

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTERS OF ONLINE ONE CORPORATION BERHAD ("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.

ALLIANCE MERCHANT BANK BERHAD, BEING THE ADVISER, SPONSOR, 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 INITIAL PUBLIC OFFERING ("IPO").

THE SECURITIES COMMISSION ("SC") AND BURSA MALAYSIA SECURITIES BERHAD ("SECURITIES EXCHANGE") HAVE APPROVED THE IPO AND THE APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE SC AND SECURITIES EXCHANGE RECOMMENDS THE IPO.

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.**

THE SECURITIES EXCHANGE SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENT 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, THE COMPANY 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.

INVESTORS SHOULD BE AWARE THAT THE MESDAQ MARKET 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 TRACK 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.

THIS PROSPECTUS CAN ALSO BE VIEWED AND DOWNLOADED FROM SECURITIES EXCHANGE'S WEBSITE AT www.bursamalaysia.com

INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for the entire enlarged issued and paid-up share capital of Online One Corporation Berhad ("Online One") on the MESDAQ Market is set out below:

EVENT	DATE
OPENING OF APPLICATION	2 March 2005
CLOSING OF APPLICATION	9 March 2005
BALLOTING OF APPLICATIONS	11 March 2005
DESPATCH OF NOTICES OF ALLOTMENT	21 March 2005
LISTING	22 March 2005

This timetable is tentative and is subject to changes which may be necessary to facilitate the implementation procedures. The application period will remain open until 5.00pm on 9 March 2005 or for such further period or periods as the Directors and/or Promoters of Online One together with the Underwriter in their absolute discretion may mutually decide.

In the event of any changes to the closing date of the application, such date would be published in a widely circulated daily English and Bahasa Malaysia newspapers within Malaysia. Should the closing date of the application be extended, the dates for the allotment and listing of Online One's entire issued and paid-up share capital on the MESDAQ Market of Securities Exchange would be extended accordingly.

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DEFINITIONS

In this Prospectus, unless otherwise stated, the following abbreviations shall have the following meanings:-

Acquiree Companies	:	OSMSC, EMCD and ODM collectively
Acquisitions	:	The Acquisition of OSMSC, the Acquisition of EMCD and the Acquisition of ODM collectively
Acquisition of EMCD	:	The acquisition by Online One of 250,000 ordinary shares of RM1.00 each in EMCD from the Vendors of EMCD, representing the entire equity interest therein, for a purchase consideration of RM411,612, satisfied wholly by the issuance of 4,116,120 new Online One Shares, credited as fully paid-up and issued at par
Acquisition of ODM	:	The acquisition by Online One of 100,000 ordinary shares of RM1.00 each in ODM from the Vendors of ODM, representing the entire equity interest therein, for a purchase consideration of RM104,443, satisfied wholly by the issuance of 1,044,430 new Online One Shares, credited as fully paid-up and issued at par
Acquisition of OSMSC	:	The acquisition by Online One of 100,000 ordinary shares of RM1.00 each in OSMSC from the Vendors of OSMSC, representing the entire equity interest therein, for a purchase consideration of RM950,029, satisfied wholly by the issuance of 9,500,290 new Online One Shares, credited as fully paid-up and issued at par
Act	:	Companies Act, 1965
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
Alliance	:	Alliance Merchant Bank Berhad (21605-D)
Application(s)	:	Application(s) for the New Issue Shares
Application Form(s)	:	A printed form for the purpose of applying for the New Issue Shares
Board	:	Board of Directors of Online One
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W) <i>(formerly known as Malaysia Central Depository Sdn Bhd)</i>
CDS	:	Central Depository System
Directors	:	Directors of Online One
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
Electronic Share Application	:	The application for the New Issue Shares through a Participating Financial Institution

DEFINITIONS (Cont'd)

