



显昇科技有限公司
WINSUN TECHNOLOGIES BERHAD

(Company No: 766535 P)

(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF 30,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN WINSUN TECHNOLOGIES BERHAD ("WINSUN") AT AN ISSUE PRICE OF RM0.85 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION COMPRISING:

- 3,000,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 2,000,000 NEW ORDINARY SHARES OF RM0.10 EACH AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS AND EMPLOYEES OF WINSUN AND ITS SUBSIDIARY COMPANIES;
- 25,000,000 NEW ORDINARY SHARES OF RM0.10 EACH BY WAY OF PRIVATE PLACEMENT TO IDENTIFIED INVESTORS;

AND

BONUS ISSUE OF 200,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN WINSUN TO BE CREDITED AS FULLY PAID-UP TO ALL SHAREHOLDERS OF WINSUN ON THE BASIS OF TWO (2) NEW ORDINARY SHARES OF RM0.10 EACH FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.10 EACH HELD IN WINSUN AFTER THE PUBLIC ISSUE

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

Adviser, Sponsor, Underwriter and Placement Agent



PUBLIC INVESTMENT BANK BERHAD (20027-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)
 (Wholly-Owned Subsidiary of Public Bank Berhad)

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

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH YOU SHOULD CONSIDER, SEE "RISK FACTORS" COMMENCING ON PAGE 26 AS SET OUT IN SECTION 4 OF THIS PROSPECTUS.

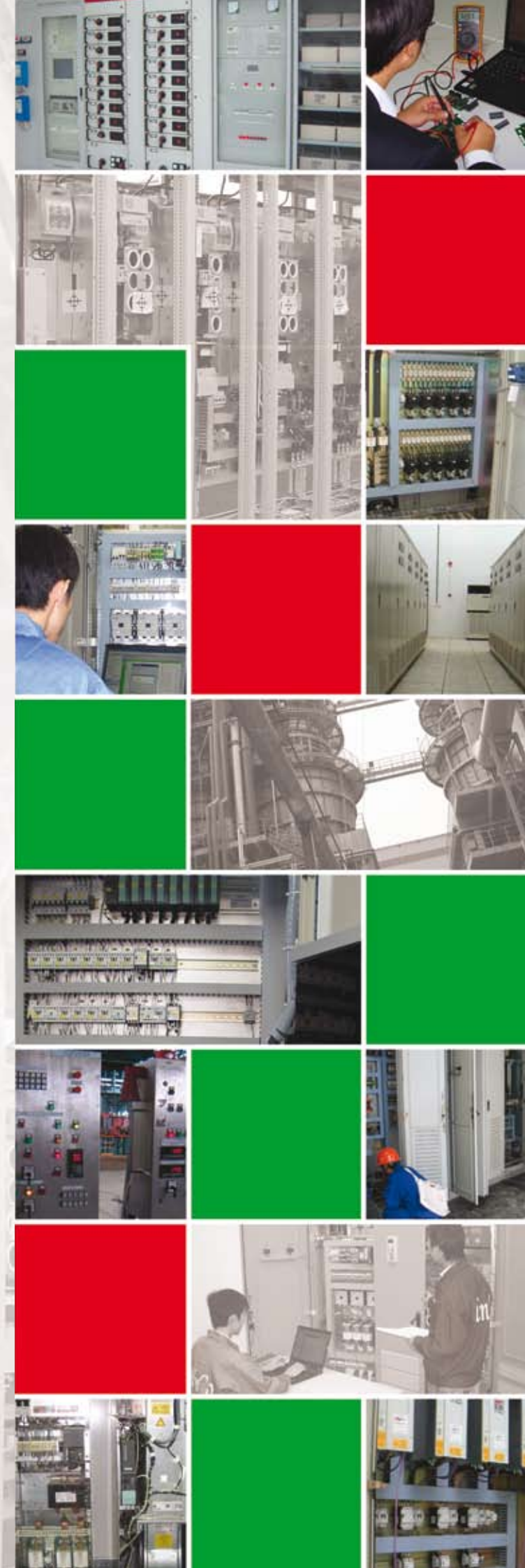
THIS PROSPECTUS IS DATED 28 DECEMBER 2007



WINSUN TECHNOLOGIES BERHAD

Prospectus

Some of the pictures depicted in this Prospectus are projects undertaken by WinSun Technologies Berhad and its subsidiary companies. The pictures are for illustration only and do not imply that the depictions are assets of WinSun Technologies Berhad and its subsidiary companies.



