

# PROSPECTUS

## ATIS CORPORATION BERHAD

(formerly known as KVC Corporation Berhad)

(Company No : 446118-T)

(Incorporated in Malaysia under the Companies Act, 1965)



PUBLIC ISSUE OF 19,020,000 NEW ORDINARY SHARES OF RM0.50 EACH AT AN ISSUE PRICE OF RM1.50 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION COMPRISING:-

- 6,000,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES AND DIRECTORS OF ATIS CORPORATION BERHAD AND ITS SUBSIDIARIES;
- 9,020,000 NEW ORDINARY SHARES OF RM0.50 EACH BY WAY OF PRIVATE PLACEMENT; AND
- 4,000,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC

IN CONJUNCTION WITH ITS LISTING ON THE MAIN BOARD OF THE KUALA LUMPUR STOCK EXCHANGE

*Adviser, Managing Underwriter and Placement Agent*

## CIMB

Commerce International Merchant Bankers Berhad  
*Company Number: 18417-M*

"FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" AS SET OUT IN SECTION 6 HEREIN."

**This Prospectus is dated 29 June 2002**



THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTERS OF ATIS CORPORATION BERHAD (*FORMERLY KNOWN AS KVC CORPORATION BERHAD*) ("ATIS" OR "COMPANY") AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE 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 STATEMENT OR OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT HEREIN FALSE OR MISLEADING.

COMMERCE INTERNATIONAL MERCHANT BANKERS BERHAD, AS THE ADVISER, MANAGING UNDERWRITER AND PLACEMENT AGENT OF THE PUBLIC ISSUE OF 19,020,000 NEW ORDINARY SHARES OF RM0.50 EACH ("SHARES") AT AN ISSUE PRICE OF RM1.50 PER SHARE ("PUBLIC ISSUE"), 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 ARE SATISFIED THAT THE PROFIT AND CASHFLOW FORECASTS (FOR WHICH THE DIRECTORS OF ATIS ARE FULLY RESPONSIBLE) PREPARED FOR INCLUSION IN THIS PROSPECTUS HAVE BEEN STATED BY THE DIRECTORS OF THE COMPANY AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS.

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

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

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

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**TENTATIVE TIMETABLE**

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<b>Events</b>	:	<b>Tentative Dates</b>
Opening date	:	29 June 2002
Closing date	:	8 p.m., 12 July 2002
Balloting date for applications for the Public Issue Shares	:	19 July 2002
Allotment date of the Public Issue Shares	:	1 August 2002
Listing date	:	7 August 2002

*Note:*

*The application for the Public Issue Shares will open and close at the dates as stated above or for such further period as the Directors of ATIS Corporation Berhad and the Managing Underwriter in their absolute discretion may decide.*

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**DEFINITIONS**


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In this Prospectus, unless otherwise stated, the following abbreviations shall have the following meanings:

Acquisitions	: The Acquisition of KVCM, Acquisition of WPI and Acquisition of GT collectively
Acquisition of GT	: Acquisition by ATIS of 51% of the entire issued and paid-up share capital of GT comprising 510,000 ordinary shares of RM1.00 each for a total purchase consideration of RM2,268,701 satisfied by the issuance of 2,023,000 new ordinary shares of RM1.00 each at an issue price of approximately RM1.12 per ordinary share
Acquisition of KVCM	: Acquisition by ATIS of the entire issued and paid-up share capital of KVCM comprising 500,000 ordinary shares of RM1.00 each for a purchase consideration of RM40,433,999 satisfied by the issuance of 36,051,000 new ordinary shares of RM1.00 each at an issue price of approximately RM1.12 per ordinary share
Acquisition of WPI	: Acquisition by ATIS of the entire issued and paid-up share capital of WPI comprising 700,000 ordinary shares of RM1.00 each for a purchase consideration of RM3,448,432 satisfied by the issuance of 3,076,000 new ordinary shares of RM1.00 each at an issue price of approximately RM1.12 per ordinary share
ADA	: Authorised Depository Agent
ADA Code	: ADA (Broker) Code
ALPS	: Alps Electric (M) Sdn Bhd (181071-T)
ALPS Group of Companies	: ALPS and Alps (S) Pte. Ltd. collectively
ATIS or Company	: ATIS Corporation Berhad ( <i>formerly known as KVC Corporation Berhad</i> ) (446118-T)
ATIS Group or Group	: ATIS and its subsidiaries collectively
ATM	: Automated Teller Machine
AYS	: AYS Industries Hardware Sdn Bhd (395174-K)
Board	: Board of Directors of ATIS
CCM	: Companies Commission of Malaysia
CDA	: Center De Abrasive Sdn Bhd (535664-D)
CDS	: Central Depository System
CIMB	: Commerce International Merchant Bankers Berhad (18417-M)
Closing Date	: The last day and time for investors to submit their application forms for the Public Issue Shares
EPS	: Earnings per share
Evolusi Impian	: Evolusi Impian Sdn Bhd (578017-M)

