

This prospectus has been seen and approved by the directors and promoters of AWC Facility Solutions Berhad ("AWC") and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no false or misleading statement or other facts the omission of which would make any statement herein false or misleading. The directors hereby accept full responsibility for the profit estimate/forecast included in this prospectus and confirm that the profit estimate/forecast have been prepared based on assumptions made.

The AmMerchant Bank Berhad, being the Adviser, Managing Underwriter, Underwriter and Placement Agent acknowledges that, based on all available information, and to the best of its knowledge and belief, this prospectus constitutes a full and true disclosure of all material facts concerning the Restricted Offer for Subscription and Offer for Subscription and is satisfied that the profit estimate/forecast (for which the directors of the corporation are fully responsible), prepared for inclusion in the prospectus have been stated by the directors after due and careful enquiry and have been duly reviewed by the Reporting Accountants.

The Securities Commission ("SC") has approved the issue, offer or invitation in respect of the Restricted Offer for Subscription and Offer for Subscription and that the approval shall not be taken to indicate that the SC recommends the Restricted Offer for Subscription and Offer for Subscription.

The SC shall not be liable for any non-disclosure on the part of AWC and takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus. INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IN CONSIDERING THE INVESTMENT, INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

The Kuala Lumpur Stock Exchange shall not be liable for any non-disclosure on the part of AWC and takes no responsibility for the contents of this prospectus, makes no representation as to its correctness or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from in reliance upon the whole or any part of the contents of this prospectus. Admission to the Official List is not to be taken as an indication of the merits of the invitation, AWC or of its securities.

A copy of this prospectus has been registered with the SC. A copy of this prospectus, together with the form of application, has also been lodged with the Chief Executive Officer of the Companies Commission of Malaysia who takes no responsibility for its contents.

TENTATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for AWC's entire issued and paid-up share capital of RM114,339,613.50 comprising 228,679,227 ordinary shares of RM0.50 each on the Second Board of the Kuala Lumpur Stock Exchange are set out below:-

Date	Event
31 July 2003	Issue of Prospectus/Opening date of the Restricted Offer for Subscription and Offer for Subscription
13 August 2003	Closing date of the Restricted Offer for Subscription and Offer for Subscription
15 August 2003	Balloting of applications
27 August 2003	Despatch of Notice of Allotment of the ordinary shares of AWC to successful applicants
3 September 2003	Listing of the Company's entire issued and paid-up share capital on the Second Board of the KLSE

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGES WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES. THE APPLICATION PERIOD WILL REMAIN OPEN UNTIL 8:00 P.M. ON 13 AUGUST 2003 OR SUCH FURTHER PERIOD OR PERIODS AS THE DIRECTORS AND/OR PROMOTERS OF AWC TOGETHER WITH THE MANAGING UNDERWRITER MAY DECIDE.

ANY CHANGES TO THE APPLICATION PERIOD FOR THE RESTRICTED OFFER FOR SUBSCRIPTION AND OFFER FOR SUBSCRIPTION WILL BE NOTIFIED TO THE PUBLIC VIA AN ADVERTISEMENT IN A DAILY BAHASA MALAYSIA NEWSPAPER AND ENGLISH NEWSPAPER.

DEFINITIONS

Unless otherwise indicated, the following definitions apply throughout this Prospectus:-

Acquisition of AWSB	: The acquisition of the entire issued and paid-up share capital of AWSB comprising 3,000,000 ordinary shares of RM1.00 each for a purchase consideration of RM40,365,250 wholly satisfied by the issuance of 67,275,417 new Shares in AWC, at an issue price of RM0.60 per Share
Acquisition of AWFM	: The acquisition of the entire issued and paid-up share capital of AWFM comprising 600,000 shares of RM1.00 each for a purchase consideration of RM8,500,000 wholly satisfied by the issuance of 14,166,667 new Shares in AWC, at an issue price of RM0.60 per Share
Acquisition of GGLN	: The acquisition of the entire issued and paid-up share capital of GGLN comprising 100,000 shares of RM1.00 each for a purchase consideration of RM12,750,000 wholly satisfied by the issuance of 21,250,000 new Shares in AWC, at an issue price of RM0.60 per Share
Acquisition of KPSB	: The acquisition of the entire issued and paid-up share capital of KPSB comprising 300,000 shares of RM1.00 each for a purchase consideration of RM13,520,000 wholly satisfied by the issuance of 22,533,333 new Shares in AWC, at an issue price of RM0.60 per Share
Acquisition of M&C(M)	: The acquisition of 85% of the issued and paid-up share capital of M&C(M) comprising 1,700,000 shares of RM1.00 each for a purchase consideration of RM25,359,750 wholly satisfied by the issuance of 42,266,250 new Shares in AWC, at an issue price of RM0.60 per Share
Acquisition of M&C(S)	: The acquisition of 49% of the issued and paid-up share capital of M&C(S) comprising 245,000 shares of SGD1.00 each for a purchase consideration of RM4,165,000 wholly satisfied by the issuance of 6,941,667 new Shares in AWC, at an issue price of RM0.60 per Share
Acquiree Companies	: AWSB, AWFM, M&C(M), M&C(S), KPSB and GGLN
Acquisitions	: Acquisition of AWSB, Acquisition of AWFM, Acquisition of M&C(M), Acquisition of M&C(S), Acquisition of GGLN and Acquisition of KPSB, collectively
ADA	: Authorised Depository Agent
ADA Code	: ADA (Broker) Code
AHU	: Air Handling Unit
AKN Capital	: AKN Capital Sdn Bhd (328327-T)
AmMerchant Bank	: AmMerchant Bank Berhad (23742-V)
Application	: Application for the Restricted Subscription Shares and Subscription Shares by way of Application Forms or by way of Electronic Share Application
Application Form	: Printed application form for application of the Restricted Subscription Shares and Subscription Shares
ATM	: Automated Teller Machine

DEFINITIONS (Cont'd)

