

P R O S P E C T U S



MTOUCHE TECHNOLOGY BERHAD

(Company No. 656395-X)
(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF 15,000,000 NEW ORDINARY SHARES OF RM0.10 EACH ("SHARES") AT AN ISSUE PRICE OF RM0.60 PER SHARE PAYABLE IN FULL ON APPLICATION COMPRISING:

- (1) 2,000,000 NEW ORDINARY SHARES AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- (2) 3,000,000 NEW ORDINARY SHARES AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS AND EMPLOYEES OF MTOUCHE TECHNOLOGY BERHAD AND ITS SUBSIDIARIES ; AND
- (3) 10,000,000 NEW ORDINARY SHARES AVAILABLE FOR PLACEMENT TO SELECTED INVESTORS

IN CONJUNCTION WITH OUR LISTING ON THE MESDAQ MARKET OF BURSA MALAYSIA SECURITIES BERHAD

Adviser, Sponsor, Placement Agent and Underwriter



FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" IN SECTION 4 OF THIS PROSPECTUS



Suite 20-06 Menara Citibank, 165 Jalan Ampang, 50450 Kuala Lumpur, Malaysia. Tel: 603-2166 0018 Fax: 603-21661028
www.mtouche.com



Mobile ToucheTek Sdn Bhd
Suite 20-06 Menara Citibank,
165 Jalan Ampang,
50450 Kuala Lumpur, Malaysia.
Tel: 603-2166 0018 Fax: 603-21661028

mTouche Pte Ltd
8 Temasek Boulevard,
40-01A Suntec Tower 3,
Singapore 038988.
Tel: 65-6238 6130 Fax: 65-6238 6131

PT mTouche
Komp Ruko Roory Mas,
Blok D4 No 20, Jl.KH Hasyim Ashari,
Jakarta Pusat 10150, Indonesia.
Tel: 6221-630 4166 Fax: 6221-630 6632

mTouche (Thailand) Co. Ltd.
54BB Building Suite 1507,
15 Sukhumvit 21 (Asoka) Klongtoey Nue,
Wattana Bangkok, 10110 Thailand.
Tel: 662-261 2688 Fax: 662-261 2668

THIS PROSPECTUS IS DATED 30 JUNE 2005



OUR DIRECTORS AND PROMOTERS HAVE SEEN AND APPROVED THIS PROSPECTUS AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION IN THIS PROSPECTUS. THEY CONFIRM AFTER MAKING ALL REASONABLE ENQUIRIES, THAT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS WHICH, IF OMITTED, WOULD MAKE A STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING.

PUBLIC MERCHANT BANK BERHAD, AS 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 PUBLIC ISSUE.

THE SECURITIES COMMISSION ("SC") HAS APPROVED THE ISSUE, OFFER OR INVITATION IN RELATION TO THE PUBLIC ISSUE. HOWEVER, THIS APPROVAL DOES NOT INDICATE THAT THE SC RECOMMENDS THE PUBLIC ISSUE.

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE IN THIS PROSPECTUS BY US. THE SC ALSO TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS AND MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS. THE SC SHALL NOT BE LIABLE FOR ANY LOSS THAT YOU MAY SUFFER AS A RESULT OF YOUR RELIANCE ON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS. **YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE PUBLIC ISSUE AND AN INVESTMENT IN US. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY BEFORE APPLYING FOR OUR SHARES.**

BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE IN THIS PROSPECTUS BY US. BURSA SECURITIES ALSO TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS AND MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS. BURSA SECURITIES SHALL NOT BE LIABLE FOR ANY LOSS THAT YOU MAY SUFFER AS A RESULT OF YOUR RELIANCE ON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS. OUR ADMISSION TO THE OFFICIAL LIST IS NOT AN INDICATION OF THE MERITS OF OUR COMPANY OR OF OUR SECURITIES.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. A COPY OF THIS PROSPECTUS AND THE ACCOMPANYING APPLICATION FORMS, HAVE ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

CHARACTERISTICS OF THE MESDAQ MARKET OF BURSA SECURITIES: -

YOU SHOULD BE AWARE THAT MESDAQ IS A DISTINCT MARKET FROM THE MAIN AND SECOND BOARDS IN MANY RESPECTS. 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 A SECURITIES PROFESSIONAL/ADVISER IS STRONGLY RECOMMENDED.

