

P R O S P E C T U S

LISTING SOUGHT:-

MESDAQ MARKET OF BURSA MALAYSIA SECURITIES BERHAD

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" SET OUT IN SECTION 4 HEREOF



TMC LIFE SCIENCES BERHAD

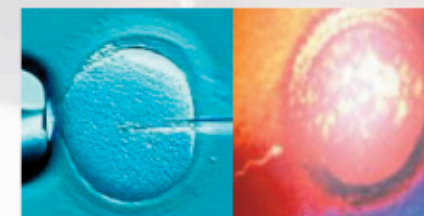
(Company No.: 624409-A)

(Incorporated in Malaysia under the Companies Act, 1965)

ISSUE OF 42,100,000 NEW ORDINARY SHARES OF RM0.10 EACH AT AN ISSUE PRICE OF RM0.38 PER SHARE BY WAY OF PUBLIC OFFER AND PRIVATE PLACEMENT PAYABLE IN FULL ON APPLICATION COMPRISING:-

- 2,900,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE PUBLIC;
- 2,500,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY ELIGIBLE DIRECTORS AND EMPLOYEES OF TMC LIFE SCIENCES BERHAD GROUP AS WELL AS OTHER PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF TMC LIFE SCIENCES GROUP; AND
- 36,700,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR PLACEMENT TO SELECTED INVESTORS

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



Adviser, Managing Underwriter, Sole Placement Agent and Sponsor

AmMerchant Bank Berhad

(Company No. 23742-V)

A member of



AmInvestment Group

This Prospectus has been seen and approved by the directors and promoters of TMC Life Sciences Berhad ("**TMC Life Sciences**" or "**Company**") and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after having made all reasonable enquiries, and 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 (*a member of the AmInvestment Group*), being the Adviser and Managing 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 IPO (as herein defined).

The Securities Commission ("**SC**") has approved the issue, offer or invitation in respect of the IPO but the approval shall not be taken to indicate that the SC 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 Prospectus, 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 valuation approved or accepted by the SC shall only be utilised for the purpose of the corporate proposals submitted to and approved by the SC and shall not be construed as an endorsement by the SC on the value of the subject assets for any other purposes.

Bursa Malaysia Securities Berhad ("**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 IPO, the Company or of its securities.

Characteristics of the MESDAQ Market of Bursa Securities ("**MESDAQ**"):-

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, the latest financial statements and corporate announcements. In this respect, advice from a securities professional/adviser is strongly recommended.

The Issue Price was entirely determined and agreed upon by the Company, the Adviser and the Underwriters based on various relevant factors. Investors should form their own views on the valuation of the IPO Shares and the reasonableness of the bases used.

Securities listed 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 are responsible.

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.

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

Indicative Timetable

Date of Prospectus/Opening date of the IPO Shares	15 September 2005
Closing date of the IPO Shares	23 September 2005
Tentative balloting date	27 September 2005
Tentative date for the despatch of Notice of Allotment	5 October 2005
Tentative listing date	6 October 2005

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGES WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES. THE APPLICATION FOR THE IPO WILL CLOSE AT THE DATE STATED ABOVE OR SUCH LATE DATE(S) AS THE DIRECTORS OF TMC LIFE SCIENCES TOGETHER WITH THE UNDERWRITERS MAY DECIDE.

WHERE THE CLOSING DATE OF THE APPLICATION FOR THE IPO IS EXTENDED FROM THE ORIGINAL CLOSING DATE, THE NOTICE OF SUCH EXTENSION(S) WILL BE ADVERTISED IN A WIDELY CIRCULATED ENGLISH AND BAHASA MALAYSIA NEWSPAPER NOT LESS THAN ONE (1) MARKET DAY BEFORE THE ORIGINAL CLOSING DATE.