AWC or the Company	:	AWC Facility Solutions Berhad (550098 - A)
AWC Group	:	AWC and its Subsidiaries
AWSB	:	Ambang Wira Sdn Bhd (260398-T)
AWFM	:	AW Facility Management Sdn Bhd (469194-V)
BAS / BMS	:	Building Automation System / Building Management System
CIQ	:	Customs, Immigration and Quarantine
CDS	:	Central Depository System
CG	:	Corporate Guarantee
CG Lenders	:	The financial institutions which names are as follow:- <ul style="list-style-type: none"> • RHB Bank Berhad (6171-M) • Omega Matrix (M) Sdn Bhd (530153-K) • ABN Amro Bank Berhad (301932-A) • AmMerchant Bank Berhad (23742-V) • Bumiputra-Commerce Bank Berhad (13491-P) • EON Bank Berhad (92351-V) • Aseambankers Berhad (15938-H) • United Overseas Bank (Malaysia) Berhad (271809-K) • Pengurusan Danaharta Nasional Berhad (464363-W) • Oversea-Chinese Banking Corporation Ltd (LF 00363) • OCBC Bank (Malaysia) Berhad (295400-W) • Deutsche Bank (Malaysia) Berhad (312552-W)
Companies Act	:	Companies Act, 1965
Corporate and Debt Restructuring Scheme	:	Collectively, the Share Exchange, Debt Settlement Scheme, Acquisitions, Restricted Offer for Subscription and Offer for Subscription and Listing;
Concession	:	Concession granted by the Government to AWSB in respect of the provision of building maintenance support services for federal common-user government buildings situated in the Concession Zone.
Concession Zone	:	The area under the Concession which covers the states of Melaka, Negeri Sembilan, Johor and Sarawak.
Creditors' Shares	:	The new AWC Shares issued to Unsecured Creditors pursuant to Debt Settlement Scheme
Debt Settlement Scheme	:	Settlement, pursuant to section 176 of the Companies Act, of <ul style="list-style-type: none"> (i) the debts owing by TCHB to its Unsecured Creditors through the issuance of new Shares in AWC on the basis of one(1) Share in AWC, valued at RM0.60 per Share, for every RM0.60 of the unsecured debt owing after a debt waiver of 92%; (ii) the debts owing by TCHB and its Scheme Subsidiaries to their respective Preferential Creditors, in cash, from the proceeds of the Restricted Offer for Subscription and Offer for Subscription to be undertaken by AWC in the manner as set out in Section 5.

DEFINITIONS (Cont'd)

EBIDTA	:	Earnings before interest, depreciation, taxation and amortisation
Electronic Share Application	:	Application for Subscription Shares through a Participating Financial Institution's ATM
EPS	:	Earnings Per Share
FIC	:	Foreign Investment Committee
Former Shareholders of TCHB	:	The former minority shareholders of TCHB as at 15 July 2003, whose shareholdings of TCHB ordinary shares of RM1.00 each which were exchange for AWC Shares following the completion of the Share Exchange
General Creditors	:	the unsecured non-financial institution creditors of TCHB comprising various professional service providers
GDP	:	Gross Domestic Product
GGLN	:	Gold Green Landscape & Nursery Sdn Bhd (312510-V)
Government	:	Government of Malaysia
HAS	:	Home Automation System
HVAC	:	Heating, Ventilation and Air-Conditioning
IMI	:	IMI Indoor Climate AB (Sweden) (<i>formerly known as TA Hydronics AB (Sweden)</i>)
K-Capital	:	K-Capital Sdn Bhd (562177-W)
KPSB	:	Kejuruteraan Putrajaya Sdn Bhd (427648-T)
KLSE	:	Kuala Lumpur Stock Exchange (30632-P)
Listing	:	The admission of the entire enlarged issued and paid-up capital of AWC of 228,679,227 Shares on the Second Board of the Official List of the KLSE and the removal of TCHB from the Official List and de-listing of the entire issued and paid-up capital of TCHB from the Second Board of the KLSE
LCB	:	Linear Corporation Berhad (288687-W)
Listing Date	:	the date the new AWC Shares are listed on the Second Board of the KLSE
M&C(M)	:	M&C Engineering & Trading Sdn Bhd (78337-D)
M&C(S)	:	M&C Engineering & Trading (S) Pte Ltd (199607162M)
Malaysian Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organized under the laws of Malaysia who are deemed public
M&E	:	Mechanical and Electrical
MCD or Central Depository	:	Malaysian Central Depository Sdn Bhd (165570-W), a subsidiary company of KLSE
MIH or Issuing House	:	Malaysian Issuing House Sdn Bhd (258345-X)
MITI	:	Ministry of International Trade and Industry
NTA	:	Net Tangible Assets

DEFINITIONS (Cont'd)

Offer for Subscription	:	Offer for Subscription of 17,100,000 new Shares in AWC representing 7.48% of the enlarged issued and paid-up share capital of AWC at an issue price of RM0.60 per Share to the Former Shareholders of TCHB, the Malaysian public and public places
Official List	:	The list specifying all securities which have been admitted for quotation on the KLSE in accordance with the KLSE's Listing Requirements
OKM	:	Okumura Valve (Malaysia) Sdn Bhd
Participating Financial Institution(s)	:	Refers to the Participating Financial Institutions for Electronic Share Application as listed in Section 12.9 of this Prospectus
PAT	:	Profit After Tax
PBT	:	Profit Before Tax
PE Multiple	:	Price Earnings Multiple
PJISB	:	P.J. Indah Sdn Bhd (141041-T)
PPPM	:	Planned, Preventive and Predictive Maintenance program
Preferential Creditors	:	The Preferential Creditors of TCHB and the Scheme Subsidiaries comprising employees and the statutory bodies, namely Kumpulan Wang Simpanan Pekerja, Pertubuhan Keselamatan Social, Inland Revenue Board, Pembangunan Sumber Malaysia Berhad (Human Resource Development Fund) and Pusat Urus Zakat
Promoters	:	Dato' Ahmad Kabeer bin Mohamed Nagoor, AKN Capital, LCB and PJISB, collectively
Put Option	:	An option given to the CG Lenders granting them the right to require the SPV to purchase the AWC Shares issued pursuant to the Debt Settlement Scheme
Put Shares	:	AWC Shares to be issued to the CG Lenders (based on the records of TCHB and its Scheme Creditors), which are subject to the Put Option
Restricted Offer for Subscription	:	Restricted Offer for Subscription of 5,000,000 new Shares in AWC at an issue price of RM0.60 per Share to certain of its existing shareholders
Restricted Subscription Shares	:	The Shares to be issued pursuant to the Restricted Offer for Subscription
RM and sen	:	Ringgit Malaysia and sen respectively
SGD	:	Singapore Dollar
SC	:	Securities Commission
Scheme Creditors	:	The CG Lenders, the General Creditors and the Preferential Creditors whose debts were compromised under the Debt Settlement Scheme
Scheme Subsidiaries	:	TCSB, TCTSB and TCESB

