

ISS CONSULTING SOLUTIONS BERHAD

www.iss-consulting.com

PROSPECTUS



ISS CONSULTING SOLUTIONS BERHAD

(Company No.: 675362-P)
(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF 41,164,000 NEW ORDINARY SHARES OF RM0.10 EACH AT AN ISSUE PRICE OF RM0.41 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION COMPRISING:

- 10,919,000 NEW ORDINARY SHARES OF RM0.10 EACH RESERVED FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 5,162,000 NEW ORDINARY SHARES OF RM0.10 EACH RESERVED FOR APPLICATION BY ELIGIBLE DIRECTORS AND EMPLOYEES OF ISS CONSULTING SOLUTIONS BERHAD AND ITS SUBSIDIARY COMPANIES; AND
- 25,083,000 NEW ORDINARY SHARES OF RM0.10 EACH RESERVED FOR PLACEMENT TO IDENTIFIED INVESTORS

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

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH PROSPECTIVE INVESTORS SHOULD CONSIDER, PLEASE SEE "RISK FACTORS" IN SECTION 4 OF THIS PROSPECTUS.

INVESTORS ARE ADVISED TO NOTE THAT COMPANIES LISTED ON THE MESDAQ MARKET MAY BE OF HIGH INVESTMENT RISK.

Adviser, Co-Underwriter, Sponsor and Co-Placement Agent



Co-Underwriter and Co-Placement Agent



THIS PROSPECTUS IS DATED 30 JUNE 2006

THE DIRECTORS AND THE PROMOTERS OF ISS CONSULTING SOLUTIONS BERHAD ("ISS" OR "COMPANY") HAVE SEEN AND APPROVED THIS PROSPECTUS AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS PROSPECTUS AND 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 ANY STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING. THE DIRECTORS HEREBY ACCEPT FULL RESPONSIBILITY FOR THE PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE PROFIT FORECAST HAS BEEN PREPARED BASED ON THE ASSUMPTIONS MADE.

ALLIANCE MERCHANT BANK BERHAD ("ALLIANCE"), AS THE ADVISER, UNDERWRITER, SPONSOR AND 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 PUBLIC ISSUE AND IS SATISFIED THAT THE PROFIT FORECAST (FOR WHICH THE DIRECTORS OF THE COMPANY ARE FULLY RESPONSIBLE) PREPARED FOR THE INCLUSION IN THE PROSPECTUS HAVE BEEN STATED BY THE DIRECTORS AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS.

THE SECURITIES COMMISSION ("SC") HAS APPROVED THE PUBLIC ISSUE. HOWEVER, THE APPROVAL IS NOT AN INDICATION THAT THE SC RECOMMENDS THE PUBLIC ISSUE.

THE SC AND THE BURSA MALAYSIA SECURITIES BERHAD ("SECURITIES EXCHANGE") ARE NOT LIABLE FOR ANY NON-DISCLOSURE IN THIS PROSPECTUS ON THE PART OF THE COMPANY AND TAKE NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS AND MAKE NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIM 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 OF THE MESDAQ MARKET OF THE SECURITIES EXCHANGE IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE PUBLIC ISSUE, THE COMPANY OR ITS SHARES.

INVESTORS SHOULD NOT TAKE THE AGREEMENT BY THE UNDERWRITER TO UNDERWRITE THE PUBLIC ISSUE AS AN INDICATION OF THE MERITS OF THE COMPANY'S SHARES.

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.

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

INVESTORS ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE AND MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THE PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 57, 58 AND 153 OF THE SECURITIES COMMISSION ACT 1993.

CHARACTERISTICS OF THE MESDAQ MARKET OF THE SECURITIES EXCHANGE:

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 HAVE LIMITED OPERATING HISTORY OR MAY NOT HAVE ANY PROFIT TRACK RECORD PRIOR TO LISTING. AS SUCH, THESE COMPANIES MAY BE OF HIGH 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, THIS PROSPECTUS, THE LATEST FINANCIAL STATEMENTS AND CORPORATE ANNOUNCEMENTS. IN THIS RESPECT, ADVICE FROM A SECURITIES PROFESSIONAL/ADVISER IS STRONGLY RECOMMENDED.

