



MHC Plantations Bhd.

Incorporated in Malaysia under the Companies Act, 1965 (149)
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**SPECIAL ISSUE OF 17,875,000 NEW ORDINARY SHARES
OF RM1.00 EACH TO THE DUMIPUTERA INVESTORS APPROVED BY
THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY AT
RM1.40 PER SHARE PAYABLE IN FULL UPON APPLICATION**

**PUBLIC ISSUE OF 4,423,000 NEW ORDINARY SHARES
OF RM1.00 EACH TO THE MALAYSIAN PUBLIC AT RM1.40 PER SHARE
PAYABLE IN FULL UPON APPLICATION**

**AND
SUBSEQUENT LISTING OF
MHC PLANTATIONS BHD. ON THE MAIN BOARD OF
THE KUALA LUMPUR STOCK EXCHANGE**



Adviser and Managing Underwriter

CIMB

Commerce International Merchant Bankers Berhad
Company No. 90724

This Prospectus is Dated 30 September 2000

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS
WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS
SEE INVESTMENT CONSIDERATIONS COMMENCING ON PAGE 15 HEREOF.

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTERS OF MHC PLANTATIONS BHD. ("MHC" OR "COMPANY") AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF ALL INFORMATION GIVEN 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.

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 PUBLIC AND SPECIAL ISSUES (AS HEREINAFTER DEFINED) AND IS SATISFIED THAT ANY PROFIT FORECAST (FOR WHICH THE DIRECTORS OF THE COMPANY ARE FULLY RESPONSIBLE) PREPARED FOR INCLUSION IN THE PROSPECTUS HAS BEEN STATED BY THE DIRECTORS AFTER DUE AND CAREFUL ENQUIRY AND HAS BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS.

THE SECURITIES COMMISSION ("SC") HAS APPROVED THE PUBLIC AND SPECIAL ISSUES ON 9 MAY 2000. HOWEVER, THE APPROVAL OF THE SC SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE PUBLIC AND SPECIAL ISSUES WHICH ARE THE SUBJECT OF THIS PROSPECTUS.

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS OR REPORTS EXPRESSED IN THIS PROSPECTUS.

INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT.

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.

THE KUALA LUMPUR STOCK EXCHANGE ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS PROSPECTUS. ADMISSION TO THE OFFICIAL LIST IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE COMPANY OR OF ITS SECURITIES.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED BY THE SC AND LODGED WITH THE REGISTRAR OF COMPANIES, MALAYSIA BOTH OF WHOM TAKE NO RESPONSIBILITY FOR ITS CONTENTS.

DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following abbreviations shall apply throughout:-

"Acquisitions"	:	Collectively, the AOI Acquisition, the MPP Acquisition and the YLH Acquisition
"ADA"	:	Authorised Depository Agent
"ADA Code"	:	ADA (Broker) Code
"AG"	:	Ayu Gemilang Sdn. Bhd. (336221-X)
"AOI"	:	Anson Oil Industries Berhad (8960-T)
"AOI Acquisition"	:	The acquisition of the 20.99% equity interest in AOI comprising 2,103,281 ordinary shares of RM1.00 each by MHC for a total cash consideration of RM8,015,565
"AS"	:	Ayu Sempurna Sdn. Bhd. (336217-T)
"ATM"	:	Automated Teller Machine
"Board"	:	Board of Directors of MHC
"Bonus Issue"	:	The bonus issue of 28,228,286 new MHC Shares on the basis of 2.431 new MHC Shares for every existing MHC Share
"CDS"	:	Central Depository System
"CIMB"	:	Commerce International Merchant Bankers Berhad (18417-M)
"CP"	:	Champion Point Sdn. Bhd. (342124-D)
"CP Subscription"	:	The subscription by MHC of 1,900,000 new ordinary shares of RM1.00 each in CP at par
"CPO"	:	Crude palm oil
"CPKO"	:	Crude palm kernel oil
"Disposals"	:	Collectively, the IC Disposal and Land Disposal
"DMPSR"	:	Dato Mah Pooi Soo Realty Sdn. Bhd. (33342-T)
"Electronic Share Application"	:	An application for the Issue Shares through a Participating Financial Institution
"EPS"	:	Earnings per share
"FFB"	:	Fresh palm oil fruit bunches
"FIC"	:	Foreign Investment Committee
"GDP"	:	Gross Domestic Product
"Great Glory"	:	Great Glory Sdn. Bhd. (252663-U)
"HMP"	:	Hutan Melintang Plantations Sdn. Berhad (14568-U)
"IC"	:	Infinite Cashflow Sdn. Bhd. (309338-H)

