

OUR DIRECTORS, THE OFFERORS AND THE PROMOTERS HAVE SEEN AND APPROVED THIS PROSPECTUS AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED HEREIN AND CONFIRM, HAVING MADE ALL REASONABLE ENQUIRIES, THAT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS, IF OMITTED, WOULD MAKE A STATEMENT HEREIN FALSE OR MISLEADING. OUR DIRECTORS HEREBY ACCEPT FULL RESPONSIBILITY FOR THE CONSOLIDATED PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE CONSOLIDATED PROFIT FORECAST HAS BEEN PREPARED BASED ON ASSUMPTIONS MADE.

HWANG-DBS SECURITIES BERHAD, BEING THE ADVISER AND UNDERWRITER, 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 AND IS SATISFIED THAT THE CONSOLIDATED PROFIT FORECAST (FOR WHICH OUR DIRECTORS ARE FULLY RESPONSIBLE) PREPARED FOR INCLUSION IN THIS PROSPECTUS HAVE BEEN STATED BY OUR DIRECTORS AFTER DUE AND CAREFUL ENQUIRY BY OUR DIRECTORS AND HAS BEEN DULY REVIEWED BY OUR REPORTING ACCOUNTANTS.

THE SECURITIES COMMISSION ("SC") HAS APPROVED OUR INITIAL PUBLIC OFFERING. HOWEVER, THE APPROVAL OF THE SC SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS OUR INITIAL PUBLIC OFFERING. THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON OUR PART 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 ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF OUR INITIAL PUBLIC OFFERING AND THE INVESTMENT IN US. IN CONSIDERING THE INVESTMENT, 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 OUR PART AND TAKE 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.

OUR ADMISSION TO THE OFFICIAL LIST OF THE SECOND BOARD OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR INITIAL PUBLIC OFFERING, OF US OR OF OUR SECURITIES.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. A COPY OF THIS PROSPECTUS, TOGETHER WITH THE FORM OF APPLICATION, HAS ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS. THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES'S WEBSITE AT www.bursamalaysia.com

THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME. YOU MAY OBTAIN A COPY OF AN ELECTRONIC PROSPECTUS (AS DEFINED HEREINBELOW) FROM THE WEBSITE OF CIMB SECURITIES SDN. BHD. at www.eipocimb.com AND MALAYAN BANKING BERHAD AT www.maybank2u.com.my.

THE INTERNET IS NOT A FULLY SECURE MEDIUM. YOUR INTERNET SHARE APPLICATION MAY BE SUBJECT TO RISKS IN 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 INSTITUTION. THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTION. IF YOU DOUBT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US, OUR ADVISER OR THE ISSUING HOUSE, A PAPER/PRINTED COPY OF THE PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER/PRINTED COPY OF THIS PROSPECTUS, 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 DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY TO THE THIRD PARTY INTERNET SITES. ACCORDINGLY, WE ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF, OR THE CONTENT OR ANY DATA, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THE THIRD PARTY INTERNET SITES;
- (ii) WE ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. WE ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OR RELIANCE ON ANY DATA, FILE OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- (iii) ANY DATA, FILE OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. WE 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 INSTITUTION, YOU ARE ADVISED THAT:

- (i) THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENT OF THE ELECTRONIC PROSPECTUS ON THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT RESPONSIBLE FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS WHICH HAS BEEN OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION AND SUBSEQUENTLY COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES.

- (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 BECAUSE THE INTERNET IS NOT A FULLY SECURE MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT LIABLE (WHETHER IN TORT OF CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS, YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE 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 WITH THE WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT 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 INSTITUTION, AND/OR PROBLEMS OCCURRING 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 OR 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 OUR INITIAL PUBLIC OFFERING WILL NOT BE MADE OR DEEMED TO BE MADE IN ANY COUNTRY OR JURISDICTION OTHER THAN MALAYSIA OR TO PERSONS WHO ARE OR MAYBE SUBJECT TO THE LAWS OF ANY COUNTRIES OR JURISDICTION OTHER THAN THE LAWS OF MALAYSIA. OUR INITIAL PUBLIC OFFERING TO WHICH THIS PROSPECTUS RELATES IS ONLY AVAILABLE TO PERSONS RECEIVING THIS PROSPECTUS ELECTRONICALLY OR OTHERWISE WITHIN MALAYSIA.

