
14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION

14.1 Share Capital

- (i) No ordinary shares will be allotted on the basis of this Prospectus later than six (6) months after the date of issue of this Prospectus.
- (ii) There are no founder, management or deferred shares in the Company. There is only one class of shares in the Company, namely ordinary shares of RM1.00 each, all of which rank *pari passu* with one another.
- (iii) Save for the 2,000,000 ordinary shares of RM1.00 each reserved for the eligible employees and business associates of the TWHB Group, there is no other scheme for or involving the employees of the Group in the capital of the Company or its subsidiaries.
- (iv) Save for the 2,000,000 ordinary shares of RM1.00 each reserved for the eligible employees and business associates of the TWHB Group, no person has been or is entitled to be given or has exercised any option to subscribe for any share, stock or debenture of the Company or its subsidiaries.
- (v) Save as disclosed in Sections 8.2, 8.4 and 8.5 of this Prospectus, no shares, stocks or debentures of TWHB and its subsidiary companies have been issued or are proposed to be issued as partly or fully paid-up for cash or otherwise within two (2) years preceding the date hereof.
- (vi) The Company or any of its subsidiaries does not have any capital which is put under option, or agreed conditionally or unconditionally to be put under option.

14.2 Articles Of Association

The following provisions are reproduced from the Company's Articles of Association which has been approved by the KLSE:-

(a) Changes in Capital and Variation of Class Rights

The provisions in the Articles of Association of the Company as to the changes in capital or variation of class rights which are no less stringent than those required by law are as follow:-

Article 3(ii)

Subject to the provisions of the Act and to these Articles, the shares in the Company shall be under the control of the Directors who may issue, allot, place under option or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper but so that no shares shall be issued at a discount except in accordance with the provisions of the Act.

Provided that

- (a) The Company shall not issue shares so as to transfer a controlling interest in the Company without the prior approval of the members duly signified at a general meeting called for that purpose.
- (b) Every issue of shares pursuant to a share option granted to employees and/or directors shall be approved by shareholders in general meeting and such approval shall specifically detail the amount of shares or options to be issued to each Director. Only directors holding office in full-time executive capacity shall participate in such an issue of shares. However, non-executive Directors may subscribe for shares issued or offered pursuant to a public issue or public offer.
- (c) The total nominal value of issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (d) The rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same.
- (e) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith but in no respect in priority thereto.
- (f) Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and balance sheets and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where any resolution to be submitted to any such meeting directly affects their rights and/or privileges or when the dividend on such preference shares is in arrears for a period of more than six (6) months.
- (g) Every issue of shares shall be made by way of crediting the securities accounts of the member/members with such shares save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event appropriate entries shall be made in the securities accounts of such member/members.

Article 51

The repayment of preference share capital other than redeemable preference shares or any other alteration of preference shareholder rights may only be made pursuant to a special resolution of the preference shareholders concerned and all the provisions contained in these Articles relating to General Meetings shall *mutatis mutandis* apply to every such meeting except that the quorum thereof shall be two members entitled to vote and present in person and holding or representing by proxy or attorney at least one third of the nominal amount of the issued shares of that class PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

Article 49

Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall before they are issued be offered to the members in proportion as nearly as may be to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to the Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner dispose of any such new or original shares as aforesaid, which by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

Article 45

- (1) The Company in General Meeting may by ordinary resolution:
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - (b) Cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled.
 - (c) Sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Act) and so that the resolution whereby any share is subdivided may determine that as between the holders of the shares resulting from such subdivision, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the other as the Company has power to attach to unissued or new shares.
- (2) The Company in General Meeting may by Special Resolution reduce its share capital, any capital redemption reserve fund, or any share premium account in any manner and with, and subject to, any incident authorised and consent required by law.

Article 50

Notwithstanding article 49 above and where there is still in effect a resolution approving the issuance of shares by the Company in accordance with the provisions of Section 132D of the Act, the Company may apply to the relevant stock exchanges on which its shares are listed for waiver of convening an Extraordinary General Meeting to obtain shareholders' approval for further issues of shares (other than bonus or rights issues) where the aggregate issues of which in any one financial year do not exceed ten per cent (10%) of the issued capital.