EMC	:	EMC Corporation, a Massachusetts, USA corporation
EMCD	:	EMCD Technology Sdn Bhd (617065-K)
EMCM	:	EMC Computer Systems (Malaysia) Sdn Bhd (425343-D)
EPS	:	Earnings per share
FIC	:	Foreign Investment Committee
IBM	:	International Business Machines
ICT	:	Information and communication technology
IDC	:	IDC Market Research (M) Sdn Bhd (392772-T), an IT and media research firm
IP	:	Intellectual property, the ownership of ideas and control over the tangible and/or virtual representation of those ideas
IPO	:	Initial public offering
Issue Price	:	RM0.40 per Issue Share
IT	:	Information technology
IT Space	:	I.T. Space Sdn Bhd (643647-W)
Listing	:	Listing of and quotation for the entire issued and paid-up share capital of Online One on the MESDAQ Market
Listing Scheme	:	The Share Split, the Acquisitions, the Rights Issue, the New Issue and Listing, collectively
LVCK	:	LVCK Capital Sdn Bhd (643646-X)
MDC	:	Multimedia Development Corporation Sdn Bhd (389346-D)
MESDAQ Market	:	The MESDAQ Market of the Securities Exchange
MIH	:	Malaysian Issuing House Sdn Bhd (258345-X)
MMLR	:	Listing Requirements of the Securities Exchange for the MESDAQ Market
MSC	:	Multimedia Super Corridor
NAV	:	Net asset value
NDP	:	National Development Policy
New Issue / Issue Share(s)/New Issue Share(s)	:	The new issue by Online One of 28,250,000 new Online One Shares at an issue price of RM0.40 per Online One Share, subject to the terms and conditions of this Prospectus
NTA	:	Net tangible assets

DEFINITIONS (Cont'd)

ODM	:	Online DM Sdn Bhd (619561-K)
Online One or Company	:	Online One Corporation Berhad (632267-P)
Online One Group or Group	:	Online One and its subsidiary companies, collectively
Online One Share(s) or Share(s)	:	Ordinary share(s) of RM0.10 each in Online One
OSB	:	Online One Sdn Bhd (459433-M)
OSMSC	:	Online One Software (MSC) Sdn Bhd (594840-W)
Participating Financial Institution	:	The participating financial institution for Electronic Share Application as listed in Section 16 of this Prospectus
PAT	:	Profit after tax
PBT	:	Profit before tax
PE Multiple	:	Price-earnings multiple
Pink Form Allocation	:	The 1,695,000 new Online One Shares reserved for subscription by eligible employees of the Online One Group
Promoters	:	Leong Yok Kin, Voon Seng Keong, Kua Liang Ming, Chew Fatt Seet, LVCK and IT Space collectively
Prospectus	:	This prospectus dated 2 March 2005
Rights Issue	:	The rights issue by Online One of 70,089,140 Shares at an issue price of RM0.10 per Share to the shareholders of Online One after the Acquisitions but before the New Issue
ROC	:	Registrar of Companies
R&D	:	Research and development
RM and sen	:	Ringgit Malaysia and sen respectively
SC	:	Securities Commission
Securities Exchange	:	Bursa Malaysia Securities Berhad (635998-W) <i>(formerly known as Malaysia Securities Exchange Berhad)</i>
Share Split	:	The par value of RM1.00 per ordinary share of Online One was sub-divided into ten (10) ordinary shares of RM0.10 each prior to the Rights Issue. Consequently, the issued and paid-up share capital of Online One had increased from 2 ordinary shares of RM1.00 each fully paid to 20 ordinary shares of RM0.10 each fully paid
SME(s)	:	Small and medium-sized enterprise(s)
SPA	:	Sale and Purchase Agreement

DEFINITIONS (Cont'd)

- Underwriting Agreement : A conditional agreement entered into between the Company and the Underwriter, on 7 February 2005 to underwrite 2,000,000 New Issue Shares which are available for Application by the Malaysian public. Any New Issue Shares under-subscribed by eligible employees of the Online One Group which are subsequently available for subscription by the Malaysian public will also be underwritten by the Underwriter.
- USA : The United States of America
- Vendors : Vendors of OSMSC, Vendors of EMCD and Vendors of ODM collectively
- Vendors of EMCD : Leong Yok Kin, Voon Seng Keong, Kua Liang Ming and Chew Fatt Seet collectively
- Vendors of ODM : Leong Yok Kin, Voon Seng Keong, Kua Liang Ming and Chew Fatt Seet collectively
- Vendors of OSMSC : Leong Yok Kin, Voon Seng Keong, Kua Liang Ming and Chew Fatt Seet collectively

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DEFINITIONS (Cont'd)**Technical definitions**

