

PROSPECTUS



WENG ZHENG RESOURCES BERHAD

(666098-X)
(Incorporated in Malaysia under the Companies Act, 1965)

(I) PUBLIC ISSUE OF 15,000,000 NEW ORDINARY SHARES OF RM0.50 EACH COMPRISING: -

- 6,000,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 6,500,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR PLACEMENT TO SELECTED INVESTORS;
- 2,500,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS AND EMPLOYEES OF WENG ZHENG RESOURCES BERHAD AND OUR SUBSIDIARIES;

(II) RESTRICTED ISSUE OF 7,383,350 NEW ORDINARY SHARES OF RM0.50 EACH TO BUMIPUTERA INVESTORS APPROVED/NOMINATED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY; AND

(III) OFFER FOR SALE OF 22,616,650 ORDINARY SHARES OF RM0.50 EACH TO BUMIPUTERA INVESTORS APPROVED/NOMINATED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY

AT AN ISSUE/OFFER PRICE OF RM0.68 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION PURSUANT TO OUR LISTING ON THE SECOND BOARD OF BURSA MALAYSIA SECURITIES BERHAD

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

Adviser, Underwriter & Placement Agent



This Prospectus is dated **10 DECEMBER 2007**

Weng Zheng Resources Berhad

Prospectus



WENG ZHENG RESOURCES BERHAD
(666098-X)
(Incorporated in Malaysia under the Companies Act, 1965)

RESPONSIBILITY

Our Directors and Promoters and the Offerors have seen and approved this Prospectus and they collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus. They confirm, after having made all reasonable enquiries, that to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in this Prospectus false or misleading. Our Directors accept full responsibility for the profit forecast included in this Prospectus and confirm that the profit forecast has been prepared based on assumptions made.

Kenanga Investment Bank Berhad (formerly known as K & N Kenanga Berhad) ("Kenanga"), as our Adviser, Underwriter and Placement Agent acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning the public offering ("IPO"). Kenanga is also satisfied that the profit forecast (for which our Directors are fully responsible), prepared for inclusion in this Prospectus have been stated by our Directors after due and careful inquiry and has been reviewed by our Reporting Accountants.

STATEMENTS OF DISCLAIMER

The Securities Commission ("SC") has approved the IPO. However, this approval is not an indication that the SC recommends the IPO.

Our admission to the Official List of Bursa Malaysia Securities Berhad ("Bursa Securities") is not to be taken as an indication of the merits of our Company, our Shares or the IPO.

The SC shall not be liable for any non-disclosure in this Prospectus by us. The SC also takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness. The SC shall not be liable for any loss you may suffer as a result of your reliance on the whole or any part of this Prospectus. **YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF INVESTING IN US. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

The valuation approved or accepted by the SC shall only be utilised for the purpose of the corporate proposals submitted to and approved by the SC, and shall not be construed as an endorsement by the SC on the value of the subject assets for any other purposes.

This Prospectus has been registered with the SC. This Prospectus, and the accompanying application forms have also been lodged with the Registrar of Companies who takes no responsibility for its contents.

OTHER STATEMENTS

You are advised to note that recourse for false or misleading statements or acts made in connection with this Prospectus is directly available through Sections 248, 249 and 357 of the *Capital Market and Services Act 2007*.

The Prospectus can also be viewed or downloaded from Bursa Securities' website at www.bursamalaysia.com.

We will not take any action to ensure that this Prospectus complies with the laws of any countries or jurisdiction other than the laws of Malaysia. It is your sole responsibility to consult your legal and/or other professional advisers on the applicable laws that you are or might be subjected to. Neither we nor our Adviser will accept any responsibility or liability if your application becomes illegal, unenforceable, voidable or void in any country or jurisdiction.

YOU SHOULD NOT TAKE THE AGREEMENT BY THE UNDERWRITER TO UNDERWRITE THE PUBLIC ISSUE AS AN INDICATION OF THE MERITS OF OUR SHARES.

TENTATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for our entire enlarged issued and paid-up share capital on Bursa Securities is set out below:-

Event	Tentative Date
Issue of Prospectus	10 December 2007
Opening Date of the IPO	10 December 2007
Closing Date of IPO	17 December 2007
Balloting of applications for IPO Shares	19 December 2007
Allotment of Public Issue Shares and Restricted Issue Shares	27 December 2007
Listing date	2 January 2008

THESE DATES ARE TENTATIVE AND ARE SUBJECT TO CHANGES WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES. THE APPLICATION WILL OPEN AND CLOSE ON THE DATES STATED ABOVE OR SUCH LATER DATE OR DATES AS OUR BOARD OF DIRECTORS, THE UNDERWRITER AND THE OFFERORS MAY JOINTLY DECIDE AT THEIR ABSOLUTE DISCRETION.

SHOULD THE DATE OF CLOSING OF APPLICATION FOR THE IPO SHARES BE EXTENDED, THE DATES FOR DESPATCH OF NOTICES OF ALLOTMENT OF THE PUBLIC ISSUE SHARES AND RESTRICTED ISSUE SHARES TO SUCCESSFUL APPLICANTS AND LISTING OF OUR ENTIRE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL ON THE SECOND BOARD OF BURSA SECURITIES WILL BE EXTENDED ACCORDINGLY. IN THE EVENT THE DATE OF CLOSING OF APPLICATION IS EXTENDED, APPLICANTS WILL BE NOTIFIED OF SUCH FURTHER EXTENSION BY WAY OF ADVERTISEMENTS PLACED IN A WIDELY CIRCULATED ENGLISH AND BAHASA MALAYSIA NEWSPAPER.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” and “WZRB” in this Prospectus are to Weng Zheng Resources Berhad (666098-X), references to “our Group” are to our Company and our consolidated subsidiaries and references to “we”, “us”, “our” and “ourselves” are to our Company, and save where the context otherwise requires, and our consolidated subsidiaries. Unless the context otherwise requires, references to “Management” are to our Executive Directors and key management personnel as at the date of this Prospectus, and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

Unless otherwise indicated, operating data in this Prospectus is given as at 2 November 2007. All references to dates and times are references to dates and times in Malaysia.

In this Prospectus, references to the “Government” are to the Government of Malaysia and references to “Ringgit”, “Malaysian Ringgit”, “RM” and “sen” are to the lawful currency of Malaysia. Any discrepancies in the tables between the amounts listed and the totals in this prospectus are due to rounding. Certain acronyms, technical terms and other abbreviations used are defined in “Definitions” appearing after this section. Words denoting the singular only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include companies and corporations. Any reference to a time or day shall be reference to Malaysian time, unless otherwise stated.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding growth and performance of the industry in which we operate. This data is taken or derived from information published by industry sources and from internal data. In such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originates from us.

We believe that the statistical data and projections cited in this Prospectus are useful in helping prospective investors to understand the major trends in the industry in which we operate. However, neither we nor our advisers have verified these figures. Our advisers and we do not make any representation as to the correctness, accuracy or completeness of such data. You should not place undue reliance on the statistical data cited in this Prospectus. Similarly, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We give no assurance that the projected figures will be achieved. You should not place undue reliance on the third-party projections cited in this Prospectus.

The information on our website, or any website directly or indirectly linked to such websites does not form part of this Prospectus and you should not rely on it.

If there are any discrepancies or inconsistencies between the English and Malay versions of this document, the English version shall prevail.

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DEFINITIONS

The following terms in this Prospectus bear the same meanings as set out below unless a term is defined otherwise or the context requires otherwise:-

Acquisitions	:	Collectively, the Acquisition of WZSB, Acquisition of WZT and Acquisition of WZM
Acquisition of WZSB	:	The acquisition by WZRB of the entire issued and paid-up share capital of WZSB, comprising 1,350,012 ordinary shares of RM1.00 each for a total purchase consideration of RM30,780,208 satisfied by the issuance of 61,560,416 new WZRB Shares at an issue price of RM0.50 per WZRB Share
Acquisition of WZT	:	The acquisition by WZRB of the entire issued and paid-up share capital of WZT, comprising 1,040,002 ordinary shares of RM1.00 each for a total purchase consideration of RM7,766,392 satisfied by the issuance of 15,532,784 new WZRB Shares at an issue price of RM0.50 per WZRB Share
Acquisition of WZM	:	The acquisition by WZRB of the entire issued and paid-up share capital of WZM, comprising 2 ordinary shares of RM1.00 each for a total purchase consideration of RM261,723 satisfied by the issuance of 523,446 new WZRB Shares at an issue price of RM0.50 per WZRB Share
Act	:	The <i>Companies Act</i> 1965, as amended from time to time, and any re-enactment thereof
ADA	:	Authorised Depository Agent
AFA	:	Ancillary Floor Area
AGM	:	Annual General Meeting
ATM	:	Auto Teller Machine
Board	:	Board of Directors of WZRB
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CCA	:	Critical Control Areas
CDS	:	Central Depository System
CF	:	Certificate of Fitness for Occupation
CMSA	:	<i>Capital Market and Services Act 2007</i>
E&E	:	Electrical & Electronics
EBITDA	:	Earnings before Interest, Tax, Depreciation and Amortisation
Electronic Share Application	:	Application for the Public Issue Shares through a Participating Financial Institution's ATM

DEFINITIONS (Cont'd)

EPS	:	Earnings Per Share
EU	:	European Union
FIC	:	Foreign Investment Committee of the Economic Planning Unit of the Prime Minister's Department, Malaysia
FYE	:	Financial Year(s) Ended/Ending
FPE	:	Financial Period Ended
FRS	:	Financial Reporting Standard
GP	:	Gross Profit
GDP	:	Gross Domestic Product
HR	:	Human Resource
IMRR	:	Independent Market Research Report
Incorporation of Valuation Surplus and/or Deficit	:	The incorporation of the valuation surplus and/or deficit into the books of the respective companies of our Group arising from the valuation of the landed properties owned by our Group pursuant to the Acquisitions
IPO	:	The initial public offering and listing of WZRB Shares comprising the Public Issue, Restricted Issue and Offer for Sale
IPO Price/ Issue Price	:	The issue price of RM0.68 per Public Issue Share
IPO Shares	:	The Public Issue Shares, Restricted Issue Shares and Offer Shares collectively
Kenanga	:	Kenanga Investment Bank Berhad (15678-H) <i>(formerly known as K & N Kenanga Bhd)</i>
Latest Practicable Date	:	2 November 2007, being the latest practicable date prior to the date of issue of this Prospectus
Listing	:	The initial listing of and quotation for WZRB's entire enlarged issued and paid-up share capital of RM50,000,000 comprising 100,000,000 WZRB Shares on the Second Board of Bursa Securities
Listing Requirements	:	The Listing Requirements of Bursa Securities
MASB	:	Malaysian Accounting Standards Board
M&E	:	Machinery and Equipment
MFA	:	Main Floor Area
MI	:	Minority Interest
MIDA	:	Malaysian Industrial Development Authority