(b) Transfer of securities

The provision in the Articles of the Company in relation to arrangements for the transfer of securities of the Company and such restrictions thereto on the ease of transferability, in addition to those provided for in the Companies Act, 1965, Rules of the Malaysian Central Depository and KLSE listing requirements, are as follow:-

(i) Articles of Association of the Company

Article 32

The transfer of any shares or class of shares of the Company, shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and, notwithstanding Sections 103 and 104 of the Companies Act, 1965, but subject to subsection 107C(2) of the Companies Act, 1965 and any exemption that may be made from compliance with subsection 107C(1) of the Companies Act, 1965, the Company shall be precluded from registering and effecting any transfer of shares.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

Article 34

The transfer books and Register of Members and debenture holders may be closed for such periods as the Directors think fit provided that eighteen (18) market days notice of intention to close the said registers shall be published in a local daily newspaper circulating in Malaysia and despatched to the relevant Stock Exchange stating the books closing date and the reason thereof, not exceeding in the whole thirty (30) days in each year. The transfer books and Register of Members may be closed for the purpose of determining persons entitled to dividends, interest, or new securities, or rights to a priority of application for issue of securities. A prior notice in accordance with the Rules shall be given to the Central Depository to enable the Central Depository to prepare the appropriate Record of Depositors.

(ii) Companies Act, 1965

The provisions within the Companies Act, 1965 on the transferability of securities are as follows:-

Section 103 (1)

Notwithstanding anything in its articles a company shall not register a transfer of shares or debentures unless a proper instrument of transfer in the prescribed form has been delivered to the company, but this subsection shall not prejudice any power to register as a shareholder or debenture holder any person to whom the right to any shares in or debentures of the company has been transmitted by operation of law.

Section 103 (1A)

Nothing in this section shall be construed as affecting the validity of any instrument which would be effective to transfer shares or debentures apart from this section; and any instrument purporting to be made in any form which was common or usual in use, or in any form authorised or required for that purpose apart from this section before the commencement of this Act, shall be sufficient, whether or not it is completed in accordance with the prescribed form, if it complies with the requirements as to execution and contents which apply to a transfer.

Provided that a company shall be precluded from registering a transfer of shares or debentures, the title of which is evidenced by a certificate that is issued on or after the date of coming into operation of this subsection unless a proper instrument of transfer in the prescribed form has been delivered to the company.

Section 107C (1)

On or after the coming into operation of this section, the transfer of any securities or class of securities of a company whose securities or any class of whose securities have been deposited with a central depository shall be by way of a book entry by the central depository in accordance with the rules of the central depository and, notwithstanding sections 103 and 104, such company shall be precluded from registering and effecting any transfer of securities.

Section 107C (2)

Subsection (1) shall not apply to a transfer of securities to a central depository or its nominee company.

(iii) Second Board Listing Requirements

The provisions of the Second Board Listing Requirements of KLSE on the transferability of securities are as follows:-

Clause 9.5A - Transfers

The transfer of any securities or class of securities of the company, which have been deposited with the Central Depository, shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and, notwithstanding sections 103 and 104 of the Companies Act, 1965 but subject to subsection 107C (2) of the Companies Act, 1965 and any exemption that may be made from compliance with subsection 107C(1) of the Companies Act, 1965, the company shall be precluded from registering and effecting any transfer of securities.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

Clause 9.5B - Transmission of securities from Foreign Register

(1) Where-

- (a) the securities of a company are listed on an Approved Market Place; and
- (b) such company is exempted from compliance with section 14 of the Securities Industry (Central Depositories) Act, 1991 or section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules of the Central Depository in respect of such securities,

such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the company in the jurisdiction of the Approved Market Place (hereinafter referred to as "the Foreign Register"), to the register of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as "the Malaysian Register") subject to the following conditions:-

- (i) there shall be no change in the ownership of such securities; and
 - (ii) the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holder.
- (2) For the avoidance of doubt, no company which fulfils the requirements of paragraphs (a) and (b) of clause 9.5B(1) shall allow any transmission of securities from the Malaysian Register into the Foreign Register.

(iv) Rules of the MCD

The rules within Malaysian Central Depository on the transferability of securities are as follows:-

Rule 8.01 (2)

The Central Depository may, in its absolute discretion, reject a transfer request made by a depositor thereunder, where the reason for the said transfer does not fall within any of the approved reasons as stipulated under Rule 8.03 (1)(c).

