



# GULA PERAK BERHAD

(Company No: 8104-X)  
(Incorporated in Malaysia)

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# Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Ball Room, 5th Floor, Dynasty Hotel, No. 218, Jalan Ipoh, 51200 Kuala Lumpur on Wednesday, 27 September 2000 at 10.30 a.m. to transact the following business:

## AGENDA

### ORDINARY BUSINESS

1. To receive and adopt the Accounts for the year ended 31 March 2000 together with the Reports of the Directors and Auditors thereto and if approved to adopt them. Resolution (1)
2. To re-elect the following retiring Directors pursuant to the Company's Articles of Association and being eligible, offer themselves for re-election:
  - (i) Lim Bee Ling - Article 81 Resolution (2)
  - (ii) Lim Soo Kok - Article 81 Resolution (3)
3. To re-appoint Auditors to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. Resolution (4)

### SPECIAL BUSINESS

4. To consider and if thought fit, pass with or without any modifications, the following ordinary resolutions pursuant to Section 132D of the Companies Act, 1965. Resolution (5)

THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and to issue shares in the Company from time to time at such price, upon such terms and conditions for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares so issued does not exceed 10% of the issued capital of the Company for the time being and such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.
5. To transact any other business for which due notice shall have been given.



BY ORDER OF THE BOARD

**LIM GUAT YEANG**

Company Secretary  
(MAICSA 0774307)

Kuala Lumpur  
12 September 2000

**Note:**

*A member of the Company entitled to attend and vote at the Meeting may appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member but a non-member must be an advocate, an approved company auditor or a person specially approved by the Directors or the Registrar of the Companies.*

*The form of proxy must be deposited at the Registered Office, Level 7, Dynasty Hotel, 218 Jalan Ipoh, 51200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the Meeting.*

**Explanatory Note**

**Resolution Pursuant to Section 132D of the Companies Act, 1965 (Resolution 5)**

*In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares pertaining to the conversion of warrants, exercise of Employees' Share Option Scheme and of any expansion and diversification proposals, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to an amount not exceeding in total 10% of the issued share capital of the Company. This authority will expire at the next Annual General Meeting of the Company.*

# Corporate Information

## BOARD OF DIRECTORS

YBhg Datuk Rahim Baba  
- Executive Chairman

YBhg Dato' Lim Cheng Pow  
- Managing Director

Leow Thang Fong  
- Executive Director

Lim Sue Beng  
- Executive Director

Lim Bee Ling  
- Executive Director

YBhg Tan Sri Dato' Ahmad Sabki Jahidin  
PSM, DPMP, DIMP, JMN, KMN, SAP, PMP, PJK  
- Non-Executive Director

YBhg Dato' Haji Megat Najmuddin Bin  
Datuk Seri (Dr) Haji Megat Khas  
DSSA, KMN, AMP (PHG), AMP (PK), PPN  
- Non-Executive Director

Mustapha Buang  
- Non-Executive Director

Lim Soo Kok  
- Non-Executive Director

## COMPANY SECRETARY

Lim Guat Yeang (MAICSA 0774307)

## AUDIT COMMITTEE

YBhg Tan Sri Dato' Ahmad Sabki Jahidin  
PSM, DPMP, DIMP, JMN, KMN, SAP, PMP, PJK  
- Independent Non-Executive Director  
(Chairman of the Audit Committee)

Mustapha Buang  
- Independent Non-Executive Director  
(Member)

Leow Thang Fong  
- Executive Director  
(Member)

## REGISTERED OFFICE

Level 7, Dynasty Hotel,  
218, Jalan Ipoh,  
51200 Kuala Lumpur.  
Tel : 03-40442828  
Fax : 03-40446688, 03-40452933

## PRINCIPAL GROUP BANKERS

Aseambankers Malaysia Berhad

BumiputraCommerce Malaysia Berhad

BSN Commercial Bank Berhad

United Overseas Bank Malaysia Berhad

Multi-Purpose Bank Berhad

MBf Finance Berhad

RHB Finance Berhad

The Development Bank of Singapore Ltd  
(Labuan Branch)

## SHARE REGISTRAR

Signet Share Registration Services Sdn. Bhd.  
(formerly known as Signet & Co Sdn. Bhd.)  
10th & 11th Floor, Tower Block,  
Kompleks Antarabangsa,  
Jalan Sultan Ismail,  
P.O. Box 12547,  
50782 Kuala Lumpur.  
Tel : 03-2454337  
Fax : 03-2421353

## SOLICITORS

Onn Hussein & Yee  
2nd Floor, Wisma Transcomm,  
301 & 302, 2 1/4 Miles, Jalan Ipoh,  
51200 Kuala Lumpur.

Lee Choon Wan & Co.  
No 12, Lorong Dungun,  
Damansara Heights,  
50490 Kuala Lumpur.

## AUDITORS

PricewaterhouseCoopers  
11th Floor, Wisma Sime Darby,  
Jalan Raja Laut,  
P.O. Box 10192,  
50706 Kuala Lumpur.

## STOCK EXCHANGE LISTING

The Kuala Lumpur Stock Exchange  
Main Board

Chairman : YBhg Tan Sri Dato' Ahmad Sabki Jahidin (Independent Non-Executive Director)  
Members : En. Mustapha Buang (Independent Non-Executive Director)  
          : Mr. Leow Thang Fong (Executive Director)

## TERMS OF REFERENCE

The Audit Committee shall be governed by the following terms of reference.

## COMPOSITION OF AUDIT COMMITTEE

The Committee shall be appointed by the Board from among its members and shall consist of not less than three (3) members of whom a majority shall not:-

- (a) be executive directors of the Company or any related corporation;
- (b) comprise a spouse, parent, brother, sister, son or adopted son, daughter or adopted daughter of an executive director of the Company or any related corporation; or
- (c) comprise persons having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgement in carrying out the function of the Committee.

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

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

## TERMS OF MEMBERSHIP

Members of the Committee shall be appointed for an initial term of three years after which they will be eligible for re-appointment.

## MEETING

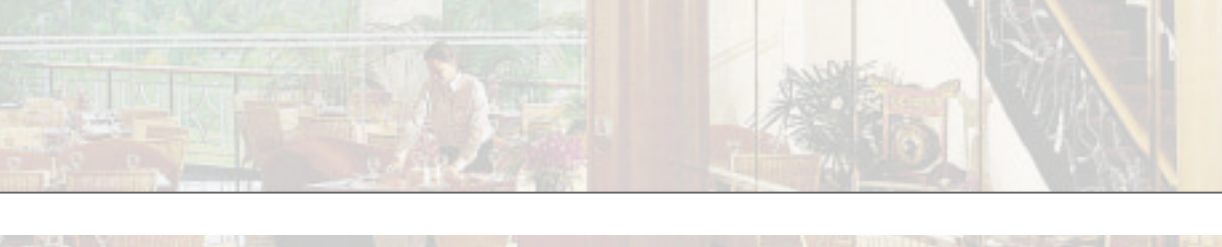
The Committee shall meet at least three (3) times a year. In addition, the chairperson shall convene a meeting of the Committee if requested to do so by any member, the management or the internal or external auditors to consider any matter within the scope and responsibilities of the Committee.

## ATTENDANCE AT MEETING

The executive director, the group financial controller, the head of internal audit, and representative of the external auditors shall normally attend meetings. However, the Committee may invite any person to be in attendance to assist it in its deliberations.

## SECRETARY TO AUDIT COMMITTEE

The Secretary to the Audit Committee shall be appointed by the chairperson. The Secretary shall be responsible for drawing up the agenda in consultation with the chairperson and shall be responsible for keeping the minutes of the meeting of the Committee, circulating them to committee



members and for ensuring compliance with Kuala Lumpur Stock Exchange requirements. The agenda together with relevant explanatory papers and documents shall be circulated to Committee members prior to each meeting.

## **QUORUM**

The presence of two Committee members who are non-executive directors shall be a quorum.

## **AUTHORITY**

The Committee is authorised by the Board to investigate any activity within its terms of reference. It has free access to all information and documents it required for the purpose of discharging its functions and responsibilities.

The Audit Committee is also authorised to obtain outside legal or other independent professional advise as it considers necessary.

## **DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Committee shall be:-

- to review the Group's and the Company's half-year and annual financial statements before submission to the Board. The review shall focus on:
  - any changes in accounting policies and practices
  - major judgmental areas
  - significant audit adjustments from the external auditors
  - the going concern assumption
  - compliance with accounting standards
  - compliance with stock exchange and legal requirements
- to review with the external auditors their audit plan, scope and nature of audit for the Group and the Company.
- to assess the adequacy and effectiveness of the system of internal control and accounting control procedures of the Group and the Company by reviewing the external auditors' management response.
- to hear from the external auditors problems and reservations arising from their interim and final audits.
- to review the internal audit plan, consider the major finding of internal audit, fraud investigation and action and steps taken by management in response to audit findings.
- to review any related party transactions that may arise within the Group or the Company.
- to consider the appointment of external auditors, the terms of reference of their appointment, and any question of resignation or dismissal.
- to undertake such other responsibilities as may be agreed to by the Committee and the Board.
- to report to the Board its activities, significant results and findings.



# Chairman's Statement



## DEAR SHAREHOLDERS

On behalf of the Board of Directors, I am pleased to present to you the Annual Report and Accounts of the Company and the Group for the financial year ended 31st March 2000.

## FINANCIAL PERFORMANCE

This financial year proves again to be another trying and challenging year for the Group. The Group recorded a loss after tax of RM12.03 Million (1999: Loss RM19.80 Million) on a turnover of RM40.03 Million (1999: RM131.70 Million). At Company level, loss after tax was RM13.20 Million as compared to RM17.41 Million for the financial year ended 31st March 1999. The loss incurred was mainly attributed by the poor performance in the property division, reduced trading activities and high financing cost.

## OPERATIONS OVERVIEW

### Property Development Division

Even though the country is now out of its economic doldrums, the recovery of the property sector in particular the industrial property is relatively slow. The demand for the industrial property in Batang Berjuntai and Kg Jawa is still not encouraging and the sale is slow.

However, with the government's effort to promote home ownership together

with the low interest rate there is an improvement in the country's demand for residential property as indicated by the 1.20% growth registered in the first quarter of 2000. In line with this, the Group is now focusing on this potential and opportunity in the residential market and will be launching the middle and low cost apartment in Setapak and Batang Berjuntai soon.

