





SAMCHEM HOLDINGS **BERHAD PROSPECTUS**

SAMCHEM HOLDINGS BERHAD (Company Number 797567-U) (Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF UP TO 21,363,000 NEW ORDINARY SHARES OF RM0.50 EACH IN SAMCHEM HOLDINGS BERHAD COMPRISING:

- UP TO 6,800,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- •
- INDUSTRY; AND
- TO IDENTIFIED INVESTORS;

OFFER FOR SALE OF 19,500,000 ORDINARY SHARES OF RM0.50 EACH TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY

AT AN ISSUE/OFFER PRICE OF RM0.71 PER ORDINARY SHARE PAYABLE IN FULL UPON APPLICATION IN CONJUNCTION WITH THE LISTING OF SAMCHEM HOLDINGS BERHAD ON THE MAIN BOARD OF **BURSA MALAYSIA SECURITIES BERHAD**

Financial Adviser, Managing Underwriter, Underwriter and Placement Agent

RHB INVESTMENT BANK BERHAD (Company Number 19663-P) (A Participating Organisation of Bursa Malaysia Securities Berhad)

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FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY **PROSPECTIVE INVESTORS, SEE "RISK FACTORS" IN SECTION 3 OF THIS PROSPECTUS**

www.samchem.com.my



UP TO 3,000,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY THE ELIGIBLE EMPLOYEES, DIRECTORS AND PERSONS WHO HAVE CONTRIBUTED TO THE SUCCESS OF SAMCHEM HOLDINGS BERHAD AND ITS SUBSIDIARY COMPANIES;

8,140,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR PRIVATE PLACEMENT TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND

3,423,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE BY WAY OF PRIVATE PLACEMENT

AND



Underwriter



MIDE Amanah Investment Bank Berhad

THIS PROSPECTUS IS DATED 22 MAY 2009

IMPORTANT NOTICE

OUR DIRECTORS, PROMOTERS AND THE OFFERORS HAVE SEEN AND APPROVED THIS PROSPECTUS AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS PROSPECTUS. THEY 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 WHICH, IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING.

RHB INVESTMENT BANK BERHAD ("RHB INVESTMENT BANK"), BEING OUR FINANCIAL 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 INITIAL PUBLIC OFFERING.

THE SECURITIES COMMISSION ("SC") HAS APPROVED THIS ISSUE, OFFER OR INVITATION IN RESPECT OF OUR INITIAL PUBLIC OFFERING AND THAT THE APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE INITIAL PUBLIC OFFERING.

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF OUR COMPANY. THE SC ALSO TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS AND 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. YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF YOUR INVESTMENT IN OUR SHARES. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR 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 OUR 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 PART OF THE CONTENTS OF THIS PROSPECTUS. OUR ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE INITIAL PUBLIC OFFERING, OUR COMPANY OR OF OUR SHARES.

THE VALUATION APPROVED OR ACCEPTED BY THE SC SHALL ONLY BE USED FOR THE PURPOSE OF THE CORPORATE PROPOSAL SUBMITTED TO AND APPROVED BY THE SC. THE SAME IS NOT AN INDICATION THAT THE SC ENDORSES THE VALUE OF THE SUBJECT ASSETS FOR ANY OTHER PURPOSE.

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

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT, 2007 ("CMSA").

OUR SECURITIES ARE CLASSIFIED AS SHARIAH-COMPLIANT BY THE SHARIAH ADVISORY COUNCIL OF THE SC BASED ON THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF SAMCHEM SDN BHD (OUR WHOLLY-OWNED SUBSIDIARY) FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2007 AND THIS CLASSIFICATION REMAINS VALID FROM THE DATE OF THIS PROSPECTUS UNTIL THE NEXT SHARIAH COMPLIANCE REVIEW, WHICH WILL BE UNDERTAKEN BY THE SHARIAH ADVISORY COUNCIL OF THE SC, AND THE NEW STATUS IS RELEASED IN THE UPDATED LIST OF SHARIAH-COMPLIANT SECURITIES, EITHER ON THE LAST FRIDAY OF THE MONTH OF MAY OR NOVEMBER. YOU CAN ALSO VIEW OR DOWNLOAD THIS PROSPECTUS FROM THE WEBSITE OF BURSA SECURITIES AT www.bursamalaysia.com.

