

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTERS OF CWORKS SYSTEMS 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.

AVENUE SECURITIES SDN BHD, THE ADVISER, SPONSOR, PLACEMENT AGENT AND UNDERWRITER 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 NEW ISSUE (AS HEREINAFTER DEFINED).

THE SECURITIES COMMISSION ("SC") AND BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") HAVE APPROVED THE ISSUE, OFFER OR INVITATION IN RESPECT OF THE NEW ISSUE AND THAT THE APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE SC AND BURSA SECURITIES RECOMMENDS THE NEW ISSUE.

NEITHER THE SC NOR BURSA SECURITIES SHALL 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.**

ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES 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.

CHARACTERISTICS OF THE MESDAQ MARKET OF BURSA SECURITIES ("MESDAQ MARKET") - 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 BURSA SECURITIES' 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 the Company on the MESDAQ Market of Bursa Securities is set out below:

EVENT	DATE
DATE OF PROSPECTUS	19 April 2005
OPENING AND CLOSING OF THE APPLICATION LIST FOR THE NEW ISSUE SHARES	27 April 2005
TENTATIVE DATE OF ALLOTMENT	29 April 2005
TENTATIVE DATE OF DESPATCH OF NOTICES OF ALLOTMENT TO SUCCESSFUL APPLICANTS	3 May 2005
TENTATIVE DATE OF LISTING	10 May 2005

The Board of Directors of CWS and the Placement Agent, namely Avenue Securities Sdn Bhd, may mutually decide to extend the closing date for Applications (as hereinafter defined) to a further date or dates. In the event that the closing date for Applications is extended from the original date, a notice of such extension(s) will be advertised in a widely circulated Bahasa Malaysia and English newspaper prior to the closing date for Applications.

Furthermore, should the closing date for Applications be extended, the dates for the allotment of the New Issue shares and listing of and quotation for the entire enlarged issued and paid-up share capital of the Company on the MESDAQ Market would be deferred accordingly.

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DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following abbreviations shall apply throughout:

ADA	: Authorised Depository Agent
Application	: The application(s) for the New Issue Shares by way of Application Form
Application Form	: The printed Application Form for application for the New Issue Shares
Avenue	: Avenue Securities Sdn Bhd
Board	: Board of Directors of CWS
Bonus Issue	: Bonus issue of 10,160,200 new CWS Shares credited as fully paid-up to the shareholders of CWS on the basis of approximately 4.6 new CWS Shares for every 1 CWS Share held which was completed on 25 March 2005
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd
Bursa Securities	: Bursa Malaysia Securities Berhad
Caribeli	: Caribeli Sdn Bhd
CCM	: Companies Commission of Malaysia
CDS	: Central Depository System
CWS or the Company	: CWorks Systems Berhad (formerly known as Clueword DotCom Sdn Bhd)
CWS Share(s)	: Ordinary share(s) of RM0.10 each in CWS
Companies Act	: Companies Act, 1965 and any amendments thereto
EBITDA	: Earnings before interest, tax, depreciation and amortisation
EPS	: Earnings per share
FYE	: Financial year ended/ending
IP	: Intellectual Property
IPO	: Initial Public Offering
Issue Price	: RM0.67 per New Issue Share
IT	: Information Technology

DEFINITIONS *(cont'd)*

Listing	: Initial listing of and quotation for CWS's entire enlarged issued and paid-up share capital comprising 50,000,600 CWS Shares, upon completion of the New Issue, on the MESDAQ Market
Listing Exercise	: Collectively, the Bonus Issue, Rights Issue, New Issue and Listing
Listing Requirements	: The Listing Requirements of Bursa Securities for the MESDAQ Market
MESDAQ Market	: MESDAQ Market of Bursa Securities
MDC	: Multimedia Development Corporation Sdn Bhd
MITI	: Ministry of International Trade and Industry
MSC	: Multimedia Super Corridor
New Issue	: Issue of the new Issue Shares at the Issue Price, subject to the terms and conditions of this Prospectus, to identified investors
New Issue Shares	: 12,920,000 new CWS Shares to be issued and credited as fully paid-up pursuant to the New Issue
NTA	: Net tangible assets
PAT	: Profit after taxation
PBT	: Profit before taxation
Promoter(s)	: A person who has an interest directly or indirectly in one or more voting shares in the Company, and who can exercise control or influence over the management of the Company at the time of the Company's admission to the MESDAQ Market. The Promoters of CWS are Abdul Rani Bin Achmed Abdullah, Azhan Bin Azmi, Padman Prabhakaran, Abd Malik Bin Mohd Din, Suzanna Binti Abdul Hamid and Caribeli
Rights Issue	: Rights Issue of 24,720,400 new CWS Shares to be issued at par to the shareholders of CWS on the basis of 2 new CWS Shares for every 1 CWS Share held after the Bonus Issue which was completed on 5 April 2005
RM and sen	: Ringgit Malaysia and sen respectively
SC	: Securities Commission
Synovate	: Expert whose report has been referred to in this Prospectus
USA	: United States of America
USD	: US Dollars