### Plantation Division

The oil palm plantation has generated a lower return as compared to the previous year. CPO prices has plunged from the highs of RM2,400/mt in 1998 to as low as RM1,000/mt in 1999. The outlook on CPO prices is not encouraging. However, the Group expects a higher return from this division in the next financial period as we should be reaping the fruits of our replanting program that was undertaken since 1995.



### Hotel Division

The overall hotel industry achieved occupancy of 53% in 1999 as compared to 49% in 1998. This is the result of the effort of the Government and the Tourism Board to boost tourism. The launching of the Sepang F1 Circuit sale carnival and other promotional activities saw the tourist arrival of 8.00 Million as compared to 5.60 Million in 1998. However, with the increase in the total of hotel rooms in the industry and

the "price war" amongst the hoteliers, we are plagued with a lower Average Room Rate. Nevertheless, the Hotel has contributed some commendable returns to the Group. The Board is confident that the Hotel will continue to achieve better results in tandem with the tourism growth.



### Trading Division

The revenue from the trading division has reduced significantly and only contributed marginal returns to the Group. The trading activity has been slow due to the slow recovery of the private investment of non-residential property sector.

## CORPORATE MATTERS

### Sinking Fund for Bonds

The Company has obtained approval from the Securities Commission to waive its obligation of the sinking fund requirement. However, the waiver is further subject to approvals from the bondholders and the guarantors. The Company anticipates that it will not have sufficient funds to redeem the Bonds on 21 December 2000 and will be undertaking a proposed debt-restructuring scheme.

### Proposed Debt Restructuring of Redeemable Guaranteed Bonds, Revolving Credit Facility and Syndicated Term Loan

The Company will be undertaking a proposed debt-restructuring scheme with the lenders to settle the RM150 Million 1995/2000 Redeemable Guaranteed Bonds, the RM25 Million Revolving Credit Facility and the RM21 Million Syndicated Term Loan by way of proposed issuance of five (5) year Redeemable Convertible Secured Notes ("RCSN"). This is a proposed restricted offer for sale by the lenders to the shareholders of the Company. Submission will be made to the appropriate authorities for their approvals. The proposed loan settlement will ease the cash flow position of the Group and will allow the Group to focus on its current operations.



### Replacement Warrants

The Company has proposed to issue 74,211,200 Replacement Warrants to replace the outstanding 74,211,200 warrants at an issue price of 5 sen per Replacement Warrant on the basis of one (1) Replacement Warrant in substitution and upon the surrender and cancellation of (1) existing 1995/2005 warrant.





### **Loan Settlement Exercise**

The Company is carrying out a loan settlement exercise of its RM190 Million Term Loan by issuing RM90.124 Million Secured Bonds and RM192.375 Million nominal value of five (5) year zero coupon Irredeemable Convertible Secured Loan Stock 2000/2005 ("ICSLS"). The Company had released and despatched the Prospectus in relation to the Restricted Offer for Sale of the rights to the provisional allotment of RM192.375 Million ICSLS at an offer price of 74 sen per ICSLS. The entire Loan Settlement will be completed by September 2000.

### **Prospects for the year 2000/2001**

In 1999, the country recorded a GDP growth of 5.40% and 11.70% in the first half of year 2000. The property market generally has improved particularly the residential sector. The Group's plan to develop the residential property is well timed and is expected to take off successfully. With the upward trend in the growth of the economy, we believe the overall Group's business will benefit. Mean while, the Group will continue to identify new business opportunities to enhance shareholders value.

### **Dividends**

The Board does not recommend any dividend for the financial year under review.

### **ACKNOWLEDGEMENT**

On behalf of the Board, I wish to express our sincere appreciation to the various authorities, financiers, customers, suppliers, business associates and our shareholders for their support and confidence.

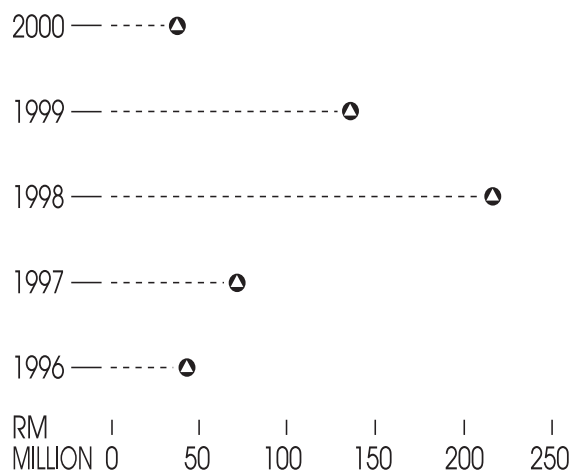
I would also like to thank the employees and my colleagues on the Board for their dedication and hard work.

**DATUK RAHIM BABA**  
Executive Chairman

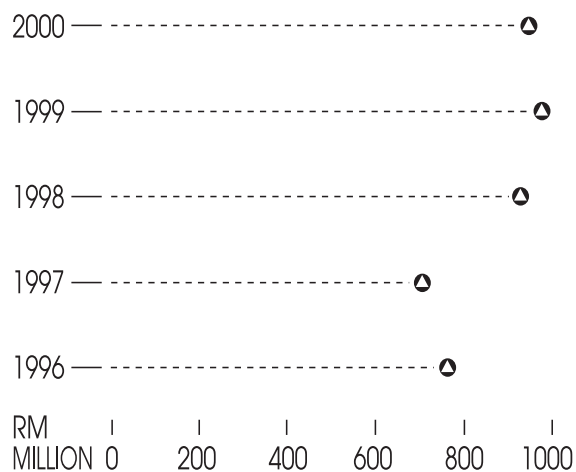
28th July 2000

# Financial Highlights

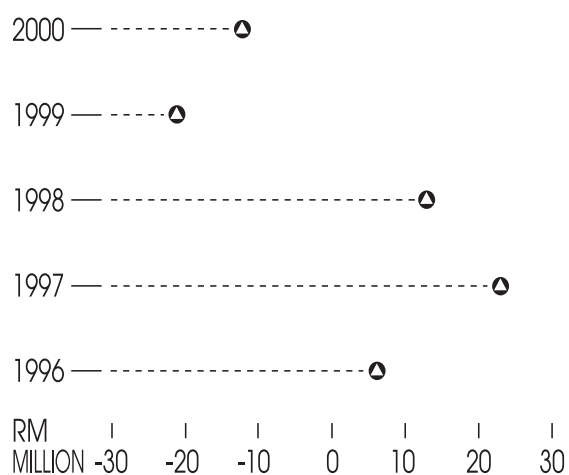
## TURNOVER



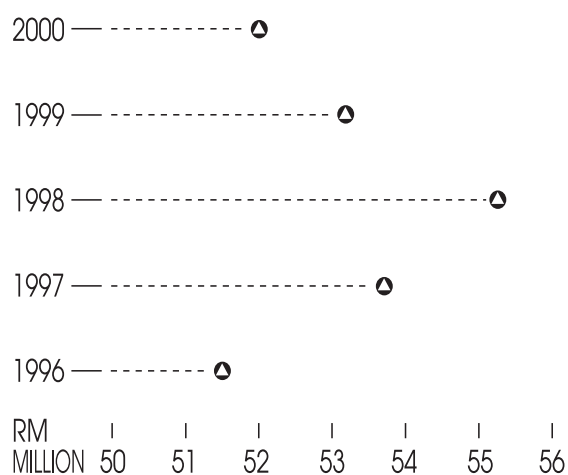
## TOTAL ASSET



## PROFIT BEFORE TAX



## SHAREHOLDERS FUNDS





## Financial Statement



# Directors Report

for the year ended 31 March 2000

The Directors hereby submit their report together with the audited accounts of the Group and of the Company for the financial year ended 31 March 2000.

## PRINCIPAL ACTIVITIES

The principal activities of the Company during the financial year are cultivation of oil palm, construction works, trading in construction materials and property development. The principal activities of the subsidiary companies during the financial year are set out in Note 17 to the accounts. There have been no significant changes in the nature of these activities of the Group and of the Company during the financial year.

## FINANCIAL RESULTS

	The Group RM'000	The Company RM'000
Loss after taxation	(12,034)	(13,232)
Minority interests	774	-
Loss attributable to the shareholders	(11,260)	(13,232)
Unappropriated profit brought forward	40,760	2,081
Unappropriated profit/(accumulated loss) carried forward	29,500	(11,151)

In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature.

## DIVIDENDS

No dividend has been paid, declared or proposed since the end of the Company's previous financial year.

The Directors do not recommend a payment of a dividend for the financial year ended 31 March 2000.

## MOVEMENTS ON RESERVES AND PROVISIONS

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

## EMPLOYEES' SHARE OPTION SCHEME

The Gula Perak Berhad Employees' Share Option Scheme ('The Share Option Scheme') was approved by the shareholders at an Extraordinary General Meeting held on 23 November 1995 and final approval was obtained from the Registrar of Companies on 20 March 1996.

The main features of The Share Option Scheme are:

- (a) The total number of shares to be offered shall not exceed 10% of the issued share capital of the Company at any point of time during the existence of The Share Option Scheme, which shall be in force for a period of five years from 20 March 1996.
- (b) Eligible persons are employees of the Group who have been confirmed in the employment of the Group and have been in the employment of the Group for at least one year for Malaysian employees and five years for non-Malaysian employees on or prior to the offering date, the date when an offer is made in writing to an employee to participate in The Share Option Scheme. The eligibility for participation in The Share Option Scheme shall be at the discretion of The Share Option Scheme's Committee.
- (c) The option price for each RM1.00 ordinary share shall be the average of the mean market quotation of the shares as shown in the Daily Diary issued by the Kuala Lumpur Stock Exchange for the five market days preceding the date of offer or at par value of the shares, whichever is higher.
- (d) The options granted do not confer any dividend or other distribution declared to the shareholders as at a date which precedes the date of exercise of the option and will be subject to all the provisions of the Articles of Association of the Company.

During the year, an additional 728,000 options were granted under The Share Option Scheme.

As at 31 March 2000, options to subscribe for ordinary shares of RM1.00 each which have yet to be exercised are as follows:

<b>EXERCISE PRICE</b>	<b>NO. OF SHARES TO BE SUBSCRIBED</b>
RM2.21	1,705,000
RM2.04	124,000
RM1.94	199,000
RM1.91	1,288,000
RM1.36	131,000
RM1.00	690,000
	<hr/>
	4,137,000

## **DIRECTORS**

The Directors in office since the date of the last report are:

YBhg Datuk Rahim Baba  
YBhg Dato' Lim Cheng Pow  
Leow Thang Fong  
Lim Sue Beng  
Lim Bee Ling  
YBhg Tan Sri Dato' Ahmad Sabki Bin Jahidin  
YBhg Dato' Haji Megat Najmuddin Bin Datuk Seri (Dr) Haji Megat Khas  
Mustapha Buang  
Lim Soo Kok



## DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings, particulars of Directors' interests in the shares and Share Options of the Company during the financial year are as follows:

	No. of ordinary shares of RM1.00 each			Balance as at 31.3.2000
	Balance as at 1.4.1999	Addition	Disposal	
<b>Direct interest</b>				
YBhg Datuk Rahim Baba	1,661,000	-	-	1,661,000
YBhg Dato' Lim Cheng Pow	44,206,000	-	-	44,206,000
Leow Thang Fong	60,000	-	-	60,000
Lim Sue Beng	14,800,000	-	-	14,800,000
Lim Bee Ling	14,800,000	-	-	14,800,000
YBhg Tan Sri Dato' Ahmad Sabki Bin Jahidin	1,000,000	-	-	1,000,000
YBhg Dato' Haji Megat Najmuddin Bin Datuk Seri (Dr) Haji Megat Khas	1,025,432	-	-	1,025,432
Mustapha Buang	2,389,595	-	-	2,389,595
<b>Indirect interest</b>				
YBhg Datuk Rahim Baba *	28,500,000	6,422,000	-	34,922,000

	Options over Ordinary Shares of RM1.00 each			Balance as at 31.3.2000
	Balance as at 1.4.1999	Offered during the year	Exercised during the year	
YBhg Datuk Rahim Baba	300,000	-	-	300,000
YBhg Dato' Lim Cheng Pow	500,000	-	-	500,000
Leow Thang Fong	240,000	-	-	240,000
Lim Sue Beng	300,000	-	-	300,000
Lim Bee Ling	300,000	-	-	300,000
Lim Soo Kok	110,000	-	-	110,000

\* Deemed interested by virtue of his substantial interest in Kesenta Development Sdn Bhd

According to the Register of Directors' Shareholdings, none of the other Directors in office at the end of the financial year have any interests in the shares or share options of the Company or its related corporations during the financial year.



## DIRECTORS' BENEFITS

Since the end of the previous financial year, no director of the Company has received or become entitled to receive a benefit (other than the other emoluments shown in Note 5 to the accounts) by reason of a contract made by the Company or by 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, except certain Directors are shareholders of the companies which act as the main contractor and project manager for the Group's hotel property and property development projects as disclosed in Note 28 to the accounts.

Neither during nor at the end of the financial year was the Company or its related corporations a party to any arrangement whose object was to enable the Directors to acquire benefits through the acquisition of shares in, or debentures of, the Company or any other body corporate.

## OTHER STATUTORY INFORMATION

Before the profit and loss accounts and balance sheets of the Group and of the Company were made out, the Directors took reasonable steps:

- (a) 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 have satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
- (b) to ensure that any current assets which were unlikely to realise their book values in the ordinary course of business had been written down to their estimated realisable values.


At the date of this report, the Directors of the Company are not aware of any circumstances:

- (a) which would render the amounts written off or provided for bad and doubtful debts in the accounts of the Group and of the Company inadequate to any material extent or the values attributed to current assets in the accounts of the Group and of the Company misleading; and
- (b) which have arisen which render adherence to the existing method of valuation of assets or liabilities in the accounts of the Group and of the Company misleading or inappropriate.
- (c) not otherwise dealt with in this report or in the accounts of the Group and of the Company, that would render any amount stated in the respective accounts misleading.

In the interval between the end of the financial year and the date of this report:

- (a) no item, transaction or other event of a material and unusual nature has arisen which, in the opinion of the Directors, would substantially affect the results of the operations of the Group and of the Company for the current financial year except for the event subsequent to balance sheet date as disclosed in Note 29 to the accounts; and
- (b) no charges have arisen on the assets of any company in the Group which secure the liability of any other person nor have any contingent liabilities arisen in any company in the Group.

No contingent or other liability of any company in the Group 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 affect the ability of the Company and its subsidiary companies to meet their obligations when they fall due.



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

## EVENTS SUBSEQUENT TO BALANCE SHEET DATE

- (a) On 30 June 2000, as part of the Loan Settlement exercise described in Note 11(a) to the account, the Company released and despatched the Prospectus in relation to the Restricted Offer for Sale of the rights to the provisional allotment of RM192.375 million nominal value of Five (5) year zero coupon Irredeemable Convertible Secured Loan Stock 2000/2005 ("ICSLS") by the financial institution at an offer price of 74 sen per ICSLS on a non-renounceable basis to the shareholders of the Company on the basis of three (3) ICSLS for every four (4) existing shares held on 28 June 2000. The Directors anticipate that the entire Loan Settlement exercise will be completed by September 2000.
- (b) On 12 July 2000, the Company obtained approval from the Securities Commission to waive its obligation of the sinking fund requirement as referred to in Note 10(e). The waiver is further subject to approvals from the bondholders and the guarantors.
- (c) On 14 July 2000, the Company announced the proposed debt restructuring of the following:
  - (i) RM154.5 million Bank Guarantee Facility and interest to be incurred up to 31 December 2000 upon invocation of the bank guarantee together with the bank guarantee fees of RM2.704 million pursuant to the RM150 million nominal amount of 1995/2000 Redeemable Guaranteed Bonds ("1995/2000 Bonds") referred to in Note 10;
  - (ii) RM25 million Revolving Credit Facility ("RC") together with the interest to be incurred up to 31 December 2000 referred to in Note 23(b); and
  - (iii) RM21 million Syndicated Term Loan ("TL") referred to in Note 11(b) of its subsidiary, KSB Requirements & Rest Sdn Bhd together with the interest to be incurred up to 31 December 2000.

The Proposed Debt Restructuring Scheme involves the following lenders:

- (i) the guarantor banks for settlement of the outstanding amount of RM154.5 million, the interest from the period 22 December 2000 to 31 December 2000 upon invocation of the bank guarantee proposed to be capitalised of approximately up to RM450,000 together with the bank guarantee fees of approximately RM2.704 million pursuant to the 1995/2000 Bonds;
- (ii) the RC lenders for settlement of an outstanding amount of RM25 million together with the interest up to 31 December 2000 proposed to be capitalised of approximately up to RM2.3 million; and
- (iii) the TL lenders for settlement of an outstanding amount of RM21 million together with the interest up to 31 December 2000 proposed to be capitalised of up to RM3.5 million.




The Company has proposed a debt-restructuring scheme of the aforesaid Debts as follows:

- (i) proposed issuance of up to RM248.438 million nominal value of five (5) year Redeemable Convertible Secured Notes ("RCSN") by the Company to the Lenders as settlement for the Debts ("Proposed RCSN Issue");
- (ii) proposed restricted offer for sale by the Lenders the entire up to RM248.438 million nominal value of RCSN to the shareholders of the Company on a non-renounceable basis at an offer price of approximately 84 sen per RCSN or any other amount to be approved by the relevant authorities ("Proposed Restricted Offer for Sale"). The Proposed Restricted Offer for Sale will not be underwritten i.e. any unsubscribed RCSN will be retained by the Lenders proportionately.
- (iii) proposed put and call options as follows:
  - At the request of the Lenders, YBhg Dato' Lim Cheng Pow ("Dato' Lim"), the Managing Director and a substantial shareholder of the Company, will grant the Lenders a put option whereby the Lenders shall have the right to sell to Dato' Lim a total of RM47.8 million nominal value of the RCSN or whatever amount of RCSN retained by them after the Proposed Restricted Offer for Sale, whichever is the lower, proportionately to all Lenders; and
  - Simultaneously, the Lenders will grant Dato' Lim a call option whereby Dato' Lim shall have the right to purchase from the Lenders a total of RM47.8 million nominal value of the RCSN or whatever amount of RCSN retained by them after the Proposed Restricted Offer for Sale, whichever is the lower, proportionately from all Lenders.
- (d) On 17 July 2000, the Company announced a proposal to issue up to 74,211,200 Replacement Warrants to replace the existing outstanding 74,211,200 1995/2005 warrants referred to in Note 10. The Securities Commission ("SC") had, vide its letter dated 12 July 2000 approved the proposed issuance of up to 74,211,200 replacement warrants ("Replacement Warrants") to holders of the existing Company's 1995/2005 warrants at an issue price of 5 sen per Replacement Warrant on the basis of one (1) Replacement Warrant in substitution and upon the surrender and cancellation of one (1) existing 1995/2005 warrant held at a date to be determined later.

The above approval is subject to the following conditions:

- (i) the exercise price of the Replacement Warrant has to be determined based on a premium on the five (5) days weighted average market price of the Company shares before the price fixing date;
- (ii) the Company has to receive all necessary approvals before commencement of the Proposal Issue of Replacement Warrant;
- (iii) to furnish a final draft copy of the offer document for the Replacement Warrant to the SC for its approval and registration; and
- (iv) the Proposed Issue of Replacement Warrant is in accordance with the relevant Guidelines on Issue/Offer of Securities.

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- (e) On 27 July 2000, the Company announced that it had entered into an arrangement with Zilatmas (M) Sdn Bhd ("ZSB") which relates to one of the Company's trade debtors referred to in Note 20, for the settlement of debt owing by ZSB to the Company through payment-in-kind of the entire paid-up share capital in Rumpun Dahlia Sdn Bhd ("RD") ("Proposed Settlement"). The amount owing by ZSB as at 31 March 2000 amounts to approximately RM85 million.

RD is principally involved in property development. RD also has a wholly owned subsidiary, Cartel Properties Sdn Bhd ("CP") which owns a hotel property in Jalan Tunku Abdul Rahman in Kuala Lumpur. The hotel property has an indicative market value of RM90 million in its existing physical condition with the benefit of vacant possession based on a valuation carried out by a firm of professional valuers on 21 March 2000.

The Directors estimate that based on the management accounts of RD as at 15 July 2000, its net tangible asset is approximately RM80 million.

## AUDITORS

The auditors, PricewaterhouseCoopers, have expressed their willingness to continue in office.

On behalf of the Board of Directors

### DATUK RAHIM BABA

Director

### LIM SUE BENG

Director

Kuala Lumpur  
28 July 2000





# Report of the Auditors

to the members of Gula Perak Berhad

1. We have audited the accounts set out on pages 20 to 43. These accounts are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these accounts based on our audit.
2. We conducted our audit in accordance with approved Auditing Standards in Malaysia. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the accounts are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the accounts. An audit also includes assessing the accounting principles used and significant estimates made by Directors, as well as evaluating the overall accounts presentation. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion:
  - (a) the accounts give a true and fair view of the state of affairs of the Group and the Company as at 31 March 2000 and of the results of the Group and the Company and cash flows of the Group for the year ended on that date in accordance with the applicable approved Accounting Standards in Malaysia, and comply with the Companies Act, 1965; and
  - (b) the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiary companies of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.
4. Without qualifying our opinion, we draw attention to Note 2 to the accounts. The Company is required to set up a sinking fund by 21 June 2000 to secure the due redemption of the RM150 million Guaranteed Redeemable Bonds ("1995/2000 Bonds") which will mature on 21 December 2000. As the Company anticipates that it will not have sufficient funds to redeem the 1995/2000 Bonds on the maturity date, it will be undertaking a proposed debt restructuring scheme as described in Note 29(c) to settle the bank guarantee for the 1995/2000 Bonds which will likely be crystallised for repayment to the bondholders. The Company is currently carrying out a Loan Settlement exercise of its RM190 million term loan in accordance with the Settlement Agreement dated 8 October 1999 entered into with the financial institution for the settlement of the RM190 million term loan. The appropriateness of preparing the accounts of the Group and Company on the going concern basis is dependent upon the successful implementation and completion of the aforementioned restructuring exercise.
5. We have considered the accounts and the auditors' report of the subsidiary company which we have not acted as auditors, which is indicated in Note 17 to the accounts.
6. We are satisfied that the accounts of the subsidiary companies that have been consolidated with the Company's accounts are in form and content appropriate and proper for the purposes of the preparation of the consolidated accounts and we have received satisfactory information and explanations required by us for those purposes.
7. The auditors' reports on the accounts of the subsidiary companies were not subject to any qualification and did not include any comment made under subsection (3) of Section 174 of the Act.

**PricewaterhouseCoopers**

(AF: 1146)  
Public Accountants

Kuala Lumpur  
28 July 2000

**Mohd Daruis Zainuddin**

(969/3/01 (J/PH))  
Partner

# Profit and Loss Accounts

for the year ended 31 March 2000

		The Group		The Company	
	Note	2000 RM'000	1999 RM'000	2000 RM'000	1999 RM'000
Turnover	4	<b>40,033</b>	131,715	<b>19,134</b>	111,180
Loss before taxation	5	<b>(12,296)</b>	(20,089)	<b>(13,494)</b>	(17,657)
Taxation	6	<b>262</b>	246	<b>262</b>	246
Loss after taxation		<b>(12,034)</b>	(19,843)	<b>(13,232)</b>	(17,411)
Minority interests		<b>774</b>	694	-	-
Loss attributable to the shareholders of the Company		<b>(11,260)</b>	(19,149)	<b>(13,232)</b>	(17,411)
Unappropriated profit brought forward		<b>40,760</b>	59,909	<b>2,081</b>	19,492
Unappropriated profit/ (accumulated loss) carried forward		<b>29,500</b>	40,760	<b>(11,151)</b>	2,081
Retained by:					
The Company		<b>(11,151)</b>	2,081		
Subsidiary companies		<b>40,651</b>	38,679		
		<b>29,500</b>	40,760		
Loss per share	7	<b>(4.4) sen</b>	(7.5) sen		

The above profit and loss accounts are to be read in conjunction with the notes to the accounts on pages 24 to 43.  
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# Balance Sheets

as at 31 March 2000

	Note	The Group		The Company	
		2000 RM'000	1999 RM'000	2000 RM'000	1999 RM'000
Share capital	8	255,723	255,435	255,723	255,435
Share premium	9	205,949	205,949	205,949	205,949
Unappropriated profit/ (accumulated loss)		29,500	40,760	(11,151)	2,081
Reserve on consolidation		29,708	29,708	-	-
		<b>520,880</b>	531,852	<b>450,521</b>	463,465
Guaranteed redeemable bonds 1995/2000	10	-	150,000	-	150,000
Minority interests		-	774	-	-
<b>Deferred liabilities</b>					
Term loans	11	18,000	211,000	-	190,000
Hire purchase creditors	12	5,334	6,511	-	23
Deferred taxation	13	7,500	7,500	-	-
		<b>30,834</b>	225,011	-	190,023
		<b>551,714</b>	907,637	<b>450,521</b>	803,488
Represented by:					
<b>Real property assets</b>	14	83,018	84,874	83,018	84,874
<b>Fixed assets</b>	15	18,644	18,556	16,754	16,715
<b>Hotel properties</b>	16	652,612	652,604	-	-
<b>Subsidiary companies</b>	17	-	-	477,982	477,993
<b>Investment</b>		-	280	-	280
<b>Current assets</b>					
Development properties and expenditure	18	71,145	78,116	71,145	78,116
Stocks	19	594	570	31	21
Trade debtors	20	118,568	112,846	100,214	96,058
Amount due from subsidiary companies	17	-	-	103,086	103,112
Other debtors, deposits and prepayments		24,900	23,571	4,630	3,484
Deposits with licensed banks	21	922	3,920	726	3,728
Cash and bank balances		455	1,252	73	156
		<b>216,584</b>	220,275	<b>279,905</b>	284,675

# Balance Sheets (Continued)

as at 31 March 2000

	Note	The Group		The Company	
		2000 RM'000	1999 RM'000	2000 RM'000	1999 RM'000
Less:					
<b>Current liabilities</b>					
Trade creditors		6,327	11,086	4,328	7,666
Amount owing to directors		100	-	100	-
Amount owing to a subsidiary company	17	-	-	4,743	4,042
Other creditors and accrued liabilities	22	38,346	24,179	29,583	19,027
Hire purchase creditors	12	4,080	5,611	-	364
Short term borrowings	23	28,068	29,950	28,068	29,950
Term loans	11	193,000	-	190,000	-
Guaranteed redeemable bonds 1995/2000	10	150,000	-	150,000	-
Taxation		539	-	316	-
		<b>420,460</b>	<b>70,826</b>	<b>407,138</b>	<b>61,049</b>
<b>Net current (liabilities)/assets</b>		<b>(203,876)</b>	<b>149,449</b>	<b>(127,233)</b>	<b>223,626</b>
<b>Deferred expenditure</b>	24	<b>1,316</b>	<b>1,874</b>	<b>-</b>	<b>-</b>
		<b>551,714</b>	<b>907,637</b>	<b>450,521</b>	<b>803,488</b>
<b>Net tangible assets per share</b>		<b>203.2 sen</b>	<b>207.5 sen</b>		

The above balance sheets are to be read in conjunction with the notes to the accounts on pages 24 to 43.  
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# Consolidated Cash Flow Statement

for the year ended 31 March 2000

	Note	2000 RM'000	1999 RM'000
<b>Cash flows from/(used in) operating activities</b>			
Cash receipts from customers		33,541	133,746
Cash paid to suppliers, employees and for operating expenses		(26,495)	(152,788)
Cash flow from operations		7,046	(19,042)
Interest paid		(9,063)	(19,994)
Taxation refund/(paid)		801	(223)
		(8,262)	(20,217)
Net cash used in operating activities		(1,216)	(39,259)
<b>Cash flows from/(used in) investing activities</b>			
Proceeds from disposal of investment		386	-
Purchase of fixed assets		(2,297)	(1,678)
Proceeds from disposal of fixed assets		434	83
Interest received		161	643
Additions to hotel property		(8)	(47,705)
Proceeds from disposal of real property asset		3,047	-
Net cash used in investing activities		1,723	(48,657)
<b>Cash flows from/(used in) financing activities</b>			
Proceeds from issuance of shares		288	-
Net repayment to hire purchase creditors		(2,708)	(3,829)
Proceeds from loans and borrowings		-	74,950
Repayment of term loan		(2,531)	-
Net cash from/(used in) from financing activities		(4,951)	71,121
<b>Decrease in cash and cash equivalents during the financial year</b>		<b>(4,444)</b>	<b>(16,795)</b>
<b>Cash and cash equivalents at beginning of the financial year</b>		<b>5,172</b>	<b>21,967</b>
<b>Cash and cash equivalents at end of the financial year</b>	26	<b>728</b>	<b>5,172</b>

The above consolidated cash flow statement is to be read in conjunction  
with the notes to the accounts on pages 24 to 43.  
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# Notes to the Accounts

for the year ended 31 March 2000

## 1 PRINCIPAL ACTIVITIES

The principal activities of the Company during the financial year are cultivation of oil palm, trading in construction materials and property development. The principal activities of the subsidiary companies during the financial year are set out in Note 17 to the accounts. There have been no significant changes in the nature of these activities, of the Group and of the Company during the financial year.

## 2 BASIS OF PREPARATION OF ACCOUNTS

The accounts of the Group and of the Company have been prepared in accordance with the provisions of the Companies Act, 1965 and the applicable approved Accounting Standards in Malaysia.

As disclosed in Note 10 to the accounts, the Company is required to set up a sinking fund by 21 June 2000 to secure the due redemption of the RM150 million Guaranteed Redeemable Bonds (1995/2000 Bonds) which will mature on 21 December 2000. Subsequent to the balance sheet date, the Company obtained approval from the Securities Commission to waive its obligation of the sinking fund requirement. The waiver is further subject to the approvals of the bondholders and the guarantors. As the Company anticipates that it will not have sufficient funds to redeem the 1995/2000 Bonds on maturity date, it will be undertaking a proposed debt restructuring scheme as described in Note 29(c) to settle the bank guarantee for the 1995/2000 Bonds which will likely be crystallised for repayment to the bondholders.

As disclosed in Notes 11 and 29 to the accounts, the Company is currently carrying out a Loan Settlement exercise of its RM190 million term loan in accordance with the Settlement Agreement dated 8 October 1999 entered into with the financial institution for the settlement of the RM190 million term loan.

The Directors are of the opinion that the proposed debt restructuring scheme and the Loan Settlement exercise will be successfully completed and accordingly considers it appropriate for the accounts of the Group and the Company to be prepared on a going concern basis.

## 3 SIGNIFICANT ACCOUNTING POLICIES


All significant accounting policies set out below are consistent with those applied in the previous financial year.

### (a) Accounting convention

The accounts are prepared under the historical cost convention, modified by the revaluation of the hotel property.

### (b) Basis of consolidation

The consolidated profit and loss account and balance sheet include the accounts of the Company and its subsidiary companies made up to the end of the financial year. The results of subsidiary companies acquired or disposed of during the year are included in the consolidated profit and loss account from the date of acquisition or up to the date of disposal.



The difference between the purchase price and the fair values of the net tangible assets of the subsidiary companies at the date of acquisition is included in the consolidated balance sheet as goodwill or reserve on consolidation.

### **(c) Fixed assets and depreciation**

Fixed assets are stated at cost less accumulated depreciation.

Freehold land is not depreciated. On other assets, depreciation is calculated to write off the cost of fixed assets on a straight line basis over the expected useful lives of the assets concerned. The annual rates are as follows:-

	%
Leasehold land	Amortised over the leasehold period of 46 years
Office equipment	10 - 25
Plant, machinery and equipment	10 - 20
Renovations	15
Furniture and fittings	10 - 15
Motor vehicles	20

The initial costs of operating assets of the hotel business such as crockery, cutlery and glassware have been capitalised. Subsequent acquisitions to replace these operating assets are written off in the year in which they are acquired.

### **(d) Hotel properties**

Hotel properties are stated at cost, or if subsequently revalued, at Directors' valuation based on independent professional valuation on an open market value basis. Additions subsequent to the date of valuation are stated at cost. It is the Group's policy to appraise the hotel properties once in every five years, by independent professional valuers based on its open market value. Any surplus or deficit arising therefrom will be dealt with in the Revaluation Surplus account. A deficit is set-off against the Revaluation Surplus account only to the extent of a surplus credited from the previous revaluation of the hotel properties and the excess of the deficit is charged to the profit and loss account.

No depreciation is provided on hotel properties. It is the Group's policy to maintain the properties in such condition that the residual values are so high that depreciation would be insignificant. The related maintenance expenditure is dealt with in the profit and loss account.

### **(e) Real property assets**

Real property assets comprise land held for future development. When significant development work has been undertaken and are expected to be completed within the normal operating cycle, the assets are then classified at its carrying value to development property under current assets.

### **(f) Development property and expenditure**

The cost of land held for development, related development costs common to the whole project and direct construction costs are carried forward as development property and expenditure. Costs charged to the profit and loss account are in respect of uncompleted properties sold and comprise proportionate cost of land and related development costs.



#### **(g) Revenue recognition**

Profit from property development and construction contracts are recognised on the percentage of completion method. All foreseeable losses are recognised as soon as they are anticipated.

#### **(h) Stocks**

Stocks are valued at the lower of cost and net realisable value after adequate provision has been made for all deteriorated, damaged, obsolete or slow moving stocks. Cost is determined on a weighted average basis.

#### **(i) Subsidiary companies**

A subsidiary company is a company in which the Group owns, directly or indirectly, more than 50% of the equity share capital and has control over its financial and operating policies so as to obtain benefits from its activities.

Investments in subsidiary companies are stated at cost. These investment are only written down when the Directors consider that there is a permanent diminution in the value of the investments.

#### **(j) Investments**

Long-term investments are stated at cost. These investments are only written down when the Directors consider that there is a permanent diminution in the value of the investments.

Short-term investments are stated at the lower of cost and market value, determined on a portfolio basis by comparing aggregate cost against aggregate market value.

#### **(k) Deferred taxation**

Provision is made, by the liability method, for taxation deferred in respect of all timing differences except where it is thought reasonably probable that the tax effects of such deferrals will continue in the foreseeable future.

Deferred tax assets are not recognised until realised.

#### **(l) Deferred expenditure**

Preliminary and pre-operating expenses are stated at cost and will be written off upon commencement of operations.

Hotel preliminary and pre-operating expenses are amortised over five years from the first full year of commencement of the respective hotel operations.

#### **(m) Debtors**

Known bad debts are written off and specific provisions is made for any considered doubtful of collection.



**(n) Pre-cropping expenditure**

Expenditure incurred on new planting and replanting are capitalised and included in the fixed assets under pre-cropping expenditure and are amortised on a straight line basis over the useful lives of the rootstocks or over the period of the lease, whichever is shorter.

**(o) Capitalisation of borrowing costs**

Interest incurred on external borrowings related to development of property under construction is capitalised until completion of the construction.

**(p) Currency translations**

Foreign currency assets and liabilities are translated into Ringgit Malaysia at the rates of exchange ruling at the balance sheet date and profit and loss items, where applicable, are converted at rates ruling on the transaction dates. Exchange differences are taken to the profit and loss account.

**(q) Cash and cash equivalents**

Cash and cash equivalents comprise of cash and bank balances, bank overdraft demand deposits and other short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

## **4 TURNOVER**

Turnover of the Company represents gross proceeds from the sale of land for development, sale of fresh fruit bunches, progress billings of property development projects and sales from trading activities at invoiced value.

Turnover of the Group includes room sales, rental income and sales of food and beverages.

Cost of sales in relation to invoiced value of goods sold and progress billings of the Group and of the Company during the year are RM10,729,000 (1999: RM118,006,000) and RM8,520,000 (1999: RM116,078,000) respectively.

## 5 LOSS BEFORE TAXATION

	The Group		The Company	
	2000	1999	2000	1999
	RM'000	RM'000	RM'000	RM'000
Loss before taxation is stated after charging:-				
Amortisation of deferred expenditure	544	267	-	-
Rental and service charge of office premises	-	-	480	480
Depreciation of fixed assets	1,705	1,769	1,379	1,444
Directors' remuneration:				
- Other emolument	1,148	1,355	917	1,152
Auditors' remuneration:				
- Statutory audit	54	54	25	25
- Special audit	48	-	30	-
Interest expense:				
- Guaranteed bonds	4,500	4,500	4,500	4,500
- Hire purchase and leasing	554	84	76	84
- Term loans and overdrafts	13,757	28,816	11,752	28,816
- Other interest	94	-	-	-
Bad debts written off	3	-	3	-
Provision for doubtful debts	767	-	-	-
Loss on disposal of fixed asset	42	-	42	-
Fixed assets written off	13	1	13	1
Pre-cropping expenditure written off	16	72	16	72
Loss on disposal of subsidiary companies	-	-	11	-
And crediting:-				
Interest income	101	629	101	3,615
Gross dividends received from quoted investment	25	-	25	-
Gain from disposal of investment	81	-	81	-
Rental income from shoplots	4,331	5,398	-	-
Gain on disposal of real property assets	749	-	749	-

## 6 TAXATION

	The Group		The Company	
	2000	1999	2000	1999
	RM'000	RM'000	RM'000	RM'000
Current year taxation	(5)	-	(5)	-
Over provision in respect of previous year	267	246	267	246
	<b>262</b>	<b>246</b>	<b>262</b>	<b>246</b>

Subject to the agreement of the Inland Revenue Board, as at balance sheet date, the Company has unabsorbed tax losses of approximately RM24,680,000 (1999: RM20,700,000) for which the related tax effects have not been recognised. The tax losses can be carried forward to offset against future taxable profits of the Company.

## 7 LOSS PER SHARE

The loss per share is calculated based on the loss after taxation and minority interests of the Group of RM11,260,000 (1999: loss of RM19,149,000) divided by the weighted average number of ordinary shares in issue during the year of 255,627,300 (1999: 255,435,300).

The fully diluted loss per ordinary share is not presented in the consolidated profit and loss account as the effect on the basic loss per ordinary share is anti-dilutive after taking into account the full conversion of the Share Option Scheme and the exercise of the warrants of the Company.

## 8 SHARE CAPITAL

	The Group and The Company	
	2000	1999
	RM'000	RM'000
Ordinary shares of RM1 each:		
<b>Authorised</b>		
1,000,000,000 ordinary shares	<b>1,000,000</b>	1,000,000
<b>Issued and fully paid</b>		
At 1 April		
255,435,300 ordinary shares	<b>255,435</b>	255,435
Issued during the year pursuant to		
The Share Option Scheme 288,000 ordinary shares at an issue price of RM1 each	<b>288</b>	-
At 31 March		
255,723,300 ordinary shares	<b>255,723</b>	255,435

## 9 SHARE PREMIUM

	<b>The Group and The Company</b>	
	<b>2000</b>	<b>1999</b>
	<b>RM'000</b>	<b>RM'000</b>
At 1 April	<b>205,949</b>	205,949
Add: Shares under the Employee Options Scheme	-	-
At 31 March	<b>205,949</b>	205,949

## 10 GUARANTEED REDEEMABLE BONDS WITH DETACHABLE WARRANTS

The RM150,000,000 nominal amount of 3% Guaranteed Redeemable Bonds 1995/2000 ("Bonds") were issued with 74,212,500 detachable Warrants and constituted by a Trust Deed dated 7 December 1995.

The main features of the Bonds and Warrants are as follows:

- (a) The Bonds carry a coupon interest rate of 3.0% per annum payable annually in arrears.
- (b) Unless previously redeemed, repurchased or cancelled, the Company shall redeem the Bonds in cash at their nominal value on maturity on 21 December 2000.
- (c) The warrants are transferable and are quoted on the Kuala Lumpur Stock Exchange.
- (d) Holders of the warrants have the right to subscribe in cash at any time during the exercise period which will expire on 21 December 2005 at the exercise price of RM2.25 per new ordinary share. The exercise price may be adjusted in accordance with the provisions contained in the Deed Poll dated 11 December 1995.
- (e) The Company is required to set up a sinking fund to capture all proceeds from the conversion of the warrants to secure the due redemption of the full amount of the Bonds outstanding on the maturity date as stipulated in the Trust Deed constituting the Bonds. The total contributions in the sinking fund as at a date six months prior to the maturity date of the Bonds must be sufficient to redeem the entire principal value of the Bonds.

As at 31 March 2000, 74,211,200 (1999: 74,211,200) warrants remained unexercised.



## 11 TERM LOANS

	The Group		The Company	
	2000	1999	2000	1999
	RM'000	RM'000	RM'000	RM'000
Revolving term loan (note (a))	<b>190,000</b>	190,000	<b>190,000</b>	190,000
Syndicated term loan (note (b))	<b>21,000</b>	21,000	-	-
	<b>211,000</b>	211,000	<b>190,000</b>	190,000
Repayments due in year ending 31 March:				
2001	<b>193,000</b>	3,000	<b>190,000</b>	-
2002	<b>4,000</b>	64,000	-	60,000
2003	<b>6,000</b>	66,000	-	60,000
2004 and later	<b>8,000</b>	78,000	-	70,000
	<b>211,000</b>	211,000	<b>190,000</b>	190,000

- (a) The revolving term loan is secured by legal charges over the Company's leasehold properties and a subsidiary company's hotel property. The term loan carried interest at rates which ranged from 10.45% to 12.00% (1999 : 12.00% to 17.75%) per annum.

The Company is currently carrying out a Loan Settlement exercise of its RM190 million term loan in accordance with the Settlement Agreement dated 8 October 1999 entered into with the financial institution for the settlement of the RM190 million term loan. The settlement of principal amounting to RM190 million and outstanding interest and other related incidental cost amounting to RM24.633 million ("Loan Settlement") are to be carried out as follows:

- Issuance of RM90.124 million nominal value of 3% Redeemable Secured Bonds 2000/2005 to the financial institution at 100% of its nominal value; and
- Issuance of RM192.375 million nominal value of five (5) year zero coupon Irredeemable Convertible Secured Loan Stocks 2000/2005 ("ICSLS") to the financial institution at 100% of its nominal value ("ICSLS Issue").
- The financial institution will undertake a Restricted Offer for sale of the rights to the provisional allotment of the RM192.375 million ICSLS on a non-renounceable basis to the shareholders of the Company on the basis of three (3) ICSLS for every four (4) existing shares held at an offer price of 74 sen per ICSLS.

The 3% Redeemable Secured Bonds 2000/2005 and ICSLS will be secured by legal charges over the Company's leasehold properties and a subsidiary company's hotel property.

The latest status of the Loan Settlement exercise is also referred to in Note 29, events subsequent to the balance sheet date.

- (b) The syndicated loan is obtained from a consortium of financial institutions and carried interest at rates which ranged from 7.25% to 10.55% (1999: 7.95% to 14.45%) per annum during the year. The loan is secured by a first legal charge over a subsidiary company's hotel property and jointly and severally guaranteed by certain directors of the subsidiary company and a third party.

Subsequent to balance sheet date, the Company has announced a proposed debt restructuring of the RM21 million Syndicated Term Loan as detailed in Note 29(c).

## 12 HIRE PURCHASE CREDITORS

	The Group		The Company	
	2000	1999	2000	1999
	RM'000	RM'000	RM'000	RM'000
Hire purchase creditors	9,414	12,122	-	387
Amount payable within 12 months (included under current liabilities)	(4,080)	(5,611)	-	(364)
Amount payable after 12 months	5,334	6,511	-	23

## 13 DEFERRED TAXATION

The deferred taxation balance is in respect of the tax effects on the surplus arising from revaluation of the hotel property of the Group.

Deferred taxation has been provided for all timing differences except for tax effects of benefits of the Company and a subsidiary company not accounted for in the accounts as follows:

	The Group		The Company	
	2000	1999	2000	1999
	RM'000	RM'000	RM'000	RM'000
Unutilised capital allowances	13,724	11,759	231	-
Unabsorbed tax losses	8,834	7,917	6,919	6,317

## 14 REAL PROPERTY ASSETS

	The Group and The Company	
	2000	1999
	RM'000	RM'000
Freehold land, at cost	83,018	84,874

The freehold land is charged to a financial institution as securities for banking facility granted to the Company.

## 15 FIXED ASSETS

	Short-term leasehold land RM'000	Office equipment RM'000	Plant, machinery and equipment RM'000	Renovations RM'000	Furniture and fittings RM'000	Motor vehicles RM'000	Pre-cropping expenditure RM'000	Total RM'000
<b>The Group</b>								
<b>Cost</b>								
1 April 1999	13,000	2,492	1,875	398	1,170	4,277	5,760	28,972
Additions	-	170	158	-	74	65	1,830	2,297
Disposals/transfer	-	(103)	(1,026)	-	-	(117)	(70)	(1,316)
31 March 2000	13,000	2,559	1,007	398	1,244	4,225	7,520	29,953
<b>Accumulated depreciation</b>								
1 April 1999	3,227	1,400	734	218	528	2,843	1,466	10,416
Charge during the year	283	236	149	51	178	541	267	1,705
Disposals/transfer	-	(41)	(673)	-	-	(44)	(54)	(812)
31 March 2000	3,510	1,595	210	269	706	3,340	1,679	11,309
<b>Net book value</b>								
31 March 2000	9,490	964	797	129	538	885	5,841	18,644
<b>The Group</b>								
<b>Cost</b>								
1 April 1998	13,000	2,319	1,449	398	1,033	4,200	4,948	27,347
Additions	-	199	438	-	122	182	983	1,924
Disposals/transfer	-	(26)	(12)	-	15	(105)	(171)	(299)
31 March 1999	13,000	2,492	1,875	398	1,170	4,277	5,760	28,972
<b>Accumulated depreciation</b>								
1 April 1998	2,944	1,150	586	163	358	2,375	1,286	8,862
Charge during the year	283	256	155	55	168	573	279	1,769
Disposals/transfer	-	(6)	(7)	-	2	(105)	(99)	(215)
31 March 1999	3,227	1,400	734	218	528	2,843	1,466	10,416
<b>Net book value</b>								
31 March 1999	9,773	1,092	1,141	180	642	1,434	4,294	18,556

## 15 FIXED ASSETS (CONTINUED)

	Short-term leasehold land RM'000	Office equipment RM'000	Plant, machinery and equipment RM'000	Renovations RM'000	Furniture and fittings RM'000	Motor vehicles RM'000	Pre-cropping expenditure RM'000	Total RM'000
<b>The Company</b>								
<b>Cost</b>								
1 April 1999	13,000	1,524	1,155	398	670	3,338	5,760	25,845
Additions	-	61	-	-	-	-	1,830	1,891
Disposals/transfer	-	(64)	(1,026)	-	-	(117)	(70)	(1,277)
31 March 2000	13,000	1,521	129	398	670	3,221	7,520	26,459
<b>Accumulated depreciation</b>								
1 April 1999	3,227	1,134	690	218	312	2,083	1,466	9,130
Charge during the year	283	132	90	51	99	457	267	1,379
Disposals	-	(37)	(669)	-	-	(44)	(54)	(804)
31 March 2000	3,510	1,229	111	269	411	2,496	1,679	9,705
<b>Net book value</b>								
31 March 2000	9,490	292	18	129	259	725	5,841	16,754
<b>The Company</b>								
<b>Cost</b>								
1 April 1998	13,000	1,474	1,162	398	668	3,261	4,948	24,911
Additions	-	59	2	-	4	182	983	1,230
Disposals/transfer	-	(9)	(9)	-	(2)	(105)	(171)	(296)
31 March 1999	13,000	1,524	1,155	398	670	3,338	5,760	25,845
<b>Accumulated depreciation</b>								
1 April 1998	2,944	997	586	163	214	1,712	1,286	7,902
Charge during the year	283	141	111	55	99	476	279	1,444
Disposals	-	(4)	(7)	-	(1)	(105)	(99)	(216)
31 March 1999	3,227	1,134	690	218	312	2,083	1,466	9,130
<b>Net book value</b>								
31 March 1999	9,773	390	465	180	358	1,255	4,294	16,715

## 15 FIXED ASSETS (CONTINUED)

Included in cost and accumulated depreciation of fixed assets of the Group and the Company are assets acquired under hire purchase:-

	<b>The Group</b>		<b>The Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Cost	<b>270</b>	1,770	-	1,500
Accumulated depreciation	<b>(162)</b>	(723)	-	(615)
Net book value	<b>108</b>	1,047	-	885

The short-term leasehold land has been charged to a financial institution to secure the term loan of RM190,000,000 granted to the Company.

## 16 HOTEL PROPERTIES

	<b>The Group</b>			
	<b>Hotel property at valuation RM'000</b>	<b>Hotel property at cost RM'000</b>	<b>Construction -in-progress RM'000</b>	<b>Total RM'000</b>
At 1 April 1999	480,000	63,049	109,555	652,604
Additions	-	-	8	8
Transfers upon completion	-	109,563	(109,563)	-
At 31 March 2000	<b>480,000</b>	<b>172,612</b>	<b>-</b>	<b>652,612</b>

- (a) The hotel property at valuation was last revalued on 8 October 1994 by the Directors based on a valuation carried out by an independent firm of professional valuers on an open market value basis. On 20 July 2000, the Directors obtained a revaluation of the hotel property at RM545,000,000 on an open market value basis carried out by an independent firm of professional valuers.

The revaluation represent a surplus of RM1,951,207 over the reported book value of RM543,048,793 as at 31 March 2000. As a matter of prudence, the Directors do not recommend for the surplus of RM1,951,207 to be incorporated in the accounts.

The property has been charged to several licensed financial institutions to secure the bank guarantee for the RM150,000,000 Bonds issued by the Company and the revolving term loan granted to the Company.

Included in the hotel property are assets acquired under instalment purchase plans amounting to RM32,895,349 (1999: RM26,884,349).

- (b) The hotel property at cost has been charged to a consortium of financial institutions to secure the syndicated term loan of RM21,000,000 (1999: RM21,000,000) granted to a subsidiary company.

## 17 SUBSIDIARY COMPANIES

	The Company	
	2000 RM'000	1999 RM'000
Shares, at cost (unquoted)	<b>576,325</b>	577,063

- (a) The amount due from and to subsidiary companies are unsecured, interest free and have no fixed terms of repayment.

- (b) The subsidiary companies, which are all incorporated in Malaysia, are as follows:-

Name of Company	Principal activities	Holding in equity	
		% 2000	% 1999
Dynawell Corporation (M) Sdn Bhd	Hotel and service apartment operations and management and property development	100	100
* KSB Requirements & Rest Sdn Bhd	Hotel operation and management and property development	70	70
Haswaria Sdn Bhd	Dormant	-	100
Sanguan Sdn Bhd	Dormant	-	100

- \* Not audited by PricewaterhouseCoopers.

- (c) Subsidiaries, Haswaria Sdn Bhd and Sanguan Sdn Bhd were disposed off during the year.

## 18 DEVELOPMENT PROPERTY AND EXPENDITURE

	<b>The Group and The Company</b>	
	<b>2000</b>	<b>1999</b>
	<b>RM'000</b>	<b>RM'000</b>
Freehold land, at cost	<b>17,911</b>	19,377
Development expenditure, at cost	<b>96,147</b>	96,797
	<b>114,058</b>	116,174
Attributable profit accrued on uncompleted projects	<b>6,133</b>	5,052
	<b>120,191</b>	121,226
Progress billings received and receivable	<b>(49,046)</b>	(43,110)
	<b>71,145</b>	78,116

Certain of the above properties have been charged to a licensed financial institution to secure the Bond Guarantee facility granted to the Company.

## 19 STOCKS

	<b>The Group</b>		<b>The Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Estate consumables	<b>31</b>	21	<b>31</b>	21
Food, beverages and supplies	<b>563</b>	549	-	-
	<b>594</b>	570	<b>31</b>	21

## 20 TRADE DEBTORS

	<b>The Group</b>		<b>The Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Trade debtors	<b>119,988</b>	113,499	<b>100,345</b>	96,189
Less: provision for doubtful debts	<b>(1,420)</b>	(653)	<b>(131)</b>	(131)
	<b>118,568</b>	112,846	<b>100,214</b>	96,058

(a) The Company had obtained collateral from certain trade debtors of the Company to secure the due repayment of their outstanding amounts.

- (b) Included in trade debtors are the following balances arising from the normal ordinary course of Group's business activities:

	<b>The Group</b>		<b>The Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Amount due by Directors	<b>586</b>	<b>983</b>	<b>228</b>	<b>127</b>

## 21 DEPOSITS WITH LICENSED FINANCIAL BANKS

The deposits of the Company amounting to RM726,000 (1999: RM3,728,000) are pledged to financial institutions as security for banking facilities granted to the Company.

## 22 OTHER CREDITORS AND ACCRUED LIABILITIES

Included in other creditors and accrued liabilities is outstanding interest of RM24,141,000 (1999: RM14,379,000) due to a financial institution for the RM190 million term loan facility granted to the Company. As disclosed in Note 11 to the accounts, the outstanding interest has been settled subsequent to year end via the loan settlement arrangement.

## 23 SHORT TERM BORROWINGS

	<b>The Group</b>		<b>The Company</b>	
	<b>2000</b>	<b>1999</b>	<b>2000</b>	<b>1999</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>Unsecured:</b>				
Revolving credit (Note a)	<b>1,950</b>	<b>1,950</b>	<b>1,950</b>	<b>1,950</b>
<b>Secured:</b>				
Revolving term loan (Note b)	-	3,000	-	3,000
Revolving credit (Note b)	<b>25,469</b>	<b>25,000</b>	<b>25,469</b>	<b>25,000</b>
Bank overdraft (Note c)	<b>649</b>	-	<b>649</b>	-
	<b>28,068</b>	<b>29,950</b>	<b>28,068</b>	<b>29,950</b>

- (a) The unsecured revolving credit carried interest at rates which ranged from 4.05% to 7.95% (1999: 7.95% to 14.45%) per annum.

- (b) The revolving credit facilities granted to the Company are secured against certain of the Company's real property assets and carried interest at rates which ranged from 6.30% to 9.50% (1999: 9.50% to 16.38%) per annum.

- (c) The bank overdraft facilities granted to the Company carried interest at rates which ranged from 8.38% to 10.15% (1999: Nil) per annum.



## 24 DEFERRED EXPENDITURE

	The Group	
	2000 RM'000	1999 RM'000
The deferred expenditure, at cost	2,127	2,141
Accumulated amortisation	(811)	(267)
	<b>1,316</b>	<b>1,874</b>

## 25 CONTINGENT LIABILITIES

	The Company	
	2000 RM'000	1999 RM'000
Corporate guarantee given to financial institution for facility granted to subsidiary company	<b>21,000</b>	<b>21,000</b>

## 26 CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the consolidated cash flow statement comprise the following balance sheet amounts:

	The Group	
	2000 RM'000	1999 RM'000
Deposits with licensed banks	922	3,920
Cash and bank balances	455	1,252
Bank overdraft (Note 23)	(649)	-
	<b>728</b>	<b>5,172</b>

## 27 SEGMENTAL ANALYSIS BY ACTIVITIES

	Operating Revenue RM'000	Profit/(Loss) Before Taxation RM'000	Assets Employed RM'000
<b>2000</b>			
Hotel operations	20,899	(11,319)	672,062
Construction and property development	12,151	(859)	191,000
Plantation	5,147	1,003	19,408
Trading	1,836	213	88,374
Others	-	(1,334)	14
	<b>40,033</b>	<b>(12,296)</b>	<b>970,858</b>
<b>1999</b>			
Hotel operations	20,535	(20,796)	689,173
Construction and property development	10,855	(92)	176,068
Plantation	8,703	(776)	15,792
Trading	91,622	2,238	90,306
Others	-	(663)	5,250
	<b>131,715</b>	<b>(20,089)</b>	<b>976,589</b>

No geographical segment information is presented as the Group operates principally in Malaysia.

## 28 SIGNIFICANT RELATED PARTY TRANSACTIONS AND BALANCES

In the normal course of business, the Company undertakes on agreed terms and prices, transactions with its subsidiaries and other related parties.

The details below are transactions with related parties:

	The Group		The Company	
	2000	1999	2000	1999
	RM'000	RM'000	RM'000	RM'000
<b>Significant related party transactions</b>				
Interest charged to subsidiary company	-	-	-	3,008
Rental and service charged by subsidiary company	-	-	<b>480</b>	480
Progress billings on construction undertaken by a company connected to certain directors	-	36,176	-	-
<b>Significant related party balances</b>				
Due from:				
- Subsidiary companies	-	-	<b>103,086</b>	103,112
Due to:				
- Subsidiary companies	-	-	<b>4,743</b>	4,042
- A company connected to certain directors	<b>1,180</b>	1,180	<b>1,180</b>	1,180

## 29 EVENTS SUBSEQUENT TO BALANCE SHEET DATE

- (a) On 30 June 2000, as part of the Loan Settlement exercise described in Note 11(a) to the account, the Company released and despatched the Prospectus in relation to the Restricted Offer for Sale of the rights to the provisional allotment of RM192.375 million nominal value of Five (5) year zero coupon Irredeemable Convertible Secured Loan Stock 2000/2005 ("ICSLS") by the financial institution at an offer price of 74 sen per ICSLS on a non-renounceable basis to the shareholders of the Company on the basis of three (3) ICSLS for every four (4) existing shares held on 28 June 2000. The Directors anticipate that the entire Loan Settlement exercise will be completed by September 2000.
- (b) On 12 July 2000, the Company obtained approval from the Securities Commission to waive its obligation of the sinking fund requirement as referred to in Note 10(e). The waiver is further subject to approvals from the bondholders and the guarantors.

(c) On 14 July 2000, the Company announced the proposed debt restructuring of the following:

- (i) RM154.5 million Bank Guarantee Facility and interest to be incurred up to 31 December 2000 upon invocation of the bank guarantee together with the bank guarantee fees of RM2.704 million pursuant to the RM150 million nominal amount of 1995/2000 Redeemable Guaranteed Bonds ("1995/2000 Bonds") referred to in Note 10;
- (ii) RM25 million Revolving Credit Facility ("RC") together with the interest to be incurred up to 31 December 2000 referred to in Note 23(b); and
- (iii) RM21 million Syndicated Term Loan ("TL") referred to in Note 11(b) of its subsidiary, KSB Requirements & Rest Sdn Bhd together with the interest to be incurred up to 31 December 2000.

The Proposed Debt Restructuring Scheme involves the following lenders:

- (i) the guarantor banks for settlement of the outstanding amount of RM154.5 million, the interest from the period 22 December 2000 to 31 December 2000 upon invocation of the bank guarantee proposed to be capitalised of approximately up to RM450,000 together with the bank guarantee fees of approximately RM2.704 million pursuant to the 1995/2000 Bonds;
- (ii) the RC lenders for settlement of an outstanding amount of RM25 million together with the interest up to 31 December 2000 proposed to be capitalised of approximately up to RM2.3 million; and
- (iii) the TL lenders for settlement of an outstanding amount of RM21 million together with the interest up to 31 December 2000 proposed to be capitalised of up to RM3.5 million.

The Company has proposed a debt-restructuring scheme of the aforesaid Debts as follows:

- (i) proposed issuance of up to RM248.438 million nominal value of five (5) year Redeemable Convertible Secured Notes ("RCSN") by the Company to the Lenders as settlement for the Debts ("Proposed RCSN Issue");
- (ii) proposed restricted offer for sale by the Lenders the entire up to RM248.438 million nominal value of RCSN to the shareholders of the Company on a non-renounceable basis at an offer price of approximately 84 sen per RCSN or any other amount to be approved by the relevant authorities ("Proposed Restricted Offer for Sale"). The Proposed Restricted Offer for Sale will not be underwritten i.e. any unsubscribed RCSN will be retained by the Lenders proportionately.

(iii) proposed put and call options as follows:

- At the request of the Lenders, YBhg Dato' Lim Cheng Pow ("Dato' Lim"), the Managing Director and a substantial shareholder of the Company, will grant the Lenders a put option whereby the Lenders shall have the right to sell to Dato' Lim a total of RM47.8 million nominal value of the RCSN or whatever amount of RCSN retained by them after the Proposed Restricted Offer for Sale, whichever is the lower, proportionately to all Lenders; and
- Simultaneously, the Lenders will grant Dato' Lim a call option whereby Dato' Lim shall have the right to purchase from the Lenders a total of RM47.8 million nominal value of the RCSN or whatever amount of RCSN retained by them after the Proposed Restricted Offer for Sale, whichever is the lower, proportionately from all Lenders.



- (d) On 17 July 2000, the Company announced a proposal to issue up to 74,211,200 Replacement Warrants to replace the existing outstanding 74,211,200 1995/2005 warrants referred to in Note 10. The Securities Commission ("SC") had, vide its letter dated 12 July 2000 approved the proposed issuance of up to 74,211,200 replacement warrants ("Replacement Warrants") to holders of the existing Company's 1995/2005 warrants at an issue price of 5 sen per Replacement Warrant on the basis of one (1) Replacement Warrant in substitution and upon the surrender and cancellation of one (1) existing 1995/2005 warrant held at a date to be determined later.

The above approval is subject to the following conditions:

- (i) the exercise price of the Replacement Warrant has to be determined based on a premium on the five (5) days weighted average market price of the Company shares before the price fixing date;
  - (ii) the Company has to receive all necessary approvals before commencement of the Proposal Issue of Replacement Warrant;
  - (iii) to furnish a final draft copy of the offer document for the Replacement Warrant to the SC for its approval and registration; and
  - (iv) the Proposed Issue of Replacement Warrant is in accordance with the relevant Guidelines on Issue/Offer of Securities.
- (e) On 27 July 2000, the Company announced that it had entered into an arrangement with Zilatmas (M) Sdn Bhd ("ZSB") which relates to one of the Company's trade debtors referred to in Note 20, for the settlement of debt owing by ZSB to the Company through payment-in-kind of the entire paid-up share capital in Rumpun Dahlia Sdn Bhd ("RD") ("Proposed Settlement"). The amount owing by ZSB as at 31 March 2000 amounts to approximately RM85 million.

RD is principally involved in property development. RD also has a wholly owned subsidiary, Cartel Properties Sdn Bhd ("CP") which owns a hotel property in Jalan Tunku Abdul Rahman in Kuala Lumpur. The hotel property has an indicative market value of RM90 million in its existing physical condition with the benefit of vacant possession based on a valuation carried out by an independent firm of professional valuers on 21 March 2000.

The Directors estimate that based on the management accounts of RD as at 15 July 2000, its net tangible asset is approximately RM80 million.

# Statement by Directors

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

We, Datuk Rahim Baba and Lim Sue Beng, being two of the Directors of Gula Perak Berhad state that, in the opinion of the Directors, the accounts set out on pages 20 to 43 are drawn up so as to give a true and fair view of the state of affairs of the Group and the Company as at 31 March 2000 and of the results of the Group and of the Company and cash flows of the Group for the year ended on that date in accordance with the applicable Approved Accounting Standards in Malaysia.

Signed at Kuala Lumpur on 28 July 2000.

On behalf of the Board of Directors

**DATUK RAHIM BABA**

Director

**LIM SUE BENG**

Director

## Statutory Declaration

I, Lim Sue Beng, being the officer primarily responsible for the financial management of Gula Perak Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the accounts set out on pages 20 to 43 are 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.

**LIM SUE BENG**

Subscribed and solemnly declared at Kuala Lumpur on 28 July 2000.

Before me:

**MAISHARAH BINTI ABU HASAN**

Commissioner for Oaths

# Analysis Of Shareholdings

as at 9 August 2000

Class of Shares : Ordinary shares of RM1.00 each  
Voting right : 1 Vote per share

Size of Holdings	Number of Shareholders	%	Number of Ordinary Shares Held	%
1 - 499	775	8.84	126,671	0.05
500 - 5,000	6,375	72.72	14,014,203	5.48
5,001 - 10,000	1,013	11.56	7,863,800	3.07
10,001 - 100,000	541	6.17	12,748,000	4.98
100,001 - 1,000,000	29	0.33	10,805,299	4.22
above 1,000,000	33	0.38	210,330,327	82.20
	8,766	100.00	255,888,300	100.00

## Twenty Largest Shareholders

	Number of Ordinary Shares Held	% of Issued Capital
Multi-Purpose Bank Nominees (Tempatan) Sdn Bhd <i>pledged securities account for Kesenta Development Sdn Bhd</i>	47,791,000	18.68
MBf Nominees (Tempatan) Sdn Bhd <i>pledged securities account for Dato' Lim Cheng Pow</i>	28,506,000	11.14
RHB Capital Nominees (Tempatan) Sdn Bhd <i>pledged securities account for Lim Bee Ling</i>	11,000,000	4.30
Juara Sentosa Sdn Bhd	9,846,027	3.85
DB (Malaysia) Nominee (Tempatan) Sdn Bhd <i>Societe Generale Singapore Branch for Dato' Lim Cheng Pow</i>	9,400,000	3.67
UOBM Nominees (Tempatan) Sdn Bhd <i>Societe Generale Singapore Branch for Dato' Lim Cheng Pow</i>	9,000,000	3.52
Satria Nominees (Tempatan) Sdn Bhd <i>Malaysian Assurance Alliance Berhad for Lim Cheng Pow</i>	8,250,000	3.22
Hong Leong Finance Berhad <i>pledged securities account for Lim Sue Beng</i>	7,400,000	2.89
RHB Capital Nominees (Tempatan) Sdn Bhd <i>pledged securities account for Mirage Point (M) Sdn Bhd</i>	6,324,000	2.47
RC Nominees (Tempatan) Sdn Bhd <i>Nirwana Juara Sdn Bhd</i>	6,190,000	2.42
Southern Nominees (Tempatan) Sdn Bhd <i>pledged securities account for Lim Hok Lian</i>	6,000,000	2.34
Arab-Malaysian Nominees (Tempatan) Sdn Bhd <i>Arab-Malaysian Finance Bhd for Lim Cheng Pow</i>	5,500,000	2.15
Bank Kerjasama Rakyat Malaysia Berhad <i>pledged securities account for Kesenta Development Sdn Bhd</i>	5,019,000	1.96
Permodalan Nasional Berhad	5,000,000	1.95
HDM Nominees (Tempatan) Sdn Bhd <i>Town Hang Securities Co Ltd. for Shariffudin Bin Shawal</i>	4,878,000	1.91
Lembaga Tabung Angkatan Tentera	3,444,500	1.35
Mayban Nominees (Tempatan) Sdn Bhd <i>pledged securities account for Koperasi Polis Diraja Malaysia Bhd</i>	3,444,000	1.35
Yu Jin Min	3,300,000	1.29
Citicorp Nominees (Asing) Sdn Bhd <i>CBHK PBGSGP for Dato' Lim Cheng Pow</i>	3,216,000	1.26
Southern Nominees (Tempatan) Sdn Bhd <i>pledged securities account for Kok Aik Kong</i>	2,900,000	1.13
	186,408,527	72.85

## Substantial Shareholders

Dato' Lim Cheng Pow	44,206,000	17.28
Datuk Rahim Baba - Direct Interest	1,661,000	0.65
- Indirect Interest	34,922,000	13.65
Lim Sue Beng	14,800,000	5.78
Lim Bee Ling	14,800,000	5.78
Kesenta Development Sdn Bhd	34,922,000	13.65
Mirage Point (M) Sdn Bhd	6,324,000	2.47
Nirwana Juara Sdn Bhd	6,190,000	2.42
Lim Hok Lian	6,376,000	2.49

# Group Properties

as at 31 March 2000

Location	Description	Acreage	Tenure	Age of Building (Years)	Net Book Value (RM'000)
1) Bernam Perak Estate Mukim Durién Sebatang, Hilir Perak, Perak	Oil palm estate	3,000.00	Leasehold - 60 years expiring 2033	-	9.5
2) Sitiawan Estate Mukim Durién Sebatang, Hilir Perak, Perak	Oil palm estate	1,000.00	Leasehold - 60 years expiring 2034	-	
3) Mukim Batang Berjuntai, Selangor Geran 29953 Lot 24 Geran 32993 Lot 458	Land for development	284.35	Freehold	-	60.9
4) Mukim Batang Berjuntai, Selangor H.S. (D) 1155 PT No. 2986 H.S. (D) 1156 PT No. 2987 H.S. (D) 1157 PT No. 2988 H.S. (D) 1166 PT No. 2997	Land for development	18.67	Freehold	-	6.3
5) Mukim Cheras, District of Hulu Selangor, Selangor Geran 20936 Lot 2837 Geran 20937 Lot 2838 Geran 20938 Lot 2839	Land for development	28.96	Freehold	-	5.1
6) Mukim Setapak, Kuala Lumpur Geran 811 Lot 1140 Geran 526 Lot 3767 CT 15561 Lot 81 of Section 85 CT 15562 Lot 82 of Section 85	Land for development	2.72	Freehold	-	10.7
7) Dynasty Hotel Kuala Lumpur, 218, Jalan Ipoh, 51200 Kuala Lumpur	Hotel Building	929,476 sq ft (Built-up)	Freehold	5	545.0
8) Empress Hotel Sepang, Jalan ST1C/7, Medan 88, Bandar Baru Salak Tinggi, 43900 Sepang	Hotel Building	253,852 sq ft (Built-up)	Leasehold - 99 years expiring 2092	2	109.6



# GULA PERAK BERHAD (8104-X)

(Incorporated in Malaysia)

## FORM OF PROXY

I/We, .....  
of.....  
being a member/members of the above Company, hereby appoint ..... of

.....  
or failing him/her, the Chairman of the Meeting as my/our Proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Ball Room, 5th Floor, Dynasty Hotel, No.218, Jalan Ipoh, 51200 Kuala Lumpur on Wednesday, 27 September 2000 at 10.30 a.m and at any adjournment thereof. The Proxy is to vote on the resolutions set out in the Notice of Annual General Meeting, as indicated with an "X" in the appropriate space.

RESOLUTION NO.		FOR	AGAINST
1	Adoption of Reports and Accounts		
	Re-election of retiring directors:-		
2	Lim Bee Ling (Article 81)		
3	Lim Soo Kok (Article 81)		
4	Appointment of Auditors		
5	Issue shares Pursuant to Section 132D of the Companies Act, 1965		

Subject to any voting instructions so given, the proxy will vote, or may abstain from voting, on any resolution as he may think fit.

Signed this.....day of.....2000      No. of Ordinary Shares Held

.....  
Signature(s)

### Notes:

- The instrument appointing proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. If the appointer is a corporation, the proxy should be executed under its common seal or under the hand of an attorney duly authorised.*
- A proxy need not be a member but a non-member must be an advocate, an approved company auditor or a person specially approved by the Registrar of Companies or a Director, officer or member of a corporation which is a member.*
- The instrument appointing a proxy and the power of attorney or other attorney under which it is signed, shall be deposited at the registered office of the Company located at Level 7, Dynasty Hotel, 218, Jalan Ipoh, 51200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person or persons named in such instrument proposes to vote.*

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