RESPONSIBILITY STATEMENTS

OUR DIRECTORS AND PROMOTERS HAVE SEEN AND APPROVED THIS PROSPECTUS AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED HEREIN 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 THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING. OUR DIRECTORS ACCEPT FULL RESPONSIBILITY FOR THE CONSOLIDATED PROFIT ESTIMATE AND FORECAST IN THIS PROSPECTUS AND CONFIRM THAT IT HAS BEEN PREPARED BASED ON THE ASSUMPTIONS MADE.

PUBLIC INVESTMENT BANK BERHAD (20027-W) ("PIVB"), BEING THE ADVISER, SPONSOR, UNDERWRITER 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 CONSOLIDATED PROFIT ESTIMATE AND FORECAST (FOR WHICH OUR DIRECTORS ARE SOLELY RESPONSIBLE), PREPARED FOR INCLUSION IN THIS PROSPECTUS HAVE BEEN STATED BY THE DIRECTORS AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY OUR REPORTING ACCOUNTANTS.

STATEMENTS OF DISCLAIMER

THE SECURITIES COMMISSION ("SC") HAS APPROVED OUR PUBLIC ISSUE AND THAT THE APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE PUBLIC ISSUE.

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE IN THIS PROSPECTUS ON THE PART OF OUR 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 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 ADVISER IMMEDIATELY BEFORE APPLYING FOR OUR SHARES.**

ADMISSION TO THE OFFICIAL LIST OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE INVITATION, OUR COMPANY OR OF OUR SECURITIES.

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

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THE PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT 2007.

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 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 A LIMITED OPERATING HISTORY OR MAY NOT HAVE ANY PROFIT TRACK RECORD PRIOR TO LISTING. AS SUCH, THESE COMPANIES 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, AMONG 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 YOU PREMISED ON FULL AND ACCURATE DISCLOSURE OF ALL MATERIAL INFORMATION CONCERNING THE PUBLIC ISSUE FOR WHICH ANY OF THE PERSONS SET OUT IN SECTION 236 OF THE CAPITAL MARKETS AND SERVICES ACT 2007, E.G. DIRECTORS AND ADVISERS, ARE RESPONSIBLE.

OUR COMPANY WILL NOT, PRIOR TO ACTING ON ANY ACCEPTANCE IN RESPECT OF THE PUBLIC ISSUE, MAKE OR BE BOUND TO MAKE ANY ENQUIRY AS TO WHETHER AN APPLICANT HAS A REGISTERED ADDRESS IN MALAYSIA AND WILL NOT ACCEPT OR BE DEEMED TO ACCEPT ANY LIABILITY IN RELATION THERETO WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION THEREWITH. IT SHALL BE THE SOLE RESPONSIBILITY OF APPLICANTS WHO ARE OR MAY BE SUBJECT TO THE LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO CONSULT THEIR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER THE PUBLIC ISSUE WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OF SUCH COUNTRIES OR JURISDICTIONS.

FURTHER IT SHALL ALSO BE THE SOLE RESPONSIBILITY OF SUCH APPLICANTS TO ENSURE THAT THE APPLICATION FOR THE PUBLIC ISSUE BY SUCH APPLICANTS WOULD BE IN COMPLIANCE WITH THE TERMS OF THE PUBLIC ISSUE AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTION OTHER THAN MALAYSIA TO WHICH SUCH APPLICANTS MAY BE SUBJECT. OUR COMPANY WILL FURTHER ASSUME THAT SUCH APPLICANT HAD ACCEPTED THE PUBLIC ISSUE IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECT ONLY TO THE LAWS OF MALAYSIA IN CONNECTION THEREWITH.

