

**FINANCIAL STATEMENTS AS AT 31 DECEMBER, 2000
TOGETHER WITH DIRECTORS' AND AUDITORS' REPORTS**

Financial Statements

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The directors hereby submit their report together with the audited financial statements of the Company for the financial year ended 31 December, 2000.

PRINCIPAL ACTIVITY

The intended principal activity of the Company is investment holding. The Company did not commence operations during the financial year under review.

RESULTS

RM

Net loss for the year

1,270

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the year.

CURRENT ASSETS

Before the income statement and balance sheet of the Company were made out, the directors took reasonable steps to ensure that any current assets which were unlikely to be realised in the ordinary course of business, including their values as shown in the accounting records of the Company have been written down to an amount which they might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances which would render the values attributed to the current assets in the accounts of the Company misleading.

VALUATION METHODS

At the date of this report, the directors are not aware of any circumstances which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate.

CONTINGENT AND OTHER LIABILITIES

At the date of this report, there does not exist :

- (a) any charge on the assets of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
- (b) any contingent liability of the Company which has arisen since the end of the financial year.

No contingent or other liability of the Company has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may substantially affect the ability of the Company to meet its obligations when they fall due.

CHANGE OF CIRCUMSTANCES

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Company which would render any amount stated in the financial statements misleading.

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Company during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature other than as disclosed in Note 8 to the financial statements.

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the Company for the financial year in which this report is made.

SIGNIFICANT AND SUBSEQUENT EVENTS

In connection with the listing on the Main Board of the Kuala Lumpur Stock Exchange, the Company :

- (a) on 5 December, 2000 signed an underwriting agreement with one managing underwriter and eight underwriters for the underwriting of 100 million ordinary shares of RM1.00 each of the Company at an issue price of RM2.00 per share;
- (b) on 13 December, 2000 entered into a share sale agreement to acquire the entire equity interest in Bintulu Port Sdn. Bhd. representing 65,000,000 ordinary shares of RM1.00 each for a purchase consideration of RM428,369,536 to be satisfied by way of issuance of 299,999,998 new shares in the Company of RM1.00 each at an issue price of approximately RM1.43 per share. These shares were subsequently issued to Minister of Finance on 14 February, 2001.
- (c) on 14 February, 2001 issued one special rights redeemable preference share of RM1.00 to Minister of Finance at par for cash.
- (d) on 22 March, 2001, issued the following shares :
 - (i) Public Issue of 72,599,000 new ordinary shares of RM1.00 each in the Company at an issue price of RM2.00 per share; and
 - (ii) Public Issue via tender of 27,401,000 new ordinary shares of RM1.00 each in the Company at an issue price of RM2.15 per share; and

The Company was listed on the Main Board of the Kuala Lumpur Stock Exchange on 16 April, 2001.

DIRECTORS

The directors who served since the date of the last report are :

Dato' Dr. Samsudin Bin Hitam	-	appointed on 1 July, 2000
Datuk Mohamed Adnan Bin Ali (Chairman)	-	appointed on 28 November, 2000
Onn Bin Kayat	-	appointed on 28 November, 2000
Capt. Awangku Abdul Malit @ Awangku Malyx Bin Pengiran Mahran (Managing Director)	-	appointed on 1 December, 2000
Abdul Rahim Bin Mokti		
Tan Sri Dato' Othman Bin Mohd. Rijal	-	resigned on 1 July, 2000

In accordance with the Company's Articles of Association, Capt. Awangku Abdul Malit @ Awangku Malyx Bin Pengiran Mahran, Dato' Dr. Samsudin Bin Hitam, Datuk Mohamed Adnan Bin Ali, Onn Bin Kayat and Abdul Rahim Bin Mokti retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

DIRECTORS' BENEFITS

During and at the end of the financial year, no arrangements subsisted to which the Company is a party with the object of enabling directors of the Company to 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 by reason of a contract made by the Company or a related corporation with the 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

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in shares in the Company during the financial year were as follows :

	Number of Ordinary Shares of RM1 each		
	1 January, 2000	Bought	Sold
Abdul Rahim Bin Mokti	1	-	-
Tan Sri Dato' Othman Bin Mohd. Rijal	1	-	1
Dato' Dr. Samsudin Bin Hitam	-	1	-

Other than as stated above, none of the directors in office at the end of the financial year had any interest in shares in the Company during the financial year.

NUMBER OF EMPLOYEES AND REGISTERED OFFICE

The number of employees in the Company at the end of the year was Nil (1999: Nil). The registered office of the Company is located at Lot 15, Block 20, Kemena Land District, 12th Mile, Jalan Tanjung Kidurong, Bintulu.

AUDITORS

Arthur Andersen & Co. retire and have indicated their willingness to accept re-appointment.

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

DATUK MOHAMED ADNAN BIN ALI

**CAPT. AWANGKU ABDUL MALIT @
AWANGKU MALYX BIN PENGIRAN MAHRAN**

Dated : 23 May 2001

Statement By Directors

BINTULU PORT

We, **DATUK MOHAMED ADNAN BIN ALI** and **CAPT. AWANGKU ABDUL MALIT @AWANGKU MALYX BIN PENGIRAN MAHRAN**, being two of the directors of **BINTULU PORT HOLDINGS BERHAD**, do hereby state that, in the opinion of the directors, the financial statements set out on pages 8 to 16 give a true and fair view of the state of affairs of the Company as at 31 December, 2000 and of its results and cash flows for the year then ended, and have been properly drawn up in accordance with applicable approved accounting standards in Malaysia.

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

DATUK MOHAMED ADNAN BIN ALI

**CAPT. AWANGKU ABDUL MALIT @AWANGKU
MALYX BIN PENGIRAN MAHRAN**

Dated : 23 May 2001

STATUTORY DECLARATION

I, **RAMBLI BIN MASHAR**, the officer primarily responsible for the financial management of **BINTULU PORT HOLDINGS BERHAD**, do solemnly and sincerely declare that the financial statements set out on pages 8 to 16 are, to the best of my knowledge and belief, 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 **RAMBLI BIN MASHAR**)
at Bintulu in the State of Sarawak)
on) **RAMBLI BIN MASHAR**

Before me :

Commissioner for Oaths

To the Shareholder of
BINTULU PORT HOLDINGS BERHAD

We have audited the financial statements set out on pages 8 to 16. These financial statements are the responsibility of the Company's directors. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with 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 financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion,

- (a) the financial statements have been prepared in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia and give a true and fair view of :
 - (i) the state of affairs of the Company as at 31 December, 2000 and of its results and cash flows 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;
- (b) the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

