

## CONTENTS

02	Vision & Mission
03	Corporate Profile
04	Corporate Structure
06	Corporate Information & Directory
08	Board of Directors
10	Profile of Board of Directors
14	Key Milestones '05/'06
19	Chairman's Statement
24	Group Managing Director's Message
29	Review of Operations
40	Profile of Senior Management
47	Statement on Corporate Governance
57	Statement on Directors' Responsibilities
59	Audit Committee Report
65	Statement on Internal Control
69	Other Disclosure
75	Corporate Social Responsibility Statement
77	Share Performance
78	Warrant Performance
79	Summarised 5-Year Group Financial Highlights
81	Financial Statements
138	List of Group Properties
142	Analysis of Shareholdings
143	List of Top Thirty (30) Largest Shareholders
144	Analysis of Warrantholdings
145	List of Top Thirty (30) Largest Warrantholders
146	Notice of Seventeenth Annual General Meeting Form of Proxy

## KANDUNGAN

02	Visi & Misi
03	Profil Korporat
04	Struktur Korporat
06	Maklumat Korporat & Direktori
08	Lembaga Pengarah
12	Profil Lembaga Pengarah
16	Pencapaian Utama '05/'06
22	Penyata Pengerusi
27	Penyata Pengarah Urusan Kumpulan
31	Tinjauan Operasi
43	Profil Pengurusan Kanan
52	Penyata Tadbir Urus Korporat
58	Penyata Tanggungjawab Para Pengarah
62	Laporan Jawatankuasa Audit
67	Penyata Kawalan Dalaman
72	Pendedahan Lain
76	Penyata Tanggungjawab Sosial Korporat
77	Prestasi Saham
78	Prestasi Waran
79	Ringkasan Maklumat Kewangan Kumpulan Bagi Tempoh 5-Tahun
81	Penyata Kewangan
138	Senarai Hartanah Kumpulan
142	Analisis Pegangan Saham
143	Senarai Tiga Puluh (30) Pemegang Saham Terbesar
144	Analisis Pegangan Waran
145	Senarai Tiga Puluh (30) Pemegang Waran Terbesar
151	Notis Mesyuarat Agung Tahunan Ke-Tujuh Belas Borang Proksi



## VISION VISI

To be a professionally run conglomerate with international standards in performance and business scope. Untuk menjadi konglomerat yang ditadbir secara profesional berdasarkan piawaian antarabangsa dari segi skop pencapaian dan perniagaan.

## MISSION MISI

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. Untuk mewujudkan penampilan strategik di Ekonomi Baru di samping menambah nilai dalam aset ketara dan tak ketara melalui pengurusan yang fleksibel, mudah, inovatif, efektif dan progresif dengan objektif bagi meningkatkan pertumbuhan dan keuntungan.

## CORPORATE PROFILE PROFIL KORPORAT



**ABOUT TH GROUP BERHAD** Listed on the Main Board of Bursa Malaysia Securities Berhad with a market capitalization of RM250 million, TH Group Berhad is a diversified and professionally managed organization with a strong presence in traditional businesses in Plantation, Construction and Contracting Services. Apart from a strong focus on value creation, we will be emphasising deliberate strategies that will allow us to refocus on our main strengths and core competencies while consolidating and extracting more value from our IT, Biohealthcare and other businesses.

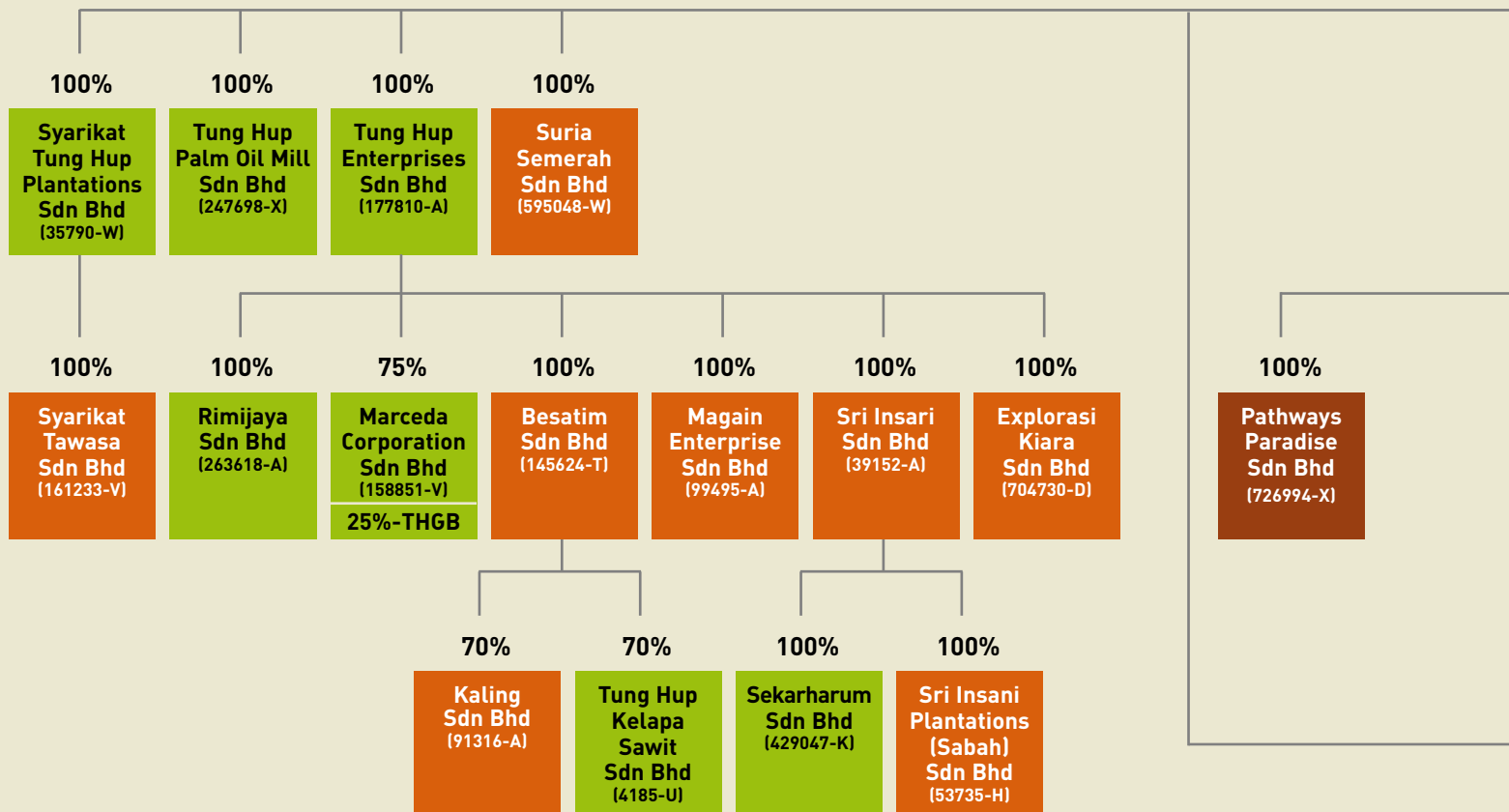
To date, the Group has cultivated approximately 11,758 hectares of palm oil plantations in Sabah. The Group also owns and operates a 90 metric tonne crude palm oil mill. On the construction front, the division is involved in design and build, project management, engineering services and M&E services. The technology division is involved in the research and development of software that is targeted at improving operational efficiency, facilities management and e-business solutions. Under biohealthcare, the division operates the NCI Cancer Hospital; which is involved in diagnosis, treatment and clinical trials; the NCI Specialist Centre; a pharmaceutical distribution division; and investments in biohealthcare related projects.

