

SUPPLEMENTARY PROSPECTUS

THIS SUPPLEMENTARY PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.



MAJOR TEAM HOLDINGS BERHAD

(formerly known as Major Team Holdings Sdn Bhd)
(Company No. 567427-W) (Incorporated in Malaysia under the Companies Act, 1965)

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE FOLLOWING:-

I. RESTRICTED ISSUE TO EXISTING SHAREHOLDERS WHO WERE THE FORMER SHAREHOLDERS OF KIARA EMAS ASIA INDUSTRIES BERHAD COMPRISING:-

RENOUNCEABLE RESTRICTED ISSUE OF 7,999,999 NEW ORDINARY SHARES OF RM1.00 EACH AT AN ISSUE PRICE OF RM1.00 PER ORDINARY SHARE PAYABLE IN FULL UPON ACCEPTANCE ON THE BASIS OF ONE (1) NEW ORDINARY SHARE FOR EACH EXISTING ORDINARY SHARE HELD AT 5.00 P.M. ON 22 AUGUST 2003

II. SPECIAL ISSUE COMPRISING:-

SPECIAL ISSUE OF 13,000,000 NEW ORDINARY SHARES OF RM1.00 EACH AT AN ISSUE PRICE OF RM1.00 PER ORDINARY SHARE PAYABLE IN FULL UPON APPLICATION, FOR PLACEMENT TO SELECTED BUMIPUTRA / NON-BUMIPUTRA INVESTORS

LISTING SOUGHT:-

THE SECOND BOARD OF THE KUALA LUMPUR STOCK EXCHANGE

Adviser and Placement Agent



AmMerchant Bank Berhad

(23742-V) A member of the AmBank Group

This Supplementary Prospectus is intended to be read together with the Prospectus dated 28 August 2003, in relation to the renounceable restricted issue of 7,999,999 new ordinary shares of RM1.00 each ("**Shares**") at an issue price of RM1.00 per Share payable in full upon acceptance on the basis of one (1) new ordinary share for each existing ordinary share held at 5.00 p.m. on 22 August 2003 ("**Restricted Issue**"), and the special issue of 13,000,000 new Shares at an issue price of RM1.00 per Share payable in full upon application, for placement to selected Bumiputra / Non-Bumiputra investors ("**Special Issue**").

This Supplementary Prospectus has been seen and approved by the directors and promoters of Major Team Holdings Berhad ("**MTHB**" or "**Company**") and they collectively and individually accept full responsibility for the accuracy of the information contained herein and 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 herein false or misleading. The directors hereby accept full responsibility for the profit forecast included in this Supplementary Prospectus and confirm that the profit forecast has been prepared based on assumptions made.

AmMerchant Bank Berhad, being the Adviser, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Supplementary Prospectus, when read together with the Prospectus dated 28 August 2003, constitutes a full and true disclosure of all material facts concerning the Restricted Issue and the Special Issue, and is satisfied that any profit forecast (for which the directors of the Company are fully responsible), prepared for inclusion in this Supplementary Prospectus has been stated by the directors after due and careful enquiry and has been duly reviewed by the Reporting Accountants.

A copy of this Supplementary Prospectus has been registered with the Securities Commission ("**SC**"). A copy of this Supplementary Prospectus, together with the Withdrawal Form – Restricted Issue and Provisional Allotment Letter A for the Restricted Issue, and the Withdrawal Form – Special Issue and Special Issue Application Form A for the Special Issue, has also been lodged with the Registrar of Companies who takes no responsibility for its contents.

The registration of this Supplementary Prospectus with the SC shall not be taken to indicate that the SC recommends the Restricted Issue or the Special Issue.

The SC shall not be liable for any non-disclosure on the part of the Company and takes no responsibility for the contents of this Supplementary Prospectus, 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 Supplementary 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 ("**KLSE**") shall not be liable for any non-disclosure on the part of the Company and takes no responsibility for the contents of this Supplementary Prospectus, makes no representation as to its correctness or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Supplementary Prospectus. Admission to the Official List is not to be taken as an indication of the merits of the invitation, the Company or of its securities.

This Supplementary Prospectus can also be viewed or downloaded from the KLSE's website at www.klse.com.my.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

INDICATIVE TIMETABLES

Indicative Timetable for the Special Issue

Date of Prospectus	28 August 2003
Date of Supplementary Prospectus	10 October 2003
Opening and Closing of Application List for the SI Shares	31 October 2003
Tentative Date of Allotment	7 November 2003
Tentative Date of Despatch of Notices of Allotment	7 November 2003
Tentative Listing Date	19 November 2003

Indicative Timetable / Important Relevant Dates for the Restricted Issue

Date of Prospectus	28 August 2003
Date of Supplementary Prospectus	10 October 2003
Last day and time for Splitting	21 October 2003 at 5.00 p.m.*
Last day and time for Acceptance and Payment	31 October 2003 at 5.00 p.m.*
Last day and time for Renunciation and Payment	31 October 2003 at 5.00 p.m.*
Last day and time for Excess RI Shares Application and Payment	31 October 2003 at 5.00 p.m.*
Tentative Date of Allotment	7 November 2003
Tentative Date of Despatch of Notices of Allotment	7 November 2003
Tentative Listing Date	19 November 2003

*or such later date and time as the Board of Directors of MTHB and AmMerchant Bank may, in their absolute discretion, decide and announce

THE ABOVE TIMETABLES ARE TENTATIVE AND ARE SUBJECT TO CHANGES WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES. THE SPECIAL ISSUE AND RESTRICTED ISSUE WILL CLOSE AT THE DATES STATED ABOVE OR SUCH LATER DATES AS THE DIRECTORS OF MTHB IN THEIR ABSOLUTE DISCRETION MAY DECIDE.

ANY CHANGES TO THE APPLICATION PERIOD FOR THE SPECIAL ISSUE AND THE RESTRICTED ISSUE WILL BE NOTIFIED TO THE PUBLIC VIA AN ADVERTISEMENT IN A DAILY ENGLISH NEWSPAPER.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

DEFINITIONS

The terms and expressions used in this Supplementary Prospectus shall, unless otherwise defined herein below, have the same meanings as defined in the Prospectus dated 28 August 2003.

- Estate** - The estate of Mr. Wong Thiam Loy (deceased)
- EVHSB** - Exclusive Vest Holdings Sdn. Bhd. (93958-H)
- PAL A** - The Provisional Allotment Letter A accompanying this Supplementary Prospectus for the acceptance of / application for the RI Shares by the Entitled Shareholders and/or Renounees. The PAL A is only to be used in the following circumstances:-
- (a) An Entitled Shareholder and/or Renounee has previously submitted a PAL (which was despatched to the Entitled Shareholder together with the Prospectus) to the Registrar, and wishes to change his application as per the submitted PAL. In this case, the Entitled Shareholder or Renounee, as the case may be, shall submit the Withdrawal Form – Restricted Issue and the PAL A to the Registrar in accordance with the provisions of Section 28.1(c) of this Supplementary Prospectus; or
- (b) An Entitled Shareholder has not previously submitted a PAL (which was despatched to the Entitled Shareholder together with the Prospectus) to the Registrar, and wishes to submit an application in respect of the Restricted Issue. In this case, the Entitled Shareholder shall submit the PAL A to the Registrar in accordance with the provisions of Section 28.2(a) of this Supplementary Prospectus.
- Promoters** - Collectively Ample Potential, Excellent Avenue, EVHSB and Madam Kong See Kuan, who is the spouse of the late Mr. Wong Thiam Loy and an indirect substantial shareholder of MTHB
- Prospectus** - The Prospectus dated 28 August 2003 in relation to the Restricted Issue and the Special Issue
- Registrar** - The Registrar of MTHB, Securities Services (Holdings) Sdn Bhd (36869-T)
- Renounees** - Persons who have purchased entitlements to the Restricted Issue from Entitled Shareholders and/or persons in whose favour RI Shares have been renounced and who have accepted and subscribed for the RI Shares
- Special Issue Application Form** - The Special Issue Application Form accompanying the Prospectus, for the application of SI Shares