ARTHUR ANDERSEN & CO.
No. AF 0103
Public Accountants

CHIN MUI KHIONG PETER
No. 1881/03/02 (J)
Partner of the Firm

Dated: 23 May 2001

Balance Sheet

for the year ended 31 December, 2000

BINTULU PORT

	Note	2000 RM	1999 RM
CURRENT ASSET			
Bank balance		899	925
Prepayment	3	1,927,567	735,257
		<u>1,928,466</u>	<u>736,182</u>
CURRENT LIABILITIES			
Other creditors	4	<u>2,002,106</u>	<u>808,552</u>
NET CURRENT LIABILITIES		<u>(73,640)</u>	<u>(72,370)</u>
SHAREHOLDERS' DEFICIT			
Share capital	5	2	2
Accumulated loss		(73,642)	(72,372)
		<u>(73,640)</u>	<u>(72,370)</u>

The accompanying notes are an integral part of this statement

Income Statement

for the year ended 31 December, 2000

BINTULU PORT

	Note	2000 RM	1999 RM
Revenue		-	-
Operating expenses	6	(1,270)	(500)
Loss before taxation		(1,270)	(500)
Taxation	7	-	-
Net loss for the year		(1,270)	(500)
Loss per share	8	(635)	(250)

Statement Of Changes In Equity

for the year ended 31 December, 2000



	Share capital RM	Accumulated loss RM	Total RM
At 31.12.1998	2	-	2
Prior year adjustment (Note 9)	-	(71,872)	(71,872)
At 01.01.1999 as restated	2	(71,872)	(71,870)
Net loss for the year	-	(500)	(500)
At 31.12.1999 as restated	2	(72,372)	(72,370)
At 31.12.1999 previously stated	2	-	2
Prior year adjustment (Note 9)	-	(72,372)	(72,372)
At 01.01.2000 as restated	2	(72,372)	(72,370)
Net loss for the year	-	(1,270)	(1,270)
At 31.12.2000	2	(73,642)	(73,640)

Cash Flow Statement

for the year ended 31 December, 2000

	2000 RM	1999 RM
CASH FLOW FROM OPERATING ACTIVITIES		
Loss before taxation	(1,270)	(500)
Increase in creditors	1,193,554	63,968
Increase in prepayment	(1,192,310)	(63,487)
Net cash used in operating activities	<u>(26)</u>	<u>(19)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(26)	(19)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	<u>925</u>	<u>944</u>
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	<u><u>899</u></u>	<u><u>925</u></u>

The accompanying notes are an integral part of this statement

Notes To The Financial Statements

for the year ended 31 December, 2000



1. PRINCIPAL ACTIVITY

The intended principal activity of the Company is investment holding. The Company did not commence operations during the financial year under review.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements are prepared under the historical cost convention and comply with applicable approved accounting standards in Malaysia.

(b) Formation and Pre-operating Expenses

In prior years, formation and pre-operating expenses were capitalised prior to the commencement of operations.

In the current year, formation and pre-operating expenses are recognised as an expense when they are incurred. The change in accounting policy is to comply with the requirements of Malaysian Accounting Standards Board Standard 1: Presentation of Financial Statements.

Following this change in accounting policy, the amount for the current and comparative years are stated on the new basis and a prior year adjustment has been made. The effects of this change in accounting policy are disclosed in Note 8.

(c) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and in bank and deposits at call, net of outstanding bank overdrafts.

3. PREPAYMENT

This comprises cost incurred for corporate listing exercise being undertaken by the Company.

4. OTHER CREDITORS

	2000 RM	1999 RM
Amount owing to Bintulu Port Sdn. Bhd.	2,001,606	808,052
Sundry creditors	500	500
	<u>2,002,106</u>	<u>808,552</u>

Notes To The Financial Statements

for the year ended 31 December, 2000



5. SHARE CAPITAL

	2000 RM	1999 RM
Authorised :		
Ordinary shares of RM1.00 each	1,000,000,000	1,000,000,000
One special rights redeemable preference share of RM1.00	1	1
	<u>1,000,000,001</u>	<u>1,000,000,001</u>
Issued and fully paid :		
Ordinary shares of RM1.00 each	<u>2</u>	<u>2</u>

Special Share

The Special Share, which may only be held by or transferred to the Minister of Finance or its successors or any Minister, representative or any person acting on behalf of the Government of Malaysia, carries certain rights as provided by Article 15A and 109A of the Company's Articles of Association. These special rights include :-

- (i) the right to appoint not more than 4 persons at anytime as directors of the Company.
- (ii) the right to repayment of the capital paid up on the Special Share in priority to any other member in the event of a winding-up of the Company.
- (iii) The right to require the Company to redeem the Special Share at par at any time.

Certain matters, in particular, the alteration of specified Articles (including the Articles relating to the limitation on shareholdings), any substantial disposal of assets, amalgamation, merger and takeover, require the prior approval of the holder of the Special Share.

The Special Share does not carry any right to vote at General Meetings but the holder is entitled to attend and speak at such meetings.

Notes To The Financial Statements

for the year ended 31 December, 2000



6. OPERATING EXPENSES

Included in operating expenses is auditors' remuneration of RM500 (1999: RM500).

7. TAXATION

There is no taxation during the year because the Company does not have any chargeable income.

8. THE LOSS PER SHARE

The Loss Per share is calculated by dividing the company's loss of RM1,270 (1999: RM500) by the number of shares in issue during the year of 2 (1999: 2) shares.

9. PRIOR YEAR ADJUSTMENT

The prior year adjustment represents the effect of the change in accounting policy for formation and pre-operating expenses as referred to in Note 2(b). This change in accounting policy has been accounted for retrospectively. The change in accounting policy has the effect of decreasing the loss before taxation by RM72,372 in 2000 and increasing the loss before taxation by RM500 in 1999. The effects relating to period prior to 1999 of RM71,872 have been adjusted against the opening accumulated loss for the year ended 31 December, 1999.

10. SIGNIFICANT AND SUBSEQUENT EVENTS

In connection with the listing on the Main Board of the Kuala Lumpur Stock Exchange, the Company :

- (a) on 5 December, 2000 signed an underwriting agreement with one managing underwriter and eight underwriters for the underwriting of 100 million ordinary shares of RM1.00 each of the Company at an issue price of RM2.00 per share;
- (b) on 13 December, 2000 entered into a share sale agreement to acquire the entire equity interest in Bintulu Port Sdn. Bhd. representing 65,000,000 ordinary shares of RM1.00 each for a purchase consideration of RM428,369,536 to be satisfied by way of issuance of 299,999,998 new shares in the Company of RM1.00 each at an issue price of approximately RM1.43 per share. These shares were subsequently issued to Minister of Finance on 14 February, 2001.
- (c) on 14 February, 2001 issued one special rights redeemable preference share of RM1.00 to Minister of Finance at par for cash.
- (d) on 22 March, 2001, issued the following shares :
 - (i) Public Issue of 72,599,000 new ordinary shares of RM1.00 each in the Company at an issue price of RM2.00 per share; and
 - (ii) Public Issue via tender of 27,401,000 new ordinary shares of RM1.00 each in the Company at an issue price of RM2.15 per share; and

The Company was listed on the Main Board of the Kuala Lumpur Stock Exchange on 16 April, 2001.

