8. INFORMATION ON THE DEGEM GROUP

8.1 History and Activity

Degem was incorporated in Malaysia under the Companies Act, 1965 on 3 January 1997 as a private limited company under the name of Delta Riviera Sdn Bhd. Subsequently, on 27 February 1997, the Company changed its name to Degem Sdn Bhd. To facilitate its listing on the Second Board of the KLSE, the Company was converted to a public limited company on 7 March 1997 and assumed its present name.

The present authorised capital of Degem is RM50,000,000 comprising 50,000,000 ordinary shares of RM1.00 of which 35,000,000 ordinary shares have been issued and fully paid-up.

The Choong brothers comprising Chong Kai Sun @ Choong Kai Sun, Choong Kai Soon, Choong Kai Fatt and Choong Khoi Onn are the prime movers behind the Group's success. They also have the assistance of a family friend, Koh Eng Yeah, who has been with them since 1982.

Chong Kai Sun @ Choong Kai Sun, one of the brothers, has been in the jewellery business since 1970. In 1982, he started a jewellery company called Thye Loong Goldsmiths & Jewellers Sdn Bhd. The name was changed to Poh Yik Thye Jewellers in 1983 and later to P.Y.T. in 1995. As the business grew, the Choong brothers invested in machinery and equipment to improve the quality and the finishing of their products.

Previously, the Group had three (3) subsidiary companies, namely P-Manufacturing, P-Medal and Tong Yek, involved in manufacturing activities. However, the activities of these three (3) subsidiaries were consolidated in 1999 and 2000 under Inticraft pursuant to a rationalisation exercise in order to achieve a higher degree of production cost efficiency. P-Manufacturing is now inactive whereas P-Medal is involved in trading in gold medals and badges and Tong Yek is an investment holding company.

Since the establishment of the business in 1982, the Choong brothers have expanded the business to include P-Jewellers, P-Ampang, Diamond & Platinum, Inticraft, P-Manufacturing, P-Medal, Tong Yek, Diamond Mart and Telenaga.

Pursuant to the IPO, Degem was restructured as an investment holding and property investment company. The principal activities of Degem's subsidiaries are as follows:-

Subsidiary company	Equity interest held (%)	Principal activities
P.Y.T.	100.0	Investment holding and trading in gold and jewellery
P-Jewellers	100.0	Investment holding and trading in gold and jewellery
P-Ampang	90.0	Trading in gold and jewellery
Diamond & Platinum	60.0	Trading in diamonds and jewellery
Inticraft	100.0	Manufacturing and trading in gold and jewellery
P-Medal	100.0	Trading in gold medals and badges
Tong Yek	100.0	Investment holding
Diamond Mart	100.0	Property investment
Telenaga	100.0	Property investment
P-Manufacturing	100.0	Inactive

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

8.2 Changes in Share Capital

The changes in the issued and paid-up share capital of Degem since its incorporation are as follows:-

Date of allotment	No. of ordinary shares of RM1.00 each allotted	Consideration	Cumulative issued and paid-up share capital RM
03.01.97	2	Cash	2
31.03.01	34,999,998	Issued pursuant to the acquisition of P.Y.T. at approximately RM1.12 per share	35,000,000

8.3 Flotation Exercise

As an integral part of the listing of and quotation for the entire issued and paid-up share capital of Degem on the Second Board of the KLSE, Degem undertook the acquisition of the P.Y.T. Group which was approved by the SC on 30 January 2001. The approvals from MITI were obtained on 9 September 2000 and 15 June 2001 and the approval from FIC was obtained on 25 September 2000.

Details of the restructuring scheme are as follows:-

8.3.1 Acquisition

On 31 March 2001, Degem acquired the entire issued and paid-up share capital of P.Y.T. comprising 1,914,750 ordinary shares of RM1.00 each for a purchase consideration of RM39,065,304 satisfied by an issuance of 34,999,998 new ordinary shares of RM1.00 each in Degem at an issue price of approximately RM1.12 per ordinary share.

The Degem shares issued pursuant to the Acquisition are ranked pari passu in all respects with the other existing issued and paid-up ordinary shares of the Company including voting rights and the right to all dividends and other distributions that may be declared subsequent to the date of this Prospectus.

The purchase consideration for P.Y.T. was arrived at based on the proforma audited consolidated NTA of the P.Y.T. Group as at 31 December 1999 of RM39,065,304.

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8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

The number of new Degem shares issued by Degem to the vendors of P.Y.T. pursuant to the Acquisition are set out below:-

Name	No. of P.Y.T. shares held	Equity interest %	Purchase consideration RM	No.of new Degem Shares issued
Legion	1,340,325	70.0	27,345,712	24,499,999
Hasan bin M. Taib	382,950	20.0	7,813,060	6,999,999
Tunku Mohd Patani bin Tunku Nong Jiwa	74,680	3.9	1,523,643	1,365,086
Hanafi bin Abd Rahman @ Ahmad	59,360	3.1	1,211,081	1,085,050
Datuk Ahmad Merican bin S.T. Merican	57,435	3.0	1,171,808	1,049,864
	1,914,750	100.0	39,065,304	34,999,998

8.3.2 Offer for Sale

The Offeror, Legion, shall carry out an Offer for Sale of 1,400,000 ordinary shares of RM1.00 each in Degem at an offer price of RM1.60 per share. The Offer Shares represent approximately 3.33% of the enlarged issued and paid-up share capital of Degem of 42,000,000 ordinary shares of RM1.00 each, upon completion of the IPO. The Offer Shares are allocated to Bumiputra investors approved by MITI.

8.3.3 Public Issue

Degem shall carry out a Public Issue of 7,000,000 new ordinary shares of RM1.00 each in Degem at an issue price of RM1.60 per share. The Public Issue Shares represent approximately 16.67% of the enlarged issued and paid-up share capital of Degem of 42,000,000 ordinary shares of RM1.00 each, upon completion of the IPO. The Public Issue Shares are allocated in the manner set out in the table below:-

Allocation	Number of Public Issue Shares
Bumiputra investors approved by MITI	700,000
Eligible employees of the Group	2,100,000
Malaysian public	4,200,000
Total	7,000,000

The utilisation of the proceeds arising from the Public Issue is detailed in Section 6.6 of this Prospectus.

8.3.4 Listing

The listing of and quotation for the entire enlarged issued and paid-up share capital of Degem comprising 42,000,000 ordinary shares of RM1.00 each on the Second Board of the KLSE.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

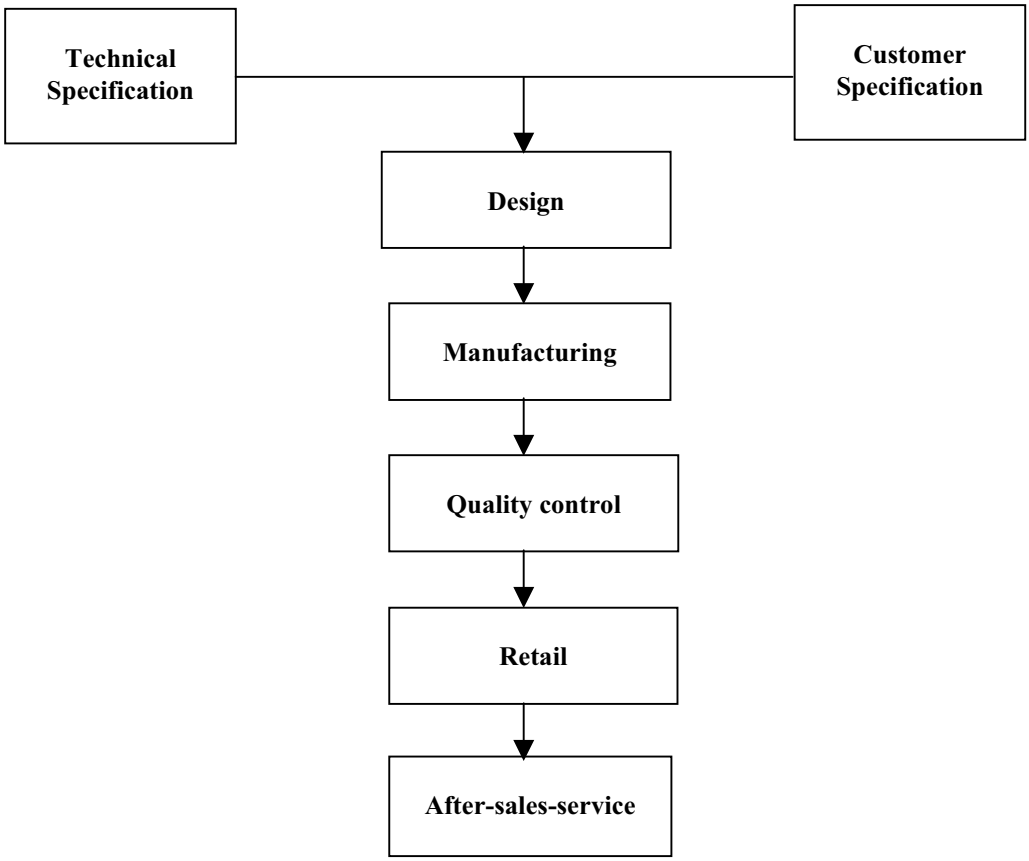
8.4 Business Overview of the Degem Group

8.4.1 Group Structure

The Group structure of Degem is summarised as in Section 2 of this Prospectus.

8.4.2 Principal Products and Services

The Group is involved in all aspects of jewellery making and trading i.e. from purchasing, designing, manufacturing, quality control to trading to after-sales services. The following diagram shows an overview of the Group's activities:-



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8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(i) Overview

The manufacturing factory comprises eleven (11) departments which are in-charge of different parts of the manufacturing process as stated below:

(a) Collecting orders for the jewellery and distribution of raw materials for production purposes;
(b) Manufacturing of custom-made jewellery department;
(c) Manufacturing of mass production jewellery department;
(d) Waxing process department;
(e) Rubber cast production department;
(f) Gold and platinum melting process department;
(g) Gemstone mounting process department;
(h) Polishing process department;
(1) Electroplating and laser correction process department;
(j) Franking process department; and
(k) Quality control checkpoint.

The Group manufactures a wide range of jewellery including but not limited to the following:-

(i) necklaces;
(ii) chains;
(iii) anklets;
(iv) bangles/bracelets;
(v) rings;
(vi) earrings;
(vii) brooches;
(viii) pendants;
(ix) medals; and
(x) specific products like tie pins, cuff-links, object de art, etc. as requested by corporate customers.

(ii) Manufacturing Process

Design

Most jewellery are designed by Inticraft's in-house designers. Once the designs are completed, it would be passed to the raw materials department where the person-in-charge would determine how much and what type of raw material is required for that design.

Raw Materials Department

All the gold bullions are purchased by Inticraft from the local banks and authorised dealers. Gold bullions are cut into the required size and mixed accordingly with other metals like copper and silver to obtain gold of various grades like 18-k, 20-k and 22-k, called gold bullets. The melting of all the metals are done in the melting department in Inticraft using electronic metal melting furnace. Degem checks the gold bullets to determine that the quality of the gold is as graded. The weight of the gold bullets is recorded for control purpose before passing on to the raw materials department of Inticraft.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Gemstones are provided according to the design's requirements. The staff will also determine which craftsman would be in-charge of manufacturing the design according to his skills. The selected craftsman is then required to sign a requisite form specifying the raw materials he had taken/received for that design.

Custom-made jewellery

For custom-made design, the design and the raw materials for the design are passed to the selected craftsman in the custom-made department, who would then be solely responsible for producing the finished designed jewellery.

The craftsman uses heat and hand-held equipment to mould the gold into the required design and mount the gemstones accordingly. Once completed, the finished jewellery is cleansed using an ultrasonic cleaning machine. The jewellery is then passed to the quality control checkpoint where it would be checked for defects and to ensure that it satisfies the quality requirements. Once it has passed the quality control checkpoint, the jewellery would be weighed and checked against the raw materials taken by the jeweller-in charge for control purpose. This completes the process of a custom-made jewellery order.

Mass production jewellery

For mass production jewellery, only the required gold and design would be passed to the craftsman in the mass production department.

The craftsman is responsible for hand-moulding the gold into the required design. Upon completion, the designed jewellery is passed to the quality control checkpoint to be checked for defects and its quality. The gold design would serve as a master cast for the production of rubber mould slabs.

The checked gold cast is then passed to the staff in the rubber cast production department.

Rubber cast production

The staff of the rubber cast production department would place the gold cast in the middle of a piece of rubber strip and fit the rubber strip according to the gold cast. The gold cast would have a long narrow extension to link the cast to the outside of the rubber slab, which would serve as the opening for wax injection later. Once this is done, another piece of rubber strip would be pasted against the cut rubber strip. This would be repeated until approximately seven (7) pieces of rubber strips resembling a multi-decker sandwich holding the gold cast is completed.

This rubber sandwich would be placed under a vulcanizer machine, which would press the rubber sandwich under high temperature to melt the strips together to form the rubber slab. This process takes approximately half an hour to complete.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Waxing department

Once the rubber slab has cooled, it would be sent to the waxing department where another staff would skilfully cut the rubber slab into half using surgical knife so that the gold cast can be removed and its design imprinted in the rubber slab through the heating process.

The rubber slabs are held together and molten wax would be injected inside using the vacuum wax injector machine to fill the imprint of the design. Once cooled, the wax cast is removed from the rubber slabs and any uneven edges would be melted off from the wax cast. The wax cast is then shouldered to a cylinder wax tube which would serve as the "tree trunk". This process is repeated until a few wax cast is stuck to the same cylinder wax tube, thus resembling a "tree".

The wax tree is then weighed to determine how much of gold/platinum is required to produce a gold or platinum tree before it goes to the gold/platinum melting department.

GoId/platinum melting department

The melting department staff would place the tree into a cylinder-shaped metal container. He then mixes crystalline silica powder with water if gold is used to produce the tree. The mixture is then poured into the container with the wax tree. The container would be placed on a vacuuming machine which would shake and spin the mixture inside the container for a few minutes to remove the oxygen bubbles so that a solid crystalline silica cast would be formed.

The container is then placed inside a burnout furnace for about four (4) hours. This process would harden the crystalline silica cast and the intense heat would evaporate the wax, leaving only its tree imprint behind. Once removed and cooled, gold bullets obtained from the raw material department would be melted using the electronic metal melting furnace and the molten gold would be poured inside the crystalline silica cast to fill the tree imprint.

Once cooled, the crystalline silica cast would be broken and the harden gold tree will be washed with water to remove the remaining crystalline silica on the gold tree. A craftsman would then snip the gold items off the tree. The gold items are then refined by the craftman. These gold items would be sent to the quality control to be checked for defects and its quality.

Gemstone mounting department

The completed gold item is then sent to the gemstone mounting department if gemstones are part of the design. The mounting would be done by specific craftsman according to his skills.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Polishing department

The completed gold item with the gemstones would be sent for polishing using a polishing machine. If the gemstones make certain parts of the gold item not accessible for polishing, then the polishing process would be done first before the mounting of the gemstone and again after the mounting of the gemstones.

Electroplating and laser welding department

Some items are electroplated on the exterior with gold or platinum. This would be done using the electroplating machine. The electroplated item would be sent for polishing at its final stage.

For items with minor defects, eg. chip holes, the laser welding instrument is used to seal the hole with its appropriate metal in the form of a thin wire. Once the hole is filled up, it would be sent for polishing and electroplating again for a complete finishing.

Franking department

Inticraft sometimes receive orders for certain items that are manufactured using the franking process, eg. the state decoration medals for the Istana, Sabah. The steel mould for the franking design is sourced from third-party manufacturers. The steel mould is then used to imprint its design using the hydraulic pressing machine on the blank coin/medal prepared according to client's specifications. The franked product is then sent for polishing and refinement.

The management of Degem is proactively aware of its customers' emphasis on the quality and workmanship of Degem's products, commensurate with the price levels commonly identified with jewellery. As such, the Group maintains strict quality controls throughout the manufacturing process. Further, the Group's craftsmen work under the strict supervision of more senior craftsmen to ensure high quality workmanship. Inticraft only manufactures for the Group and does not provide its manufacturing services to other competitors.

Quality control

Degem Group is committed to organisation wide quality control and assurance processes, involving everyone from senior management, craftsmen right through to the sales executives. Degem's quality strategy includes an efficient combination of technology and skilled personnel to produce quality jewellery that meet customer requirements.

Degem's quality control includes incoming quality control, in-process quality control and out-going quality control. In-coming quality control covers activities that check the quality and authenticity of jewellery and raw material through inspection while in-process quality control is responsible for regular monitoring of work-in-progress to ensure quality is maintained. Out-going quality control inspects finished jewellery to ensure conformance with customers' and technical specifications as well as with regulatory requirements.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(iii) Sources and Availability of Raw Materials

Material	Source
Gold	Major local bank i.e. Public Bank Berhad and local dealers i.e. MKS Precious Metals Sdn Bhd
Diamond	Trading centres in New York (USA), Antwerp (Belgium) and Hong Kong.
Other precious stones like ruby, sapphire and emerald, jade and pearls	Suppliers from USA, Thailand, Hong Kong and Singapore.

Degem does not enter into contracts for the supplies of its diamonds as there are many suppliers in the global market. Degem obtains its raw materials from a few regular suppliers for the larger sized diamonds. Large sized diamonds are rare and they are not usually available from many other suppliers, unlike the smaller diamonds or commercial diamonds which are readily obtainable from many suppliers in the market.

Degem purchases its gold supply from the local banks like Public Bank Berhad and UOB Bank (Malaysia) Berhad. Gold does not face any threats of future shortage as it is considered a monetary item and is held in reserves by central banks of every country. The price of gold is determined by supply and demand and is traded over exchanges like New York Metal Exchange and London Metal Exchange.

The supplies of other precious gemstones vary according to its quality. Supply of certain precious gemstones like higher quality sapphires and rubies are depleting and thus, command very high prices. Due to the shortage of supply of higher quality gems, it is a common practice to purchase what is available in the market. The supply of lower or normal quality gemstones can be obtained through various suppliers in the market. The price of diamond is traded over exchanges like the New York Diamond Exchange.

As there are many suppliers of gemstones in the global market, the Group is able to obtain its raw materials from various suppliers. This allows the Group to obtain its raw materials at the most competitive price without compromising on the quality.

The good working relationship that the Group has built with its suppliers ensures a constant and reliable supply of diamonds at all times. The length of working relationship between the Group and its major suppliers varies from a few years to as long as nineteen (19) years.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(iv) Location of Production Facilities

Inticraft, a subsidiary company of Degem, produces jewellery. It has a manufacturing factory that occupies a production floor area of approximately 5,040 sq. ft. at 2nd Floor, No. 45, 47 & 49, Jalan SS2/55, 47300 Petaling Jaya, Selangor. The said factory comprises eleven (11) departments which are in-charge of different parts of the manufacturing process as stated in 8.4.2 (i) of this Prospectus.