A COPY OF THIS PROSPECTUS SO REGISTERED IS AVAILABLE ON THE WEBSITES OF RHB BANK BERHAD AT <u>www.rhbbank.com.my</u>, MALAYAN BANKING BERHAD AT <u>www.maybank2u.com.my</u> (VIA HYPERLINK TO BURSA SECURITIES) AND ON THE WEBSITES OF CIMB INVESTMENT BANK BERHAD AT <u>www.eipocimb.com</u>, CIMB BANK BERHAD AT <u>www.cimbclicks.com.my</u> AND AFFIN BANK BERHAD AT <u>www.affinOnline.com</u>.

YOU ARE ADVISED THAT THE INTERNET IS NOT A FULLY SECURED MEDIUM, AND THAT YOUR INTERNET SHARE APPLICATION (AS DEFINED HEREIN) MAY BE SUBJECT TO THE RISKS OF PROBLEMS OCCURRING DURING THE 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 INSTITUTIONS (AS DEFINED HEREIN). THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS. IF YOU DOUBT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US, OUR FINANCIAL ADVISER OR THE ISSUING HOUSE, A PAPER/PRINTED COPY OF THIS PROSPECTUS. IN THE EVENT OF ANY DISCREPANCIES ARISING BETWEEN THE CONTENTS OF THE 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 RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (REFERRED TO AS "THIRD PARTY INTERNET SITES"), WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:

- (I) WE AND OUR FINANCIAL ADVISER DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY WITH THE THIRD PARTY INTERNET SITES AND ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENTS OR ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU SHALL BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;
- (II) WE AND OUR FINANCIAL ADVISER ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, FOR FULFILLING ANY OF THE TERMS OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. WE AND OUR FINANCIAL ADVISER ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COSTS THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, INFORMATION, FILES OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- (III) ANY DATA, INFORMATION, FILES OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. WE AND OUR FINANCIAL ADVISER ARE NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR 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 INSTITUTIONS, YOU ARE ADVISED THAT:

- (I) THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS ARE ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS SITUATED ON THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS 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 INSTITUTIONS AND THEREAFTER COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES; AND
- (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 SECURED MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS SHALL NOT BE LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS, YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR 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 YOUR 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 INSTITUTIONS, AND/OR PROBLEMS OCCURING DURING DATA TRANSMISSION, WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR 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 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 INITIAL PUBLIC OFFERING AND OFFER FOR SALE 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 INITIAL PUBLIC OFFERING AND OFFER FOR SALE TO WHICH THIS PROSPECTUS RELATES IS ONLY AVAILABLE TO PERSONS RECEIVING THIS PROSPECTUS ELECTRONICALLY OR OTHERWISE WITHIN MALAYSIA.

TENTATIVE TIMETABLE

The following events are intended to take place on the following tentative dates:

Event	Tentative date
Opening of the initial public offering ("IPO")	22 May 2009 at 9.00 a.m.
Closing of the IPO	10 June 2009 at 5.00 p.m.
Tentative date of balloting of applications	12 June 2009
Tentative date of allotment of Samchem Shares (as defined herein)	16 June 2009
Tentative listing date	23 June 2009

The applications for Issue Shares and/or Offer Shares (as herein defined) pursuant to the IPO will close on the time and date stated above or such later date or dates as our Directors, Offerors (as herein defined) together with our Managing Underwriter may in their absolute discretion mutually decide. Should the closing date of the application be extended, the dates for the balloting of the application, despatch of notice of allotment and listing of and quotation for the entire enlarged issued and paid-up share capital of Samchem (as herein defined) on the Main Board of the Bursa Securities will be extended accordingly. We will announce any extension of time for the application of the IPO by way of advertisements in widely circulated English and Bahasa Malaysia newspapers within Malaysia.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include companies and corporations.

