

# P R O S P E C T U S



## CAN-ONE BERHAD

(Company No: 638899-K)

(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF 22,000,000 NEW ORDINARY SHARES OF RM0.50 EACH AT AN ISSUE PRICE OF RM1.00 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION COMPRISING:

- 6,000,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY ELIGIBLE DIRECTORS, EMPLOYEES AND BUSINESS ASSOCIATES OF CAN-ONE BERHAD AND ITS SUBSIDIARIES;
- 8,380,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY PLACEMENT TO IDENTIFIED INVESTORS; AND
- 7,620,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY PUBLIC INVESTORS

AND

OFFER FOR SALE BY ELLER AXIS SDN BHD OF 33,528,000 ORDINARY SHARES OF RM0.50 EACH AT AN OFFER PRICE OF RM1.00 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION COMPRISING:

- 19,050,000 ORDINARY SHARES OF RM0.50 EACH RESERVED FOR BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY; AND
- 14,478,000 ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY PLACEMENT TO IDENTIFIED INVESTORS

AND

OFFER OF EMPLOYEES' SHARE OPTION SCHEME OPTIONS IN CAN-ONE BERHAD TO THE NON-EXECUTIVE DIRECTORS OF CAN-ONE BERHAD AND ITS SUBSIDIARIES

IN CONJUNCTION WITH ITS LISTING ON THE MAIN BOARD OF BURSA MALAYSIA SECURITIES BERHAD.

*Adviser, Managing Underwriter, Underwriter and Placement Agent*



**SOUTHERN  
Investment Bank**

**Southern Investment Bank Berhad (189955-7)**

[www.canone.com.my](http://www.canone.com.my)

Lot 2244, Jalan Rajawali, Batu 9

Kampung Kebun Baru

42500 Telok Panglima Garang

Kuala Langat, Selangor Darul Ehsan

Malaysia

Tel: (03) 3122 1988 Fax: (03) 3122 2188

Website: [www.canone.com.my](http://www.canone.com.my)

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" UNDER SECTION 4 HEREOF

**T h i s P r o s p e c t u s i s d a t e d 3 0 J u n e 2 0 0 5**

The Board of Directors and promoters of Can-One Berhad (Can-One), and Eller Axis Sdn Bhd (the Offeror) have seen and approved this Prospectus and they collectively and individually accept full responsibility for the accuracy of the 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 statements or other facts the omission of which would make any statement herein false or misleading. The Board of Directors of Can-One hereby accept full responsibility for the consolidated profit and dividend forecast included in this Prospectus and confirm that the consolidated profit and dividend forecast have been prepared based on assumptions made.

Southern Investment Bank Berhad, being the Adviser, Managing Underwriter, 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 (as defined herein) and Offer for Sale (as defined herein) and is satisfied that the consolidated profit and dividend forecast (for which the Board of Directors of Can-One are fully responsible) prepared for inclusion in this Prospectus has been stated by the Board of Directors of Can-One after due and careful enquiry and has been duly reviewed by the Reporting Accountants.

The Securities Commission (SC) has approved the issue, offer or invitation in respect of the Public Issue and Offer for Sale and that the approval shall not be taken to indicate that the SC recommends the Public Issue and Offer for Sale.

The SC shall not be liable for any non-disclosure on the part of Can-One and takes no responsibility for the contents of this document, 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 Can-One 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 of the Main Board of Bursa Securities is not to be taken as an indication of the merits of the invitation, Can-One or of its ordinary shares.

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, who takes no responsibility for its contents.

This Prospectus can also be viewed or downloaded from Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

The contents of the Electronic Prospectus (as defined herein) are as per the contents of the copy of this Prospectus registered by the SC. A copy of this Prospectus so registered is available on the website of CIMB Securities Sdn Bhd at [www.eipocimb.com](http://www.eipocimb.com) and Malayan Banking Berhad at [www.maybank2u.com.my](http://www.maybank2u.com.my) (via hyperlink to Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com)).