(v) Production/Operating Capacities and Output

The production capacities and output of hand-made jewellery produced or manufactured by Degem are as follows:-

Items	Maximum Capacity (units per month)	Present Output (units per month)
Hand-made jewellery	1,300	1,000

(vi) Retail

The jewellery manufactured by the Group is sold through the Group's jewellery shops. The Group also sells jewellery under its own brandnames; namely "Happy Eight" and "Rembrandt Collezione". Further, the Group sells "FABERGE" jewellery which is world renowned for its Faberge eggs. Currently, the Group is the only supplier of "FABERGE" jewellery in Malaysia.

The Degem Group intends to increase its number of outlets in major urban centres to further enhance its profile and image/brandname.

(vii) After-Sales Service

The Group's after-sales services include jewellery advice, cleaning, polishing, designing, engraving, upgrading and repairs. Those involved in sales are given in-house training which are conducted by senior sales staff and management. Moreover, senior sales staff are required to undergo courses in jewellery, both locally and overseas.

Another important aspect of the after-sales service is the Group's policy to accept trade-in (for purchase) of jewellery, especially for diamonds. Customers usually trade-in jewellery for the purpose of re-manufacturing into newer design or exchanging for other items.

The items to be traded-in could be in the form of pure gold jewellery or jewellery with gemstones. The Group accepts trade-in for both as their staff are well trained and knowledgeable about jewellery products. Other players usually accept trade-ins for gold jewellery only and not those with gemstones. This could be due to insufficient experienced staff to verify the quality or authenticity of the gemstones.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

8.4.3 Market Share/Position

There are no official statistics and reports on the key players in local gold and jewellery industry. However, according to the Board of Directors of Degem, the key players in the local industry are Degem, Habib Corporation Bhd ("Habib"), Selberan Jewellery Sdn Bhd ("Selberan") and Poh Kong Jewellers Sdn Bhd ("Poh Kong"). The remaining players comprise mainly the smaller operators with limited outlets.

According to the Board of Directors of Degem, the jewellery industry is a monopolistic market as there are many players in the market with differentiated products offered by the players. The level of competition differs among the players depending on the types of jewellery the players produce and what type of market they target at. Players differentiate themselves through price, design, quality and after-sale service. Those purely in retail normally compete through price reduction thereby reducing their returns. Players with manufacturing facilities have a significant cost advantage over those purely in retail.

Hence, it is reasonably difficult to ascertain the market share of each player in this industry as the product differentiation strategies of each player will determine the type of customers and the market share which the player would like to capture.

Over the years, Degem has built a reputation for its quality products and workmanship. In order to capture a larger market share, Degem has also ventured into the lower end market via Diamond & Platinum whereas P.Y.T. is still targeting the higher end market. Thus, Degem Group is able to cater its products to clients in every income bracket.

The market positioning strategy of Degem is disclosed in the ensuing section.

8.4.4 Markets, End-Users and Demand

(i) Markets - Local vs. Export

The Group's range of jewellery is mainly meant for the local market. Some local jewellery is also purchased by tourists and expatriates living in Malaysia.

The Group started its export business in April 1997 to Firestone & Co. Hong Kong, (a company with its headquarters in New York and branches in Taiwan and Hong Kong). For the financial year ended 2000, export sales contributed 0.7% to the total Group sales turnover. The current export sales to overseas markets is still insignificant as compared to the total sales turnover of the Group.

Degem will endeavour to conduct more road shows and exhibitions to establish a jewellery network and to promote its jewellery in the overseas markets.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(ii) Retail Market - High End vs. Low End

Currently, the Group's retail business is conducted through four (4) subsidiary companies, the branches of which are set out below:-

Subsidiary company	Branch/ location
P.Y.T.	• SS2, Petaling Jaya • State New Town, Petaling Jaya • Subang Jaya
P-Jewellers	• Bangsar • Suria KLCC
P-Ampang	• Ampang
Diamonds & Platinum	• Bangsar • Mid-Valley Megamall • Sungei Wang Plaza • Sunway Pyramid • The Mall

The gold and jewellery sold in P.Y.T., P-Jewellers and P-Ampang are intended to cater to the higher-end market whereas the jewellery sold in Diamonds & Platinum cater to the mid to lower-end market as well as the younger age groups. With these two (2) different markets, P.Y.T. ensures that its products are affordable for people of all income levels. The types of jewellery sold in P.Y.T., P-Jewellers and P-Ampang also differ from Diamonds & Platinum. P.Y.T., P-Jewellers and P-Ampang are more centered towards the elegant and sophisticated style which cater for the more mature clientele with higher purchasing power while Diamonds & Platinum concentrates on the younger and trendier generation. The more affordable prices of Diamonds & Platinum allow younger people to purchase jewellery and to keep up with fashion trends.

The Group's retail shops are currently centered in the Klang Valley. This is a conscious effort by the management of the Group to concentrate its efforts in the Klang Valley. This is because the highest concentration of potential clientele with purchasing power is in the Klang Valley.

Since the Group manufactures most of its own jewellery, the Group is able to offer high quality jewellery, a wide range of jewellery products and excellent workmanship and service.

Although the Group now concentrates its activities mainly in the Klang Valley, the management plans to explore other geographical areas once the Group has fully penetrated the Klang Valley market. The Group's expansion plans are set out below:-

(i) Opening of more outlets in the Klang Valley, especially in high traffic areas like shopping malls.

(ii) Expansion of its manufacturing activities

The Group plans to invest more in automation process and to upgrade to higher technology manufacturing process. Degem frequently sends its team of researchers overseas to source for the latest developments in the global jewellery industry. This includes research into the latest technology available in the global jewellery industry. The management would then evaluate the costs and benefits of the technology and would only employ the technology which is beneficial to the Group.

A strong aspect of the Degem Group's retail business as compared to other companies is that the Group does not practise the franchise system.

The advantages of not franchising are as follows:-

(a) a higher margin as the Group does not have to share profits and/or pay royalty fees;

(b) more control over their products in terms of quality, prices and design; and

(c) no conflict of interest in the direction of the business and which therefore enables the Group to have a focused business plan.

8.4.5 Methods of Distribution/Marketing and Sales

High quality jewellery and good after-sales services have contributed to P.Y.T.'s good reputation in the jewellery industry. As such, it is common that new customers of P.Y.T. are referred to P.Y.T. by its existing clients.

The manufacturing of the state decoration medals for the palace (Istana) in Sabah has been consistently awarded to P.Y.T., indicating satisfaction with the quality and workmanship of P.Y.T.'s products. Corporate and custom made products are also received from potential customers who have been referred by satisfied clients.

Degem also allocates approximately 1.2% of its turnover (RM1 million) for advertising and promotional expenses. The Group advertises in major newspapers like The New Straits Times and The Star, in magazines like Malaysia Tatler, Female, Jelita and Sister Pictorial and occasionally via radio.

Degem also holds promotions and sales approximately two (2) to three (3) times a year to boost its sales during the non-festive period. The affluence, purchasing habits, lifestyle and spending power of its end-consumers will determine the promotion strategies adopted by its marketing personnel.

For the past four (4) years, the Group also actively promoted its jewellery through exhibition sales (roadshows) which were conducted in leading hotels in Peninsular Malaysia and other countries which include Singapore, United Arab Emirates, Hong Kong and Bahrain.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

8.4.6 Major Suppliers

Most of the suppliers are essentially loose diamonds, gemstones and gold bullions suppliers. Save for Centimax Enterprise Sdn Bhd ("Centimax") which is the supplier of finished goods of gold, diamonds and gemstones, Degem Group is not dependent on any other single supplier (i.e. not more than 10% of the Group's supplies).

In the event if Degem is unable to source for the products supplied by Centimax which are finished goods of gold, diamonds and gemstones rather than loose diamonds, gemstones and gold bullions, the Company is able to source similar products from Gold Theme Ltd., City Pearl International Ltd. and other suppliers in the market. The supply of finished goods of gemstones can be obtained through various suppliers in the market.

The following table set out the major suppliers of Degem Group for the financial year ended 31 December 2000:-

% of Purchase	Suppliers	Products Supplied	Length of Relationship Years
9% to 20%	Centimax Enterprise Sdn Bhd	Gold, Diamonds and Gemstones - Finished goods	4
5% to 9%	MKS Precious Metals Sdn Bhd	Gold bullions	5
	Afghan Malaya Trading Co. Pte. Ltd.	Diamonds	10
	Indigems Sdn Bhd	Diamonds	9
	Basal Trading & Sons Ltd.	Diamonds	5
3% to 5%	Eurostar Diamond Traders	Diamonds	6
	Emha Diamond Pte. Ltd.	Diamonds	9
	Hima Gems Pte. Ltd.	Diamonds and Gemstones	9
1% to 3%	Chan Kwong Kee (M) Sdn Bhd	Gold bullions	4
	Chow Chai Weng Goldsmith	Gold bullions	19
	United Overseas Bank (Malaysia) Berhad	Gold bullions	2
	C. Mahendra Exports (H.K.)	Diamonds	1
	Facets Singapore Pte. Ltd.	Diamonds	7
	Olympic Diamond Corporation	Diamonds	1
	Interdiam Sdn Bhd	Diamonds	3
	E. Schreiber ING.	Diamonds	5
	Hini Star	Diamonds	4
	Ernst Faber Inc.	Diamonds	6
	Schoeffel (M) Sdn Bhd	Pearl	8
	K.V. Gems Co. Ltd.	Gemstones	4
	Tara & Sons Inc.	Gemstones	1
	Diarough European Sales N.V.	Gemstones	3
	Firestone Co.	Diamonds and Gemstones	14
	Gold Theme Ltd.	Gold - Finished goods	5
	City Pearl International Ltd.	Diamonds - Finished goods	2

Currently, Degem is the only supplier and sole agent for "FABERGE" jewellery in Malaysia. Its continuous supply of "FABERGE" jewellery is dependent on Victor Mayer GmBH & Co. which is the only licensee world-wide authorised by Faberge Co., New York to manufacture jewellery under "FABERGE".

Degem has entered into an agency agreement with Victor Mayer GmBH & Co. on the basis of a long term business agreement to promote and sell "FABERGE" jewellery in Malaysia.

8.4.7 Major Customers

The nature of the Group's business is retail and thus does not rely on a single or limited number of customers. It relies on a wide customer base from all income levels as it has a wide range of products to suit the different income category of each customer. Although the Group has regular customers, their purchases are not significant to the Group as a whole.

8.4.8 Seasonality

Sales are generally higher during the festive seasons like Hari Raya, Chinese New Year, Christmas and Valentine's Day which are from December to February. Sales are also higher during certain months which are considered auspicious by Malaysians for weddings.

8.4.9 Material Financial Arrangements with Suppliers

Degem procures gold from major local banks while diamonds and other precious stones are sourced from overseas suppliers. Purchase of gold bullions is settled by cash. Purchases of diamonds are settled by cash (US$) or credit depending on the carat size. For smaller diamonds below one (1) carat, the credit period is normally between one (1) to six (6) months. For larger diamonds above one (1) carat, the credit period is usually one (1) month.

8.4.10 Relationship with its Major Shareholders

Chong Kai Sun @ Choong Kai Sun, Choong Kai Fatt, Choong Khoi Onn and Choong Kai Soon are brothers who have consistently held a controlling stake in P.Y.T. since its incorporation in 1982. Subsequent to the IPO, the Choong siblings, Koh Eng Yeah and Liew Chin Fong have a controlling interest of 55% in Degem via their collective shareholdings in Legion. Mr Koh Eng Yeah, who is a substantial shareholder of Legion, has been with P.Y.T. since 1982. The other major shareholder, Hasan bin M. Taib, has been with P.Y.T. since 1995.

As such, Legion will be able to control the outcome of certain matters requiring the votes of the Company's shareholders unless it is required to abstain from voting and deliberating by law and/or the relevant authorities.

8.4.11 Order of Delivery Backlog

The Group does not face any problems with backlog orders. Custom-made orders are delivered within one (1) month if the design of the order is complicated.

Currently, the machinery are not producing up to its maximum capacity. Should there be a reasonable increase in demand for jewellery, Degem is able to meet the demand with its existing resources.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Orders for diamonds from suppliers take an average of three (3) days for delivery.

Degem does not maintain a specific amount of stock in inventory. Degem usually places its orders for its raw materials if the prices and the quality of the raw materials available at that time is favourable. As delivery takes approximately three (3) days, it is not necessary for Degem to maintain a high level of stock in inventory.

Save for the conventional designs that are not subject to fashion trends, Degem does not replenish its existing range of design jewellery once it has been sold, unless the demand for that range is high. However, Degem maintains a catalog of all its range of designs. Therefore, if customers would like to purchase any design that is not kept in stock, Degem can easily re-order the design from Inticraft as the rubber mould for all the designs are kept in stock.

8.4.12 Interruption of Business During the Past Twelve Months

The Degem Group is currently managed by the Choong siblings together with a pool of external professionals, who have charted the growth of the Group to its position today. Through the proper and detailed planning of the Choong siblings and the professionals, during the past twelve (12) months, the Degem Group did not face any interruptions in the businesses which have had a significant effect on the operations of the Group.

8.4.13 Material Research and Development

The management of Degem understands that to keep abreast with new developments, the Group has to constantly upgrade the quality of its products and introduce new products to meet the changing demands and tastes of its customers. This strategy is important to stay ahead of its competitors. The Group already has well qualified designers who have won numerous awards at local and overseas competitions.

The Group subscribes to three (3) important magazines i.e. Rapapport Diamond News, Jewellery News Asia and Gem and Gemology (from GIA) to keep abreast of the latest development in the world jewellery business.

Currently, the R&D team consists of Chong Kai Sun @ Choong Kai Sun who has thirty (30) years of experience in the jewellery industry whilst Choong Kai Fatt and Choong Kai Soon have twenty five (25) years and twenty (20) years of experience respectively. The Group allocates approximately RM300,000 per annum for the R&D team to conduct research on new products, explore new markets, discover new production methods and identify and purchase the necessary machinery that lower the cost of production. The R&D team focuses on exploring and researching for the latest innovative designs available. It also analyses and studies the techniques/techonology employed to produce quality jewellery overseas and transfers the same into Malaysia.

As a result of the R&D team's activities, the Group has developed and implemented the following:-

(i) The introduction of a new concept, which is now marketed under the Diamond & Platinum label. These outlets display mainly white gold and platinum jewellery at medium price range and target the young and contemporary Malaysians. The Degem Group is the leader in the introduction of this concept to Malaysians; and

(ii) In line with that, and with the acquisition of the platinum melting machine and laser wielding machine, the Degem Group is one of the few who are able to produce platinum items in Malaysia. Currently, most of the platinum jewellery sold in Malaysia is imported from overseas.

8.4.14 Training and Human Resource Development Programmes

The training and development programmes that are conducted by Degem is outlined as follows:-

(a) On-going Product Knowledge Traning

This in-house training programme is conducted by Degem's sales managers. The training is to improve the product knowledge of new sales and inventory staff as well as to upgrade the product knowledge of the existing staff.

(b) Selling Skills & Effective Customer Service Training

This training programme is to improve the selling skills of its sales staff i.e. Sales Department Heads, Sales Managers and Assistant Managers from all the outlets.

(c) ISO 9001 Training

The Group is working towards attaining the accreditation of ISO 9001. In order to achieve the objective, the manufacturing staff from Inticraft factory are sent for ISO 9001 training programmes to familiarise them with the standards required under the ISO 9001.

(d) Gemological Institute of America (GIA) Distance Education Graduate Diamonds Programme

Degem also sponsors selected sales staff to study gemology through correspondence training. Currently, five (5) sales staff are being sponsored by the Group.

In order to keep abreast with the latest development of the jewellery industry, external speakers are invited to provide training for the senior staff. Attendance and active participation at selected industry conferences, exhibitions and external courses are also encouraged for the senior staff of the Group.

8.4.15 Key Achievements/Awards

The Degem Group is staffed by experienced designers who study and develop new products as well as improve on existing ones. The design team also makes regular overseas visits to trade fairs to keep up with the latest trends and fashions. The existing two (2) Senior Designers have won numerous awards in local and overseas design competitions.

Awards received by the two (2) Senior Designers are summarised as follows:-

(a) Diamonds Today Design Awards in the Working Women Category in 1991;
(b) Diamonds Today Design Awards in the Modern Women Category in 1991;
(c) Diamonds Today Design Awards in the Elite & Ethic Category by De Beers in 1993;

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(d) Singapore International Diamond Design Competition in the Pret a Proter Jewellery Category in 1993;
(e) Hong Kong Diamond for Modern Women Design Competition in 1995; and
(f) Golden Design Award by World Gold Council in 1996.