DEFINITIONS (Cont'd)

Share Exchange	:	Exchange of shares pursuant to a scheme of arrangement under Section 176 of the Companies Act between all the former shareholders of TCHB and AWC, whereby all the former shareholders of TCHB exchanged all their shares in TCHB for Shares in AWC on the basis of one (1) AWC Share for every twelve (12) TCHB shares of RM1.00 each at an issue price of RM0.60 per AWC Share
Share(s) or AWC Share(s)	:	Ordinary share(s) in AWC of RM0.50 each
SPV	:	Special purpose vehicle, Ilmu Mantap Sdn Bhd (614493-D), a company which is set up jointly by AKN Capital and Dato' Ahmad Kabeer bin Mohamed Nagoor to purchase the Put Shares from the CG Lenders pursuant to the terms and conditions of the put option agreement entered into at the option of each CG Lenders, between the SPV and the respective CG Lender
SSA	:	Share Sale Agreements in relation to the Acquisitions of the Acquiree Companies from the Vendors by AWC
Subscription Shares	:	The 17,100,000 new Shares in AWC to be issued pursuant to the Offer for Subscription
Subsidiaries	:	Acquiree Companies
TCHB	:	Trans Capital Holding Berhad (316373 - X)
TCHB Group	:	TCHB and its subsidiary companies
TCSB	:	Trans Capital Sdn Bhd (In Receivership) (204958 - M)
TCESB	:	Trans Capital Electronics Sdn Bhd (270781 - P)
TCTSB	:	Trans Capital Technology Sdn Bhd (227098 - V)
TAC	:	TAC Control Pte Ltd
US Dollar	:	United States Dollar
Unsecured Creditors	:	CG Lenders and General Creditors of TCHB
Vendors	:	Collectively, Vendors of AWSB, Vendors of AWFm, Vendors of M&C(M), Vendors of M&C(S), Vendors of KPSB and Vendors of GGLN
Vendors of AWSB	:	Dato' Ahmad Kabeer bin Mohamed Nagoor, Abdul Razak bin Abdul Rahman and Musa bin Zainuddin.
Vendors of AWFm	:	Dato' Haji Mat Yasir bin Juli, Abdul Samad bin Mat Taib and Ahmad Bustamam bin Sharif
Vendors of M&C(M)	:	AKN Capital and LCB
Vendors of M&C(S)	:	Choo Har Thong, Yong Sow Kah and Tony Setiadi
Vendors of KPSB	:	PJISB, Lim Kian Seng and Knights Technology Sdn Bhd
Vendors of GGLN	:	Hew Tze Kwon, Lianti Rahardja and Hew Tze Ken
Waiver	:	Waiver for K-Capital, AKN Capital, the SPV and any persons acting in concert with them from undertaking a mandatory General Offer for the remaining Shares in AWC as explained in Section 5

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CORPORATE INFORMATION**BOARD OF DIRECTORS**

Name	Address	Occupation and Nationality
Dato' Kalimullah bin Masheerul Hassan <i>(Independent Non-Executive Chairman)</i>	No. 1, USJ 2/7 UEP-Subang Jaya 47610 Selangor	Company Director, Malaysian
Krishnan Menon <i>(Executive Director)</i>	8B-3-3 Belvedere Condominium Jalan 1/63 Off Jalan Tunku 50480 Kuala Lumpur	Company Director, Malaysian
Nordin bin Abu Bakar <i>(Executive Director)</i>	173, Persiaran Bukit Setiawangsa Taman Setiawangsa 54200 Kuala Lumpur	Company Director, Malaysian
Dato' Ir. Lee Peng Joo <i>(Non-Independent Non-Executive Director)</i>	12, Jalan Perkasa 5 Taman Maluri Cheras 55100 Kuala Lumpur	Company Director, Malaysian
Datuk Nasir bin Safar <i>(Independent Non-Executive Director)</i>	A 01121, Kg. Pt. Selangor 81500 Pekan Nenas Pontian, Johor	Company Director, Malaysian
Lee Peng Kuan <i>(Alternate Director to Dato' Ir. Lee Peng Joo)</i>	44, Jalan USJ 6/4G 47610 Subang Jaya Selangor	Company Director, Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Dato' Kalimullah bin Masheerul Hassan	Chairman	Independent Non-Executive Chairman
Krishnan Menon	Member	Executive Director
Datuk Nasir bin Safar	Member	Independent Non-Executive Director

CORPORATE INFORMATION (Cont'd)

- COMPANY SECRETARY** : Chan Bee Fang (MAICSA 7032385)
W3-01-09, Goodyear Court 9
Jalan Persiaran Mulia
47620 Subang Jaya
Selangor Darul Ehsan
- : Tea Sor Hua (LS 005985)
34, Jalan 20/12
Paramount Garden
43600 Petaling Jaya
Selangor Darul Ehsan
- REGISTERED OFFICE** : Third Floor, No. 79 (Room A)
Jalan SS 21/60
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan
Tel: 03-77284778
- HEAD OFFICE** : 18-6, Subang Business Centre
Jalan USJ 9/5T,
47620 UEP Subang Jaya
Selangor Darul Ehsan
Tel: 03 80244503
Website: www.ambangwira.com
- REGISTRARS & TRANSFER OFFICE** : Securities Services (Holdings) Sdn Bhd (36869-T)
Suite 18.05, MWE Plaza
No. 8 Lebuhr Farquhar
10200 Penang
- ISSUING HOUSE** : Malaysian Issuing House Sdn Bhd (238345-X)
27th Floor, Menara Multi-Purpose
Capital Square
No. 8, Jalan Munshi Abdullah,
50100 Kuala Lumpur
- PRINCIPAL BANKER** : Bumiputra-Commerce Bank Berhad (13491-P)
Business Centre-Penang
8th Floor Bangunan KWSP
Lot 3009, Off Lebuhr Tenggeri 2
Bandar Seberang Jaya
13700 Seberang Jaya
Pulau Pinang
- AUDITORS FOR AWC AND AWSB** : Ernst & Young
AF 0103
Level 23A, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur
- AUDITORS FOR AWFM & GGLN** : Tan Chee Hock & Co
Chartered Accountants
Certified Public Accountants
No. 22-3-2(B) 3rd Floor
Jalan 4/50 Diamond Square
Off Jalan Gombak
53000 Kuala Lumpur

