



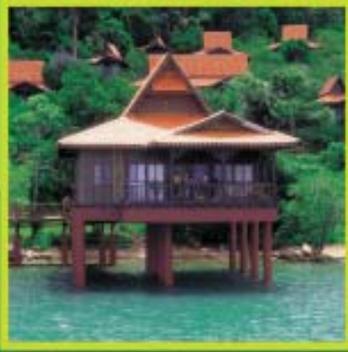
**BERJAYA**

**BERJAYA LAND BERHAD**

(Company No. 201765-A)

برجاي لاند برحد

成功置地有限公司



LAPORAN TAHUNAN

**2005**

annual report

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## Our Mission and Vision

To generate consistently profitable returns for our shareholders from investments in core business activities:-

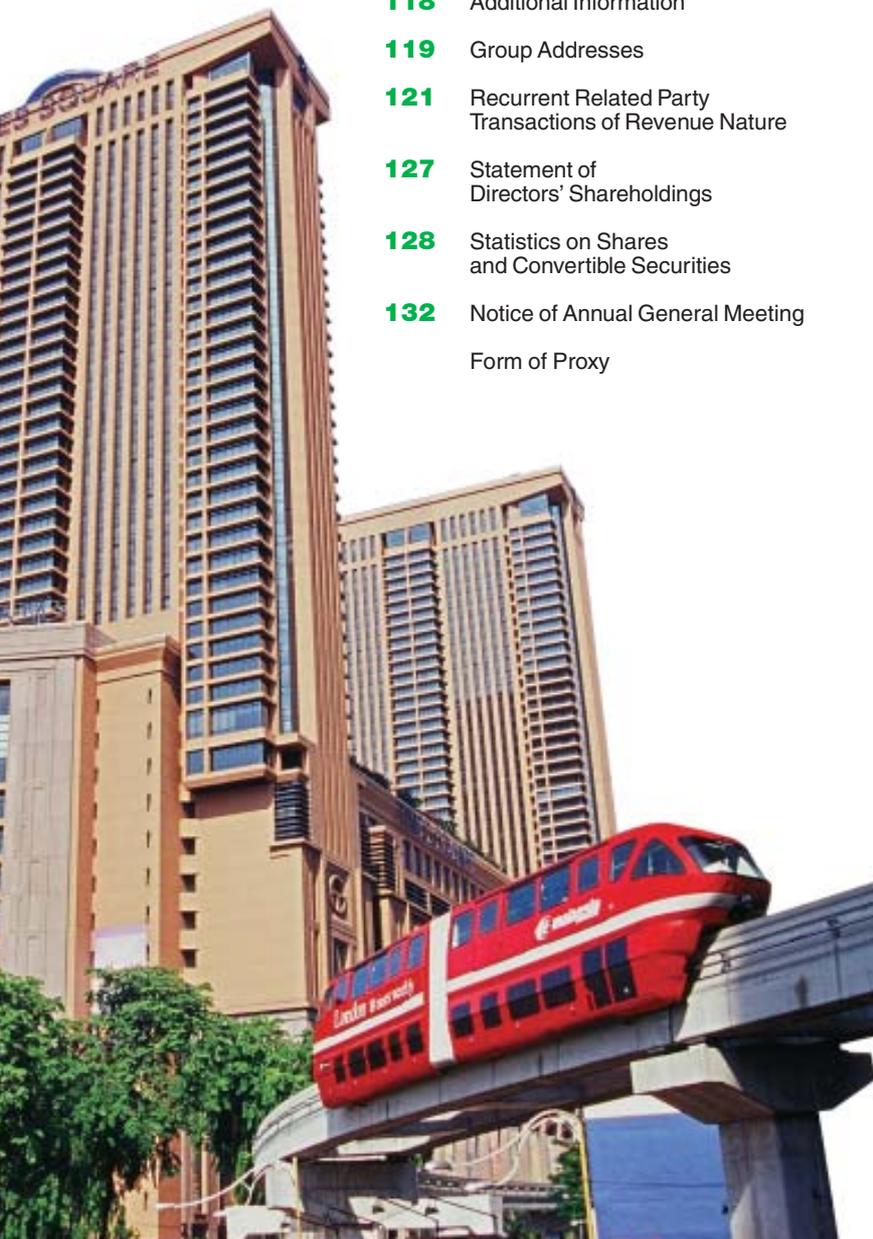
- By providing direction, financial resources and management support for each operating unit;
- Through establishing a major market presence for each activity;
- Through dynamic and innovative management, teamwork and a commitment to excellence.



The corporate logo comprises the word BERJAYA and a symbol made up of closely interwoven Bs.

It is set in rich cobalt blue. BERJAYA means "success" in Bahasa Malaysia and reflects the success and Malaysian character of the Group's traditional core businesses.

The intertwining Bs of the symbol represent our strong foundations and the constant synergy taking place within the Group. Each B faces a different direction, depicting the varied strengths of the companies that make up the Berjaya Group. Taken in totality, the corporate logo signifies Strength in Diversity.



# Corporate Profile

Berjaya Land Berhad (“BLand”) was incorporated in 1990 to implement the Restructuring Scheme undertaken by Sports Toto Malaysia Bhd (“Sports Toto”) whereby the entire paid-up capital of Sports Toto was acquired by BLand. Simultaneously, BLand made major acquisitions of various property and leisure activities which was funded via a Rights and Special Issue.

Sports Toto was incorporated in 1969 by the Malaysian Government for the purpose of running Toto betting under Section 5 of the Pool Betting Act, 1967. It was privatised in 1985 when its Chief Executive Officer, Tan Sri Dato’ Seri Vincent Tan Chee Yioun, through his private company acquired 70% of the paid-up capital. Sports Toto was listed on Bursa Malaysia Securities Berhad (formerly known as Kuala Lumpur Stock Exchange) in July 1987.

Subsequently in November 1987, RekaPacific Berhad (formerly known as Berjaya Industrial Berhad) (“RekaPacific”) completed a general offer for Sports Toto which resulted in Sports Toto becoming a subsidiary of RekaPacific.

On 11 October 1996, Berjaya Group Berhad (“BGroup”) completed the purchase of Teras Mewah Sdn Bhd (“TMSB”), a wholly-owned subsidiary company of RekaPacific. TMSB had on 28 August 1996 completed the purchase of the entire shareholding in BLand from RekaPacific comprising approximately 247.5 million ordinary shares, 49.8 million warrants and RM82.8 million Irredeemable Convertible Unsecured Loan Stocks for a total consideration of approximately RM931.1 million. As a result, BLand became a direct subsidiary of BGroup.

In the financial year ended 30 April 2003, the Group’s interest in subsidiary, Berjaya Sports Toto Berhad was diluted making it an associated company of the Group.

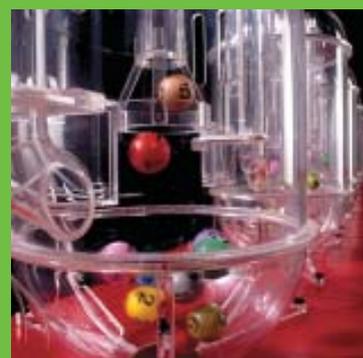
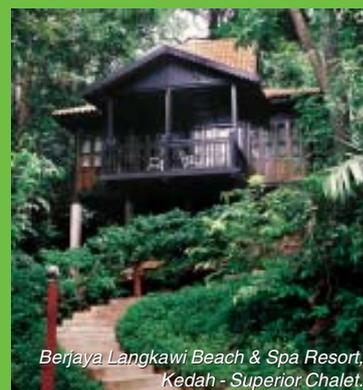
Today, with a total employee strength of over 5,100, the Group’s core activities are as follows:-

- Vacation Timeshare, Hotels, Resorts and Recreation Development;
- Property Investment and Development; and
- Gaming and Lottery Management.

The Group’s financial growth over the past 20 years is highlighted below:-

|                        | 30-4-2005<br>Million |         | 31-12-1985<br>Million |      | 20 Years’ Annualised<br>Increase<br>(%) |
|------------------------|----------------------|---------|-----------------------|------|---|
|                        | RM                   | US\$    | RM                    | US\$ |   |
| Revenue                | 668.9                | 176.0   | 76.0                  | 20.0 | 39                                      |
| Pre-tax Profit         | 140.6                | 37.0    | 5.0                   | 1.3  | 136                                     |
| Shareholders’ Funds    | 3,522.9              | 927.1   | 1.0                   | 0.3  | 17,610                                  |
| Total Assets           | 6,930.4              | 1,823.8 | 12.7                  | 3.3  | 2,724                                   |
| Total No. of Employees | 5,150                |         | 431                   |      |   |

Exchange rate: US\$1.00 = RM3.80





Berjaya Tioman Beach, Golf & Spa Resort,  
Pahang - Superior Chalet.

# Corporate Information

## Board of Directors

Tan Sri Dato' Thong Yaw Hong  
**Chairman**

Tan Sri Dato' Danny Tan Chee Sing  
**Deputy Chairman**

Dato' Robin Tan Yeong Ching  
**Chief Executive Officer**

## Executive Directors

Datuk Robert Yong Kuen Loke  
Khor Poh Waa

YTM Tengku Mustaffa Kamel Ibni  
Almarhum Sultan Mahmud Al-Muktafi  
Billah Shah

Khoo Wei Tong @ Khaw Ooi Tong  
Ng Sooi Lin

Dato' Amer Hamzah Bin Ahmad

## Directors

Dato' Mohammed Adnan Bin Shuaib  
Dr. Ramachandran s/o Ratnasingam  
Datuk Maizan Bin Shaari

## Audit Committee

**Chairman/Independent/Non-Executive  
Director**

Tan Sri Dato' Thong Yaw Hong

**Non-Independent/Executive Director**

Datuk Robert Yong Kuen Loke

**Independent/Non-Executive Director**

Dato' Mohammed Adnan Bin Shuaib  
Datuk Maizan Bin Shaari

## Secretaries

Su Swee Hong (MAICSA No. 0776729)  
Tham Lai Heng, Michelle (MAICSA No. 7013702)

## Share Registrars

Berjaya Registration Services Sdn Bhd  
Lot C1-C3, Block C  
2nd Floor, KL Plaza  
179 Jalan Bukit Bintang  
55100 Kuala Lumpur  
Tel : 03 - 2145 0533  
Fax : 03 - 2145 9702

## Auditors

Ernst & Young  
Chartered Accountants  
Level 23A, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
50490 Kuala Lumpur

## Registered Office

11th Floor, Menara Berjaya  
KL Plaza, 179 Jalan Bukit Bintang  
55100 Kuala Lumpur  
Tel : 03 - 2935 8888  
Fax : 03 - 2935 8043

## Principal Bankers

Alliance Merchant Bank Berhad  
Alliance Bank Malaysia Berhad  
AmBank (M) Berhad  
AmMerchant Bank Berhad  
Aseambankers Malaysia Berhad  
The Bank of Nova Scotia Berhad  
Commerce International Merchant  
Bankers Berhad  
Malayan Banking Berhad  
Malaysia Building Society Berhad  
OCBC Bank (M) Berhad  
RHB Bank Berhad  
Southern Bank Berhad  
United Overseas Bank (Malaysia) Berhad

## Stock Exchange Listing

Main Board of Bursa Malaysia Securities Berhad

## Stock Short Name

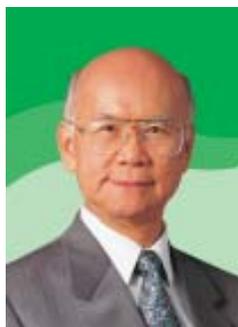
BJLAND (4219)

## Place of Incorporation And Domicile

Malaysia



# Profile of Directors



## TAN SRI DATO' THONG YAW HONG

75 years of age, Malaysian  
Chairman  
Independent/Non-Executive

He was appointed as a Director of Berjaya Land Berhad on 31 July 1990 and was subsequently appointed as its Chairman on 1 January 1991.

He graduated with a Bachelor of Arts (Hons) degree in Economics from University of Malaya, a Master's degree in Public Administration from Harvard University, as well as Advanced Management Program from Harvard Business School. In June 1998, he was appointed a Pro-Chancellor of Universiti Putra Malaysia.

He had a distinguished career with the Government of Malaysia, primarily in the fields of socio-economic development, planning and finance. He served in the Economic Planning Unit in the Prime Minister's Department since 1957 and became its Director-General from 1971 to 1978. From 1979 until his retirement in 1986, he served as the Secretary-General of the Ministry of Finance. He was responsible for setting up Sports Toto Malaysia Sdn Bhd in 1969 under the direction of the Government when he was overall in charge of the Economic Planning Unit in the Prime Minister's Department.

He holds directorships in several public listed companies namely, Berjaya Sports Toto Berhad, Batu Kawan Berhad, Glenealy Plantations (Malaya) Berhad, HHB Holdings Berhad, Kuala Lumpur Kepong Berhad, Malaysia Mining Corporation Berhad and Public Bank Berhad. He is also a Director in Berjaya General Insurance Berhad, KTM Berhad, Malaysian South-South Corporation Berhad, Public Merchant Bank Berhad and several other private companies including Sports Toto Malaysia Sdn Bhd. He also serves as a member on the Boards of Trustees of Program Pertukaran Fellowship Perdana Menteri Malaysia, Tun Razak Foundation, Sports Toto Foundation and the Malaysian Institute of Economic Research, among others. He is also a member of the Working Group of the Executive Director for the National Economic Action Council.

Tan Sri Dato' Thong Yaw Hong is the Chairman of the Audit Committee, Nomination Committee and Remuneration Committee of the Company.



## TAN SRI DATO' DANNY TAN CHEE SING

50 years of age, Malaysian  
Deputy Chairman  
Non-Independent /Non-Executive

He was appointed to the Board on 5 December 1990 and is currently the Deputy Chairman of the Company.

He is a businessman and entrepreneur with extensive experience in property development, restaurant/resort management, insurance, trading, gaming and stockbroking through his interests in various public and private companies.

Currently, he is the Deputy Chairman of Berjaya Group Berhad and Dunham-Bush (Malaysia) Bhd, Executive Vice-Chairman of TT Resources Berhad, the Chairman/Group Chief Executive Officer of Dijaya Corporation Berhad and the Chief Executive Officer of Tropicana Golf & Country Resort Berhad. He also holds directorships in Berjaya Capital Berhad, Cosway Corporation Berhad, MTD Capital Berhad, Bukit Kiara Resort Berhad, Tioman Island Resort Berhad, Berjaya General Insurance Berhad, KDE Recreation Berhad and Berjaya Golf Resort Berhad.

His nephew, Dato' Robin Tan Yeong Ching, is also a member of the Board while his brother, Tan Sri Dato' Seri Vincent Tan Chee Yioun is a major shareholder of the Company.

# Profile of Directors



## **DATO' ROBIN TANYEONG CHING**

31 years of age, Malaysian  
Chief Executive Officer  
Non-Independent

He joined the Board on 13 January 1999 as an Executive Director and was appointed the Chief Executive Officer of the Company on 28 March 2003. He graduated with a Bachelor of Social Science degree in Accounting/Law from the University of Southampton, United Kingdom, in 1995. He joined Berjaya Group Berhad in 1995 as an Executive and subsequently became the General Manager, Corporate Affairs in 1997.

Currently, he is the Chairman of MOL.com Berhad and an Executive Director of Berjaya Sports Toto Berhad and Sports Toto Malaysia Sdn Bhd. He also holds directorships in Bukit Tinggi Resort Berhad, Qinetic Solutions Berhad and several other private limited companies.

Dato' Robin Tan Yeong Ching is a member of the Remuneration Committee of the Company.

His uncle, Tan Sri Dato' Danny Tan Chee Sing, is also a member of the Board while his father, Tan Sri Dato' Seri Vincent Tan Chee Yiuon is a major shareholder of the Company.



## **DATUK ROBERT YONG KUEN LOKE**

53 years of age, Malaysian  
Non-Independent/Executive Director

He was appointed to the Board on 24 January 1995. He is a fellow member of The Institute of Chartered Accountants (England and Wales), and a member of the Malaysian Institute of Accountants and Institute of Certified Public Accountants of Singapore. He is also a Council Member of the Malaysian Institute of Certified Public Accountants. He has many years of working experience in the fields of accounting, audit, treasury and financial management. He started his career in London in 1973 and worked for more than five years in chartered accounting firms in London including two years with Moore Stephens & Co. Subsequently, he was with Price Waterhouse, Singapore from 1979 to 1982. Prior to joining the Berjaya Group of Companies in 1987, he served as Group Finance Manager in UMW Holdings Berhad and Treasurer in Edaran Otomobil Nasional Bhd.

Currently, he is an Executive Director of Berjaya Group Berhad and Berjaya Sports Toto Berhad. He is also a Director of Berjaya Capital Berhad, Cosway Corporation Berhad and Matrix International Berhad. He also holds directorships in Berjaya Golf Resort Berhad and several other private limited companies.

Datuk Robert Yong Kuen Loke is a member of the Audit Committee of the Company.

**KHOR POH WAA**

49 years of age, Malaysian  
Non-Independent/Executive Director

He was appointed to the Board on 13 January 1999 as an Executive Director. He graduated from University Malaya with an Accounting Degree and served in the Accountant General Office before joining the private sector in 1985. He joined Berjaya Vacation Club Berhad ("BVC") in 1993 and is currently the President of BVC. He was appointed as a Director of BVC in 1997.

He plays an active role in the timeshare industry and currently serves as the Chairman of the Malaysian Holiday Timeshare Developers' Federation. He also holds directorships in Staffield Country Resort Berhad, Tioman Island Resort Berhad, KDE Recreation Berhad and several other private limited companies in the Berjaya Group of Companies.

He is also the President of Kelab Sukan and Rekreasi Kumpulan Berjaya Malaysia and the Organising Chairman of *Berjaya Cares*, a body established to promote charity activities in line with the Government's call for a caring society.

**Y.T.M. TENGGU MUSTAFFA KAMEL IBNI  
ALMARHUM SULTAN MAHMUD  
AL-MUKTAFI BILLAH SHAH**

37 years of age, Malaysian  
Non-Independent/Executive Director

He was re-appointed to the Board on 10 January 2002 as an Executive Director, a position he resigned from in October 2001 due to his appointment as the Regent of Terengganu during the period from mid-October 2001 to mid-December 2001. He graduated with a Diploma in Hotel Management from Caesar Ritz, Switzerland. He first joined the Group as an Assistant Manager in 1991 and was promoted to the position of Manager in March 1992. Prior to his appointment as an Executive Director of the Company in October 1999, he was the Senior General Manager, Corporate Affairs of Berjaya Group Berhad. He also holds directorships in Berjaya Golf Resort Berhad, Berjaya Vacation Club Berhad and several other private limited companies.

# Profile of Directors



## **KHOO WEI TONG @ KHAW OOI TONG**

56 years of age, Malaysian  
Non-Independent/Executive Director

He was appointed to the Board on 14 September 2001 as an Executive Director. He is a member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants. He articulated with Messrs Coopers & Lybrand (now known as PricewaterhouseCoopers) from 1970 to 1975. He subsequently joined the Malaysian Rubber Development Corporation Bhd, a quasi-government organisation, as its Chief Internal Auditor until 1980. During the next five years until 1985, he was the Finance Manager of Sarawak Motor Industries Bhd, an assembler and distributor of motor vehicles. Since then, he has been with the Berjaya Group of Companies. He was appointed as an Executive Director of Berjaya Group Berhad in January 1996 until his appointment to the Company. Currently, he is also the Executive Director of Prime Credit Leasing Sdn Bhd and a Director of Berjaya General Insurance Berhad and Indah Corporation Berhad. He also holds directorships in several other private limited companies.



## **NG SOOI LIN**

49 years of age, Malaysian  
Non-Independent/Executive Director

He was appointed to the Board on the 28 March 2003 as an Executive Director. He holds a Bachelor in Engineering and is a member of IEE, UK and Chartered Engineer (C. Eng).

He is an engineer by profession with more than 25 years working experience in the field of property development and management. He started his career in property consultancy in Kuala Lumpur before moving on to play key roles in various development companies in Malaysia and Singapore.

He joined Berjaya Land Berhad in November 1994 and was the Senior General Manager (Group Properties & Development) prior to his appointment as Executive Director of the Company. He also holds directorships in several other private limited companies in Berjaya Group Companies.



### **DATO' AMER HAMZAH BIN AHMAD**

53 years of age, Malaysian  
Non-Independent/Executive Director

He was appointed to the Board on 8 December 2004 as an Executive Director. He graduated with a degree in Bachelor of Science from University Malaya in 1976 and pursued the Programme Executive Development, MARA Institute of Technology. He has been involved in the business of manufacturing, marketing, general management and consultancy for over 28 years having held various senior executive positions at Nestle Malaysia Bhd, Cold Storage Malaysia Berhad, Malaysia Airport Berhad and Country Heights Holdings Berhad, all listed on the Main Board of Bursa Malaysia Securities Berhad.

He was previously the Chief Executive Officer of Malaysia Airport (Niaga) Sdn Bhd from 1994 to 1997 and Chief Operating Officer of Mines Resort City from 1998 to 2001. He held senior positions with various portfolio of companies in the field of property management and investments, resorts and hotels, theme park, golf course, shopping complexes and marketing of fast consumer goods (FCG). Prior to that, he was the Group General Manager of Cold Storage Malaysia Berhad from 1989 to 1993 and Sales Manager of Nestle Malaysia Bhd from 1976 to 1988.

He is currently the Executive Chairman of Quasar Carriage Sdn Bhd. He also holds directorships in several other private limited companies in Berjaya Group of Companies.



### **DATO' MOHAMMED ADNAN BIN SHUAIB**

65 years of age, Malaysian  
Independent/Non-Executive

He was appointed to the Board on 5 December 1990. He is an Advocate and Solicitor by profession. He served in the Federal Judicial and Legal Service from 1967 to 1979. He resigned from Government service in 1979 and joined Magnum Corporation Berhad as General Manager until 1981. He joined Messrs. Adnan, Sundra & Low, a legal firm, as a partner since 1982. He also holds directorships in Amanah Saham Kedah Berhad, EON CMG Life Assurance Berhad, Lam Soon (M) Berhad and several other private limited companies.

Dato' Mohammed Adnan Bin Shuaib is a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company.

# Profile of Directors



## **DR. RAMACHANDRAN S/O RATNASINGAM**

68 years of age, Malaysian  
Independent/Non-Executive

He was appointed to the Board on 5 December 1990. He holds a M.B.B.S. from the Madras Medical College, South India. He served with the Government from 1969 to 1975 in various hospitals and had set up a private practice, Klinik Ray, in 1979. He retired from the private practice in 1992 and is currently doing locum.

Dr. Ramachandran s/o Ratnasingam is a member of the Nomination Committee of the Company.



## **DATUK MAIZAN BIN SHAARI**

58 years of age, Malaysian  
Independent/Non-Executive

He was appointed to the Board on 8 December 2004. He holds a Bachelor of Arts (Sociology & Anthropology) from University of Malaya and a Master of Arts (Political Science) from Ohio University of Malaya.

He joined the Royal Malaysian Police in 1973 and rose to become the Director of the Narcotics Department in 1998. Prior to 1998, he had held various positions in Police Force. From 1999 to 2000, he was the Deputy Director of Criminal Investigation Department. He was also the Director of Commercial Crime Division since 2000 before retiring from the civil service in September 2003.

Currently, he is also a Director of Dunham-Bush (Malaysia) Bhd.

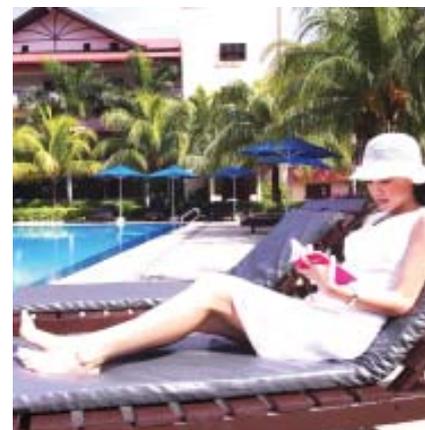
Datuk Maizan Bin Shaari is a member of the Audit Committee of the Company.

Save as disclosed, none of the Directors have:-

1. any family relationship with any Director and/or major shareholder of the Company;
2. any conflict of interest with the Company; and
3. any conviction for offences within the past 10 years other than traffic offences.

# Chairman's Statement

**On behalf of the Board of Directors, I am pleased to present the Annual Report and Financial Statements of Berjaya Land Berhad ("BLand") for the financial year ended 30 April 2005.**

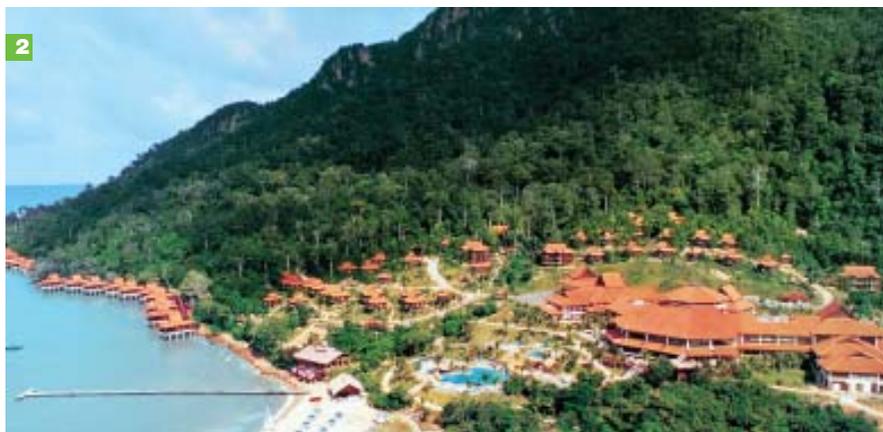


*Berjaya Tioman Suites, Pahang.*

## FINANCIAL RESULTS

For the financial year ended 30 April 2005, the Group achieved a revenue of RM668.9 million and a pre-tax profit of RM140.6 million as compared to RM776.9 million and RM191.4 million respectively in the previous financial year. The lower revenue and pre-tax profit were mainly attributed to lower progress billings reported by the property development division, and the deconsolidation of Matrix International Berhad ("Matrix") arising from the dilution of the Group's equity interest in Matrix. The decrease in revenue was partly mitigated by the improved revenue reported by the hotels and resorts division, particularly from Berjaya Redang Beach Resort (after the commencement of flight services to the Island) and the full year consolidation of results of Berjaya Times Square Hotel and Convention Center.

# Chairman's Statement



The lower pre-tax profit was also due to the higher exceptional loss incurred by the Group resulting from the impairment of certain assets and investments. In addition, the Group equity-accounted for its share of losses in Informatics Holdings Ltd in this financial year.

The Board is pleased to note that the Group had equity-accounted a higher share of profits from Berjaya Sports Toto Berhad ("BToto") resulting from the Group's higher equity interest in BToto and the better performance of BToto.

## DIVIDEND

The Board has recommended a final dividend of 5% per share less 28% income tax for the approval of shareholders at the forthcoming Annual General Meeting. The total dividend payable in respect of the financial year ended 30 April 2005 amounted to 5% per share (30 April 2004 : 5%).

## CORPORATE DEVELOPMENTS

- 1) On 4 November 2004, the Company's shareholders approved the following proposals at an Extraordinary General Meeting:
  - i) Proposed acquisition of 244.793 acres of leasehold land located in Sungai Besi by Selat Makmur Sdn Bhd ("SMSB"), a subsidiary of the Company from Selangor Turf Club for a total consideration of RM640 million.
  - ii) Proposed acquisition of approximately 750 acres of freehold land located in Sungai Tinggi by SMSB from BerjayaCity Sdn Bhd ("BCity"), a wholly-owned subsidiary of BGroup.
  - iii) Proposed appointment of BCity as the turnkey contractor to carry out



the construction of a new turf club in Sungai Tinggi for a total consideration of RM605 million.

- 2) On 29 December 2004, the Group announced that Matrix had ceased to be its subsidiary with effect from 23 December 2004 following the completion of acquisition of Berjaya Times Square Sdn Bhd ("BTSSB") by Matrix via the issuance of 560.022 million new Matrix shares to the vendors of BTSSB. The Group's equity interest in Matrix was diluted from 51.99% to 11.89%. Subsequently on 8 March 2005, the Group's interest increased to 12.9% after Nada Embun Sdn Bhd and Dian Kristal Sdn Bhd were allotted a total of 30.448 million Matrix shares of RM1.00 each at an issue price of RM1.40 per share pursuant to the settlement on behalf of BTSSB by Matrix of the liquidated ascertained damages claims due to property purchasers amounting to RM250.633 million by the issuance of 179.023 million new Matrix shares.
- 3) Further to the BLand Revised Corporate Proposals reported in last year's Statement, on 22 December 2004, the Securities Commission ("SC") approved the Proposed BLand Capital Repayment and Consolidation and the Proposed BLand Special Dividend-in-Specie. On 27

1. At BVC, we provide value added services for our members.
2. Berjaya Langkawi Beach & Spa Resort, Kedah.
3. Berjaya Tioman Beach, Golf & Spa Resort, Pahang - Pool View.
4. Berjaya Langkawi Beach & Spa Resort, Kedah - Premier Suite.

January 2005, Bursa Securities gave its approval-in-principle for the listing and quotation of the new BLand shares to be issued pursuant to the Proposed BLand 1<sup>st</sup> Bonus Issue and Proposed BLand 2<sup>nd</sup> Bonus Issue. The shareholders of BGroup approved the Proposed BLand Inter-Company Settlement and the Proposed Compensation by BGroup to BLand for the termination of the Put Option Obligation at an Extraordinary General Meeting ("EGM") on 15 June 2005. Consent had been obtained from the BLand ICULS holders for the Proposed BLand Capital Repayment and Consolidation and the Proposed BLand Special Dividend-in-Specie at a meeting on 20 June 2005. The BLand Revised Corporate Proposals were approved by the shareholders at an EGM held on 20 June 2005.

The BLand Revised Corporate Proposals are now pending approvals of the Orders of the High Court of Malaya confirming the Proposed BLand Capital Repayment pursuant to Section 64 of the Companies



Act, 1965 and other relevant authorities and/or parties, if any.

- 4) On 23 June 2005, the Company announced that BLand together with its wholly-owned subsidiary companies, namely Gateway Benefit Sdn Bhd, Immediate Capital Sdn Bhd and Berjaya Land Development Sdn Bhd have entered into a conditional sale and purchase agreement with Intan for the disposal of 320 million BToto shares to Intan for a total cash consideration of RM1.152 billion or RM3.60 per BToto share after the first capital distribution of RM0.50 per BToto share ("Proposed Disposal").

BLand had also proposed to dispose of up to an additional 30 million BToto shares at prevailing prices to further reduce the outstanding amounts owing to BToto.

The Proposed Disposal will allow BLand to realize part of the value of its investment in BToto. BLand will utilise the balance of the proceeds to be received from the Proposed Disposal after the redemption of the disposal shares from its lenders to settle the outstanding inter-company balance that BLand Group owed to BToto. As at 3 August 2005, the outstanding inter-company balance due to BToto was RM663.467 million. On 10 August 2005, the Company announced that BToto has agreed and accepted BLand's request for extension of time by another year to 4 August 2006 to settle in full the advances owing to BToto.

BLand had received a mandate from its shareholders on 15 March 2004 to place out 200 million BToto shares. With the Proposed BToto Disposal, BLand will not continue with the said placement.



The Proposed Disposal is pending the approvals from the SC, shareholders and relevant authorities.

### FUTURE OUTLOOK AND PROSPECTS

The tourism-related and property-related sectors are among the significant contributors to the Malaysian economy. Ongoing efforts and incentives implemented by the Government to improve and promote these sectors would continue to be the driving force to ensure positive growth in these sectors. Promotional activities undertaken by the Government, the synergistic efforts of airlines and travel agents and tour agencies to promote the tourism industry are expected to boost tourist arrivals to this country which augur well for the Group's hotels and resorts.

Riding on the upward trend of the property-related sector supported by low interest rates, ample liquidity and positive economic indicators, the Group foresees that the property market will remain buoyant in the current financial year.

Barring any unforeseen circumstances, the Directors anticipate that the Group's operating results for the forthcoming financial year ending 30 April 2006 will be satisfactory. The Group also expects to realise a substantial amount of



1. Bukit Jalil Golf & Country Resort, Kuala Lumpur.
2. Arena Green Apartments, Bukit Jalil, Kuala Lumpur.
3. Berjaya Megamall, Kuantan, Pahang.
4. Green Avenue Condominiums, Bukit Jalil, Kuala Lumpur.

exceptional gain upon the completion of the proposed disposal of BToto shares to Intan.

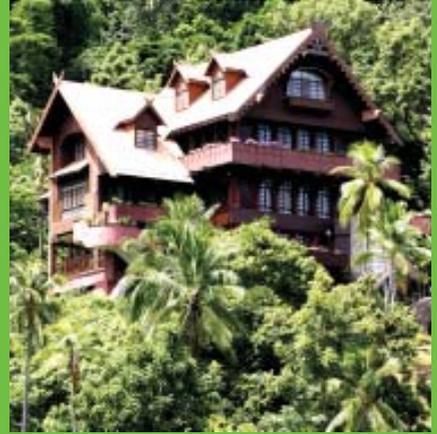
### APPRECIATION

On behalf of the Board, I wish to thank the management, staff and agents for their dedication, hard work and commitment. To all our customers, shareholders, business associates and financiers, I wish to express my sincere appreciation for their co-operation and support.

To all my fellow colleagues on the Board, I thank them for their understanding, counsel and guidance in the past year and look forward to their continued support in the future.

**TAN SRI DATO' THONGYAW HONG**  
Chairman  
26 August 2005

# CEO's Review of Operations



*Berjaya Tioman Beach, Golf & Spa Resort,  
Pahang - Shahzan Villa.*

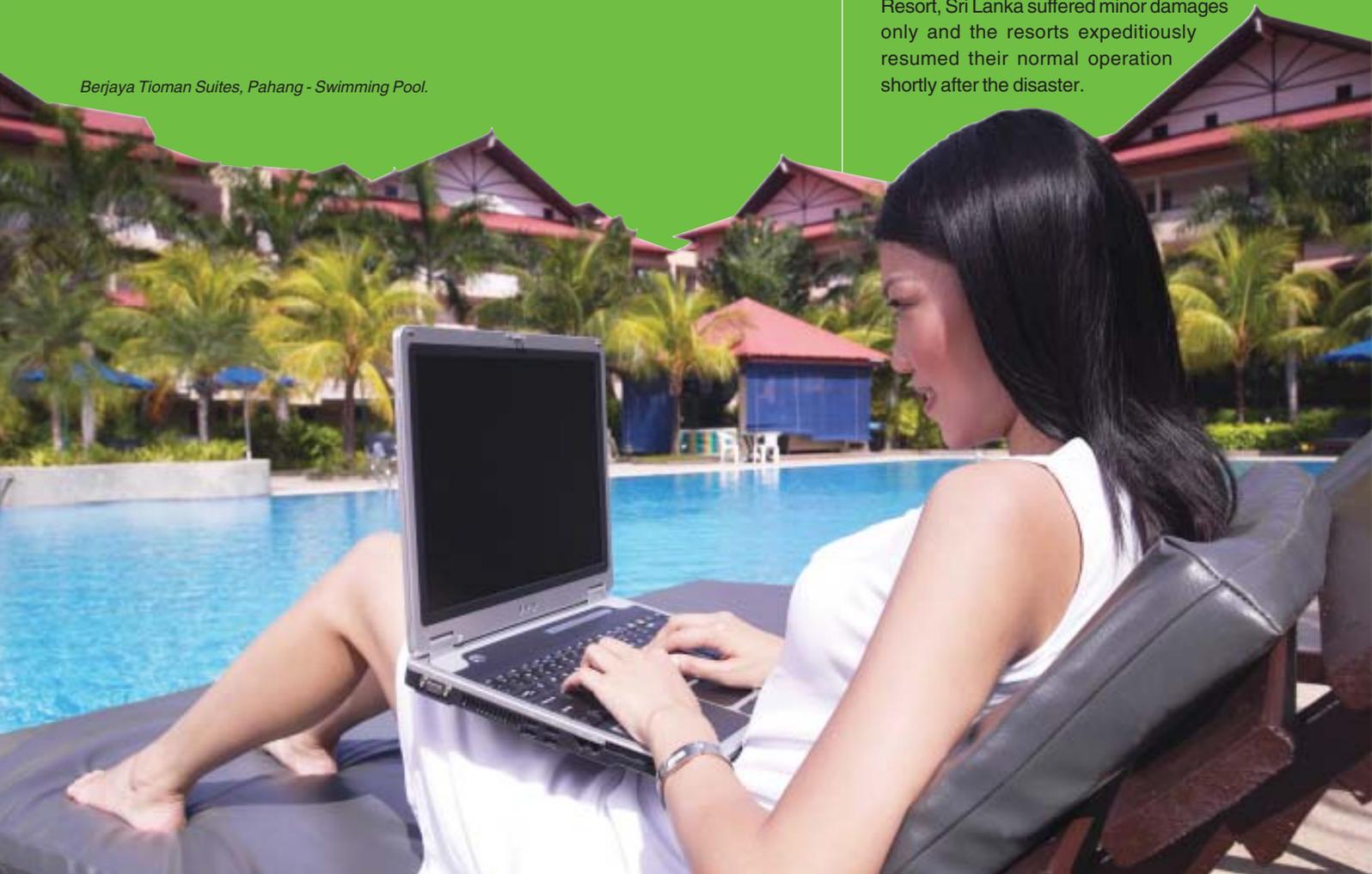
## HOTELS AND RESORTS DEVELOPMENT

### Berjaya Hotels & Resorts

The Hotels & Resorts Division delivered a better performance for the financial year under review as compared to the preceding year despite being plagued by the aftermath effect of the tsunami disaster that hit the Indian Ocean on 26 December 2004 which had disrupted the regional tourism industry.

We were very fortunate that our affected beach resorts, Berjaya Langkawi Beach & Spa Resort and Berjaya Mount Royal Beach Resort, Sri Lanka suffered minor damages only and the resorts expeditiously resumed their normal operation shortly after the disaster.

*Berjaya Tioman Suites, Pahang - Swimming Pool.*





The tsunami disaster did not affect our resorts located on the East Coast of Peninsular Malaysia significantly as it happened during the low season. The strong performance in the first nine months of the year, riding on the strong tourist arrivals that surpassed 15 million and the improvement in the global travel industry helped to cushion the post tsunami weak performance.

Occupancy rate showed a marginal increase but the average room rate had strengthened by RM24 as compared to the previous year after a higher room rate was registered by the newly-completed suites at Berjaya Langkawi Beach Resort and the rise in room rate for our overseas resorts in Seychelles.

During the year, we leveraged on our marketing and sales promotions to capture more businesses from both in-bound and domestic leisure travel sectors via aggressive marketing activities and wider sales representations in overseas markets.

Our direct marketing strategy with the attractive "All Inclusive" packages and active participation in the local travel fairs such as MATTA and MITF, achieved commendable sales results for our hotels and resorts in the domestic market.

Our city hotel, Berjaya Times Square Hotel & Convention Center continued to register higher revenue from leisure travellers especially from the Middle East market while we continued to strategise to penetrate the lucrative incentive travel and corporate segments. Nevertheless, the hotel is competing with new rivals with the opening of new hotels in the Kuala Lumpur market.

Our overseas resorts in Seychelles and Mauritius registered positive growth with encouraging support from the respective local governments which are actively promoting



their tourism industry to overseas markets and providing attractive incentives to the hotel operators. Our overseas resorts contributed more than half of the division's revenue with higher and better average room rates.

Barring any untoward incidents, we would continue to ride on the improvement in the business and leisure travel underpinned by the continued favourable domestic and overseas economic performance. With increasing levels of business activity, we are taking every opportunity to maximise profitability by maintaining tighter control over operating costs, improving efficiencies across our hotels and resorts, whilst keeping capital expenditure spending under close review.

### VACATION TIMESHARE

For the year under review, revenue for Berjaya Vacation Club Berhad ("BVC") dropped 11.2% to RM40.99 million from RM46.2 million recorded in the previous financial year due to slower membership sales resulted from the general slow down in the timeshare market. Results from travel fairs were lower than expected as most of the patrons were repeat visitors who are either our members or those who prefer packaged tours.



1. Berjaya Le Morne Beach Resort & Casino, Mauritius.
2. Berjaya Redang Beach Resort, Terengganu - Deluxe Seaview Room.
3. 18-hole Championship Golf Course at Berjaya Tioman Beach, Golf & Spa Resort, Pahang.



As a continuous effort to maintain and upgrade the quality of BVC memberships, BVC underwent major refurbishment to its properties in Paradise Lagoon Holiday Apartment in Port Dickson and KL Plaza Condominium during the year under review.

Due to the encouraging response from members and to provide a competitive edge over other timeshare operators, BVC had continued to expand on its affiliated resorts from 50 locations last year to 94 locations this year, both for local and overseas destinations.

As part of its marketing and promotional efforts, BVC continued to participate in major promotions and travel fairs organised by various leisure-related organisations. This marketing effort emphasized on a more personal approach and provision of additional customer services.

As a continuous effort to improve its customer service quality, a new employee reward

# CEO's Review of Operation



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programme was implemented during the year. Customer service staff who received unsolicited compliments from members were rewarded with complimentary stays at holiday resorts and cash vouchers. This would further encourage and instill a courteous and customer friendly culture among staff in addition to the continuous training initiated in the previous year.

Generally, the timeshare vacation ownership market is reaching its maturity stage. Consequently, there is a need to stay competitive by expanding our services. With the change in business strategy which is more customer-focused, we expect to be able to maintain membership sales for the forthcoming year.

## CLUBS AND RECREATION

During the financial year under review, the Clubs and Recreation Division registered a lower revenue of RM52 million as compared to RM57 million in the previous financial year in line with the drop in membership recruitment. The over crowded recreational clubs in the Klang Valley and the new and attractive one year short term membership offered by independent operators in the market had affected our recruitment drive.

During the year, the Clubs resorted to innovative marketing plans with competitive pricing for our membership. The Clubs had also been upgrading its recreational facilities and creating additional facilities to attract new members to our Clubs. Among others, Bukit Kiara Equestrian & Country Resort, had refurbished its clubhouse and upgraded its equestrian-related facilities and Kelab Darul Ehsan introduced its golf buggy facilities.

## DESA WATERPARK

For the year under review, Desa WaterPark recorded a 5% increase in revenue despite operating under a very competitive environment with the corporate segment contributing significantly to the performance of the Park. The continuous aggressive marketing and promotion programmes coupled with its experience in handling and hosting major events will enable the Park to remain competitive and be the choice venue for companies and multinational corporations to host their corporate functions.

## BERJAYA AIR SDN BHD

For the financial year ended 30 April 2005, Berjaya Air Sdn Bhd ("Berjaya Air") recorded a revenue of RM27.6 million, a 21% increase from RM22.8 million recorded in the previous year while net operating profit achieved was RM1.2 million as compared to RM3.2 million recorded in the previous year. The increase in revenue was mainly due to the increase in the overall number of passengers while the drop in net operating profit was mainly due to the higher expenditure incurred from higher fuel prices and the overall higher cost of the maintenance of the aircraft.

On 28 April 2005, Berjaya Air launched its direct flight from Seletar Airport, Singapore to Redang Island which had reduced travelling time significantly from 12 hours to only approximately 1.5 hours for Singaporeans and stopover tourists.

On 15 February 2005, Berjaya Air launched its do-it-yourself dynamic package online booking system via its official website [www.Berjaya-Air.com](http://www.Berjaya-Air.com). Customers from anywhere in the world can now book with just a click of a button for a hassle-free holiday.



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1. Staffield Country Resort, Negeri Sembilan.
2. Dash 7 Aircraft from Berjaya Air.
3. Berjaya Eden Park Hotel, London.

Berjaya Air currently operates flights on Subang-Tioman, Subang-Pangkor, Subang-Redang, Subang-Koh Samui (Thailand), Subang-Melaka-Pekan Baru (Indonesia), Seletar (Singapore)-Tioman and Seletar-Redang routes.

Moving forward, the company plans to improve its competitiveness by upgrading the interior of its aircraft and cabin facilities other than seeking new routes and increasing flight frequencies.

## PROPERTY INVESTMENT

The occupancy rates for the Group's investment properties for the financial year 2005 and comparative figures for 2004 were as follows:



**PROPERTY DEVELOPMENT**

**PROPERTY MARKET OVERVIEW**

Generally, the property market in Malaysia has been on an upward trend since the last economic crisis in 1997/98. Despite concerns on rising fuel prices and the general rise in inflation, the business sentiment remained optimistic. The economic indicators are still showing fairly decent growth and business and consumer confidence is still resilient. The Government's decision to de-peg the Ringgit in July 2005 has sparked optimism that economic growth will be given a major boost. Spurred by the growth projections in the Malaysian economy, the property market remains buoyant.

The residential property market dominates as the main driving force of the property market as prevailing low interest rates continued to motivate purchasers of property for investment whilst purchasers of owner occupied properties took advantage of low borrowing rates to lock-in long term loans. Several high-end condominium projects launched around the KLCC neighbourhood registered strong sales boosted by demand from individual foreign investors. Encouraged by the positive foreign buying sentiment, property developers have embarked on road shows overseas to promote sales.

**ON-GOING PROJECTS**

Riding on the upward trend in the property market, the Property Division embarked on various development of residential properties on Berjaya Land Berhad's land banks within the Klang Valley.

For the financial under review, a total of 1,674 units of properties were under various stages of construction.

| Property                        | Occupancy Rates     |       |
|---------------------------------|---------------------|-------|
|                                 | Financial Year 2005 | 2004  |
| KL Plaza, Kuala Lumpur          | 92%                 | 92%   |
| Plaza Berjaya, Kuala Lumpur     | 79%                 | 71%   |
| Kota Raya Complex, Kuala Lumpur | 93.58%              | 85.3% |
| Berjaya Megamall, Kuantan       | 77.2%               | 92.2% |

1. Greenfields Apartments, Bukit Jalil, Kuala Lumpur.
2. Double storey link house in Taman Cemerlang, Ulu Klang, Selangor.
3. Plaza Berjaya, Kuala Lumpur.
4. Kinrara Putri, Bandar Kinrara, Seksyen 4, Kuala Lumpur.

For the financial year ended 30 April 2005, the Group's complexes generally achieved better performance in terms of revenue and occupancy rates. The increase in revenue for all the complexes was mainly due to aggressive promotions and higher rental rates charged upon renewal and new tenancies secured. Being the biggest one-stop complex in the East Coast region, Berjaya Megamall in Kuantan recorded the highest jump in revenue despite a 15% drop in occupancy rate due to the termination of tenancy with an anchor tenant in March 2004. Berjaya Megamall had later secured a new anchor tenant in December 2004 with an increase in rental of 36% and this had improved its overall revenue. The other properties also registered increases in revenue during the year under review.

