

Corporate Profile	2
Group Corporate Structure	3
Corporate Information	4
Audit Committee	6
Group Corporate Calendar	7
Financial Highlights	10
Chairman's Statement	12
Penyata Pengerusi	13
主席评论	20
Review of Operations	24

Contents

Financial Statements

<i>Directors' Report</i>	30
<i>Profit and Loss Accounts</i>	40
<i>Balance Sheets</i>	41
<i>Consolidated Cash Flow Statement</i>	42
<i>Significant Accounting Policies</i>	44
<i>Notes to the Accounts</i>	49
<i>Statement by Directors</i>	80
<i>Statutory Declaration</i>	80
<i>Auditors' Report</i>	81
Properties Owned by Multi-Purpose Holdings Berhad and Its Subsidiaries	82
Analysis of Shareholdings	84
Notice of Annual General Meeting	87
Form of Proxy	

Corporate Profile



Finance



Property



Gaming



Utilities

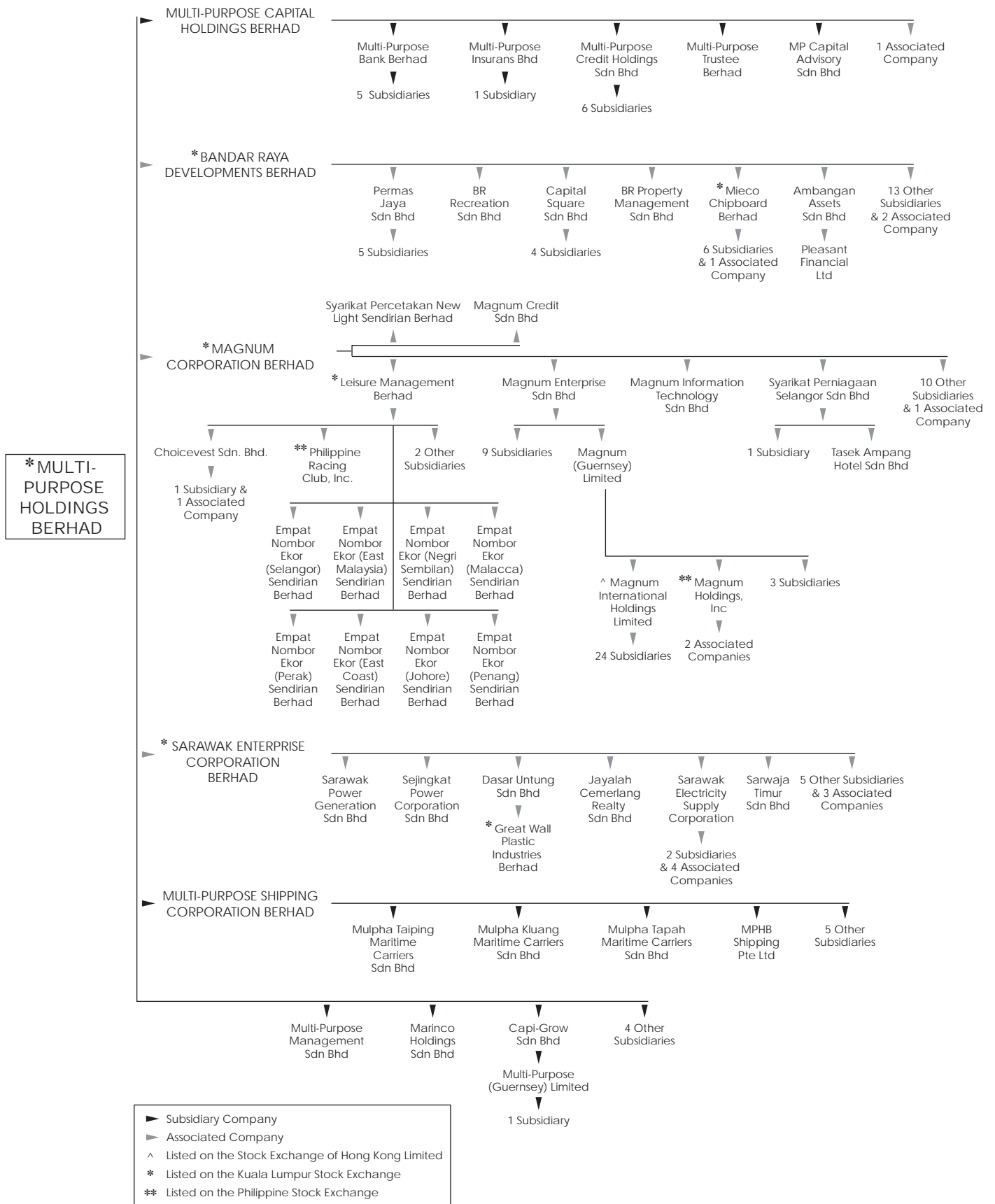
Multi-Purpose Holdings Berhad was incorporated in 1975 and listed on the Kuala Lumpur Stock Exchange in 1982. It is the holding company for the Multi-Purpose Group, an established Malaysian conglomerate with interests in banking and financial services, property development and property investment, gaming and leisure, and utilities.