CORPORATE INFORMATION (Cont'd)

- AUDITORS FOR M&C(M)** : Kiat & Associates
AF 0112
24A Persiaran Zaaba
Taman Tun Dr Ismail
60000 Kuala Lumpur
- AUDITORS FOR M&C(S)** : Fadhillah Goh & Co
Certified Public Accountants, Singapore
42B Horne Road
Singapore 209066
- AUDITORS FOR KPSB** : GEP Associates
Public Accountants
Wisma GEP
25, Jalan PJU 1/42A
Dataran Prima
47301 Petaling Jaya
Selangor
- REPORTING ACCOUNTANTS** : Ernst & Young
AF 0103
Level 23A, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur
- SOLICITORS** : Raslan Loong
SERLAH, Level 3A, Menara John Hancock
6 Jalan Gelenggang
Damansara Heights
50490 Kuala Lumpur
- ADVISER AND MANAGING UNDERWRITER** : AmMerchant Bank Berhad (23742-V)
22nd Floor, Bangunan AmBank
55 Jalan Raja Chulan
50200 Kuala Lumpur
- UNDERWRITERS** : AmMerchant Bank Berhad (23742-V)
22nd Floor, Bangunan AmBank
55 Jalan Raja Chulan
50200 Kuala Lumpur
- : AmSecurities Sdn Bhd (92977-U)
15th Floor, Bangunan AmBank
55, Jalan Raja Chulan
50200 Kuala Lumpur
- LISTING SOUGHT** : Second Board of the Kuala Lumpur Stock Exchange

AWC FACILITY SOLUTIONS BERHAD

(Company No. 550098-A)

(Incorporated in Malaysia under the Companies Act, 1965)

1. INFORMATION SUMMARY

THE FOLLOWING INFORMATION SUMMARY IS ONLY A SUMMARY OF THE SALIENT INFORMATION RELATING TO THE AWC GROUP, AND SHOULD BE READ AND UNDERSTOOD IN CONJUNCTION WITH THE FULL TEXT OF THIS PROSPECTUS. INVESTORS SHOULD READ AND UNDERSTAND THE WHOLE PROSPECTUS PRIOR TO DECIDING WHETHER TO INVEST IN THE RESTRICTED SUBSCRIPTION SHARES AND SUBSCRIPTION SHARES.

The following summary is qualified in its entirety by the more detailed information, including the Accountants' Report and Notes thereto, included elsewhere in this Prospectus. This Prospectus contains certain statements of a forward-looking nature relating to future events or the future financial performance of the Company. Prospective investors are cautioned that actual results or events when materialised may differ materially from those disclosed in this Prospectus. Therefore, in evaluating such statements, prospective investors should carefully consider the various factors identified in this Prospectus, including the matters set forth under the heading "Risk Factors".

1.1 *History and Business*

AWC was incorporated in Malaysia under the Companies Act on 13 June 2001 as a public limited company under the name of AWC Facility Solutions Berhad. AWC is principally an investment holding company, duly incorporated to acquire the Acquiree Companies and to assume the listing status of TCHB pursuant to the Corporate and Debt Restructuring Scheme of TCHB.

Following completion of the Corporate and Debt Restructuring Scheme of TCHB, including the Acquisitions, the AWC Group is principally a service provider of comprehensive facility management and specialist services for M&E engineering and automation systems. The AWC Group operates under two(2) divisions, namely:-

- (i) *the Integrated Facilities Management Division, operating through AWSB, AWFM and GGLN*

Comprehensive facility management involves the provision of an integrated range of services for the office, commercial, residential, industrial and administrative buildings. The services provided by AWC Group's facility management division include electrical, mechanical, civil, structural, energy and utilities management and maintenance, vertical transport management, security and safety management and central monitoring systems, landscaping and ground care amongst others. The primary objective of facility management is to preserve the buildings' conditions and capital value over time. The facility management services offered are designed to enable customers to reduce their responsibility on facility maintenance in order to remain focused in their core business.

- (ii) *the M&E Engineering Division, operating through M&C(M), M&C(S) and KPSB.*

The M&E Engineering Division comprises the provision of various M&E engineering services, which complement the building industry with its value added services which include, amongst others, BAS or BMS, HAS and HVAC Control, installation of high tension switchgear and transformer, generator set complete with acoustic system and low voltage electrical installation works, fire fighting services, plumbing, sanitary services and lift systems.