DEFINITIONS (Cont'd)

MITI	:	Ministry of International Trade and Industry
MNCs	:	Multinational Corporation(s)
NBV	:	Net Book Value
NL	:	Net Liabilities
NTA	:	Net Tangible Assets
N/A	:	Not applicable
Offerors	:	Tan Ching Kee, Ng Chong Tin and Tan Chong Boon
Offer for Sale	:	Offer for sale by the Offerors of 22,616,650 WZRB Shares at the Offer Price to the Bumiputera investors approved/nominated by the MITI
Offer Price	:	The offer price of RM0.68 per Offer Share
Offer Shares	:	22,616,650 WZRB Shares to be offered pursuant to the Offer for Sale
PAT	:	Profit After Taxation
PBT	:	Profit Before Taxation
PE multiple	:	Price to Earnings Multiples
Promoter(s)	:	Tan Ching Kee, Ng Chong Tin and Tan Chong Boon
Public Issue	:	Issue of 15,000,000 Public Issue Shares at the Issue Price to eligible directors and employees of our Group, the Malaysian public and selected investors by way of a combination of pink form, private placements and public balloting
Public Issue Shares	:	15,000,000 new WZRB Shares to be issued pursuant to the Public Issue
QA	:	Quality Assurance
QC	:	Quality Control
QMS	:	Quality Measurement System
R&D	:	Research and Development
Restricted Issue	:	Restricted issue of 7,383,350 new WZRB Shares at the Issue Price to Bumiputera investors approved/nominated by the MITI
Restricted Issue Shares	:	7,383,350 WZRB Shares to be issued pursuant to the Restricted Issue
RM and sen	:	Ringgit Malaysia and sen respectively
ROC	:	Registrar of Companies
SC	:	Securities Commission

DEFINITIONS (Cont'd)

SC Guidelines	:	Policies and Guidelines on Issue/Offer of Securities
Second Board	:	Second Board of Bursa Securities
SMEs	:	Small and Medium Enterprises
SMIs	:	Small and Medium Industries
sq m	:	Square Metres
UK	:	United Kingdom
Underwriting Agreement	:	The Underwriting Agreement between the Company and the Underwriter dated 13 November 2007 for the underwriting of the 12,500,000 Public Issue Shares to be issued to the Malaysian public and selected investors
USA	:	United States of America
USD	:	United States Dollars
WZRB or Company	:	Weng Zheng Resources Berhad (666098-X)
WZSB	:	Weng Zheng Sdn Bhd (234301-P)
WZT	:	Weng Zheng Trading Sdn Bhd (388617-D)
WZM	:	Weng Zheng Marketing Sdn Bhd (355762-V)
WZRB Group or Group	:	WZRB and our subsidiary companies, namely WZSB, WZT and WZM collectively
WZRB Share(s) or Share(s)	:	Ordinary share(s) of RM0.50 in WZRB

Technical definitions:-

CD	:	Cold drawing is the process of reducing the cross sectional area of a steel wire, bar or tube by drawing the material through a die without any pre-heating. It is used for the production of bright steel shafts in round, square, hexagonal, flat and profile sections. The process changes the mechanical properties of the steel and the finished product is accurate to size, free from surface defects with a bright finish.
CD Bar(s)	:	Cold Drawn Bright Steel Bars / Shafts

FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, plans and objectives for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, our performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our Management's current view with respect to future events and are not a guarantee of future performance. Forward-looking statements can be identified by the use of forward-looking terminology such as words "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (i) demand for our products and services;
- (ii) our business strategies;
- (iii) our plans and objectives for future operations;
- (iv) our financial position; and
- (v) our future earnings, cash flows and liquidity.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (i) the economic, political and investment environment in Malaysia and globally; and
- (ii) government policy, legislation or regulation.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Sections 3 and 9 of this Prospectus. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus. We expressly disclaim any obligation or undertaking to release publicly any update or revision to any forward-looking statement contained in this Prospectus to reflect any change in our expectations with regards thereto or any change in events, conditions or circumstances on which any such statement is based.

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CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name	Address	Occupation	Nationality
Dato' Amin Rafie Bin Othman <i>(Group Chairman / Independent Non-Executive Director)</i>	40, Lorong SS1/11 A 47300 Petaling Jaya Selangor Darul Ehsan	Company Director	Malaysian
Tan Ching Kee <i>(Managing Director)</i>	24A, Kampung Gurney 44300 Ulu Yam Baru Selangor Darul Ehsan	Company Director	Malaysian
Ng Chong Tin <i>(Executive Director)</i>	17 H1 Jalan Besar 44300 Ulu Yam Baru Selangor Darul Ehsan	Company Director	Malaysian
Tan Chong Boon <i>(Executive Director)</i>	24A, Kampung Gurney 44300 Ulu Yam Baru Selangor Darul Ehsan	Company Director	Malaysian
Dato' Siow Kim Lun <i>(Independent Non-Executive Director)</i>	22, Jalan Sri Hartamas 10 Sri Hartamas 50480 Kuala Lumpur	Company Director	Malaysian
Dato' Yeong Kok Hee <i>(Independent Non-Executive Director)</i>	3, Jalan Tiara Bukit Tiara, Taman Billion Cheras 56100 Kuala Lumpur	Company Director	Malaysian
Ong Teck Chuan <i>(Independent Non-Executive Director)</i>	30, Jalan BU3/5 Bandar Utama 47800 Petaling Jaya Selangor Darul Ehsan	Company Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Dato' Siow Kim Lun	Chairman of the Committee	Independent Non-Executive Director
Ong Teck Chuan	Member of the Committee	Independent Non-Executive Director
Dato' Yeong Kok Hee	Member of the Committee	Independent Non-Executive Director

CORPORATE DIRECTORY (Cont'd)

REMUNERATION COMMITTEE

Name	Designation	Directorship
Dato' Amin Rafie Bin Othman	Chairman of the Committee	Group Chairman / Independent Non-Executive Director
Dato' Yeong Kok Hee	Member of the Committee	Independent Non-Executive Director
Tan Ching Kee	Member of the Committee	Managing Director

NOMINATION COMMITTEE

Name	Designation	Directorship
Ong Teck Chuan	Chairman of the Committee	Independent Non-Executive Director
Dato' Amin Rafie Bin Othman	Member of the Committee	Group Chairman / Independent Non-Executive Director
Dato' Siow Kim Lun	Member of the Committee	Independent Non-Executive Director

COMPANY SECRETARY : Tan Tong Lang (MAICSA 7045482)
20C, Jalan 1/64
Off Jalan Kolam Air / Jalan Ipoh
51200 Kuala Lumpur
Tel No: 03-4041 7403

REGISTERED OFFICE : 20C, Jalan 1/64
Off Jalan Kolam Air / Jalan Ipoh
51200 Kuala Lumpur
Tel No: 03-4041 7403
Fax No: 03- 4043 2309

HEAD OFFICE : Lot 1890, Jalan KPB 9
Kawasan Perindustrian Balakong
43300 Seri Kembangan
Selangor Darul Ehsan
Tel No: 03-8962 2228
Fax No: 03-8962 2226
E-mail: wzsb@wengzheng.com
Website: www.wengzheng.com

CORPORATE DIRECTORY (Cont'd)

- ADVISER, UNDERWRITER
AND PLACEMENT AGENT** : Kenanga Investment Bank Berhad (15678-H)
(formerly known as K & N Kenanga Bhd)
8th Floor, Kenanga International
Jalan Sultan Ismail
50250 Kuala Lumpur
Tel. No: 03-2164 6689
- DUE DILIGENCE SOLICITORS** : Azman Davidson & Co
Advocates and Solicitors
Suite 13.03, 13th Floor
Menara Tan & Tan
207, Jalan Tun Razak
50400 Kuala Lumpur
Tel. No: 03-2164 0200
- REPORTING
ACCOUNTANTS AND
AUDITORS OF WZRB** : Anuarul Azizan Chew & Co. (AF 0791)
18, Jalan 1/64
Off Jalan Kolam Air/Jalan Ipoh
51200 Kuala Lumpur
Tel. No: 03-4041 7233
- AUDITORS OF WZSB, WZT
AND WZM** : Tai, Yapp & Co. (AF 0205)
No. 3-2, Jalan Indrahana 2
Off Jalan Kuchai Lama
58200 Kuala Lumpur
Tel. No: 03-7983 0277
- SHARE REGISTRAR** : Epsilon Registration Services Sdn Bhd (629261-T)
G-01, Ground Floor, Plaza Permata
Jalan Kampar Off Jalan Tun Razak
50400 Kuala Lumpur
Tel No: 03-4047 3999
- ISSUING HOUSE** : Malaysian Issuing House (258345-X)
27th Floor, Menara Multi-Purpose, Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
Tel. No: 03-2693 2075
- PRINCIPAL BANKERS** : Hong Leong Bank Berhad (97141-X)
Level 1, Wisma Hong Leong
18, Jalan Perak
50450 Kuala Lumpur
Tel. No: 03- 2164 2828
- : Citibank Berhad (297089-M)
Menara Citibank
165, Jalan Ampang
50450 Kuala Lumpur
Tel. No: 03-2383 1111
- : United Overseas Bank (Malaysia) Berhad (271809-K)
Bangunan UOB Medan Pasar
10-12, Medan Pasar
50744 Kuala Lumpur
Tel. No: 03-2772 8000

CORPORATE DIRECTORY (Cont'd)

- VALUERS** : Standard Chartered Bank (Malaysia) Berhad (115793-P)
Level 16 Menara Standard Chartered
30 Jalan Sultan Ismail
50250 Kuala Lumpur
Tel. No: 03-2781 7330
- INDEPENDENT MARKET RESEARCHER** : Raine & Horne International Zaki + Partners Sdn Bhd
(99440-T)
109A, 1st Floor
Jalan SS 14/1
47500 Subang Jaya
Selangor Darul Ehsan
Tel No: 03-5631 9668
- LISTING SOUGHT** : Dun & Bradstreet (D&B) Malaysia Sdn Bhd (527570-M)
Level 9-3A, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur
Tel. No: 03-2080 6000
- Second Board of Bursa Securities

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PRELIMINARY

This Prospectus is dated 10 December 2007. We have registered a copy of this Prospectus with the SC. We have also lodged a copy of this Prospectus, together with the application form with the ROC, who takes no responsibility for the contents.