8.5 Management Succession Plan

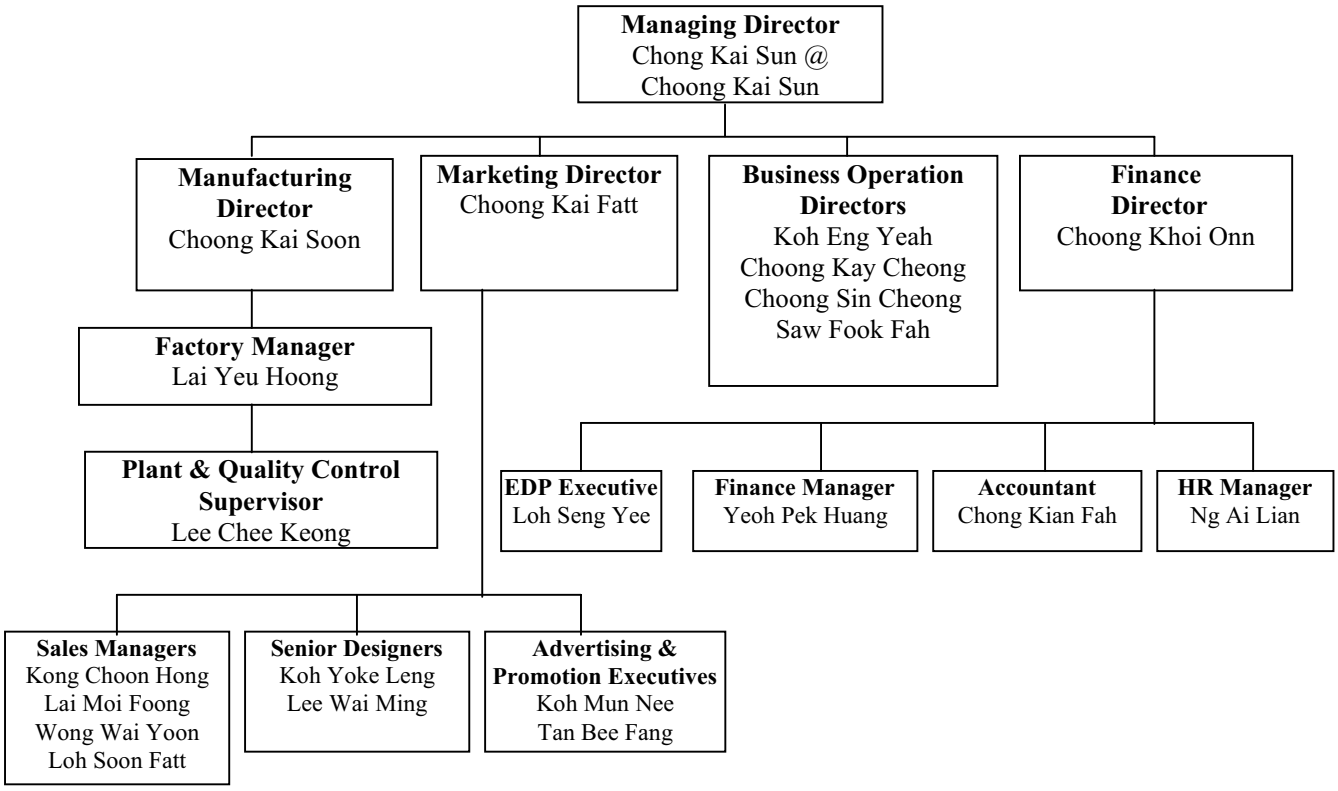
8.5.1 Background

Degem started off as Thye Loong Goldsmith and Jewellers Sdn Bhd, a single company with one (1) showroom in Petaling Jaya in 1982. Degem has to-date evolved into an integrated jewellery group comprising eleven (11) companies with a factory and ten (10) showrooms. The integrated activities of the Group include manufacturing and trading of jewellery, investment holding and property investment.

For the financial year ended 31 December 2000, the Group recorded a turnover of RM88 million, pre-tax profit of RM12 million and as at 31 December 2000, shareholder funds of RM48 million. The growth of the Degem Group over the years has been essentially achieved through the astute leadership and entrepreneurial acumen contributed by the Choong siblings and assisted by a pool of external professional managers/executives.

8.5.2 Organisation structure

The organisation structure of Degem Group as at 15 August 2001 is depicted below:-



8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

The success of the Group in recent years lies behind the existence of a defined organization structure with key functional areas ably led by the Choong siblings and to an important extent by competent individuals outside the family as follows:

Managing Director	:	Chong Kai Sun @ Choong Kai Sun
Manufacturing Director	:	Choong Kai Soon
Marketing Director	:	Choong Kai Fatt
Business Operations Directors	:	Koh Eng Yeah (non-family member) Choong Kay Cheong Choong Sin Cheong Saw Fook Fah (non-family member)
Finance Director	:	Choong Khoi Onn

8.5.3 Participation in Decision Making Processes by Non-Family Individuals

Ever enthusiastic of marshalling the Group to greater heights, Degem Group holds dearly to the importance of introducing a collective pool of "non-family" professionals who are poised to contribute positively to the operating decisions of the Group.

In keeping up with the new landscape, Degem is striving to evolve from a "relationship-based" to a "merit-based" business. In this connection, it can be seen that Degem has appointed two "non-family" individuals, namely Koh Eng Yeah and Saw Fook Fah as directors of business operations and employed a team of fourteen (14) capable professionals as second-line managers/executives to provide support to the manufacturing, marketing and finance functional areas of the Group.

To elaborate on the significant contribution by non-family individuals, it is well accepted that product design is an important key to attracting customers and thereby increasing sales. In this connection, the Group has had the opportunity to secure the services of two (2) Senior Designers who have been with the Group for a decade and whose innovative designs have led to the Group achieving a significant growth in sales over the period.

The fourteen (14) non-family managers/executives comprise a factory manager, a production and quality control supervisor, four (4) sales managers, two (2) senior designers, two (2) advertising and promotion executives, an electronic data processing executive, a finance manager, an accountant and a human resource manager.

The credentials of the two (2) non-family directors and the fourteen (14) non-family managers/executives are set out below:-

A. Business Operations

Koh Eng Yeah, Director

Refer to Section 8.6.1.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Saw Fook Fah, Director

Refer to Section 8.6.4.

B. Manufacturing

Lai Yeu Hoong, aged 46, is the Factory Manager of Degem Group. He has 19 years of experience in the jewellery industry of which 15 years were spent in production operations with OE Design Sdn Bhd before he joined Weng May Goldsmith Sdn Bhd in 1998. He has vast experience in the supervision of jewellery manufacturing. He was invited to join Degem Group in 2001 as Factory Manager.

Lee Chee Keong, aged 35, is the Production and Quality Control Supervisor of Degem Group. He has 17 years of quality experience in various goldsmith companies before joining Degem in 1998 as a goldsmith and was promoted to his current position in 2000.

C. Marketing

Kong Choon Hong @ Kang Choon Hong, Senior Sales Manager

Refer to Section 8.6.4.

Lai Moi Foong, Senior Sales Manager

Refer to Section 8.6.4.

Wong Wai Yoon, Sales Manager

Refer to Section 8.6.4.

Loh Soon Fatt, aged 38, is the Sales Manager in Degem Group. He has 8 years experience as sales supervisor in Woo Hing Brothers Berhad, a company involved in the retail of branded watches before joining Degem Berhad as customer sales executive in 1993. He was promoted to his current position in 1999.

Koh Yoke Leng, Senior Designer

Refer to Section 8.6.4.

Lee Wai Ming, Senior Designer

Refer to Section 8.6.4.

Koh Mun Nee, aged 27 is the Advertising and Promotion Executive of Degem Group. After obtaining a Graphic Design Diploma from PJC Art and Design in 1995, she began her career as a graphic designer with Selesa Cipta in 1996. She moved on to join Legend Hotel as a graphic designer in 1996 and in 1997 she joined Stone Agency, an advertising company as an assistant art director. She joined Degem Group in 2000 as graphic designer and was subsequently redesignated as advertising and promotion executive.

Tan Bee Fang, aged 27, is the Advertising and Promotion Executive of Degem Group. After obtaining a Computer Graphic Design Diploma in 1999, she joined Degem Group as a designer in 1999 before assuming her current position in 2000.

D. Finance

Loh Seng Yee, aged 32, is the Electronic Data Processing Executive in Degem. He graduated from Tunku Abdul Rahman College with a Certificate in Computer Studies in 1992 after which he started his career as data administrator in 1993 with SME Management Sdn Bhd, a recruitment agency. He then joined Bukit Perwira Sdn Bhd, a company involved in events organisation as data administrator in 1997. In 1999, he joined Proemp Sdn Bhd, a trading company as network engineer and in 2000, he joined Degem Group in his current position.

Yeoh Pek Huang, Finance Manager

Refer to Section 8.6.4.

Chong Kian Fah, Accountant

Refer to Section 8.6.4.

Ng Ai Lian, Human Resource Manager

Refer to Section 8.6.4.

8.5.4 Conclusion

Given the increased competition in the jewellery industry, Degem has taken and is continuing to take steps to move away from a business solely relying on family relationships to one which is participated by external professional management. As evident currently, Degem had in February 2001, appointed an external management consultant, SQC Management Sdn Bhd to assist the Group to create a successful Quality Management System in its bid to achieve ISO 9001 certification. With laid down procedures put in place within an operating system, business decisions of the Group are implemented even more efficiently and effectively.

The Group is confident that active participation by external professionals in the financial and operational decisions of the Group holds the key to enhancing the competitive edge and assisting the Group to achieve leadership status in the jewellery trade.

In conclusion, it is commendable that the key non-family individuals have shown a good measure of loyalty to the Group and who are proud to be associated with the milestones achieved by the Group. Indeed, for these individuals, the successes of the Group continue to inspire them. Against this backdrop, Degem believes that if the time should come for the Group to deal with the issue of management succession, the transition will be smooth and non-disruptive.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

8.6 Board of Directors, Senior Management and Employees

8.6.1 Board of Directors

The Directors of Degem are as follows:

Encik Hasan bin M. Taib, Chairman, aged 47, was appointed to the Board on 6 April 2001. He is also a Director of P.Y.T.. En Hasan bin M. Taib began his career in 1978 as a sales supervisor/computer co-ordinator for Redec Travel, which is the general sales agent for Malaysia Airline System in Jeddah, Saudi Arabia. In 1982, he started his own business of general trading and investment in Jeddah. After returning to Malaysia in 1986, he formed Misbah Travel & Tours Sdn Bhd, a company specialises in umrah and haj business. Subsequently, he branched out into property investment and development business in 1986. He presently sits on the Board of Misbah Corporation Sdn Bhd, an investment company that operates a petrol service station in Kuala Lumpur. He is also the chairman of Million Horizon Development Sdn Bhd and Tanjung Istimewa Sdn Bhd, companies whose principal activities are property development.

Mr Chong Kai Sun @ Choong Kai Sun, Managing Director, aged 50, was appointed to the Board on 6 April 2001. He is also the managing director in all of Degem's subsidiary companies except for P-Manufacturing, P-Medal and Tong Yek. He founded P.Y.T. in 1982. He has more than 30 years' experience in the jewellery business. He started his career as a jeweller in 1970. Mr Choong Kai Sun brings a wealth of experience to the jewellery industry and is actively involved in the major policy decision making of the Group.

Tunku Mohd Patani bin Tunku Nong Jiwa, aged 53, was appointed to the Board on 6 April 2001. He is also a director of P.Y.T. and Inticraft. He started his career in 1972 as an officer trainee in Standard Chartered Bank after graduating with a degree in Economics from Universiti Malaya in 1972. Subsequently, he joined the Urban Development Authority as an officer from 1973 to 1974, followed by Chung Khiaw Bank Ltd as an assistant manager from 1974 to 1980 and eventually left United Asian Bank as an assistant general manager in 1990. Therefore, Tunku Mohd Patani has extensive experience in the banking industry. He is currently a director in Misbah Corporation Sdn Bhd, an investment company that operates a petrol service station in Kuala Lumpur.

Mr Choong Kai Soon, aged 42, was appointed to the Board on 6 April 2001. He is also a director of P.Y.T., P-Jewellers, P-Ampang, Diamond & Platinum, Inticraft, P-Manufacturing, Tong Yek, Diamond Mart and Telenaga. He started his career working as a goldsmith in 1974. He is responsible for the manufacturing divisions of the Group as well as in enforcing quality control during manufacturing and on-the-job training to craftsmen in the Group.

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8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Mr Choong Kai Fatt, aged 40, was appointed to the Board on 6 April 2001. He is also a Director of P.Y.T., P-Jewellers, P-Ampang, Diamond & Platinum, Inticraft, P-Medal, Diamond Mart and Telenaga. He has more than 20 years' experience in the jewellery business. He joined P.Y.T. in 1983 and is a qualified gemologist since 1989, having studied gemology from the Gemological Institute of America. He is in charge of the purchasing and marketing operations of the Group.

Mr Choong Khoi Onn, aged 45, was appointed to the Board on 6 April 2001. He is also a director of P.Y.T., P-Jewellers, P-Ampang, Diamond & Platinum, Inticraft, P-Medal, Diamond Mart, Tong Yek and Telenaga. He obtained a diploma in Financial Accounting from Tunku Abdul Rahman College in 1979 and started his career as an audit assistant with Kassim, Chan & Co. from 1980 to 1981 before joining Poh Yik Goldsmith & Jewellers as the account officer from 1981 to 1982. He joined P.Y.T. in 1982. He is now responsible for the financial and administrative matters of the Group.

Mr Koh Eng Yeah, aged 58, was appointed to the Board on 6 April 2001. He became a director of P.Y.T. in 1982 and is also a director of P-Jewellers, P-Ampang, P-Manufacturing, P-Medal and Tong Yek. He holds a Bachelor of Science degree from Nanyang University, Singapore which he obtained in 1969. Currently, he is a committee member of the Goldsmith and Jeweller Association of Selangor. Mr Koh is in charge of the daily operations of the Group's retail outlets.

Mr Leou Thiam Lai, aged 45, was appointed to the Board of Degem on 21 May 2001 as an Independent Non-Executive Director. Mr Leou is a Fellow member of the Charetered Association of Certified Accountants (UK), an Associate member of the Malaysian Institute of Taxation and an Associate member of the Institute of Chartered Secretaries and Administrators. He was an audit semi senior with Aljeffri, Siva, Heng and Monteiro from 1980 to 1981 and Baharom Hamdan from 1981 to 1984. He set up his own public accounting firm, Leou & Associates, in 1988 and to date, he still serves as a partner of the firm.

Encik Ahmad bin Habib, aged 54, was appointed to the Board of Degem on 21 May 2001 as an Independent Non-Executive Director. Encik Ahmad graduated with a diploma in Banking Studies from the Mara Institute of Technology in 1971. He also holds a Bachelor in Science (Finance) as well as a Master in Business Administration from Northern Illinois University, USA. He was an Executive Officer with Bank Negara Malaysia from 1971 to 1974 before leaving for the USA to further his studies. He then joined Amanah Chase Merchant Bank Bhd in 1978 and was promoted to manager in the corporate finance department before he left in 1982. Subsequently he joined Ambang Corporation Sdn Bhd as the corporate planner in 1982. He left in the same year to join Kuala Lumpur Commodities Clearing House Sdn Berhad as the deputy chief executive and left in 1984 as the acting chief executive. In 1985, he was with Construction and Supplies House Bhd as the general manager of the corporate planning department and left in the same year to join Selcomm Corporation Sdn Bhd, a company trading in locally made and imported electronic products as a director until todate. At present, he also sits on the board of Ambang Corporation Sdn Bhd, Leasing Corporation Sdn Bhd, Associated Koalin Industries Bhd, AKI Labuan Ltd., M-Information System Solution Sdn Bhd, Mutual Resources Sdn Bhd, Suara. Net. Sdn Bhd and RDS Network Sdn Bhd.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Mr Chuah Teong Aung, aged 62, was appointed to the Board of Degem on 21 May 2001 as an Independent Non-Executive Director. He graduated with a Bachelor of Science (Electrical Engineering) degree from the Taiwan University, Taiwan and a Masters in Science (Electrical Engineering) from the University of Manchester, United Kingdom in 1963 and 1965 respectively. He is a first grade engineer certified by Tenaga Nasional Berhad and also a chartered engineer certified by the Institute of Electrical Engineering, United Kingdom. He was attached with ABB, Sweden as an engineer in 1965 and was promoted to project engineer before he left in 1973. Subsequently, he started his own business, TEG Engineering Sdn Bhd in 1973, a company which is principally involved in electrical engineering activities.

8.6.2 Directors' Directorships and Major Shareholdings in all Other Public Companies for the Past Two (2) Years

Encik Ahmad bin Habib sits on the board of Associated Koalin Industries Bhd and AKI Labuan Ltd.

Saved as disclosed above, none of the directors have directorships and major shareholdings in all other public companies for the past two (2) years.

8.6.3 Directors' Remuneration and Benefits

No remuneration and fees were paid to the Directors of Degem for services rendered to the Company and its subsidiary companies for the financial year ended 31 December 2000. For the financial year ending 31 December 2001, the amount payable to the Directors for services rendered to the Company and its subsidiary companies is estimated to be RM2,100,000.

8.6.4 Senior Management

The Board of Directors is assisted by a team of experienced management and professional personnel. The management team of the Degem Group is headed by the Managing Director, Mr Chong Kai Sun @ Choong Kai Sun. Particulars of the key management personnel are as follows:-

Mr Choong Kay Cheong, aged 38, is a director of Diamond & Platinum since September 1999. He graduated with a degree in Bachelor of Engineering (Civil) Hons. from Universiti Teknologi Malaysia in 1986 and obtained his Master of Engineering (Civil) from the University of Auckland, New Zealand in 1990. In 1991, he joined Syarikat Perusahaan Yuza Sdn Bhd as a project manager and project engineer. He then formed CSTS Sdn Bhd in 1996 to undertake civil engineering and construction projects in the private sector before co-founding Diamond & Platinum in 1999.

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8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Mr Choong Sin Cheong, aged 34, was appointed to the Board of Diamond & Platinum and Diamond Mart on September 1999 and May 1999 respectively. He graduated with a diploma in Commerce (Management Accounting) in 1991 from Tunku Abdul Rahman College. He started his career as an Accounts Executive with Anshin Steel Service Sdn Bhd, a company which is involved in the manufacturing of steel coils, in 1991. From 1993 to 1995, he was an account executive for Syarikat Perusahaan Yuza Sdn Bhd, a company which is involved in property development. He joined P.Y.T. in 1995 as an accounts & administration manager. He was appointed as the Branch Manager of P.Y.T. in 1996. Mr Choong Sin Cheong has also completed a certificate in diamond study from the Gemological Institute of America in 1996.

Mr Saw Fook Fah, aged 39, joined P.Y.T. in November 1985 as a sales assistant and was promoted to sales manager in May 1995. He was appointed as a director of P-Ampang in December 1999 and takes charge of the daily operations of the retail outlet located in Ampang Point. He has a total of 22 years' experience in the jewellery industry.

Mr Kong Choon Hong @ Kang Choon Hong, aged 36, is currently the Senior Sales Manager of P.Y.T.. He joined P.Y.T. in 1984 as a sales representatives. In 1994, he was promoted to branch manager for the Bangsar retail outlet. He has extensive experience in retail sales and also specialises in individual or company's customised orders. Mr Kong Choon Hong @ Kang Choon Hong has also completed a course in coloured stones in 1993 from Asian Institute of Gemological Science, Bangkok. Presently, he is pursuing a gemology course from The Gemological Institute of America.

Madam Lai Moi Foong, aged 45, is currently the Senior Sales Manager of P.Y.T.. She was a sales executive for P.Y.T. from 1983 to 1985. She was made a senior sales executive in 1985. In 1995, she was appointed as the senior showroom manager for P.Y.T.. She has long and extensive experience in retail sales and also specialises in taking individual customer's order.

Miss Yeoh Pek Huang, aged 40, joined P.Y.T. in October 1990 and is currently the Finance Manager. She graduated with a Master of Business Administration from the University of Honolulu in 1999. Prior to joining P.Y.T., she was the manager of Sin Hap Huat Mill, a company which is involved in the manufacturing of noodles, from 1986 to 1989.