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

- Special Issue Application Form A** - The Special Issue Application Form A accompanying this Supplementary Prospectus for the application of SI Shares. The Special Issue Application Form A is only to be used in the following circumstances:-
- (a) An applicant has previously submitted a Special Issue Application Form to the Placement Agent, and wishes to change his application as per the submitted Special Issue Application Form. In this case, the applicant shall submit the Withdrawal Form – Special Issue and the Special Issue Application Form A to the Placement Agent in accordance with the provisions of Section 27.1(c) of this Supplementary Prospectus; or
 - (b) An applicant has not previously submitted a Special Issue Application Form to the Placement Agent, and wishes to submit an application in respect of the Special Issue. In this case, the applicant shall submit the Special Issue Application Form A to the Placement Agent in accordance with the provisions of Section 27.2(a) of this Supplementary Prospectus.
- Withdrawal Form – Restricted Issue** - The Withdrawal Form – Restricted Issue accompanying this Supplementary Prospectus for the withdrawal of applications previously made by Entitled Shareholders and/or Renounees using the PAL in respect of the Restricted Issue. The Withdrawal Form – Restricted Issue is only to be used in the following circumstances:-
- (a) An Entitled Shareholder and/or Renounee has previously submitted a PAL (which was despatched to the Entitled Shareholder together with the Prospectus) to the Registrar, and wishes to completely withdraw his application as per the submitted PAL. In this case, the Entitled Shareholder or Renounee, as the case may be, shall submit the Withdrawal Form – Restricted Issue to the Registrar in accordance with the provisions of Section 28.1(b) of this Supplementary Prospectus; or
 - (b) An Entitled Shareholder and/or Renounee has previously submitted a PAL (which was despatched to the Entitled Shareholder together with the Prospectus) to the Registrar, and wishes to change his application as per the submitted PAL. In this case, the Entitled Shareholder or Renounee, as the case may be, shall submit the Withdrawal Form – Restricted Issue and the PAL A to the Registrar in accordance with the provisions of Section 28.1(c) of this Supplementary Prospectus.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

Withdrawal Form – Special Issue

- The Withdrawal Form – Special Issue accompanying this Supplementary Prospectus for the withdrawal of applications previously made by applicants using the Special Issue Application Form in respect of the Special Issue. The Withdrawal Form – Special Issue is only to be used in the following circumstances:-
 - (a) An applicant has previously submitted a Special Issue Application Form to the Placement Agent, and wishes to completely withdraw his application as per the submitted Special Issue Application Form. In this case, the applicant shall submit the Withdrawal Form – Special Issue to the Placement Agent in accordance with the provisions of Section 27.1(b) of this Supplementary Prospectus; or
 - (b) An applicant has previously submitted a Special Issue Application Form to the Placement Agent, and wishes to change his application as per the submitted Special Issue Application Form. In this case, the applicant shall submit the Withdrawal Form – Special Issue and the Special Issue Application Form A to the Placement Agent in accordance with the provisions of Section 27.1(c) of this Supplementary Prospectus.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

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THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

1. Introduction

The purpose of this Supplementary Prospectus is to:-

- (a) Notify Entitled Shareholders and investors of a matter that has arisen and information in respect of this new matter would have been required to be disclosed in the Prospectus if the matter had arisen when the Prospectus was prepared; and
- (b) Notify Entitled Shareholders and investors of a significant change affecting a matter disclosed in the Prospectus.

2. Significant New Matter and Changes Affecting the Prospectus

The Board regrets to inform that Mr. Wong Thiam Loy, who was a Promoter and an indirect substantial shareholder of MTHB, has passed away on 2 September 2003. Accordingly, after careful deliberation of the implications arising from his demise, the Board has made the necessary disclosures pertaining to the changes and implications arising from his demise, in this Supplementary Prospectus.

Where references have been made to Mr. Wong Thiam Loy in the Prospectus, such references will now be taken to refer to the late Mr. Wong Thiam Loy throughout the Prospectus and in this Supplementary Prospectus.

Where references have been made to any direct and/or indirect shareholdings of Mr. Wong Thiam Loy (existing or pro-forma) in the Prospectus, such references will now be taken to refer to the shareholding of the Estate.

3. Section 1 "Corporate Directory" of the Prospectus

The following Non-Executive Directors have been appointed to the Board of MTHB on 9 September 2003. As such, the following information shall be inserted in Section 1 of the Prospectus:-

BOARD OF DIRECTORS

Name	Address	Occupation	Nationality
Linda Goh Lay Choon (Non-Executive Director)	51, Jalan Hillir Taman Gembira 41100 Klang Selangor Darul Ehsan	Company Director	Malaysian
Yap Kiang Siang (Non-Executive Director)	24, Persiaran Wangsa Baiduri 5 47500 Subang Jaya Selangor Darul Ehsan	Company Director	Malaysian

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

4. Section 2.2 “Shareholdings of Promoters, Substantial Shareholders, Directors and Key Management Personnel” of the Prospectus

- (a) Where the direct and indirect shareholdings of Mr. Wong Thiam Loy have been disclosed in the first table and the notes thereto in Section 2.2 of the Prospectus, such shareholdings will be taken to read as the shareholdings of the Estate.
- (b) In the first table in Section 2.2 of the Prospectus, EVHSB and Madam Kong See Kuan shall be categorised under the heading “Promoters / Substantial Shareholders” instead of the heading “Substantial Shareholders”. This is because they are now Promoters of MTHB. The effects of the Restructuring Scheme on the shareholding of EVHSB in MTHB shall remain unchanged as disclosed in Section 2.2 of the Prospectus.
- (c) The list of directors as shown in the first table in Section 2.2 of the Prospectus shall include Linda Goh Lay Choon and Yap Kiang Siang as Non-Executive Directors of MTHB. Both parties do not have any existing direct or indirect shareholdings in MTHB or upon the completion of the Restructuring Scheme. They are also not entitled to participate in the Special Issue, the Restricted Issue or the Mandatory Offer.
- (d) Note “e” shall be replaced by the following sentence:-

“The late Mr. Wong Thiam Loy had, prior to his passing away, subscribed in full for his entitlement under the Restricted Issue. His entitlement to the RI Shares will be issued to the Estate.”

5. Section 2.10 “Material Contracts and Agreements, Material Litigation, Borrowings, Capital Commitments and Contingent Liabilities” of the Prospectus

5.1 Section 2.10.1 “Material Contracts and Agreements” of the Prospectus

MTHB Group (excluding Kiara Emas)

- (a) In respect of material contract no. 2, the following sentence shall be inserted as the second (2nd) paragraph under the heading “Nature of Contract”:-

“By a Supplemental Profit Guarantee and Stakeholder Agreement entered into between Excellent Avenue, MTHB and AmTrustee on 8 October 2003, Excellent Avenue guaranteed that the audited profit after taxation of the Stone World Group for the financial year ending 31 December 2004 shall not be less than Ringgit Malaysia Six Million (RM6,000,000), and agreed to secure the guaranteed profit in the manner stated therein inter alia by way of placement of shares by Excellent Avenue with AmTrustee as stakeholder upon the terms and subject to the conditions therein contained.”

- (b) The second (2nd) sentence of the description of material contract no. 4 reads as follows:-

“Mr. Wong Thiam Loy is a director and an indirect substantial shareholder of Fimco.”

The above sentence shall be replaced by the following sentence:-

“The late Mr. Wong Thiam Loy was a director and an indirect substantial shareholder of Fimco.”

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

- (c) The second (2nd) sentence of the description of material agreement no. 5 reads as follows:-

"Mr. Wong Thiam Loy is a director and an indirect substantial shareholder of IR."

The above sentence shall be replaced by the following sentence:-

"The late Mr. Wong Thiam Loy was a director and an indirect substantial shareholder of IR."

- (d) Paragraph (c) of material agreements no. 20 and 21 reads as follows:-

"(c) a guarantee by Mr. Wong Thiam Loy in favour of RHB."