The applicant is advised that the Internet is not a fully secure medium, and that an Internet share application is subject to the risks of problems occurring during data transmission, computer security threats such as viruses, hackers and crackers, faults with computer software and other events beyond the control of the Internet Participating Financial Institution (as defined herein), which risks cannot be borne by the Internet Participating Financial Institution. Any applicant in doubt concerning the validity or integrity of an Electronic Prospectus should immediately request a paper/printed copy of the Prospectus directly from Can-One, the Adviser or the Issuing House. In the event of any discrepancies arising between the contents of an Electronic Prospectus and the contents of the paper/printed copy of this Prospectus for any reason whatsoever, the contents of the paper/printed copy of this Prospectus which are identical to the copy of the prospectus registered with the SC shall prevail.

In respect of any reference in this Prospectus to third party Internet sites (such Internet sites are hereinafter referred to as "Third Party Internet Sites"), whether by way of hyperlinks or by way of description of the Third Party Internet Sites, the applicant acknowledges and agrees that:

- (i) Can-One does not endorse and is not affiliated in any way with the Third Party Internet Site referred to in this Prospectus and is not responsible for the availability of, or the contents or any data, information, files or other material provided on the Third Party Internet Sites, and that the applicant bears all risks associated with the access to or use of the Third Party Internet Sites;
- (ii) Can-One is not responsible for the quality of products or services in the Third Party Internet Sites, for fulfilling any of the terms of the applicant's agreements in connection with the Third Party Internet Sites, if any, and any loss or damage or costs that the applicant may suffer or incur in connection with or as a result of dealing with the Third Party Internet Sites and the use of or reliance on any data, information, files or other material provided thereon; and
- (iii) Any data, information, files or other material downloaded from the Third Party Internet Sites is done at the applicant's own discretion and risk. Can-One shall bear no responsibility, liability or obligation whatsoever in respect of any damage to the applicant's computer system or loss of data resulting from the downloading of any such data, information, files or other material.

Where an Electronic Prospectus is hosted on the website of the Internet Participating Financial Institution, applicants are advised that:

- (i) The liability of the Internet Participating Financial Institution in respect of the integrity of the contents of an Electronic Prospectus is only to the extent of the contents of the Electronic Prospectus situated on the web server of the Internet Participating Financial Institution which may be viewed via the applicant's web browser or other relevant software. The Internet Participating Financial Institution shall not be responsible in any way for the integrity of the contents of an Electronic Prospectus which has been downloaded or otherwise obtained from the web server of the Internet Participating Financial Institution and thereafter communicated or disseminated in any manner to applicants or other parties.
- (ii) While all reasonable measures have been taken to ensure the accuracy and reliability of the information provided in an Electronic Prospectus, the accuracy and reliability of an Electronic Prospectus cannot be guaranteed as the Internet is not a fully secure medium.

The Internet Participating Financial Institution shall not be subject to any liability whatsoever (whether in tort or contract or otherwise) for any loss, damage or costs whatsoever suffered or incurred by an applicant or any other person due to, as a consequence of or in connection with any inaccuracies, changes, alterations, deletions or omissions in respect of the information provided in an Electronic Prospectus which may arise in connection with or as a result of any fault or faults with web browsers or other relevant software, any fault or faults on an applicant's or any third party's personal computer, operating system or other software, viruses or other security threats, unauthorised access to information or systems in relation to the website of the Internet Participating Financial Institution, and/or problems occurring during data transmission; which may result in inaccurate or incomplete copies of information being downloaded or displayed on an applicant's personal computer.

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 IPO (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. The IPO to which this Prospectus relates is only available to persons receiving this Prospectus electronically or otherwise within Malaysia.

Can-One will not, prior to acting on any acceptance in respect of the IPO, 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 IPO 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 IPO by such applicants would be in compliance with the terms of the IPO and would not be in contravention of any laws of countries or jurisdictions other than Malaysia to which such applicants may be subject. Can-One will further assume that such applicant had accepted the IPO in Malaysia and will at all applicable times be subject only to the laws of Malaysia in connection therewith.

