

PROSPECTUS

PROSPECTUS | TA GLOBAL BERHAD



TA GLOBAL
TA GLOBAL BERHAD
(Company No. 828855-P)
(Incorporated in Malaysia under the Companies Act, 1965)

OFFER FOR SALE OF UP TO 460,000,000 ORDINARY SHARES OF RM0.50 EACH ("OFFER SHARES") COMPRISING:

- (I) UP TO 90,000,000 OFFER SHARES AVAILABLE FOR APPLICATION BY MALAYSIAN BUMIPUTERA CITIZENS, BUMIPUTERA COMPANIES, BUMIPUTERA SOCIETIES, BUMIPUTERA CO-OPERATIVES AND BUMIPUTERA INSTITUTIONS TO BE ALLOTTED BY WAY OF BALLOTING;
- (II) UP TO 360,000,000 OFFER SHARES RESERVED FOR THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY APPROVED BUMIPUTERA INSTITUTIONS AND INVESTORS; AND
- (III) UP TO 10,000,000 OFFER SHARES AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS AND EMPLOYEES OF TA GLOBAL BERHAD GROUP AND TA ENTERPRISE BERHAD GROUP AND/OR THE BUSINESS ASSOCIATES OF TA GLOBAL BERHAD GROUP;

AT AN OFFER PRICE OF RM0.50 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION PURSUANT TO ITS LISTING ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD.



TA GLOBAL
(Company No. 828855-P)
(Incorporated in Malaysia under the Companies Act, 1965)

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Tel: 603 - 20721277 Fax: 603- 20316608
Website: www.taglobal.com.my

Adviser
AmInvestment Bank Berhad
(Company No. 23742-V)
A member of



INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THE PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

THERE ARE CERTAIN RISK FACTORS WHICH PROSPECTIVE INVESTORS SHOULD CONSIDER. TURN TO PAGE 22 FOR "RISK FACTORS".

This Prospectus is dated 30 October 2009.

RESPONSIBILITY STATEMENTS

THE DIRECTORS AND PROMOTERS OF THE COMPANY AND/OR THE OFFEROR HAVE SEEN AND APPROVED THIS PROSPECTUS. THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION. HAVING MADE ALL REASONABLE ENQUIRIES, AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THEY CONFIRM THERE IS NO FALSE OR MISLEADING STATEMENT OR OTHER FACTS WHICH IF OMITTED, WOULD MAKE ANY STATEMENT IN THE PROSPECTUS FALSE OR MISLEADING.

AMINVESTMENT BANK BERHAD, A MEMBER OF AMINVESTMENT BANK GROUP, BEING THE PRINCIPAL ADVISER, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION, AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE OFFER FOR SALE.

STATEMENTS OF DISCLAIMER

AT THE EXTRAORDINARY GENERAL MEETING OF TA ENTERPRISE BERHAD ("TAE") HELD ON MONDAY, 5 OCTOBER 2009, THE SHAREHOLDERS OF TAE HAD APPROVED THE LISTING SCHEME AND HAD ALSO GIVEN THEIR APPROVAL FOR TAE TO DISTRIBUTE UP TO 1,078,503,066 SHARES TOGETHER WITH UP TO 1,078,503,066 ICPS HELD BY TAE BY WAY OF DIVIDEND-IN-SPECIE ON THE BASIS OF THREE (3) TA GLOBAL SHARES TOGETHER WITH THREE (3) ICPS FOR EVERY FIVE (5) EXISTING TAE SHARES HELD, CREDITED AS FULLY PAID-UP ON THE ENTITLEMENT DATE (AS DEFINED HEREIN) ("**DIVIDEND-IN-SPECIE**").

THIS PROSPECTUS WILL ALSO BE DESPATCHED TO THE SHAREHOLDERS OF TAE WHOSE NAMES APPEAR ON TAE'S RECORD OF DEPOSITORS AND REGISTER OF MEMBERS AS AT THE ENTITLEMENT DATE (DEFINED HEREIN) PROVIDED THAT SUCH ENTITLED SHAREHOLDERS MAINTAIN AN ADDRESS IN MALAYSIA AS STATED IN TAE'S RECORD OF DEPOSITORS AND REGISTER OF MEMBERS AS AT THE ENTITLEMENT DATE.