**MENGENAI TH GROUP BERHAD** Tersenarai di Papan Utama Bursa Malaysia Securities Berhad dengan RM250 juta modal pasaran, TH Group Berhad merupakan sebuah organisasi pelbagai dan diurus secara profesional dengan penampilan yang teguh di dalam perniagaan tradisi iaitu Perladangan, Pembinaan dan Perkhidmatan Kontrak. Selain daripada tumpuan kuat dalam usaha penciptaan nilai, kami akan memberi penekanan kepada strategi khusus yang akan membolehkan kami melakukan tumpuan semula terhadap kekuatan dan kecekapan teras kami sementara menggabung dan meraih lebih banyak nilai daripada perniagaan IT, Bio-Penjagaan Kesihatan dan lain-lain perniagaan.

Kini, Kumpulan telah menanam lebih kurang 11,758 hektar ladang kelapa sawit di Sabah. Kumpulan juga memiliki dan menguruskan 90 tan metrik kilang minyak sawit mentah. Di dalam sektor pembinaan, bahagian ini melibatkan diri di dalam rekaan dan binaan, pengurusan projek, servis kejuruteraan dan servis M&E. Bahagian Teknologi melibatkan diri di dalam penyelidikan dan pembangunan perisian yang bertujuan meningkatkan kecekapan operasi, pengurusan alatan dan penyelesaian e-dagang. Di bawah Bio-Penjagaan Kesihatan, Bahagian ini mengurus operasi Hospital Kanser NCI; dimana terlibat dalam diagnosis, cubaan rawatan dan klinikal; Pusat Pakar NCI; bahagian pengedaran farmaseutikal; dan pelaburan di dalam projek-projek berkaitan dengan bio-penjagaan kesihatan.