HOWEVER, OUR COMPANY RESERVES THE RIGHT, IN OUR ABSOLUTE DISCRETION, TO TREAT ANY ACCEPTANCE AS INVALID IF OUR COMPANY BELIEVES THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

NO ACTION HAS BEEN OR WILL BE TAKEN TO ENSURE THAT THE PROSPECTUS COMPLIES WITH THE LAWS OF ANY COUNTRIES OR JURISDICTIONS OTHER THAN THE LAWS OF MALAYSIA. IT SHALL BE THE SOLE RESPONSIBILITY OF THE APPLICANT TO CONSULT THEIR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS ON THE LAWS TO WHICH THE PUBLIC ISSUE OR SUCH APPLICANTS ARE OR MIGHT BE SUBJECT. NEITHER OUR COMPANY NOR OUR ADVISER NOR ANY OTHER ADVISERS IN RELATION TO THE PUBLIC ISSUE SHALL ACCEPT ANY RESPONSIBILITY OR LIABILITY IN THE EVENT THAT ANY APPLICATION MADE BY AN APPLICANT SHALL BECOME ILLEGAL, UNENFORCEABLE, VOIDABLE OR VOID IN ANY COUNTRY OR JURISDICTION.

THIS PROSPECTUS HAS NOT BEEN AND WILL NOT BE MADE TO COMPLY WITH THE LAWS OF ANY JURISDICTION OTHER THAN MALAYSIA, AND HAS NOT BEEN AND WILL NOT BE LODGED, REGISTERED OR APPROVED PURSUANT TO OR UNDER ANY APPLICABLE SECURITIES OR EQUIVALENT LEGISLATION OR WITH OR BY ANY REGULATORY AUTHORITY OR OTHER RELEVANT BODY OF ANY JURISDICTION OTHER THAN MALAYSIA.

THIS PROSPECTUS IS NOT INTENDED TO BE AND WILL NOT BE ISSUED, CIRCULATED OR DISTRIBUTED AND THE PUBLIC ISSUE (AS DEFINED HEREIN) WILL NOT BE MADE OR DEEMED TO BE MADE IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA OR TO PERSONS WHO ARE OR MAY BE SUBJECT TO THE LAWS OF ANY COUNTRIES OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA.

THIS PROSPECTUS CAN BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES WEBSITE AT www.bursamalaysia.com.

YOU SHOULD NOT TAKE THE AGREEMENT BY THE UNDERWRITER TO UNDERWRITE THE PUBLIC ISSUE SHARES AS AN INDICATION OF THE MERITS OF OUR SHARES.

INDICATIVE TIMETABLE

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

Event	Tentative Dates
Opening date of application	28 December 2007
Closing date of application	7 January 2008
Tentative date for balloting of applications	9 January 2008
Tentative date for despatch of notices of allotment to successful applicants	21 January 2008
Tentative Listing date	22 January 2008

This timetable is tentative and subject to changes which may be necessary to facilitate the implementation procedures. The application period will open at 10.00 a.m. on Friday, 28 December 2007 and will remain open until 5.00 p.m. on Monday, 7 January 2008 or such further period or periods as our directors and underwriter may mutually decide, at their absolute discretions, to extend the closing date and time for applications to any later date(s).

If the closing date of the application is extended, the dates for the balloting, allotment and listing will be extended accordingly and we will notify the public via an advertisement in a widely circulated daily English and Bahasa Malaysia newspapers within Malaysia.

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

TABLE OF CONTENTS

	PAGE
FORWARD LOOKING STATEMENTS	viii
DEFINITIONS	ix
1. CORPORATE DIRECTORY	1
2. INFORMATION SUMMARY	4
2.1 History and Business	4
2.2 Financial Highlights	5
2.3 Principal Statistics Relating to the Public Issue	9
2.4 Consolidated Profit Estimate and Forecast	11
2.5 Dividend Forecast	12
2.6 Qualifications of Audited Accounts	12
2.7 Risk Factors	12
2.8 Utilisation of Proceeds	13
3. PARTICULARS OF THE PUBLIC ISSUE	14
3.1 Introduction	14
3.2 Indicative Timetable	15
3.3 Purpose of the Public Issue	16
3.4 Share Capital	16
3.5 Details of the Public Issue	17
3.6 Basis of Arriving at the Public Issue Price	19
3.7 Utilisation of Proceeds	20
3.8 Brokerage, Placement Fees and Underwriting Commission	23
3.9 Salient Terms of the Underwriting Agreement	24
4. RISK FACTORS	26
4.1 Lack of Long Term Contracts	26
4.2 Availability of Skilled Technical Expertise	26
4.3 Control by Substantial Shareholders	27
4.4 Economics, Political and Regulatory Risks	27
4.5 Protection of Intellectual Property Rights	28
4.6 Dependence on Key Management and Key Technical Personnel	28
4.7 Competition	29
4.8 Dependence on Certain Suppliers	29
4.9 Dependence on Major Customers	30
4.10 Dependence on Principal Products, Services and Markets	30
4.11 Financial Risks	31

