

organisation structure



profile of directors & management team

Tan Sri Dato' Low Yow Chuan

Chairman

Tan Sri Dato' Low Yow Chuan, aged 68, a Malaysian, has been a Chairman of AP Land since 18 April 1984. He was appointed to the Board of Mount Pleasure Corporation Sdn Bhd on 13 April 1965. He is an entrepreneur with more than 41 years experience in the hotel and property industries, having managed the Federal Hotel chain and developed numerous hotels and several large commercial projects which include the landmark City-Square Centre, an integrated commercial complex comprising City-Square Shopping Complex, Crown Princess Kuala Lumpur, a 5-star deluxe hotel and Empire Tower, a Grade-A office building and Low Yat Plaza, a shopping complex. He was awarded the FIABCI Property Man of the year 1994 award. Tan Sri Dato' Low Yow Chuan spearheaded the development of Bandar Tasik Puteri, a 2,670 acres Urban Regional Centre development project in Rawang, which comprises both affordable and upmarket residential homes and commercial centres providing business, entertainment, sports and recreational facilities and amenities to serve the growing population of the North Klang Valley. He is also a director and Chairman of the Low Yat Group of Companies which comprise several private limited companies which are principally involved in property investment and management, property development, hotel business and investment holding. Tan Sri Dato' Low Yow Chuan and his sons, Mr Low Gee Tat @ Gene Low, Mr Low Gee Teong and Mr Low Gee Soon are directors and deemed substantial shareholders of the AP Land Group of Companies. His daughter, Mdm Low Su Ming, and nephew Dato' Jeffrey Ng Tiong Lip are both directors of the AP Land Group.

Dato' Jeffrey Ng Tiong Lip

Managing Director And Audit Committee Member

Dato' Jeffrey Ng, aged 44, a Malaysian, was appointed to the Board of AP Land on 9 February 1984. He has been holding the position of Managing Director of AP Land since 30 May 1992 and was appointed as a member of the AP Land Audit Committee on 23 May 1994. After graduation with a Bachelor of Economics degree from Monash University, Melbourne in 1979, he gained audit working experience under Touche Ross & Co (Melbourne), an international auditing firm in Australia before returning to Malaysia. Between 1981 to 1984, he headed the Internal Audit Department of the Federal Hotel's Group. Thereafter he gained over 17 years of extensive experience in finance, corporate planning and executive management of business operations in the property and hotel industry.

Dato' Jeffrey Ng is a member of The Institute of Chartered Accountants Australia, Malaysian Institute of Accountants and Malaysian Association of Certified Public Accountants. He is a member of the Young President Organisation (YPO), Malaysian Chapter since 1985, where he served as Chapter Chairman from 1992 to 1994. He also served as Secretary General of FIABCI (The International Real Estates Federation), Malaysian Chapter from 1994 to 1997. In November 1999, he was conferred a Fellowship by the Malaysian Institute of Directors.

Currently, he is the Vice President of the Real Estate And Housing Developers Association (REHDA), formerly known as Housing Developers' Association, Malaysia, Vice President of the

Malaysian Association of Hotel Owners (MAHO), President of the Malaysian Association of Australian Wine Importers (MAAWI), Ex-Officio Executive Committee Member of Malaysia Australia Business Council (MABC) and a Committee Member of FIABCI.

He is also an executive director of several private limited companies in the Low Yat Group of Companies which are principally involved in property investment and management, property development, hotel business and investment holding. His uncle, Tan Sri Dato' Low Yow Chuan, and cousins, Mr Low Gee Tat @ Gene Low, Mr Low Gee Teong and Mr Low Gee Soon are directors and deemed substantial shareholders of the AP Land Group of Companies. His cousin, Mdm Low Su Ming is also a director of the AP Land Group.

Tan Sri Datuk Seri Chong Hon Nyan

*Independent Non-Executive Director And
Chairman Of The Audit Committee*

Tan Sri Datuk Seri Chong Hon Nyan, aged 77, a Malaysian, has been an Independent Non-Executive Director of AP Land since 1 December 1992 and was appointed as the Chairman of the Audit Committee of AP Land since 23 May 1994. He has previously held the posts of Secretary General, Ministry of Finance from 1971 to 1974, Deputy Finance Minister from 1974 to 1976, Minister in the Prime Minister's Department in 1977, Minister of Health from 1978 to 1983 and Minister of Transport from 1983 to 1984 in the Government. He has attended meetings of the World Bank, International Monetary Fund, Asian Development Bank, Colombo Plan, World Health Organisation, Commonwealth Finance Ministers and Economic and Social Commission for Asia and the Pacific region (ESCAP) and has often led the Malaysian delegation to such international conferences. Tan Sri Chong is also a non-executive director in several companies. He is currently a Patron of the Young Men Christian Association (YMCA) Kuala Lumpur, a Patron of the Boys' Brigade Malaysia and a member of the National Economic Consultative Council. He is also the honorary Chairman of the Tan Sri Lee Yan Lian Charitable Foundation, a member of the Board of Governors of the International Medical University and member of the Board of Directors of The Chase Manhattan Bank Berhad and Tractors Malaysia Berhad.