DEFINITIONS (cont'd)**Technical Definitions**

Active Server Pages	:	A server side scripting language for development of web-based applications
CMMS	:	Computerised Maintenance Management System
DSA	:	Dynamic scheduling algorithm, a structured set of computer codes developed by the Company which takes a set of inputs and organises it to avoid conflicts based on pre-set constraints
Gantt chart	:	A graphic display of the duration of a set of activities. The activities are listed along the left side of the chart and a time line is given at the top or bottom of the chart. The duration of an activity is shown with a horizontal bar that extends over the applicable period of the time line
Internet	:	A global network of interconnected, separately administered public and private computer networks that uses Transmission Control Protocol/Internet Protocol for communications
LAN	:	Local Area Network
Microsoft Internet Explorer	:	A program developed by Microsoft Corporation that serves as a front end to the World Wide Web on the internet
Microsoft Jet	:	Joint Engine Technology, a database engine developed by Microsoft Corporation
Microsoft Visual Basic	:	Fourth generation programming language developed by Microsoft Corporation for rapid applications development
Microsoft Access	:	A database creation and application development software developed by Microsoft Corporation
Microsoft Excel	:	A spreadsheet programme developed by Microsoft Corporation
Microsoft Word	:	A word processing programme developed by Microsoft Corporation
MySQL	:	An open source relational database management system that relies on SQL for processing the data in the database
R&D	:	Research and Development
RFID	:	Radio Frequency Identification Device, a technology similar to bar code identification which uses the electromagnetic or electrostatic coupling in the radio frequency portion of the electromagnetic spectrum to transmit signals
SCADA	:	Supervisory control and data acquisition, a computer system for gathering and analysing real time data
SMS	:	Short Message Service, transmission of short text messages up to 160 characters (224 characters if using a 5-bit mode) to and from mobile phones
SQL	:	Structured Query Language, a standardised query language for requesting information from a database
VBA	:	Visual Basic for Applications, a programming language and environment developed by Microsoft Corporation
WAN	:	Wide Area Network

DEFINITIONS *(cont'd)*

- website : The virtual location for a collection of web pages on the world wide web
- Web or world wide web : A world wide network of servers that support hypertext connections and other links using Hypertext Markup Language and Hypertext Transfer Protocol, and which permits the communication of text, graphics, video, sound and other data over the internet

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable include 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.

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1. CORPORATE DIRECTORY**DIRECTORS**

Name	Address	Occupation	Nationality
Abdul Rani Bin Achmed Abdullah <i>(Chief Executive Officer)</i>	No. 46 Jalan BJ/5 Taman Bukit Jaya 68000 Ampang Selangor Darul Ehsan	Businessman	Malaysian
Azhan Bin Azmi <i>(Chief Technical Officer)</i>	No. 12 Jalan SG 9/11 Taman Sri Gombak 68100 Batu Caves Selangor Darul Ehsan	Businessman	Malaysian
Ahmad Ruslan Zahari Bin Zakaria <i>(Independent Non-Executive Director)</i>	79 Jalan SS3/43 Seaport 47300 Petaling Jaya Selangor Darul Ehsan	Company Director	Malaysian
Chia Gek Liang <i>(Independent Non-Executive Director)</i>	A-13-1 Apollo Tower Mont Kiara Pelangi Jalan Kiara 1 Off Bukit Kiara 50480 Kuala Lumpur	Company Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Chia Gek Liang	Chairman	Independent Non-Executive Director
Azhan Bin Azmi	Member	Executive Director
Ahmad Ruslan Zahari Bin Zakaria	Member	Independent Non-Executive Director

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I. CORPORATE DIRECTORY (Cont'd)

- COMPANY SECRETARIES** : Lim Tsuey Fong (LS 0008788)
8-2, 2nd Floor, Jalan Ara SD7/3A
Bandar Sri Damansara
52200 Kuala Lumpur
- Wong Youn Kim (MAICSA 7018778)
1041, Jalan Kuang Gunung 4
Taman Kepong
52100 Kuala Lumpur
- Wong Keo Rou (MAICSA 7021435)
36, Jalan 20/5
Paramount Garden
46300 Petaling Jaya
Selangor Darul Ehsan
- REGISTERED OFFICE** : No.23-1, Jalan Sri Hartamas 7
Sri Hartamas
50480 Kuala Lumpur
Tel No. : 03-62011120
- CORPORATE HEAD OFFICE /RESEARCH & DEVELOPMENT OFFICE** : Block TG1-04
UPM-MTDC Technology Incubation Centre One
Lebuhr Silikon
Universiti Putra Malaysia
43400 Serdang
Selangor Darul Ehsan
Tel No. : 03-89459041
Fax No. : 03-89459042
Website: www.cworks.com.my
Email: info@cworks.com.my
- AUDITORS AND REPORTING ACCOUNTANTS** : Tan Chin Huat & Co (AF 1395)
No. 232, 2nd Floor
Block A, Damansara Intan
No. 1, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan
Tel No. : 03-77268992
- DUE DILIGENCE SOLICITORS FOR THE IPO** : Messrs Bahari & Bahari
Suite 7-10, Level 7
Heritage House
33, Jalan Yap Ah Shak
50300 Kuala Lumpur
Tel No. : 03-26979888
- REGISTRAR** : ShareWorks Sdn Bhd
No.23, Jalan Sri Hartamas 7
Sri Hartamas
50480 Kuala Lumpur
Tel No. : 03-62011120