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

THE CONTENTS OF AN ELECTRONIC PROSPECTUS (AS DEFINED HEREIN) ARE AS PER THE CONTENTS OF THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC. A COPY OF THIS PROSPECTUS SO REGISTERED IS AVAILABLE ON THE WEBSITE OF CIMB SECURITIES SDN BHD AT www.eipo.com. INVESTORS MAY ALSO OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITE OF MALAYAN BANKING BERHAD AT www.maybank2u.com.my AND RHB BANK BERHAD AT www.rhbbank.com.my VIA HYPERLINK TO THE SECURITIES EXCHANGE WEBSITE AT www.bursamalaysia.com.

THE APPLICANT IS ADVISED THAT THE INTERNET IS NOT A FULLY SECURED MEDIUM, AND THAT AN INTERNET SHARE APPLICATION (AS DEFINED HEREIN) IS SUBJECT TO THE RISKS OF PROBLEMS OCCURRING DURING DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND THE CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION (AS DEFINED HEREIN), WHICH RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTION (AS DEFINED HEREIN). ANY APPLICANT IN DOUBT CONCERNING THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS SHOULD IMMEDIATELY REQUEST A PAPER/PRINTED COPY OF THE PROSPECTUS DIRECTLY FROM THE COMPANY, ALLIANCE OR THE ISSUING HOUSE (AS DEFINED HEREIN). IN THE EVENT OF ANY DISCREPANCIES ARISING BETWEEN THE CONTENTS OF AN ELECTRONIC PROSPECTUS AND THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS FOR ANY REASON WHATSOEVER, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS WHICH ARE IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH THE SC SHALL PREVAIL.

IN RESPECT OF ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (SUCH INTERNET SITES ARE HEREINAFTER REFERRED TO AS "THIRD PARTY INTERNET SITES"), WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, THE APPLICANT ACKNOWLEDGES AND AGREES THAT:

- (I) THE COMPANY DOES NOT ENDORSE AND IS NOT AFFILIATED IN ANY WAY WITH THE THIRD PARTY INTERNET SITE REFERRED TO IN THIS PROSPECTUS AND IS NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENTS OR ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES, AND THAT THE APPLICANT BEARS ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;
- (II) THE COMPANY IS NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, FOR FULFILLING ANY OF THE TERMS OF THE APPLICANT'S AGREEMENTS IN CONNECTION WITH THE THIRD PARTY INTERNET SITES, IF ANY, AND ANY LOSS OR DAMAGE OR COSTS THAT THE APPLICANT MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES AND THE USE OF OR RELIANCE ON ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED THEREON; AND
- (III) ANY DATA, INFORMATION, FILES OR OTHER MATERIALS DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT THE APPLICANT'S OWN DISCRETION AND RISK. THE COMPANY SHALL BEAR NO RESPONSIBILITY, LIABILITY OR OBLIGATION WHATSOEVER IN RESPECT OF ANY DAMAGE TO THE APPLICANT'S COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIALS.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, APPLICANTS ARE ADVISED THAT:

- (I) THE LIABILITY OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS IS ONLY TO THE EXTENT OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS SITUATED ON THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION WHICH MAY BE VIEWED VIA THE APPLICANT'S WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTION SHALL NOT BE RESPONSIBLE IN ANY WAY FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS WHICH HAS BEEN DOWNLOADED OR OTHERWISE OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION AND THEREAFTER COMMUNICATED OR DISSEMINATED IN ANY MANNER TO APPLICANTS OR OTHER PARTIES.
- (II) WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF AN ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED AS THE INTERNET IS NOT A FULLY SECURED MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTION SHALL NOT BE SUBJECT TO ANY LIABILITY WHATSOEVER (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS WHATSOEVER SUFFERED OR INCURRED BY AN APPLICANT OR ANY OTHER PERSON DUE TO, AS A CONSEQUENCE OF OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT OR FAULTS WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT OR FAULTS ON AN APPLICANT'S OR ANY THIRD PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OR OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION; WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON AN APPLICANT'S PERSONAL COMPUTER.

