



PROSPECTUS

ELSOFT RESEARCH BERHAD

(Company No. 617504-K)
(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF 31,750,000 NEW ORDINARY SHARES OF RM0.10 EACH COMPRISING:-

- **② 2,500,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE PUBLIC;**
- 7,500,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS, EMPLOYEES AND BUSINESS ASSOCIATES OF ELSOFT RESEARCH BERHAD AND ITS SUBSIDIARIES; AND
- © 21,750,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR PLACEMENT TO SELECTED INVESTORS;

AT AN ISSUE PRICE OF RM0.60 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION PURSUANT TO ITS LISTING ON THE MESDAQ MARKET OF BURSA MALAYSIA SECURITIES BERHAD.

OFFER OF EMPLOYEE SHARE OPTION SCHEME OPTIONS IN ELSOFT RESEARCH BERHAD TO ITS NON-EXECUTIVE DIRECTORS.

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" AS SET OUT IN SECTION 3 HEREOF

Adviser, Sponsor, Managing Underwriter and Sole Placement Agent

AmMerchant Bank Berhad (Company No. 23742-V)

(Company No. 23742-\ A member of



AmInvestment Group

THIS PROSPECTUS IS DATED 29 JUNE 2005

RESPONSIBILITY STATEMENTS

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTERS OF ELSOFT RESEARCH BERHAD ("ELSOFT" 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.

AMMERCHANT BANK BERHAD, BEING THE ADVISER, MANAGING UNDERWRITER AND SOLE 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.

STATEMENTS OF DISCLAIMER

THE SECURITIES COMMISSION HAS APPROVED THE PUBLIC ISSUE IN RESPECT OF THE INITIAL PUBLIC OFFERING AND THAT THE APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE SECURITIES COMMISSION RECOMMENDS THE INITIAL PUBLIC OFFERING.

THE SECURITIES COMMISSION SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF ELSOFT 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 MALAYSIA SECURITIES BERHAD 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, COMPANY OR OF ITS SECURITIES.

CHARACTERISTICS OF THE MESDAQ MARKET OF BURSA MALAYSIA SECURITIES BERHAD:-

INVESTORS SHOULD BE AWARE THAT MESDAQ IS A DISTINCT MARKET FROM THE MAIN AND SECOND BOARDS IN MANY ASPECTS. IN PARTICULAR, COMPANIES LISTED ON MESDAQ 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 MESDAQ 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 MESDAQ 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 Α SECURITIES PROFESSIONAL/ADVISER IS STRONGLY RECOMMENDED.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SECURITIES COMMISSION. 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.

OTHERS

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA MALAYSIA SECURITIES BERHAD'S WEBSITE AT www.bursamalaysia.com

INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for Elsoft's entire enlarged issued and paid-up share capital on the MESDAQ Market of Bursa Malaysia Securities Berhad is set out below:-

Date

Event

29 June 2005 : Issue of Prospectus/Opening date of the Public Issue

13 July 2005 : Closing date of the Public Issue

15 July 2005 : Tentative date for balloting of applications

2 August 2005 : Tentative listing date

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 P.M. ON 13 JULY 2005 OR FOR SUCH FURTHER PERIOD OR PERIODS AS THE DIRECTORS AND/OR PROMOTERS OF ELSOFT TOGETHER WITH THE MANAGING UNDERWRITER IN THEIR ABSOLUTE DISCRETION MAY DECIDE, SUBJECT TO THE APPROVAL OF BURSA MALAYSIA SECURITIES BERHAD.

SHOULD THE CLOSING DATE OF THE AFORESAID APPLICATION BE EXTENDED, THE DATES FOR THE BALLOTING AND LISTING OF ELSOFT'S ENTIRE ISSUED AND PAID-UP SHARE CAPITAL ON THE MESDAQ MARKET OF BURSA MALAYSIA SECURITIES BERHAD MIGHT BE EXTENDED ACCORDINGLY. ANY CHANGES TO THE APPLICATION PERIOD FOR THE PUBLIC ISSUE WILL BE NOTIFIED TO THE PUBLIC VIA AN ADVERTISEMENT IN A WIDELY CIRCULATED DAILY BAHASA MALAYSIA AND ENGLISH NEWSPAPER.

DEFINITIONS

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

Act : The Companies Act, 1965 or any statutory modification,

amendment or re-enactment thereof for the time being in force

Acquisitions : Acquisitions of AGS and STSB collectively

Acquisition of AGS : The acquisition by Elsoft of 60% of the issued and paid-up

share capital of AGS comprising 300,000 ordinary shares of RM1.00 each for a total cash consideration of RM464,845

Acquisition of STSB : The acquisition by Elsoft of 100% of the issued and paid-up

share capital of STSB comprising 500,000 ordinary shares of RM1.00 each for a total consideration of RM8,600,000 satisfied by the issuance of 8,600,000 new Elsoft ordinary shares of RM1.00 each credited as fully paid-up at an issue price of

