



CREST BUILDER HOLDINGS BERHAD
(Company No. 573382-P) (Incorporated in Malaysia under the Companies Act, 1965)

PROSPECTUS



• The properties depicted on the front and the back cover of this Prospectus are not properties of Crest Builder Holdings Berhad

OFFER FOR SALE TO PUBLIC

I BY YONG SOON CHOW AND COMMERCE APPROACH SDN BHD ("COMMERCE APPROACH"), A NOMINEE OF MESSRS HORWATH (FORMERLY KNOWN AS MESSRS HORWATH MOK & POON) ("MESSRS HORWATH") WHO IS IN TURN, AN AGENT FOR THE CREDITORS OF MGR CORPORATION BERHAD (SPECIAL ADMINISTRATORS APPOINTED) ("MGR") ("MGR CREDITORS") OF 16,200,000 ORDINARY SHARES OF RM1.00 EACH AT AN OFFER PRICE OF RM1.00 PER SHARE PAYABLE IN FULL ON APPLICATION ("SHARE OFFER") COMPRISING:-

- 7,900,000 ORDINARY SHARES OF RM1.00 EACH AVAILABLE FOR APPLICATION BY FORMER SHAREHOLDERS OF MGR;
- 1,600,000 ORDINARY SHARES OF RM1.00 EACH AVAILABLE FOR APPLICATION BY MALAYSIAN PUBLIC;
- 2,000,000 ORDINARY SHARES OF RM1.00 EACH AVAILABLE FOR APPLICATION BY ELIGIBLE EMPLOYEES, DIRECTORS, CUSTOMERS, SUPPLIERS AND BUSINESS ASSOCIATES OF CREST BUILDER HOLDINGS BERHAD AND ITS SUBSIDIARIES; AND
- 4,700,000 ORDINARY SHARES OF RM1.00 EACH AVAILABLE FOR APPLICATION BY IDENTIFIED PUBLIC PLACES.

II BYCOMMERCE APPROACH, A NOMINEE OF MESSRS HORWATH WHO IS IN TURN, AN AGENTFOR THE MGR CREDITORS, TO SELECTED INVESTORS OF THE FOLLOWING:-

- RM100,000 NOMINAL VALUE OF 3-YEAR 3%-7% IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS 2003/2006 AT 100% OF THE NOMINAL VALUE OF RM1.00 EACH PAYABLE IN FULL ON APPLICATION; AND
- RM100,000 NOMINAL VALUE OF 5-YEAR 1%-9% REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS 2003/2008 AT 100% OF THE NOMINAL VALUE OF RM1.00 EACH PAYABLE IN FULL ON APPLICATION.

RIGHTS ISSUE TO EXISTING SHAREHOLDERS

RENOUNCEABLE RIGHTS ISSUE OF 24,000,000 WARRANTS 2003/2013 AT AN ISSUE PRICE OF RM0.30 PER WARRANT PAYABLE IN FULL UPON ACCEPTANCE ON THE BASIS OF 1.008 WARRANTS FOR EVERY FOUR (4) EXISTING ORDINARY SHARES OF RM1.00 EACH HELD PRIOR TO THE SHARE OFFER AT 5.00 P.M. ON 9 APRIL2003

LISTING SOUGHT:-

THE MAIN BOARD OF THE KUALALUMPUR STOCK EXCHANGE

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 38 HEREOF



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Adviser and Placement Agent



AmMerchant Bank Berhad

(Formerly known as Arab-Malaysian Merchant Bank Berhad) (23742-V)
A member of the AmBank Group

This Prospectus Is Dated 23 April 2003