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Prospectus:-

Acquisition of DWSC	— The acquisition by TMC Life Sciences of the entire issued and paid-up share capital of DWSC comprising 2,180,000 DWSC Shares for a purchase consideration of RM11,732,055 satisfied by the issuance of 11,732,055 new ordinary shares of RM1.00 each in TMC Life Sciences at an issue price of RM1.00 per share
Acquisition of IVF Tech	— The acquisition by TMC Life Sciences of the entire issued and paid-up share capital of IVF Tech comprising 1,000 IVF Tech Shares for a purchase consideration of RM70,943 satisfied by the issuance of 70,943 new ordinary shares of RM1.00 each in TMC Life Sciences at an issue price of RM1.00 per share
Acquisitions	— Collectively, the Acquisition of DWSC and Acquisition of IVF Tech
Act	— Companies Act, 1965
ADA	— Authorised Depository Agent
ADA Code	— ADA (Broker) Code
AmMerchant Bank	— AmMerchant Bank Berhad (23742-V) (a member of the AmInvestment Group)
Amos Siew	— Siew Boon Yeong
Application	— Application for the IPO Shares by way of Application Forms
Application Form	— A printed form for the purpose of applying for the IPO Shares
ATM	— Automated teller machine
Board or Board of Directors	— The board of directors of TMC Life Sciences
Bursa Depository	— Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities or Exchange	— Bursa Malaysia Securities Berhad
CDS	— Central Depository System
DFC	— Damansara Fertility Centre Sdn Bhd (615883-U)
Doctor and Staff Share Participation Scheme or Scheme	— The scheme for the granting of up to 820,000 Shares to eligible doctors and staff of the Group
Dr	— Doctor
Dr Colin Lee	— Dr Lee Soon Soo
Dr Surinder Singh	— Dr Surinder Singh a/l Ranbir Singh
DWSC	— Damansara Women's Specialist Centre Sdn Bhd (478738-A)
DWSC Rights Issue	— The rights issue of 1,180,000 DWSC Shares at par on the basis of one hundred and eighteen (118) new DWSC Shares for every one hundred (100) DWSC Shares held
DWSC Shares	— Ordinary shares of RM1.00 each in DWSC

DEFINITIONS

e-	—	Electronic-
EBIDTA	—	Earnings before interest, depreciation, taxation and amortisation
Electronic Share Application	—	The application for the IPO Shares through a Participating Financial Institution's ATM
EPS	—	Earnings per share
FY	—	Financial year ended/ending
GDP	—	Gross Domestic Product
IPO	—	The initial public offering of 42,100,000 new Shares at the Issue Price by way of public offering and private placement to (i) the Malaysian general public (ii) eligible directors and employees of the Group, and other persons who have contributed to the Group and (iii) selected investors
IPO Shares	—	The 42,100,000 new Shares in the capital of the Company to be issued pursuant to the IPO and subject to the terms and conditions of this Prospectus
Issue Price	—	RM0.38 for each IPO Share
IT	—	Information technology
IVF Tech	—	IVF Technologies Sdn Bhd (378782-V)
IVF Tech Shares	—	Ordinary shares of RM1.00 each in IVF Tech
Land	—	Property known as Lot No.11, Jalan Teknologi, Taman Sains Selangor 1, Kota Damansara, Selangor
Listing	—	Admission to the Official List of the MESDAQ Market and the listing of and quotation for the entire enlarged issued and paid-up share capital of the Company of RM16,833,000 comprising 168,330,000 Shares on the MESDAQ Market
Listing Requirements or MMLR	—	The Listing Requirements of Bursa Securities for the MESDAQ Market
LPD	—	19 August 2005, being the last practicable date prior to printing of this Prospectus
Major Shareholder	—	A person who has interest or interests in one or more voting shares in a corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares is not less than 5% of the aggregate of the nominal amounts of all the voting shares in the corporation. For the purpose this definition, "interest in shares" shall have the meaning given in Section 6A of the Act
MBBS	—	Bachelor of Medicine and Bachelor of Surgery
MD	—	Doctor of Medicine
MESDAQ Market	—	MESDAQ Market of Bursa Securities
MI	—	Minority interests
MITI	—	Ministry of International Trade and Industry

DEFINITIONS

MIH or Issuing House	— Malaysian Issuing House Sdn Bhd (258345-X)
MMED	— Master of Medicine
MOH	— Ministry of Health Malaysia
NTA	— Net tangible assets
Participating Financial Institutions	— Refers to the Participation Financial Institutions for the Electronic Share Application as listed in Section 15.3.3 of this Prospectus
PAT	— Profit after taxation
PBT	— Profit before taxation and MI
PE Multiple	— Price-earnings multiple
PKNS	— Perbadanan Kemajuan Negeri Selangor (or The Selangor State Development Corporation)
Promoters	— Collectively, Dr Colin Lee and Amos Siew
R&D	— Research and development
RM	— Ringgit Malaysia
SC	— Securities Commission
Shares	— Ordinary shares of RM0.10 each in TMC Life Sciences
Share Split	— The sub-division of the par value of one (1) ordinary share of RM1.00 each in the Company to ten (10) ordinary shares of RM0.10 in the Company
Share Transfer	— The transfer by Lee Soon Ai and Ooi Lay Pheng of their Shares to Dr Colin Lee, Amos Siew, Amos Tan En Wai and Lim Dee Dek @ Lim Tua Lek during the prescription period of the Shares as follows:-