Rule 8.05A

Transfers made by the authorised depository agent from the agent's principal or nominee account shall be subject to the Rules in this Chapter.

Rule 9.03 (2)

It shall be the responsibility of the authorised depository agent, in processing the transfer between two securities accounts belonging to different depositors (hereinafter the transfer is referred to as "the inter-account transfer"), to check and ensure the completeness, accuracy and/or genuineness of the documents lodged as follows:-

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form FTF015 (request for express transfer of securities form) fully and properly completed in triplicate;
- (b) the Transferring Depositor has executed the Transferor portion on the said form duly witnessed by another person (other than the Depositor's spouse);

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (c) the Transferring Depositor has stated his reason for the transfer and that the reason is or are amongst any of the approved reasons as stated herein below:-
 - (i) transmission and transfer of securities arising from the provisions of any written law or an order of court of competent jurisdiction;
 - (ii) rectification of errors;
 - (iii) pledge, charge or mortgage;
 - (iv) mandatory offer pursuant to the provisions of the Malaysian Code On Take-overs and Mergers 1988;
 - (v) any other circumstances as deemed fit by the Central Depository after consultation with the Securities Commission;
- (d) documents to support the reason for the transfer; and
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manual.

(c) Remuneration of Directors

The provisions in the Articles of Association of the Company dealing with the remuneration of the Directors are as follows:-

Article 85

The fees payable to the Directors shall from time to time be determined by the Company in General Meeting. The fees payable to the Directors shall not be increased except pursuant to a resolution passed at the General Meeting when notice of the proposed increase has been given in the notice convening the meeting. The Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of Directors. If by arrangement with the other Directors any Director shall perform or render any special duties or service outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration as may be arranged, but so that the same shall not be calculated on turnover. The fees payable to non-executive directors shall be a fixed sum and not on a commission basis or on percentage of profits or turnover and the fees payable to executive Directors may not include a commission on or percentage of turnover.

Article 86

If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as member of a committee of Directors, the Company may remunerate the Director so doing either by a fixed sum or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for the Directors provided that remuneration for extra services payable to a non-executive Director shall not include commission on or percentage of profits or turnover.

(d) Voting and Borrowing Powers of Directors

The provisions in the Articles of Association of the Company in respect of the powers of Directors, in particular the voting powers of Directors in proposals, arrangements or contracts in which they are interested and the borrowing powers exercisable by them and how much borrowing powers can be varied are as follows:-

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

Article 104

No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or arrangement, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relations thereby established, but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest, and no Director so interested shall vote as a Director in respect of any contract or arrangement in which he is so interested directly or indirectly and if he does vote his vote shall not be counted, nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting.

Article 115

- (a) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company.
- (b) The Directors shall not borrow any money or mortgage or charge any of the Company or subsidiaries' undertaking, property, or any uncalled capital, or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

14.3 Directors And Substantial Shareholders

- (i) The names, addresses and occupations of the Directors are set out in Section 2 of this Prospectus.
- (ii) Directors are not required to hold any qualification shares in the Company.
- (iii) There are no existing or proposed service contracts between the Directors and the Company or its subsidiary which are not expiring or terminable within one (1) year by notice or otherwise without payment of compensation (other than statutory compensation).
- (iv) No director, senior executive officer or person nominated to become a Director or senior executive is or was involved in any of the following events:-
 - (a) A petition under any bankruptcy laws filed against such person or any partnership in which he was a partner or any corporation of which he was an executive officer;
 - (b) Conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or
 - (c) The subject of any order, judgement or ruling of any court, tribunal or governmental body of competent jurisdiction permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (v) The aggregate fees, remuneration and emoluments paid to the Directors for services rendered in all capacities to the Company and its subsidiary companies amounted to RM30,000.00 for the financial year ended 31 December 1999. For the financial year ending 31 December 2000, the amount payable to the Directors of the Company, for services rendered in all capacities to the Company and its subsidiary companies is estimated at RM240,000.00.
- (vi) No option to subscribe for securities of the Company or its subsidiary companies was granted to or exercised by any Director during the last financial year ended 31 December 1999.
- (vii) None of the Directors has any interest in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Company and its subsidiaries.
- (viii) Save as disclosed below, none of the Directors or substantial shareholders of the Company was or is interested, directly or indirectly, in the promotion of or in any assets acquired or proposed to be acquired or assets disposed of or proposed to be disposed of by or leased to or proposed to be leased to the Company or any of the subsidiaries within the two (2) years preceding the date of this Prospectus:-