Tan Sri Dato' Lee Kim Sai @ Lee Hoo

*Independent Non-Executive Director And
Audit Committee Member*

Tan Sri Dato' Lee Kim Sai, aged 64, a Malaysian, joined the Group on 1 October 1995. He was appointed as an Independent Non-Executive Director to the Board of AP Land on 15 March 2000. He is presently the Chairman of Rawang Lakes Sdn Bhd, a wholly-owned subsidiary of AP Land. He served in the Selangor State Executive Committee from 1974 to 1982 and was formerly the Minister of Labour from 1985 to 1988, the Minister of Housing & Local Government from 1989 to 1990 and the Minister of Health from 1990 to 1995. Tan Sri Dato' Lee is also a director of several private limited companies and the Chairman of Metro Kajang Holdings Berhad which is principally involved in property development, project management and investment holding.

Dato' Hanafiah Bin Hussain

*Independent Non-Executive Director And
Audit Committee Member*

Dato' Hanafiah Bin Hussain, aged 74, a Malaysian, was appointed as an Independent Non-Executive Director to the Board of AP Land on 1 October 1993 and has been a member of the AP Land Audit Committee since 23 May 1994. He holds a Bachelor of Arts (Commerce) degree from the University of Manchester, England and is a member of The Institute of Chartered Accountants in England and Wales. Dato' Hanafiah has extensive experience in auditing, finance and banking. He was formerly Executive Chairman of Bank Bumiputra Malaysia Berhad (1990 to 1992), Chairman of South East Asia Bank Ltd. Mauritius (1990 to 1992), President of the Associated Malay Chambers of Commerce of Malaysia (1966 to 1970). He was a founder partner of the firm of chartered accountants, Hanafiah Raslan and Mohamed.

Mr Low Gee Tat @ Gene Low

Executive Director

Mr Low Gee Tat, aged 38, a Malaysian, holds a Bachelor of Social Science & Law and Politics degree from the University of Keele, United Kingdom. He was appointed as an Executive Director to the Board of AP Land on 22 April 1991. He is primarily responsible for the executive management, overall administration, planning and operations of the hotels in the Group comprising the Crown Princess Kuala Lumpur, Hotel Fairlane Kuala Lumpur, Ferringhi Beach Hotel Penang and Rushcutters Harbourside Hotel Sydney, Australia. Mr Low Gee Tat is also an executive director of several private limited companies in the Low Yat Group of Companies which are also principally involved in property investment and management, property development, hotel business and investment holding. Mr Low Gee Tat and his brothers, Mr Low Gee Teong and Mr Low Gee Soon, and their father, Tan Sri Dato' Low Yow Chuan, are directors and deemed substantial shareholders of AP Land Group of Companies. His sister, Mdm Low Su Ming, and cousin, Dato' Jeffrey Ng Tiong Lip are both directors of the AP Land Group.

Mr Low Gee Teong

Executive Director

Mr Low Gee Teong, aged 37, a Malaysian, possesses a Master's Degree of Economics from the University of Keele, United Kingdom. He was appointed an Executive Director to the Board of AP Land on 22 April 1991. He is primarily responsible for the executive management and the overall sales and marketing functions of the Group in property development and retail properties covering Bandar Tasik Puteri, Marina One apartments, City-Square Centre and Mount Pleasure Resort in Penang. Mr Low Gee Teong is also an executive director of several private limited companies in the Low Yat Group of Companies which are principally involved in property investment and management, property development, hotel business and investment holding. Mr Low Gee Teong and his brothers, Mr Low Gee Tat @ Gene Low and Mr Low Gee Soon, and their father, Tan Sri Dato' Low Yow Chuan, are directors and deemed substantial shareholders of AP Land Group of Companies. His sister, Mdm Low Su Ming, and cousin, Dato' Jeffrey Ng Tiong Lip are both directors of the AP Land Group.

Mr Low Gee Soon

Executive Director

Mr Low Gee Soon, aged 32, a Malaysian, holds a Diploma in Business and Management Accounting from the University of Technology, Sydney in 1988. He was appointed Executive Director of the AP Land Group since 25 June 1992. He is primarily responsible for the executive management and overall planning, co-ordination and operations of the property and plantation divisions of the Group particularly in finance, purchasing and administrative functions. Mr Low Gee Soon is also an executive director of several private limited companies in the Low Yat Group of Companies which are principally involved in property investment and management, property development, hotel business and investment holding. Mr Low Gee Soon and his brothers, Mr Low Gee Tat @ Gene Low and Mr Low Gee Teong, and their father, Tan Sri Dato' Low Yow Chuan, are directors and deemed substantial shareholders of AP Land Group of Companies. His sister, Mdm Low Su Ming, and cousin, Dato' Jeffrey Ng Tiong Lip are both directors of the AP Land Group.