However, Can-One reserves the right, in its absolute discretion, to treat any acceptance as invalid if the 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 this Prospectus complies with the laws of any countries or jurisdictions other than the laws of Malaysia. It shall be the sole responsibility of the applicants to consult their legal and/or other professional advisers on the laws to which the IPO or such applicants are or might be subject. Neither Can-One nor the Adviser nor any other advisers in relation to the IPO 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.

## INDICATIVE TIMETABLE

---

The indicative timing of events leading up to the listing of and quotation for Can-One's entire enlarged issued and paid-up share capital on the Main Board of Bursa Securities is set out below:

| <b>Events</b>                                       | <b>Date</b>   |
|---|---------------|
| Opening Date of the Public Issue and Offer for Sale | 30 June 2005  |
| Closing Date of the Public Issue and Offer for Sale | *18 July 2005 |
| Tentative Balloting Date                            | 22 July 2005  |
| Tentative Allotment Date                            | 28 July 2005  |
| Tentative Listing Date                              | 29 July 2005  |

**Note:**

- The application for the Public Issue and Offer for Sale will open from 10.00 a.m. on 30 June 2005 to 5.00 p.m. on 18 July 2005 or such further date as the Board of Directors, Promoters, the Offeror and Managing Underwriter in their absolute discretion may decide. Should the closing date of the application be extended, the tentative dates for the balloting, allotment, despatch of Notice of Allotment, and listing of and quotation for the entire issued and paid-up share capital of Can-One on the Main Board of Bursa Securities would be extended accordingly.

Any changes in the closing date of the application for the Public Issue and Offer for Sale will be notified to the public via advertisements in one (1) widely circulated Bahasa Malaysia newspaper and English newspaper in Malaysia. Late applications will not be accepted.

**The rest of this page is intentionally left blank**

---

**ABBREVIATIONS**


---

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

| <b>Abbreviations</b>                   | <b>Meanings</b>  |
|--|--|
| <b>Adviser</b>                         |  |
| SIBB                                   | Southern Investment Bank Berhad (169955-T)   |
| <b>Authorities/Regulations</b>         |  |
| Act                                    | Companies Act, 1965, as amended from time to time and any re-enactment thereof   |
| ADA                                    | Authorised Depository Agent  |
| ADA Code                               | ADA (Broker) Code  |
| Bursa Depository or Central 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> )   |
| CDA                                    | Central Depositories Act   |
| CDS                                    | Central depository system  |
| FIC                                    | Foreign Investment Committee   |
| MITI                                   | Ministry of International Trade and Industry   |
| Official List                          | A list specifying all securities which have been admitted for listing on the Main Board and not removed  |
| ROC                                    | Registrar of Companies   |
| SC                                     | Securities Commission  |
| SC Guidelines                          | SC's Policies and Guidelines on Issue/Offer of Securities  |
| <b>Companies</b>                       |  |
| Aik Joo                                | Aik Joo Can Factory Sdn Bhd (3106-A)   |
| Ajcan                                  | Ajcan Sdn Bhd (096632-P)   |
| Can-One or the Company                 | Can-One Berhad (638899-K)  |
| Can-One Group or the Group             | Can-One and its subsidiaries, collectively   |
| Canzo                                  | Canzo Sdn Bhd (630828-H)   |
| Eller Axis or Offeror                  | Eller Axis Sdn Bhd (505852-K)  |
| Iska Tenaga                            | Iska Tenaga Sdn Bhd (505876-H)   |
| MIH or Issuing House                   | Malaysian Issuing House Sdn Bhd (258345-X)   |
| <b>Employees' Share Option Scheme</b>  |  |
| Employees' Share Option Scheme or ESOS | The scheme for the grant of Options to ESOS Eligible Employees to subscribe for new Can-One Shares of up to fifteen percent (15%) (or such other higher percentage as may be permitted by the relevant regulatory authority) of the total issued and paid-up share capital of the Company at any time during the existence of the scheme in accordance with the terms and provisions set out in the Bye-Laws |
| ESOS Eligible Employee                 | An employee or Director of the Group (both Executive and Non-Executive Director) who meets the criteria of eligibility for participation in the ESOS as set out in the Bye-Laws  |