11. COMPARATIVE FIGURES

The presentation of the financial statements for the current year has been changed to adopt the format as prescribed by Malaysian Accounting Standards Board Standard 1 : Presentation of Financial Statements. Comparative figures have been reclassified to conform with this presentation, where necessary.

**PENYATA KEWANGAN PADA 31 DISEMBER, 2000
BERSERTA DENGAN LAPORAN PARA PENGARAH DAN
JURUAUDIT**

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Para pengarah dengan ini membentangkan laporan mereka dan penyata kewangan Syarikat yang telah diaudit bagi tahun kewangan berakhir 31 Disember, 2000.

KEGIATAN UTAMA

Kegiatan utama Syarikat yang dirancang ialah pegangan pelaburan. Syarikat belum memulakan sebarang operasi di sepanjang tahun yang dikaji.

HASIL

RM

Kerugian bersih untuk tahun semasa

1,270

RIZAB DAN PERUNTUKAN

Tidak ada pindahan yang penting kepada atau dari rizab atau peruntukan sepanjang tahun kewangan ini.

ASET SEMASA

Sebelum penyata pendapatan dan lembaran imbangan Syarikat disediakan, para pengarah telah mengambil tindakan yang sewajarnya untuk memastikan bahawa aset semasa yang mungkin tidak dapat dijual dalam perjalanan perniagaan biasa termasuk nilai-nilai yang ditunjukkan di dalam rekod-rekod perakaunan Syarikat telah dikurangkan nilainya kepada hasilaku yang dianggap boleh diperolehi.

Pada tarikh laporan ini, para pengarah tidak mengetahui tentang sebarang keadaan yang akan menjadikan nilai aset semasa di dalam penyata kewangan Syarikat mengelirukan.

KAEDAH PENILAIAN

Pada tarikh laporan ini, para pengarah tidak mengetahui tentang sebarang keadaan yang timbul yang boleh menyebabkan kepatuhan kepada kaedah penilaian yang wujud bagi penilaian aset atau liabiliti Syarikat mengelirukan atau tidak sesuai.

LIABILITI LUARJANGKA DAN LAIN-LAIN LIABILITI

Pada tarikh laporan ini, tidak wujud :

- (a) sebarang tindihmilik ke atas aset Syarikat yang timbul sejak akhir tahun kewangan yang menjamin liabiliti pihak lain; atau
- (b) sebarang liabiliti luarjangka Syarikat yang timbul sejak akhir tahun kewangan.

Tidak ada liabiliti luarjangka atau lain-lain liabiliti yang telah berkuatkuasa atau berkemungkinan sebegitu dalam tempoh dua belas bulan selepas akhir tahun kewangan ini yang, pada pendapat para pengarah, akan atau boleh memberi kesan yang penting terhadap keupayaan Syarikat menunaikan kewajipannya apabila tiba masanya.

PERUBAHAN KEADAAN

Pada tarikh laporan ini, para pengarah tidak mengetahui tentang sebarang keadaan yang tidak diperkatakan dalam laporan ini atau penyata kewangan Syarikat yang akan menyebabkan mana-mana jumlah yang dinyatakan di dalam penyata kewangan mengelirukan.



BUTIRAN YANG BERSIFAT GANJIL

Para pengarah berpendapat bahawa hasil kendalian syarikat di sepanjang tahun kewangan, tidak dipengaruhi secara besaran oleh sebarang butiran, urusan atau kejadian yang bersifat penting dan ganjil selain daripada yang telah dinyatakan di Nota 8 kepada penyata kewangan.

Di dalam jangkamasa di antara akhir tahun kewangan dan tarikh laporan ini, tidak timbul sebarang butiran, urusan atau kejadian yang bersifat penting dan ganjil yang, pada pendapat para pengarah, akan memberi kesan penting ke atas hasil kendalian Syarikat bagi tahun kewangan di mana laporan ini dibuat.

PERISTIWA-PERISTIWA PENTING DAN SUSULAN

Berhubung dengan penyenaaraianya di Papan Utama Bursa Saham Kuala Lumpur, Syarikat :

- (a) pada 5 Disember, 2000, telah menandatangani satu perjanjian taja jamin dengan pengurus Taja Jamin dan lapan Penaja Jamin bagi penajaan jamin 100 juta saham biasa Syarikat bernilai RM1.00 sesaham pada harga terbitan RM2.00 sesaham berhubungan Terbitan Awam.
- (b) pada 13 Disember, 2000, telah menandatangani satu perjanjian jualan saham bagi memperolehi keseluruhan kepentingan ekuiti dalam Bintulu Port Sdn. Bhd. mewakili 65,000,000 saham biasa bernilai RM1.00 sesaham dalam Bintulu Port Sdn. Bhd. bagi balasan pembelian sebanyak RM428,369,536 yang dijelaskan melalui terbitan 299,999,998 saham biasa baru bernilai RM1.00 sesaham dengan harga terbitan lebih kurang RM1.43 sesaham. Saham tersebut telah diterbitkan kemudiannya pada 14 Februari, 2001.
- (c) pada 14 Februari, 2001, telah menerbitkan satu saham keutamaan boleh tebus berhak istimewa bernilai RM1.00 kepada Menteri Kewangan pada harga par dengan terimaan dalam tunai.
- (d) pada 22 Mac, 2001, menerbitkan saham-saham berikut :
 - (i) Terbitan Awam 72,599,000 saham baru bernilai RM1.00 sesaham pada harga terbitan RM2.00 setiap saham; dan
 - (ii) Terbitan Awam secara Tender 27,401,000 saham baru bernilai RM1.00 sesaham pada harga tender RM2.15 setiap saham; dan

Syarikat telah disenaraikan di Papan Utama Bursa Saham Kuala Lumpur pada 16 April, 2001.