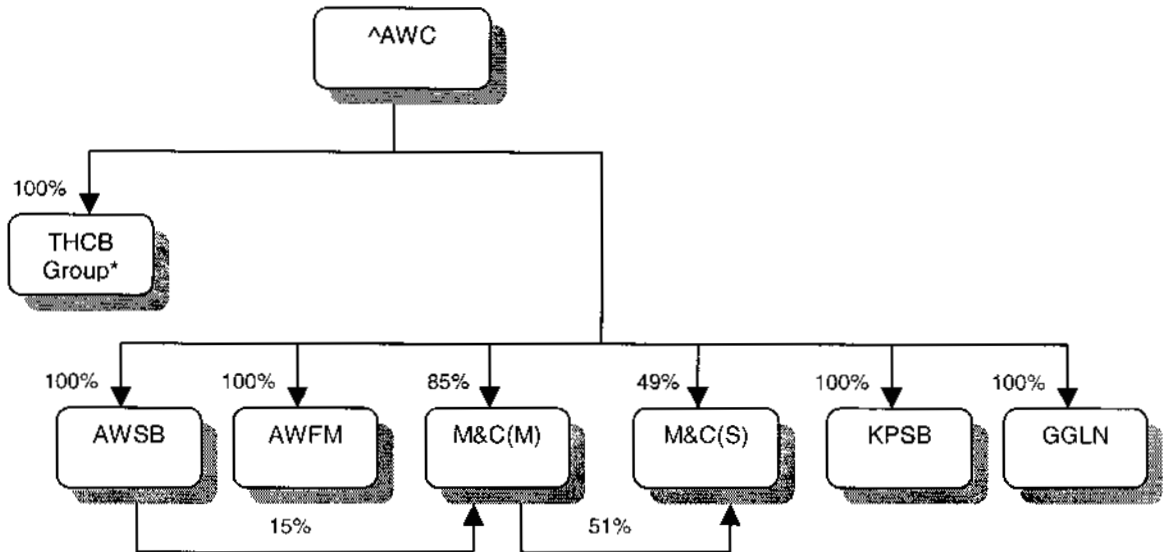
1. INFORMATION SUMMARY (Cont'd)

The BAS and HAS are supplied, installed and programmed as a central control and monitoring system which can integrate the building or home's systems such as security systems, indoor climate controls, water flow and other systems that are installed. The BAS and HVAC systems control engineering covers the process of evaluating and enhancing a HVAC system and providing solutions to improve the operations of the system. Most HVAC systems consume large amounts of energy which translates to high energy costs. The M&E engineering services provided focuses on energy savings in a HVAC system.

Unlike the integrated facility management division, the M&E engineering division provides most of its services and products, which are mainly for commercial and industrial engineering requirements to the private sector.

The solutions offered by the AWC Group are tailored to the customer's needs and are focused on achieving convenience, cost savings and energy conservation and savings for buildings.

An overview of the AWC's corporate structure is as set out below:-

**Notes:**

- * The entire TCHB Group will be liquidated upon completion of the Corporate and Debt Restructuring Scheme
- ^ Take over the listing status of TCHB and the TCHB Group will be liquidated after completion of the Listing exercise

Summary information of the Subsidiary Companies of AWC are as follows:-

The Integrated Facilities Management Division

Name	Date and place of incorporation	Issued and paid-up share capital	Effective Equity Interest (%)	Principal Activities
AWSB	02.04.1993 Malaysia	RM3,000,000	100.00	Provision of comprehensive facility management services for Federal Government common-user buildings in the Concession Zone
AWFM	19.09.1998 Malaysia	RM600,000	100.00	Provision of facility management services for commercial, residential and industrial buildings
GGLN	22.08.1994 Malaysia	RM100,000	100.00	Involved in landscape architecture, implementation and maintenance, interior landscape services and its related businesses.

1. INFORMATION SUMMARY (Cont'd)*The M&E Engineering Division*

Name	Date and place of incorporation	Issued and paid-up share capital	Effective Equity Interest (%)	Principal Activities
M&C(M)	23.11.1981 Malaysia	RM2,000,000	100.00	Involved in building and home automation with core competencies in the control and monitoring of HVAC systems specializing in building management systems, air-conditioning controls system, industrial cooling system, hydronic balancing system and system service and maintenance.
M&C(S)	04.10.1996 Singapore	SGD500,000	100.00	Provision of building and home automation systems, network integration, HVAC engineering services and trading of HVAC parts
KPSB	14.04.1997 Malaysia	RM300,000	100.00	A specialist in M&E engineering services for high rise buildings, government buildings, hospital, education institutions and infrastructure M&E works, street lighting and tunnel M&E works

Further information on the AWC Group is set out in Sections 4 and 7 of this Prospectus.

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1. INFORMATION SUMMARY (Cont'd)**1.2 Shareholdings of Promoters, Major shareholders, Directors and Key Management of AWC Group**

Designation	Final shareholdings after the listing of AWC			
	Direct		Indirect	
	No of shares	%	No of shares	%
Promoters				
K-Capital [^]	83,776,559	36.63	-	-
AKN Capital	23,457,776	10.26	-	-
LCB	20,461,000	8.95	-	-
PJISB	14,139,333	6.18	-	-
Major shareholders				
K-Capital [^]	83,776,559	36.63	-	-
AKN Capital	23,457,776	10.26	-	-
LCB	20,461,000	8.95	-	-
PJISB	14,139,333	6.18	-	-
Dato' Haji Mat Yasir bin Juli	Director of AWFM	-	[^] 83,776,559	36.63
Musa bin Zainuddin	-	-	[^] 83,776,559	36.63
Dato' Ahmad Kabeer bin Mohamed Nagoor	-	-	[*] 107,234,335	46.89
Ooi Boon Leong	-	-	^{**} 23,457,776	10.26
Cytech Strategic Sdn Bhd	-	-	^{##} 20,461,000	8.95
Chin Kuet Lee	-	-	^{***} 20,461,000	8.95
Lum Weng Loy	-	-	^{***} 20,461,000	8.95
PJI Holdings Berhad	-	-	#14,139,333	6.18
Dato' Ir. Lee Peng Joo	Non Independent Non-Executive Director	-	#14,139,333	6.18
Lee Peng Kuan	Alternate Director to Dato' Ir. Lee Peng Joo	-	#14,139,333	6.18
Dato' Abdul Rashid bin Ahmad	-	-	#14,139,333	6.18
Datin Rohani binti Romly	-	-	#14,139,333	6.18
Rezal Zain bin Abdul Rashid	-	-	#14,139,333	6.18
Yap Mei Leng	-	-	#14,139,333	6.18
Lee Peng Seng	-	-	#14,139,333	6.18
Geh Yean Chang	-	-	#14,139,333	6.18
Geh Yean Hor	-	-	#14,139,333	6.18
Apex Term Sdn Bhd	-	-	#14,139,333	6.18
Aplink Enterprise Sdn Bhd	-	-	#14,139,333	6.18
Directors				
Dato' Kalimullah bin Masheerul Hassan	Chairman	-	-	-
Krishnan Menon	Executive Director	-	-	-
Nordin bin Abu Bakar	Executive Director	-	-	-
Dato' Ir. Lee Peng Joo	Non Independent Non-Executive Director	-	#14,139,333	6.18
Datuk Nasir bin Safar	Independent Non-Executive Director	-	-	-
Lee Peng Kuan	Alternate director to Dato' Ir. Lee Peng Joo	-	#14,139,333	6.18
Key Management of AWC Group				
Nordin bin Abu Bakar	Executive Director / Chief Executive Officer of AWSB	-	-	-
Hwang Hong Yuan	Operations Manager of AWSB	-	-	-
Khathir Sulaiman bin Abdullah	Finance and Administration Manager of AWSB	-	-	-
Yeong Ah Lek	Facility Manager of AWSB	-	-	-
Ahmad Bustamam bin Sharif	Facility Manager of AWSB & AWFM	-	-	-
Dato' Haji Mat Yasir bin Juli	Director of AWFM	-	[^] 83,776,559	36.63
Mohd Atrash Azali	Executive Director of AWFM	-	-	-
Lim See Boon	Executive Director of M&C(M)	-	-	-
Choo Har Thong	Managing Director of M&C(S)	2,550,000	1.12	-
Lim Kian Seng	Managing Director of KPSB	4,404,333	1.93	-
Hew Tze Kwon	Managing Director of GGLN	7,565,500	3.31	-
Chee Yoon Choon	Alternate Director to Hew Tze Kwon	-	-	-
Chong Yee Kan	General Manager of BAS division of M&C(M)	-	-	-
Ooi Chee Wah	General Manager the Control and Valves division of M&C(M)	-	-	-