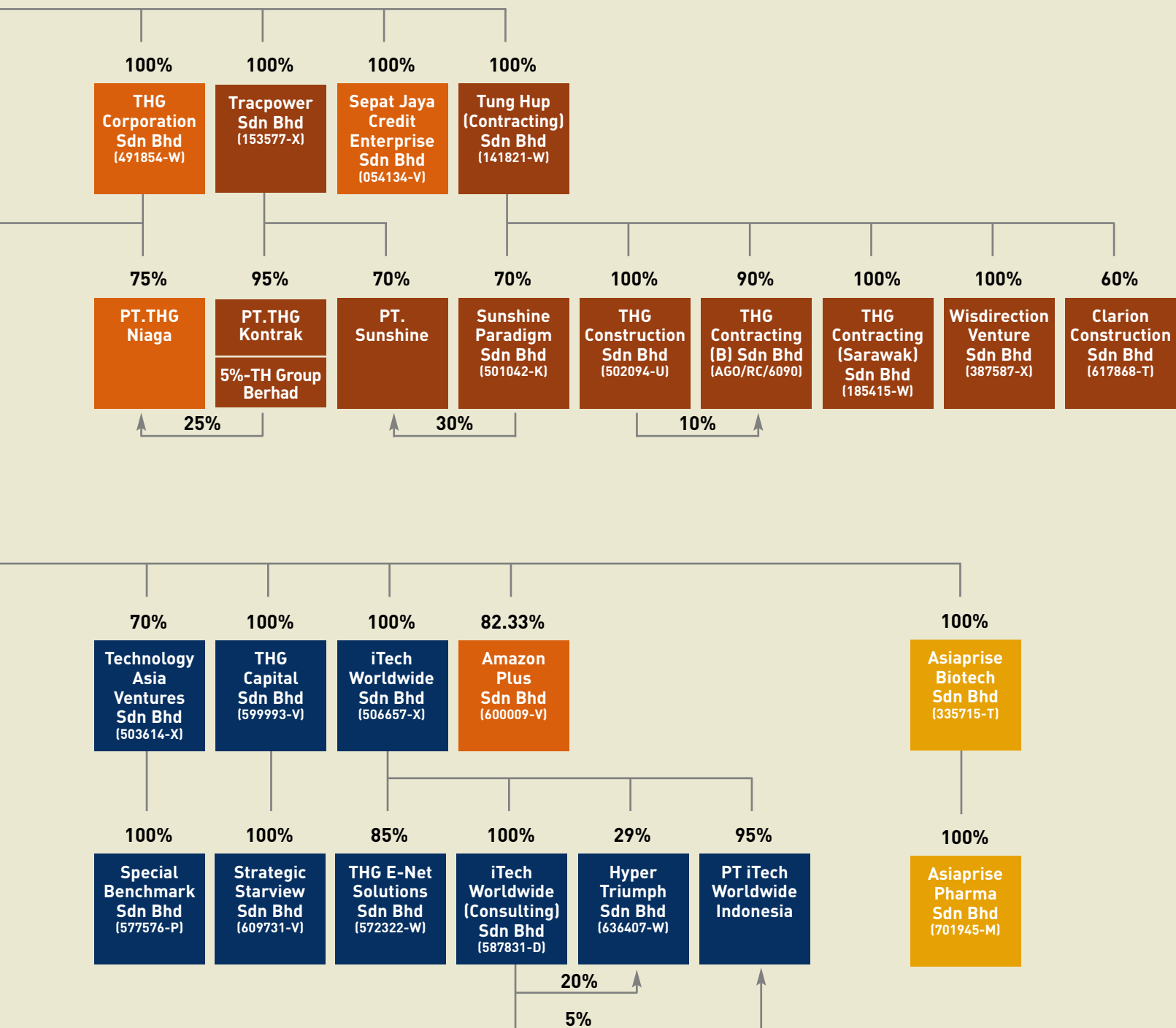
CORPORATE STRUCTURE  
STRUKTUR KORPORAT

# TH Group Berhad (183467-X)



- Plantation Perladangan
- Contracting Services Perkhidmatan Kontrak
- Technology Teknologi
- Biohealthcare Bio-Penjagaan Kesihatan
- Dormant & Others Tidak Aktif & Lain-lain

CORPORATE STRUCTURE  
STRUKTUR KORPORAT



## CORPORATE INFORMATION & DIRECTORY

### MAKLUMAT KORPORAT & DIREKTORI

#### Board of Directors Lembaga Pengarah

Abu Bakar Bin Abdul Karim  
Chairman, Independent &  
Non-Executive Director  
Pengerusi, Pengarah Bebas  
& Bukan Eksekutif

Lei Lin Thai  
Group Managing Director  
Pengarah Urusan Kumpulan

Wong Ah Kow  
Non-Executive Director  
Pengarah Bukan Eksekutif

Tam Kam Too  
Non-Executive Director  
Pengarah Bukan Eksekutif

Michael Ting Sii Ching  
Independent & Non-Executive  
Director  
Pengarah Bebas & Bukan  
Eksekutif

Rohana Tan Sri Mahmood  
Independent & Non-Executive  
Director  
Pengarah Bebas & Bukan  
Eksekutif

Wong Chee Beng  
Independent & Non-Executive  
Director  
Pengarah Bebas & Bukan  
Eksekutif

#### Joint Company Secretaries Setiausaha Syarikat Bersama

Lim Yew Heang  
(MAICSA 7007653)

Chan Yee Kiaw  
(MAICSA 7012253)

#### Audit Committee Jawatankuasa Audit

Michael Ting Sii Ching  
Chairman  
Pengerusi

Members  
Ahli-ahli  
Lei Lin Thai  
Wong Chee Beng

#### Remuneration Committee Jawatankuasa Imbuhan

Abu Bakar Bin Abdul Karim  
Chairman  
Pengerusi

Members  
Ahli-ahli  
Lei Lin Thai  
Tam Kam Too  
Rohana Tan Sri Mahmood

#### Nomination Committee Jawatankuasa Pencalonan

Abu Bakar Bin Abdul Karim  
Chairman  
Pengerusi

Members  
Ahli-ahli  
Tam Kam Too  
Michael Ting Sii Ching

#### Registered Office Pejabat Berdaftar

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

#### Share Registrars Pendaftar Saham

Symphony Share Registrars  
Sdn Bhd (378993-D)  
(Formerly known as / Dahulunya  
dikenali sebagai 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 Bank-Bank Utama Kumpulan

AmMerchant Bank Berhad  
RHB Bank Berhad  
Citibank Berhad

#### Auditors Juruaudit

KPMG (AF 0758)  
Chartered Accountants  
Akauntan Bertauliah

#### Stock Exchange Listing Penyenaraian Bursa Saham

Main Board of Bursa Malaysia  
Securities Berhad  
Papan Utama Bursa Malaysia  
Securities Berhad

#### Stock Code Kod Saham

Bursa Malaysia  
Share / Saham - 8109  
Warrant / Waran - 8109WA

Reuters  
Share / Saham - THGR.KL  
Warrant / Waran - Nil

Bloomberg  
Share / Saham - THG.MK  
Warrant / Waran - THGW.MK

#### Solicitors Peguan

Foong & Partners  
Bodipalar Ponnudurai Nathan

CORPORATE INFORMATION & DIRECTORY  
MAKLUMAT KORPORAT & DIREKTORI**Head Office****Ibu Pejabat****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****Pejabat Korporat****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****Pejabat-Pejabat Lain****CONTRACTING SERVICES****SERVIS KONTRAK****Kuala Lumpur**

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

**Kota Kinabalu****Putatan Site Office****Pejabat Tapak Putatan**

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

**Intan Site Office****Pejabat Tapak Intan**

Ground Floor, Lot 5, Block A  
Mile 4, Jalan Penampang  
Hong Tong Centre  
88500 Kota Kinabalu  
Sabah  
Tel : (088) 728 351 / 951  
Fax : (088) 728 690

**TECHNOLOGY****TEKNOLOGI****Marketing****Pemasaran**

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****Penyelidikan & Pembangunan**

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  
Tel : 00-62-21-5710085  
Fax : 00-62-21-5710064

**BIOHEALTHCARE****BIO-PENJAGAAN KESIHATAN****Kuala Lumpur**

Asiaprise Biotech Sdn Bhd  
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) 2096 2066