Director/ Substantial Shareholder	Interested transactions	Nature of interest	No. of shares '000	%
Chen Hsi Tao	Acquisition of Ta Win and Twin by TWHB	Director and substantial shareholder of Ta Win and Twin	19,875	49.7
Chen-Yu Kuei Feng	Acquisition of Ta Win and Twin by TWHB	Director and substantial shareholder of Ta Win and Twin	2,125	5.3
Aliyah binti Baharuddin Marji	Acquisition of Ta Win by TWHB	Substantial shareholder of Ta Win	3,364	8.4
Chen Hung Lin*	Acquisition of Ta Win and Twin by TWHB	Director and deemed substantial shareholder of Ta Win and Twin	-	0.0
Ahmad Nasaruddin bin Mansur	Acquisition of Ta Win by TWHB	Substantial shareholder of Ta Win	1,632	4.1
Baharuddin bin Mohamed Ali	Acquisition of Ta Win by TWHB	Substantial shareholder of Ta Win	3,842	9.6
Kasummah bt Salleh	Acquisition of Ta Win by TWHB	Substantial shareholder of Ta Win	1,632	4.1
Datuk Nik Hussain bin Nik Ali	Acquisition of Ta Win by TWHB	Substantial shareholder of Ta Win	1,530	3.8

* *Deemed interested by virtue of his parents' directorship and substantial shareholdings in Ta Win and Twin.*

14. FURTHER STATUTORY AND OTHER GENERAL INFORMATION (Cont'd)

- (ix) According to the Register of Directors' shareholding in the Company as at 15 June 2000 (being the last practicable date prior to the printing of this Prospectus), the direct and indirect interest of the Directors' of the Company before and after the Public Issue are as follows:-

Name of Directors	<-----Before the Public Issue----->				<-----After the Public Issue----->			
	Direct		Indirect		Direct		Indirect	
	No. of Shares '000	%	No. of Shares '000	%	No. of Shares '000	%	No. of Shares '000	%
Chen Hsi Tao	19,875	58.5	*2,125	6.3	19,875	49.7	*2,125	5.3
Chen-Yu Kuei Feng	2,125	6.3	**19,875	58.5	2,125	5.3	**19,875	49.7
Yeoh Chin Kiang	-	-	-	-	-	-	-	-
Aliyah binti Baharuddin Marji	3,364	9.9	-	-	3,364	8.4	-	-
Datuk Ng Peng Hong @ Ng Peng Hay	-	-	-	-	-	-	-	-
Yahya bin Abbas	-	-	-	-	-	-	-	-
Chen Hung Lin	-	-	#22,000	64.7	-	-	#22,000	55.0

* By virtue of the shareholdings of his wife, Mdm Chen-Yu Kuei Feng.

** By virtue of the shareholdings of her husband, Mr Chen Hsi Tao.

By virtue of the shareholdings of his parents, Mr Chen Hsi Tao and Mdm Chen-Yu Kuei Feng.

- (x) Based on the Register of Substantial Shareholders as at 15 June 2000 (being the last practicable date prior to the printing of this Prospectus), the direct and indirect interests of the substantial shareholders of the Company before and after the Public Issue are as follows:-

Name of shareholders	<-----Before the Public Issue----->				<-----After the Public Issue----->			
	Direct		Indirect		Direct		Indirect	
	No. of Shares '000	%	No. of Shares '000	%	No. of Shares '000	%	No. of Shares '000	%
Chen Hsi Tao	19,875	58.5	*2,125	6.3	19,875	49.7	*2,125	5.3
Chen-Yu Kuei Feng	2,125	6.3	**19,875	58.5	2,125	5.3	**19,875	49.7
Ahmad Nasaruddin bin Mansur	1,632	4.8	-	-	1,632	4.1	-	-
Aliyah binti Baharuddin Marji	3,364	9.9	-	-	3,364	8.4	-	-
Baharuddin bin Mohamed Ali	3,842	11.3	-	-	3,842	9.6	-	-
Kasummah bt Salleh	1,632	4.8	-	-	1,632	4.1	-	-
Datuk Nik Hussain bin Nik Ali	1,530	4.5	-	-	1,530	3.8	-	-
Chen Hung Lin	-	-	#22,000	64.7	-	-	#22,000	55.0

* By virtue of the shareholdings of his wife, Mdm Chen-Yu Kuei Feng.