WE WILL NOT, PRIOR TO ACTING ON ANY ACCEPTANCE IN RESPECT OF OUR INITIAL PUBLIC OFFERING, MAKE OR BE BOUND TO MAKE ANY ENQUIRY AS TO WHETHER YOU HAVE A REGISTERED ADDRESS IN MALAYSIA AND WILL NOT ACCEPT OR BE DEEMED TO ACCEPT ANY LIABILITY IN RELATION THERETO WHETHER OR NOT ANY ENQUIRY OR INVESTIGATION IS MADE IN CONNECTION THEREWITH. IT SHALL BE YOUR SOLE RESPONSIBILITY, IF YOU ARE SUBJECT TO THE LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA, TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS AS TO WHETHER OUR INITIAL PUBLIC OFFERING WOULD RESULT IN THE CONTRAVENTION OF ANY LAWS OF SUCH COUNTRIES OR JURISDICTIONS.

FURTHER, IT SHALL ALSO BE YOUR SOLE RESPONSIBILITY TO ENSURE YOUR APPLICATION FOR OUR INITIAL PUBLIC OFFERING WOULD BE IN COMPLIANCE WITH THE TERMS OF OUR INITIAL PUBLIC OFFERING AND WOULD NOT BE IN CONTRAVENTION OF ANY LAWS OF COUNTRIES OR JURISDICTIONS OTHER THAN MALAYSIA TO WHICH YOU MAY BE SUBJECT. WE WILL FURTHER ASSUME THAT YOU HAD ACCEPTED OUR INITIAL PUBLIC OFFERING IN MALAYSIA AND WILL AT ALL APPLICABLE TIMES BE SUBJECT ONLY TO THE LAWS OF MALAYSIA IN CONNECTION THEREWITH.

HOWEVER, WE RESERVE THE RIGHT, IN OUR ABSOLUTE DISCRETION, TO TREAT ANY ACCEPTANCE AS INVALID IF WE BELIEVE THAT SUCH ACCEPTANCE MAY VIOLATE ANY LAW OR APPLICABLE LEGAL OR REGULATORY REQUIREMENTS.

NO ACTION HAS BEEN OR WILL BE TAKEN TO ENSURE THAT THIS PROSPECTUS COMPLIES WITH THE LAWS OF ANY COUNTRIES OR JURISDICTIONS OTHER THAN THE LAWS OF MALAYSIA. IT SHALL BE YOUR SOLE RESPONSIBILITY TO CONSULT YOUR LEGAL AND/OR OTHER PROFESSIONAL ADVISERS ON THE LAWS TO WHICH OUR INITIAL PUBLIC OFFERING OR YOU ARE OR MIGHT BE SUBJECT. NEITHER OUR COMPANY NOR THE ADVISER NOR ANY OTHER ADVISERS IN RELATION TO OUR INITIAL PUBLIC OFFERING SHALL ACCEPT ANY RESPONSIBILITY OR LIABILITY IN THE EVENT THAT ANY OF YOUR APPLICATION SHALL BECOME ILLEGAL, UNENFORCEABLE, VOIDABLE OR VOID IN ANY COUNTRY OR JURISDICTION.

THIS PROSPECTUS CONTAINS 230 PAGES.

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INDICATIVE TIMETABLE

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

Event	Tentative Date
Opening of application	30 June 2005
Closing of application	15 July 2005
Balloting of applications	19 July 2005
Allotment of shares	22 July 2005
Despatch of notice of allotment to successful applicants	25 July 2005
Listing of and quotation for our entire enlarged issued and paid-up share capital on the Second Board of Bursa Securities	28 July 2005

Our Directors and the Underwriter may in their absolute discretion mutually decide to extend the closing date of application to a later date(s). We will announce any extension to the closing date of the application, the dates for the balloting, despatch of notice of allotment and listing of and quotation for our entire issued and paid-up share capital on the Second Board of Bursa Securities in widely circulated Bahasa Malaysia and English daily newspapers in Malaysia. Late applications will not be accepted.

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DEFINITIONS

The following terms in this Prospectus bear the same meanings as set out below, unless the term is indicated otherwise or the context requires otherwise.