All references to dates and times are references to dates and times in Malaysia.

All references to "our Company" and "Samchem" in this Prospectus are to Samchem Holdings Berhad, references to "our Group" is to our Company and our subsidiaries taken as a whole and references to "we", "us", "our" and "ourselves" are to our Company and our subsidiaries, save where the context otherwise requires. Any references in this Prospectus to the business operated prior to the Acquisitions (as hereinafter defined) shall be taken as if we had carried on such business, and references to "we", "us", "our", "our", "ourselves" and "our Group" shall be construed accordingly.

References to "our Management", "our Directors" and "our Board of Directors" refer to the management, Directors and Board of Directors of our Company and our subsidiaries as at the date of this Prospectus; and references to "our share capital" in Section 2 (Particulars of the IPO) of this Prospectus and elsewhere refers to the share capital of Samchem Holdings Berhad.

For the purpose of illustration in this Prospectus, all references to "distributorship rights", "distributorship agreements" and/or "distributorship arrangements" refer to our rights of distributorship which is evidence in writing and/or by the conduct of the parties. In addition, all references to the term "formal" followed by "distributorship rights", "distributorship agreements" and/or "distributorship arrangements" and/or "distributorship arrangements" of distributorship arrangements" of distributorship arrangements.

This Prospectus includes statistical data provided by various third parties and cites third party projections regarding growth and performance of the industry in which we operate. This data is taken or derived from information published by publicly available sources. In each such cases, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originates from us. In particular, certain information in this Prospectus is extracted or derived from the independent market research report by Dun & Bradstreet (D&B) Malaysia Sdn Bhd. We believe that the statistical data and projections cited in this Prospectus are useful in helping you understand the major trends in the industry in which we operate. However, neither ourselves nor our advisers have verified these figures.

We and our advisers do not make any representation as to the correctness, accuracy or completeness of such data. You should not place undue reliance on the statistical data cited in this Prospectus. Similarly, third-party projections, including the projections from the independent market research report by Dun & Bradstreet (D&B) Malaysia Sdn Bhd, cited in this Prospectus are subject to uncertainties that could cause actual data to differ materially from the projected figures. We give no assurance that the projected figures will be achieved.

The information on our website, or any website directly or indirectly linked to such website does not form part of this Prospectus and you should not rely on it.

FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, plans and objectives of our Management for future operations, are forward-looking statements.

Such forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors which may cause our actual results, our performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our Management's current view with respect to future events and are not a guarantee of future performance.

Forward-looking statements can be identified by the use of forward-looking terminology such as the words "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or similar expressions and include all statements that are not historical facts.

Such forward-looking statements include, without limitation, statements relating to:

- (i) demand for our products and services;
- (ii) our business strategies;
- (iii) plans and objectives of our Management for future operations;
- (iv) our financial position; and
- (v) our future earnings, cash flows and liquidity.

Our actual results may differ materially from the information contained in such forward-looking statements as a result of numerous factors beyond our control, including, without limitation:

- (i) the economic, political and investment environment in Malaysia and globally; and
- (ii) government policies, legislations or regulations.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Section 3 (Risk Factors) of this Prospectus. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus. Subject to any applicable laws, rules, regulations and guidelines having the force of law, we expressly disclaim any obligation or undertaking to release publicly any update or revision to any forward-looking statements contained in this Prospectus to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

DEFINITIONS

In this Prospectus, unless otherwise indicated, the following words and abbreviations shall apply throughout:

Acquisitions	:	Acquisition of SCSB, Acquisition of SC Industries, Acquisition of Eweny Chemicals, Acquisition of TN Chemie, Acquisition of TN Industries, Acquisition of SC Logistics, Acquisition of SCsphere and Acquisition of SC Enviro, collectively
Acquisition of Eweny Chemicals	:	Acquisition by us of the entire issued and paid-up share capital of Eweny Chemicals amounting to RM500,000 comprising 500,000 ordinary shares of RM1.00 each in Eweny Chemicals for a purchase consideration of RM2,847,295 which was satisfied by the issuance of 1,708,376 new Samchem Shares at an issue price of RM0.50 per Samchem Share, credited as fully paid-up and the creation of an amount owing from Samchem to SCSB amounting to RM1,993,107 which was completed on 21 February 2009
Acquisition of SCSB	:	Acquisition by us of the entire issued and paid-up share capital of SCSB amounting to RM12,065,760 comprising 12,065,760 ordinary shares of RM1.00 each in SCSB for a purchase consideration of RM52,732,343, which was satisfied by the issuance of 105,464,700 new Samchem Shares at an issue price of approximately RM0.50 per Samchem Share, credited as fully paid-up, which was completed on 21 February 2009
Acquisition of SCsphere	:	Acquisition by us of 70,000 ordinary shares of RM1.00 each in SCsphere representing 70% of the entire issued and paid-up share capital of SCsphere for a purchase consideration of RM307,747 which was satisfied by the creation of an amount owing from Samchem to SCSB on 21 February 2009
Acquisition of SC Enviro	:	Acquisition by us of 380,000 ordinary shares of RM1.00 each in SC Enviro representing 76% of the entire issued and paid-up share capital of SC Enviro for a purchase consideration of RM266,204 which was satisfied by the creation of an amount owing from Samchem to SCSB on 21 February 2009
Acquisition of SC Industries	:	Acquisition by us of the entire issued and paid-up share capital of SC Industries amounting to RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each in SC Industries for a purchase consideration of RM3,457,814 which was satisfied by the issuance of 2,074,688 new Samchem Shares at an issue price of RM0.50 per Samchem Share, credited as fully paid-up and the creation of an amount owing from Samchem to SCSB amounting to RM2,420,470 which was completed on 21 February 2009
Acquisition of SC Logistics	:	Acquisition by us of 175,000 ordinary shares of RM1.00 each in SC Logistics representing 70% of the entire issued and paid-up share capital of SC Logistics for a purchase consideration of RM308,195 which was satisfied by the creation of an amount owing from Samchem to SCSB on 21 February 2009
Acquisition of TN Chemie	:	Acquisition by us of the entire issued and paid-up share capital of TN Chemie amounting to RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each in TN Chemie for a purchase consideration of RM8,982,054 which was satisfied by the the issuance of 5,389,232 new Samchem Shares at an issue price of approximately RM0.50 per Samchem Share, credited as fully paid-up and the creation of an amount owing from Samchem to SCSB amounting to RM6,287,438 which was completed on 21 February 2009

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DEFINITIONS (Cont'd)		
Acquisition of TN Industries	:	Acquisition by us of 350,000 ordinary shares of RM1.00 each in TN Industries representing 70% of the entire issued and paid-up share capital of TN Industries for a purchase consideration of RM342,665 which was satisfied by the creation of an amount owing from Samchem to SCSB on 21 February 2009
Act	:	Companies Act, 1965 or any statutory modification, amendment or re- enactment thereof for the time being in force
ADA	:	Authorised Depository Agent
Application Form(s)	:	The application form(s) for the application of the Issue Shares and Offer Shares accompanying this Prospectus
ATM	:	Automated teller machine
Authorised Financial Institution(s)	:	The authorised financial institution(s) participating in the Internet Share Applications with respect to payments for the Issue Shares and/or Offer Shares
BASF PETRONAS	:	BASF PETRONAS Chemicals Sdn Bhd (451307-K)
Board	:	Board of Directors of our Company
Bumiputera Placement	:	8,140,000 Issue Shares at an issue price of RM0.71 per Issue Share to be placed to Bumiputera investors approved by MITI
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CAGR	:	Compounded annual growth rate
CDS	:	Central Depository System
CICM	:	Chemical Industries Council of Malaysia
CMSA	:	Capital Markets and Services Act 2007, including any statutory modification, amendment or re-enactment thereof
Cut-off Date	:	The date upon certain conditions precedent as stipulated in the S&P Agreements have been fulfilled
D&B / Independent Mar Researcher	ket :	Dun & Bradstreet (D&B) Malaysia Sdn Bhd (527570-M)
D&B Report	:	D&B's independent market research report dated 24 April 2009
Dividend Payment	:	On 18 December 2008, SCSB had declared a dividend of 30% from its PAT and including dividends declared by Eweny Chemicals, SC Industries, SC Logistics, TN Industries, TN Chemie, SCsphere and SC Enviro generated between 1 January 2008 and 30 September 2008, which amounted to approximately RM2,664,562 to its respective shareholders
Director(s)	:	Director(s) of our Company and shall have the meaning given in Section 4 of the Act