** By virtue of the shareholdings of her husband, Mr Chen Hsi Tao.

By virtue of the shareholdings of his parents, Mr Chen Hsi Tao and Mdm Chen-Yu Kuei Feng.

- (xi) None of the Directors or substantial shareholders are interested, directly or indirectly, in any business carrying on a similar trade as the Company and its subsidiary companies and which is not quoted on a recognised stock exchange.

14. FURTHER STATUTORY AND GENERAL INFORMATION (Cont'd)

14.4 General

- (i) The nature of Company's business and the names of all corporations which are deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 have been disclosed in Section 8 of this Prospectus.
- (ii) The time of the opening and closing of the Application Lists is set out in Section 15 of this Prospectus.
- (iii) The amount payable in full on application of the Public Issue is RM1.50 per share.
- (iv) As at the date of this Prospectus, the Company and its subsidiaries do not have any convertible debt securities.
- (v) The manner in which copies of this Prospectus together with the Application Forms and envelopes may be obtained is set out in Section 15 of this Prospectus.
- (vi) The name and address of the Auditors and Reporting Accountants of the Company are set out in Section 2 of this Prospectus.
- (vii)
 - (a) Underwriting commission is payable by the Company to the Managing Underwriter and Underwriters at the rate of 1.75% of the Issue Price of RM1.50 per share on the total number of shares underwritten as stated in Section 6.1 of this Prospectus;
 - (b) Brokerage will be paid by the Company at the rate of 1% of the Issue Price of RM1.50 per share in respect of successful applicants bearing the stamp of Perdana Bankers, member of the companies of the KLSE, members of the Association of Merchant Banks in Malaysia, members of the Association of Banks in Malaysia or MIH; and
 - (c) Expenses incidental to the listing of and quotation for the entire issued and paid-up share capital of TWHB on the Second Board of the KLSE amounting to approximately RM1,500,000 will be borne by TWHB.
- (viii) Save as disclosed in paragraph (vii) above, no commissions, discounts, brokerages or other special terms have been paid or are payable by the Company and its subsidiaries within the two (2) years immediately preceding the date of this Prospectus for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or debentures of the Company and its subsidiary companies, and no Director or proposed Director or promoter or expert is entitled to receive any such payment.
- (ix) No amount or benefit has been paid or given within the two (2) preceding years of the date hereof, nor is it intended to be so paid or given, to any promoter.
- (x) Saved as disclosed in the consolidated profit forecast and assumptions of TWHB, the Directors are not aware of any material information including trading factors or risks which are unlikely to be known or anticipated by the general public and which could materially affect the profits of the Company and its subsidiary companies.
- (xi) Except for the Public Issue, there is no present intention on the part of the Directors of the Company to issue any part of the authorised but unissued share capital of the Company.
- (xii) The financial conditions and operations of the Company and its subsidiaries are not affected by any of the following:-
 - (a) Known trends or known demands, commitments, events or uncertainties that will result in or are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way;

14. FURTHER STATUTORY AND GENERAL INFORMATION (Cont'd)

- (b) Material commitments for capital expenditure;
 - (c) Unusual or infrequent events or transaction or any significant economic changes that materially affect the amount of reported income from operations; and
 - (d) Known trends or uncertainties that have had or that the Group reasonably expects will have a material favourable or unfavourable impact on revenues or operating income.
- (xiii) During the last and current financial year, there were no:-
- (a) Public take-over offers by third parties in respect of the Company's shares; and
 - (b) Public take-over offers by the Company in respect of other companies' shares.
- (xiv) Save for the 2,000,000 ordinary shares reserved for eligible employees and business associates of the Group pursuant to this Prospectus, there are at present no schemes involving the staff in the capital of the Company or its subsidiary companies.
- (xv) Save as disclosed in Section 6.1 of this Prospectus, no person has been or is entitled to be given an option to subscribe for any shares, stocks or debentures of the Company or its subsidiary companies. Further, no option for any shares, stocks, or debentures of the Company or its subsidiary companies has been granted to or exercised by any Director within the two (2) preceding years from the date of this Prospectus.
- (xvi) No property has been acquired or is proposed to be acquired by the Company or its subsidiary companies in contemplation of the Public Issue.

