

# P R O S P E C T U S



## **TA WIN HOLDINGS BERHAD**

(Company No: 291592-U)

(Incorporated in Malaysia under the Companies Act, 1965)

**PUBLIC ISSUE  
OF 6,000,000 NEW ORDINARY SHARES OF RM1.00 EACH  
AT AN ISSUE PRICE OF RM1.50 PER ORDINARY SHARE PAYABLE  
IN FULL ON APPLICATION**

Adviser and Managing Underwriter



## **PERDANA MERCHANT BANKERS BERHAD**

(Company No. 169955-T)

(A subsidiary of United Merchant Group Berhad (286432-T))

(An associate of Hong Leong Credit Berhad (18064-W))

**THIS PROSPECTUS IS DATED 28 JUNE 2000**

THE APPROVAL OF THE SECURITIES COMMISSION ("SC") SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE PUBLIC ISSUE OF 6,000,000 NEW ORDINARY SHARES OF RM1.00 EACH IN **TA WIN HOLDINGS BERHAD** ("TWHB") AT AN ISSUE PRICE OF RM1.50 PER ORDINARY SHARE. INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF ANY INVESTMENT.

THE ISSUE PRICE OF RM1.50 PER SHARE WAS ENTIRELY DETERMINED AND AGREED UPON BY TWHB AND PERDANA MERCHANT BANKERS BERHAD AS THE ADVISER AND MANAGING UNDERWRITER BASED ON VARIOUS RELEVANT FACTORS. INVESTORS SHOULD FORM THEIR OWN VIEWS ON THE VALUATION OF THE SECURITIES AND THE REASONABLENESS OF THE BASES USED.

A COPY OF THE PROSPECTUS HAS BEEN LODGED WITH AND REGISTERED BY THE REGISTRAR OF COMPANIES, MALAYSIA WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

THE VALUATION OF THE PROPERTIES APPROVED BY THE SC SHALL ONLY BE UTILISED FOR THE PURPOSE OF THE RESTRUCTURING AND LISTING EXERCISE AND SHALL NOT BE CONSTRUED AS AN ENDORSEMENT BY THE SC OF THE VALUE OF THE PROPERTIES FOR ANY OTHER PURPOSES.

THE KUALA LUMPUR STOCK EXCHANGE ("KLSE") ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS OR REPORTS EXPRESSED IN THIS PROSPECTUS. ADMISSION TO THE OFFICIAL LIST OF THE SECOND BOARD OF THE KLSE IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF TWHB OR ITS ORDINARY SHARES.

THE REPORTING ACCOUNTANTS' AND VALUERS' RESPONSIBILITIES WITH REGARD TO THIS PROSPECTUS DO NOT EXTEND BEYOND THE ACCOUNTANTS' REPORT, CONSOLIDATED PROFIT FORECAST AND PROFORMA CONSOLIDATED BALANCE SHEETS AND VALUATION CERTIFICATE. APART FROM THE ABOVEMENTIONED, THE REPORTING ACCOUNTANTS AND VALUERS HAVE HAD NO INVOLVEMENT IN THE PREPARATION OF THIS PROSPECTUS.

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**DEFINITIONS**


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In this Prospectus, the following words and abbreviations shall bear the following meanings except where the context otherwise requires:-

“Acquisition of Ta Win”	:	Acquisition of the entire issued and paid-up share capital of Ta Win comprising 8,000,000 ordinary shares of RM1.00 each for a total consideration of RM35,623,092 satisfied by the issue of 30,081,998 new ordinary shares of RM1.00 each in TWHB at an issue price of approximately RM1.18 per new ordinary share
“Acquisition of Twin”	:	Acquisition of the entire issued and paid-up share capital of Twin comprising 10,000 ordinary shares of HK\$1.00 each for a nominal cash consideration of RM1.00
“Acquisitions”	:	Acquisition of Ta Win and Acquisition of Twin, collectively
“ADA”	:	Authorised Depository Agent
“ADA Code”	:	ADA (Broker) Code
“Application”	:	Application for the Issue Shares by way of Application Form or by way of Electronic Share Application
“Application Form”	:	The application form issued together with this prospectus for application for the Issue Shares
“ATM”	:	Automated Teller Machine
“CDS”	:	Central Depository System
“Electronic Share Application”	:	Application for the Public Issue Shares through a Participating Financial Institution’s ATM
“EPS”	:	Earnings per share
“FIC”	:	Foreign Investment Committee
“Flotation”	:	Listing of and quotation for the entire enlarged issued and paid-up share capital of the Company comprising 40,000,000 ordinary shares of RM1.00 each on the Second Board of the KLSE
“HK\$”	:	Hong Kong Dollar
“Issue Price”	:	RM1.50 for each Issue Share
“KLSE”	:	Kuala Lumpur Stock Exchange (30632-P)
“LMW”	:	Licensed Manufacturing Warehouse
“MCD”	:	Malaysian Central Depository Sdn Bhd (165570-W), a subsidiary company of the KLSE
“MIH”	:	Malaysian Issuing House Sdn Bhd (258345-X)
“MITI”	:	Ministry of International Trade and Industry
“MT”	:	Metric Tonnes

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**DEFINITIONS**


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“NTA”	:	Net tangible assets
“Participating Financial Institution(s)”	:	Participating financial institutions for Electronic Share Application as listed in Section 15.8(o) of this Prospectus
“Perdana Bankers”	:	Perdana Merchant Bankers Berhad ( <i>169955-T</i> )
“PE Multiple”	:	Price earnings multiple
“Public Issue” or “Issue”	:	Public issue of 6,000,000 new ordinary shares of RM1.00 each in TWHB at an issue price of RM1.50 per ordinary share payable in full on application, subject to the terms and conditions of this Prospectus
“Public Issue Shares” or “Issue Shares”	:	The 6,000,000 new ordinary shares of RM1.00 each in TWHB to be issued pursuant to the Issue
“Rights Issue”	:	Rights issue of 3,918,000 new ordinary shares of RM1.00 each in TWHB at an issue price of RM1.50 per share on the basis of 100 new ordinary shares for approximately every 768 existing ordinary shares held after the Acquisitions
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SC”	:	Securities Commission
“Ta Win”	:	Ta Win Industries (M) Sdn Bhd ( <i>193324-U</i> )
“TWHB” or “the Company”	:	Ta Win Holdings Berhad ( <i>291592-U</i> )
“TWHB Group” or “the Group”	:	TWHB and its subsidiaries, namely Ta Win and Twin
“Twin”	:	Twin Industrial (HK) Company Limited ( <i>258865</i> ), a company incorporated in Hong Kong

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