THE SECURITIES COMMISSION ("**SC**") HAS APPROVED THE OFFER FOR SALE AND A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. THE APPROVAL, AND REGISTRATION OF THIS PROSPECTUS, SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE OFFER FOR SALE OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE OR OPINION OR REPORT EXPRESSED IN THIS PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE SECURITIES BEING OFFERED FOR INVESTMENT.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT THEIR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

THE VALUATION UTILISED FOR THE PURPOSE OF THE OFFER FOR SALE SHOULD NOT BE CONSTRUED AS AN ENDORSEMENT BY THE SC ON THE VALUE OF THE SUBJECT ASSETS.

APPROVAL WILL BE OBTAINED FROM BURSA MALAYSIA SECURITIES BERHAD ("**BURSA SECURITIES**") FOR THE LISTING OF AND QUOTATION FOR THE OFFER SHARES. ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE OFFER FOR SALE, OUR COMPANY OR OUR SECURITIES.

BURSA SECURITIES IS NOT LIABLE FOR ANY NON-DISCLOSURE HEREIN BY US AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS. BURSA SECURITIES MAKES NO REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF THIS PROSPECTUS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THIS PROSPECTUS.

A COPY OF THIS PROSPECTUS, TOGETHER WITH THE APPLICATION FORM, HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES, WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

INVESTORS ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THE PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE *CAPITAL MARKETS AND SERVICES ACT 2007* ("**CMSA**").

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE OFFER FOR SALE FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 236 OF THE CMSA, E.G. DIRECTORS AND ADVISERS, ARE RESPONSIBLE.

COPIES OF THIS PROSPECTUS MAY BE OBTAINED, SUBJECT TO AVAILABILITY, FROM OUR SHARE REGISTRAR, TENAGA KOPERAT SDN BHD, LEVEL 17, THE GARDENS NORTH TOWER, MID VALLEY CITY, LINGKARAN SYED PUTRA, 59200 KUALA LUMPUR (TELEPHONE NUMBER 603-22643883). THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES' WEBSITE AT www.bursamalaysia.com. THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME.

YOU MAY OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITE OF AFFIN BANK BERHAD AT www.affinOnline.com, THE WEBSITE OF CIMB INVESTMENT BANK BERHAD AT www.eipocimb.com AND THE WEBSITE OF CIMB BANK BERHAD AT www.cimbclicks.com.my. YOU MAY ALSO OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITE OF MALAYAN BANKING BERHAD AT www.maybank2u.com.my AND THE WEBSITE OF RHB BANK BERHAD AT www.rhbbank.com.my VIA HYPERLINK TO THE WEBSITE OF BURSA SECURITIES.

THE INTERNET IS NOT A FULLY SECURED MEDIUM. INTERNET APPLICATIONS MAY BE SUBJECT TO RISKS IN DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION. THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTION.

IF YOU ARE IN DOUBT ABOUT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US OR OUR ADVISER. A PAPER/ PRINTED COPY OF THIS PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER/PRINTED COPY OF THIS PROSPECTUS, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS, WHICH IS IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH THE SC, SHALL PREVAIL. THE ELECTRONIC PROSPECTUS SUBMITTED TO THE SC AND BURSA SECURITIES IS THE SAME AS THE REGISTERED PAPER PRINTED COPY.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (REFERRED TO AS "**THIRD PARTY INTERNET SITES**") WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:

- (I) WE DO NOT ENDORSE AND IS NOT AFFILIATED IN ANY WAY TO THE THIRD PARTY INTERNET SITES. ACCORDINGLY, WE ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENT OR ANY DATA, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;
- (II) WE ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. WE ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, FILES OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- (III) ANY DATA, FILE OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT YOUR DISCRETION AND RISK. WE ARE NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, YOU ARE ADVISED THAT:

- (I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS, I.E. TO THE EXTENT THAT THE CONTENT OF THE ELECTRONIC PROSPECTUS ON THE WEB OBSERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION MAY BE VIEWED VIA WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT RESPONSIBLE FOR THE INTEGRITY OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS, WHICH HAS BEEN OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND SUBSEQUENTLY COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES; AND
- (II) WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN THE ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF THE ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED BECAUSE THE INTERNET IS NOT A FULLY SECURED MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS, YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE OF OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN THE ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT ON YOU OR ANY THIRD PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OF OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

THIS PROSPECTUS HAS NOT BEEN AND WILL NOT BE MADE TO COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA, AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR WITH OR BY ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA.