PARA PENGARAH

Para pengarah yang berkhidmat sejak tarikh laporan akhir ialah :

Dato' Dr. Samsudin Bin Hitam	-	dilantik pada 1 Julai, 2000
Datuk Mohamed Adnan Bin Ali (Chairman)	-	dilantik pada 28 November, 2000
Onn Bin Kayat	-	dilantik pada 28 November, 2000
Capt. Awangku Abdul Malit @ Awangku Malyx Bin Pengiran Mahran (Managing Director)	-	dilantik pada 1 Disember, 2000
Abdul Rahim Bin Mokti		
Tan Sri Dato' Othman Bin Mohd. Rijal	-	meletak jawatan pada 1 Julai, 2000

Menurut Tataurusn Syarikat, Capt. Awangku Abdul Malit @ Awangku Malyx Bin Pengiran Mahran, Dato' Dr. Samsudin Bin Hitam, Datuk Mohamed Adnan Bin Ali, Onn Bin Kayat dan Abdul Rahim Bin Mokti bersara pada Mesyuarat Agung Tahunan yang akan datang dan, kerana layak, menawarkan diri untuk dilantik semula.

MANFAAT PARA PENGARAH

Sepanjang dan pada akhir tahun kewangan, Syarikat tidak menjadi pihak kepada sebarang persetujuan yang matlamatnya ialah untuk membolehkan para pengarah Syarikat mendapat manfaat melalui pengambilalihan saham atau debentur Syarikat atau sebarang badan korporat yang lain.

Sejak akhir tahun kewangan yang lepas, tidak ada pengarah telah menerima atau berhak menerima manfaat akibat daripada sebarang kontrak yang dibuat oleh Syarikat atau syarikat perbadanan berkaitan dengan pengarah atau dengan firma di mana ia adalah ahli, atau dengan Syarikat di mana ia mempunyai kepentingan kewangan yang nyata.

KEPENTINGAN PARA PENGARAH

Menurut daftar pegangan saham para pengarah, kepentingan para pengarah yang memegang jawatan pada akhir tahun kewangan di dalam saham Syarikat sepanjang tahun kewangan adalah seperti berikut :

	Bilangan Saham Biasa RM1 setiap satu			
	1 Januari, 2000	Beli	Jual	31 Disember, 2000
Abdul Rahim Bin Mokti	1	-	-	1
Tan Sri Dato' Othman Bin Mohd. Rijal	1	-	1	-
Dato' Dr. Samsudin Bin Hitam	-	1	-	1

Selain daripada yang dinyatakan di atas, pengarah-pengarah yang memegang jawatan pada akhir tahun kewangan tidak mempunyai kepentingan dalam saham syarikat di sepanjang tahun kewangan.

BILANGAN KAKITANGAN DAN PEJABAT BERDAFTAR

Syarikat tidak mempunyai kakitangan pada akhir tahun kewangan berakhir 2000 (1999 : Tiada). Pejabat berdaftar Syarikat beralamat di Lot 15, Block 20, Kemena Land District, 12th Mile, Jalan Tanjung Kidurong, Bintulu.

JURUAUDIT

Arthur Andersen & Co. bersara dan telah menyatakan kesanggupan mereka untuk menerima perlantikan semula.

Ditandatangani bagi pihak Lembaga menurut
resolusi para pengarah

DATUK MOHAMED ADNAN BIN ALI

**CAPT. AWANGKU ABDUL MALIT @
AWANGKU MALYX BIN PENGIRAN MAHRAN**

Penyata Para Pengarah

BINTULU PORT

Kami, **DATUK MOHAMED ADNAN BIN ALI** dan **CAPT. AWANGKU ABDUL MALIT @ AWANGKU MALYX BIN PENGIRAN MAHRAN**, sebagai dua daripada para pengarah **BINTULU PORT HOLDINGS BERHAD**, dengan ini menyatakan bahawa, pada pendapat para pengarah, penyata kewangan yang dibentangkan di mukasurat 8 hingga 16 memberi gambaran yang benar dan saksama berkenaan dengan keadaan urusan Syarikat pada 31 Disember, 2000 dan hasilnya serta aliran tunai bagi tahun berakhir pada tarikh tersebut, dan telah disediakan dengan wajarnya menurut kehendak piawaian perakaunan berkenaan yang diluluskan di Malaysia

Ditandatangani bagi pihak Lembaga menurut resolusi para pengarah

DATUK MOHAMED ADNAN BIN ALI

CAPT. AWANGKU ABDUL MALIT @ AWANGKU MALYX BIN PENGIRAN MAHRAN

Tarikh: 23 Mei 2001

AKUAN BERKANUN

Saya, **RAMBLI BIN MASHAR**, pegawai yang terutamanya bertanggungjawab ke atas pengurusan kewangan **BINTULU PORT HOLDINGS BERHAD**, dengan sesungguhnya dan seikhlasnya mengaku bahawa penyata kewangan yang dibentangkan di mukasurat 8 hingga 16, adalah sebaik-baik pengetahuan dan kepercayaan saya betul, dan saya membuat pengakuan ini dengan sesungguhnya mempercayai bahawa ianya adalah benar dan menurut peruntukan Akta Akuan Berkanun, 1960.

Ditandatangani dan diakui sesungguhnya)
oleh **RAMBLI BIN MASHAR** yang tersebut)
di atas di Bintulu dalam Negeri Sarawak)
pada)

RAMBLI BIN MASHAR

Di hadapan saya :

Pesuruhjaya Sumpah

Kepada Pemegang Saham
BINTULU PORT HOLDINGS BERHAD

Kami telah mengaudit penyata kewangan yang dibentangkan di mukasurat 8 hingga 16. Penyata kewangan tersebut adalah tanggungjawab para pengarah Syarikat. Tanggungjawab kami adalah untuk menyatakan pendapat mengenai penyata kewangan tersebut berdasarkan audit kami.

Kami melaksanakan audit mengikut Piawaian Pengauditan yang diluluskan di Malaysia. Piawaian tersebut memerlukan kami merancang dan melaksanakan audit untuk mencapai kepastian munasabah mengenai sama ada penyata kewangan tersebut bebas daripada salah nyata yang ketara. Sesuatu audit juga merangkumi pemeriksaan, berdasarkan ujian, bukti yang menyokong jumlah dan pernyataan dalam penyata kewangan. Sesuatu audit juga merangkumi penilaian prinsip perakaunan yang digunakan dan anggaran penting yang dibuat oleh para pengarah, serta penilaian pembentangan penyata kewangan secara keseluruhannya. Kami percaya bahawa audit kami memberi asas munasabah untuk menyatakan pendapat kami.

Pada pendapat kami,

- (a) penyata kewangan telah disediakan dengan wajarnya menurut peruntukan Akta Syarikat, 1965 dan piawaian perakaunan berkenaan yang diluluskan di Malaysia dan memberi gambaran yang benar dan saksama mengenai :
 - (i) keadaan urusan syarikat pada 31 Disember, 2000 dan hasilnya serta aliran tunai bagi tahun berakhir pada tarikh tersebut; dan
 - (ii) perkara-perkara yang diperlukan oleh Seksyen 169 dalam Akta Syarikat 1965 untuk diambilkira dalam penyata kewangan;
- (b) rekod perakaunan dan lain-lain rekod dan daftar-daftar yang dikehendaki oleh Akta untuk disimpan oleh Syarikat telah disimpan dengan sempurna menurut peruntukan Akta.