On 10 October 2007, we received the approval of the SC for admission to the Official List of Bursa Securities. We have also received the permission of the SC to deal in and quote for the entire enlarged issued and paid-up WZRB Shares.

On 29 November 2007, Bursa Securities granted its approval-in-principle for the admission of our Company to the Official List of Bursa Securities and the listing and quotation of our entire enlarged issued and paid-up share capital of WZRB Shares. Our Shares will be admitted to the Official List of Bursa Securities and official quotation will commence after receipt of confirmation from Bursa Depository that all CDS accounts of the successful applicants have been duly credited and notices of allotment have been despatched to all successful applicants.

Under the trading rules of Bursa Securities, trading in all listed securities can only be executed through an ADA who is also a member of Bursa Securities with effect from the date of listing.

You must have a CDS Account prior to submitting applications for our Shares either by way of Application Forms or Electronic Share Application. If you do not presently have a CDS account, you should open a CDS account at an ADA prior to making an application for our Shares. You should state your CDS Account number in the space provided in the Application Form if you presently have such an account registered in your own name. If you already have a CDS Account, you should not complete the preferred ADA Code.

In the case of Electronic Share Application, only an applicant who is an individual and who is a Malaysian citizen residing in Malaysia and has a CDS Account can make an Electronic Share Application.

Pursuant to Section 14(1) of the *Securities Industry (Central Depositories) Act, 1991*, Bursa Securities has designated our Shares as prescribed securities. Therefore, we will deposit our Shares directly with Bursa Depository. Any dealings in our Shares will be carried out in accordance with the aforesaid Act and the Rules of Bursa Depository. We will not issue share certificates to successful applicants.

Pursuant to the Listing Requirements, at least 25% of the issued and paid-up share capital of the Company must be held by a minimum number of 1,000 public shareholders holding not less than 100 WZRB Shares each. We expect to meet the above requirement at the point of listing. However, if we do not meet the above requirement, we may not be allowed to proceed with our listing plan. We will return in full, without interest, monies paid in respect of all applications.

You should rely only on the information contained in this Prospectus. We and our advisers have not authorised anyone to provide you with information that is different and not contained in this Prospectus. The delivery of this Prospectus or any issue made in connection with this Prospectus shall not, under any circumstances, constitute a representation or create any implication that there has been no change in our affairs since the date of this Prospectus.

The distribution of this Prospectus and the sale of our Shares will not be registered under any possible securities legislation of any jurisdiction except Malaysia and the IPO Shares will not be placed out in any country other than Malaysia. This Prospectus does not constitute and may not be used for the purpose of an offer to sell or an invitation of an offer to buy any IPO Shares in any jurisdiction and in any circumstance in which such offer or invitation is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IN CONSIDERING THE INVESTMENT, INVESTORS WHO ARE IN DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

You can view or download this Prospectus from Bursa Securities' website at www.bursamalaysia.com.

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1. INFORMATION SUMMARY

THE INFORMATION SUMMARY IS ONLY A SUMMARY OF THE SALIENT INFORMATION ABOUT OUR GROUP AND INVESTORS SHOULD READ AND UNDERSTAND THE WHOLE PROSPECTUS PRIOR TO DECIDING WHETHER OR NOT TO INVEST IN OUR SHARES. THE INFORMATION SUMMARY SET OUT BELOW IS DERIVED FROM THIS PROSPECTUS AND SHOULD BE READ IN CONJUNCTION WITH THE FULL TEXT OF THIS PROSPECTUS.

1.1 HISTORY AND BUSINESS

WZRB was incorporated in Malaysia under the Act as a public limited company on 15 September 2004. WZRB is the investment holding company of our Group in conjunction with our listing on the Second Board of Bursa Securities. The core business of our Group is the manufacturing and trading of precision CD Bars for a wide spectrum of applications. The precision CD Bars are mainly customised to the needs and requirements of customers and their end products applications are typically in the office automation, computer components and automotive applications.

The business of our key operating subsidiary, WZSB began as a partnership bearing the name of Syarikat Perniagaan Eng Seng in May 1985. Originally, the main business activity was the trading of iron and steel products. Under the leadership of the two (2) co-founders, Tan Ching Kee and Ng Chong Tin, the business of the partnership grew. On 17 February 1992, a private limited company was incorporated bearing the present name of Weng Zheng Sdn. Bhd. to take over the growing business of the partnership.

Our Directors of WZSB, recognising the good potential in manufacturing and supplying directly to our customers, began acquiring the machinery and technology to produce our own steel products. In 1995, WZSB's manufacturing operations commenced with the setting up of an automated cold drawing process to manufacture a variety of precision CD Bars. These products comprised mainly free cutting, carbon steel and stainless steel polished bars, which were sold to manufacturers within the machining sector.

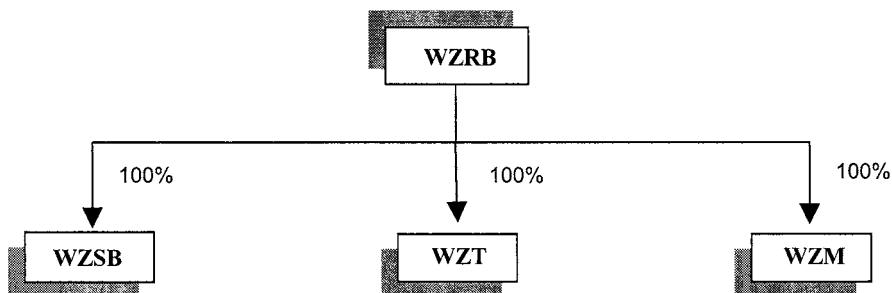
In order to separate the trading and manufacturing activities of our Group, two (2) subsidiaries were established. WZT was incorporated in Malaysia as a private limited company under the Act on 27 May 1996 and assumed its present name. WZT was established to create a one-stop supply centre for various iron and steel related products and to take over the trading activities of WZSB. This enabled our Group to provide a wider range of products to meet the needs of both existing and new customers, and to enable the management of WZSB to focus on the core manufacturing activities and R&D in the production of quality and precision CD Bars. On 17 August 1995, WZM was incorporated in Malaysia as a private limited company under the Act. WZM ceased operation in January 2002 and recommenced operations of trading in and processing of cut-to-size steel products in December 2006.

Over the years, we have gained vast experience in manufacturing precision CD Bars. With our strong technical capabilities and know-how, we have emerged as one (1) of the leading local manufacturers of precision CD Bars. In October 2004, WZSB was certified as being compliant with ISO 9001:2000 standards. This indicates that WZSB has established the required quality management systems to provide, on a consistent basis, products that meet customer and applicable regulatory requirements. To-date, we have built up a strong customer portfolio, comprising SMEs that operate within a wide range of industries, such as machining & engineering support, automotive parts & components manufacturing and E&E.

As for overseas markets, our Group has successfully ventured into selling our precision CD Bars to the manufacturing industries in Indonesia and Singapore (end-2003), Thailand and Hong Kong (2004), Australia (2005), as well as Vietnam (2006). Our Group has also made supply/marketing inroads into Vietnam, where some of the region's fastest growing high-technology industrial parks are located. The primary targeted customers of our Group are the automotive and office automation industries.

1. INFORMATION SUMMARY (Cont'd)

An overview of our Group's corporate structure is as set out below: -



The principal activities of WZRB's subsidiary companies are summarised as follows:-

Corporation	Date/Place of Incorporation	Issued and Paid-up Share Capital (RM)	Effective Equity Interest (%)	Principal Activities
Subsidiary companies of WZRB				
WZSB	17.02.92/ Malaysia	1,350,012	100.00	Manufacturing and processing of cold drawn bright steel and other steel products
WZT	27.05.96/ Malaysia	1,040,002	100.00	Trading in steel products
WZM	17.08.95/ Malaysia	2	100.00	Trading in and processing of cut-to-size steel products

Further details on the history and business of our Group are set out in Section 4 of this Prospectus.

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1. INFORMATION SUMMARY (Cont'd)

1.2 PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND MANAGEMENT OF OUR GROUP

The direct and indirect shareholdings of the Promoters, Substantial Shareholders, Directors and Management of our Group are as follows: -

Name	Designation	No. of Shares held in WZRB after the IPO			
		Direct [^]	(%)	Indirect [^]	(%)
<u>Promoters</u>					
Tan Ching Kee	Managing Director	39,171,907	39.17	2,317,995*	2.32
Ng Chong Tin	Executive Director	2,398,356	2.40	-	-
Tan Chong Boon	Executive Director	6,406,980	6.41	69,000**	0.07
<u>Substantial Shareholders</u>					
Tan Ching Kee	Managing Director	39,171,907	39.17	2,317,995*	2.32
Tan Chong Boon	Executive Director	6,406,980	6.41	69,000**	0.07
<u>Directors</u>					
Dato' Amin Raffie Bin Othman	Group Chairman / Independent Non-Executive Director	150,000	0.15	-	-
Tan Ching Kee	Managing Director	39,171,907	39.17	2,317,995*	2.32
Ng Chong Tin	Executive Director	2,398,356	2.40	-	-
Tan Chong Boon	Executive Director	6,406,980	6.41	69,000**	0.07
Dato' Siow Kim Lun	Independent Non-Executive Director	150,000	0.15	-	-
Dato' Yeong Kok Hee	Independent Non-Executive Director	150,000	0.15	-	-
Ong Teck Chuan	Independent Non-Executive Director	150,000	0.15	-	-
<u>Management</u>					
Sak Swee Seong	Finance Manager	-	-	78,000	0.08
Low Kok Chin	Factory Manager	-	-	88,000	0.09
Lee Min Huat	Marketing Manager	-	-	78,000	0.08

Notes: -

[^] Assume he/she subscribes for his/her respective entitlements for the pink form share allocation pursuant to the IPO.

* Deemed interest by virtue of his spouse's, Ng Lay Hoon, shareholding in WZRB.

** Deemed interest by virtue of his spouse's, Yap Chooi Mee, shareholding in WZRB.

Details of our Promoters, Substantial Shareholders, Directors and Management of WZRB are set out in Section 5 of this Prospectus.

