

(Formerly known as Eoncap Corporation Berhad)
(Company No: 631617-D)
(Incorporated in Malaysia under the Companies Act, 1965)



PUBLIC ISSUE OF 22,000,000 NEW ORDINARY SHARES OF RM0.50 EACH COMPRISING:-

- 6,000,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 6,100,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR PLACEMENT TO SELECTED INVESTORS;
- 5,500,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS, EMPLOYEES AND BUSINESS ASSOCIATES OF EONMETALL GROUP BERHAD AND ITS SUBSIDIARIES; AND
- 4,400,000 NEW ORDINARY SHARES OF RM0.50 EACH TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY
  OF INTERNATIONAL TRADE AND INDUSTRY;

AND

OFFER FOR SALE OF 28,600,000 ORDINARY SHARES OF RM0.50 EACH TO BUMPUTERA INVESTORS APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY.

AT AN ISSUE/OFFER PRICE OF RM1.00 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION PURSUANT TO ITS LISTING ON THE SECOND BOARD OF THE BURSA MALAYSIA SECURITIES BERHAD.

OFFER OF EMPLOYEE SHARE OPTION SCHEME OPTIONS IN EONMETALL GROUP BERHAD TO ITS NON-EXECUTIVE DIRECTORS.

Adviser, Managing Underwriter and Sole Placement Agent

AmMerchant Bank Berhad (Company No. 23742-V) Amember of



FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" AS SET OUT IN SECTION 3 HEREOF.

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#### RESPONSIBILITY STATEMENTS

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS, PROMOTER AND OFFEROR OF EONMETALL GROUP BERHAD (FORMERLY KNOWN AS EONCAP CORPORATION BERHAD) ("EONMETALL" OR THE "COMPANY") 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 STATEMENT OR OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENT HEREIN FALSE OR MISLEADING. THE DIRECTORS HEREBY ACCEPT FULL RESPONSIBILITY FOR THE PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE PROFIT FORECAST HAVE BEEN PREPARED BASED ON ASSUMPTIONS MADE.

AMMERCHANT BANK BERHAD, BEING THE ADVISER, MANAGING UNDERWRITER, UNDERWRITER AND SOLE PLACEMENT AGENT, 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 ANY PROFIT FORECAST (FOR WHICH THE DIRECTORS OF EONMETALL ARE FULLY RESPONSIBLE), PREPARED FOR INCLUSION IN THE PROSPECTUS HAVE BEEN STATED BY THE DIRECTORS AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS.

#### STATEMENTS OF DISCLAIMER

THE SECURITIES COMMISSION ("SC") HAS APPROVED THE PUBLIC ISSUE AND OFFER FOR SALE IN RESPECT OF THE INITIAL PUBLIC OFFERING AND THAT THE APPROVAL SHALL NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS THE INITIAL PUBLIC OFFERING.

THE SC SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF EONMETALL AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT, 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.

INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IN CONSIDERING THE INVESTMENT, INVESTORS WHO ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

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

THE BURSA MALAYSIA SECURITIES BERHAD SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF EONMETALL AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS CORRECTNESS 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. ADMISSION TO THE OFFICIAL LIST IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF THE PUBLIC ISSUE AND OFFER FOR SALE, EONMETALL OR OF ITS 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.

#### **INDICATIVE TIMETABLE**

The indicative timing of events leading up to the listing of and quotation for Eonmetall's entire enlarged issued and paid-up share capital on the Second Board of the Bursa Malaysia Securities Berhad ("Bursa Securities") is set out below:-

| <u>Date</u>  |   | Event  |
|--------------|---|--|
| 30 June 2005 | : | Issue of Prospectus/Opening date of the applications |
| 12 July 2005 | : | Closing date of the applications                     |
| 14 July 2005 | : | Tentative date for balloting of applications         |
| 25 July 2005 | : | Tentative allotment date                             |
| 26 July 2005 | : | Tentative listing date                               |

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGE, WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES.

APPLICATIONS WILL BE ACCEPTED FROM 10.00 A.M. ON 30 JUNE 2005 AND WILL REMAIN OPEN UNTIL 5.00 P.M. ON 12 JULY 2005 OR FOR SUCH OTHER LATER DATE OR DATES AS THE DIRECTORS OF THE COMPANY, THE OFFEROR AND THE MANAGING UNDERWRITER MAY IN THEIR ABSOLUTE DISCRETION MUTUALLY DECIDE. LATE APPLICATIONS WILL NOT BE ACCEPTED.