The following sentence shall be inserted at the end of the above paragraph:-

"By a letter dated 22 September 2003, RHB had agreed that the late Mr. Wong Thiam Loy's personal guarantee shall be released upon the execution of a corporate guarantee by MTHB, being the holding company of Stone World, in favour of RHB upon the listing of MTHB on the Second Board of the KLSE."

5.2 Section 2.10.2 "Material Litigation" of the Prospectus

MTHB Group (excluding Klara Emas)

The second (2nd) paragraph of the description of material litigation no. 3 reads as follows:-

"Mr. Wong Thiam Loy has, vide a letter dated 30 June 2002, undertaken to indemnify Stone World against all claims which it may suffer arising from the above-mentioned arbitration, for a sum of up to RM1,225,008.10."

The above paragraph shall be replaced by the following paragraph:-

"Excellent Avenue has, vide a letter dated 22 September 2003, undertaken to indemnify Stone World against all claims which it may suffer arising from the above-mentioned arbitration, for a sum of up to RM1,225,008.10."

5.3 Section 2.10.3 "Borrowings" of the Prospectus

Paragraph (iii) states that the Group's borrowings are secured by, inter alia, a personal guarantee by a director of Stone World.

The following sentence shall be inserted at the end of paragraph (iii):-

"By a letter dated 22 September 2003, RHB had agreed that the late Mr. Wong Thiam Loy's personal guarantee shall be released upon the execution of a corporate guarantee by MTHB, being the holding company of Stone World, in favour of RHB upon the listing of MTHB on the Second Board of the KLSE."

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

6. Section 3.1 "Introduction" of the Prospectus

The sixth (6th) paragraph reads as follows:-

"The acceptance of applications for the RI Shares and SI Shares will be conditional upon approval being granted by the KLSE in respect of the above-mentioned application. Accordingly, monies paid in respect of any applications accepted for the RI Shares and SI Shares will be returned without interest if the said approval for listing is not granted within six (6) weeks from the date of issue of this Prospectus (or such longer period as may be specified by the SC)."

The above paragraph shall be replaced by the following paragraph:-

"The KLSE has vide its letter dated 7 October 2003 approved the admission of MTHB to the Official List of the KLSE and the listing of and quotation for the following on the Second Board of the KLSE:-

- (a) The entire issued and paid-up share capital of MTHB upon the completion of the Restructuring Scheme, comprising 84,002,460 Shares; and*
- (b) Up to 18,000,000 MTHB Shares to be issued upon the conversion of the RCULS to be issued by MTHB."*

7. Section 4.1 "Business Risks" of the Prospectus

The following sentence shall be inserted as the fourth (4th) paragraph of Section 4.1 of the Prospectus:-

"Notwithstanding the demise of Mr. Wong Thiam Loy, the Board will ensure that all reasonable steps are taken to maintain and improve the prospects of the Stone World Group."

8. Section 4.7 "Dependence on Key Personnel" of the Prospectus

The second (2nd) sentence of the first (1st) paragraph reads as follows:-

"The operations of the MTHB Group are headed by Mr. Wong Thiam Loy, Mr. Tan Kin Giou and Mr. Kang Seok Sik, who collectively have more than 30 years of extensive experience in the dimension stone and construction industries."

The above sentence shall be replaced by the following sentences:-

"The operations of the MTHB Group were headed by the late Mr. Wong Thiam Loy, Mr. Tan Kin Giou and Mr. Kang Seok Sik, who collectively had more than 30 years of extensive experience in the dimension stone and construction industries. With the demise of Mr. Wong Thiam Loy, the Board has appointed Mr. Yap Kiang Siang as an Executive Director of Stone World and a Non-Executive Director of MTHB. Mr. Yap Kiang Siang has extensive experience in the quantity surveying, property development and construction industries. The operations of the MTHB Group will now be headed by Mr. Yap Kiang Siang, Mr. Tan Kin Giou and Mr. Kang Seok Sik, who are expected to contribute effectively to the operations of the MTHB Group."

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

9. Section 4.17 "Sales Contribution from Related-Party Company" of the Prospectus

The first (1st) paragraph reads as follows:-

"For the financial year ended 31 December 2002 and the five (5) months ended 31 May 2003, Major Team Builders Sdn Bhd (a company controlled by Mr. Wong Thiam Loy, who is a promoter of MTHB) contributed 33.02% and 49.59% respectively to the total turnover of the Stone World Group."

The above paragraph shall be replaced by the following paragraph:-

"For the financial year ended 31 December 2002 and the five (5) months ended 31 May 2003, Major Team Builders Sdn Bhd (a company which was controlled by the late Mr. Wong Thiam Loy) contributed 33.02% and 49.59% respectively to the total turnover of the Stone World Group. The Board expects the future contribution of companies controlled by related parties to the sales of the MTHB Group to remain substantial and sustainable."

10. Section 5.5.2 "Management Succession Plan" of the Prospectus

The first (1st) paragraph and the first (1st) two (2) sentences of the second (2nd) paragraph read as follows:-

"The Stone World Group is headed by Mr. Wong Thiam Loy, who is an enterprising and successful businessman with extensive experience in real estate development and the construction of commercial and residential properties.

Mr. Wong Thiam Loy is the architect and visionary of the business plans of the Stone World Group. He is supported by a qualified and experienced team of functional managers who have previous working relationships with him."

The above paragraph and sentences shall be replaced by the following paragraph:-

"In view of the demise of Mr. Wong Thiam Loy, the Board has strengthened the management team of the Stone World Group with the appointment of Mr. Yap Kiang Siang as an Executive Director of Stone World on 8 September 2003. Mr. Yap Kiang Siang has extensive experience in the quantity surveying, property development and construction industries. He has also worked for several companies controlled by the late Mr. Wong Thiam Loy, including serving as an Executive Director of Econstates Berhad (from March 1991 to March 1995) and Paragon Union Berhad (since August 2002)."

11. Part (d) "Profit Guarantee" of Section 6.2.4 "Acquisition" of the Prospectus

Excellent Avenue has warranted and guaranteed to MTHB that the aggregate audited profit after taxation and minority interests of the Stone World Group for the financial year ended 31 December 2002 and the financial year ending 31 December 2003 shall not be less than RM12,000,000 ("**Guaranteed Aggregate Profit**"). The provisions of the Profit Guarantee and Stakeholder Agreement dated 5 August 2003 ("**Profit Guarantee Agreement**") relating to the Guaranteed Aggregate Profit as set out in paragraphs (i) to (ix) of part (d) of Section 6.2.4 of the Prospectus, shall remain valid and applicable.

The following amendments have been made to the terms of the Profit Guarantee Agreement vide a Supplemental Profit Guarantee and Stakeholder Agreement dated 8 October 2003 ("**Supplemental Profit Guarantee Agreement**"):-

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

- (a) In addition to guaranteeing the Guaranteed Aggregate Profit, Excellent Avenue also warrants and guarantees to MTHB that the audited profit after taxation and minority interests of the Stone World Group for the financial year ending 31 December 2004 shall not be less than RM6,000,000 ("**2004 Guaranteed Profit**");
- (b) The 2004 Guaranteed Profit is not cumulative with the Guaranteed Aggregate Profit. If the Stone World Group shall make a profit after taxation and minority interests for the financial year ending 31 December 2004 but fails to meet the 2004 Guaranteed Profit, Excellent Avenue shall pay and indemnify MTHB for the shortfall in the 2004 Guaranteed Profit.

If the Stone World Group shall make a loss after taxation and minority interests for the financial year ending 31 December 2004, Excellent Avenue shall indemnify MTHB for the total loss after taxation and minority interests, in addition to the payment and indemnification of the 2004 Guaranteed Profit, subject to a maximum liability of RM50,000,000 for the Guaranteed Aggregate Profit and the 2004 Guaranteed Profit.