Mr Wong Wai Yoon, aged 48, joined P.Y.T. in September 1991 and is currently the Sales Manager. He started his career as a sales supervisor of Tai Kwong Goldsmith from 1969 to 1990 after completing his General Certificate of Education in 1968. He has approximately thirty (30) years of experience in the jewellery industry and extensive knowledge in retail sales and marketing of jewellery.

Miss Ng Ai Lian, aged 31, is the Human Resource Manager of P.Y.T. since January 2000. She graduated with a degree in Bachelor of Management (Hons) majoring in human resource management from Universiti Sains Malaysia in 1995. She started her career as a production planning officer in Intel Technology (M) Sdn Bhd in 1995. Following that, she was employed as a human resource executive in Posim Bhd from 1996 to 1998. Prior to joining P.Y.T., she was an assistant human resource and administration manager in Carling Engineering (M) Sdn Bhd from 1998 to 2000.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Mr Chong Kian Fah, aged 32, is the Accountant of P.Y.T. since September 1999. He is a member of the Malaysian Institute of Accountants and Malaysian Association of Certified Public Accountants. He started his career in Ernst & Young in 1993 and left as an audit senior in 1999. He then joined Region System Sdn Bhd, a company which is involved in the manufacturing of nails and fasteners in January 1999 as an accounting manager, before joining P.Y.T..

Ms Koh Yoke Leng, aged 31, is the Senior Designer of the Group. In 1991, she obtained a certificate in jewel design from the Malaysian Institute of Art and subsequently, won the Diamonds Today Design Awards in the Working Women Category, 1991. She joined P.Y.T. as a jewellery designer in 1991. In 1993, she won the Singapore International Diamond Design Competition in the Pret a Proter Jewellery Category. She was also a winner in the Hong Kong Diamond for Modern Women Design Competition in 1995.

Ms Lee Wai Ming, aged 33, is the Senior Designer of the Group. In 1990, she became a trainee designer with P.Y.T.. In 1993, she obtained the Fine Art Certificate from Central Academy of Art, Malaysia. In 1991, she won the Diamonds Today Design Awards in the Modern Women Category. She won two awards in Diamonds Today Design Award 1993 in the Elite & Ethic Category by De Beers. In 1994, she obtained a certificate in jewellery design by Ridgeville Ltd., Hong Kong. In 1996, she was selected as one of the best 20 in the Golden Design Award 1996 by World Gold Council.

8.6.5 Shareholding of the Senior Management

		No. of Degem Shares Held After the IPO			
		Direct		Indirect	
Name	**Nationality**	**No.**	**%**	**No.**	**%**
Choong Kay Cheong	Malaysian	-	-	^23,100,001	55.0
Choong Sin Cheong	Malaysian	-	-	^23,100,001	55.0
Saw Fook Fah	Malaysian	#10,000	0.02	-	-
Kong Choon Hong @ Kang Choon Hong	Malaysian	#10,000	0.02	-	-
Lai Moi Foong	Malaysian	#10,000	0.02	*23,100,001	55.0
Yeoh Pek Huang	Malaysian	#10,000	0.02	-	-
Wong Wai Yoon	Malaysian	#10,000	0.02	-	-
Ng Ai Lian	Malaysian	#10,000	0.02	-	-
Chong Kian Fah	Malaysian	#10,000	0.02	-	-
Koh Yoke Leng	Malaysian	#10,000	0.02	-	-
Lee Wai Ming	Malaysian	#10,000	0.02	-	-

^ *Deemed interested by virtue of his mother's and siblings' shareholdings in Legion.*

\# *Based on their respective entitlement pursuant to the allocation of Public Issue Shares to eligible employees of Degem Group.*

* *Deemed interested by virtue of her husband's shareholding in Legion.*

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

8.6.6 Declarations from the Directors and Management Team

No Director or key management personnel of Degem is or has been involved in any of the following events:

(i) a petition under any bankruptcy or insolvency laws filed against such person or any partnership in which he was or is a partner or any corporation of which he was or is a director or key personnel;

(ii) a conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or

(iii) being the subject of any order, judgment or ruling of any court, tribunal or government 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.

8.6.7 Family Relationship

Chong Kai Sun @ Choong Kai Sun, Choong Kai Soon, Choong Kai Fatt, Choong Khoi Onn, Choong Kay Cheong and Choong Sin Cheong are brothers. Kong Choon Hong @ Kang Choon Hong is the brother-in-law of Choong Kai Fatt. Lai Moi Foong is the wife of Chong Kai Sun @ Choong Kai Sun. Save as disclosed above, none of the other members of the Board of Directors and senior management team is related to each other.

8.6.8 Service Agreement

None of the Directors and key management of the Company has any existing or proposed service agreements with the Company or any of its subsidiary companies at the date of this Prospectus.

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8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

8.6.9 Audit Committee

Degem has set up an Audit Committee on 21 May 2001. The Committee comprises the following Board members:-

Name	Responsibility	Directorship
Leou Thiam Lai	Chairman	Independent and Non-Executive Director
Ahmad bin Habib	Member	Independent and Non-Executive Director
Chuah Teong Aung	Member	Independent and Non-Executive Director
Choong Khoi Onn	Member	Executive Director

The main functions of the Audit Committee include the following:

- to assist the Board in discharging its statutory duties and responsibilities relating to accounting and reporting practices of the companies within the Group;
- to oversee all matters relating to external audit including the review of audit plan and audit report;
- to oversee the internal audit department including the evaluation of the standards of internal control and financial reporting;
- to review statutory financial statements; and
- undertake such other responsibilities as may be agreed to by the committee and the Board.

8.6.10 Employees

As at 15 August 2001, the Degem Group has a total of 257 employees, of which 24 are management and professional staff.

Generally, the Group's employees can be categorised as follows:-

Category	Number of employees	Average number of years of service within Degem Group
Management	24	9.21
Executive	41	3.60
Skilled/Semi-Skilled Workers	57	4.53
Clerical/General	135	2.02

The employees of the Degem Group do not belong to any union organisations and the management maintains a good working relationship with the employees.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

8.7 Subsidiary and Associated Companies

Information on the Company's subsidiary companies as at the date of this Prospectus is as follows:-

Company	Date of incorporation	Issued & paid-up share capital RM	Effective interest %	Principal activities
P.Y.T.	30.10.82	1,914,750	100	Investment holding and trading in gold and jewellery
P-Jewellers	14.08.91	1,000,000	100	Investment holding and trading in gold and jewellery
P-Ampang	13.10.99	2,000,000	90	Trading in gold and jewellery
Diamond & Platinum	03.09.99	1,000,000	60	Trading in diamonds and jewellery
Inticraft	17.11.97	500,000	100	Manufacturing and trading in gold and jewellery
P-Medal	08.11.85	445,600	100	Trading in gold medals and badges
Tong Yek	01.03.84	540,000	100	Investment holding
Diamond Mart	17.03.97	1,000,000	100	Property investment
Telenaga	30.12.96	1,000,000	100	Property investment
P-Manufacturing	24.07.91	50,000	100	Inactive

As at the date of this Prospectus, Degem does not have any associated companies.

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8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(i) P.Y.T.

(a) Incorporation and History

P.Y.T. is a wholly-owned subsidiary of Degem. It was incorporated on 30 October 1982 in Malaysia as a private limited company under the Companies Act, 1965 under the name of Thye Loong Goldsmiths & Jewellers Sdn Bhd. On 16 November 1984, the company changed its name to Poh Yik Thye Jewellers Sdn Bhd and adopted its present name on 8 December 1993.

(b) Business

The principal activities of P.Y.T. are investment holding and trading in gold and jewellery. P.Y.T. has a staff strength of 77 employees as at 15 August 2001.

(c) Share Capital

The authorised share capital of P.Y.T. is RM2,000,000 comprising 2,000,000 ordinary shares of RM1.00 each, of which 1,914,750 ordinary shares have been issued and paid-up. Details of the changes in the issued and paid-up share capital of P.Y.T. since its incorporation are as follows:

Date of allotment	No. of ordinary shares of RM1.00 each allotted	Consideration	Cumulative issued and paid-up share capital RM
30.10.1982	2	Subscribers' shares	2
15.08.1983	425,498	Cash	425,500
24.10.1984	212,750	Cash	638,250
31.07.1988	638,250	Cash	1,276,500
01.09.1991	638,250	Cash	1,914,750

(d) Subsidiary and Associated Companies

As at the date of this prospectus, P.Y.T. has nine (9) subsidiary companies, namely P-Jewellers, Inticraft, P-Medal, Diamond Mart, P-Ampang, Tong Yek, Diamond & Platinum, Telenaga and P-Manufacturing. Presently, P.Y.T. does not have any associated companies.

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8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(e) Profit and Dividend Record

Group

The following set out the audited consolidated results of the P.Y.T. Group for the past five (5) financial years ended 31 December 2000 and three (3) months period ended 31 March 2001:-

	←---------- Year Ended 31 December ----------→					3 months period ended 31 March
	1996 RM'000	**1997 RM'000**	**1998 RM'000**	**1999 RM'000**	**2000 RM'000**	**2001 RM'000**
Turnover[1]	75,828	91,060	53,957	66,444	88,039	18,069
Profit before taxation[2]	10,809	9,387	5,211	9,061	12,277	3,056
Taxation	(3,864)	(3,238)	(1,184)	(12)	(2,724)	(684)
Profit after taxation	6,945	6,149	4,027	9,049	9,553	2,372
Minority interests	-	-	-	(131)	(837)	(138)
Profit after taxation and minority interests	6,945	6,149	4,027	8,918	8,716	2,234
Number of shares in issue ('000)	1,915	1,915	1,915	1,915	1,915	1,915
Net EPS (sen)	362.66	321.10	210.29	465.69	455.14	466.63*
Gross dividend rate (%)	10.0	10.0	10.0	10.0	10.0	-

* *Annualised*

Notes:

1. *The increase in turnover from 1996 to 1997 was mainly due to buoyant economic condition. The performance of P.Y.T. improved significantly owing to increase demand and encouraging response from exhibition sales. The increase in turnover was also contributed by the opening of new outlets. The decrease in turnover in 1998 was mainly due to economic recession. The increase in turnover in 2000 was mainly due to an improved economic condition as compared to previous year and the opening of three new outlets namely in State New Town Petaling Jaya, Sungei Wang Plaza and Sunway Pyramid.*

2. *Profits decreased in 1997 despite the increase in turnover in 1997 due to forex losses and change in product mix. Diamonds and gemstones are sold at higher profit margins. Therefore, the sale of more gold jewellery as compared to diamonds and gemstones during the year resulted in lower profits. Profits increased significantly by 78% in 1999 compared to 1998 due to the recovery of the Malaysian economy.*

3. *No extraordinary items were recorded for the financial years ended 31 December 1996 to 2000.*

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Company

The following set out the audited results of P.Y.T. for the past five (5) financial years ended 31 December 2000 and three (3) months period ended 31 March 2001:-

	←---------- Year Ended 31 December ----------→					3 months period ended 31 March
	1996 RM'000	**1997 RM'000**	**1998 RM'000**	**1999 RM'000**	**2000 RM"000**	**2001 RM'000**
Turnover	39,121	38,155	25,188	29,901	39,524	9,099
Profit before taxation	4,403	2,481	2,241	1,895	1,536	165
Taxation	(1,549)	(948)	(630)	-	(557)	(79)
Profit after taxation	2,854	1,533	1,611	1,895	979	86
Number of shares in issue ('000)	1,915	1,915	1,915	1,915	1,915	1,915
Net EPS (RM)	149.03	80.05	84.13	98.96	51.12	17.96*
Gross dividend rate (%)	10.0	10.0	10.0	10.0	10.0	-

* *Annualised*

Notes:

1. *The turnover of P.Y.T. was affected by the economic crisis faced by Malaysia, resulting in a decline from 1997 to 1998. However, as the economy recovered, P.Y.T. generated a higher turnover in 1999. The increase in turnover in 2000 was mainly due to an improved economic condition which resulted in increased demand for jewellery.*

2. *Profit for the Group generally follows the trend for turnover with the exception of 1999. Although turnover increased in 1999, profit decreased due to the change in product mix. The product mix comprised more of gold jewellery rather than gemstones jewellery, which contributed to the lower profit margin. The lower profits in 2000 was mainly due to lower profit margin.*

(ii) P-Jewellers

(a) Incorporation and History

P-Jewellers is a 100% owned subsidiary of P.Y.T. It was incorporated on 14 August 1991 in Malaysia as a private limited company under the Companies Act, 1965.

(b) Business

The principal activities of P-Jewellers are investment holding and trading in gold and jewellery. P-Jewellers has a staff strength of 52 employees as at 15 August 2001.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(c) Share Capital

The authorised share capital of P-Jewellers is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 1,000,000 ordinary shares have been issued and paid-up. Details of the changes in the issued and paid-up share capital of P-Jewellers since its incorporation are as follows:

Date of allotment	No. of ordinary sbares of RMI.00 each allotted	Consideration	Cumulative issued and paid-up sbare capital RM
14.08.1991	2	Subscribers' shares	2
15.12.1991	628,262	Cash	628,264
15.12.1991	371,736	Other than cash*	1,000,000

* *shares issued in consideration for stocks brought in*

(d) Subsidiary and Associated Companies

As at the date of this Prospectus, P-Jewellers has a subsidiary which is Telenaga. Presently, P-Jewellers does not have any associated company.

(e) Profit and Dividend Record

The following set out the audited results of P-Jewellers for the past five (5) financial years ended 31 December 2000 and three (3) months period ended 31 March 2001:-

	←---------- Year Ended 31 December ----------→					3 months period ended 31 March
	1996 RM'000	1997 RM'000	1998 RM'000	1999 RM'000	2000 RM'000	2001 RM'000
Turnover	47,109	63,683	35,761	42,558	50,290	8,728
Profit before taxation	6,129	6,420	2,741	5,725	2,230	1,224
Taxation	(2,220)	(2,091)	(615)	-	(720)	(335)
Profit after taxation	3,909	4,329	2,126	5,725	1,510	889
Number of shares in issue ('000)	1,000	1,000	1,000	1,000	1,000	1,000
Net EPS (sen)	390.9	432.9	212.6	572.5	151.0	355.6*
Gross diviend rate (%)	10.0	10.0	20.0	-	-	-

* *Annualised*

Notes:

1. *In 1998, turnover declined compared to 1997 due to the economic crisis in Malaysia. However, as the economy recovered in 1999, turnover increased.*

2. *Likewise, profits in 1998 were lower due to the lower turnover. This is attributable to the lower profit margin as the product mix comprised more of gold jewellery rather than gemstones. The lower profits in 2000 were mainly due to lower profit margin.*

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(iii) P-Ampang

(a) Incorporation and History

P-Ampang is a 90.0% owned subsidiary of P.Y.T. It was incorporated on 13 October 1999 in Malaysia as a private limited company under the Companies Act, 1965 under the name of Guwera Corporation Sdn Bhd. On 23 November 1999, the company adopted its present name.

(b) Business

The principal activity of P-Ampang is trading in gold and jewellery. P-Ampang has a staff strength of 11 employees as at 15 August 2001.

(c) Share Capital

The authorised share capital of P-Ampang is RM5,000,000 comprising 5,000,000 ordinary shares of RM1.00 each, of which 2,000,000 ordinary shares have been issued and paid-up. Details of the changes in the issued and paid-up share capital of P-Ampang since its incorporation are as follows:

Date of allotment	No. of ordinary shares of RM1.00 each allotted	Consideration	Cumulative issued and paid-up share capital RM
13.10.1999	2	Subscribers' shares	2
28.04.2000	1,899,998	Other than cash*	1,900,000
29.04.2000	100,000	Cash	2,000,000

* *shares issued in consideration for stocks brought in*

(d) Subsidiary and Associated Companies

Presently, P-Ampang does not have any subsidiary or associated company.

(e) Profit and Dividend Record

The audited results of P-Ampang for the financial year ended 31 December 2000 and three (3) months period ended 31 March 2001 are as follows:-

For the financial period from	13 October 1999 to 31 December 2000 RM'000	3 months period ended 31 March 2001 RM'000
Turnover	5,492	1,131
Profit before taxation	428	284
Taxation	(128)	(81)
Profit after taxation	300	203
Number of shares in issue ('000)	2,000	2,000
Net EPS (sen)	12.3*	40.6*
Gross dividend rate (%)	-	-

* *Annualised*

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(iv) Diamond & Platinum

(a) Incorporation and History

Diamond & Platinum is a 60.0% owned subsidiary of P.Y.T. It was incorporated on 3 September 1999 in Malaysia as a private limited company under the Companies Act, 1965.

(b) Business

The principal activity of Diamond & Platinum is trading in diamonds and jewellery. Diamond & Platinum has a staff strength of 45 employees as at 15 August 2001.

(c) Share Capital

The authorised share capital of Diamond & Platinum is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 1,000,000 ordinary shares have been issued and paid-up. Details of the changes in the issued and paid-up share capital Diamond & Platinum since its incorporation are as follows:

Date of allotment	No. of ordinary shares of RM1.00 each allotted	Consideration	Cumulative issued and paid-up share capital RM
03.09.1999	2	Subscribers' shares	2
24.09.1999	99,998	Cash	100,000
21.08.2000	900,000	Cash	1,000,000

(d) Subsidiary and Associated Companies

Presently, Diamond & Platinum does not have any subsidiary or associated company.

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8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(e) Profit and Dividend Record

The following sets out the audited results of Diamond & Platinum since incorporation:-

	For the financial period from 3 September 1999 to 31 December 1999	For the financial year ended 31 December 2000	3 months period ended 31 March 2001
	RM'000	RM'000	RM'000
Turnover	1,533	13,694	4,095
Profit before taxation	342	2,801	434
Taxation	(15)	(784)	(141)
Profit after taxation	327	2,017	293
Number of shares in issue ('000)	100	1,000	1,000
Net EPS (sen)	994.6*	201.70	117.2*
Gross dividend rate (%)	-	-	-

* *Annualised*

Note:

1. The increase in turnover in 2000 was mainly due to the opening of two outlets in Sungei Wang Plaza and Sunway Pyramid. Nonetheless, profit did not increase in tandem with the increase in turnover mainly due to lower profits margin resulting from more competitors selling platinum jewellery.

(v) Inticraft

(a) Incorporation and History

Inticraft is a wholly-owned subsidiary of P.Y.T. It was incorporated on 17 November 1997 in Malaysia as a private limited company under the Companies Act, 1965.

(b) Business

The principal activities of Inticraft are manufacturing and trading in gold and jewellery. Inticraft has a staff strength of 71 employees as at 15 August 2001.

