

PROSPECTUS

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" AS SET OUT IN SECTION 4 HEREIN

cocoaland

COCOALAND HOLDINGS BERHAD
(Company No: 516019-H)
(Incorporated in Malaysia under the Companies Act, 1965)

PUBLIC ISSUE OF 10,000,000 NEW ORDINARY SHARES OF NOMINAL VALUE RM0.50 EACH IN COCOALAND HOLDINGS BERHAD AT AN ISSUE PRICE OF RM0.65 PER SHARE PAYABLE IN FULL ON APPLICATION

COMPRISING :

1. 1,800,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY ELIGIBLE EMPLOYEES OF COCOALAND HOLDINGS BERHAD AND ITS SUBSIDIARIES;
2. 600,000 NEW ORDINARY SHARES OF RM0.50 EACH RESERVED FOR BUMIPUTERA INVESTORS NOMINATED AND APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY;
3. 6,000,000 NEW ORDINARY SHARES OF RM0.50 EACH AVAILABLE FOR APPLICATION BY THE MALAYSIAN PUBLIC; AND
4. 1,600,000 NEW ORDINARY SHARES OF RM0.50 EACH BY WAY OF PRIVATE PLACEMENT TO IDENTIFIED PUBLIC INVESTORS

IN CONJUNCTION WITH THE LISTING OF AND QUOTATION FOR THE ENTIRE ENLARGED ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF COCOALAND HOLDINGS BERHAD OF 90,000,000 ORDINARY SHARES OF NOMINAL VALUE RM0.50 EACH ON THE SECOND BOARD OF BURSA MALAYSIA SECURITIES BERHAD

*Adviser, Managing Underwriter,
Underwriter and Placement Agent*



OSK SECURITIES BERHAD
(Company No. 14152-V)
(A participating organisation of Bursa Malaysia Securities Berhad)

Underwriter



MIDF SISMA SECURITIES SDN BHD
(Company No. 423833-1)
(A participating organisation of Bursa Malaysia Securities Berhad)

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This Prospectus is dated 24 December 2004