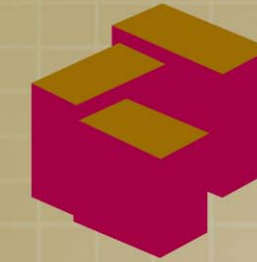


P R O S P E C T U S

**Minetech Resources Berhad**

(Company No. 575543-X)
(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF 10,000,000 NEW ORDINARY SHARES OF RM1.00 EACH COMPRISING: -

- 5,000,000 NEW ORDINARY SHARES OF RM1.00 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC;
- 2,000,000 NEW ORDINARY SHARES OF RM1.00 EACH AVAILABLE BY WAY OF PRIVATE PLACEMENT; AND
- 3,000,000 NEW ORDINARY SHARES OF RM1.00 EACH AVAILABLE FOR APPLICATION BY THE ELIGIBLE DIRECTORS AND EMPLOYEES OF MINETECH RESOURCES BERHAD AND ITS SUBSIDIARIES;

AND

OFFER FOR SALE OF 4,600,000 ORDINARY SHARES OF RM1.00 EACH COMPRISING 4,600,000 ORDINARY SHARES OF RM1.00 EACH BY WAY OF PRIVATE PLACEMENT;

AT AN ISSUE/OFFER PRICE OF RM1.30 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION PURSUANT TO ITS LISTING ON THE SECOND BOARD OF BURSA MALAYSIA SECURITIES BERHAD.

Adviser, Managing Underwriter and Placement Agent

AmMerchant Bank Berhad

(Company No. 23742-V)
A member of

**AmInvestment Group**

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

This Prospectus is dated 30 June 2005

RESPONSIBILITY STATEMENTS

THIS PROSPECTUS HAS BEEN SEEN AND APPROVED BY THE DIRECTORS, PROMOTERS AND OFFERORS OF MINETECH RESOURCES BERHAD ("**MRB**" 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 STATEMENTS OR OTHER FACTS THE OMISSION OF WHICH WOULD MAKE ANY STATEMENTS HEREIN FALSE OR MISLEADING. THE DIRECTORS HEREBY ACCEPT FULL RESPONSIBILITY FOR THE PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT THE PROFIT FORECAST HAS BEEN PREPARED BASED ON ASSUMPTIONS MADE.

AmMERCHANT BANK BERHAD, BEING THE ADVISER, MANAGING UNDERWRITER AND 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 ARE SATISFIED THAT ANY PROFIT FORECAST (FOR WHICH THE DIRECTORS AND PROMOTERS OF MRB ARE FULLY RESPONSIBLE) PREPARED FOR INCLUSION IN THE PROSPECTUS HAS BEEN STATED BY THE DIRECTORS AND PROMOTERS AFTER DUE AND CAREFUL ENQUIRY AND HAVE BEEN DULY REVIEWED BY THE REPORTING ACCOUNTANTS.

STATEMENTS OF DISCLAIMER

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

THE SECURITIES COMMISSION SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF MRB 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.**

BURSA MALAYSIA SECURITIES BERHAD SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE CORPORATION 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 INVITATION, THE CORPORATION OR OF ITS SECURITIES.

A COPY OF THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SECURITIES COMMISSION. 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 MRB's entire enlarged share capital on the Second Board of the Bursa Malaysia Securities Berhad is set out below: -

<u>Date</u>	<u>Event</u>
30 June 2005	: Issue of Prospectus/Opening date of the IPO
12 July 2005	: Closing date of the IPO
14 July 2005	: Tentative date for balloting of applications
21 July 2005	: Tentative date of despatch of notice of allotment of the ordinary shares of MRB to successful applicants
22 July 2005	: Tentative listing date

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGES WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES. THE APPLICATION PERIOD WILL REMAIN OPEN UNTIL 5.00 P.M. ON 12 JULY 2005 OR FOR SUCH FURTHER PERIOD OR PERIODS AS THE DIRECTORS AND OFFERORS OF MRB TOGETHER WITH THE MANAGING UNDERWRITER IN THEIR ABSOLUTE DISCRETION MAY DECIDE.