1. CORPORATE DIRECTORY (Cont'd)

**EXPERT WHOSE
REPORT HAS BEEN
REFERRED TO IN
THIS PROSPECTUS** : Synovate Sdn Bhd
18th Floor Menara IGB
No. 2 The Boulevard
Mid Valley City Lingkaran Syed Putra
59200 Kuala Lumpur
Tel No. : 03-22822244

**ADVISER, SPONSOR,
PLACEMENT
AGENT AND
UNDERWRITER** : Avenue Securities Sdn Bhd
Level 1, Bangunan Avenue
8 Jalan Damansara Endah
Damansara Heights
50490 Kuala Lumpur
Tel No. : 03-20891800

LISTING SOUGHT : MESDAQ Market of Bursa Securities

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2. INTRODUCTION

This Prospectus is dated 19 April 2005.

A copy of this Prospectus has been registered with the SC. 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.

The approvals from the SC was obtained on 20 January 2005 for the New Issue and Bursa Securities on 24 January 2005 for the New Issue, admission to the Official List of the MESDAQ Market and for permission to deal in and for the listing of and quotation for the entire enlarged issued and paid-up capital of CWS including the New Issue Shares which are the subject of this Prospectus. These ordinary shares will be admitted to the Official List of the MESDAQ Market and official quotation will commence after receipt of confirmation from Bursa Depository that all CDS accounts of successful applicants have been duly credited and notices of allotment have been despatched to all successful applicants.

Pursuant to the Listing Requirements of the MESDAQ Market, the Company needs to have at least 25% but not more than 49% of the enlarged issued and paid-up share capital in the hands of public shareholders and a minimum number of 200 public shareholders holding not less than 100 shares, upon admission to the MESDAQ Market. The Company is expected to achieve this at the point of the listing. However, in the event that the above requirement is not met pursuant to this New Issue, the Company may not be allowed to proceed with the listing. In such event therefore, monies paid in respect of all applications will be returned without interest.

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act, 1991, Bursa Securities has designated CWS Shares as a prescribed security. In consequence thereof, the New Issue Shares offered through this Prospectus will be deposited directly with Bursa Depository and any dealings in these shares will be carried out in accordance with the aforesaid Act and the Rules of Bursa Depository. No share certificates will be issued to successful applicants.

An applicant must already have a CDS account and must state his CDS account number in the space provided in the Application Form and he shall be deemed to have authorised Bursa Depository to disclose information pertaining to the CDS account to the Company and/or Avenue for the purpose of crediting the New Issue Shares allotted to him into his CDS account.

No person is authorised to give any information or to make any representation not contained herein in connection with the New Issue and if given or made, such information or representation must not be relied upon as having been authorised by CWS and/or Avenue. Neither the delivery of this Prospectus nor any issue made in connection with this Prospectus shall, under any circumstances, constitute a representation or create an implication that there has been no change in the affairs of CWS since the date hereof.

The distribution of this Prospectus and the sale of any part of the New Issue Shares are subject to Malaysian law, Avenue and the Company takes no responsibility for the distribution of this Prospectus and/or the sale of any part of the New Issue Shares outside Malaysia, which may be restricted by law in other jurisdictions. The Prospectus will not be registered under any securities legislation of any jurisdiction except Malaysia and the New Issue Shares will not be sold in any country other than Malaysia. Persons who may be in possession of this Prospectus are required to inform themselves of and to observe such restrictions. This Prospectus does not constitute and may not be used for the purpose of an offer to sell or an invitation of an offer to buy any New Issue Shares in any jurisdiction in which such offer or invitation is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation.

2. INTRODUCTION *(Cont'd)*

The written consents of the Company Secretaries, Due Diligence Solicitors for the IPO, Registrar, Adviser, Sponsor, Placement Agent and Underwriter to the inclusion in this Prospectus of their names in the manner and form in which such names appear have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Auditors and Reporting Accountants to the inclusion of their name, Accountants' Report and their letters relating to the proforma balance sheets as at 31 December 2004 in the manner and form in which they are contained in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.

The written consent of the Synovate for the inclusion in this Prospectus of its name, its executive summary and extracts of its report dated 16 August 2004 and all references thereto in the form and context in which they appear in this Prospectus, has been given before the issue of this Prospectus and has not subsequently been withdrawn.

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

If you are in doubt about this Prospectus, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers.

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