



TH Group Berhad

VISION To be a professionally run conglomerate with international standards in performance and business scope.

MISSION To establish a strategic presence in the New Economy while creating values in tangible and intangible assets through flexible, simple, innovative, effective and progressive management with the objective to enhance growth and profitability.

corporate

ABOUT TH GROUP BERHAD

Main Board listed TH Group pursues a focused growth strategy by directing expertise towards Technology and Healthcare, building on its strong fundamentals in Plantations and Contracting.

On the plantation front, the Group has cultivated approximately 11,557 hectares of palm oil plantations in Sabah. The Group also owns and operates a 90 metric tonne crude palm oil mill.

Equally active on the construction front, the Group has undertaken a broad range of projects including infrastructure related projects, high-end and low-end residential units, hospitals and prison amenities. The Group's new projects bring the outstanding order book up to RM263 million as at December, 2004.

profile

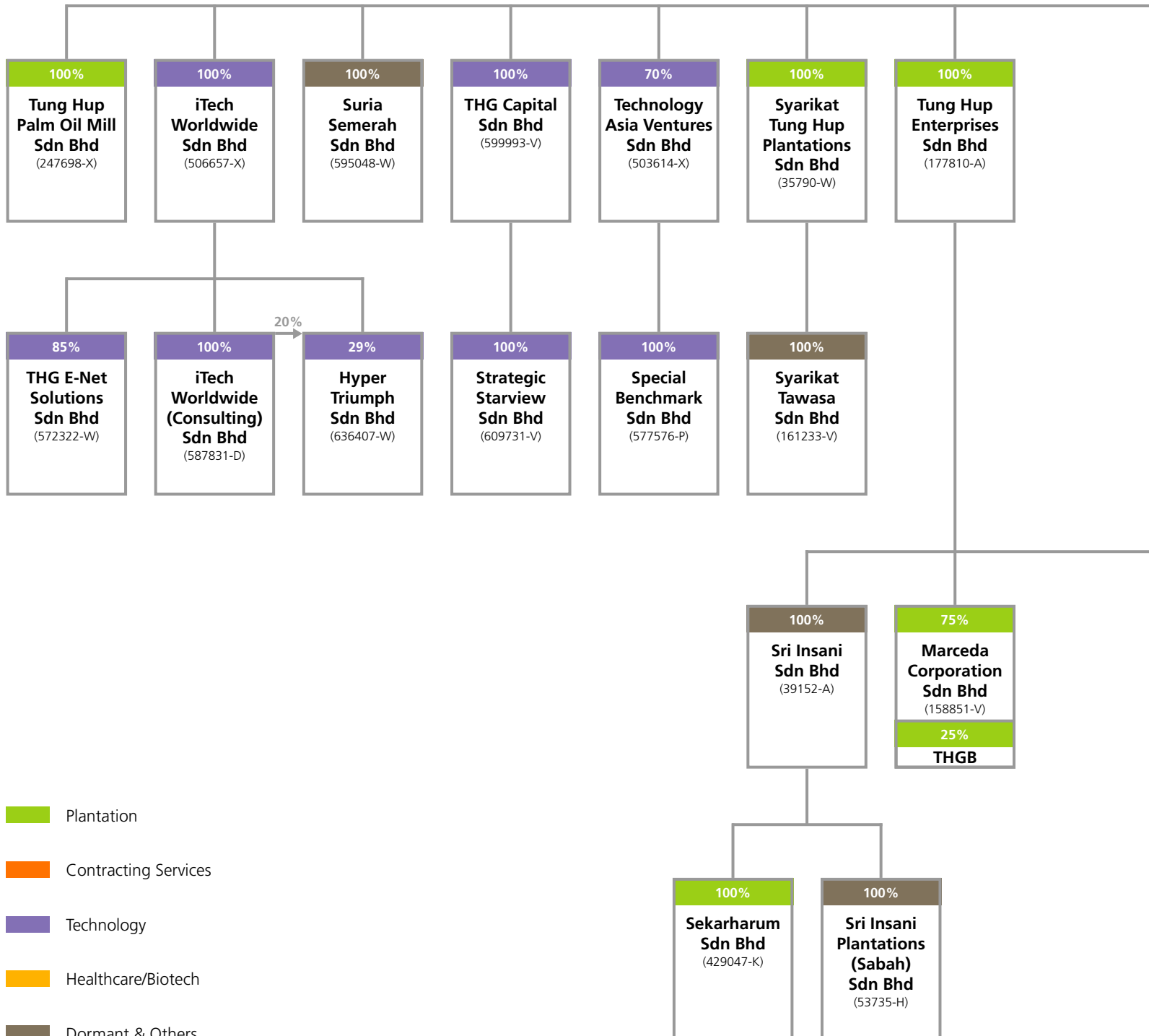
On the technology front, TH Group is involved in the following areas: software research and development (plantation related), customized software solutions management services, facilities management software, e-business solutions and venture capital investment in both high technology company(ies) and biotechnology company(ies).