(c) Share Capital

The authorised share capital of Inticraft is RM500,000 comprising 500,000 ordinary shares of RM1.00 each, of which 500,000 ordinary shares have been issued and paid-up. Details of the changes in the issued and paid-up share capital of Inticraft since its incorporation are as follows:-

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Date of allotment	No. of ordinary shares of RM1.00 each allotted	Consideration	Cumulative issued and paid-up share capital RM
17.11.1997	2	Subscribers' shares	2
09.07.1999	499,998	Cash	500,000

(d) Subsidiary and Associated Companies

Presently, Inticraft does not have any subsidiary or associated company.

(e) Profit and Dividend Record

The following set out the audited results of Inticraft for the financial year ended 31 December 2000 and three (3) months period ended 31 March 2001:-

	←---- Year Ended 31 December ----→		3 months period ended 31 March
	1999 RM'000	2000 RM'000	2001 RM'000
Turnover	2,542	46,501	9,279
Profit before taxation	508	7,842	1,594
Taxation	(22)	(682)	(161)
Profit after taxation	486	7,160	1,433
Number of shares in issue ('000)	500	500	500
Net EPS (sen)	97.2	1,432.0	1,146.4*
Gross dividend rate (%)	-	-	-

* *Annualised*

Notes:

1. Inticraft commenced operations in 1999 and as such, no profit and loss account was prepared for the prior years.

2. The significant increase in turnover and profit in 2000 was mainly due to the consolidation of manufacturing operations of the Group under Inticraft.

3. The low effective tax rates were due to the tax incentives under the pioneer status enjoyed by the company.

(vi) P-Manufacturing

(a) Incorporation and History

P-Manufacturing is a wholly-owned subsidiary of Tong Yek. It was incorporated on 24 July 1991 in Malaysia as a private limited company under the Companies Act, 1965.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(b) Business

P-Manufacturing is an inactive company. P-Manufacturing does not have any staff as at 15 August 2001.

(c) Share Capital

The authorised share capital of P-Manufacturing is RM200,000 comprising 200,000 ordinary shares of RM1.00 each, of which 50,000 ordinary shares have been issued and paid-up. Details of the changes in the issued and paid-up share capital of P-Manufacturing since its incorporation are as follows:

Date of allotment	No. of ordinary shares of RM1.00 each allotted	Consideration	Cumulative issued and paid-up share capital RM
24.07.1991	2	Subscribers' shares	2
20.11.1993	49,998	Cash	50,000

(d) Subsidiary and Associated Companies

Presently, P-Manufacturing does not have any subsidiary or associated company.

(e) Profit and Dividend Record

The following set out the audited results of P-Manufacturing for the past five (5) financial years ended 31 December 2000 and three (3) months period ended 31 March 2001:-

	←----------Year ended 31 December ----------→					3 months period ended 31 March
	1996 RM'000	1997 RM'000	1998 RM'000	1999 RM'000	2000 RM'000	2001 RM'000
Turnover	3,193	3,095	3,065	1,946	-	-
Profit/ (loss) before taxation	68	43	108	55	(13)	(1)
Taxation	(23)	(13)	(33)	18	-	-
Profit/ (Loss) after taxation	45	30	75	73	(13)	(1)
Number of shares in issue ('000)	50	50	50	50	50	50
Net EPS/ (LPS) (sen)	90.00	60.00	150.00	146.00	(26.00)	(8.0)*
Gross dividend rate (%)	-	-	-	-	-	-

* *Annualised*

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Notes:

1. *The turnover and profit have been declining from 1996 to 1997 due to the discontinuation of some production lines. However, profit increased in 1998 due to the change in product mix (more gemstones jewellery) which resulted in higher profit margins. P-Manufacturing also started its own platinum casting production instead of contracting out to other manufacturers. This resulted in lower manufacturing costs, thus higher profit margins. In 1999, P-Manufacturing transferred its manufacturing and trading operations to Inticraft, in order to achieve a higher degree of production cost efficiency.*

2. *In 2000, the company ceased operation and the losses incurred in the financial year were mainly due to administration expenses.*

(vii) P-Medal

(a) Incorporation and History

P-Medal is a wholly-owned subsidiary of P.Y.T. It was incorporated on 8 November 1985 in Malaysia as a private limited company under the Companies Act, 1965 under the name of Poh Yik Thye Jewellers (K.L.) Sdn Bhd and adopted its present name on 20 December 1989.

(b) Business

The principal activity of P-Medal is trading in gold medals and badges. P-Medal does not have any staff as at 15 August 2001. However, the operation costs of P-Medal are fully absorbed by its holding company, P.Y.T.

(c) Share Capital

The authorised share capital of P-Medal is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 445,600 ordinary shares have been issued and paid-up. Details of the changes in the issued and paid-up share capital of P-Medal since its incorporation are as follows:

Date of allotment	No. of ordinary shares of RM1.00 each allotted	Consideration	Cumulative issued and paid-up share capital RM
08.11.1985	2	Subscribers' shares	2
10.04.1986	2,798	Cash	2,800
10.04.1986	220,000	Other than cash*	222,800
30.12.1989	222,800	Other than cash**	445,600

Notes:

* *shares issued in consideration for stocks brought in*

** *shares issued in consideration for fixed assets brought in*

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(d) Subsidiary and Associated Companies

Presently, P-Medal does not have any subsidiary or associated companies.

(e) Profit and Dividend Record

The following set out the audited results of P-Medal for the past five (5) financial years ended 31 December 2000 and three (3) months period ended 31 March 2001:-

	←----------Year ended 31 December ----------→					3 months period ended 31 March
	1996 RM'000	**1997 RM'000**	**1998 RM'000**	**1999 RM'000**	**2000 RM'000**	**2001 RM'000**
Turnover	1,176	1,156	1,208	1,202	681	-
Profit/(Loss) before taxation	208	327	342	(17)	34	3
Taxation	(62)	(86)	(105)	7	(10)	-
Profit/ (Loss) after taxation	146	241	237	(10)	24	3
Number of shares in issue ('000)	446	446	446	446	446	446
Net EPS/ (LPS) (sen)	32.74	54.04	53.14	(2.24)	5.38	2.69*
Gross dividend rate (%)	-	-	90.0	-	90.0	-

* *Annualised*

Notes:

1. *Turnover increased in 1996 and 1998 due to new products being manufactured, in addition to the manufacturing of medals for the Istana of Sabah. The decrease in turnover and profits in 2000 were mainly due to the decline in orders from the Istana of Sabah.*

2. *Profit increased significantly in 1996 due to the manufacturing of new products. A loss was recorded in 1999 due to P-Medal winding down its manufacturing and transferring its trading operations to Inticraft in order to achieve a higher degree of production cost efficiency.*

(viii) Tong Yek

(a) Incorporation and History

Tong Yek is a wholly-owned subsidiary of P.Y.T. It was incorporated on 1 March 1984 in Malaysia as a private limited company under the Companies Act, 1965.

(b) Business

The principal activity of Tong Yek is investment holding. Tong Yek has a staff strength of 1 employee as at 15 August 2001.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(c) Share Capital

The authorised share capital of Tong Yek is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 540,000 ordinary shares have been issued and paid-up. Details of the changes in the issued and paid-up share capital of Tong Yek since its incorporation are as follows:

Date of allotment	No. of ordinary shares of RM1.00 each allotted	Consideration	Cumulative issued and paid-up share capital RM
01.03.1984	2	Subscribers' shares	2
17.06.1984	439,998	Cash	440,000
17.06.1984	100,000	Other than cash*	540,000

Note:

* *shares issued in consideration for stocks brought in*

(d) Subsidiary and Associated Companies

As at the date of this Prospectus, Tong Yek has a subsidiary which is P-Manufacturing. Presently, Tong Yek does not have any associated company.

(e) Profit and Dividend Record

The following set out the audited results of Tong Yek for the past five (5) financial years ended 31 December 2000 and three (3) months period ended 31 March 2001:

	←----------Year ended 31 December ----------→					3 months period ended 31 March
	1996 RM'000	1997 RM'000	1998 RM'000	1999 RM'000	2000 RM'000	2001 RM'000
Turnover	11,137	14,073	9,241	13,424	3,979	-
Profit before taxation	448	601	596	504	(15)	(10)
Taxation	(140)	(340)	(30)	-	(15)	-
Profit/ (Loss) after taxation	308	261	566	504	(30)	(10)
Number of shares in issue ('000)	540	540	540	540	540	540
Net EPS/ (LPS) (sen)	57.04	48.33	104.81	93.33	(5.56)	(7.41)*
Gross dividend rate (%)	-	-	40.0	-	-	-

* *Annualised*

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

Notes:

1. *Turnover dropped significantly in 1998 due to the economic crisis in Malaysia. However, the profits did not decline proportionately due to foreign exchange gains as a result of the pegging of the RM to the USD at RM3.80:USD1.00. The significant decrease in turnover and the losses suffered in 2000 were mainly due to cessation of manufacturing operation in January 2000.*

2. *Although turnover increased in 1996 and 1999, profits decreased due to the change in product mix which resulted in lower profit margin. The product mix comprised more of gold jewellery rather than gemstones jewellery.*

(ix) Diamond Mart

(a) Incorporation and History

Diamond Mart is a wholly-owned subsidiary of P.Y.T. It was incorporated on 17 March 1997 in Malaysia as a private limited company under the Companies Act, 1965 under the name of Sanprise Sdn Bhd before adopting its present name on 8 February 1999.

(b) Business

Diamond Mart is a property investment company. Diamond Mart does not have any employees as at 15 August 2001.

(c) Share Capital

The authorised share capital of Diamond Mart is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 1,000,000 ordinary shares have been issued and paid-up. Details of the changes in the issued and paid-up share capital of Diamond Mart since its incorporation are as follows:-

Date of Allotment	No. of ordinary shares of RM1.00 each allotted	Consideration	Cumulative issued and paid-up share capital RM
17.03.1997	2	Subscribers' shares	2
06.05.1999	99,998	Cash	100,000
31.03.2001	900,000	Cash	1,000,000

(d) Subsidiary and Associated Companies

Presently, Diamond Mart does not have any subsidiary or associated companies.

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(e) Profit and Dividend Record

The following set out the audited results of Diamond Mart for financial period ended from 1 April 2000 to 31 December 2000 and three (3) months period ended 31 March 2001:

Financial period ended from	1 April 2000 to 31 December 2000 RM'000	3 months period ended 31 March 2001 RM'000
Turnover	-	-
Profit before taxation	(11)	(5)
Taxation	-	-
Profit/ (Loss) after taxation	(11)	(5)
Number of shares in issue ('000)	100	100
Net EPS (sen)	(14.7)*	(20.0)*
Gross dividend rate (%)	-	-

* *Annualised*

Note:

1. Prior to 31 March 2000, Diamond Mart has not commenced operations. The loss after taxation is due to preliminary and pre-operating expenses written off.

(x) Telenaga

(a) Incorporation and History

Telenaga is a wholly-owned subsidiary of P-Jewellers. It was incorporated on 30 December 1996 in Malaysia as a private limited company under the Companies Act, 1965.

(b) Business

The principal activity of Telenaga is property investment. Telenaga does not have any staff as at 15 August 2001.

(c) Share Capital

The authorised share capital of Telenaga is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which 1,000,000 ordinary shares have been issued and paid-up. Details of the changes in the issued and paid-up share capital of Telenaga since its incorporation are as follows:-

Date of allotment	No. of ordinary shares of RM1.00 each allotted	Consideration	Cumulative issued and paid-up share capital RM
30.12.1996	2	Subscribers' shares	2
07.06.1999	999,998	Cash	1,000,000

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

(d) Subsidiary and Associated Companies

Presently, Telenaga does not have any subsidiary or associated companies.

(e) Profit and Dividend Record

The following set out the audited results of Telenaga for the financial year ended 31 December 2000 and 3 months period ended 31 March 2001:-

	Financial year ended 31 December		3 months period ended 31 March
	1999 RM'000	**2000 RM'000**	**2001 RM'000**
Turnover	248	294	21
Profit before taxation	49	(36)	(68)
Taxation	-	(2)	-
Profit/ (Loss) after taxation	49	(38)	(68)
Number of shares in issue ('000)	1,000	1,000	1,000
Net EPS (sen)	4.90	(3.80)	(27.2)*
Gross dividend rate (%)	-	-	-

* *Annualised*

Note:

1. Telenaga commenced operations in 1999 and as such, there are no profit and loss accounts for the prior years.

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8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

8.8 Landed Properties

The landed properties of the Degem Group are as follows:-

Title/Location	Description/ existing use	Registered owner	Tenure	Total land Area sq. ft.	Age of building (years)	Net book value @ 31.3.2001 RM
HS(D) 37083 (PT 25939, Mukim and District of Kuala Lumpur, Selangor Darul Ehsan)	A double storey mid terraced house	Tong Yek	Freehold	1,540	27	121,839
HS(D) 36941 (PT 25797, Mukim and District of Kuala Lumpur, Selangor Darul Ehsan)	A renovated double storey mid terraced house	P.Y.T.	Freehold	1,540	27	215,075
HS(D) 36898 (PT 25797, Mukim and District of Kuala Lumpur, Selangor Darul Ehsan)	A double storey mid terraced house	P-Medal	Freehold	1,540	27	153,867
HS(D) 39142 (PT 25753, Mukim and District of Kuala Lumpur, Selangor Darul Ehsan)	A double storey mid terraced house	P.Y.T.	Freehold	1,540	27	191,012
HS(D) 36810 (PT 25662, Mukim and District of Kuala Lumpur, Selangor Darul Ehsan)	A renovated three storey mid terraced shop office	P.Y.T.	Freehold	1,680	27	608,100
Parent titles Geran 7486, Lot No. 1438, Geran 7491, Lot No. 323, Geran 1362, Lot No. 322 and C.T. 1226, Lot No. 2145 (No. G14 and G22, Wisma Punca Emas, Jalan Yam Tuan, Seremban, Negeri Sembilan Darul Khusus)	Two continuous commercial lots located on the ground floor of Wisma Punca Emas	Tong Yek	Freehold	394	17	187,288
Geran 915 & 916, No. Lot 22617 & 22618, Mukim of Kuala Lumpur, Daerah Kuala Lumpur	Two continuous three storey mid terraced shop offices	Telenaga	Freehold	2,040 each	9	4,616,532
Level 1-30, 1-31 and 1-32, Amcorp Mall HS(D) 39250 PA. No. 4 Seksyen 26 Bandar Petaling Jaya Daerah Petaling	Three continuous commercial lots located at Level 1 of Amcorp Mall	P.Y.T.	Freehold	3,113	2	3,768,384
Geran 917 & 918, Lot. No. 22619 & 22620, Mukim of Kuala Lumpur, Daerah Kuala Lumpur*	Two continuous three storey mid-terraced shop offices	Diamond Mart	Freehold	2,040 each	9	-*

Notes:

* *By two Sale and Purchase Agreements dated 21 February 2001 entered into between Diamond Mart and Prudential Assurance Malaysia Berhad for the acquisition of two (2) properties for the purchase consideration of RM3,650,000 each. Both transactions were completed on 21 May 2001.*

8. INFORMATION ON THE DEGEM GROUP *(cont'd)*

8.9 Major Licences and Permits

As at 15 August 2001, save for the principal licences required by the Degem Group as set out below, the Group does not own/hold any major licences and permits:-

Licence	Authority	Approval Date	Main Conditions	Company	Status of Compliance
Manufacturing Licence *(Licensed manufacturer since 14 May 1998)*	MITI	2 November 1998	(a) At least 70% of its issued and paid-up capital must be held by Malaysian, of which at least 30% of the issued and paid-up capital must be reserved for certain "Special" parties. (b) The composition of the board must be reflective of its equity structure. (c) If the company intends to utilise used machineries, prior consent from MITI must be obtained.	Inticraft	In progress
Pioneer Status *(From 1 January 2000 to 31 December 2004)*	MITI/ MIDA	27 September 2000	(a) At least 70% of its issued and paid-up capital must be held by Malaysian, of which at least 30% of the issued and paid-up capital must be reserved for certain "Special" parties. (b) The value-added to the products to be produced must be at least 20%. (c) The company must have at least 45% staff strength in management, technical, supervisory and skilled workers levels over the total staff strength.	Inticraft	In progress

9. INDUSTRY OVERVIEW

9.1 Overview of the Malaysian Economy

The Malaysian economy rebounded strongly in 2000 after recovering from the sharp output decline in 1998 and early 1999 following the financial crisis. Economic turnaround, which began in the second quarter of 1999, has since become well-entrenched, underpinned by the return of confidence and a more stable economic environment made possible by the introduction of selective capital controls and pegging of the ringgit. The economic recovery, initially led by the strong performance of external demand, has become broad-based, driven by the increase in aggregate domestic demand following the impact of expansionary fiscal and accommodative monetary policies. Reflecting these trends, real Gross Domestic Product ("GDP") registered a growth of 10.3% in the first quarter and 8.8% in the second quarter. Based on the performance in the first half of the year and the sustained growth for the second half, real GDP is expected to register a growth of 7.5% in 2000, higher than the estimate of 5.8% announced in February this year when the 2000 Budget was re-tabled in Parliament. Following the expected increase in nominal Gross National Product ("GNP") of 7.2%, GNP per capital is forecast to register growth of 4.7% to RM12,883 (US$3,390) (1999: RM12,305 or US$3,238). In terms of purchasing power parity, per capital income is estimated to increase by 6% to US$7,716 (1999: US$7,277). *(Source: Economic Report 2000/2001)*

In April 2001, the Malaysian Institute of Economic Research ("MIER") revised its gross domestic product ("GDP") growth forecast for the country for 2001 from 5% to a more realistic 4%, but maintained its 2002 growth forecast at 6%. The latest figure was based on the findings of the business conditions and consumer sentiments ("BCI") surveys conducted by the institute which showed a decline quarter-on-quarter. The BCI survey was conducted on 600 manufacturing firms which reported slower sales, higher inventories, higher lay-offs, excess capacity and slower investments. The 4% growth forecast would also depend on developments in Malaysia's major trading partners, particularly the US and Japan, as the country is an open economy and is exposed to external influences. According to MIER, with slower economic growth in the US and Japan and cautious spending slowing down domestic demand, manufacturers previously operating at 80%-100% capacity are now operating at 60%-80% capacity. *(Source: The Eighth Malaysia Plan 2001-2005)*

Notwithstanding the above, Malaysian economy is projected to grow by an average of 7.5% per year during the Eighth Malaysia Plan (2001 to 2005). *(Source: The Eighth Malaysia Plan 2001-2005)*