WE WILL NOT, PRIOR TO ACTING ON ANY ACCEPTANCE IN RESPECT OF THE OFFER FOR SALE, MAKE OR BE BOUND TO MAKE ANY ENQUIRY AS TO WHETHER YOU HAVE A REGISTERED ADDRESS IN MALAYSIA AND WILL NOT ACCEPT OR BE DEEMED TO ACCEPT ANY LIABILITY IN RELATION THERETO WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION THEREWITH.

IT SHALL BE YOUR SOLE RESPONSIBILITY IF YOU ARE OR MAY BE SUBJECT TO THE LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER THE OFFER FOR SALE WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OF SUCH COUNTRIES OR JURISDICTIONS.

FURTHER, IT SHALL ALSO BE YOUR SOLE RESPONSIBILITY TO ENSURE THAT YOUR APPLICATION FOR THE OFFER FOR SALE WOULD BE IN COMPLIANCE WITH THE TERMS OF THE OFFER FOR SALE AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECTED. WE WILL FURTHER ASSUME THAT YOU HAD ACCEPTED THE OFFER FOR SALE IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECTED ONLY TO THE LAWS OF MALAYSIA IN CONNECTION THEREWITH.

HOWEVER, WE RESERVE THE RIGHT, IN OUR ABSOLUTE DISCRETION TO TREAT ANY ACCEPTANCE AS INVALID IF WE BELIEVE THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

NO ACTION HAS BEEN OR WILL BE TAKEN TO ENSURE THAT THIS PROSPECTUS COMPLIES WITH THE LAWS OF ANY COUNTRIES OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. IT SHALL BE YOUR SOLE RESPONSIBILITY TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS ON THE LAWS TO WHICH THE OFFER FOR SALE OR YOU ARE OR MIGHT BE SUBJECTED TO. NEITHER WE NOR THE ADVISER NOR ANY OTHER ADVISERS IN RELATION TO THE OFFER FOR SALE SHALL ACCEPT ANY RESPONSIBILITY OR LIABILITY IN THE EVENT THAT ANY APPLICATION MADE BY YOU SHALL BECOME ILLEGAL, UNENFORCEABLE, AVOIDABLE OR VOID IN ANY COUNTRY OR JURISDICTION.

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INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for our entire enlarged share capital on the Main Market of the Bursa Securities is set out below: -

<u>Date</u>	<u>Events</u>
[●]	Entitlement Date <i>* As at to date, the entitlement date has not been announced yet. The SC will be duly informed as soon as the entitlement date is determined and announced.</i>
30 October 2009	Issue of Prospectus/Opening date of the Offer For Sale
<u>Tentative Dates</u>	
6 November 2009	Tentative date for closing date of the application for the Offer For Sale
10 November 2009	Tentative date of balloting of application for the Offer Shares
20 November 2009	<ul style="list-style-type: none"> • Tentative date of allotment of the Offer Shares to successful applicants • Tentative date of despatch of notice of transfer of Shares to be distributed to entitled shareholders of TAE pursuant to the Dividend In Specie
23 November 2009	Tentative date of Listing

AS A RESULT OF THE DIVIDEND IN SPECIE, ENTITLED SHAREHOLDERS OF TAE WILL RECEIVE THREE (3) TA GLOBAL SHARES, TOGETHER WITH THREE (3) ICPS FOR EVERY FIVE (5) EXISTING ORDINARY SHARES OF RM1.00 EACH HELD AS AT THE ENTITLEMENT DATE. THE TA GLOBAL SHARES WILL BE CREDITED INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS OF TAE WITHIN ONE (1) MARKET DAY PRIOR TO THE LISTING.

SHAREHOLDERS OF TAE WHO ARE ENTITLED TO THE DIVIDEND IN SPECIE DO NOT NEED TO MAKE ANY PAYMENT TO RECEIVE THE SHARES TO BE DISTRIBUTED PURSUANT TO THE DIVIDEND IN SPECIE. SHAREHOLDERS OF TAE ALSO DO NOT NEED TO TAKE ANY ACTION TO RECEIVE THE DIVIDEND IN SPECIE SHARES IF THE TAE SHARES ARE ALREADY DEPOSITED INTO A CDS ACCOUNT. IF THE SHAREHOLDERS OF TAE ARE HOLDING SHARE CERTIFICATES OF TAE, PLEASE REFER TO "SECTION 14 – PROCEDURES FOR DIVIDEND IN SPECIE FOR THE ENTITLED SHAREHOLDERS OF TAE ONLY" FOR THE PROCEDURES TO RECEIVE THE DIVIDEND IN SPECIE SHARES.