Despite stiff competition from new shopping complexes in the Klang Valley and the surrounding suburbs, the Group is confident that its complexes would maintain its competitiveness by being more aggressive in attracting better retailers to the complexes.

All the Group's properties are strategically located in the Golden Triangle and they would continue to offer growth opportunities to retailers who are targeting tourists and local shoppers. Meanwhile, Berjaya Megamall, Kuantan is set to further enhance its image and position itself as the leader of shopping malls in the East Coast region by lining up aggressive marketing plans in the coming year.

# CEO's Review of Operation



Out of these, the Property Division successfully completed and handed over a total of 1,068 units of properties to purchasers during the year under review. These comprised of 346 bungalow lots at the gated development of *Subang Heights East and West*, 210 units of low cost apartments at *Taman Kinrara Seksyen 4*, Puchong, 169 units of apartments at *Greenfields Block D*, Bukit Jalil, 201 units at *Arena Green Block A*, Bukit Jalil, 96 units of double storey terrace houses, *Maple at Berjaya Park*, Shah Alam, 30 units of double storey houses, *Tulips* at Taman Kinrara Seksyen 4, Puchong and 16 units of single storey houses at *Taman UPC*, Air Hitam.

## PROJECTS COMING ON-STREAM

At **Bukit Jalil Golf & Country Resort**, another project to be launched is Phase 1 of *PS3*, offering 408 units of condominiums at an average price of RM250,000 per unit. The condominiums, with a well-planned and spacious layout of 1,200sf in area, quality finishes coupled with an excellent location will render the property attractive not only to first time house buyers but also investors. Sale of these units will translate into a total sales value of RM118 million.

At **Taman Kinrara Seksyen 4**, *Kinrara Mas*, a four-storey shop/apartment development was launched on 30 July 2005. Strategically located in an immediate catchment of ready and densely populated surroundings, the 8 units of ground floor shops priced from RM338,000 and 48 units of apartments on the upper floors priced from RM64,988 are expected to generate a total sales value of RM6 million.

The last phase of landed residential units at **Berjaya Park, Shah Alam** will be launched in the last quarter of 2005. *Hazel*, comprising a total number of 197 units of double storey houses will be released to the market in two phases. Judging from sales of our previous launches, we foresee that *Hazel* will also enjoy good take up rates. Apart from this, **Berjaya Park** will also introduce its first high rise residential development with the launch of 220 units of medium cost apartments priced at RM100,000 per unit. Together with *Hazel*, the sale of these apartments will generate a total sales value of over RM65 million.

Also in the pipeline for the forthcoming year, **Petaling Indah Block E**, a mixed development project will offer 18 units of shops, 24 units of offices and 415 units of condominiums. The shops and offices with a built-up area ranging from 990sf - 2,188sf and 508sf - 1,459sf will be priced from RM250,000 to RM500,000 and RM100,000 to RM300,000 respectively. Meanwhile, the 3-bedroom apartments with built-up area of 850sf - 1,150sf are priced from RM120,000 to RM180,000. Together, these developments are expected to generate a total of approximately RM75 million in sales value.

*The Peak* at **Taman TAR**, a prestigious bungalow lots development located at a high-end enclave of Taman TAR will be unveiled in the 3<sup>rd</sup> quarter of 2005. Enhanced with a revised layout to capitalise on the beauty of the natural landscape and the picturesque view of the KL city skyline, these 88 bungalow lots will captivate urban high net worth individuals seeking residence in an exclusive development within an environment of peace and tranquility, yet well equipped with modern facilities. We are expecting a revenue of



1. *Seputeh Heights, Taman Seputeh, Kuala Lumpur.*
2. *The Peak at Taman TAR, Selangor.*
3. *Petaling Indah Condominiums, Kuala Lumpur.*

approximately RM300 million from the sale of these bungalow lots.

## MARKET OUTLOOK

Overall, the current upbeat sentiment in the property market is likely to sustain in the forthcoming year supported by positive economic growth, ample liquidity and low interest rates. By and large, the residential property sector will likely remain as the driving force of the property market. The de-pegging of the Ringgit in July 2005 is a positive move by the Government to strengthen the currency and to better reflect the country's strong economic fundamentals that would help boost the property market.



1. Subang Heights, Subang Jaya, Selangor.
2. A Sports Toto outlet.
3. A Toto draw in progress.

## GAMING

### Berjaya Sports Toto Berhad

For the financial year under review, the BToto group registered a revenue of RM2.67 billion, representing an increase of 7.7% compared to RM2.48 billion in the previous financial year. The increase in revenue was due to its principal subsidiary company, Sports Toto Malaysia Sdn Bhd having four additional draws compared to the previous year as well as improvement in sales of the 4-Digit game. Group pre-tax profit rose by 11.3% from RM437.99 million in the previous year to RM487.50 million mainly due to a lower prize payout in the financial year under review.

## FUTURE OUTLOOK

The prospect for the Malaysian economy in 2005/2006 remain sound. The private sector would remain as the main driver of growth as the Government remains committed to optimising expenditure in order to strengthen the economy.

The prospect of the travel industry in our region remains positive, underpinned by the continued economic recovery created by new demand and stronger business and incentive travel. This is in line with the strong growth in leisure travel and the improvement of consumer confidence and lifestyle particularly from the cash-rich Middle Eastern countries and China.

One concern is the possibility of impending oversupply, as developers capitalising on the current buoyancy flood the market with new launches. In addition, the property market had recently seen more competition from our neighbouring countries.

As the competition heats up, developers have to continuously innovate and strategise to remain competitive and maintain their market share. Discerning buyers not only consider pricing and location of the property but other factors such as design, innovative features, facilities and quality workmanship. Whilst the property market will continue to be challenging and competitive, we will endeavour to achieve better revenue for the forthcoming year.

In line with this, our strategically located complexes in the Klang Valley would also benefit from the influx of tourists. Occupancies and rental rates are expected to appreciate along with the demand for retail and office space particularly in Kuala Lumpur.

The current upbeat sentiment in the property market is likely to sustain in the forthcoming year supported by positive economic growth, ample liquidity and low interest rates.

The timeshare vacation market will remain competitive and to maintain membership sales BVC would continue to add value to its membership by tying up with more affiliated hotels and introduce more value added services.

Despite the highly regulated framework of the gaming industry in the country, the potential for growth remains strong as the industry is closely linked to consumer spending patterns and sentiments. With an extensive network and variety of games offered, opportunities are there for Sports Toto Malaysia Sdn Bhd to achieve further market penetration and tap the industry's growth potential.

**Dato' Robin Tan**  
Chief Executive Officer  
26 August 2005

# Corporate Structure

of main operating companies as at 30 August 2005

## BERJAYA LAND BERHAD

### Vacation Timeshare, Hotels, Resorts & Recreation Development and Others



**Property Investment and Development**

**Gaming and Lottery Management**



## Group Financial Summary

| Description   | 2005<br>US\$'000 | 2005<br>RM'000 | 2004<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 | 2001<br>RM'000 | 2000<br>RM'000 | 1999<br>RM'000 |
|---|------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| Revenue   | 176,040          | 668,951        | 776,904        | 1,500,363      | 2,961,807      | 2,773,246      | 2,760,887      | 2,601,487      |
| Profit Before Taxation  | 36,994           | 140,577        | 191,392        | 293,938        | 287,936        | 319,832        | 305,714        | 431,255        |
| Profit After Taxation & Minority Interests                        | 17,752           | 67,458         | 93,935         | 134,358        | 23,910         | 55,426         | 57,642         | 216,811        |
| Extraordinary Items   | -                | -              | -              | -              | -              | -              | -              | -              |
| Profit Attributable To Shareholders                               | 17,752           | 67,458         | 93,935         | 134,358        | 23,910         | 55,426         | 57,642         | 216,811        |
| Share Capital   | 228,441          | 868,077        | 867,175        | 867,170        | 866,646        | 835,067        | 819,457        | 693,246        |
| Share Premium   | 245,970          | 934,686        | 934,144        | 934,141        | 934,105        | 915,465        | 903,560        | 831,059        |
| Reserves  | 452,685          | 1,720,202      | 1,605,889      | 1,541,374      | 1,620,656      | 1,651,991      | 1,637,228      | 1,617,576      |
| Shareholders' Equity  | 927,096          | 3,522,965      | 3,407,208      | 3,342,685      | 3,421,407      | 3,402,523      | 3,360,245      | 3,141,881      |
| Minority Interests  | 19,380           | 73,643         | 126,260        | 127,235        | 605,710        | 459,580        | 400,660        | 359,121        |
| Capital Funds   | 946,476          | 3,596,608      | 3,533,468      | 3,469,920      | 4,027,117      | 3,862,103      | 3,760,905      | 3,501,002      |
| ICULS   | 114,352          | 434,538        | 588,659        | 640,993        | 894,458        | 944,049        | 971,345        | 7,934          |
| Deferred Taxation   | 33,477           | 127,213        | 144,248        | 140,878        | 142,590        | 104,244        | 109,291        | 115,910        |
| Deferred Liabilities  | 218,845          | 831,610        | 1,763,257      | 1,892,239      | 665,448        | 684,534        | 706,139        | 1,539,654      |
| Current Liabilities   | 510,631          | 1,940,400      | 781,040        | 703,316        | 1,150,244      | 1,295,231      | 1,359,173      | 1,358,573      |
|   | 1,823,781        | 6,930,369      | 6,810,672      | 6,847,346      | 6,879,857      | 6,890,161      | 6,906,853      | 6,523,073      |
| Property, Plant And Equipment                                     | 412,599          | 1,567,876      | 1,616,838      | 1,659,817      | 1,800,521      | 1,732,283      | 1,714,071      | 1,680,385      |
| Intangible Assets   | 5,485            | 20,842         | 147,872        | 158,562        | 1,393,768      | 1,291,884      | 1,283,870      | 1,267,030      |
| Non-Current Assets  | 682,130          | 2,592,095      | 2,341,604      | 3,766,726      | 2,234,985      | 2,562,727      | 1,289,553      | 1,216,035      |
| Current Assets  | 723,567          | 2,749,556      | 2,704,358      | 1,262,241      | 1,450,583      | 1,303,267      | 2,619,359      | 2,359,623      |
| Total Assets  | 1,823,781        | 6,930,369      | 6,810,672      | 6,847,346      | 6,879,857      | 6,890,161      | 6,906,853      | 6,523,073      |
| Net Tangible Assets Per Share (US\$/RM)                           | 1.06             | 4.03           | 3.76           | 3.67           | 2.34           | 2.53           | 2.53           | 2.70           |
| Net Assets Per Share (US\$/RM)                                    | 1.07             | 4.06           | 3.93           | 3.85           | 3.95           | 4.07           | 4.10           | 4.53           |
| Gross Earnings Per Share (US\$/RM)                                | 0.04             | 0.16           | 0.21           | 0.25           | 0.14           | 0.15           | 0.18           | 0.32           |
| Net Earnings Per Share (US\$/RM)                                  | 0.02             | 0.08           | 0.11           | 0.16           | 0.03           | 0.07           | 0.08           | 0.31           |
| Net Earnings Including Extraordinary Items<br>Per Share (US\$/RM) | 0.02             | 0.08           | 0.11           | 0.16           | 0.03           | 0.07           | 0.08           | 0.31           |
| Dividend Rate (%)   | 5                | 5              | 5              | -              | 2.5            | 2.5            | 3.5            | 5              |
| Dividend Amount (US\$'000/RM'000)                                 | 8,224            | 31,251         | 31,218         | -              | 15,599         | 15,027         | 20,828         | 24,957         |

**Note:**

Where additional shares are issued for cash, the earnings per share is calculated on a weighted average number of shares.

Exchange rate: US\$1.00=RM3.80

# Group Financial Highlights

**1998**      **1997**      **1996**      **1995**  
**RM'000**    **RM'000**    **RM'000**    **RM'000**

|           |           |           |           |
|-----------|-----------|-----------|-----------|
| 2,615,931 | 2,263,934 | 2,056,945 | 2,119,505 |
| 564,143   | 465,737   | 157,389   | 154,493   |
| 344,027   | 251,605   | 26,221    | 40,967    |
| 220       | 2,568     | 236,745   | 10,976    |
| 344,247   | 254,173   | 262,966   | 51,943    |

|           |           |         |         |
|-----------|-----------|---------|---------|
| 693,207   | 620,909   | 455,600 | 451,395 |
| 831,003   | 683,010   | 407,996 | 402,316 |
| 1,455,175 | 1,079,327 | 908,715 | 688,654 |

|           |           |           |           |
|-----------|-----------|-----------|-----------|
| 2,979,385 | 2,383,246 | 1,772,311 | 1,542,365 |
| 190,776   | 118,601   | 114,562   | 220,277   |

|           |           |           |           |
|-----------|-----------|-----------|-----------|
| 3,170,161 | 2,501,847 | 1,886,873 | 1,762,642 |
| 8,000     | 16,993    | 142,140   | -         |
| 110,784   | 59,243    | 30,533    | 27,978    |
| 1,423,352 | 1,078,905 | 712,974   | 644,242   |
| 1,719,938 | 1,563,338 | 1,028,313 | 1,706,548 |

|           |           |           |           |
|-----------|-----------|-----------|-----------|
| 6,432,235 | 5,220,326 | 3,800,833 | 4,141,410 |
|-----------|-----------|-----------|-----------|

|           |           |           |           |
|-----------|-----------|-----------|-----------|
| 1,531,546 | 1,221,557 | 1,069,475 | 995,429   |
| 1,471,040 | 1,488,966 | 898,211   | 1,000,210 |
| 1,035,291 | 929,462   | 779,802   | 698,165   |
| 2,394,358 | 1,580,341 | 1,053,345 | 1,447,606 |

|           |           |           |           |
|-----------|-----------|-----------|-----------|
| 6,432,235 | 5,220,326 | 3,800,833 | 4,141,410 |
|-----------|-----------|-----------|-----------|

|      |      |      |      |
|------|------|------|------|
| 2.18 | 1.44 | 1.92 | 1.20 |
| 4.30 | 3.84 | 3.89 | 3.42 |
| 0.63 | 0.61 | 0.15 | 0.14 |
| 0.53 | 0.48 | 0.06 | 0.09 |

|        |        |        |        |
|--------|--------|--------|--------|
| 0.53   | 0.48   | 0.58   | 0.12   |
| 12     | 21     | 12.5   | 12     |
| 59,810 | 88,298 | 42,023 | 37,917 |



# Audit Committee Report

The Board of Directors of Berjaya Land Berhad is pleased to present the report of the Audit Committee for the financial year ended 30 April 2005.

## Audit Committee Members and Meeting Attendances

The members of the Audit Committee comprises the following:-

Tan Sri Dato' Thong Yaw Hong  
*Chairman/Independent/Non-Executive Director*

Datuk Robert Yong Kuen Loke  
*Non-Independent/Executive Director*

Dato' Mohammed Adnan Bin Shuaib  
*Independent/Non-Executive Director*

Datuk Maizan Bin Shaari  
*Independent/Non-Executive Director*

The Audit Committee held nine (9) meetings during the financial year ended 30 April 2005. The details of attendance of the Audit Committee members are as follows:-

| Name                            | Attendance |
|---------------------------------|------------|
| Tan Sri Dato' Thong Yaw Hong    | 9/9        |
| Datuk Robert Yong Kuen Loke     | 7/9        |
| Dato' Mohammed Adnan Bin Shuaib | 9/9        |
| Datuk Maizan Bin Shaari         | 3/3*       |

\* Reflects the attendance and the number of meetings held during the financial year the member held office

The General Manager of Group Internal Audit and the Senior General Manager of Group Accounts and Budgets were also invited to attend the Audit Committee meetings. The external auditors were also invited to attend two of the meetings.

## Summary of activities of the Audit Committee

The activities undertaken by the Audit Committee during the financial year ended 30 April 2005 included the following:-

1. Reviewed the quarterly and year-to-date unaudited financial results before submission to the Board for consideration and approval;
2. Reviewed and discussed the external auditors' audit report and areas of concern in the management letter thereof;
3. Reviewed the external auditors' scope of work and audit plan for the year;
4. Reviewed the internal audit reports presented and considered the major findings of internal audit in the Group's operating subsidiaries and actions taken by the management in response to the audit findings;
5. Assessed the adequacy and effectiveness of the system of internal controls and procedures of the Group's subsidiaries by reviewing the various internal audit reports and management responses thereto and ensuring significant findings are adequately addressed by management;
6. Reported to the Board on its activities and significant findings and results.
7. Reviewed the related party transactions and the shareholders' circular in relation to the recurrent related party transactions.

## Summary of activities of the Internal Audit Function

The primary function of the Internal Audit Department is to assist the Audit Committee in discharging its duties and responsibilities. Its role is to undertake independent regular and systematic reviews of the systems of internal controls and procedures of operating units within the Group so as to provide reasonable assurance that such systems continue to operate satisfactorily, effectively and in compliance to the Group's established policies and procedures.

During the financial year ended 30 April 2005, the Internal Audit Department conducted audit assignments on the various operating units of the Group involved in hotels and resorts operations, casino operation, club operations, vacation timeshare operation, property management both Complexes and Condominium, and Water Theme park. A total of fifteen (15) audit reports were issued throughout the financial year while five (5) audit assignments were in progress as at financial year end.

Internal Audit reports incorporating audit recommendations and management responses with regards to any audit findings on the weaknesses in the systems and controls of the respective operations were issued to the Audit Committee and the respective operations management. The Internal Audit Department also followed up with management on the implementation of the agreed audit recommendations.

### Terms of Reference of the Audit Committee

#### 1. Membership

The Audit Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three (3) members, a majority of whom shall be Independent Directors and at least one member of the Committee must be a member of the Malaysian Institute of Accountants ("MIA") or possesses such other qualifications and/or experience as approved by Bursa Malaysia Securities Berhad ("BMSB").

A quorum shall consist of two (2) members and a majority of the members present must be Independent Directors.

If a member of the Audit Committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced to below three, the Board of Directors shall, within three months of that event, appoint such number of new members as may be required to make up the minimum number of three members.

#### 2. Chairman

The Chairman of the Audit Committee shall be an Independent Director appointed by the Board. He shall report on each meeting of the Committee to the Board.

#### 3. Secretary

The Company Secretary shall be the Secretary of the Audit Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to the Committee members prior to each meeting.

The Secretary shall also be responsible for keeping the minutes of meetings of the Committee and circulating them to the Committee members and to the other members of the Board.

#### 4. Frequency of Meetings

Meetings shall be held not less than four (4) times a year and will normally be attended by the Director charged with the responsibility of the Group's financial condition and Head of Internal Audit. The presence of external auditors will be requested if required and the external auditors may also request a meeting if they consider it necessary.

#### 5. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference and shall have unrestricted access to both the internal and external auditors and to all employees of the Group. The Committee is also authorised by the Board to obtain external legal or other independent professional advice as necessary.

The Committee is also authorised to convene meetings with the external auditors excluding the attendance of the executive members of the Committee, whenever deemed necessary.

# Audit Committee Report

## 6. Duties

The duties of the Committee shall be:-

- a) To review and recommend the appointment of external auditors, the audit fee and any questions of resignation or dismissal including the nomination of person or persons as external auditors;
- b) To discuss with the external auditors where necessary, on the nature and scope of audit and to ensure coordination of audit where more than one audit firm is involved;
- c) To review the quarterly results and year-end financial statements prior to the approval by the Board, focusing on:-
  - going concern assumption
  - compliance with accounting standards and regulatory requirements
  - any changes in accounting policies and practices
  - significant issues arising from the audit
  - major judgemental areas
- d) To prepare the Audit Committee Report at the end of each financial year;
- e) To discuss problems and reservations arising from the interim and final external audits; and any matters the external auditors may wish to discuss (in the absence of management, where necessary);
- f) To review the external auditors' management letter and management's response;
- g) To review any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
- h) To do the following in relation to the internal audit function:-
  - review the adequacy of scope, functions and resources of the internal audit department and that it has the necessary authority to carry out its work;
  - review the internal audit programme;
  - ensure coordination of external audit with internal audit;
  - consider the major findings of internal audit investigations and management's response, and ensure that appropriate actions are taken on the recommendations of the internal audit function;
  - review any appraisal or assessment of the performance of the staff of the internal audit function;
  - approve any appointment or termination of senior staff members of the internal audit function;
  - keep itself informed of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his/her reason for resignation;
  - to monitor related party transactions entered into by the Company and its subsidiaries, and to ensure that the Directors report such transactions annually to shareholders via the annual report;
  - to review and monitor the effectiveness of internal control systems and to evaluate the systems with the external auditors;
- i) To carry out such other responsibilities, functions or assignments, as may be defined jointly by the Committee and the Board from time to time;
- j) In compliance with Paragraph 15.17 of the Listing Requirements of BMSB, where the Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the Committee must promptly report such matter to BMSB.

# Statement on Corporate Governance

The Malaysian Code of Corporate Governance (“Code”) introduced in March 2000, sets out the principles and best practices that companies may apply in the direction and management of their business and affairs towards achieving the ultimate objective of maximising shareholder value.

Listed companies are required to disclose the extent of compliance with the Code or in areas where there are deviations, the alternative measures undertaken, pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad.

Set out below is a statement on how the Group has applied the principles and the extent of its compliance with the best practices during the financial year ended 30 April 2005.

## (A) Directors

### (i) The Board

The Board has overall responsibility for the strategic direction and control of the Group.

The Board meets regularly on a quarterly basis and additionally as required. For the financial year ended 30 April 2005, the Board met nine (9) times. The record of attendance for the Directors who held office during the said financial year is set out below:-

| Directors  | Attendance |
|--|------------|
| Tan Sri Dato’ Thong Yaw Hong #   | 9/9        |
| Tan Sri Dato’ Danny Tan Chee Sing  | 6/9        |
| Dato’ Robin Tan Yeong Ching  | 8/9        |
| Datuk Robert Yong Kuen Loke  | 6/9        |
| Khor Poh Waa   | 6/9        |
| Khoo Wei Tong @ Khaw Ooi Tong  | 8/9        |
| Y.T.M. Tengku Mustaffa Kamel Ibni<br>Almarhum Sultan Mahmud Al-Muktafi Billah Shah | 6/9        |
| Ng Sooi Lin  | 7/9        |
| Dato’ Mohammed Adnan Bin Shuaib #  | 8/9        |
| Dr. Ramachandran s/o Ratnasingam #   | 7/9        |
| Dato’ Amer Hamzah Bin Ahmad<br>(Appointed on 8 December 2004)                      | 3/4 *      |
| Datuk Maizan Bin Shaari #<br>(Appointed on 8 December 2004)                        | 4/4 *      |

# Denotes Independent/Non-Executive Directors

\* Reflects the attendance and the number of meetings held during the period the Director held office

### (ii) Board Balance

The composition of the Board reflects a balance of Executive and Non-Executive Directors with a good mix of business, banking, finance and accounting, legal, sales and marketing, property investment and development and administration which are relevant to the business operations of the Group. The Directors’ profiles are presented on Pages 3 to 8 of the Annual Report.

The composition of the Board is broadly balanced to reflect the interests of major shareholders, management and minority shareholders and a balanced mix of skills, knowledge, technical and management expertise.

There is a clearly accepted division of responsibilities between the Chairman and Chief Executive Officer to ensure that there is a balance of power and authority. The Chairman is responsible for ensuring Board effectiveness and standards of conduct. He has authority over the agenda for each Board meeting to ensure that all Directors are provided with relevant information on a timely basis. The general agenda may include minutes of previous meetings of the Board and its sub-committees, quarterly financial results of the Group, issues requiring the Board’s deliberation and approval, reports or briefings on operational and financial issues of major subsidiaries and other ad-hoc reportings.

The Chief Executive Officer has overall responsibility for the Group’s business operations, organisational effectiveness and the implementation of Board policies and decisions.

The presence of four Independent Non-Executive Directors during the financial year fulfill a pivotal role in corporate accountability as they provide unbiased and independent views, advice and judgement. Tan Sri Dato’ Thong Yaw Hong has been identified as the Senior Independent Non-Executive Director of the Board to whom concerns may be conveyed.

### (iii) Supply of Information

All the Directors have full and timely access to information concerning the Company and the Group. The Directors are furnished with the relevant agenda and Board papers in sufficient time prior to Board meetings to enable the Directors to obtain further explanations and clarifications to facilitate informed decision-making. The Board papers include reports on the Group’s financial, operational and corporate developments.

The Directors have access to the advice and services of the Company Secretary and the senior Management staff in the Group and may obtain independent professional advice at the Company’s expense in furtherance of their duties.

# Statement on Corporate Governance

## (iv) Appointment to the Board

The Nomination Committee currently comprise the following members:-

Tan Sri Dato' Thong Yaw Hong  
*Chairman/Senior Independent/Non-Executive*

Dato' Mohammed Adnan Bin Shuaib  
*Independent/Non-Executive*

Dr. Ramachandran s/o Ratnasingam  
*Independent/Non-Executive*

The Nomination Committee is primarily empowered by its terms of reference to perform amongst others, to recommend to the Board, new candidates as Board member or Board Committee member.

## (v) Directors' Training

All the Directors have attended and completed the Mandatory Accreditation Programme. Pursuant to Practice Note 15/2003 on the Continuing Education Programme ("CEP"), all the Directors had attended seminars and courses organised by the relevant regulatory authorities and professional bodies and the majority of the Directors have obtained the requisite CEP points.

In line with the recent amendment to Practice Note 15/2003, the Directors shall be responsible to determine their continuous training needs to keep themselves updated on the relevant regulatory and corporate governance developments.

## (vi) Re-election of Directors

Any Director appointed during the year is required under the Company's Articles of Association, to retire and seek election by shareholders at the following Annual General Meeting ("AGM") immediately after their appointment. The Articles also require that one-third of the Directors including the Managing Director, if any, to retire by rotation and seek re-election at each AGM and that each Director shall submit himself for re-election once every three years.

Directors over seventy (70) years of age are required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

## (B) Directors' Remuneration

### i) Remuneration Committee

The Remuneration Committee currently comprise the following members:-

Tan Sri Dato' Thong Yaw Hong  
*Chairman/Senior Independent/Non-Executive*

Dato' Mohammed Adnan Bin Shuaib  
*Independent/Non-Executive*

Dato' Robin Tan Yeong Ching  
*Non-Independent/Executive*

The primary function of the Remuneration Committee is to set up the policy framework and to make recommendations to the Board on all elements of the remuneration package and other terms of employment. Non-Executive Directors' remuneration will be a matter to be decided by the Board as a whole with the Director concerned abstaining from deliberations and voting on decision in respect of his individual remuneration.

### (ii) Details of the Directors' remuneration

The Directors are satisfied that the current level of remuneration are in line with the responsibilities expected in the Group.

The aggregate Directors' remuneration paid or payable to all Directors of the Company by the Group and categorised into appropriate components for the financial year are as follows:-

|               | RM'000   |                      |                         |       |       |
|---------------|----------|----------------------|-------------------------|-------|-------|
|               | Salaries |                      |                         |       |       |
|               | Fees     | Benefits-<br>in-kind | and other<br>emoluments | Bonus | Total |
| Executive     | -        | 63                   | 1,871                   | 239   | 2,173 |
| Non-Executive | 120      | -                    | 6                       | 4     | 130   |
|               | 120      | 63                   | 1,877                   | 243   | 2,303 |

The number of Directors of the Company who served during the financial year and whose total remuneration from the Group falling within the respective bands are as follows:-

|                       | Number of Directors<br>Executive | Non-<br>Executive |
|-----------------------|----------------------------------|-------------------|
| RM1 - RM50,000        | -                                | 4                 |
| RM150,001 - RM200,000 | 3                                | -                 |
| RM200,001 - RM250,000 | 1                                | -                 |
| RM250,001 - RM300,000 | 1                                | -                 |
| RM550,001 - RM600,000 | 2                                | -                 |
|                       | 7                                | 4                 |

### (C) Relations with Shareholders and Investors

The Company recognises the importance of keeping shareholders and investors informed of the Group's business and corporate developments. Such information is disseminated via the Company's annual reports, circulars to shareholders, quarterly financial results and the various announcements made from time to time.

The Group maintains a website at [www.berjaya.cc](http://www.berjaya.cc) where shareholders as well as members of the public may access for the latest information on the Group. Alternatively, they may obtain the Group's latest announcements via Bursa Malaysia Securities Berhad website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

The Annual General Meeting ("AGM") remains the principal forum for dialogue with shareholders where they may seek clarifications on the Group's performance. Shareholders are encouraged to meet and communicate with the Board at the AGM and to vote on all resolutions.

### (D) Accountability and Audit

#### (i) Financial Reporting

The Directors aim to provide a balanced and meaningful assessment of the Group's financial performance and prospects, primarily through the annual report and quarterly financial statements.

The Directors are also responsible for ensuring the annual financial statements are prepared in accordance with the provisions of the Companies Act, 1965 and the applicable approved accounting standards in Malaysia.

A statement by the Directors of their responsibilities in the preparation of financial statements is set out in the ensuing section.

#### (ii) Statement of Directors' Responsibility in respect of the Financial Statements

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the Group and of the results and cash flows of the Company and of the Group for that period. In preparing those financial statements, the Directors are required to:-

- select suitable accounting policies and then apply them consistently;
- state whether applicable accounting standards have been followed, subject to any material departures being disclosed and explained in the financial statements;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping accounting records which disclose with reasonable accuracy at any time the financial position of the Company and of the Group and to enable them to ensure that the financial statements comply with the Companies Act 1965. The Directors are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### (iii) Internal Control

The Board acknowledges that it is responsible for maintaining a sound system of internal controls, which provides reasonable assessment of effective and efficient operations, internal financial controls and compliance with laws and regulations as well as with internal procedures and guidelines.

A statement on the Internal Control of the Group is set out on page 28 of the Annual Report.

#### (iv) Relationship with the Auditors

Through the Audit Committee, the Company has established a transparent and appropriate relationship with the Group's auditors, both internal and external. From time to time, the auditors highlight to the Audit Committee and the Board on matters that require the Board's attention.

# Statement on Internal Control

## Responsibility

The Board of Directors of Berjaya Land Berhad (“BLand” or “the Group”) recognises that it is responsible for the Group’s system of internal control and for reviewing its adequacy and integrity. The Board’s responsibility in relation to the system of internal control extends to all subsidiaries of the Group. Notwithstanding, due to the limitations that are inherent in any system of internal control, the Group’s internal control system is designed to manage rather than eliminate the risk of failure to achieve business objectives. As such, the system can only provide reasonable but not absolute assurance against material misstatement or loss.

The Board’s primary objective and direction in managing the Group’s principal business risks are to enhance the Group’s ability to achieve its business objectives. In order to measure the achievement of the business objectives, the Board monitors the Group’s performance and profitability at its Board meetings and provides feedback to the Executive Directors.

In line with the Malaysian Code of Corporate Governance, and as part of the Company’s plans to further enhance the Group’s system of internal control, the Board tasked the Risk Management Committee (“RMC”) with the overall responsibility to regularly review and monitor the risk management activities of the Group and to approve appropriate risk management procedures and methodologies. The members of RMC are as follows:

- Tan Sri Dato’ Thong Yaw Hong (Chairman)
- Dato’ Robin Tan Yeong Ching
- Datuk Robert Yong Kuen Loke
- Khor Poh Waa
- Dato’ Mohammed Adnan bin Shuaib
- Ng Sooi Lin (Alternate to Dato’ Robin Tan Yeong Ching)

The RMC terms of reference include, inter alia:

- To ensure that the strategic context of risk management strategy is complete
- To determine the overall risk management processes

- To ensure that the short and long term risk management strategy, framework and methodology are implemented and consistently applied by all business units
- To ensure that risk management processes are integrated into all core business processes
- To establish risk reporting mechanism
- To ensure alignment and coordination of assurance activity across the organisation
- To act as a steering committee for the group wide risk management programme

## Management Style and Control Consciousness

The Group’s operations are divided into three main divisions:

- Vacation Timeshare, Hotels, Resorts and Recreation Development (“Leisure Division”);
- Property Investment and Development (“Property Division”); and
- Gaming and Lottery Management (“Gaming Division”).

Paramount to the Group’s system of internal control is the role played by the Executive Directors as the channel of communication between the Board and Management. The Executive Directors who are assigned to manage the businesses of the Group implement the Board’s expectations of the system of internal control.

The Executive Directors, together with their respective management team, attend various management and operations meetings and review financial and operations reports, in order to monitor the performance and profitability of the Group’s businesses. The Group also prides itself in the “open-door” and “close-to-operations” policy practised by the Executive Directors and Management. Any matters arising are promptly and efficiently dealt with drawing on the experience and knowledge of employees throughout the Group.

Both the Leisure and Property Divisions have in place stringent processes to ensure that employees understand the importance of and adhere to the policies and procedures that are outlined in the respective divisions’ system of internal control. Among such processes

are the Daily Morning briefing meetings and customer feedback evaluation at the Leisure Division's hotels, and various Site and Project meetings with Consultants and the Tender Committee's review and recommendation of contractors at the Property Division.

The Group's Gaming Division operates through its associated companies, Berjaya Sports Toto Berhad ("BToto") and Matrix International Berhad ("Matrix"). The Board has a process in place whereby representatives of the Group sit on the Boards of BToto and Matrix respectively, to serve the Group's interests.

The Board does not regularly review the internal control system of its other associated companies although management accounts are provided for information, as the Board does not have any direct control over their operations.

#### Key Features of the Internal Control System

Some of the identified key features of the Group's system of internal control include:

- Timely financial and operations reports
- Scheduled operations and management meetings
- Standard operating procedures for the leisure division
- Clear organisation structure and delineated reporting lines
- Defined levels of authority
- Capable workforce with ongoing training efforts
- Formal employee appraisal system which enables appraisal of employees and rewarding employees based on performance
- Centralised procurement function that ensures approval procedures are adhered to, as well as to leverage on the Group's purchasing power

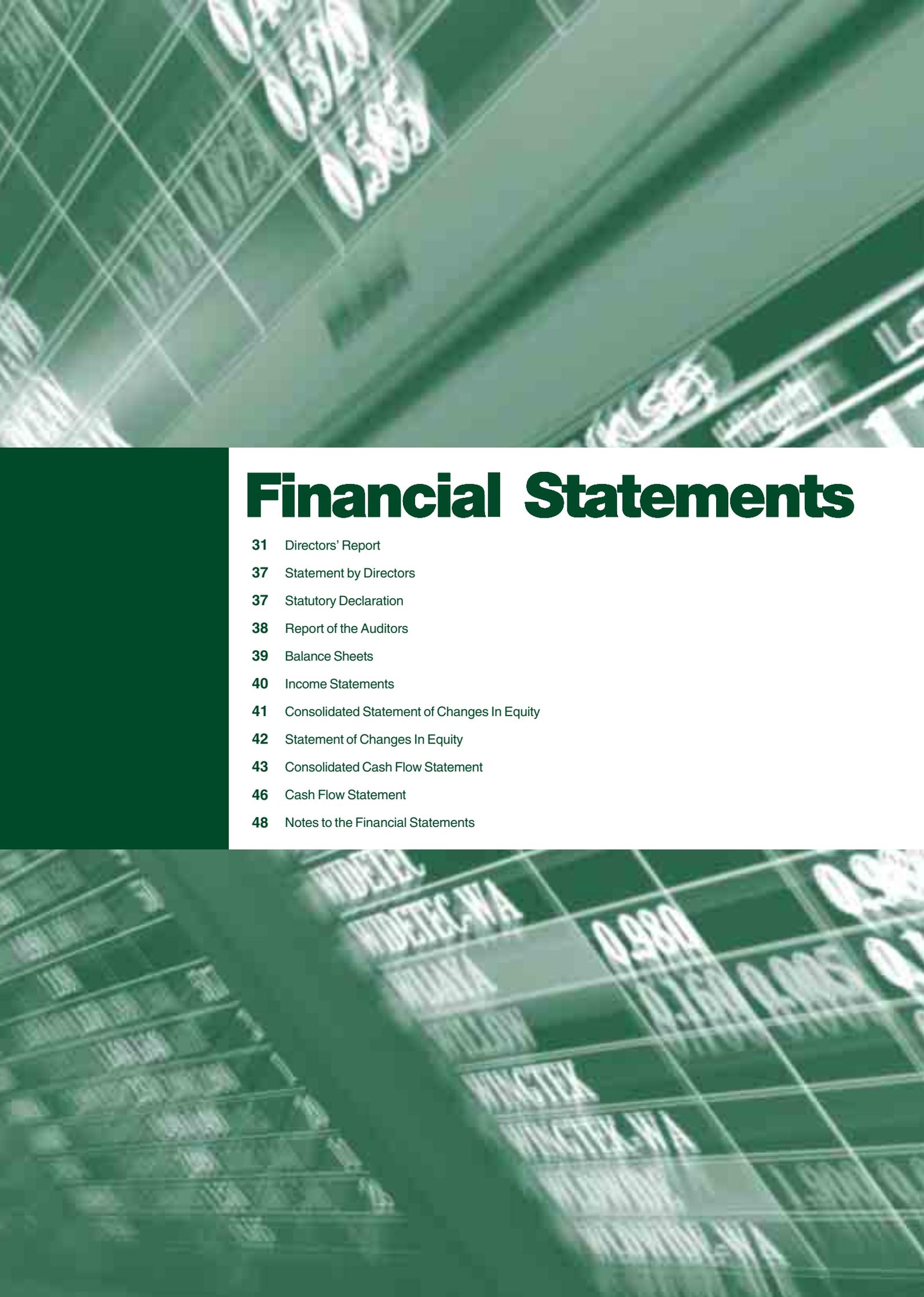
- Payment functions controlled at Head Office
- Independent assurance on the system of internal control from regular internal audit visits

#### Assurance Mechanism

The Board has assigned the Audit Committee with the duty of reviewing and monitoring the effectiveness of the Group's internal control. The Audit Committee receives assurance reports from both the internal and external auditors. The Internal Audit function furnishes the Audit Committee with reports from visits conducted at various operating units. The external auditors provide assurance in the form of their annual statutory audit of the financial statements. Further, any case for improvement identified during the course of the statutory audit by the external auditors are brought to the attention of the Audit Committee through management letters, or are articulated at Audit Committee meetings.

The Board also reviews the minutes of meetings of the Audit Committee. The Report of the Audit Committee is set on pages 22 to 24 of the Annual Report.

The Board remains committed towards operating a sound system of internal control and therefore recognises that the system must continuously evolve to support the type of business and size of operations of the Group. As such, the Board, in striving for continuous improvement will put in place appropriate action plans, when necessary, to further enhance the Group's system of internal control.



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# Directors' Report

The Directors present their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 April 2005.

## PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and the provision of management services to its subsidiary companies.

The principal activities of the subsidiary companies consist of:

- (i) property development and investment in properties;
- (ii) development and operation of vacation time share, hotels and resorts and water theme park;
- (iii) operating of casinos; and
- (iv) investment holding.

There have been no significant changes in the nature of the Group's activities during the financial year other than the dilution of the Group's equity interests in Matrix International Berhad ("Matrix") from 51.99% to 12.89% at 30 April 2005 as explained in Notes 39(5) and 39(6) to the financial statements.

## RESULTS

|                        | Group<br>RM'000 | Company<br>RM'000 |
|------------------------|-----------------|-------------------|
| Profit before taxation | 140,577         | 109,560           |
| Taxation               | (70,807)        | (41,109)          |
| Profit after taxation  | 69,770          | 68,451            |
| Minority interests     | (2,312)         | -                 |
| Profit for the year    | <u>67,458</u>   | <u>68,451</u>     |

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the financial statements.

In the opinion of the Directors, the results of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature other than as disclosed in Note 29 to the financial statements.

## DIVIDENDS

Since the last financial year ended 30 April 2004, the Company paid a first interim dividend of 5% less 28% income tax in respect of that financial year on 867,175,056 ordinary shares, amounting to RM31,218,302 (3.60 sen net per share) on 20 September 2004.

On 27 June 2005, the Company recommended a final dividend of 5% less 28% income tax in respect of the current financial year ended 30 April 2005 on 868,077,556 ordinary shares, amounting to RM31,250,792, to be approved by the Company's shareholders at the forthcoming Annual General Meeting. The financial statements for the current financial year do not reflect this dividend. This dividend will be accounted for in the shareholders' equity as an appropriation of retained profit in the financial year ending 30 April 2006.

## EMPLOYEES' SHARE OPTION SCHEME

The Employees' Share Option Scheme ("Scheme") which was approved by the shareholders on 18 November 1999 lapsed on 6 December 2004 after a period of 5 years. The Company has not established any new Scheme since then.

The main features of the lapsed Scheme were:

- (a) Eligible persons are employees of the Company and its non-listed Malaysian incorporated subsidiary companies which are not dormant (including full-time Executive Directors and contract employees with renewed contract term of at least three continuous years in aggregate) in the employment of the Group with at least one year service as at the offer date and all full-time foreign employees of the Group who are in service for at least three years as at the offer date. Staff who has been granted an option under the Company's previous scheme are only allowed to participate in this new Scheme if they have completed at least five years of continuous service in the Group.

# Directors' Report

## EMPLOYEES' SHARE OPTION SCHEME (CONT'D)

- (b) The total number of shares to be offered shall not exceed 10% of the enlarged issued and paid-up ordinary share capital of the Company at any point of time during the existence of the Scheme.
- (c) No option shall be granted for less than 1,000 ordinary shares and not more than 500,000 ordinary shares to any individual eligible employee.
- (d) The option price shall be the average of the mean market quotation of the shares as shown in the daily official list issued by Bursa Malaysia Securities Berhad for the five trading days preceding the offer date, or at par value of the shares of the Company, whichever is higher.
- (e) The Scheme shall be in force at the discretion of the Committee appointed by the Board of Directors subject to the maximum period of five years from the date of its approval by the Company in a general meeting or the date of the last approval by relevant authorities, whichever shall be the latest date subject to any extension as may be approved by the aforesaid authorities.
- (f) The maximum allowable allotment for each eligible employee is eighteen times their basic monthly salary for the financial year of the Company preceding the date of offer subject to a maximum of 500,000 shares that can be offered to an eligible employee. The criteria for the basis of allotment would be 50% based on length of service and 50% based on performance over a period of 5 years.
- (g) The options granted may be exercised in the following manner:

| Number of options granted  | Percentage of Total Options Exercisable |        |        |        |        |
|----------------------------|---|--------|--------|--------|--------|
|                            | Year 1                                  | Year 2 | Year 3 | Year 4 | Year 5 |
| Below 5,000                | 100%                                    | -      | -      | -      | -      |
| 5,000 to less than 100,000 | 40% *                                   | 30%    | 30% #  | -      | -      |
| 100,000 and above          | 20%                                     | 20%    | 20%    | 20%    | 20%    |

\* 40% or 5,000 options, whichever is higher

# 30% or the remaining number of options unexercised

Options exercisable in a particular year but not exercised can be carried forward to the subsequent years provided that no options shall be exercised beyond the date of expiry of the Scheme.

The movement in the options of unissued new ordinary shares of RM1.00 each and those lapsed on 6 December 2004 during the financial year was:

|  | Number of Ordinary<br>Shares Under Option |
|--|---|
| At 1 May 2004  | 23,360,000                                |
| Less: Lapsed due to resignations during the financial year | <u>-</u>                                  |
|  | 23,360,000                                |
| Exercised during the financial year                        | <u>-</u>                                  |
| Lapsed on 6 December 2004                                  | <u>23,360,000</u>                         |

**DIRECTORS**

The names of the Directors of the Company in office since the date of the last report and at the date of this report are:

|   |                                |
|---|--------------------------------|
| Tan Sri Dato' Thong Yaw Hong  |                                |
| Tan Sri Dato' Tan Chee Sing   |                                |
| Dato' Robin Tan Yeong Ching   |                                |
| Datuk Robert Yong Kuen Loke   |                                |
| Khor Poh Waa  |                                |
| Khoo Wei Tong @ Khaw Ooi Tong   |                                |
| YTM Tengku Mustaffa Kamel Ibni Almarhum<br>Sultan Mahmud Al-Muktafi Billah Shah |                                |
| Ng Sooi Lin   |                                |
| Dato' Mohammed Adnan bin Shuaib   |                                |
| Dr Ramachandran s/o Ratnasingam   |                                |
| Dato' Amer Hamzah bin Ahmad   | (Appointed on 8 December 2004) |
| Datuk Maizan bin Shaari   | (Appointed on 8 December 2004) |

**DIRECTORS' BENEFITS**

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the Directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the Directors as shown in the financial statements or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with any Director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

**DIRECTORS' INTERESTS**

The following Directors who held office at the end of the financial year had, according to the register required to be kept under Section 134 of the Companies Act, 1965, an interest in shares, options, warrants and debentures of the Company and its related corporations as stated below:

**THE COMPANY**

| Berjaya Land Berhad           | No. of Ordinary Shares of RM1.00 each |           |              |              |
|-------------------------------|---------------------------------------|-----------|--------------|--------------|
|                               | At 1.5.2004                           | Bought    | Sold         | At 30.4.2005 |
| Tan Sri Dato' Thong Yaw Hong  | 17,500                                | -         | -            | 17,500       |
|                               | 114,000 *                             | -         | -            | 114,000 *    |
| Tan Sri Dato' Tan Chee Sing   | 239,721                               | -         | 80,000       | 159,721      |
|                               | 11,461,250 *                          | -         | 11,461,250 # | -            |
| Dato' Robin Tan Yeong Ching   | -                                     | 100,000   | -            | 100,000      |
| Datuk Robert Yong Kuen Loke   | 90,000                                | -         | -            | 90,000       |
| Ng Sooi Lin                   | 41,000                                | -         | -            | 41,000       |
| Khoo Wei Tong @ Khaw Ooi Tong | -                                     | 10,000    | -            | 10,000       |
| Dato' Amer Hamzah bin Ahmad   | -                                     | 3,250,000 | -            | 3,250,000    |

|  | No. of Options Over Ordinary Shares of RM1.00 each |         |         |              |
|--|--|---------|---------|--------------|
|  | At 1.5.2004  | Granted | Lapsed  | At 30.4.2005 |
| YTM Tengku Mustaffa Kamel Almarhum Sultan<br>Mahmud Al Muktafi Billah Shah | 230,000  | -       | 230,000 | -            |
| Khor Poh Waa   | 395,000  | -       | 395,000 | -            |
| Ng Sooi Lin  | 132,000  | -       | 132,000 | -            |

# Directors' Report

## DIRECTORS' INTERESTS (CONT'D)

| Berjaya Land Berhad (Cont'd) | No. of RM1.00 Nominal Value of 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 |        |             |              |
|------------------------------|--|--------|-------------|--------------|
|                              | At 1.5.2004  | Bought | Sold        | At 30.4.2005 |
| Tan Sri Dato' Thong Yaw Hong | 26,250   | -      | -           | 26,250       |
|                              | 171,000 *  | -      | -           | 171,000 *    |
| Tan Sri Dato' Tan Chee Sing  | 2,509,000 *  | -      | 2,509,000 # | -            |

## ULTIMATE HOLDING COMPANY

| Berjaya Group Berhad        | No. of Ordinary Shares of RM1.00 each |         |      |              |
|-----------------------------|---------------------------------------|---------|------|--------------|
|                             | At 1.5.2004                           | Bought  | Sold | At 30.4.2005 |
| Tan Sri Dato' Tan Chee Sing | 36,181,000                            | -       | -    | 36,181,000   |
|                             | 679,000 *                             | -       | -    | 679,000 *    |
| Dato' Robin Tan Yeong Ching | 76,000                                | -       | -    | 76,000       |
| Datuk Robert Yong Kuen Loke | 200,000                               | -       | -    | 200,000      |
| Ng Sooi Lin                 | -                                     | 800,000 | -    | 800,000      |

|                               | No. of RM1.00 Nominal Value of 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 |        |      |              |
|-------------------------------|--|--------|------|--------------|
|                               | At 1.5.2004  | Bought | Sold | At 30.4.2005 |
| Tan Sri Dato' Thong Yaw Hong  | 332,500  | -      | -    | 332,500      |
| Tan Sri Dato' Tan Chee Sing   | 18,090,500   | -      | -    | 18,090,500   |
| Dato' Robin Tan Yeong Ching   | 28,000   | -      | -    | 28,000       |
| Datuk Robert Yong Kuen Loke   | 139,000  | -      | -    | 139,000      |
| Khoo Wei Tong @ Khaw Ooi Tong | 29,000   | -      | -    | 29,000       |

|                               | No. of Warrants |        |      |              |
|-------------------------------|-----------------|--------|------|--------------|
|                               | At 1.5.2004     | Bought | Sold | At 30.4.2005 |
| Tan Sri Dato' Tan Chee Sing   | 71,142,000      | -      | -    | 71,142,000   |
| Dato' Robin Tan Yeong Ching   | 112,000         | -      | -    | 112,000      |
| Khoo Wei Tong @ Khaw Ooi Tong | 416,000         | -      | -    | 416,000      |

## RELATED COMPANIES

| Cosway Corporation Berhad   | No. of Ordinary Shares of RM1.00 each |        |      |              |
|-----------------------------|---------------------------------------|--------|------|--------------|
|                             | At 1.5.2004                           | Bought | Sold | At 30.4.2005 |
| Dato' Robin Tan Yeong Ching | 10,000                                | -      | -    | 10,000       |
| Datuk Robert Yong Kuen Loke | 780,000                               | -      | -    | 780,000      |

| Berjaya Capital Berhad        | No. of Ordinary Shares of RM1.00 each |        |      |              |
|-------------------------------|---------------------------------------|--------|------|--------------|
|                               | At 1.5.2004                           | Bought | Sold | At 30.4.2005 |
| Tan Sri Dato' Tan Chee Sing   | 87,332                                | -      | -    | 87,332       |
| Dato' Robin Tan Yeong Ching   | 10,000                                | -      | -    | 10,000       |
| Datuk Robert Yong Kuen Loke   | 168,000                               | -      | -    | 168,000      |
| Khoo Wei Tong @ Khaw Ooi Tong | 11,833                                | -      | -    | 11,833       |

\* Denotes indirect interest

# Ceased to be deemed interested pursuant to Section 6A of the Companies Act, 1965

**DIRECTORS' INTERESTS (CONT'D)**

Other than as disclosed above, none of the other Directors in office at the end of the financial year had any interest in shares in the Company or its related corporations during the financial year.