DEFINITIONS (Cont'd) EBIT Earnings before interest and taxation Earnings before interest, taxation, depreciation and amortisation EBITDA Equity Compliance Unit of the SC ECU : Copy of this Prospectus that is issued, circulated or disseminated via the **Electronic Prospectus** : Internet, and/or an electronic storage medium, including but not limited to CD-ROMs or floppy diskettes Electronic Share Application Application for the Issue Shares and/or Offer Shares through a Participating : Financial Institution's ATM EPS Earnings per share ٠ ERP Enterprise Resource Planning Eweny Chemicals Sdn Bhd (191607-V), our wholly-owned subsidiary Eweny Chemicals : ExxonMobil Chemical Malaysia Sdn Bhd (4371-P) ExxonMobil : Foreign Investment Committee FIC • Guidelines on the Acquisition of Interests, Mergers and Take-overs by FIC Guidelines : Local and Foreign Interests issued by the FIC, including any amendments made thereto from time to time The Acquisitions, IPO and Listing, collectively Flotation Scheme : FPE Financial period ended/ending : FYE Financial year(s) ended/ending 31 December Gross domestic product GDP Hong Kong Dollar HK\$ HSE Health, safety and environment ICT Information Communication Technology The institution(s) participating in the Internet Share Applications, namely, Internet Participating Financial : Institution(s) RHB Bank Berhad, Malayan Banking Berhad, CIMB Bank Berhad, CIMB Investment Bank Berhad and Affin Bank Berhad The application(s) for the Issue Shares and/or Offer Shares through an Internet Share Application(s) : online share application service provided by the Internet Participating Financial Institution(s) This initial public offering of Shares comprising the Public Issue and the IPO / Initial Public Offering : Offer for Sale RM0.71 for each IPO Share **IPO Price** : Issue Share(s) and/or Offer Share(s) IPO Share(s) : ISO International Organization for Standardization •

DEFINITIONS (Cont'd)		
Issue Share(s)	:	Up to 21,363,000 new Samchem Shares to be issued pursuant to the Public Issue, subject to the terms and conditions of this Prospectus
LBT	:	Loss before taxation
Listing	:	Admission of Samchem to the Official List of Bursa Securities and the listing of and quotation for the entire enlarged issued and paid-up share capital of Samchem of up to RM68,000,000 comprising up to 136,000,000 Shares on the Main Board of Bursa Securities
LPD/ Latest Practicable Date	:	31 March 2009 being the latest practicable date prior to the issuance of this Prospectus
Listing Requirements	:	Listing Requirements of Bursa Securities and any amendments thereto
M&A	:	Memorandum and Articles of Association
Malaysian Public	:	Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
Managing Underwriter	:	RHB Investment Bank
Market Day	:	Any day on which Bursa Securities is open for the trading of securities
MATRADE	:	Malaysia External Trade Development Corporation
Maximum Scenario	:	Representing the scenario where 21,363,000 Issue Shares are issued assuming the Issue Shares are fully subscribed for by the respective applicants. For further details, please refer to Sections 2.4 and 2.5 of this Prospectus
MI	:	Minority interests
MIDF or Issuing House	:	MIDF Consultancy and Corporate Services Sendirian Berhad (11324-H)
MIDF Amanah Investment Bank	:	MIDF Amanah Investment Bank Berhad (23878-X)
Minimum Scenario	:	Representing the scenario where the minimum subscription level for the Public Issue of 15,551,000 Issue Shares which was determined by the Board based on the various factors such as the level of funding requirements by the Group, the extent of the Bumiputera shareholding requirement and the public shareholding spread required. For further details, please refer to Sections 2.4 and 2.5 of this Prospectus
MITCO	:	Malaysian International Trading Corporation Sdn Bhd (80474-V)
MITI	:	Ministry of International Trade and Industry
MNC(s)	:	Multinational Corporations
m ³	:	Cubic meters
MT	:	Metric Tonne
NA	:	Net assets
NDP	:	National Development Policy