TABLE OF CONTENTS (Cont'd)

	PAGE	
4.12	Legal Uncertainties Concerning Contractual Agreements	31
4.13	Emergency Risks and System Failure	32
4.14	Adequacy of Insurance Coverage	32
4.15	Future Capital Injections	32
4.16	Change in MSC status	33
4.17	No Prior Market for our Shares	33
4.18	Failure or Delay in the Listing	33
4.19	Termination of the Underwriting Agreement	33
4.20	Profit Estimate and Forecast and Forward Looking Statements	34
4.21	Uncertainty in the Implementation of the 3-year Business Development Plan	34
5.	INFORMATION ON OUR GROUP	35
5.1	History	35
5.2	Share Capital	37
5.3	Flotation Exercise	38
5.4	Group Structure and Principal Activities	41
5.5	Information on our Subsidiary Companies	42
5.6	Business Overview of our Group	45
5.7	Major Customers	83
5.8	Major Suppliers	84
5.9	Future Plans, Strategies and Prospects	85
6.	INDUSTRY OVERVIEW	89
6.1	Overview of the Economy of China	89
6.2	Manufacturing Sector in China	90
6.3	Overview of Industrial Automation	90
6.4	Market Growth Factors	95
6.5	Barriers to Entry	97
6.6	Industry Players, Competition and Market Share	99
6.7	Chinese Government Legislation, Policies and Incentives	100
6.8	Demand/Supply Conditions	101
6.9	Substitutes	102
6.10	Prospects and Outlook of the Industrial Automation Market	102
6.11	Industry's Reliance and Vulnerability to Imports	103
7.	INFORMATION ON PROMOTERS, DIRECTORS, SUBSTANTIAL SHAREHOLDERS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL	104
7.1	Promoters, Directors and Substantial Shareholders	104
7.2	Audit, Remuneration and Nomination Committee	115
7.3	Key Management and Key Technical Personnel	117
7.4	Declaration from Our Promoters, Directors, Key Management and Key Technical Personnel	119

TABLE OF CONTENTS (Cont'd)

	PAGE
7.5 Relationships	119
7.6 Service Agreements	119
7.7 Involvement of Executive Directors and Key Management in Other Business/ Corporation	119
7.8 Employees	120
8. APPROVALS AND CONDITIONS	123
8.1 Conditions on Approvals for the Flotation Exercise	123
8.2 Moratorium on the Disposal of Promoters' Shares	127
8.3 Profit Guarantee	127
9. RELATED PARTY TRANSACTIONS/CONFLICT OF INTEREST	128
9.1 Existing and Proposed Related Party Transactions/Conflict of Interest	128
9.2 Loans Made to Related Parties	129
9.3 Transactions that are Unusual in their Nature or Condition	129
9.4 Promotion of Assets	129
9.5 Interest in Similar Business	129
9.6 Declaration by Advisers	129
10. OTHER INFORMATION CONCERNING THE WINSUN GROUP	130
10.1 Land and Buildings	130
10.2 Plant and Equipment	132
11. FINANCIAL INFORMATION	133
11.1 Proforma Consolidated Income Statements	133
11.2 Overview of our Group's Historical Financial Performance	134
11.3 Segmental Analysis of our Proforma Revenue, Gross Profit and PBT	138
11.4 Proforma Consolidated Statement of Assets and Liabilities	140
11.5 Proforma Consolidated Cash Flow Statements	141
11.6 Proforma Consolidated Balance Sheets	143
11.7 Trend Information and Factors Affecting Financial Performance, Position and Operations of our Group	144
11.8 Liquidity and Capital Resources	146
11.9 Key Financial Ratios	148
11.10 Impact of Foreign Exchange/Interest Rates on Operating Profits	149
11.11 Material Litigation/Arbitration, Contingent Liabilities and Material Commitments for Capital Expenditure	150
11.12 Consolidated Profit Estimate and Forecast	151