**Nilai**

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

## BOARD OF DIRECTORS

### LEMBAGA PENGARAH



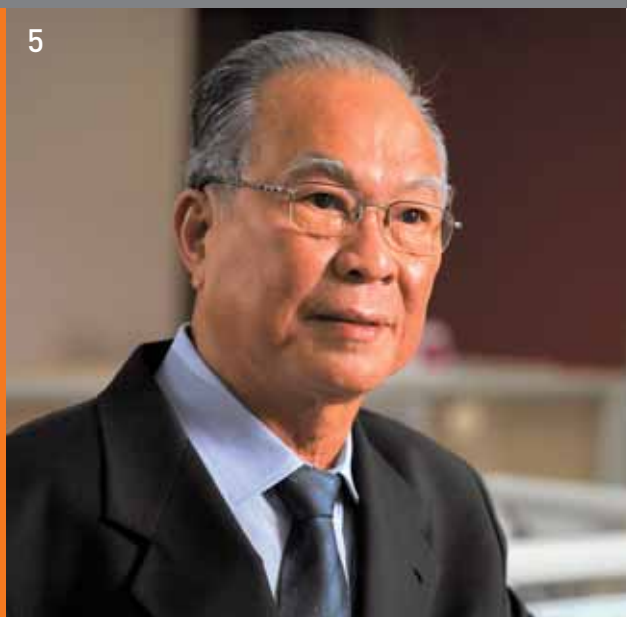
**1 Abu Bakar Bin Abdul Karim**  
Chairman, Independent & Non-Executive Director  
Pengerusi, Pengarah Bebas & Bukan Eksekutif

**3 Wong Ah Kow**  
Non-Executive Director  
Pengarah Bukan Eksekutif

**2 Lei Lin Thai**  
Group Managing Director  
Pengarah Urusan Kumpulan

**4 Rohana Tan Sri Mahmood**  
Independent & Non-Executive Director  
Pengarah Bebas & Bukan Eksekutif

BOARD OF DIRECTORS  
LEMBAGA PENGARAH



**5 Tam Kam Too**  
Non-Executive Director  
Pengarah Bukan Eksekutif

**7 Wong Chee Beng**  
Independent & Non-Executive Director  
Pengarah Bebas & Bukan Eksekutif

**6 Michael Ting Sii Ching**  
Independent & Non-Executive Director  
Pengarah Bebas & Bukan Eksekutif

## PROFILE OF BOARD OF DIRECTORS

### **Encik Abu Bakar Bin Abdul Karim**

Chairman, Independent & Non-Executive Director, appointed on 17 July 2003.

Also a 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 and stayed until 1989 where his last post was 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 a 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.

### **Rohana Tan Sri Mahmood**

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

Also a 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 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.

### **Tam Kam Too**

Director (Non-Executive), appointed on 22 February 1999.

Also a 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

## PROFILE OF BOARD OF DIRECTORS

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.

**Michael Ting Sii Ching**

Independent & Non-Executive Director, appointed on 27 June 2003.

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

Mr. Ting has previously worked as Senior Consulting Manager in Arthur Andersen/HRM for over nine (9) years, managing/ undertaking 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 run his own practice in Corporate, Management and Financial Services from May 2001 to December 2003. Currently, he heads the Corporate Planning and Development Division of a listed company. He also sits on

the board of CB Industrial Product Holding Berhad (Main 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.

**Wong Ah Kow**

Director (Non-Executive), appointed on 22 February 1999.

Also a 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.

**Wong Chee Beng**

Independent & Non-Executive Director, appointed on 20 March 2006.

Also a Member of the Audit Committee, Investment Committee and Loan Committee.

Mr. Wong has more than 30 years of experience in the areas of auditing,

accounting, financial management, business entrepreneurship and company secretarial work. He started his career with Ernst and Young, a leading accounting firm as an auditor and worked for 7 years. Thereafter, he moved on to the oil and gas industry to join Petcon Malaysia Sdn Bhd, a Norwegian/Malaysian joint venture as a Finance/Administration Manager and subsequently held the post of General Manager at Syawaja Sdn Bhd for 5 years. Mr. Wong left the oil and gas industry to join Jasatera Berhad (Second Board), a construction company as an Executive Director & Joint Company Secretary and also acts as the adviser for the company's restructuring exercise.

He sits on the board of CB Industrial Product Holding Berhad (Main Board) since 2002 as an Independent & Non-Executive Director. He is also the Audit Committee Chairman and a member of the Nomination Committee.

Mr. Wong is a member of the Malaysian Institute of Certified Public Accountants and a member of the Malaysian Institute of Accountants. He also holds a Master of Business Administration (MBA) from Brunel University, United Kingdom and is a Certified Financial Planner (CFP).

## PROFIL LEMBAGA PENGARAH

### **Encik Abu Bakar Bin Abdul Karim**

Pengerusi, Pengarah Bebas & Bukan Eksekutif, dilantik pada 17 Julai 2003.

Juga sebagai Ahli Jawatankuasa Pencalonan, Imbuan dan Bajet.

Encik Abu Bakar memulakan karier dengan Unit Perancang Ekonomi di Pejabat Perdana Menteri pada 1969 sehingga 1989 di mana jawatan terakhir yang dipegang adalah Timbalan Pengarah Besar. Selepas itu, beliau dilantik sebagai Ketua Pegawai Eksekutif di Malaysian International Merchant Banks Berhad (MIMB) dan pada masa yang sama memegang jawatan Pengarah di Cagamas Berhad serta MIDF Consultancy dan Corporate Services Sdn Bhd. Beliau meletak jawatan pada 1994 untuk menyertai Malaysian Resources Corporation Berhad sebagai Naib Pengerusi Eksekutif dan Pengarah Urusan Kumpulan selama dua tahun sebelum dilantik sebagai Pengerusi Eksekutif bagi syarikat-syarikat termasuk Gunung Kabel Sdn Bhd dan Gunung Fiber Optik Sdn Bhd sehingga kini. Sementara waktu itu, dari 1999 hingga 2001, beliau juga adalah Timbalan Pengerusi bagi RHB Bank Berhad. Encik Abu Bakar menerima Sarjana Muda Sastera (Kepujian) dalam Ekonomi dari Universiti Manchester, United Kingdom pada tahun 1968 dan Sarjana Sastera dalam Polisi dan Pentadbiran Awam dari Universiti Wisconsin, Amerika Syarikat pada tahun 1972.