“Acquisitions”	:	KFM Acquisitions, Acquisition of Net Assets and KFB Acquisitions collectively
“Acquisition of KFM”	:	Our acquisition of the entire issued and paid-up share capital of KFM comprising 1,000,000 ordinary shares of RM1.00 each in KFM for a purchase consideration of RM24,840,609 satisfied by the issuance of 49,680,347 new KFB Shares at an issue price of approximately RM0.50 per KFB Share
“Acquisition of KGPM”	:	Our acquisition of the entire issued and paid-up share capital of KGPM comprising 10,000,002 ordinary shares of RM1.00 each in KGPM for a purchase consideration of RM10,000,002 satisfied collectively by the issuance of 19,999,649 new KFB Shares at an issue price of approximately RM0.50 per KFB Share and a cash consideration of RM2.00
“Acquisition of Lot 20”	:	Acquisition by KFM of Lot 20 from KG for a cash consideration of RM6,900,000
“Acquisition of Machineries”	:	Acquisition by KFM of certain machineries and equipment from KG for a cash consideration of RM3,879,060
“Acquisition of Net Assets”	:	Acquisition by KGPM of certain of the assets and business undertakings of KG (comprising Johor Land, trademarks, plant, machinery, book debts and other undertakings of KG) for a purchase consideration of RM11,000,000 satisfied collectively by the issuance of 10,000,000 new ordinary shares of RM1.00 each in KGPM at an issue price of RM1.00 per share and RM1,000,000 cash
“Act”	:	Companies Act, 1965 (as amended from time to time)
“ADA”	:	Authorised Depository Agent
“ADA Codes”	:	ADA (Broker) Codes of the ADAs
“Adviser” or “Hwang-DBS”	:	Hwang-DBS Securities Berhad (<i>Company No. 14389-U</i>)
“Application Form(s)”	:	The application form(s) for the application of the IPO Shares accompanying this Prospectus
“ASEAN”	:	Association of South East Asian Nations
“Authorised Financial Institution”	:	The authorised financial institution(s) participating in the Internet Share Application, with respect to payments for the IPO Shares
“Board”	:	Board of Directors
“Bursa Depository ”	:	Bursa Malaysia Depository Sdn Bhd (<i>Company No. 165570-W</i>), a subsidiary of Bursa Malaysia Berhad
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (<i>Company No. 635998-W</i>)

DEFINITIONS (CONT'D)

“CDS”	:	Central Depository System
“CDS Account”	:	Account established by Bursa Depository for a depositor for the recording of deposit of securities and for dealing in such securities by the depositor
“Confirmation Screen”	:	The confirmation screen referred to in Section 16.6 of this Prospectus
“EBITDA”	:	Earnings before interest, taxation, depreciation and amortisation
“ECU”	:	Equity Compliance Unit of the SC
“Electronic Prospectus”	:	A copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including but not limited to CD-ROMs or floppy disks
“Electronic Share Application(s)”	:	An application for the IPO Shares through Participating Financial Institutions
“EPS”	:	Earnings per share
“ESOS”	:	Employees’ Share Option Scheme
“EU”	:	European Union
“FIC”	:	Foreign Investment Committee
“FYE”	:	Financial year ended / ending
“GDP”	:	Gross domestic product
“GM”	:	Genetically modified food
“Group” or “KFB Group”	:	Our Company and/or our subsidiaries, collectively
“HACCP”	:	Hazard Analysis and Critical Control Point system, the audit standard issued by SGS Malaysia Sdn Bhd
“IMR Report”	:	Independent Market Research Report prepared by Infocredit D&B dated 23 September 2004 for the purposes of this IPO, extracts were updated as at 15 June 2005
“Infocredit D&B”	:	Infocredit D&B (Malaysia) Sdn Bhd (<i>Company No. 527570-M</i>)
“Internet Participating Financial Institution”	:	The institutions participating in the Internet Share Applications
“Internet Share Application”	:	The application for the IPO Shares through online share application service provided by Internet Participating Financial Institutions
“IPO”	:	Public Issue and Offer for Sale collectively
“IPO Price”	:	The issue/offer price of RM1.00 per KFB Share for the IPO
“IPO Shares”	:	The Public Issue Shares and Offer Shares, collectively which are the subject of the IPO

DEFINITIONS (CONT'D)