RM1.00 per share

ADA : Authorised Depository Agent

ADA Code : ADA (Broker) Code

AGS : AGS Automation (Malaysia) Sdn Bhd (498080-U)

AmMerchant Bank : AmMerchant Bank Berhad (23742-V)

Application : The application for the Public Issue Shares by way of

Application Forms or by way of Electronic Share Application

Application Form(s) : The printed Application Form(s) for the application for the

Public Issue Shares

ATE(s) : Automated Test Equipment(s)

ATM : Automated Teller Machine

Board : The Board of Directors of Elsoft

Bonus Issue : The bonus issue of 6,125,000 new ordinary shares of RM1.00

each in Eisoft on the basis of 61.25 Bonus Shares for every 1 existing share held before the Acquisitions and Sub-division

Bonus Shares : The 6,125,000 ordinary shares of RM1.00 each in Elsoft issued

pursuant to the Bonus Issue

Bursa Depository or the

Depository

Bursa Malaysia Depository Sdn Bhd (165570-W)

Bursa Securities : Bursa Malaysia Securities Berhad (635998-W)

Bye-Laws : The rules, regulations, terms and conditions of the ESOS

CAGR : Compound Annual Growth Rate

CDS : Central Depository System

DEFINITIONS (Cont'd)

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

Deposited Security : A security in the 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

Elsoft or Company : Elsoft Research Berhad (617504-K)

Elsoft Group or Group : Elsoft and its subsidiaries

EBIDTA : Earnings before interest, depreciation, taxation and amortisation

Electronic Share Application : An application for the Public Issue Shares through Participating

Financial Institutions

EPS : Earnings per share

ESOS : Employee Share Option Scheme

ESOS Committee : A committee comprising Director(s) and senior management

personnel appointed by the Board of Directors to administer the

scheme

ISO : International Organisation for Standardisation

Issue Price : RM0.60 for each Public Issue Share

LBT : Loss before taxation

Listing : Admission to the Official List and the listing of and quotation for the

entire issued and paid-up share capital of Elsoft of RM18,000,000 comprising 180,000,000 ordinary shares of RM0.10 each on the

MESDAQ Market of Bursa Securities

Listing Requirements : Listing Requirements of Bursa Securities for the MESDAQ Market

including any amendments thereto that may be made from time to

time

Listing Scheme : The Bonus Issue, Acquisitions, Sub-division, Public Issue and

Listing collectively

Public : Public in general, including individuals, companies, societies, co-

operatives and institutions

Market Day : Any day between Monday and Friday (both days inclusive) which is

not a public holiday and on which Bursa Securities is open for the

trading of securities

MDC : Multimedia Development Corporation Sdn Bhd

MESDAQ Market : The MESDAQ Market of Bursa Securities

MI : Minority interests

MIH or Issuing House : Malaysian Issuing House Sdn Bhd (258345-X)

MITI : Ministry of International Trade and Industry

DEFINITIONS (Cont'd)

MNC(s) : Multinational corporation(s)

MSC : Multimedia Super Corridor

NTA : Net tangible assets

Option(s) : The contract constituted by acceptance by an eligible person in the

manner provided in Bye-Law 8 of an offer made to such eligible person by the ESOS Committee pursuant to Bye-Law 7. Each Option shall entitle an eligible person to subscribe for one (1) Share

upon its exercise

PAT : Profit after taxation

Participating Financial

Institution(s)

: Refers to the participating financial institutions for Electronic Share

Application as listed in Section 15 of this Prospectus

PBT : Profit before taxation

PE Multiple : Price earnings multiple

Pink Form Shares : The 7,500,000 Public Issue Shares in Elsoft representing

approximately 4.17% of the enlarged issued and paid-up share capital of Elsoft allotted at the Issue Price to the eligible Directors,

employees and business associates of the Elsoft Group

Promoters : Tan Cheik Eaik, Koay Kim Chiew, Tan Ah Lek and Tan Ai Jiew

collectively

Public Issue : The public issue of 31,750,000 new Shares in Elsoft at an issue

price of RM0.60 per new Share payable in full upon application,

subject to the terms and conditions of this Prospectus

Public Issue Shares : The 31,750,000 new Shares in Elsoft which are the subject of the

Public Issue

QA : Quality assurance

R&D : Research and development

Record of Depositors : A record provided by the Bursa Depository to the Company under

Chapter 24.0 of the Rules

ROC : Registrar of Companies

RM and sen : Ringgit Malaysia and sen respectively

Rules : The Rules of the Bursa Depository

SC : Securities Commission

SC Guidelines : SC's Policies and Guidelines on Issue/Offer of Securities

Securities Account : An account established by the Bursa Depository for a Depositor for

the recording of deposit of securities and for dealing in such

securities by the Depositor

Share(s) : Ordinary share(s) of RM0.10 each

SGD : Singapore Dollar

DEFINITIONS (Cont'd)

Sq ft : Square feet

STSB : Siangtronics Technology Sdn Bhd (386359-K)

Sub-division : Sub-division of each ordinary share of RM1.00 each in Elsoft into

ten (10) Shares

Underwriting Agreement : The Underwriting Agreement dated 21 June 2005 between the