**SHARE CAPITAL**

During the financial year, the Company increased its issued and fully paid-up share capital from RM867,175,056 to RM868,077,556 by way of issuing 902,500 new ordinary shares of RM1.00 each when RM1,444,000 nominal value of 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 ("ICULS 1999/2009") were converted into shares at the rate of RM1.60 nominal value of ICULS 1999/2009 for one fully paid ordinary share.

**SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR**

Significant events during the financial year are disclosed in Note 39 to the financial statements.

**SIGNIFICANT EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE**

Significant events subsequent to the balance sheet date are disclosed in Note 40 to the financial statements.

**OTHER STATUTORY INFORMATION**

- (a) Before the balance sheets and income statements of the Group and of the Company were made out, the Directors took reasonable steps:
- (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
  - (ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the Directors are not aware of any circumstances which would render:
- (i) the amount written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; and
  - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.
- (c) At the date of this report, the Directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the Directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) As at the date of this report, there does not exist:
- (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; and
  - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the Directors:
- (i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations as and when they fall due; and
  - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

# Directors' Report

## AUDITORS

The auditors, Ernst & Young, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the Directors

TAN SRI DATO' THONG YAW HONG

DATO' ROBIN TAN YEONG CHING

Kuala Lumpur, Malaysia  
26 August 2005

# Statement By Directors

pursuant to section 169(15) of the Companies Act, 1965

We, TAN SRI DATO' THONG YAW HONG and DATO' ROBIN TAN YEONG CHING, being two of the Directors of BERJAYA LAND BERHAD, do hereby state that, in the opinion of the Directors, the accompanying financial statements set out on pages 39 to 105 are drawn up in accordance with applicable MASB Approved Accounting Standards in Malaysia and the provisions of the Companies Act, 1965 so as to give a true and fair view of:

- (i) the state of affairs of the Group and of the Company as at 30 April 2005 and of the results of the Group and of the Company for the year then ended; and
- (ii) the cash flows of the Group and of the Company for the year ended 30 April 2005.

Signed on behalf of the Board in accordance with a resolution of the Directors

TAN SRI DATO' THONG YAW HONG

DATO' ROBIN TAN YEONG CHING

Kuala Lumpur, Malaysia  
26 August 2005

# Statutory Declaration

pursuant to section 169(16) of the Companies Act, 1965

I, DATUK ROBERT YONG KUEN LOKE, being the Director primarily responsible for the financial management of BERJAYA LAND BERHAD, do solemnly and sincerely declare that the accompanying financial statements set out on pages 39 to 105 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed  
DATUK ROBERT YONG KUEN LOKE at Kuala Lumpur  
in the Federal Territory on 26 August 2005.

DATUK ROBERT YONG KUEN LOKE

Before me,

SOH AH KAU (W315)  
Commissioner for Oaths  
Kuala Lumpur

# Report Of The Auditors

to the Members of Berjaya Land Berhad

We have audited the financial statements set out on pages 39 to 105. These financial statements are the responsibility of the Company's Directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the contents of this report.

We conducted our audit in accordance with applicable Approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the financial statements have been properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable MASB Approved Accounting Standards in Malaysia so as to give a true and fair view of:
  - (i) the financial position of the Group and of the Company as at 30 April 2005 and of the results and the cash flows of the Group and of the Company for the year then ended; and
  - (ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements; and
- (b) the accounting and other records and the registers required by the Act to be kept by the Company and by its subsidiary companies of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

We have considered the financial statements and the auditors' reports thereon of the subsidiary companies of which we have not acted as auditors, as indicated in Note 41 to the financial statements, being financial statements that have been included in the consolidated financial statements.

We are satisfied that the financial statements of the subsidiary companies that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

The auditors' reports on the financial statements of the subsidiary companies were not subject to any qualification material to the consolidated financial statements and did not include any comment required to be made under Section 174(3) of the Act.

ERNST & YOUNG  
AF: 0039  
Chartered Accountants

Kuala Lumpur, Malaysia  
26 August 2005

YAP SENG CHONG  
No. 2190/12/05(J)  
Partner

# Balance Sheets

as at 30 April 2005

|   | Note | GROUP            |                  | COMPANY          |                  |
|---|------|------------------|------------------|------------------|------------------|
|   |      | 2005<br>RM'000   | 2004<br>RM'000   | 2005<br>RM'000   | 2004<br>RM'000   |
| <b>NON-CURRENT ASSETS</b>                         |      |                  |                  |                  |                  |
| Property, plant and equipment                     | 3    | 1,567,876        | 1,616,838        | 1,137            | 1,399            |
| Investment properties                             | 4    | 520,046          | 532,179          | -                | -                |
| Land held for development                         | 5    | 325,175          | 323,763          | -                | -                |
| Subsidiary companies                              | 6    | -                | -                | 1,772,538        | 1,404,912        |
| Associated companies                              | 7    | 1,625,794        | 1,227,714        | 454,919          | 367,294          |
| Investments                                       | 8    | 120,325          | 256,806          | 51,604           | 94,397           |
| Deferred tax assets                               | 24   | 755              | 1,142            | -                | -                |
| Intangible assets                                 | 9    | 20,842           | 147,872          | -                | -                |
|   |      | <u>4,180,813</u> | <u>4,106,314</u> | <u>2,280,198</u> | <u>1,868,002</u> |
| <b>CURRENT ASSETS</b>                             |      |                  |                  |                  |                  |
| Property development costs                        | 10   | 313,673          | 328,301          | -                | -                |
| Inventories                                       | 11   | 48,086           | 43,900           | -                | -                |
| Amount due from holding company                   | 12   | 1,645,616        | 1,573,718        | 1,276,581        | 1,225,266        |
| Receivables                                       | 13   | 516,765          | 574,689          | 2,526,941        | 2,805,362        |
| Tax recoverable                                   |      | 20,382           | 20,747           | 3,138            | 13,286           |
| Deposits  | 14   | 47,903           | 38,317           | 13,370           | 11,476           |
| Cash and bank balances                            | 15   | 157,131          | 124,686          | 599              | 38               |
|   |      | <u>2,749,556</u> | <u>2,704,358</u> | <u>3,820,629</u> | <u>4,055,428</u> |
| <b>CURRENT LIABILITIES</b>                        |      |                  |                  |                  |                  |
| Payables  | 16   | 1,078,397        | 320,880          | 452,444          | 146,836          |
| Short term borrowings                             | 17   | 855,968          | 439,859          | 747,400          | 252,745          |
| Retirement benefit obligations                    | 18   | 70               | 34               | -                | -                |
| Taxation  |      | 5,965            | 20,267           | -                | -                |
|   |      | <u>1,940,400</u> | <u>781,040</u>   | <u>1,199,844</u> | <u>399,581</u>   |
| <b>NET CURRENT ASSETS</b>                         |      |                  |                  |                  |                  |
|   |      | <u>809,156</u>   | <u>1,923,318</u> | <u>2,620,785</u> | <u>3,655,847</u> |
| <b>FINANCED BY:</b>                               |      |                  |                  |                  |                  |
| Share capital                                     | 19   | 868,077          | 867,175          | 868,077          | 867,175          |
| Share premium                                     | 20   | 934,686          | 934,144          | 934,686          | 934,144          |
| Reserves  | 21   | 1,720,202        | 1,605,889        | 1,878,438        | 1,841,205        |
| Shareholders' equity                              |      | <u>3,522,965</u> | <u>3,407,208</u> | <u>3,681,201</u> | <u>3,642,524</u> |
| Minority interests                                |      | 73,643           | 126,260          | -                | -                |
| Capital funds                                     |      | <u>3,596,608</u> | <u>3,533,468</u> | <u>3,681,201</u> | <u>3,642,524</u> |
| 5% Irredeemable Convertible Unsecured Loan Stocks | 22   | 434,538          | 588,659          | 893,005          | 894,449          |
| Retirement benefit obligations                    | 18   | 1,631            | 2,717            | -                | -                |
| Long term liabilities                             | 23   | 829,979          | 1,760,540        | 326,275          | 977,747          |
| Deferred tax liabilities                          | 24   | 127,213          | 144,248          | 502              | 9,129            |
|   |      | <u>4,989,969</u> | <u>6,029,632</u> | <u>4,900,983</u> | <u>5,523,849</u> |

The accompanying notes form an integral part of these financial statements.

# Income Statements

for the year ended 30 April 2005

|   | Note | GROUP          |                | COMPANY        |                |
|---|------|----------------|----------------|----------------|----------------|
|   |      | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Revenue                                     | 25   | 668,951        | 776,904        | 122,573        | 155,783        |
| Cost of sales                               |      | (302,853)      | (362,566)      | -              | -              |
| Gross profit                                |      | 366,098        | 414,338        | 122,573        | 155,783        |
| Other operating income                      |      | 9,943          | 21,744         | 188            | 70             |
| Distribution and marketing expenses         |      | (28,838)       | (29,680)       | -              | -              |
| Administration and other operating expenses |      | (297,183)      | (231,135)      | (31,342)       | (21,352)       |
| Profit from operations                      | 26   | 50,020         | 175,267        | 91,419         | 134,501        |
| Results arising from investing activities   | 29   | 75,188         | 81,233         | 133,273        | (34,374)       |
| Finance costs                               | 30   | (152,985)      | (155,958)      | (115,132)      | (114,427)      |
| Share of results of associated companies    |      | 168,354        | 90,850         | -              | -              |
| Profit/(Loss) before taxation               |      | 140,577        | 191,392        | 109,560        | (14,300)       |
| Taxation:                                   | 31   |                |                |                |                |
| Group/Company                               |      | (6,818)        | (41,008)       | (41,109)       | (53,052)       |
| Associated companies                        |      | (63,989)       | (48,553)       | -              | -              |
|   |      | (70,807)       | (89,561)       | (41,109)       | (53,052)       |
| Profit/(Loss) after taxation                |      | 69,770         | 101,831        | 68,451         | (67,352)       |
| Minority interests                          |      | (2,312)        | (7,896)        | -              | -              |
| Profit/(Loss) for the year                  |      | 67,458         | 93,935         | 68,451         | (67,352)       |
| Net dividend per share (sen)                | 32   | 3.60           | 3.60           | 3.60           | 3.60           |
| Earnings per share (sen):                   | 33   |                |                |                |                |
| Basic                                       |      | 7.8            | 10.8           |                |                |
| Fully diluted                               |      | 7.3            | 8.1            |                |                |

The accompanying notes form an integral part of these financial statements.

# Consolidated Statement Of Changes In Equity

for the year ended 30 April 2005

| GROUP  | Share<br>capital<br>RM'000 | Share<br>premium<br>RM'000 | Non-<br>distributable         | Distributable                | Total<br>RM'000 |
|--|----------------------------|----------------------------|-------------------------------|------------------------------|-----------------|
|  |                            |                            | Exchange<br>reserve<br>RM'000 | Retained<br>profit<br>RM'000 |                 |
| At 1 May 2003  | 867,170                    | 934,141                    | 54,455                        | 1,486,919                    | 3,342,685       |
| Loss on deemed disposal<br>of an associated company              | -                          | -                          | -                             | (43,314)                     | (43,314)        |
| Currency translation differences                                 | -                          | -                          | 13,894                        | -                            | 13,894          |
| Net loss not recognised in income statement                      | -                          | -                          | 13,894                        | (43,314)                     | (29,420)        |
| Profit for the year  | -                          | -                          | -                             | 93,935                       | 93,935          |
| Issuance pursuant to conversion of ICULS 1999/2009               | 5                          | 3                          | -                             | -                            | 8               |
| At 30 April 2004   | 867,175                    | 934,144                    | 68,349                        | 1,537,540                    | 3,407,208       |
| At 1 May 2004  | 867,175                    | 934,144                    | 68,349                        | 1,537,540                    | 3,407,208       |
| Gain on accretion of equity<br>interest in an associated company | -                          | -                          | -                             | 73,129                       | 73,129          |
| Currency translation differences                                 | -                          | -                          | 4,944                         | -                            | 4,944           |
| Net gain not recognised in income statement                      | -                          | -                          | 4,944                         | 73,129                       | 78,073          |
| Profit for the year  | -                          | -                          | -                             | 67,458                       | 67,458          |
| Dividends  | -                          | -                          | -                             | (31,218)                     | (31,218)        |
| Issuance pursuant to<br>conversion of ICULS 1999/2009            | 902                        | 542                        | -                             | -                            | 1,444           |
| At 30 April 2005   | 868,077                    | 934,686                    | 73,293                        | 1,646,909                    | 3,522,965       |

The accompanying notes form an integral part of these financial statements.

# Statement Of Changes In Equity

for the year ended 30 April 2005

|   | Share<br>capital<br>RM'000 | Share<br>premium<br>RM'000 | Distributable<br>Retained<br>profit<br>RM'000 | Total<br>RM'000 |
|---|----------------------------|----------------------------|---|-----------------|
| <b>COMPANY</b>  |                            |                            |   |                 |
| At 1 May 2003   | 867,170                    | 934,141                    | 1,908,557                                     | 3,709,868       |
| Loss for the year                                     | -                          | -                          | (67,352)                                      | (67,352)        |
| Issuance pursuant to<br>conversion of ICULS 1999/2009 | 5                          | 3                          | -   | 8               |
| At 30 April 2004                                      | 867,175                    | 934,144                    | 1,841,205                                     | 3,642,524       |
| At 1 May 2004   | 867,175                    | 934,144                    | 1,841,205                                     | 3,642,524       |
| Profit for the year                                   | -                          | -                          | 68,451  | 68,451          |
| Dividends   | -                          | -                          | (31,218)                                      | (31,218)        |
| Issuance pursuant to<br>conversion of ICULS 1999/2009 | 902                        | 542                        | -   | 1,444           |
| At 30 April 2005                                      | 868,077                    | 934,686                    | 1,878,438                                     | 3,681,201       |

# Consolidated Cash Flow Statement

for the year ended 30 April 2005

## GROUP

|  | Note | 2005<br>RM'000 | 2004<br>RM'000 |
|--|------|----------------|----------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |      |                |                |
| Receipts from customers/operating revenue  | (a)  | 715,974        | 801,286        |
| Payment to suppliers and prize winners and other operating expenses  |      | (471,291)      | (448,796)      |
| Payment for pool betting duties, gaming tax,<br>royalties and other government contributions                               |      | (18,729)       | (27,860)       |
| Development expenditure incurred   |      | (89,403)       | (91,340)       |
| Payment of taxes   |      | (35,727)       | (29,214)       |
| Tax refund received  |      | 736            | 13,001         |
| Other receipts   | (b)  | 6,985          | 7,240          |
| Net cash generated from operating activities   |      | 108,545        | 224,317        |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |      |                |                |
| Sale of property, plant and equipment  |      | 21,367         | 20,176         |
| Sale of properties   |      | 309            | 75,609         |
| Part disposal of investment in an associated company   |      | -              | 10,030         |
| Sale of other investments  |      | 1,405          | 25,825         |
| Cash effect on the deconsolidation of a subsidiary company   | (c)  | (11,335)       | -              |
| Proceeds from capital distribution by an associated company  | (d)  | 43,396         | 47,625         |
| Acquisition of property, plant and equipment   | (e)  | (51,487)       | (63,302)       |
| Acquisition of properties  |      | -              | (22,034)       |
| Acquisition of additional equity interest in an associated company   |      | (27,647)       | (20,009)       |
| Acquisition of investment in an associated company   |      | (78,432)       | -              |
| Acquisition of additional equity interest in subsidiary company  |      | (4,220)        | -              |
| Acquisition of investments (including ICULS 1999/2009 put<br>option put to a subsidiary company by financial institutions) |      | (209,550)      | (78,206)       |
| Interest received  |      | 30,595         | 27,997         |
| Dividends received   |      | 163,162        | 87,264         |
| Repayment from/(Advances to) the ultimate holding company  | (f)  | 17,303         | (25,709)       |
| Repayment of advances from an associated company   |      | 36,614         | -              |
| Repayment of advances to an associated company   |      | (272,577)      | (200,345)      |
| Advances to related companies  | (f)  | (10,510)       | (52,653)       |
| Other payments arising from investments  |      | (6,590)        | (3,594)        |
| Net cash used in investing activities  |      | (358,197)      | (171,326)      |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>  |      |                |                |
| Drawdown of bank borrowings and other loans  |      | 539,088        | 283,469        |
| Repayment of bank borrowings and other loans   |      | (106,537)      | (172,376)      |
| Interest paid  |      | (105,899)      | (122,773)      |
| Payment of hire purchase/lease liabilities   |      | (10,345)       | (11,715)       |
| Drawdown/(Payment) of other borrowings   |      | 39,493         | (5,207)        |
| Dividends paid to shareholders of the Company  |      | (31,013)       | (183)          |
| Dividends paid to minority shareholders of subsidiary companies  |      | (5,017)        | (10,481)       |
| Net cash generated from/(used in) financing activities   |      | 319,770        | (39,266)       |

# Consolidated Cash Flow Statement

for the year ended 30 April 2005

|  | Note | GROUP          |                |
|--|------|----------------|----------------|
|  |      | 2005<br>RM'000 | 2004<br>RM'000 |
| <b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b> |      | 70,118         | 13,725         |
| <b>EFFECTS OF EXCHANGE RATE CHANGES</b>          |      | 756            | 11,316         |
| <b>OPENING CASH AND CASH EQUIVALENTS</b>         |      | <u>77,099</u>  | <u>52,058</u>  |
| <b>CLOSING CASH AND CASH EQUIVALENTS</b>         | (g)  | <u>147,973</u> | <u>77,099</u>  |

- (a) Included in receipts from customers/operating revenue is an amount of RM24,514,000 (2004: RMNil) which represents the booking fees received by a subsidiary company for the sale of bungalow lots.
- (b) Other receipts in operating activities comprise mainly rental income, deposits received, staff housing loan interest income, Sarawak state sales tax received on behalf of the State government and other sundry income.
- (c) Analysis of the effects of subsidiary company deconsolidated arising from dilution in the current financial year:

|   | At 23.12.2004<br>RM'000 | At 30.4.2004<br>RM'000 |
|---|-------------------------|------------------------|
| Property, plant and equipment   | 12,557                  | 13,615                 |
| Intangible assets   | 73,662                  | 73,831                 |
| Current and long term assets  | 18,613                  | 18,433                 |
| Current and long term liabilities   | (15,462)                | (15,551)               |
| Minority interests  | (48,212)                | (45,859)               |
| Goodwill on consolidation   | 21,324                  | 21,324                 |
| <b>Net assets of subsidiary deconsolidated</b>                                      | <u>62,482</u>           | <u>65,793</u>          |
| Share of net assets accounted as associated company                                 | (127,810)               |                        |
| Realisation of unrealised gain on dilution of equity interest in subsidiary company | 63,721                  |                        |
| Deemed gain on deconsolidation  | 1,607                   |                        |
| Cash and cash equivalents of subsidiary company deconsolidated                      | <u>(11,335)</u>         |                        |
| <b>Cash effect on the deconsolidation of a subsidiary company</b>                   | <u>(11,335)</u>         |                        |

- (d) Included in the proceeds from capital distribution by an associated company is an amount of RM14,197,000 (2004: RMNil) being a receipt in advance pending the final distribution by the associated company.
- (e) The additions in property, plant and equipment were acquired by way of:

|                           | 2005<br>RM'000 | 2004<br>RM'000 |
|---------------------------|----------------|----------------|
| Cash                      | 51,487         | 63,302         |
| Hire purchase and leasing | 1,206          | 4,195          |
| Deferred payment          | (5,396)        | 5,477          |
|                           | <u>47,297</u>  | <u>72,974</u>  |

(f) This represents dividend income and sale proceeds of securities in respect of the Group's quoted investments that have been pledged to financial institutions for credit facilities granted to the holding and related companies before the inception of the Revamped Listing Requirements of the Bursa Malaysia Securities Berhad. Such dividend income and sale proceeds were paid directly to the financial institutions concerned and accordingly, have been reflected as advances to the ultimate holding and related companies. In the current financial year ended 30 April 2005, the Group received repayments from its holding company in respect of the aforementioned.

(g) The closing cash and cash equivalents comprise the following:

|                           | <b>2005</b><br><b>RM'000</b> | <b>2004</b><br><b>RM'000</b> |
|---------------------------|------------------------------|------------------------------|
| Deposits (Note 14)        | 47,903                       | 38,317                       |
| Cash and bank balances    | 157,131                      | 124,686                      |
| Bank overdrafts (Note 17) | <u>(57,061)</u>              | <u>(85,904)</u>              |
|                           | <u>147,973</u>               | <u>77,099</u>                |

Included in the Group's deposits with financial institutions and cash and bank balances are amounts of RM13,939,000 (2004 : RM11,095,000) and RM1,000,000 (2004 : RM1,000,000) respectively pledged for banking facilities granted to the Company and certain of its subsidiary companies.

# Cash Flow Statement

for the year ended 30 April 2005

|  | COMPANY        |                |
|--|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 |
|  | <b>Note</b>    |                |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                        |                |                |
| Payment for operating expenses                                     | (27,617)       | (13,807)       |
| Tax refund received  | 449            | 10,515         |
| Tax paid   | (7,848)        | -              |
| Other payments   | (3,494)        | (1,601)        |
|  | <hr/>          | <hr/>          |
| Net cash used in operating activities                              | (38,510)       | (4,893)        |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                        |                |                |
| Sale of property, plant and equipment                              | 184            | 147            |
| Sale of investments  | -              | 1,236          |
| Sale of investments in subsidiary companies                        | 123,006        | -              |
| Acquisition of property, plant and equipment                       | (a) (474)      | (269)          |
| Subscription of rights issue in subsidiary companies               | (545,000)      | -              |
| Acquisition of additional equity interest in an associated company | (8,494)        | (10,009)       |
| Interest received  | 10,628         | 8,034          |
| Dividends received   | 108,761        | 94,777         |
| Repayment from/(advances to) related companies                     | (b) 3,224      | (21,979)       |
| Repayment from/(advances to) the ultimate holding company          | (b) 20,082     | (20,659)       |
| Repayment of advances to an associated company                     | (272,524)      | (200,345)      |
| Inter-company receipts   | 348,743        | 56,513         |
| Inter-company advances   | (30,618)       | (2,708)        |
| Other (payments)/receipts arising from investing activities        | (2,131)        | 10,273         |
|  | <hr/>          | <hr/>          |
| Net cash used in investing activities                              | (244,613)      | (84,989)       |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                        |                |                |
| Drawdown of bank borrowings and term loans                         | 478,755        | 230,000        |
| Interest paid  | (88,560)       | (78,118)       |
| Payment of hire purchase/lease liabilities                         | (77)           | (843)          |
| Repayment of bank borrowings and loans                             | (52,899)       | (43,450)       |
| Dividends paid to shareholders of the Company                      | (31,013)       | (183)          |
|  | <hr/>          | <hr/>          |
| Net cash generated from financing activities                       | 306,206        | 107,406        |
| <b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>                   |                |                |
|  | 23,083         | 17,524         |
| <b>OPENING CASH AND CASH EQUIVALENTS</b>                           |                |                |
|  | (40,677)       | (58,201)       |
| <b>CLOSING CASH AND CASH EQUIVALENTS</b>                           |                |                |
|  | (c) (17,594)   | (40,677)       |

- (a) The additions in property, plant and equipment were acquired by way of:

|                           | <b>COMPANY</b>               |                              |
|---------------------------|------------------------------|------------------------------|
|                           | <b>2005</b><br><b>RM'000</b> | <b>2004</b><br><b>RM'000</b> |
| Cash                      | 474                          | 269                          |
| Hire purchase and leasing | -                            | 386                          |
|                           | <u>474</u>                   | <u>655</u>                   |

- (b) This represents dividend income and sale proceeds of securities in respect of the Company's quoted investments that have been pledged to financial institutions for credit facilities granted to the holding and related companies before the inception of the Revamped Listing Requirements of the Bursa Malaysia Securities Berhad. Such dividend income and sale proceeds were paid directly to the financial institutions concerned and accordingly, have been reflected as advances to the ultimate holding and related companies. In the current financial year ended 30 April 2005, the Company received repayments from its holding company and related companies in respect of the aforementioned.

- (c) The closing cash and cash equivalents comprise the following:

|                           | <b>COMPANY</b>               |                              |
|---------------------------|------------------------------|------------------------------|
|                           | <b>2005</b><br><b>RM'000</b> | <b>2004</b><br><b>RM'000</b> |
| Deposits (Note 14)        | 13,370                       | 11,476                       |
| Cash and bank balances    | 599                          | 38                           |
| Bank overdrafts (Note 17) | (31,563)                     | (52,191)                     |
|                           | <u>(17,594)</u>              | <u>(40,677)</u>              |

The deposits with financial institutions amounting to RM13,370,000 (2004 : RM11,026,000) are pledged for banking facilities granted to the Company.

# Notes To The Financial Statements

30 April 2005

## 1 CORPORATE INFORMATION

The principal activities of the Company are investment holding and the provision of management services to its subsidiary companies. The principal activities of the subsidiary companies consist of:

- (i) property development and investment in properties;
- (ii) development and operation of vacation time share, hotels and resorts and water theme park;
- (iii) operating of casinos; and
- (iv) investment holding.

There have been no significant changes in the nature of the Group's activities during the financial year other than the dilution of the Group's equity interests in Matrix International Berhad ("Matrix") from 51.99% to 12.89% at 30 April 2005 as explained in Notes 39(5) and 39(6) to the financial statements.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Board of Bursa Malaysia Securities Berhad.

The registered office of the Company is located at 11th Floor, Menara Berjaya, KL Plaza, 179 Jalan Bukit Bintang, 55100 Kuala Lumpur. The principal place of business of the Company is located at 13th Floor, Menara Berjaya, KL Plaza, 179 Jalan Bukit Bintang, 55100 Kuala Lumpur.

The immediate and ultimate holding company of the Company is Berjaya Group Berhad ("BGB"), a company incorporated in Malaysia and listed on the Main Board of Bursa Malaysia Securities Berhad.

Related companies in these financial statements refer to member companies of the BGB group of companies other than subsidiary companies of the Company.

The number of employees in the Group and in the Company at the end of the financial year were 5,150 and 111 (2004 : 5,006 and 110) respectively.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 26 August 2005.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis of Preparation

The financial statements of the Group and of the Company have been prepared under the historical cost convention unless otherwise indicated in the accounting policies below and comply with the provisions of the Companies Act, 1965 and applicable MASB Approved Accounting Standards in Malaysia.

### (b) Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiary companies made up to the end of the financial year.

Subsidiary companies are those entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. Subsidiary companies are consolidated using the acquisition method of accounting.

Under the acquisition method of accounting, the results of subsidiary companies acquired or disposed of during the financial year are included in the consolidated financial statements from the effective date of acquisition or up to the effective date of disposal, as appropriate. The assets and liabilities of a subsidiary company are measured at their fair values at the date of acquisition and these values are reflected in the consolidated balance sheet. The difference between the acquisition cost and the fair values of the Group's share of net assets of the acquired subsidiary company at the date of acquisition is included in the consolidated balance sheet as goodwill or negative goodwill arising from consolidation, as appropriate.

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### (b) Basis of Consolidation (Cont'd)

In the preparation of the consolidated financial statements, the financial statements of all subsidiary companies are adjusted for the material effects of dissimilar accounting policies. Intragroup transactions, balances and unrealised gains are eliminated on consolidation and the consolidated financial statements reflect external transactions only. Unrealised losses are eliminated on consolidation unless cost cannot be recovered.

Minority interests in the consolidated balance sheet consist of the minorities' share of fair value of the identifiable assets and liabilities of the acquiree as at acquisition date and the minorities' share of movements in the acquiree's equity since then.

### (c) Associated Companies

Associated companies are companies in which the Group has a long-term equity interest and where it exercises significant influence over its financial and operating policies through Board representation. Investments in associated companies are accounted for in the consolidated financial statements by the equity method of accounting based on the latest audited or management financial statements of the associated companies made up to the Group's financial year-end.

Under the equity method of accounting, the Group's share of results of associated companies during the financial year is included in the consolidated financial statements. The Group's share of results of associated companies acquired or disposed of during the year, is included in the consolidated income statement from the date that significant influence effectively commences or until the date that significant influence effectively ceases, as appropriate.

Unrealised gains on transactions between the Group and the associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are eliminated unless cost cannot be recovered.

The Group's interest in associated companies is carried in the consolidated balance sheet at cost plus the Group's share of post-acquisition retained profits or accumulated losses and other reserves, less impairment losses.

### (d) Property, Plant and Equipment and Depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses with the exception of hotel properties.

Hotel properties comprise hotel land, building and integral plant and machinery. It is the Group's practice to maintain these properties at a high standard and condition such that residual values are at least equal to book values and consequently, depreciation would be insignificant. Accordingly, no depreciation is provided on freehold hotel properties or those hotel properties with unexpired lease tenure of 50 years or more. The related maintenance expenditure is dealt with in the income statement.

To establish whether the residual values of the hotel properties are at least equal to their respective book values, all hotel properties are appraised by independent professional valuers at least once in every five years based on open market value. Where the residual values of the hotel properties are less than their respective book values, a write down of book values to its recoverable amounts will be made. The amount of reduction will be recognised as an expense in the income statement.

Freehold land, long term leasehold land (with an unexpired lease period of 50 years or more) and capital work-in-progress are not depreciated. The Directors are of the opinion that the long term leasehold land has a residual value that will not be materially different from its cost. The depreciation charges are not expected to be material in view of its long useful life. Had the long term leasehold land been amortised over its useful life, there will be an additional depreciation charge of RM700,000 to the income statement. Short term leasehold land, if any, is amortised on a straight line basis over the remaining period of the lease. All other property, plant and equipment are depreciated over their estimated useful lives on a straight-line basis.

# Notes To The Financial Statements

30 April 2005

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### (d) Property, Plant and Equipment and Depreciation (Cont'd)

The annual rates used are:

|                                     | %             |
|-------------------------------------|---------------|
| Buildings                           | 1.25 - 2.5    |
| Short leasehold hotel properties    | Over 50 years |
| Plant and equipment                 | 10 - 33       |
| Computer equipment                  | 10 - 50       |
| Renovation                          | 10 - 25       |
| Furniture and fittings              | 5 - 25        |
| Office equipment                    | 5 - 25        |
| Motor vehicles                      | 20 - 25       |
| Aircraft                            | 6.67          |
| Golf course development expenditure | 1.00 - 1.75   |
| Others                              | 10 - 25       |

Depreciation on assets under construction commences when the assets are ready for their intended use. Others comprise mainly linen, silverware, cutleries, kitchen utensils and recreational livestock and apparatus.

### (e) Investment Properties

Investment properties consist of land and buildings held for their investment potential and rental income. Investment properties are stated at cost less impairment losses and not subject to depreciation.

### (f) Land Held for Development and Property Development Costs

#### (i) Land held for development

Land held for development consists of land where no development activities have been carried out or where development activities are not expected to be completed within the normal operating cycle. Such land is classified within non-current assets and is stated at cost less any accumulated impairment losses. Freehold land is not amortised. Short term leasehold land is amortised on a straight-line basis over the remaining period of the lease of 15 years.

Land held for property development is reclassified as property development costs at the point when development activities have been commenced and where it can be demonstrated that the development cycle can be completed within the normal operating cycle.

#### (ii) Property development costs

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised in the income statement by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

When the financial outcome of a development activity cannot be reliably estimated, property development revenue is recognised to the extent of property development costs incurred that is probable of being recovered, and property development costs on properties sold are recognised as an expense in the period in which they are incurred.

Any expected loss on a development project, including costs to be incurred over the defects liability period, is recognised as an expense immediately.

Property development costs that are not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value.

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### (f) Land Held for Development and Property Development Costs (Cont'd)

#### (ii) Property development costs (Cont'd)

The excess of revenue recognised in the income statement over billings to purchasers is classified as accrued billings within receivables and the excess of billings to purchasers over revenue recognition in the income statement is classified as progress billings within payables.

The adoption of MASB 32: Property Development Activities has not given rise to any adjustments to the opening balances of retained profits of the prior and current years. Comparatives, however, have been restated, as disclosed in Note 42 to the financial statements to conform to changes in presentation required by MASB 32 that have been applied retrospectively.

### (g) Investments in Subsidiary and Associated Companies

The Company's investments in subsidiary and associated companies are stated at cost less impairment losses.

### (h) Intangible Assets

Goodwill on consolidation represents the difference between the purchase price over the fair value of the net assets of the investment in subsidiary and associated companies at the date of acquisition less proportionate amounts written off for subsequent disposals of these investments. Positive goodwill is retained in the consolidated balance sheet at cost less impairment losses. Negative goodwill is shown as a deduction from the positive goodwill on consolidation of the Group.

Goodwill arising on the acquisition of subsidiary companies is presented separately in the balance sheet while goodwill arising on the acquisition of associated companies and jointly controlled entities is included within the carrying amount of investments in associated companies and investments in jointly controlled entities respectively.

Goodwill or negative goodwill is not amortised. Goodwill is reviewed at each balance sheet date and will be written down for impairment when it is considered necessary.

### (i) Inventories

Inventories comprise stores and consumables which are stated at the lower of cost and net realisable value. Cost is determined on a first-in-first-out basis.

Property inventories are stated at the lower of cost and net realisable value. Cost includes the relevant cost of land, development expenditure and related interest cost incurred during the development period.

Net realisable value represents the estimated selling price less all estimated costs to be incurred in marketing, selling and distribution.

### (j) Leases

#### (i) Finance leases and hire purchase arrangements

Assets acquired by way of hire purchase or finance leases are stated at an amount equal to the lower of their fair values and the present value of the minimum lease payments at the inception of the leases, less accumulated depreciation and impairment loss. The corresponding liability is included in the balance sheet as liabilities. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease, when it is practical to determine; otherwise, the Company's incremental borrowing rate is used. Lease payments are apportioned between the finance costs and the reduction of the outstanding liability. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are recognised as an expense in the income statement over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period. The depreciation policy for leased assets is similar with that for depreciable property, plant and equipment as described in Note 2(d).

#### (ii) Operating leases

Operating leases are leases other than finance lease. Lease rental under operating lease is charged to income statement on a straight-line basis over the term of the relevant lease.

# Notes To The Financial Statements

30 April 2005

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### (k) Employee benefits

#### (i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

#### (ii) Defined contribution plans

Contributions relating to defined contribution plans are charged to the income statement when incurred. Retirement benefits for employees of foreign subsidiary companies are accrued for in accordance with the provisions of those foreign countries' retirement law and are charged to income statement in the period to which they relate.

#### (iii) Defined benefit plans

Certain subsidiary companies within the Group operate unfunded, defined benefit Retirement Benefit Schemes ("the Scheme") for their eligible employees. The Group's obligations under the Scheme are calculated using the Projected Unit Credit Method determined based on actuarial computations by independent actuaries, through which the amount of benefit that employees have earned in return for their service in the current and prior years is estimated. That benefit is discounted in order to determine its present value. Actuarial gains and losses are recognised as income or expense over the expected average remaining working lives of the participating employees when the cumulative unrecognised actuarial gains or losses for the Scheme exceed 10% of the present value of the defined benefits obligation. Past service costs are recognised immediately to the extent that the benefit are already vested, and otherwise is amortised on a straight-line basis over the average period until the amended benefits become vested.

The amount recognised in the balance sheet represents the present value of the defined benefit obligations adjusted for unrecognised actuarial gains and losses and unrecognised past service cost.

### (l) Income Taxes

Tax on profit or loss for the year comprises current and deferred tax. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of the previous year.

Deferred tax is provided, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is not recognised on temporary differences arising from goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that at the time of transaction affects neither accounting nor taxable profit.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity, or when it arises from a business combination that is an acquisition, in which case the deferred tax is included in the resulting goodwill or negative goodwill.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

### (m) Foreign Currencies

Transactions in foreign currencies are recorded in Ringgit Malaysia at rates of exchange ruling at the transaction dates or, where settlement had not taken place at 30 April, at rates of exchange ruling at the date or at contracted rates, as applicable. Exchange differences arising on long term inter-company advances that, in substance, form part of an enterprise's net investment in a foreign subsidiary are taken directly to an exchange reserve account. All other exchange differences arising are dealt with through the income statement.

**2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****(m) Foreign Currencies (Cont'd)**

Assets (including goodwill) and liabilities and trading results of foreign subsidiaries are translated into Ringgit Malaysia at the approximate rates of exchange ruling at the balance sheet date except for share capital which is included at historical rate. All exchange differences on translation are taken directly to an exchange reserve account.

The principal closing rates used in translation are as follows:

| Foreign currency       | 30 April 2005<br>RM | 30 April 2004<br>RM |
|------------------------|---------------------|---------------------|
| 1 United States Dollar | 3.800               | 3.800               |
| 1 Singapore Dollar     | 2.307               | 2.229               |
| 1 Fijian Dollar        | 2.275               | 2.150               |
| 1 Australian Dollar    | 2.962               | 2.732               |
| 1 Sterling Pound       | 7.256               | 6.732               |
| 1 Mauritius Rupee      | 0.131               | 0.141               |
| 1 Sri Lanka Rupee      | 0.038               | 0.039               |
| 1 Seychelles Rupee     | 0.733               | 0.725               |
| 1 Hong Kong Dollar     | 0.487               | 0.487               |
| 1 Philippine Peso      | 0.070               | 0.068               |
| 1 Indian Rupee         | 0.087               | 0.086               |

**(n) Provisions for Liabilities**

Provisions for liabilities are recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations, and a reliable estimate of the amount can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of provision is the present value of the expenditure expected to be required to settle the obligation.

**(o) Impairment of Assets**

At each balance sheet date, the Group reviews the carrying amounts of its assets other than inventories, receivables, other non-current investments and marketable securities, to determine whether there is any indication of impairment. If any such indication exists, impairment is measured by comparing the carrying values of the assets with their recoverable amounts. Recoverable amount is the higher of net selling price and value in use, which is measured by reference to discounted future cash flows.

An impairment loss is recognised as an expense in the income statement immediately. Reversal of impairment losses recognised in prior years is recorded when the impairment losses recognised for the asset have decreased.

**(p) Financial Instruments**

Financial instruments are recognised in the balance sheet when the Group has become a party to the contractual provisions of the instrument.

**(i) Other Non-Current Investments**

Non-current investments comprise quoted and unquoted securities, bonds and warrants but exclude investments in subsidiary and associated companies.

Other non-current investments are stated at cost less accumulated impairment losses. Such impairment is made when there is a decline, other than temporary, in value of investments and it is recognised as an expense in the period in which the decline occurred.

**(ii) Receivables**

Trade and other receivables are carried at anticipated realisable value. All known bad debts are written off while doubtful debts are provided for based on estimates of possible losses that may arise from non-collection.

# Notes To The Financial Statements

30 April 2005

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### (p) Financial Instruments (Cont'd)

#### (iii) Payables

Trade and other payables are stated at cost which is the fair value of the consideration to be paid in the future for goods and services received.

#### (iv) Interest-Bearing Borrowings

Interest-bearing bank loans and overdrafts are recorded at the amount of proceeds received.

Borrowing costs directly attributable to the acquisition, construction or production of assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale is capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. The amount of borrowings costs eligible for capitalisation is determined by applying a capitalisation rate which is the weighted average of the borrowing costs applicable to the Group's borrowings that are outstanding during the year, other than borrowings made specifically for the purpose of obtaining another qualifying asset.

For borrowings made specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of that borrowing.

All other borrowing costs are recognised as an expense in the income statement in the period in which they are incurred.

#### (v) 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 ("ICULS 1999/2009")

Irredeemable Convertible Unsecured Loans Stocks with fixed coupon rate are regarded as compound instruments, consisting predominantly equity component, and a liability component.

ICULS 1999/2009 were issued pursuant to a Debt Conversion exercise undertaken by the Company in 1999. The Company granted a put option to certain financial institutions to purchase 100% of the ICULS 1999/2009 issued to the financial institutions or such number of ICULS 1999/2009 remaining with the financial institutions exercisable within a prescribed period as explained in Note 22 to the financial statements.

Arising from the above and as permitted under the transitional provision of MASB 24: Financial Instruments: Disclosure and Presentation, the ICULS 1999/2009 component parts have not been classified separately and accordingly have been classified as long term liabilities.

#### (vi) Equity Instruments

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are approved for payment.

### (q) Revenue Recognition

#### (i) Investment Income

Dividend income from investments in subsidiary and associated companies is recognised when the rights to receive the dividend payment are established. Dividend income from other investments is recognised on a receipt basis.

Interest income from short term deposits, irredeemable convertible unsecured loan stocks and advances are recognised on an accrual basis.

#### (ii) Development Properties

Revenue from sale of development properties is accounted for by the stage of completion method in respect of all building units that have been sold.

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### (q) Revenue Recognition (Cont'd)

#### (iii) Enrolment Fees

60% of the enrolment fees from members joining the vacation club are recognised as income upon signing of the membership agreements and the remaining 40% is treated as deferred membership fees which are recognised over the membership period.

Enrolment fees from members joining the golf and other clubs are recognised as income upon signing of the membership agreements.

#### (iv) Gaming Activity

Revenue from gaming activity is recognised based on ticket sales, net of gaming tax relating to draw days within the financial year. In the current financial year, the subsidiary company, Natural Avenue Sdn Bhd, conducting this activity has been deconsolidated arising from the dilution of the Group's equity interest in Matrix International Berhad as explained in Note 39(5) to the financial statements.

#### (v) Gaming Equipment Sale

Revenue from the sale of gaming equipment is recognised net of discounts upon delivery of products and customer acceptance. In the current financial year, the subsidiary company, Natural Avenue Sdn Bhd, conducting this activity has been deconsolidated arising from the dilution of the Group's equity interest in Matrix International Berhad as explained in Note 39(5) to the financial statements.

#### (vi) Royalty Revenue

Royalty revenue from lottery operations is recognised on an accrual basis. In the current financial year, the subsidiary company, Sublime Cartel Sdn Bhd, conducting this activity has been deconsolidated arising from the dilution of the Group's equity interest in Matrix International Berhad as explained in Note 39(5) to the financial statements.

#### (vii) Rental Income

Rental income, including those from investment properties and hotel operations, is recognised, on the accrual basis unless recoverability is in doubt, in which case, it is recognised on a receipt basis.

#### (viii) Revenue from Water Theme Park Operations

Entrance fee to the water theme park is recognised when tickets are sold. Revenue from the sale of food and beverage is recognised based on invoiced value of goods sold.

#### (ix) Revenue from Casino Operations

Revenue is recognised on a receipt basis and is stated net of gaming tax.

#### (x) Sale of Goods, Property Inventories and Services

Revenue is recognised when significant risks and rewards of ownership of the goods and property inventories have been passed to the buyer. Revenue from services rendered is recognised upon its completion. Revenue is recognised net of service tax and discount, where applicable.

#### (xi) Management Fee and Share Administration Fee Income

Management fee and share administration fee income are recognised on an accrual basis.

### (r) Cash and Cash Equivalents

Cash comprises cash in hand, at bank and demand deposits.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash subject to insignificant risk of changes in value, against which the bank overdrafts, if any, are deducted.