The Group has also made a strategic investment in healthcare, its fourth core business, with the acquisition of Asiaprise Biotech Sdn Bhd which owns NCI Cancer Hospital (formerly known as Nilai Cancer Institute). The acquisition was completed in February 2004. NCI offers diagnostic screening services, treatments and clinical trials/research. The future thrust in the healthcare sector of TH Group will include pharmaceutical distribution and investment into biotech/healthcare related company(ies)/activities.

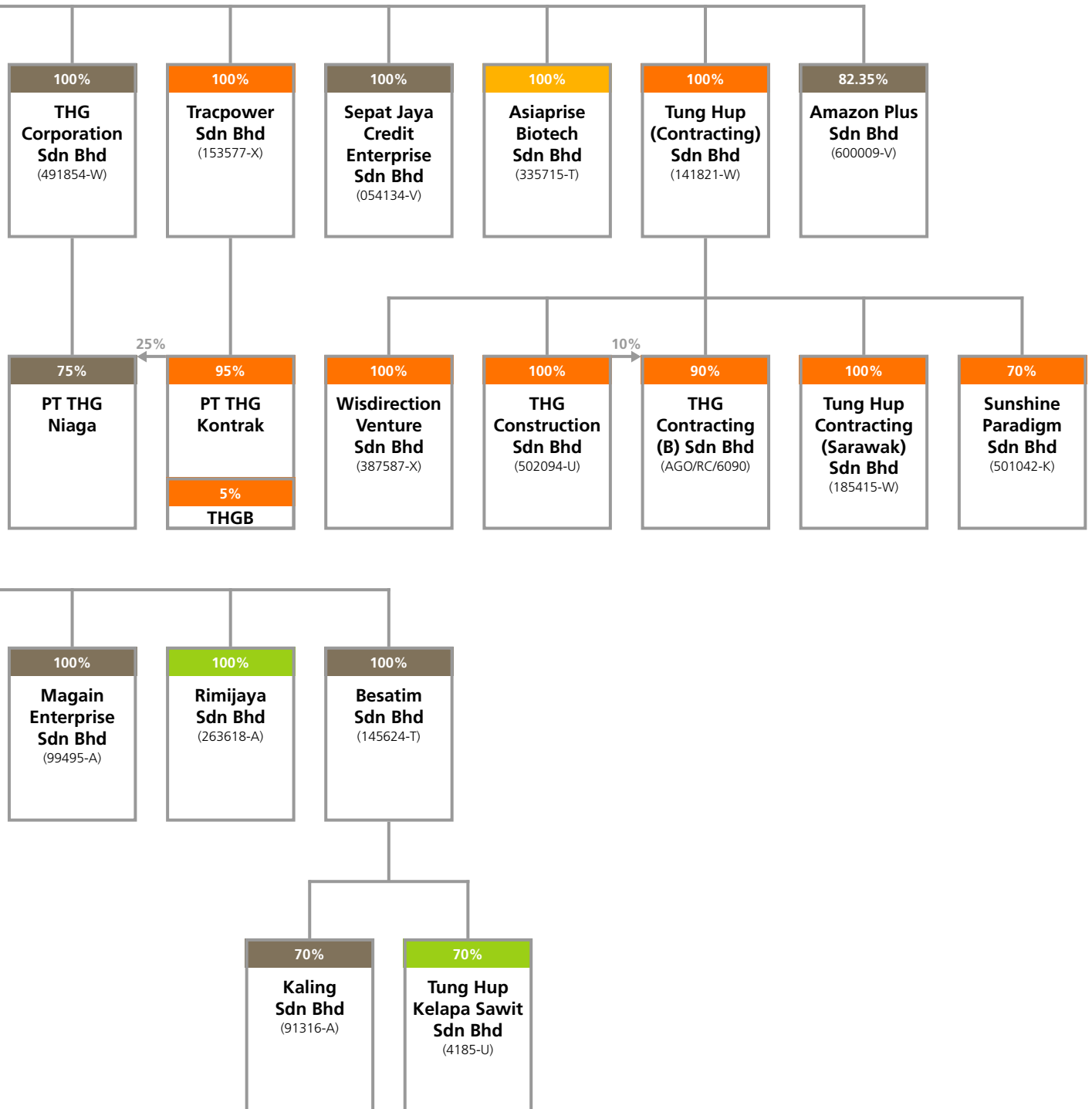
corporate structure

and its subsidiaries as at 31 December 2004

TH Group Berhad



- Plantation
- Contracting Services
- Technology
- Healthcare/Biotech
- Dormant & Others



corporate information & directory

BOARD OF DIRECTORS

Abu Bakar bin Abdul Karim
Chairman, Independent & Non-Executive Director

Tunku Ahmad Burhanuddin Bin Tunku Datuk Seri Adnan
Independent & Non-Executive Director

Lei Lin Thai
Group Managing Director

Michael Ting Sii Ching
Independent & Non-Executive Director

Wong Ah Kow
Non-Executive Director

Rohana Tan Sri Mahmood
Independent & Non-Executive Director

Tam Kam Too
Non-Executive Director

JOINT COMPANY SECRETARIES

Lim Yew Heang (MAICSA 7007653)

Chan Yee Kiaw (MAICSA 7012253)

AUDIT COMMITTEE

Michael Ting Sii Ching (Chairman)

Lei Lin Thai (Member)

Tunku Ahmad Burhanuddin
