

PROSPECTUS



UNICO-DESA PLANTATIONS BERHAD

(Company No: 78983-V)
(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE

OF 49,000,000 NEW ORDINARY SHARES OF RM1.00 EACH
AT AN ISSUE PRICE OF RM1.50 PER SHARE
PAYABLE IN FULL ON APPLICATION

AND

OFFER FOR SALE

BY **UNICO HOLDINGS BERHAD**

OF 25,000,000 ORDINARY SHARES OF RM1.00 EACH
AT AN OFFER PRICE OF RM1.50 PER SHARE
PAYABLE IN FULL ON ACCEPTANCE AT OR BEFORE
5.00P.M. ON 31 MARCH 2000 ON THE BASIS OF
ONE (1) UNICO-DESA PLANTATIONS BERHAD SHARE
FOR EVERY FOUR (4) EXISTING SHARES HELD IN
UNICO HOLDINGS BERHAD TO THE SHAREHOLDERS OF
UNICO HOLDINGS BERHAD WHO ARE REGISTERED IN
THE REGISTER OF MEMBERS OF UNICO HOLDINGS BERHAD
AT 5.00P.M. ON 22 FEBRUARY 2000

Adviser and Managing Underwriter



Arab-Malaysian Merchant Bank Berhad

(23742-V)(Licensed Merchant Bank)
(A Member of the Arab-Malaysian Banking Group)

THIS PROSPECTUS IS DATED 29 FEBRUARY 2000

THE APPROVAL OF THE SECURITIES COMMISSION ("SC") SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE OFFER FOR SALE BY UNICO HOLDINGS BERHAD ("UHB") OF 25,000,000 ORDINARY SHARES OF RM1.00 EACH IN UNICO-DESA PLANTATIONS BERHAD ("UDPB") AT AN OFFER PRICE OF RM1.50 PER SHARE PAYABLE IN FULL ON ACCEPTANCE AT OR BEFORE 5.00 P.M. ON 31 MARCH 2000 ON THE BASIS OF ONE (1) UDPB SHARE FOR EVERY FOUR (4) EXISTING SHARES HELD IN UHB TO THE SHAREHOLDERS OF UHB WHO ARE REGISTERED IN THE REGISTER OF MEMBERS OF UHB AT 5.00 P.M. ON 22 FEBRUARY 2000 ("OFFER FOR SALE") OR THE PUBLIC ISSUE OF 49,000,000 NEW ORDINARY SHARES OF RM1.00 EACH IN UDPB AT AN ISSUE PRICE OF RM1.50 PER SHARE PAYABLE IN FULL ON APPLICATION ("PUBLIC ISSUE") IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF UDPB ON THE MAIN BOARD OF THE KUALA LUMPUR STOCK EXCHANGE ("KLSE"). INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE OFFER FOR SALE AND PUBLIC ISSUE.

THE ISSUE/OFFER PRICE OF RM1.50 PER SHARE WAS ENTIRELY DETERMINED AND AGREED UPON BY UDPB, THE OFFEROR AND ARAB-MALAYSIAN MERCHANT BANK BERHAD AS THE ADVISER AND MANAGING UNDERWRITER BASED ON VARIOUS AND RELEVANT FACTORS MENTIONED IN THIS PROSPECTUS. INVESTORS SHOULD FORM THEIR OWN VIEWS ON THE VALUATION OF THE SECURITIES AND THE REASONABLENESS OF THE BASES USED.

THE VALUATION OF THE PROPERTIES APPROVED BY THE SC SHALL ONLY BE UTILISED FOR THE PURPOSE OF THE RESTRUCTURING AND PUBLIC FLOTATION EXERCISE AND THE APPROVAL OF THE SC SHALL NOT BE CONSTRUED AS AN ENDORSEMENT BY THE SC OF THE VALUE OF THE SUBJECT PROPERTIES FOR ANY OTHER PURPOSES.

A COPY OF THIS PROSPECTUS HAS BEEN LODGED WITH AND REGISTERED BY THE REGISTRAR OF COMPANIES, MALAYSIA WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

THE KLSE ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS OR REPORTS EXPRESSED IN THIS PROSPECTUS. ADMISSION TO THE OFFICIAL LIST OF THE MAIN BOARD OF THE KLSE IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF UDPB OR ITS ORDINARY SHARES.

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS OF UDPB AND THE OFFEROR AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION GIVEN AND CONFIRM THAT AFTER MAKING ALL REASONABLE ENQUIRIES AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT THEREIN MISLEADING.