### **Lei Lin Thai**

Pengarah Urusan Kumpulan, dilantik pada 22 Februari 1999.

Juga sebagai Ahli Jawatankuasa Audit, Imbuan, Bajet dan adalah Pengerusi Jawatankuasa Pelaburan serta Jawatankuasa Eksekutif (EXCO bagi TH Group Berhad).

Encik Lei, pengasas bersama Kumpulan, adalah peneraju utama di dalam Kumpulan dan dikenali sebagai seorang yang berkomitmen terhadap tugasnya. Beliau mempunyai pengalaman bekerja lebih dari 40 tahun dalam industri pembalakan serta lebih dari 10 tahun dalam industri perladangan kelapa sawit. Semasa beliau bekerja di dalam kedua-dua industri ini, beliau telah mengumpul pengalaman yang luas dalam kerja infrastruktur, termasuk pembinaan jalan, kerja-kerja tapak serta pembinaan jambatan. Pendedahan yang luas di dalam pelbagai sektor perniagaan telah menyemai di dalam dirinya skil-skil analisa yang tepat dalam membuat keputusan perniagaan dan pelaburan.

### **Rohana Tan Sri Mahmood**

Pengarah Bebas & Bukan Eksekutif, dilantik pada 18 September 2003.

Juga sebagai Ahli Jawatankuasa Imbuan, Pengurusan Risiko dan Pelaburan.

Rohana Tan Sri Mahmood adalah Penasihat dan Ahli Lembaga Pengarah Majlis Ekonomi Lingkaran Pasifik (PBEC) Ahli Jawatankuasa

Malaysia. PBEC adalah pertubuhan wilayah bagi eksekutif kanan perniagaan mewakili lebih dari 1,000 pertubuhan di 20 negara di sekitar Pasifik. PBEC Malaysia ditubuhkan oleh Kerajaan Malaysia pada tahun 1991. Sebelum ini, beliau bekerja di Institut Pengajian Strategik dan Antarabangsa (ISIS) Malaysia and Kementerian Luar, Malaysia. Rohana juga terlibat secara aktif di dalam bidang perniagaan, terutamanya Pendidikan dan ICT. Beliau adalah Pengarah dan Pemegang Saham KDU College Sdn Bhd, peneraju kolej swasta di Malaysia dengan kampus-kampus di Kuala Lumpur dan Pulau Pinang. Beliau juga adalah Pengarah dan Pemegang Saham KDU Smart School Sdn Bhd, sebuah sekolah bistari swasta. Rohana adalah ahli Lembaga Pengarah di beberapa syarikat awam tersenarai. Beliau aktif dalam dunia seni dan pada masa ini berkhidmat sebagai Timbalan Pengerusi Galeri Seni Kebangsaan.

Rohana mempunyai kelulusan Ijazah Sarjana Muda Sastera dengan kepujian dari Universiti Essex dan Ijazah Sarjana dalam Hubungan Antarabangsa dari Universiti Sussex, United Kingdom.

### **Tam Kam Too**

Pengarah (Bukan Eksekutif), dilantik pada 22 Februari 1999.

Juga sebagai ahli EXCO bagi TH Group, Ahli Jawatankuasa Pencalonan dan Imbuan serta ahli gantian untuk Encik Wong Ah Kow bagi Jawatankuasa Pelaburan.

## PROFIL LEMBAGA PENGARAH

Encik Tam memainkan peranan yang aktif dalam memberi nasihat di bahagian khidmat kontrak dengan menyalurkan input kepakaran dan kerja-kerja berkaitan dengan keluli. Pengalaman kerjanya yang luas dalam industri keluli ketika menceburi perniagaan peribadi yang lalu adalah satu aset bagi sektor pemberian khidmat kontrak Kumpulan. Beliau mengendalikan pelbagai projek pembinaan berasaskan keluli bagi Kerajaan Singapura dan lain-lain sektor swasta.

**Michael Ting Sii Ching**

Pengarah Bebas & Bukan Eksekutif, dilantik pada 27 Jun 2003.

Juga sebagai Ahli Jawatankuasa Bajet, Pelaburan serta Pengerusi Jawatankuasa Audit.

Encik Ting pernah bekerja sebagai Pengurus Kanan Perunding di Arthur Andersen/HRM selama sembilan (9) tahun, mengurus/mengendalikan pelbagai tugas/projek pengurusan dan perundingan kewangan untuk pelanggan di pelbagai industri. Selepas itu, beliau menyertai PhileoAllied Securities Sdn Bhd/PhileoAllied Capital Partners Sdn Bhd (Pembrokeran Saham/Penasihat Kewangan Korporat dan Pelaburan) sebagai Pengurus Besar/Pengarah Eksekutif, mengetuai Perniagaan Kewangan Korporat.

Beliau berkhidmat dengan Phileo lebih kurang lapan (8) tahun sebelum mengendalikan

perniagaan peribadi dalam bidang korporat, pengurusan dan khidmat kewangan dari Mei 2001 hingga Disember 2003. Ketika ini, beliau mengetuai Bahagian Perancangan dan Pembangunan Korporat di sebuah syarikat awam tersenarai. Beliau juga berada di dalam Lembaga Pengarah CB Industrial Product Holding Berhad (Papan Utama) dari 10 Oktober 2001 sebagai Pengarah Bebas Bukan Eksekutif dan adalah ahli Jawatankuasa Audit, Pencalonan dan Imbuan. Beliau memperoleh Ijazah Sarjana Muda Pentadbiran Perniagaan dari Universiti Simon Fraser di B.C., Kanada pada 1983.