Bin Tunku Datuk Seri Adnan (Member)

REMUNERATION COMMITTEE

Abu Bakar Bin Abdul Karim (Chairman)

Lei Lin Thai (Member)

Tam Kam Too (Member)

Rohana Tan Sri Mahmood (Member)

NOMINATION COMMITTEE

Abu Bakar Bin Abdul Karim (Chairman)

Tunku Ahmad Burhanuddin
Bin Tunku Datuk Seri Adnan (Member)

Tam Kam Too (Member)

REGISTERED OFFICE

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur, Malaysia
Tel : (03) 2084 9000
Fax : (03) 2094 9940 / (03) 2095 0292

SHARE REGISTRARS

Symphony Share Registrars Sdn Bhd
(378993-D)
(Formerly known as Malaysian Share Registration
Services Sdn Bhd)
Level 26, Menara Multi-Purpose
Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur, Malaysia.
Tel : (03) 2721 2222
Fax : (03) 2721 2530/2531

PRINCIPAL BANKERS OF THE GROUP

AmMerchant Bank Berhad
RHB Bank Berhad
Citibank Berhad

AUDITORS

KPMG (AF 0758)
Chartered Accountants

STOCK EXCHANGE LISTING

Main Board of Bursa Malaysia Securities
Berhad (formerly known as Malaysia
Securities Exchange Berhad)

STOCK CODE

KLSE

Share – 8109
Warrant – 8109WA

Reuters

Share – THGR.KL
Warrant – Nil

Bloomberg

Share – THG.MK
Warrant – THGW.MK

SOLICITORS

Foong & Partners
Bodipalar Ponnudurai Nathan

HEAD OFFICE

Sandakan

Lot 2-5, Block C, Bandar Fajar
Phase 1, Mile 1.5, Leila Road
P O Box 1132, 90712 Sandakan
Sabah, Malaysia
Tel : (089) 273 388
Fax : (089) 272 868

