



Advance Information Marketing Berhad

(Company No. 644769-D)
(Incorporated in Malaysia under the Companies Act, 1965)

INITIAL PUBLIC OFFERING OF 35,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN ADVANCE INFORMATION MARKETING BERHAD AT AN ISSUE PRICE OF RM0.42 PER SHARE PAYABLE IN FULL ON APPLICATION COMPRISING:-

- I. 1,000,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS AND EMPLOYEES OF ADVANCE INFORMATION MARKETING BERHAD AND ITS SUBSIDIARIES ("THE GROUP"), AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF THE GROUP;
- II. 33,000,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION UNDER PRIVATE PLACEMENT; AND
- III. 1,000,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE PUBLIC,

IN CONJUNCTION WITH THE LISTING OF ADVANCE INFORMATION MARKETING BERHAD ON THE MESDAQ MARKET OF BURSA MALAYSIA SECURITIES BERHAD.

Adviser, Sponsor, Underwriter and Placement Agent



OSK SECURITIES BERHAD

(Company No. 14152-V)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH YOU SHOULD CONSIDER, SEE "RISK FACTORS" IN SECTION 4 OF THIS PROSPECTUS

THIS PROSPECTUS IS DATED 28 MARCH 2006

PROSPECTUS



OUR PROMOTERS AND DIRECTORS 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. OUR DIRECTORS HEREBY ACCEPT FULL RESPONSIBILITY FOR THE CONSOLIDATED PROFIT ESTIMATE AND FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE CONSOLIDATED PROFIT ESTIMATE AND FORECAST HAVE BEEN PREPARED BASED ON THE ASSUMPTIONS MADE.

OSK SECURITIES BERHAD (14152-V), BEING THE ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT TO OUR INITIAL PUBLIC OFFERING, 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 ON THE INITIAL PUBLIC OFFERING AND IS SATISFIED THAT THE CONSOLIDATED PROFIT ESTIMATE AND FORECAST (FOR WHICH OUR DIRECTORS ARE FULLY RESPONSIBLE), PREPARED FOR INCLUSION IN THIS PROSPECTUS HAVE BEEN STATED BY OUR DIRECTORS AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS.

THE SC HAS APPROVED OUR INITIAL PUBLIC OFFERING. HOWEVER, THIS DOES NOT INDICATE THAT THE SC RECOMMENDS THE INITIAL PUBLIC OFFERING.

THE SC IS NOT 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 THIS PROSPECTUS. **YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INITIAL PUBLIC OFFERING 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 ADVISER BEFORE APPLYING FOR OUR SHARES.**

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

THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. 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 THE MESDAQ MARKET ARE SUBJECT TO DIFFERENT REQUIREMENTS, WHICH HAVE BEEN DESIGNED FOR HIGH-GROWTH AND/OR TECHNOLOGY COMPANIES. COMPANIES THAT ARE LISTED ON MESDAQ MAY NOT HAVE AN OPERATING HISTORY OR ANY PROFIT RECORD PRIOR TO LISTING. THEREFORE, ALTHOUGH POTENTIAL INVESTMENT RETURNS MAY BE RELATIVELY HIGH, COMPANIES LISTED ON THE MESDAQ MARKET MAY BE OF HIGHER INVESTMENT RISK. THE MESDAQ MARKET ALLOWS THE MARKET TO DETERMINE THE MERITS OF INVESTING IN A PARTICULAR COMPANY. THEREFORE, YOU SHOULD BE AWARE OF ALL POTENTIAL RISKS IN INVESTING IN SUCH COMPANIES. YOU SHOULD MAKE THE DECISION TO INVEST AFTER CAREFULLY READING AND UNDERSTANDING, AMONGST OTHERS, THIS PROSPECTUS, LATEST FINANCIAL STATEMENTS AND CORPORATE ANNOUNCEMENTS. THEREFORE, WE STRONGLY RECOMMEND THAT YOU SEEK ADVICE FROM A SECURITIES PROFESSIONAL/ADVISER BEFORE INVESTING IN US.

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM THE BURSA SECURITIES' WEBSITE AT WWW.BURSAMALAYSIA.COM.

INDICATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for our entire issued and paid-up capital on the MESDAQ Market of Bursa Securities is set out below:-

EVENT	INDICATIVE DATE
OPENING OF APPLICATIONS FOR THE ISSUE SHARES (as hereinafter defined)	28 March 2006
CLOSING OF APPLICATIONS FOR THE ISSUE SHARES	5 April 2006
BALLOTING OF APPLICATIONS FOR THE ISSUE SHARES	7 April 2006
ALLOTMENT OF THE ISSUE SHARES	17 April 2006
LISTING (as hereinafter defined)	18 April 2006

Our Directors and Underwriter may mutually decide, at their absolute discretion, to extend the closing date and time for applications for the Initial Public Offering (as hereinafter defined) to any later date or dates. We will announce any extension of the closing date for the applications for the Issue Shares in a widely circulated Bahasa Malaysia and English daily newspaper within Malaysia. If the closing date for the Initial Public Offering (as hereinafter defined) is extended, the dates for the balloting of applications for the Issue Shares, allotment of the Issue Shares and our Listing will be extended accordingly.

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DEFINITIONS

Unless otherwise indicated, the following definitions shall apply throughout this Prospectus:-

Act	:	Companies Act, 1965 including any statutory modification, amendment or re-enactment thereof for the time being in force
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
AIM or our Company	:	Advance Information Marketing Berhad (Company No.644769-D)
AIMS	:	Advance Information Marketing System, an enterprise marketing management solution developed by our Company to provide the technology support for our clients' loyalty programs
Alliance Bank	:	Alliance Bank Malaysia Berhad (88103-W)
AmBank	:	AmBank (M) Berhad (8515-D)
ASCS	:	Advanced Supply Chain Solutions Sdn Bhd (620478-X), our wholly-owned subsidiary
ASEAN	:	Association of South East Asian Nations
Board	:	Board of Directors of our Company
Bonus Issue	:	The bonus issue of 6,131,899 new ordinary shares of RM1.00 each in our Company to our existing shareholders on the basis of approximately 1.05 new ordinary share of RM1.00 each for every one (1) existing ordinary share held in our Company after the Conversion of RCPS
BPO	:	Business Process Outsourcing
BT	:	Bounty Trading Pte. Ltd. (200207440H), our wholly-owned subsidiary incorporated in Singapore
Bursa Depository or the Depository	:	Bursa Malaysia Depository Sdn. Bhd. (165570-W)
Bursa Securities or the Exchange	:	Bursa Malaysia Securities Berhad (635998-W)
BVI	:	British Virgin Islands
By-Laws	:	The By-Laws of the ESOS
CD	:	Compact disc
CDS	:	Central depository system

DEFINITIONS (Cont'd)

CDS 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
CEO	:	Chief Executive Officer
CF	:	Certificate of Fitness for Occupation
CGAS	:	CG Assets Pte Ltd (200412427D), our promoter and substantial shareholder
CLS	:	Customer Loyalty Solutions Sdn. Bhd. (610748-V), our wholly-owned subsidiary
Conversion of RCPS "A"	:	The conversion of the 22,000,000 existing RCPS "A" in our Company held by DMSB to 234,724 ordinary shares of RM1.00 each in our Company
Conversion of RCPS "B"	:	The conversion of the 50,000,000 existing RCPS "B" in our Company held by OSKTV to 772,754 ordinary shares of RM1.00 each in our Company
Conversion of RCPS	:	Collectively the Conversion of RCPS "A" and Conversion of RCPS "B"
CRM	:	Customer Relationship Management
CTO	:	Chief Technical Officer
Cyber Generation	:	Cyber Generation Pte Ltd (200002509C)
Debenhams	:	Debenhams Departmental Store Berjaya Times Square Sdn. Bhd.
Director (s)	:	Director(s) of AIM
DMSB	:	Desiran Mawar Sdn. Bhd. (678872-V)
DVD	:	Digital Versatile Disc
ECT	:	Electronic Commerce Technology Sdn Bhd (507408-U), the owner of 'RealRewards' program. The ultimate shareholders of ECT are also our controlling shareholders
Eligible Employee	:	A full-time employee or executive or non-executive director of our Group who meets the criteria of eligibility for participation in the ESOS as set out in Clause 4 of the By-Laws
EPS	:	Earnings per share
ERM	:	Elite Relationship Marketing Sdn. Bhd. (659521-M), 51%-owned subsidiary of CLS
ESOS	:	Employee share option scheme
ESOS Options or Options	:	The right to subscribe for our new Shares upon acceptance of an offer under the ESOS

DEFINITIONS (Cont'd)