1. INFORMATION SUMMARY *(Cont'd)*

1.3 PROFORMA CONSOLIDATED INCOME STATEMENTS

The following table sets out a summary of the proforma consolidated results of our Group for the past three (3) FYE 30 April 2005 to 30 April 2007 and three (3)-month FPE 31 July 2007, prepared on the assumption that our Group has been in existence throughout the years under review.

The proforma consolidated results are prepared for illustrative purposes only and we advise you to read the Proforma Consolidated Income Statements together with the accompanying notes and assumptions included in the Reporting Accountant's Letter on the Proforma Consolidated Financial Information as set out in Section 11 of this Prospectus.

	<----- FYE 30 April ----->			<---- 3 months ended ---->	
	2005 RM'000	2006 RM'000	2007 RM'000	31 July 2007 RM'000	31 July 2006 RM'000
Revenue	57,475	63,097	74,422	18,001	21,209
GP	13,872	9,790	13,980	3,391	3,257
EBITDA	11,937	9,318	11,752	3,035	2,733
Depreciation and amortisation	(1,731)	(1,983)	(2,166)	(626)	(541)
Finance costs	(1,550)	(1,764)	(2,091)	(568)	(574)
PBT	8,656	5,571	7,495	1,841	1,618
Taxation	(2,413)	(1,217)	(1,631)	(348)	(382)
PAT	6,243	4,354	5,864	1,493	1,236
Number of WZRB Shares in issue ('000)	77,617	77,617	77,617	77,617	77,617
GP margin (%)	24.14	15.52	18.78	18.84	15.36
PAT margin (%)	10.86	6.90	7.88	8.29	5.83
Gross EPS (Sen)	11.15	7.18	9.66	2.37	2.08
Net EPS (Sen)	8.04	5.61	7.56	1.92	1.59

Details of the proforma consolidated results of our Group are set out in Section 9.1 and the Proforma Consolidated Financial Information in Section 11 of this Prospectus respectively.

Audit Qualifications in the Audited Financial Statements for the Past Financial Years

The financial statements of WZRB Group for the past three (3) FYE 30 April 2005 to 30 April 2007 and three (3)-month FPE 31 July 2007 were not subjected to any audit qualification.

1. INFORMATION SUMMARY (Cont'd)

1.4 PROFORMA CONSOLIDATED BALANCE SHEETS OF OUR GROUP AS AT 31 JULY 2007

The Proforma Consolidated Balance Sheets as at 31 July 2007 set out below have been prepared for illustrative purposes only to show the effects on the audited balance sheets of WZRB, had the Listing been effected on that date.

We advise you to read the Proforma Consolidated Balance Sheets as at 31 July 2007 together with the accompanying notes and assumptions included in the Reporting Accountant's Letter on the Proforma Consolidated Financial Information as set out in Section 11 of this Prospectus.

	W Z R B				
	Audited	Proforma	Proforma	Proforma	Proforma
	31.07.2007	I	II	III	IV
	RM '000	RM '000	RM '000	RM '000	RM '000
ASSETS EMPLOYED					
PROPERTY, PLANT AND EQUIPMENT	-	35,071	35,071	35,071	39,571
PREPAID LEASE PAYMENTS	-	3,585	3,585	3,585	3,585
CURRENT ASSETS					
Inventories	-	31,679	31,679	31,679	31,679
Trade receivables	-	20,956	20,956	20,956	20,956
Other receivables, deposits and prepayments	-	2,194	2,194	2,194	2,194
Tax recoverable	-	826	826	826	826
Cash and bank balances	*	370	10,570	15,591	3,791
	-	56,025	66,225	71,246	59,446
LESS: CURRENT LIABILITIES					
Trade payables	-	8,110	8,110	8,110	8,110
Other payables and accruals	14	764	764	764	764
Hire purchase payables	-	427	427	427	427
Bank borrowings	-	35,769	35,769	35,769	30,769
Provision for taxation	-	205	205	205	205
	14	45,275	45,275	45,275	40,275
NET (LIABILITIES)/CURRENT ASSETS	(14)	10,750	20,950	25,971	19,171
	(14)	49,406	59,606	64,627	62,327
FINANCED BY					
SHARE CAPITAL	*	38,808	46,308	50,000	50,000
SHARE PREMIUM ACCOUNT	-	-	2,700	4,029	1,729
REVENUE RESERVE@	(14)	1,584	1,584	1,584	1,584
	(14)	40,392	50,592	55,613	53,313
NON-CURRENT LIABILITIES					
Hire purchase payables	-	424	424	424	424
Bank Borrowings	-	6,469	6,469	6,469	6,469
Deferred tax liabilities	-	2,121	2,121	2,121	2,121
	(14)	49,406	59,606	64,627	62,327
Number of ordinary shares in issue ('000)	#	77,617	92,617	100,000	100,000
Net (liabilities)/tangible assets					
("(NL)/NTA") (RM'000)	(14)	40,392	50,592	55,613	53,313
(NL)/NTA per ordinary share (RM)	(3,500.00)	0.52	0.55	0.56	0.53

1. INFORMATION SUMMARY (Cont'd)

Notes: -

- * Represents RM2.
- # Represents four (4) ordinary shares of RM0.50 each.
- @ Adjustment in revenue reserve is as follows:

	RM '000
Unrealised profit on stock	(189)
Negative goodwill	3,804
Difference in net assets between 31 July 2007 and 31 October 2007	(2,017)
	<hr/> 1,598 <hr/>

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1. INFORMATION SUMMARY (Cont'd)

1.5 PROFORMA CONSOLIDATED CASH FLOW STATEMENT

We have prepared our proforma consolidated cash flow statement for the three (3)-month FPE 31 July 2007 for illustrative purposes only, based on our Company's and our subsidiaries' respective audited financial statements for the three (3)-month FPE 31 July 2007, after incorporating such adjustments considered necessary for the elimination of all significant inter-company transactions and balances and based on the assumption that our current Group structure had been in existence throughout the financial year under review.

We advise you to read the Proforma Consolidated Cash Flow Statement together with the accompanying notes and assumptions included in the Reporting Accountant's Letter on the Proforma Consolidated Financial Information as set out in Section 11 of this Prospectus.

	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES	
Profit before taxation	1,841
Adjustment for:	
Allowance for doubtful debts	52
Depreciation for property, plant and equipment	611
Impairment of property, plant and equipment	103
Interest expenses	568
Amortisation of prepaid lease payments	15
Interest income	(3)
Gain on disposal of property, plant and equipment	*
	<hr/>
Operating profit before working capital change	3,187
(Increase)/Decrease in working capital	
Inventories	(4,051)
Receivables	(1,459)
Payables	3,072
Amount owing to directors	(829)
	<hr/>
	(3,267)
Cash used in operations	(80)
Interest received	3
Interest paid	(568)
Tax paid	(522)
	<hr/>
	(1,087)
Net cash used in operating activities	<hr/>
	(1,167)
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of property, plant and equipment	(4,322)
Proceeds from disposal of property, plant and equipment	462
Net cash used in investing activities	<hr/>
	(3,860)
CASH FLOWS FROM FINANCING ACTIVITIES	
Drawdown of revolving credit facilities	4,018
Repayment of bankers' acceptance	(1,589)
Repayment of hire purchase payables	(131)
Drawdown of term loans	1,600
Repayment of term loans	(633)
Net cash generated from financing activities	<hr/>
	3,265

1. INFORMATION SUMMARY (Cont'd)

	RM'000
Net decrease in cash and cash equivalents during the financial period	(1,762)
Cash and cash equivalents at the beginning of the financial period	(7,421)
Cash and cash equivalents at the end of the financial period	<u>(9,183)</u>
 CASH AND CASH EQUIVALENTS	
Cash and bank balances	370
Bank overdraft	(9,553)
As per Proforma Consolidated Balance Sheet I	<u>(9,183)</u>

Note:-

* Represents an amount which is less than RM1,000.

Commentary:-

Our Group's cash and cash equivalent at the end of the FPE 31 July 2007 is negative RM 9.18 million. This is due mainly to the substantial investments made in the property, plant and equipment as detailed below and inventories increased by RM4.05 million in anticipation of increased sales.

In respect of the above, it should be noted that had the proceeds from the Restricted Issue and Public Issue of RM15.22 million been factored in the proforma consolidated cash flow statement, the cash and cash equivalents at the end of the financial period would have increased to RM6.04 million.

In the past, our Group has spent substantial resources on Property, Plant and Equipment

Our Management, recognising the good potential in manufacturing and supplying directly to our customers, began acquiring the machinery and technology to produce their own steel products. In 1995, WZSB's manufacturing operations commenced with the setting up of an automated cold drawing process to manufacture a variety of CD Bars. These products comprised mainly free cutting, carbon steel and stainless steel polished bars, which were sold to manufacturers within the machining sector.

Over the years, our Group has invested substantial amount of monies on the purchase of property, plant and equipment to meet the increased demand for its products. For the past five (5) FYE 30 April 2003 to 2007 and 3-month FPE 31 July 2007, our Group has paid an aggregate of RM26.69 million in cash on property, plant and equipment as follows:-

	FPE 31 July 2007	<-----FYE 30 April----->					Total
	RM'000	2007 RM'000	2006 RM'000	2005 RM'000	2004 RM'000	2003 RM'000	
Property, plant and equipment [^]	4,322	2,504	1,251	5,924	11,905	782	26,688

Notes:-

* Based on the cash flow statements of the financial statements of WZSB and WZT for the financial years / period under review.

[^] Includes prepaid lease payments (leasehold land).

Our Group paid RM4.32 million for the purchase of property, plant and equipment for the three (3)-month FPE 31 July 2007.

1. INFORMATION SUMMARY *(Cont'd)*

In respect of the above, our Group is now in strong position to command larger market share in the domestic market as well as to capitalize on the increasing demand from the overseas markets.

Further details of the Proforma Consolidated Cash flow Statement are set out in Section 9.2.8 of this Prospectus.

1.6 SUMMARY OF MATERIAL RISK FACTORS

An investment in the shares listed/to be listed on Bursa Securities involves a number of risks, some of which, including market, industry, liquidity, credit, operational, legal and regulatory risks could be substantial and inherent in the business of our Group.