Notes:-

[^] K-Capital was incorporated to hold the shareholdings of Dato' Haji Mat Yasir bin Juli, Abdul Samad bin Mat Taib, Ahmad Bustamam bin Sharif, Musa bin Zainuddin, Abdul Razak bin Abdul Rahman and Dato' Ahmad Kabeer bin Mohamed Nagoor.

^{^^} Deemed interested by virtue of his substantial interest in K-Capital

^{*} Deemed interested by virtue of his substantial interest in K-Capital and AKN Capital

1. INFORMATION SUMMARY (Cont'd)

- ** Deemed interested by virtue of his substantial interest in AKN Capital
 *** Deemed interested by virtue of his substantial interest in Cytech Strategic Sdn Bhd
 # Deemed interested by virtue of his substantial interest in PJI Holdings Berhad, which in turn has 100% shareholding in PJSB
 ## Deemed interested by virtue of its/his substantial interest in LCB

Further information on the Promoters, Major shareholders, Directors and Key Management of AWC Group are set out in Section 6 of this Prospectus.

1.3 Financial Statistics for the Past Five(5) Financial Years

The following table has been extracted from the Accountants' Report in Section 10 of this Prospectus and should be read in conjunction with the notes and assumptions thereto.

A summary of the proforma consolidated audited results of the AWC Group for the five(5) financial years ended 31 December 1998 to 2002 and financial period from 1 January 2003 to 31 March 2003 has been prepared for illustrative purposes only based on the audited financial statements of the AWC Group and the assumption that the current structure of AWC Group had been in existence throughout the period under review:-

	Financial Year Ended					01.01.2003
	31.12.1998	31.12.1999	31.12.2000	31.12.2001	31.12.2002	to 31.03.2003
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	39,171	49,877	69,483	63,250	65,587	14,426
EBIDTA	8,908	7,926	13,745	12,058	12,706	3,158
Interest expense	(62)	(97)	(227)	(459)	(440)	(46)
Interest income	-	-	-	-	-	-
Depreciation & Amortisation	(470)	(617)	(1,602)	(2,003)	(1,586)	(221)
Profit before exceptional items	8,376	7,212	11,916	9,596	10,680	2,891
Exceptional items	-	-	-	-	-	-
Share of profits of associated companies	-	-	-	-	-	-
Profit before taxation	8,376	7,212	11,916	9,596	10,680	2,891
Taxation	(1,209)	(992)	(3,406)	(2,672)	(3,110)	(815)
Profit from ordinary activities	7,173	6,220	8,510	6,924	7,570	2,076
Extraordinary items	-	-	-	-	-	-
Minority interest	-	-	-	-	-	-
Net profit	7,167	6,220	8,510	6,924	7,570	2,076
No. of Shares assumed to be in issue of RM0.50 each ('000)	228,679	228,679	228,679	228,679	228,679	228,679
Gross EPS (RM)	0.04	0.03	0.05	0.04	0.05	^0.07
Net EPS (RM)	0.03	0.03	0.04	0.03	0.03	^0.05

^ Annualized to twelve(12) months period

Notes:-

- (1) The AWC Group's pro forma consolidated financial results have been prepared on a time-apportioned basis and comprise the audited financial statements of AWC and its subsidiaries i.e. M&C(M), M&C(S), AWSB, AWFM, GGLN and KPSB, for the following financial years/periods:
- audited financial statements of AWC for the financial period from 13 June 2001 (date of incorporation) to 30 June 2002, financial periods from 1 July 2002 to 31 December 2002 and from 1 January 2003 to 31 March 2003;
 - audited financial statements of M&C(M) for the financial years ended 31 December 1998 to 2002 and financial period from 1 January 2003 to 31 March 2003;
 - audited financial statements of M&C(S) for the financial years ended 31 December 1998 to 2002 and financial periods from 1 January 2003 to 31 March 2003;

