

## **RESPONSIBILITY STATEMENTS**

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS, PROMOTERS AND OFFEROR OF MELATI EHSAN HOLDINGS BERHAD (“MEH” OR “COMPANY”) 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 AND/OR MISLEADING. THE DIRECTORS OF THE COMPANY HEREBY ACCEPT FULL RESPONSIBILITY FOR THE PROFORMA CONSOLIDATED PROFIT AND/OR CASH FLOW FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE PROFORMA CONSOLIDATED PROFIT AND/OR CASH FLOW FORECAST HAVE BEEN PREPARED BASED ON ASSUMPTIONS MADE.

MIMB INVESTMENT BANK BERHAD, BEING THE ADVISER, 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 AND OFFER FOR SALE (AS HEREINAFTER DEFINED) AND IS SATISFIED THAT THE PROFORMA CONSOLIDATED PROFIT AND/OR CASHFLOW FORECAST (FOR WHICH THE DIRECTORS OF MEH ARE FULLY RESPONSIBLE), PREPARED FOR INCLUSION IN THIS PROSPECTUS HAVE BEEN STATED BY THE DIRECTORS AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS.

## **STATEMENTS OF DISCLAIMER**

THE SECURITIES COMMISSION (“SC”) HAS ON 6 DECEMBER 2006 APPROVED THE PUBLIC ISSUE AND OFFER FOR SALE BUT THE APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE PUBLIC ISSUE AND/OR OFFER FOR SALE.

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY 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.**

ADMISSION TO THE OFFICIAL LIST OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE INVITATION, THE COMPANY OR OF ITS ORDINARY SHARES.

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

INVESTORS ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THE PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 57, 58 AND 153 OF THE SC ACT, 1993.

THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM THE BURSA SECURITIES WEBSITE AT [www.bursamalaysia.com](http://www.bursamalaysia.com).

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**INDICATIVE TIMETABLE**

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

<b>Event</b>	<b>Indicative Date</b>
Date of Prospectus / Opening date of Applications for the Public Issue Shares / Offer for Sale Shares	26 February 2007
Closing date of Applications for the Public Issue Shares/ Offer for Sale Shares	5 March 2007 5.00 p.m.
Date of Balloting of Applications	7 March 2007
Despatch of Notices of Allotment for the MEH Shares to successful applicants	14 March 2007
Listing of and quotation for MEH's entire enlarged issued and paid-up share capital on the Main Board of Bursa Securities	19 March 2007

Our Directors and the Underwriter may mutually decide, at their absolute discretion to extend the closing date of the applications to a later date. Should the closing date of the applications be extended, the dates for the balloting, allotment and listing of our Company's entire enlarged issued and paid-up share capital on the Main Board of Bursa Securities might be extended accordingly. We will notify all parties via advertisements in widely circulated English and Bahasa Malaysia newspapers in the event there is an extension of time on the closing date of the applications.

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**DEFINITIONS**


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Except where the context otherwise requires, the following definitions (in alphabetical order) shall apply throughout this Prospectus:

“ADA”	:	Authorised Depository Agent
“Act”	:	The Companies Act, 1965
“Acquisitions”	:	BMSB Acquisition and Kery Acquisition, collectively
“AESB”	:	Alpine Equity (M) Sdn Bhd
“Application”	:	The application(s) for the Public Issue Shares by way of Application Form
“Application Form”	:	The printed Application Form for application of the Public Issue Shares
“BMSB”	:	Bayu Melati Sdn Bhd
“BMSB Acquisition”	:	The acquisition by MEH of the entire issued and paid-up share capital of BMSB for a total purchase consideration of RM35,450,919 to be satisfied by the issuance of BMSB Consideration Shares
“BMSB Consideration Shares”	:	70,901,838 new MEH Shares to be issued at par pursuant to the BMSB Acquisition
“Board ” or “our Board”	:	Board of Directors of MEH
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd
“CDS”	:	Central Depository System
“Consideration Shares”	:	BMSB Consideration Shares and Kery Consideration Shares, collectively
“DBKL”	:	Datuk Bandar Kuala Lumpur
“Deloitte”	:	Deloitte KassimChan
“Desalink”	:	Desalink Sdn Bhd
“EPS”	:	Earnings per share
“FIC”	:	Foreign Investment Committee
“FYE”	:	Financial year ended/ending
“HMSB”	:	Harta Mantap Sdn Bhd
“Issue Price”	:	RM1.28 per Public Issue Share
“JKR”	:	Jabatan Kerja Raya Malaysia
“Kery”	:	Pembinaan Kery Sdn Bhd
“Kery Acquisition”	:	The acquisition by MEH of the entire issued and paid-up share capital of Kery for a total purchase consideration of RM10,796,796 to be satisfied by the issuance of Kery Consideration Shares