INDICATIVE TIMETABLE

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGES WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES

THE APPLICATION PERIOD WILL REMAIN OPEN UNTIL 5.00 PM ON 6 NOVEMBER 2009 OR FOR SUCH FURTHER PERIOD OR PERIODS AS OUR DIRECTORS AND PROMOTERS IN THEIR ABSOLUTE DISCRETION MAY MUTUALLY DECIDE.

IN THE EVENT THAT THE CLOSING DATE OF THE APPLICATION FOR THE OFFER FOR SALE IS EXTENDED, THE DATES FOR THE BALLOTING, ALLOTMENT OF THE OFFER SHARES, DESPATCH OF NOTICE OF TRANSFER AND THE LISTING OF OUR ENTIRE ISSUED AND PAID UP CAPITAL ON THE MAIN MARKET OF BURSA SECURITIES WILL BE EXTENDED ACCORDINGLY. ANY EXTENSION OF THE ABOVEMENTIONED DATES WILL BE ANNOUNCED BY WAY OF ADVERTISEMENT IN A WIDELY CIRCULATED DAILY BAHASA MALAYSIA AND ENGLISH NEWSPAPERS.

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DEFINITIONS

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

Aava Whistler	:	Aava Whistler Holdings Ltd (BC0833898)
Aava Hotel Ltd	:	Aava Whistler Hotel Ltd (BC0840668)
Aava Trust	:	Aava (Canada) Trust
Acquisitions	:	Acquisition of TA Properties, Sanjung Padu and Wales Trust and Acquisition of Taman Duta Residences, collectively
Acquisition of TA Properties, Sanjung Padu and Wales Trust	:	The acquisition of 10,000,000 ordinary shares of RM1.00 each and 689,489 NCRPS of RM1.00 each in TA Properties held by TAE, the acquisition of 25,000 ordinary shares of RM1.00 each in Sanjung Padu, representing the entire 49% equity interest held by TAE in Sanjung Padu and the acquisition of the entire 50% unit trust capital held by TAE in Wales Trust, for a total consideration of RM1,725,781,814 satisfied by the issuance of 2,236,199,996 new Shares at an issue price of RM0.50 and 1,215,363,632 new ICPS at an issue price of RM0.50
Acquisition of Taman Duta Residences	:	Acquisition of Taman Duta Residences, (Nos. 28, 28A and 30, Persiaran Duta, Taman Duta), 2 pieces of leasehold land with residential house No. 30 situated on Lot 37717 (formerly PT22) HS(D) 63, Mukim and District of Kuala Lumpur and houses Nos. 28 and 28A situated on Lot 37716 PN 10009, Mukim and District of Kuala Lumpur for a total consideration of RM26,900,000 satisfied by the issuance of 53,800,000 new Shares at an issue price of RM0.50 each
Act	:	The Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
AmInvestment Bank	:	AmInvestment Bank Berhad (23742-V), a member of AmInvestment Bank Group
Ample Equities	:	Ample Equities Sdn Bhd (232066-T)
Ample Era	:	Ample Era Sdn Bhd (232248-K)
Astra Dinamik	:	Astra Dinamik Sdn Bhd (707573-W)
Application(s)	:	The application for the Offer Shares by way of Application Forms or by way of Electronic Share Application or Internet Share Application
Application Form(s)	:	The printed Application Form(s) for the application for the Offer Shares
Ascents Hotel	:	Ascents Hotel Pty Ltd (134617959)
ATM	:	Automated Teller Machine
AUD	:	Australian Dollar