Mdm Low Su Ming

Executive Director

Mdm Low Su Ming, aged 35, a Malaysian, graduated with a Bachelor of Science (Architecture) degree from the University of New South Wales, Australia. She was appointed an Executive Director of the AP Land Group on 22 April 1991. She is primarily responsible for the executive management and overall implementation, planning and design of the Group's various projects including hotels, shopping centres, offices and residential projects. She is also an executive director of several private limited companies in the Low Yat Group of Companies which are principally involved in property investment and management, property development, hotel business and investment holding. Her father, Tan Sri Dato' Low Yow Chuan, and brothers, Mr Low Gee Tat @ Gene Low, Mr Low Gee Teong and Mr Low Gee Soon are directors and deemed substantial shareholders of AP Land Group of Companies. Her cousin, Dato' Jeffrey Ng Tiong Lip is a director of the AP Land Group.

Mdm Woon Siew Choo

Divisional Director, Corporate Finance And Accounts

Mdm Woon Siew Choo, aged 47, a Malaysian, is an associate member of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants. She heads the Finance and Accounts Division of the AP Land Group and has more than 21 years experience in the accounting profession. Mdm Woon was formerly attached to an international accounting firm in the United Kingdom and the Federal Hotel Group prior to joining the Group on 1 April 1994.

Mdm Oh Leen May

*Group Company Secretary And Divisional Director,
Secretarial, Corporate Affairs and Administration*

Mdm Oh Leen May, aged 48, a Malaysian, is a member of the Institute of Chartered Secretaries and Administrators, Association of Chartered Certified Accountants and Malaysian Institute of Accountants. She was appointed as the Company Secretary of AP Land Group on 1 January 1985 and is currently responsible for the administrative and company secretarial functions of the Group. Prior to joining the AP Land Group, Mdm Oh has 8 years' experience in a similar capacity with a large organisation.

Mr Mal McArdle

Divisional Director, Hotel Operations And Planning

Mr Mal McArdle, aged 54, an Irish National, joined the AP Land Group on 9 September 1996 and is currently responsible for planning and co-ordinating the operations of the hotel division. He has more than 30 years' international experience in the hotel industry, including 14 years with the Sheraton Corporation and 6 years with the Southern Pacific Hotel Corporation. He has held senior hotel management positions in Australia, India, New Zealand, Fiji, Singapore and Brunei.

Mr Daniel Tan Woo Kuang

Divisional Director, Group Project Management

Mr Daniel Tan Woo Kuang, aged 45, a Malaysian, is a graduate with a Bachelor of Science Building Degree from Brighton University, United Kingdom. Prior to joining the AP Land Group on 1 April 1994, he was the General Manager of Project and Property Management in the Low Yat Group. He currently heads the Group's project, construction and support services arm and is responsible for the overall management, implementation and co-ordination of the Group's projects which include Bandar Tasik Puteri township development. He has more than 18 years of experience in project and construction management of commercial and residential projects. Among the projects he was involved in was the construction of the integrated 3-in-1 commercial development comprising the Crown Princess Kuala Lumpur, Empire Tower building and City-Square Shopping Complex.

Mr Loke Mun Kit

*Divisional Director, Group Property And
Project Management*

Mr Loke Mun Kit, aged 44, a Malaysian, graduated from a local college with a Diploma in Building Technology and also possesses a Master's Degree in Business Administration from The International Commercial Management Institute (CMI School of Management, Britain). He is a Chartered Builder by profession and is a member of the Chartered Institute of Building, the Commercial Management Institute and Institute of Professional Managers and Administrators, United Kingdom. He joined the AP Land Group on 1 November 1999 and currently heads the property management division of the Group and is responsible for

planning and co-ordination of all aspects of property management services. In addition, he is also entrusted with the implementation of the Group's development projects in the Northern Region as well as specific phases of development at Bandar Tasik Puteri. Prior to his present appointment, Mr Loke has held positions as a Vice-President of Construction Division for a local public listed company and as a director of a private project management and development company. He has more than 20 years of experience in the field of property development and management.

Mr Stephen Yang Kok Chee

General Manager, Sales And Marketing

Mr Stephen Yang Kok Chee, aged 45, a Malaysian, graduated with a Bachelor of Science degree from Middlesex University and Master of Administration from Monash University in Australia. He joined the AP Land Group on 17 November 1997 and is currently responsible for planning and co-ordinating the sales and marketing functions of the Group. Mr Stephen Yang has more than 16 years of working experience in sales and marketing and was formerly the Manager of Plaza Yow Chuan Shopping Complex, Centre Manager of Westfield Shopping Town, Australia and General Manager of City-Square Shopping Complex.

