



OSK VENTURES INTERNATIONAL BERHAD

(Company No. 636117-K) (Incorporated in Malaysia under the Companies Act, 1965)

PROSPECTUS

Public issue of 675,000,000 new ordinary shares of RM0.10 each by way of private placement and public offer at an issue price of RM0.26 per ordinary share payable in full on application comprising:

- 50,000,000 new ordinary shares of RM0.10 each available for application by the eligible directors and employees of the OSK Holdings Berhad Group and persons who have contributed to the success of the group;
- 550,000,000 new ordinary shares of RM0.10 each available for application under private placement;

- 25,000,000 new ordinary shares of RM0.10 each available for application by the Malaysian public, companies, societies, co-operatives and institutions; and
- 50,000,000 new ordinary shares of RM0.10 each available for application by the shareholders of OSK Holdings Berhad, on a non-renounceable basis

In conjunction with its listing on the **MESDAQ Market of Bursa Malaysia Securities Berhad** (formerly known as **Malaysia Securities Exchange Berhad**).

Adviser, Sponsor, Managing Underwriter and Placement Agent



OSK SECURITIES BERHAD

(Company No. 14152-V)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

Independent Adviser and Underwriter

Underwriters

Public Merchant Bank Berhad
(14328-V)

AmMerchant Bank Berhad
(23742-V)

Commerce International Merchant Bankers Berhad
(18417-M)

For information concerning certain risk factors which should be considered by prospective investors, see "risk factors" as set out in section 4 herein.

This prospectus is dated 10 August 2004.

This Prospectus has been seen and approved by the directors and promoters of OSK Ventures International Berhad (636117-K) ("OSKVI" or "the Company") and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no false or misleading statements or other facts the omission of which would make any statement herein false or misleading. Profit and cashflow estimate, forecast and projections have not been included in this Prospectus. Please refer to Section 5.6 of this Prospectus on the disclosure of the appropriate negative statement.

OSK Securities Berhad (14152-V), the Adviser, Sponsor, Managing Underwriter and Placement Agent 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 Public Issue (as hereinafter defined).

Public Merchant Bank Berhad (14328-V), the Independent 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 Public Issue and are satisfied that the information contained in this Prospectus have been stated by the Directors of the Company after due and careful enquiry.

The Securities Commission ("SC") and Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad) ("Bursa Securities") has approved the issue in respect of the public offering and that the approval shall not be taken to indicate that the SC and Bursa Securities recommends the Public Issue.

The SC shall not be liable for any non-disclosure on the part of the Company and takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever 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. IN CONSIDERING THE INVESTMENT, INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

Bursa Securities shall not be 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 correctness or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus. Admission to the Official List is not to be taken as an indication of the merits of the invitation, corporation or of its securities.

A copy of this Prospectus has been registered with the SC. A copy of this Prospectus, together with the form of application, has also been lodged with the Registrar of Companies who takes no responsibility for its contents.

Characteristics of the MESDAQ Market of Bursa Securities:-

Investors should be aware that MESDAQ is a distinct market from the Main and Second Boards in many respects. In particular, companies listed on the MESDAQ Market are subject to different quantitative and qualitative requirements, which have been primarily designed to accommodate high-growth and/or technology companies. Companies that are listed on the MESDAQ Market may not have an operating history or any profit record prior to listing. As such, whilst potential investment returns may be relatively high, companies listed on the MESDAQ Market may be of higher investment risk. The regulatory philosophy underlying the MESDAQ Market is that the market should be allowed to determine the merits of the securities/instruments in a particular company. Hence, as with all investments, prospective investors should be aware of all potential risks in investing in such companies and should make the decision to invest after due and careful consideration by referring to, amongst others, the prospectus, latest financial statements and corporate announcements. In this respect, advice from a securities professional/adviser is strongly recommended.

Securities listing on Bursa Securities are offered to the public premised on full and accurate disclosure of all material information concerning the issue for which any of the persons set out in Section 45 of the Securities Commission Act 1993, e.g. directors and advisers are responsible.

This Prospectus can also be viewed or downloaded from Bursa Securities's website at www.bursamalaysia.com.

INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for the entire issued and paid-up capital of OSKVI on the MESDAQ Market of Bursa Securities is set out below:

EVENT	INDICATIVE DATE
OPENING OF APPLICATION FOR THE ISSUE SHARES (as hereinafter defined)	10 August 2004
CLOSING OF APPLICATION FOR THE ISSUE SHARES	20 August 2004
BALLOTING OF APPLICATIONS FOR THE ISSUE SHARES	24 August 2004
ALLOTMENT OF THE ISSUE SHARES	3 September 2004
LISTING	8 September 2004

Note:-

- * *The Directors of OSKVI and the Underwriters may in their absolute discretion mutually decide to extend the closing date of the application to a further date or dates. Should the closing date of the application be extended, the dates for the balloting and listing of OSKVI's entire issued and paid-up capital on the MESDAQ Market will be extended accordingly. Any changes to the application period for the Public Issue will be notified to the public via an advertisement in a daily Bahasa Malaysia and English newspaper prior to the original closing date of the application.*

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

DEFINITIONS

Unless otherwise indicated, the following definitions shall apply throughout this Prospectus:-

Act	:	Companies Act, 1965
Acquisitions	:	Acquisition of the entire issued and paid-up share capital of OSKVE, OSKTV and OSKPEM for a total consideration of RM15,944,799, to be satisfied through the issuance of 159,447,990 new ordinary shares of RM0.10 each in OSKVI
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
ASEAN	:	Association of South East Asian Nations
ATM	:	Automated teller machine
Bursa Depository or the Depository	:	Bursa Malaysia Depository Sdn. Bhd. (165570-W) (formerly known as Malaysian Central Depository Sdn. Bhd.)
Bursa Securities or the Securities Exchange	:	Bursa Malaysia Securities Berhad (635998-W) (formerly known as Malaysia Securities Exchange Berhad)
CDS	:	Central Depository System
CDS Account	:	An account established by the Bursa Depository for a depositor for the recording or deposit of securities and for dealing in such securities by the depositor
Central Depositories Act	:	The Securities Industry (Central Depositories) Act, 1991
CEO	:	Chief Executive Officer
EPS	:	Earnings per share
GDP	:	Gross Domestic Product
Issue or Public Issue	:	The public issue of 675,000,000 new OSKVI Shares, representing approximately 45% of the enlarged issued and paid-up share capital of OSKVI, at the Issue Price to the eligible directors and employees of the Group and OSKH Group, the shareholders of OSKH, the Malaysian and Foreign institutions and investors subject to the terms and conditions of this Prospectus
Issue Price	:	RM0.26 for each Issue Share
Issue Shares	:	The 675,000,000 ordinary shares of RM0.10 each in the capital of the Company to be issued pursuant to the Public Issue and subject to the terms and conditions of this Prospectus
ICT	:	Information and Communication Technology
IPO	:	Initial Public Offering

DEFINITIONS (Cont'd)

Listing	:	Listing of and quotation for the entire enlarged issued and paid-up capital of OSKVI comprising 1,500,000,000 OSKVI Shares on the MESDAQ Market
M&A	:	Mergers and Acquisitions
Market Day	:	Any day on which Bursa Securities is open for trading of securities
MDC	:	Multimedia Development Corporation Sdn. Bhd. (389346-D)
MESDAQ Market	:	The MESDAQ Market of Bursa Securities
MGS	:	MSC R&D Grant Scheme
MIH	:	Malaysian Issuing House Sdn. Bhd. (258345-X)
MMLR or Listing Requirements	:	Listing Requirements of Bursa Securities for the MESDAQ Market
MSC	:	Multimedia Super Corridor
NTA	:	Net Tangible Assets
OSKH	:	OSK Holdings Berhad (207075-U), the holding company of OSKVI
OSKH Group	:	OSKH and its subsidiaries
OSKPEM	:	OSK Private Equity Management Sdn Bhd (428444-T), a subsidiary of OSKVI
OSKS	:	OSK Securities Berhad (14152-V)
OSKTV	:	OSK Technology Ventures Sdn Bhd (319604-V), a subsidiary of OSKVI
OSKVE	:	OSK Venture Equities Sdn Bhd (505788-D), a subsidiary of OSKVI
OSKVI or the Company	:	OSK Ventures International Berhad (636117-K)
OSKVI Group or the Group	:	OSKVI and its subsidiaries
OSKVI Shares or the Shares	:	Ordinary shares of RM0.10 each in the capital of OSKVI
PAT	:	Profit After Tax
PBT / (LBT)	:	Profit Before Tax / Loss Before Tax
PIKOM	:	Persatuan Industri Komputer Dan Multimedia Malaysia (Association of the Computer And Multimedia Industry Malaysia)
Promoter	:	OSKH
R&D	:	Research and development

