

PROSPECTUS



UCHI TECHNOLOGIES BERHAD

(Company No. 457890-A)

(Incorporated in Malaysia under the Companies Act, 1965)



PUBLIC ISSUE

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

OFFER FOR SALE

OF 5,280,000 ORDINARY SHARES OF RM1.00 EACH
AT RM4.80 PER ORDINARY SHARE
PAYABLE IN FULL ON APPLICATION

Adviser and Managing Underwriter



Arab-Malaysian Merchant Bank Berhad

*(23742-V) (Licensed Merchant Bank)
(A Member of the Arab-Malaysian Banking Group)*

This Prospectus Is Dated 10 June 2000

THE APPROVAL OF THE SECURITIES COMMISSION SHALL NOT BE TAKEN TO INDICATE THAT THE SECURITIES COMMISSION RECOMMENDS THE INITIAL PUBLIC OFFERING (“IPO”) OF 11,280,000 SHARES OF RM1.00 EACH IN UCHI TECHNOLOGIES BERHAD (“UT”) AT RM4.80 PER SHARE IN CONJUNCTION WITH THE ADMISSION TO THE OFFICIAL LIST AND THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF UT ON THE SECOND BOARD OF THE KUALA LUMPUR STOCK EXCHANGE. INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE IPO.

THE IPO PRICE OF RM4.80 PER SHARE WAS ENTIRELY DETERMINED AND AGREED UPON BY THE OFFERORS, UT AND ARAB-MALAYSIAN MERCHANT BANK BERHAD AS THE ADVISER AND MANAGING UNDERWRITER BASED ON VARIOUS RELEVANT FACTORS. INVESTORS SHOULD FORM THEIR OWN VIEWS ON THE VALUATION OF THE SECURITIES AND THE REASONABLENESS OF THE BASES USED.

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

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 AN INDICATOR OF THE MERITS OF UT OR OF ITS ORDINARY SHARES.

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this prospectus:-

Acquisitions	— Acquisitions of UO and UE
Acquisition of UO	— Acquisition of the entire issued and paid-up share capital of UO comprising 5,000,000 Shares for a purchase consideration of RM24,011,367 satisfied by the issuance of 19,056,640 new Shares in UT at an issue price of approximately RM1.26 per Share which was completed on 9 March 2000
Acquisition of UE	— Acquisition of the entire issued and paid-up share capital of UE comprising 3,000,000 Shares for a purchase consideration of RM8,834,146 satisfied by the issuance of 7,011,227 new Shares in UT at an issue price of approximately RM1.26 per Share which was completed on 9 March 2000
ADA	— Authorised Depository Agent
ADA Code	— ADA (Broker) Code
Application	— Application for the IPO Shares by way of Application Forms or by way of Electronic Share Application
Application Form	— A printed application form for the purpose of applying for the IPO shares
Arab-Malaysian	— Arab-Malaysian Merchant Bank Berhad
ATM	— Automated Teller Machine
CDS	— Central Depository System
DSIP	— Dynamic Sound Improvement Processor
EI	— Extraordinary Items
EIL	— Eastbow International Limited
Electronic Share Application	— Application for IPO Shares through a Participating Financial Institution's ATM
EPS	— Earnings Per Share
Eugster	— Eugster/Frismag AG Elektrohaushaltgeräte
Flotation Scheme	— The incorporation of Revaluation Surplus, Special Dividend, Acquisitions, nomination of UT Shares to EIL and IWL, Rights Issue and IPO collectively leading to the listing of and quotation for the enlarged share capital of UT on the Second Board of the KLSE
GDP	— Gross Domestic Product
IC	— Integrated circuits
Initial Public Offering or IPO	— Public Issue and Offer for Sale collectively
IWL	— Ironbridge Worldwide Limited

DEFINITIONS... cont'd

Kao De Tsan	—	Kao De Tsan @ Ted Kao
KLSE	—	Kuala Lumpur Stock Exchange
Krups	—	Robert Krups GmbH & Co. KG
LCD	—	Liquid Crystal Display
LED	—	Light Emitting Diode
LAN	—	Local Area Network
Listing	—	Admission to the Official List and the listing of and quotation for the entire issued and paid-up share capital of UT of RM40,000,000 comprising 40,000,000 Shares on the Second Board of the KLSE
MCD or Central Depository	—	Malaysian Central Depository Sdn Bhd, a subsidiary of the KLSE
MIH or Issuing House	—	Malaysian Issuing House Sdn Bhd
MITI	—	Ministry of International Trade and Industry
MNC	—	Multinational company
Moulinex	—	Moulinex Société Anonyme
NTA	—	Net Tangible Assets
ODM	—	Original Design Manufacturing
OEM	—	Original Equipment Manufacturing
Offer for Sale or Offer	—	Offer for sale of 5,280,000 Shares in UT at an offer price of RM4.80 per Share by the Offerors to YIT, Bumiputra investors allocated by the MITI and eligible Directors of UT
Offer Shares	—	The 5,280,000 Shares in UT which are the subject of the Offer for Sale
Offerors	—	The offerors of the Offer Shares and number of shares offered for sale are as follows:-

Offerors	No. of Shares offered for sale	% of enlarged share capital
Kao De Tsan	3,696,000	9.24
Kao Te Pei	1,584,000	3.96
TOTAL	5,280,000	13.20

Participating Financial Institution(s)	—	Refers to the Participating Financial Institutions for Electronic Share Application as listed in paragraph (o) of Section 15.9 of this Prospectus
PAT	—	Profit After Tax
PBT	—	Profit Before Tax
PCB	—	Printed Circuit Boards

DEFINITIONS... cont'd

PE Multiple	—	Price Earnings Multiple
Public Issue or Issue	—	Public Issue of 6,000,000 new Shares in UT to the eligible employees of UT Group and the Malaysian public at an issue price of RM4.80 per Share, payable in full on application subject to the terms and conditions of this Prospectus
Public Issue Shares	—	The 6,000,000 new Shares in UT which are the subject of the Public Issue
R&D	—	Research and Development
Revaluation Surplus	—	Revaluation surplus amounting to RM2,038,303 and RM1,738,515 in the accounts of UO and UI respectively for the financial year ended 31 December 1999 arising from the revaluation of landed properties
Rights Issue	—	Rights issue of 7,932,131 new Shares in UT at a price of RM1.10 per new Share on the basis of approximately three(3) new Shares for every ten(10) existing Shares held
RM and sen	—	Ringgit Malaysia and sen respectively
ROC	—	Registrar of Companies
Sartorius	—	Sartorius AG
SC	—	Securities Commission
SIDS	—	Sudden Infant Death Syndrome
Shares	—	Ordinary shares of RM1.00 each
Special Dividend	—	Special Dividend of RM17,682,576 paid by UE and UO on 8 March 2000 out of retained profits for the financial year ended 31 December 1999 to the Offerors and YIT
UT or Company	—	Uchi Technologies Berhad
UT Group or Group	—	UT and its subsidiary companies, namely UO and UE Group
UO	—	Uchi Optoelectronic (M) Sdn Bhd, a wholly-owned subsidiary of UT
UE	—	Uchi Electronic (M) Sdn Bhd, a wholly-owned subsidiary of UT
UE Group	—	UE and its subsidiary company, namely UI
UI	—	Uchi Industries (M) Sdn Bhd, a wholly-owned subsidiary of UE
USD	—	United States Dollar
YIT	—	Yayasan Islam Terengganu

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