1. INFORMATION SUMMARY (Cont'd)

- d) *audited financial statements of AWSB for the financial years ended 31 January 1999 to 2003;*
 - e) *audited financial statements of AWFM for the financial period from 19 September 1998 (date of incorporation) to 31 December 1999, financial years ended 31 December 2000 to 2002 and financial period from 1 January 2003 to 31 March 2003;*
 - f) *audited financial statements of GGLN for the financial years ended 31 December 1998 to 2002 and financial period from 1 January 2003 to 31 March 2003; and*
 - g) *audited financial statements of KPSB for the financial period from 1 January 1998 to 30 June 1998, financial years ended 30 June 1999 to 2002, financial periods from 1 July 2002 to 31 December 2002 and from 1 January 2003 to 31 March 2003.*
- (2) *The above proforma consolidated results have been prepared without the results of TCHB Group as the TCHB Group will be liquidated after the completion of the listing exercise. The non-consolidation of the financial statements of TCHB Group is in compliance with MASB.*
- (3) *The proforma consolidated results have been prepared based on accounting policies consistent with those previously adopted in the preparation of the audited financial statements of the individual companies.*
- (4) *As M&C(S) was incorporated outside Malaysia, its audited financial results were translated into Malaysian Ringgit based on the exchange rate prevailing as at 31 March 2003 of SGD1.00 : RM2.20.*
- (5) *There were no extraordinary or exceptional items for the financial years/periods under review.*

The analysis and commentary of the financial information of the AWC Group are set out in Section 8 of this Prospectus.

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1. INFORMATION SUMMARY (Cont'd)**1.4 Summary of Proforma Consolidated Balance Sheets of AWC Group as at 31 March 2003**

	Audited as at 31.03.2003 RM'000	Proforma I After Share Exchange RM'000	Proforma II After Proforma I and Debt Settlement Scheme RM'000	Proforma III After Proforma II and Acquisitions RM'000	Proforma IV After Proforma III and Restricted Offer for Subscription RM'000	Proforma V After Proforma IV and Offer for Subscription RM'000
Current assets	291	291	291	40,578	40,578	41,338
Current liabilities	(310)	(310)	(310)	(15,849)	(15,849)	(15,849)
Net current (liabilities)/assets	(19)	(19)	(19)	24,729	24,729	25,489
Property, plant and equipment	-	-	-	16,026	16,026	16,026
Other investments	-	-	-	4,062	4,062	4,062
Long term borrowings	-	-	-	(2,803)	(2,803)	(2,803)
Deferred taxation	-	-	-	(1,873)	(1,873)	(1,873)
Net assets	(19)	(19)	(19)	40,141	40,141	40,901
Financed by:						
Share capital	*	1,733	16,073	103,289	105,789	114,339
Share premium	-	347	3,215	8,136	8,636	7,846
Accumulated losses	(19)	(2,099)	(19,307)	(71,284)	(74,284)	(81,284)
Shareholders' equity	(19)	(19)	(19)	40,141	40,141	40,901
(Net liabilities)/Net tangible assets (RM'000)	(19)	(19)	(19)	40,141	40,141	40,901
Net tangible assets per ordinary share (RM)	(9,500)	(0.01)	(0.00)	0.19	0.19	0.18

Notes:-

* AWC has an issued and paid-up share capital of RM1.

- The proforma consolidated balance sheets of the AWC Group have been prepared solely for illustrative purposes and have been prepared based on the accounting policies and bases consistent with those adopted in the preparation of the AWC Group's most recent audited financial statements.
- The proforma consolidated balance sheets is also presented based on the latest available audited financial statements of the Acquiree Companies.
- The above proforma consolidated balance sheets have been prepared without including the results of TCHB Group as the TCHB Group will be liquidated after the completion of the listing exercise. The non-consolidation of the financial statements of TCHB Group is in compliance with MASB.
- There were no qualification reported on the audited accounts of the proforma AWC Group for the past five (5) financial years save as follows:-
 - TCHB Group's accounts for financial years ended 31 December 2002 which were not consolidated.
 - GGLN's 1999 financial statements, in which the auditors' report was modified with respect to the appropriateness of using the going concern assumption in the preparation of the financial statements, due to insufficient shareholders' fund of RM65,351 as at 31 December 1999. However, the matter was rectified in 2000 when GGLN increased its issued and paid-up share capital to RM100,000 for cash, thereby reversing the deficit in shareholders' fund.

The proforma Consolidated Balance Sheet of AWC as at 31 March 2003 and the Reporting Accountant's letter are set out in Section 8 of this Prospectus.

1. INFORMATION SUMMARY (Cont'd)**1.5 The Risk Factors**

The following are a list of some of the main risk factors (which may not be exhaustive) as extracted from Section 3 of this Prospectus which applicants for the Restricted Offer for Subscription and Offer for Subscription should carefully consider in addition to other information contained elsewhere in this Prospectus before applying for the Restricted Subscription Shares and Subscription Shares:-

- (i) No Prior Market for AWC's Shares;
- (ii) Business Risks;
- (iii) Reliance on the Concession;
- (iv) Reliance on Suppliers;
- (v) Dependence on key management;
- (vi) Exchange Rate Risk;
- (vii) Environmental Concerns;
- (viii) Political, Economic and Regulatory Considerations;
- (x) Forecasts; and
- (xi) Forward Looking Statement.

Details of the risk factors are set out in Section 3 of this Prospectus

1.6 Principal Statistics Relating to the Restricted Offer for Subscription and Offer for Subscription

The following statistics relating to the Restricted Offer for Subscription and Offer for Subscription are derived from the full text of this Prospectus and should be read in conjunction with the text.

	RM
AUTHORISED SHARE CAPITAL	
1,000,000,000 ordinary shares of RM0.50 each	500,000,000.00
ISSUED AND FULLY PAID-UP SHARE CAPITAL :	
• Existing 206,579,227 new Shares	103,289,613.50
<i>To be issued pursuant to the Restricted Offer for Subscription</i>	
• 5,000,000 Shares	2,500,000.00
<i>To be issued pursuant to the Offer for Subscription:</i>	
• 17,100,000 Shares	8,550,000.00
Enlarged Share Capital	<u>114,339,613.50</u>
RESTRICTED OFFER FOR SUBSCRIPTION AND OFFER FOR SUBSCRIPTION PRICE PER SHARE (RM)	0.60
PROFORMA CONSOLIDATED NTA (RM'000)	40,901
Proforma Consolidated NTA per Share (RM)	0.18

The above proforma effects on the NTA of the enlarged AWC Group:-

- (i) based on the most recent audited financial statements of AWC and its Subsidiaries;
- (ii) excludes the results and financial information of the TCHB Group as it is intended that TCHB Group will be liquidated;
- (iii) assumes the immediate write-off of cost of investment in TCHB (which arose from the Share Exchange and Debt Settlement Scheme) against the income statement of AWC; and
- (iv) assumes the immediate write-off of goodwill (which arose from the acquisition of the Acquiree Companies).