# Notes To The Financial Statements

30 April 2005

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### (s) Segmental Information

The Group adopts business segment analysis as its primary reporting format and geographical segment analysis as its secondary reporting format.

Segment revenue and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Revenue and expenses do not include items arising on investing or financing activities. Revenue are attributed to geographical segments based on location where sale is transacted.

Segment assets include all operating assets used by a segment and do not include items arising on investing or financing activities. Assets are allocated to a segment based on location of assets.

Segment liabilities comprise operating liabilities and do not include liabilities arising on investing or financing activities such as bank borrowings.

## 3 PROPERTY, PLANT AND EQUIPMENT

### GROUP

|   | Net book<br>value<br>at 1.5.04<br>RM'000 | Additions<br>RM'000 | Impairment<br>losses<br>RM'000 | Write-off/<br>Disposals<br>RM'000 | Dilution of<br>subsidiary<br>company<br>RM'000 | Reclassi-<br>fication/<br>Adjustments<br>RM'000 | Depreciation<br>RM'000 | Foreign<br>currency<br>translation<br>RM'000 | Net book<br>value<br>at 30.4.05<br>RM'000 |
|---|--|---------------------|--------------------------------|-----------------------------------|--|---|------------------------|--|---|
| Freehold land<br>and buildings            | 186,908                                  | 4,798               | -                              | (3,741)                           | -  | (1)   | (3,095)                | (102)  | 184,767                                   |
| Freehold hotel<br>properties              | 329,764                                  | 984                 | -                              | (409)                             | -  | (14,565)  | -                      | 3  | 315,777                                   |
| Long leasehold<br>hotel properties        | 561,788                                  | 63                  | (10,000)                       | -                                 | -  | (325,011)                                       | -                      | (145)  | 226,695                                   |
| Short leasehold<br>hotel properties       | -  | 2,734               | -                              | -                                 | -  | 327,445   | (14,138)               | -  | 316,041                                   |
| Long leasehold<br>land and buildings      | 296,861                                  | 1,171               | -                              | (105)                             | -  | 239   | (8,187)                | (1)  | 289,978                                   |
| Short leasehold<br>land and buildings     | 4,960                                    | -                   | -                              | -                                 | (4,892)  | -   | (68)                   | -  | -   |
| Plant and equipment                       | 38,736                                   | 3,906               | -                              | (44)                              | (4,883)  | 886   | (9,008)                | 2  | 29,595                                    |
| Computer equipment                        | 4,640                                    | 1,008               | -                              | (42)                              | (1,376)  | (1)   | (1,393)                | -  | 2,836                                     |
| Renovation                                | 7,549                                    | 2,739               | -                              | (18)                              | (44)   | 471   | (1,340)                | 132  | 9,489                                     |
| Furniture and fittings                    | 22,373                                   | 1,969               | -                              | (73)                              | (804)  | 233   | (4,184)                | 2  | 19,516                                    |
| Office equipment                          | 8,293                                    | 2,120               | -                              | (30)                              | -  | (93)  | (1,596)                | (55)   | 8,639                                     |
| Motor vehicles                            | 5,513                                    | 3,381               | -                              | (24)                              | (418)  | 2   | (2,243)                | (115)  | 6,096                                     |
| Aircraft                                  | 43,804                                   | 4,347               | -                              | -                                 | -  | -   | (3,920)                | -  | 44,231                                    |
| Golf course<br>development<br>expenditure | 50,413                                   | -                   | (1,000)                        | -                                 | -  | -   | (625)                  | -  | 48,788                                    |
| Capital<br>work-in-progress               | 46,356                                   | 17,429              | (3,200)                        | -                                 | -  | (2,112)   | -                      | (235)  | 58,238                                    |
| Others                                    | 8,880                                    | 648                 | -                              | (23)                              | (140)  | (2,605)   | (648)                  | 1,078  | 7,190                                     |
|   | <u>1,616,838</u>                         | <u>47,297</u>       | <u>(14,200)</u>                | <u>(4,509)</u>                    | <u>(12,557)</u>                                | <u>(15,112)</u>                                 | <u>(50,445)</u>        | <u>564</u>                                   | <u>1,567,876</u>                          |

### 3 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

#### GROUP (Cont'd)

|                                     | Cost      | Accumulated depreciation | Accumulated impairment losses | Net book value |
|-------------------------------------|-----------|--------------------------|-------------------------------|----------------|
| At 30 April 2005                    | RM'000    | RM'000                   | RM'000                        | RM'000         |
| Freehold land and buildings         | 211,294   | 23,366                   | 3,161                         | 184,767        |
| Freehold hotel properties           | 315,777   | -                        | -                             | 315,777        |
| Long leasehold hotel properties     | 243,213   | -                        | 16,518                        | 226,695        |
| Short leasehold hotel properties    | 330,179   | 14,138                   | -                             | 316,041        |
| Long leasehold land and buildings   | 360,895   | 55,543                   | 15,374                        | 289,978        |
| Plant and equipment                 | 113,362   | 74,492                   | 9,275                         | 29,595         |
| Computer equipment                  | 13,378    | 10,542                   | -                             | 2,836          |
| Renovation                          | 23,102    | 11,498                   | 2,115                         | 9,489          |
| Furniture and fittings              | 106,640   | 87,124                   | -                             | 19,516         |
| Office equipment                    | 19,856    | 11,217                   | -                             | 8,639          |
| Motor vehicles                      | 30,582    | 24,486                   | -                             | 6,096          |
| Aircraft                            | 64,428    | 20,197                   | -                             | 44,231         |
| Golf course development expenditure | 67,806    | 8,037                    | 10,981                        | 48,788         |
| Capital work-in-progress            | 61,438    | -                        | 3,200                         | 58,238         |
| Others                              | 16,272    | 6,752                    | 2,330                         | 7,190          |
|                                     | 1,978,222 | 347,392                  | 62,954                        | 1,567,876      |
| <b>At 30 April 2004</b>             |           |                          |                               |                |
| Freehold land and buildings         | 212,307   | 20,623                   | 4,776                         | 186,908        |
| Freehold hotel properties           | 329,764   | -                        | -                             | 329,764        |
| Long leasehold hotel properties     | 568,306   | -                        | 6,518                         | 561,788        |
| Long leasehold land and buildings   | 359,590   | 47,355                   | 15,374                        | 296,861        |
| Short leasehold land and buildings  | 5,074     | 114                      | -                             | 4,960          |
| Plant and equipment                 | 113,995   | 65,984                   | 9,275                         | 38,736         |
| Computer equipment                  | 17,468    | 12,828                   | -                             | 4,640          |
| Renovation                          | 19,611    | 9,947                    | 2,115                         | 7,549          |
| Furniture and fittings              | 106,734   | 84,361                   | -                             | 22,373         |
| Office equipment                    | 20,120    | 11,827                   | -                             | 8,293          |
| Motor vehicles                      | 30,556    | 25,043                   | -                             | 5,513          |
| Aircraft                            | 60,095    | 16,291                   | -                             | 43,804         |
| Golf course development expenditure | 67,806    | 7,412                    | 9,981                         | 50,413         |
| Capital work-in-progress            | 46,356    | -                        | -                             | 46,356         |
| Others                              | 18,824    | 7,614                    | 2,330                         | 8,880          |
|                                     | 1,976,606 | 309,399                  | 50,369                        | 1,616,838      |

During the financial year, certain subsidiary company received a Liquidated Ascertained Damages ("LAD") settlement amounted to RM15,112,000 and this was accounted for as a discount on the cost of a freehold hotel properties and included under the reclassification/adjustments.

Properties and aircraft of the Group with net book value of RM843,280,000 (2004 : RM853,717,000) have been pledged to financial institutions for credit facilities granted to the Company and certain subsidiary companies.

Based on the indicative market values and estimates of fair value determined by the Directors on hotel properties, impairment is not required for hotel properties other than the impairment loss incurred on a certain long leasehold hotel property.

# Notes To The Financial Statements

30 April 2005

## 3 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Assets with net book value of RM53,258,000 (2004 : RM53,639,000) of the Group were acquired under finance lease and hire purchase arrangements. Details of which are as follows:

|   | Group          |                |
|---|----------------|----------------|
|   | 2005<br>RM'000 | 2004<br>RM'000 |
| Plant and machinery in hotel properties | 20,020         | 20,020         |
| Plant and equipment                     | 17,594         | 18,414         |
| Computer equipment                      | 375            | 124            |
| Furniture, fittings and equipment       | 253            | 282            |
| Motor vehicles                          | 2,766          | 2,136          |
| Aircraft                                | 11,693         | 11,987         |
| Others                                  | 557            | 676            |
|   | 53,258         | 53,639         |

## COMPANY

|                        | Net book<br>value<br>at 1.5.04<br>RM'000 | Additions<br>RM'000 | Disposals<br>RM'000 | Depreciation<br>RM'000 | Net book<br>value<br>at 30.4.05<br>RM'000 |
|------------------------|--|---------------------|---------------------|------------------------|---|
| Furniture and fittings | 186                                      | 7                   | -                   | (60)                   | 133                                       |
| Office equipment       | 504                                      | 230                 | -                   | (222)                  | 512                                       |
| Renovation             | 38                                       | 130                 | -                   | (17)                   | 151                                       |
| Motor vehicles         | 671                                      | 107                 | *                   | (437)                  | 341                                       |
|                        | 1,399                                    | 474                 | -                   | (736)                  | 1,137                                     |

\* In the current financial year, the Company disposed of some motor vehicles with net book value of RM1.00.

|                         | Cost<br>RM'000 | Accumulated<br>depreciation<br>RM'000 | Net book<br>value<br>RM'000 |
|-------------------------|----------------|---------------------------------------|-----------------------------|
| <b>At 30 April 2005</b> |                |                                       |                             |
| Furniture and fittings  | 1,195          | 1,062                                 | 133                         |
| Office equipment        | 4,717          | 4,205                                 | 512                         |
| Renovation              | 172            | 21                                    | 151                         |
| Motor vehicles          | 5,922          | 5,581                                 | 341                         |
|                         | 12,006         | 10,869                                | 1,137                       |
| <b>At 30 April 2004</b> |                |                                       |                             |
| Furniture and fittings  | 1,189          | 1,003                                 | 186                         |
| Office equipment        | 4,486          | 3,982                                 | 504                         |
| Renovation              | 42             | 4                                     | 38                          |
| Motor vehicles          | 6,911          | 6,240                                 | 671                         |
|                         | 12,628         | 11,229                                | 1,399                       |

Motor vehicles with net book value of RM257,000 (2004 : RM419,000) of the Company were acquired under hire purchase arrangements.

**4 INVESTMENT PROPERTIES**

|  | <b>Group</b>  |               |
|--|---------------|---------------|
|  | <b>2005</b>   | <b>2004</b>   |
|  | <b>RM'000</b> | <b>RM'000</b> |
| At cost:   |               |               |
| Freehold land and buildings                                    | 509,959       | 522,092       |
| Long term leasehold land and buildings                         | 26,886        | 26,886        |
|  | <hr/>         | <hr/>         |
|  | 536,845       | 548,978       |
| Less: Accumulated impairment losses                            | (16,799)      | (16,799)      |
|  | <hr/>         | <hr/>         |
|  | 520,046       | 532,179       |
|  | <hr/>         | <hr/>         |
| Fair value of investment properties estimated by the Directors | 793,779       | 742,779       |
|  | <hr/>         | <hr/>         |

During the financial year, a subsidiary company received a LAD settlement amounted to RM7,238,000 and this was accounted for as a discount on the cost of a freehold property.

Investment properties at carrying value of RM413,284,000 (2004 : RM463,324,000) have been pledged to financial institutions for credit facilities granted to the Company and certain subsidiary companies.

**5 LAND HELD FOR DEVELOPMENT**

|  | <b>Group</b>  |               |
|--|---------------|---------------|
|  | <b>2005</b>   | <b>2004</b>   |
|  | <b>RM'000</b> | <b>RM'000</b> |
| At cost:                                       |               |               |
| At 1 May 2004/2003:                            |               |               |
| - freehold land                                | 202,547       | 195,242       |
| - long leasehold land                          | 42,292        | 42,416        |
| - short leasehold land                         | 1,228         | 1,228         |
| - development costs                            | 110,628       | 99,083        |
|  | <hr/>         | <hr/>         |
|  | 356,695       | 337,969       |
| Transfer (to)/from property development costs: |               |               |
| - freehold land                                | 69            | 12,656        |
| - long leasehold land                          | (53)          | (124)         |
| - development costs                            | (366)         | 15,923        |
|  | <hr/>         | <hr/>         |
|  | (350)         | 28,455        |
| Additions:                                     |               |               |
| - freehold land                                | 2,381         | 117           |
| - long leasehold land                          | 91            | -             |
| - development costs                            | 7,693         | 2,550         |
|  | <hr/>         | <hr/>         |
|  | 10,165        | 2,667         |
|  | <hr/>         | <hr/>         |

# Notes To The Financial Statements

30 April 2005

## 5 LAND HELD FOR DEVELOPMENT (CONT'D)

|   | Group           |                 |
|---|-----------------|-----------------|
|   | 2005<br>RM'000  | 2004<br>RM'000  |
| Disposals:  |                 |                 |
| - freehold land   | (1,207)         | (5,467)         |
| - short leasehold land                                  | (164)           | -               |
| - development costs                                     | (1,044)         | (6,930)         |
|   | <u>(2,415)</u>  | <u>(12,397)</u> |
| Total cost at 30 April 2005/2004                        | <u>364,095</u>  | <u>356,694</u>  |
| Amortisation of short leasehold land:                   |                 |                 |
| At 1 May 2004/2003                                      | (453)           | (396)           |
| Amortisation for the year                               | (52)            | (57)            |
| Disposal  | 63              | -               |
|   | <u>(442)</u>    | <u>(453)</u>    |
| Total amortisation at 30 April 2005/2004                | <u>(442)</u>    | <u>(453)</u>    |
| Accumulated impairment loss:                            |                 |                 |
| At 1 May 2004/2003                                      | (32,478)        | (32,478)        |
| Impairment loss for the year                            | (6,000)         | -               |
|   | <u>(38,478)</u> | <u>(32,478)</u> |
| Total accumulated impairment loss at 30 April 2005/2004 | <u>(38,478)</u> | <u>(32,478)</u> |
| Carrying value at 30 April 2005/2004                    | <u>325,175</u>  | <u>323,763</u>  |

Properties at carrying value of RM71,382,000 (2004 : RM117,483,000) have been pledged to financial institutions for credit facilities granted to the Company and certain subsidiary companies.

## 6 SUBSIDIARY COMPANIES

|  | Company          |                  |
|--|------------------|------------------|
|  | 2005<br>RM'000   | 2004<br>RM'000   |
| Quoted shares in Malaysia, at cost                     | -                | 37,839           |
| Unquoted shares, at cost/written down value            | 1,781,887        | 1,376,422        |
|  | <u>1,781,887</u> | <u>1,414,261</u> |
| Less: Accumulated impairment losses of unquoted shares | (9,349)          | (9,349)          |
|  | <u>1,772,538</u> | <u>1,404,912</u> |
| Market value of quoted shares in Malaysia              | <u>-</u>         | <u>29,272</u>    |

The details of the subsidiary companies are set out in Note 41 to the financial statements.

## 6 SUBSIDIARY COMPANIES (CONT'D)

As disclosed in Note 39(5) to the financial statements, the Group's equity interest in Matrix International Berhad ("Matrix") is diluted from 51.99% to 11.89% during the financial year. Thereafter, Matrix ceased to be a subsidiary company of the Group. Subsequently, the Group's equity interest in Matrix increased to 12.89% after certain subsidiary companies received Matrix shares as LAD settlement as disclosed in Notes 34 and 39(6) to the financial statements. In accordance with the requirements of MASB 12: Investment in Associates, the Group has demonstrated that it has retained significant influence in Matrix and would thus now regard Matrix as an associated company of the Group.

a) The effects of the dilution of Matrix on the Group's results for the year ended 30 April 2005 are as follows:

|  | RM'000  |
|--|---------|
| Revenue  | 109,395 |
| Profit/(Loss) after taxation and minority interests: |         |
| - as subsidiary company                              | 2,594   |
| - as associated company                              | (2,667) |
|  | (73)    |

## 7 ASSOCIATED COMPANIES

|   | Group          |                | Company        |                |
|---|----------------|----------------|----------------|----------------|
|   | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Quoted shares in Malaysia, at cost          | 1,741,037      | 1,432,675      | 454,919        | 365,794        |
| Quoted shares outside Malaysia, at cost     | 78,432         | -              | -              | -              |
| Unquoted shares, at cost/written down value | 72,812         | 102,011        | 1,800          | 1,800          |
|   | 1,892,281      | 1,534,686      | 456,719        | 367,594        |
| Share of post acquisition reserves          | (24,505)       | (27,659)       | -              | -              |
| Less: Accumulated loss on deemed disposal   | (202,884)      | (276,013)      | -              | -              |
|   | (227,389)      | (303,672)      | -              | -              |
|   | 1,664,892      | 1,231,014      | 456,719        | 367,594        |
| Less: Accumulated impairment losses         |                |                |                |                |
| - quoted shares outside Malaysia            | (18,783)       | -              | -              | -              |
| - unquoted shares                           | (20,315)       | (3,300)        | (1,800)        | (300)          |
|   | (39,098)       | (3,300)        | (1,800)        | (300)          |
|   | 1,625,794      | 1,227,714      | 454,919        | 367,294        |
| Market value of quoted shares:              |                |                |                |                |
| - in Malaysia                               | 2,131,841      | 1,670,900      | 814,692        | 688,575        |
| - outside Malaysia                          | 39,714         | -              | -              | -              |

The details of the associated companies are set out in Note 41 to the financial statements.

Certain quoted shares of the Group and of the Company at cost of RM1,640,257,000 (2004 : RM1,261,227,000) and RM454,920,000 (2004 : RM241,308,000) respectively have been pledged to financial institutions for credit facilities granted to the Company, subsidiary, holding and related companies.

# Notes To The Financial Statements

30 April 2005

## 7 ASSOCIATED COMPANIES (CONT'D)

The Group's interests in associated companies are analysed as below:

|                              | Group            |                  |
|------------------------------|------------------|------------------|
|                              | 2005<br>RM'000   | 2004<br>RM'000   |
| Share of net tangible assets | 558,074          | 358,600          |
| Share of intangible assets   | 307,517          | 236,318          |
|                              | 865,591          | 594,918          |
| Net premium on acquisition   | 760,203          | 632,796          |
|                              | <u>1,625,794</u> | <u>1,227,714</u> |

Berjaya Sports Toto Berhad ("BToto"), an associated company of the Group, announced on 7 March 2005 that it proposes to undertake a capital distribution of RM0.50 for every share held to be satisfied wholly in cash. The capital distribution will be carried out via a reduction of the share capital of BToto pursuant to Section 64 of the Companies Act, 1965. This will result in a reduction of the par value of the ordinary shares of BToto. Approval from the shareholders of BToto was obtained on 8 June 2005 and the High Court of Malaya's confirmation was obtained on 18 August 2005. The BToto capital distribution is now pending completion.

## 8 INVESTMENTS

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Quoted shares at cost:                   |                |                |                |                |
| - in Malaysia                            | 12,168         | 15,241         | -              | -              |
| - outside Malaysia                       | 9,348          | 6,689          | -              | -              |
|  | 21,516         | 21,930         | -              | -              |
| Unquoted shares at cost                  |                |                |                |                |
| - in Malaysia                            | 13,887         | 13,887         | 13,887         | 13,887         |
| - outside Malaysia                       | 8,010          | 8,010          | -              | -              |
|  | 21,897         | 21,897         | 13,887         | 13,887         |
| Quoted loan stocks in Malaysia at cost   | 89,352         | 226,634        | 45,646         | 88,439         |
| Quoted warrants outside Malaysia at cost | 4,685          | -              | -              | -              |
| Malaysian Government Securities          | -              | 1,000          | -              | -              |
|  | 137,450        | 271,461        | 59,533         | 102,326        |
| Less: Accumulated impairment losses      |                |                |                |                |
| - quoted shares in Malaysia              | -              | (772)          | -              | -              |
| - quoted shares outside Malaysia         | (5,129)        | (5,129)        | -              | -              |
| - quoted warrants outside Malaysia       | (3,242)        | -              | -              | -              |
| - unquoted shares in Malaysia            | (7,929)        | (7,929)        | (7,929)        | (7,929)        |
| - unquoted shares outside Malaysia       | (825)          | (825)          | -              | -              |
|  | (17,125)       | (14,655)       | (7,929)        | (7,929)        |
|  | <u>120,325</u> | <u>256,806</u> | <u>51,604</u>  | <u>94,397</u>  |

**8 INVESTMENTS (CONT'D)**

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Market value of:                         |                |                |                |                |
| Malaysian Government Securities          | -              | 1,089          | -              | -              |
| Quoted shares:                           |                |                |                |                |
| - in Malaysia                            | 14,773         | 20,524         | -              | -              |
| - outside Malaysia                       | 5,355          | 1,600          | -              | -              |
| Quoted warrants outside Malaysia at cost | 1,444          | -              | -              | -              |
| Quoted loan stocks in Malaysia           | 330,541        | 924,636        | 169,704        | 362,205        |
|  | <u>352,113</u> | <u>947,849</u> | <u>169,704</u> | <u>362,205</u> |

Certain quoted loan stocks of the Group and of the Company at carrying value of RM71,364,000 (2004 : RM219,979,000) and RM44,288,000 (2004 : RM84,647,000) respectively have been pledged to financial institutions for credit facilities granted to the Company, subsidiary, holding and related companies.

Quoted loan stocks in Malaysia comprise investments in 8% Irredeemable Convertible Unsecured Loan Stocks 2002/2012 issued by Berjaya Sports Toto Berhad ("BToto ICULS"). The BToto ICULS at nominal value of RM1.00 each are constituted by a Trust Deed dated 14 June 2002 between BToto and the Trustee for the holders of BToto ICULS. The main features of BToto ICULS are as follows:

- The BToto ICULS shall be convertible into ordinary shares of BToto during the period from 5 August 2002 to the maturity date on 4 August 2012 at the rate of RM1.20 nominal value of BToto ICULS or at the rate of RM1.00 nominal value of BToto ICULS plus RM0.20 in cash for every one new ordinary share of RM1.00 each.
- Upon conversion of the BToto ICULS into new BToto ordinary shares, such shares shall rank pari passu in all respects with the ordinary shares of BToto in issue at the time of conversion except that they shall not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period in which the BToto ICULS are converted or any interim dividend declared prior to the date of conversion of the BToto ICULS.
- Interest on BToto ICULS is receivable semi-annually in arrears until the maturity date.

**9 INTANGIBLE ASSETS**

|   | Group          |                |
|---|----------------|----------------|
|   | 2005<br>RM'000 | 2004<br>RM'000 |
| (a) Goodwill:   |                |                |
| At 1 May 2004/2003  | 175,657        | 186,097        |
| Arising from increase in equity interest of a subsidiary company              | (459)          | -              |
| On deconsolidation due to dilution of equity interest in a subsidiary company | (88,773)       | -              |
| Impairment in value of goodwill   | (31,414)       | (10,438)       |
| Exchange differences  | (4)            | (2)            |
| At 30 April 2005/2004   | 55,007         | 175,657        |
| (b) Negative Goodwill:  |                |                |
| At 1 May 2004/2003/At 30 April 2005/2004                                      | (34,165)       | (34,165)       |

# Notes To The Financial Statements

30 April 2005

## 9 INTANGIBLE ASSETS (CONT'D)

### Group

2005  
RM'000

2004  
RM'000

(c) Others:

Right to receive Special Cash Sweep royalty revenue  
Less: Amortisation  
Less: Deconsolidated on dilution of equity interest in a subsidiary company

|         |         |
|---------|---------|
| 6,963   | 6,963   |
| (750)   | (583)   |
| (6,213) | -       |
| -       | 6,380   |
| 20,842  | 147,872 |

## 10 PROPERTY DEVELOPMENT COSTS

### Group

2005  
RM'000

2004  
RM'000

At 1 May 2004/2003

- freehold land  
- long leasehold land  
- development costs  
- write down of development costs

|         |         |
|---------|---------|
| 235,027 | 254,970 |
| 151,645 | 151,522 |
| 498,026 | 504,710 |
| (4,000) | (4,000) |

880,698

907,202

Costs incurred/(adjusted) during the year:

- freehold land  
- development costs

|        |        |
|--------|--------|
| 12,621 | (131)  |
| 78,737 | 90,210 |

91,358

90,079

Costs recognised in income statement:

- at 1 May 2004/2003  
- recognised during the year  
- eliminated due to completion of projects  
- disposal

|           |           |
|-----------|-----------|
| (552,401) | (500,116) |
| (99,548)  | (133,212) |
| 216,008   | 79,074    |
| -         | 1,854     |

- at 30 April 2005/2004

(435,941)

(552,400)

Disposal during the year:

- freehold land  
- development costs

|   |         |
|---|---------|
| - | (547)   |
| - | (1,307) |

-

(1,854)

Transfers during the year:

- from/(to) land held for development  
- to inventories

|         |          |
|---------|----------|
| 350     | (28,455) |
| (6,784) | (7,197)  |

(6,434)

(35,652)

**10 PROPERTY DEVELOPMENT COSTS (CONT'D)**

|   | <b>Group</b>                 |                              |
|---|------------------------------|------------------------------|
|   | <b>2005</b><br><b>RM'000</b> | <b>2004</b><br><b>RM'000</b> |
| Costs eliminated during the year due to completion of projects: |                              |                              |
| - freehold land   | (5,698)                      | (6,608)                      |
| - long leasehold land   | (1,396)                      | -                            |
| - development costs   | (208,914)                    | (72,466)                     |
|   | <u>(216,008)</u>             | <u>(79,074)</u>              |
| Carrying value at 30 April 2005/2004                            | <u>313,673</u>               | <u>328,301</u>               |

Included in the property development cost is interest capitalised for the year amounting to RM951,000 (2004 : RM973,000). Development properties at carrying value of RM268,462,000 (2004 : RM282,305,000) have been pledged to financial institutions for credit facilities granted to the subsidiary companies.

**11 INVENTORIES**

|                                       | <b>Group</b>                 |                              |
|---------------------------------------|------------------------------|------------------------------|
|                                       | <b>2005</b><br><b>RM'000</b> | <b>2004</b><br><b>RM'000</b> |
| At cost:                              |                              |                              |
| Property inventories                  | 37,385                       | 33,511                       |
| Ticket inventories                    | -                            | 116                          |
| Stores and consumables                | 10,341                       | 9,215                        |
| Gaming equipment components and parts | -                            | 257                          |
| At net realisable value:              |                              |                              |
| Property inventories                  | <u>360</u>                   | <u>801</u>                   |
|                                       | <u>48,086</u>                | <u>43,900</u>                |

The cost of inventories recognised as an expense during the financial year in the Group amounted to RM25,302,000 (2004 : RM22,714,000).

**12 AMOUNT DUE FROM HOLDING COMPANY**

This represents the amount due to the Group and the Company by BGB. This amount is interest bearing and the Directors expect BGB to settle the inter-company balance due to the Group within the financial year ending 30 April 2006.

# Notes To The Financial Statements

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## 13 RECEIVABLES

|   | Group          |                | Company        |                |
|---|----------------|----------------|----------------|----------------|
|   | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Trade receivables   | 183,914        | 191,740        | -              | -              |
| Other receivables   | 143,892        | 110,203        | 4,128          | 5,454          |
| Accrued billings in respect of property development costs | 13,710         | 24             | -              | -              |
| Deposits  | 25,846         | 12,971         | 175            | 168            |
| Prepayments   | 31,396         | 29,326         | -              | -              |
| Dividend receivable                                       | 4,118          | 59,016         | 1,395          | 23,471         |
| Amount owing by:  |                |                |                |                |
| - related companies                                       | 135,994        | 127,662        | 42,735         | 43,180         |
| - subsidiary companies                                    | -              | -              | 2,592,551      | 2,847,132      |
| - associated companies                                    | 91,653         | 128,206        | 555            | 555            |
|   | 630,523        | 659,148        | 2,641,539      | 2,919,960      |
| Provision for doubtful debts:                             |                |                |                |                |
| - trade receivables                                       | (20,841)       | (31,338)       | -              | -              |
| - other receivables                                       | (2,059)        | (3,121)        | (175)          | (175)          |
| - associated company                                      | (90,858)       | (50,000)       | -              | -              |
| - subsidiary companies                                    | -              | -              | (114,423)      | (114,423)      |
|   | (113,758)      | (84,459)       | (114,598)      | (114,598)      |
|   | 516,765        | 574,689        | 2,526,941      | 2,805,362      |

The Group's normal trade credit term ranges from 30 to 60 (2004 : 30 to 60) days. Other credit terms are assessed and approved on a case-by-case basis.

Included in other receivables of the Group are:

- (i) RM298,000 (2004 : RM328,000) which represents housing loans granted to certain Directors of subsidiary companies;
- (ii) RM9,019,000 (2004 : RM9,019,000) made to the Inland Revenue Board ("IRB") relating to the additional tax assessment of a subsidiary company for Years of Assessment 1990 to 1995. The additional assessment arose as a result of the different treatment of income from golf club activities by IRB. The Directors of the subsidiary company are of the opinion that the company concerned is not liable to the additional tax liability and the amount paid would therefore be refundable pending a successful appeal made to the IRB; and
- (iii) RM107,226,000 (2004 : RM54,841,000) which represents the excess of put option price over the nominal value of ICULS 1999/2009 which was exercised by several financial institutions up to 30 April 2005 that were purchased by a subsidiary company. BGB has undertaken to indemnify the Company as disclosed in Notes 22 and 39(10) to the financial statements.

**14 DEPOSITS**

|                              | Group          |                | Company        |                |
|------------------------------|----------------|----------------|----------------|----------------|
|                              | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Deposits with:               |                |                |                |                |
| - Licensed banks             | 41,885         | 36,354         | 13,370         | 11,476         |
| - Licensed finance companies | 6,018          | 1,963          | -              | -              |
|                              | <u>47,903</u>  | <u>38,317</u>  | <u>13,370</u>  | <u>11,476</u>  |

Included in the Group's and Company's deposits with financial institutions are amounts of RM13,939,000 (2004 : RM11,095,000) and RM13,370,000 (2004 : RM11,026,000) respectively pledged for banking facilities granted to the Company and subsidiary companies.

The weighted average effective interest rates as at balance sheet date were as follows:

|                            | Group     |           | Company   |           |
|----------------------------|-----------|-----------|-----------|-----------|
|                            | 2005<br>% | 2004<br>% | 2005<br>% | 2004<br>% |
| Licensed banks             | 2.4       | 2.8       | 2.8       | 2.8       |
| Licensed finance companies | 2.3       | 3.1       | -         | -         |

The maturities of deposits as at the end of financial year were as follows:

|                            | Group        |              | Company      |              |
|----------------------------|--------------|--------------|--------------|--------------|
|                            | 2005<br>Days | 2004<br>Days | 2005<br>Days | 2004<br>Days |
| Licensed banks             | 28           | 27           | 16           | 16           |
| Licensed finance companies | 9            | 19           | -            | -            |

**15 CASH AND BANK BALANCES**

Included in cash and bank balances of the Group are amounts of RM34,363,000 (2004 : RM35,552,000) held pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966 and therefore restricted from use in other operations.

Included in the cash and bank balances of the Group is a bank balance of RM1,000,000 (2004 : RM1,000,000) which is pledged with a financial institution for credit facilities granted to a subsidiary company.

**16 PAYABLES**

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Trade payables   | 34,537         | 38,970         | -              | -              |
| Progress billings in respect of property development costs | -              | 3,028          | -              | -              |
| Other payables   | 228,725        | 170,051        | 9,683          | 7,265          |
| Accruals   | 93,467         | 75,137         | 19,223         | 22,103         |
| Hire purchase and lease creditors (Note 23c)               | 24,207         | 26,983         | 154            | 154            |
|  | <u>380,936</u> | <u>314,169</u> | <u>29,060</u>  | <u>29,522</u>  |
| Balance carried forward                                    |                |                |                |                |

# Notes To The Financial Statements

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## 16 PAYABLES (CONT'D)

|                         | Group            |                | Company        |                |
|-------------------------|------------------|----------------|----------------|----------------|
|                         | 2005<br>RM'000   | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Balance brought forward | 380,936          | 314,169        | 29,060         | 29,522         |
| Amount owing to:        |                  |                |                |                |
| - subsidiary companies  | -                | -              | 105,717        | 116,670        |
| - associated company    | 692,922          | -              | 316,915        | -              |
| - related companies     | 4,539            | 6,711          | 752            | 644            |
|                         | <u>1,078,397</u> | <u>320,880</u> | <u>452,444</u> | <u>146,836</u> |

The normal trade credit terms granted to the Group range from 30 to 90 (2004 : 30 to 90) days.

Approximately RM15,900,000 (2004 : RM15,381,000) and RM77,000 (2004 : RM77,000) included in the hire purchase and lease creditors of the Group and of the Company respectively represent amounts owing to a related company. The hire purchase and lease liabilities bear interest at rates ranging from 3.65% to 12.75% (2004 : 3.45% to 12.50%) per annum.

Approximately RM46,264,000 (2004 : RM4,786,000) and RM2,102,000 (2004 : RM2,102,000) included in the other payables of the Group represent margin facilities bearing interest at rates ranging from 7.5% to 10.0% per annum, obtained by the Group, and advances from certain Directors of subsidiary companies respectively.

The amounts owing to subsidiary, associated and related companies are unsecured, interest bearing and have no fixed terms of repayment.

The amount owing to an associated company refers to the amount owing by the Group to BToto. The Company had given BToto an undertaking to settle the amount owing to BToto within three years from the date of the issue of BToto ICULS on 5 August 2002. As disclosed in Notes 39(3), 39(4) and 39(9) to the financial statements, the Company has on aggregate repaid BToto RM270 million arising from the conversion of BToto ICULS into BToto shares in the current financial year.

On 10 August 2005, the Company announced that, pursuant to a request by the Company to BToto for an extension of time by another one year to 4 August 2006 to settle in full the amount owing to BToto, BToto has agreed to grant the extension of time requested by the Company.

## 17 SHORT TERM BORROWINGS

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Revolving credit facilities                  |                |                |                |                |
| - secured                                    | 516,263        | 177,715        | 490,103        | 150,554        |
| Bank overdrafts                              |                |                |                |                |
| - secured                                    | 52,725         | 80,042         | 31,563         | 52,191         |
| - unsecured                                  | 4,336          | 5,862          | -              | -              |
|  | 57,061         | 85,904         | 31,563         | 52,191         |
| Short term loans - secured                   | 245,734        | 51,454         | 225,734        | 50,000         |
|  | 819,058        | 315,073        | 747,400        | 252,745        |
| Current portion of long term loans (Note 23) | 36,910         | 124,786        | -              | -              |
|  | <u>855,968</u> | <u>439,859</u> | <u>747,400</u> | <u>252,745</u> |

**17 SHORT TERM BORROWINGS (CONT'D)**

The secured portion of the borrowings is secured by certain quoted and unquoted investments and properties of the Company, its subsidiary and related companies of an aggregate asset value of RM3,322,968,000 (2004 : RM3,210,130,000) as mentioned in Notes 3, 4, 5, 7, 8, 10, 14 and 15 to the financial statements.

The borrowings bear interest at rates ranging from 3.50% to 10.50% (2004 : 3.50% to 8.90%) per annum for the Group and from 3.50% to 10.50% (2004 : 3.50% to 8.58%) per annum for the Company.

**18 RETIREMENT BENEFIT OBLIGATIONS**

|  | <b>Group</b>  |               |
|--|---------------|---------------|
|  | <b>2005</b>   | <b>2004</b>   |
|  | <b>RM'000</b> | <b>RM'000</b> |
| At 1 May 2004/2003                       | 2,751         | 2,359         |
| Additional provision during the year     | 261           | 418           |
| Utilisation of provision during the year | (4)           | (20)          |
| Unused amount reversed during the year   | (1,307)       | (6)           |
|  | <u>1,701</u>  | <u>2,751</u>  |
| At 30 April 2005/2004                    | <u>1,701</u>  | <u>2,751</u>  |
| Analysed as follows:                     |               |               |
| Current                                  | 70            | 34            |
| Non-Current                              | 1,631         | 2,717         |
|  | <u>1,701</u>  | <u>2,751</u>  |

Certain subsidiary companies operate unfunded, defined retirement benefit schemes and provision is made at contracted rates for benefits that would become payable on retirement of eligible employees. Under the scheme, eligible employees are entitled to retirement benefits varying between 18 days and 52 days per year of final salary on attainment of the retirement age of 55.

The amounts recognised in the balance sheet are determined based on the present value of unfunded defined benefit obligations.

The amounts recognised in the income statement are as follows:

|   | <b>Group</b>   |               |
|---|----------------|---------------|
|   | <b>2005</b>    | <b>2004</b>   |
|   | <b>RM'000</b>  | <b>RM'000</b> |
| Current service cost                    | (1,139)        | 249           |
| Interest cost                           | 93             | 163           |
|   | <u>(1,046)</u> | <u>412</u>    |
| Total included in staff costs (Note 28) | <u>(1,046)</u> | <u>412</u>    |
| Principal actuarial assumptions used:   |                |               |
| Discount rate (%)                       | 6.50           | 6.50          |
| Expected rate of salary increases (%)   | 5.00           | 5.00          |

# Notes To The Financial Statements

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## 19 SHARE CAPITAL

|   | Group and Company              |           |           |           |
|---|--------------------------------|-----------|-----------|-----------|
|   | Ordinary shares of RM1.00 each |           |           |           |
|   | 2005                           | 2004      | 2005      | 2004      |
| No. of shares   | No. of shares                  | RM'000    | RM'000    |           |
|   | '000                           | '000      |           |           |
| (a) Authorised:   | 5,000,000                      | 5,000,000 | 5,000,000 | 5,000,000 |
| (b) Issued and fully paid:                                      |                                |           |           |           |
| At 1 May 2004/2003  | 867,175                        | 867,170   | 867,175   | 867,170   |
| Issued in respect of conversion<br>of ICULS 1999/2009 (Note 22) | 902                            | 5         | 902       | 5         |
| At 30 April 2005/2004   | 868,077                        | 867,175   | 868,077   | 867,175   |

Pursuant to the Employees' Share Option Scheme which was implemented in 1999, none of the outstanding unexercised options for ordinary shares were exercised during the financial year and the remaining unexercised options lapsed on 6 December 2004 are as follows:

|              | Cumulative<br>options<br>exercised | Number of ordinary<br>shares of RM1 each<br>Options<br>unexercised/<br>lapsed | Option price<br>per ordinary<br>share of RM1 |
|--------------|------------------------------------|---|--|
| First offer  | -                                  | 8,714,000   | 1.70   |
| Second offer | 282,000                            | 6,640,000   | 1.28   |
| Third offer  | 826,000                            | 8,006,000   | 1.00   |
|              | 1,108,000                          | 23,360,000  |  |

## 20 SHARE PREMIUM

|  | Group and Company |                |
|--|-------------------|----------------|
|  | 2005<br>RM'000    | 2004<br>RM'000 |
| At 1 May 2004/2003                                   | 934,144           | 934,141        |
| Arising from conversion of ICULS 1999/2009 (Note 22) | 542               | 3              |
| At 30 April 2005/2004                                | 934,686           | 934,144        |

## 21 RESERVES

|                           | Group            |                  | Company          |                  |
|---------------------------|------------------|------------------|------------------|------------------|
|                           | 2005<br>RM'000   | 2004<br>RM'000   | 2005<br>RM'000   | 2004<br>RM'000   |
| Non-distributable:        |                  |                  |                  |                  |
| Exchange reserve (Note a) | 73,293           | 68,349           | -                | -                |
| Distributable:            |                  |                  |                  |                  |
| Retained profits (Note b) | 1,646,909        | 1,537,540        | 1,878,438        | 1,841,205        |
|                           | <u>1,720,202</u> | <u>1,605,889</u> | <u>1,878,438</u> | <u>1,841,205</u> |

|                       | Group          |                |
|-----------------------|----------------|----------------|
|                       | 2005<br>RM'000 | 2004<br>RM'000 |
| Notes:                |                |                |
| (a) Exchange reserve  |                |                |
| At 1 May 2004/2003    | 68,349         | 54,455         |
| Current year movement | 4,944          | 13,894         |
| At 30 April 2005/2004 | <u>73,293</u>  | <u>68,349</u>  |

## (b) Retained profits

The Company has tax exempt income of RM97,486,000 (2004 : RM97,486,000) available for distribution as tax exempt dividend and based on the estimated tax credits available, approximately RM713,462,000 (2004 : RM612,295,000) of the retained profit of the Company is available for distribution by way of dividend without incurring additional tax liability. Any distribution of dividend in excess of this amount will attract tax charge at the prevailing statutory tax rate.

## 22 5% IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("ICULS 1999/2009")

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| ICULS 1999/2009 at nominal value of RM1.00 each: |                |                |                |                |
| At 1 May 2004/2003                               | 588,659        | 640,993        | 894,449        | 894,457        |
| Less: Amount converted into ordinary shares      | (1,444)        | (8)            | (1,444)        | (8)            |
| Less: Purchased by a subsidiary company          | (152,677)      | (52,326)       | -              | -              |
| At 30 April 2005/2004                            | <u>434,538</u> | <u>588,659</u> | <u>893,005</u> | <u>894,449</u> |

The Company's ICULS 1999/2009 at nominal value of RM1.00 each are constituted by a Trust Deed dated 21 December 1999 between the Company and the Trustee for the holders of the ICULS 1999/2009.

The main features of the ICULS 1999/2009 are as follows:

- (a) The ICULS 1999/2009 shall be convertible into ordinary shares of the Company during the period from 31 December 1999 to the maturity date on 30 December 2009 at the rate of RM1.60 nominal value of ICULS 1999/2009 or at the rate of RM1.00 nominal value of ICULS 1999/2009 plus RM0.60 in cash for every one new ordinary share of RM1.00 each.

# Notes To The Financial Statements

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## 22 5% IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("ICULS 1999/2009") (CONT'D)

- (b) Upon conversion of the ICULS 1999/2009 into new ordinary shares, such shares shall rank pari passu in all respects with the ordinary shares of the Company in issue at the time of conversion except that they shall not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period in which the ICULS 1999/2009 are converted or any interim dividend declared prior to the date of conversion of the ICULS 1999/2009.
- (c) The interest on the ICULS 1999/2009 is payable semi-annually in arrears.

ICULS 1999/2009 were issued pursuant to a Debt Conversion exercise undertaken by the Company and completed on 31 December 1999. The Company granted a put option to certain financial institutions ("FIs") to purchase 100% of the ICULS 1999/2009 issued to the FIs or such number of ICULS 1999/2009 remaining with the FIs respectively after the offer for their sale. The put option is exercisable at any time during a period of 7 days each beginning on the second anniversary from the date of the grant of the put option with successive periods at half-yearly intervals until the termination of the put option which shall occur on the seventh day after the fifth anniversary of its grant.

The FIs contemporaneously granted a call option to sell to BGB 100% of the ICULS 1999/2009 issued or any such number of ICULS 1999/2009 remaining with the FIs after the offer for their sale, exercisable at any time within 5 years from the date of the grant of the call option on the ICULS 1999/2009.

BGB had assumed the said put option ("BGB Put Option") on the same terms and conditions and the FIs have agreed to grant its call option to BGB.

Up to 30 April 2005, several FIs exercised their options amounted to approximately RM458,467,488. BGB has informed the Company that it would not be able to meet its obligation pursuant to the BGB Put Option. The Company made arrangements for its wholly owned subsidiary company, Immediate Capital Sdn Bhd, to fulfil the put options which were financed by internally generated funds and external borrowings. BGB has undertaken to indemnify the Group all costs incurred in relation to any fundings obtained to fulfil the put options.

For the mutual benefit of both companies, the Company and BGB had previously suggested a proposal to offer for sale the ICULS 1999/2009 under the put option to shareholders of the Company and BGB. On 2 August 2004, the Company announced that BGB has proposed to the Company a revised proposal for the termination of the BGB Put Option. BGB will compensate the Company with up to approximately 579.082 million 0% Irredeemable Convertible Unsecured Loan Stocks of nominal value of RM0.50 each in Berjaya Corporation Sdn Bhd ("BCSB ICULS") as full and final settlement for the termination of the BGB Put Option obligation. The compensation of up to approximately 579.082 million BCSB ICULS was arrived at after taking into account the amount of holding costs incurred/to be incurred by the Company which is estimated to be approximately RM227.985 million. The 579.082 million BCSB ICULS will represent RM227.985 million of book value of BCSB ICULS in the records of the Company. BGB will continue to meet the net financing costs up to 31 December 2004 relating to any funding obtained by the Company to meet its obligations under the put option.

Based on the actual holding costs incurred/deemed incurred in respect of 797,241,290 ICULS 1999/2009 by the Company up to 31 December 2004 (being the expiry date of the BGB Put Option), the compensation has as such been determined to be RM226,891,428 through the release of the Company's obligation to distribute 576,304,227 BCSB ICULS to BGB pursuant to the Company's proposal to distribute BCSB ICULS to its shareholders as explained in Note 39(10) to the financial statements. In addition, the total net financing costs incurred by the Company up to 31 December 2004 to take up these ICULS 1999/2009 amounted to RM24.590 million and have been included in the amount due from holding company, BGB, as disclosed in Note 12 to the financial statements.

At 30 April 2005, the Company has resolved the acceptance of the remaining 338,773,802 ICULS 1999/2009 under the put options with certain FIs lenders through extension of the put options and/or via obtaining new loans for the acceptance of the put options.

The put option granted by the Company on ICULS 1999/2009 is secured by shares and properties of subsidiary companies, currently already pledged to the FIs.

**23 LONG TERM LIABILITIES**

|  | <b>Group</b>           |                        | <b>Company</b>         |                        |
|--|------------------------|------------------------|------------------------|------------------------|
|  | <b>2005<br/>RM'000</b> | <b>2004<br/>RM'000</b> | <b>2005<br/>RM'000</b> | <b>2004<br/>RM'000</b> |
| Secured term loans (Note a)  | 519,447                | 419,140                | 213,680                | 100,000                |
| Less: Amount repayable within 12 months<br>included in current liabilities (Note 17) | (36,910)               | (124,786)              | -                      | -                      |
|  | 482,537                | 294,354                | 213,680                | 100,000                |
| Revolving credits - secured (Note b)   | 128,440                | 333,022                | 112,415                | 316,997                |
| Hire purchase and lease creditors (Note c)   | 4,114                  | 10,589                 | 180                    | 257                    |
| Club members' deposits (Note d)  | 67,644                 | 70,491                 | -                      | -                      |
| Deferred income (Note e)   | 142,764                | 131,703                | -                      | -                      |
| Amount owing to an associated company (Note f)                                       | -                      | 916,223                | -                      | 560,493                |
| Other long term liabilities  | 4,480                  | 4,158                  | -                      | -                      |
|  | <u>829,979</u>         | <u>1,760,540</u>       | <u>326,275</u>         | <u>977,747</u>         |

- (a) The term loans of the Group and of the Company are secured by quoted shares and properties of the Group and of the Company as mentioned in Notes 3, 4, 5, 7, 8, 10 14 and 15 to the financial statements. The term loans bear interest at rates ranging from 6.67% to 9.95% (2004: 3.70% to 9.95%) per annum.