CORPORATE OFFICE**Kuala Lumpur**

Unit 50-07-02
 7th Floor, Wisma UOA Damansara
 No. 50, Jalan Dungun
 Damansara Heights
 50490 Kuala Lumpur, Malaysia
 Tel : (03) 2092 3277
 Fax : (03) 2092 5077

OTHER OFFICES**CONTRACTING SERVICES****Kuala Lumpur**

50-02-01, 2nd Floor
 Wisma UOA Damansara
 No. 50, Jalan Dungun
 Damansara Heights
 50490 Kuala Lumpur, Malaysia
 Tel : (03) 2094 8233 / 9233
 Fax : (03) 2094 2570

Tawau

TB 1259, Yeong Ji Light Industries
 KM 5, Jalan Apas, P.O. Box 35
 91009 Tawau, Sabah, Malaysia
 Tel : (089) 912 466
 Fax : (089) 913 118

Kota Kinabalu

Shoplot No.24 & 25
 1st Floor, Putatan Court
 Jalan Kompleks JKR
 88200 Putatan
 Kota Kinabalu, Sabah, Malaysia
 Tel : (088) 768 551
 Fax : (088) 768 771

TECHNOLOGY**MARKETING**

Unit 50-02-03
 2nd Floor, Wisma UOA Damansara
 No. 50, Jalan Dungun
 Damansara Heights
 50490 Kuala Lumpur, Malaysia
 Tel : (03) 2092 2011
 Fax : (03) 2095 3828

RESEARCH & DEVELOPMENT

R&D Centre for iTech Worldwide Sdn Bhd
 and THG E-Net Solutions Sdn Bhd
 Level 44, Tower 2
 PETRONAS Twin Towers
 Kuala Lumpur City Centre
 50088 Kuala Lumpur, Malaysia
 Tel : (03) 2166 9288 (iTech);
 (03) 2166 3266 (THG E-Net)
 Fax : (03) 2166 7988

Jakarta

10th Floor, Wisma Metropolitan 1
 Jl. Jend. Sudirman Kav 29
 Jakarta 12920
 Indonesia

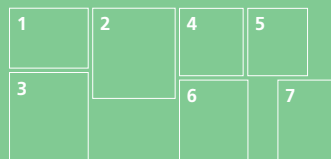
HEALTHCARE**Nilai**

NCI Cancer Hospital
 PT 13717, Jalan BBN 2/1
 71800 Nilai
 Negeri Sembilan Darul Khusus, Malaysia
 Tel : (06) 850 0999
 Fax : (06) 850 0733

Kuala Lumpur

Asiaprise Biotech Sdn Bhd
 Unit 50-02-07
 2nd Floor, Wisma UOA Damansara
 No. 50, Jalan Dungun
 Damansara Heights
 50490 Kuala Lumpur, Malaysia

B O A R D O F



1 Abu Bakar Bin Abdul Karim
Chairman
Independent & Non-Executive Director

2 Lei Lin Thai
Group Managing Director

3 Rohana Tan Sri Mahmood
Independent & Non-Executive Director

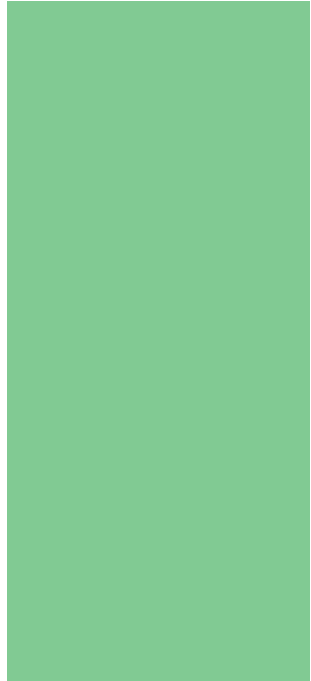
4 Michael Ting Sii Ching
Independent &
Non-Executive Director

**5 Tunku Ahmad Burhanuddin
Bin Tunku Datuk Seri Adnan**
Independent &
Non-Executive Director

6 Wong Ah Kow
Non-Executive Director

7 Tam Kam Too
Non-Executive Director

directors



profile of board of directors

Encik Abu Bakar Bin Abdul Karim

Chairman, Independent & Non Executive Director, Appointed 17 July 2003.