“Issuing House” or “MIH”	: Malaysian Issuing House Sdn Bhd (<i>Company No. 258345-X</i>)
“JAKIM”	: Jabatan Kemajuan Islam Malaysia
“Johor Land”	: All that piece of land held under PTD No. 59709 H.S. (D) 207237 Mukim of Tebrau, Negeri Johor measuring approximately 3,120 square feet bearing postal address at No. 52, Jalan Mutiara Emas 5/12, Taman Mount Austin, 81100 Johor Bahru (together with the buildings erected on the land), to be transferred to KGPM pursuant to the Acquisition of Net Assets
“KFB” or “Company”	: Kawan Food Berhad (<i>Company No. 640445-V</i>)
“KFB Acquisitions”	: Acquisition of KFM and Acquisition of KGPM, collectively
“KFB Shares” or “Shares”	: Ordinary shares of RM0.50 each in our Company
“KFM”	: Kawan Food Manufacturing Sdn Bhd (<i>Company No. 126016-A</i>)
“KFM Acquisitions”	: Acquisition of Lot 20 and Acquisition of Machineries, collectively
“KG”	: K.G. Pastry Manufacturing Sdn Bhd (<i>Company No. 244214-P</i>)
“KGPM”	: KG Pastry Marketing Sdn Bhd (formerly known as Oriental Status Sdn Bhd) (<i>Company No. 653406-V</i>)
“KKSBB”	: Kilat Kaca Sdn Bhd (<i>Company No. 396932-P</i>)
“KPMG” or “Reporting Accountants”	: Messrs. KPMG
“Listing”	: The admission and the listing of and quotation for our entire enlarged issued and paid-up share capital of RM40,000,000 comprising 80,000,000 KFB Shares on the Official List of the Second Board
“Listing Requirements”	: The Listing Requirements of Bursa Securities
“Lot 20”	: All that piece of land held under H.S. (D) 98527, Tapak Perusahaan Shah Alam, Daerah Petaling, Negeri Selangor measuring 78,980 square feet bearing postal address Lot 20, Jalan Pengapit 15/19, 40200 Shah Alam, Selangor Darul Ehsan (together with the buildings erected on the land), transferred to KFM pursuant to the Acquisition of Lot 20
“Malaysian Public”	: All Malaysian citizens, companies, co-operatives, societies and institutions but excludes the Directors of our Group, our substantial shareholders and their associates
“Market Day”	: Any day on which Bursa Securities is open for the trading of securities
“MITI”	: Ministry of International Trade and Industry, Malaysia
“MOH”	: Ministry of Health, Malaysia
“NTA”	: Net tangible assets

DEFINITIONS (CONT'D)

- “Offer for Sale” : Offer for sale of an aggregate of 10,400,000 KFB Shares at the IPO Price of RM1.00 per KFB Share to Bumiputera investors approved by MITI, identified investors, and the Malaysian Public payable in full upon application, subject to the terms and conditions of this Prospectus
- “Offerors” : Offerors of the Offer for Sale who will offer the Offer Shares as follows:
- | Offerors | No. of Offer Shares | % of enlarged issued and paid-up share capital after the Public Issue |
|-----------------|----------------------------|--|
| Gan Thiam Chai | 8,200,001 | 10.25 |
| Gan Thiam Hock | 248,000 | 0.31 |
| Kwan Sok Kay | 248,000 | 0.31 |
| KKSB | 1,703,999 | 2.13 |
| | <u>10,400,000</u> | <u>13.00</u> |
- “Offer Shares” : 10,400,000 KFB Shares to be offered by the Offerors at the IPO Price of RM1.00 per KFB Share payable in full upon application pursuant to the Offer for Sale
- “PAT” : Profit after taxation
- “PBT” : Profit before taxation
- “PE Multiple” : Price-earnings multiple
- “Participating Financial Institutions” : Refers to the participating financial institutions for Electronic Share Application as set out in Section 16 of this Prospectus
- “Placement Agent” : Hwang-DBS Securities Berhad (*Company No. 14389-U*)
- “Prescribed Security” : Shares of a company that are prescribed by Bursa Securities to be deposited in the CDS
- “Promoters” : Gan Thiam Chai, Gan Thiam Hock, Kwan Sok Kay and KKSB
- “Public Issue” : Public issue of 10,320,000 new KFB Shares at the IPO Price of RM1.00 per KFB Share to the Malaysian Public, our eligible Directors and employees as well as identified investors payable in full upon application, subject to the terms and conditions of this Prospectus
- “Public Issue Shares” : 10,320,000 new KFB Shares to be issued at the IPO Price of RM1.00 per KFB Share payable in full upon application pursuant to the Public Issue
- “QA” : Quality assurance
- “QC” : Quality control
- “R&D” : Research and development

