



PROSPECTUS DATED 28 APRIL 2006

(Registered by the Monetary Authority of Singapore on 28 April 2006)

This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax, or other professional adviser.

We have made an application to the Singapore Exchange Securities Trading Limited ("SGX-ST") for permission to deal in, and for quotation of, all the ordinary shares ("Shares") in the capital of Gallant Venture Ltd. (the "Company") already issued (including the Distribution Shares and the Placement Shares (as defined herein) on the Official List of the SGX-ST Dealing and Automated Quotation System ("SGX-Sesdaq"). Such permission will be granted when our Company has been admitted to the Official List of the SGX-Sesdaq ("Listing"). **The dealing in, and quotation of, our Shares will be in Singapore dollars.**

Parallax Venture Partners XXX Ltd is the vendor of the Placement Shares. PT Herwido Rintis is the transferor of the Distribution Shares.

The Share Distribution and the acceptance of applications for the Placement Shares will be conditional upon, *inter alia*, the ATD Scheme (as defined herein) becoming effective in accordance with the Companies Act and permission being granted by the SGX-ST to deal in, and for quotation of, all of the issued Shares (including the Distribution Shares and the Placement Shares) on the SGX-Sesdaq. Monies paid in respect of any application accepted will be returned, at your own risk, without interest or any share of revenue or other benefit arising therefrom, and you will not have any claims whatsoever against us, our Directors, PT HR, the Vendor, the Managers, the Placement Agent (each as defined herein) or any other parties involved in the Share Distribution and/or the Private Placement if the Share Distribution and/or the Private Placement, as the case may be, is not completed because the said permission is not granted or for any other reason. **No Shares will be made available to the public by way of a general public offer on the basis of this Prospectus via electronic applications through any automated teller machine, internet banking website or internet website.**

We have received a letter of eligibility from the SGX-ST for the listing and quotation of our issued Shares (including the Distribution Shares and the Placement Shares) on the SGX-Sesdaq. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Prospectus. Admission to the Official List of the SGX-Sesdaq is not to be taken as an indication of the merits of the Share Distribution, the Private Placement, our Group or our Shares (including the Distribution Shares and the Placement Shares).

A copy of this Prospectus has been lodged with and registered by the Monetary Authority of Singapore (the "Authority"). The Authority assumes no responsibility for the contents of this Prospectus. Registration of this Prospectus by the Authority does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of our Shares, including the Distribution Shares and the Placement Shares, as the case may be, being offered for investment.

No Shares shall be allotted or allocated on the basis of this Prospectus later than six months after the date of registration of this Prospectus by the Authority. We have not lodged or registered this Prospectus in any jurisdiction other than Singapore.

Investing in our Shares involves risks, including those in the section entitled "Risk Factors" in this Prospectus, which contains a discussion of certain factors to be considered in connection with an investment in our Shares.



GALLANT VENTURE LTD.

(Incorporated in the Republic of Singapore on 7 April 2003)
(Company Registration Number: 200303179Z)

- (1) The placement of 280,000,000 Placement Shares (as defined herein) at S\$0.50 for each Placement Share payable in full on application; and
- (2) The distribution of 16,800,000 Shares and 8,253,168 Shares to the ATD Creditors and ATD Shareholders in connection with the ATD Scheme (each term as defined herein).

Joint Lead Managers

Asian Corporate Advisors Pte. Ltd.

(Company Registration Number: 200310232R)



GENESIS CAPITAL PTE. LTD.