SHOULD THE CLOSING DATE OF THE AFORESAID APPLICATION BE EXTENDED, THE DATES FOR THE BALLOTING AND LISTING OF MRB'S ENTIRE ISSUED AND PAID UP CAPITAL ON THE SECOND BOARD OF BURSA MALAYSIA SECURITIES BERHAD MIGHT BE EXTENDED ACCORDINGLY. ANY CHANGES TO THE APPLICATION PERIOD FOR THE IPO WILL BE NOTIFIED TO THE PUBLIC VIA AN ADVERTISEMENT IN A WIDELY CIRCULATED DAILY BAHASA MALAYSIA NEWSPAPER AND ENGLISH NEWSPAPER.

DEFINITIONS

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

Acquisitions	: Collectively the acquisition of AT, DIS, KSC, SM, TM and TP
Acquisition of AT	: The acquisition by MRB of 1,000,000 Shares in AT representing the entire issued and paid-up share capital of AT for a total purchase consideration of RM10,546,173 satisfied by the issuance of 10,546,173 Shares in MRB at an issue price of RM1.00 per Share
Acquisition of DIS	: The acquisition by MRB of 400,000 Shares in DIS representing the entire issued and paid-up share capital of DIS for a total purchase consideration of RM1,044,379 satisfied by the issuance of 1,044,379 Shares in MRB at an issue price of RM1.00 per Share
Acquisition of KSC	: The acquisition by MRB of 1,000,000 Shares in KSC representing the entire issued and paid-up share capital of KSC for a total purchase consideration of RM31,716,626 satisfied by the issuance of 31,716,626 Shares in MRB at an issue price of RM1.00 per Share
Acquisition of SM	: The acquisition by MRB of 2 Shares in SM representing the entire issued and paid-up share capital of SM for a total purchase consideration of RM2 satisfied by the issuance of 2 Shares in MRB at an issue price of RM1.00 per Share
Acquisition of TM	: The acquisition by MRB of 2 Shares in TM representing the entire issued and paid-up share capital of TM for a total purchase consideration of RM1,054,406 satisfied by the issuance of 1,054,406 Shares in MRB at an issue price of RM1.00 per Share
Acquisition of TP	: The acquisition by MRB of 2 Shares in TP representing the entire issued and paid-up share capital of TP for a total purchase consideration of RM638,412 satisfied by the issuance of 638,412 Shares in MRB at an issue price of RM1.00 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
AmMerchant Bank	: AmMerchant Bank Berhad (23742-V)
AT	: Angkasa Tegas Sdn Bhd (184572-W)
ATM	: Automated Teller Machine
Board or Directors	: The Board of Directors of MRB
Bursa Depository or the Depository	: Bursa Malaysia Depository Sdn Bhd (165570-W)
Bursa Securities or the Securities Exchange	: Bursa Malaysia Securities Berhad (635998-W)
CIDB Malaysia	: Construction Industry Development Board, Malaysia
CDS	: Central Depository System

DEFINITIONS (Cont'd)