Also Member of the Nomination Committee, Remuneration Committee and Budget Committee.

Encik Abu Bakar started his career with the Economic Planning Unit in the Prime Minister's Office in 1969 until 1989 where his last post held was as Deputy Director General. From there, he went on to become the Chief Executive Officer for Malaysian International Merchant Banks Berhad (MIMB) while holding the post as Director for Cagamas Berhad as well as MIDF Consultancy and Corporate Services Sdn Bhd at the same time. He left in 1994 to join Malaysian Resources Corporation Berhad as Executive Vice Chairman and Group Managing Director for two years before becoming Executive Chairman for companies including Gunung Kabel Sdn Bhd and Guning Fiber Optik Sdn Bhd up until now. In between, from 1999 to 2001, he was also the Deputy Chairman for RHB Bank Berhad.

Encik Abu Bakar received his Bachelor of Arts (Hons) in Economics from Manchester University, United Kingdom in 1968 and Master in Arts in Public Policy and Administration from the University of Wisconsin, USA in 1972.

Lei Lin Thai

Group Managing Director, Appointed on 22 February 1999.

Also Member of the Audit Committee, Remuneration Committee, Budget Committee and presides as Chairman of the Investment Committee as well as the Executive committee (EXCO of TH Group Berhad).

Mr Lei, the co-founder of the Group, is the driving force in the Group and is known for his commitment to his work. He has over 40 years of working experience in the timber industry and well over 10 years in the oil palm plantation industry. While he was in these industries, he accumulated vast experience in areas of infrastructure work including road construction, earthwork and the construction of bridges. His long exposure in the various business sectors has developed in him an acute analytical skills in making business and investment decisions.

Wong Ah Kow

Director (Non-Executive), Appointed 22 February 1999.

Also Member of the Investment committee and the EXCO of TH Group Berhad.

Mr Wong, the other co-founder of the Group, has extensive experience in the timber industry with an indepth understanding of the mechanical and technical aspects of timber extraction. He possesses vast experience in oil palm plantation development and cultivation as well.

Mr Wong is currently the Managing Director of Tracpower Sdn Bhd, a wholly owned subsidiary of the Company.

Tam Kam Too

Director (Non-Executive), Appointed 22 February 1999.

Also Member of the EXCO of TH Group Berhad, Nomination Committee and Remuneration Committee as well as being an alternative member to Mr Wong Ah Kow in the Investment Committee.

Mr Tam has actively played an advisory role in the contracting services division in providing expertise input in dealing and working with steel.

Mr Tam's long working experience in the steel industry in his previous private business venture is an asset in the provision of contracting services sector of the Group. He had handled numerous steel related construction projects for the Singapore Government and other private sectors.

profile of board of directors

Tunku Ahmad Burhanuddin Bin Tunku Datuk Seri Adnan

Independent & Non-Executive Director, Appointed 18 July 2003.

Also Member of the Nomination Committee, the Audit Committee and the Investment Committee.

Tunku started his career as a Senior Bank Officer at Bank of Commerce Berhad in 1984. In 1990 he left the bank to join Lenggang Holdings Sdn Bhd as Group General Manager and Company Secretary until 1994 where he joined Commerce Asset-Holding Berhad as Financial Controller. In 1998, he went on to become Executive Director and Chief Executive Officer for Commerce Asset Fund Managers Sdn Bhd. He held various post including Strategic Corporate Planner, Head – Retail Financial Services and since March 2003 till now, Group Chief Internal Auditor for Bumiputra-Commerce Bank Berhad.