DEFINITIONS (CONT'D)

“RM” and “sen”	:	Ringgit Malaysia and sen
“ROC”	:	Registrar of Companies
“Roti Paratha”	:	Unleavened layered bread that originated from India, being one of the major products of our Group
“RTS”	:	Ready-to-serve
“SC”	:	Securities Commission
“SC Guidelines”	:	Policies and Guidelines on Issue/Offer of Securities issued by SC
“Second Board”	:	Second Board of Bursa Securities
“Share Split”	:	Share split of each ordinary share of RM1.00 in KFB into two (2) new ordinary shares of RM0.50 each in KFB
“SME”	:	Small and medium-sized enterprises
“SMIDEC”	:	Small and Medium Industries Development Corporation of Malaysia
“Transaction Record”	:	is as defined in Section 16 of this Prospectus
“Underwriter”	:	Hwang-DBS Securities Berhad (<i>Company No. 14389-U</i>)
“Underwriting Agreement”	:	The Underwriting Agreement dated 15 June 2005 entered into by us and the Underwriter
“US”	:	The United States of America
“USD”	:	US dollar
“WHO”	:	World Health Organisation

Any reference to “we”, “us” and “our” in this Prospectus is a reference to our Company, our Group or any member of our Group as the context requires.

In this Prospectus, words denoting the singular shall include the plural number and vice versa, words denoting any gender shall include all genders, words denoting persons shall include natural persons, firms, companies, bodies corporate and unincorporated bodies, and a reference to a Section is a reference to the relevant section of this Prospectus.

Unless otherwise indicated, any reference in this Prospectus to any legislation, statute or statutory provision is a reference to that legislation, statute or statutory provision for the time being as amended or re-enacted, and to any repealed legislation, statute or statutory provision which it re-enacts (with or without modification).

Any reference to a time or day in this Prospectus shall be a reference to that time or day in Malaysia, unless otherwise stated.

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TABLE OF CONTENTS

	PAGE
CORPORATE DIRECTORY	x
1. INFORMATION SUMMARY	1
1.1 History and Principal Activities	1
1.2 Promoters, Substantial Shareholders, Directors and Key Management	2
1.3 Competitive Strengths	4
1.4 Strategy and Future Plans.....	5
1.5 Technology and Intellectual Property	5
1.6 Risk Factors	6
1.7 R&D Capabilities	6
1.8 Licences	7
1.9 Financial Highlights	8
1.10 Principal Statistics Relating to the IPO	10
1.11 Proposed Use of Proceeds from the Public Issue	12
1.12 Material Litigation	12
1.13 Contingent Liabilities.....	13
1.14 Material Capital Commitments	13
1.15 Borrowings.....	13
2. DETAILS OF THE IPO	14
2.1 Introduction	14
2.2 Opening and Closing of Application	15
2.3 Details of the IPO.....	16
2.4 Share Capital and Rights Attaching to Shares.....	17
2.5 Basis of Arriving at the IPO Price.....	18
2.6 Purpose of the IPO	19
2.7 Proceeds from the Public Issue and Proposed Use of Proceeds	20
2.8 Brokerage, Underwriting Commission and Placement Fee	21
2.9 Salient Terms of the Underwriting Agreement	21
2.10 Approvals, Conditions and Moratorium Shares	23
3. INVESTMENT CONSIDERATIONS AND RISK FACTORS.....	29
3.1 Risks Relating to Business and Operations of our Group	29
Operating Risks	29
Competition	29
Product Tampering and Food Contamination	30
Deterioration of Perishable Products	30
Protection of our Group's Proprietary Technology and Intellectual Property Rights	30
Dependence on Range of products and Demand for New Products.....	31
Delays in Research and Development	31
Negative Publicity	31
Dependence on Key Management.....	32
Foreign Exchange Risks	32
Fluctuations in Raw Materials Prices	32
Exposure to Credit Risk of Customers	33
Changes in Customer Preference	33
Customer Loyalty.....	33
Restriction on Operations.....	34
Electricity and System Disruptions	35
Technology Used / to be Used	36
Environment Risk.....	36