**Wong Ah Kow**

Pengarah (Bukan Eksekutif), dilantik pada 22 Februari 1999.

Juga sebagai Ahli Jawatankuasa Pelaburan serta EXCO TH Group Berhad.

Encik Wong, adalah pengasas bersama Kumpulan, mempunyai pengalaman yang luas di dalam industri pembalakan dengan pengetahuan mendalam mengenai aspek-aspek mekanikal dan teknikal dalam pengeluaran balak. Beliau juga mempunyai pengalaman yang luas di dalam pembangunan dan penanaman perladangan kelapa sawit.

**Wong Chee Beng**

Pengarah Bebas & Bukan Eksekutif, dilantik pada 20 Mac 2006.

Juga sebagai Ahli Jawatankuasa Audit, Pelaburan dan Pembiayaan.

Encik Wong mempunyai lebih 30 tahun pengalaman dalam bidang audit, perakaunan, pengurusan kewangan, pengusahaan perniagaan dan kesetiausahaan syarikat. Beliau memulakan kerjayanya di Ernst and Young, sebuah firma audit terkemuka. Setelah bertugas di sana selama 7 tahun, beliau beralih ke industri minyak dan gas dengan syarikat Petcon Malaysia Sdn Bhd, sebuah syarikat usaha sama Norway/Malaysia sebagai Pengurus Kewangan/Pentadbiran dan berikutnya sebagai Pengurus Besar di Syawaja Sdn Bhd selama 5 tahun. Encik Wong menceburi bidang pembinaan dengan menyertai Jasatera Berhad (Papan Kedua) sebagai Pengarah Eksekutif dan Setiausaha Syarikat Bersama serta sebagai penasihat untuk rancangan penstrukturan syarikat tersebut.

Beliau adalah ahli Lembaga CB Industrial Product Holding Berhad (Papan Utama) semenjak tahun 2002 sebagai Pengarah Bebas Bukan Eksekutif. Beliau juga adalah Pengerusi Jawatankuasa Audit dan ahli Jawatankuasa Pencalonan.

Encik Wong adalah ahli Institusi Akauntan Awam Bertauliah Malaysia dan Institut Akauntan Malaysia. Beliau juga adalah pemegang Sarjana Pentadbiran Perniagaan daripada Universiti Brunel, United Kingdom dan diakui sebagai Perancang Kewangan Bertauliah (CFP).

## KEY MILESTONES '05/'06



01



02

**3 January 2005**

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.

**6 January 2005**

Construction division secured the Parkcity Project (Phase 2C- Adora) to construct 92 units of courtyard terraces, a 3 storey apartment and swimming pool at Wilayah Persekutuan, K.L.

**22 February 2005**

iTech Worldwide Sdn Bhd received a letter of award from the Indonesian subsidiary of Kumpulan Guthrie Berhad, Minamas Plantation, to supply and implement eFLEX Plantware and Millware to its plantations and palm oil mills in Indonesia.

**25 February 2005**

Cessation of business operation for PT THG Kontrak ("PTK") in Nunukan, Kalimantan, Indonesia.

**1 March 2005**

Construction division secured INTAN (Institut Tadbiran Awam

Negara) Phase 2 project to construct its' campus and accomodation at Kota Kinabalu, Sabah.

**4 March 2005**

Tung Hup (Contracting) Sdn Bhd, a wholly owned subsidiary of the Company, had subscribed for 600 ordinary shares of RM1.00 each in Clarion Construction Sdn Bhd for a total cash consideration of RM600.00.

**26 March 2005**

Orang Asli School in Klang Valley, Sekolah Kebangsaan Bukit Lanjan, was selected as the pioneer school for the Corporate Social Responsibility (CSR) programme - "Growing Scientists for Tomorrow" life sciences programme. (refer 01)

**30 March 2005**

Asiaprise Biotech Sdn Bhd and Health Scan Malaysia Sdn Bhd signed a MOU collaboration that will see patients receiving advanced medical care from both medical centers, and will work together to provide optimum medical care to patients from both centers particularly under the disciplines of oncology and cardiology. [refer 02]

**1 April 2005**

Asiaprise Biotech Sdn Bhd, the owner of NCI Cancer Hospital, and Tan Tock Seng Hospital in Singapore signed a MOU collaboration that will see both medical centers transferring medical knowledge and skills in an exchange programme for their medical professionals.

PT iTech Worldwide Indonesia, Jakarta, officially operating on 1st April 2005 to serve a great deal of potential business demands in the Indonesian market.

**28 April 2005**

Sixteenth Annual General Meeting (16th AGM) of TH Group Berhad was held at Bukit Kiara Equestrian & Country Resort, K.L.

**28-30 April 2005**

TH Group represented by Asiaprise Biotech Sdn Bhd participated in Bio Malaysia 2005 at Putrajaya Convention Hall, Putrajaya.

**13-15 May 2005**

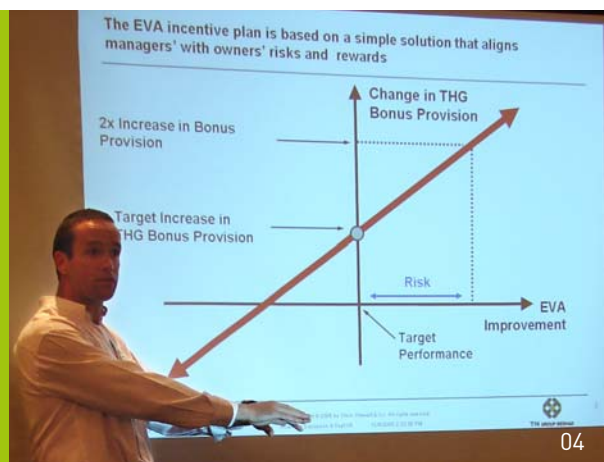
The team from NCI Cancer Hospital participated in the International Medical Expo 2005 in Medan, Indonesia.