## ABBREVIATIONS

| <b>Abbreviations</b>     | <b>Meanings</b>   |
|--------------------------|---|
| Grantee or Option Holder | An ESOS Eligible Employee who has accepted an Offer or any part thereof in the manner as set out in the Bye-Laws  |
| Offer                    | A written offer made by the Options Committee to an ESOS Eligible Employee for Options to subscribe for new Can-One Shares in the manner as set out in the Bye-Laws |
| Offer Date               | The date on which an Offer (including any subsequent Offer) is made by the Options Committee to an Eligible Employee to participate in the ESOS                     |
| Option(s)                | The right of an Option Holder to subscribe for new Can-One Shares pursuant to a contract constituted by the acceptance of an Offer by an ESOS Eligible Employee     |
| Options Committee        | The committee duly appointed and authorised by the Board to administer the ESOS as set out in the Bye-Laws  |
| Subscription Price       | The price at which an Option Holder shall be entitled to subscribe for new Can-One Shares as set out in the Bye-Laws  |

### Listing Scheme

|                        |  |
|------------------------|--|
| Acquisitions           | Acquisition of Aik Joo, Acquisition of Ajcan and Acquisition of Canzo, collectively, which were completed on 29 April 2005   |
| Acquisition of Aik Joo | Acquisition of 100% of the issued and paid-up share capital of Aik Joo comprising 10,000,000 ordinary shares of RM1.00 each for RM65,344,522 satisfied by the issuance of 130,399,996 new Can-One Shares at an issue price of approximately RM0.50 per Can-One Share |
| Acquisition of Ajcan   | Acquisition of 100% of the issued and paid-up share capital of Ajcan comprising 200,000 ordinary shares of RM1.00 each for RM1,050,409 to be wholly satisfied by cash by Can-One   |
| Acquisition of Canzo   | Acquisition of 100% of the issued and paid-up share capital of Canzo comprising 2 ordinary shares of RM1.00 each for RM2 satisfied by cash by Can-One  |
| Flotation Exercise     | Subdivision of Shares, Revaluation, Acquisitions, IPO and Listing, collectively  |
| IPO                    | Public Issue and Offer for Sale, collectively  |
| Listing                | Admission to the Official List and the listing of and quotation for the entire issued and paid-up share capital of Can-One comprising 152,400,000 Can-One Shares on the Main Board of Bursa Securities   |
| Offer for Sale         | Offer for sale by the Offeror of 33,528,000 Can-One Shares at an offer price of RM1.00 per Can-One Share payable in full on application comprising:  |

|   | <b>RM'000</b> |
|---|---------------|
| 14,478,000 Can-One Shares made available for application by placement to identified investors | 14,478        |
| 19,050,000 Can-One Shares reserved for Bumiputera investors approved by the MITI              | 19,050        |
| <b>Total</b>  | <b>33,528</b> |