Prospective investors should rely on their own evaluations and to carefully consider the investment considerations before buying any of the IPO Shares, which are the subject of this Prospectus. The investment consideration that should be considered includes, but not limited to, the following: -

- (i) Business Risks
- (ii) Dependence on Suppliers
- (iii) Foreign Currency Risk
- (iv) Fluctuation in Raw Material Pricing/Selling Prices
- (v) Dependence on Management Team
- (vi) Operational Risks
- (vii) Insurance Coverage on Assets
- (viii) On-going Technological Changes
- (ix) Competitive Risks
- (x) Dependencies on Key Industries
- (xi) Ownership and Control by Promoters
- (xii) Government Control or Regulation Considerations
- (xiii) Technology used
- (xiv) Financial Risk
- (xv) Environmental Issues and Concerns
- (xvi) Achievability of Profit Forecast
- (xvii) Disclosure Regarding Forward-Looking Statements
- (xviii) No Prior Market for WZRB's Shares
- (xix) Failure/Delay In the Listing
- (xx) Our Share Price may fluctuate following the IPO
- (xxi) Investment activities risk
- (xxii) Risk Associated with Future Plans

Further details of the material risk factors are set out in Section 3 of this Prospectus.

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1. INFORMATION SUMMARY *(Cont'd)*

1.7 PROFIT AND DIVIDEND FORECAST

1.7.1 CONSOLIDATED PROFIT FORECAST FOR FYE 30 APRIL 2008

Barring unforeseen circumstances, our Board forecast that the Consolidated Profit Forecast of our Group for the FYE 30 April 2008 after incorporating the effects of the Listing scheme is as follows:-

	Pre- acquisition profit estimate ** RM'000	Post- acquisition profit forecast ** RM'000	Full year profit forecast * RM'000
Turnover	37,579	48,807	86,386
Consolidated PBT	4,045	5,243	9,288
Taxation	(488)	(1,236)	(1,724)
Consolidated PAT	3,557	4,007	7,564
Negative goodwill***		3,804	
Consolidated PAT and after negative goodwill adjustment		7,811	
Number of WZRB Shares in issue ('000)		46,580 [^]	100,000 [@]
EPS (sen)			
- based on consolidated PBT		11.26	9.29
- based on consolidated PAT		8.60	7.56
- based on consolidated PAT and after negative goodwill adjustment		16.77	N/A
Net PE multiple (times) [#]		-	8.99

Notes:

* *The consolidated full year profit forecast for the FYE 30 April 2008 is presented for illustrative purposes only based on the assumption that WZRB Group has been in existence since 1 May 2007.*

** *Pre-acquisition consolidated profit estimate is in respect of operating results for the period from 1 May 2007 to the completion date of Acquisitions ("DOA").*

Post-acquisition consolidated profit forecast is in respect of operating results for the period from the DOA to 30 April 2008.

*** *Negative goodwill of RM3.80 million arising from the Acquisitions is non-recurring and represents the excess of the fair values of the net identifiable assets acquired as at the completion date over the cost of acquisitions. In accordance with FRS 3: Business Combination, negative goodwill is recognised immediately in the income statement.*

[^] *Represents weighted average number of ordinary shares in issue. Assuming that the Acquisitions were completed on 31 October 2007 and the Public Issue and Restricted Issue will be completed on 27 December 2007.*

[@] *Represents enlarged number of ordinary shares in issue.*

1. INFORMATION SUMMARY *(Cont'd)*

Calculated based on the issue price of RM0.68 per WZRB Share.

The Acquisitions were completed on 6 November 2007 when the sale and purchase agreements became unconditional. For accounting purpose, the Acquisitions were deemed completed on 31 October 2007 as our Board is of the view that the financial effects from 31 October 2007 to completion of Acquisitions on 6 November 2007 are immaterial.

Please refer to the following sections of this Prospectus for further details of the consolidated profit forecast:-

- (i) Section 9.4 - Consolidated Profit Forecast for FYE 30 April 2008;
- (ii) Section 9.7 - Directors' Analyses and Commentaries on the Consolidated Profit Forecast; and
- (iii) Reporting Accountant's Letter on the Consolidated Profit Forecast of the WZRB Group for the FYE 30 April 2008 (including the principal assumptions upon which the Consolidated Profit Forecast has been prepared).

1.7.2 DIVIDEND FORECAST

Our Company's present intention is to declare 1.5 sen per Share gross dividend (1.11 sen net dividend) for the FYE 30 April 2008 as follows:-

	FYE 30 April 2008 Dividend Forecast
Net dividend (RM'000)	1,110
Net dividend yield based on the Issue Price per share (%)	1.62
Net dividend cover** (times)	6.81

Notes:-

** *Net dividend cover is determined by dividing profit available to equity holders by the net dividend for the year.*

It is our policy to recommend dividends in the future to allow shareholders to participate in the profits of our Group and at the same time balance the reserves and funds required for the future growth of our Group.

In considering the level of dividends payment (if any), upon recommendation of our Board, we intend to take into account the following factors:

- (i) our level of cash, gearing, ability to service debts, return on equity and retained earnings;
- (ii) our expected results of operations;
- (iii) our projected levels of capital expenditure and other investment plans; and
- (iv) our working capital requirements.

1. INFORMATION SUMMARY *(Cont'd)*

Notwithstanding the above, our Directors have the full discretion to propose the waiver of any future dividend payment as and when deemed necessary, if it is in our best interests.

Further details of the dividend forecast are set out in Section 9.5 of this Prospectus.

1.8 PRINCIPAL STATISTICS RELATING TO THE IPO

The following statistics relating to the IPO are derived from the full text of the Prospectus and should be read in conjunction with the text.

	Number of Shares	Share capital (RM)
AUTHORISED SHARE CAPITAL	200,000,000	100,000,000
ISSUED AND FULLY PAID-UP SHARE CAPITAL:		
• As at 2 November 2007	4	2
• Shares issued pursuant to the Acquisitions	77,616,646	38,808,323
	77,616,650	38,808,325
• New Shares to be issued pursuant to Public Issue	15,000,000	7,500,000
• New Shares to be issued pursuant to the Restricted Issue	7,383,350	3,691,675
ENLARGED SHARE CAPITAL	100,000,000	50,000,000
• Existing Shares to be offered pursuant to the Offer For Sale	22,616,650	11,308,325

The IPO Price is RM0.68 per Share payable in full upon application, subject to the terms and conditions of this Prospectus.

Market capitalisation of WZRB based on the IPO Price is RM68.00 million.

Further details of the principal statistics relating to the IPO are set out in Section 2.1 of this Prospectus.

1.9 PROPOSED UTILISATION OF PROCEEDS

The total gross proceeds arising from the Public Issue and the Restricted Issue will be utilised by our Group in the following manner: -

	Amount (RM'000)
(i) Capital expenditure/ business expansion	4,500
(ii) Repayment of bank borrowings	5,000
(iii) Working capital	3,421
(iv) Estimated listing expenses	2,300
Total proceeds	15,221

Further details of the utilisation of proceeds are set out in Section 2.7 of this Prospectus.

2. PARTICULARS OF THE IPO

2.1 SHARE CAPITAL

The following statistics relating to the IPO are derived from the full text of the Prospectus and should be read in conjunction with the text.

	Number of Shares	Share capital (RM)
AUTHORISED SHARE CAPITAL	200,000,000	100,000,000
ISSUED AND FULLY PAID-UP SHARE CAPITAL:		
• As at 2 November 2007	4	2
• Shares issued pursuant to the Acquisitions	77,616,646	38,808,323
	77,616,650	38,808,325
• New Shares to be issued pursuant to Public Issue	15,000,000	7,500,000
• New Shares to be issued pursuant to the Restricted Issue	7,383,350	3,691,675
ENLARGED SHARE CAPITAL	100,000,000	50,000,000
• Existing Shares to be offered pursuant to the Offer For Sale	22,616,650	11,308,325

The IPO Price is RM0.68 per Share payable in full upon application, subject to the terms and conditions of this Prospectus.

Market capitalisation of WZRB based on the IPO Price is RM68.00 million.

There is only one class of shares in our Company, namely, ordinary shares of RM0.50 each, all of which rank pari passu with one another. The IPO Shares will rank pari passu in all respects with the other existing issued ordinary shares of our Company including voting rights and rights to all dividends and distributions that may be declared subsequent to the date of allotment thereof.

Subject to any special rights attaching to any shares which may be issued by our Company in the future, the holders of ordinary shares in the Company shall, in proportion to the amount paid-up on the ordinary shares held by them, be entitled to share in the whole of the profits paid out by our Company as dividends and other distributions and the whole of any surplus in the event of the liquidation of our Company, in accordance with our Articles of Association.

Each ordinary shareholder shall be entitled to vote at any general meeting of our Company in person or by proxy or by attorney, and on a show of hands, every person present who is a shareholder or representative or proxy or attorney of a shareholder shall have one vote, and, on a poll, every shareholder present in person or by proxy or by attorney or other duly authorized representative shall have one vote for each ordinary share held.

2.2 OPENING AND CLOSING OF APPLICATION LISTS

Application will be accepted from 10.00 a.m. on 10 December 2007 and will remain open until 5.00 p.m. on 17 December 2007 or for such further period or periods as our Board, the Underwriter and the Offerors may jointly decide at their absolute discretion. Late application will not be accepted.

2. PARTICULARS OF THE IPO (Cont'd)

2.3 CRITICAL DATES OF THE IPO

The indicative timing of events leading up to the listing of and quotation for our entire enlarged issued and paid-up share capital on Bursa Securities is set out below:-

Events	Tentative Date
Issue of Prospectus	10 December 2007
Opening Date of the IPO	10 December 2007
Closing Date of the IPO *	17 December 2007
Balloting of applications for IPO Shares	19 December 2007
Allotment of Public Issue Shares	27 December 2007
Listing date	2 January 2008

Note:-

- * *Should the closing date of the aforesaid application be extended, the dates for the balloting, allotment and listing of WZRB's entire issued and paid-up share capital on the Second Board might be extended accordingly and changes to the application period for the Public Issue, Restricted Issue and Offer For Sale will be notified to the public via an advertisement in a widely circulated daily Bahasa Malaysia and English newspapers.*

2.4 BASIS OF ARRIVING AT THE IPO PRICE

The IPO Price of RM0.68 per Share was determined and agreed upon by our Company, the Offerors and Kenanga as Adviser and Underwriter based on various factors including the following:-

- (i) our Group's financial position as outlined in Section 9 of this Prospectus;
- (ii) our Group's operating history and conditions, the prospects of the industry in which our Group operates and the quality and experience of our management as outlined in Sections 4 and 5 of this Prospectus respectively;
- (iii) the Proforma Consolidated NTA of WZRB as at 31 July 2007 of RM0.53 per Share (after adjustment for the Public Issue, Restricted Issue and utilisation of proceeds thereof) based on the enlarged issued and paid-up share capital of 100,000,000 Shares. The IPO price of RM0.68 per Share represents a premium of approximately RM0.15 or 28.3% to the proforma NTA per Share of our Group; and
- (iv) the forecast net PE Multiple of 8.99 times based on the forecast net EPS of 7.56 sen for the FYE 30 April 2008 based on the enlarged issued and paid-up share capital of 100.00 million Shares.