DEFINITIONS (Cont'd)

RM and sen	:	Ringgit Malaysia and sen respectively
Rules	:	Rules of the Bursa Depository
SC	:	Securities Commission
SC Act	:	Securities Commission Act 1993
SC Guidelines	:	SC Guidelines for the Registration of Venture Capital Corporations and Venture Capital Management Corporations
Special Issue	:	Special issue of 665,551,990 new ordinary shares of RM0.10 each in OSKVI to OSKH after completion of the Acquisitions at RM0.101 per OSKVI Share whereby the consideration for the new shares to be issued will be by way of capitalization of outstanding borrowings due to OSKH and the issuance of new shares to OSKH
US	:	United States
USA	:	United States of America
VCC	:	Venture Capital Corporation
VCMC	:	Venture Capital Management Corporation

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

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

Any reference to a time of a day in this Prospectus shall be a reference to Malaysian time, unless otherwise stated.

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

TABLE OF CONTENTS

1. CORPORATE DIRECTORY	1
2. PROSPECTUS SUMMARY	4
2.1 HISTORY, PRINCIPAL ACTIVITIES AND GROUP STRUCTURE.....	4
2.2 SERVICES OFFERED	5
2.3 FUTURE PLANS	6
2.4 SHAREHOLDINGS OF PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND KEY MANAGEMENT	7
2.5 FINANCIAL HIGHLIGHTS	8
2.6 PRINCIPAL STATISTICS RELATING TO THE PUBLIC ISSUE	10
2.7 PROCEEDS OF ISSUE AND PROPOSED UTILISATION	11
2.8 MATERIAL LITIGATION, COMMITMENTS AND CONTINGENT LIABILITIES	11
2.9 RISK FACTORS	11
3. INTRODUCTION AND DETAILS OF THE PUBLIC ISSUE	12
3.1 INTRODUCTION	12
3.2 PURPOSES OF THE PUBLIC ISSUE	13
3.3 SHARE CAPITAL.....	13
3.4 OPENING AND CLOSING OF APPLICATIONS	14
3.5 INDICATIVE TIMETABLE	14
3.6 DETAILS OF THE PUBLIC ISSUE.....	14
3.7 PRICING OF THE ISSUE SHARES	15
3.8 UNDERWRITING	15
3.9 UTILISATION OF PROCEEDS.....	16
3.10 BROKERAGE, UNDERWRITING AND LISTING EXPENSES.....	17
4. RISK FACTORS	18
5. FINANCIAL RECORD	22
5.1 PROFIT RECORD.....	22
5.2 PROFORMA CONSOLIDATED CASH FLOW STATEMENT	23
5.3 KEY FINANCIAL/OPERATING RATIOS	24
5.4 ANALYSIS AND COMMENTARY ON FINANCIAL INFORMATION	25
5.5 WORKING CAPITAL, BORROWINGS AND CONTINGENT LIABILITIES	26
5.6 PROFIT FORECAST.....	26
6. INFORMATION ON OSKVI GROUP	27
6.1 INCORPORATION	27
6.2 SHARE OPTIONS.....	27
6.3 RESTRUCTURING AND LISTING SCHEME.....	27
6.4 BUSINESS OVERVIEW	30
6.5 SUBSIDIARY AND ASSOCIATED COMPANIES	41
6.6 DESCRIPTION OF LANDED PROPERTIES	44
6.7 OPERATING LICENCES.....	44
7. INDUSTRY OVERVIEW AND OUTLOOK	45
7.1 OVERVIEW OF THE ASIA PACIFIC ECONOMY	45
7.2 OVERVIEW OF THE MALAYSIAN ECONOMY.....	46
7.3 OVERVIEW OF THE VENTURE CAPITAL INDUSTRY	47
7.4 OVERVIEW AND OUTLOOK OF THE ICT INDUSTRY	47
7.5 OVERVIEW AND OUTLOOK OF THE SCIENCE AND TECHNOLOGY INDUSTRY	48
7.6 FUTURE PLANS.....	48
8. SUMMARY OF BUSINESS DEVELOPMENT PLAN	50
8.1 PLANS AND STRATEGY.....	50
8.2 HUMAN RESOURCE POLICY	50