(Company Registration Number: 200403939H)

Placement Agent

UOB Kay Hian

UOB KAY HIAN PRIVATE LIMITED

(Company Registration Number: 197000447W)



Corporate Profile

Managing Investments, Creating Value

- Gallant Venture Ltd. (“Gallant”) is an investment holding company with focus on regional growth opportunities
- Its existing investments are mainly in Batam and Bintan in the Riau Archipelago, Indonesia, under 4 major lines of business:
 - utilities
 - industrial parks
 - resort operations
 - property development
- Gallant is a commercial development and management group in Riau Archipelago and an integrated master planner for industrial parks and resorts in Batam and Bintan
- cooperation between the Singaporean and Indonesian governments to promote investments in the Riau Province and Singapore
- The Group's current investment portfolio features a good mix between properties in Batam that generate stable cash flow, strong balance sheet and assets that offer promising profit-generating capabilities in Bintan
- The Group has a strong balance sheet with low-gearing from its existing businesses. This, coupled with its strong investment partners and an experienced management team, should help Gallant access regional and international markets and investors

The Group's businesses are well placed to benefit from the strategic proximity of Batam and Bintan to Singapore, and the close economic



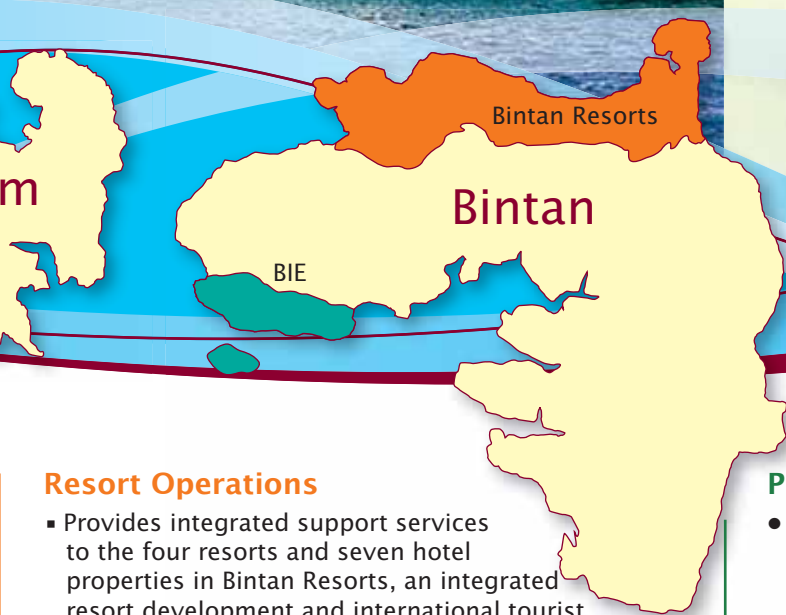
Our Businesses

Utilities

- Private provider of utilities services to Batamindo Industrial Park and Bintan Industrial Estate, as well as to Bintan Resorts
- Revenue is derived from tariffs for the supply of electricity, telecommunications, water, and waste management services to the industrial parks and resorts
- Invested about S\$409 million for the construction and development of the Group's utilities infrastructure and resources which comprise:
 - Power generation and distribution facilities
 - Potable water treatment facilities including reservoir, waste water treatment facilities and landfills

Industrial Parks

- Ownership, management and maintenance of industrial park properties in Batam and Bintan
- Current operation and maintenance of two international standard industrial parks – Batamindo Industrial Park and Bintan Industrial Estate
- Activities include development of the industrial parks, sale or lease of land in the parks and rental of ready-built factories
- Provision of facilities and services including logistics (shipping, transshipment and cargo), as well as workers' accommodation to support investors' and tenants' operations
- Most tenants in Batamindo Industrial Park are involved in the manufacturing of electronic and electrical products, pharmaceuticals, plastic moulds and precision parts, while most tenants in Bintan Industrial Estate are involved in lighter industries, such as electronics manufacturing and garment manufacturing
- Approximately 630,000 sqm of net lettable area in Batam and Bintan. The industrial parks owned by us was valued at around S\$442 million as at 1 February 2006
- Revenue is derived from rental, service and maintenance charges