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
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
DIS	: Drillman Industrial Supplies Sdn Bhd (286192-T)
DKSC	: Diman KS Chin Sdn Bhd (685846-T)
EBIDTA	: Earnings before interest, depreciation, taxation and amortisation
EPS	: Earnings Per Share
FIC	: Foreign Investment Committee
GDP	: Gross Domestic Product
Government	: The Government of Malaysia
IPO	: Initial Public Offering, namely the Public Issue and Offer for Sale
IPO Price	: RM1.30 per share for each IPO Share
IPO Shares	: Collectively, the Issue Shares and Offer Shares
Issue or Public Issue	: The issue of 10,000,000 new Shares at the IPO Price payable in full upon application, subject to the terms and conditions of this Prospectus
Issue Shares	: The 10,000,000 new Shares in MRB which are the subject of the Public Issue
KSC	: K.S. Chin Minerals Sdn Bhd (115934-U)
Listing	: Admission to the Official List and the listing of and quotation for the entire enlarged issued and paid-up share capital of MRB of RM55,000,000 comprising 55,000,000 Shares on the Second Board of the Bursa Securities
Listing Requirements	: The Listing Requirements of the Bursa Securities
Malaysian Public	: Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organized under the laws of Malaysia
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 trading of securities
MI	: Minority interest
MIDFCCS or Issuing House	: MIDF Consultancy And Corporate Services Sdn Bhd (11324-H)
MITI	: Ministry of International Trade and Industry
MRB or the Company	: Minetech Resources Berhad (575543-X)
MRB Group or the Group	: Collectively, MRB and its subsidiary companies

DEFINITIONS (Cont'd)

NTA	:	Net Tangible Assets										
Offer or Offer for Sale	:	Offer for Sale by the Offerors of the Offer Shares at the IPO Price payable in full upon application, subject to the terms and conditions of this Prospectus										
Offer Shares	:	The 4,600,000 Shares in MRB to be offered pursuant to the Offer										
Offerors	:	The following shareholders who are offering the Offer Shares for sale the details of which are as follows:-										
		<table> <thead> <tr> <th>Offeror</th> <th>No. of Offer Shares</th> </tr> </thead> <tbody> <tr> <td>Choy Sen @ Chin Kim Sang</td> <td>3,800,000</td> </tr> <tr> <td>Low Choon Lan</td> <td>500,000</td> </tr> <tr> <td>Low Choon Yen</td> <td>300,000</td> </tr> <tr> <td></td> <td><u>4,600,000</u></td> </tr> </tbody> </table>	Offeror	No. of Offer Shares	Choy Sen @ Chin Kim Sang	3,800,000	Low Choon Lan	500,000	Low Choon Yen	300,000		<u>4,600,000</u>
Offeror	No. of Offer Shares											
Choy Sen @ Chin Kim Sang	3,800,000											
Low Choon Lan	500,000											
Low Choon Yen	300,000											
	<u>4,600,000</u>											
PAT	:	Profit After Tax										
Participating Financial Institution(s)	:	Refers to the participating financial institutions for Electronic Share Application as listed in Section 14 of this Prospectus										
PBT	:	Profit Before Tax										
PE Multiple	:	Price earnings multiple										
Promoters	:	Choy Sen @ Chin Kim Sang and Low Choon Lan collectively										
R&D	:	Research and Development										
Record of Depositors	:	A record provided by the Central Depository to the Company under Chapter 24.0 of the Rules										
RM and sen	:	Ringgit Malaysia and sen respectively										
ROC	:	Registrar of Companies										
Rules	:	The Rules of the Central Depository										
SC	:	Securities Commission										
SC Guidelines	:	Policies and Guidelines on Issue/Offer of Securities issued by the SC as amended or expanded from time to time										
Securities Account	:	An account established by the Central Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor										
Share(s)	:	Ordinary share(s) of RM1.00 each										
SM	:	Solar Media Sdn Bhd (627074-X)										
TM	:	Tegas Marketing Sdn Bhd (381717-A)										
TP	:	Tegas Premix Sdn Bhd (579407-A)										
USA	:	United States of America										
USD	:	United States Dollar										

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CORPORATE DIRECTORY**BOARD OF DIRECTORS**

