

PROSPECTUS



LCTH CORPORATION BERHAD

(Formerly known as Axis Famous Berhad)

(633871-A)

(Incorporated in Malaysia under the Companies Act, 1965)



- PUBLIC ISSUE OF 144,744,990 NEW ORDINARY SHARES OF RM0.20 EACH IN LCTH CORPORATION BERHAD ("LCTH") ("LCTH SHARES") AT AN ISSUE/OFFER PRICE OF RM1.08 PER NEW ORDINARY SHARE PAYABLE IN FULL ON APPLICATION COMPRISING:-
 - 16,000,000 NEW LCTH SHARES TO BE ALLOCATED AS FOLLOWS:-
 - A) 10,500,000 NEW LCTH SHARES TO THE ELIGIBLE DIRECTORS, EMPLOYEES AND SUPPLIERS OF LCTH AND ITS SUBSIDIARIES; AND
 - B) 5,500,000 NEW LCTH SHARES TO THE ELIGIBLE DIRECTORS AND EMPLOYEES OF FU YU INVESTMENT PTE LTD AND FU YU CORPORATION LIMITED;
 - 96,744,990 NEW LCTH SHARES TO BUMIPUTERA INVESTORS TO BE APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY ("MITI"); AND
 - 32,000,000 NEW LCTH SHARES TO BE ISSUED IN THE FOLLOWING MANNER:-
 - A) 30,000,000 NEW LCTH SHARES TO BE ISSUED TO MALAYSIAN PUBLIC BY WAY OF BALLOTING, OF WHICH AT LEAST 30% IS TO BE SET ASIDE STRICTLY FOR BUMIPUTERA INDIVIDUALS, COMPANIES, CO-OPERATIVES, SOCIETIES AND INSTITUTIONS; AND
 - B) THE BALANCE OF 2,000,000 NEW LCTH SHARES TO BE ALLOCATED BY WAY OF PLACEMENT TO IDENTIFIED INVESTORS.
- OFFER FOR SALE OF 83,255,010 LCTH SHARES OF RM0.20 EACH TO BUMIPUTERA INVESTORS APPROVED BY MITI AT AN OFFER PRICE OF RM1.08 PER SHARE PAYABLE IN FULL ON APPLICATION.

PURSUANT TO THE LISTING OF LCTH ON THE MAIN BOARD OF BURSA MALAYSIA SECURITIES BERHAD (FORMERLY KNOWN AS MALAYSIA SECURITIES EXCHANGE BERHAD)

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" AS SET OUT IN SECTION 4 HEREOF

Adviser, Managing Underwriter And Placement Agent



Aseambankers Malaysia Berhad (15938-H)

THIS PROSPECTUS IS DATED 30 SEPTEMBER 2004

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THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS AND PROMOTER OF LCTH CORPORATION BERHAD (COMPANY NO.: 633871-A) ("LCTH") AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF INFORMATION CONTAINED HEREIN AND CONFIRM, HAVING MADE ALL REASONABLE ENQUIRIES, THAT 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. THE DIRECTORS HEREBY ACCEPT FULL RESPONSIBILITY FOR THE CONSOLIDATED PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE CONSOLIDATED PROFIT FORECAST HAS BEEN PREPARED BASED ON ASSUMPTIONS MADE.

ASEAMBANKERS MALAYSIA BERHAD (COMPANY NO.: 15938-H), BEING THE ADVISER, MANAGING UNDERWRITER AND PLACEMENT AGENT, ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION AND TO ITS BEST KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES A FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS CONCERNING THE PUBLIC ISSUE OF 144,744,990 NEW ORDINARY SHARES OF RM0.20 EACH AND OFFER FOR SALE OF 83,255,010 ORDINARY SHARES OF RM0.20 EACH AND IS SATISFIED THAT THE CONSOLIDATED PROFIT FORECAST FOR THE YEAR ENDING 2004 (FOR WHICH THE DIRECTORS OF LCTH ARE FULLY RESPONSIBLE) PREPARED FOR INCLUSION IN THE PROSPECTUS HAS BEEN STATED BY THE DIRECTORS AFTER DUE AND CAREFUL ENQUIRY AND HAS BEEN REVIEWED BY THE REPORTING ACCOUNTANTS.