DEFINITIONS

Beta Vector	:	Beta Vector Sdn Bhd (232465-A)
Binaprestij	:	Binaprestij Maju Sdn Bhd (268233-U)
BNM	:	Bank Negara Malaysia
Board or Directors	:	Our Board of Directors
Bursa Depository	:	Bursa Depository Sdn Bhd (165570-W), a subsidiary of Bursa Securities
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CAD	:	Canadian Dollar
Capitalisation	:	Capitalisation of amount owing to TAE Group, amounting to RM520,012,681, via the issuance of 1,040,025,362 new Shares at par to TAE
CDS	:	Central Depository System
Central Depositories Act	:	The Securities Industry (Central Depositories) Act, 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force
Cosmic Legion	:	Cosmic Legion Sdn Bhd (341909-V)
COO	:	Chief Operating Officer
Damansara Idaman	:	Luxury residential development project, a on-going development project of our Group located on Lot 2806, Pekan Cempaka, District of Petaling, Selangor Darul Ehsan.
Deposited Security	:	A security in our Company standing to the credit of a Securities Account of a Depositor subject to the provision of the Central Depositories Act and the Rules
Depositor	:	A holder of a Securities Account
Dinar Ehsan	:	Dinar Ehsan Sdn Bhd (225339-M)
Dividend in Specie	:	The distribution of 1,027,145,778 Shares together with up to 1,027,145,778 ICPS held by TAE, representing approximately 21.3% equity interest in TA Global, to the shareholders of TAE, on the basis of three (3) TA Global Shares together with three (3) ICPS for every five (5) existing TAE Shares held, credited as fully paid-up on the Entitlement Date
Dutamas	:	The proposed condominium development at Dutamas, located next to Mont Kiara, a future development project of our Group located on plot No. 1580, In The Mukim Of Batu, Wilayah Persekutuan Kuala Lumpur
EBIDTA	:	Earnings before interest, depreciation, taxation and amortisation

DEFINITIONS

ECU	:	Equity Compliance Unit
Electronic Prospectus	:	A copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including but not limited to CD-ROMs or floppy disks
Electronic Share Application or ESA	:	An application for the Offer Shares through Participating Financial Institutions' ATM
Entitlement Date	:	[●], [●], [●], being the date on which the entitlements of the TAE shareholders under the Dividend-In-Specie was determined
EPS	:	Earnings per Share
ERF Properties	:	ERF Properties Sdn Bhd (166951-V)
ESOS	:	Employee Share Option Scheme
f.k.a	:	Formerly known as
Factor Synergy	:	Factor Synergy Sdn Bhd (269699-W)
FIC	:	Foreign Investment Committee
Fine Legion	:	Fine Legion Sdn Bhd (342264-K)
FPE	:	Financial Period Ended 30 April
FYE	:	Financial Year Ended or Ending 31 January
GM	:	General Manager
GDP	:	Gross Domestic Product
HKD	:	Hong Kong Dollar
ICPS	:	Irredeemable cumulative preference shares of RM0.50 each
Idaman Parkland	:	Idaman Parkland Sdn Bhd (268942-W)
Idaman Residence	:	Our Group's first completed high rise development project, located on Geran 65035, Lot 228, Section 58, City of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
Idaman Villas	:	A gated and guarded development project completed by our Group, located on HS(D)217936, PT1226 (Lot Asai 2806), Pekan Cempaka, District of Petaling, Selangor Darul Ehsan
Independent Registered Valuer	:	Khong & Jaafar Sdn Bhd (Company No. 31218-T)
Indo Aman Bina	:	Indo Aman Bina Sdn Bhd (678715-P)
Internet Participating Financial Institution(s)	:	Participating organisation(s) in the Internet Share Application

DEFINITIONS

Internet Share Application	:	Application for the Offer For Sale through an Internet Participating Financial Institution
KLCC	:	Kuala Lumpur City Centre
Listing	:	Admission to the Official List and the listing of and quotation for our entire issued and paid up share capital of RM2,407,681,816 comprising 3,600,000,000 Shares and 1,215,363,632 ICPS on the Main Market of Bursa Securities
Listing Requirements	:	The Main Market Listing Requirements of Bursa Securities
Listing Scheme	:	The Acquisitions, Rights Issue, Capitalisation, Offer For Sale and Listing, collectively
LPD	:	23 September 2009, being the latest practicable date prior to the issuance of this Prospectus
Market Day	:	A day on which Bursa Securities is open for trading
Menara TA	:	Menara TA Sdn Bhd (220861-K)
MI	:	Minority interest
MITI	:	Ministry of International Trade and Industry
NA	:	Net assets, being total assets (inclusive of intangibles) less total liabilities
No. 205 Cathedral	:	No. 205 Cathedral Ventures Ltd (BC0547421)
Nova Square	:	The mixed commercial development in Bukit Bintang, a future development project of our Group located on plot Lots 595 To 599, 604 To 606, 612 To 614, 616, 617, 684, 1276 To 1280 And PT 106, Section 67, City Of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
NSW	:	New South Wales
NTA	:	Net tangible assets
NCRPS	:	Non-cumulative redeemable preference shares, without any voting rights
Offer For Sale or Offer	:	Offer For Sale of up to 460,000,000 Offer Shares by the Offeror at the Offer Price, payable in full upon application, subject to the terms and conditions of this Prospectus.
Offer Share(s)	:	The 460,000,000 Shares which are the subject of the Offer For Sale
Offer Price	:	RM0.50 for each Offer Share, being the price payable by investors under the Offer For Sale