Mr Wee Beng Sang

Divisional Director, Architectural And Planning Services

Mr Wee Beng Sang, aged 40, a Malaysian, graduated as a qualified Architect from Universiti Teknologi Malaysia and is a corporate member of the Board of Architects Malaysia (LAM), Malaysian Institute of Architects (PAM) and Malaysian Institute of Interior Designers (IPDM). He is also a past member of PAM's Practice and Housing Committees. Prior to joining the AP Land Group on 1 April 1994, he was formerly the Architectural Director of the Low Yat Group. His present responsibility is to oversee and co-ordinate the architectural, drafting, planning and interior design services for the Group as well as liaison with the relevant government authorities and implementation of quality assurance and quality control for the Group's projects. Mr Wee has 16 years of architectural experience in commercial, industrial and residential projects.

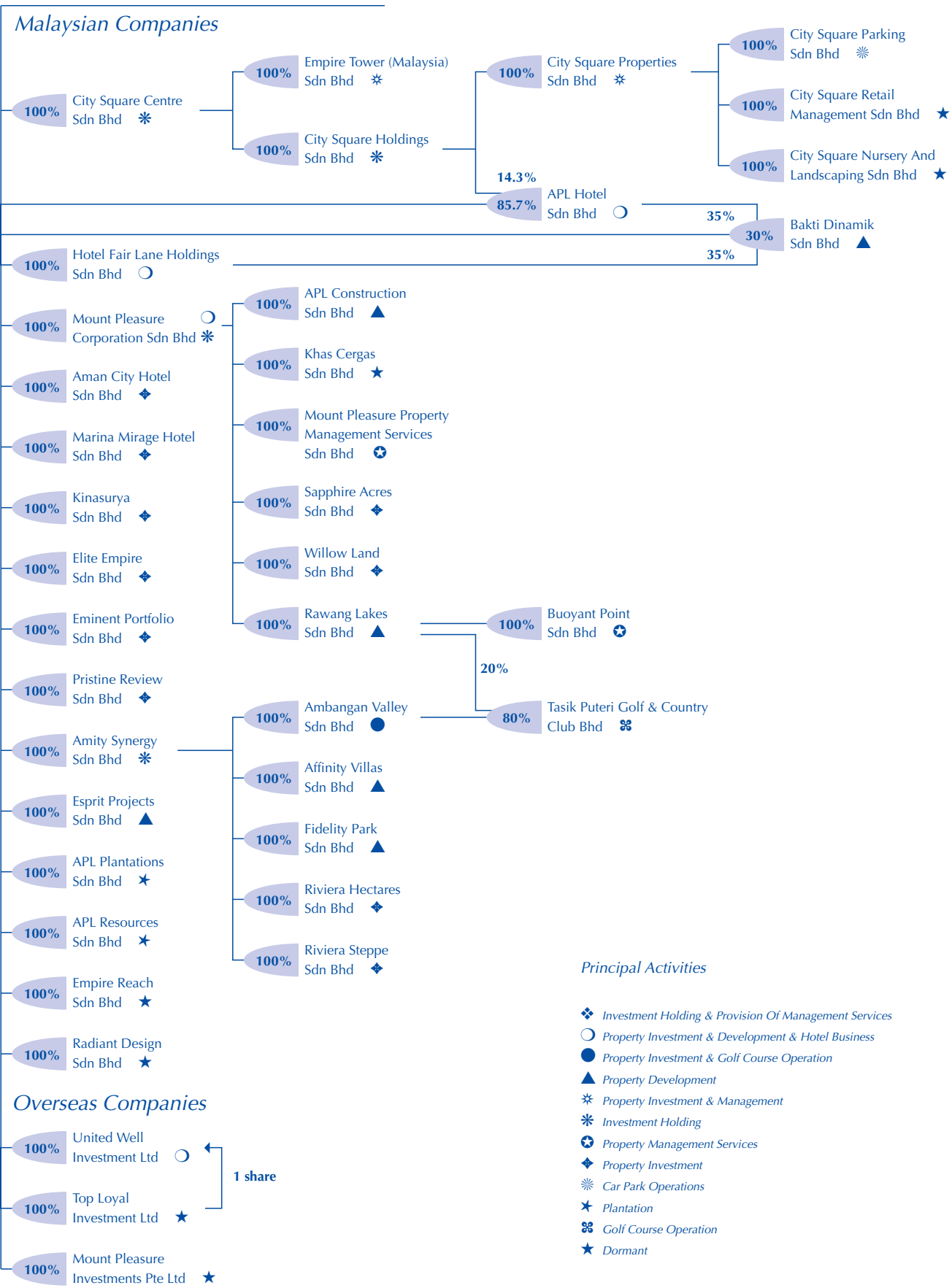
Mdm Chan Kam Lye

Company Secretary

Mdm Chan Kam Lye, aged 39, a Malaysian, is an associate member of the Malaysian Association of the Institute of Chartered Secretaries And Administrators. She joined the Group in 1988 as a company secretary and was later appointed as a Joint Company Secretary of AP Land in 1992. Prior to joining the Group, she was previously attached to a firm providing share registration services.

group corporate structure

Asia Pacific Land Berhad ❖



Asia Pacific Land Berhad or **AP Land** as it is popularly known, is one of the largest property groups in Malaysia with significant interests in hotels, shopping centre, commercial office and residential property development.