SECURITIES LISTED ON BURSA SECURITIES ARE OFFERED TO THE PUBLIC PREMISED ON THE FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE PUBLIC ISSUE FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 45 OF THE SC ACT 1993, E.G. DIRECTORS AND ADVISERS, ARE RESPONSIBLE.

YOU MAY OBTAIN A COPY OF THIS PROSPECTUS FROM THE WEBSITE OF BURSA SECURITIES AT www.bursamalaysia.com.

TENTATIVE TIMETABLE

An indicative timing of events leading up to the listing of and quotation for our Shares on the MESDAQ Market of Bursa Securities is set out below for your reference:

EVENTS	TENTATIVE / INDICATIVE DATES
OPENING DATE OF APPLICATION	30 June 2005
CLOSING DATE OF APPLICATION	7 July 2005
TENTATIVE BALLOTING DATE	11 July 2005
TENTATIVE DATE FOR DESPATCH OF NOTICE OF ALLOTMENT TO SUCCESSFUL APPLICANTS	20 July 2005
TENTATIVE LISTING DATE	21 July 2005

These dates are tentative and are subject to changes which may be necessary to facilitate the implementation procedures. Application for the Public Issue Shares will be accepted from 10.00 a.m. on 30 June 2005 to 5.00 p.m. on 7 July 2005. Our Directors and our Underwriter may mutually decide, at their absolute discretion, to extend the closing date and time for applications to any later date or dates.

We will announce any extension in a widely circulated daily English and Bahasa Malaysia newspaper within Malaysia. If the closing date of the application is extended, the dates for the allotment of the Public Issue Shares and our listing will be extended accordingly.

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DEFINITIONS

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

Acquisition	:	The acquisition of 100,000 ordinary shares of MPL from the MPL Vendors for a total purchase consideration of RM3,733,056 satisfied by the issuance of 3,732,998 new Shares at par
Act	:	Companies Act, 1965
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
Application Form	:	The printed form for the purpose of applying for the Public Issue Shares
ATM	:	Automated Teller Machine
Baht	:	Thailand Baht
Board	:	Board of Directors of our Company
Bonus Issue	:	The bonus issue of 2,267,000 new Shares to our existing shareholders on the basis of one (1) new Share for every approximately 1.65 existing Shares held after the Acquisition
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CCM	:	Companies Commission of Malaysia
CDS	:	Central Depository System
Company or MTB	:	mTouche Technology Berhad (656395-X)
EPS	:	Earnings per share
Flotation Exercise	:	Bonus Issue, Share Split, Public Issue and Listing, collectively
FYE	:	Financial year ended/ending
GRDC	:	Global Research and Development Centre
Group	:	MTB and its Subsidiaries, collectively
ICT	:	Information and Communication Technology
Internal Reorganisation	:	The internal reorganisation of our Group involving the acquisition of the entire equity interests of MTSB, 99% of the equity interest of PTMT and 99.94% of the equity interest of MCL from MPL, for a total cash consideration of RM2,208,789
IPO	:	Initial public offer of our Shares pursuant to the Public Issue
Issue Price	:	RM0.60 per Share
IT	:	Information Technology
Listing	:	The admission to and the listing of and quotation for our entire enlarged issued and paid-up share capital of RM7,500,000 comprising 75,000,000 Shares on the MESDAQ Market of Bursa Securities
Malaysian Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia

DEFINITIONS (Cont'd)