**DEFINITIONS (cont'd)**

“Kery Consideration Shares”	:	21,593,592 new MEH Shares to be issued at par pursuant to the Kery Acquisition
“Listing”	:	Acquisitions, Shareholders’ Arrangement, Public Issue, Offer For Sale and admission to the Official List and the listing of and quotation for the entire issued and paid-up share capital of MEH comprising 120,000,434 MEH Shares on the Main Board of Bursa Securities, collectively
“Listing Requirements”	:	Listing Requirements of Bursa Securities
“LPD”	:	29 January 2007, being the latest practicable date prior to the registration of the Prospectus
“MECSB”	:	Melati Ehsan Corporation Sdn Bhd
“MEDSB”	:	Melati Ehsan Development Sdn Bhd
“MEH” or “our Company”	:	Melati Ehsan Holdings Berhad, an investment holding company incorporated to facilitate the implementation of the Listing
“MEH Share(s)” or “Share(s)”	:	Ordinary share(s) of MEH of RM0.50 each
“Melati Group” or “our Group”	:	MEH, BMSB and Kery, collectively
“MESB”	:	Melati Ehsan (M) Sdn Bhd
“MIDFCCS”	:	MIDF Consultancy and Corporate Services Sdn Bhd
“MIMB”	:	MIMB Investment Bank Berhad
“MITI”	:	Ministry of International Trade and Industry
“MLSB”	:	Mega Legacy (M) Sdn Bhd
“NTA”	:	Net tangible assets
“Offeror”	:	MECSB
“Offer for Sale”	:	Offer for sale by the Offeror of 4,000,000 MEH Shares at the Offer Price
“Offer for Sale Shares”	:	4,000,000 MEH Shares to be offered pursuant to the Offer for Sale at the Offer Price
“Offer Price”	:	RM1.28 per Offer For Sale Share
“PAT”	:	Profit after taxation
“PBT”	:	Profit before taxation
“PKNS”	:	Perbadanan Kemajuan Negeri Selangor
“Promoter(s)”	:	The Promoters of MEH are Dato’ Yap Suan Chee, Ir Tan Hong Hing @ Tan Eng Hing, Radzulai Bin Yahaya, Dato’ Mohd Zain Bin Yahya and Zaitun Binti Dato’ Seri Abu Bakar, collectively
“Public Issue”	:	Public issue of 27,505,000 new MEH Shares at the Issue Price
“Public Issue Shares”	:	27,505,000 new MEH Shares to be issued and credited as fully paid-up pursuant to the Public Issue
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“SC”	:	Securities Commission
“SC Guidelines”	:	Policies and Guidelines on Issue/Offer of Securities issued by the SC

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**DEFINITIONS (cont'd)**

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“Shareholders’ Arrangement”	:	Shareholders’ Arrangement I, Shareholders’ Arrangement II and Shareholders’ Arrangement III collectively
“Shareholders’ Arrangement I”	:	Transfer by Dato’ Yap Suan Chee Suan Chee and Datin Teng Siew Kean of their entire equity interest in MEH after the Acquisitions to MECSB
“Shareholders’ Arrangement II”	:	Transfer by Zaitun Binti Dato’ Seri Abu Bakar and Dato’ Mohd Zain Bin Yahya of their entire equity interest in MEH after the Acquisitions to SPEK
“Shareholders’ Arrangement III”	:	Transfer by Radzulai Bin Yahaya of his entire equity interest in MEH after the Acquisitions to Desalink
“SPEK”	:	SP Epark Konsortium Sdn Bhd
“TNB”	:	Tenaga Nasional Berhad
“TPPT”	:	TPPT Sdn Bhd (a subsidiary of Bank Negara Malaysia)

References to “we”, “us”, “our” and “ourselves” are to our Company unless the context otherwise requires. References to “Management” are to our Directors and key management and technical personnel as at the date of this Prospectus and statements as to our beliefs, expectations and opinions are those of our Management.

In this Prospectus, words importing the singular, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable include the feminine and vice versa. Reference to persons shall, where applicable, include corporations.

Any reference in this Prospectus to any enactment is a reference to that enactment as for the time being amended or re-enacted.

For the purpose of this Prospectus, reference to time relates to Malaysian time.