Excellent Avenue shall make payment to MTHB within 30 days of receipt of notice from the Stakeholder or MTHB;

- (c) As security for the 2004 Guaranteed Profit, the aggregate market value of cash and/or shares quoted on the KLSE (collectively "**Deposited Securities**") deposited and/or to be deposited by Excellent Avenue with the Stakeholder shall be maintained at all times after the completion of the audit of the annual accounts of the Stone World Group for the financial year ending 31 December 2003 and during the subsistence of the Profit Guarantee Agreement ("**3rd Year Guarantee Period**") at not less than RM7,200,000, being 120% of the 2004 Guaranteed Profit ("**2004 Security Margin**");
- (d) The Stakeholder shall review the aggregate market value of the Deposited Securities on the last Market Day of every three (3) months ending 31 March, 30 June, 30 September and 31 December after the first date of deposit until 30 June 2005 (each such day shall hereinafter be referred to as a "**Review Date**"). The market value of all Deposited Securities that are quoted shares shall be the volume-weighted average market price of such shares for the three (3) months ending on the day immediately prior to the relevant Review Date;
- (e) In the event that the aggregate market value of the Deposited Securities shall at anytime during the 3rd Year Guarantee Period, fall below RM6,600,000, being 110% of the 2004 Guaranteed Profit ("**2004 Minimum Security Margin**"), Excellent Avenue shall, within 14 days from the date of a written notice from the Stakeholder, deposit with the Stakeholder, such additional shares and/or cash as shall be necessary to achieve and maintain the 2004 Security Margin;
- (f) In the event that the aggregate market value of the Deposited Securities shall on a Review Date during the 3rd Year Guarantee Period, exceed RM9,000,000, being 150% of the 2004 Guaranteed Profit ("**2004 Maximum Security Margin**"), for a consecutive period of not less than 30 days prior to the relevant Review Date, the Stakeholder shall, upon receipt of a written request from Excellent Avenue, release to Excellent Avenue such number or amount of Deposited Securities as shall have an aggregate market value equivalent to the amount by which the market value of the Deposited Securities exceeds the 2004 Maximum Security Margin;

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

- (g) In the event that Excellent Avenue shall fail to pay any shortfall in the 2004 Guaranteed Profit to MTHB, the Stakeholder is authorised to sell the Deposited Securities at such times, in such manner, for such consideration and to such persons as the Stakeholder may deem fit. If the amount recovered upon such sale shall be insufficient to pay for the shortfall, Excellent Avenue shall pay the difference to MTHB, failing which MTHB shall take such action as it deems necessary to recover such difference;
- (h) The Profit Guarantee Agreement as amended by the Supplemental Profit Guarantee Agreement shall subsist until such time as the auditor of the Stone World Group shall issue a written certificate stating that:-
 - (i) All amounts due and payable to MTHB by reason of any shortfall in respect of the Guaranteed Aggregate Profit and/or the 2004 Guaranteed Profit have been paid by Excellent Avenue to MTHB; or
 - (ii) There is no shortfall in the Guaranteed Aggregate Profit and the 2004 Guaranteed Profit; and
- (i) Subject to the prior approval of the shareholders of MTHB and the SC being obtained where necessary, the provisions of the Profit Guarantee Agreement as amended by the Supplemental Profit Guarantee Agreement may be varied by mutual consent of the parties.

12. Section 6.4 "Approvals and Conditions" and Section 6.5 "Moratorium on Sale of Shares" of the Prospectus

- (a) The following paragraph shall be inserted in Section 6.4 of the Prospectus in respect of the approval given by the KLSE:-

"The KLSE has vide its letter dated 7 October 2003 approved the admission of MTHB to the Official List of the KLSE and the listing of and quotation for the following on the Second Board of the KLSE:-

- (a) *The entire issued and paid-up share capital of MTHB upon the completion of the Restructuring Scheme, comprising 84,002,460 Shares; and*
- (b) *Up to 18,000,000 MTHB Shares to be issued upon the conversion of the RCULS to be issued by MTHB."*

- (b) The following paragraph shall be inserted in the table under part (a)(ii)(E) of Section 6.4 of the Prospectus:-

"On 22 September 2003, Mr. Yap Kiang Siang, an Executive Director of Stone World and a Non-Executive Director of MTHB, had provided a written confirmation to the SC that his involvement in other companies will not jeopardise his responsibilities in respect of the Stone World Group and the MTHB Group."

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

- (c) The following paragraph appears in the table under part (a)(vii) of Section 6.4 of the Prospectus and as the last paragraph in Section 6.5 of the Prospectus:-

*"On 25 August 2003, the SC had approved Excellent Avenue's application to pledge 14,400,000 Moratorium Shares to AmTrustee Berhad ("**Stakeholder**") as security for the profit guarantee, and 10,600,000 Moratorium Shares to HLBB as security for the credit facilities to be extended by HLBB to Ample Potential to finance Ample Potential's subscription for the Restricted Issue. The said approval is subject to the following conditions:-*

- (a) *The moratorium condition imposed on the Moratorium Shares shall remain; and*
- (b) *Excellent Avenue, the Stakeholder and HLBB shall each provide a written confirmation that the beneficial owner of the Moratorium Shares to be deposited with the Stakeholder and HLBB shall remain unchanged, and that any disposal, transfer or assignment of rights to the Moratorium Shares shall not be executed without the prior consent of the SC."*

The following paragraphs shall be inserted after the above paragraph in the table under part (a)(vii) of Section 6.4 of the Prospectus and in Section 6.5 of the Prospectus:-

"AmMerchant Bank had, on behalf of MTHB, informed the SC vide a letter dated 24 September 2003 that Excellent Avenue had decided that the pledging of the Moratorium Shares to HLBB would no longer be required, and that the total number of Moratorium Shares that will be pledged by Excellent Avenue shall be 14,400,000 Moratorium Shares to be deposited with AmTrustee only.

In this connection, Excellent Avenue and AmTrustee have given written confirmations to the SC on 23 September 2003 that the beneficial owner of the Moratorium Shares to be deposited with AmTrustee shall remain unchanged as Excellent Avenue, and that any disposal, transfer or assignment of rights to the Moratorium Shares shall not be executed without the prior written consent of the SC."

13. Section 7.1.1 "Shareholdings in MTHB" of the Prospectus

The amendments to Section 7.1.1 of the Prospectus are similar to the amendments stated in parts (a), (b) and (d) of Section 4 of this Supplementary Prospectus.

14. Section 7.1.2 "Background on Substantial Shareholders and Promoters" of the Prospectus

- (a) The fourth (4th) sentence of the second (2nd) paragraph of Section 7.1.2 of the Prospectus reads as follows:-

"The shareholders and directors of Ample Potential are Mr. Wong Thiam Loy and Mr. Ooi Chew Kun."

The above sentence shall be replaced by the following sentences:-

"The shareholders of Ample Potential are the Estate and Mr. Ooi Chew Kun. The directors of Ample Potential are Madam Kong See Kuan and Mr. Ooi Chew Kun."

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

- (b) The last sentence of the fourth (4th) paragraph of Section 7.1.2 of the Prospectus reads as follows:-

"The shareholders and directors of EVHSB are Mr. Wong Thiam Loy and his spouse, Madam Kong See Kuan."

The above sentence shall be replaced by the following sentences:-

"The shareholders of EVHSB are the Estate and Madam Kong See Kuan. The directors of EVHSB are Madam Kong Say Thor and Madam Kong See Kuan."

15. Section 7.3 "Board of Directors" of the Prospectus

- (a) The following Non-Executive Directors have been appointed to the Board of MTHB on 9 September 2003. In this regard, the following paragraphs shall be inserted in Section 7.3 of the Prospectus:-

"Linda Goh Lay Choon, a Malaysian aged 39, is a Non-Executive Director of MTHB. She was appointed to the Board on 9 September 2003. She obtained a Bachelor of Laws (Honours) degree from the University of Wolverhampton, England in 1987 and a Certificate of Legal Practice, Malaysia in 1989. She practised law for three (3) years from 1990 to 1993 in the fields of litigation, conveyancing, commercial and criminal law with Messrs. Jeffrey Fernandez & Co. and Messrs. Lloyd Fernando & Associates.