The abbreviation of the technical terms used in this Prospectus are as follows:-

ACL	:	Access Control List - a table that tells a computer operating system which access rights each user has to a particular system object, such as a file directory or individual file. Each object has a security attribute that identifies its access control list
AES	:	Advanced Encryption Standard
ASP	:	Application Service Provider - a provider that offers individuals or enterprises access over the Internet to applications and related services that would otherwise have to be located in their own personal or enterprise computers
ATA	:	Advanced Technology Attached
Broadband	:	A service or connection allowing a considerable amount of information to be conveyed, such as video, audio and data. There are various definitions for broadband and it is generally defined as bandwidth over 2Mbps
business continuity	:	Processes and procedures that organisations put in place to ensure that essential functions can continue during and after a disaster. Business continuity seeks to prevent interruption of mission-critical services and to reestablish full functioning as swiftly and smoothly as possible
business intelligence	:	A broad category of applications and technologies for gathering, storing, analysing and providing access to data to help enterprise users make better business decisions. Business intelligence applications include the activities of decision support systems, query and reporting, online analytical processing, statistical analysis, forecasting and data mining
C	:	A structured, procedural programming language used both for operating systems and applications
C++	:	An object-oriented programming language for large-scale applications
CRM	:	Customer Relationship Management - an information industry term for methodologies, software, and usually Internet capabilities that help an enterprise manage customer relationships in an organised way
DAS	:	Direct Access Storage
EES	:	Extended Enterprise Solutions
ERP	:	Enterprise Resource Planning - is an industry term for the broad set of activities supported by multi-module application software that helps a manufacturer or other businesses manage the important parts of its business, including product planning, parts purchasing, maintaining inventories, interacting with suppliers, providing customer service and tracking orders
Extended Enterprise	:	A set of software applications that allow enterprises to integrate internal functions, supply and distribution channels and customer relationships across their business partners' systems

DEFINITIONS (Cont'd)

HBA(s)	:	Host Bus Adapter(s)
HTML	:	Hyper Text Markup Language - the set of markup symbols or codes inserted in a file intended for display on a World Wide Web browser page. The markup tells the Web browser how to display a Web page's words and images for the user
HTTP	:	Hypertext Transfer Protocol - is the set of rules for transferring files (text, graphic images, sound, video and other multimedia files) on the Web. As soon as a Web user opens their Web browser, the user is indirectly making use of HTTP. HTTP is an application protocol that runs on top of the TCP/IP suite of protocols (the foundation protocols for the Internet).
Internet	:	The internet is a global mesh of computer networks sharing a common software standard called TCP/IP with high-speed fibre trunk lines as its backbone
Intranet	:	An intranet is a private network that is contained within an enterprise. It may consist of many interlinked local area networks and also use leased lines in the WAN. Typically, an intranet includes connections through one or more gateway computers to the outside Internet
LAN	:	Local Area Network - geographically limited communications network that connects users within a defined area. A LAN is generally within building or small groups of buildings and is managed and owned by single enterprise
Mbps	:	Megabits per second
Middleware	:	A general term for application software that serves to 'glue together' or mediate between two separate and usually already existing programs
NAS	:	Network-Attached Storage – hard disk storage that is set up with its own network address rather than being attached to the department computer that is serving applications to a network's workstation users. The NAS device is attached to a LAN (typically, an Ethernet network) and assigned an IP address. NAS consists of hard disk storage including multi-disk redundant array of inexpensive disks ("RAID") systems and software for configuring and mapping file locations to the network-attached device
PC	:	Personal computer
SAN	:	Storage Area Network - a high speed special-purpose network (or subnetwork) that interconnects different kinds of data storage devices with associated data servers on behalf of a larger network of users. Typically, a storage area network is part of the overall network of computing resources for an enterprise. SANs support disk mirroring, backup and restore, archival and retrieval or archived data, data migration from one storage device to another and the sharing of data among different servers in a network. SANs can incorporate subnetworks with NAS systems
SCM	:	Supply Chain Management - is the oversight of materials, information, and finances as they move in a process from supplier to manufacturer to wholesaler to retailer to consumer
server	:	A high-powered computer that performs specific tasks. A file server, for example, makes available files

DEFINITIONS (Cont'd)

- SI : System Integration - progressive linking and testing of system components to merge their functional and technical characteristics into a comprehensive and interoperable system
- source code : The code used by programmers to write software. Source code is different from object code, which is a translation of the source code so that it can be read by computers
- SSL : Secure Sockets Layer - a commonly used protocol for managing the security of a message transmission on the Internet. SSL uses a program layer located between the Internet's HTTP and TCP layers. SSL is included as part of both the Microsoft and Netscape browsers and most Web server products
- TCP/IP : Transmission Control Protocol/ Internet Protocol - a set of communication protocol for reliable inter-network delivery of data
- WAN : Wide Area Network - a communication network that connects computing devices over geographically dispersed locations. A WAN usually covers a large area such as a city, state or country
- Web : World Wide Web - all the resources and users on the Internet that are using the HTTP
- XML : Extensible Markup Language - a flexible way to create common information formats and share both the format and the data on the World Wide Web, intranets, and elsewhere

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 corporation.

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

In the event of any conflict of inconsistency in meaning between the English and Bahasa Malaysia versions of the Prospectus, the English version shall prevail.