AP Land was incorporated in Malaysia on 19 January 1961 as a private limited company under the name of Min Ngai Knitting Factory (Malaya) Sdn. Bhd.

The Company was converted into a public limited company on 9 May 1969 and its shares were listed on the Kuala Lumpur Stock Exchange (KLSE) and the Stock Exchange of Singapore Ltd. on 3 July 1969.

In compliance with the policy of the Malaysian Government and the requirements of the KLSE, the Board of Directors of AP Land resolved on 1 December 1989 to delist the Company from the Official List of the Stock Exchange of Singapore Ltd. with effect from 1 January 1990.

The Company was initially involved in the textile business and on 18 December 1973, the Company changed its name to Public Textile Bhd. Since 1981, it has diversified into property development and subsequently changed its name to Public Corporation Bhd. on 12 November 1982. In 1983, it acquired several properties from Makok Development Sdn. Bhd. and the entire issued and paid-up share capital in Mount Pleasure Corporation Sdn. Berhad. To reflect the acquisition of Mount Pleasure Corporation Sdn. Berhad, the Company's name was changed to Mount Pleasure Holdings Berhad on 14 May 1984.

The Company completed the development of its first hotel, the 350-room Ferringhi Beach Hotel Penang in 1994 and was the developer of Mount Pleasure Resort comprising luxurious upmarket condominiums. Both of the properties are situated along Jalan Batu Ferringhi, Penang, Malaysia's foremost tourist destination. The Company subsequently on 1 August 1990 assumed its present name, Asia Pacific Land Berhad.

The Company became a major property investor when it embarked on the acquisition of the following properties at City-Square Centre, the first fully integrated commercial development in Malaysia, which is strategically located within the vicinity of the Embassy belt of Kuala Lumpur:-

- the City-Square Shopping Complex, an 11-storey building comprising three levels of basement car-parking and eight levels of shopping/commercial and car-parking space with a net lettable area of 352,300 square feet, in 1990;
- the Crown Princess Kuala Lumpur, a 571-room 5-star deluxe hotel which is sited atop City-Square Shopping Complex, in July 1990;

- the Empire Tower, a 50-level Grade-A high-rise office building - one of the tallest buildings in Kuala Lumpur, which sits on the podium of City-Square Centre having a net lettable area of 545,800 square feet and two levels of car parking space, in 1994.

With this acquisition, AP Land was honoured by the International Real Estate Federation (FIABCI), Malaysia Chapter, with the Commercial Development Award 1994 for City-Square Centre and Property Man of the Year Award 1994 for its Chairman, Tan Sri Dato' Low Yow Chuan.

As early as 1993, AP Land had already ventured into property investment and development in Sydney, Australia by acquiring a commercial property located in the exclusive eastern suburb of Rushcutters Bay, Sydney for redevelopment into a prime residential apartment and a hotel. Several adjoining properties were subsequently acquired from 1996 to 1997 for a proposed extension to the hotel project at the Rushcutters Bay site. The resultant development comprising the Marina One apartments - 78 units of luxurious upmarket apartments and the Rushcutters Harbourside Hotel Sydney, a 260-room 4-star, boutique hotel were completed in 1999.

AP Land expanded its development activities with the acquisition of 2,670 acres of plantation land in Rawang, Selangor in 1994 for the development of an integrated Urban Regional Centre, Bandar Tasik Puteri (BTP). BTP is planned to be developed with residential homes and a commercial centre complete with business, institutional, entertainment and recreational amenities to serve the North Klang Valley's population.

AP Land went on further to acquire the Hotel Fairlane Kuala Lumpur, a 258-room 4-star, boutique hotel located in the vicinity of Jalan Bukit Bintang, a popular shopping and entertainment destination, in 1996.

The Group ventured into oil palm plantations in 1997 and to date owns 9,700 acres of oil palm plantation in Sabah.

In 1999, AP Land acquired the 59th, 60th and 61st floors together with the rooftop helipad of Empire Tower, thus completing its acquisition and ownership of the entire Empire Tower building at the City-Square Centre and adjacent commercial land to Empire Tower held under Lot Nos. 125 & 126 both in Seksyen 43 Town and District of Kuala Lumpur. In 2000, the Group further acquired two contiguous pieces of freehold land held under Lot Nos. 123 & 124 in Seksyen 43 which increased the Group's landbank in the vicinity of City-Square Centre.

audit committee

The Audit Committee was established by the Board of Directors of AP Land on 23 May 1994. The Audit Committee comprises the following directors:

Chairman

- 1 Tan Sri Datuk Seri Chong Hon Nyan (Independent Non-Executive Director)

Members

- 2 Tan Sri Dato’ Lee Kim Sai @ Lee Hoo (Independent Non-Executive Director)
3 Dato’ Hanafiah Bin Hussain (Independent Non-Executive Director)
4 Dato’ Jeffrey Ng Tiong Lip (Managing Director)

Terms Of Reference

The terms of reference of the Audit Committee are as follows:

Objectives

- * Assist the Board of Directors in discharging its statutory duties and responsibilities relating to accounting and reporting practices of the holding company and each of its subsidiaries;
- * Evaluate the quality of the audits conducted by the internal and external Auditors;
- * Provide assurance that the financial information presented by management is relevant, reliable and timely;
- * Oversee compliance with laws and regulations and observance of a proper code of conduct; and
- * Determine the adequacy of the Company’s control environment.