9.2 Prospects for 2001

The economic outlook for 2001 continues to be favourable. Growth is expected to be sustained by the stronger performance of the private sector which will provide the primary stimulus for growth. The Government will, however, continue to support the private sector in ensuring that growth in economic activities is sustained. In addition to the fiscal stimulus, the Government will continue to support economic growth through measures that promote expansion in domestic demand, development of new sources of growth, strengthen the nation's competitiveness and resilience whilst improving further the quality of life. *(Source: Economic Report 2000/2001)*

The international economic environment is expected to continue to be conducive with world growth remaining strong at 4.2% (2000: 4.7%). The slower growth anticipated for US (3.2%), is expected to be mitigated by continued growth of Malaysia's other major trading partners of Japan (1.8%) and the European Union ("EU") (3.5%). Regional growth is expected to moderate but remain strong at 6% (2000: 6.5%). Growth in world trade is expected to continue to be robust at 7.8%. *(Source: Economic Report 2000/2001)*

9. INDUSTRY OVERVIEW *(cont'd)*

Given the favourable external outlook, real GDP growth for Malaysia is forecast at 7% in 2001. Despite the strong indications that sustainable growth is achievable, some downside risks exist. These risks include the possibility of a larger-than-anticipated slowing down of US economy, which in turn could affect the electronics sector, a slower-than-expected strengthening of private consumption and lower private investment, both domestic and foreign. *(Source: Economic Report 2000/2001)*

With the economy forecast to grow at 7%, new job opportunities will be generated with employment projected to increase by 6.2% from 8.9 million to 9.5 million in 2001. The economy will continue to operate virtually under full employment, with the unemployment rate remaining low at below 3%. The labour market will continue to be stable. New employment prospects are likely to be seen in ICT-related areas even through the manufacturing sector is expected to continue to employ the highest number of registered workers in the country. *(Source: Economic Report 2000/2001)*

The overall income distribution among households in Malaysia improved during the Seventh Plan period. The proportion of lower-income households, defined as those earning less than RM1,500 per month, decreased from 54.4 per cent in 1995 to 43.8 per cent in 1999. The size of middle-income households, defined as those earning between RM1,500 and RM3,500, increased from 32.3 per cent in 1995 to 37 per cent in 1999, bringing Malaysia closer to creating a bigger middle-income class. *(Source: The Eighth Malaysia Plan 2001-2005)*

In line with the overall improvement in income distribution, all ethnic groups registered an increase in household income during the Plan period. The mean monthly gross household income increased from RM2,020 in 1995 to RM2,472 in 1999, registering an average growth rate of 5.2 per cent per annum. This increase was made possible by the creation of greater empoyment opportunities that enabled more Malaysians to be gainfully employed. *(Source: The Eighth Malaysia Plan 2001-2005)*

The Government will continue to address the issue of income imbalance, particularly among and within ethnic groups, income groups, economic sectors, regions and states. With the expected high economic growth during the Plan period, the middle-income group is expected to increase in size and share of income. As part of a major long-term income distribution objective, the nation will create a bigger and more prosperous middle-income group in addition to increasing income of the lower income group. *(Source: The Eighth Malaysia Plan 2001-2005)*

9.3 Population Trend and Urban Growth

The Malaysian population is estimated to reach 26.04 million by 2005, growing at an average annual rate of 2.3 per cent. This growth rate will be lower than that of the Seventh Plan due to the continuing decline in the fertility rate as more women pursue further education and training. Non-citizens will account for 5.3 per cent of the population, increasing at an average annual rate of 2.4 per cent. *(Source: The Eighth Malaysia Plan 2001-2005)*

By 2005, the share of the population in the 0-14 age group will decline to 31.3 per cent while the proportion of those aged 65 and above will increase to 4.3 per cent. The dependency ratio will decline to 55.3 per cent in 2005 while the median age of the population is estimated to be 25.3 years. Urban population is projected to increase at a rate of 3.8 per cent during the Plan period, compared with 4.8 per cent during the previous Plan. By the end of the Plan period, Bumiputera is expected to comprise 67.3 per cent, Chinese 24.5 per cent and Indian 7.2 per cent of the Malaysian citizens. *(Source: The Eighth Malaysia Plan 2001-2005)*

9. INDUSTRY OVERVIEW *(cont'd)*

9.4 Overview and Prospects of the Jewellery Industry

Jewellery production in Malaysia started on a small scale basis run by individual or family business. The industry started with small scale production mainly on jewellery of gold and silver to supply for local market. Today, the industry has grown and diversified into the manufacture of gold, platinum and costume jewellery.*(Source:Industry Brief, February 2001, Malaysian Industrial Development Authority)*

According to industry sources, there are about 400 goldsmiths. Currently, 42 jewellery companies are issued with manufacturing licenses and 24 companies are approved with investment incentives for pioneer status and investment tax allowance. Out of these 42 companies approved by MIDA, 30 companies have implemented their respective projects. *(Source: Industry Brief, February 2001, Malaysian Industrial Development Authority)*

The Government has also played an important role in promoting the jewellery industry. Jewellery of precious metal and costume jewellery are listed as the promoted products under the Miscellaneous Products/Activities. Jewellery and processed gems are listed as promoted products/activities list for Small Scale Industries. Incentives are given to Small Scale Industries in the form of pioneer status i.e. tax free status over the period of five (5) years. *(Source: Industry Brief, February 2001, Malaysian Industrial Development Authority)*

According to the figures obtained from MIDA, Malaysia exports substantial quantity amount of jewellery and gem products and at the same time imports substantial amount of jewellery and gems, both for further processing and re-export, as well as in the form of consumer products for local market. The following table indicates the past performance of the jewellery industry in relation to the export and import of jewellery:-

	1997	**1998**	**1999**	**2000 (Jan – Sept)**
Export (RM million)	1,634	2,065	2,182	1,973
Import (RM million)	4,842	2,878	4,406	3,685

(Source: Department of Statistics, Malaysia)

(Source: Industry Brief, February 2001 and May 2000, Malaysian Industrial Development Authority)

Further, the gold demand in Malaysia for the past five (5) years is tabulated as follows:-

	1996	**1997**	**1998**	**1999**	**2000**
Malaysia Gold Demand (Tonnes)	33.6	30.1	14.4	17.5	21.1

(Source: Extracted from Gold Demand in Key Markets Worldwide 1995-2001, Gold Demand Trends, May 2001, Issue No. 35, World Gold Council)

9. INDUSTRY OVERVIEW *(cont'd)*

The auspicious year of the Golden Dragon continued to boost weddings and births – traditionally times for presents of gold. Local jewellers maintained the momentum through aggressive promotions during May, coupled with a lower posted gold price from the National Goldsmith Association. In June demand tailed off somewhat on the back of a weaker stock market and an increase in the jewellery association's posted price. Total jewellery demand over the quarter was 3.3 tonnes, while investment offtake was 0.7 tonnes. *(Source:Gold Demand Trends, August 2000, Issue No. 32, World Gold Council)*

Gold demand in South-east Asia, also continued to bounce back from the slump that brought net dishoarding in late 1997 and early 1998. Every country in this region enjoyed an increase in the first quarter of 2000 over year ago levels, with total consumption rising 35%. Jewellery demand was particularly buoyant, rising 59%, with celebrations for the Chinese and Muslim new years and for Valentine's Day all prompting good buying. *(Source: Gold Demand Trends, May 2000, Issue No. 31, Launch Presentation, World Gold Council)*

There was also continued recovery in Malaysia, with demand rising 26% during the first quarter*. *(Source: Gold Demand Trends, May 2000, Issue No. 31, Launch Presentation, World Gold Council) * Refer to year 2000*

There were outstanding gains in jewellery consumption for the first half of this year* in the following countries:-

- Turkey, up 49%
- Mexico, up 17%
- Malaysia, up 22%
- Taiwan, up 13%
- Thailand, up 69%
- United Kingdom, up 12%

(Source: Gold Demand Trends, August 2000, Issue No. 32, World Gold Council)
** Refer to year 2000*

The development objectives, strategies and future growth of the jewellery industry will be focusing on improvement of skills in product designing and the development of innovative capabilities. Furthermore, the industry should minimise the use of labour in its production and raising labour productivity by employing more efficient production technology and upgrade of research and development. Jewellery companies will also need to conduct regular market research to ascertain changing taste and preferences since the jewellery business is linked to the fashion industry. Companies will need to adopt effective marketing strategies i.e. to venture into new markets and participate in more trade shows and exhibitions, etc. *(Source: Industry Brief, February 2001, Malaysian Industrial Development Authority)*

9.5 Government Policies and Incentives for Jewellery Industry

To promote the local manufacturing of high value-added jewellery, the government has also accorded pioneer status to such industry under the Investment Promotion Act 1986. Jewellery of precious metal and costume jewellery are listed as the promoted products under Miscellaneous Products/Activities. The following criteria have to be met to be eligible for the said incentives:-

- At least 70% of its issued and paid-up capital must be held by Malaysians, of which at least 30% of the issued and paid-up capital must be reserved for certain "Special" parties;
- Minumum value added of 20%; and
- The ratio of management, technical and supervisory group (including craftsmen) to the total employment should not be less than 45%.

Jewellery and processed gems are listed as promoted products in the promoted products/activities listed for Small Scale Industries. Incentives are given to manufacturing company in the form of pioneer status i.e. tax free status for five (5) years with exemption on 70% of its statutory income if the company complies with at least one (1) of the following four criteria:-

- The company produces components or inputs for supply to other manufacturing projects; or
- The company's products are substituting imports, where the local material content of the material used is more than 50% in terms of value; or
- The company exports 50% or more of the total production where exports include sales to companies inside Free Trade Zone and Licensed Manufacturing Warehouse; or
- The project contributes towards the socio-economic development of the rural population.

The government had gazetted the Trade Descriptions (Articles Made of Precious Metals) Regulations 1994 on the 1 August 1995 to ensure the local jewellery industry conforms to the international recognised standards of fineness. The jewellery produced are required to have the standard of fineness stamp for every gold, silver and platinum item that is sold. The standards of fineness of gold, silver and platinum are recognised internationally as follows:

GOLD		**SILVER**	**PLATINUM**
Standard		**Standard**	**Standard**
999	24-K	958.4	950
950	22.8-K	925	
916.6	22-K	830	
875	21-K	800	
835	20-K		
750	18-K		
585	14-K		
375	9-K		

Under the abovesaid regulations, the approved standards of fineness must be marked onto the jewellery, which are defined as gold, silver or platinum in its fine form or in alloy. The fineness is denoted in the form of parts per thousand based on the weight of the item. For example, if an item weighs 999gm of gold and the balance is made up of other metal, then the fineness of gold in the item is 999 or 99.9%.

9.6 Reliance on Other Industries

On the manufacturing side, the jewellery industry is dependent on the availability of raw products such as diamond and gold and therefore is closely linked to the performance of the mining industry. On the other hand, the retail side is linked to the goods and services industry as most jewellery shops are located in shopping areas like shopping malls.

9. INDUSTRY OVERVIEW *(cont'd)*

9.7 Substitute Products

The major substitute to the jewellery industry is costume jewellery market. Most of the costume jewellery are plated in gold or silver and are not made of real gold, diamonds and precious stones and certainly not backed by certificates. As such, the usable life of costume jewellery is limited and tends to deteriorate in quality after a few uses unlike genuine jewellery that have investment value.

Nonetheless, as disposable income increases, there is a human tendency to desire genuine jewellery instead of "fakes" or cheaper substitutes.

9.8 Demand and Supply Conditions

The demand for jewellery has a high correlation to disposable income. The pattern of purchases continue to be based on impulse or based on requirements for occasions like weddings and engagements. Sales of jewellery are generally higher during the festive seasons like Hari Raya, Chinese New Year, Christmas and Valentine's Day which are from December to February. In general, the higher the financial status of a society, the higher the demand for a wide range of jewellery products.

Gold is the essential raw material to the jewellery industry. It is unique in being both an investment medium and a practical metal. Gold has played a prominent role in social and economic fabric of civilization for thousands of years. Until today, millions of people all over the world continue to use gold as a hedge against inflation or as a basic form of savings and a reliable store of value during times of economic uncertainty or political upheaval. Hence, any financial crisis further reassured the demand of gold as a safe and stable assets for individuals.

There are many suppliers in the global market in respect of diamonds and gemstones. The price of diamond is traded over exchanges such as the New York Diamond Exchange. As Diamond is considered a luxury item, the branding of this product is pertinent in attracting increasing consumers demand.

9.9 Industry Players and Competition

Jewellery industry is a monopolistically competitive industry as there are many players in the market but the products are differentiated among the players.

Players usually differentiate themselves through price, design, quality and after-sale service. Location of the jewellery store is another factor which will determine the type of market they target at. Some players concentrate only in gold while others offer a combination of gold, diamonds and other precious stones like ruby, sapphire, emerald and jade as well as pearls. Those purely in retail normally compete through price reduction thereby reducing their returns. Players with manufacturing facilities have a significant cost advantage over those purely in retail.

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9. INDUSTRY OVERVIEW *(cont'd)*

The key players in the industry with similar activities as that of the Degem Group are as follows:-

Key Players	Principal Activities	Financial Year Ended	Group Turnover RM'000	Group Profit Before Tax RM'000	No. of Outlets
Degem	Degem is principally an investment and property holding company and its subsidiary companies are principally involved in manufacturing and/or trading in gold, diamonds and gemstones jewellery.	31 December 2000	88,039	12,253	11[5]
Habib Corporation Bhd[1] ("Habib")	Habib is principally an investment holding company with the provision of management services and its subsidiary companies are principally involved in jewellers (primary, retailing and wholesaling) dealer in gold, bullion and gemstones; manufacturing of jewelleries; jewels franchising.	31 December 2000	120,624	11,742	10[6]
Nexnews.com Bhd (formerly known as Gemtech Resources Bhd)[2] ("Nexnews.com")	Nexnews.com is principally an investment holding, with subsidiary companies carrying on the business of manufacture and export of gold ornaments and jewellery.	For the eleven (11) months ended 31 December 2000	48,679	(1,815)	NA
Poh Kong Jewellers Sdn Bhd[3]	Suppliers and retailers of jewelleries, precious stones and gold ornaments.	31 July 2000	93,293	4,043	50[6]
Selberan Jewellery Sdn Bhd[4]	Manufacture and sale of jewellery.	30 June 2000	23,105	2,358	4[6]

Notes:-

(1) Annual Report of Habib Corporation Bhd for financial year ended 31 December 2000.

(2) Annual Report of Nexnews.com Bhd for the eleven (11) months ended 31 December 2000. On 9 August 2000, the name of the company was changed from Gemtech Resources Bhd to Nexnews.com Bhd. In June 2000, Net Edge Online Sdn Bhd became the company's largest shareholder and assumed management of the company. Its earlier agreements to acquire interest, in The Edge Communications Sdn Bhd and Sun Media Corporation Sdn Bhd have since lapsed/terminated vide its announcement to KLSE dated 14 March 2001.

(3) Extracted from the audited accounts for financial year ended 31 July 2000 (Registrar of Companies, Malaysia).

(4) Extracted from the audited accounts for financial year ended 30 June 2000 (Registrar of Companies, Malaysia).

(5) Degem has just opened an additional outlet at The Mall on 4 August 2001.

(6) Extracted from the latest brochures of the respective companies.

NA Not available

9. INDUSTRY OVERVIEW *(cont'd)*

9.10 Summary Outlook

The jewellery industry as a whole is competitive with numerous players, both big and small. The Group possesses competitive advantages over its competitors in the following areas:-

(i) Low Production Cost

As the Group manufactures most of its jewellery, this results in lower production costs and higher profit margins compared to its competitors. Most of Degem's competitors do not manufacture their own jewellery. Instead they source out the manufacturing process to other manufacturers, thus increasing their cost of production and lowering their profit margins.

The team of researchers in Degem also ensures that the manufacturing process in Degem is done using the latest technology that would result in greater cost reductions without compromising on the quality of the jewellery.

(ii) Price and Quality Competitiveness

The benefits of lower production costs are passed onto its customers in terms of lower price and higher quality jewellery as the quality control checkpoints in each step of the manufacturing process are able to ensure the quality of each piece of jewellery manufactured. Competitors purely in retail and franchising usually source out their manufacturing process. Thus they are not able to control the quality of the jewellery produced as they are not involved in the manufacturing process.

As such, the Group is not adversely affected by price competition.

(iii) Range of Products/After-Sales Service

Due to its manufacturing capabilities, the Group has a comprehensive range of products that caters to customers from all income brackets. One of the most important aspect of the Group's after-sales service is the Group's policy to accept trade-ins. The Group provides appraisal of jewellery as to its market value and quality for trade-ins. Other services provided include cleaning and repairs of jewellery.

(iv) Management

The Directors and senior management in the operational and manufacturing departments have been in the jewellery business for an average of 15 years each. They all contribute their expertise to the Group through their diverse range of disciplines which include business, gemmology, designing, finance, accounting and computing.

(v) Reputation/Integrity

Over the years, Degem has built a reputation for its quality products and workmanship. The Group also offers comprehensive after-sale service to its customers. In addition, the Group's high-end quality jewellery are backed by certificates of authenticity and quality.

9. INDUSTRY OVERVIEW *(cont'd)*

(vi) Brandnames

The Group offers exclusive diamond jewellery under its in-house brands, namely, "Rembrandt Collezione" and "Happy Eight". Applications have been made to the Registrar of Trade Marks to register both brands.

This stems from the Group's ability to own, manage and control its manufacturing, in-house designing and marketing activities.

(vii) In-House Designing

The Group has its own design department manned by six (6) staff with two (2) Senior Designers. The two (2) Senior Designers have won numerous awards at local and overseas design competitions conducted by World Gold Council and De Beers Diamond Promotion Service. These designers often attend overseas jewellery trade fairs to keep abreast of the latest trend and developments in the jewellery industry.

From the above outlook, the prospects of the jewellery industry and in particular, the Degem Group, is likely to remain strong due to its core competencies and strategic business focus.

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10. FUTURE PLANS OF THE DEGEM GROUP

The future plans of the Company are as follows:-

(i) Opening of New Outlets

The Degem Group will continue to expand its current non-branded and branded range of products by regularly introducing new designs.

The Group's retail shops are currently centered in the Klang Valley. This is a conscious effort by the management of the Group to concentrate its efforts in the Klang Valley as the management is of the view that the highest concentration of potential clientele with purchasing power is located in the Klang Valley. The Group plans to open two (2) new outlets each in the years 2001 and 2002 in the Klang Valley. These outlets are proposed to follow the Diamond & Platinum approach, i.e. selling mainly platinum items of medium price range (RM1,000 to RM5,000). The management believes that the inclination of Malaysian jewellery consumers are leaning towards preference for platinum rather than gold.