Details of the secured term loans payable after one year are as follows:

|  | <b>Group</b>           |                        | <b>Company</b>         |                        |
|--|------------------------|------------------------|------------------------|------------------------|
|  | <b>2005<br/>RM'000</b> | <b>2004<br/>RM'000</b> | <b>2005<br/>RM'000</b> | <b>2004<br/>RM'000</b> |
| Amounts repayable within:                    |                        |                        |                        |                        |
| More than 1 year but not later than 2 years  | 161,685                | 87,375                 | -                      | -                      |
| More than 2 years but not later than 5 years | 262,630                | 156,513                | 64,674                 | 100,000                |
| More than 5 years                            | 58,222                 | 50,466                 | 149,006                | -                      |
|  | <u>482,537</u>         | <u>294,354</u>         | <u>213,680</u>         | <u>100,000</u>         |

- (b) Revolving credits which are due to be repaid within the next twelve months but are expected to be rolled over are treated as long term liabilities.
- (c) Approximately RM76,000 (2004 : RM1,393,000) included in the hire purchase and lease creditors of the Group are owing to a related company.

# Notes To The Financial Statements

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## 23 LONGTERM LIABILITIES (CONT'D)

The commitment terms of more than one year under hire purchase and lease creditors are summarised as follows:

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Gross amounts payable within:                                |                |                |                |                |
| 1 year after balance sheet date                              | 24,755         | 28,428         | 168            | 168            |
| More than 1 year but not later than 2 years                  | 2,499          | 8,449          | 91             | 91             |
| More than 2 years but not later than 5 years                 | 1,150          | 2,913          | 122            | 213            |
| More than 5 years  | 871            | -              | -              | -              |
|  | 29,275         | 39,790         | 381            | 472            |
| Less: Unexpired interest                                     | (954)          | (2,218)        | (47)           | (61)           |
|  | 28,321         | 37,572         | 334            | 411            |
| Less: Current portion shown in current liabilities (Note 16) | (24,207)       | (26,983)       | (154)          | (154)          |
|  | 4,114          | 10,589         | 180            | 257            |
| Present value of hire purchase and lease creditors:          |                |                |                |                |
| 1 year after balance sheet date                              | 24,207         | 26,983         | 154            | 154            |
| More than 1 year but not later than 2 years                  | 2,265          | 7,953          | 77             | 77             |
| More than 2 years but not later than 5 years                 | 980            | 2,636          | 103            | 180            |
| More than 5 years  | 869            | -              | -              | -              |
|  | 28,321         | 37,572         | 334            | 411            |

- (d) Club members' deposits represent amounts paid by members to certain subsidiary companies for membership licences issued to use and enjoy the facilities of the subsidiary companies' recreational clubs. The monies are refundable to the members at their request upon expiry of prescribed terms from the dates of issuance of the licences.
- (e) Deferred income represents mainly deferred membership fees which are recognised over the membership period by subsidiary companies.
- (f) The amount owing to an associated company refers to the amount owing by the Group to BToto. In the current financial year, this amount has been reclassified to current liabilities as the Company expects this amount to be settled on completion of the proposed disposal of a total of 350 million BToto shares as disclosed in Note 40(2) to the financial statements.

## 24 DEFERRED TAX

|   | Group          |                | Company        |                |
|---|----------------|----------------|----------------|----------------|
|   | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| At 1 May 2004/2003  | 143,106        | 133,830        | 9,129          | 1,826          |
| Recognised in the income statements (Note 31)                           | (16,212)       | 9,511          | (8,627)        | 7,303          |
| Deconsolidated due to dilution in equity interest of subsidiary company | (726)          | -              | -              | -              |
| Exchange differences  | 290            | (235)          | -              | -              |
| At 30 April 2005/2004   | 126,458        | 143,106        | 502            | 9,129          |

**24 DEFERRED TAX (CONT'D)**

The components and movements of deferred tax liabilities and assets during the financial year are as follows:

| <u>Deferred Tax Liabilities of the Group:</u>             | <b>Property,<br/>plant and<br/>equipment<br/>RM'000</b> | <b>Land held<br/>for<br/>development<br/>RM'000</b> | <b>Development<br/>properties<br/>RM'000</b>  | <b>Investment<br/>properties<br/>RM'000</b>                        | <b>Property<br/>inventories<br/>RM'000</b> | <b>Total<br/>RM'000</b> |
|---|---|---|---|--|--|-------------------------|
| At 1 May 2004   | 115,040   | 6,984   | 90,191  | 10,883   | 191  | 223,289                 |
| Recognised in the income statement                        | (24,335)  | 4,211   | (7,430)   | 8,905  | 249  | (18,400)                |
| Deconsolidated due to<br>dilution of a subsidiary company | (726)   | -   | -   | -  | -  | (726)                   |
| Exchange differences                                      | 290   | -   | -   | -  | -  | 290                     |
|   | <u>90,269</u>   | <u>11,195</u>                                       | <u>82,761</u>   | <u>19,788</u>  | <u>440</u>                                 | <u>204,453</u>          |
| Less: Set-off of deferred tax assets                      |   |   |   |  |  | (77,240)                |
| At 30 April 2005  |   |   |   |  |  | <u>127,213</u>          |
| At 1 May 2003   | 110,782   | 5,537   | 88,789  | 10,883   | 62   | 216,053                 |
| Recognised in the income statement                        | 4,493   | 1,447   | 1,402   | -  | 129  | 7,471                   |
| Exchange differences                                      | (235)   | -   | -   | -  | -  | (235)                   |
|   | <u>115,040</u>  | <u>6,984</u>  | <u>90,191</u>   | <u>10,883</u>  | <u>191</u>                                 | <u>223,289</u>          |
| Less: Set-off of deferred tax assets                      |   |   |   |  |  | (79,041)                |
| At 30 April 2004  |   |   |   |  |  | <u>144,248</u>          |
|   |   |   | <b>Unused<br/>tax losses<br/>and<br/>unabsorbed<br/>capital<br/>allowances<br/>RM'000</b> | <b>Unabsorbed<br/>investment<br/>tax<br/>allowances<br/>RM'000</b> | <b>Others<br/>RM'000</b>                   | <b>Total<br/>RM'000</b> |
| <u>Deferred Tax Assets of the Group:</u>                  |   |   |   |  |  |                         |
| At 1 May 2004   |   | (1,566)   | (68,899)  | (8,760)  | (958)                                      | (80,183)                |
| Recognised in the income statement                        |   | 612   | 10,962  | (10,126)   | 740  | 2,188                   |
|   |   | <u>(954)</u>  | <u>(57,937)</u>   | <u>(18,886)</u>  | <u>(218)</u>                               | <u>(77,995)</u>         |
| Less: Set-off of deferred tax liabilities                 |   |   |   |  |  | 77,240                  |
| At 30 April 2005  |   |   |   |  |  | <u>(755)</u>            |
| At 1 May 2003   |   | (1,886)   | (71,029)  | (8,760)  | (548)                                      | (82,223)                |
| Recognised in the income statement                        |   | 320   | 2,130   | -  | (410)                                      | 2,040                   |
|   |   | <u>(1,566)</u>                                      | <u>(68,899)</u>   | <u>(8,760)</u>   | <u>(958)</u>                               | <u>(80,183)</u>         |
| Less: Set-off of deferred tax liabilities                 |   |   |   |  |  | 79,041                  |
| At 30 April 2004  |   |   |   |  |  | <u>(1,142)</u>          |

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## 24 DEFERRED TAX (CONT'D)

| <u>Deferred Tax Liabilities of the Company:</u> | <b>Property,<br/>plant and<br/>equipment<br/>RM'000</b> | <b>Dividends<br/>receivable<br/>RM'000</b>              | <b>Total<br/>RM'000</b> |
|---|---|---|-------------------------|
| At 1 May 2004                                   | 146   | 9,129   | 9,275                   |
| Recognised in the income statement              | (146)   | (8,627)   | (8,773)                 |
|   | -   | 502   | 502                     |
| Less: Set-off against deferred tax assets       |   |   | -                       |
| At 30 April 2005                                |   |   | 502                     |
| At 1 May 2003                                   | 200   | 1,826   | 2,026                   |
| Recognised in the income statement              | (54)  | 7,303   | 7,249                   |
|   | 146   | 9,129   | 9,275                   |
| Less: Set-off against deferred tax assets       |   |   | (146)                   |
| At 30 April 2004                                |   |   | 9,129                   |
| <u>Deferred Tax Assets of the Company:</u>      | <b>Other<br/>payables<br/>RM'000</b>                    | <b>Unabsorbed<br/>capital<br/>allowances<br/>RM'000</b> | <b>Total<br/>RM'000</b> |
| At 1 May 2004                                   | (69)  | (77)  | (146)                   |
| Recognised in the income statement              | 69  | 77  | 146                     |
|   | -   | -   | -                       |
| Less: Set-off against deferred tax liabilities  |   |   | -                       |
| At 30 April 2005                                |   |   | -                       |
| At 1 May 2003                                   | -   | (200)   | (200)                   |
| Recognised in the income statement              | (69)  | 123   | 54                      |
|   | (69)  | (77)  | (146)                   |
| Less: Set-off against deferred tax liabilities  |   |   | 146                     |
| At 30 April 2004                                |   |   | -                       |

**24 DEFERRED TAX (CONT'D)**

Deferred tax assets have not been recognised in respect of the following items:

|                                      | Group          |                | Company        |                |
|--------------------------------------|----------------|----------------|----------------|----------------|
|                                      | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Unused tax losses                    | 311,175        | 312,110        | -              | -              |
| Unabsorbed capital allowances        | 176,649        | 170,096        | 11,811         | 11,483         |
| Unabsorbed investment tax allowances | 157,044        | 156,221        | -              | -              |
| Others                               | 132            | 11,935         | 52             | -              |
|                                      | <u>645,000</u> | <u>650,362</u> | <u>11,863</u>  | <u>11,483</u>  |

The unused tax losses, unabsorbed capital allowances and investments tax allowances are available indefinitely for offset against future taxable profit of the Company and its respective subsidiaries.

**25 REVENUE****Group**

Revenue represents gross stake collection from the sale of betting tickets less gaming tax, sale of betting terminals net of discounts, invoiced value of goods sold less returns and trade discounts, invoiced value of services rendered, a proportion of contractual sales revenue determined by reference to the percentage of completion of the development properties, sale of property inventories, rental income, revenue from hotel and resort operations, membership fees from vacation time-share and recreational activities and net house takings from casino operations. Intra group transactions are excluded.

The main categories of revenue are as follows:

|   | 2005<br>RM'000 | 2004<br>RM'000 |
|---|----------------|----------------|
| Gaming and related activities   | 109,395        | 156,660        |
| Contract revenue and sale of property inventories   | 184,828        | 258,595        |
| Invoiced value of goods and services sold<br>from hotel, resort and theme park operations | 224,663        | 201,988        |
| Income from investment properties   | 48,552         | 47,514         |
| Net house takings from casino operations  | 9,071          | 11,430         |
| Membership fees and subscriptions   | 92,442         | 100,717        |
|   | <u>668,951</u> | <u>776,904</u> |

**Company**

Revenue represents management fees charged to subsidiary companies, gross dividend received and receivable from subsidiary and associated companies and other investments and share administration fee income. The details of which are as follows:

|  | 2005<br>RM'000 | 2004<br>RM'000 |
|--|----------------|----------------|
| Gross dividend received and receivable | 120,206        | 153,065        |
| Management fees                        | 1,180          | 1,180          |
| Share administration fee income        | 1,187          | 1,538          |
|  | <u>122,573</u> | <u>155,783</u> |

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## 26 PROFIT FROM OPERATIONS

|   | Group          |                | Company        |                |
|---|----------------|----------------|----------------|----------------|
|   | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Profit from operations is stated after charging:    |                |                |                |                |
| Betting royalty                                     | 595            | 854            | -              | -              |
| Rental of office premises                           | 1,952          | 1,822          | 593            | 585            |
| Depreciation of property, plant and equipment       | 50,445         | 35,364         | 736            | 884            |
| Directors' remuneration                             |                |                |                |                |
| - fees  | 352            | 480            | 120            | 108            |
| - salaries and other emoluments                     | 2,777          | 3,490          | 200            | 195            |
| - bonus   | 362            | 382            | 43             | 41             |
| Auditors' remuneration                              |                |                |                |                |
| - audit - current year                              | 926            | 925            | 80             | 68             |
| - underprovision in previous year                   | 33             | 44             | 26             | 21             |
| - non-audit   | 35             | 25             | 35             | 13             |
| Bad and doubtful debts                              | 3,401          | 11,296         | -              | -              |
| Hire of plant and machinery                         | 292            | 365            | -              | -              |
| Property, plant and equipment written off           | 110            | 26             | -              | 80             |
| Amortisation of other intangible assets             | 167            | 250            | -              | -              |
| Amortisation of short leasehold land                | 52             | 57             | -              | -              |
| Management fees payable to ultimate holding company | 400            | 400            | 400            | 400            |
| Loss on foreign exchange - realised                 | 1,627          | -              | -              | -              |
| - unrealised  | 107            | -              | -              | -              |
| Staff costs (Note 28)                               | 119,003        | 113,869        | 6,102          | 5,235          |
| And after crediting:                                |                |                |                |                |
| Dividend income (gross):                            |                |                |                |                |
| - from subsidiary companies                         |                |                |                |                |
| - quoted  | -              | -              | -              | 2,129          |
| - unquoted  | -              | -              | 59,510         | 80,899         |
| - from quoted associated company                    | -              | -              | 60,696         | 70,037         |
| Gain on disposal of property, plant and equipment   | 2,522          | 4,952          | 184            | 143            |
| Rental income                                       |                |                |                |                |
| - others  | 5,973          | 5,960          | -              | -              |
| - related companies                                 | 122            | 190            | -              | -              |
| Management fees receivable from:                    |                |                |                |                |
| - subsidiary companies                              | -              | -              | 1,100          | 1,180          |
| - associated company                                | 80             | -              | 80             | -              |
| Gain on foreign exchange - realised                 | -              | 1,414          | -              | -              |
| - unrealised  | -              | 1,593          | -              | -              |

The estimated benefits-in-kind of the Directors of the Group and of the Company are RM63,000 (2004 : RM52,000) and RM19,000 (2004 : RM15,000) respectively.

**27 DIRECTORS' REMUNERATION**

The aggregate Directors' remuneration paid or payable to all Directors of the Company and the Group, categorised into appropriate components for the financial year are as follows:

|                                      | Group          |                | Company        |                |
|--------------------------------------|----------------|----------------|----------------|----------------|
|                                      | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| <b>Directors of the Company:</b>     |                |                |                |                |
| Executive Directors                  |                |                |                |                |
| Salaries and other emoluments        | 1,871          | 1,615          | 194            | 189            |
| Bonus                                | 239            | 278            | 39             | 37             |
| Benefits-in-kind                     | 63             | 52             | 19             | 15             |
| Non-Executive Directors:             |                |                |                |                |
| Fees                                 | 120            | 118            | 120            | 108            |
| Other emoluments                     | 6              | 6              | 6              | 6              |
| Bonus                                | 4              | 4              | 4              | 4              |
|                                      | <u>2,303</u>   | <u>2,073</u>   | <u>382</u>     | <u>359</u>     |
| <b>Other Directors of the Group:</b> |                |                |                |                |
| Fees                                 | 232            | 362            | -              | -              |
| Salaries and other emoluments        | 900            | 1,869          | -              | -              |
| Bonus                                | 119            | 100            | -              | -              |
|                                      | <u>1,251</u>   | <u>2,331</u>   | <u>-</u>       | <u>-</u>       |

**28 STAFF COSTS**

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Wages and salaries (excluding directors' remuneration) | 90,212         | 82,599         | 4,961          | 4,378          |
| Social security costs                                  | 4,274          | 4,430          | 243            | 77             |
| Pension costs-defined contribution plans               | 8,106          | 8,430          | 591            | 533            |
| Pension costs-defined benefit plans (Note 18)          | (1,046)        | 412            | -              | -              |
| Short term accumulating compensated absences           | 1,056          | 1,052          | 4              | 247            |
| Other staff related expenses                           | 16,401         | 16,946         | 303            | -              |
|  | <u>119,003</u> | <u>113,869</u> | <u>6,102</u>   | <u>5,235</u>   |

# Notes To The Financial Statements

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## 29 RESULTS ARISING FROM INVESTING ACTIVITIES

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Interest income:   |                |                |                |                |
| - fixed and other deposits   | 2,439          | 2,507          | 267            | 154            |
| - inter-company  |                |                |                |                |
| - ultimate holding company   | 89,195         | 92,136         | 71,397         | 74,488         |
| - subsidiary companies   | -              | -              | 67,171         | 67,230         |
| - related companies  | 3,911          | 2,965          | 2,652          | 1,993          |
| - others   | 2,211          | 4,046          | -              | -              |
| - quoted loan stocks   | 18,063         | 25,893         | 7,042          | 11,018         |
|  | 115,819        | 127,547        | 148,529        | 154,883        |
| Dividend income (gross):   |                |                |                |                |
| - from other investments quoted in Malaysia                                | 87             | 76             | -              | -              |
| Others:  |                |                |                |                |
| Expenses accrued on acquisition of investments written back                | 3,398          | -              | 2,745          | -              |
| Gain/(Loss) on disposal of other investments                               | 231            | (6,733)        | -              | 834            |
| Gain on disposal of properties   | 23,453         | 7,481          | -              | -              |
| Loss on transfer of subsidiary companies to a fellow subsidiary company    | -              | -              | (5,416)        | -              |
| Impairment in value of goodwill  | (31,414)       | (10,438)       | -              | -              |
| Impairment loss in other investments                                       | (3,251)        | (2,926)        | -              | -              |
| Impairment in value of investments in associated companies                 | (35,798)       | -              | (1,500)        | -              |
| Impairment in value of property, plant and equipment                       | (14,200)       | (13,500)       | -              | -              |
| Impairment in value of land held for development and investment properties | (6,000)        | (1,274)        | -              | -              |
| Write-off of amounts due from subsidiary companies                         | -              | -              | (85)           | (100,322)      |
| Write-back of amounts due from subsidiary companies                        | -              | -              | 115            | 1,709          |
| Provision for doubtful debts of amount due from an associated company      | (40,858)       | (19,000)       | -              | -              |
| Write-off of investment in subsidiary companies                            | -              | -              | (11,115)       | (91,478)       |
| Gain realised arising from dilution of a subsidiary company                | 63,721         | -              | -              | -              |
|  | (40,718)       | (46,390)       | (15,256)       | (189,257)      |
|  | 75,188         | 81,233         | 133,273        | (34,374)       |

**30 FINANCE COSTS**

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Interest expense                                 |                |                |                |                |
| - loans  | 66,546         | 60,938         | 39,732         | 26,896         |
| - other borrowings                               | 3,264          | 1,183          | -              | -              |
| - hire purchase                                  | 7,657          | 3,486          | 17             | 78             |
| - inter-company                                  |                |                |                |                |
| - subsidiary companies                           | -              | -              | 2,012          | 3,502          |
| - associated company                             | 49,434         | 58,928         | 28,947         | 39,306         |
| - irredeemable convertible unsecured loan stocks | 26,024         | 31,414         | 44,424         | 44,645         |
| Loan related expenses                            | 60             | 9              | -              | -              |
|  | <u>152,985</u> | <u>155,958</u> | <u>115,132</u> | <u>114,427</u> |

**31 TAXATION**

|   | Group           |                | Company        |                |
|---|-----------------|----------------|----------------|----------------|
|   | 2005<br>RM'000  | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Income tax:   |                 |                |                |                |
| Malaysian income tax  | 15,996          | 23,254         | 48,498         | 44,080         |
| Foreign tax   | 5,272           | 5,512          | -              | -              |
| Under/(Over) provision in prior years:                        |                 |                |                |                |
| - Malaysian income tax  | 836             | 2,047          | 1,238          | 1,669          |
| - Foreign tax   | (359)           | (29)           | -              | -              |
|   | <u>21,745</u>   | <u>30,784</u>  | <u>49,736</u>  | <u>45,749</u>  |
| Deferred taxation (Note 24):                                  |                 |                |                |                |
| Relating to origination and reversal of temporary differences | (17,988)        | 9,265          | (8,627)        | 7,303          |
| Underprovision in prior years                                 | 1,776           | 246            | -              | -              |
|   | <u>(16,212)</u> | <u>9,511</u>   | <u>(8,627)</u> | <u>7,303</u>   |
| Share of taxation of associated companies                     | 63,989          | 48,553         | -              | -              |
| Withholding tax   | -               | 480            | -              | -              |
| Real property gains tax                                       | 1,285           | 233            | -              | -              |
|   | <u>70,807</u>   | <u>89,561</u>  | <u>41,109</u>  | <u>53,052</u>  |

Malaysian income tax is calculated at the Malaysian statutory income tax rate of 28% (2004 : 28%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

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## 31 TAXATION (CONT'D)

A reconciliation of income tax expense applicable to profit/(loss) before taxation at the statutory income tax rate to income tax expense at the effective income tax of the Group and of the Company is as follows:

| <b>Group</b>  | <b>2005</b><br><b>RM'000</b> | <b>2004</b><br><b>RM'000</b> |
|---|------------------------------|------------------------------|
| Profit before taxation  | 140,577                      | 191,392                      |
| Taxation at Malaysian statutory tax rate of 28% (2004 : 28%)  | 39,362                       | 53,590                       |
| Effect of different tax rates in other countries  | 487                          | 586                          |
| Effect of lower tax rates for small and medium scale companies  | (288)                        | (247)                        |
| Effect of income subject to real property gains tax and withholding tax   | (6,572)                      | (1,182)                      |
| Effect of income not subject to tax   | (25,573)                     | (12,971)                     |
| Effect of expenses not deductible for tax purposes  | 75,053                       | 46,221                       |
| Effect of utilisation of previously unrecognised tax losses,<br>unabsorbed capital allowances and unabsorbed investment tax allowances                | (4,848)                      | (8,696)                      |
| Effect of utilisation of other previously unrecognised deductible temporary differences   | -                            | (983)                        |
| Effect of deferred tax no longer required due to reduction in foreign income tax rate   | (17,066)                     | -                            |
| Deferred tax assets not recognised in respect of current year's tax losses,<br>unabsorbed capital allowances and unabsorbed investment tax allowances | 8,256                        | 10,979                       |
| Deferred tax assets recognised on previously<br>unrecognised tax losses and unabsorbed capital allowances   | (257)                        | -                            |
| Underprovision of deferred tax in prior years   | 1,776                        | 246                          |
| Underprovision of tax expense in prior years  | 477                          | 2,018                        |
| <b>Tax expense for the year</b>   | <b>70,807</b>                | <b>89,561</b>                |
| <b>Company</b>  | <b>2005</b><br><b>RM'000</b> | <b>2004</b><br><b>RM'000</b> |
| Profit/(Loss) before taxation   | 109,560                      | (14,300)                     |
| Taxation at Malaysian statutory tax rate of 28% (2004 : 28%)  | 30,677                       | (4,004)                      |
| Effect of income not subject to tax   | -                            | (234)                        |
| Effect of expenses not deductible for tax purposes  | 9,088                        | 55,398                       |
| Deferred tax assets not recognised in respect of unabsorbed capital allowances  | 106                          | 223                          |
| Underprovision of tax expense in prior years  | 1,238                        | 1,669                        |
| <b>Tax expense for the year</b>   | <b>41,109</b>                | <b>53,052</b>                |

Tax savings during the financial year arising from:

|   | <b>Group</b>                 |                              | <b>Company</b>               |                              |
|---|------------------------------|------------------------------|------------------------------|------------------------------|
|   | <b>2005</b><br><b>RM'000</b> | <b>2004</b><br><b>RM'000</b> | <b>2005</b><br><b>RM'000</b> | <b>2004</b><br><b>RM'000</b> |
| Utilisation of current year tax losses            | 3,665                        | 2,600                        | 3,612                        | 2,596                        |
| Utilisation of previously unrecognised tax losses | 1,600                        | 8,626                        | -                            | -                            |

**32 DIVIDENDS**

|   | <b>Group and Company</b>                               |  |  |  |
|---|--|--|--|--|
|   | <b>2005<br/>Net<br/>dividend<br/>per share<br/>Sen</b> | <b>2005<br/>Amount<br/>of dividend<br/>net of tax<br/>RM'000</b> | <b>2004<br/>Net<br/>dividend<br/>per share<br/>Sen</b> | <b>2004<br/>Amount<br/>of dividend<br/>net of tax<br/>RM'000</b> |
| First interim dividend of 5% less 28% income tax in respect of year ended 30 April 2004 | -  | -  | 3.60   | 31,218   |
| Final dividend of 5% less 28% income tax in respect of year ended 30 April 2005         | 3.60   | 31,251   | -  | -  |

In the previous financial year, the Company declared a first interim dividend of 5% less 28% income tax after 30 April 2004 which was not recognised as a liability then. This dividend was accounted for in the shareholders' equity as an appropriation of retained profit in the current financial year.

On 27 June 2005, the Company recommended a final dividend of 5% less 28% income tax in respect of the current financial year ended 30 April 2005 to be approved by the Company's shareholders at the forthcoming Annual General Meeting. The financial statements for the current financial year do not reflect this dividend. This dividend will be accounted for in the shareholders' equity as an appropriation of retained profit in the financial year ending 30 April 2006.

**33 EARNINGS PER SHARE**

The earnings per share is calculated by dividing profit after taxation and minority interests of RM67,458,000 (2004 : RM93,935,000) on the weighted average of 867,413,000 (2004 : 867,173,000) ordinary shares of RM1.00 each in issue during the year.

The fully diluted earnings per share which is calculated by dividing the net profit for the year by the weighted average number of shares issued and issuable assuming the full year effect of conversion of ICULS 1999/2009 at 30 April is as follows:

|   | <b>Group</b> |             |
|---|--------------|-------------|
|   | <b>2005</b>  | <b>2004</b> |
| Net profit for the year (RM'000)  | 67,458       | 93,935      |
| Increase in net profit as a result of interest expense saved from potential ICULS 1999/2009 conversion (RM'000) | 15,643       | 21,192      |
| Adjusted net profit for the year (RM'000)   | 83,101       | 115,127     |
| Weighted average number of shares outstanding ('000)  | 867,413      | 867,173     |
| Number of shares from potential ICULS 1999/2009 conversion ('000)*  | 271,856      | 557,509     |
| Adjusted weighted average number of shares ('000)   | 1,139,269    | 1,424,682   |
| Fully diluted earnings per share (sen)  | 7.3          | 8.1         |

The effects of options granted to employees are not included in the calculation of diluted earnings per share as these options had lapsed on 6 December 2004.

\* The significant decrease in number of shares from potential ICULS 1999/2009 conversion is attributable to the exclusion of ICULS 1999/2009 bought back by Immediate Capital Sdn Bhd, as the proposed offer for sale of the ICULS 1999/2009 under the put option is not expected to materialise, as disclosed in Note 39(10) to the financial statements.

# Notes To The Financial Statements

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## 34 CONTINGENT ASSET AND LIABILITIES

### Contingent Asset

|   | Group          |                |
|---|----------------|----------------|
|   | 2005<br>RM'000 | 2004<br>RM'000 |
| Estimated liquidated ascertained damages ("LAD")<br>receivable on late delivery of vacant possession in respect of properties | -              | 44,440         |

The contingent asset of LAD was settled during the year whereby a certain quantum of quoted shares of an associated company was received and the quoted shares are accounted for as part of the investment in associated company as disclosed in Note 39(6) to the financial statements.

### Contingent Liabilities

|   | Group          |                | Company        |                |
|---|----------------|----------------|----------------|----------------|
|   | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Unsecured:  |                |                |                |                |
| Guarantees given to financial institutions<br>for credit facilities granted to: |                |                |                |                |
| - subsidiary companies  | -              | -              | 302,710        | 342,904        |
| - related companies   | 24,699         | 24,699         | 24,699         | 24,699         |
|   | <u>24,699</u>  | <u>24,699</u>  | <u>327,409</u> | <u>367,603</u> |

The guarantees were given to financial institutions for credit facilities granted to related companies before the inception of the Revamped Listing Requirements of Bursa Malaysia Securities Berhad.

## 35 COMMITMENTS

### (a) Other Commitments

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Capital Expenditure:   |                |                |                |                |
| - approved and contracted  | 75,968         | 92,503         | -              | -              |
| Incremental holding costs in respect of put<br>option on ICULS 1999/2009 (Note 22) | 124,642        | -              | 124,642        | -              |
|  | <u>200,610</u> | <u>92,503</u>  | <u>124,642</u> | <u>-</u>       |

Details of significant commitments for acquisition of properties and investments are included in Notes 39 and 40 to the financial statements.

**35 COMMITMENTS (CONT'D)****(b) Non-Cancellable Operating Lease Commitments - Group and Company as Lessees**

|  | Group          |                | Company        |                |
|--|----------------|----------------|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Future minimum rental payable:               |                |                |                |                |
| Not later than 1 year                        | 101            | 69             | 1,352          | 828            |
| Later than 1 year and not later than 5 years | 70             | 78             | -              | -              |
|  | <u>171</u>     | <u>147</u>     | <u>1,352</u>   | <u>828</u>     |

The Group and the Company entered into operating leases which represent rental payable for the use of buildings. Leases are negotiated for a period of between 1 and 3 years and rentals fixed for between 1 and 3 years.

**(c) Non-Cancellable Operating Lease Commitments - Group as Lessor**

|  | Group          |                |
|--|----------------|----------------|
|  | 2005<br>RM'000 | 2004<br>RM'000 |
| Future minimum rental receivable:            |                |                |
| Not later than 1 year                        | 34,022         | 28,675         |
| Later than 1 year and not later than 5 years | 27,549         | 13,742         |
|  | <u>61,571</u>  | <u>42,417</u>  |

The Group entered into commercial property leases on its investment properties portfolio consisting of commercial and office space. These leases have remaining non-cancellable lease terms of between 1 and 3 years.

**36 SIGNIFICANT RELATED PARTY TRANSACTIONS**

|   |   | Group          |                | Company        |                |
|---|---|----------------|----------------|----------------|----------------|
|   |   | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Repayment/(Advances) given to:  |   |                |                |                |                |
| - subsidiary companies  |   | -              | -              | (30,618)       | (2,708)        |
| - ultimate holding company  | a | 17,303         | (25,709)       | 20,082         | (20,659)       |
| - related companies   | b | (10,510)       | (52,653)       | 3,224          | (21,979)       |
| Repayment from/(to):  |   |                |                |                |                |
| - subsidiary companies  |   | -              | -              | 348,743        | 56,513         |
| - associated company  | c | (272,577)      | (200,345)      | (272,524)      | (200,345)      |
| Progress payments in connection with the acquisition of properties made to Berjaya Times Square Sdn Bhd | d | -              | 21,661         | -              | -              |
| Share administration fees income receivable from:   |   |                |                |                |                |
| - Berjaya Capital Berhad  | b | (658)          | (576)          | (329)          | (240)          |
| - Berjaya Group Berhad ("BGB")  | a | (492)          | (785)          | (278)          | (470)          |

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## 36 SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)

|   |   | Group          |                | Company        |                |
|---|---|----------------|----------------|----------------|----------------|
|   |   | 2005<br>RM'000 | 2004<br>RM'000 | 2005<br>RM'000 | 2004<br>RM'000 |
| Rental of premises and related services receivable from:  |   |                |                |                |                |
| - Sun Media Corporation Sdn Bhd   | e | (757)          | (958)          | -              | -              |
| - DiGi Telecommunications Sdn Bhd ("DTS")   | f | (1,456)        | (1,452)        | -              | -              |
| - Tai Thong Clubs and Hotel Catering Sdn Bhd  | g | (1,599)        | (1,722)        | -              | -              |
| Rental of premises and related services receivable from:  |   |                |                |                |                |
| - Convenience Shopping Sdn Bhd  | h | (1,325)        | (714)          | -              | -              |
| - Berjaya Starbucks Coffee Company Sdn Bhd<br>(formerly known as Berjaya Coffee Company<br>(M) Sdn Bhd) | b | (1,002)        | (804)          | -              | -              |
| - Berjaya Sports Toto Berhad  | c | (768)          | (768)          | -              | -              |
| - Sports Toto Malaysia Sdn Bhd ("STMSB")  | c | (2,802)        | (1,379)        | -              | -              |
| - Inter-Pacific Securities Sdn Bhd  | b | (1,287)        | -              | -              | -              |
| - MiTV Corporation Sdn Bhd ("MiTV")   | i | (997)          | -              | -              | -              |
| Security and related services receivable from:  |   |                |                |                |                |
| - STMSB   | c | (1,056)        | (1,003)        | -              | -              |
| - DTS   | f | (804)          | -              | -              | -              |
| Maintenance, management and administration fees<br>receivable from Berjaya General Insurance Berhad     |   |                |                |                |                |
|   | b | (736)          | (799)          | -              | -              |
| Service charges and sinking funds payable to Berjaya<br>TS Management Sdn Bhd                           |   |                |                |                |                |
|   | j | 4,669          | 3,598          | -              | -              |
| Hire purchase facilities granted by Prime Credit<br>Leasing Sdn Bhd                                     |   |                |                |                |                |
|   | b | -              | 16,847         | -              | 2,580          |

### Nature of Relationships:

- a Ultimate holding company, BGB.
- b Related companies/member companies of BGB Group other than subsidiary companies of the Company.
- c Associated company, Berjaya Sports Toto Berhad and its subsidiaries.
- d A wholly owned subsidiary of Matrix. Tan Sri Dato' Seri Vincent Tan Chee Yioun ("Tan Sri Vincent Tan") is a major shareholder of the Company and Matrix. Tan Sri Dato' Tan Chee Sing ("TSDT"), a brother of Tan Sri Vincent Tan is also a substantial shareholder of Matrix. Dato' Robin Tan Yeong Ching ("DRTYC") is a shareholder in Matrix and the son of Tan Sri Vincent Tan. TSDT and DRTYC are persons connected with Tan Sri Vincent Tan.
- e A wholly owned subsidiary of Nexnews Berhad. Tan Sri Vincent Tan, a substantial shareholder of Nexnews, is the Chairman of Nexnews Berhad and a director of Sun Media Corporation Sdn Bhd.
- f A wholly owned subsidiary of DiGi.Com Berhad. Tan Sri Vincent Tan is deemed interested by virtue of his interests in DiGi.Com Berhad. He has resigned as the Chairman of DiGi.Com Berhad on 12 January 2005.
- g A wholly owned subsidiary of TT Resources Bhd. TSDT is the Executive Chairman and major shareholder of TT Resources Bhd.
- h A wholly owned subsidiary of Premier Merchandise Sdn Bhd, which in turn is a 99% owned subsidiary of Intan Utilities Berhad. Tan Sri Vincent Tan is a major shareholder of Intan Utilities Berhad.
- i Deemed a related party by virtue of the direct and indirect interests of Tan Sri Vincent Tan and DRTYC in MiTV.
- j A wholly owned subsidiary of Berjaya Times Square Sdn Bhd.

The above transactions were undertaken at mutually agreed terms between the parties in the normal course of business. All transactions have been fully settled as at 30 April 2005 except for those disclosed in Notes 13 and 16 to the financial statements.

**36 SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)**

All other significant intercompany transactions have been disclosed under Notes 3, 4, 26, 29 and 30 to the financial statements and in the cash flow statements. These transactions were undertaken at mutually agreed terms between the companies in the normal course of business.

Directors' remuneration is disclosed in Note 27 to the financial statements.

**37 SEGMENTAL INFORMATION**

The Group is organised on a worldwide basis and presents its segmental information based on business segments:

- (i) gaming and related activities;
- (ii) property development and property investment; and
- (iii) hotels, resorts and recreation.

All inter-segment transactions were carried out in the normal course of business and established under negotiated terms.

The geographical segment information is prepared based on the locations of assets. The segment revenue by geographical location of customers does not differ materially from segment revenue by geographical location of assets.

Unallocated assets/liabilities include items relating to investing and financing activities and items that cannot be reasonably allocated to individual segment. These mainly include corporate assets, tax recoverable/liabilities, borrowings, hire purchase and lease obligations.

Other non cash items mainly include unrealised gain/loss on foreign exchange, write-off of property, plant and equipment, and allowance for bad and doubtful debts.

**(a) Business segments:**

| Revenue   | External | 2005<br>Inter-<br>segment | Total   | External | 2004<br>Inter-<br>segment | Total                  |
|---|----------|---------------------------|---------|----------|---------------------------|------------------------|
|   | RM'000   | RM'000                    | RM'000  | RM'000   | RM'000                    | RM'000                 |
| Gaming and related activities                   | 109,395  | -                         | 109,395 | 156,660  | -                         | 156,660                |
| Property development and<br>property investment | 237,407  | 3,355                     | 240,762 | 310,001  | 1,742                     | 311,743                |
| Hotels, resorts and recreation                  | 322,149  | 286                       | 322,435 | 310,243  | 240                       | 310,483                |
| Inter-segment eliminations                      | -        | (3,641)                   | (3,641) | -        | (1,982)                   | (1,982)                |
|   | 668,951  | -                         | 668,951 | 776,904  | -                         | 776,904                |
| <b>Results</b>                                  |          |                           |         |          | <b>2005<br/>RM'000</b>    | <b>2004<br/>RM'000</b> |
| Gaming and related activities                   |          |                           |         |          | 10,213                    | 16,253                 |
| Property development and property investment    |          |                           |         |          | 51,633                    | 118,233                |
| Hotels, resorts and recreation                  |          |                           |         |          | 11,922                    | 34,898                 |
| Segment results                                 |          |                           |         |          | 73,768                    | 169,384                |
| Unallocated corporate (expenses)/income         |          |                           |         |          | (23,748)                  | 5,883                  |
| Profit from operations carried forward          |          |                           |         |          | 50,020                    | 175,267                |

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## 37 SEGMENTAL INFORMATION (CONT'D)

### (a) Business segments: (Cont'd)

| <b>Results (Cont'd)</b>                   | <b>2005<br/>RM'000</b> | <b>2004<br/>RM'000</b> |
|---|------------------------|------------------------|
| Profit from operations brought forward    | 50,020                 | 175,267                |
| Results arising from investing activities |                        |                        |
| - gaming                                  | 63,894                 | -                      |
| - property development and investment     | 8,117                  | (1,166)                |
| - hotel, resort and recreation            | (27,427)               | (12,040)               |
| - unallocated                             | 30,604                 | 94,439                 |
|   | 75,188                 | 81,233                 |
| Finance costs                             | (152,985)              | (155,958)              |
| Share of results of associated companies  | 168,354                | 90,850                 |
| Profit before taxation                    | 140,577                | 191,392                |
| Taxation                                  | (70,807)               | (89,561)               |
| Profit after taxation                     | 69,770                 | 101,831                |
| Minority interests                        | (2,312)                | (7,896)                |
| Net profit for the year                   | 67,458                 | 93,935                 |

| <b>Assets and liabilities</b>                | <b>2005</b>              |                               | <b>2004</b>              |                               |
|--|--------------------------|-------------------------------|--------------------------|-------------------------------|
|  | <b>Assets<br/>RM'000</b> | <b>Liabilities<br/>RM'000</b> | <b>Assets<br/>RM'000</b> | <b>Liabilities<br/>RM'000</b> |
| Gaming and related activities                | -                        | -                             | 114,833                  | 12,855                        |
| Property development and property investment | 1,415,733                | 354,088                       | 1,428,464                | 100,268                       |
| Hotels, resorts and recreation               | 2,057,038                | 404,813                       | 1,787,641                | 356,718                       |
| Inter-segment eliminations                   | (261,904)                | (262,503)                     | (12,745)                 | (12,376)                      |
| Segment assets/liabilities                   | 3,210,867                | 496,398                       | 3,318,193                | 457,465                       |
| Investment in associated companies           | 1,625,794                | -                             | 1,227,714                | -                             |
| Unallocated corporate assets/liabilities     | 2,093,708                | 2,837,363                     | 2,264,765                | 2,819,739                     |
| Consolidated assets/liabilities              | 6,930,369                | 3,333,761                     | 6,810,672                | 3,277,204                     |

| <b>Other information</b>                        | <b>2005</b>                               |  |  | <b>2004</b>                               |  |  |
|---|---|--|--|---|--|--|
|   | <b>Capital<br/>expenditure<br/>RM'000</b> | <b>Depreciation/<br/>Amortisation<br/>RM'000</b> | <b>Other non<br/>cash items<br/>RM'000</b> | <b>Capital<br/>expenditure<br/>RM'000</b> | <b>Depreciation/<br/>Amortisation<br/>RM'000</b> | <b>Other non<br/>cash items<br/>RM'000</b> |
| Gaming and related activities                   | 146                                       | 1,328  | -  | 465                                       | 1,911  | -  |
| Property development and<br>property investment | 4,405                                     | 7,201  | (163)                                      | 3,116                                     | 7,140  | (2,862)                                    |
| Hotels, resorts and recreation                  | 42,272                                    | 41,322   | 3,782                                      | 68,745                                    | 25,487   | 12,178                                     |
| Unallocated                                     | 474                                       | 813  | (1)  | 648                                       | 1,133  | 413  |
|   | 47,297                                    | 50,664   | 3,618                                      | 72,974                                    | 35,671   | 9,729                                      |

**37 SEGMENTAL INFORMATION (CONT'D)****(a) Business segments: (Cont'd)**

|  | <b>2005</b>   | <b>2004</b>   |
|--|---------------|---------------|
|  | <b>RM'000</b> | <b>RM'000</b> |
| <b>Impairment losses</b>                     |               |               |
| Property development and property investment | 16,933        | 10,639        |
| Hotels, resorts and recreation               | 30,192        | 13,384        |
| Unallocated                                  | 43,538        | 4,115         |
|  | <u>90,663</u> | <u>28,138</u> |

**(b) Geographical locations:**

|                  | <b>2005</b>    |                  |                    | <b>2004</b>    |                  |                    |
|------------------|----------------|------------------|--------------------|----------------|------------------|--------------------|
|                  | <b>Revenue</b> | <b>Segment</b>   | <b>Capital</b>     | <b>Revenue</b> | <b>Segment</b>   | <b>Capital</b>     |
|                  | <b>RM'000</b>  | <b>Assets</b>    | <b>Expenditure</b> | <b>RM'000</b>  | <b>Assets</b>    | <b>Expenditure</b> |
|                  | <b>RM'000</b>  | <b>RM'000</b>    | <b>RM'000</b>      | <b>RM'000</b>  | <b>RM'000</b>    | <b>RM'000</b>      |
| Malaysia         | 565,902        | 2,831,458        | 45,258             | 665,992        | 2,920,429        | 71,336             |
| Outside Malaysia | 103,049        | 379,409          | 2,039              | 110,912        | 397,764          | 1,638              |
|                  | <u>668,951</u> | <u>3,210,867</u> | <u>47,297</u>      | <u>776,904</u> | <u>3,318,193</u> | <u>72,974</u>      |

The Group operates principally in Malaysia. Outside Malaysia comprises mainly the Republic of Mauritius, the Republic of Seychelles, United Kingdom, the Republic of Singapore and Sri Lanka.

**38 FINANCIAL INSTRUMENTS****(a) Financial Risk Management Objectives and Policies**

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its interest rate, liquidity and credit risks. The Group operates within clearly defined guidelines and the Group's policy is not to engage in speculative transactions.

**(b) Interest Rate Risk**

The Group's investments in financial assets are mainly short term in nature and they are not held for speculative purposes but have been mostly placed in fixed deposits or occasionally, in short term commercial papers which yield better returns than cash at bank. The information on maturity dates and effective interest rates of financial assets are disclosed in their respective notes.

The Group manages its interest rate exposure by maintaining a prudent mix of fixed and floating rate borrowings. The Group actively reviews its debt portfolio, taking into account the investment holding period and nature of its assets. This strategy allows it to capitalise on cheaper funding in a low interest rate environment and achieve a certain level of protection against rate hikes.

The information on maturity dates and effective interest rates of financial assets and liabilities are disclosed in their respective notes.

**(c) Foreign Exchange Risk**

The Group operates internationally and is exposed to various currencies, mainly United States Dollar, Mauritius Rupees, Seychelles Rupees, Singapore Dollar and Sterling Pound.

The Group maintains a natural hedge, whenever possible, by borrowing in the currency of the country in which the property or investment is located.