TABLE OF CONTENTS (Cont'd)

	PAGE
11.13 Reporting Accountants' Letter on the Consolidated Profit Estimate and Forecast	152
11.14 Directors' Analysis and Comments on the Consolidated Profit Estimate and Forecast	166
11.15 Dividend Forecast and Policy	166
11.16 Sensitivity Analysis	167
11.17 Reporting Accountants' Letter on the Proforma Consolidated Financial Information	169
12. ACCOUNTANTS' REPORT	204
13. EXECUTIVE SUMMARY OF INDEPENDENT MARKET RESEARCH REPORT	246
14. EXPERT'S REPORTS ON THE PREVAILING REGULATIONS ON THE REPATRIATION OF PROFITS AND THE RELEVANT LAWS AND REGULATIONS	258
15. DIRECTORS' REPORT	275
16. ADDITIONAL INFORMATION	276
16.1 Share Capital	276
16.2 Articles of Association	276
16.3 Directors and Substantial Shareholders	287
16.4 Material Litigation/Arbitration	287
16.5 Material Contracts	288
16.6 General Information	288
16.7 Consents	289
16.8 Responsibility Statements	290
16.9 Documents Available for Inspection	290
17. PROCEDURES FOR APPLICATION AND ACCEPTANCE	291
17.1 Opening and Closing of Application	291
17.2 Methods of Application	291
17.3 General Conditions for Application	291
17.4 Applications Using Application Forms	293
17.5 Applications Using Electronic Share Application	296
17.6 Applications and Acceptances	301
17.7 CDS Accounts	302
17.8 Notice of Allotment	303
17.9 List of ADAs	304

FORWARD LOOKING STATEMENTS

This Prospectus includes forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, plans and objectives of our Management for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results to be materially 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 our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our 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", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (i) demand for our products and services;
- (ii) our business strategies;
- (iii) plans and objectives of our Management for future operations;
- (iv) our financial position; and
- (v) our future earnings, cash flows and liquidity.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (i) the economic, political and investment environment in Malaysia and globally; and
- (ii) government policies, laws, legislation or regulation.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed elsewhere in Section 4 (Risk Factors). We 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. We expressly disclaim 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 our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

DEFINITIONS

The following terms in this Prospectus bear the same meanings as set out below unless the term is defined otherwise or the context requires otherwise:

AB	:	Allen-Bradley
ABB	:	Asea Brown Boveri
Acquisitions	:	Acquisition of Winner and Acquisition of Winco, collectively
Acquisition of Winco	:	Acquisition by WinSun of the entire registered and paid-up capital of Winco comprising registered capital of USD1,000,000 for a total purchase consideration of RM6,999,997 which was satisfied via the issuance of 6,999,997 ordinary shares of RM1.00 each in WinSun, which was completed on 25 October 2007
Acquisition of Winner	:	Acquisition by WinSun of the entire registered and paid-up capital of Winner comprising registered capital of USD600,000, for a total purchase consideration of RM1.00, which was satisfied via the issuance of one (1) ordinary share of RM1.00 each in WinSun, which was completed on 25 October 2007
Act	:	Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
Applicant	:	The applicant 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 of the Public Issue Shares
ATM	:	Automated Teller Machine
Board	:	Board of Directors of our Company
Bonus Issue	:	The bonus issue of 200,000,000 new WinSun Shares to be issued to the existing shareholders of WinSun on the basis of two (2) WinSun Shares for every one (1) existing WinSun Share held after the Public Issue
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CCC	:	China Compulsory Certification
CDS	:	Central Depository System
CE	:	Conformité Européenne, is a certification placed on products to signify conformance with European Union regulation
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
CEO	:	Chief Executive Officer

DEFINITIONS (Cont'd)

