



# ANALABS RESOURCES BERHAD

Company No. 46291-K  
Incorporated in Malaysia under the Companies Act, 1965

## RECYCLING TECHNOLOGY

HEAVY METAL WASTE HANDLING



RECYCLING OF INDUSTRIAL WASTE



WASTE TREATMENT PLANTS & ENVIRONMENTAL ENGINEERING



TRANSPORTATION OF SOLID WASTE



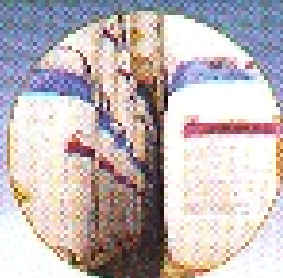
WASTE MANAGEMENT CONSULTANCY & SOLUTIONS



TECHNICAL SUPPORT & TRAINING



RECYCLED PRODUCTS



### PUBLIC ISSUE

OF 6,220,000 NEW ORDINARY SHARES OF RM1.00 EACH

AT AN ISSUE PRICE OF RM1.70 PER ORDINARY SHARE

PAYABLE IN FULL ON APPLICATION

Advised and managed by



**ASEAMBANKERS MALAYSIA BERHAD**

(Company No. 1556-11)

A Member of The  Maybank Group

THIS PROSPECTUS IS DATED 20 MARCH 2002

THE APPROVALS OF THE SECURITIES COMMISSION WHICH WERE OBTAINED ON 5 NOVEMBER 1999 AND 14 MARCH 2000 SHALL NOT BE TAKEN TO INDICATE THAT THE SECURITIES COMMISSION RECOMMENDS THE PUBLIC ISSUE SHARES OF 6,220,000 NEW ORDINARY SHARES OF RM1.00 EACH IN ANALABS RESOURCES BERHAD. INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF ANY INVESTMENT. THE ISSUE PRICE OF RM1.70 PER NEW ORDINARY SHARE WAS ENTIRELY DETERMINED AND AGREED UPON BY ANALABS RESOURCES BERHAD AND ASEAMBANKERS MALAYSIA BERHAD AS THE ADVISER AND MANAGING UNDERWRITER BASED ON VARIOUS RELEVANT FACTORS. INVESTORS SHOULD FORM THEIR OWN VIEWS ON THE VALUATION OF THE ORDINARY SHARES AND THE REASONABLENESS OF THE BASES USED.

A COPY OF THE PROSPECTUS HAS BEEN LODGED WITH THE REGISTRAR OF COMPANIES, MALAYSIA WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS.

THE VALUATION OF THE PROPERTIES APPROVED BY THE SECURITIES COMMISSION SHALL ONLY BE UTILISED FOR THE PURPOSE OF THE CORPORATE PROPOSALS SUBMITTED AND APPROVED BY THE SECURITIES COMMISSION AND SHALL NOT BE CONSTRUED AS AN ENDORSEMENT OF THE SECURITIES COMMISSION ON THE VALUE OF THE SUBJECT ASSETS FOR ANY OTHER PURPOSES.

THE KUALA LUMPUR STOCK EXCHANGE ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS OR REPORTS EXPRESSED IN THIS PROSPECTUS. ADMISSION TO THE OFFICIAL LIST OF THE SECOND BOARD OF THE KUALA LUMPUR STOCK EXCHANGE IS NOT TO BE TAKEN AS INDICATION OF THE MERITS OF ANALABS RESOURCES BERHAD OR ITS ORDINARY SHARES.

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**DEFINITIONS**

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

|                        |   |  |
|------------------------|---|--|
| Acquisitions           | : | Acquisitions by Analabs of TAL, Inagro, KLC, RCSB and QSP collectively   |
| Acquisition of ER      | : | Acquisition by TAL of 50% of the issued and paid-up share capital of ER comprising 1,550 ordinary shares of RM1.00 each for a purchase consideration of RM187,379 which was satisfied by cash from KLC. The acquisition was completed on 18 November 1999  |
| Acquisition of TAL     | : | Acquisition by Analabs of the entire issued and paid-up share capital of TAL comprising 50,000 ordinary shares of RM1.00 each for a purchase consideration of RM1,208,859 which was satisfied by the issuance of 641,645 new ordinary shares of RM1.00 each in Analabs at RM1.884 per share. The acquisition was completed on 18 November 1999   |
| Acquisition of Inagro  | : | Acquisition by Analabs of 70% of the issued and paid-up share capital of Inagro comprising 700,000 ordinary shares of RM1.00 each for a purchase consideration of RM7,227,676 which was satisfied by the issuance of 3,836,346 new ordinary shares of RM1.00 each in Analabs at RM1.884 per share and the remaining 30% of the issued and paid-up share capital of Inagro comprising 300,000 ordinary shares of RM1.00 each for a purchase consideration of RM3,097,576 which was satisfied by cash. The acquisition was completed on 18 November 1999 |
| Acquisition of RCSB    | : | Acquisition by Analabs of the entire issued and paid-up share capital of RCSB comprising 4,000,000 ordinary shares of RM1.00 each for a purchase consideration of RM5,017,394 which was satisfied by the issuance of 2,663,160 new ordinary shares of RM1.00 each in Analabs at RM1.884 per share. The acquisition was completed on 18 November 1999   |
| Acquisition of KLC     | : | Acquisition by Analabs of the entire issued and paid-up share capital of KLC comprising 300,000 ordinary shares of RM1.00 each for a purchase consideration of RM7,724,805 which was satisfied by the issuance of 4,100,215 new ordinary shares of RM1.00 each in Analabs at RM1.884 per share. The acquisition was completed on 18 November 1999  |
| Acquisition of QSP     | : | Acquisition by Analabs of 60% of the issued and paid-up share capital of QSP comprising 60,000 ordinary shares of RM1.00 each for a purchase consideration of RM210,544 which was satisfied by the issuance of 111,754 new ordinary shares of RM1.00 each in Analabs at RM1.884 per share. The acquisition was completed on 18 November 1999   |
| Acquisition of Masmeru | : | Acquisition by TAL of 49.99% of the issued and paid-up share capital of Masmeru comprising 25,000 ordinary shares of RM1.00 each for a purchase consideration of RM28,503 which was satisfied by cash from KLC. The acquisition was completed on 18 November 1999  |
| ADA Code               | : | ADA (Broker) Code  |