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## 38 FINANCIAL INSTRUMENTS (CONT'D)

### (c) Foreign Exchange Risk (Cont'd)

The net unhedged financial assets and financial liabilities of the Group that are not denominated in their functional currencies are as follows:

| Functional Currency<br>of Group Companies | Financial Assets/Liabilities Held in Non-Functional Currency |                             |                                    |                                |                 |
|---|--|-----------------------------|------------------------------------|--------------------------------|-----------------|
|   | Euro<br>Dollars<br>RM'000                                    | Sterling<br>Pound<br>RM'000 | United States<br>Dollars<br>RM'000 | Singapore<br>Dollars<br>RM'000 | Total<br>RM'000 |
| <b>Receivables</b>                        |  |                             |                                    |                                |                 |
| At 30.4.2005:                             |  |                             |                                    |                                |                 |
| Mauritius Rupees                          | 4,230  | -                           | -                                  | -                              | 4,230           |
| Seychelles Rupees                         | 1,183  | 181                         | 756                                | 2                              | 2,122           |
|   | 5,413  | 181                         | 756                                | 2                              | 6,352           |
| At 30.4.2004:                             |  |                             |                                    |                                |                 |
| Mauritius Rupees                          | 2,623  | -                           | -                                  | -                              | 2,623           |
| Seychelles Rupees                         | 1,465  | 259                         | 643                                | -                              | 2,367           |
|   | 4,088  | 259                         | 643                                | -                              | 4,990           |
| <b>Cash and bank balances</b>             |  |                             |                                    |                                |                 |
| At 30.4.2005:                             |  |                             |                                    |                                |                 |
| Mauritius Rupees                          | 535  | -                           | -                                  | -                              | 535             |
| Seychelles Rupees                         | 296  | -                           | 304                                | -                              | 600             |
|   | 831  | -                           | 304                                | -                              | 1,135           |
| At 30.4.2004:                             |  |                             |                                    |                                |                 |
| Mauritius Rupees                          | 1,824  | -                           | -                                  | -                              | 1,824           |
| Seychelles Rupees                         | 427  | -                           | 4,109                              | -                              | 4,536           |
|   | 2,251  | -                           | 4,109                              | -                              | 6,360           |
| <b>Payables</b>                           |  |                             |                                    |                                |                 |
| At 30.4.2005:                             |  |                             |                                    |                                |                 |
| Mauritius Rupees                          | -  | -                           | -                                  | 602                            | 602             |
| Seychelles Rupees                         | 37   | 37                          | 117                                | -                              | 191             |
| United States Dollar                      | -  | -                           | -                                  | 41,625                         | 41,625          |
|   | 37   | 37                          | 117                                | 42,227                         | 42,418          |
| At 30.4.2004:                             |  |                             |                                    |                                |                 |
| Seychelles Rupees                         | -  | -                           | 13                                 | 3                              | 16              |

**38 FINANCIAL INSTRUMENTS (CONT'D)****(c) Foreign Exchange Risk (Cont'd)**

| Functional Currency<br>of Group Companies | Financial Assets/Liabilities Held in Non-Functional Currency |                             |                 |
|---|--|-----------------------------|-----------------|
|   | Japanese<br>Yen<br>RM'000                                    | Sterling<br>Pound<br>RM'000 | Total<br>RM'000 |
| <b>Borrowings</b>                         |  |                             |                 |
| At 30.4.2005:                             |  |                             |                 |
| United States Dollars                     | -  | 14,117                      | 14,117          |
| At 30.4.2004:                             |  |                             |                 |
| United States Dollars                     | -  | 15,576                      | 15,576          |
| Singapore Dollars                         | 1,454  | -                           | 1,454           |
|   | 1,454  | 15,576                      | 17,030          |

**(d) Liquidity Risk**

The Group actively manages its debt maturity profile, operating cash flows and the availability of funds so as to ensure that refinancing, repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities at reasonable level to its overall debt position. As far as possible, the Group raises committed funding from both capital markets and financial institutions and prudently balances its portfolio with some short term funding so as to achieve overall cost effectiveness.

**(e) Credit Risk**

Credit risks, or the risk of counterparties defaulting, is controlled by the application of credit approvals, limits and monitoring procedures. Credit risks are minimised and monitored by limiting the Group's association to business partners with high creditworthiness. Trade receivables are monitored on an ongoing basis via Group management reporting procedures.

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial instruments except for the amounts owing by holding, related and associated companies.

**(f) Fair Values**

| Financial Liability |                 | Group                        |                         | Company                      |                         |
|---------------------|-----------------|------------------------------|-------------------------|------------------------------|-------------------------|
|                     |                 | Carrying<br>amount<br>RM'000 | Fair<br>value<br>RM'000 | Carrying<br>amount<br>RM'000 | Fair<br>value<br>RM'000 |
| ICULS 1999/2009     | - 30 April 2005 | 434,538                      | 495,448                 | 893,005                      | 749,897                 |
|                     | - 30 April 2004 | 588,659                      | 630,044                 | 894,449                      | 986,686                 |

The fair value of the portion of quoted ICULS 1999/2009 under put option granted to certain financial institutions is determined by the present value of the estimated future cash outflow at the end of the extended put option period. The fair value of the rest of the quoted ICULS 1999/2009 is determined by reference to stock exchange quoted market bid prices at the close of the business on the balance sheet date.

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## 38 FINANCIAL INSTRUMENTS (CONT'D)

### (f) Fair Values (Cont'd)

The fair value of non-current quoted investments as disclosed in Notes 7 and 8 to the financial statements is determined by reference to stock exchange quoted market bid prices at the close of the business on the balance sheet date.

The carrying value of the Group and of the Company's borrowings, which are mainly variable rate borrowings, is considered to be a reasonable estimate of the fair values as the borrowings will be repriced immediately in the event of any changes to the market interest rates.

The carrying amounts of cash and cash equivalents, trade and other receivables, trade and other payables and short term borrowings approximate their fair values due to the relatively short term nature of these financial instruments.

It is not practical to estimate the fair values of the Group's and of the Company's non-current unquoted investments because of the lack of quoted market prices and the inability to estimate the fair value without incurring excessive costs.

It is also not practical to estimate the fair values of amounts due from/to holding, subsidiary, related and associated companies due principally to a lack of fixed repayment term entered by the parties involved and without incurring excessive costs. However, the Directors do not anticipate the carrying amounts at balance sheet date to be significantly different from the values that would eventually be received or settled.

The carrying values of all other financial assets and liabilities including contingent liabilities as disclosed in Note 34 to the financial statements as at 30 April 2005 are not materially different from the fair values.

## 39 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

- 1 On 2 July 2004, the Company announced that its wholly owned subsidiary company, Berjaya Leisure Capital (Cayman) Limited ("BLCCL"), has become a substantial shareholder of Informatics Holdings Ltd ("Informatics"), a company listed on the Main Board of the Singapore Stock Exchange. BLCCL acquired a total of 80,745,000 ordinary shares of SGD0.05 each representing 25.75% of the existing issued and paid up share capital of Informatics at a cost of investment of approximately SGD31.0 million or approximately RM68.1 million.

Informatics is a multinational corporation providing learning services in information technology and business management.

- 2 On 19 July 2004, it was announced that Selat Makmur Sdn Bhd ("SMSB") had on even date entered into a conditional sale and purchase agreement ("ConSTC-SPA") with Selangor Turf Club ("STC") for the acquisition of 3 parcels of leasehold land measuring a total area of approximately 244.793 acres in the vicinity of Sungei Besi, Kuala Lumpur for a consideration of RM640 million ("Proposed SgBesiLand Acquisition").

The consideration of RM640 million will be satisfied by the sale and transfer of approximately 750 acres of freehold land ("BCityLand") located in the area of Sungai Tinggi, Daerah Ulu Selangor, Selangor together with a new racecourse and ancillary buildings (collectively referred as "New Turf Club") to be erected thereon at the estimated cost of RM605 million and cash payment of RM35 million (inclusive of the acquisition cost of the 750 acres of freehold land).

SMSB has also, on even date, extended a letter of offer to BerjayaCity Sdn Bhd (formerly known as Eminent Capital Sdn Bhd) ("BCity") to acquire 2 parcels of freehold land, being the abovementioned BCityLand, and to appoint BCity as the turnkey contractor to carry out the construction of the New Turf Club. The BCityLand has been valued at approximately RM196.0 million by independent professional valuers. BCity is effectively a wholly owned subsidiary company of BGB. (The proposed acquisition of land from BCity and appointment of BCity as the turnkey contractor is collectively referred as the Proposed BCityLand Acquisition).

On 13 October 2004, it was announced that approval from Foreign Investment Committee has been obtained for the Proposed SgBesiLand Acquisition and the Proposed BCityLand Acquisition.

On 4 November 2004, it was announced that shareholders approvals for the above proposals have been obtained.

**39 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)**

- 3 On 2 February 2005, the Company announced that it has repaid RM163.0 million to BToto to partially settle the inter-company advances owing by the Company to BToto. In accordance with the terms of the undertaking given by the Company to BToto dated 23 January 2002, the said partial settlement will allow the Group to utilise at its absolute discretion RM81.5 million nominal value of BToto ICULS. The Group had on 31 January 2005 converted RM81.5 million nominal value of BToto ICULS into new BToto shares thereby increasing the Group's interest in BToto from 39.45% to 44.16%.
- 4 On 18 February 2005, the Company announced that it has repaid RM56.924 million to BToto to partially settle the inter-company advances owing by the Company to BToto. In accordance with the terms of the undertaking given by the Company to BToto dated 23 January 2002, the said partial settlement will allow the Group to utilise at its absolute discretion RM28.462 million nominal value of BToto ICULS. The Group had on 18 February 2005 converted RM28.462 million nominal value of BToto ICULS into new BToto shares thereby increasing the Group's interest in BToto from 44.33% to 45.80%.
- 5 On 23 December 2004, Matrix International Berhad ("Matrix") completed the acquisition of Berjaya Times Square Sdn Bhd ("BTSSB") at a purchase consideration of approximately RM784.031 million by issuing approximately 560.022 million new ordinary shares at an issue price of RM1.40 per Matrix share to the vendors of BTSSB ("BTSSB Acquisition"). The vendors of BTSSB were Tan Sri Dato' Seri Vincent Tan Chee Yioun ("Tan Sri Vincent Tan") and others. Consequently, the Group's equity interest in Matrix was diluted from 51.99% to 11.89% and Matrix ceased to be a subsidiary company of the Group.

As an integral part of the BTSSB Acquisition, Matrix will settle on behalf of BTSSB the claims which arose from the liquidated ascertained damages ("LAD") due to the late delivery of vacant possession of their units in Berjaya Times Square ("BTS") ("LAD Settlement"). Nada Embun Sdn Bhd ("NESB") and Dian Kristal Sdn Bhd ("DKSB") had purchased properties in BTS. NESB and DKSB, two wholly owned subsidiary companies of the Group, purchased a floor of office space and 338 units of service apartment from BTSSB respectively, for a total cash consideration of approximately RM169.066 million.

- 6 On 8 March 2005, Matrix completed the issue of 179,023,440 new ordinary shares at an issue price of RM1.40 per Matrix share for the settlement of the LAD Settlement to LAD Creditors on behalf of BTSSB. NESB and DKSB received a total of approximately 30.448 million Matrix shares. The Group's equity interest in Matrix after the LAD Settlement was increased to approximately 12.89%.
- 7 On 22 March 2005, the Company announced that its wholly owned subsidiary company, Berjaya Leisure (Cayman) Limited, has entered into a loan agreement with Informatics, its 26.62%-owned associated company, for an advance of SGD4 million ("InfoAdvance") to be utilised as working capital. On even date, Informatics announced a proposed renounceable non-underwritten rights issue of one new ordinary share of SGD0.05 each together with one free warrant for every four existing shares held at an issue price of SGD0.25 per share ("InfoRightsIssue"). The InfoAdvance will be repaid in full by Informatics by applying the credit of the InfoAdvance partially against the Group's entitlement to the InfoRightsIssue or on 31 December 2005 whichever is the earlier.
- 8 On 30 March 2005, the Company announced that its subsidiary companies, Angsana Gemilang Sdn Bhd ("AGSB") and Cempaka Properties Sdn Bhd ("CPSB"), have entered into the following separate sale and purchase agreements with Convenience Shopping Sdn Bhd, a subsidiary company of Intan Utilities Berhad ("Intan") for the disposals of properties:
  - a) disposal of 3-storey commercial building located along Jalan Sultan Ismail, Kuala Lumpur for a cash consideration of RM10.0 million.
  - b) disposal of 3 adjoining retail units located on the ground floor of Berjaya Megamall, Kuantan for a cash consideration of RM2.532 million.

The disposals are conditional upon the following:

- (i) discharge of charge; and
- (ii) the implementation of Intan's proposed rights issue exercise.

At 30 April 2005, the disposals are pending completion.

# Notes To The Financial Statements

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## 39 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)

- 9 On 29 April 2005, the Company announced that it has repaid RM50.05 million to BToto to partially settle the inter-company advances owing by the Company to BToto. In accordance with the terms of the undertaking given by the Company to BToto dated 23 January 2002, the said partial settlement will allow the Group to utilise at its absolute discretion RM25.025 million nominal value of BToto ICULS. The Group had on 29 April 2005 converted RM25.025 million nominal value of BToto ICULS into new BToto shares thereby increasing the Group's interest in BToto from 44.43% to 45.66%.
- 10 In 1999, pursuant to a debt conversion exercise, the Company entered into several put option agreements ("Put Options") with financial institutions ("FIs") wherein the FIs are entitled to put to the Company the ICULS 1999/2009 at a pre-determined option price for a period of 3 years commencing from 31 December 2001. BGB had agreed with the Company to assume the put options. However, BGB later informed the Company that it would not be able to meet its obligation. In view of this, the Company has made arrangements to finance the Put Options with internally generated funds and external borrowings. The Company has also arranged for Immediate Capital Sdn Bhd, a wholly owned subsidiary company of the Company, to take up the Put Options. BGB has undertaken to indemnify the Company and /or its subsidiary companies for all costs incurred in relation to any funding obtained to fulfil the Company's obligations under the Put Options. Notwithstanding the BGB's proposal to indemnify the Company, BGB continues to be liable to the Company for its failure to assume the Put Options.

BGB and the Company had previously proposed to offer the ICULS 1999/2009 under the Put Options to the shareholders of the BGB and the Company. However, the low market price of the ICULS 1999/2009 precludes the successful implementation of the proposal.

On 2 August 2004, it was announced that the BGB offered the Company approximately 579.08 million 0% Berjaya Corporation Sdn Bhd Irredeemable Convertible Unsecured Loan Stocks ("BCSB ICULS") as full and final compensation for the release from the obligation to assume the Put Options ("Proposed BLB Compensation Scheme").

Based on the actual holding costs incurred/deemed incurred in respect of 797,241,290 ICULS 1999/2009 by the Company up to 31 December 2004 (being the expiry date of the BGB Put Option), the compensation has as such been determined to be RM226,891,428 through the release of the Company's obligation to distribute 576,304,227 BCSB ICULS to BGB pursuant to the Company's proposal to distribute BCSB ICULS to its shareholders. In addition, the total net financing costs incurred by the Company up to 31 December 2004 to take up these ICULS 1999/2009 amounted to RM24.590 million and have been included in the amount due from holding company, BGB as disclosed in Note 12 to the financial statements.

On 20 June 2005, the shareholders of the Company approved the Proposed BLB Compensation Scheme and the following proposals:

- (a) The proposed settlement of the inter-company balances owing by BGB to the Company through the issuance of up to approximately 4,108 million BCSB ICULS ("Proposed BGB Inter-Company Settlement");
- (b) The proposed bonus issue of new ordinary shares of RM1.00 each in the Company ("BLand") on the basis of one new BLand share for every one BLand share held ("Proposed 1st Bonus Issue");
- (c) The proposed capital repayment, pursuant to Section 64 of the Companies Act 1965, of RM0.80 for every one BLand share held after the Proposed 1st Bonus Issue via the distribution of BCSB ICULS and the consolidation of five BLand shares after the proposed capital repayment into one ordinary share of RM1.00 each in BLand ("Proposed Capital Repayment");
- (d) The proposed bonus issue of new ordinary shares of RM1.00 each in BLand on the basis of three new BLand shares for every two BLand shares held after the Proposed 1st Bonus Issue and Proposed Capital Repayment ("Proposed 2nd Bonus Issue");
- (e) The payment of a special dividend-in-specie of BCSB ICULS, the quantum of which will be determined later ("Proposed Special Dividend-in-Specie").

On the same day, consent from the ICULS 1999/2009 holders was obtained for the Proposed Capital Repayment and the Proposed Special Dividend-in-Specie. The proposals are now pending approvals of:

- (i) the Orders of the High Court of Malaya confirming the Proposed Capital Repayment pursuant to Section 64 of the Companies Act, 1965; and
- (ii) any other relevant authority and/or parties, if any.

**40 SIGNIFICANT EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE**

- 1 On 3 June 2005, the Company announced that it has repaid RM18.0 million to BToto to partially settle the inter-company advances owing by the Company to BToto. In accordance with the terms of the undertaking given by the Company to BToto dated 23 January 2002, the said partial settlement will allow the Group to utilise at its absolute discretion RM9.0 million nominal value of BToto ICULS. The Group had on 3 June 2005 converted RM9.0 million nominal value of BToto ICULS into new BToto shares thereby increasing the Group's interest in BToto from 45.62% to 46.04%.
- 2 On 23 June 2005, the Company announced that it has, together with its wholly owned subsidiary companies Gateway Benefit Sdn Bhd, Immediate Capital Sdn Bhd and Berjaya Land Development Sdn Bhd ("Vendor Subsidiaries"), entered into a conditional sale and purchase agreement dated 23 June 2005 with Intan Utilities Berhad ("Intan") for the disposal of 320 million BToto shares held by the Company and Vendor Subsidiaries for a cash consideration of approximately RM1,152 million or RM3.60 per BToto share (after the proposed BToto capital distribution of RM0.50 per BToto share) ("Proposed BToto Disposal"). Intan is a company listed on the Bursa Malaysia.

The Company had previously received a mandate from its shareholders on 15 March 2004 to place out 200 million BToto shares. The placement has not been implemented. With the Proposed BToto Disposal, the Company will not continue with the placement.

The disposals are conditional upon the approvals of the following:

- (i) Securities Commission;
- (ii) shareholders of the Company and Intan;
- (iii) shareholders of BGB; and
- (iv) any other relevant authorities.

On even date, the Company also announced that it is proposing to dispose of up to an additional 30 million ordinary shares in BToto at prevailing market prices to further reduce the outstanding amount owing to BToto.

- 3 On 25 July 2005, the Company announced that it has repaid RM16.8 million to BToto to partially settle the inter-company advances owing by the Company to BToto. In accordance with the terms of the undertaking given by the Company to BToto dated 23 January 2002, the said partial settlement will allow the Group to utilise at its absolute discretion RM8.4 million nominal value of BToto ICULS. The Group had on 22 July 2005 converted RM8.4 million nominal value of BToto ICULS into new BToto shares thereby increasing the Group's interest in BToto from 46.23% to 46.63%.
- 4 On 4 August 2005, the Company announced that it has repaid RM4.621 million to BToto to partially settle the inter-company advances owing by the Company to BToto. In accordance with the terms of the undertaking given by the Company to BToto dated 23 January 2002, the said partial settlement will allow the Group to utilise at its absolute discretion RM2.311 million nominal value of BToto ICULS. The Group had on 3 August 2005 converted RM2.311 million nominal value of BToto ICULS into new BToto shares thereby increasing the Group's interest in BToto from 46.53% to 46.64%.
- 5 On 10 August 2005, the Company announced that, pursuant to a request made by the Company to BToto for an extension of time by another one year to 4 August 2006 to settle in full the amount owing to BToto, BToto has agreed to the proposed extension of time requested by the Company.

**41 SUBSIDIARY AND ASSOCIATED COMPANIES**

| Name of Company                                | Country of Incorporation | Principal Activities                         | Equity Interest Held |           |
|--|--------------------------|--|----------------------|-----------|
|  |                          |  | 2005<br>%            | 2004<br>% |
| <b>Subsidiary Companies</b>                    |                          |  |                      |           |
| <b>(a) Subsidiaries of Berjaya Land Berhad</b> |                          |  |                      |           |
| Alam Baiduri Sdn Bhd                           | Malaysia                 | Dormant                                      | 100                  | 100       |
| Amat Muhibah Sdn Bhd                           | Malaysia                 | Theme park operator and property development | 52.6                 | 52.6      |

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## 41 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)

| Name of Company   | Country of Incorporation | Principal Activities   | Equity Interest Held |           |
|---|--------------------------|--|----------------------|-----------|
|   |                          |  | 2005<br>%            | 2004<br>% |
| <b>(a) Subsidiaries of Berjaya Land Berhad (Cont'd)</b>                         |                          |  |                      |           |
| Amat Teguh Sdn Bhd  | Malaysia                 | Property development   | 100                  | 100       |
| Angsana Gemilang Sdn Bhd  | Malaysia                 | Property investment  | 100                  | 100       |
| Awan Suria Sdn Bhd  | Malaysia                 | Property management  | 100                  | 100       |
| Bahan Cendana Sdn Bhd   | Malaysia                 | Property investment  | 100                  | 100       |
| Berjaya Enamelware Sdn Bhd  | Malaysia                 | Property investment  | 100                  | 100       |
| Ayura Spa (M) Sdn Bhd (formerly known as Berjaya Facilities Management Sdn Bhd) | Malaysia                 | Spa management   | 100                  | 100       |
| <sup>^</sup> Berjaya Golf Resort Berhad   | Malaysia                 | Property development and investment and operator of golf and recreation club | -                    | 94        |
| Berjaya Guard Services Sdn Bhd  | Malaysia                 | Provision of security services   | 100                  | 100       |
| Berjaya Holiday Cruise Sdn Bhd  | Malaysia                 | Investment holding   | 86.36                | 86.36     |
| * Berjaya Hotels and Resorts (Mauritius) Limited                                | Mauritius                | Hotel and resort operator and investment holding                             | 100                  | 100       |
| * Berjaya Hotels and Resorts (Seychelles) Limited                               | Republic of Seychelles   | Management company for Berjaya Praslin Beach Resort                          | 100                  | 100       |
| Berjaya Kawat Industries Sdn Bhd  | Malaysia                 | Property investment and rental of properties                                 | 100                  | 100       |
| Berjaya Land Development Sdn Bhd  | Malaysia                 | Property development and investment holding                                  | 100                  | 100       |
| Berjaya Leisure Capital (Cayman) Limited  | Cayman Islands           | Investment holding   | 100                  | 100       |
| Berjaya Leisure (Cayman) Limited  | Cayman Islands           | Investment holding and trading   | 100                  | 100       |
| Berjaya Megamall Management Sdn Bhd   | Malaysia                 | Property management  | 100                  | 100       |
| Berjaya Property Management Sdn Bhd   | Malaysia                 | Investment holding   | 100                  | 100       |

**41 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)**

| Name of Company   | Country of Incorporation | Principal Activities   | Equity Interest Held |        |
|---|--------------------------|--|----------------------|--------|
|   |                          |  | 2005 %               | 2004 % |
| <b>(a) Subsidiaries of Berjaya Land Berhad (Cont'd)</b> |                          |  |                      |        |
| Berjaya Racing Management Sdn Bhd                       | Malaysia                 | Dormant  | 60                   | 60     |
| Berjaya Theme Park Management Sdn Bhd                   | Malaysia                 | Management of theme park                                       | 100                  | 100    |
| Berjaya Vacation Club Berhad                            | Malaysia                 | Time sharing vacation operator and investment holding          | 100                  | 100    |
| Berjaya Water Sports Sdn Bhd                            | Malaysia                 | Dormant  | 100                  | 100    |
| BL Capital Sdn Bhd                                      | Malaysia                 | Investment holding   | 100                  | 100    |
| BT Properties Sdn Bhd                                   | Malaysia                 | Property development and management                            | 100                  | 100    |
| Budi Impian Sdn Bhd                                     | Malaysia                 | Dormant  | 100                  | 100    |
| Cempaka Properties Sdn Bhd                              | Malaysia                 | Property development and investment                            | 100                  | 100    |
| Cerah Bakti Sdn Bhd                                     | Malaysia                 | Property development   | 70                   | 70     |
| Cerah Tropika Sdn Bhd                                   | Malaysia                 | Investment holding   | 51                   | 51     |
| Cergas Jati Sdn Bhd                                     | Malaysia                 | Property investment  | 100                  | 100    |
| Flexiwang Sdn Bhd                                       | Malaysia                 | Dormant  | 100                  | 100    |
| Gateway Benefit Sdn Bhd                                 | Malaysia                 | Investment holding   | 100                  | 100    |
| Gemilang Cergas Sdn Bhd                                 | Malaysia                 | Property investment  | 100                  | 100    |
| Immediate Capital Sdn Bhd                               | Malaysia                 | Investment holding   | 100                  | 100    |
| ^ Indah Corporation Berhad                              | Malaysia                 | Developer and operator of golf resort and property development | -                    | 100    |
| Junjung Delima Sdn Bhd                                  | Malaysia                 | Dormant  | 100                  | 100    |
| Klasik Mewah Sdn Bhd                                    | Malaysia                 | Property investment  | 100                  | 100    |
| Kota Raya Development Sdn Bhd                           | Malaysia                 | Investment and rental of property                              | 100                  | 100    |
| Leisure World Sdn Bhd                                   | Malaysia                 | Dormant  | 100                  | 100    |

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## 41 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)

| Name of Company   | Country of Incorporation | Principal Activities                  | Equity Interest Held |        |
|---|--------------------------|---------------------------------------|----------------------|--------|
|   |                          |                                       | 2005 %               | 2004 % |
| <b>(a) Subsidiaries of Berjaya Land Berhad (Cont'd)</b> |                          |                                       |                      |        |
| @ Matrix International Berhad                           | Malaysia                 | Investment holding                    | -                    | 51.99  |
| Nada Embun Sdn Bhd                                      | Malaysia                 | Property investment                   | 100                  | 100    |
| Noble Circle (M) Sdn Bhd                                | Malaysia                 | Investment and rental of property     | 100                  | 100    |
| Nural Enterprise Sdn Bhd                                | Malaysia                 | Investment and rental of property     | 100                  | 100    |
| Pakar Angsana Sdn Bhd                                   | Malaysia                 | Property development                  | 80                   | 80     |
| Pearl Crescent Sdn Bhd                                  | Malaysia                 | Dormant                               | 100                  | 100    |
| Portal Access Sdn Bhd                                   | Malaysia                 | Investment holding                    | 100                  | 100    |
| Pelangi Istimewa Sdn Bhd                                | Malaysia                 | Property investment                   | 100                  | 100    |
| Pembinaan Stepro Sdn Bhd                                | Malaysia                 | Dormant                               | 100                  | 100    |
| Punca Damai Sdn Bhd                                     | Malaysia                 | Dormant                               | 100                  | 100    |
| Regnis Industries (Malaysia) Sdn Bhd                    | Malaysia                 | Investment and rental of property     | 87.15                | 82.5   |
| Securiservices Sdn Bhd                                  | Malaysia                 | Property development                  | 100                  | 100    |
| Semakin Sinar Sdn Bhd                                   | Malaysia                 | Dormant                               | 51                   | 51     |
| Semangat Cergas Sdn Bhd                                 | Malaysia                 | Property development                  | 100                  | 100    |
| # Sports Toto (Fiji) Limited                            | Republic of Fiji         | Investment holding                    | 100                  | 100    |
| ^ Staffield Country Resort Berhad                       | Malaysia                 | Developer and operator of golf resort | -                    | 80     |
| Stephens Properties Holdings Sdn Bhd                    | Malaysia                 | Dormant                               | 100                  | 100    |
| Stephens Properties Plantations Sdn Bhd                 | Malaysia                 | Dormant                               | 100                  | 100    |
| Berjaya Project Management Sdn Bhd                      | Malaysia                 | Project management                    | 100                  | 100    |
| Tekun Permata Sdn Bhd                                   | Malaysia                 | Property investment                   | 100                  | 100    |

**41 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)**

| Name of Company  | Country of Incorporation | Principal Activities                              | Equity Interest Held |        |
|--|--------------------------|---|----------------------|--------|
|  |                          |   | 2005 %               | 2004 % |
| <b>(a) Subsidiaries of Berjaya Land Berhad (Cont'd)</b>                    |                          |   |                      |        |
| Tioman Island Resort Berhad  | Malaysia                 | Property development and operator of resort hotel | 80                   | 80     |
| Tiram Jaya Sdn Bhd   | Malaysia                 | Property development                              | 100                  | 100    |
| Wangsa Sejati Sdn Bhd  | Malaysia                 | Dormant   | 52.6                 | 52.6   |
| Wisma Stephens Management Co Sdn Bhd                                       | Malaysia                 | Investment holding                                | 100                  | 100    |
| <b>(b) Subsidiary of Berjaya Holiday Cruise Sdn Bhd</b>                    |                          |   |                      |        |
| Universal Summit Limited   | British Virgin Islands   | Deregistered                                      | -                    | 100    |
| <b>(c) Subsidiaries of Berjaya Hotels &amp; Resort (Mauritius) Limited</b> |                          |   |                      |        |
| * Berjaya Casino Limited   | Mauritius                | Casino operations                                 | 100                  | 100    |
| * Berjaya Services Limited   | Mauritius                | Provision of car rental services                  | 100                  | 100    |
| <b>(d) Subsidiaries of Berjaya Land Development Sdn Bhd</b>                |                          |   |                      |        |
| Indra Ehsan Sdn Bhd  | Malaysia                 | Property development                              | 100                  | 100    |
| Kim Rim Enterprise Sdn Bhd   | Malaysia                 | Property development                              | 100                  | 100    |
| Selat Makmur Sdn Bhd   | Malaysia                 | Property development                              | 100                  | 100    |
| Sri Panglima Sdn Bhd   | Malaysia                 | Property development                              | 100                  | 100    |
| <b>(e) Subsidiaries of Berjaya Leisure (Cayman) Limited</b>                |                          |   |                      |        |
| # Berjaya International Casino Management (Seychelles) Limited             | Republic of Seychelles   | Casino operations                                 | 60                   | 60     |
| # Berjaya Mount Royal Beach Hotel Limited                                  | Sri Lanka                | Owner and operator of hotel                       | 92.6                 | 92.6   |
| * Berjaya Properties (HK) Limited  | Hong Kong                | Property investment and development               | 60                   | 60     |
| * Natural Gain Investment Limited  | Hong Kong                | Property investment                               | 100                  | 100    |

*a 20% held by Berjaya International Casino Management (HK) Limited*

# Notes To The Financial Statements

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## 41 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)

| Name of Company  | Country of Incorporation | Principal Activities   | Equity Interest Held |        |
|--|--------------------------|--|----------------------|--------|
|  |                          |  | 2005 %               | 2004 % |
| <b>(f) Subsidiary of Berjaya Property Management Sdn Bhd</b> |                          |  |                      |        |
| Taman TAR Development Sdn Bhd                                | Malaysia                 | Property development   | 100                  | 100    |
| <b>(g) Subsidiaries of Berjaya Vacation Club Berhad</b>      |                          |  |                      |        |
| Berjaya Air Sdn Bhd  | Malaysia                 | Charter and schedule flight operator   | 99                   | 99     |
| Berjaya Beau Vallon Bay (Cayman) Limited                     | Cayman Islands           | Investment holding   | 100                  | 100    |
| Berjaya Georgetown Hotel (Penang) Sdn Bhd                    | Malaysia                 | Hotel owner and operator   | 100                  | 100    |
| <sup>^</sup> Berjaya Golf Resort Berhad                      | Malaysia                 | Property development and investment and operator of golf and recreation club | 100                  | -      |
| Berjaya Hospitality Services Sdn Bhd                         | Malaysia                 | Management of hotel services   | 100                  | 100    |
| * Berjaya Hotels and Resorts (HK) Limited                    | Hong Kong                | Investment holding   | 60                   | 60     |
| * Berjaya International Casino Management (HK) Limited       | Hong Kong                | Investment holding   | 80                   | 80     |
| Berjaya Langkawi Beach Resort Sdn Bhd                        | Malaysia                 | Hotel and resort operation   | 100                  | 100    |
| Berjaya Mahe Beach (Cayman) Limited                          | Cayman Islands           | Investment holding   | 100                  | 100    |
| Berjaya Praslin Beach (Cayman) Limited                       | Cayman Islands           | Investment holding   | 100                  | 100    |
| Berjaya Redang Beach Resort Sdn Bhd                          | Malaysia                 | Hotel and resort operation   | 99.4                 | 99.4   |
| Berjaya Resort (Sabah) Sdn Bhd                               | Malaysia                 | Hotel operator   | 100                  | 100    |
| Berjaya Resort Management Services Sdn Bhd                   | Malaysia                 | Resort management  | 100                  | 100    |
| Berjaya Vacation Club (Cayman) Limited                       | Cayman Islands           | Investment holding   | 100                  | 100    |

**41 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)**

| Name of Company   | Country of Incorporation | Principal Activities  | Equity Interest Held |        |
|---|--------------------------|---|----------------------|--------|
|   |                          |   | 2005 %               | 2004 % |
| <b>(g) Subsidiaries of Berjaya Vacation Club Berhad (Cont'd)</b>  |                          |   |                      |        |
| # Berjaya Vacation Club (Philippines) Inc.                        | Philippines              | Buying, selling and marketing of vacation club memberships under a time-sharing concept | 100                  | 100    |
| * Berjaya Vacation Club (HK) Limited                              | Hong Kong                | Dormant   | 100                  | 100    |
| * Berjaya Vacation Club (S) Pte Ltd                               | Singapore                | Vacation time sharing and hotel operator  | 100                  | 100    |
| Bukit Kiara Resort Berhad   | Malaysia                 | Developer and operator of equestrian and recreational club                              | 100                  | 100    |
| BVC Bowling Sdn Bhd   | Malaysia                 | Dormant   | 100                  | 100    |
| Dian Kristal Sdn Bhd  | Malaysia                 | Hotel operator  | 100                  | 100    |
| ^ Indah Corporation Berhad  | Malaysia                 | Developer and operator of golf resort and property development                          | 100                  | -      |
| KDE Recreation Berhad   | Malaysia                 | Developer and operator of golf and recreational club                                    | 51                   | 51     |
| Redang Village Resort Sdn Bhd                                     | Malaysia                 | Dormant   | 51                   | 51     |
| Sinar Merdu Sdn Bhd   | Malaysia                 | Investment and rental of property   | 100                  | 100    |
| ^ Staffield Country Resort Berhad                                 | Malaysia                 | Developer and operator of golf resort   | 80                   | -      |
| Tioman Pearl Sdn Bhd  | Malaysia                 | Development of hotel and resort   | 70                   | 70     |
| <b>(i) Subsidiary of Berjaya Beau Vallon Bay (Cayman) Limited</b> |                          |   |                      |        |
| * Berjaya Beau Vallon Bay Beach Resort Limited                    | Republic of Seychelles   | Hoteliers   | 100                  | 100    |
| <b>(ii) Subsidiary of Berjaya Mahe Beach (Cayman) Limited</b>     |                          |   |                      |        |
| * Berjaya Mahe Beach Resort Limited                               | Republic of Seychelles   | Hoteliers   | 100                  | 100    |

# Notes To The Financial Statements

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## 41 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)

| Name of Company   | Country of Incorporation | Principal Activities                  | Equity Interest Held |        |
|---|--------------------------|---------------------------------------|----------------------|--------|
|   |                          |                                       | 2005 %               | 2004 % |
| <b>(g) Subsidiaries of Berjaya Vacation Club Berhad (Cont'd)</b>      |                          |                                       |                      |        |
| <b>(iii) Subsidiaries of Berjaya Redang Beach Resort Sdn Bhd</b>      |                          |                                       |                      |        |
| Redang Island Golf and Country Club Berhad                            | Malaysia                 | Dormant                               | 100                  | 100    |
| * Redang Island Resort (S) Pte Ltd                                    | Singapore                | Dormant                               | 100                  | 100    |
| Redang Travel and Tours Sdn Bhd                                       | Malaysia                 | Dormant                               | 100                  | 100    |
| <b>(iv) Subsidiary of Berjaya Hotels &amp; Resort (HK) Limited</b>    |                          |                                       |                      |        |
| Berjaya Hotels & Resorts (Cayman) Limited                             | Cayman Islands           | Dormant                               | 100                  | 100    |
| <b>(v) Subsidiaries of Berjaya Vacation Club (Cayman) Limited</b>     |                          |                                       |                      |        |
| * Berjaya Vacation Club (Japan) Limited                               | Japan                    | Dormant                               | 100                  | 100    |
| * Berjaya Vacation Club (UK) Limited                                  | United Kingdom           | Hoteliers and hotel management        | 100                  | 100    |
| <b>(vi) Subsidiaries of Berjaya Georgetown Hotel (Penang) Sdn Bhd</b> |                          |                                       |                      |        |
| Berjaya Georgetown Sharksfin Restaurant Sdn Bhd                       | Malaysia                 | Dormant                               | 100                  | 100    |
| BG Karaoke Sdn Bhd  | Malaysia                 | Dormant                               | 69                   | 69     |
| <b>(h) Subsidiary of Cerah Tropika Sdn Bhd</b>                        |                          |                                       |                      |        |
| Penstate Corp. Sdn Bhd  | Malaysia                 | Property development                  | 100                  | 100    |
| <b>(i) Subsidiary of Kota Raya Development Sdn Bhd</b>                |                          |                                       |                      |        |
| Kota Raya Complex Management Sdn Bhd                                  | Malaysia                 | Property management                   | 100                  | 100    |
| <b>(j) Subsidiaries of Matrix International Berhad</b>                |                          |                                       |                      |        |
| @Bumisuci Sdn Bhd   | Malaysia                 | Investment holding                    | -                    | 100    |
| @Dayadil Sdn Bhd  | Malaysia                 | Investment holding                    | -                    | 100    |
| @Ishandal Sdn Bhd   | Malaysia                 | Investment holding                    | -                    | 100    |
| @ Natural Avenue Sdn Bhd  | Malaysia                 | Numbers forecast lotteries in Sarawak | -                    | 65     |

## 41 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)

| Name of Company   | Country of Incorporation | Principal Activities                                  | Equity Interest Held |        |
|---|--------------------------|---|----------------------|--------|
|   |                          |   | 2005 %               | 2004 % |
| <b>(j) Subsidiaries of Matrix International Berhad (Cont'd)</b> |                          |   |                      |        |
| @ Rentas Padu Sdn Bhd   | Malaysia                 | Investment holding                                    | -                    | 100    |
| @ Sublime Cartel Sdn Bhd  | Malaysia                 | Provision of lottery consultancy and related services | -                    | 100    |
| <b>(i) Subsidiary of Bumisuci Sdn Bhd</b>                       |                          |   |                      |        |
| @ Sempurna Bahagia Sdn Bhd                                      | Malaysia                 | Investment holding                                    | -                    | 66.7   |
| <b>(ii) Subsidiary of Dayadil Sdn Bhd</b>                       |                          |   |                      |        |
| @ Imej Jasa Sdn Bhd   | Malaysia                 | Investment holding                                    | -                    | 100    |
| <b>(iii) Subsidiaries of Imej Jasa Sdn Bhd</b>                  |                          |   |                      |        |
| @ Bahagia Jiwa Sdn Bhd  | Malaysia                 | Investment holding                                    | -                    | 100    |
| @ Muara Tebas Sdn Bhd   | Malaysia                 | Investment holding                                    | -                    | 100    |
| <b>(iv) Subsidiary of Natural Avenue Sdn Bhd</b>                |                          |   |                      |        |
| @ Petekat Sdn Bhd   | Malaysia                 | General trading and commission agent                  | -                    | 100    |
| <b>(v) Subsidiary of Rentas Padu Sdn Bhd</b>                    |                          |   |                      |        |
| @ Tropicfair Sdn Bhd  | Malaysia                 | Investment holding                                    | -                    | 100    |
| <b>(k) Subsidiary of Noble Circle (M) Sdn Bhd</b>               |                          |   |                      |        |
| Noble Circle Management Sdn Bhd                                 | Malaysia                 | Property management                                   | 100                  | 100    |
| <b>(l) Subsidiary of Nural Enterprise Sdn Bhd</b>               |                          |   |                      |        |
| Aras Klasik Sdn Bhd   | Malaysia                 | Property management                                   | 100                  | 100    |
| <b>(m) Subsidiary of Sports Toto (Fiji) Limited</b>             |                          |   |                      |        |
| # Waidroka Trust Estates Limited                                | Republic of Fiji         | Dormant   | 100                  | 100    |
| <b>(n) Subsidiaries of Tioman Island Resort Berhad</b>          |                          |   |                      |        |
| * Berjaya Hotels & Resorts (Singapore) Pte Ltd                  | Singapore                | Hotel booking and marketing agent                     | 100                  | 100    |

# Notes To The Financial Statements

30 April 2005

## 41 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)

| Name of Company   | Country of Incorporation | Principal Activities   | Equity Interest Held |        |
|---|--------------------------|--|----------------------|--------|
|   |                          |  | 2005 %               | 2004 % |
| <b>(n) Subsidiaries of Tioman Island Resort Berhad (Cont'd)</b> |                          |  |                      |        |
| Tioman Golf Management Sdn Bhd                                  | Malaysia                 | Dormant  | 100                  | 100    |
| Tioman Travel & Tours Sdn Bhd                                   | Malaysia                 | Dormant  | 100                  | 100    |
| Tioman Recreation Centre Sdn Bhd                                | Malaysia                 | Dormant  | 100                  | 100    |
| <b>(o) Subsidiary of Wisma Stephens Management Co Sdn Bhd</b>   |                          |  |                      |        |
| * Wujud Jaya Sdn Bhd  | Malaysia                 | Dormant  | 100                  | 100    |
| <b>(i) Subsidiary of Wujud Jaya Sdn Bhd</b>                     |                          |  |                      |        |
| * Wujud Jaya Development Sdn Bhd                                | Malaysia                 | Dormant  | 100                  | 100    |
| <b>Associated Companies</b>                                     |                          |  |                      |        |
| * Anse Volbert Hotel Ltd  | Republic of Seychelles   | Hotel operation and management   | 20                   | 20     |
| * Asian Atlantic Holdings Limited                               | British Virgin Islands   | Investment holding   | 24.5                 | 24.5   |
| Berjaya Asset (Cayman) Limited                                  | Cayman Islands           | Investment holding   | 40                   | 40     |
| * Berjaya Butterworth Hotel (Penang) Sdn Bhd                    | Malaysia                 | Hotel developer  | 30                   | 30     |
| * BJ Bowl Sdn Bhd   | Malaysia                 | Manager and operator of bowling alley  | 20                   | 20     |
| Berjaya Sports Toto Berhad                                      | Malaysia                 | Investment holding   | 45.66                | 37.14  |
| * Centreplus Sdn Bhd  | Malaysia                 | Dormant  | 30                   | 30     |
| # Informatics Holdings Ltd                                      | Singapore                | Investment holding, franchisor for computer and commercial training centres and examination facilitators | 26.62                | -      |
| * Inter-Capital Holdings Pte Ltd                                | Singapore                | Investment holding   | 50                   | 50     |
| * Jaya Bowl Sdn Bhd   | Malaysia                 | Manager and operator of a bowling alley  | 20                   | 20     |
| * Jayawan Holdings Sdn Bhd                                      | Malaysia                 | Dormant  | 40                   | 40     |

**41 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D)**

| Name of Company   | Country of Incorporation | Principal Activities                 | Equity Interest Held |           |
|---|--------------------------|--------------------------------------|----------------------|-----------|
|   |                          |                                      | 2005<br>%            | 2004<br>% |
| <b>Associated Companies</b>   |                          |                                      |                      |           |
| @ Matrix International Berhad   | Malaysia                 | Investment holding                   | 12.89                | -         |
| * Navodaya Mass Entertainments Ltd  | India                    | Developer and operator of theme park | 37.12                | 37.12     |
| * Palzon Sdn Bhd  | Malaysia                 | Dormant                              | 30                   | 30        |
| * Portsworth Holdings Pte Ltd   | Singapore                | Investment holding                   | 50                   | 50        |
| * Resort Cruises (S) Pte Ltd  | Singapore                | Dormant                              | 49                   | 49        |
| * Staffield Marketing Services Sdn Bhd                                    | Malaysia                 | Dormant                              | 50                   | 50        |
| Tioman Ferry Services Sdn Bhd   | Malaysia                 | Dormant                              | 50                   | 50        |
| * Tioman Island Resort Ferries (S) Pte Ltd                                | Singapore                | Ferry services                       | 30                   | 30        |
| * Brickfields Properties Pty Ltd (formerly known as World Square Pty Ltd) | Australia                | Property development                 | 39.2                 | 39.2      |
| @ Megaquest Sdn Bhd   | Malaysia                 | Investment holding                   | -                    | 50        |

# Audited by member firms of Ernst & Young Global.

\* Not audited by Ernst & Young or a member firm of Ernst & Young Global.

^ These companies were transferred to Berjaya Vacation Club Berhad by the Company as part of an internal rationalisation exercise and has no effect on the Group's results.

@ The Group's interest in Matrix International Berhad ("Matrix") diluted from 51.99% to 12.89% following the issuances of new Matrix shares by Matrix to acquire Berjaya Times Square Sdn Bhd and the settlement of liquidated ascertained damages to property purchasers as explained in Notes 39(5) and 39(6) to the financial statements.