IN THE EVENT THE CLOSING DATE FOR THE APPLICATIONS IS EXTENDED, INVESTORS WILL BE NOTIFIED OF THE CHANGE IN A WIDELY CIRCULATED ENGLISH AND BAHASA MALAYSIA NEWSPAPER IN MALAYSIA. SHOULD THE APPLICATION PERIOD BE EXTENDED, THE DATES FOR THE BALLOTING OF THE APPLICATIONS AND THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF EONMETALL ON THE SECOND BOARD OF THE BURSA SECURITIES WILL BE EXTENDED ACCORDINGLY.

#### **DEFINITIONS**

In this Prospectus, unless where the context requires otherwise, the following words and abbreviations shall have the following meanings:-

Acquisitions : Acquisitions of ECH, EIT, EMI, EMS and EMT collectively

Acquisition of ECH : The acquisition by Eonmetall of 100% of the issued and paid-

up share capital of ECH comprising 1,000,000 ordinary shares of RM1.00 each for a purchase consideration of RM1,204,438 satisfied wholly by the issuance of 2,408,876 new Eonmetall Shares credited as fully paid-up at an issue price of RM0.50 per

Share

Acquisition of EIT : The acquisition by Eonmetall of 100% of the issued and paid-

up share capital of EIT comprising 100,000 ordinary shares of RM1.00 each for a purchase consideration of RM2,718,561 satisfied wholly by the issuance of 5,437,122 new Eonmetall Shares credited as fully paid-up at an issue price of RM0.50 per

Share

Acquisition of EMI : The acquisition by Eonmetall of 100% of the issued and paid-

up share capital of EMI comprising 2,500,000 ordinary shares of RM1.00 each for a purchase consideration of RM9,835,960 satisfied wholly by the issuance of 19,671,920 new Eonmetall Shares credited as fully paid-up at an issue price of RM0.50 per

Share

Acquisition of EMS : The acquisition by Eonmetall of 100% of the issued and paid-

up share capital of EMS comprising 2,500,000 ordinary shares of RM1.00 each for a purchase consideration of RM5,038,030 satisfied wholly by the issuance of 10,076,060 new Eonmetall Shares credited as fully paid-up at an issue price of RM0.50 per

Share

Acquisition of EMT : The acquisition by Eonmetall of 100% of the issued and paid-

up share capital of EMT comprising 2,500,000 ordinary shares of RM1.00 each for a purchase consideration of RM25,180,650 satisfied wholly by the issuance of 50,361,300 new Eonmetall Shares credited as fully paid-up at an issue price of RM0.50 per

Share

Act : The Companies Act, 1965 or any statutory modification,

amendment or re-enactment thereof for the time being in force

ADA : Authorised Depository Agent

ADA Code : ADA (Broker) Code

AFTA : ASEAN Free Trade Area

AmMerchant Bank : AmMerchant Bank Berhad (23742-V) (a member of

AmInvestment Group)

Application : The application for the IPO Shares by way of Application Forms

or by way of Electronic Share Application

Application Form(s) : The printed Application Form(s) for the application for the IPO

**Shares** 

ASEAN : Association of South-East Asian Nations

ATM : Automated teller machine

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

Board : The Board of Directors of Eonmetall

Bursa Depository or Depository : Bursa Malaysia Depository Sdn Bhd (165570-W)

Bursa Securities : Bursa Malaysia Securities Berhad (635998-W)

By-Laws : The rules, regulations, terms and conditions of the ESOS

CDS : Central Depository System

Central Depositories Act : The Securities Industry (Central Depositories) Act, 1991 or any

statutory modification, amendment or re-enactment thereof for

the time being in force

Date of Offer : The date on which an offer is made by the ESOS Committee to

an eligible person in the manner provided in By-Law 7

Deposited Security : A security in the Company standing to the credit of a Securities

Account of a Depositor subject to the provision of the Central

Depositories Act and the Rules

Depositor : A holder of a Securities Account

DIY : Do-It-Yourself

ECH : Eonchem Technology Sdn Bhd (542450-K)

ECSB : Eonmetall Corporation Sdn Bhd (415532-H)

EIT : Eontarr IT Solutions Sdn Bhd (365987-M)

Electronic Share Application : An application for the IPO Shares through Participating

Financial Institutions

EMI : Eonmetall Industries Sdn Bhd (207322-V)

EMS : Eonmetall Systems Sdn Bhd (360239-H)

EMT : Eonmetall Technology Sdn Bhd (327604-K)

EPS : Earnings per Share

Eonmetall or the Company : Eonmetall Group Berhad (formerly known as Eoncap

Corporation Berhad) (631617-D)