THE DISTRIBUTION OF THIS PROSPECTUS AND THE PUBLIC ISSUE ARE SUBJECT TO MALAYSIAN LAWS. ISS AND ITS ADVISERS TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS (IN PRELIMINARY OR FINAL FORM) OUTSIDE MALAYSIA. ISS AND ITS ADVISERS HAVE NOT TAKEN ANY ACTION TO PERMIT A PUBLIC ISSUE OF ISS SHARES (AS DEFINED HEREIN) OR THE DISTRIBUTION OF THIS PROSPECTUS OUTSIDE MALAYSIA. ACCORDINGLY, THIS PROSPECTUS MAY NOT BE USED FOR ANY OFFER TO SELL OR INVITATION TO BUY ISS SHARES (AS DEFINED HEREIN) IN ANY JURISDICTION OR IN ANY CIRCUMSTANCE IN WHICH SUCH AN OFFER OR INVITATION IS NOT AUTHORISED OR UNLAWFUL. THIS PROSPECTUS SHALL ALSO NOT BE USED TO MAKE AN OFFER OR INVITATION OF ISS SHARES (AS DEFINED HEREIN) TO ANY PERSON TO WHOM IT IS UNLAWFUL TO DO SO. ISS AND ITS ADVISERS ADVISE INVESTORS TO BE INFORMED OF AND TO OBSERVE SUCH RESTRICTIONS.

THIS PROSPECTUS IS PREPARED AND PUBLISHED SOLELY IN CONNECTION WITH THE PUBLIC ISSUE OF ISS IN MALAYSIA. THE PUBLIC ISSUE SHARES (AS DEFINED HEREIN) ARE OFFERED SOLELY BASED ON THE CONTENTS OF THIS PROSPECTUS. ISS AND ITS ADVISERS HAVE NOT AUTHORISED ANYONE TO PROVIDE INFORMATION WHICH IS NOT CONTAINED IN THIS PROSPECTUS.

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INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative dates:

Event	Tentative Time and Date
Opening of applications	10.00 a.m. on 30 June 2006
Closing of applications	5.00 p.m. on 18 July 2006
Balloting	20 July 2006
Allotment	27 July 2006
Listing	28 July 2006

The Board and the Underwriter may mutually decide, at their absolute discretion, to extend the date and time for the closing of applications to any later date or dates. If the date of the closing of applications is extended, the dates of balloting, allotment and listing would be extended accordingly. Any extension of the date of the closing of applications will be announced in a widely circulated English newspaper and a widely circulated Bahasa Malaysia newspaper not less than one (1) market day before the original date of the closing of applications.

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PRESENTATION OF INFORMATION

All references to “Company” and “ISS” in this Prospectus are to ISS Consulting Solutions Berhad, references to “Group” is to the Company and its consolidated subsidiaries. Unless the context otherwise requires, references to “Management” are to the directors and key management of the Group as at the date of this Prospectus, and statements as to the Company’s beliefs, expectations, estimates and opinions are those of the Management.

Certain abbreviations, acronyms and technical terms used are defined in “Definitions” appearing after this section. 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 corporations.

All references to dates and times are reference to dates and times in Malaysia.

Any reference in this Prospectus to any enactment is a reference to that enactment as for the time being amended or re-enacted.

This Prospectus includes statistical data provided by the Company, Ernst & Young in the Industry Overview Report and various third parties and cites third party projections regarding growth and performance of the industry in which the Group operates. This data is taken or derived from information published by industry sources and from the Group’s internal data. In particular, certain information in this Prospectus is extracted or derived from report(s) prepared by Ernst & Young and various third parties.

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; references to “Singapore dollars” and “SGD” are to the lawful currency of Singapore; references to “Thai baht” and “THB” are to the lawful currency of Thailand; and references to “Indonesian rupiah” and “Rp” are to the lawful currency of Indonesia. Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding.

The information on the Company’s website, or any website directly or indirectly linked to such website does not form part of this Prospectus and investors should not rely on it.

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FORWARD-LOOKING STATEMENTS

This prospectus contains profit forecast of the Group for the financial year ending 31 December 2006 based on assumptions which are deemed by the directors of the Company to be reasonable as at the date of this Prospectus. However, there can be no assurance that the profit forecast contained herein will be realised as the actual results may be materially different. Investors are therefore advise to read and understand the assumptions and uncertainties underlying the profit forecast.