ARTHUR ANDERSEN & CO.
No. AF 0103
Akauntan Awam

CHIN MUI KHIONG PETER
No. 1881/03/02 (J)
Rakankongsi Firma

Tarikh: 23 Mei 2001

Lembaran Imbangan

bagi tahun berakhir 31 Disember, 2000

BINTULU PORT

	Nota	2000 RM	1999 RM
ASET SEMASA			
Baki di bank		899	925
Pendahuluan	3	1,927,567	735,257
		<u>1,928,466</u>	<u>736,182</u>
LIABILITI SEMASA			
Lain-lain pemiutang	4	2,002,106	808,552
LIABILITI SEMASA BERSIH		<u>(73,640)</u>	<u>(72,370)</u>
DEFISIT PEMEGANG SAHAM			
Modal saham	5	2	2
Kerugian terkumpul		(73,642)	(72,372)
		<u>(73,640)</u>	<u>(72,370)</u>

Nota-nota yang disertakan merupakan sebahagian asasi lembaranimbangan ini.

Penyata Pendapatan

bagi tahun berakhir 31 Disember, 2000

BINTULU PORT

	Nota	2000 RM	1999 RM
Pendapatan		-	-
Perbelanjaan kendalian	6	(1,270)	(500)
Kerugian sebelum cukai		(1,270)	(500)
Cukai	7	-	-
Kerugian bersih untuk tahun semasa		(1,270)	(500)
Kerugian sesaham	8	(635)	(250)
		=====	=====

Nota-nota yang disertakan merupakan sebahagian asasi penyata ini.

Penyata Perubahan Dalam Ekuiti

bagi tahun berakhir 31 Disember, 2000



	Modal saham RM	Kerugian terkumpul RM	Jumlah RM
Pada 31.12.1998	2	-	2
Pelarasan tahun lepas (Nota 9)	-	(71,872)	(71,872)
Pada 01.01.1999 seperti yang dinyatakan semula	2	(71,872)	(71,870)
Kerugian bersih bagi tahun semasa	-	(500)	(500)
Pada 31.12.1999 seperti yang dinyatakan semula	2	(72,372)	(72,370)
Pada 31.12.1999 seperti yang dinyatakan sebelumnya	2	-	2
Pelarasan tahun lepas (Nota 9)	-	(72,372)	(72,372)
Pada 01.01.2000 seperti yang	2	(72,372)	(72,370)
Kerugian bersih bagi tahun semasa	-	(1,270)	(1,270)
Pada 31.12.2000	2	(73,642)	(73,640)

Nota-nota yang disertakan merupakan sebahagian asasi penyata ini.

Penyata Aliran Tunai

bagi tahun berakhir 31 Disember, 2000

BINTULU PORT

	2000 RM	1999 RM
ALIRAN TUNAI DARIPADA KEGIATAN KENDALIAN		
Kerugian sebelum cukai	(1,270)	(500)
Pertambahan dalam pemiutang	1,193,554	63,968
Pertambahan dalam pendahuluan	(1,192,310)	(63,487)
Tunai bersih daripada kegiatan kendalian	(26)	(19)
KURANGAN BERSIH DALAM TUNAI DAN SETARA TUNAI	(26)	(19)
TUNAI DAN SETARA TUNAI PADA 1 JANUARI	925	944
TUNAI DAN SETARA TUNAI PADA 31 DISEMBER	899	925

Nota-nota yang disertakan merupakan sebahagian asasi penyata ini.

Nota-Nota Kepada Penyata Kewangan

bagi tahun berakhir 31 Disember, 2000

BINTULU PORT

2. DASAR-DASAR PERAKAUNAN PENTING

(a) Asas Perakaunan

Penyata Kewangan telah disediakan menurut kelaziman kos sejarah dan mematuhi piawaian perakaunan berkenaan yang diluluskan di Malaysia.

(b) Perbelanjaan Pembentukan dan Pra-kendalian

Pada tahun sebelumnya, perbelanjaan pembentukan dan pra-kendalian dipermodalkan sebelum permulaan operasi.

Pada tahun semasa, perbelanjaan pembentukan dan pra-kendalian telah diiktiraf sebagai perbelanjaan bila ianya berlaku. Perubahan dalam dasar perakaunan adalah selaras dengan syarat-syarat Lembaga Piawaian Perakaunan Malaysia Piawaian 1 : Pembentangan Penyata Kewangan.

Berikutan dengan perubahan dalam dasar perakaunan, angka-angka tahun semasa dan perbandingan telah dinyatakan semula mengikut asas baru dan satu pelarasan tahun lepas telah dibuat. Kesan ke atas perubahan dalam dasar perakaunan telah disertakan di Nota 8.

(c) Tunai dan Setara Tunai

Tunai dan setara tunai termasuk tunai di tangan dan di bank dan deposit panggilan, ditolak overdraf bank tidak berbayar.

3. PENDAHULUAN

Perbelanjaan ini meliputi kos proses penyenaraian korporat yang sedang dijalankan oleh Syarikat.

4. LAIN-LAIN PEMIUTANG

	2000 RM	1999 RM
Jumlah belum bayar kepada Bintulu Port Sdn. Bhd.	2,001,606	808,052
Lain-lain pemiutang	500	500
	<u>2,002,106</u>	<u>808,552</u>

Nota-Nota Kepada Penyata Kewangan

bagi tahun berakhir 31 Disember, 2000



5. MODAL SAHAM

	2000 RM	1999 RM
Dibenarkan :		
Saham biasa RM1.00 setiap satu	1,000,000,000	1,000,000,000
Satu saham keutamaan bolehtebus berhak istimewa bernila	1	1
	<u>1,000,000,001</u>	<u>1,000,000,001</u>
Diterbitkan dan dibayar penuh :		
Saham biasa RM1.00 setiap satu	<u>2</u>	<u>2</u>

Saham Istimewa

Saham Istimewa ini, yang hanya boleh dimiliki oleh atau dipindah milik kepada Menteri Kewangan atau pengganti beliau atau mana-mana Menteri, wakil, atau sesiapa yang bertindak bagi pihak Kerajaan Malaysia, mempunyai hak istimewa seperti terkandung dalam Artikel 15A dan 109A, Tataurusan Syarikat. Hak istimewa ini termasuk :-

- (i) berhak melantik tidak melebihi empat orang pengarah Syarikat pada bila-bila masa.
- (ii) berhak untuk dibayar balik modal yang telah dibayar, terdahulu daripada ahli-ahli lain semasa pembubaran Syarikat.
- (iii) berhak untuk meminta Syarikat menebus Saham Istimewa tersebut atas harga par pada bila-bila masa.