China or PRC	:	The People's Republic of China
CMSA	:	Capital Markets and Services Act, 2007 or any statutory modification, amendment or re-enactment thereof for the time being in force
CQM	:	China Certification Center for Quality Mark
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
D&B Malaysia	:	Dun & Bradstreet (D&B) Malaysia Sdn Bhd (527570-M)
Electronic Share Application	:	An application for the Public Issue Shares through Participating Financial Institution's ATM
EPS	:	Earnings per share
Executive Director	:	A natural person who holds a directorship in an executive capacity in any company within the Group and is on the payroll of that company
FIC	:	Foreign Investment Committee
Flotation Exercise	:	The Acquisitions, Share Split, Public Issue, Bonus Issue and Listing, collectively. The Bonus Issue will be implemented after the Public Issue but before the Listing
FPE	:	Financial period(s) ended
FYE	:	Financial year(s) ended/ending
IMR	:	Independent Market Research Report on The Industrial Automation Market In China prepared by D&B Malaysia
IPO	:	Initial Public Offerings
IPR	:	Intellectual property rights
Issuing House or MIH	:	Malaysian Issuing House Sdn Bhd (258345-X)
IT	:	Information technology
IQNet	:	The International Certification Network
JV	:	Joint venture
Listing	:	The admission to and the listing of and quotation for our entire enlarged issued and paid-up share capital of RM30,000,000 comprising 300,000,000 Shares on the MESDAQ Market
Malaysian Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Market Day	:	Any day between Monday and Friday (inclusive) which is not a public holiday and when Bursa Securities is open for trading of securities
MDeC	:	Multimedia Development Corporation Sdn Bhd

DEFINITIONS (Cont'd)

MESDAQ IPO Guidelines or SC MESDAQ Guidelines	:	Guidelines for IPO and Listings on the MESDAQ Market issued by the SC on 29 November 2005, including the guidance notes on the criteria for approval and content of application and any other guidance notes or amendments that may be issued from time to time
MESDAQ	:	Malaysian Exchange of Securities Dealing and Automated Quotation
MESDAQ Market	:	MESDAQ Market of Bursa Securities
MMLR	:	Listing Requirements of Bursa Securities for the MESDAQ Market
MNC	:	Multinational corporation
MSC	:	Multimedia Super Corridor
NA	:	Net assets
NTA/(NTL)	:	Net tangible assets/(liabilities)
PAT/(LAT)	:	Profit/(Loss) after taxation
PBOC Rate	:	Prevailing one (1) year People's Bank of China ("PBOC") base rate, as published and adjusted by the PBOC from time to time, of 7.29% per annum as at 23 November 2007
PBT/(LBT)	:	Profit/(Loss) before taxation
PE Multiple	:	Price earnings multiple
PIVB	:	Public Investment Bank Berhad (20027-W)
Participating Financial Institution(s)	:	The participating financial institutions for Electronic Share Application as listed in Section 17 of this Prospectus
Pink Form Allocation	:	The 2,000,000 Public Issue Shares reserved for subscription by the eligible Directors and employees of our Group
Placement Agent	:	PIVB, being the agent to place out the 25,000,000 new shares to be issued pursuant to the Public Issue
Promoters	:	Choong Siew Meng and Choong Lai Chun, collectively
Public Issue	:	Public issue of 30,000,000 new WinSun Shares at the Public Issue Price to the Malaysian public, eligible Directors and employees of our Group and identified investors, subject to the terms and conditions of this Prospectus
Public Issue Price	:	RM0.85 per Public Issue Share
Public Issue Shares	:	30,000,000 new Shares to be issued pursuant to the Public Issue
QA	:	Quality assurance
QC	:	Quality check
R&D	:	Research and development
RM and sen	:	Ringgit Malaysia and sen respectively
RMB	:	Renminbi

DEFINITIONS (Cont'd)

ROC	:	Registrar of Companies
Rules	:	The Rules of Bursa Depository
SC	:	Securities Commission
SEDL	:	Siemens Electrical Drive Ltd
Share Split	:	Sub-division of the par value of WinSun from RM1.00 per share to RM0.10 per share, which was completed on 26 October 2007.
SIAS	:	Siemens Industrial Automation Shanghai Co., Ltd
Siemens (China)	:	Siemens Ltd, China
Sponsor	:	PIVB
sq. m	:	Square metres
Underwriter	:	PIVB
Underwriting Agreement	:	The underwriting agreement between WinSun and PIVB dated 21 November 2007
US	:	United States of America
USD	:	US Dollar
Winco	:	Shanghai Winco Electrical Co, Ltd (318071)
Winner	:	Shanghai Winner Electrical Co, Ltd (012886)
WinSun or Company	:	WinSun Technologies Berhad (766535 P)
WinSun Group or Group	:	WinSun and its subsidiary companies, collectively
WinSun Share(s) or Share(s)	:	Ordinary share(s) of RM0.10 each in WinSun