## KEY MILESTONES '05/'06

15



03



04

**27 May 2005**

iTech Worldwide Sdn Bhd (iTH) and iTech Worldwide (Consulting) Sdn Bhd (iWC) jointly established a new subsidiary, PT iTech Worldwide Indonesia.

**9 June 2005**

Our e-Business solutions provider, THG e-Net Solutions Sdn Bhd is the first company in South East Asia to be appointed as the master distributor by TmaxSoft Co. Ltd (TmaxSoft) to market its line of products in Malaysia.

**19-22 June 2005**

Asiaprise Biotech, the only private entity, participated side by side with other government agencies at the BIO 2005 in Philadelphia, USA. We showcased the four business divisions consisting of Progenix Research (CRO), Alpha Biologics (CMO), NCI Cancer Hospital and its clinical trials and Asiaprise Pharma Sdn. Bhd. [refer 08]

**9 July 2005**

The second annual TH Group Golf Tournament 2005 was held at Kuala Lumpur Golf and Country Club, K.L. [refer 05]

**5 August 2005**

Construction division completed the SIRIM project at Bukit Jalil, K.L, on

their Industrial Automation and Mecharonic and Laboratory Centre. [refer 06]

**12-13 September 2005**

iTECH Worldwide Consulting heightened the marketing of ARCHIBUS/FM in Malaysia, by co-sponsoring the Asia Pacific Conference 2005 'Facilities Planning and Management' in Kuala Lumpur, Malaysia. [refer 03]

**16 September 2005**

TH Group announced that its wholly-owned subsidiary, Asiaprise Biotech Sdn Bhd, had entered into an Investment and Shareholders Agreement with Progenix and Spring Hill Bioventures Sdn. Bhd. to subscribe for 5,000,000 new ordinary shares of Progenix at an issue price of RM1.00 each, representing an equity stake holding of 27.9%

**19 September 2005**

A Master Distribution Agreement was signed between MEC Dynamics and Asiaprise Biotech to grant the exclusive marketing and distribution rights of their products in the region of South East Asia, Taiwan and Hong Kong.

**28 October 2005**

Tracpower Sdn Bhd and Sunshine Paradigm Sdn Bhd jointly established a new subsidiary, PT Sunshine Indonesia.

**17-18 November 2005**

To intensify the marketing of eFLEX product in Indonesia, PT iTech took part in the GAPKI (Gabungan Perusahaan Kelapa Sawit Indonesia) National Oil Palm Conference at Nusa Dua, Bali in Indonesia. [refer 07]

**9-16 December 2005**

Managers' Conference and EVA Training Session were held to ensure that the TH Group community are aware of the EVA implementation and commitment towards achieving the business goal. [refer 04]

**15 December 2005**

THG E-net team has been awarded Integrity Servers Solutions Partner status by HP.

**19 January 2006**

Construction division has been awarded to design and build the Tropicana Medical Centre, a 200,000 sq. ft. fertility, women and children specialist centre which will be located in Kota Damansara, Selangor.

## PENCAPAIAN UTAMA '05/'06



05



06

### 3 Januari 2005

THG e-Net Solutions Sdn Bhd mendapat satu projek dari BondWeb Malaysia untuk menyediakan dan memasang satu sistem aplikasi web yang komprehensif dengan menggunakan "middleware" yang diedarkan oleh THG e-Net dikenali sebagai TMAX.

### 6 Januari 2005

Bahagian Pembinaan mendapat Projek Parkcity (Fasa 2C- Adora) untuk membina 92 unit teres courtyard, satu apartmen 3 tingkat dan kolam renang di Wilayah Persekutuan, K.L.

### 22 Februari 2005

iTech Worldwide Sdn Bhd menerima surat anugerah dari sebuah anak syarikat Kumpulan Guthrie Berhad di Indonesia, Minamas Plantation, untuk menyediakan dan melaksanakan eFLEX Plantware dan Millware kepada ladang-ladang dan kilang-kilang minyak sawitnya di Indonesia.

### 25 Februari 2005

Perberhentian operasi perniagaan PT THG Kontrak ("PTK") di Nunukan, Kalimantan, Indonesia.

### 1 Mac 2005

Bahagian Pembinaan mendapat projek Fasa 2, INTAN (Institut Tadbiran Awam Negara) untuk

membina kampus dan tempat penginapan di Kota Kinabalu, Sabah.

### 4 Mac 2005

Tung Hup (Contracting) Sdn Bhd, sebuah subsidiari milik penuh Syarikat, telah melanggan 600 saham biasa berharga RM1.00 setiap satu di dalam Clarion Construction Sdn Bhd untuk jumlah pertimbangan tunai sebanyak RM600.00.

### 26 Mac 2005

Sekolah Orang Asli di Lembah Klang, Sekolah Kebangsaan Bukit Lanjan, telah dipilih sebagai sekolah perintis bagi program Tanggungjawab Sosial Korporat- "Growing Scientists for Tomorrow" program sains hayat. [rujuk 01]

### 30 Mac 2005

Asiaprise Biotech Sdn Bhd dan Health Scan Malaysia Sdn Bhd telah menandatangani satu Memorandum Persefahaman kerjasama yang akan menyaksikan pesakit-pesakit menerima penjagaan perubatan termaju dari kedua-dua pusat perubatan, dan akan bekerjasama untuk menyediakan penjagaan perubatan yang optima kepada pesakit-pesakit dari kedua-dua pusat tersebut, terutamanya dalam bidang onkologi dan kardiologi. [rujuk 02]

### 1 April 2005

Asiaprise Biotech Sdn Bhd, pemilik bagi Hospital Kanser NCI, dan

Hospital Tan Tock Seng di Singapura telah menandatangani satu Memorandum Persefahaman kerjasama yang akan menyaksikan kedua-dua pusat perubatan akan saling bertukar pengetahuan di dalam perubatan dan skil-skil melalui program pertukaran pengetahuan bagi profesional perubatan.