Size And Composition

The Board shall by resolution appoint members to the Audit Committee, which shall comprise at least three directors, the majority of whom shall be non-executive and independent of the senior management and operating executives of the holding company and any of its subsidiaries, and free from any relationships which might in the opinion of the Board of Directors be construed as a conflict of interest.

The Committee shall elect a chairperson from among its members who is not an executive director or employee of the Company or any related corporation.

Term of Membership

Members of the Committee shall be appointed for an initial term of 2 years after which they will be reappointed on such terms as may be determined by the Board of Directors.

Meetings

The Committee shall hold at least five regular meetings per year, and such additional meetings as the chairperson shall decide in order to fulfill its duties and if requested to do so by any committee member, the management or the internal or external Auditors. The Committee may invite any person to be in attendance to assist it in its deliberations.

A quorum shall consist of a majority of non-executive committee members and shall not be less than two.

The Company Secretary or any person appointed by the Committee for this purpose shall act as secretary of the Committee.

Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

Access

The Committee shall have unlimited access to all information and documents relevant to its activities, to the internal and external Auditors, and to senior management of the Company and its subsidiaries. The Committee is also authorised to take such independent professional and legal advice as it considers necessary.

Scope And Functions

The scope and functions of the Audit Committee shall be:

- 1 Review with the Auditor, the nature and scope of the audit;
- 2 Review with the Auditor, his evaluation of the system of internal accounting controls;
- 3 Review with the Auditor, his audit report;
- 4 Review the assistance given by the Company’s officers to the Auditor;
- 5 Review the scope and results of the internal audit procedures;
- 6 Review the financial statements of the Company and the Group before submission to the Board;
- 7 Review any related party transactions that may arise within the Company or Group;
- 8 To recommend to the Board the appointment or reappointment of the external Auditor, audit fee, and any question of their resignation or dismissal;
- 9 Undertake such other responsibilities as may be agreed to by the Committee and the Board;
- 10 Report to the Board its activities, significant results and findings.

Report By The Audit Committee

During the year, five Audit Committee meetings were held. The Audit Committee members reviewed the Quarterly Report of AP Land Group for the quarter ended 31 December 1999, the Audited Accounts of the Group for the year ended 31 December 1999, the Quarterly Reports of the Group for the financial quarters ended 31 March 2000, 30 June 2000 and 30 September 2000. They met and discussed with all the external Auditors of the Group the scope of their audit and the respective Auditors’ Audit Planning Memorandum, the results of their examination, the Auditors’ evaluation of the internal controls of the Group, issues highlighted by the Auditors in the course of their audit, co-ordination of the subsidiaries’ Auditors with the holding company’s Auditor, the Auditor’s management letters to the Company and management’s response. The Audit Committee also reviewed the year 2000 internal audit programme, internal auditor’s findings and related party transactions between the Company and its directors and any other person connected with the directors of the Company.

In carrying out the scope of their duties, the Audit Committee has made recommendations to the Board, where appropriate.

corporate governance report

1. The Board

a) Composition of the Board

The Board of the Company comprises the Chairman, three Executive Directors, including the Managing Director and three independent non-executive directors. All the non-executive directors are independent of Management and free from any business or other relationship that would materially interfere with the exercise of their independent judgement. The composition of the Board of Directors is stated in page 1 of the Annual Report.

b) Board Meetings

The Board has decided that at least 5 meetings shall be held commencing from year 2001 and additional meetings shall be held as and when required. The members of the Board shall be provided in advance of Board Meetings with the relevant documents and information to enable them to discharge their duties. The Directors have access to the advice and services of the Company Secretaries, who are responsible for ensuring that Board Meetings are properly convened, conducted and applicable rules and regulations pertaining thereto are complied with. The Company's Articles of Association provides for the Chairman to have the casting vote in the event when an equality of votes arises over an issue in question.

c) Appointment and Re-election of Directors

In accordance with the Company's Articles of Association, one-third of the Directors shall retire from office at each Annual General Meeting and offer themselves for-election. Directors who are appointed by the Board are subject to retirement and election by the shareholders at the next Annual General Meeting held following their appointments.

2. The Board Committees

An Audit Committee had been established to assist the Board in the discharge of its duties. A Remuneration Committee shall be established for the purposes of reviewing the remuneration of the executive directors and a Nomination Committee for considering candidates for directorship proposed by any director or senior management.