TABLE OF CONTENTS (CONT'D)

3.2	Risks Relating to KFB Shares	36
	No Prior Market for KFB Shares and Possible Volatility of Share Price	36
	Control by Certain Shareholders	36
	Delay in, or Failure of, Listing	37
3.3	Other Risks	37
	Political and Economic Conditions	37
	Changes to General Economic, Political, Legislative, Business and/or Credit Conditions	37
	Risks in New Geographical Markets.....	38
	Difficulty in Managing Future Growth	38
	Forward Looking Statements	38
4.	INFORMATION ON OUR GROUP	39
4.1	Information on our Company	39
4.2	Information on KFM	47
4.3	Information on KGPM	48
5.	INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT	49
5.1	Information on Promoters	49
5.2	Information on Substantial Shareholders	52
5.3	Information on Directors	55
5.4	Information on Key Management	61
5.5	Information on Family Relationships and Associations	63
6.	BUSINESS OVERVIEW	64
6.1	Overview of Products, Production Processes and Operations	64
6.2	Market Share and Competitive Strengths	65
6.3	Principal Markets and Modes of Marketing.....	68
6.4	Locations of Operations and Production Capacity	71
6.5	Production Processes.....	71
6.6	Intellectual Property	75
6.7	Research and Development	77
6.8	Strategies, Future Plans and Prospects	80
6.9	Employees	82
6.10	Interruptions to Business During the Past Twelve Months	83
6.11	Development Milestones.....	83
6.12	Material Licences and Permits	84
6.13	Landed Property	90
6.14	Major Suppliers	97
6.15	Major Customers	98
6.16	Types, Sources and Availability of Raw Materials	98
6.17	Management Succession Plan	99
7.	INDUSTRY OVERVIEW	100
7.1	The Malaysian Economy	100
7.2	The Food/Frozen Food Industry in Malaysia	100
7.3	Government Legislation, Policies and Incentives	104
8.	RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST	107
8.1	Related Party Transactions.....	107
8.2	Transactions of Unusual Nature.....	107
8.3	Outstanding Loans to Directors and Substantial Shareholders.....	107
8.4	Interests in Similar Business	108
8.5	Interests in Material Assets Acquired, Disposed of or Leased	108
8.6	Declarations of No Conflict by Advisers	108

TABLE OF CONTENTS (CONT'D)

9.	FINANCIAL INFORMATION	109
9.1	Proforma Consolidated Income Statement	109
9.2	Financial Information Analysis	110
9.3	Working Capital, Borrowings, Contingent Liabilities, Material Capital Commitments and Material Litigation	111
9.4	Trade Receivables	113
9.5	Directors' Declaration on Financial Performance	113
9.6	Future Financial Information	114
9.7	Directors' Analysis and Commentary on the Consolidated Profit Forecast for the Financial Year Ending 31 December 2005.....	114
9.8	Sensitivity Analysis.....	115
9.9	Dividend Forecast and Policy	116
9.10	Reporting Accountants' Letter on the Consolidated Profit Forecast for the Financial Year Ending 31 December 2005.....	117
9.11	Proforma Consolidated Balance Sheet and Reporting Accountants' Letter thereon	125
10.	ACCOUNTANTS' REPORT	133
11.	EXECUTIVE SUMMARY OF THE INDEPENDENT MARKET RESEARCH REPORT	159
12.	DRAFT ESOS BY-LAWS	168
13.	DIRECTORS' REPORT	186
14.	ADDITIONAL INFORMATION	187
14.1	Share Capital	187
14.2	Articles Of Association	187
14.3	Directors and Substantial Shareholders	192
14.4	General	192
14.5	Material Litigation	192
14.6	Material Contracts	193
14.7	Material Agreements	194
14.8	Material Insurance Policies	195
14.9	Public Take-Overs	199
14.10	Consents	199
14.11	Responsibility	200
14.12	Documents Available for Inspection	200
15.	PROCEDURE FOR APPLICATION AND ACCEPTANCE	201
15.1	Opening and Closing Of Applications	201
15.2	Methods of Application	201
15.3	Procedures for Application	201
15.4	Applications using Application Forms	201
15.5	Applications using Electronic Share Application	205
15.6	Applications using Internet Share Application.....	210
15.7	Applications and Acceptances	213
15.8	CDS Accounts	214
15.9	Notice of Allotment	214
16.	LIST OF ADAs	215

CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Address	Profession	Nationality
Tan Sri Dato' Mohd Ibrahim bin Mohd Zain <i>(Non-Independent Non-Executive Chairman)</i>	71, Jalan Ampang Hilir 55000 Kuala Lumpur	Company Director	Malaysian
Gan Thiam Chai <i>(Managing Director)</i>	A-12-10, Apartment Jalil Damai No. 1, Jalan 14/155C Bandar Bukit Jalil 57000 Kuala Lumpur	Company Director	Malaysian
Gan Thiam Hock <i>(Non-Independent Executive Director)</i>	A-4-01, Kenanga Apartment Bulatan Putra Perdana Taman Putra Perdana 47100 Puchong Selangor Darul Ehsan	Company Director	Malaysian
Kwan Sok Kay <i>(Non-Independent Executive Director)</i>	A-12-10, Apartment Jalil Damai No. 1, Jalan 14/155C Bandar Bukit Jalil 57000 Kuala Lumpur	Company Director	Malaysian
Datuk Haji Ibrahim bin Haji Ahmad <i>(Non-Independent Non-Executive Director)</i>	17, Jalan 1/9C 43650 Bandar Baru Bangi Selangor Darul Ehsan	Company Director	Malaysian
Chen Seng Chong <i>(Independent Non-Executive Director)</i>	60, Jalan Pria Tiga Taman Maluri 55100 Kuala Lumpur	Company Director	Malaysian
Lim Peng @ Lim Pang Tun <i>(Independent Non-Executive Director)</i>	61, Jalan SS 20/6 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan	Company Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Lim Peng @ Lim Pang Tun	Chairman of the Committee	Independent Non-Executive Director
Chen Seng Chong	Member of the Committee	Independent Non-Executive Director
Kwan Sok Kay	Member of the Committee	Non-Independent Executive Director

CORPORATE DIRECTORY (CONT'D)

- COMPANY SECRETARY** : Wong Youn Kim (MAICSA 7018778)
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Taman Kepong
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- Telephone: 03-7804 5929
Facsimile: 03-7805 2559
e-mail: senhance@tm.net.my
- REGISTERED OFFICE** : Unit 07-02, Level 7
Menara Luxor
6B Persiaran Tropicana
47410 Petaling Jaya
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- Telephone: 03-7804 5929
Facsimile: 03-7805 2559
e-mail: senhance@tm.net.my
- HEAD OFFICE** : Lot 20, Jalan Pengapit 15/19
40200 Shah Alam
Selangor Darul Ehsan
- Telephone: 03-5511 8388
Facsimile: 03-5519 3901
Website: www.kawanfood.com
e-mail: info@kawanfood.com
- REGISTRAR** : Symphony Share Registrars Sdn Bhd (Company No. 378993-D)
(formerly known as Malaysian Share Registration Services Sdn Bhd)
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50100 Kuala Lumpur
- Telephone: 03-2721 2222
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- PRINCIPAL BANKERS** : Malayan Banking Berhad (Company No. 3813-K)
Lot 14330-14333
4½ Mile, Jalan Klang Lama
58000 Kuala Lumpur
- RHB Bank Berhad (Company No. 6171-M)
11, 13 & 15, Jalan Niaga 16/3A
40000 Shah Alam
Selangor Darul Ehsan
- HSBC Bank (Malaysia) Berhad (Company No. 127776-V)
Ground Floor, Wisma UEP
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47620 Subang Jaya
Selangor Darul Ehsan

CORPORATE DIRECTORY (CONT'D)

- AUDITORS AND REPORTING ACCOUNTANTS** : Messrs. KPMG (AF0758)
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55100 Kuala Lumpur

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- ISSUING HOUSE** : Malaysian Issuing House Sdn Bhd (Company No. 258345-X)
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- INDEPENDENT MARKET RESEARCH CONSULTANT** : Infocredit D&B (Malaysia) Sdn Bhd (Company No. 527570-M)
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50490 Kuala Lumpur

Telephone: 03-2718 1000
Facsimile: 03-2718 1001
- LISTING SOUGHT** : Second Board of Bursa Securities