## ABBREVIATIONS

| Abbreviations   | Meanings   |  |        |                         |       |   |       |  |       |              |               |
|---|--|--|--------|-------------------------|-------|---|-------|--|-------|--------------|---------------|
| Placement   | The placement of 22,858,000 Can-One Shares, forming part of the Public Issue and Offer for Sale, at the Public Issue/Offer Price to identified investors by the Placement Agent  |  |        |                         |       |   |       |  |       |              |               |
| Public Issue  | Public issue of 22,000,000 new Can-One Shares at an issue price of RM1.00 per Can-One Share payable in full on application comprising: <table border="1" data-bbox="576 510 1393 770"> <thead> <tr> <th></th> <th>RM'000</th> </tr> </thead> <tbody> <tr> <td>Share Allocation Scheme</td> <td>6,000</td> </tr> <tr> <td>8,380,000 new Can-One Shares available for application by placement to identified investors</td> <td>8,380</td> </tr> <tr> <td>7,620,000 new Can-One Shares available for application by the public investors</td> <td>7,620</td> </tr> <tr> <td><b>Total</b></td> <td><b>22,000</b></td> </tr> </tbody> </table> |  | RM'000 | Share Allocation Scheme | 6,000 | 8,380,000 new Can-One Shares available for application by placement to identified investors | 8,380 | 7,620,000 new Can-One Shares available for application by the public investors | 7,620 | <b>Total</b> | <b>22,000</b> |
|   | RM'000   |  |        |                         |       |   |       |  |       |              |               |
| Share Allocation Scheme   | 6,000  |  |        |                         |       |   |       |  |       |              |               |
| 8,380,000 new Can-One Shares available for application by placement to identified investors | 8,380  |  |        |                         |       |   |       |  |       |              |               |
| 7,620,000 new Can-One Shares available for application by the public investors              | 7,620  |  |        |                         |       |   |       |  |       |              |               |
| <b>Total</b>  | <b>22,000</b>  |  |        |                         |       |   |       |  |       |              |               |
| Public Issue/Offer Price  | Public issue/offer price of RM1.00 per Can-One Share   |  |        |                         |       |   |       |  |       |              |               |
| Revaluation   | Revaluation surplus net of deferred tax amounting to RM264,265 arising from the revaluation of lands and buildings of Aik Joo and Ajcan based on their NBV as at 31 December 2003 compared to their respective open market value   |  |        |                         |       |   |       |  |       |              |               |
| Share Allocation Scheme   | 6,000,000 new Can-One Shares reserved for eligible Directors, employees and business associates of the Can-One Group pursuant to the Public Issue  |  |        |                         |       |   |       |  |       |              |               |
| Subdivision of Shares   | The subdivision of par value of the existing ordinary shares in Can-One from RM1.00 each to RM0.50 each  |  |        |                         |       |   |       |  |       |              |               |
| Underwriting Agreement  | Underwriting agreement in respect of the following: <ul style="list-style-type: none"> <li>• entered into between SIBB, the Company and RHB Sakura Merchant Bankers Berhad dated 7 June 2005 in respect of the Public Issue Shares; and</li> <li>• entered into between Eller Axis and RHB Sakura Merchant Bankers Berhad dated 28 June 2005 in respect of the Offer Shares.</li> </ul>  |  |        |                         |       |   |       |  |       |              |               |
| <b>Financial Terms</b>  |  |  |        |                         |       |   |       |  |       |              |               |
| EPS   | Earnings per share   |  |        |                         |       |   |       |  |       |              |               |
| MI  | Minority interest  |  |        |                         |       |   |       |  |       |              |               |
| NBV   | Net book value   |  |        |                         |       |   |       |  |       |              |               |
| NTA   | Net tangible assets  |  |        |                         |       |   |       |  |       |              |               |
| PAT   | Profit after taxation  |  |        |                         |       |   |       |  |       |              |               |
| PBT   | Profit before taxation   |  |        |                         |       |   |       |  |       |              |               |
| PE multiple   | Price earnings multiple  |  |        |                         |       |   |       |  |       |              |               |