**42 COMPARATIVES**

Certain comparative figures have been reclassified to conform with current year's presentation:

| Group                      | As previously reported<br>RM'000 | Reclassification<br>RM'000 | As restated<br>RM'000 |
|----------------------------|----------------------------------|----------------------------|-----------------------|
| Land held for development  | 198,283                          | 125,480                    | 323,763               |
| Property development costs | 450,777                          | (122,476)                  | 328,301               |
| Receivables                | 574,665                          | 24                         | 574,689               |
| Tax recoverable            | 43,696                           | (22,949)                   | 20,747                |
| Payables                   | 317,852                          | (3,028)                    | 320,880               |
| Deferred tax liabilities   | 167,197                          | 22,949                     | 144,248               |

# List Of Properties

as at 30 April 2005

| Location   | Tenure   | Size            | Description  | Estimated Age of Building (Years) | Date of Acquisition | Net Book Value RM '000 |
|--|--|-----------------|--|-----------------------------------|---------------------|------------------------|
| Lot 493 GM98 Mukim Hulu Kelang<br>Off Jalan Hulu Kelang<br>Gombak, Selangor Darul Ehsan<br>(Adjoining Taman Hillview)                                    | Freehold   | 5 acres         | Land for residential development   | N/A                               | 26/09/1989          | 3,203                  |
| Lot 1151 Grant No.5873<br>Section 57 Kuala Lumpur<br>(32 Jalan Sultan Ismail<br>Kuala Lumpur)  | Freehold   | 9,924 sq ft     | Commercial land with 3-storey commercial building for rental (with basement floor) | >18                               | 25/01/1990          | 7,077                  |
| Lot PTB 1992 HS(D) 4868<br>Bandar Penggaram<br>Daerah Batu Pahat<br>Johor Darul Takzim   | Freehold   | 77,591.25 sq ft | Land proposed for commercial complex   | N/A                               | 10/03/1982          | 114                    |
| Lot Nos. 1087, 1088 & 1089<br>Seksyen 57<br>Mukim & Daerah Kuala Lumpur<br>(42-2, 42-2A, 42-2B, 42-2C<br>Jalan Sultan Ismail<br>Kuala Lumpur)            | Leasehold<br>99 years<br>expiring on<br>08/09/2069 | 5,768 sq ft     | 4-storey shop/office building for rental   | >31                               | 28/09/1995          | 10,000                 |
| Parcel No. V588, V589, V3699,<br>V8369 & V8370<br>Beau Vallon Bay Beach<br>West Coast of Mahe Island<br>Seychelles                                       | Freehold   | 10.0434 acres   | Beach resort (184 guest rooms)   | >29                               | 18/08/1994          | 73,789                 |
| Lot 3, Lorong 2/1<br>Solok Hishammuddin 1<br>Kawasan Selat Klang Utara<br>Klang<br>Selangor Darul Ehsan  | Leasehold<br>expiring in<br>2084                   | 5 acres         | Warehouse for rental   | 18                                | 26/03/1977          | 6,048                  |
| Lot No 30, 2523, 2543 & 2546<br>Section 1, Town of Georgetown<br>North East District<br>Pulau Pinang   | Leasehold<br>99 years<br>expiring on<br>2093       | 197,562 sq ft   | Hotel (323 guest rooms)  | 10                                | 20/01/1995          | 42,891                 |
| Lot No 30 & 2546<br>Section 1 Town of Georgetown<br>North East District<br>Pulau Pinang<br>(488E-18-06 Midland<br>Condominium<br>Jalan Burmah, Penang)   | Leasehold<br>99 years<br>expiring on<br>April 2093 | 730 sq ft       | 1 unit of apartment - vacant   | 11                                | 03/08/1996          | 156                    |
| Lot PT No.4805, 4806,<br>HS (D) No 81319, 81320<br>Mukim Petaling<br>Kuala Lumpur  | Freehold   | 662,330 sq m    | Club house and golf house  | >13                               | 05/09/1991          | 94,822                 |
| Lot 49-56 Section 88A<br>Lot 112-115, 120 Section 43<br>Wilayah Persekutuan  | Freehold   | 4.124 acres     | Land for mixed development   | N/A                               | 10/08/1995          | 106,291                |
| Lot PT No.4792, 4793, 4794,<br>4796, 4804, 4813, 4814,<br>HS (D) No 81308, 81309, 81310,<br>81311, 81318, 80322,<br>80323 Mukim Petaling<br>Kuala Lumpur | Freehold   | 63.74 acres     | Land for mixed development   | N/A                               | 05/09/1991          | 33,267                 |

| Location   | Tenure   | Size                    | Description   | Estimated Age of Building (Years) | Date of Acquisition | Net Book Value RM '000 |
|--|--|-------------------------|---|-----------------------------------|---------------------|------------------------|
| Lot PT No. 4802, 4803, 4811, HS (D) No 81316, 81317, 81321 Mukim Petaling Kuala Lumpur   | Freehold   | 14.29 acres             | Land for mixed development  | N/A                               | 05/09/1991          | 16,214                 |
| A-UP/LP06, Berjaya Times Square No. 1, Jalan Imbi 55100 Kuala Lumpur   | Freehold   | 7,555 sq ft             | Penthouse   | 2                                 | 27/2/2004           | 6,522                  |
| Lot 70 Section 88<br>Lot 120 Section 43<br>Wilayah Persekutuan   | Freehold   | 0.37 acre               | Land for mixed development  | N/A                               | 25/8/2004           | 3,000                  |
| No 67, Tanjong Pagar Road Singapore 088488   | Leasehold<br>99 years<br>expiring on<br>07/04/2091 | 5,000 sq ft             | 1 unit of 3-storey pre-war shophouse for sales and marketing office | >23                               | 06/1995             | 6,499                  |
| Le Morne South-West Coast of Mauritius Mauritius   | Leasehold<br>60 years<br>expiring on<br>2050       | 14.9 acres              | Beach resort and casino (200 guest rooms)                           | 10                                | 01/05/1994          | 90,510                 |
| Lot 470 HS(D) 38111 Section 94, Kuala Lumpur Wilayah Persekutuan (60, Jalan Taman Seputeh Satu Taman Seputeh Kuala Lumpur)       | Freehold   | 2,250 sq ft             | Land with a 2-storey linked house for rental                        | 28                                | 31/03/1995          | 335                    |
| Lot 93 & 94 Geran No. 4470 & 4471 Daerah Melaka Tengah Kawasan Bandar 1, Melaka (No. 481 Jln Tengker Melaka)                     | Freehold   | 14,026 sq ft            | 1 unit of 3 1/2 - storey shophouse for rental                       | 17                                | 31/03/1995          | 2,059                  |
| PTD 6268, HSD 18755 Air Hitam Johor Darul Takzim   | Freehold   | 17,488 sq ft            | Petrol kiosk  | N/A                               | Since 1990          | 612                    |
| Lot 103, 104 & 105 GM 915, 1743 & 1166 Section 94 Robson Heights Kuala Lumpur  | Freehold   | 3.843 acres (land area) | Condominium Block A<br>Sold : 127 units<br>Unsold : 1 unit          | 9                                 | 02/03/1989          | 407                    |
| Lot 5593 EMR 4282 Mukim Sri Gading Off 94km Johor Bahru Batu Pahat Main Road Batu Pahat Johor Darul Takzim (Taman UPC,Air Hitam) | Freehold   | 9.72 acres              | Land for mixed development  | N/A                               | Since 1990          | 350                    |
| Mukim Simpang Kanan Daerah Batu Pahat Johor Darul Takzim (Banang Estate)   | Freehold   | 17.876 acres            | Land for residential & commercial development                       | N/A                               | Since 1990          | 3,761                  |

# List Of Properties

as at 30 April 2005

| Location   | Tenure                                 | Size                         | Description   | Estimated Age of Building (Years) | Date of Acquisition | Net Book Value RM '000 |
|--|--|------------------------------|---|-----------------------------------|---------------------|------------------------|
| Lot 24225 & 24226<br>Banang Jaya<br>Phase 1A<br>Batu Pahat<br>Johor Darul Takzim<br>(No. 74 & 75, Jalan Gemilang)  | Freehold                               | 5,720<br>sq ft               | 2 units of 2-storey<br>shophouse<br>for office use  | 8                                 | Since 1990          | 271                    |
| PTD 6089 to 6097,<br>PTD 6000 to 6009 &<br>PTD 6020 to 6026<br>Mukim Sri Gading<br>Johor Darul Takzim<br>(Taman UPC, Air Hitam)                                    | Freehold                               | 27,748<br>sq ft              | Vacant residential &<br>commercial<br>development land  | N/A                               | Since 1990          | 458                    |
| Lot 224 Section 98<br>Title GM 1200<br>Jalan Klang Lama<br>Kuala Lumpur<br>(Gemilang Apartments<br>& Klang Lama<br>Business Park)                                  | Freehold                               | 16,607<br>sq ft              | Condominium/<br>Shops/Apartments<br>Condominium<br>Sold : 197 units<br>Unsold : 1 unit<br>Apartments<br>Sold : 63 units<br>Shops<br>Sold : 23 units<br>Unsold : 7 units | 13                                | Since 1990          | 1,015                  |
| Lot 1659,1660 and part of<br>Lots 1653, 1654, 1655,<br>1656, 1657<br>Teluk Burau<br>Mukim Padang Matsirat<br>Daerah Langkawi<br>Pulau Langkawi<br>Kedah Darul Aman | Leasehold<br>expiring on<br>30/04/2054 | 70<br>acres                  | Beach resort<br>(400 rooms chalets)   | 12                                | 27/05/1994          | 123,112                |
| Flat 54, Hyde Park Towers<br>London<br>United Kingdom  | 999<br>years                           | Approximately<br>2,500 sq ft | Apartment for<br>investment   | 26                                | 24/09/1993          | 1,915                  |
| Flat 35, Bishops Courts<br>Bishops<br>Porchester Terrace and<br>Garage Bay 34<br>London<br>United Kingdom  | 125 years                              | 1,184<br>sq ft               | Apartment for<br>investment   | 17                                | 03/08/1994          | 1,429                  |
| Parcel J141 & J1530<br>Situating at Port Glaud<br>South East Coast of Mahe Island<br>Seychelles  | Freehold                               | 18.4557<br>acres             | Beach resort<br>(173 guest rooms)   | >18                               | 24/10/1994          | 55,425                 |
| 36 College Avenue<br>Mount Lavinia<br>Sri Lanka  | Freehold                               | } 1.742<br>} acres           | } Beach resort<br>} (90 rooms)  | } 19                              | } 1983              | } 9,234                |
| No. 36/4, 36/5 & 36<br>De Saram Road<br>Mount Lavinia<br>Sri Lanka   | Freehold                               |                              |   |                                   |                     |                        |

| Location   | Tenure  | Size              | Description                             | Estimated Age of Building (Years) | Date of Acquisition  | Net Book Value RM '000 |
|--|---|-------------------|---|-----------------------------------|--|------------------------|
| GM PN 1384 Lot 5 &<br>GM PN 1339 Lot 212<br>Pulau Redang<br>Terengganu Darul Iman  | GM PN 1384<br>Lot 5 -<br>Leasehold expiring<br>on 16/02/2067<br>GM PN 1339 Lot 212 -<br>Leasehold expiring on<br>06/05/2070 | 2.12<br>acres     | Land for<br>development<br>of resort    | N/A                               | 25/09/1991   | 47,393                 |
| GM 1 Lot 1,<br>GM 2 Lot 2,<br>GM 3 Lot 128,<br>GM 4 Lot 129,<br>Lot 213 Geran 6440,<br>Lot 4 Geran 6615,<br>GM 126 Lot 3<br>Pulau Redang<br>Terengganu Darul Iman  | Freehold  | 54.55<br>acres    | Land for<br>development<br>of resort    | N/A                               | 1990   | 2,455                  |
| PT 289K-293K<br>Teluk Dalam & Teluk Siang<br>Pulau Redang<br>Terengganu Darul Iman   | Leasehold<br>60 years<br>expiring in<br>year 2051   | 655<br>acres      | Beach resort<br>(252 rooms)             | >9                                | 16/10/1993   | 105,337                |
| Part of TL 1843<br>Kota Kinabalu, Sabah<br>(Berjaya Palace Hotel)  | Leasehold<br>expiring on<br>year 2065   | 40,075.2<br>sq ft | Carpark<br>of hotel                     | N/A                               | 18/08/1994   | 2,069                  |
| CL No: 015098745<br>Kota Kinabalu, Sabah<br>(Berjaya Palace Hotel)   | Leasehold<br>expiring on<br>year 2908   | 1.52<br>acres     | Hotel building<br>(160 guest rooms)     | 18                                | 18/08/1994   | 25,428                 |
| Unit #A3-3,#A5-2,#A5-7,#A3A-3<br>#B3A-6,#C2-15,16,17,18,<br>#C3-3,8,#C3A-3,8,#C5-2,7<br>Meranti Park<br>Bukit Tinggi<br>Mukim and District of Bentong<br>Pahang Darul Makmur   | Leasehold<br>expiring on<br>05/2094   | 10,955<br>sq ft   | Holiday<br>accommodation<br>for members | >6                                | 30/11/1999   | 2,402                  |
| Unit#C 103,108,110,113,116,<br>118-120, 700,701,706,708,800,<br>808,900, 903,905,906,908,909<br>Unit#H 100,101,103,108,110,<br>600,603,605,606,608,708,800,<br>802,803,900,903,905,908<br>Unit#C 102,141,152,159,181,182,<br>187,805,807,902<br>Unit#H 129,149,209,601<br>KL Plaza Condominium<br>Kuala Lumpur | Freehold  | 81,055<br>sq ft   | Holiday<br>accommodation<br>for members | 18                                | 30/06/2003   | 22,717                 |
| Unit #4555, 2514, 2506, 3543, 4544<br>Awana Condominium<br>Genting Highlands<br>Pahang Darul Makmur  | Freehold  | 5,444<br>sq ft    | Holiday<br>accommodation<br>for members | >23                               | 30/06/1993 (#4555)<br>01/12/1995 (#2514)<br>01/12/1995 (#2506)<br>27/05/1997 (#3543)<br>30/04/2000 (#4544) | 1,524                  |
| Unit #A1/A2/A3/A3A/B2/<br>B3/B3A-1,2,3,5,6,7<br>#C2/C3-2,3,5,6 (50 units)<br>Tioman Horizon Condotel<br>Pulau Tioman<br>Pahang Darul Makmur  | Leasehold<br>expiring on<br>05/10/2076  | 30,250<br>sq ft   | Holiday<br>accommodation<br>for members | >9                                | 22/04/1995   | 7,804                  |

# List Of Properties

as at 30 April 2005

| Location  | Tenure                                    | Size         | Description                       | Estimated Age of Building (Years) | Date of Acquisition | Net Book Value RM '000 |
|---|---|--------------|-----------------------------------|-----------------------------------|---------------------|------------------------|
| Unit #B1-16109, 16110,16111, 16112, 16209,16210,16211, 16212,16309, 16310,16311,16312, 16409,16410, 16411 & 16412<br>Equatorial Hill Resort<br>Cameron Highlands<br>Pahang Darul Makmur | Freehold                                  | 16,492 sq ft | Holiday accommodation for members | 9                                 | 31/10/2000          | 3,902                  |
| Unit #C07-02, #C06-03,04, #H07-03, #H08-07, #BL4-06, #G03-05, #C03-04<br>Paradise Lagoon<br>Holiday Apartments<br>Port Dickson<br>Negeri Sembilan Darul Khusus                          | Leasehold expiring on 06/07/2087          | 5,459 sq ft  | Holiday accommodation for members | 8                                 | 07/09/2000          | 991                    |
| #A01-01,02,03,03A,05, 06,09,10,15,16,17,20<br>#A02-11,#B01-01,03, #C01-05,16,19<br>Meranti Park<br>Bukit Tinggi<br>Mukim and District of Bentong<br>Pahang Darul Makmur                 | Leasehold expiring on 05/2094             | 9,450 sq ft  | Holiday accommodation for members | >6                                | 11/01/2001          | 3,512                  |
| Unit #04-05,06,09-12,12A<br>Menara Greenview<br>Penang  | Freehold                                  | 711.39 sq m  | Holiday accommodation for members | >13                               | 18/04/1995          | 923                    |
| Unit #A2-7, #B03-07, #C01-11, 12, 13, 15, #C02-13A & #C5-8<br>Meranti Park, Bukit Tinggi<br>Pahang Darul Makmur   | Leasehold expiring on 05/2094             | 4,904 sq ft  | Holiday accommodation for members | >6                                | 24/12/2002          | 1,466                  |
| Unit #A02-05,06,#B03A-07, #B03-10,#C01-06,10,17,18, 20<br>Meranti Park, Bukit Tinggi<br>Pahang Darul Makmur   | Leasehold expiring on 05/2094             | 5,285 sq ft  | Holiday accommodation for members | >6                                | 18/04/2003          | 1,820                  |
| Lot PT 1997<br>Mukim Kota Setar<br>Daerah Kota Setar<br>Kedah Darul Aman  | Leasehold 99 years expiring on 01/11/2095 | 76,511 sq ft | Land for development              | N/A                               | 05/04/2002          | 3,850                  |
| Part of HS(D) 11008,PT No 12183<br>Mukim and District of Bentong<br>Pahang Darul Makmur   | Leasehold expiring on 01/08/2092          | 56.02 acres  | Vacant commercial land            | N/A                               | 30/04/1999          | 20,306                 |
| Parcel 3.2 Type A Block D 3rd Floor<br>Kemang Indah Condominium<br>Negeri Sembilan Darul Khusus   | Freehold                                  | 530 sq ft    | Holiday accommodation for members | >13                               | 18/04/1995          | 78                     |
| Unit # C 145,146,158,170, 171,179,199,600-603, 605-608,702,703<br>KL Plaza Condominium<br>Kuala Lumpur  | Freehold                                  | 25,994 sq ft | Holiday accommodation for members | 18                                | 29/04/1996          | 6,515                  |

| Location  | Tenure  | Size             | Description  | Estimated Age of Building (Years) | Date of Acquisition | Net Book Value RM '000 |
|---|---|------------------|--|-----------------------------------|---------------------|------------------------|
| Portion of parent lot:-<br>PT3301, Lot 879 & part of<br>Lots 880 & 35329<br>Mukim of Kuala Lumpur<br>District of Wilayah Persekutuan<br>(Bukit Kiara Equestrian<br>& Country Resort<br>Jalan Bukit Kiara<br>Kuala Lumpur) | Leasehold<br>70 years<br>expiring on<br>year 2059 | 69.845<br>acres  | Equestrian &<br>country resort                       | 13                                | 25/03/1989          | 56,203                 |
| PT 32921, 32922<br>Mukim Kuala Kuantan<br>Kuantan<br>Pahang Darul Makmur  | Freehold  | 5.46<br>acres    | Shopping mall<br>for rental                          | 7                                 | 05/02/1991          | 127,201                |
| PT33018<br>Mukim Kuala Kuantan<br>Kuantan, Pahang Darul Makmur  | Freehold  | 3.5<br>acres     | Land for<br>commercial<br>development                | N/A                               | 05/02/1991          | 4,125                  |
| Lot 67 Geran 11506 Section 5<br>North East District<br>Georgetown<br>Off Jalan Mesjid Negeri<br>Pulau Pinang<br>(Menara Greenview)  | Freehold  | 9,998<br>sq ft   | Condominium:<br>Sold : 232 units<br>Unsold : 4 units | >9                                | 23/09/1989          | 1,327                  |
| Lot 3454 GM(First Grade)<br>248 Mukim 13<br>North East District<br>Jalan Sungei Dua<br>Pulau Pinang<br>(Desa University)  | Freehold  | 5,336<br>sq ft   | Condominium:<br>Sold : 146 units<br>Unsold : 2 units | >7                                | 05/01/1991          | 807                    |
| Lot 1861 EMR 1379<br>Lot 24,25,905,<br>927,1241 EMR 8,9,890,905,1212<br>Mukim Beserah<br>Kuantan<br>Pahang Darul Makmur   | Freehold  | 23.31<br>acres   | Land for<br>development                              | N/A                               | 15/06/1990          | 2,826                  |
| PTD 21447-21463,<br>PTD 21479-21493,<br>PTD 27874, PTD 27880,<br>PTD 27880A,<br>PTD 29714-29716,<br>PTD 29667-29713,<br>PTD 29719-29738,<br>PTD 27894<br>Mukim of Simpang Kanan<br>Johor Darul Takzim                     | Freehold  | 169.884<br>acres | Land held for<br>development                         | N/A                               | 08/07/1997          | 29,125                 |
| Lot 1295-1298<br>QT(M) 31-34<br>Mukim of Machap<br>Johor Darul Takzim   | Freehold  | 19.98<br>acres   | Land held for<br>development                         | N/A                               | 08/07/1997          | 881                    |
| Lot 1293 and 1294<br>QT(M) 29 & 30<br>Mukim of Machap<br>Johor Darul Takzim   | Freehold  | 9.98<br>acres    | Land held for<br>development                         | N/A                               | 08/07/1997          | 470                    |

# List Of Properties

as at 30 April 2005

| Location   | Tenure   | Size              | Description   | Estimated Age of Building (Years) | Date of Acquisition | Net Book Value RM '000 |
|--|--|-------------------|---|-----------------------------------|---------------------|------------------------|
| Banang Jaya Development<br>Mukim of Simpang Kanan<br>District of Batu Pahat<br>Johor Darul Takzim  | Freehold   | 153.06<br>acres   | Land for<br>golf course,<br>clubhouse<br>and mixed<br>development | N/A                               | Since 1987          | 79,223                 |
| Lot 3000 Mukim Petaling<br>District of Kuala Lumpur<br>Wilayah Persekutuan   | Freehold   | 6.739<br>acres    | Proposed for<br>development of<br>408 apartments                  | N/A                               | Since 1993          | 11,136                 |
| PT 5100 HS(D) 18536<br>Mukim Setapak<br>Off 10 km Jalan Gombak<br>Gombak<br>Selangor Darul Ehsan<br>(Taman Cemerlang)                                | Leasehold<br>99 years<br>expiring on<br>12/04/2088 | 66.4<br>acres     | Land for<br>residential &<br>commercial<br>development            | N/A                               | 26/09/1986          | 10,520                 |
| Lot 4924 (PT 11526)<br>Mukim of Hulu Kelang<br>District of Gombak<br>Taman Tun Abdul Razak<br>Ampang Jaya<br>Selangor Darul Ehsan                    | Leasehold<br>expiring on<br>17/06/2078             | 60<br>acres       | Land for<br>development   | N/A                               | 01/05/1992          | 23,091                 |
| Lot 4916 (PT 1927) &<br>5871 (PT 2055)<br>Mukim of Hulu Kelang<br>District of Gombak<br>Taman Tun Abdul Razak<br>Ampang Jaya<br>Selangor Darul Ehsan | Leasehold<br>expiring on<br>17/06/2078             | 67.195<br>acres   | Club house and<br>golf course                                     | 19                                | 01/10/1984          | 73,521                 |
| No. 76, Mukim 17<br>Lot 471 & 472<br>Tanjong Bungah<br>Nouth East District<br>Pulau Pinang   | Freehold   | 9.655<br>acres    | Land held for<br>development                                      | N/A                               | 12/07/1994          | 2,109                  |
| B4/21 (Unit 6542)<br>Awana Condominium<br>Genting Highlands<br>Pahang Darul Makmur   | Freehold   | 1,916<br>sq ft    | Resort apartment<br>for investment                                | >23                               | 25/04/1992          | 490                    |
| B4/22 (Unit 6541)<br>Awana Condominium<br>Genting Highlands<br>Pahang Darul Makmur   | Freehold   | 2,007<br>sq ft    | Resort apartment<br>for investment                                | >23                               | 01/09/1992          | 339                    |
| B4/19 (Unit 5544)<br>Awana Condominium<br>Genting Highlands<br>Pahang Darul Makmur   | Freehold   | 1,258<br>sq ft    | Resort apartment<br>for investment                                | >23                               | 28/02/1991          | 223                    |
| Lot 1165 Geran 5868<br>Section 57<br>Daerah Kuala Lumpur<br>(Lot 17.01 17th floor<br>Wisma Cosway<br>Kuala Lumpur)                                   | Freehold   | 1,546.34<br>sq ft | 1 unit of apartment<br>for investment                             | >23                               | 01/09/1992          | 259                    |

| Location   | Tenure   | Size  | Description  | Estimated Age of Building (Years) | Date of Acquisition | Net Book Value RM '000       |
|--|--|---|--|-----------------------------------|---------------------|------------------------------|
| Lot PTB 13484 Title HS(D) 74361<br>Daerah Johor Bahru<br>Johor Darul Takzim<br>(Sri Indah Court<br>Jalan Abdul Samad<br>Johor Bahru<br>Johor Darul Takzim) | Freehold   | 41,676<br>sq ft                               | 24 units of 4-storey<br>apartment for rental           | >15                               | 28/02/1991          | 5,740                        |
| Unit 15A-33-6 Scots Tower<br>Mont' Kiara Pines<br>Kuala Lumpur   | Freehold   | 2,588<br>sq ft                                | 1 unit of condominium<br>for rental                    | >11                               | 12/09/1994          | 959                          |
| Lot PTPJ1484/62, HS(D) 44636<br>Lot 3, Section 51A, Jln 225<br>Petaling Jaya<br>Selangor Darul Ehsan   | Leasehold<br>99 years<br>expiring on<br>23/06/2065 | 35,000<br>sq ft                               | 1 storey<br>detached factory<br>for rental             | >11                               | 13/10/1995          | 5,926                        |
| No.B21-12, 21st Floor<br>Block B<br>Athenaeum At The Peak<br>Bukit Antarabangsa<br>Selangor Darul Ehsan  | Freehold   | 1,271<br>sq ft                                | Apartment<br>for rental                                | >9                                | 30/09/1994          | 150                          |
| Lot 37720 Title PN 9989<br>Mukim Kuala Lumpur<br>(8 Lorong Duta 2<br>Taman Duta, Kuala Lumpur)   | Leasehold<br>99 years<br>expiring on<br>21/09/2072 | 33,706<br>sq ft                               | 3-storey detached<br>house                             | 2                                 | 28/02/1991          | 11,693                       |
| Lot PT 2 HS(M) 349<br>Mukim Ampang<br>Kuala Lumpur<br>(15 Lingkungan U Thant<br>Kuala Lumpur)  | Freehold   | 14,000<br>sq ft                               | Land with a<br>2-storey bungalow<br>for rental         | >18                               | 15/05/1990          | 4,193                        |
| Lot LG147<br>Lower Ground Floor<br>Sungei Wang Plaza<br>Kuala Lumpur   | Freehold   | 570<br>sq ft                                  | Shoplot for rental                                     | 28                                | 01/09/1992          | 687                          |
| Lot LG147-1<br>Lower Ground Floor<br>Sungei Wang Plaza<br>Kuala Lumpur   | Freehold   | 610<br>sq ft                                  | Shoplot for rental                                     | 28                                | 01/09/1992          | 687                          |
| Lot 8 Subang Hi-Tech<br>Industrial Park<br>Subang Jaya<br>Selangor Darul Ehsan   | Freehold   | 48,748<br>sq ft                               | 1-storey factory<br>with 3-storey<br>office for rental | >11                               | 26/10/1994          | 4,000                        |
| Lot 23-25, Lot 70-77<br>Kota Raya Complex<br>Jalan Cheng Lock<br>Kuala Lumpur (A)  | Freehold   | 26,888<br>sq ft (A)<br>12,992.03<br>sq ft (B) | Retail lots<br>for rental                              | >18                               | 25/05/1990          | } 28,836<br>}<br>}<br>}<br>} |
| Lot 119-120<br>Kota Raya Complex<br>Jalan Cheng Lock<br>Kuala Lumpur (B)   |  |   |  |                                   |                     |                              |
| Unit 17 & 18, 9th Floor<br>Office Tower II<br>Henderson Centre, Beijing<br>People's Republic of China  | Leasehold<br>expiring on<br>13/10/2043             | 387.96<br>sq m                                | Office space<br>for rental                             | 8                                 | 1995                |                              |
|  |  |   |  |                                   |                     |                              |
|  |  |   |  |                                   |                     |                              |

# List Of Properties

as at 30 April 2005

| Location  | Tenure   | Size                | Description   | Estimated Age of Building (Years) | Date of Acquisition | Net Book Value RM '000 |
|---|--|---------------------|---|-----------------------------------|---------------------|------------------------|
| Lot 845 to 833, 955 & 1217<br>CT 17922 to 17960 &<br>Geran 8335 Section 67<br>Daerah Kuala Lumpur<br>Wilayah Persekutuan<br>(KL Plaza, Jalan Bukit Bintang<br>Kuala Lumpur) | Freehold   | 524,353<br>sq ft    | Office block,<br>podium block,<br>restaurant block<br>& car park for rental | 18                                | 05/06/1989          | 173,242                |
| Geran No. 29726<br>Lot No. 1261 Seksyen 67<br>Daerah Kuala Lumpur<br>(Plaza Berjaya, 12 Jalan Imbi<br>Kuala Lumpur)   | Freehold   | 67,855<br>sq ft     | Land with office<br>& residential block &<br>shopping complex<br>for rental | 19                                | 27/11/1989          | 45,880                 |
| Lot 15802 Geran 1223<br>(Old Lot 58)<br>Mukim & Daerah Klang<br>Selangor Darul Ehsan<br>(Berjaya Park, Jalan Kebun<br>Shah Alam)  | Freehold   | 325.235<br>acres    | Land for mixed<br>development   | N/A                               | 06/11/1991          | 46,776                 |
| Lot 117 CT 12610<br>Section 89A<br>Daerah Kuala Lumpur<br>(187A Jalan Ampang<br>Kuala Lumpur)   | Freehold   | 1.046<br>acres      | Land with detached<br>building for<br>rental                                | >16                               | 16/08/1989          | 8,296                  |
| Lot 1744 & 1745 Mukim 17<br>Daerah Seberang<br>Perai Tengah<br>Pulau Pinang   | Freehold   | 227,274<br>sq ft    | Vacant<br>development<br>land   | N/A                               | 26/11/1991          | 4,100                  |
| Lot 1740, 1741, 1742, 1743,<br>1746, 1748, 1749 & 1750<br>Mukim 17 Daerah Seberang<br>Perai Tengah<br>Pulau Pinang  | Freehold   | 1,641,478<br>sq ft  | Vacant<br>development<br>land   | N/A                               | 26/11/1991          |                        |
| Lot 767, 1252, 1253 & 1755<br>Mukim 17 Daerah Seberang<br>Perai Tengah, Pulau Pinang  | Freehold   | 255,618.79<br>sq ft | Vacant<br>development<br>land   | N/A                               | 26/11/1991          |                        |
| Lot 6, Jalan 217<br>Section 51, Petaling Jaya<br>Selangor Darul Ehsan<br>(Lot 58 Section 20<br>Petaling Jaya)   | Leasehold<br>expiring on<br>09/04/2056             | 1.27<br>acres       | Industrial land and<br>industrial building<br>for rental                    | 42                                | 01/07/1968          | 15,572                 |
| Lot 35928 PT No. 4626<br>Mukim Petaling<br>Jalan Sungai Besi<br>Kuala Lumpur  | Leasehold<br>86 years<br>expiring on<br>13/10/2079 | 72,200<br>sq ft     | Land for<br>residential<br>development                                      | 11                                | 11/09/1989          | 1,994                  |
| Lot PT No. 4627, HS (D) 77315<br>Mukim Petaling<br>Jalan Sungai Besi<br>Kuala Lumpur  | Leasehold<br>86 years<br>expiring on<br>13/10/2079 | 433,767<br>sq ft    | Land for<br>residential<br>development                                      | N/A                               | 11/09/1989          |                        |
| Lot 35930 PT No. 4625<br>Mukim Petaling<br>Jalan Sungai Besi<br>Kuala Lumpur  | Leasehold<br>86 years<br>expiring on<br>13/10/2079 | 3,046<br>sq ft      | Land proposed<br>for 4-storey<br>shop office                                | N/A                               | 11/09/1989          | 613                    |

| Location   | Tenure   | Size                                 | Description  | Estimated Age of Building (Years) | Date of Acquisition         | Net Book Value RM '000 |
|--|--|--------------------------------------|--|-----------------------------------|-----------------------------|------------------------|
| HS (D) 67288 Lot 57<br>Mukim Petaling<br>Jalan Sungai Besi<br>Kuala Lumpur   | Freehold   | 6,867<br>sq ft                       | Land proposed<br>for 4-storey<br>shop office   | N/A                               | 03/04/1994 }<br>}<br>}<br>} |                        |
| Lot 006 to 007, HS(M) 4245<br>to 4246, PT 5271 to 5272,<br>Lot 009 to 013, HS(M) 4287<br>to 4291, PT 5274 to 5278,<br>Lot 023 to 024, HS(M) 4301<br>to 4302, PT 5288 to 5289,<br>Lot 030 to 031, HS(M) 2302<br>to 2303, PT 21 to 22,<br>Lot 033 to 035, HS (M) 2305<br>to 2307, PT24 to 27,<br>Lot 040, HS(M) 4337<br>PT 5362,<br>Lot 042, HS (M) 4335, PT 5360,<br>Lot 046, HS(M) 4285, PT 5356<br>Lot 051 to 052,<br>HS(M) 4280 to 4279<br>PT 5351 to 5350,<br>Lot 057 to 058, HS(M) 4273 to 4274<br>PT 5344 to 5345,<br>Lot 062 to 064, HS(M) 4327<br>to 4329, PT 5337 to 5340,<br>Lot 071 to 073, HS(M) 4318<br>to 4320, PT 5329 to 5331,<br>Lot 077, HS(M) 4314, PT 5325,<br>Lot 079 to 083, HS(M) 4308<br>to 4312, PT 5319 to 5323,<br>Lot 090, HS(M) 4265, PT 5312,<br>Lot 092 to 093, HS(M) 4262<br>to 4263, PT 5309 to 5310,<br>Lot 104 to 108, HS(M) 2297<br>to 2301, PT 17 to 20<br>Seputeh Heights<br>Kuala Lumpur | Freehold   | 634,240<br>sq ft                     | Land for<br>bungalow lots<br>development   | N/A                               | Since 1989                  | 45,732                 |
| Lot 1 Persiaran Teknologi<br>Taman Teknologi Subang<br>Batu 3, Shah Alam<br>(Subang Heights<br>Shah Alam)  | Freehold   | 138,068<br>sq ft<br><br>3.4<br>acres | Land for<br>bungalow lots<br>development<br>(West Parcel)<br>Land for residential<br>development | N/A                               | 24/08/2001                  | 8,463<br><br>5,439     |
| Lot PT 16134 (Section I)<br>Lot PT 16138 (Section II)<br>Lot PT 16137 (Section III)<br>Lot PT 16135 (Section IV)<br>Lot PT 16136 (Section V)<br>Mukim and Daerah of Bentong<br>Pahang Darul Makmur   | Leasehold<br>expiring on<br>15/10/2098             | 552,628.50<br>sq m                   | Vacant<br>development<br>land  | N/A                               | 22/02/1999                  | 28,781                 |
| Lot 1291 Seksyen 67<br>(Old lot HS(D) 789, PT 4)<br>Mukim of Kuala Lumpur<br>Jalan Tun Razak<br>Section 62, Kuala Lumpur   | Leasehold<br>99 years<br>expiring on<br>18/03/2074 | 10,680<br>sq m                       | Vacant<br>development<br>land  | N/A                               | 06/10/1989                  | 12,066                 |

# List Of Properties

as at 30 April 2005

| Location   | Tenure   | Size              | Description  | Estimated Age of Building (Years) | Date of Acquisition | Net Book Value RM '000 |
|--|--|-------------------|--|-----------------------------------|---------------------|------------------------|
| HS(D) 791, PT 6 Mukim of Kuala Lumpur Ixora Apartments Jalan Tun Razak, Section 62 Kuala Lumpur  | Leasehold<br>99 years<br>expiring on<br>18/03/2074 | 131,432<br>sq ft  | Land for development<br>Condominium blocks<br>Sold - 301 units<br>Unsold - 3 units | >11                               | 06/10/1989          | 400                    |
| Lot 845 to 883, 955 & 1217 CT 17922 to 17960 & Geran 8335<br>Section 67, Kuala Lumpur Wilayah Persekutuan (KL Plaza, Jalan Bukit Bintang Kuala Lumpur)   | Freehold   | 140,659<br>sq ft  | 62 units of<br>apartments with<br>clubhouse known<br>as KL Court &<br>KL Heights   | 20                                | 16/05/1991          | 37,718                 |
| Lot PT 1696 & 1697 HS(D) 36083 & 36084<br>Mukim Petaling<br>Off Jalan Puchong<br>Selangor Darul Ehsan<br>(Taman Kinrara, Puchong<br>Selangor Darul Ehsan)  | Leasehold<br>99 years<br>expiring on<br>12/02/2088 | 62.5<br>acres     | Land with ongoing<br>residential &<br>commercial<br>development                    | N/A                               | 07/12/1989          | 308                    |
| Lot 7773 PT 2548, Lot 7774 PT 2549<br>Title No.HS (D) 79345, 79346<br>Mukim of Setul<br>District of Seremban<br>Negeri Sembilan Darul Khusus   | Freehold   | 1,091,441<br>sq m | Club house and<br>golf course  | 13                                | 20/08/1982          | 40,436                 |
| Lot 7853 PT 2627<br>Title No.HS (D) 79424<br>Lot 7973 PT 2747 (37734)<br>Title No.HS (D) 79544<br>Lot 7846 PT 2620<br>Title No.HS (D) 79417<br>Lot 7890 PT 2664<br>Title No.HS (D) 79461<br>Mukim of Setul<br>District of Seremban<br>Negeri Sembilan Darul Khusus | Freehold   | 3,266<br>sq m     | Bungalow lots<br>for sale  | N/A                               | 20/08/1982          | 236                    |
| Lot 7775 PT 2550<br>Title No.HS (D) 79347<br>Mukim of Setul<br>District of Seremban<br>Negeri Sembilan Darul Khusus  | Freehold   | 30,689<br>sqm     | Land for<br>development  | N/A                               | 20/08/1982          | 3,029                  |
| Lot 7998 PT 2772<br>Title No.HS (D) 79569<br>Mukim of Setul<br>District of Seremban<br>Negeri Sembilan Darul Khusus  | Freehold   | 68<br>sq m        | Land for power<br>sub-station  | N/A                               | 20/08/1982          | 5                      |
| Lot 11527 & 11525<br>HS(D) 18814 & 18812<br>Mukim Hulu Kelang<br>Gombak<br>(Taman Tun Abdul Razak<br>Selangor Darul Ehsan)   | Leasehold<br>expiring on<br>17/06/2078             | 292.8<br>acres    | Land for<br>development  | N/A                               | 22/12/1990          | 202,918                |

| Location  | Tenure  | Size                       | Description  | Estimated Age of Building (Years) | Date of Acquisition                       | Net Book Value RM '000 |
|---|---|----------------------------|--|-----------------------------------|---|------------------------|
| Sublot VI, part of Lot 7 Section 90 Parent Title CT 17211 Mukim Kuala Lumpur Wilayah Persekutuan (438 Jalan Tun Razak Kuala Lumpur)                                       | Leasehold 99 years expiring on 01/10/2020   | 1.038 acres                | Residential land with detached building for rental   | >23                               | 17/04/1990                                | 735                    |
| HS (D) 224 PT Tioman 215 HS (D) 27 P.T. Tioman 224 Daerah Rompin Mukim Tioman Tioman Island Pahang Darul Makmur   | Leasehold 99 years expiring on 06/01/2074 for HS(D) 224 and 05/10/2076 for HS(D) 27 | 200 acres                  | Land for hotel & resort operations   | 18                                | 30/12/1985                                | 148,362                |
| Lot 87 & 86, PT 445 & 446 Kampung Bunut Mukim Tioman Pahang Darul Makmur  | PT445 - Leasehold 19/02/2089 (99 years)<br>PT446 - Leasehold 31/01/2089 (99 years)  | 27 acres                   | Land for resort development  | N/A                               | 08/09/1993 (PT 446)<br>16/1/1991 (PT 445) | 6,385                  |
| Lot 28233-28236 (excluding Lot 28235) CT 16057-16061 (Old Lot 3371 - 3375) Mukim Setapak, Taman Sri Pelangi Jalan Genting Kelang Kuala Lumpur                             | Freehold  | 14,729 sq ft               | Condominium blocks<br>Block A : 216 units sold<br>Block B : 230 units sold<br>: 2 units unsold<br>Block C : 108 units sold<br>Shoplots : 13 units sold | 9                                 | 04/08/1989                                | 350                    |
| 35/39 Inverness Terrace 1 - 4 Inverness Place London, United Kingdom  | Freehold  | Approximately 40,000 sq ft | Hotel (137 rooms)  | 145                               | 14/11/1996                                | 49,796                 |
| Berjaya Times Square 13th Floor No.1, Jln. Imbi Kuala Lumpur  | Freehold  | 107,028 sq ft              | 1 floor of office space of an integrated commercial development for rental   | 2                                 | 06/01/1998                                | 46,312                 |
| Berjaya Times Square 14th, 15th Floor and service suites at Tower B No.1 Jln Imbi, Kuala Lumpur   | Freehold  | 344,501 sq ft              | 332 units of service suites  | 2                                 | 06/01/1998                                | 127,533                |
| Unit #603-A,603-B 604, 607, 608-A, 705, 707, 708-A, 709, 1105, 1106, 1108 Trinity Suites Trinity Plaza Tower I Condo-Hi-Rise Escario St., Lahog Cebu City The Philippines | Not Available   | 458.25 sq m                | Holiday accommodation for members  | 9                                 | 14/11/1996                                | 1,011                  |
| 83 Duxton Road Singapore 089540   | Leasehold 99 years expiring on 27/09/2087   | 908.2 sq m                 | Hotel with 48 guest rooms  | 14                                | 03/05/2001                                | 22,697                 |

N/A denotes Not Applicable

**Note:-**

The Group does not adopt a policy of regular valuation of its properties.

## Material Contracts

Other than as disclosed in Notes 13, 16, 22, 23, 26, 27, 30, 35, 36, 39 and 40 to the Financial Statements, the subsisting material contracts entered into by Berjaya Land Berhad ("BLand") and its subsidiary companies involving Directors and major shareholders are as follows:-

- 1) Eighteen (18) agreements dated 17 December 1999 entered into between BLand, Berjaya Group Berhad ("BGroup") and fifteen (15) lenders in relation to the put and call options of up to a total of RM472,340,000 nominal amount of 5% Irredeemable Convertible Unsecured Loan Stocks ("ICULS") 1999/2009, issued pursuant to the eighteen (18) subscription agreements dated 17 December 1999 entered into between BLand and/or its subsidiary companies and fifteen (15) lenders for the subscription of a total of RM472,340,000 nominal amount of 5% ICULS 1999/2009 pursuant to the debt conversion exercise of RM1,049,258,000 bank loans and debts owing by BLand and its subsidiary companies to various financial institutions and creditors into RM1,049,258,000 nominal amount of 5% ICULS 1999/2009 and debt conversion of RM99,999,800 bank loans owing by BLand and its subsidiaries to Arab-Malaysian Bank Berhad ("AMBB"), Arab-Malaysian Finance Berhad ("AMFB") and Arab-Malaysian Merchant Bank Berhad ("AMMB") into 64,516,000 new shares in BLand at an issue price of RM1.55 per share ("Debt Conversion Exercise").
- 2) Six (6) agreements dated 17 December 1999 entered into between BLand, BGroup and AMBB, AMFB, AMMB in relation to the put and call options of up to a total of RM333,382,000 nominal amount of 5% ICULS 1999/2009 issued pursuant to six (6) subscription agreements dated 17 December 1999 entered into between BLand and/or its subsidiary companies and AMBB, AMFB, AMMB for the subscription of RM333,382,000 nominal amount of 5% ICULS 1999/2009 and 64,516,000 new shares at an issue price of RM1.55 per new share pursuant to the Debt Conversion Exercise.

## Additional Information

The amount of non-audit fees incurred by the Group for the financial year ended 30 April 2005 amounted to RM35,000.