Company, Managing Underwriter and Underwriter for the underwriting of 10,000,000 Shares for an underwriting commission

of 2.00% at the Issue Price

US or USA : United States of America

USD : United States Dollar

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DEFINITIONS (Cont'd)

Technical Definitions

ABS : Anti-lock Braking System

BIOS : Basic Input Output System

BOM : Bill of Material

CAD : Computer Aided Design

CAM : Computer Aided Manufacturing

CCFL(s) : Cold-Cathode Fluorescent Lamp(s)

CHMSL(s) : Center High Mounted Stop Lamp(s)

C ++ : Programming Language

CRT : Cathode Ray Tube

FDT : Fieldbus Device Tool

GaN, InGaN, InGaAIP : LED Chemical Composition

IC : Integrated Circuit

I/O : Input/Output

HB LED : High-Brightness Light Emitting Diode

LCD : Liquid Crystal Display

LED : Light Emitting Diode

MHz : Mega Hertz

MicroC : Microcontroller

MicroP : Microprocessor

PC : Personal Computer

PCB : Printed Circuit Board

RGB : Red, Green and Blue

RF : Radio Frequency

SMU : Source and Measurement Unit

SOC : System-on-a-chip

SOP : Standard Operating Procedures

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CORPORATE DIRECTORY

BOARD OF DIRECTORS

Name	Designation	Address	Nationality/ Profession
Tan Cheik Eaik	Executive Chairman/ Chief Executive Officer	24, Jalan Pantai Jerjak 1 Sungai Nibong 11900 Penang	Malaysian/ Company Director
Koay Kim Chiew	Executive Director	8-9-5, Desa Universiti Jalan Sungai Dua Gelugor 11700 Penang	Malaysian/ Company Director
Tan Ah Lek	Executive Director	Block L-12-2, Jalan Helang Pangsapuri Desa Permai Indah Sungai Dua 11700 Penang	Malaysian/ Company Director
Tan Ai Jiew	Non-Independent Non-Executive Director	Block M-12-4, Jalan Helang Pangsapuri Desa Permai Indah Sungai Dua 11700 Penang	Malaysian/ Company Director
Dato' Dr Chong Eng Keat @ Teoh Eng Keat	Independent Non-Executive Director	32, Jesselton Crescent 10450 Penang	Malaysian/ Company Director
Ong Eng Choon	Independent Non-Executive Director	55, Westlands Road 10400 Penang	Malaysian/ Accountant

AUDIT COMMITTEE

Name	Designation	Directorship
Ong Eng Choon	Chairman of Audit Committee	Independent Non-Executive Director
Koay Kim Chiew	Member of Audit Committee	Executive Director
Dato' Dr Chong Eng Keat @ Teoh Eng Keat	Member of Audit Committee	Independent Non-Executive Director

CORPORATE DIRECTORY (Cont'd)

COMPANY SECRETARIES

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53, Jalan Deva Pada 10400 Penang

Ooi Yoong Yoong (MAICSA 7020753) Block 11-2-5, Taman Sri Damai Lebuhraya Batu Lanchang

11600 Penang

REGISTERED OFFICE

: 51-21-A, Menara BHL Bank Jalan Sultan Ahmad Shah

10050 Penang

Telephone No : 04 – 227 6888 Facsimile No : 04 – 229 8118

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HEAD/ MANAGEMENT OFFICE

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Bayan Lepas Industrial Zone Phase 4

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E-mail

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REGISTRARS AND TRANSFER

OFFICE

: AGRITEUM Share Registration Services Sdn Bhd (578473-T)

2nd Floor, Wisma Penang Garden 42, Jalan Sultan Ahmad Shah

10050 Penang

Telephone No : 04-228 2321 Facsimile No : 04-227 2391

AUDITORS

: Gooi & Associates (AF-0567) Chartered Accountants

No. 10, Solok Jones

10250 Penang

Telephone No : 04 – 227 8845 Facsimile No : 04 – 228 6845

REPORTING ACCOUNTANTS

UHY Diong (AF-1411) Chartered Accountants 51-21-F, Menara BHL Bank Jalan Sultan Ahmad Shah

10050 Penang

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ISSUE

: Ghazi & Lim

Advocates & Solicitors 19th Floor, Plaza MWE No. 8, Lebuh Farquhar

10200 Penang

Telephone No : 04 - 263 3688

Facsimile No : 04 – 263 3188/ 262 7433

CORPORATE DIRECTORY (Cont'd)

PRINCIPAL BANKER : Hong Leong Bank Berhad (97141-X)

No. 15-G-1, (Bayan Point) Medan Kampung Relau

11900 Penang

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27th Floor, Menara Multi Purpose

Capital Square

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50100 Kuala Lumpur

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ADVISER, SPONSOR,

MANAGING UNDERWRITER AND SOLE PLACEMENT

AGENT

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 22nd Floor, Bangunan AmBank Group

55, Jalan Raja Chulan 50200 Kuala Lumpur

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