DEFINITIONS (Cont'd)	_				
NTA	:	Net tangible assets			
Offer for Sale	:	Offer for sale by the Offerors of RM0.71 per Offer Shar Bumiputera investors to be app	e, payable in		
Offer Share(s)	:	19,500,000 Shares to be offered the terms and conditions of this		ne Offer for Sa	le, subject to
Offerors	:	Offerors in respect of the Offe	r for Sale, name	ly:	
		Offeror	No. of Offer Shares	% of our issued and share (
				Minimum Scenario	Maximum Scenario
		Ng Thin Poh	8,000,000	6.14	5.88
		Dato' Ng Lian Poh	2,650,000	2.04	1.95
		Tan Teck Beng	2,650,000	2.04	1.95
		Ng Soh Kian	2,930,000	2.25	2.15
		Chooi Chok Khooi	1,800,000	1.38	1.32
		Chooi Chak Lim	170,000	0.13	0.13
		Tan Lin Lou	200,000	0.15	0.15
		Chu Team Sooi	400,000	0.31	0.29
		Francis Huang Low Soo Yee	100,000	0.08	0.07
		Syed Zafilen bin Syed Alwee	300,000	0.23	0.22
		Imran bin Ismail	300,000	0.23	0.22
		Total	19,500,000	14.98	14.33
Official List	:	The Official List of the Main H	Board of Bursa S	ecurities	
OPTIMAL Chemicals	:	Optimal Chemicals (Malaysia)	Sdn Bhd (4665	86-D)	
Participating Financial Institution(s)	:	Participating financial institut list as set out in Section 15 of t		ronic Share A	pplication, a
РАТ	:	Profit after taxation			
PBT	:	Profit before taxation			
PE multiple	:	Price earnings multiple			
PETRONAS	:	Petroliam Nasional Berhad (20	076-K)		
Pink Form Allocation	:	Up to 3,000,000 Issue Shares the employees and Directors of the contributed to the success of the	ne Samchem Gr	oup and perso	
PRC	:	People's Republic of China			
Private Placement	:	3,423,000 Issue Shares at an is placed to identified investors by			e Share to be
Promoters	:	Ng Thin Poh, Dato' Ng Lian Chooi Chok Khooi, collectivel		k Beng, Ng S	oh Kian and