DEFINITIONS

Offeror or Selling Shareholder	:	TAE
Orchard Park	:	Orchard Park Sdn Bhd (235189-H)
Panca Resmi	:	Panca Resmi Sdn Bhd (161563-H)
Parallel Legion	:	Parallel Legion Sdn Bhd (370740-H)
PAT	:	Profit after taxation
Participating Financial Institution(s)	:	Refers to the participating financial institutions for Electronic Share Application as listed in Section 15.11 of this Prospectus
PBT	:	Profit before taxation
PE Multiple	:	Price earnings multiple
Peramah Setia	:	Peramah Setia (M) Sdn Bhd (243150-T)
Peso	:	Philippine Peso
Pink Form Shares Allocation	:	The amount of up to 10,000,000 Offer Shares, representing approximately 0.28% of the enlarged issued and paid-up share capital of TA Global, being made available for application by the eligible Directors and employees of TA Global Group and TAE Group and/or business associates of TA Global Group
Prescribed Security	:	Shares of a company that are prescribed by Bursa Securities to be deposited in the CDS subject to the provision of the Central Depositories Act and the Rules
Promoters	:	TAE, Datuk Tiah Thee Kian and Datin Tan Kuay Fong
Pure Factor	:	Pure Factor Sdn Bhd (272121-K)
Radisson Plaza Hotel	:	Radisson Plaza Hotel, Sydney
Raintree	:	Raintree Amalgamated Sdn Bhd (835111-A)
Rand	:	South African Rand
Record of Depositors	:	A record provided by the Central Depository to our Company under Chapter 24.0 of the Rules
Rights Issue	:	The rights issue of 269,974,638 new Shares at an issue price of RM0.50 per Shares to TAE, undertaken on the basis of approximately one (1) new Share for approximately every existing 8.5 Shares held in TA Global after the Acquisitions
RM and sen	:	Ringgit Malaysia and sen respectively
Rules	:	Rules of the Bursa Depository
Sanjung Padu	:	Sanjung Padu Sdn Bhd (218322-V)

DEFINITIONS

SC	:	Securities Commission
SC Guidelines	:	Guidelines on the Offering of Equity and Equity-Linked Securities issued by the SC
Securities Account	:	An account established by Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
Seri Suria	:	The mixed commercial development in Bandar Sri Damansara, a future development project of our Group located on plot Lots PT 34072 To PT 34079, Lots PT 34081 And PT 34082, In The Mukim Of Sungai Buloh, District Of Petaling, Selangor Darul Ehsan
Share(s)	:	Ordinary share(s) of RM0.50 each in TA Global
Sharp Factor	:	Sharp Factor Sdn Bhd (272288-H)
SPA	:	Sale and Purchase Agreement
SPA I	:	Sale and Purchase Agreement dated 4 September 2008 between TA Global (as purchaser) and TAE (as vendor) for the Proposed Disposals of TA Properties Group, Sanjung Padu and Wales Trust
SPA II	:	Sale and Purchase Agreement dated 4 September 2008 between TA Global (as purchaser) and TAE (as vendor) for the Proposed Disposal of Taman Duta Residences
Sq. ft.	:	Square foot / Square feet
Sq m	:	Square metre(s)
Supplemental Agreement I	:	Supplemental Agreement dated 25 August 2009 pursuant to SPA I
Supplemental Agreement II	:	Supplemental Agreement dated 25 August 2009 pursuant to SPA II
Star Winners	:	Star Winners Sdn Bhd (741218-T)
TA 3 & TA 4	:	The mixed commercial development opposite KLCC, a future development project of our Group located on plot Lots 25, 26 And 77 In Section 58 And Lot 174, In Section 57, City Of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
TA Antarabangsa	:	TA Antarabangsa Ltd (122920)
TA Ascents	:	TA Ascents (M) Sdn Bhd (225510-X)
TA Barbados	:	TA Dev One (Barbados) Trust
TA Binaprestij	:	TA Binaprestij Sdn Bhd (275312-K)
TA Canada	:	TA Dev One (Canada) Trust