14.5 Material Litigation

Neither TWHB nor its subsidiary companies are engaged in any litigation, either as plaintiff or defendant, which has a material effect on the financial position of the Company or its subsidiary companies and the Directors have no knowledge of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially and adversely affect the position or business of the Company and/or its subsidiaries.

14.6 Material Contracts

Save as disclosed below, there are no contracts which are or may be material (not being contracts entered into in the ordinary course of business) which have been entered into by the Company and its subsidiaries within the two (2) years preceding the date of this Prospectus:-

- (i) Sale and Purchase Agreement dated 27 June 1998 between TWHB and the shareholders of Ta Win for the acquisition by TWHB 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 purchase consideration of RM35,623,092 to be satisfied by the issuance of 30,081,998 new ordinary shares of RM1.00 each in TWHB at an issue price of approximately RM1.18 per share;
- (ii) Sale and Purchase Agreement dated 27 June 1998 between TWHB and the shareholders of Twin for the acquisition by TWHB of the entire issued and paid-up share capital of Twin comprising 10,000 ordinary shares of HK\$1.00 each for a total purchase consideration of RM1.00 to be satisfied by cash;
- (iii) Underwriting Agreement dated 28 April 2000 between the Company, Perdana Bankers and the underwriters mentioned in Section 2 of this Prospectus to underwrite 4,000,000 ordinary shares of RM1.00 each which are available for application by the Malaysian public and 2,000,000 ordinary shares of RM1.00 each which are not taken up by the eligible employees and business associates, for an underwriting commission of 1.75% of the value of the shares underwritten at an issue price of RM1.50 per share.

14. FURTHER STATUTORY AND GENERAL INFORMATION (Cont'd)

14.7 Contingent Liabilities

Save as disclosed in Section 10.2 of this Prospectus, the Group has no contingent liabilities.

14.8 Consents

- (i) The written consent of the Adviser and Managing Underwriter, Underwriters, Principal Bankers, Issuing House, Solicitors, Registrar to the inclusion in this Prospectus of their names in the manner and form in which their names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- (ii) The written consent of the Auditors and Reporting Accountants to the inclusion in this Prospectus of their name, Accountants' Report and their letters relating to the Consolidated Profit Forecast for the financial year ending 31 December 2000 and Proforma Consolidated Balance Sheets as at 31 December 1999 in the manner and form in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.
- (iii) The written consent of the Valuers to the inclusion in this Prospectus of their name and letter in the manner and form in which they are contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.

14.9 Documents Available For Inspection

Copies of the following documents may be inspected at the registered office of the Company during normal business hours for a period of six (6) months from the date of this Prospectus:-

- (a) Memorandum and Articles of Association of the Company and its subsidiary companies;
- (b) Directors' Report and Accountants' Report as included herein;
- (c) The Reporting Accountants' letters relating to the consolidated profit forecast for the financial year ending 31 December 2000 and proforma consolidated balance sheets as at 31 December 1999, as included herein;
- (d) The letters of consent referred to in Section 14.8 of this Prospectus;
- (e) Audited accounts of TWHB for the five (5) financial years ended 31 December 1999;
- (f) Audited accounts of Ta Win for the five (5) financial years ended 31 December 1999;
- (g) Audited accounts of Twin for the three (3) financial years ended 31 March 1997, nine (9)-month period ended 31 December 1997 and two (2) financial years ended 31 December 1999;
- (h) Material contracts referred to in Section 14.6 of this Prospectus; and
- (i) Valuers' letter on the Group's landed properties as included herein together with the valuation reports referred to herein.

14. FURTHER STATUTORY AND GENERAL INFORMATION (Cont'd)

14.10 Responsibility

- (i) Perdana Bankers acknowledges that to the best of its knowledge and belief, this Prospectus constitutes full and true disclosure of all material facts about the Issue and the TWHB Group, and is satisfied that the consolidated profit forecast for the financial year ending 31 December 2000 (for which the Directors are solely responsible) have been stated by the Directors after due and careful inquiry.
- (ii) This Prospectus has been seen and approved by the Directors of the Company and they individually and collectively accept full responsibility for the accuracy of the information given and confirm that after having made all reasonable inquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.