In June 1994, she joined Fimco Management Sdn Bhd as the Group Legal and Administration Manager for companies in the property development, construction, manufacturing and other industries, where she served until February 2003. She is currently providing assistance to her family's private company which is involved in the logistics and freight forwarding business.

Yap Kiang Siang, a Malaysian aged 50, is a Non-Executive Director of MTHB. He was appointed to the Board on 9 September 2003. He is a Chartered Quantity Surveyor by profession. He obtained his professional qualifications from the New Zealand Institute of Quantity Surveyors in 1980 and the Royal Institution of Chartered Surveyors, United Kingdom in 1988. Mr. Yap started his career in 1976 with a quantity surveying consultancy firm, Maltby and Partners, in Wellington, New Zealand as a quantity surveyor. Upon his return to Malaysia in 1980, Mr. Yap worked as a senior quantity surveyor with Baharuddin Ali & Low Sdn Bhd, a quantity surveying consultancy firm, until March 1984. Thereafter, he joined Pembinaan Z & W Sdn Bhd, a construction company, as a contracts manager. In January 1987, Mr. Yap was appointed as a director of Fimco Management Sdn Bhd ("Fimco"), where he served until February 1991. He was later appointed as Executive Director – Properties of Econstates Berhad ("Econstates"), which is listed on the Main Board of the KLSE. He resigned from Econstates in March 1995 and was appointed as a director of Fimco until July 2000. From August 2000 to October 2001, he was the Chief Executive Officer of LWC Precast Sdn Bhd, a construction company. Mr. Yap was thereafter appointed as Project Director of Prima Contracts Sdn Bhd, a construction company, from November 2001 to June 2002. He has been an Executive Director of Paragon Union Berhad since August 2002. On 8 September 2003, Mr. Yap was appointed as an Executive Director of Stone World."

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

- (b) Under the heading "Directorships of Directors in Other Public Corporations" in Section 7.3 of the Prospectus, the following additional information shall be inserted:-

Name of Director	Name of Company	Date of Appointment	Date of Resignation
Yap Kiang Siang	Paragon Union Berhad	01.08.2002	-

- (c) Under the heading "Directors' Remuneration" in Section 7.3 of the Prospectus, the following sentences and table appear:-

"For the financial year ending 31 December 2003, a total sum of RM150,000 is proposed to be paid to the directors of MTHB for their service in all capacities to the Company and its subsidiaries. The directors fall within the following remuneration bands:-

Remuneration Band (RM)	Number of Directors Year Ending 31.12.2003
Below 50,000	4
50,001 – 100,000	1

The above sentences and table shall be replaced by the following:-

"For the financial year ending 31 December 2003, a total sum of RM155,000 is proposed to be paid to the directors of MTHB for their service in all capacities to the Company and its subsidiaries. The directors fall within the following remuneration bands:-

Remuneration Band (RM)	Number of Directors Year Ending 31.12.2003
Below 50,000	6
50,001 – 100,000	1

16. Section 7.6 "Involvement of Directors and Key Management Personnel in Other Companies" of the Prospectus

The following paragraph shall be inserted in Section 7.6 of the Prospectus:-

"(f) Yap Kiang Siang

Mr. Yap Kiang Siang is an Executive Director of Paragon Union Berhad which is listed on the Second Board of the KLSE. He is involved in the day-to-day operations of the property development and construction activities. He owns 10,000 Shares representing 0.01% of the company's issued and paid-up capital. The Board is of the opinion that no negative implications will arise from Mr. Yap's involvement as an Executive Director of the aforementioned company. In this connection, Mr. Yap has signed a confirmation letter dated 22 September 2003 to this effect to the SC."

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

17. Part (b) "Borrowings" of Section 8.5 "Working Capital, Borrowings, Contingent Liabilities and Material Capital Commitments" of the Prospectus

The amendment to part (b) of Section 8.5 of the Prospectus is similar to the amendment stated in Section 5.3 of this Supplementary Prospectus.

18. Directors' Confirmation on Achievability of Profit Forecast

The following paragraph shall be inserted in Section 8.6 of the Prospectus:-

"The Board confirms that the profit forecasts of the MTHB Group and the Stone World Group for the financial year ending 31 December 2003 and the underlying bases and assumptions stated therein, as set out in Section 19 of this Supplementary Prospectus, have been reviewed by the directors after due and careful enquiry, and that the directors, having taken into account the future prospects of the industry, the future plans of the MTHB Group and its level of gearing, liquidity and working capital requirements, are of the opinion that the profit forecasts of the MTHB Group and the Stone World Group are achievable and that the underlying bases and assumptions are reasonable."

THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

19. Section 8.7 "Consolidated Profit Forecasts of the MTHB Group and the Stone World Group for the Financial Year Ending 31 December 2003 together with the Principal Bases and Assumptions Thereto and the Reporting Accountants' Letter Thereon" of the Prospectus

Section 8.7 of the Prospectus is supplemented with the following Reporting Accountants' letter (prepared for inclusion in this Supplementary Prospectus):-



AnuarulAzizanChew

Anuarul Azizan Chew & Co (AF 0791)
Chartered Accountants

18 Jalan 1/64
Off Jalan Kolam Air/Jalan Ipoh
51200 Kuala Lumpur
Malaysia

Tel 603 40417233
Fax 603 40410395
E mail aacco@tm.net.my
Website www.morisoninternational.com

10 October 2003

The Board of Directors
Major Team Holdings Berhad
2nd Floor, Union Commercial Centre
433 Jalan Temiang
70200 Seremban
Negeri Sembilan

Dear Sirs,

MAJOR TEAM HOLDINGS BERHAD ("MTHB")

CONSOLIDATED PROFIT FORECAST AFTER TAXATION FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2003

We have reviewed the consolidated profit forecast of MTHB and its subsidiary companies ("Stone World Group") (Collectively known as "MTHB Group") for the year ending 31 December 2003 as set out in the accompanying appendix in accordance with the standard applicable to the review of forecasts. The forecast has been prepared for inclusion in the Supplementary Prospectus dated 10 October 2003, in connection with the special issue of 13,000,000 new ordinary shares ("SI Share") of RM1.00 each at an issue price of RM1.00 per SI Share and restricted issue of 7,999,999 new ordinary shares ("RI Shares") at an issue price of RM1.00 per RI Share and the listing of and quotation for the entire issued and paid-up share capital of MTHB on the Second Board of the Kuala Lumpur Stock Exchange ("KLSE") and should not be relied on for any other purposes.

Our review has been undertaken to enable us to form an opinion as to whether the forecast, in all material respects, is properly prepared on the basis of the assumptions made by the Directors and is presented on a basis consistent with the accounting policies adopted and disclosed by the Group in its audited financial statements for the year ended 31 December 2002. The Directors of the Group are solely responsible for the preparation and presentation of the forecast and the assumptions on which the forecast is based.

Forecasts, in this context, means prospective financial information prepared on the basis of assumptions as to future events which management expects to take place and the actions which the management expects to take as of the date the information is prepared (best-estimate assumptions). While information may be available to support the assumptions on which forecast is based, such information is generally future oriented and therefore uncertain. Thus, actual results are likely to be different from the forecast since anticipated events frequently do not occur as expected and the variation could be material.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE



Subject to the matters stated in the preceding paragraphs:-

- (i) nothing has come to our attention which causes us to believe that the assumptions made by the Directors, as set out in the accompanying appendix, do not provide a reasonable basis for the preparation of the consolidated profit forecast; and
- (ii) in our opinion, the consolidated profit forecast, so far as the calculations are concerned, is properly prepared on the basis of the assumptions made by the Directors and is presented on a basis consistent with the accounting policies adopted and disclosed by the Group in its audited financial statements for the year ended 31 December 2002.