In the medium terms, the management plans to open one (1) outlet each in Johor Bahru and Penang in the year 2003, depending on the economic condition. The expansion plans are proposed to be financed mainly through internally generated funds.

(ii) Road Shows and Exhibitions

The management also plans to conduct road shows and exhibitions throughout Malaysia, Singapore and the Middle East on a quarterly basis. Through these road shows and exhibitions, the management hopes to establish a jewellery network. For locations with promising reception, the Group plans to establish a permanent presence.

(iii) Acquisition of New Machine

Part of the proceeds from the Public Issue amounting to RM300,000 will be used to acquire the following machinery to meet the rising demand from the expansion of new outlets: -

- Newtec/USA J5 casting machine
- T.T. Sand Blaster 01 336 351
- T.T. Jewelry Steam Cleaner
- Jumbo vacuum machine
- Automated drawing machine
- Elma ultrasonic cleaners
- Electronic balance

The management expects that with the acquisition of the above machinery, the production capacity of the casting department is expected to increase by at least 50%. The management is still in the process of identifying suitable machines to acquire for the electroplating and polishing departments.

10. FUTURE PLANS OF THE DEGEM GROUP *(cont'd)*

(iv) Expansion Plan

In line with the Group's expansion plan, the production department, in particular the electroplating and polishing department will be expanded to cope with future production volume. The factory floor plan will be redesigned to facilitate more efficient work flow. The plan is still at the study stage. The Directors, Mr Choong Kai Fatt and Mr Choong Kai Soon, are presently collecting data on the most contemporary factory layout adopted by the factories in Hong Kong, China and Italy.

The Group plans to recruit approximately twenty (20) additional skilled craftsmen in the 2001 to cope with the expected increase in its production, especially in the stone mounting department, which is labour intensive.

(v) Training

The management is aware that the success of the Group depends on the hard work and competency of its staff. In order to maintain the competency of all personnel, the Human Resource Department plans to organise systematic in-house training programmes. To keep abreast with the latest development, external speakers will be invited to provide training and senior staff will be sent to attend external courses.

The Degem Group is one of the few jewellers in the industry which provides apprenticeship for jewellery manufacturing. The Group presently has about twenty (20) apprentices undergoing training in the factory. The Group intends to take in more apprentices in the future in order to meet its demand for quality skilled goldsmiths.

(vi) System Integration

The Group also intends to invest approximately RM300,000 for the system integration of all the Group's outlets, in particular the retail activities. The software also enables real-time tracking of the movements and availability of its wide-range of gold and jewellery products as well as quick information retrieval, which in turn will enhance the Group's ability to provide better service to its customers. This system also enables the Company to provide timely sales and stocks reports to its management.

(vii) Achieving ISO 9001

Since its establishment, the R&D team has been embarking on activities for the improvement in product quality and design according to industry standards. Since quality and fine craftsmenship of jewellery are very essential in the jewellery industry, the Group is now working towards attaining the accreditation of ISO 9001. This provides the customers of Degem the assurance that its jewellery meets the essential quality requirements.

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11. APPROVALS AND CONDITIONS

The FIC had approved the Flotation on 9 September 2000 and the MITI had approved the same on 25 September 2000 and 15 June 2001. The Flotation was also approved by the SC on 30 January 2001. The conditions imposed by all the authorities and the status of compliance are as follows:-

11.1 Approval from the FIC

	Conditions Imposed	Status of Compliance
(i)	Degem must have at least thirty percent (30%) direct Bumiputera equity interest upon listing and quotation of the Degem Shares on the Second Board of the KLSE.	Met
(ii)	Degem is to obtain the approval of MITI.	Degem obtained the approvals of MITI on 25 September 2000 and 15 June 2001.

11.2 Approval from the MITI

	Conditions Imposed	Status of Compliance
	Letter dated 25 September 2000	
(i)	Degem must have at least thirty percent (30%) direct Bumiputera equity interest upon listing and quotation of the Degem Shares on the Second Board of the KLSE.	Met
(ii)	The allocation of 2,100,000 Degem Shares representing 5% of its paid-up capital to Bumiputera investors approved by MITI will be approved by MITI seperately subsequent to the approval of the listing of Degem by the SC.	The approval of MITI was obtained on 15 June 2001.
(iii)	Degem is to obtain the approval of FIC and SC.	Degem obtained the approvals of FIC and SC on 9 September 2000 and 30 January 2001 respectively.
	Letter dated 15 June 2001	
(iv)	The prior written consent of the MITI is required for any disposal or transfer of shares by the following Bumiputera investors. The following approved Bumiputera investors who will be allocated 2,100,000 ordinary shares of RM1.00 each in Degem are:-	To be complied with if there is any disposal or transfer of shares.

Name	No. of Degem Shares
Hanafi bin Abd. Rahman @ Ahmad	1,010,000
Datuk Ahmad Merican bin S. T. Merican	1,045,000
Sabihah binti Talib @ Mohd Talib	45,000

11. APPROVALS AND CONDITIONS *(cont'd)*

11.3 Approval from the SC

Conditions Imposed	Status of Compliance
(i) The gross proceeds of RM11,200,000 arising from the Public Issue will be utilised for the core business of Degem as follows:	

Purposes	RM'000
Repayment of term loan	2,587
Finance purchase of machinery	300
Working capital	6,613
Estimated listing expenses	1,700
Total	11,200

(hereinafter referred to as the "Proposed Utilisation")

The utilisation of the proceeds is to comply with the following conditions:	
▪ The approval of the SC is required for any variation to the Proposed Utilisation if such variation is made for any other purposes apart from for the core business;	To be complied with.
▪ The approval of the shareholders of Degem is required for the Proposed Utilisation and also for any variation amounting to 25% or more to the Proposed Utilisation. If the proposed variation is less than 25%, appropriate disclosure must be made to the shareholders of Degem;	To be complied with.
▪ Any extension to the proposed time frame for the Proposed Utilisation must be approved by the Board of Directors of Degem through a clear resolution and must be fully disclosed to the KLSE; and	To be complied with.
▪ Appropriate disclosure on the status of the Proposed Utilisation must be made in the Quarterly Reports and Annual Reports of Degem until the gross proceeds are fully utilised.	To be complied with.
(ii) Moratorium imposed on disposal of shares held by substantial shareholders/ promoters of Degem, namely Legion and Hasan bin M. Taib whereby 45% of their share cannot be sold or transferred or at least one (1) year from the listing date, whichever is earlier. After which, they are allowed to dispose of one third (1/3) of the moratorium shares annually on a straight line basis.	Legion and Hassan M. Taib have jointly provided a letter of undertaking dated 20 February 2001.

11. APPROVALS AND CONDITIONS *(cont'd)*

	Conditions Imposed	Status of Compliance
(iii)	Promoters of Degem is to participate in the management of Degem Group throughout the moratorium pereiod.	Promoters of Degem have provided a letter of undertaking dated 20 February 2001.
(iv)	Degem is to draw up and implement a management succession plan to ensure a smooth succession in the management team should changes occur.	Management succession plan has been drawn up and disclosed in Section 8.5 of this Prospectus.
(v)	Degem is to disclose in its Prospectus the following: (a) Management succession plan; (b) Business and industry risks, including the following risks:- ▪ Fluctuation in raw material prices; ▪ The non-existent of long term customers and suppliers; ▪ Ability to attract and retain skilled personnel (eg. Craftsmen); and ▪ Threat of substitute products.	Met as set out in Section 3 and Section 8.5 of this Prospectus.
(vi)	Degem must comply with the listing requirements as provided for in the SC Guidelines, principally under Chapters 7, 10 and 25 of the SC Guidelines.	To be complied with.
(vii)	Affin Merchant and the Company are required to give written confirmation to the SC of the Company's compliance with all the terms and conditions imposed by the SC after the completion of the proposals.	To be complied with.

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12. RELATED PARTY TRANSACTIONS/CONFLICTS OF INTERESTS

12.1 Related Party Transactions

(a) Promotion of Assets

Save as disclosed below, none of the Directors and major shareholders of the Company has any interest, directly or indirectly, in the Acquisition and none of the Directors has any interest, directly and indirectly in the promotion of any assets which have, within the two (2) years preceding the date of this Prospectus, been acquired or proposed to be acquired or disposed of by or leased or proposed to be leased to the Company or any of its subsidiary:-

- Sale and Purchase Agreement dated 13 June 2000 made between Degem and Legion for the acquisition of 1,340,325 ordinary shares of RM1.00 each in P.Y.T. for a purchase consideration of RM27,345,712.00 to be satisfied through the issue of 24,499,999 new ordinary shares of RM1.00 each at an issue price of approximately RM1.12 each.

  The following Directors and major shareholders of the Company are deemed to have interest in the Acquisition as follows:-

Name	Nature of Interest
Chong Kai Sun @ Choong Kai Sun	Director and substantial shareholder of Legion
Choong Kai Soon	Director and substantial shareholder of Legion
Choong Kai Fatt	Director and substantial shareholder of Legion
Choong Khoi Onn	Director and substantial shareholder of Legion
Koh Eng Yeah	Director and substantial shareholder of Legion

(b) Material Interest in Contracts or Arrangements

None of the Directors and major shareholders of Degem and/or its subsidiary companies has any material interest in any contracts or arrangements which are significant in relation to the business of the Group and subsisting at the date of this Prospectus.

(c) Interest in Similar Business

None of the other Directors or major shareholders of Degem and/or its subsidiary companies are interested, directly or indirectly, in any business carrying on a similar trade as the Company and/or its subsidiary companies and which is not quoted on a recognised stock exchange.

12.2 Declaration of the Advisers

Save for YM Tunku Mohd Patani bin Tunku Nong Jiwa, a Director of Degem, is the brother of one of Affin Merchant's Directors, YM Tunku Dato' Jaafar Laksamana bin Tunku Nong Jiwa, Affin Merchant hereby confirms that, as at the date of this Prospectus, there are no existing or potential conflicts of interest in its capacity as the Adviser and the Joint Managing Underwriter for the IPO.

Messrs Kamarudin & Partners has given its confirmation that there are no existing or potential conflicts of interest in its capacity as the Solicitor for the Due Diligence.

Messrs Ernst & Young has given its confirmation that there are no existing or potential conflicts of interest in its capacity as the Reporting Accountants for the IPO.

13. DIRECTORS' REPORT

(Prepared for inclusion in this Prospectus)

Registered Office:

45, 1st Floor,
Jalan SS 2/55
47300 Petaling Jaya
Selangor Darul Ehsan

21 August 2001

The Shareholders of **Degem Berhad**

Dear Sir/Madam

On behalf of the Board of Degem Berhad, I report, after due inquiry, during the period from 31 March 2001 (being the date to which the last audited accounts of the Company and its subsidiary companies have been made up) to 15 August 2001 (being a date not earlier than fourteen (14) days before the issue of this Prospectus) that:-

(a) the business of the Company and its subsidiary companies have, in the opinion of the Directors, been satisfactorily maintained;

(b) in the opinion of the Directors, no circumstances have arisen since the last audited accounts of the Company and its subsidiary companies which have adversely affected the trading or the value of the assets of the Company or its subsidiary companies;

(c) the current assets of the Company and its subsidiary companies appear in the books at values which are believed to be realisable in the ordinary course of business;

(d) no contingent liabilities have arisen by reason of any guarantees given by the Company or its subsidiary companies; and

(e) since the last audited accounts of the Company and its subsidiary companies, save as disclosed in the Accountants' Report as set out in Section 15 of this Prospectus, there have been no changes in published reserves nor any unusual factors affecting the profits of the Company and its subsidiary companies.

Yours faithfully
on behalf of the Board of Directors of
DEGEM BERHAD

HASAN BIN M. TAIB
Chairman

14. FINANCIAL INFORMATION

14.1 Proforma Consolidated Profit Record

The following table sets out a summary of the profoma audited consolidated results of the Degem Group for the past five (5) financial years ended 31 December 1996 to 2000 and three (3) months period ended 31 March 2001, prepared on the assumption that the current structure of the Group has been in existence throughout the period under review, and after making any adjustments as considered necessary:-

	←----------Years Ended 31 December ----------→					3 months period ended 31 March
	1996 RM'000	**1997 RM'000**	**1998 RM'000**	**1999 RM'000**	**2000 RM'000**	**2001 RM'000**
Turnover	75,828	91,060	53,957	66,444	88,039	18,069
Profit before depreciation, interest and taxation	11,726	11,110	7,296	11,590	14,535	3,635
Depreciation	(545)	(1,078)	(1,008)	(1,684)	(1,369)	(330)
Interest	(372)	(645)	(1,077)	(845)	(913)	(251)
Profit before taxation	10,809	9,387	5,211	9,061	12,253	3,054
Taxation	(3,864)	(3,238)	(1,184)	(12)	(2,724)	(684)
Profit after taxation	6,945	6,149	4,027	9,049	9,529	2,370
MI	-	-	-	(131)	(837)	(138)
Profit after taxation and MI	6,945	6,149	4,027	8,918	8,692	2,232
No. of ordinary shares in issue ('000)	35,000	35,000	35,000	35,000	35,000	35,000
Gross EPS (sen)	30.88	26.82	14.89	25.50	31.75	32.62*
Net EPS (sen)	19.84	17.57	11.51	25.48	24.83	25.51*
Diluted Gross EPS (sen)	25.74	22.35	12.41	21.25	26.46	27.18*
Diluted Net EPS (sen)	16.54	14.64	9.59	21.23	20.70	21.26*
Gross dividend (%)	10.0	10.0	10.0	10.0	10.0	-

* *Annualised*

Notes:

The proforma consolidated results are presented for illustration purposes only and should be read in conjunction with the accompanying notes and assumptions included in the Accountants Report set out in Section 15 of this Prospectus.

(1) The first income statement of Degem was presented for the financial year ended 31 December 2000 and represents preliminary and pre-operating expenses written-off.

(2) The Acquisition which was completed on 31 March 2001 is consolidated throughout the relevant periods under review using the merger method in accordance with Malaysia Accounting Standard 2.

14. FINANCIAL INFORMATION *(cont'd)*

Notes:-

(3) The financial results of Inticraft, Diamond & Platinum and Telenaga are included in the above proforma income statements only in the financial years ended 31 December 1999 and 2000 as these companies have not commenced business operations prior to the financial year ended 31 December 1999. Therefore, there are no results of these companies included in the proforma income statements of the Group prior to 31 December 1999.

(4) As P-Ampang was only incorporated on 13 October 1999, the financial results included in year 2000 is based on the first audited financial statements for the period since incorporation to 31 December 2000.

(5) Diamond Mart has not commenced operations as at 31 March 2001. Notwithstanding the above, Diamond Mart has presented its first income statement for the financial period 31 December 2000 which represents preliminary and pre-operating expenses written off.

(6) The high effective tax rate of the Group for the years 1996 and 1997 is attributed to the non-deductibility of certain expenses for tax purposes.

The low effective tax rate for the year 1998 is principally attributed to the eligibility of certain expenses for tax deduction.

No provision for taxation has been made in 1999 as income earned in basis year 1999 is exempted from tax in accordance with the provisions of the Income Tax (Amendment) Act 1999. The taxation charge in year 1999 relates to under provision of tax in prior year.

The low effective tax rate for the financial year ended 31 December 2000 and the period ended 31 March 2001 is principally attributed to tax exempt profits of Inticraft, a subsidiary granted Pioneer Status.

(7) There were no extraordinary items in the relevant periods under review.

(8) The gross EPS of the Group is calculated based on the profit before taxation but after minority interest and on the enlarged share capital of 35,000,000 ordinary shares of RM1 each, after the Acquisition but before the Public Issue.

(9) The net EPS of the Group is calculated based on the profit after taxation and minority interest and on the enlarged share capital of 35,000,000 ordinary shares of RM1 each, after the Acquisition but before the Public Issue.

(10) The diluted gross EPS of the Group is calculated based on the profit before taxation but after minority interest over the number of enlarged share capital of 42,000,000 ordinary shares of RM1 each after the Public Issue.

(11) The diluted net EPS of the Group is calculated based on the profit after taxation and minority interest over the number of enlarged share capital of 42,000,000 ordinary shares of RM1 each after the Public Issue.

14. FINANCIAL INFORMATION *(cont'd)*

Notes:-

(12) *For the financial year ended 31 December 1997, the proforma Group turnover increased by 20% as compared to the previous year. The increase in turnover is mainly contributed by P-Jewellers. Despite the substantial increase in turnover, the profit after taxation dipped slightly which is mainly due to foreign exchange losses. In April 1997, P-Jewellers opened a new outlet in The Mines Shopping Centre and it was subsequently closed in September 2000. Based on this outlet's financial performance from 1998 to September 2000, the Board of Directors of Degem is of the view that this outlet will not contribute significant profit to the Group in the future.*

(13) For the financial year ended 31 December 1998, the proforma Group's business was significantly and adversely affected during the economic recession in 1998. As a result the proforma Group turnover decreased by 41% as compared to the previous year.

(14) For the financial year ended 31 December 1999, the performance of the proforma Group improved by 23% as compared to the previous year. This is mainly due to the increased demand as the economy following a recovery in the economic slump.

In December 1999, P-Jewellers opened a new outlet in Kuala Lumpur City Centre ("KLCC") which sells mainly diamond and gemset jewellery and jewellery of a foreign brand name known as Faberge. In addition, during the year, P.Y.T. acquired a new subsidiary, Diamond & Platinum which was incorporated on 3 September 1999. New outlets were opened in Mid-Valley and Bangsar. The introduction by Diamond & Platinum of a new concept, focusing mainly on sales of diamonds in white gold and platinum have gained positive response from customers since its commencement of business. Towards the end of December 1999, P-Ampang also commenced business and sales recorded have been encouraging.

(15) For the financial year ended 31 December 2000, the proforma group's turnover has increased by 33%. This is mainly due to the contibution of new branches from Diamond and Platinum outlets in Mid-Valley, Bangsar, Sunway Pyramid and Sungai Wang, KLCC outlet and P-Ampang outlet .