Company No. 797567-U

DEFINITIONS (Cont'd)		
PTMS	:	PT Multi Square (100712403864), an associated company of TN Chemie
Public	:	All persons or members of the public excluding Directors of our Group, our substantial shareholders and persons connected or associated with them (as defined in the Listing Requirements)
Public Issue	:	Public issue of up to 21,363,000 Issue Shares at an issue price of RM0.71 to be allocated in the manner set out in Section 2.4.1 of this Prospectus
QA/QC	:	Quality assurance/quality control
Raine & Horne or Independent Valuers	:	Raine & Horne International Zaki + Partners Sdn Bhd (99440-T)
R&D	:	Research and development
Reporting Accountants	:	Messrs Ernst & Young
Retail Public Offering	:	Up to 6,800,000 Issue Shares at an issue price of RM0.71 per Issue Share to be made available for application by Malaysian citizens, companies, societies, co-operatives and institutions, of which at least 30% is to be set aside strictly for Bumiputera individuals, companies, societies, co- operatives and institutions.
Rp	:	Rupiah
RHB Bank	:	RHB Bank Berhad (6171-M)
RHB Investment Bank	:	RHB Investment Bank Berhad (19663-P)
RM and sen	:	Ringgit Malaysia and sen respectively
RMB	:	Chinese Renminbi
S&P Agreement	:	The SCSB S&P Agreement and Subsidiaries S&P Agreement, collectively
Samchem Group or Group	:	Samchem and its subsidiaries namely SCSB, SC Industries, Eweny Chemicals, TN Chemie, TN Industries, SC Logistics, SCsphere and SC Enviro
Samchem or Company	:	Samchem Holdings Berhad (797567-U)
Samchem Share(s) or Share(s)	:	Ordinary share(s) of RM0.50 each in Samchem
SC	:	Securities Commission
SC Enviro	:	Samchem Enviro Cycle Sdn Bhd (771226-K), our 76% owned subsidiary
SC Guidelines	:	Guidelines on the Offering of Equity and Equity Linked Securities, including any amendments made thereto from time to time
SC Industries	:	Samchem Industries Sdn Bhd (530110-V), our wholly-owned subsidiary
SC Logistics	:	Samchem Logistics Services Sdn Bhd (530120-X), our 70% owned subsidiary

Company No. 797567-U

DEFINITIONS (Cont'd)		
SCSB	:	Samchem Sdn Bhd (177778-T), our wholly-owned subsidiary
SCSB S&P Agreement	:	The sale and purchase agreement dated 16 June 2008 in relation to the Acquisition of SCSB entered into between Samchem, being the purchaser, and all the Vendors of SCSB and as varied and supplemented by the SCSB Supplemental S&P Agreement
SCSB Supplemental S&P Agreement	:	The supplemental sale and purchase agreement dated 22 January 2009 in relation to the Acquisition of SCSB entered into between Samchem, being the purchaser, and all the Vendors of SCSB which is related to the SCSB S&P Agreement
SCsphere	:	Samchemsphere Export Sdn Bhd (752785-X), our 70% owned subsidiary
SCsphere Indochina	:	Samchemsphere Indochina (Vietnam) Company Limited (462045000451), a wholly-owned subsidiary of SCsphere
Shell EP	:	Shell Eastern Petroleum Pte Ltd (196000089G)
SMEs	:	Small and Medium Enterprises
SMITC	:	Shanghai Sino-Malaysian International Trading Co., Ltd (76559261- B), a wholly-owned subsidiary of YTSHK
sq. ft.	:	Square feet
STB	:	Sersol Technologies Berhad (602062-X)
Subsidiaries S&P Agreement	:	The sale and purchase agreements, all dated 16 June 2008, in relation to the acquisitions of SC Industries, Eweny Chemicals, TN Chemie, TN Industries, SC Logistics, SCsphere and SC Enviro entered into between Samchem, being the purchaser and SCSB, being the vendor of 100% equity interest of SC Industries, Eweny Chemicals and TN Chemie, respectively, 70% equity interest in TN Industries, SC Logistics and SCsphere, respectively and 76% equity interest in SC Enviro. Please refer to Section 4.3 (i) of this Prospectus for further details of the respective Subsidiaries S&P Agreement
Subsidiaries Supplemental S&P Agreement	:	The supplemental sale and purchase agreements, all dated 22 January 2009, in relation to the respective Subsidiaries S&P Agreement. Please refer to Section 4.3 (i) of this Prospectus for further details of the respective Subsidiaries S&P Agreement
TN Chemie	:	TN Chemie Sdn Bhd (542232-M), our wholly-owned subsidiary
TN Industries	:	TN Industries Sdn Bhd (580747-V), our 70% owned subsidiary
UK	:	United Kingdom
Underwriter(s)	:	RHB Investment Bank and MIDF Amanah Investment Bank, collectively
Underwriting Agreement	:	Underwriting agreement dated 24 April 2009 entered into between Samchem, the Offerors, MIDF Amanah Investment Bank and RHB Investment Bank
USA	:	United States of America