All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding the Company's financial position, business strategies, plans and objectives of the Management for future operations are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or industry results, to be different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. Such forward-looking statements reflect the Management's current view with respect to future events and are not a guarantee of future performance. Forward-looking statements can be identified by the use of forward-looking terminology such as the words "may", "will", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or any other similar expressions and include all statements that are not historical facts. Such forward-looking statements include, but not limited to, statements in relation to:

- (i) demand for the Group's products and services;
- (ii) the Company's future plans, business strategies and objectives of the Management for future operations;
- (iii) the Company's financial performance and position; and
- (iv) the Company's future earnings, cash flows and liquidity.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 4 of this Prospectus. The Management cannot give any assurance that the forward-looking statements made in this Prospectus will be realised or achieved. Such forward-looking statements are made only as at the date of this Prospectus. The Management expressly disclaims any obligation or undertaking to release publicly any update or revision to any forward-looking statement contained in this Prospectus to reflect any change in its expectations or any change in events, conditions or circumstances on which any such forward-looking statement is based.

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DEFINITIONS

The following terms shall apply throughout this Prospectus unless otherwise defined or the context requires otherwise:

Acquisitions	:	ISS Singapore Acquisition, ISS Thailand Acquisition, ISS Indonesia Acquisition and ISS Malaysia Acquisition, collectively
Act	:	The Companies Act, 1965
ADA	:	Authorised Depository Agent(s)
ADA Code	:	ADA (Broker) Code
Alliance	:	Alliance Merchant Bank Berhad (21605-D)
ASAP	:	Accelerated SAP Methodology, a standard methodology developed by SAP AG for efficiently implementing or upgrading SAP software, such as mySAP components and the ERP System which provides a wide range of tools that supports enterprises in all stages of the implementation project i.e. from project planning to the continual improvement of the enterprise SAP System
ASEAN	:	Association of South-East Asian Nations
ATM(s)	:	Automated teller machine(s)
Authorised Financial Institution(s)	:	The authorised financial institution, namely CIMB Securities Sdn Bhd, Malayan Banking Berhad and RHB Bank Berhad, participating in the Internet Share Application with respect to payments for the Public Issue Shares
Board	:	Board of Directors of ISS
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
CAGR	:	Compounded annual growth rate
CDS	:	Central Depository System
CDS account	:	An account established by Bursa Depository for a depositor for the recording of securities and for dealing in such securities by the depositor
Central Depositories Act	:	The Securities Industry (Central Depositories) Act, 1991
China	:	People's Republic of China
CPG	:	Consumer packaged goods
CRM	:	Customer relationship management
e-commerce	:	Electronic commerce
EBIDTA	:	Earnings before interest, depreciation, taxation and amortisation
Electronic Prospectus	:	A copy of this Prospectus that is issued, circulated or disseminated via the Internet and/or an electronic storage medium, including but not limited to cd-roms or floppy disks
Eligible Directors	:	The executive and non-executive directors of the Group
EPS	:	Earnings per share
ERP	:	Enterprise resource planning
ESA	:	Electronic Share Application

DEFINITIONS (Cont'd)