Yours faithfully,

ANUARUL AZIZAN CHEW & CO
Firm Number: AF 0791
Chartered Accountants

TEE GUAN PIAN
Approved Number: 1886/05/04 (J/PH)
Partner of Firm

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE



APPENDIX 1/4

MTHB GROUP

CONSOLIDATED PROFIT FORECAST FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2003

On the bases and assumptions set out below, the Board of Directors of the respective companies in the MTHB Group forecasts that the consolidated loss after taxation and the net EPS of the MTHB Group for the financial year ending 31 December 2003 after incorporating the effects of the Proposals are as follows:-

	Forecast 2003 RM'000
Profit Forecast of the MTHB Group	
Turnover	13,501
Consolidated profit before taxation and minority interest	506
Less: Taxation	(744)
Consolidated loss after taxation but before minority interest	(238) ^a
Less: Minority interest	-
Consolidated loss after taxation and minority interest	(238) ^a
Assuming No Conversion of RCULS	
No. of ordinary shares in issue ('000 Shares)	84,002 ^b
Basic loss per share (sen)	(0.28) ^b
Price earning multiple (times)	-
Assuming Full Conversion of RCULS	
No. of ordinary shares in issue ('000 Shares)	102,002 ^c
Diluted loss per share (sen)	(0.23) ^c
Price earning multiple (times)	-

Notes:

- a The consolidated loss after taxation for the financial year ending 31 December 2003 is based on the assumption that the Acquisition and the Mandatory Offer are simultaneously completed on 31 August 2003 as the Directors are of the opinion that the financial effects of the timing differences arising from the completion of the Mandatory Offer are immaterial. Therefore, the results of the Stone World Group have been consolidated with the results of the MTHB Group from 1 September 2003 onwards, that is with four (4) months of the profit forecast results of the Stone World Group included in the MTHB Group for the financial year ending 31 December 2003.
- b The basic loss per share for the financial year ending 31 December 2003 has been calculated based on the consolidated loss after taxation and minority interest divided by the enlarged number of Shares of MTHB 84,002,460 Shares **before** the conversion of the RCULS.
- c The diluted loss per share for the financial year ending 31 December 2003 has been calculated based on the consolidated loss after taxation and minority interest divided by the enlarged number of Shares of MTHB of 102,002,460 Shares **after** the full conversion of the RCULS.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE



APPENDIX 2/4

STONE WORLD GROUP

The consolidated profit forecast of the Stone World Group for the financial year ending 31 December 2003 is set out below : -

	Profit Forecast 2003 RM'000
Turnover	40,504
Consolidated profit before taxation and minority interest	10,105
Less: Taxation	(2,233)
Consolidated profit after taxation but before minority interest	7,872
Less: Minority interest	-
Consolidated profit after taxation and minority interest	7,872
Weighted average number of ordinary shares of RM1.00 each in issue during the year ('000 Shares)	55,214
EPS (sen)	14.26

Note: For the financial year ending 31 December 2003, four (4) months results of the Stone World Group are included in the results of the MTHB Group as the Acquisition and the Mandatory Offer are assumed to be simultaneously completed on 31 August 2003.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE



APPENDIX 3/4

Principal Bases and Assumptions

The principal bases and assumptions upon which the consolidated profit forecasts have been prepared, which are deemed to be reasonable, are set out below. Nevertheless, because of the subjective judgements and inherent uncertainties, certain assumptions, including interest and exchange rates, may differ significantly should the Malaysian and regional economic, political or market conditions change significantly from the date of this profit forecast.

- 1) There will be no significant changes in the principal activities, management structure, accounting and business policies adopted by the MTHB Group and the Stone World Group.
- 2) There will be no significant changes to the prevailing economic, political and market conditions in Malaysia and elsewhere that will have direct or indirect effects on the MTHB Group and the Stone World Group.
- 3) The recovery of the Malaysian economy will continue and this will have positive impact on the activities and performance of the MTHB Group and the Stone World Group. No material setback in the growth of the Malaysian economy which will adversely affect the operations of the MTHB Group and the Stone World Group.
- 4) There will be no material changes to present legislation or Government regulations, rates and bases of duties, levies and taxes which will adversely affect the MTHB Group's and the Stone World Group's activities or the markets in which it operates.
- 5) There will be no major industrial disputes or any abnormal circumstances which will adversely affect the MTHB Group's and the Stone World Group's operations, at the forecasted sales level or disrupt its planned operations, supplies or its customers.
- 6) Inflation rates, interest rates and exchange rates, including the pegged exchange rate of RM3.80 to USD1.00 will not change or fluctuate significantly from their present levels.
- 7) Existing financial facilities will remain available with no significant changes in their interest rates.
- 8) There will be no acquisition or disposal of property, plant and equipment and investments.
- 9) The sales and related costs forecasted were based on the forecast of the directors after taking into consideration the present market conditions of selling prices and related costs of the MTHB Group and the Stone World Group.
- 10) The sales and profit margin of the MTHB Group and the Stone World Group will be in line with forecasted levels of activities and will not vary significantly from the forecast.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE



APPENDIX 4/4

Principal Bases and Assumptions (cont'd)

- 11) The forecasted sales volume and value will not be adversely affected by unforeseen or abnormal factors or extraordinary items.
- 12) Production will not be adversely affected by any abnormal circumstances or events.
- 13) There will be no major breakdown or disruption in the manufacturing facilities nor will there be any disruption of the sourcing of materials by the MTHB Group and the Stone World Group.
- 14) There will be no material fluctuation in manufacturing costs (including labour, cost of materials and other production overheads).
- 15) There will be no unexpected problems that may affect the MTHB Group's and the Stone World Group's various manufacturing schedules.
- 16) There will be no material changes in capital and revenue cost items including wages, material and other costs that will adversely affect the performance of the MTHB Group and the Stone World Group.
- 17) Where applicable, the forecasts are prepared on the assumption of the terms and conditions of the existing contracts and agreements.
- 18) There will be no material liabilities arising from unresolved litigation, if any, that will adversely affect the performance of the MTHB Group and the Stone World Group.
- 19) The tax liabilities will be at the prevailing tax rate and all unabsorbed losses, reinvestment allowance and capital allowances will be agreed and approved by the Inland Revenue Board.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

20. Section 10 "Directors' Report" of the Prospectus

Section 10 of the Prospectus is supplemented with the following Directors' Report (prepared for inclusion in this Supplementary Prospectus):-

MAJOR TEAM HOLDINGS BERHAD

Registered Office:
2nd Floor, Union Commercial Centre
433 Jalan Temiang
70200 Seremban
Negeri Sembilan



Date: 10 October 2003

The Shareholders
Major Team Holdings Berhad ("MTHB" or "Company")

Dear Sir / Madam,

On behalf of the Board of Directors of MTHB, I wish to report that after making due enquiries in relation to the interval between 31 May 2003, being the date to which the last pro-forma audited consolidated financial statements of the Company and its subsidiaries except for Kiara Emas Asia Industries Berhad (hereinafter collectively referred to as the "**Group Companies**") have been made up, and 10 October 2003, being a date not earlier than fourteen (14) days before the issue of this Supplementary Prospectus:-

- (a) The business of the Group Companies has, in the opinion of the Board of Directors of the Company ("**Board**"), been satisfactorily maintained;
- (b) In the opinion of the Board, no circumstances have arisen since the last audited financial statements of the Group Companies which have adversely affected the trading or the value of the assets of any of the Group Companies;
- (c) The current assets of the Group Companies appear in the books at values which are believed to be realisable in the ordinary course of business;
- (d) Save as disclosed in Section 8.5 "Working Capital, Borrowings, Contingent Liabilities and Material Capital Commitments" of the Prospectus dated 28 August 2003 ("Prospectus"), no contingent liabilities have arisen by reason of any guarantees or indemnities given by any of the Group Companies;
- (e) Since the last audited financial statements of the Group Companies, there has been no default or any known event that could give rise to a default situation, in respect of payments of either interest and / or principal sums in relation to any borrowings which the Board is aware of; and
- (f) Save as disclosed in Section 8.8 "Pro-forma Consolidated Balance Sheets of the MTHB Group as at 31 May 2003 together with the Reporting Accountants' Letter Thereon" of the Prospectus, there have been no changes to the published reserves of the MTHB Group, or any unusual factors affecting the profits of the Group Companies since the last audited financial statements of the Group Companies.