**DEFINITIONS (Cont'd)**

FIC	:	Foreign Investment Committee
GPT	:	Genetec Plastic Technology (M) Sdn Bhd (533168-D)
GT	:	Genetec Technology Sdn Bhd (445537-W)
GT Group	:	GT and its subsidiary, namely GPT collectively
Intra Teguh	:	Intra Teguh Sdn Bhd (577947-A)
KLSE	:	Kuala Lumpur Stock Exchange (30632-P)
KVCC	:	KVC Connectors Sdn Bhd (400288-W)
KVCI	:	KVC Industries Sdn Bhd (295251-X)
KVCJB	:	KVC Electric (Johore) Sdn Bhd (381316-M)
KVCK	:	KVC Electric (Klang) Sdn Bhd (536646-W)
KVCKT	:	KVC Electric (Kuantan) Sdn Bhd (435124-K)
KVCM	:	KVC Electric (M) Sdn Bhd (183220-D)
KVCM Group	:	KVCM and its subsidiaries, namely KVCI, KVCPG, KVCPK, KVCS, KVCC, KVCK, KVCNS, KVCMC, KVCJB, KVCKT, TSIH, TSSA, AYS and CDA collectively
KVCMC	:	KVC Electric (Malacca) Sdn Bhd (408885-M)
KVCNS	:	KVC Electric (N.S.) Sdn Bhd (347721-T)
KVCPG	:	KVC Electric (Penang) Sdn Bhd (347608-W)
KVCPK	:	KVC Electric (Perak) Sdn Bhd (331458-U)
KVCS	:	KVC Electric (Selangor) Sdn Bhd (305798-D)
MCD or Central Depository	:	Malaysian Central Depository Sdn Bhd (165570-W), a subsidiary of the KLSE
MIH	:	Malaysian Issuing House Sdn Bhd (258345-X)
MITI	:	Ministry of International Trade and Industry
MNCs	:	Multinational companies
NTA	:	Net tangible assets
OEM	:	Original Equipment Manufacturer
PAT	:	Profit after taxation
PBT	:	Profit before taxation
PE Multiple	:	Price earnings multiple

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**DEFINITIONS** *(Cont'd)*

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Plentiful Summit	:	Plentiful Summit Sdn Bhd (569798-P)
Public Issue	:	The public issue of the Public Issue Shares at an issue price of RM1.50 per new Share, payable in full on application, subject to the terms and conditions of this Prospectus
Public Issue Shares	:	The 19,020,000 new Shares arising from the Public Issue
R&D	:	Research and development
Read-Rite Group of Companies	:	Read-Rite Corporation Ltd., Read-Rite Philippines, Inc and Read-Rite Thailand Co. Ltd. collectively
Rights Issue	:	Renounceable rights issue of 9,040,000 ordinary shares of RM1.00 each at an issue price of RM1.10 per share on the basis of one (1) new ordinary share for approximately every 4.6 ordinary shares held
RM and sen	:	Ringgit Malaysia and sen respectively
SC	:	Securities Commission
Seagate	:	Seagate Technology (Thailand) Ltd.
Share(s)	:	Ordinary share(s) of RM0.50 each in ATIS
sq.ft.	:	Square foot/feet
TSIH	:	Thian Soon Industrial Hardware Sdn Bhd (280699-W)
TSIH Group	:	TSIH and its subsidiaries, namely TSSA, AYS and CDA collectively
TSSA	:	Thian Soon Hardware (Shah Alam) Sdn Bhd (428714-A)
US	:	United States of America
USD	:	United States dollar
Western Digital	:	Western Digital (M) Sdn Bhd (16351-W)
WPI	:	Wawasan Plastic Industry Sdn Bhd (338004-W)

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