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14. FINANCIAL INFORMATION *(cont'd)*

14.2 Segmental Analysis of Degem Group's Turnover and Profits

The following table shows the breakdown of the Group's contribution by its non-manufacturing and manufacturing activities:-

	1996 RM'000	%	1997 RM'000	%	1998 RM'000	%	1999 RM'000	%	2000 RM'000	%
Turnover										
Non-Manufacturing	20,161	27	22,549	25	13,712	25	18,357	28	27,386	31
Manufacturing	55,667	73	68,511	75	40,245	75	48,087	72	60,653	69
GROUP TURNOVER	**75,828**	**100**	**91,060**	**100**	**53,957**	**100**	**66,444**	**100**	**88,039**	**100**

	1996 RM'000	%	1997 RM'000	%	1998 RM'000	%	1999 RM'000	%	2000 RM'000	%
Profit Before Tax										
Non-Manufacturing	2,410	22	1,735	18	956	18	1,797	20	3,688	30
Manufacturing	8,399	78	7,652	82	4,255	82	7,263	80	8,589	70
GROUP PROFIT BEFORE TAX	**10,809**	**100**	**9,387**	**100**	**5,211**	**100**	**9,060**	**100**	**12,277**	**100**

Note: The abovesaid information is provided by the management of Degem.

14.3 Working Capital, Borrowings and Contingent Liabilities

(i) Working Capital

The Directors of Degem are of the opinion that, barring any unforeseen circumstances and after taking into consideration the cashflow forecast and the banking facilities available, the Group will have adequate working capital for its present and foreseeable future requirements.

(ii) Borrowings

As at 15 August 2001 (being the last practicable date prior to the printing of this Prospectus), the total bank borrowings of the Group amounted to RM19,169,287.00, as follows:

Type of Banking Facility	Amount RM
Overdraft	10,595,760
Term loan	
- Short term	664,065
- Long term	7,909,462
Total	19,169,287

14. FINANCIAL INFORMATION *(cont'd)*

Save for a supplier of the Group which has granted a non-interest bearing loan for the amount of RM800,000.00, the Group does not have any other non-interest bearing borrowings.

Save as disclosed above, the Group does not have any other loan capital outstanding or created but unissued, mortgages or charges outstanding.

(iii) Contingent Liabilities

As at 15 August 2001 (being the latest practicable date prior to the printing of this Prospectus), the Group does not have any contingent liabilties.

(iv) Material Litigation

As at 15 August 2001 (being the latest practicable date prior to the printing of this Prospectus), Degem and its subsidiaries are not engaged in any material litigation either as plaintiff or defendant and the Directors do not have knowledge of any proceedings pending or threatened against the Company or of any facts likely to give rise to any proceedings which may materially affect the position or business of the Degem Group.

(v) Capital Commitments

As at at 15 August 2001 (being the latest practicable date prior to the printing of this Prospectus), there are no material commitments incurred or known to be incurred by Degem Group, which may have a substantial impact on the result or the financial position of the Company.

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14. FINANCIAL INFORMATION *(cont'd)*

14.4 Consolidated Profit Forecast and Assumptions

The Directors of Degem forecast that barring unforeseen circumstances, the consolidated profit after taxation and after minority interest for the year ending 31 December 2001 will be as follows:-

	Year ending 31 December 2001 RM'000
Turnover	113,649
Profit before taxation	17,043
Less: Taxation	(5,128)
Profit after taxation	11,915
MI	(916)
Profit after taxation and MI	10,999
Enlarged number of ordinary shares ('000)	42,000
Weighted average number of ordinary shares ('000)	36,750
Gross EPS^ (sen)	42.81^
Net EPS^ (sen)	29.93^
Fully Diluted Gross EPS* (sen)	37.46*
Fully Diluted Net EPS* (sen)	26.19*
Gross PE Multiple based on the issued price of RM1.60 per ordinary shares (times)+	4.27
Net PE Multiple based on the issued price of RM1.60 per ordinary share (times)+	6.11

^ *Based on weighted average number of ordinary shares*

* *Based on the enlarged number of ordinary shares*

\+ *Based on the fully diluted gross and net EPS*

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14.5 Reporting Accountants' Letter on the Consolidated Profit Forecast
(Prepared for inclusion in this Prospectus)

ERNST & YOUNG
AF: 0039

■ **Public Accountants**
4th Floor, Kompleks Antarabangsa,
Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.

Mail Address:
P.O. Box 10068
50704 Kuala Lumpur, Malaysia.

■ Phone : (03) 2144-2333
Fax : (03) 2141-0676
(03) 2144-5619
www.ey.com

21 August 2001

The Board of Directors
Degem Berhad
No 45, 1st Floor, Jalan SS2/55
47300 Petaling Jaya
Selangor Darul Ehsan

Dear Sirs

CONSOLIDATED PROFIT FORECAST FOR THE YEAR ENDING 31 DECEMBER 2001 FLOTATION ON THE KUALA LUMPUR STOCK EXCHANGE SECOND BOARD

We have reviewed the accounting policies and calculations for the consolidated profit forecast of Degem Berhad and its subsidiary companies, for the financial year ending 31 December 2001, for which the Directors are solely responsible, as set out in the accompanying statement which we have stamped for identification, for the purpose of inclusion in the Prospectus to be dated 27 August 2001.

In our opinion, the consolidated profit forecast so far as the accounting policies and calculations are concerned, has been properly compiled on the basis of the assumptions made by the Directors as set out in the accompanying statement and is presented on a basis consistent with the accounting principles previously adopted in the preparation of the audited financial statements of the Group.

Yours faithfully

ERNST & YOUNG AF: 0039
Public Accountants

Yeo Eng Seng 1212/12/02(J)
Partner

ERNST & YOUNG
AF: 0039

DEGEM BERHAD
CONSOLIDATED PROFIT FORECAST FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2001

The Directors of Degem Berhad forecast that barring unforeseen circumstances, the consolidated profit after taxation and after minority interest for the financial year ending 31 December 2001 will be as follows:-

	Year Ending 31 December 2001 RM'000
Profit after taxation and after minority interest (RM'000)	10,999
Weighted average number of ordinary shares ('000)	36,750
Net earnings per share based on weighted average number of shares (RM)	0.30
Enlarged number of ordinary shares ('000)	42,000
Net earnings per share based on enlarged number of shares (RM)	0.26

The principal bases and assumptions upon which the forecast has been prepared are set out below:-

(a) There will be no material changes in the structure and principal activities of the Group.

(b) There will be no material changes in the management, trading and accounting policies currently adopted.

(c) There will be no significant changes in the current demand and in prevailing market conditions in Malaysia and overseas which will adversely affect the Group's performance and businesses of its major customers and suppliers.

(d) There will be no material changes in the present legislation or regulations, rates and basis of duties, levies and other taxes affecting the Group's activities.

(e) There will be no major industrial disputes, economic and political changes or any abnormal circumstances which will adversely affect the operations of the Group.

(f) Existing financing facilities will remain available to the Group and interest rates will not change significantly from those presently prevailing.

(g) Exchange rates of foreign currencies will not substantially and adversely change from their present levels.

ERNST & YOUNG
AF: 0039

DEGEM BERHAD
CONSOLIDATED PROFIT FORECAST FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2001

(h) Inflation will remain at its current level.

(i) Flotation Scheme

(i) Acquisition

Degem Berhad acquired 100% of the equity interest in PYT Jewel & Time Sdn Bhd together with its subsidiaries for a total purchase consideration of RM39,065,304 satisfied by the issue of 34,999,998 new ordinary shares of RM1 each respectively at an approximate issue price of RM1.12 per ordinary share in Degem Berhad (hereinafter referred to as the Acquisition).

(ii) Public Issue

Degem Berhad will make a Public Issue (hereinafter referred to as the Public Issue) of 7,000,000 new ordinary shares of RM1.00 each at an issue price of RM1.60 per share for total cash proceeds of RM11,200,000.

The Acquisition was completed on 31 March 2001. It is assumed that the Public Issue will be completed and the gross cash proceeds arising therefrom of RM11.2 million will be received by 30 September 2001.

14. FINANCIAL INFORMATION *(cont'd)*

14.6 Directors' Analysis and Commentary on the Profit Forecast

With the proceeds from the Public Issue pursuant to the listing exercise, it will facilitate the proposed expansion of the Group. Turnover for the financial year ending 31 December 2001 is expected to increase by approximately 29.5% to approximately RM114 million from approximately RM88 million in the previous year. The increase is mainly attributed to the additional one (1) new outlet to be set up during the year as well as the increase in sales from its existing business.

Accordingly, the profit after tax is expected to grow by approximately 25.3% from approximately RM8.7 million in the previous year to approximately RM10.9 million for the financial year ending 31 December 2001. The increase in profit after tax is mainly due to higher turnover contributions from the Group's subsidiaries companies such as P.Y.T., P-Jewellers, Diamond & Platinum and P-Ampang.

With the receipt of the proceeds from the Public Issue, the level of gearing of the Group based on the proforma balance sheets as at 31 March 2001 after the proposed repayment of the existing bank borrowings will be reduced from 0.27 times to 0.19 times. Further, the liquidity position of the Group will also improve. The Board of Directors of Degem expects that the Group will have adequate working capital for its requirements for the financial year.

The Board of Directors of Degem confirms that the consolidated profit forecast for the year ending 31 December 2001 and the principal bases and assumptions stated therein have been reviewed by the Directors after due enquiry, and that the Directors, having taken into account the future prospects of the industry, future plans and strategies to be adopted by the Group and its level of gearing, liquidity and working capital requirements, are of the opinion that the profit forecast of the Degem Group is achievable and the assumptions made are reasonable.

14.7 Sensitivity Analysis

The Degem Group has been in the business of manufacturing and trading in gold and jewellery for almost two (2) decades and therefore, has the relevant experience and expertise to ensure that quality gold and jewellery are produced.

The sensitivity analysis for the Degem Group on both the changes in turnover and raw materials is set out below in detail based on the profit forecast (after listing scenario) for the financial year ending 31 December 2001. The control figures are as follows:-

	2001 **RM'000**
Turnover	113,649
Cost of sales	77,017
Gross profit	36,632
Profit before tax	17,043

14. FINANCIAL INFORMATION *(cont'd)*

Scenario I

(a) Increase in turnover (assuming all other factors remaining unchanged)

Change %		2001 RM'000	Change %
5	Turnover	119,331	5.0
	Cost of sales	77,017	0
	Gross profit	42,314	15.5
	Profit before tax	21,873	28.3
10	Turnover	125,014	10.0
	Cost of sales	77,017	0
	Gross profit	47,996	31.0
	Profit before tax	26,702	56.7

(b) Decrease in turnover (assuming all other factors remaining unchanged)

Change %		2001 RM'000	Change %
5	Turnover	107,966	(5.0)
	Cost of sales	77,017	0
	Gross profit	30,949	(15.5)
	Profit before tax	12,213	(28.3)
10	Turnover	102,284	(10.0)
	Cost of sales	77,017	0
	Gross profit	25,267	(31.0)
	Profit before tax	7,384	(56.7)

Scenario II

(a) Increase in cost of sales (assuming all other factors remaining unchanged)

Change %		2001 RM'000	Change %
5	Turnover	113,649	0
	Cost of sales	80,868	5.0
	Gross profit	32,781	(10.5)
	Profit before tax	13,192	(22.6)
10	Turnover	113,649	0
	Cost of sales	84,719	10.0
	Gross profit	28,930	(21.0)
	Profit before tax	9,341	(45.2)

14. FINANCIAL INFORMATION *(cont'd)*

(b) Decrease in cost of sales (assuming all other factors remaining unchanged)

Change %		2001 RM'000	Change %
5	Turnover	113,649	0
	Cost of sales	73,166	(5.0)
	Gross profit	40,483	10.5
	Profit before tax	20,894	22.6
10	Turnover	113,649	0
	Cost of sales	69,316	(10.0)
	Gross profit	44,333	21.0
	Profit before tax	24,745	45.2

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14. FINANCIAL INFORMATION *(cont'd)*

14.8 Dividend Forecast

Degem intends to pursue a dividend policy in line with its profitability which would allow shareholders to participate in the profits of the Group as well as leaving adequate reserves for its future growth and expansion.

On the basis of the consolidated profit forecast after minority interest and extraordinary items, and on the assumption that the present basis for calculating taxation and rates of taxation will remain unchanged, the Directors of Degem anticipate that in the absence of unforeseen circumstances, the Company will be in a position to propose, based on the enlarged issued and paid-up share capital of RM42,000,000, a gross dividend of 5.0% for the financial year ending 31 December 2001.

The intended appropriation of the Company's forecast consolidated profit for the financial year ending 31 December 2001 would be as follows:-

Financial year ending 31 December	**2001 RM'000**
Turnover	113,649
Consolidated profit before taxation and MI	17,043
Taxation	(5,128)
Consolidated profit after taxation but before MI	11,915
MI	(916)
Consolidated profit after taxation and MI	10,999
Proposed dividend (less 28% tax)	1,512
Retained profit for the year	9,487
Gross dividend per share (sen)	5.0
Net dividend per share (sen)	3.6
Gross dividend yield based on the Issue/Offer Price of RM1.60 per share	3.13
Net dividend yield based on the Issue/ Offer Price of RM1.60 per share	2.25
Net dividend cover	7.27

The declaration, amount and payment of dividends are subject to the approval by the shareholders of Degem on recommendation of the Board of Directors. Degem currently expects to pay dividends on an annual basis but has not established (and does not establish) any fixed percentage of earnings allocated for the payment of dividends. Any variation from the forecast dividend would depend on Degem's results of operations, financial conditions, cash requirements and other factors deemed relevant by the Board of Directors.

14.9 Proforma Consolidated Balance Sheets and Reporting Accountants' Letter
(Prepared for inclusion in this Prospectus)

ERNST & YOUNG
AF: 0039

■ **Public Accountants**
4th Floor, Kompleks Antarabangsa,
Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.

Mail Address:
P.O. Box 10068
50704 Kuala Lumpur, Malaysia.

■ Phone : (03) 2144-2333
Fax : (03) 2141-0676
(03) 2144-5619
www.ey.com

21 August 2001

The Board of Directors
Degem Berhad
No 45, 1st Floor, Jalan SS2/55
47300 Petaling Jaya
Selangor Darul Ehsan

Dear Sirs

PROFORMA CONSOLIDATED BALANCE SHEETS
FLOTATION ON THE KUALA LUMPUR STOCK EXCHANGE SECOND BOARD

We have reviewed the presentation of the Proforma Consolidated Balance Sheets of Degem Berhad and its subsidiary companies ("Degem Group") as at 31 March 2001 together with the accompanying notes, for which the Directors are solely responsible, prepared for the purpose of inclusion in the Prospectus to be dated 27 August 2001.

In our opinion, the Proforma Consolidated Balance Sheets of Degem Berhad as at 31 March 2001, which are provided for illustrative purposes only, have been properly compiled on the bases set out in the notes thereto.

Yours faithfully

ERNST & YOUNG AF: 0039
Public Accountants

Yeo Eng Seng 1212/12/02(J)
Partner

ERNST & YOUNG
AF: 0039

DEGEM BERHAD
PROFORMA CONSOLIDATED BALANCE SHEETS

The Proforma Consolidated Balance Sheets set out below are provided for illustrative purposes only to show the effects on the audited balance sheet of Degem Group as at 31 March 2001 had the Public Issue been effected on that date.

	<---------DEGEM GROUP-------->	
	Audited as at 31 March 2001	After Public Issue
	RM'000	RM'000
PROPERTY,PLANT AND EQUIPMENT	15,160	15,460
CURRENT ASSETS (Note 5a)	78,039	85,281
CURRENT LIABILITIES (Note 5b)	38,463	38,463
Net Current Assets	39,576	46,818
DEFERRED EXPENDITURE	629	-
	55,365	62,278
SHARE CAPITAL	35,000	42,000
RESERVES (Note 4)	14,911	17,411
SHAREHOLDERS' FUNDS	49,911	59,411
MINORITY INTEREST	1,705	1,705
DEFERRED & LONG TERM LIABILITIES (Note 5c)	3,749	1,162
	55,365	62,278
Net Tangible Assets per share (RM)	1.41	1.41

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DEGEM BERHAD
NOTES TO THE PROFORMA CONSOLIDATED BALANCE SHEETS

The Proforma Consolidated Balance Sheets have been prepared on accounting principles and basis consistent with those previously adopted in the preparation of audited financial statements. These have been prepared based on the audited consolidated balance sheets of Degem Berhad as at 31 March 2001 and adjusted for the following:-

1. Flotation Scheme

   (i) Acquisition

   Degem Berhad acquired 100% of the equity interest in PYT Jewel & Time Sdn Bhd together with its subsidiaries for a total purchase consideration of RM39,065,304 satisfied by the issue of 34,999,998 new ordinary shares of RM1 each at an approximate issue price of RM1.12 per ordinary share in Degem Berhad (hereinafter referred to as the Acquisition).

   The Acquisition was completed on 31 March 2001 and is consolidated in the audited balance sheet of Degem Group as at 31 March 2001 using the merger method in accordance with Malaysian Accounting Standard 2.

   (ii) Public Issue

   Degem Group will make a Public Issue (hereinafter referred to as the Public Issue) for cash of 7,000,000 new ordinary shares of RM1.00 each at an issue price of RM1.60 per share for total cash proceeds of RM11,200,000.

   The premium arising from the Public Issue of RM4,200,000 is credited to the share premium account.

2. Estimated expenses of RM1.7 million (of which RM0.629 million has been incurred and shown as deferred expenditure as at 31 March 2001) relating to the Acquisition and Public Issue have been debited against share premium.

3. It is assumed that the cash proceeds of RM9.5 million (after deducting estimated listing expenses of RM1.7 million) to be received from the Public Issue will be utilised as follows:-

	RM'000
Capital expenditure	300
Repayment of existing bank borrowings	2,587
Working capital	6,613
	9,500

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4. Analysis of reserves as at 31 March 2001 is as follows:-

	Share Premium	Retained Profits	Total
	RM'000	RM'000	RM'000
As per audited accounts as at 31 March 2001	-	14,911	14,911
Premium arising from Public Issue	4,200	-	4,200
Less: Listing expenses	(1,700)	-	(1,700)
After Public Issue	2,500	14,911	17,411

5. Analysis of Current Assets, Current Liabilities and Deferred and Long Term Liabilities are as follows:-

	<------DEGEM GROUP------>	
	Audited as at 31 March 2001	After Public Issue
	RM'000	RM'000
(a) Current Assets		
Inventories	72,914	72,914
Trade debtors	1,647	1,647
Other debtors, deposits and prepayments	2,150	2,150
Cash and bank balances	1,328	8,570
	78,039	85,281
(b) Current Liabilities		
Trade creditors	18,945	18,945
Other creditors and accruals	6,681	6,681
Hire purchase creditors	286	286
Amount due to directors	527	527
Bank borrowings	9,917	9,917
Taxation	2,013	2,013
Amount due to holding company	94	94
	38,463	38,463
(c) Deferred and Long Term Liabilities		
Hire purchase creditors	272	272
Term Loans	3,247	660
Deferred Tax	230	230
	3,749	1,162