Name	Designation	Address	Nationality / Profession
Choy Sen @ Chin Kim Sang	Executive Chairman	3, Elitis Bayu Valencia 47000 Sungai Buloh Selangor Darul Ehsan	Malaysian/ Company Director
Lee Kah Keng @ Lee Kah Heng	Group Managing Director	19, Jalan Anggerik Eria 31/104A Kota Kemuning 40460 Shah Alam Selangor Darul Ehsan	Malaysian/ Company Director
Loh Yee Kwan	Group Deputy Managing Director	13, Jalan SL 7/2 Bandar Sungai Long 43000 Kajang Selangor Darul Ehsan	Malaysian/ Company Director
Low Choon Lan	Executive Director	3, Elitis Bayu Valencia 47000 Sungai Buloh Selangor Darul Ehsan	Malaysian/ Company Director
Datin Norhaliza Bt Abdullah	Non-Independent Non- Executive Director	20, Jalan SS1/25 47300 Petaling Jaya Selangor Darul Ehsan	Malaysian/ Company Director
Phoon Sow Cheng	Independent Non- Executive Director	73, Jalan SS1/23 47300 Petaling Jaya Selangor Darul Ehsan	Malaysian/ Accountant
Chai Woon Chew	Independent Non- Executive Director	8-1, 3 Kiapeng Service Apartments Jalan Kia Peng 50450 Kuala Lumpur Wilayah Persekutuan	Malaysian/ Advocate and Solicitor

AUDIT COMMITTEE

Name	Designation	Directorship
Phoon Sow Cheng	Chairman of Audit Committee	Independent Non-Executive Director
Choy Sen @ Chin Kim Sang	Member of Audit Committee	Executive Chairman
Chai Woon Chew	Member of Audit Committee	Independent Non-Executive Director

COMPANY SECRETARIES

: Mah Li Chen (MAICSA 7022751)
No. 33, Jalan BRP 4/6
Bukit Rahman Putra
Seksyen U20
40160 Shah Alam
Selangor Darul Ehsan

Kim Yi Hwa (MAICSA 7029686)
52, Jalan Wangsa Murni 9
Wangsa Melawati
53300 Kuala Lumpur
Wilayah Persekutuan

CORPORATE DIRECTORY (Cont'd)

- REGISTERED OFFICE** : C15-1, Level 15
Tower C, Megan Avenue II
12, Jalan Yap Kwan Seng
50450 Kuala Lumpur
Wilayah Persekutuan
Tel : 03 2166 2000
Fax : 03 2166 3000
- HEAD OFFICE** : G12, Ground Floor
FAS Business Avenue
Jalan Perbandaran
47301 Petaling Jaya
Selangor Darul Ehsan
Tel : 03 7804 2213
Fax : 03 7804 2216
- REGISTRARS AND TRANSFER OFFICE** : PFA Registration Services Sdn Bhd (19234-W)
Level 13, Uptown 1
No. 1 Jalan SS21/58
Damansara Uptown
47400 Petaling Jaya
Selangor Darul Ehsan
Tel : 03 7725 4888
Fax : 03 7722 2311
- AUDITORS AND REPORTING ACCOUNTANTS** : Messrs BDO Binder
12th Floor, Menara Uni.Asia
1008, Jalan Sultan Ismail
50250 Kuala Lumpur
Wilayah Persekutuan
Tel : 03 2616 2888
Fax : 03 2616 3190
- SOLICITORS FOR THE IPO** : Messrs Lee Choon Wan & Co.
No. 12, Lorong Dungun
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan
Tel : 03 2093 0078
Fax : 03 2094 1750
- INDEPENDENT BUSINESS AND MARKET RESEARCH CONSULTANTS** : Vital Factor Consulting Sdn Bhd
75C & 77C Jalan SS22/19
Damansara Jaya
47400 Petaling Jaya
Selangor Darul Ehsan
Tel : 03 7728 0248
Fax : 03 7728 7248

CORPORATE DIRECTORY (Cont'd)

- PRINCIPAL BANKERS** : Malayan Banking Berhad
62-66, Jalan SS21/35
Damansara Utama
47400 Petaling Jaya
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- AmSecurities Sdn Bhd (92977-U)
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- LISTING SOUGHT** : Second Board of the Bursa Securities