DEFINITIONS

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

Acquisitions	:	Collectively, the acquisitions of the entire issued and paid-up share capital of UOMSB, UCorp and UPSB by UDPB
Acquisition of UOMSB	:	Acquisition of 100% of the issued and paid up share capital of UOMSB on 8 February 2000 comprising 6,500,000 ordinary shares of RM1.00 each for a total purchase consideration of RM14,653,433 to be satisfied by the issuance of 543,323 new UDPB shares of RM1.00 each credited as fully paid at an issue price of RM26.97 per share
Acquisition of UCorp	:	Acquisition of 100% of the issued and paid up share capital of UCorp on 8 February 2000 comprising 2,000,000 ordinary shares of RM1.00 each for a total purchase consideration of RM33,341,292 to be satisfied by the issuance of 1,236,236 new UDPB shares of RM1.00 each credited as fully paid at an issue price of RM26.97 per share
Acquisition of UPSB	:	Acquisition of 100% of the issued and paid up share capital of UPSB on 8 February 2000 comprising 1,528,541 ordinary shares of RM1.00 each for a total purchase consideration of RM1,184,174 to be satisfied by the issuance of 43,907 new UDPB shares of RM1.00 each credited as fully paid at an issue price of RM26.97 per share
ACCCIM	:	Associated Chinese Chambers of Commerce and Industries Malaysia
ACF	:	Asia Commercial Finance Berhad
ADA	:	Authorised Depository Agent
ADA Code	:	ADA (Broker) Code
Application	:	Refers to application for the Public Issue Shares and Offer Shares
Application Forms	:	Refers to application for the Public Issue Shares and Offer Shares by way of a printed Application Form
Arab- Malaysian	:	Arab-Malaysian Merchant Bank Berhad (23742 -V)
ATM	:	Automated Teller Machine
Bonus Issue	:	A bonus issue undertaken by UDPB on 18 February 2000 of 51,063,234 new UDPB Shares on the basis of approximately one hundred and thirty-five (135) new Shares for every hundred (100) existing Shares held

DEFINITIONS (CONT'D)

Builtec	:	Builtec Agricultural & Development Sdn Bhd (<i>144107-U</i>)
Capitalisation of Debt	:	Conversion of RM28,613,300 amount due to UHB from UDPB into 28,613,300 new UDPB shares of RM1.00 each on the basis of one (1) ordinary share of RM1.00 each in UDPB for every RM1.00 debt
CDS	:	Central Depository System
CPO	:	Crude Palm Oil
EPS	:	Earnings Per Share
Electronic Share Application	:	Refers to application for the Public Issue Shares through a Participating Financial Institution's ATM
Entitled Shareholder(s)	:	The shareholder(s) of UHB whose name(s) appear on the Register of Members at 5.00 p.m. on 22 February 2000
Esteemplan	:	Esteemplan Sdn Bhd (<i>106211-T</i>)
Fasgro	:	Fasgro Plantation Sdn Bhd (<i>59719-W</i>)
FFB	:	Fresh Fruit Bunches
FIC	:	Foreign Investment Committee
ha	:	Hectare (s)
Jimery	:	Jimery Sdn Bhd (<i>121394-V</i>)
Kesan Jaya	:	Kesan Jaya Sdn Bhd (<i>159785-K</i>)
KLSCCCI	:	Kuala Lumpur and Selangor Chinese Chambers of Commerce and Industries
KLSE	:	Kuala Lumpur Stock Exchange
KPD	:	Koperasi Pembangunan Desa Sdn Bhd
Lajung Kelapa Sawit	:	Lajung Kelapa Sawit Sdn Bhd (<i>94266-M</i>)
Lion Plantations	:	Lion Plantations Sdn Bhd (<i>47273-T</i>)
Listing	:	The admission to the official list and listing of and quotation for the entire enlarged issued and paid-up share capital of UDPB comprising 138,000,000 Shares on the Main Board of the KLSE
Longlive	:	Longlive Development (M) Sdn Bhd (<i>69053-U</i>)
LPS	:	Loss Per Share
Marga Jaya	:	Marga Jaya Sdn Bhd (<i>142132-U</i>)
Mautas	:	Mautas Sdn Bhd (<i>141311-A</i>)

DEFINITIONS (CONT'D)