FMCG	:	Fast Moving Consumer Goods
F&N Coca-Cola	:	F&N Coca-Cola (M) Sdn. Bhd.
FPE	:	Financial Period Ended/Ending
FYE	:	Financial Year Ended/Ending
GDP	:	Gross Domestic Product
Grantee	:	Any Eligible Employee who has accepted the Offer by our Company of an Option in accordance with the terms of the ESOS
ICT	:	Information and Communication Technology
Initial Public Offering	:	The initial public offering of 35,000,000 Issue Shares at the Issue Price subject to the terms and conditions of this Prospectus
Issue Price	:	RM0.42 for each Issue Share
Issue Share(s)	:	The 35,000,000 new Shares being offered in the Initial Public Offering and subject to the terms and conditions of this Prospectus
IT	:	Information Technology
Listing	:	The listing of and quotation for our entire enlarged issued and paid-up capital comprising 155,000,000 Shares on the MESDAQ Market and the new Shares to be issued upon exercise of the ESOS Options
Listing Requirements or MMLR	:	The Listing Requirements of Bursa Securities for the MESDAQ Market
Listing Scheme	:	Collectively the Conversion of RCPS, Bonus Issue, Share Split, Initial Public Offering, ESOS and Listing
L'Oreal	:	L'Oreal Malaysia Sdn. Bhd.
M3	:	Mthree Asia Pte Ltd (199601446R)
MAS	:	Malaysian Airline System Berhad (10601-W)
Market Day	:	Any day of which the Bursa Securities is open for trading of securities
MDC	:	Multimedia Development Corporation Sdn Bhd (389346-D)
MESDAQ Market	:	The MESDAQ Market of the Bursa Securities
MI	:	Minority interest
MIH	:	Malaysian Issuing House Sdn. Bhd. (258345-X)
MNC	:	Multinational corporation
MSC	:	Multimedia Super Corridor

DEFINITIONS (Cont'd)

Mydin	:	Mydin Mohamed Holdings Berhad (221448-A)
NDP	:	National Development Policy
NTA	:	Net Tangible Assets
OCBC	:	OCBC Bank (Malaysia) Berhad (295400-W)
Offer	:	An offer made in writing by the Option Committee to an Eligible Employee
Option Committee	:	The committee appointed by the Board to administer the ESOS
OSK	:	OSK Securities Berhad (14152-V)
OSKH	:	OSK Holdings Berhad (207075-U)
OSKH Group	:	OSKH and its subsidiaries
OSKTV	:	OSK Technology Ventures Sdn. Bhd. (319604-V)
OSKVI	:	OSK Ventures International Berhad (636117-K)
PAT	:	Profit after tax
PATMI	:	Profit after tax and minority interest
PBT	:	Profit before tax
PRC	:	People's Republic of China
Promoters	:	Collectively, CGAS and Datin Rahmah Binti Kassim
RCPS "A"	:	22,000,000 redeemable convertible preference shares class "A" of RM0.01 each in our Company
RCPS "B"	:	50,000,000 redeemable convertible preference shares class "B" of RM0.01 each in our Company
RCPS	:	Collectively RCPS "A" and RCPS "B"
R&D	:	Research and development
RM and sen	:	Ringgit Malaysia and sen respectively
ROC	:	Registrar of Companies
Rules	:	Rules of Bursa Depository
SC	:	Securities Commission
SC Act	:	Securities Commission Act, 1993
SGD	:	Singapore Dollar
Share(s)	:	Ordinary shares of par value RM0.10 each in our Company

DEFINITIONS (Cont'd)

Share Split	:	The share split of every one (1) existing ordinary share of RM1.00 each after the Bonus Issue into ten (10) new ordinary shares of RM0.10 each in our Company
SICDA	:	The Securities Industry (Central Depositories) Act, 1991
SMB	:	Small Medium Business
SME	:	Small and Medium Sized Enterprise
SMI	:	Small and Medium Sized Industry
Standard Chartered Bank	:	Standard Chartered Bank Malaysia Berhad (115793-P)
UOB	:	United Overseas Bank (Malaysia) Bhd (271809-K)
US	:	United States of America
VCD	:	Video compact disc

All references to “our Company” in this Prospectus are to AIM. References to “our Group” are to our Company and our consolidated subsidiaries and references to “we”, “our” and “ourselves” are to our Company, and save where the context otherwise requires, our consolidated subsidiaries. Unless the context otherwise requires, references to “Management” are to our Directors and key management personnel as at the date of this Prospectus and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

Unless otherwise indicated, operating data in this Prospectus is given as at 28 February 2006.

In this Prospectus, references to the “Government” are to the Government of Malaysia; references to “Ringgit”, “Malaysian Ringgit”, “RM” and “sen” are to the lawful currency of Malaysia; and references to “US dollars” and “US\$” are to the lawful currency of the US. Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding. Certain acronyms, technical terms and other abbreviations used are defined in “Definitions” above. Words denoting the singular only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include companies and corporation.

