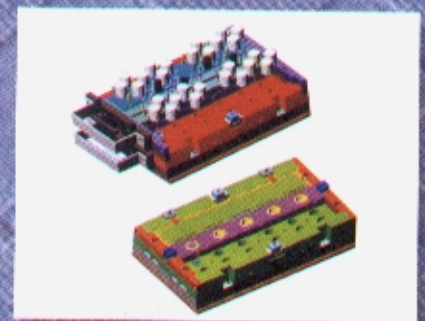


# JOTECH

## JOTECH HOLDINGS BERHAD

(Company No: 334816-P)  
(Incorporated in Malaysia under the Companies Act, 1966)

*Public Issue Of*  
*6,000,000 New Ordinary Shares Of RM1.00 Each*  
*At An Issue Price Of RM2.10 Per New Ordinary Share*  
*Payable In Full On Application*  
*and*  
*Offer For Sale Of*  
*1,120,000 Ordinary Shares Of RM1.00 Each*  
*At An Offer Price Of RM2.10 Per Ordinary Share*  
*Payable In Full On Application*



*Adviser and Managing Underwriter*

# CIMB

Commerce International Merchant Bankers Berhad

*Company Number 18617-M*

This Prospectus Is Dated 26 June 2009



**THE APPROVAL OF THE SECURITIES COMMISSION ("SC") SHALL NOT BE TAKEN AS AN INDICATION THAT THE SC RECOMMENDS THE PUBLIC ISSUE OF 6,000,000 NEW ORDINARY SHARES OF RM1.00 EACH AND THE OFFER FOR SALE OF 1,120,000 ORDINARY SHARES OF RM1.00 EACH IN JOTECH HOLDINGS BERHAD ("JOTECH") AT AN ISSUE/OFFER PRICE OF RM2.10 PER SHARE. INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF ANY INVESTMENT IN THE ORDINARY SHARES OF JOTECH.**

**THE ISSUE/OFFER PRICE OF RM2.10 PER SHARE WAS DETERMINED AND AGREED UPON BY JOTECH AND COMMERCE INTERNATIONAL MERCHANT BANKERS 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 ("KLSE") 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 KLSE IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF JOTECH OR OF ITS ORDINARY SHARES.**

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## DEFINITIONS

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

"AIC"	:	AIC Corporation Berhad (Company No.: 194514-M)
"ADA Code"	:	ADA (Broker) Code
"ADA"	:	Authorised Depository Agent
"Bonus Issue"	:	The bonus issue of 20,037,110 new Jotech Shares on the basis of approximately 2 new Jotech Shares for every Jotech Share held
"CDS"	:	Central Depository System
"CIMB"	:	Commerce International Merchant Bankers Berhad (Company No.: 18417-M)
"EPS"	:	Earnings per share
"FIC"	:	Foreign Investment Committee
"Issue Shares"	:	6,000,000 new Jotech Shares which are the subject of the Public Issue
"Issue/Offer Price"	:	RM2.10 per Jotech Share
"JoMetal"	:	Jotech Metal Fabrication Industries Sdn. Bhd. (Company No.: 187741-P), a wholly-owned subsidiary of Jotech
"Jotech" or "Company"	:	Jotech Holdings Berhad (Company No.: 334818-P)
"Jotech Group" or "Group"	:	Jotech and its subsidiaries
"Jotech Shares" or "Shares"	:	Ordinary shares of RM1.00 each in Jotech
"KLSE"	:	Kuala Lumpur Stock Exchange (Company No.: 30632-P)
"MCD"	:	Malaysian Central Depository Sdn. Bhd. (Company No.: 165570-W)
"MIH" or "Issuing House"	:	Malaysian Issuing House Sdn. Bhd. (Company No.: 258345-X)
"MITI"	:	Ministry of International Trade and Industry
"MMS"	:	Multimatic Systems Sdn. Bhd. (Company No.: 445921-P), a subsidiary of Prodelcon
"MNCs"	:	Multinational corporations
"MOF"	:	Ministry of Finance
"NTA"	:	Net tangible assets
"Offer Shares"	:	1,120,000 Jotech Shares which are the subject of the Offer
"Offer"	:	The offer for sale of 1,120,000 Jotech Shares by the Offerors at RM2.10 per Jotech Share, payable in full on application
"Offerors"	:	Liew Cheng York, Ooi Boon Pin, Lim Siok Hui, Chew Siew Hong, Goh Hong Lim, Ong Nai Pew and Chen Shun Ching @ Hoo Chen Shun Ching, collectively who are offering for sale the Offer Shares

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**DEFINITIONS (Cont'd)**

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"PE Multiple"	:	Price earnings multiple
"Prodelcon"	:	Prodelcon Sdn. Bhd. (Company No.: 130535-A), a wholly-owned subsidiary of Jotech
"Prodelcon Group"	:	Prodelcon and its subsidiary, MMS
"Public Issue"	:	The public issue of 6,000,000 new Jotech Shares at an issue price of RM2.10 per new Jotech Share
"Rights Issue"	:	The rights issue of 4,246,723 new Jotech Shares at par on the basis of approximately 3 new Jotech Shares for every 7 Jotech Shares held before the Bonus Issue
"RM"	:	Ringgit Malaysia
"SC"	:	Securities Commission
"sq. ft."	:	Square feet
"USA"	:	United States of America

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