Beberapa perkara, khususnya, di dalam perubahan Tataurusan Syarikat (termasuk Artikel yang berkaitan dengan had pegangan saham), sebarang jualan harta, penyatuan, penggabungan dan ambil alih dimestikan mendapatkan kelulusan dari pemegang Saham Istimewa ini terlebih dahulu.

Pemegang Saham Istimewa ini tidak mendapat sebarang hak untuk mengundi semasa Mesyuarat Agung tetapi berhak untuk hadir dan bersuara dalam mesyuarat tersebut.

6. PERBELANJAAN KENDALIAN

Termasuk dalam perbelanjaan kendalian adalah ganjaran juruaudit sebanyak RM500 (1999 : RM500).

7. CUKAI

Tidak ada cukai untuk tahun semasa kerana Syarikat tidak mempunyai pendapatan yang boleh dikenakan cukai.

8. KERUGIAN SESAHAM

Kerugian sesaham telah dikira dengan membahagikan kerugian syarikat berjumlah RM1,270 (1999: RM500) dengan bilangan saham yang diterbitkan disepanjang tahun sebanyak 2 (1999: 2).

Nota-Nota Kepada Penyata Kewangan

bagi tahun berakhir 31 Disember, 2000

BINTULU PORT

9. PELARASAN TAHUN LEPAS

Pelarasan tahun lepas merupakan kesan ke atas perubahan dasar perakaunan bagi perbelanjaan pembentukan dan pra-kendalian seperti yang disertakan di Nota 2 (b). Perubahan dalam dasar perakaunan ini menyebabkan pengurangan dalam kerugian sebelum cukai sebanyak RM72,372 pada tahun 2000 dan penambahan kerugian sebelum cukai sebanyak RM500 pada tahun 1999. Kesan-kesan berhubung dengan tempoh sebelum 1999 yang berjumlah RM71,872 telah diselaraskan dengan kerugian terkumpul awal bagi tahun berakhir 31 Disember, 1999.

10. PERISTIWA-PERISTIWA PENTING DAN SUSULAN

Berhubung dengan penyenaaraannya di Papan Utama Bursa Saham Kuala Lumpur, Syarikat :

- (a) pada 5 Disember, 2000, telah menandatangani satu perjanjian taja jamin dengan pengurus Taja Jamin dan lapan Penaja Jamin bagi penajaan jamin 100 juta saham biasa Syarikat bernilai RM1.00 sesaham pada harga terbitan RM2.00 sesaham berhubung Terbitan Awam.
- (b) pada 13 Disember, 2000, telah menandatangani satu perjanjian jualan saham bagi memperolehi keseluruhan kepentingan ekuiti dalam Bintulu Port Sdn. Bhd. mewakili 65,000,000 saham biasa bernilai RM1.00 sesaham dalam Bintulu Port Sdn. Bhd. bagi balasan pembelian sebanyak RM428,369,536 yang dijelaskan melalui terbitan 299,999,998 saham biasa baru bernilai RM1.00 sesaham pada harga terbitan lebih kurang RM1.43 sesaham. Saham tersebut telah diterbitkan kemudiannya pada 14 Februari, 2001.
- (c) pada 14 Februari, 2001, telah menerbitkan satu saham keutamaan boleh tebus berhak istimewa bernilai RM1.00 kepada Menteri Kewangan pada harga par dengan terimaan dalam tunai.
- (d) pada 22 Mac, 2001, menerbitkan saham-saham berikut :
 - (i) Terbitan Awam 72,599,000 saham baru bernilai RM1.00 sesaham pada harga terbitan RM2.00 setiap saham; dan
 - (ii) Terbitan Awam secara Tender 27,401,000 saham baru bernilai RM1.00 sesaham pada harga tender RM2.15 setiap saham; dan

Syarikat telah disenaraikan di Papan Utama Bursa Saham Kuala Lumpur pada 16 April, 2001.

11. ANGKA-ANGKA PERBANDINGAN

Pembentangan penyata kewangan bagi tahun semasa telah diubah selaras mengikut Piawaian 1 : Pembentangan Penyata Kewangan, Lembaga Piawaian Perakaunan Malaysia. Maka, angka-angka perbandingan telah dikelaskan semula supaya sesuai dengan pembentangan ini, di mana perlu.

Analysis Of Equity Structure

Analisa Struktur Ekutii

BINTULU PORT

1. Analysis By Size Of Shareholdings As At 31 December 2000 Analisa Mengikut Saiz Pemegang Saham Pada 31 Disember 2000

SHAREHOLDERS PEMEGANG SAHAM	SHAREHOLDINGS BIL. SAHAM	%
1. Y. Bhg. Dato' Dr. Samsudin bin Hitam	1	50
2. Encik Abdul Rahim bin Mokti	1	50

2. Analysis By Size Of Shareholdings As At 2 May 2001 Analisa Mengikut Saiz Pemegang Saham Pada 2 Mei 2001

SIZE OF SHAREHOLDINGS: SAIZ PEMEGANG SAHAM	SHAREHOLDERS: PEMEGANG SAHAM		SHAREHOLDINGS: BIL. SAHAM		%	
	M'SIAN	FOREIGN	M'SIAN	FOREIGN	M'SIAN	FOREIGN
1 - 499	0	0	0	0	0.00	0.00
500 - 5000	7,841	8	11,924,000	23,000	2.98	0.01
5001 - 10000	986	7	8,498,000	68,000	2.12	0.02
10001 - 100000	195	14	6,103,000	587,000	1.53	0.15
100001 - 1000000	67	5	19,035,000	1,022,000	4.76	0.46
1000001 <i>and above / dan melebihi</i>	15	1	345,440,000	6,500,000	86.36	1.63
Total :	<u>9,104</u>	<u>35</u>	<u>391,000,000</u>	<u>9,000,000</u>	<u>97.75</u>	<u>2.25</u>

Analysis Of Equity Structure

Analisa Struktur Ekuiti

SINTULU PORT

3. *Twenty (20) Largest Shareholders As At 2 May 2001* Dua Puluh (20) Pemegang Saham Terbesar Pada 2 Mei 2001