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.

ABBREVIATED TECHNICAL TERMS

API	:	Application Program Interface – A set of instructions or rules that enable two operating systems or software applications to communicate or interface
B2B	:	Business to Business – This refers to the nature of the business model of our Group’s clients. The B2B business model refers to clients who distribute their products via a network of retailers, agents, distributors and other similar channels
B2C	:	Business to Customer – This refers to the nature of the business model of our Group’s clients. The B2C business model refers to clients who offer their products and services directly to the end user, without having to go through any extraneous distribution channels
CPU	:	Central Processing Unit – The part of the computer or computer system which performs core processing functions
CRM	:	An industry term for software solutions that help enterprise businesses manage customer relationships in an organized way
E-Auction Engine	:	An application which can enable online auction of products and services that is also supported by other applications in AIMS
EDI	:	Electronic Data Interchange – A set of computer interchange standards for business documents such as invoices, bills, and purchase orders
EJBA	:	Enterprise Java Beans Architecture – A server-side component architecture that enables and simplifies the process of building enterprise-class distributed object applications in Java
FGAC	:	Fine Grained Access Control – A new feature in Oracle8i that allows you to implement security policies with functions and then use those security policies to implement row-level security on tables and views
FTP	:	File Transfer Protocol – A common standard use to transfer file between two servers
GUI	:	Graphical User Interface – An operating system or application interface that includes graphical (versus text-based) elements such as windows, pull-down menus, buttons, scroll bars, iconic images, wizards, the mouse and etc
IP	:	Internet Protocol – A unique number that devices use in order to identify and communicate with each other on a network utilizing the Internet Protocol standard
IVR	:	Interactive Voice Response – The term used for automated call handling systems where the user interacts with a computer controller voice signal. The interaction can be through the use of a touch tone telephone
JAAS	:	Java Authentication and Authorisation Service – A set of APIs that enable services to authenticate and enforce access controls upon users. It implements a Java technology version of the standard Pluggable Authentication Module (PAM) framework, and supports user-based authorisation
Java	:	A network-oriented and platform-independent programming language invented by Sun Microsystems that is specifically designed for writing program that can be safely downloaded to your computer through the Internet and immediately run without fear of viruses or other harm to your computer or files

ABBREVIATED TECHNICAL TERMS (Cont'd)

J2EE	:	Java 2 Enterprise Edition – An environment for developing and deploying enterprise applications. The J2EE platform consists of services, APIs, and protocols that provide the functionality for developing multi-tiered, web-based applications. The idea is that software developers need only write applications once and these applications can then be run unchanged on any computer or operating system
JDBC	:	Java DataBase Connectivity – A Java API that enables a Java program or programs to execute SQL statements
OC4J	:	Oracle Application Server Containers for J2EE – Provides J2EE-standard file deployment. The greatest benefit of OC4J is that you can deploy J2EE-compliant file deployment as is, with no changes or repackaging required
OLAP	:	Online Analytical Processing – A category of applications and technologies for collecting, managing, processing and presenting multidimensional data for analysis and management purposes
ORM	:	Object Relational Mapping – A conceptual database design methodology that allows the user to express information as an object and explore how it relates to other informational objects
OS	:	Operating System – The software that controls the allocation and usage of hardware resources such as memory, CPU time, hard disk space, and peripheral devices. The operating system is the foundation software on which programs, such as Word or Excel, depend. An example of an operating system is Microsoft Windows® XP
PC	:	Personal Computer – the computers found at homes and offices that are not servers
POS	:	Point of Sale – The term used to describe the location of a merchant where the customer makes a purchase. POS also represents cashless and voucher-less payments at electronic cash points
SOAP	:	Simple Object Access Protocol – A lightweight protocol for exchange of information in a decentralized and distributed environment. It is an XML based protocol that consists of three (3) parts: an envelope that defines a framework for describing what is in a message and how to process it, a set of encoding rules for expressing instances of application-defined data types, and a convention for representing remote procedure calls and responses
SQL	:	Structured Query Language – A standard interactive and programming language to query, update, and manage data
XML	:	eXtensible Markup Language – An industry-standard protocol administered by the World Wide Web Consortium (W3C) and designed especially for Web documents. It allows designers to create their own customised tags, enabling the definition, transmission, validation, and interpretation of data between applications and between organisations
VB	:	Visual Basic – A programming language and environment developed by Microsoft. Based on the BASIC language, Visual Basic was one of the first products to provide a graphical programming environment and a paint metaphor for developing user interfaces

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