3. Accountability and Audit

a) Financial Reporting

In presenting the annual financial statements, quarterly announcements and other press releases to shareholders, investors and regulatory authorities, the directors aim to present a balanced and understandable assessment of the Group's position and prospects. The Statement by Directors pursuant to Section 169 of the Companies Act 1965 is set out on page 26 of this report.

b) Internal Control

The Directors acknowledge their responsibility for the Group's system of internal controls covering not only financial controls but also operational and compliance controls as well as risk management. The internal control system involves each business and key management of each division from each business, including the Board, and is designed to meet the Group's particular needs and to manage the risks to which it is exposed. This system, by its nature, can only provide reasonable but not absolute assurance against misstatement or loss.

The key elements of the Group's internal control system that have been in placed for the year under review are described below:

- defined delegation of responsibilities to committees of the full Board and to operating units, including authorization levels for all aspects of the business.
- Documented internal procedures set out in operation manuals, guidelines and directives issued and updated from time to time.
- Regular internal audit visits which monitor compliance with procedures and assess the integrity of financial information.
- Regular and comprehensive information provided to management, covering financial performance and key business indicators, such as staff utilisation and cash flow performance.
- A detailed budgeting process where operating units prepare budgets for the coming year which are approved by the management.
- Monthly monitoring of results against budget, with major variances being followed up and management action taken, where necessary
- Regular visits to operating units by members of the Board and senior management.

c) Audit Committee

The Audit Committee comprising three independent non-executive Directors and the Managing Director, has been established under approved terms of reference. The composition and terms of reference of the Committee and the Report of the Audit Committee are also provided in page 18 of this Annual Report. The recommendations of the Audit Committee are formally tabled to the Board for its approval for further action to be taken, where applicable.

d) Internal Audit

The Company has an established Internal Audit Department which reports to the Audit Committee the internal findings, its recommendation and the corrective actions taken by management in the discharge of its duties and responsibilities. The internal audit function is independent of the activities being audited and has the role of providing independent and objective reports on the organisation's management, records, accounting policies and internal controls to the Board. Internal audits include the evaluation of the processes by which significant risks are identified, assessed and managed. Such audits also ensure instituted controls are appropriate, effectively applied and within acceptable risks exposures.

4. Relationship with Shareholders

The Annual Report for the financial year ended 31 December 1999 together with the Notice of the 39th Annual General Meeting were mailed to all the shareholders of the Company. All shareholders who attended the Company's 39th Annual General Meeting held on 29th June 2000 were encouraged to participate in the proceedings. Suggestions from shareholders which were received during the meeting were reviewed and considered for implementation, wherever possible. Shareholders were given every opportunity to enquire and seek clarification on the business and performance of the Group.

5. Enhancing good corporate governance

The Group is currently strengthening the relevant structures, processes and system to enhance continued good corporate governance.

5 years financial highlights & share market information

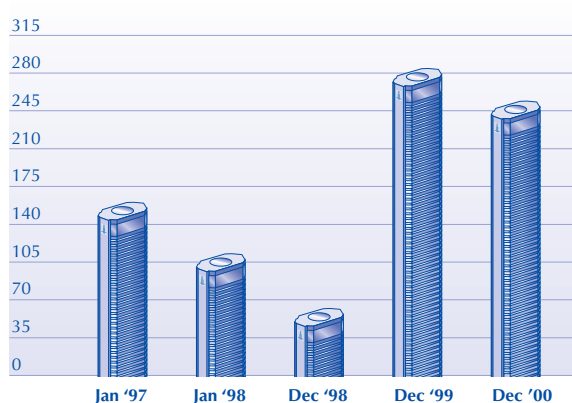
In RM'000	12 Months to Dec 2000	12 Months to Dec 1999	11 Months to Dec 1998	12 Months to Jan 1998	12 Months to Jan 1997
Results					
Revenue	245,854	284,979	63,338	114,347	165,155
Profit/(Loss) before taxation	10,550	(2,047)	(13,297)	15,524	46,949
Taxation	(5,063)	(292)	(2,809)	(11,499)	(12,047)
Profit/(Loss) after taxation	5,487	(2,339)	(16,106)	4,025	34,902
Balance Sheets					
Property, plant & equipment	179,871	151,687	208,136	198,768	165,641
Hotel and investment properties	1,072,028	1,090,239	914,819	903,375	896,153
Other investment	50	50	50	50	50
Land held for development	149,005	145,921	191,804	138,980	79,199
Goodwill on consolidation	5,358	5,765	6,172	6,579	7,371
Current assets	203,011	233,512	183,992	181,711	187,603
Total assets	1,609,323	1,627,174	1,504,973	1,429,463	1,336,017
Current liabilities	(316,175)	(234,221)	(164,255)	(166,029)	(113,632)
	1,293,148	1,392,953	1,340,718	1,263,434	1,222,385
Financed by					
Share capital	710,341	710,341	710,341	710,341	709,825
Reserves	196,218	200,550	205,587	235,191	212,631
Shareholders' equity	906,559	910,891	915,928	945,532	922,456
Deferred taxation	6,296	6,296	6,296	6,296	6,865
Long term liabilities	380,293	475,766	418,494	311,606	293,064
	1,293,148	1,392,953	1,340,718	1,263,434	1,222,385
Financial Ratios					
Basic earnings per share (sen)	0.77	(0.33)	(2.27)	0.57	4.92
Gross dividend per share (sen)	-	-	-	-	2.00
Net tangible assets per share (sen)	126.87	127.42	128.10	132.18	128.92
Return on equity (%)	0.61	(0.26)	(1.76)	0.43	3.78
Debt / equity (%)	60.85	65.04	54.46	42.35	33.71
Share Market Information					
Share price - High (RM)	1.04	1.21	0.95	2.01	1.63
- Low (RM)	0.40	0.35	0.20	0.28	1.22
Last transacted price (RM)	0.45	0.80	0.57	0.43	1.47
Market capitalisation (RM mil)	319.65	568.27	401.34	305.45	1,043.44
Net price earnings ratios (times)	58.26	n/a	n/a	75.88	29.90
Volume traded during the financial year/period ('000)	181,038	270,356	150,266	314,135	71,097