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## 1. CORPORATE INFORMATION

### BOARD OF DIRECTORS

Directors	Address	Occupation	Nationality
Dato' Dr. Ku Abd Rahman Bin Ku Ismail (Independent Non-Executive Chairman)	10, Jalan 9/5, 46000 Petaling Jaya, Selangor Darul Ehsan	Company Director	Malaysian
Dato' Yap Suan Chee (Managing Director)	No. 5, Jalan Titiwangsa 53200 Kuala Lumpur	Company Director	Malaysian
Ir Tan Hong Hing @ Tan Eng Hing (Executive Director)	No. 94, Jalan 1-3 Taman Melawati 53100 Kuala Lumpur	Company Director	Malaysian
Radzulai Bin Yahaya (Executive Director)	No.8, Jalan 3 Taman Seri Teratai 44000 Kuala Kubu Bharu Selangor Darul Ehsan	Company Director	Malaysian
Dato' Mohd Zain Bin Yahya (Non-Independent Non-Executive Director)	7390 Jalan Akik Taman Setia Gombak 53100 Selangor Darul Ehsan	Company Director	Malaysian
Datuk Alias Bin Ali (Independent Non-Executive Director)	40, Jalan 12/14, 46200 Petaling Jaya, Selangor Darul Ehsan	Company Director	Malaysian
Datuk Iskandar Dzakurnain Bin Badarudin (Independent Non-Executive Director)	3, Jalan 9/4C, Seksyen 9, 40100 Shah Alam, Selangor Darul Ehsan	Company Director	Malaysian
Lim Tong Hee (Executive Director)	31 Jalan Kenyalang 11/9 PJU 5, Kota Damansara 47810 Petaling Jaya Selangor Darul Ehsan	Company Director	Malaysian

### AUDIT COMMITTEE

Name	Designation	Directorship
Dato' Dr. Ku Abd Rahman Bin Ku Ismail	Chairman	Independent Non-Executive Chairman
Datuk Alias Bin Ali	Member	Independent Non-Executive Director
Lim Tong Hee	Member	Executive Director

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**1. CORPORATE INFORMATION** *(cont'd)*

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<b>COMPANY SECRETARIES</b>	:	Chan Chee Yean (MAICSA 7029178) 9-13-3A Block E Sri Sentosa AC4, Jalan 1/133 Jalan Klang Lama 58000 Kuala Lumpur
		Chow Chooi Yoong (MAICSA 0772574) No. 48, Jalan USJ 5/1G 47610 UEP Subang Jaya Selangor Darul Ehsan
<b>HEAD /MANAGEMENT &amp; REGISTERED OFFICE</b>	:	No. 5, Jalan Titiwangsa 53200 Kuala Lumpur
		Telephone no.: 03 – 4022 2177 Facsimile no .: 03 – 4024 1921
<b>REPORTING ACCOUNTANTS AND AUDITORS</b>	:	Deloitte KassimChan (AF 0080) Level 19, Uptown 1, Damansara Uptown, 1, Jalan SS21/ 58, 47400 Petaling Jaya
		Telephone no.: 03 - 7723 6500
<b>SOLICITORS FOR LISTING EXERCISE</b>	:	Lee, Perara & Tan, 55, Jalan Thambapillai Off Jalan Tun Sambathan Brickfields 50470 Kuala Lumpur
		Telephone no.: 03 - 2273 4307
<b>PRINCIPAL BANKERS</b>	:	United Overseas Bank (Malaysia) Bhd Level 11, Menara UOB P.O. Box 11212 Jalan Raja Laut 50738 Kuala Lumpur
		Telephone no.: 03 – 2692 7722
		Malayan Banking Berhad No. 343, Jalan Pahang 53000 Kuala Lumpur
		Telephone no.: 03 - 4021 5311
<b>ISSUING HOUSE</b>	:	MIDF Consultancy and Corporate Services Sdn Bhd 12 <sup>th</sup> Floor, MIDF Building 195A, Jalan Tun Razak 50400 Kuala Lumpur
		Telephone no.: 03 – 2161 3355
<b>SHARE REGISTRAR</b>	:	Insurban Corporate Services Sdn Bhd 149, Jalan Aminuddin Baki Taman Tun Dr. Ismail 60000 Kuala Lumpur
		Telephone no.: 03 – 7729 5529

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**1. CORPORATE INFORMATION** *(cont'd)*

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**ADVISER, UNDERWRITER AND  
PLACEMENT AGENT** : MIMB Investment Bank Berhad  
12<sup>th</sup> Floor, Menara EON Bank  
288, Jalan Raja Laut  
50350 Kuala Lumpur  
  
Telephone no.: 03 – 2691 0200

**STOCK EXCHANGE LISTING  
SOUGHT** : Main Board of Bursa Securities

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