Resort Operations

- Provides integrated support services to the four resorts and seven hotel properties in Bintan Resorts, an integrated resort development and international tourist destination that spans over 3,000 ha of land
- Activities may be categorised as ferry operations, travel agency, property rental, and service and conservancy
- Services include ferry services, ferry terminal operations, workers' accommodation, security, fire fighting services, estate and township maintenance, and a 24 hour crisis centre
 - Provides ferry service between Singapore and Bintan
 - Owns and operates Bandar Bentan Telani Ferry Terminal, in Bintan Resorts
- Revenue is derived from ferry operations, property rental, travel agency, service and conservancy charges, and other support services
- Bintan Resorts has won awards such as the Best Weekend Getaway in IS Magazine's Annual Readers' Choice Awards (1999 and 2001) and was featured as one of the 50 international island destinations in Conde Nast Traveler magazine (1997)

Property Development

- Properties owned totalled about 18,200 ha valued at around S\$541 million as at 1 February 2006:
 - Approximately 14,400 ha of land designated for development of resort, commercial, residential and support facilities in northern Bintan
 - Approximately 3,800 ha of land designated for development of industrial, commercial, residential and support facilities in western Bintan
- Existing resort operators, occupying total area of about 1,200 ha, which provide the critical mass for our resort operations business, are Nirwana Garden Resort, Laguna Bintan Resort, Ria Bintan Resort and Bintan Lagoon Resort
- Integrated master-planning for industrial park and resort development in Bintan Industrial Estate and Bintan Resorts

Competitive Strengths



- **Balanced Portfolio of Assets**
 - Existing utility and industrial park businesses generate strong cash flow
 - Resorts and property development businesses in Bintan provide promising growth potential
- **Proximity of Batam and Bintan to Singapore**
 - Singapore's infrastructure and logistics, and air and sea port facilities, provide tenants and investors with ready access for international distribution of their manufactured goods
 - Wide array of financial services available in Singapore
- **Proximity of Changi International Airport to Tanah Merah Ferry Terminal in Singapore**
 - Provides international tourists and business visitors with easy access to Bintan Resorts
- **Integrated Master-planning of our industrial parks and Bintan Resorts**
 - Co-ordinated long-term planning and development
- **Comprehensive Development and Economies of Scale**
 - Self-sufficient and self-contained position, backed by ability to provide a wide range of services to tenants and investors of industrial parks and Bintan Resorts
- **Competitive Alternative to Other Industrial Estates in the Region**
 - Our industrial parks cater to potential investors and tenants who wish to diversify their manufacturing locations
- **Investment Incentives and Privileges**
 - E.g. Generalised System of Preferences, Bonded Zone Plus status and the absence of foreign exchange controls in Indonesia
 - Investors and tenants in Batamindo Industrial Park and Bintan Industrial Estate enjoy the benefit of having 25% of the total export volume permitted for domestic market
- Provide tenants and investors with opportunities for lowering their overall costs of production or costs of sales
- **Integrated and Coordinated Facilities and Services in Bintan Resorts**
 - Enhance visitors' experiences
 - Provide our Group with business opportunities
- **Attractive Holiday Destination**
 - Twin holiday destinations of Bintan Resorts and Singapore
 - International awareness of Bintan Resorts as a holiday destination
- **Scenic Beauty and Environmental Sustainability of Bintan Resorts**
 - Approximately 100km of shoreline
 - Developed with environmental sustainability in mind, the integrated and comprehensively planned development provides us with an advantage that may be difficult to replicate
 - Developed nature and cultural tours including Mangrove Discovery Tour (awarded 2003 PATA Gold Award for Ecotourism/Travel-Related)
- **Presence of International Resort Operators**
 - E.g. Banyan Tree Bintan, Club Med and designer golf courses
 - Enhances the attractiveness of Bintan Resorts as a resort and golf destination
- **Established and Experienced Management of Our Companies**
- **Access to Abundant Workforce**
 - Ready supply of labour to meet the operating requirements of tenants and investors
 - Labour cost advantage afforded by Indonesia relative to Singapore

Financial Highlights

(S\$'000)	FY2002	FY2003	FY2004	HY2004	HY2005
Revenue	202,308	191,695	201,996	100,746	103,755
Gross profit	81,783	62,608	59,597	30,839	30,239