No:	Name of Shareholders: Nama Pemegang Saham	Shareholdings: Bil. Saham	%
1.	MINISTER OF FINANCE	169,260,000	42.32
2.	RHB NONIMEES (TEMPATAN) SDN. BHD. (Qualifier : Petrolam Nasional Berhad)	91,171,000	22.79
3.	STATE FINANCIAL SECRETARY SARAWAK	40,000,000	10.00
4.	KUMPULAN WANG AMANAH PENCEN	13,000,000	3.25
5.	PEMBINAAN REDZAI SDN. BERHAD	7,000,000	1.75
6.	CIMSEC NOMINEES (ASING) SDN. BHD. (Qualifier : CLSA Singapore Pte Ltd For Leo Shipping Pte Ltd)	6,500,000	1.63
7.	EMPLOYEES PROVIDENT FUND BOARD	5,199,000	1.30
8.	HLG NOMINEE (TEMPATAN) SDN. BHD. (Qualifier : PB Trustee Services Berhad For HLB Growth Fund)	3,553,000	0.89
9.	LEMBAGA TABUNG ANGKATAN TENTERA	3,010,000	0.75
10.	PERTUBUHAN KESELAMATAN SOCIAL	3,000,000	0.75
11.	LEMBAGA TABUNG HAJI	3,000,000	0.75
12.	BOC NOMINEES (TEMPATAN) SDN. BHD. (Qualifier : Pledged Securities Account For Awangku Abdul Malit @ Awangku Malyx Bin Pengiran Mahran [BPH 1])	2,140,000	0.54
13.	DB (MALAYSIA) NOMINEE (TEMPATAN) SDN. BHD. (Qualifier : Kumpulan Sentiasa Cemerlah Sdn. Bhd. For Kumpulan Sentiasa Cemerlang Value Fund [M1])	1,908,000	0.48
14.	HONG LEONG ASSURANCE BERHAD (Qualifier : AS Beneficial Owner [Life Division])	1,179,000	0.29
15.	BOC NOMINEES (TEMPATAN) SDN. BHD. (Qualifier : Pledged Securities Account For Rambli Bin Mashar [BPH 1])	1,010,000	0.25

Analysis Of Equity Structure

Analisa Struktur Ekutii

BINTULU PORT

16.	BOC NOMINEES (TEMPATAN) SDN. BHD. (Qualifier : Pledged Securities Account For Nik Abd. Rahman Bin Nik Ismail [BPH 1])	1,010,000	0.25
17.	TABUNG BAITULMAL SARAWAK (MAJLIS ISLAM SARAWAK)	1,000,000	0.25
18.	SYARIKAT NOMINEE BUMIPUTRA (TEMPATAN) SDN. BHD.(Qualifier : Pledged Securities Account For Koperasi Polis Diraja (M) Berhad [3309 Daya])	1,000,000	0.25
19.	KOPERASI SERBAGUNA MALAYSIA BERHAD	1,000,000	0.25
20.	KPOERASI JAYADIRI MALAYSIA BERHAD	1,000,000	0.25
	<u>TOTAL :</u>	<u>355,940,000</u>	<u>88.99</u>

4. *Substantial Shareholders As At 2 May 2001* Pemegang Saham Utama Pada 2 Mei 2001

No:	Name of Shareholders: Nama Pemegang Saham	Shareholdings: Bil. Saham	%
1.	MINISTER OF FINANCE	169,260,000	42.315
2.	RHB NOMINEES (TEMPATAN) SDN. BHD.	91,171,000	22.793
3.	STATE FINANCIAL SECRETARY SARAWAK	40,000,000	10.000
4.	KUMPULAN WANG AMANAH PENCEN	13,000,000	3.250
	<u>TOTAL :</u>	<u>313,431,000</u>	<u>78.358</u>



5. **Directors' Shareholdings As At 21 May 2001**

The Directors of BHB and their respective shareholdings in the company according to the Register of Directors' Shareholdings as at 21 May 2001 are as follows:-

Pengarah - Pengarah Dan Pegangan Saham

Pegangan Saham oleh Ahli Lembaga Pengarah dalam BHB mengikut Daftar Pegangan Saham Pengarah pada 21 Mei 2001 adalah seperti berikut:-

	Name Of Director Nama Pengarah	Total Shareholdings Jumlah Pegangan	%
1.	Datuk Mohamed Adnan Bin Ali	5,000	-
2.	Capt. Awangku Abdul Malit @ Awangku Malyx Bin Pengiran Mahran	-	-
3.	BOC Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Awangku Abdul Malit @ Awangku Malyx Bin Pengiran Mahran (BPH1)	2,140.000	0.54
4.	Dato' Dr Samsudin Bin Hitam	-	-
5.	Abdul Rahim Bin Mokti	-	-
6.	Onn Bin Kayat	5,000	-

List of Properties as at 31 December, 2000

Senarai Hartanah pada 31 Disember, 2000

BINTULU PORT

BINTULU PORT HOLDINGS BERHAD GROUP KUMPULAN BINTULU PORT HOLDINGS BERHAD

LOCATION / LOKASI	DESCRIPTION / KETERANGAN /	TENURE / AGE OF BUILDINGS (YEARS) TEMPOH HAKMILIK / USIA BANGUNAN (TAHUN)	AREA / KELUASAN sq. ft	NET BOOK VALUE / NILAIBUKU BERSIH RM'000
Land:				
Part of Lot 15 & 37 (Alienated Land), Tanjung Kidurong, Kemena Land District, Bintulu, Sarawak	The surveyed land area identified in the Agreement to Sub-Lease (Alienated Land) dated 31.12.1992	Leasehold (expiring in 2022)	4,415,170	-
Part of Lot 15 & 37 (BICT Land), Tanjung Kidurong, Kemena Land District, Bintulu, Sarawak	The surveyed land area which covers the BICT	Leasehold (expiring in 2022)	2,693,037	-
Buildings, Structures and Improvements:				
Built on Alienated Land				
Traffic Warehouse	-	7 years	31,948	2,050,000.19
Single Storey Office Building	-	6 years	6,935	406,513.80
Built on BICT Land				
Receipt and Delivery Building	-	2 years	12,110	2,706,350.35
Gate House	-	2 years	5,015	993,964.11
Crane Service Station	-	2 years	4,650	1,169,779.55
Custom Examination Shed	-	1 year	2,583	89,775.16
Canteen Building	-	2 years	11,959	1,345,061.01
Marine Operation Building	-	2 years	16,534	4,654,681.04
Marine Maintenance Workshop	-	1 year	9,300	2,001,217.50
Wisma Kontena Building	-	1 year	69,727	15,107,712.29
Access Road (including 2 bridges)	-	2 years	-	12,735,504.50
Container Stacking and Operations Yard	-	1 year	1,937,229	75,916,271.10
Main Intake Substation	-	1 year	2,174	1,601,191.33
Quay Crane Substation	-	1 year	1,485	951,016.38
CFS Substation	-	1 year	904	492,421.01
Marine Operation Sub-station	-	1 year	1,098	740,134.14
Office Building for Health, Safety and Environment	-	50% completed	19,342	} } } } 2,352,699.45
Office Building for Technical services Division	-	50% completed	33,959	
Wharves 4 & 5	-	1 year	168,053	67,149,209.43
Small Craft Harbour	-	1 year	-	10,321,984.24
Gravel Jetty	-	3 years	9,085	900,297.48
Total:			9,452,297	203,685,784.06