DEFINITIONS (Cont'd)

USD	:	United States Dollar
Vietnam	:	The Socialist Republic of Vietnam
YTSSB	:	Yong Tai Samchem Sdn Bhd (647458-V), an associate company of SCSB
YTSHK	:	Yongtai Samchem (HK) Company Limited (909031), a 65% subsdiary of YTSSB
Vendors of SCSB	:	Ng Thin Poh, Dato' Ng Lian Poh, Tan Teck Beng, Imran Bin Ismail, Syed Zafilen Bin Syed Alwee, Ng Soh Kian and Chooi Chok Khooi, collectively

TECHNICAL TERMS

These terms will be commonly used throughout this Prospectus.

BA	:	Butyl acetate
BC	:	Butyl cellosolve
B Carbitol	:	Butyl carbitol
BR 1208	:	Butadiene rubber 1208
C Acetate	:	Cellosolve acetate
Certificate of Analysis / COA	:	An analytical report of a product from a specific production batch, which determines the quality of that particular batch, namely whether it is within the specified range of measurement. The parameters and its allowance in each COA may vary depending on each industry's requirements
D 40	:	Exxsol D 40
D 60	:	Exxsol D 60
DEG	:	Diethylene glycol
DAA	:	Diacetone alcohol
DOP	:	Dioctyl phthalate
DPG	:	Dipropylene glycol
EA	:	Ethyl acetate
IBA	:	Isobutanol
Intermediate chemical	:	Chemicals are normally produced when some substances are transformed to a desired product in a succession of steps. Intermediate chemicals are any chemical substances produced after the first step and used for the succeeding steps
IPA	:	Isopropyl alcohol
MC	:	Methylene chloride
MEG	:	Monoethylene glycol
MEK	:	Methyl ethyl ketone
MIBK	:	Methyl isobutyl ketone
MPG	:	Monopropylene glycol
N-Butanol	:	Normal butanol
N-Propanol	:	Normal propanol
PCE	:	Perchloroethylene

TECHNICAL TERMS (Cont'd)

PEG	:	Polyethylene glycol
Pig	:	Flexible plugs used for cleaning pipelines
Pigging	:	Refers to the practice of using pipeline inspection gauges or 'pigs' to perform various operations on a pipeline without stopping the flow of the product in the pipeline
РМ	:	Methyl proxitol
РМА	:	Methyl proxitol acetate
PU	:	Abbreviation for polyurethane, which is a broad class of polymers that are noted for their good abrasion and solvent resistance characteristics. PU exists in a variety of forms, namely flexible foams, rigid foams, chemical-resistant coatings, specialty adhesives and sealants, and elastomers
PVC	:	Polyvinyl chloride
RPO	:	Rubber process oil
S100	:	Solvesso 100
S150	:	Solvesso 150
SBR 1502	:	Styrene butadiene rubber 1502
Solvent	:	A liquid that dissolves a solid, liquid, or gaseous solute, resulting in a solution. Solvents usually have a low boiling point and evaporate easily or can be removed by distillation, thereby leaving the dissolved substance behind. Solvents are also inert, namely they do not react chemically with the dissolved compounds. The most common example of a solvent is water
Specialty chemical	:	A chemical produced for a specialised use. They are produced in lower volume than bulk chemicals and are more complex to manufacture. Some examples of specialty chemicals are adhesives, additives, antioxidants, corrosion inhibitors, cutting fluids, dyes, lubricants, and pigments
TCE	:	Trichloroethylene
TDI	:	Toluene diisocyanate

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