TABLE OF CONTENTS (CONT'D)

9.	SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT.....	52
9.1	SUBSTANTIAL SHAREHOLDERS AND PROMOTERS	52
9.2	DIRECTORSHIPS AND SUBSTANTIAL SHAREHOLDINGS IN OTHER PUBLIC CORPORATIONS.....	54
9.3	CHANGES IN SUBSTANTIAL SHAREHOLDER AND PROMOTER.....	56
9.4	BOARD OF DIRECTORS	56
9.5	AUDIT COMMITTEE.....	61
9.6	KEY MANAGEMENT AND TECHNICAL PERSONNEL.....	62
9.7	RELATIONSHIPS AND ASSOCIATES.....	64
9.8	SERVICE AGREEMENTS	64
10.	APPROVALS AND CONDITIONS.....	65
10.1	CONDITIONS ON APPROVALS	65
10.2	MORATORIUM ON PROMOTERS' SHARES	66
11.	RELATED PARTY TRANSACTIONS/CONFLICT OF INTEREST.....	67
11.1	RELATED COMPANIES WITH SIMILAR TRADE	67
11.2	RELATED-PARTY TRANSACTIONS	67
11.3	CONFLICT OF INTEREST.....	68
12.	DIRECTORS' REPORT	70
13.	ACCOUNTANTS' REPORT	71
14.	PROFORMA CONSOLIDATED BALANCE SHEETS OF OSKVI AS AT 31 MARCH 2004, TOGETHER WITH THE BASES AND ASSUMPTIONS AND THE REPORTING ACCOUNTANTS' LETTER THEREON	103
15.	FURTHER STATUTORY AND OTHER GENERAL INFORMATION	109
15.1	SHARE CAPITAL.....	109
15.2	ARTICLES OF ASSOCIATION.....	109
15.3	DIRECTORS AND SUBSTANTIAL SHAREHOLDERS.....	120
15.4	GENERAL	121
15.5	EXPENSES AND COMMISSION	122
15.6	MATERIAL CONTRACTS	123
15.7	LITIGATION AND CONTINGENT LIABILITIES	123
15.8	SALIENT TERMS OF MATERIAL AGREEMENTS.....	124
15.9	PUBLIC TAKE-OVERS.....	125
15.10	CONSENTS	125
15.11	INSURANCE POLICIES	125
15.12	DOCUMENTS FOR INSPECTION.....	125
15.13	RESPONSIBILITY STATEMENTS	126
16.	PROCEDURE FOR APPLICATION AND ACCEPTANCE	127
16.1	OPENING AND CLOSING OF APPLICATIONS	127
16.2	TRADING OF SHARES LISTED ON THE MESDAQ MARKET.....	127
16.3	PRIVATE PLACEMENT AND PUBLIC OFFER PROCEDURES	127
16.4	APPLICATIONS USING APPLICATION FORMS.....	129
16.5	APPLICATION USING ELECTRONIC SHARE APPLICATIONS	133
16.6	APPLICATIONS AND ACCEPTANCES	138
16.7	CDS ACCOUNTS	139
16.8	NOTICE OF ALLOTMENT	139
16.9	LIST OF AUTHORISED DEPOSITORY AGENTS	140

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK