

cocoaland®

COCOALAND HOLDINGS BERHAD

(Company No: 516019-H)

ANNUAL REPORT 2004



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of the Company will be held at Function Room 1, Level 4, Dynasty Hotel, 218 Jalan Ipoh, 51200 Kuala Lumpur on Tuesday, 21 June 2005 at 10:00 a.m. for the following purposes: -

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2004 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who shall retire in accordance with Article 98 of the Company's Articles of Association and being eligible, offer themselves for re-election:
 - a) Dato' Azman bin Mahmood
 - b) Mr. Liew Fook Meng
 - c) Mr. Lau Kee Von
 - d) Mr. Lau Pak Lam
 - e) Mr. Liew Yoon Kee
 - f) Mr. Chow Kee Kan @ Chow Tuck Kwan
3. To re-appoint Messrs. Wong Weng Foo & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS:

To consider and if though fit, to pass the following resolution as ordinary resolution:-

4. **Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965.**

"THAT, subject to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, 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 the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate of number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up 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."
5. To transact any other ordinary business for which due notice shall have been given.

By Order of the Board

NG HENG HOOI (MAICSA 7048492)
YAP FOO TENG (MACS 00601)
DENNIS DEWITT (LS 01586)
Company Secretaries

Kuala Lumpur
Dated: 25 May 2005

Resolution 1

Resolution 2
Resolution 3
Resolution 4
Resolution 5
Resolution 6
Resolution 7

Resolution 8

Resolution 9





NOTES:-

- i. *A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a Member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
- ii. *A member may appoint not more than two (2) proxies to attend the same meeting. Where a member appoints two proxies, the proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy. Where a member of the company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, it may appoint at least one proxy in respect of each securities account.*
- iii. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.*
- iv. *The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Suite 405, 4th Floor, Magnum Plaza, 128 Jalan Pudu, 55100 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.*
- v. *Explanatory Notes on Special Business*

Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

The Proposed Resolution 9, 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 capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. The authority, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.



STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

The information required pursuant to Paragraph 8.28(2) of the Bursa Malaysia Securities Berhad's Listing Requirements are appended hereunder:-

1. Directors standing for re-election

Directors who are standing for re-election at the 5th Annual General Meeting of the Company are:

Name of Directors	
i. Dato' Azman bin Mahmood	Retiring pursuant to Article 98 of the Company's Articles of Association.
ii. Liew Fook Meng	Retiring pursuant to Article 98 of the Company's Articles of Association.
iii. Lau Kee Von	Retiring pursuant to Article 98 of the Company's Articles of Association.
iv. Lau Pak Lam	Retiring pursuant to Article 98 of the Company's Articles of Association.
v. Liew Yoon Kee	Retiring pursuant to Article 98 of the Company's Articles of Association.
vi. Chow Kee Kan @ Chow Tuck Kwan	Retiring pursuant to Article 98 of the Company's Articles of Association.

Further details on Directors who are standing for re-election are set out in the Directors' Profile section of this Annual Report.

2. Details of attendance of directors at board meetings

The Company was listed on 18 January 2005. Subsequent to the Company's listing, the Board convened two (2) meetings. Details of attendance of the Directors are set out on page 11 of this Annual Report.

3. Place, date and time of the Fifth Annual General Meeting

Place : Function Room 1, Level 4, Dynasty Hotel, 218 Jalan Ipoh, 51200 Kuala Lumpur
Date : 21 June 2005
Time : 10:00 a.m.