya Industrial Estate, Batu 6, Jalan Klang Lama, 58200 Kuala Lumpur;
- (xxxxiv) Lot F47, First Floor, Jusco Tebrau City Shopping Centre, No. 1, Jalan Desa Tebrau, 81100 Johor Bahru, Johor Darul Takzim; and
- (xxxxv) 11-2, Jalan 2/131A, Project Jaya Industrial Estate, Batu 6, Jalan Klang Lama, 58200 Kuala Lumpur.

Of the above, 41 tenancies are in respect of our Group's 39 retail outlets and 1 retail kiosk. The remaining 4 tenancies are in respect of our Group's production facilities and offices at Project Jaya Industrial Estate in Kuala Lumpur.

As at 11 May 2006, all the said tenancies are subsisting. 2 of these are rented on a monthly basis while the others have fixed tenures ranging between 1 to 3 years. The tenancies for 15 retail outlets and 2 offices will expire this year. For the time being, we intend to seek an extension of the said tenancies upon expiry of the same.

9. OTHER INFORMATION (Cont'd)

The certificates of fitness for occupation have been issued for the shopping complexes, hypermarkets and industrial estate in which the said rented properties are situated, save for our retail outlets situated at The Curve, Alamanda Shopping Centre and Giant Superstore IOI Puchong. The landlord of our retail outlet at Giant Superstore IOI Puchong had informed us that the issuance of certificate of fitness for occupation is currently pending while the landlord of our retail outlet at The Curve, Mutiara Damansara had informed us that they are in the midst of obtaining the final certificate of fitness for occupation. The architect in charge of the application of the certificate of fitness for occupation for Alamanda Shopping Centre also confirmed that it had submitted the application to extend the temporary certificate of fitness for occupation.

Our Directors believe that as our retail outlets, production facilities and offices are located in shopping complexes, hypermarkets and in an industrial estate respectively, it is unlikely that the use of the said properties as shopping complexes, hypermarkets and industrial/commercial property respectively are in breach of the land use conditions imposed on the titles.

Our Group has also not received any notice of any breach of land use conditions relating to the said properties.

Based on the above, our Directors believe that our Group is not in breach of any laws, rules and building regulations in relation to the use of all land and buildings rented.

9.2 Acquisition Of Properties During The Past Two (2) Years

Save as disclosed below, our Group has not acquired any properties during the past two (2) years preceding the date of this Prospectus.

| Description | Date of Agreement | Purchase Price (RM) |
|--|-------------------|---------------------|
| SPA entered into between TGJ (SK) and Pujian Development Sdn Bhd whereby TGJ (SK) had agreed to purchase G16, South City Plaza, Jalan Perdana Selatan, Persiaran Serdang Perdana, Section 1, 43300 Seri Kembangan, Selangor Darul Ehsan. | 30 June 2004 | 706,800 |

9.3 Plant And Equipment

As at 11 May 2006 (being the latest practicable date prior to the printing of this Prospectus), our Group does not have any material plant and equipment.

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