---

**ABBREVIATIONS**


---

| <b>Abbreviations</b>                         | <b>Meanings</b>   |
|--|---|
| <b>Securities</b>                            |   |
| Can-One Share(s)                             | Ordinary share(s) of RM0.50 each in Can-One   |
| IPO Shares                                   | Public Issue Shares and Offer Shares, collectively  |
| Offer Share(s)                               | The 33,528,000 Can-One Shares to be offered for sale by the Offeror pursuant to the Offer for Sale  |
| Public Issue Share(s)                        | The 22,000,000 new Can-One Shares to be issued by Can-One pursuant to the Public Issue  |
| Share(s)                                     | Ordinary share(s) of RM1.00 each  |
| <b>Others</b>                                |   |
| Articles                                     | Articles of Association   |
| ATM  | Automated teller machine  |
| Authorised Financial Institution             | The authorised financial institutions, namely CIMB Securities Sdn Bhd and Malayan Banking Berhad, participating in the Internet Share Applications, with respect to payments for the Public Issue Shares                                      |
| Board  | Board of Directors  |
| Confirmation Screen                          | The Confirmation Screen referred to in Section 17.6 of this Prospectus  |
| Electronic Prospectus                        | A copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including but not limited to CD-ROMs or floppy disks  |
| F&S  | Frost & Sullivan (M) Sdn Bhd (522293-W)   |
| FYE  | Financial year ended/ending 31 December   |
| Independent Market Research Report           | The independent market research report dated 30 April 2005 on the independent research and survey findings on the tin can manufacturing industry prepared by F&S, an independent market researcher, prepared for inclusion in this Prospectus |
| Internet Participating Financial Institution | The institutions participating in the Internet Share Applications, namely CIMB Securities Sdn Bhd and Malayan Banking Berhad.   |
| Internet Share Application                   | The application for the Public Issue Shares through an online share application service provided by the Internet Participating Financial Institutions   |
| kg. and gm.                                  | kilograms and grams respectively  |
| Latest Practicable Date                      | 31 May 2005, being the latest practicable date prior to the issuance of this Prospectus   |
| lb.  | Pounds  |
| p.a.   | Per annum   |
| Rahim & Co.                                  | Rahim & Co. Chartered Surveyors Sdn Bhd (69437-W)   |
| RM and sen                                   | Ringgit Malaysia and sen respectively   |
| sq. ft.                                      | square feet   |
| sq. metre                                    | square metre  |

---

**TABLE OF CONTENTS**


---

|  | <b>Page</b> |
|--|-------------|
| <b>1. CORPORATE DIRECTORY</b>  | <b>1</b>    |
| <b>2. INFORMATION SUMMARY</b>  |             |
| 2.1 History and Business   | 5           |
| 2.2 Promoters, Substantial Shareholders, Directors, Key Management and Key Technical Personnel                     | 6           |
| 2.3 Historical Financial Information   | 10          |
| 2.4 Proforma Consolidated Balance Sheets as at 31 December 2004  | 11          |
| 2.5 Audit Qualification in the Audited Accounts for the past five (5) financial years                              | 13          |
| 2.6 Summary of Material Risk Factors   | 13          |
| 2.7 Consolidated Profit and Dividend Forecast  | 14          |
| 2.8 Principal Statistics Relating to the IPO   | 15          |
| 2.9 Proforma Consolidated NTA as at 31 December 2004   | 16          |
| 2.10 Utilisation of Proceeds of the Public Issue   | 16          |
| 2.11 Working Capital, Borrowings, Material Litigation/Arbitration, Material Commitments and Contingent Liabilities | 16          |
| <b>3. INFORMATION ON THE IPO</b>   |             |
| 3.1 Opening and Closing of the Application Lists   | 20          |
| 3.2 Critical Dates in respect of the IPO   | 20          |
| 3.3 Purposes of the IPO  | 21          |
| 3.4 Number and Class of Can-One Shares   | 21          |
| 3.5 Details of the IPO   | 22          |
| 3.6 Basis of Arriving at the Public Issue/Offer Price  | 24          |
| 3.7 Minimum Shareholding and Subscription Rate   | 24          |
| 3.8 Utilisation of Proceeds of the IPO   | 24          |
| 3.9 Brokerage Fee, Underwriting Commission and Placement Fee   | 26          |
| 3.10 Salient Terms and Provisions of the Underwriting Agreement  | 27          |
| <b>4. RISK FACTORS</b>   |             |
| 4.1 Company Risks  | 29          |
| 4.2 Business Risks   | 32          |
| 4.3 Other Risks  | 35          |
| <b>5. INFORMATION ON THE CAN-ONE GROUP</b>   |             |
| 5.1 Background   | 37          |
| 5.2 Information on Subsidiaries  | 38          |
| 5.3 Flotation Exercise   | 40          |
| 5.4 ESOS   | 42          |
| 5.5 Business Overview  | 43          |
| 5.6 Industry Overview  | 54          |