# Group Addresses

## HOTELS, RESORTS & RECREATION DEVELOPMENT

### MALAYSIAN HOTELS, RESORTS & RECREATION DEVELOPMENT

#### **Berjaya Tioman Beach, Golf & Spa Resort**

##### **Berjaya Tioman Suites**

Pulau Tioman  
P.O. Box 4, 86807 Mersing  
Johor Darul Takzim  
Tel : 09-419 1000  
Email : reserv@b-tioman.com.my

#### **Berjaya Langkawi Beach & Spa Resort**

Karong Berkunci 200  
Burau Bay  
07000 Langkawi  
Kedah Darul Aman  
Tel : 04-959 1888  
Email : resv@b-langkawi.com.my

#### **Berjaya Redang Beach Resort**

##### **Berjaya Redang Spa Resort**

Pulau Redang  
P.O. Box 126, Main Post Office  
20928 Kuala Terengganu  
Terengganu Darul Iman  
Tel : 09-630 8866/8888  
Email : reserdept@b-redang.com.my

#### **Berjaya Palace Hotel**

1, Jalan Tangsi, Karamunsing  
Locked Bag 78  
88992 Kota Kinabalu, Sabah  
Tel : 088-211 911  
Email : bphkk@b-palace.com.my

#### **Berjaya Georgetown Hotel**

1-Stop Midlands Park  
Jalan Burmah  
10350 Pulau Pinang  
Tel : 04-227 7111  
Email : bgh@b-georgetown.com.my

#### **Berjaya Times Square Hotel & Convention Center**

No. 1, Jalan Imbi  
55100 Kuala Lumpur  
Tel : 03-2117 8000  
Email : btshcc@timesquarekl.com.my

#### **KL Plaza Suites**

Level 5, KL Plaza Condominiums  
179, Jalan Bukit Bintang  
55100 Kuala Lumpur  
Tel : 03-2145 6988/8988  
Email : klps@berjaya.com.my

#### **Kelab Darul Ehsan**

Taman Tun Abdul Razak  
Jalan Kerja Air Lama  
68000 Ampang Jaya  
Selangor Darul Ehsan  
Tel : 03-4257 2333  
Email : enquiry@kde.com.my

#### **Bukit Kiara Equestrian & Country Resort**

Jalan Bukit Kiara  
Off Jalan Damansara  
60000 Kuala Lumpur  
Tel : 03-2094 1222  
Email : kiara@bukit-kiara.com.my

#### **Bukit Jalil Golf & Country Resort**

Jalan 3/155B  
Bukit Jalil  
57000 Kuala Lumpur  
Tel : 03-8994 1600  
Email : bgrb@bukit-jalil.com.my

#### **Bukit Banang Golf & Country Club**

1, Persiaran Gemilang  
Bandar Banang Jaya  
83000 Batu Pahat  
Johor Darul Takzim  
Tel : 07-428 6001  
Email : bbgcc@po.jaring.my

#### **Staffield Country Resort**

Batu 13  
Jalan Seremban-Kuala Lumpur  
71700 Mantin  
Negeri Sembilan Darul Khusus  
Tel : 03-8766 6117  
Email : scrb@po.jaring.my

#### **Desa WaterPark**

P.O. Box 13527  
Taman Danau Desa  
Off Jalan Klang Lama  
58100 Kuala Lumpur  
Tel : 03-7118 8338  
Email : mfra@tm.net.my

## OVERSEAS HOTELS, RESORTS & RECREATION DEVELOPMENT

#### **Berjaya Beau Vallon Bay Beach Resort & Casino**

P.O. Box 550, Victoria  
Mahe, Seychelles  
Tel : 248-287 287  
Email : bhrseym@seychelles.net

#### **Berjaya Mahe Beach Resort**

P.O. Box 540, Port Glaud  
Mahe, Seychelles  
Tel : 248-385 385  
Email : bmbms@seychelles.net

#### **Berjaya Praslin Beach Resort**

Anse Volbert, Praslin  
Seychelles  
Tel : 248-286 286  
Email : bpbfc@seychelles.net

#### **Berjaya Le Morne Beach Resort & Casino**

Le Morne, Case Royale  
Mauritius  
Tel : 230-450 5800/5700  
Email : generalma@berjaya.intnet.mu

#### **Berjaya Mount Royal Beach Hotel**

36, College Avenue  
Mount Lavinia  
Sri Lanka  
Tel : 941-1273 9610/14  
Email : berjaya@slt.lk

#### **Berjaya Eden Park Hotel**

35-39, Inverness Terrace  
Bayswater, London W2 3JS  
United Kingdom  
Tel : 4420-7221 2220  
Email : reservations@berjayaeden.co.uk

#### **Berjaya Hotel**

83, Duxton Road  
Singapore 089540  
Tel : 65-6227 7678  
Email : berhotel@berjayahotel.com.sg

## VACATION TIMESHARE & TRAVEL

#### **Berjaya Vacation Club Berhad**

Lot S13-21, 2nd Floor, KL Plaza  
179, Jalan Bukit Bintang  
55100 Kuala Lumpur  
Tel : 03-2141 3133  
Email : kphoon@berjaya.com.my

#### **Berjaya Air Sdn Bhd**

(Reservation & Ticketing)  
6th Floor, Menara Berjaya, KL Plaza  
179, Jalan Bukit Bintang  
55100 Kuala Lumpur  
Tel : 03-2145 2828  
Email : reserve@berjaya-air.com

## PROPERTY INVESTMENT & DEVELOPMENT

#### **Main Office:**

10th Floor, Menara Berjaya, KL Plaza  
179, Jalan Bukit Bintang  
55100 Kuala Lumpur  
Tel : 03-2935 8188/8888  
Website: www.berjayaproperties.com

#### **Property Gallery**

F00.1, 1st Floor,  
Menara Berjaya, KL Plaza  
179, Jalan Bukit Bintang  
55100 Kuala Lumpur  
Tel : 03-2142 8028

#### **Arena Green Apartments**

Management Office:  
No. 3, Jalan 1/155A  
Bukit Jalil  
57000 Kuala Lumpur  
Tel : 03-8996 8060

#### **Berjaya Park**

Seksyen 32  
40460 Shah Alam  
Selangor Darul Ehsan

# Group Addresses

## Gemilang Indah/Pines Condominiums

Management Office:  
No. 116, Jalan Sultan Abdul Samad  
Brickfields  
50470 Kuala Lumpur  
Tel : 03-2273 3285

## Green Avenue Condominiums

Geran No. 47473, Lot No. 36460  
Jalan 1/155B, Bukit Jalil  
57000 Kuala Lumpur

## Greenfields Apartments

Management Office:  
No. 8, Jalan 1/155B  
Bukit Jalil  
57000 Kuala Lumpur  
Tel : 03-8994 3782

## Indah UPC

3 ½ Mile, Jalan Kelang Lama  
58000 Kuala Lumpur

## Ixora Apartments

Management Office:  
Ground Floor, Ixora Apartment  
Jalan Tun Razak  
50400 Kuala Lumpur  
Tel : 03-9222 2528

## Petaling Indah Condominiums

Management Office:  
Jalan 1C/149  
Off Jalan Sungei Besi  
57100 Kuala Lumpur  
Tel : 03-9057 3576

## Robson Condominiums

Management Office:  
Jalan 2/87D, Robson Heights  
Persiaran Syed Putra 2  
50470 Kuala Lumpur  
Tel : 03-2273 0925

## Seputeh Heights

Jalan Sungei Dua  
Taman Seputeh  
58100 Kuala Lumpur

## Sri Pelangi Condominiums, Shops & Apartments

Management Office:  
No. 126, Jalan Genting Kelang  
Setapak  
53300 Kuala Lumpur  
Tel : 03-4024 9981

## Subang Heights

Jalan SHT / SHB  
Taman Subang Heights  
47500 Subang Jaya  
Selangor Darul Ehsan

## Taman Cemerlang

Jalan 1/5  
Taman Cemerlang  
53100 Kuala Lumpur

## Kinrara Ria Apartments

### Kinrara Putri Apartments

### Kinrara Low Cost Apartments

Management Office:  
M.A.G.2, Block A  
Pangsa Puri, Kinrara Ria  
Jalan TK 4/11  
Taman Kinrara Seksyen IV  
47100 Puchong  
Selangor Darul Ehsan  
Tel : 03-8076 1587

## The Peak @ Taman TAR

Off Jalan Sultan  
Taman Tun Abdul Razak  
68000 Ampang  
Selangor Darul Ehsan

## Berjaya Land Development Sdn Bhd

74 & 75, Jalan Gemilang  
Taman Bandar Banang Jaya  
83000 Batu Pahat  
Johor Darul Takzim  
Tel : 07-428 8678/8722

## Sri Indah Court

M102, Sri Indah Court  
No. 55, Jalan Abdul Samad  
80100 Johor Bahru  
Johor Darul Takzim  
Tel : 07-224 1267

## Menara Greenview

**Desa University**  
Sales Office:  
Level 17, Penas Tower  
Midlands Park Centre  
Jalan Burmah  
10350 Pulau Pinang  
Tel : 04-227 4188

## Sri Dagangan Kuantan

**Business Centre**  
**Berjaya Megamall**  
Sales Office:  
Lot 3 - 18, 3rd Floor  
Jalan Tun Ismail  
Sri Dagangan  
25000 Kuantan  
Pahang Darul Makmur  
Tel : 09-508 8188  
Email : megamall@berjaya.com.my

## Berjaya Holdings (HK) Limited

2301, Wing On House  
71, Des Voeux Road  
Central, Hong Kong  
Tel : 852-2877 6616  
Email : etan@netvigator.com

## KL Plaza

Box 333, Lot S38, 2nd Floor  
KL Plaza  
179, Jalan Bukit Bintang  
55100 Kuala Lumpur  
Tel : 03-2141 7288  
Email : klpmgt@berjaya.com.my

## Kota Raya Complex

Lot 3.07A, Level 3  
Kota Raya Complex  
Jalan Tun Tan Cheng Lock  
50000 Kuala Lumpur  
Tel : 03-2072 2562  
Email : kotaraya@berjaya.com.my

## Plaza Berjaya

12, Jalan Imbi  
55100 Kuala Lumpur  
Tel : 03-2141 2240  
Email : pberjaya@berjaya.com.my

## GAMING

### Natural Avenue Sdn Bhd

Lot 8189 & 8190  
Town East, Jalan Pending  
93450 Kuching, Sarawak  
Tel : 082-333 666

### Sports Toto Malaysia Sdn Bhd

Berjaya Times Square  
Level 13-01  
No. 1, Jalan Imbi  
55100 Kuala Lumpur  
Tel : 03-2148 9888  
Email : webmaster@sportstoto.com.my

### Berjaya Lottery Management (HK) Limited

2301, Wing On House  
71, Des Voeux Road  
Central, Hong Kong  
Tel : 852-8277 6616

### International Lottery & Totalizator Systems, Inc

2131, Faraday Avenue  
Carlsbad, USA  
Tel : 1-760-931 4000  
Email : mktg@ilts.com

### Prime Gaming Philippines, Inc Philippine Gaming Management Corporation

29th Floor  
Rufino Pacific Tower  
6784, Ayala Ave., Cor. V.A. Rusino Street  
Makati, Metro Manila  
The Philippines  
Tel : 632-811 0668

## EDUCATION

### Informatics Holdings Ltd

Informatics Building  
5 International Business Park  
Singapore 609914  
Tel : 65-6560 0003  
E-mail :  
informatihl@informaticsgroup.com

### Malaysia Corporate Office

E-0-2 Block E, Megan Avenue 1  
189 Jalan Tun Razak  
50400 Kuala Lumpur  
Tel : 03-2166 2800  
E-mail : callcentre@informatics.edu.my

# Recurrent Related Party Transactions of Revenue Nature

| Berjaya Land Berhad (“BLand”) Group with the following Related Parties      | Nature of transactions undertaken by BLand and/or its unlisted subsidiaries   | Amount transacted during the financial year (RM’000) |
|---|---|--|
| <b>Berjaya Group Berhad (“BGroup”) and its unlisted related companies:-</b> |   |  |
| BGroup  | Management fees payable for services rendered that include, inter-alia, the provision of accounting, secretarial and general administrative services                                      | 400  |
|   | Rental income and service charges receivable by Noble Circle (M) Sdn Bhd (“NCSB”) for renting of office premises at 13th Floor (Section A), Menara Berjaya, KL Plaza, Kuala Lumpur        | 58   |
|   | Income receivable by Noble Circle Management Sdn Bhd from leasing of parking bays to tenants  | 17   |
| Berjaya Registration Services Sdn Bhd                                       | Receipt of share registration services and related expenses   | 254  |
|   | Rental income and service charges receivable by NCSB for renting of office & storage space at Lots C1-C6, Level 6, Block C and Lot S24B, 2nd Floor respectively at KL Plaza, Kuala Lumpur | 344  |
| Berjaya International Casino Management (HK) Limited                        | Management fees payable for consultation services rendered on casino operation  | 884  |
|   | Management fees receivable for services rendered include inter-alia the provision of accounting, secretarial and general administrative services  | 2,280  |
| Berjaya Corporation (S) Pte Ltd   | General marketing charges payable   | 241  |
| Tunas Cempaka Sdn Bhd   | Management fees receivable for services rendered include inter-alia the provision of accounting, secretarial and general administrative services  | 19   |
|   | Rental income receivable by Berjaya Langkawi Beach Resort Sdn Bhd for renting of shoplot at Berjaya Langkawi Beach & Spa Resort   | 60   |
| Berjaya International Casino Management (Seychelles) Limited                | General administrative charges payable  | 703  |
|   | Rental income receivable by Berjaya Beau Vallon Bay Beach Resort Limited for renting of casino in Berjaya Beau Vallon Bay Beach Resort Hotel & Casino, Seychelles                         | 2,813  |
| Berjaya Education Sdn Bhd   | Receipt of education and staff training services  | 28   |
| BerjayaCity Sdn Bhd   | Rental income and service charges receivable by NCSB for renting of office at Lots T30 & T30B, 3rd Floor, KL Plaza, Kuala Lumpur  | 95   |
| Inter-Pacific Trading Sdn Bhd   | Rental income and service charges receivable by Nural Enterprise Sdn Bhd (“NESB”) for renting of office premises at 1st Floor, Podium Block, Plaza Berjaya, Kuala Lumpur                  | 50   |
|   | Purchase of stationery products and horse feed  | 1,000  |

# Recurrent Related Party Transactions of Revenue Nature

| Berjaya Land Berhad (“BLand”) Group with the following Related Parties                          | Nature of transactions undertaken by BLand and/or its unlisted subsidiaries   | Amount transacted during the financial year (RM’000) |
|---|---|--|
| <b>Berjaya Group Berhad (“BGroup”) and its unlisted related companies:- (Cont’d)</b>            |   |  |
| Berjaya Starbucks Coffee Company Sdn Bhd (formerly known as Berjaya Coffee Company (M) Sdn Bhd) | Rental income and service charges receivable for renting of the following: <ol style="list-style-type: none"> <li>1. Kiosk G1 at Ground Floor, Kota Raya, Kuala Lumpur</li> <li>2. Storage space at Level 4, Kota Raya, Kuala Lumpur</li> <li>3. Kiosk A at main entrance walkway, KL Plaza, Kuala Lumpur</li> <li>4. Shoplot at Lots G33.3A-G33.5, Ground Floor, KL Plaza, Kuala Lumpur</li> <li>5. Store at Lot F33, 1st Floor KL Plaza, Kuala Lumpur</li> <li>6. Shoplot at Kiosk 1, Plaza Berjaya, Jalan Imbi, Kuala Lumpur</li> <li>7. Shoplot at Lot 3.11, 3rd Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur</li> <li>8. Office space at Lot 3.05, 3rd Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur</li> <li>9. Shoplot at Lot G15, Ground Floor, Berjaya Megamall, Kuantan</li> </ol> | 1,002  |
| Novacomm Integrated Sdn Bhd   | Procurement of promotion, advertising and publishing services   | 904  |
| Berjaya Roasters (M) Sdn Bhd  | Rental income and service charges receivable for renting of the following: <ol style="list-style-type: none"> <li>1. Shoplot at Lot G-83, Ground Floor, Berjaya Megamall, Kuantan</li> <li>2. Concourse area at Lot CCS-B-Bay 5A, Berjaya Megamall, Kuantan</li> <li>3. Kiosk B at main entrance walkway, KL Plaza, Kuala Lumpur</li> <li>4. Kitchen at Lot F32A, 1st Floor, KL Plaza, Kuala Lumpur</li> <li>5. Office premises at Lot 1.05, 1st Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur</li> </ol>  | 368  |
| Total   |   | 11,520   |
| <b>Berjaya Capital Berhad (“BCapital”) and its unlisted related companies:-</b>                 |   |  |
| BCapital  | Income receivable by Noble Circle Management Sdn Bhd from leasing of parking bays   | 5  |
| Berjaya General Insurance Berhad  | Provision of property management services include inter-alia, maintenance, management and administration services by Aras Klasik Sdn Bhd  | 736  |
| Inter-Pacific Securities Sdn Bhd  | Provision of security guard services by Berjaya Guard Services Sdn Bhd (“BGSSB”)  | 24   |

| Berjaya Land Berhad (“BLand”) Group with the following Related Parties   | Nature of transactions undertaken by BLand and/or its unlisted subsidiaries   | Amount transacted during the financial year (RM’000) |
|--|---|--|
| <b>Berjaya Capital Berhad (“BCapital”) and its unlisted related companies:- (Cont’d)</b>   |   |  |
|  | Rental income and service charges receivable by Nada Embun Sdn Bhd for renting of office premises at Lot 13-02, 13th Floor, West Wing, Berjaya Times Square, Jalan Imbi, Kuala Lumpur   | 1,287  |
| Total  |   | <u>2,052</u>   |
| <b>Cosway Corporation Berhad (“Cosway Corp”) and its unlisted related companies:-</b>  |   |  |
| Kimia Suchi Marketing Sdn Bhd  | Purchase of cleaning chemical products by the various hotels and resorts in BLand Group   | 737  |
| Cosway Corp  | Rental income receivable by Sinar Merdu Sdn Bhd (“SMSB”) for renting of condominium at KL Courts, KL Plaza Condominium, Jalan Bukit Bintang, Kuala Lumpur   | 20   |
| Berjaya HVN Sdn Bhd  | Rental income receivable by Klasik Mewah Sdn Bhd for renting of shoptlot at Lot 147-1, Lower Ground Floor, Sungai Wang Plaza, Kuala Lumpur  | 150  |
| Cosway (M) Sdn Bhd   | Rental income and service charges receivable for the following: <ol style="list-style-type: none"> <li>1. Shoptlot at No. 15, Tmn Tun Abdul Razak, Jalan Kerja Air Lama, Ampang Jaya, Selangor</li> <li>2. Shoptlot at Lots S08-09 2nd Floor, KL Plaza, Jalan Bukit Bintang, Kuala Lumpur</li> <li>3. Shoptlot at Lots 1 &amp; 2, Bukit Jalil Golf &amp; Country Resort, Jalan 3/155B, Bukit Jalil</li> </ol> | 85   |
| Singer (Malaysia) Sdn Bhd  | Provision of security guard services by BGSSB   | 331  |
|  | Rental income receivable by Berjaya Enamelware Sdn Bhd for renting of warehouse at Lot 3, Lorong 2/1, Solok Hishammuddin Kawasan Selat Klang Utara, Selangor  | 121  |
| Stephens Properties Sdn Bhd  | Rental and service charges payable to Stephens Properties Sdn Bhd for the following:- <ol style="list-style-type: none"> <li>1. Storage space at Lots 19D, E &amp; F, 20A, B, C, D &amp; E, 21F, 22D and 25B, D &amp; E, Wisma Cosway, Jalan Raja Chulan, Kuala Lumpur</li> <li>2. Office at Lot 6.07 &amp; 7.09, Wisma Cosway, Jalan Raja Chulan, Kuala Lumpur</li> </ol>                                    | 83   |
| Total  |   | <u>1,527</u>   |
| <b>Dunham-Bush (Malaysia) Berhad (“DunBush”) and its unlisted related companies:-</b>  |   |  |
| Topgroup M&E Service Sdn Bhd<br>Topgroup Parts & Services (Kuantan) Sdn Bhd<br>Dunham-Bush Sales & Services Sdn Bhd (“DBSSSB”)<br>TopAire Sales & Services Sdn Bhd | Purchase of air-conditioning equipment, contract pertaining to maintenance and service of air conditioning equipment for Aras Klasik Sdn Bhd, Berjaya Golf Resort Berhad, Kota Raya Complex Management Sdn Bhd, Noble Circle Management Sdn Bhd, Sinar Merdu Sdn Bhd, Berjaya Megamall Management Sdn Bhd and Klasik Mewah Sdn Bhd  | 277  |
| Total  |   | <u>277</u>   |

# Recurrent Related Party Transactions of Revenue Nature

| Berjaya Land Berhad (“BLand”) Group with the following Related Parties           | Nature of transactions undertaken by BLand and/or its unlisted subsidiaries   | Amount transacted during the financial year (RM’000) |
|--|---|--|
| <b>Berjaya Sports Toto Berhad (“BToto”) and its unlisted related companies:-</b> |   |  |
| BToto  | Rental income and service charges receivable by NCSB for renting of office at 8th, 14th and 15th Floors, Menara Berjaya, KL Plaza, Jalan Bukit Bintang, Kuala Lumpur  | 768  |
|  | Rental income receivable by Berjaya Langkawi Beach Resort Sdn Bhd for renting of villa at Berjaya Langkawi Beach & Spa Resort   | 180  |
| Sports Toto Malaysia Sdn Bhd   | Provision of security guard services by BGSSB   | 1,056  |
|  | Rental income and service charges receivable by NCSB for renting of office at 7th, 12th and 13th Floor, Menara Berjaya, KL Plaza, Bukit Bintang, Kuala Lumpur   | 844  |
|  | Rental income receivable by SMSB for renting of rooms at KL Court, KL Plaza, Jalan Bukit Bintang, Kuala Lumpur for guest use  | 105  |
|  | Rental income and service charges receivable by Nada Embun Sdn Bhd for renting of office at Lot 13-01, 13th Floor, West Wing, Berjaya Times Square, Jalan Imbi, Kuala Lumpur*   | 1,853  |
| FEAB Properties Sdn Bhd and FEAB Land Sdn Bhd                                    | Tenancy agreement with Berjaya Land Development Sdn Bhd for renting of office at No. 74 & 75, Jalan Gemilang, Taman Banang Jaya, Batu Pahat at RM1,800 per month. Tenure of the agreement is for a period of 3 years and renewable thereafter | 22   |
| Total  |   | 4,828  |
| <b>Other Related Parties:-</b>   |   |  |
| Hyumal Trading Sdn Bhd (a)   | Rental income and service charges receivable by NESB for renting of shoplot at G027A, Ground Floor, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur   | 160  |
| Quasar Carriage Sdn Bhd (b)  | Provision of security guard services by BGSSB   | 76   |
|  | Purchase of motor vehicles’ component parts and other related products and services   | 361  |
| Sun Media Corporation Sdn Bhd (c)  | Rental income and service charges receivable by Regnis Industries (Malaysia) Sdn Bhd for renting of office at Lot 6, Section 51, Kuala Lumpur   | 757  |
| DiGi Telecommunications Sdn Bhd (d)  | Rental income and service charges receivable for renting of the following:-   | 1,456  |
|  | 1. Space to house DiGi’s base station transceiver   |  |
|  | 2. Factory at Lot 8, Subang Hi-Tech Park, Shah Alam   |  |
|  | 3. Vacant land at PT 57348, Berjaya Industrial Park, Shah Alam  |  |
|  | 4. Shoplot at G22B & G23, Ground Floor, Berjaya Megamall, Kuantan   |  |
|  | 5. Shoplot at G33.8, Ground Floor of the Podium at KL Plaza, Jalan Bukit Bintang, Kuala Lumpur  |  |
|  | Provision of security guard services by BGSSB   | 804  |



# Recurrent Related Party Transactions of Revenue Nature

| Berjaya Land Berhad (“BLand”) Group with the following Related Parties | Nature of transactions undertaken by BLand and/or its unlisted subsidiaries                       | Amount transacted during the financial |
|--|---|--|
| <b>Other Related Parties:- (Cont’d)</b>                                |   |  |
|  | 2. Office premises at Level 3A, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur             |  |
|  | 3. Office premises at Lot 5.01 A & B, Podium Block, Plaza Berjaya, Jalan Imbi, Kuala Lumpur       |  |
|  | 4. Shoplot at Lot LG147, Lower Ground Floor, Sungai Wang Plaza, Jalan Sultan Ismail, Kuala Lumpur |  |
|  | 5. Shoplot at Nos D-0-5 and D-0-6, Arena Green Apartment, Jalan 1/155A, Bukit Jalil, Kuala Lumpur |  |
|  | 6. Shoplot at G.21, G22 & G22A, Ground Floor, Berjaya Megamall, Kuantan                           |  |
|  | 7. Shoplot at Kiosk C at main entrance walkway, KL Plaza, Kuala Lumpur                            |  |
| Total  |   | 13,269                                 |
| Grand Total  |   | 33,473                                 |

**Notes:**

- a. Ceased to be an associated company of BGroup effective from 6 December 2004.
- b. BGroup is a major shareholder of Quasar Carriage Sdn Bhd (“Quasar”). Dato’ Amer Hamzah bin Ahmad is a common director of the Company and Quasar and owns direct interest of 23.5% in Quasar.
- c. Sun Media Corporation Sdn Bhd (“Sun Media”) is a wholly-owned subsidiary of Nexnews Berhad. TSVT is the Chairman of Nexnews Berhad and a director of Sun Media. TSVT, BGroup and BCapital are major shareholders of Nexnews Berhad.
- d. DiGi Telecommunications Sdn Bhd is a wholly-owned subsidiary of DiGi.Com Berhad. TSVT resigned as the Chairman of DiGi.Com Berhad on 12 January 2005 and he has a 6.77% interests in DiGi.Com Berhad.
- e. Tai Thong Clubs and Hotel Catering Sdn Bhd, Chopstik Noodle House Sdn Bhd and Songbird Amusement Sdn Bhd are subsidiaries of TT Resources Bhd. Tan Sri Dato’ Tan Chee Sing (“TSDT”), a brother of TSVT, is the Executive Vice-Chairman and major shareholder of TT Resources Bhd.
- f. Berjaya TS Management Sdn Bhd is a wholly-owned subsidiary of Berjaya Times Square Sdn Bhd, which in turn is a wholly-owned subsidiary of Matrix International Berhad (“Matrix”). TSVT, TSDT, BGroup and the Company are major shareholders of Matrix. Dato’ Robin Tan Yeong Ching (“DRTYC”), Rayvin Tan Yeong Sheik (“RTYS”) and Nerine Tan Sheik Ping (“NTSP”), the children of TSVT are also shareholders of Matrix.
- g. WOFS.com Sdn Bhd is a 38.8% associated company of MOL.com Berhad, of which TSVT is a major shareholder. BGroup is also a major shareholder of MOL.com Berhad. TSVT resigned as the Chairman/Director of MOL.com Berhad on 12 January 2005. DRTYC was appointed as Chairman of MOL.com Berhad on 12 January 2005.
- h. TSVT, DRTYC and NTSP are directors of Bukit Tinggi Resort Berhad. TSVT is also a major shareholder of Bukit Tinggi Resort Berhad.
- i. TSVT is a major shareholder of MiTV Corporation Sdn Bhd (“MiTV”). DRTYC, RTYS are major shareholders of Kemajuan Semangat Sdn Bhd which holds 1.84% equity in MiTV. DRTYC is also a director of Kemajuan Semangat Sdn Bhd.
- j. Convenience Shopping Sdn Bhd is a wholly owned subsidiary of Premier Merchandise Sdn Bhd, which in turn is a 99% owned subsidiary of Intan Utilities Berhad. TSVT and BGroup are major shareholders of Intan Utilities Berhad.

# Statement Of Directors' Shareholdings

as at 23 August 2005

## THE COMPANY

|                                   | Number of Ordinary Shares of RM1.00 each |      |                 |      |
|-----------------------------------|--|------|-----------------|------|
|                                   | Direct Interest                          | %    | Deemed Interest | %    |
| Tan Sri Dato' Thong Yaw Hong      | 17,500                                   | 0.00 | 114,000         | 0.01 |
| Tan Sri Dato' Danny Tan Chee Sing | 159,721                                  | 0.02 | -               | -    |
| Dato' Robin Tan Yeong Ching       | 100,000                                  | 0.01 | -               | -    |
| Datuk Robert Yong Kuen Loke       | 90,000                                   | 0.01 | -               | -    |
| Ng Sooi Lin                       | 41,000                                   | 0.00 | -               | -    |
| Khoo Wei Tong @ Khaw Ooi Tong     | 10,000                                   | 0.00 | -               | -    |
| Dato' Amer Hamzah Bin Ahmad       | 3,250,000                                | 0.37 | -               | -    |

### RM1.00 nominal Amount of 5% Irredeemable Convertible

|                              | Unsecured Loan Stocks 1999/2009 |      |                 |      |
|------------------------------|---------------------------------|------|-----------------|------|
|                              | Direct Interest                 | %    | Deemed Interest | %    |
| Tan Sri Dato' Thong Yaw Hong | 26,250                          | 0.00 | 171,000         | 0.02 |

## ULTIMATE HOLDING COMPANY BERJAYA GROUP BERHAD

|                                   | Number of Ordinary Shares of RM1.00 each |      |                 |      |
|-----------------------------------|--|------|-----------------|------|
|                                   | Direct Interest                          | %    | Deemed Interest | %    |
| Tan Sri Dato' Danny Tan Chee Sing | 36,181,000                               | 2.42 | 679,000         | 0.05 |
| Dato' Robin Tan Yeong Ching       | 76,000                                   | 0.00 | -               | -    |
| Datuk Robert Yong Kuen Loke       | 200,000                                  | 0.01 | -               | -    |
| Ng Sooi Lin                       | 800,000                                  | 0.05 | -               | -    |

### Number of Warrants

|                                   | Direct Interest | %    | Deemed Interest | % |
|-----------------------------------|-----------------|------|-----------------|---|
| Tan Sri Dato' Danny Tan Chee Sing | 71,142,000      | 2.78 | -               | - |
| Dato' Robin Tan Yeong Ching       | 112,000         | 0.00 | -               | - |
| Khoo Wei Tong @ Khaw Ooi Tong     | 416,000         | 0.02 | -               | - |

### RM1.00 nominal Amount of 5% Irredeemable Convertible

|                               | Unsecured Loan Stocks 1999/2009 |      |                 |   |
|-------------------------------|---------------------------------|------|-----------------|---|
|                               | Direct Interest                 | %    | Deemed Interest | % |
| Tan Sri Dato' Thong Yaw Hong  | 332,500                         | 0.08 | -               | - |
| Tan Sri Dato' Tan Chee Sing   | 18,090,500                      | 4.29 | -               | - |
| Dato' Robin Tan Yeong Ching   | 28,000                          | 0.01 | -               | - |
| Datuk Robert Yong Kuen Loke   | 139,000                         | 0.03 | -               | - |
| Khoo Wei Tong @ Khaw Ooi Tong | 29,000                          | 0.01 | -               | - |

## RELATED COMPANIES

### COSWAY CORPORATION BERHAD

|                             | Number of Ordinary Shares of RM1.00 each |      |                 |   |
|-----------------------------|--|------|-----------------|---|
|                             | Direct Interest                          | %    | Deemed Interest | % |
| Dato' Robin Tan Yeong Ching | 10,000                                   | 0.00 | -               | - |
| Datuk Robert Yong Kuen Loke | 780,000                                  | 0.23 | -               | - |

### BERJAYA CAPITAL BERHAD

|                                   | Number of Ordinary Shares of RM1.00 each |      |                 |   |
|-----------------------------------|--|------|-----------------|---|
|                                   | Direct Interest                          | %    | Deemed Interest | % |
| Tan Sri Dato' Danny Tan Chee Sing | 87,332                                   | 0.02 | -               | - |
| Dato' Robin Tan Yeong Ching       | 10,000                                   | 0.00 | -               | - |
| Datuk Robert Yong Kuen Loke       | 168,000                                  | 0.03 | -               | - |
| Khoo Wei Tong @ Khaw Ooi Tong     | 11,833                                   | 0.00 | -               | - |

Save as disclosed, none of the other Directors of the Company has any interests in the shares and debentures of the Company or its related corporations as at 23 August 2005

# Statistics On Shares And Convertible Securities

as at 23 August 2005

## ANALYSIS OF SHAREHOLDINGS

| Size of Shareholdings | No. of Shareholders | %             | No. of Shares      | %             |
|-----------------------|---------------------|---------------|--------------------|---------------|
| less than 100         | 322                 | 2.12          | 7,842              | 0.00          |
| 100 - 1,000           | 4,599               | 30.21         | 3,322,986          | 0.38          |
| 1,001 - 10,000        | 8,143               | 53.49         | 35,647,182         | 4.10          |
| 10,001 - 100,000      | 1,892               | 12.43         | 54,388,961         | 6.27          |
| 100,001 - 43,420,893  | 265                 | 1.74          | 591,902,575        | 68.16         |
| 43,420,894* and above | 2                   | 0.01          | 183,148,322        | 21.09         |
| <b>Total</b>          | <b>15,223</b>       | <b>100.00</b> | <b>868,417,868</b> | <b>100.00</b> |

### NOTES:-

There is only one class of shares in the paid-up capital of the Company. Each share entitles the holder to one vote.

\* denotes 5% of the issued and paid-up capital of the company.

## THIRTY (30) LARGEST SHAREHOLDERS

| No. | Name   | No. of Shares Held | %     |
|-----|--|--------------------|-------|
| 1   | Teras Mewah Sdn Bhd  | 130,664,878        | 15.05 |
| 2   | Amsec Nominees (Tempatan) Sdn Bhd<br><i>AmBank (M) Berhad For Teras Mewah Sdn Bhd</i>                                      | 52,483,444         | 6.04  |
| 3   | Juara Sejati Sdn Bhd   | 38,135,566         | 4.39  |
| 4   | Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Arsam Bin Damis (AA0023)</i>         | 22,360,125         | 2.57  |
| 5   | Scotia Nominees (Tempatan) Sdn Bhd<br><i>The Bank Of Nova Scotia Labuan For Teras Mewah Sdn Bhd</i>                        | 22,000,000         | 2.53  |
| 6   | Alliancegroup Nominees (Tempatan) Sdn Bhd<br><i>Pledged securities Account For Teras Mewah Sdn Bhd</i>                     | 21,104,200         | 2.43  |
| 7   | Gan Thian Chin   | 20,857,559         | 2.40  |
| 8   | Malaysia Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Inter-Pacific Capital Sdn Bhd (04-00026-000)</i> | 19,853,000         | 2.29  |
| 9   | Amsec Nominees (Tempatan) Sdn Bhd<br><i>AmBank (M) Berhad (CQ0041)</i>   | 18,446,915         | 2.12  |
| 10  | SFB Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Teras Mewah Sdn Bhd</i>                               | 17,508,000         | 2.02  |
| 11  | SFB Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Teras Mewah Sdn Bhd</i>                               | 17,043,000         | 1.96  |
| 12  | Amsec Nominees (Tempatan) Sdn Bhd<br><i>AmBank (M) Berhad (AD1174)</i>   | 14,495,109         | 1.67  |
| 13  | AmMerchant Bank Berhad   | 12,788,679         | 1.47  |

**LIST OF THIRTY (30) LARGEST SHAREHOLDERS (CONTD.)**

| <b>No.</b> | <b>Name</b>   | <b>No. of Shares Held</b> | <b>%</b>     |
|------------|---|---------------------------|--------------|
| 14         | Amsec Nominees (Tempatan) Sdn Bhd<br><i>AmBank (M) Berhad For Bizurai Bijak (M) Sdn Bhd</i>                       | 12,590,000                | 1.45         |
| 15         | Malaysia Nominees (Tempatan) Sdn Bhd<br><i>Great Eastern Life Assurance (Malaysia) Berhad (Par 1)</i>             | 12,580,000                | 1.45         |
| 16         | AMMB Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Teras Mewah Sdn Bhd (BL000B)</i>            | 11,936,321                | 1.37         |
| 17         | PAB Nominee (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Vincent Tan Chee Youn (CTL BR)</i>            | 11,832,169                | 1.36         |
| 18         | Southern Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Teras Mewah Sdn Bhd</i>                 | 11,600,000                | 1.34         |
| 19         | AMMB Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Berjaya Times Square Sdn Bhd (BJTIMESO)</i> | 11,461,250                | 1.32         |
| 20         | Alliancegroup Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Teras Mewah Sdn Bhd (A/C 2)</i>    | 10,418,000                | 1.20         |
| 21         | Mayban Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Teras Mewah Sdn Bhd (51401172844C)</i>    | 9,000,000                 | 1.04         |
| 22         | Southern Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Teras Mewah Sdn Bhd</i>                 | 8,700,000                 | 1.00         |
| 23         | Mayban Nominees (Tempatan) Sdn Bhd<br><i>Aseambankers Malaysia Berhad For Teras Mewah Sdn Bhd (230557)</i>        | 8,400,000                 | 0.97         |
| 24         | Mayban Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Teras Mewah Sdn Bhd (51435681347A)</i>    | 8,237,000                 | 0.95         |
| 25         | Kuala Lumpur Stock Exchange   | 8,099,266                 | 0.93         |
| 26         | Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Tan Han Kook (AT0062)</i>   | 8,072,875                 | 0.93         |
| 27         | BI Nominees (Tempatan) Sdn Bhd<br><i>Teras Mewah Sdn Bhd</i>  | 7,250,000                 | 0.84         |
| 28         | Syed Mohd Yusof Bin Tun Syed Nasir  | 6,417,000                 | 0.74         |
| 29         | Citicorp Nominees (Tempatan) Sdn Bhd<br><i>CBHK PBGSGP For Teras Mewah Sdn Bhd</i>                                | 6,164,000                 | 0.71         |
| 30         | Inter-Pacific Securities Sdn Bhd<br><i>IVT (9C55)</i>   | 5,956,000                 | 0.69         |
|            |   | <u>566,454,356</u>        | <u>65.23</u> |

# Statistics On Shares And Convertible Securities

as at 23 August 2005

## ANALYSIS OF THE 5% IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS 1999/2009 ("ICULS") HOLDINGS

| Size of ICULS holdings | No. of ICULS holders | %             | No. of ICULS       | %             |
|------------------------|----------------------|---------------|--------------------|---------------|
| less than 100          | 39                   | 0.84          | 1,357              | 0.00          |
| 100 - 1,000            | 1,068                | 23.06         | 486,800            | 0.05          |
| 1,001 - 10,000         | 2,532                | 54.66         | 11,597,399         | 1.30          |
| 10,001 - 100,000       | 846                  | 18.26         | 26,065,431         | 2.92          |
| 100,001 - 44,623,035   | 142                  | 3.07          | 253,192,237        | 28.37         |
| 44,623,036* and above  | 5                    | 0.11          | 601,117,488        | 67.36         |
| <b>Total</b>           | <b>4,632</b>         | <b>100.00</b> | <b>892,460,712</b> | <b>100.00</b> |

\* denotes 5% of the ICULS outstanding

## THIRTY (30) LARGEST ICULS HOLDERS

| No. | Name   | No. of ICULS Held | %     |
|-----|--|-------------------|-------|
| 1   | Immediate Capital Sdn Bhd  | 206,315,859       | 23.12 |
| 2   | Southern Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Immediate Capital Sdn Bhd</i>              | 145,000,000       | 16.25 |
| 3   | Amsec Nominees (Tempatan) Sdn Bhd<br><i>AmBank (M) Berhad (CQ0041)</i>   | 121,750,000       | 13.64 |
| 4   | Amsec Nominees (Tempatan) Sdn Bhd<br><i>AmBank (M) Berhad (AD1174)</i>   | 75,500,000        | 8.46  |
| 5   | Mayban Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Immediate Capital Sdn Bhd (41401199603A)</i> | 52,551,629        | 5.89  |
| 6   | AmMerchant Bank Berhad   | 41,260,000        | 4.62  |
| 7   | Kewangan Bersatu Berhad  | 34,685,000        | 3.89  |
| 8   | Mayban Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Immediate Capital Sdn Bhd (41401199616B)</i> | 30,000,000        | 3.36  |
| 9   | HLB Nominees (Tempatan) Sdn Bhd<br><i>Hong Leong Bank Berhad (HLF/CAD)</i>   | 26,258,000        | 2.94  |
| 10  | Mayban Nominees (Tempatan) Sdn Bhd<br><i>Aseambankers Malaysia Berhad For Immediate Capital Sdn Bhd (230536)</i>     | 21,600,000        | 2.42  |
| 11  | PAB Nominee (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Berjaya Land Berhad (BSNC-Jln Bunus)</i>         | 18,700,000        | 2.10  |
| 12  | Southern Finance Berhad  | 15,830,802        | 1.77  |
| 13  | Perdana Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Immediate Capital Sdn Bhd</i>               | 6,740,000         | 0.76  |
| 14  | Southern Finance Berhad<br><i>Pledged Securities Account For Vincent Tan Chee Yioun</i>                              | 5,100,000         | 0.57  |
| 15  | Vincent Tan Chee Yioun   | 4,827,000         | 0.54  |
| 16  | Bukit Tinggi Resort Berhad   | 4,431,000         | 0.50  |
| 17  | Onn Kok Puay (Weng Guopei)   | 4,200,400         | 0.47  |

**THIRTY (30) LARGEST ICULS HOLDERS (CONTD.)**

| No. | Name  | No. of ICULS Held  | %            |
|-----|---|--------------------|--------------|
| 18  | AMMB Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Berjaya Times Square Sdn Bhd (BJTIMESO)</i> | 2,509,000          | 0.28         |
| 19  | Affin Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Phng Hooi Siang @ Fong Hooi Siang</i>      | 2,500,000          | 0.28         |
| 20  | Teras Mewah Sdn Bhd   | 1,664,435          | 0.19         |
| 21  | Yat Seng Construction Sdn Bhd   | 1,527,000          | 0.17         |
| 22  | Neo Say Yeow  | 1,230,900          | 0.14         |
| 23  | World Equipment Sdn Bhd   | 1,100,000          | 0.12         |
| 24  | RHB Capital Nominees (Tempatan) Sdn Bhd<br><i>RHB Bank Berhad (Account 1)</i>                                     | 1,050,000          | 0.12         |
| 25  | Mayban Nominees (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Swaldex Sdn Bhd (07246AP2685)</i>         | 970,000            | 0.11         |
| 26  | PAB Nominee (Tempatan) Sdn Bhd<br><i>Pledged Securities Account For Vincent Tan Chee Yioun (CTL BR)</i>           | 893,000            | 0.10         |
| 27  | Berjaya General Insurance Berhad  | 787,000            | 0.09         |
| 28  | Indar Kaur A/P Dan Singh  | 669,700            | 0.08         |
| 29  | Teh Seng Hock   | 559,000            | 0.06         |
| 30  | Insas Plaza Sdn Bhd   | 515,000            | 0.06         |
|     |   | <u>830,724,725</u> | <u>93.10</u> |

**SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 23 AUGUST 2005**

| Names of Substantial Shareholder                 | No. of Shares   |       |                 |       |
|--|-----------------|-------|-----------------|-------|
|  | Direct Interest | %     | Deemed Interest | %     |
| Teras Mewah Sdn Bhd                              | 414,188,559     | 47.70 | -               | -     |
| Juara Sejati Sdn Bhd                             | 78,628,566      | 9.06  | -               | -     |
| Berjaya Group Berhad                             | -               | -     | 569,086,644 (a) | 65.54 |
| Tan Sri Dato' Seri Vincent<br>Tan Chee Yioun (c) | 16,592,220      | 1.91  | 572,403,644 (b) | 65.92 |

**NOTES :-**

- (a) Deemed interested by virtue of its 100% interest in Teras Mewah Sdn Bhd, Juara Sejati Sdn Bhd, Bizurai Bijak (M) Sdn Bhd, Espeetex Sdn Bhd and its interests in the related companies, Berjaya General Insurance Berhad, Prime Credit Leasing Sdn Bhd, Inter-Pacific Securities Sdn Bhd, Eng Securities Sdn Bhd, Inter-Pacific Capital Sdn Bhd, Dunham-Bush Sales & Services Sdn Bhd and Berjaya Times Square Sdn Bhd.
- (b) Deemed interested by virtue of his interests in Berjaya Group Berhad, Bukit Tinggi Resort Berhad, and his deemed interest in Berjaya Times Square Sdn Bhd, a wholly – owned subsidiary of Matrix International Berhad and Desiran Unggul Sdn Bhd, a wholly-owned subsidiary of Intan Utilities Berhad.
- (c) Tan Sri Dato' Seri Vincent Tan Chee Yioun also has a deemed interest in 45,730,703 ordinary shares in Berjaya Land Berhad ("BLand") pursuant to Berjaya Group Berhad's Put and Call Option on the BLand shares.

# Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of the Company will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on **Monday, 24 October 2005 at 10.00 a.m.** for the following purposes:-

## AGENDA

1. To receive and adopt the audited financial statements of the Company for the year ended 30 April 2005 and the Directors' and Auditors' Reports thereon. RESOLUTION 1
2. To approve the payment of a final dividend of 5% per share less 28% income tax in respect of the year ended 30 April 2005. RESOLUTION 2
3. To approve the payment of Directors' fees amounting to RM120,000.00 for the year ended 30 April 2005. RESOLUTION 3
4. To re-elect the following Directors retiring pursuant to the Company's Articles of Association:-
  - a) Tan Sri Dato' Tan Chee Sing RESOLUTION 4
  - b) Dato' Mohammed Adnan Bin Shuaib RESOLUTION 5
  - c) YTM Tengku Mustaffa Kamel Ibni Almarhum Sultan Mahmud Al-Muktafi Billah Shah RESOLUTION 6
  - d) Dato' Amer Hamzah Bin Ahmad RESOLUTION 7
  - e) Datuk Maizan Bin Shaari RESOLUTION 8
5. To re-appoint Tan Sri Dato' Thong Yaw Hong as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965. RESOLUTION 9
6. To re-appoint Messrs Ernst & Young as Auditors and to authorise the Directors to fix their remuneration. RESOLUTION 10
7. As special business:-
  - (a) To consider and, if thought fit, pass the following Ordinary Resolutions:-
    - (i) **Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

"That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

RESOLUTION 11

**(ii) Proposed renewal of and new Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"That, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to shareholders dated 30 September 2005 which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM, at which the ordinary resolution for the proposed mandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) revoked or varied by resolution passed by the shareholders at a general meeting;

whichever is the earlier;

And Further That authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution."

RESOLUTION 12

**NOTICE OF THE DIVIDEND PAYMENT AND ENTITLEMENT DATE**

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 5% per share less 28% income tax in respect of the financial year ended 30 April 2005, if approved by the shareholders at the forthcoming Annual General Meeting, will be paid on 25 November 2005.

The entitlement date shall be fixed on 28 October 2005 and a Depositor shall qualify for entitlement only in respect of:-

- a. Shares transferred to the Depositor's Securities Account before 4.00pm on 28 October 2005 in respect of ordinary transfers.
- b. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board  
SU SWEE HONG  
Secretary

Kuala Lumpur  
30 September 2005

# Notice Of Annual General Meeting

## NOTES:

### (A) APPOINTMENT OF PROXY

1. A member entitled to attend and vote at the meeting is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy need not be a member of the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
3. The instrument appointing a proxy, shall be in writing under the hands of the appointer or his attorney duly authorised in writing, and in the case of a corporation, it must be executed either under its common seal or under the hand of its attorney.
4. The instrument appointing a proxy must be deposited at the Company's Registered Office, 11th Floor, Menara Berjaya, KL Plaza, 179 Jalan Bukit Bintang, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.

### (B) RESOLUTIONS 4, 5, 6, 7, 8 AND 9

The particulars of the Directors who are standing for re-election/re-appointment are set out in the relevant pages of the Annual Report as follows:-

|   | Name of Director   | Directors' Profile | Directors' Shareholdings |
|---|--|--------------------|--------------------------|
| 1 | Tan Sri Dato' Tan Chee Sing  | Page 3             | Page 127                 |
| 2 | Dato' Mohammed Adnan Bin Shuaib  | Page 7             | -                        |
| 3 | YTM Tengku Mustaffa Kamel Ibni Almarhum Sultan Mahmud Al-Muktafi Billah Shah | Page 5             | -                        |
| 4 | Dato' Amer Hamzah Bin Ahmad  | Page 7             | Page 127                 |
| 5 | Datuk Maizan Bin Shaari  | Page 8             | -                        |
| 6 | Tan Sri Dato' Thong Yaw Hong   | Page 3             | Page 127                 |

The details of Directors' attendance for Board Meetings are set out on Page 25 of the Annual Report.

### (C) SPECIAL BUSINESS

- (i) Resolution 11 is proposed pursuant to Section 132D of the Companies Act, 1965 and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
- (ii) Resolution 12 is in relation to the approval on the Shareholders' Mandate on Recurrent Related Party Transactions and if passed, will allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions in accordance with paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad. The explanatory notes on Ordinary Resolution 12 is set out in the Circular to Shareholders dated 30 September 2005 attached to the Annual Report.

# Form Of Proxy

**BERJAYA LAND BERHAD**  
(Company No. 201765-A)  
(Incorporated in Malaysia)

I/We \_\_\_\_\_  
(Name in full)

I.C. or Company No. \_\_\_\_\_ CDS Account No. \_\_\_\_\_  
(New and Old I.C. Nos. or Company No.)

of \_\_\_\_\_  
(Address)

being a member/members of BERJAYA LAND BERHAD hereby appoint:

\_\_\_\_\_ I.C. No. \_\_\_\_\_  
(Name in full) (New and Old I.C. Nos.)

of \_\_\_\_\_  
(Address)

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf, at the Fifteenth Annual General Meeting of the Company to be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Monday, 24 October 2005 at 10.00 a.m. or any adjournment thereof.

This proxy is to vote on the Resolutions set out in the Notice of the Meeting as indicated with an "X" in the appropriate spaces. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

|  | FOR | AGAINST |
|--|-----|---------|
| RESOLUTION 1 – To receive and adopt the Audited Financial Statements   |     |         |
| RESOLUTION 2 – To approve payment of a final dividend of 5% per share less 28% income tax                          |     |         |
| RESOLUTION 3 – To approve payment of Directors' Fees   |     |         |
| RESOLUTION 4 – To re-elect Tan Sri Dato' Tan Chee Sing as Director   |     |         |
| RESOLUTION 5 – To re-elect Dato' Mohammed Adnan Bin Shuaib as Director   |     |         |
| RESOLUTION 6 – To re-elect YTM Tengku Mustafa Kamel Ibni Almarhum Sultan Mahmud Al-Muktafi Billah Shah as Director |     |         |
| RESOLUTION 7 – To re-elect Dato' Amer Hamzah Bin Ahmad as Director   |     |         |
| RESOLUTION 8 – To re-elect Datuk Maizan Bin Shaari as Director   |     |         |
| RESOLUTION 9 – To re-appoint Tan Sri Dato' Thong Yaw Hong as Director  |     |         |
| RESOLUTION 10 – To re-appoint Auditors   |     |         |
| RESOLUTION 11 – To approve authority to allot and issue shares   |     |         |
| RESOLUTION 12 – To renew shareholders' mandate for Recurrent Related Party Transactions                            |     |         |

\_\_\_\_\_  
Signature of Shareholder(s)

|                    |
|--------------------|
| No. of Shares Held |
|                    |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2005

## NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy need not be a member of the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
3. The instrument appointing a proxy, shall be in writing under the hands of the appointer or his attorney duly authorised in writing, and in the case of a corporation, it must be executed either under its common seal or under the hand of its attorney.
4. The instrument appointing a proxy must be deposited at the Company's Registered Office, 11th Floor, Menara Berjaya, KL Plaza, 179 Jalan Bukit Bintang, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.

Fold this flap for sealing

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Affix Stamp

THE COMPANY SECRETARY  
BERJAYA LAND BERHAD  
11TH FLOOR, MENARA BERJAYA, KL PLAZA  
179 JALAN BUKIT BINTANG  
55100 KUALA LUMPUR

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***For further information, please contact:***

**The Company Secretary**

11th Floor, Menara Berjaya, KL Plaza, 179 Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia  
Tel: (6) 03 - 2935 8888 Fax: (6) 03 - 2935 8043

[www.berjaya.cc](http://www.berjaya.cc)