BINTULU PORT HOLDINGS BERHAD

Company No : 38082-T
(Incorporated in Malaysia)

PROXY FORM

I/WE _____

of _____

being a member/members of BINTULU PORT HOLDINGS BERHAD, do hereby

appoint _____

of _____

or failing him THE CHAIRMAN OF THE MEETING as my/our proxy, to vote for me/us and on my/our behalf, at the Fifth Annual General Meeting of the Company to be held at **Ballroom 3, Level 1, Hilton Kuching, Jalan Borneo, Kuching, Sarawak on Saturday, 23 June 2001 at 9.00 a.m** and at any adjournment thereof. My/our proxy is to vote as indicated below:-

Resolution	For	Against
1. To receive and adopt the Directors' Report and Audited Accounts for the year ended 31 December 2000 and the Auditors' Report thereon.		
2. To approve the Directors' Fees amounting to RM76,800 for the year ended 31 December 2000.		
3. To re-elect Director Encik Abdul Rahim Bin Mokti who retire under Article 127 of the Company's Articles of Association.		
To re-elect the following Directors who retire under Article 132 of the Company's Articles of Association:-		
4. Datuk Mohamed Adnan Bin Ali		
5. Dato' Dr. Samsudin Bin Hitam		
6. Capt. Awangku Abdul Malit @ Awangku Malyx Bin Pengiran Mahran		
7. Encik Onn Bin Kayat		
8. To re-appoint Messrs Arthur Andersen & Co. as auditors of the Company and to authorise the Directors to fix their remuneration.		
9. To transact any other business for which due notice shall have been given in accordance with the Companies Act 1965.		

Please indicate with "X" on the spaces provided how you wish your votes to be cast. In the absence of specific directions, your proxy will vote or abstain from voting at his discretion.

Dated this day of 2001

No. of Shares held

.....
Signatures of Member(s)/Common Seal

Notes :-

1. A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney duly authorised in writing and in the case of a corporation, the instrument appointing a proxy must be under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Headquarters Building, Lot 15, Block 20, Kemena Land District, 12th Mile, Jalan Tanjung Kidurong, 97008 Bintulu, Sarawak, Malaysia, not less than 48 hours before the time appointed for holding the Meeting and any adjournment thereof.

STAMP

BINTULU PORT HOLDINGS BERHAD

(Com. No : 380802-T)

Lot 15, Block 20, Kemena Land District,
12th Mile, Tanjung Kidurong Road,
97008 Bintulu, Sarawak.

BINTULU PORT HOLDINGS BERHAD

Company No : 38082-T
(Incorporated in Malaysia)

BORANG PROKSI

Saya/Kami _____

beralamat _____

sebagai ahli/ahli-ahli BINTULU PORT HOLDINGS BERHAD, dengan ini

melantik _____

beralamat _____

atau sekiranya beliau tidak hadir, Pengerusi Mesyuarat sebagai proksi saya/kami untuk mengundi bagi pihak saya/kamidi Mesyuarat Agung Tahunan yang ke Lima yang akan diadakan di **Ballroom 3, Tingkat 1, Hilton Kuching, Jalan Borneo, Kuching, Sarawak pada hari Sabtu, 23 Jun 2001 pukul 9.00 pagi** atau pada tarikh-tarikh lain yang ditetapkan sekiranya berlaku penangguhan. Proksi saya/kami akan mengundi seperti berikut:

Resolusi-Resolusi	Setuju	Tidak Setuju
1. Menerima dan meluluskan Laporan Pengarah dan Penyata akaun-akaun yang telah diaudit bagi tahun berakhir 31 Disember 2000 dan Laporan Juruaudit yang dilampirkan.		
2. Meluluskan pembayaran Yuran Pengarah-Pengarah berjumlah RM76,800 untuk tahun berakhir 31 Disember 2000.		
3. Melantik semula Pengarah, Encik Abdul Rahim Bin Mokti yang bersara di bawah Artikel 127 Tataurusan Syarikat.		
Melantik semula Pengarah-Pengarah berikut yang bersara di bawah Artikel 132 Tataurusan Syarikat :-		
4. Datuk Mohamed Adnan Bin Ali		
5. Dato' Dr. Samsudin Bin Hitam		
6. Capt. Awangku Abdul Malit @ Awangku Malyx Bin Pengiran Mahran		
7. Encik Onn Bin Kayat		
8. Melantik semula Arthur Andersen & Co., sebagai Juruaudit Syarikat dan memberi kuasa kepada Pengarah-Pengarah menetapkan imbuhan mereka.		
9. Menjalankan sebarang urusan lain yang mana notis sewajarnya telah diberikan menurut Akta Syarikat, 1965.		

Sila tandakan dengan "X" di ruang yang tersedia tentang bagaimana anda menghendaki proksi anda mengundi. Jika tidak, proksi anda berhak mengundi atau tidak mengundi mengikut budi bicaranya sendiri.

Hari Bulan 2001

Jumlah saham yang dipegang

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Tandatangan Ahli/Ahli-Ahli/Meteri Syarikat

Nota-Nota:-

- Seorang ahli yang berhak hadir dan mengundi adalah berhak melantik seorang proksi untuk hadir dan mengundi bagi pihaknya. Seorang proksi tidak semestinya ahli Syarikat.
- Surat perantikan proksi dari seseorang individu mestilah ditandatangani oleh pelantik atau wakilnya yang telah dilantik dengan secara bertulis, dan surat perantikan proksi dari sesebuah perbadanan mestilah disempurnakan di bawah meteri syarikat atau ditandatangani oleh pegawai yang diberi kuasa demikian.
- Borang proksi yang telah disempurnakan mestilah dihantar kepada Pejabat Berdaftar Syarikat, di Bangunan Ibu Pejabat, Lot 15, Blok 20, Kemena Land District, 12th Mile, Jalan Tanjung Kidurong, 97008 Bintulu, Sarawak, Malaysia tidak lewat dari 48 jam sebelum waktu Mesyuarat yang ditetapkan atau waktu penangguhannya.

SETEM

BINTULU PORT HOLDINGS BERHAD

(Com. No : 380802-T)

Lot 15, Block 20, Kemena Land District,
12th Mile, Tanjung Kidurong Road,
97008 Bintulu, Sarawak.