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

DEFINITIONS (Cont'd)

Technical Definitions

AC	: Alternating current, an electric current which flows one way and then the other way, and is continuously reversing direction. An AC voltage is continuously changing between positive (+) and negative (-)
CPCS	: Compulsory Product Certification System
DC	: Direct current, an electric current which always flows in the same direction but it may increase and decrease. A DC voltage is always positive (+) or always negative (-).
DCS	: Distributed Control System
DSP	: Digital Signal Processor, a specialised digital microprocessor used to efficiently and rapidly perform calculations on digitized signals that were originally analogue in form (for example, voice). The big advantage of DSP lies in the programmability of the processor, allowing parameters to be easily changed.
ERP	: Enterprise Resource Planning
HMI	: Human Machine Interface
IICMS	: Intelligent Industrial Control Management System
I/O	: Input/Output
MES	: Management Execution System
MUPS	: Motor Uninterruptible Power Supply - A MUPS is able to power up a motor drive via a direct conversion of AC to DC from the power supply.
PLC	: Programmable Logic Control
PWM	: Pulse Width Modulation, a switching power conversion technique where the on-line (or width) of a duty cycle is modulated to control power transfer for regulating power supply outputs.
RTU	: Remote Terminal Unit
SCADA	: Supervisory Control And Data Acquisition
UAT	: User Acceptance Tests
UPS	: Uninterruptible Power Supply - It is a power supply with backup batteries and an automatic controller that ensures continuous supply when the main power feed is interrupted. A UPS requires a conversion of AC from the power supply to DC and a re-conversion of the DC to AC in order to power up a motor. In addition, in order to control the speed of a motor, the AC has to reconvert to DC.
VVVF	: Variable voltage variable frequency drives which is also known as a variable-frequency drive. A VVVF drive is a system for controlling the rotational speed of an AC motor by controlling the frequency of the electrical power supplied to the motor.
3MD	: Multi-Domain Knowledge, Multi-Industry Benchmarking and Multi-Industry Hardware and Software Design

DEFINITIONS (Cont'd)

All references in this Prospectus to “our Company” and “WinSun” are to WinSun Technologies Berhad, references to “our Group” and “WinSun Group” are to our Company and our subsidiaries and references to “we”, “us”, “our” and “ourselves” are to our Company, and save where the context otherwise requires, and our 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 to our beliefs, expectations, estimates and opinions are those of our Management.

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.

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

For your sole convenience, this Prospectus contains conversions of RMB to RM. Unless otherwise stated in this Prospectus, any amounts converted from RMB to RM are converted based on the exchange rate of RMB1.00:RM0.45 as at 29 June 2007 published by Bank Negara Malaysia. The financial statements of our subsidiaries are stated in RMB, the functional currency of the subsidiaries. The approximate exchange rates as at 30 June 2007 and 31 December 2006 were applied for the conversions from RMB to RM in the historical financial statements of our subsidiaries for the six (6) months FPE 30 June 2007 and FYE 31 December 2004 to 2006 respectively, in this Prospectus.

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

1. CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name/ (Designation)	Address	Occupation	Nationality
Choong Siew Meng (Managing Director/CEO)	136Q-3-5, Lorong Rambutan 3, 11500 Air Itam, Penang, Malaysia	Company Director	Malaysian
Choong Lai Chun (Executive Director/ Director of International Marketing)	136Q-3-5, Lorong Rambutan 3, 11500 Air Itam, Penang, Malaysia	Company Director	Malaysian
Ng Ngoon Weng (Executive Director/ Chief Financial Officer)	41-B, Jalan Kuantan, 10150 Penang, Malaysia	Company Director	Malaysian
Wang Heng (Executive Director/ Chief Operating Officer)	101/3 Zhen Zhu Xi Garden, Ma An Shan, An Hui Province, China	Company Director	Chinese
Chu Ye Ping (Executive Director/ Chief Technical Officer)	107/30, Wu Song Unit, Tong Ling, An Hui Province, China	Company Director	Chinese
Zhou Jiu Ying (Executive Director/ Financial Controller)	72, South Wu Xi Road, Shanghai, China	Company Director	Chinese
Wee Hoe Soon @ Gooi Hoe Soon (Independent Non- Executive Director)	40, Jalan BU 10/8, Bandar Utama, 47800 Petaling Jaya, Selangor, Malaysia	Company Director	Malaysian
P'ng Lai Heng (Independent Non- Executive Director)	46-A, Jalan Perak, 10150 Georgetown, Penang, Malaysia	Company Director	Malaysian
Shamsudin @ Samad bin Kassim (Independent Non- Executive Director)	No. 53, Jalan SS3/53, Taman Subang, 47300 Petaling Jaya, Selangor, Malaysia	Company Director	Malaysian