MCD	:	Malaysian Central Depository Sdn Bhd (<i>165570-W</i>), a subsidiary of the KLSE
Member of the Executive Committee	:	Member of the committee formed by the Board of Directors of UHB to supervise and manage the day-to-day operations, and implement policies of the UHB group of companies. The committee consists of directors appointed by the Board of Directors of UHB
MI	:	Minority Interest
MIA	:	Malaysia Institute of Accountants
MIH	:	Malaysian Issuing House Sdn Bhd (<i>258345-X</i>)
MITI	:	Ministry of International Trade and Industry
MT	:	Metric tonne (s)
NTA	:	Net Tangible Assets
Offer or Offer for Sale	:	Offer for sale of 25,000,000 Shares by the Offeror at an offer price of RM1.50 per share payable in full on acceptance at or before 5.00 p.m. on 31 March 2000 on the basis of one (1) UDPB Share for every four (4) existing shares held in UHB to the Entitled Shareholders of UHB who are registered in the Register of Members of UHB at 5.00 p.m. on 22 February 2000 subject to the terms and conditions of this Prospectus
Offer Shares	:	The 25,000,000 Shares in UDPB which are the subject to the Offer for Sale
Offeror	:	The shareholder of UDPB, namely UHB
PE multiple	:	Price-earnings multiple
PAT	:	Profit After Taxation
Participating Financial Institution(s)	:	Refers to the Participating Financial Institutions for Electronic Share Application as listed in paragraph (o) of Section 12.5 of this Prospectus
PBT	:	Profit Before Taxation
PK	:	Palm Kernel
PORIM	:	Palm Oil Research Institute of Malaysia
PORLA	:	Palm Oil Registration and Licensing Authority
Public Issue	:	Public Issue of 49,000,000 new Shares in UDPB at an issue price of RM1.50 per share payable in full on application subject to the terms and conditions of this Prospectus
Public Issue Shares	:	The 49,000,000 new Shares in UDPB which are the subject of the Public Issue

DEFINITIONS (CONT'D)

Puuvun	:	Puuvun Sdn Bhd (88844-X)
Restructuring Exercise	:	The Revaluation Exercise, Acquisitions, Capitalisation of Debt, Restricted Issue to Executives, Restricted Issue to Directors, Bonus Issue, Public Issue, Offer for Sale and Listing collectively
Restricted Issue to Executives	:	A restricted issue undertaken by UDPB on 16 February 2000 of 1,500,000 new Shares at an issue price of RM1.50 per share to the executives of UHB and the UDPB Group
Revaluation Exercise	:	The revaluation of the Group's properties which was undertaken in conjunction with the listing of UDPB on the Main Board of the KLSE
Restricted Issue to Directors	:	A restricted issue undertaken by UDPB on 16 February 2000 of 1,000,000 new Shares at an issue price of RM1.50 per share to the directors of UHB and the UDPB Group :-

Names of Directors	No. of shares
Dato' Lim Guan Teik (Chairman of UHB and Member of the Executive Committee of UHB)	90,000
Tan Sri Lim Geok Chan @ Lim Yock Ching (Chairman of the Executive Committee of UHB)	90,000
Tan Sri Ngan Ching Wen	130,000
Dato' Lim Gait Tong (Member of the Executive Committee of UHB)	60,000
Quek Suan Hiang @ Quek Chee Hiang (Member of the Executive Committee of UHB)	60,000
Tan Kai Hee (Member of the Executive Committee of UHB)	60,000
Tan Sri Dato' Soong @ Soong Siew Hoong	60,000
Yuo Kian Leng @ Yeoh Joo Chuan	60,000
Mew Jin Seng	60,000
Dato' Lee Seng Cheng	60,000
Dato' Lee Choon @ Lee Chun	60,000
Goh Kok Kee @ Goh Ewe Boon (Director of UHB)	35,000
Yap Fock On (Director of UHB)	35,000
Lai Swee Chin @ Lai Swee Sang (Director of UHB)	35,000
Dato' Chan Woot Khoon (Director of UHB)	35,000
Khor Seong Mooi (Director of UHB)	35,000
Teo Siang Ann (Director of UHB)	35,000
	<u>1,000,000</u>

RM and sen	:	Ringgit Malaysia and sen respectively
ROC	:	Registrar of Companies
Sabah Bank	:	Sabah Bank Berhad
Segaco	:	Segaco Plantation Sdn Bhd (56641-W)
Supercrop	:	Supercrop Plantation Sdn Bhd (60993-T)
SC	:	Securities Commission
Shares	:	Ordinary shares of RM1.00 each
Sri Kundasang	:	Sri Kundasang Sdn Bhd (142193-K)
Tutico	:	Tutico Plantation Sdn Bhd (60978-W)

DEFINITIONS (CONT'D)

Topcrop	:	Topcrop Plantation Sdn Bhd (52086-W)
Tekad Murni	:	Tekad Murni Sdn Bhd (180164-X)
UCorp	:	Unico Corporation Sdn Bhd (76994-P)
UCorp Group	:	UCorp and its subsidiaries
UDPB or the Company	:	Unico-Desa Plantations Berhad (78983-V)
UDPB Group or the Group	:	UDPB and its subsidiaries, namely, UOMSB, UCorp and its subsidiaries, and UPSB collectively
UHB	:	Unico Holdings Berhad (70785-V)
UOMSB	:	Unico Oil Mill Sdn Bhd (165300-U)
UPSB	:	Unico Plantations Sdn Bhd (94973-V)
USD	:	US Dollar
Zutaland	:	Zutaland Development Sdn Bhd (184296-K)
Zuba	:	Syarikat Zuba Sdn Bhd (037394-K)

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