Yours faithfully,
For and on behalf of the Board of Directors of
MAJOR TEAM HOLDINGS BERHAD


YAP CHEE KEONG
Group Managing Director

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

21. Part 5 of Section 11.3 “Directors and Substantial Shareholders” of the Prospectus

The amendments to part 5 of Section 11.3 of the Prospectus are similar to the amendments stated in parts (a), (b) and (d) of Section 4 of this Supplementary Prospectus.

22. Section 11.6 “Material Contracts and Agreements” of the Prospectus

The amendments to Section 11.6 of the Prospectus are similar to the amendments stated in Section 5.1 of this Supplementary Prospectus.

23. Section 11.7 “Material Litigation and Contingent Liabilities” of the Prospectus

The amendment to Section 11.7 of the Prospectus is similar to the amendment stated in Section 5.2 of this Supplementary Prospectus.

24. Consents

- (a) The written consent of AmMerchant Bank to the inclusion in this Supplementary Prospectus of its name in the form and context in which its name appears has been given before the issue of this Supplementary Prospectus and has not subsequently been withdrawn.
- (b) The written consent of Messrs. Anuarul Azizan Chew & Co. to the inclusion in this Supplementary Prospectus of their name and letter relating to the consolidated profit forecasts of the MTHB Group and the Stone World Group for the financial year ending 31 December 2003, in the form and context in which their name and the said letter appear in this Supplementary Prospectus, has been given before the issue of this Supplementary Prospectus and has not subsequently been withdrawn.

25. Documents for Inspection

Copies of the following documents may be inspected at the registered office of the Company during office hours for a period of twelve (12) months from the date of this Supplementary Prospectus:-

- (a) The Directors’ Report as included herein;
- (b) The Reporting Accountants’ letter relating to the consolidated profit forecasts of the MTHB Group and the Stone World Group for the financial year ending 31 December 2003 as included herein;
- (c) The consent letters referred to in Section 24 “Consent Letters” of this Supplementary Prospectus;
- (d) The Supplemental Profit Guarantee and Stakeholder Agreement dated 8 October 2003; and
- (e) The letter from RHB Bank Berhad dated 22 September 2003.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

26. Responsibility Statement

This Supplementary Prospectus has been seen and approved by the directors and promoters of MTHB and they collectively and individually accept full responsibility for the accuracy of the information contained herein and 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 herein false or misleading. The directors hereby accept full responsibility for the profit forecast included in this Supplementary Prospectus and confirm that the profit forecast has been prepared based on assumptions made.

AmMerchant Bank, being the Adviser, acknowledges that, based on all available information, and to the best of its knowledge and belief, this Supplementary Prospectus, when read together with the Prospectus dated 28 August 2003, constitutes a full and true disclosure of all material facts concerning the Restricted Issue and the Special Issue, and is satisfied that any profit forecast (for which the directors of the Company are fully responsible), prepared for inclusion in this Supplementary Prospectus has been stated by the directors after due and careful enquiry and has been duly reviewed by the Reporting Accountants.

27. Procedure in respect of Applications for the Special Issue

In Section 27.1 below, the pronoun "you" refers to an applicant for the Special Issue whereas in Section 27.2 below, the pronoun "you" refers to the investors or placees pre-identified by the Placement Agent pursuant to the private placement procedure for the Special Issue. The pronoun "your" in this Section shall be construed accordingly.

27.1 Submitted Special Issue Application Forms

If you have submitted a Special Issue Application Form and the accompanying remittance to the Placement Agent for the Special Issue, AmMerchant Bank, prior to your receipt of this Supplementary Prospectus together with the accompanying Special Issue Application Form A and Withdrawal Form – Special Issue, you may choose to take any of the following actions:-

(a) Remain Submitted

If you decide not to withdraw or change your application as per the Special Issue Application Form which you have submitted, after having carefully read and considered the contents of this Supplementary Prospectus, no further action by you is required.

(b) Withdraw Completely

If you decide to completely withdraw your application as per the Special Issue Application Form which you have submitted, after having carefully read and considered the contents of this Supplementary Prospectus, you are required to complete and sign the Withdrawal Form – Special Issue in accordance with the instructions therein and send it in the envelope enclosed to the Placement Agent, AmMerchant Bank, at the following address:-

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

AmMerchant Bank Berhad
Corporate Finance Department
21st Floor, Bangunan AmBank Group
No. 55, Jalan Raja Chulan
50200 Kuala Lumpur

Attention: Ms. Tan Keng Lin / Ms. Goh Lee Sean / Mr. Ow Tat Soon

Tel: 03 – 2078 2633 / 44 / 55

by ordinary post, registered post, courier service or delivery by hand, at your own risk, so as to reach the Placement Agent no later than 5.00 p.m. on 31 October 2003, being the extended closing date of the Special Issue. The Placement Agent will despatch to you any monies that you have paid on account of your application, without interest within five (5) Market Days after the extended closing date of the Special Issue. The refund of monies will be payable by cheque and will be sent by ordinary post at your own risk to your address as shown in the Withdrawal Form – Special Issue. Upon and after the despatch of the monies due to you, the Company and the Placement Agent shall not be liable to you or any other person for any claims whatsoever.

(c) Withdraw and Submit a New Application

If you decide to change your application as per the Special Issue Application Form which you have submitted, after having carefully read and considered the contents of this Supplementary Prospectus, you are required to:-

- (i) Complete and sign both the Withdrawal Form – Special Issue and the Special Issue Application Form A accompanying this Supplementary Prospectus, in accordance with the instructions therein;
- (ii) Enclose the requisite remittance for the number of SI Shares that you have applied for as per your Special Issue Application Form A, in accordance with the instructions in the Special Issue Application Form A; and
- (iii) Send the Withdrawal Form – Special Issue and the Special Issue Application Form A together with the requisite remittance in the envelope enclosed to the Placement Agent, AmMerchant Bank, at the following address:-

AmMerchant Bank Berhad
Corporate Finance Department
21st Floor, Bangunan AmBank Group
No. 55, Jalan Raja Chulan
50200 Kuala Lumpur

Attention: Ms. Tan Keng Lin / Ms. Goh Lee Sean / Mr. Ow Tat Soon

Tel: 03 – 2078 2633 / 44 / 55

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

by ordinary post, registered post, courier service or delivery by hand, at your own risk, so as to reach the Placement Agent no later than 5.00 p.m. on 31 October 2003, being the extended closing date of the Special Issue. The Placement Agent will despatch to you any monies that you have paid on account of your original application as per your Special Issue Application Form, without interest within five (5) Market Days after the extended closing date of the Special Issue. The refund of monies will be payable by cheque and will be sent by ordinary post at your own risk to your address as shown in the Withdrawal Form – Special Issue. Upon and after the despatch of the monies due to you, the Company and the Placement Agent shall not be liable to you or any other person for any claims whatsoever.

Subject to the above, all the other terms and conditions applicable in relation to the application for the SI Shares as set out in Section 12 of the Prospectus shall remain applicable mutatis mutandis to a new application made pursuant to this Section 27.1(c).

27.2 Unsubmitted Special Issue Application Forms

If you have not submitted a Special Issue Application Form to the Placement Agent for the Special Issue, AmMerchant Bank, prior to your receipt of this Supplementary Prospectus together with the accompanying Special Issue Application Form A and Withdrawal Form – Special Issue, you may choose to take either of the following actions:-

(a) Submit an Application via the Special Issue Application Form A

If you decide to submit an application via the Special Issue Application Form A, after having carefully read and considered the contents of this Supplementary Prospectus, you are required to:-

- (i) Complete and sign only the Special Issue Application Form A accompanying this Supplementary Prospectus, in accordance with the instructions therein;
- (ii) Enclose the requisite remittance for the number of SI Shares that you have applied for as per your Special Issue Application Form A, in accordance with the instructions in the Special Issue Application Form A; and
- (iii) Send the Special Issue Application Form A together with the requisite remittance in the envelope enclosed to the Placement Agent, AmMerchant Bank, at the following address:-

AmMerchant Bank Berhad
Corporate Finance Department
21st Floor, Bangunan AmBank Group
No. 55, Jalan Raja Chulan
50200 Kuala Lumpur

Attention: Ms. Tan Keng Lin / Ms. Goh Lee Sean / Mr. Ow Tat Soon

Tel: 03 – 2078 2633 / 44 / 55

by ordinary post, registered post, courier service or delivery by hand, at your own risk, so as to reach the Placement Agent no later than 5.00 p.m. on 31 October 2003, being the extended closing date of the Special Issue.