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

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF LCTH 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 HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS. 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.

BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF LCTH AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS CORRECTNESS OR COMPLETENESS AND EXPRESSLY DISCLAIMS 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 IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE INVITATION, CORPORATION OR OF ITS SECURITIES.

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

INDICATIVE TIMETABLE

The indicative timing of special events leading up to the listing of and quotation for LCTH's entire issued and paid-up share of 600,000,000 ordinary shares of RM0.20 each on the Main Board of Bursa Securities are as follows: -

| SPECIAL EVENTS | | TENTATIVE DATE |
|----------------------------|---|-----------------------|
| OPENING OF THE ISSUE/OFFER | : | 30 September 2004 |
| CLOSING OF THE ISSUE/OFFER | : | 12 October 2004 |
| TENTATIVE BALLOTING DATE | : | 14 October 2004 |
| TENTATIVE ALLOTMENT DATE | : | 26 October 2004 |
| TENTATIVE LISTING DATE | : | 27 October 2004 |

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGES WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES. THE APPLICATION PERIOD WILL REMAIN OPEN UNTIL 5:00 P.M. ON 12 OCTOBER 2004 OR SUCH FURTHER DATE AS THE DIRECTORS OF LCTH AND/OR THE OFFEROR TOGETHER WITH THE MANAGING UNDERWRITER MAY MUTUALLY DECIDE. SHOULD THE APPLICATION PERIOD BE EXTENDED, THE DATES FOR THE BALLOTING AND ALLOTMENT OF THE PUBLIC ISSUE SHARES AND THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED AND FULLY PAID-UP SHARE CAPITAL OF LCTH ON THE MAIN BOARD OF BURSA SECURITIES WOULD BE EXTENDED ACCORDINGLY. ANY EXTENSION OF THE APPLICATION PERIOD WILL BE NOTIFIED TO THE INVESTING PUBLIC VIA ANNOUNCEMENT IN WIDELY CIRCULATED ENGLISH AND BAHASA MALAYSIA NEWSPAPERS.

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DEFINITIONS

In this Prospectus, unless otherwise indicated, the following words and abbreviations shall have the following meanings: -

| | | |
|----------------------|---|--|
| “Acquisitions” | : | The CA Acquisition and the Fu Hao Acquisition collectively |
| “Act” | : | Companies Act, 1965 |
| “ADA” | : | Authorised Depository Agent |
| “ADA Code” | : | ADA (Broker) Code |
| “Aseambankers” | : | Aseambankers Malaysia Berhad (15938-H) |
| “Asean” | : | The Association of Southeast Asian Nations includes Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar, Philippines, Singapore, Thailand and Vietnam |
| “Bursa Depository” | : | Bursa Malaysia Depository Sdn Bhd (165570-W) <i>(formerly known as Malaysian Central Depository Sdn Bhd)</i> |
| “Bursa Securities” | : | Bursa Malaysia Securities Berhad (635998-W) <i>(formerly known as Malaysia Securities Exchange Berhad)</i> |
| “CA” | : | Classic Advantage Sdn Bhd (266535-A), a wholly owned subsidiary of LCTH |
| “CA Acquisition” | : | The acquisitions by LCTH from the Vendors whereby the entire issued and paid-up share capital of CA for a total purchase consideration of RM93,207,000 which has been satisfied by the issuance of 455,254,995 new LCTH Shares at a price of approximately RM0.205 per share |
| “CDS” | : | Central Depository System |
| “Directors” | : | The Board of Directors of LCTH |
| “EBIDTA” | : | Earnings before interest, depreciation, taxation and amortisation |
| “EPS” | : | Earnings per share |
| “FIC” | : | Foreign Investment Committee |
| “Fortune Mission” | : | Fortune Mission Sdn Bhd (501081-P) <i>(under members’ voluntary liquidation)</i> |
| “Fu Hao” | : | Fu Hao Manufacturing (M) Sdn Bhd (265661-A), a wholly-owned subsidiary of LCTH |
| “Fu Hao Acquisition” | : | The acquisition by LCTH from FYI whereby the entire issued and paid-up share capital of Fu Hao for a purchase consideration of RM1 which has been satisfied by the issuance of 5 new LCTH Shares at a price of RM0.20 per share |