Name	No. of Shares (transferred)/ received
Transferors	
Lee Soon Ai	(6,669,027)
Ooi Lay Pheng	(5,592,692)
Total	(12,261,719)
Transferees	
Dr Colin Lee	6,756,889
Amos Siew	2,693,607
Amos Tan En Wai	848,747
Lim Dee Dek @ Lim Tua Lek	1,962,476
Total	12,261,719

SPA	— The sale and purchase agreement dated 29 September 2003 entered into between PKNS (the Seller) and DWSC (the Purchaser) for the sale and purchase of the Land
Special Issue	— The special issue by the Company of the rights to allotment of 820,000 new ordinary shares of RM1.00 each at par to Dr Colin Lee

DEFINITIONS

Speech by the then Minister of Health	—	Speech by Yang Berbahagia Dato' Chua Jui Meng, the then Minister of Health Malaysia, at the launch of the Malaysian Twins Support Group on 3 June 2003, as posted on the MOH's website at www.moh.gov.my
Sq. ft.	—	Square feet
SS Lee	—	SS Lee Medical Services Sdn Bhd (256876-D)
TMC Life Sciences or Company	—	TMC Life Sciences Berhad (624409-A)
TMC Life Sciences Group or Group	—	TMC Life Sciences and its subsidiaries
USA	—	United States of America
UK	—	United Kingdom
Utilisation of Proceeds	—	The utilisation of proceeds raised from the IPO as detailed in Section 3.7 of this Prospectus
WHO	—	World Health Organization
WHO Report	—	A report titled "Current Practices and Controversies in Assisted Reproduction" published by WHO in 2002, as posted on the WHO's website at www.who.int

Words denoting the singular member shall include the plural and vice versa.

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GLOSSARY OF TECHNICAL TERMS

Except where the context otherwise requires, the following definitions apply throughout this Prospectus:-

ACE	— Association of Clinical Embryologists, UK
ART	— Assisted Reproductive Technology
ASPIRE	— Asia-Pacific Initiative on Reproductive Endocrinology
Blastocyst transfer	— Transfer of embryos when they are at the blastocyst stage, usually on the embryos' 5 th or 6 th day
Cryopreservation	— A process whereby eggs, sperms or embryos are frozen for future use
Embryo transfer	— Placement of embryos into the womb
Embryonic stem cell	— Pluri-potential stem cell derived from the blastocyst with the capability of differentiating and development into various cell types and organs
FACOG	— Fellow of the American College of Obstetricians and Gynaecologists
FET	— Frozen Embryo Transfer
FISH	— Fluorescent In-Situ Hybridization
FetoMaternal	— The specialised field in women's health related to pregnancy, childbirth and their complications
FRCOG	— Fellow of the Royal College of Obstetricians and Gynaecologists
GIFT	— Gamete Intra-Fallopian Transfer
Gynaecology	— Medical study of the female reproduction system. A practitioner of gynaecology is known as a gynaecologist
Human co-culture blastocyst transfer baby	— A baby born as a result of culturing the embryo in a step-wise culture system involving only human tissues to the blastocyst stage
Hysteroscopy	— The process of examining the cavity of the womb using a mini-telescope inserted through the cervix
ICSI	— Intra-Cytoplasmic Sperm Injection
IUI	— Intra-Uterine Insemination
IVF	— In-Vitro Fertilisation
IVM	— In-Vitro Maturation
Laparoscopy	— The process of examining the pelvis and its organs using a mini-telescope inserted through the umbilicus
Laparoscopic surgery	— Corrective surgery of pelvic abnormalities through laparoscopy
MESA	— Micro-Epididymal Sperm Aspiration

GLOSSARY OF TECHNICAL TERMS

MRCOG	— Member of Royal College of Obstetricians and Gynaecologists, London
O&G	— Obstetrics and Gynaecology
Oocytes	— Eggs
Orthopaedics	— The surgical sub-speciality dealing with the musculo-skeletal system
PESA	— Percutaneous Epididymal Sperm Aspiration
PGD	— Pre-implantation Genetic Diagnosis
TESA	— Testicular Epididymal Sperm Aspiration
Urogynaecology	— The sub-speciality of gynaecology dealing with the urinary system

Words denoting the singular member shall include the plural and vice versa.