Prospects and Future Plans

- Explore new business opportunities, strategic partnerships and investments
- Organic growth of the 4 businesses:

Utilities

- Invested in and developed infrastructure capable of supporting additional new developments for resorts and industrial parks
- Experience in utilities management and extensive utilities infrastructure allows for expansion of services to new customers
- Recently acquired three dual fuel (gas and heavy fuel) fired generators and commenced conversion of twelve diesel generators in Batamindo Industrial Park to a dual fuel operation utilising natural gas
 - Enable us to provide power supply utilities services in Batamindo Industrial Park at more competitive rates
 - Reduce our dependency on fuel as a raw material for our utilities business

Industrial Parks

- Batamindo Industrial Park and Bintan Industrial Estate provide potential investors and tenants with viable alternatives
- Increase net lettable factory space in our industrial parks by increasing capacity of our ready-built factories
- Create higher value rentable area
- Expand Bintan Industrial Estate using existing land bank if and when such opportunities arise
- Focus on customer service and retention of existing tenants
- Diversify our tenant base and mix, and target specific industries such as pharmaceuticals and medical supply companies, and industries that are similar to or complementary with our existing tenants
- Raise the profile and visibility of our industrial parks

Resort Operations

- We plan to maintain and strengthen our existing key markets, as well as increase visitors' length of stay in Bintan Resorts by:
 - Participating in travel trade events
 - Organising seminars for travel agents and media
 - Organising promotions with airlines in key markets
 - Introducing new products and tours
 - Organising familiarisation visits for travel agents and media
 - Developing Lagoi Beach Village to complement the existing resorts in Bintan Resorts
- We also plan to target new emerging tourist markets in Indonesia, Malaysia and China

Property Development

- Development of Bintan into an investment destination for resorts, commercial, industrial and residential developments
- Our property investment opportunities include:
 - approximately 14,400 ha for resort, commercial and residential development in the northern parts of Bintan
 - approximately 3,800 ha for industrial, commercial and residential development in the western parts of Bintan
 - immediate development potential in Lagoi Beach Village, an area in northern Bintan, earmarked for development of resorts, entertainment and lifestyle destinations

GALLANT VENTURE LTD.

(Company Registration Number: 200303179Z)

371 Beach Road
#13-08 Keypoint
Singapore 199597

Tel +65 6389 3535
Fax +65 6396 7758

www.gallantventure.com

Subsidiaries, include

PT Batamindo Investment Cakrawala

Wisma Batamindo
Jl. Rasamala 1
Mukakuning, Batam 29433
Indonesia

www.sembpark.com.sg

PT Bintan Inti Industrial Estate

Bintan Industrial Estate
Lobam
Bintan 29154
Indonesia

www.sembpark.com.sg

PT Batamindo Executive Village

Jl. Gajah Mada KM. 9
Sei Ladi, Batam
Indonesia

www.southlinksgolf.com

PT Bintan Resort Cakrawala

Lj. Raja Haji Teluk Sebong
Lagoi, Bintan Utara
Indonesia

www.bintan-resorts.com

Bintan Resort Ferries Private Limited

(Company Registration Number: 199400625E)

371 Beach Road
#25-01, Keypoint
Singapore 199597

www.brf.com.sg

BRF Holidays Pte Ltd

(Company Registration Number: 200103092G)

371 Beach Road
#25-01, Keypoint
Singapore 199597

www.brfholidays.com.sg

Verizon Resorts Limited

Lot 2 and 3, Level 3
Wisma Lazenda
Jalan Kemajuan
87000 FT Labuan
Malaysia

PT Buana Megawisata

Wisma Indosemen, 11th Floor
Jl. Jend. Sudirman Kav. 70-71
Setiabudi
South Jakarta
Indonesia

PT Surya Bangun Pertiwi

Wisma Indosemen, 11th Floor
Jl. Jend. Sudirman Kav. 70-71
Setiabudi
South Jakarta
Indonesia