DEFINITIONS

TA Centre Pty	:	TA Centre (Pty) Ltd (1984/010854/07)
TA Covenant	:	TA Covenant Pty Ltd (134444125)
TA Dev	:	TA Antarabangsa Development Limited (181905)
TA Dev Canada	:	TA Development One (Canada) Ltd (516586)
TA First Credit	:	TA First Credit Sdn Bhd (29009-A)
TA Futures	:	TA Futures Sdn Bhd (340271-W)
TA Gemilang	:	TA Gemilang Trading Sdn Bhd (404294-U)
TA Global Group or Group	:	TA Global Berhad and its group of subsidiaries
TA Global or Company	:	TA Global Berhad (828855-P)
TA Team Stars	:	TA Team Stars Sdn Bhd (270084-P)
TA Management	:	TA Management Ltd (507412)
TA Meriah	:	TA Meriah (M) Sdn Bhd (423868-P), f.k.a TA Properties (Sarawak) Sdn Bhd
TA Philippines	:	TA Property Development (Philippines) Inc (A 199700174)
TA Project Management	:	TA Project Management Sdn Bhd (278481-T)
TA Prop Management	:	TA Property Management Sdn Bhd (43316-P)
TA Properties	:	TA Properties Sdn Bhd (215450-W)
TA Properties Group	:	TA Properties Sdn Bhd (215450-W) and its group of subsidiaries
TA Securities	:	TA Securities Holdings Berhad (14948-M)
TA Securities Group	:	TA Securities Holdings Berhad (14948-M) and its group of subsidiaries
TA Ventures	:	TA Ventures Sdn Bhd (233394-T)
TAE	:	TA Enterprise Berhad (194867-M)
TAE Group	:	TAE and its group of subsidiaries
TAE Shares	:	Ordinary shares of RM1.00 each in TAE
Taman Duta Residences	:	2 pieces of leasehold land with residential house No. 30 situated on Lot 37717 (formerly PT22) HS(D) 63, Mukim and District of Kuala Lumpur and houses Nos. 28 and 28A situated on Lot 37716 PN 10009, Mukim and District of Kuala Lumpur

DEFINITIONS

TAP Canada Ltd	:	TA Properties (Canada) Limited (501503)
TAP Canada Trust	:	TA Properties (Canada) Trust
TA Travel	:	TA Travel Sdn Bhd (236613-D)
The Westin Melbourne Hotel	:	The Westin Melbourne Hotel located in Melbourne, Australia
TFC Nominees	:	TFC Nominees (Asing) Sdn Bhd (88384-P)
U-Thant	:	The boutique residential development in Jalan U-Thant located on plot Lots 211 And 212, Section 89A, City of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur
Wales Hotel	:	Wales House Hotel Ltd (084 097 996)
Wales Nominees	:	Wales House Nominees Pty Ltd (076 283 246)
Wales Trust	:	Wales House Trust

Words referring to the singular shall, where applicable, include the plural and *vice versa*, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include a company or a corporation.

Any enactment referred to in this Prospectus is a reference to that enactment for the time being amended or re-enacted.

All references to "our Company" and "TA Global" in this Prospectus are to TA Global Berhad, references to "our Group" is to our Company and our subsidiaries and references to "we", "our", "us" and "ourselves" are to our Company, and save where the context requires, and our subsidiary. Unless the context otherwise requires, references to statements as to our beliefs, expectations, estimates and opinions are those of our Directors and key management.