Note: 1) Extraordinary items in financial year ended 31.1.97 had been reclassified to exceptional items according to revised accounting standards.

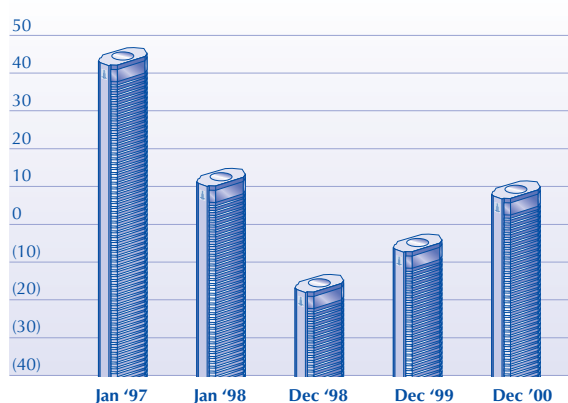
2) A prior year adjustment on expenditure carried forward had been effected in the above statistic.

5 years financial highlights

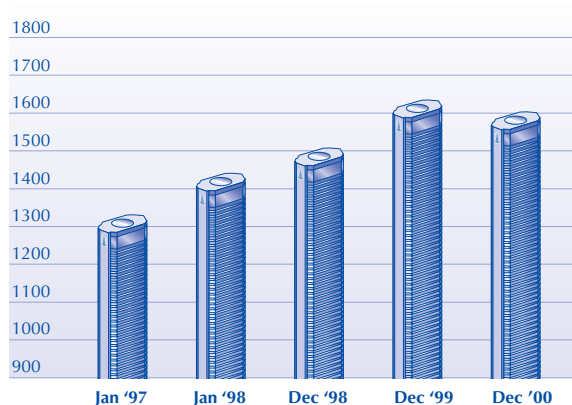
Revenue (RM million)



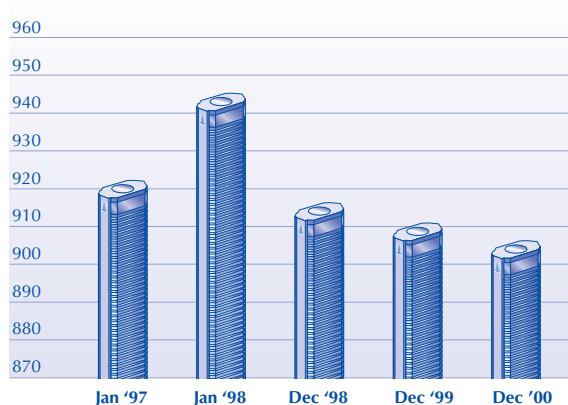
Profit Before Taxation (RM million)



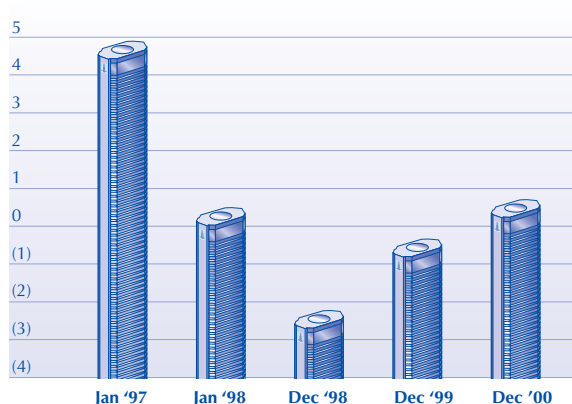
Total Assets (RM million)



Shareholders' Equity (RM million)



Basic Earnings Per Share (sen)



Net Tangible Assets Per Share (sen)