Shareholders should also note that the market price of our Shares upon listing on Bursa Securities are subject to the vagaries of the market and other uncertainties which may affect the price of the WZRB Shares being traded. They should also bear in mind the risk factors as set out in Section 3 of this Prospectus and form their own views on the valuation of the IPO Shares before deciding to invest in the IPO Shares.

2. PARTICULARS OF THE IPO (Cont'd)

2.5 DETAILS OF THE IPO

Public Issue

The Public Issue of 15,000,000 new Shares at an issue price of RM0.68 is payable in full on application upon such terms and conditions as set out in this Prospectus and will be allocated and allotted in the following manner: -

(i) Malaysian Public

6,000,000 Public Issue Shares representing 6.00% of the enlarged issued and paid-up share capital will be made available for application by Malaysian citizens, companies, societies, co-operatives and institutions, of which at least 30% is to be set aside strictly for Bumiputera individuals, companies, societies, co-operatives and institutions.

(ii) Eligible Employees and Directors of our Group

2,500,000 Public Issue Shares representing 2.50% of the enlarged issued and paid-up share capital will be reserved for the eligible employees and Directors of our Group.

The Shares have been allocated to eligible employees and Directors of our Group based on the following criteria as approved by our Company's Board of Directors: -

- (a) at least eighteen (18) years old;
- (b) designation/Title;
- (c) length of service; and
- (d) non-Malaysian citizens are not eligible.

Based on the above criteria, there are a total of approximately 103 Directors and employees who are eligible and are interested in taking up the reserved Public Issue Shares.

Details of our Directors' pink form allocations are as follows: -

Name of Directors	Designation	Pink Form Allocation
Dato' Amin Rafie Bin Othman	Group Chairman / Independent Non-Executive Director	150,000
Tan Ching Kee	Managing Director	150,000
Ng Chong Tin	Executive Director	150,000
Tan Chong Boon	Executive Director	150,000
Dato' Siow Kim Lun	Independent Non-Executive Director	150,000
Dato' Yeong Kok Hee	Independent Non-Executive Director	150,000
Ong Teck Chuan	Independent Non-Executive Director	150,000
TOTAL		1,050,000

(iii) Private Places

6,500,000 Public Issue Shares representing 6.50% of the enlarged issued and paid-up share capital are reserved for private placement to selected investors, which have been identified.

2. PARTICULARS OF THE IPO (Cont'd)

Restricted Issue

The Restricted Issue of 7,383,350 new Shares at an issue price of RM0.68 is payable in full on application upon such terms and conditions as set out in this Prospectus and will be allocated and reserved for Bumiputera investors approved/nominated by the MITI.

Offer For Sale

The Offer For Sale of 22,616,650 Shares at an Offer Price of RM0.68 is payable in full on application upon such terms and conditions as set out in this Prospectus and will be allocated and reserved for Bumiputera investors approved/nominated by the MITI.

In summary, the IPO Shares will be allocated in the following manner:-

	Public Issue Shares	Restricted Issue Shares	Offer Shares	Total IPO Shares
Malaysian public	6,000,000	-	-	6,000,000
Eligible Employees and Directors of our Group	2,500,000	-	-	2,500,000
Private Placees	6,500,000	-	-	6,500,000
Bumiputera investors approved/ nominated by the MITI	-	7,383,350	22,616,650	30,000,000
Total	15,000,000	7,383,350	22,616,650	45,000,000

All the IPO Shares available for application by the Malaysian public and the identified placees have been fully underwritten. The IPO Shares available for application by Eligible Employees and Directors are not underwritten since they have given irrevocable undertakings to our Company to take up the IPO Shares. The IPO Shares for Bumiputera investors are not underwritten since these Shares have been allocated for MITI's approved/nominated Bumiputera investors.

In the event of an under-subscription of the IPO Shares by the Malaysian public or the placees, the unsubscribed IPO Shares will be made available to identified placees and vice-versa. Any further IPO Shares not subscribed for will be made available for subscription by the Underwriter in accordance with the terms in the Underwriting Agreement.

2.6 PURPOSES OF THE IPO

The purposes of the IPO are as follows: -

- (i) to obtain a listing of and quotation for the entire enlarged issued and paid-up share capital of WZRB onto the Second Board of Bursa Securities;
- (ii) to provide our Group with access to the capital markets to raise funds for future expansion and growth;
- (iii) to provide an opportunity for Malaysian investors and institutions, eligible employees and Directors of our Group and the Malaysian public to participate in the continuing growth of our Group;
- (iv) to comply with the National Development Policy requirements in respect of Bumiputera equity participation in our Company; and
- (v) to promote greater market recognition locally and internationally and to further enhance our corporate reputation, which will in turn assist our Group in expanding our customer base. Furthermore, to increase WZRB's market share by substituting imports with our Malaysian manufactured CD Bars of comparable quality as imported CD Bars, which will reduce the reliance by local manufacturers on foreign CD Bars.

2. PARTICULARS OF THE IPO (Cont'd)

2.7 UTILISATION OF PROCEEDS

The Restricted Issue and Public Issue are expected to raise gross proceeds of approximately RM5.02 million and RM10.20 million respectively which shall accrue to our Company.

Our Company intends to utilise the proceeds raised in the following manner: -

	Amount (RM'000)	Tentative timing of utilisation
(i) Capital expenditure/business expansion	4,500	Within 24 months from the IPO
(ii) Repayment of bank borrowings	5,000	Within 12 months from the IPO
(iii) Working capital	3,421	Within 6 months from the IPO
(iv) Estimated listing expenses	2,300	Within 3 months from the IPO
Total proceeds	15,221	

Our Company will bear all expenses relating to the Restricted Issue and Public Issue, and all other expenses and fees incidental to the listing of and quotation for the entire issued and paid-up share capital of WZRB on the Second Board of the Bursa Securities, which include underwriting commission, placement fees, brokerage, professional fees, authorities fees, advertising and other fees the aggregate is estimated to be approximately RM2.30 million.

The Offer for Sale will raise gross proceeds of approximately RM15.38 million. This amount shall accrue entirely to the Offerors and not part of the proceeds receivable by the Company. The Offerors shall bear all expenses such as brokerage, stamp duty, registration and share transfer fees relating to the Offer Shares.

The proceeds from the Restricted Issue and Public Issue are expected to be fully utilised by end 2009.

Our minimum number of WZRB Shares to be subscribed, under Section 2.5 above, for the purpose of the IPO is 15,000,000 Public Issue Shares and 7,383,350 Restricted Shares, being 100% of our new Shares available under the IPO. The minimum subscription amount has been determined based on the minimum estimated level of funds to be raised from the IPO and the number of shares required to meet the minimum public shareholding spread.

Notes: -

(i) Capital Expenditure/Business Expansion

Our Group intends to invest approximately RM4.50 million for the purchase of machinery and equipment to be used mainly on the production floor to increase production capacity and improve efficiency. This is to cater for the expected increase in demand for our Group's products in line with amongst others, our regional expansion plans.

Our Group expects to increase our current maximum operating capacity from 1,500-1,800 metric tonnes per month (inclusive of the machinery purchased and completely installed in October 2007) to 1,800-2,100 metric tonnes per month. As such, with the above additional purchase of machineries, our Group's will be able to increase our seven (7) existing production lines to at least eight (8) production lines by 2010.

(ii) Repayment of Borrowings

The average interest rate for our Group's borrowings is approximately 6%. Our Group intends to utilise RM5.00 million to repay part of the borrowings. Our Group anticipates interest savings of approximately RM0.30 million per annum as a result of these repayments. The repayment will also reduce the gearing of our Group and hence improve our Group's liquidity position in the future.

2. PARTICULARS OF THE IPO (Cont'd)

(iii) Working Capital

Of the total proceeds, RM3.42 million will be used as general working capital for our Group including the payment of creditors, salaries, purchase of raw materials/stock and operating expenses in anticipation of the expected increase in the scale of operations of Our Group.

(iv) Estimated Listing Expenses

The estimated listing expenses for the listing of and quotation for the enlarged share capital of 100,000,000 Shares on the Second Board of the Bursa Securities are as follows: -

Estimated listing expenses	Amount (RM'000)
Professional fees	1,100
SC IPO Processing Fee	80
Submission of Prospectus	10
Registration of Prospectus	5
Bursa Initial Listing Fee	20
Advertising & Printing Cost	200
Underwriting & Placement Fees	200
Brokerage	50
Issuing House	50
Miscellaneous & contingencies	585
Total	2,300

2.8 FINANCIAL IMPACT FROM UTILISATION OF PROCEEDS

The utilisation of the Public Issue and Restricted Issue proceeds by our Group is expected to have a favourable financial impact on our Group as follows: -

(i) Increase production volume

We expect the demand of our products to increase significantly in light of the industry prospects and our regional expansion plan. With the purchase of the new machinery and equipment, we will be able to increase our production volume to meet the abovementioned expected increase in demand for our products. This will in turn augur well for our financial performance.

(ii) Increase efficiency in operations

With the increase in the production capacity arising from the employment of new machinery and equipment, we will be able to achieve greater economies of scale in operations and higher production efficiency. This is expected to reduce the cost per unit of products produced. We will in turn be able to price our products more competitively and enhance our Group's competitive edge.

(iii) Interest savings

The repayment of borrowings will reduce our Group's gearing levels. In addition, we also will enjoy interest savings of approximately RM0.30 million per annum. Further, we will be able to conserve our internal funds for working capital to generate higher earnings and improve cash flows.

2. PARTICULARS OF THE IPO (Cont'd)

2.9 UNDERWRITING COMMISSION AND BROKERAGE

2.9.1 Brokerage Fee

Brokerage is payable by our Company in respect of the Public Issue made available for application by the Malaysian public at the rate of 1.0% of the IPO Price of RM0.68 per share in respect of successful applications which bear the stamp of Kenanga, a participating organisation of Bursa Securities or the Issuing House.