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**DEFINITIONS (Cont'd)**


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|                            |   |  |
|----------------------------|---|--|
| ADA                        | : | Authorised Depository Agent  |
| Analabs or the Company     | : | Analabs Resources Berhad (468971-A)  |
| Analabs Group or the Group | : | Analabs and its subsidiary companies   |
| Aseambankers               | : | Aseambankers Malaysia Berhad (15938-H)   |
| ATM                        | : | Automated Teller Machine   |
| CDS                        | : | Central Depository System  |
| Companies Act              | : | Companies Act, 1965 of Malaysia as it may, from time to time, be amended, extended, modified or re-enacted   |
| CWTP                       | : | Centralised Waste Treatment Plant Sdn Bhd (172639-P), a wholly-owned subsidiary of KLC   |
| DOE                        | : | Department of Environment of Malaysia  |
| EPS/LPS                    | : | Earnings per share/Loss per share  |
| ER                         | : | Electronic Resource Sdn Bhd (138697-A), a wholly-owned subsidiary of TAL   |
| FIC                        | : | Foreign Investment Committee   |
| GDP                        | : | Gross Domestic Product   |
| Inagro                     | : | Inagro Sdn Bhd (69317-P), a wholly-owned subsidiary of Analabs   |
| KLSE                       | : | Kuala Lumpur Stock Exchange (30632-P)  |
| KLC                        | : | K & L Chemicals Sdn Bhd (82286-U), a wholly-owned subsidiary of Analabs  |
| Listing                    | : | Admission to the Official List and the listing of and quotation for the entire enlarged issued and paid-up share capital of Analabs of RM40,000,000 comprising 40,000,000 ordinary shares of RM1.00 each on the Second Board of the KLSE |
| Masmeru                    | : | Masmeru Sdn Bhd (107827-T), a wholly-owned subsidiary of TAL   |
| MCD                        | : | Malaysian Central Depository Sdn Bhd (165570-W), a subsidiary of KLSE  |
| MIDFCCS                    | : | MIDF Consultancy and Corporate Services Sendirian Berhad (11324-H)   |
| M-Field                    | : | M-Field Sdn Bhd (138369-U), a wholly-owned subsidiary of CWTP  |
| MITI                       | : | Ministry of International Trade and Industry   |
| NTA                        | : | Net tangible assets  |

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**DEFINITIONS (Cont'd)**


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|                                     |   |  |
|-------------------------------------|---|--|
| Public Issue                        | : | The public issue of 6,220,000 new ordinary shares of RM1.00 each in Analabs at an issue price of RM1.70 per share by Analabs, subject to the terms and conditions of this Prospectus     |
| Public Issue Shares                 | : | The 6,220,000 new ordinary shares of RM1.00 each in Analabs being the subject of the Public Issue  |
| PE Multiple                         | : | Price earnings multiple  |
| QSP                                 | : | QSP Chemie (M) Sdn Bhd (353996-A), a 60% subsidiary of Analabs   |
| Revaluation                         | : | Revaluation of the landed properties of Masmeru, ER, Inagro, CWTP and RCSB   |
| Renunciation Of Rights Issue shares | : | Renunciation of Rights Issue shares by Kan Yow Kheong, Lim Yoke Soo and Wong Chew Har of 1,496,222, 644,345 and 1,096,798 shares respectively to Mohammad Nadzri Bin Jamaluddin          |
| RM and sen                          | : | Ringgit Malaysia and sen respectively  |
| ROC                                 | : | Registrar of Companies, Malaysia   |
| RCSB                                | : | Resources Conservation Sdn Bhd (146208-X), a wholly-owned subsidiary of Analabs  |
| Rights Issue                        | : | The rights issue of 22,426,878 new ordinary shares of RM1.00 each at par on the basis of approximately 1,975 ordinary shares for every 1,000 ordinary shares held after the Acquisitions |
| R&D                                 | : | Research and development   |
| SC                                  | : | Securities Commission  |
| sq. ft.                             | : | Square foot/feet   |
| TAL                                 | : | The Analytical Laboratories (Malaysia) Sdn Bhd (21450-H), a wholly-owned subsidiary of Analabs   |
| TAL Group                           | : | TAL and its wholly-owned subsidiaries, namely Masmeru and ER   |
| Transfers                           | : | Acquisition of Masmeru and ER by TAL.  |

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