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

1. CORPORATE DIRECTORY (Cont'd)**AUDIT COMMITTEE**

Name	Designation	Directorship
Wee Hoe Soon @ Gooi Hoe Soon	Chairman	Independent Non-Executive Director
P'ng Lai Heng	Member	Independent Non-Executive Director
Shamsudin @ Samad bin Kassim	Member	Independent Non-Executive Director

COMPANY SECRETARIES : Lim Seck Wah (MAICSA 0799845)/
Kong Mei Kee (MAICSA 7039391)
Level 15-2, Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia
Tel: 603 - 2692 4271

REGISTERED OFFICE : Level 15-2, Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia
Tel: 603 - 2692 4271

HEAD OFFICE/HEADQUARTERS : No. 2507 Pudong Avenue
200136 Shanghai, China
Tel: 0086 - 21 - 68533206
E-mail: shwinsun@shwinco.net
Website: <http://www.shwinsun.net>

OFFICE IN MALAYSIA : 15-2-26, Bayan Point
Medan Kampung Relau
Bayan Lepas
11900 Penang
Malaysia
Tel: 604 - 645 2828

AUDITORS AND REPORTING ACCOUNTANTS : Shamsir Jasani Grant Thornton (AF:0737)
Level 11, Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia
Tel: 603 - 2692 4022

SOLICITORS FOR THE LISTING : Ong and Manecksha
Suite 503, 5th Floor
Penang Plaza, Jalan Burmah
10050 Penang
Malaysia
Tel: 604 - 227 5811

1. CORPORATE DIRECTORY (Cont'd)

FOREIGN SOLICITORS	:	Shanghai Wintell Law Firm Unit 2501, Information Mansion No. 1403 Minsheng Rd. Pudong Shanghai 200135 China Tel: 86 - 21- 6854 4599
PRINCIPAL BANKERS	:	Public Bank Berhad (6463-H) 1 & 3, Jalan Relau 11900 Pulau Pinang Malaysia Tel: 604 - 644 3112
	:	United Overseas Bank Limited (193500026Z), Shanghai Jing An Sub-Branch 1P01/02, United Plaza No. 1468, Nan Jing Road West Shanghai 200040 China Tel: 0086 - 21 - 6247 3688
ISSUING HOUSE	:	Malaysian Issuing House Sdn Bhd (258345-X) 27 th Floor, Menara Multi-Purpose Capital Square No. 8, Jalan Munshi Abdullah 50100 Kuala Lumpur Tel: 603 - 2693 2075
SHARE REGISTRAR	:	Mega Corporate Services Sdn Bhd (187984-H) Level 15-2, Faber Imperial Court Jalan Sultan Ismail 50250 Kuala Lumpur, Malaysia Tel: 603 - 2692 4271
ADVISER, SPONSOR, UNDERWRITER AND PLACEMENT AGENT	:	Public Investment Bank Berhad (20027-W) 25 th Floor, Menara Public Bank 146, Jalan Ampang 50450 Kuala Lumpur Tel: 603 - 2166 9382
INDEPENDENT MARKET RESEARCHER	:	Dun & Bradstreet (D&B) Malaysia Sdn Bhd (527570-M) Level 9-3A, Menara Milenium Jalan Damanlela, Pusat Bandar Damansara 50490 Kuala Lumpur Tel: 603 - 2080 6000
LISTING SOUGHT	:	MESDAQ Market of Bursa Securities