---

**TABLE OF CONTENTS**


---

|  | <b>Page</b> |
|--|-------------|
| 5.7 Major Customers  | 62          |
| 5.8 Major Suppliers  | 63          |
| 5.9 Future Plans and Strategies  | 63          |
| <b>6. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS, KEY MANAGEMENT AND KEY TECHNICAL PERSONNEL OF THE CAN-ONE GROUP</b> | <b>65</b>   |
| <b>7. APPROVALS AND CONDITIONS</b>   |             |
| 7.1 Approvals Required   | 76          |
| 7.2 Conditions to the Approvals and Status of Compliance   | 76          |
| 7.3 Moratorium on Disposal of Can-One Shares   | 79          |
| <b>8. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST</b>   |             |
| 8.1 Related Party Transactions and Conflicts of Interest   | 80          |
| 8.2 Declaration by the Advisers, Auditors, Reporting Accountants, Solicitors, Valuers and Independent Market Researcher                  | 81          |
| <b>9. OTHER INFORMATION CONCERNING THE CAN-ONE GROUP</b>   |             |
| 9.1 Other Approvals, Major Licences and Permits  | 82          |
| 9.2 Summary of Properties  | 85          |
| <b>10. FINANCIAL INFORMATION</b>   |             |
| 10.1 Historical Financial Information  | 89          |
| 10.2 Analysis and Commentary on Financial Information  | 90          |
| 10.3 Directors' Declaration on Financial Performance   | 95          |
| 10.4 Working Capital, Borrowings, Material Litigation/Arbitration, Material Commitments and Contingent Liabilities                       | 95          |
| 10.5 Consolidated Profit Forecast  | 97          |
| 10.6 Reporting Accountant's Letter on the Consolidated Profit Forecast   | 98          |
| 10.7 Directors' Analysis and Commentary on the Consolidated Profit Forecast  | 104         |
| 10.8 Trade Debtors Ageing Analysis   | 104         |
| 10.9 Sensitivity Analysis  | 105         |
| 10.10 Dividend Forecast and Policy   | 106         |
| 10.11 Proforma Consolidated Balance Sheets as at 31 December 2004  | 107         |
| 10.12 Reporting Accountants' Letter on the Proforma Consolidated Balance Sheets as at 31 December 2004                                   | 111         |
| <b>11. ACCOUNTANTS' REPORT</b>   | <b>112</b>  |
| <b>12. EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT</b>   | <b>140</b>  |

---

**TABLE OF CONTENTS**


---

|   | <b>Page</b> |
|---|-------------|
| <b>13. VALUATION CERTIFICATES</b>   | <b>151</b>  |
| <b>14. DRAFT ESOS BYE-LAWS</b>  | <b>158</b>  |
| <b>15. DIRECTORS' REPORT</b>  | <b>172</b>  |
| <b>16. ADDITIONAL INFORMATION</b>   |             |
| 16.1 Share Capital  | 173         |
| 16.2 Articles   | 174         |
| 16.3 Directors and Substantial Shareholders   | 179         |
| 16.4 General  | 182         |
| 16.5 Material Litigation/Arbitration  | 182         |
| 16.6 Material Contracts   | 182         |
| 16.7 Material Agreements  | 184         |
| 16.8 Public Take-over Offers  | 184         |
| 16.9 Consents   | 184         |
| 16.10 Documents Available for Inspection  | 185         |
| 16.11 Responsibility Statements   | 185         |
| <b>17. PROCEDURE FOR APPLICATION AND ACCEPTANCE</b>   |             |
| 17.1 Opening and Closing of Application Lists   | 186         |
| 17.2 Methods of Applications  | 186         |
| 17.3 Procedures for Applications  | 186         |
| 17.4 Applications using Application Forms   | 187         |
| 17.5 Applications using Electronic Share Application through a Participating<br>Financial Institution's ATM | 192         |
| 17.6 Applications using Internet Share Application  | 197         |
| 17.7 Applications and Acceptances   | 203         |
| 17.8 CDS Accounts   | 204         |
| 17.9 Notice of Allotment  | 205         |
| 17.10 List of ADA   | 206         |