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

If you submit an application using the Special Issue Application Form accompanying the Prospectus instead of the Special Issue Application Form A accompanying this Supplementary Prospectus, your application may or may not be accepted at the discretion of the Board.

Subject to the above, all the other terms and conditions applicable in relation to the application for the SI Shares as set out in Section 12 of the Prospectus shall remain applicable mutatis mutandis to a new application made pursuant to this Section 27.2(a).

(b) Decline to Submit Any Application

If you decide not to submit any application, after having carefully read and considered the contents of this Supplementary Prospectus, no further action by you is required.

28. Procedure in respect of Applications for the Restricted Issue

In Section 28.1 below, the pronoun “you” refers to the Entitled Shareholders of MTHB, and also persons who have purchased entitlements to the Restricted Issue from Entitled Shareholders and/or persons in whose favour RI Shares have been renounced and who have accepted and subscribed for the RI Shares (“**Renounees**”), whereas in Section 28.2 below, the pronoun “you” refers to the Entitled Shareholders of MTHB. The pronoun “your” in this Section shall be construed accordingly.

28.1 Submitted PALs

If you, as the Entitled Shareholders and/or the Renounees, have submitted a PAL and the accompanying remittance(s) (where applicable) to the Registrar of MTHB, Securities Services (Holdings) Sdn. Bhd., prior to your receipt of this Supplementary Prospectus together with the accompanying PAL A and Withdrawal Form – Restricted Issue, you, as the Entitled Shareholders and/or the Renounees, may choose to take any of the following actions:-

(a) Remain Submitted

If you decide not to withdraw or change your application as per the PAL which you have submitted, after having carefully read and considered the contents of this Supplementary Prospectus, no further action by you is required.

(b) Withdraw Completely

If you decide to completely withdraw your application as per the PAL which you have submitted, after having carefully read and considered the contents of this Supplementary Prospectus, you are required to complete and sign the Withdrawal Form – Restricted Issue in accordance with the instructions therein and send it in the envelope enclosed to the Registrar of MTHB, Securities Services (Holdings) Sdn. Bhd., at the following address:-

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

Securities Services (Holdings) Sdn. Bhd.
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur

Attention: Pn. Raja Fateha / Pn. Nor Azimah

Tel. No.: 03 – 2084 9000

by ordinary post or delivery by hand, at your own risk, so as to reach the Registrar no later than 5.00 p.m. on 31 October 2003, being the extended closing date of the Restricted Issue. The Registrar will despatch to you, as the Entitled Shareholders and/or the Renounees, as the case may be, any monies that you have paid on account of your application, without interest within five (5) Market Days after the extended closing date of the Restricted Issue. The refund of monies will be payable by cheque or return of your original payment and will be sent by ordinary post at your own risk to your address as shown in the Withdrawal Form – Restricted Issue. Upon and after the despatch of the monies due to you, the Company, the Registrar and AmMerchant Bank shall not be liable to you as the Entitled Shareholders and/or Renounees, or any other persons for any claims whatsoever.

(c) Withdraw and Submit a New Application

If you decide to change your application as per the PAL which you have submitted, after having carefully read and considered the contents of this Supplementary Prospectus, you are required to:-

- (i) Complete and sign both the Withdrawal Form – Restricted Issue and the PAL A accompanying this Supplementary Prospectus, in accordance with the instructions therein;
- (ii) Enclose the requisite remittance(s) for the number of RI Shares and/or excess RI Shares that you have applied for as per your PAL A, in accordance with the instructions in the PAL A; and
- (iii) Send the Withdrawal Form – Restricted Issue and the PAL A together with the requisite remittance(s) in the envelope enclosed to the Registrar of MTHB, Securities Services (Holdings) Sdn. Bhd., at the following address:-

Securities Services (Holdings) Sdn. Bhd.
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur

Attention: Pn. Raja Fateha / Pn. Nor Azimah

Tel. No.: 03 – 2084 9000

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

by ordinary post or delivery by hand, at your own risk, so as to reach the Registrar no later than 5.00 p.m. on 31 October 2003, being the extended closing date of the Restricted Issue. The Registrar will despatch to you, as the Entitled Shareholders and/or the Renounees, as the case may be, any monies that you have paid on account of your original application as per your PAL, without interest within five (5) Market Days after the extended closing date of the Restricted Issue. The refund of monies will be payable by cheque or return of your original payment and will be sent by ordinary post at your own risk to your address as shown in the Withdrawal Form – Restricted Issue. Upon and after the despatch of the monies due to you, the Company, the Registrar and AmMerchant Bank shall not be liable to you as the Entitled Shareholders and/or the Renounees, or any other person for any claims whatsoever.

Subject to the above, all the other terms and conditions applicable in relation to the application (including but not limited to the acceptance, payment, allotment, splitting, renunciation and excess shares application) for the RI Shares as set out in Section 13 of the Prospectus shall remain applicable mutatis mutandis to a new application made pursuant to this Section 28.1(c).

Please note that in relation to the Entitled Shareholders, the above actions may only be taken by you as the Entitled Shareholders in relation to those RI Shares provisionally allotted to you which have not been renounced by you to the Renounees and in relation to the excess RI Shares, whereas in relation to the Renounees, the above actions may only be taken by you as the Renounees in relation to those RI Shares which have been renounced to you.

28.2 Unsubmitted PALs

If you have not submitted a PAL to the Registrar of MTHB, Securities Services (Holdings) Sdn. Bhd., prior to your receipt of this Supplementary Prospectus together with the accompanying PAL A and Withdrawal Form – Restricted Issue, you may choose to take either of the following actions:-

(a) Submit an Application via the PAL A

If you decide to submit an application via the PAL A, after having carefully read and considered the contents of this Supplementary Prospectus, you are required to:-

- (i) Complete and sign only the PAL A accompanying this Supplementary Prospectus, in accordance with the instructions therein;
- (ii) Enclose the requisite remittance(s) for the number of RI Shares and/or excess RI Shares that you have applied for as per your PAL A, in accordance with the instructions in the PAL A; and
- (iii) Send the PAL A together with the requisite remittance(s) in the envelope enclosed to the Registrar of MTHB, Securities Services (Holdings) Sdn. Bhd., at the following address:-

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ TOGETHER WITH THE PROSPECTUS DATED 28 AUGUST 2003, IN RELATION TO THE RESTRICTED ISSUE AND THE SPECIAL ISSUE

Securities Services (Holdings) Sdn. Bhd.
Level 7, Menara Milenium
Jalan Damansara
Pusat Bandar Damansara
50490 Kuala Lumpur

Attention: Pn. Raja Fateha / Pn. Nor Azimah

Tel. No.: 03 – 2084 9000

by ordinary post or delivery by hand, at your own risk, so as to reach the Registrar no later than 5.00 p.m. on 31 October 2003, being the extended closing date of the Restricted Issue.

If you submit an application using the PAL accompanying the Prospectus instead of the PAL A accompanying this Supplementary Prospectus, your application may or may not be accepted at the discretion of the Board.

Subject to the above, all the other terms and conditions applicable in relation to the application (including but not limited to the acceptance, payment, allotment, splitting, renunciation and excess shares application) for the RI Shares as set out in Section 13 of the Prospectus shall remain applicable mutatis mutandis to a new application made pursuant to this Section 28.2(a).

(b) Decline to Submit Any Application

If you decide not to submit any application, after having carefully read and considered the contents of this Supplementary Prospectus, no further action by you is required.

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