FIC	:	Foreign Investment Committee
FYE	:	Financial year(s) ended/ending
GDP	:	Gross domestic product
GP	:	Gross profit
ICT	:	Information and communications technology
Internet Participating Financial Institutions	:	Financial institution(s) participating in the Internet Share Application
Internet Share Application	:	The application(s) for the Public Issue Shares through an online share application service provided by the Internet Participating Financial Institutions
ISS or Company	:	ISS Consulting Solutions Berhad (675362-P)
ISS Group or Group	:	ISS and its subsidiary companies, collectively
ISS Indonesia	:	PT ISS Consulting Indonesia (Business Registration Notice No. 09.05.1.74.42208)
ISS Indonesia Acquisition	:	The acquisition by ISS of 99.99% equity interest in ISS Indonesia comprising 24,999 ordinary shares of Rp9,000 each for a cash consideration of RM1
ISS Malaysia	:	ISS Consulting (Malaysia) Sdn Bhd (446809-P)
ISS Malaysia Acquisition	:	The acquisition by ISS of the entire equity interest in ISS Malaysia comprising 106,389 ordinary shares of RM1.00 each for a consideration of RM17,721,307 fully satisfied by the issuance of 177,213,070 new ISS Shares at par
ISS Share(s) or Share(s)	:	Ordinary share(s) of RM0.10 each in ISS
ISS Singapore	:	ISS Consulting (S) Pte Ltd (199805226N)
ISS Singapore Acquisition	:	The acquisition by ISS of the entire equity interest in ISS Singapore comprising 50,000 ordinary shares of SGD1.00 each for a cash consideration of RM3,814,202
ISS Thailand	:	ISS Consulting (Thailand) Ltd ((5) 1662/2542)
ISS Thailand Acquisition	:	The acquisition by ISS of 49% equity interest in ISS Thailand comprising 24,500 ordinary shares of THB100 each for a cash consideration of RM542,294
Issue Price	:	The issue price of the Public Issue of RM0.41 per Share
IT	:	Information technology
JL Nexus	:	JL Nexus Sdn Bhd (629676-M)
Latest Practicable Date	:	31 May 2006, being the latest practicable date prior to the registration of this Prospectus
MMLR	:	The Listing Requirements of the Securities Exchange for the MESDAQ Market as amended from time to time
Malaysian Public	:	All Malaysian citizens, companies or societies and Malaysian institutions excluding the directors, substantial shareholders and persons connected or associated with ISS (as defined in the Listing Requirements)

DEFINITIONS (Cont'd)

Market Day(s)	:	A day on which Securities Exchange is open for trading of securities
MAVCAP	:	Malaysia Venture Capital Management Berhad (545446-U)
MDC	:	Multimedia Development Corporation Sdn Bhd (389346-D)
MIDFCCS or Issuing House	:	MIDF Consultancy and Corporate Services Sendirian Berhad (11324-H)
MNC(s)	:	Multi-national companies
MRO	:	Maintenance, repair and operations
MSC	:	Multimedia Super Corridor
MTSB	:	Mavcap Technology Sdn Bhd (565253-H)
mySAP	:	ERP software from SAP AG, that is a comprehensive e-business platform designed to help companies collaborate and succeed, regardless of their industry or network environment
NBV	:	Net book value
NTA	:	Net tangible assets
NTL	:	Net tangible liabilities
OSK	:	OSK Securities Berhad (14152-V)
Participating Financial Institution(s)	:	Financial institution(s) participating in the ESA
PAT	:	Profit after taxation and minority interest
PBT	:	Profit before taxation and minority interest
PE multiple	:	Price-earnings multiple
Pink Form Shares	:	The 5,162,000 Public Issue Shares representing 2.4% of the enlarged issued and paid-up share capital of the Company which are reserved for application by eligible directors and employees of the Group
Promoter(s)	:	Harald Weinbrecht, Christina Ingeburg Orth and Gloria Chan Mei Ling, collectively
Public Issue	:	The public issue of 41,164,000 new ISS Shares representing 18.8% of the enlarged issued and paid-up share capital of the Company, at an issue price of RM0.41 per share payable in full upon application
Public Issue Share(s)	:	The 41,164,000 new ISS Shares to be issued pursuant to the Public Issue, subject to the terms and conditions of this Prospectus
Restructuring	:	The restructuring of the ISS, as set out in Section 5.3
R&D	:	Research and development
RM and sen	:	Ringgit Malaysia and sen, respectively
Rules	:	Rules of Bursa Depository
Rp	:	Indonesia Rupiah
SAP	:	SAP AG and its subsidiary companies, collectively
SAP Malaysia	:	SAP Malaysia Sdn Bhd (236985-P), a subsidiary company of SAP AG
SC	:	Securities Commission

DEFINITIONS (Cont'd)

SCM	:	Supply Chain Management
Securities Exchange	:	Bursa Malaysia Securities Berhad (635998-W)
SGD	:	Singapore Dollar
SMB	:	Small and medium businesses
THB	:	Thai Baht
Underwriters or Placement Agents	:	Alliance and OSK, collectively
US	:	United States of America
USD	:	United States Dollar
Waiver of Amount Owing to Directors	:	The waiver of an amount of RM1,482,448 being amount owing by ISS Malaysia to three (3) of its directors as at 31 December 2005

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