PT iTech Worldwide Indonesia, Jakarta, secara rasminya memulakan operasi pada 1 April 2005 untuk menyediakan tawaran yang baik kepada permintaan perniagaan yang berpotensi dari pasaran Indonesia.

### 28 April 2005

Mesyuarat Agung Tahunan Kali Ke Enam Belas (AGM ke-16) TH Group Berhad telah dilangsungkan di Bukit Kiara Equestrian & Country Resort, K.L.

### 28-30 April 2005

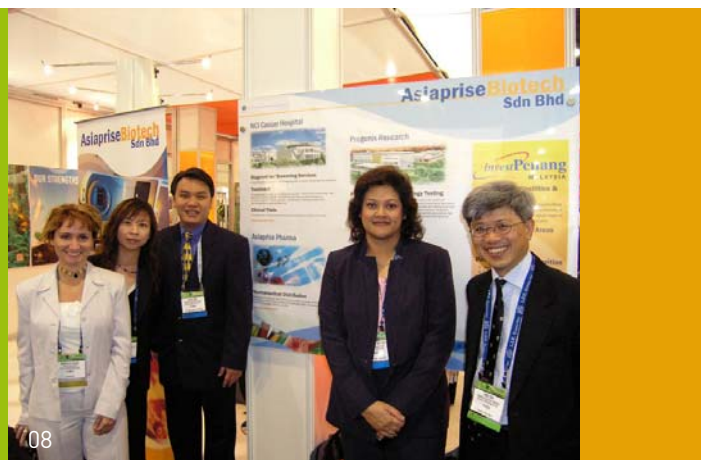
TH Group telah diwakili oleh Asiaprise Biotech Sdn Bhd untuk mengambil bahagian di dalam Bio Malaysia 2005 di Dewan Konvensyen Putrajaya, Putrajaya.

### 13-15 Mei 2005

Pasukan dari Hospital Kanser NCI telah menyertai Expo Perubatan Antarabangsa 2005 di Medan, Indonesia.

## PENCAPAIAN UTAMA '05/'06

17

**27 Mei 2005**

iTech Worldwide Sdn Bhd (iTH) dan iTech Worldwide (Consulting) Sdn Bhd (iWC) telah bersama-sama menubuhkan sebuah subsidiari baru, PT iTech Worldwide Indonesia.

**9 Jun 2005**

Penyedia penyelesaian e-Perniagaan kami, THG e-Net Solutions Sdn Bhd, adalah syarikat yang pertama di Asia Tenggara dilantik sebagai pengedar induk oleh TmaxSoft Co. Ltd (TmaxSoft) untuk memasarkan rangkaian produk-produknya di Malaysia.

**19-22 Jun 2005**

Asiaprise Biotech, sebuah entiti swasta sahaja, bersama dengan agensi-agensi kerajaan yang lain menyertai BIO 2005 di Philadelphia, USA. Kami mempamerkan empat bahagian perniagaan kami terdiri daripada Progenix Research (CRO), Alpha Biologics (CMO), Hospital Kanser NCI dan klinik cubaannya serta Asiaprise Pharma Sdn. Bhd. [rujuk 08]

**9 Julai 2005**

Pertandingan Golf Tahunan Kedua TH Group 2005 telah dijalankan di Kuala Lumpur Golf and Country Club, K.L. [rujuk 05]

**5 Ogos 2005**

Bahagian Pembinaan telah menyiapkan projek SIRIM di Bukit

Jalil, K.L, sebuah Pusat Mekatronik dan Automatik Industri serta Makmal. [rujuk 06]

**12-13 September 2005**

iTECH Worldwide Consulting telah meningkatkan pemasaran terhadap ARCHIBUS/FM di Malaysia, dengan penajaan bersama di dalam Persidangan Asia Pacific 2005 'Pengurusan dan Perancangan Kemudahan' di Kuala Lumpur, Malaysia. [rujuk 03]

**16 September 2005**

TH Group telah mengumumkan sebuah subsidiari milik penuhnya, Asiaprise Biotech Sdn Bhd, telah memeterai satu Perjanjian Pelaburan dan Pemegang Saham dengan Progenix dan Spring Hill Bioventures Sdn. Bhd. untuk melanggan sebanyak 5,000,000 saham biasa baru Progenix pada harga terbitan RM1.00 setiap satu, mewakili saham ekuiti pegangan sebanyak 27.9%.

**19 September 2005**

Satu Perjanjian Pengedaran Induk telah ditandatangani di antara MEC Dynamics dan Asiaprise Biotech untuk melaksanakan pemasaran yang eksklusif dan hak penghantaran produk-produk di wilayah Asia Tenggara, Taiwan dan Hong Kong.

**28 Oktober 2005**

Tracpower Sdn Bhd dan Sunshine Paradigm Sdn Bhd telah bersama-sama menubuhkan sebuah subsidiari baru, PT Sunshine Indonesia.

**17-18 November 2005**

Untuk menambahkan pemasaran produk eFLEX di Indonesia, PT iTech mengambil bahagian di Konferen Kebangsaan Minyak Sawit GAPKI (Gabungan Perusahaan Kelapa Sawit Indonesia) bertempat di Nusa Dua, Bali di Indonesia. [rujuk 07]

**9-16 Disember 2005**

Persidangan Pengurusan dan Sesi Latihan EVA telah dijalankan untuk memastikan komuniti TH Group menyedari tentang pelaksanaan EVA dan komitmen terhadap pencapaian terhadap matlamat perniagaan. [rujuk 04]

**15 Disember 2005**

Pasukan THG E-net telah dianugerahkan status "Integrity Servers Solutions Partner" dari HP.

**19 Januari 2006**

Bahagian Pembinaan telah dianugerahkan untuk mereka-bentuk dan membina Pusat Perubatan Tropicana, seluas 200,000 kaki persegi, pusat pakar kesuburan wanita dan kanak-kanak yang akan dibina di Kota Damansara, Selangor.