2.9.2 Underwriting Commission

The Underwriter has agreed to underwrite the 12,500,000 Public Issue Shares to be issued to the Malaysian public and private places.

Underwriting commission is payable by our Company in respect of the Public Issue at the rate of 1.5% of the total underwritten shares of 12,500,000 at the Issue Price of RM0.68 per share to the Underwriter(s) provided always that if the Public Issue Shares under the private placement are subscribed for, then the fee on such portion of the private placement shares so subscribed shall be reduced to 0.5%.

2.9.3 Placement Commission

Kenanga has arranged for the placement of Public Issue Shares at a rate of 1.5% per Public Issue Share for the aggregate value of the Public Issue Shares that have been successfully placed by Kenanga, at the Issue Price.

A management fee is payable by the Company to Kenanga, at a rate of 0.5% per Public Issue Share at the Issue Price for the aggregate value of the Public Issue Shares under the private placement.

2.10 SALIENT TERMS OF THE UNDERWRITING AGREEMENT

Unless otherwise stated, all capitalized terms herein shall bear the same meaning as prescribed in the Underwriting Agreement.

The salient clauses of the Underwriting Agreement between WZRB and the Underwriter (as extracted from the Underwriting Agreement) are as follows:-

2.2 CONDITIONS TO UNDERWRITING

The obligations of the Underwriter under this Agreement shall be conditional upon:-

- (a) the SC having approved the Prospectus and Bursa Securities having agreed in principle on or prior to the Closing Date to the listing of and quotation for all the issued ordinary share capital of the Company on the Second Board of Bursa Securities on terms satisfactory to the Underwriter and the Underwriter being reasonably satisfied that such listing and quotation will be granted within two (2) Market days (or such other period as Bursa Securities may permit) after Bursa Securities has received all the necessary supporting documents in respect thereof and receipt of confirmation from the Bursa Depository that all CDS accounts of the successful applicants for the Public Offer Shares have been duly credited and notices of allotment have been despatched to all successful applicants;*
- (b) the delivery to the Underwriter prior to the date of issuance of the Prospectus of:*
 - (i) a certified true copy by an authorised officer of the Company of the Memorandum and Articles of Association of the Company and all the resolutions of the directors of the Company and the shareholders in general meeting approving this Underwriting Agreement ("Agreement"), the Prospectus, the Public Issue and authorising the execution of this Agreement and the issuance of the Prospectus; and*

2. PARTICULARS OF THE IPO (Cont'd)

- (ii) *a certificate dated the day of the Prospectus signed by the duly authorized officer of the Company stating that, to the best of his/her knowledge and belief, having made all reasonable enquiries, there has been no such material adverse change, development or occurrence to any matter that has been warranted and represented in the Company's Warranties substantially in the form as set-out in the Second Schedule hereto;*
- (c) *the delivery, if required, to the Underwriter on the Closing Date of a report and/or confirmation dated the Closing Date from the board of directors of the Company to state that there is no material change of condition or circumstances subsequent to the date of this Agreement that would or may have an adverse effect on the performance or financial position of the Company or any of its subsidiaries;*
- (e) *adequate arrangements have been made by the Company to ensure payment of the expenses referred to in Clause 8;*
- (f) *as at the Closing Date, the public shareholding spread as required pursuant to the Listing Requirements of Bursa Securities is expected to be met;*
- (g) *there not having been, on or prior to the Closing Date, any adverse change in the condition (financial or otherwise) of the Company from that set forth in the Prospectus which is material in the context of the Public Issue, nor the occurrence of any event rendering untrue or incorrect to an extent which is material as aforesaid any representation or warranty contained in this Agreement and in the Prospectus as though they has been given or made on such date;*
- (h) *the lodgement and registration with the SC and the Registrar of Companies of Malaysia of the Prospectus together with copies of all requisite documents in accordance with the requirements of Sections 232 and 233 of the Capital Markets and Services Act, 2007, the Securities Commission Guidelines on the Issue/Offer of Securities and the Prospectus Guidelines;*
- (i) *the issue and subscription of the Public Issue is in accordance with the provisions hereof not being prohibited by any statute, order, rule, regulation, directive or guideline (provided the same has the force of law or is issued pursuant to any written law of Malaysia) promulgated or issued by any legislative, executive or regulatory body or authority of Malaysia (including Bursa Securities);*
- (j) *all necessary approvals and consents required from the SC and Bursa Securities in relation to the Public Issue having been obtained and being in full force and effect; and*
- (k) *this Agreement having been duly executed by all parties and stamped.*

If any of the conditions set forth above are not satisfied before the Closing Date, the Underwriter shall thereupon be entitled to, terminate this Agreement on the Closing Date by notice in writing to the Company before 5.00 p.m. on the Closing Date and in that event the Parties hereto shall be released and discharged from their respective obligations hereunder and shall have no further claims of whatsoever nature against the other Parties arising from this Agreement or the transactions contemplated herein PROVIDED THAT the Company shall remain liable for the payment of the Underwriting Commission and costs and expenses referred to in Clause 8 of this Agreement. For purposes of clarification herein, in the event that the Underwriter do not exercise their right to terminate this Agreement on the Closing Date in the manner aforesaid, then the Underwriter shall thereafter, save and except in the event the performance of the Underwriter's obligation hereunder would cause the Underwriter to be in breach of any applicable laws, rules or regulations, not have any rights to terminate this Agreement or to omit to perform any of its obligations herein contained in any manner whatsoever arising from any matter, term or condition set out in this Clause 2.2.

3.4 INDEMNITY

The agreement of the Underwriter to underwrite the Underwritten Shares is entered into on the basis of the aforesaid representations, warranties and agreements. Without prejudice to the other rights and remedies of the Underwriter, the Company hereby undertakes with the Underwriter that it will hold the Underwriter fully and effectively indemnified from and against any and all losses, liabilities, costs, claims, charges, actions, proceedings, damages, expenses and demands which the Underwriter may incur or which may be made against it as a result of or arising out of or in relation to any misrepresentation or alleged misrepresentation by the Company or any breach of any of the aforesaid representations, warranties or agreements and such indemnity shall extend to include all costs, charges and expenses which the Underwriter may reasonably pay or incur in disputing or defending any claim or action or other proceeding in respect of which indemnity may be sought against the Company under this Clause.

2. PARTICULARS OF THE IPO (Cont'd)

6.3 UNDERWRITING COMMISSION

Any Underwriting Commission payable to the Underwriter shall remain payable to the Underwriter notwithstanding that this Agreement shall be terminated or the obligations of the Underwriter shall be cancelled or terminated or withdrawn for any reasons whatsoever unless such termination or cancellation or withdrawal is due to the default of the Underwriter and in which event, the Underwriter shall not be entitled to its Underwriting Commission.

7.1 TERMINATION

On or before the Closing Date, the Underwriter shall thereupon be entitled to terminate this Agreement by notice in writing delivered to the Company, if in the reasonable opinion of the Underwriter:

- (a) any of the conditions referred to in Clause 2.2 is not satisfied, provided that the Underwriter may at its discretion and subject to such conditions as the Underwriter may impose, waive compliance with the provisions of Clause 2.2; or*
 - (b) any adverse change or any development reasonably likely to involve an adverse change in the condition (financial or otherwise) of the Company from that set forth in the Prospectus which is material in the context of the Public Issue, or the occurrence of any event rendering untrue or incorrect to an extent which is material any representations or warranties contained in the Company's Warranties as though they had been given or made on such date; or*
 - (c) there is withholding of information of a material nature from the Underwriter, which is required to be disclosed pursuant to this Agreement, and if capable of remedy, is not remedied within such number of days as stipulated within the notice after notice of such breach shall be given to the Company, which, in the opinion of the Underwriter, would have or can reasonably be expected to have, a material adverse effect on the business or operations of the Company and its Subsidiary, the success of the Public Issue, or the distribution or sale of the new Shares pursuant to the Public Issue; or*
 - (d) subject to Clause 7.3 hereunder, there shall have occurred, happened or come into effect any event or series of events beyond the reasonable control of the Underwriter by reason of the coming into force of any laws of Governmental regulations or directives or any change in national or international monetary, financial, political or economic conditions or exchange control or currency exchange or unforeseen circumstances beyond the reasonable control of the Underwriter and by reason of Force Majeure which would have, or can reasonably be expected to have, a material adverse effect on the business or the operations of the Company or the success of the Public Issue, or which is likely to have the effect of making any material part of this Agreement incapable of performance in accordance with its terms; or*
 - (e) there is failure on the part of the Company to perform any of its obligations herein contained.*
- 7.2 Upon any such notice(s) being given pursuant to Clause 7.1, the Underwriter shall be released and discharged from its obligations hereunder whereupon this Agreement shall be of no further force or effect and no Party shall be under any liability to any other in respect of this Agreement save and except that the Company shall remain liable for payments due pursuant to Clause 6.3 and Clause 8 hereunder.*

7.3 Save and except for the obligation of the Company set out in Clause 7.2 and 3.4 above, in the event of termination pursuant to Clause 7.1, the Underwriter hereto shall be released and discharged from its obligations from their respective obligations hereunder. Provided Always that the Parties hereto agree that in the event of termination of this Agreement pursuant to a Force Majeure event, the Underwriter or the Company may defer the Public Issue for a period of time or amending its terms or the terms of this Agreement and/or entering into a new underwriting agreement as the case may be with the mutual consent of the parties hereto.

8. PAYMENTS DUE AND COSTS

8.1 Cost and Expenses

- (a) The Company shall bear and pay all costs, charges and expenses of and incidental to the issue and offer of the Underwritten Shares*
- (b) The Company also agrees to pay all fees, costs, expenses and commissions incurred or payable in connection with the listing or maintenance of the listing as well as the fees of the Company's legal advisers.*
- (c) All costs and expenses referred to in Clause 8 shall be payable notwithstanding that the Underwriter is released or discharged pursuant to the terms of the Agreement or that the Conditions in Clause 2.2 of the Agreement are not satisfied.*

3. RISK FACTORS

In evaluating an investment in the IPO Shares, prospective applicants should carefully consider all information contained in this Prospectus including but not limited to the general and specific risks of the following investment considerations: -

i) Business Risks

Our Group is subject to certain risks inherent to the manufacturing industry. These may include among others, labour supply shortages, volatility in the supply and price of raw materials and changes in general economic, business and credit conditions.