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1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Address	Occupation	Nationality
Lt. Col. (R) Dato' Zarazilah Bin Mohamed Ali <i>(Independent Non-Executive Chairman)</i>	R2G, Tiara Damansara 33, Jalan 17/1 46400 Petaling Jaya Selangor Darul Ehsan	Company Director	Malaysian
Leong Yok Kin <i>(Managing Director/ Chief Technology Officer)</i>	D1-2 Pangsapuri Kenanga Jalan Kenanga 3/17 Kampung Lapan 75200 Melaka	Company Director	Malaysian
Voon Seng Keong <i>(Chief Executive Officer)</i>	06-02-23, Batu 4 Jalan Cheras 56100 Kuala Lumpur	Company Director	Malaysian
Kua Liang Ming <i>(Co-Chief Operating Officer)</i>	Lot 10327A, Jalan Bukit Kemuning Batu 5½, Kampung Jawa 42450 Klang Selangor Darul Ehsan	Company Director	Malaysian
Chew Fatt Seet <i>(Co-Chief Operating Officer)</i>	No. 30, Jalan Putra Permai 10/1J Sek 10, Putra Heights 47650 Subang Jaya Selangor Darul Ehsan	Company Director	Malaysian
Wong Mun Wai <i>(Independent Non-Executive Director)</i>	No. 20, Jalan SS15/5G 47500 Subang Jaya Selangor Darul Ehsan	Company Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Lt. Col. (R) Dato' Zarazilah Bin Mohamed Ali	Chairman	Independent Non-Executive Chairman
Wong Mun Wai	Member	Independent Non-Executive Director
Chew Fatt Seet	Member	Co-Chief Operating Officer

1. CORPORATE DIRECTORY (Cont'd)

- COMPANY SECRETARY** : Wong Keo Rou (MAICSA 7021435)
36, Jalan 20/5
Paramount Garden
46300 Petaling Jaya
Selangor Darul Ehsan
- REGISTERED OFFICE** : 23-1, Jalan Sri Hartamas 7
Sri Hartamas
50480 Kuala Lumpur
Tel: 03-6201 1120
Fax: 03-6201 3121
- HEAD/MANAGEMENT OFFICE** : Unit 1030, 10th Floor
Lobby 6, Block A
Damansara Intan
No. 1, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan
Tel: 03-7726 7889
Fax: 03-7728 6081
Website: www.online1-my.com
E-mail address: info@online1-my.com
- AUDITORS AND REPORTING ACCOUNTANTS** : Deloitte & Touche
Level 19, Uptown 1
No. 1, Jalan SS 21/58
Damansara Uptown
47400 Petaling Jaya
Selangor Darul Ehsan
Tel: 03-7723 6500
Fax: 03-7726 3986
- SOLICITORS FOR THE IPO** : Teh & Lee
Advocates & Solicitors
Unit 23-3, 3rd Floor
The Boulevard
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Tel: 03-2283 2800
Fax: 03-2283 2500

1. CORPORATE DIRECTORY (Cont'd)

- PRINCIPAL BANKERS** : Public Bank Berhad
Damansara Utama Branch
No. 49, 51 & 53,
Jalan SS21/60
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan
Tel: 03-7728 9406
Fax: 03-7727 1563
- Public Bank Berhad
Chow Kit Branch
Ground & Mezzanine Floors
No. 29 & 31, Wisma Mepro
Jalan Ipoh
51200 Kuala Lumpur
Tel: 03-4043 8544
Fax: 03-4043 8542
- Malayan Banking Berhad
No. 2, Lorong Rahim Kajai 14
Taman Tun Dr. Ismail
60000 Kuala Lumpur
Tel: 03-7727 9459
Fax: 03-7729 2770
- ISSUING HOUSE** : Malaysian Issuing House Sdn Bhd
Level 27, Menara Multi-Purpose
Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
Tel: 03-2693 2075
Fax: 03-2693 0858
- SHARE REGISTRAR** : ShareWorks Sdn Bhd
23, Jalan Sri Hartamas 7
Sri Hartamas
50480 Kuala Lumpur
Tel: 03-6201 1120
Fax: 03-6201 3121
- ADVISER, SPONSOR,
PLACEMENT AGENT AND
UNDERWRITER** : Alliance Merchant Bank Berhad
Level 29, Menara Multi-Purpose
Capital Square
No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
Tel: 03-2692 7788
Fax: 03-2692 8787

1. CORPORATE DIRECTORY (Cont'd)

EXPERT : IDC Market Research (M) Sdn Bhd
Suite 13-03, Level 13
Menara HLA
3, Jalan Kia Peng
50450 Kuala Lumpur
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LISTING SOUGHT : MESDAQ Market of the Securities Exchange

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