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CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Designation	Address	Nationality/ Profession
Datuk Tiah Thee Kian	Executive Chairman	44, Jalan Medang Tanduk, Taman Bukit Bandaraya, 59100 Kuala Lumpur	Malaysian / Company Director
Datin Tan Kuay Fong	Non-Independent Non-Executive Director	44, Jalan Medang Tanduk, Taman Bukit Bandaraya, 59100 Kuala Lumpur	Malaysian / Company Director
Dato' Sri Mohamed Bin Abid	Executive Director	8, Jalan Setia Murni 10, Bukit Damansara, 50490 Kuala Lumpur, Wilayah Persekutuan.	Malaysian / Company Director
Kimmy Khoo Poh Kim	Executive Director	No. 113, Jalan Athinahapan 2, Taman Tun Dr Ismail, 60000 Kuala Lumpur, Wilayah Persekutuan	Malaysian / Company Director
Zainab Binti Ahmad	Non-Independent Non-Executive Director	DB8, Lorong Mutiara 3, Taman Bukit Ampang, Jalan Lembah Jaya, 68000 Ampang, Selangor Darul Ehsan	Malaysian / Company Director
Peter U Chin Wei	Independent Non-Executive Director	No. 41, Jalan Setia Bistari, Bukit Damansara, 50490 Kuala Lumpur	Malaysian / Company Director
Jory Leong Kam Weng	Independent Non-Executive Director	No. 22A, Jalan PJU 7/23, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan	Malaysian / Advocate and Solicitor
Christopher Koh Swee Kiat	Independent Non-Executive Director	No. 7, Jalan Desa Damai, Taman Desa, 58100 Kuala Lumpur	Malaysian / Advocate and Solicitor
Rahmah Binti Mahmood	Independent Non-Executive Director	No. 2, Jalan SS20/21, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan	Malaysian / Company Director

AUDIT COMMITTEE

Name	Designation	Directorship
Peter U Chin Wei	Chairman	Independent Non-Executive Director
Jory Leong Kam Weng	Member	Independent Non-Executive Director
Christopher Koh Swee Kiat	Member	Independent Non-Executive Director

CORPORATE DIRECTORY

- COMPANY SECRETARIES** : Yong Kim Kiong (MIA 19777)
10, Jalan BK 6E/2
Bandar Kinrara
47100 Puchong
Selangor Darul Ehsan
- Agnes Lim Boon Yoke (MAICSA 7039524)
No. 35-1, Jalan 1/155A
Bukit OUG Townhouse
58200 Kuala Lumpur
- HEAD OFFICE / REGISTERED
OFFICE OF OUR COMPANY
AND TAE** : 34th Floor, Menara TA One
22, Jalan P.Ramlee
50250 Kuala Lumpur
Tel: 03-20721277
Website: <http://www.taglobal.com.my>
- REGISTRARS** : Tenaga Koperat Sdn Bhd (118401-V)
Level 17, The Gardens North Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Tel: 03-22643883
- STATUTORY AUDITORS AND
REPORTING ACCOUNTANTS** : Messrs. Ernst & Young (AF 0039)
Chartered Accountants
Level 23A, Menara Millenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur
Tel: 03-74958000
- SOLICITORS FOR THE OFFER
FOR SALE** : Messrs. Chris Koh & Chew
22nd Floor, Menara TA One
22, Jalan P.Ramlee
50250 Kuala Lumpur
Tel: 03-27118930
- PRINCIPAL BANKERS** : Alliance Bank Malaysia Berhad (88103-W)
Menara Multi-Purpose
Capital Square, 8 Jalan Munshi Abdullah
50100 Kuala Lumpur
Tel :03-2694 8800
- AmBank (M) Berhad (8515-D)
22nd Floor, Bangunan AmBank Group
No. 55, Jalan Raja Chulan
50200 Kuala Lumpur
Tel :03-20362633
- INDEPENDENT REGISTERED
VALUERS** : Khong & Jaafar Sdn Bhd (31218-T)
57-1, Jalan Telawi 3
Bangsar Baru
59100 Kuala Lumpur
Tel: 03-22829699

CORPORATE DIRECTORY

ISSUING HOUSE : Malaysian Issuing House Sdn Bhd (258345-X)
27th Floor, Menara Multi-Purpose
Capital Square
No.8, Jalan Munshi Abdullah
50100 Kuala Lumpur
Tel: 03-26932075

ADVISER : AmInvestment Bank Berhad (23742-V)
22nd Floor, Bangunan AmBank Group
55, Jalan Raja Chulan
50200 Kuala Lumpur
Tel: 03-20362633

LISTING SOUGHT : Main Market of Bursa Securities

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