Apart from the aforesaid, he also holds directorship of other public companies including BBMB Unit Trust Management Berhad, Atis Corporation Berhad and MTD InfraPerdana Berhad (formerly known as Dewina Berhad).

Tunku is a member of the Association of Certified Accountants (FCCA) as well as the Malaysian Institute of Accountants (MIA).

Michael Ting Sii Ching

Independent and Non-Executive Director, appointed 27 June 2003.

Also, Member of the Budget Committee, Investment Committee and presides as Chairman of the Audit Committee.

Ting has previously worked as Senior Consulting Manager in Arthur Andersen for nine (9) years, leading or managing a variety of management and financial consulting assignments/projects for clients in a variety of industries.

From there, he went on to join PhileoAllied Securities Sdn Bhd/PhileoAllied Capital Partners Sdn Bhd (Stockbroking/ Corporate Finance & Investment Advisory) as General Manager/Executive Director, heading the Corporate Finance Business.

He stayed with Phileo for about eight (8) years before moving out to start his own practice in Corporate, Management and Financial Services from May 2001 to December 2003. During this period, he briefly held the position of Director – Corporate Advisory at ECM Capital Sdn Bhd. Currently, he heads the Corporate Planning Division of a listed company.

He also sits on the board of CB Industrial Product Holding Berhad (Second Board) since 10 October 2001, as an Independent, Non-Executive Director, and is a member of the Audit, Nomination and Remuneration Committees.

He earned his Bachelor Degree in Business Administration from the Simon Fraser's University in B.C., Canada in 1983.

Rohana Tan Sri Mahmood

Independent & Non Executive Director, appointed on 18 September 2003.

Also, Member of the Remuneration Committee, Risk Management Committee and Investment Committee.

Rohana Tan Sri Mahmood is the Advisor and Board Member of the Pacific Basin Economic Council (PBEC) Malaysia Member Committee. PBEC is a regional association of senior business executives representing more than 1,000 corporations in 20 countries around the Pacific. PBEC Malaysia was formed by the Government of Malaysia in 1991. Prior to this, she was at the Institute of Strategic and International Studies (ISIS) Malaysia and the Ministry of Foreign Affairs, Malaysia.

Rohana is also actively involved in business, principally in Education and ICT. She is a Director and Shareholder of KDU College Sdn Bhd, a leading private college in Malaysia with campuses in Kuala Lumpur and Penang. She is also a Director and Shareholder of KDU Smart School Sdn Bhd, a private smart school. Rohana sits on the Board of various public listed companies. She is also the Advisor to Boeing South East Asia. She is active in the world of arts and is currently serving as Deputy Chairman of the National Art Gallery.

Rohana holds a Bachelor of Arts Degree (Hons) in Politics from the University of Essex and a Masters in International Relations from the University of Sussex, UK.

KEY MILESTONE '04/'05



2004

JANUARY

- Construction division secured contracts totaling RM29.5 million to construct a research and development building in Bukit Jalil.
- iTech Worldwide secured three projects with a combined contract value of about RM1.2 million to supply and implement eFlex Plantware for plantations located in Malaysia.
- THG released 2nd tranche of RM5.7 million into Spring Hill Bioventures Fund which focuses on biotechnology and healthcare related investments making a total of RM13.3 million.

FEBRUARY

- Construction division secured several contracts totalling RM8.4 million to supply and install sign boards in Kota Kinabalu Sabah.

MARCH

- Approval from the Securities Commission on:
 - proposed acquisition by THG of the entire equity interest in AsiaPrise Biotech Sdn Bhd (AsiaPrise) which owns the new NCI Cancer Hospital (formerly known as Nilai Cancer Institute). AsiaPrise is the flagship company in THG's 4th core business – healthcare; and

- proposed employee share option scheme for eligible employees and directors of THG and its subsidiaries.