MCL	:	mTouche (Thailand) Co., Ltd (0108554702502), a 99.4% owned subsidiary of MTB
MDC	:	Multimedia Development Corporation Sdn Bhd (389346-D)
M-Generation	:	Mobile Generation
MIH	:	Malaysian Issuing House Sdn Bhd (258345-X)
MMLR	:	Listing Requirements of Bursa Securities for the MESDAQ Market
MNO(s)	:	Mobile network operator(s)
MPL	:	mTouche Pte Ltd (200206271M), a wholly owned subsidiary of MTB
MPL Vendors	:	Goh Eugene (Wu Eugene), Tan Wee Meng, Hendra Sie, Tay Joo Heng, Sebastian Yeo Boon Kiat, Lai Teik Kin and Tai Say Siang, collectively
MSC	:	Multimedia Super Corridor
MTSB	:	Mobile ToucheTek Sdn Bhd (616524-M), a wholly owned subsidiary of MTB
NTA	:	Net tangible assets
Participating Financial Institution	:	The participating financial institutions for Electronic Share Application as listed in Section 18.5 of the Prospectus
PAT	:	Profit after taxation
PBT	:	Profit before taxation
Placement Agent	:	PMBB
PMBB	:	Public Merchant Bank Berhad
Promoters	:	Goh Eugene (Wu Eugene), Tan Wee Meng (Chen Weiming) and Hendra Sie, collectively
PTMT	:	PT mTouche (251926-H), a 99% owned subsidiary of MTB
Public Issue	:	The issue of 15,000,000 new Shares at an issue price of RM0.60 per Share to public investors by way of public issue and private placement, subject to the terms and conditions of this Prospectus
Public Issue Share(s)	:	The 15,000,000 new Shares being offered in the IPO
R&D	:	Research and development
RM and sen	:	Ringgit Malaysia and sen respectively
SC	:	Securities Commission
SGD	:	Singapore Dollar
Share(s) or MTB Share(s)	:	Ordinary share(s) of par value RM0.10 each in our Company
Share Split	:	The splitting of the par value of the ordinary Shares whereby every one (1) ordinary Share of RM1.00 was sub-divided into ten (10) ordinary Shares
Subsidiaries	:	MTSB, MPL, PTMT and MCL, collectively
USD	:	United States of America Dollar

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

2G	: Second generation of digital wireless technology standards
2.5G	: Wireless technology and capability usually associated with GPRS
3G	: Third generation digital wireless communications system which uses packet switching technology and offers faster data transmission rates (between 144 kbps to 2 Mbps) than available under existing technology
3GPP	: Third Generation Partnership Project
3GPP2	: Third Generation Partnership Project 2
AMR	: Adaptive Multi-Rate Codec
API	: Application Program Interface
ASF	: Advanced Streaming Format
B2C	: Business to Customer
CDR	: Calls Details Record
CODEC	: Coder/Decoder or Compressor/Decompressor. Hardware or software that encodes/compresses and decodes/decompresses audio and video data streams
CRM	: Customer Relationship Management
DRM	: Digital Rights Management
GPRS	: General Packet Radio Services
ISSM Gateway	: Intelligent System for Short Messaging Gateway operated and owned by Singapore Telecom Mobile Pte Ltd for the purposes of enabling the transmission of short messages
Java	: Proprietary programming language by Sun Microsystems. Java technology readily harnesses the power of the network because it is both a programming language and a selection of specialised platforms
Kbps	: Kilobits per second
Mbps	: Megabits per second
MMS	: Multimedia Messaging Services
MO	: Mobile Originated
MT	: Mobile Terminated
MYSQL	: True multi user, multi threaded SQL database server
SMS	: Short Messaging Services

DEFINITIONS (Cont'd)

SNMP	: Simple Network Management Protocol. A widely used network monitoring and control protocol
SQL	: Structured Query Language
SS7	: Signalling System No.7. This is a global standard for telecommunications defined by the International Telecommunication Union and Telecommunication Standardisation Sector
UNIX	: A multi user, multitasking operating system that is widely used as the master control program in workstations and servers
WAP	: Wireless Access Protocol

In this Prospectus, unless the content otherwise requires, references to “our Company” refer to mTouche Technology Berhad and references to “our Group” is our Company and our Subsidiaries taken as a whole and references to “we”, “us”, “our” and “ourselves” are to our Company, and save where the context otherwise requires, and our consolidated Subsidiaries. Any references in this Prospectus to the business operated prior to the Acquisition shall be taken as if we had carry on such business, and references to “we”, “us”, “our”, “ourselves” and “our Group” shall be construed accordingly.

Reference to “our management”, “our Directors” and “our Board of Directors” refer to the management, Directors and Board of our Company; references to “our Memorandum of Association” and “our Articles of Association” refer to the Memorandum of Association and Articles of Association of mTouche Technology Berhad, respectively and references to our share capital in “Particulars of the Public Issue” and elsewhere, refer to the share capital of mTouche Technology Berhad. Further, unless we specify otherwise or the context otherwise requires, all references to our “ordinary Shares” or our “Shares” refer to ordinary shares of par value RM0.10 each in the share capital of mTouche Technology Berhad.