Eonmetall Group or the Group : Eonmetall and its subsidiaries

ERP : Enterprise resource planning

ESOS : Employee share option scheme

ESOS Committee : A committee comprising Director(s) and/or senior management

personnel appointed by the Board to administer the ESOS

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

Expanded Metals : Expanded metals are metal sheet or coil that is slitted and

stretched into a non-ravelling unit of uniformed sized diamond shaped openings. It is available in various thickness with

different opening sizes from micromesh to grating

FIC : Foreign Investment Committee

GP : Gross profit

Grantee : An eligible person who has accepted an offer in the manner

provided in By-Law 8

Industrial Process Machinery

and Equipment

Industrial process machinery and equipment refers to the specialised process machinery and equipment for specific

industries such as palm oil and oleochemicals

IPO : Initial Public Offering, namely the Public Issue and Offer For

Sale

IPO Price : RM1.00 for each IPO Share

IPO Share(s) : The Public Issue Share(s) and Offer Share(s), collectively

ISO : International Organisation for Standardisation

IT : Information technology

Listing : Admission to the Official List and the listing of and quotation for

the entire issued and paid-up share capital of Eonmetall of RM55,000,000 comprising 110,000,000 Shares on the Second

Board of the Bursa Securities

Listing Requirements : Listing Requirements of Bursa Securities

Listing Scheme : The Acquisitions, Rights Issue, Public Issue, Offer For Sale and

Listing collectively

LSHB : Leader Steel Holdings Berhad (267209-K)

m<sup>2</sup> : Square metres

Market Day : Any day between Monday and Friday (both days inclusive)

which is not a public holiday and on which the Bursa Securities

is open for the trading of securities

Malaysian Public : Citizens of Malaysia and companies, societies, co-operatives

and institutions incorporated or organised under the laws of

Malaysia

Metalwork Machinery and

Equipment

 Metalwork machinery and equipment is a set of machinery and equipment to perform a series of tasks such as rolling, slitting,

shearing, punching, stamping and forming metal into parts and

products

MDF Plant : Medium density fibreboard plant

MIH or Issuing House : Malaysian Issuing House Sdn Bhd (258345-X)

MITI : Ministry of International Trade and Industry

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

mm

Millimetres

MSC

Multimedia Super Corridor

NTA

Net tangible assets

Offer For Sale or Offer

Offer for sale by the Offeror of 28,600,000 Shares in Eonmetall at an offer price of RM1.00 per Share payable in full upon application, subject to the terms and conditions of this Prospectus

Offer Shares

The 28,600,000 Shares in Eonmetall which are the subject of

the Offer For Sale

Offeror

: ECSB for the Offer Shares as set out below:-

| Offeror | No. of Offer Shares | % of Enlarged<br>Share Capital |
|---------|---------------------|--------------------------------|
| ECSB    | 28,600,000          | 26.00                          |

Option(s)

The contract constituted by acceptance by an eligible person in the manner provided in By-Law 8 of an offer made to such eligible person by the ESOS Committee pursuant to By-Law 7. Each Option shall entitle an eligible person to subscribe for one (1) Share upon its exercise

Participating Financial

Pink Form Shares

Institution(s)

Refers to the participating financial institutions for Electronic Share Application as listed in Section 16 of this Prospectus

PAT : Profit after taxation

PBT : Profit before taxation

PE Multiple : Price earnings multiple

The 5,500,000 Shares in Eonmetall representing 5.0% of the enlarged issued and paid-up share capital of Eonmetall at the IPO Price to the Directors, employees and business associates

of the Eonmetall Group

Private Placement : Private placement of 6,100,000 Shares in Eonmetall

representing approximately 5.55% of the enlarged issued and paid-up share capital of Eonmetall at an IPO Price to selected

investors

Promoter : Goh Cheng Huat

Public Issue : The public issue of 22,000,000 new Shares in Eonmetall at an

issue price of RM1.00 per Share payable in full upon application, subject to the terms and conditions of this

Prospectus

Public Issue Shares : The 22,000,000 Shares in Eonmetall which are the subject of

the Public Issue

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

QC : Quality control

R&D : Research and development

Record of Depositors : A record provided by the Bursa Depository to the Company

under Chapter 24.0 of the Rules

RM and sen : Ringgit Malaysia and sen respectively

Rights Issue : The renounceable rights issue of 44,718 new Shares in

Eonmetall at an issue price of RM0.50 per Rights Share to the existing shareholders of Eonmetall on the basis of approximately fifty one (51) new Shares for every existing one

hundred thousand (100,000) Shares in Eonmetall

Rights Shares : The 44,718 new Shares in Eonmetall issued pursuant to the

Rights Issue

ROC : Registrar of Companies

Roofing Sheets : Roofing sheets are commonly made out of galvanised or

prepainted steel that has been profiled or has a uniform crosssectional shape. It is primarily used for roofing and wall