APRIL

- THG Capital has subscribed a further 2,430,556 ordinary shares of GBP0.01 each in Genemedix plc, United Kingdom, making a total of 1.69% stake held in this Biotech company which is listed in both London and Singapore Stock Exchange.
- THG Capital has subscribed for 8 Redeemable Convertible Bonds certificates at KRW50.0 million per certificate for a total cash consideration of KRW400.0 million in C-Solution, Inc. Korea, a company that provides can-tab solution for advertising and promotion catered for the beverage industry.
- iTech Worldwide has strengthened the business partnership with ARCHIBUS Inc, USA, to market ARCHIBUS/FM in Malaysia with the intention of setting up a regional solution center. Seen in picture, Mr Bruce K. Forbes, Founder/CEO of ARCHIBUS Inc. was with our Mr Dennis Cheng, Vice President, Business Development - IT Consulting, at a conference in Boston, United States. (refer 1)

MAY

- Construction division has secured two contracts totaling RM92 million for the construction of the Phase 2 expansion of NCI Cancer Hospital in Nilai and a few apartment blocks for a government agency in Ampang, Kuala Lumpur. (refer 2(a))
- The first golf tournament was held by TH Group at KLGCC on 22nd May 2004. (refer 2(b))
- AsiaPrise has entered into a Share Subscription Agreement ("SSA") to subscribe for 270,270 shares in Glenmark Laboratories Limited for USD500,000-00, Mumbai, India. Glenmark operates a FDA and EMEA compliance pharmaceutical manufacturing plant targeting USA and Europe as its key export markets. With this investment, AsiaPrise has signed a distribution and marketing rights agreement with Glenmark to distribute its products in the South East Asia, Taiwan and Hong Kong market.

JUNE

- TH Group took part in the Biotechnology Industry Organization Bio2004 Convention in San Francisco. (refer 3)



JULY

- AsiaPrise and TH Group's MSC status companies, iTech Worldwide Sdn Bhd and THG eNet Solutions Sdn Bhd participated in the Langkawi International Dialogue (LID) Showcase 2004. (refer 4)

AUGUST

- The Construction division set up a new subsidiary in Brunei to explore construction opportunities in Brunei.
- THG eNet Solutions Sdn Bhd set up a branch in Brunei to further explore IT-related business opportunities in Brunei.

SEPTEMBER

- TH Group launched THG-SID Cancer Charity Fund jointly with Soroptomist International Damansara (a worldwide organisation for women in management and the professions, working through service projects to advance human rights and the status of women) to subsidize cancer treatments at NCI for underprivileged women in the community. (refer 5)
- iTech Worldwide secured two IT projects with total project value of RM720,000.00 with Kulim (M) Berhad and WTK Holding Berhad for the supply and implementation of eFLEX Plantware.

OCTOBER

- Asiaprise participated in the 5th Asia Pacific Travel Health Conference exhibition at Sunway Lagoon Resort Hotel organized by Malaysian Society of Travel Medicine. (refer 6)

NOVEMBER

- The internal streamlining of the various subsidiaries to set a clear structure for the different business units namely construction, plantation, land clearing service was completed in November. (refer 7)
- TH Group held a briefing on latest corporate development and a year end cocktail for the investment community in KL Hilton Hotel.

DECEMBER

- iTech Worldwide secured a project with initial worth of RM380,000 with Unilever Ghana for the supply and implementation of eFLEX Plantware in Ghana, with a letter of understanding to expand the service to other Unilever oil palm plantations located in other parts of Africa.
- THG e-Net Solutions Sdn Bhd secured the first local e-procurement project with ultimate principal being TMNet Sdn Bhd.
- iTech Worldwide has secured another project covering a planted area of 163,000 hectares to supply software and implementation services on eFLEX Plantware and Millware for a major plantation company in Indonesia.

2005

JANUARY

- Construction division secured a project with a contract value of RM22.15 million to construct and build 92 units of courtyard homes in Mukim Batu, Kuala Lumpur.
- THG e-Net Solutions Sdn Bhd secured a project from BondWeb Malaysia to supply and install a comprehensive web application system using a middleware distributed by THG e-Net known as TMAX.

FEBRUARY

- Construction division secured a project with a contract value of RM34 million to design and build a Toxicology Research Campus in Penang.
- Construction division secured a project to build a college in Sabah with a value of about RM85 million.