DEFINITIONS (Cont'd)

| | | |
|-------------------------------|---|---|
| “FYC” | : | Fu Yu Corporation Limited (198004601C), a company incorporated in the Republic of Singapore (<i>formerly known as Fu Yu Manufacturing Limited</i>) |
| “FYE” | : | Financial year ending/ended 31 December |
| “FYH” | : | Fu Yu Holding Pte Ltd (199409604R), a company incorporated in the Republic of Singapore |
| “FYI” | : | Fu Yu Investment Pte Ltd (199305560E), a company incorporated in the Republic of Singapore and a wholly-owned subsidiary of FYC |
| “HP” | : | Hewlett Packard |
| “Issue/Offer Price” | : | The issue/offer price of RM1.08 per ordinary share in relation to the Public Issue and the Offer For Sale |
| “JPY” | : | Japanese Yen |
| “LCTH” or “the Company” | : | LCTH Corporation Berhad (633871-A) (<i>formerly known as Axis Famous Berhad</i>) |
| “LCTH Group” or “the Group” | : | LCTH and its subsidiaries, i.e. CA and Fu Hao |
| “LCTH Share(s)” or “Share(s)” | : | Ordinary shares of RM0.20 each in LCTH |
| “Listing” | : | The listing of and quotation for the entire enlarged issued and paid-up share capital of the LCTH comprising 600,000,000 ordinary shares of RM0.20 each on the Main Board of Bursa Securities |
| “Malaysian Public” | : | Includes any Malaysian citizen, cooperative, society and institution |
| “MI” | : | Minority interest |
| “MIDFCCS” | : | MIDF Consultancy and Corporate Services Sdn Bhd (11324-H) |
| “MITI” | : | Ministry of International Trade and Industry |
| “MNC” | : | Multi-national Corporations |
| “NTA” | : | Net tangible assets |
| “NTL” | : | Net tangible liabilities |
| “Offer For Sale” | : | The offer for sale of 83,255,010 LCTH Shares at an offer price of RM1.08 per share by the Offerors to Bumiputera investors approved by MITI |
| “Offerors” | : | FYI and Chew Yoon Moi collectively, who will undertake the Offer For Sale as part of the Restructuring and Listing Scheme |
| “Offer Shares” | : | The 83,255,010 Shares being the subject of the Offer For Sale |

DEFINITIONS (Cont'd)

| | | |
|------------------------------------|---|--|
| “PAT” | : | Profit after taxation |
| “PBT” | : | Profit before taxation |
| “PE Multiple” | : | Price earnings multiple |
| “Placement Agent” | : | Aseambankers |
| “Public Issue” | : | The issue of 144,744,990 new LCTH Shares at the Issue/Offer price by LCTH, subject to the terms and conditions of this Prospectus |
| “Public Issue Shares” | : | The 144,744,990 new LCTH Shares to be issued pursuant to the Public Issue |
| “Restructuring and Listing Scheme” | : | The Acquisitions, the Public Issue, the Offer For Sale, and the Listing collectively |
| “ROC” | : | Registrar of Companies |
| “RM” and “sen” | : | Ringgit Malaysia and sen respectively |
| “SC” | : | Securities Commission |
| “SGD” or “S\$” | : | Singapore Dollar |
| “SGX” | : | Singapore Exchange Limited |
| “Underwriting Agreement” | : | The underwriting agreement dated 23 June 2004 (supplemented by a supplemental agreement dated 1 September 2004) between LCTH and the Underwriters named in Section 3.9 of this Prospectus for the underwriting of 46,000,000 Public Issue Shares for an underwriting commission of two percent (2%) of the Issue/Offer Price |
| “USD” or “US\$” | : | United States Dollar |
| “Vendors” | : | The vendors of the Acquisitions, namely FYI, Hew Lien Lee and Chew Yoon Moi collectively |

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