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.

Unless otherwise indicated, any reference in this Prospectus to any legislation, statute or statutory provision is a reference to that legislation, statute or statutory provision as for the time being amended or re-enacted and to any repealed legislation, statute or statutory provision which it re-enacts (with or without modifications).

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1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Designation	Address	Nationality/ Profession
Goh Eugene (Wu Eugene)	Chief Executive Officer (Executive Director)	148 Tampines Avenue 5 #02-268 Singapore 521148	Singaporean/ Company Director
Tan Wee Meng (Chen Weiming)	Chief Operating Officer (Executive Director)	15 Eunos Crescent #07-2831 Singapore 400015	Singaporean/ Company Director
Hendra Sie	Chief Technology Officer (Executive Director)	425 Pasir Ris Drive 6 #10-93 Singapore 510425	Indonesian/ Company Director
Ng Joo How	Independent Non- Executive Director	462 Jalan 5/46 Taman Petaling 46000 Petaling Jaya Selangor Malaysia	Malaysian/ Company Director
Lai Teik Kin	Independent Non- Executive Director	3, Jalan Besi 11600 Georgetown Penang Malaysia	Malaysian/ Company Director

AUDIT COMMITTEE

Name	Designation	Directorship
Ng Joo How	Chairman	Independent Non-Executive Director
Lai Teik Kin	Member	Independent Non-Executive Director
Tan Wee Meng (Chen Weiming)	Member	Executive Director

COMPANY SECRETARIES : Seow Fei San (MAICSA 7009732)
No.1 Jalan SS21/38
Damansara Utama
47400 Petaling Jaya
Selangor
Tel: 03-7803 1126

Law Mee Poo (MAICSA 7033423)
No. 11 Jalan Puteri 10/2
Bandar Puteri Puchong
47100 Puchong
Selangor
Tel: 03-7803 1126

REGISTERED OFFICE : 312, 3rd Floor Block C Kelana Square
17 Jalan SS7/26
47301 Petaling Jaya
Selangor
Tel: 03-7803 1126

1. CORPORATE DIRECTORY (Cont'd)

HEAD OFFICE	: mTouche Technology Berhad Suite 20-06 Menara Citibank 165 Jalan Ampang 50450 Kuala Lumpur Tel: 03-2166 0018 Fax: 03-2166 1028 Website: www.mtouche.com Email : intb@mtouche.com
REPORTING ACCOUNTANTS & AUDITORS	: Ernst & Young 4 th Floor, Kompleks Antarabangsa Jalan Sultan Ismail 50250 Kuala Lumpur Tel: 03-2144 2333
SOLICITORS FOR THE IPO	: Teh & Lee Unit 23-3, 3 rd Floor The Boulevard, Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur Tel: 03-2283 2800
FOREIGN SOLICITORS	: Citilegal LLC 7 Temasek Boulevard 21-02 Suntec Tower One Singapore 038987 Tel: 65-6333 1611 Binka Consulting Jl. Agung Niaga 2 Blok G2/24 Sunter Podomoro Jakarta Utara 14350 Indonesia Tel: 021-6505 522 Tri Law Consultants Law Office 54 B.B Building, 11 th Floor Sukhumvit 21 (Asoke) Road Wattana, Bangkok 10110 Thailand Tel: 662-664 1499
PRINCIPAL BANKER	: Public Bank Berhad Menara Public Bank 146 Jalan Ampang 50450 Kuala Lumpur Tel: 03-2176 6000

1. CORPORATE DIRECTORY (Cont'd)

ISSUING HOUSE	: Malaysian Issuing House Sdn Bhd 27 th Floor, Menara Multi-Purpose Capital Square 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Tel: 03-2693 2075
SHARE REGISTRAR	: Epsilon Registration Services Sdn Bhd 312, 3 rd Floor Block C Kelana Square 17 Jalan SS7/26 47301 Petaling Jaya Selangor Tel: 03-7806 2116
ADVISER, SPONSOR, PLACEMENT AGENT AND UNDERWRITER	: Public Merchant Bank Berhad 27 th Floor, Menara Public Bank 146 Jalan Ampang 50450 Kuala Lumpur Tel: 03-2166 9382
LISTING SOUGHT	: MESDAQ Market of Bursa Securities

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