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1. CORPORATE INFORMATION**BOARD OF DIRECTORS**

Name / (Designation)	Address	Occupation	Nationality
Professor Emeritus Dato' Dr Khalid Abdul Kadir (Independent Non-Executive Chairman)	No.4, Lorong 16/3C 46400 Petaling Jaya Selangor	Endocrinologist	Malaysian
Dr Colin Lee (Managing Director)	Unit 695-10-05 Desa Kiara Condo Jalan Damansara 60000 Kuala Lumpur	Medical Director / Obstetrician and Gynaecologist	Malaysian
Amos Siew (Executive Director)	B301, Casa Mila Condo Bukit Idaman 68100 Batu Caves Selangor	Chartered Accountant	Malaysian
YB Dato' Dr Tan Kee Kwong (Independent Non-Executive Director)	No.36, Jalan Rumpai Bukit Bandaraya 59000 Kuala Lumpur	Businessman	Malaysian
Lee Soon Swee (Non-Independent Non-Executive Director)	No.29, Jalan SS 21/29 Damansara Utama 47400 Petaling Jaya Selangor	Engineer	Malaysian
Dr Yap Teck Long (Independent Non-Executive Director)	No.36B, Jalan Cumarasamy Batu 3 1/4, Jalan Ipoh 51100 Kuala Lumpur	Medical Doctor	Malaysian
Dr Francis Lisa Muga (Independent Non-Executive Director)	No.14, Lorong Setiabistari Satu Damansara Heights 50490 Kuala Lumpur	Medical Doctor	Malaysian
Dr Wong Pak Seng (Executive Director)	No.6, Jalan Hujan Abu 2 Overseas Union Garden 58200 Kuala Lumpur	Obstetrician and Gynaecologist	Malaysian
Dr Surinder Singh (Alternate Director to Dr Wong Pak Seng)	No.21, Jalan 17/43 46400 Petaling Jaya Selangor	Obstetrician and Gynaecologist	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
YB Dato' Dr Tan Kee Kwong	Chairman	Independent Non-Executive Director
Dr Yap Teck Long	Member	Independent Non-Executive Director
Dr Francis Lisa Muga	Member	Independent Non-Executive Director
Amos Siew	Member	Executive Director

COMPANY SECRETARIES

Seow Fei San (MAICSA 7009732)
Wong Siew Yeen (MAICSA 7018749)
c/o Epsilon Advisory Services Sdn Bhd
312, 3rd Floor
Block C, Kelana Square
17 Jalan SS 7/26
47301 Petaling Jaya
Selangor Darul Ehasan
Tel No : 03-7803 1126
Fax No : 03- 7806 1387

REGISTERED OFFICE

312, 3rd Floor
Block C, Kelana Square
17 Jalan SS 7/26
47301 Petaling Jaya
Selangor Darul Ehasan
Tel No : 03-7803 1126
Fax No : 03- 7806 1387
E-mail : eadvisory@epsilonas.com

**HEAD OFFICE/
MANAGEMENT OFFICE**

55, Jalan SS 21/56B
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan
Tel No : 03-7729 3199
Fax No : 03-7727 8066
E-mail : enquiries@damansarafertility.com
Website : www.damansarafertility.com

REGISTRAR

Epsilon Registration Services Sdn Bhd
312, 3rd Floor
Block C, Kelana Square
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47301 Petaling Jaya
Selangor Darul Ehasan
Tel No : 03-7803 2116
Fax No : 03- 7806 1261

ISSUING HOUSE

Malaysian Issuing House Sdn Bhd
27th Floor, Menara Multi Purpose
Capital Square
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50100 Kuala Lumpur
Tel No : 03-2693 2075
Fax No : 03-2693 0858

PRINCIPAL BANKER

Alliance Bank Malaysia Berhad
Unit 102 & 103
Level 1, Uptown 2
No.2, Jalan SS 21/37
Damansara Uptown
47400 Petaling Jaya
Selangor Darul Ehsan
Tel No : 03-7660 9798
Fax No : 03-7660 9799

AUDITORS AND REPORTING ACCOUNTANTS

Ernst & Young (AF 0039)
4th Floor, Kompleks Antarabangsa
Jalan Sultan Ismail
50250 Kuala Lumpur
Tel No : 03-2144 2333
Fax No : 03-2142 3420

SOLICITORS FOR THE LISTING

Wan Haron Sukri & Nordin
No.36, 1st Floor
Jalan 21/12, (Sea Park)
46300 Petaling Jaya
Selangor Darul Ehsan
Tel No : 03-7876 9011
Fax No : 03-7875 1314

VALUERS

CH Williams Talhar & Wong Sdn Bhd
15th Floor
Menara MPPJ
New Town Centre
46200 Petaling Jaya
Tel No : 03-7956 9211
Fax No : 03-7957 8049

**ADVISER, MANAGING UNDERWRITER, SOLE
PLACEMENT AGENT AND SPONSOR**

AmMerchant Bank Berhad
22nd Floor, Bangunan AmBank Group
55, Jalan Raja Chulan
50200 Kuala Lumpur
Tel No : 03-2078 2633
Fax No : 03-2078 2842

UNDERWRITERS

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LISTING SOUGHT

MESDAQ Market of Bursa Securities

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