cladding applications

Rules : The Rules of the Bursa Depository

SC : Securities Commission

SC Guidelines : Policies and Guidelines on Issue/Offer of Securities issued by

the SC as amended or expanded on from time to time

Secondary Flat Steel Products : Secondary flat steel products primarily refer to products made

from flat steel materials. These products are commonly made from cold-rolled or hot-rolled coils, as feedstock in the

manufacturing process

Securities Account : An account established by the Bursa Depository for a Depositor

for the recording of deposit of securities and for dealing in such

securities by the Depositor

SEP : Solvent extraction plant

Share(s) : Ordinary share(s) of RM0.50 each

Slotted Angles : Slotted angles are made out of roll-formed steel and perforated

at specified spaces and bend at ninety degrees

Sole Placement Agent : AmMerchant Bank

Steel Storage Systems : Steel storage systems are made from steel and are used in

warehouses and industrial or commercial buildings for storage purposes. Most have special clip attachments or bolted joints

for easy assembly

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

Underwriting Agreement : The underwriting agreement dated 25 May 2005 between the

Company, Managing Underwriter and Underwriters for the underwriting of 11,500,000 Shares for an underwriting

commission of 2.0% at the IPO Price

US or USA : United States of America

USD : US Dollars

VCR : Video cassette recorder

VLSB : Variant Link Sdn Bhd (671608-X)

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## CORPORATE DIRECTORY

## **BOARD OF DIRECTORS**

|                                      | Designation (1988)                     | Addres  | Occupation/<br>Nationality              |
|--------------------------------------|--|---|---|
| Tan Sri Dato' Mohd Desa<br>bin Pachi | Chairman/ Non-<br>Executive Director   | 10, Jalan PJU 1A/26<br>Ara Damansara<br>47301 Petaling Jaya<br>Selangor Darul Ehsan | Company Director/<br>Malaysian          |
| Goh Cheng Huat                       | Managing Director                      | 5, Lorong Kenanga<br>Off Jalan Raja Uda<br>13000 Buterworth                         | Company Director/<br>Malaysian          |
| Yeoh Cheng Chye                      | Executive Director                     | 40, Persiaran Perpaduan<br>B Garden<br>14000 Bukit Mertajam                         | Company Director/<br>Malaysian          |
| Goh Kee Seng                         | Non-Executive<br>Director              | 4, Jalan Layang 10<br>Taman Perling<br>81200 Johor Bahru                            | Company Director/<br>Malaysian          |
| Tan Sri Dato' Soong Siew<br>Hoong    | Non-Executive<br>Director              | 9, Jalan 6/6<br>46000 Petaling Jaya<br>Selangor Darul Ehsan                         | Company Director/<br>Malaysian          |
| Tang Yin Kham                        | Independent Non-<br>Executive Director | 127-6-3, Belle Vue<br>Apartments<br>Jalan Kelawei<br>10250 Penang                   | Accountant/<br>Malaysian                |
| Phee Boon Leng                       | Independent Non-<br>Executive Director | 11B, Jalan Tavoy<br>10050 Penang  | Advocate and<br>Solicitor/<br>Malaysian |

### **AUDIT COMMITTEE**

| Name Designation Directorship |                             |                                    |  |  |
|-------------------------------|-----------------------------|------------------------------------|--|--|
| Tang Yin Kham                 | Chairman of Audit Committee | Independent Non-Executive Director |  |  |
| Phee Boon Leng                | Member of Audit Committee   | Independent Non-Executive Director |  |  |
| Goh Cheng Huat                | Member of Audit Committee   | Managing Director                  |  |  |

### CORPORATE DIRECTORY (Cont'd)

**COMPANY SECRETARY** 

: Lam Voon Kean (MIA 4793)

9, Reservoir 5<sup>th</sup> Avenue 11500 Penang

REGISTERED OFFICE

: Suite 2-1, 2<sup>nd</sup> Floor

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Email

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Email : info@eonmetall.com
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**OFFICE** 

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10050 Penang

Telephone No : 04-228 2321 Facsimile No : 04-227 2391

AUDITORS AND REPORTING ACCOUNTANTS

KPMG (Firm No. AF 0758)

**Chartered Accountants** 

1<sup>st</sup> Floor, Wisma Penang Garden 42, Jalan Sultan Ahmad Shah

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**SOLICITORS FOR THE IPO** 

: Zaid Ibrahim & Co Advocates & Solicitors 51-22-B&C, Menara BHL

Jalan Sultan Ahmad Shah

10050 Penang

Telephone No : (04) 227 0888 Facsimile No : (04) 228 6755

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