DEFINITIONS (Cont'd)

"IC Disposal"	:	The disposal of 250,000 ordinary shares of RM1.00 each in IC representing the entire issued and paid-up share capital of IC by MHC for a cash consideration of RM258,936
"Issue Shares"	:	The 22,398,000 new MHC Shares to be issued by the Company pursuant to the Public and Special Issues at an issue price of RM1.40 per share
"KLSE"	:	Kuala Lumpur Stock Exchange
"Land Disposal"	:	The disposal of a piece of land held under Grant Nos. 35309, 35310 and 55772, Lot Nos. 1679, 1680 and 2188, Bandar Georgetown, Daerah Timur Laut, State of Pulau Pinang by AOI for a total cash consideration of RM2,000,000
"Listing"	:	The admission to the Official List and the listing of and quotation for 63,238,086 MHC Shares representing the entire issued and paid-up share capital of MHC on the Main Board of the KLSE
"LM-K"	:	Ladang MHC – KPD Sdn. Bhd. (344431-H)
"Major Shareholders"	:	A person who has interest in not less than five per centum (5%) of the enlarged issued and paid-up share capital of the Company comprising 63,238,086 MHC Shares
"MCD"	:	Malaysian Central Depository Sdn. Bhd. (165570-W), a subsidiary of the KLSE
"MHC" or "Company"	:	MHC Plantations Bhd. (4060-V)
"MHC Group" or "Group"	:	MHC and its subsidiaries
"MHC Shares"	:	Ordinary shares of RM1.00 each in MHC
"MKP"	:	MHC Kemayan Plantation Sdn. Bhd. (50489-P)
"MIH"	:	Malaysian Issuing House Sdn. Bhd. (258345-X)
"MITI"	:	Ministry of International Trade and Industry
"MKWH"	:	Mah King Woon Holdings Sdn. Bhd. (74779-X)
"MPOB"	:	Malaysian Palm Oil Board
"MPP"	:	Majuperak Plantation Sdn. Bhd. (230916-T)
"MPP Acquisition"	:	The acquisition of 4,600,000 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of MPP by MHC for a purchase consideration of RM10,230,129 which was satisfied by an issue of 1,000,000 new MHC Shares at RM3.07 per share and RM7,161,090 in cash
"MPS"	:	Majuperak Sawit Sdn. Bhd. (182038-M)
"MT"	:	Metric Tonne
"Muzwin"	:	Sharikat Muzwin Bersaudara Sdn. Bhd. (12587-X)
"NBV"	:	Net book value

DEFINITIONS *(Cont'd)*

"NTA"	:	Net tangible assets
"Participating Financial Institution(s)"	:	The participating financial institution(s) for Electronic Share Application as listed in Section XIII(5)(ii) of this Prospectus
"PE Multiple"	:	Price earnings multiple
"PK"	:	Palm kernel
"PKC"	:	Palm kernel cake
"PORAM"	:	Palm Oil Refiners Association of Malaysia
"PORIM"	:	Palm Oil Research Institute of Malaysia
"PORLA"	:	Palm Oil Registration and Licensing Authority
"Public Issue"	:	Public issue of 4,423,000 new MHC Shares at an issue price of RM1.40 per share payable in full upon application
"Public and Special Issues"	:	Collectively, the Public Issue and Special Issue
"RM" and "sen"	:	Ringgit Malaysia and sen respectively
"SC"	:	Securities Commission
"Special Issue"	:	Special issue of 17,975,000 new MHC Shares to the Bumiputera investors approved by the MITI at an issue price of RM1.40 per share payable in full upon application
"TAH"	:	Teluk Anson Hotel Sdn. Berhad (75054-M)
"TLKH"	:	Tan Lai Kim Holdings Sdn. Bhd. (29164-W)
"Underwriters"	:	CIMB and CIMB Securities Sdn. Bhd. (163712-V)
"YLH"	:	Yew Lee Holdings Sdn. Berhad (16736-X)
"YLH Acquisition"	:	The acquisition of approximately 50.00% equity interest in YLH comprising 3,445,165 ordinary shares of RM1.00 each by MHC for a total cash consideration of RM21,564,774

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