Our Group is reliant on the supply of labour from foreign countries such as Vietnam, Myanmar, Bangladesh, Indonesia and China for its production lines. As at 2 November 2007, approximately 52.5% of our employees consist of foreign workers. All these foreign workers are legally employed and have valid work permits. Inadequate supply of labour may disrupt the manufacturing process. However, the risk of dependence on labour is partly mitigated by the increasing usage of semi-automated machineries in the manufacturing processes of our Group and active liaison with recruitment agencies for renewal of work permits of the foreign workers. To-date, the management of our Group has not experienced any shortage in supply of labour for its operations or any interruptions in its operations during the past twelve (12) months.

The availability and cost of raw materials are dependent on world market conditions. Purchases of raw materials, in turn, are dependent on product demand. For example, year end normally entails increased orders to meet higher raw materials requirement, which is resultant from the higher demand for materials used in the machining of precision parts and components within the engineering support industry. Our Group has taken steps to mitigate the above risks through, *inter-alia*, maintaining long-term business relationships with its suppliers, diversifying the pool of suppliers and increasing the purchase of raw materials by year end in anticipation of higher demand and at the beginning of every calendar year in preparation for production in the first quarter of the new calendar year after the festive break.

Although our Group does not presently experience any adverse effects from the above risks, no assurance can be given that they will not have a material effect on our Group's business in the future.

ii) Dependence on Suppliers

Our Group has at least two (2) suppliers for the sourcing of any one type of raw materials so as not to be excessively reliant on any one single supplier for any particular product. Apart from Corus International Trading Limited (23.42%), Alpine Pipe Manufacturing Sdn Bhd (15.81%) and Amsteel Mills Marketing Sdn Bhd (15.31%), none of our other top five (5) suppliers individually contribute more than 10% of our Group's purchases for the FYE 30 April 2007.

Other suppliers comprise mostly hardware merchants who operate principally as stockists (import and export) of a wide range of steel products. Most of them are established local distributors of carbon and stainless steel products such as bars and rods, tubes and pipes, angles and flats, beams and columns and sheet piles, etc. These products can be widely found in industrial uses such as engineering of precision parts and components, machine and equipment manufacturing.

Over the past few years, our Group has built strong rapport with its suppliers based on the years of relationship they have established with them. A majority of our suppliers have been dealing with our Group for at least ten (10) years. Thus, based on the long relationship and availability of more than one supplier for each raw material type, any disruption in the supply from any of our suppliers should not impact significantly on the operations of our Group. We have continued to source our raw materials from our suppliers based on our length of relationship, timely delivery, quality of products and cost effectiveness.

3. RISK FACTORS (Cont'd)

While our Group has established long-term relationships with our suppliers, there is no assurance that our relationship will continue in the future and will not have an adverse impact on our Group's business should these relationships be terminated.

iii) Foreign Currency Risk

Our Group procures up to 51% and 27% of our steel wire rod materials directly from countries in Europe and Asia, respectively based on purchases for the FYE 30 April 2007. These comprise mainly free-cutting and stainless steel wire rods which come in coiled wire rod forms. In addition, our Group sources machinery and equipment primarily from the European Union region. These, in turn, will to a certain extent expose us to foreign exchange risks whether the transactions are in USD or Euro.

In relation to the above, we believe that any increase in the price of raw material arising from the adverse movement in the foreign exchange rates, we should be able to pass on the cost increase to our customers in the longer term. This is in view that Malaysia is a net importer of CD Bars and rods primarily due to the shortage of local supply resulting from the precision and quality requirements that are paramount in the production of CD Bars. Our customers will likewise need to pay for higher price for the CD Bars if they opt to obtain the CD Bars supply from overseas since they will pay in foreign currency for the CD Bars.

In addition, we may also hedge some of our commitments with financial institutions. Further, some of our Group's sales are also denominated in foreign currency, which provides a natural hedge to some degree for any adverse movements in foreign currency rates.

iv) Fluctuation in Raw Material Pricing/Selling Prices

The selling price of steel products is dependent on the demand and supply condition of steel in the market and the price of its raw materials which in the case of our Group is generally steel coils. The price of steel coils is dependant on market forces.

Although the price for steel products is currently on an upward trend, there can be no assurance that the price of steel products would not decrease and that such decrease will not have a material effect on the financial performance of our Group. The management of our Group believes that even if the price of steel products decreases, our Group is able to mitigate risk given that the cost of raw material should likewise decrease. However, there is no assurance that the profitability of our Group will not be affected in the event the increase in sales volume (which is constrained by production capacity) is not sufficient to offset the impact of the price decrease, or the corresponding decrease in the cost of raw material is not sufficient to offset the effect in price decrease of our steel products.

In respect of the above, we believe that any increase in the price of raw material we should be able to pass on the cost increase to our customer in the longer term.

v) Dependence on Management Team

The continued success of our Group will largely depend, to a significant extent, upon the abilities and continued efforts of our existing Directors and Management team. The loss of any of our existing Directors and Management staff could adversely affect our Group's continued ability to manage our operations in an effective and efficient manner, putting at risk the competitiveness of our Group to sustain our market position.

Our Directors recognise the importance of our Group's ability to attract and retain our Management and have in place a human resource strategy, which includes a suitable compensation package and a human resource training and development programme for all supporting employees in all key functions of our Group's operations. Through structured on-the-job training and grooming of the next generation of Management, our Group has continuous efforts to strategically develop a dynamic and strong management team and ensure

3. RISK FACTORS (*Cont'd*)

transfer of technical knowledge for the future. Furthermore, all technical and standard operating procedures (“SOPs”) are well documented in our Group’s production and quality manuals. SOPs include all detailed work instructions, testing methods, codes of practice and work documents such as forms, checklists as well as other reference documents. As such, the loss of any of our key personnel is not expected to cause any major disruption to our Group’s operations.

vi) **Operational Risks**

Our Group has not experienced any fire breakouts, major energy crisis and/or other emergencies that could jeopardise our Group’s operations. Safety measures that are in place include designated smoking areas in the factory, hosereel, portable fire extinguishers and fire hydrants. Although our Group has not experienced any fire breakouts, energy crisis and/or other emergencies, no assurance can be given that happening of any of these events will not have an adverse impact on our Group’s business.

vii) **Insurance Coverage on Assets**

Our Group is aware of the adverse consequences arising from inadequate insurance coverage that could be detrimental to its business operation. In ensuring such risks are maintained to the minimum, our Group reviews and ensures adequate coverage for our assets on a continuous basis. As at 2 November 2007, our Group’s insurance coverage for our Group’s assets totals approximately RM30.2 million.

For our Group’s operations, assets such as inventory, factory buildings, plant and machinery are insured. However, there can be no assurance that the insurance coverage would be adequate.

viii) **On-going Technological Changes**

Technological and R&D innovation is essential to cater for customers who may upgrade their production processes. The precision parts machining and engineering industry is a complex industry where most of the components and accessories require customisation that meet stringent quality levels. Technological changes can also affect the outcome of engineering supporting industries where advances would change the evolution of end-products. For example, technologies are rapidly changing especially in the electronics sector where more complex and high precision components and parts are churned out. Therefore, it is essential for our Group to adhere to our customers’ requirements and product specifications in terms of product design, consistency of raw materials used and manufacturing/production processes.

Continuous R&D efforts are channelled towards developing various methods to enhance the cold drawing processes, upgrade manufacturing processes, innovate and develop various tooling in meeting production efficiency. Imported high quality production machinery and supporting machines (straightening, shearing and chamfering machines) are utilised in the CD Bars manufacturing processes.

Growth in the world automotive markets for CD Bars is also creating opportunities for local contract manufacturers to work with CD Bars manufacturers in developing innovative cold-drawing technologies. Our Group keeps abreast with technology changes through acquiring the latest technological/manufacturing know-how to increase the precision level of CD Bars with very low tolerance levels, as well as to increase overall production efficiency.

3. RISK FACTORS (*Cont'd*)

ix) **Competitive Risks**

Our Group faces competition from both local and foreign companies. However, our Group believes that we have the competitive edge over its competitors due to the high quality and precision of its CD Bars that consistently meet or exceed customer requirements and its strong and established relationship with its major suppliers and major customers.

Nonetheless, no assurance can be given that any change to these factors will not have any material adverse impact on our Group's business.

x) **Dependency on Key Industries**

The nature of the iron & steel industry is such that it is intertwined with most, if not all industries. The growth of the secondary steel products sector is primarily dependent on the growth of the engineering support industry, with emphasis on the machining sub-sector which services the end-application markets of the automotive parts & components manufacturing and E&E industries, which is in turn dependent on the general health of the regional economies. Our Group's main products are basically intermediate products used in the manufacture of popular office equipment such as printers, facsimile machines, scanners, printers and photocopiers, etc, of which demand for such end-products is readily available as a result of their wide usage in both the corporate and domestic environments.

Our Group has been successfully maintaining its existing client relationships while seeking to introduce its range of products to new customers by expanding sales and marketing efforts in key geographic markets and providing good customer service. Our Group has recently diversified into the manufacturing of bright steel drawn wire products to service new end-user markets such as the broad E&E and precision tooling sectors. This has reduced our Group's reliance on a specific end-user market or group of end-user industries.

xi) **Ownership and Control by Promoters**

After the IPO, our Promoters, namely Tan Ching Kee, Tan Chong Boon and Ng Chong Tin, as set out in Section 1.2 of this Prospectus will collectively hold 50.37%, either directly or indirectly, of WZRB's enlarged issued and paid up capital. As a result, they will be able to exercise some extent of influence on the outcome of certain matters requiring the vote of our Company's shareholders unless they are required to abstain from voting by law, covenants and/or by the relevant authorities.

The risk will be mitigated by the appointment of four (4) Independent Directors to the Board and the setting up of an audit committee to oversee the overall operations and corporate governance of our Group. This is to ensure that all decisions made by our Board are to the best interest of our shareholders.

xii) **Government Control or Regulation Considerations**

The business operations of our Group are subjected to the laws and regulations of Malaysia and the other countries where our Group is currently obtaining its raw materials and exporting its products.

Adverse developments in political, economic, regulatory and environment conditions in Malaysia and other countries where our Group may operate could materially and adversely affect the financial prospects of our Group. There is no assurance that future changes to the laws, regulations, rulings, directions, policies and guidelines within and outside Malaysia will not affect the operation and performance of our Group.