Detailed calculations of the Proforma Consolidated NTA are set out in Section 8.11 of this Prospectus

1. INFORMATION SUMMARY (Cont'd)

	Estimate financial year ended 30.06.2003 RM'000	Forecast financial year ending 30.06.2004 RM'000
(Loss) / Profit before taxation	^(30,080)	16,198
Goodwill written-off	(51,087)	-
(Loss) / Profit before taxation	(81,167)	16,198
Taxation	-	(4,483)
(Loss) / Profit after taxation	(81,167)	11,715
No. of shares in issue ('000)	228,679	228,679
Gross (loss per share)/EPS (RM)*	(0.35)	0.07
Net (loss per share)/EPS (RM)*	(0.35)	0.05
Gross PE multiple based on the Restricted Offer for Subscription and Offer for Subscription price of RM0.60 per share (times)	N/A	8.57
Net PE multiple based on the Restricted Offer for Subscription and Offer for Subscription price of RM0.60 per share (times)	N/A	12.00

* Based on enlarged share capital of 228,679,227 Shares.

^ The loss after taxation for the estimate financial year ended 30 June 2003 was the result of the AWC Group's decision to write off the cost of investment in TCHB (which arose from the Share Exchange and Debt Settlement Scheme) against the income statement of AWC and the write-off of goodwill (which arose from the acquisition of the Acquiree Companies). The post acquisition result is nil for the year ended 30 June 2003 as the acquisitions of the subsidiaries were completed on 27 June 2003 during the financial year.

DIVIDEND FORECAST

	Estimate financial year ended 31.06.2003*	Forecast financial year ending 31.06.2004
Gross dividend per ordinary share (%)	-	3.00
Net dividend per ordinary share (%)	-	2.16
Gross dividend yield based on the Restricted Offer for Subscription and Offer for Subscription price of RM0.60 per share (%)	-	5.00
Net dividend yield based on the Restricted Offer for Subscription and Offer for Subscription price of RM0.60 per share (%)	-	3.60
Net dividend cover (times)	-	2.31

* Due to the decision to write-off the cost of the Corporate and Debt Restructuring Scheme and the need to finance the future business expansion of AWC Group, the Board is of the view that AWC would not be in the position to declare any dividend in respect of the financial year ended 30 June 2003. AWC, however, anticipates that it will be in a position to propose a gross dividend of 3% for the financial year ending 30 June 2004.

Further information on the future financial information of the AWC Group is set out in Section 8 of this Prospectus.

1.7 Proceeds from the Restricted Offer for Subscription and Offer for Subscription and its Utilisation

AWC will receive gross proceeds of RM13.26 million from the Restricted Offer for Subscription and Offer for Subscription. The proceeds from the Restricted Offer for Subscription and Offer for Subscription will be utilised in the following manner:-

	RM'000
Repayment to the Preferential Creditors of TCHB and the Scheme Subsidiaries pursuant to the Debt Settlement Scheme	*10,000
Estimated restructuring and listing expenses	**2,500
Working Capital	760
TOTAL	13,260

1. INFORMATION SUMMARY (Cont'd)

- * *The repayment to the Preferential Creditors of TCHB and the Scheme Subsidiaries pursuant to the Debt Settlement Scheme is subject to a maximum amount of RM10 million. Any surplus will be utilised as working capital to the enlarged AWC Group*
- ** *Any surplus cash after settlement of the restructuring and listing expenses in respect of the Corporate and Debt Settlement Scheme will be utilised as working capital to the enlarged AWC Group*

AWC will bear all other expenses incidental to the listing and quotation of AWC's Shares on the Second Board of the KLSE which include underwriting commission, brokerage, registration fee, professional fees, SC fees, advertising, listing expenses and other fees the aggregate of which is estimated to be approximately RM2.5 million.

For a detail commentary of the abovementioned proceeds, please refer to Section 2.6 of this Prospectus.

1.8 Summary of All Material Litigation, Commitments and Contingent Liabilities

As at 27 July 2003 (being the last practicable date prior to the printing of this Prospectus):-

- a) AWC Group is not engaged in any litigation, either as plaintiff or defendant, which has a material effect on the financial position of the AWC Group, and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and/or adversely affect the position or business of the AWC Group. The material litigation at TCHB level has been settled pursuant to the Debt Settlement Scheme of TCHB.
- b) the directors of AWC are not aware of any capital commitments incurred or known to be incurred by the AWC Group which may have a material impact on the financial position or business of the AWC Group. Based on the audited consolidated financial statements of TCHB for the financial year ended 31 December 2002 (being the latest audited financial statements available prior to the printing of this prospectus), no capital commitments has been incurred or known to be incurred by the TCHB Group which may have a material impact on the financial position or business of the TCHB Group; and
- c) Save as disclosed below, the directors of AWC are not aware of any other contingent liabilities committed by AWC Group;
 - o Maintenance bond dated 30 July 2002 in favour and for the benefit of the Government issued by Bumiputra-Commerce Bank Berhad at the request of AWSB as security to guarantee the due performance of the maintenance services provided by AWSB under the Concession within the time period of the Concession for a maximum aggregate liability of RM1,152,642.74. The maintenance bond is effective from 1 June 2002 and is to remain in force until 31 May 2004. In the event the maintenance bond is called upon, AWSB is liable for the said sum.

Based on the audited consolidated financial statements of TCHB for the financial year ended 31 December 2002 (being the latest audited financial statements available prior to the printing of this prospectus), there is no contingent liabilities in TCHB Group, which have not been crystallised and addressed under the Corporate and Debt Restructuring Scheme of TCHB and its Scheme Creditors.

Further details of all material litigation, arbitration, commitments and contingent liabilities are set out in Section 11 of this Prospectus.

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