

THE APPROVAL OF THE SECURITIES COMMISSION ("SC") WHICH WAS OBTAINED ON 15 MARCH 2000 SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE PUBLIC ISSUE OF 2,850,000 NEW ORDINARY SHARES OF RM1.00 EACH IN ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD (COMPANY NO: 389769-M) ("OFIH") AT AN ISSUE PRICE OF RM2.00 PER SHARE ("ISSUE") 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 OFIH 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 ISSUE.

THE ISSUE PRICE OF RM2.00 PER SHARE WAS ENTIRELY DETERMINED AND AGREED UPON BY OFIH AND ASEAMBANKERS MALAYSIA BERHAD (COMPANY NO: 15938-H) AS THE ADVISER AND MANAGING UNDERWRITER BASED ON VARIOUS FACTORS. INVESTORS SHOULD RELY ON THEIR OWN VALUATION OF THE SECURITIES AND THE REASONABLENESS OF THE BASES USED.

THE REPORTING ACCOUNTANTS' RESPONSIBILITY WITH REGARD TO THE PROSPECTUS DOES NOT EXTEND BEYOND THE ACCOUNTANTS' REPORT, CONSOLIDATED PROFIT FORECAST AND PROFORMA CONSOLIDATED BALANCE SHEETS. THE REPORTING ACCOUNTANTS HAVE HAD NO INVOLVEMENT IN THE PREPARATION OF THIS PROSPECTUS, APART FROM THE SAID REPORT AND LETTERS.

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

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 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.

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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:

“Aseambankers”	:	Aseambankers Malaysia Berhad (Company No: 15938-H)
“Acquisitions”	:	Acquisition of OFI and Acquisition of GoodFood, collectively
“Acquisition of OFI”	:	Acquisition by OFIH of the entire issued and paid-up share capital of 2,728,275 ordinary shares of OFI for a purchase consideration of RM38,066,251 satisfied by the issuance of 32,535,257 ordinary shares of RM1.00 each in OFIH at an issue price of approximately RM1.17 per share. The acquisition was completed on 8 June 2000.
“Acquisition of GoodFood”	:	Acquisition by OFI of 1,034,958 ordinary shares of RM1.00 each representing approximately 21.88% of the issued and paid-up share capital of GoodFood for a purchase consideration of RM1,456,561 satisfied entirely by cash. The acquisition was completed on 8 June 2000.
“ADA”	:	Authorised Depository Agent
“ADA Code”	:	ADA (Broker) Code
“CDS”	:	Central Depository System
“EPS”	:	Earnings per share
“FIC”	:	Foreign Investment Committee
“GoodFood”	:	GoodFood Industries Sdn Bhd (Company No: 190004-U)
“GFM”	:	GoodFood Marketing Sdn Bhd (Company No: 174519-P), a wholly owned subsidiary of GoodFood
“KLSE”	:	Kuala Lumpur Stock Exchange (Company No: 30632-P)
“Listing”	:	Admission to the Official List and listing of and quotation for the entire issued and paid-up capital of OFIH comprising 40,000,000 ordinary shares of RM1.00 each on the Second Board of the KLSE
“MCD” or “Central Depository”	:	Malaysian Central Depository Sdn Bhd (Company No: 165570-W), a subsidiary company of KLSE
“MIH”	:	Malaysian Issuing House Sdn Bhd (Company No: 258345-X)
“MITI”	:	Ministry of International Trade and Industry
“NTA”	:	Net tangible assets
“OFIH” or “the Company”	:	Oriental Food Industries Holdings Berhad (Company No: 389769-M)
“OFIH Group” or “the Group”	:	OFIH and its wholly-owned subsidiary company namely OFI
“OFI”	:	Oriental Food Industries Sdn Bhd (Company No: 38289-A)
“OFM”	:	Oriental Food Marketing Sdn Bhd (Company No: 454712-U)
“PE Multiple”	:	Price earnings multiple
“Public Issue” or “Issue”	:	The issue of 2,850,000 new ordinary shares of RM1.00 each by OFIH at an issue price of RM2.00 per share, subject to the terms and conditions of this Prospectus

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**DEFINITIONS** *(Cont'd)*

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“Public Issue Shares” or “Issue Shares”	:	The 2,850,000 new ordinary shares of RM1.00 each in OFIH to be issued pursuant to the Public Issue
“Restructuring and Listing Scheme”	:	Revaluation of Landed Properties, Acquisitions, Rights Issue, Public Issue and Listing
“Revaluation of Landed Properties”	:	Revaluation of landed properties of OFI and revaluation of landed properties of GoodFood collectively
“Revaluation of landed properties of OFI”	:	Revaluation of all the landed properties owned by OFI and incorporation of the revaluation surplus amounting to RM9,422,909 as approved by the SC in the accounts of OFI for the financial year ended 31 March 2000.
“Revaluation of landed properties of GoodFood”	:	Revaluation of all the landed properties owned by GoodFood and incorporation of the revaluation surplus amounting to RM332,871 as approved by the SC in the accounts of GoodFood for the financial year ending 31 March 2001.
“Rights Issue”	:	The rights issue of 4,614,741 new ordinary shares of RM1.00 each at an issue price of RM1.40 per share to the existing shareholders on the basis of approximately 142 new ordinary shares for every 1,000 ordinary shares held in OFIH after the Acquisitions.
“ROC”	:	Registrar of Companies, Malaysia
“rules”	:	The rules of MCD
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SC”	:	Securities Commission
“SOFRES FSA”	:	Taylor Nelson Sofres Malaysia Berhad (Company No: 19285-V), an Independent Marketing and Research Consultant
“SSSC”	:	Sun Sin Sin Confectionery Sdn Bhd (Company No: 248377-X), a wholly owned subsidiary of GoodFood
“sq. ft”	:	Square foot/feet
“sq. m”	:	Square metre(s)

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