Under a corporate restructuring exercise and disposal programme scheduled for completion during the course of the year 2000, the banking and utilities interests will be sold and a controlling interest in a stockbroking company will be acquired.

The Multi-Purpose Group is committed to the pursuit of excellence in its core businesses, to striving for value for all its shareholders, to being caring and fair employers, and to being socially responsible and accountable corporate citizens.

Group Corporate Structure

as at 9 May 2000



Corporate Information

Directors

Dr. Chan Chin Cheung *JMN*
Tuan Haji Anuar bin Hamdan *AMP*
Khaw Chay Tee
Dato' Mohammed Adnan bin Datuk Shuaib *DSSA*
Lee Chen Chong
Kamarudin bin Ahmad *AMS, PJK*
Edwin Madarang Yang
Vijeyaratnam a/I V. Thamothearam Pillay
Dr. Chin Kin Liat

Management

Dr. Chan Chin Cheung *Chairman*
Khaw Chay Tee *Executive Director/Group Legal Adviser*
Edwin Madarang Yang *Chief Financial Officer*
Cheah Yoke Phow *Senior General Manager - Corporate Development*
Lim Kok Boon *Executive Assistant to the Chief Executive*
Lim Beng Hin *Corporate Tax Manager*
Tan Ah Lay *Financial Controller*
Chew Ai Gaik *Manager - Legal*
Lien Ching Yeen *MIS Manager*
Cheah Chen Voon *Assistant General Manager - Corporate Development*
Lim Ann Aik *Assistant General Manager - Finance*
Lee Ying Fong *Company Secretary*
Ho Swee Ling *Company Secretary*

Audit Committee

Dato' Mohammed Adnan bin Datuk Shuaib *Chairman, Independent Non-Executive Director*
Lee Chen Chong *Independent Non-Executive Director*
Edwin Madarang Yang *Non-Independent Non-Executive Director*

Secretaries

Lee Ying Fong *MAICSA REGN NO. 7002564*
Ho Swee Ling *MAICSA REGN NO. 7009936*

Registered Office

38th Floor, Menara Multi-Purpose, Capital Square
No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia
Tel : 603-294 8333, Fax : 603-294 1380

Registrars

Multi-Purpose Holdings Berhad
37th Floor, Menara Multi-Purpose, Capital Square
No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia
Tel : 603-294 8333, Fax : 603-294 8571

Corporate Information

KLSE Stock Number

MPHB	3859
MPHB-W	3859 W
MPHB-C	3859 L

International Securities Identification Number (ISIN)

MPHB	MYL3859OO005
MPHB - ICULS 1997/2002	MYL3859LBC11
MPHB - Warrants	MYL3859WA8B5

Reuters Code

MLPM.KL

Website

www.mphb.com.my

E-mail

info@mphb.com.my

Auditors

Messrs Ernst & Young

Bankers

Arab-Malaysian Merchant Bank Berhad
Bumiputra-Commerce Bank Berhad
Bumiputra Merchant Bankers Berhad
RHB Bank Berhad
Public Bank Berhad
Malayan Banking Berhad
Perwira Affin Bank Berhad

Audit Committee

Terms Of Reference

Policy

It is the policy of Multi-Purpose Holdings Berhad to establish an Audit Committee to ensure that internal and external audit functions are properly conducted, and that audit recommendations are being carried out effectively by all subsidiary and associated companies of the Multi-Purpose Group.

Objectives

The objectives of this policy are :

- (a) to comply with Sections 15A and 344A of the Kuala Lumpur Stock Exchange Listing Manual;
- (b) to relieve the full Board of Directors from detailed involvement in the review of the results of internal and external audit activities, and yet ensure that audit findings are brought up to the highest level for consideration.

Members Of Audit Committee

The Audit Committee shall be appointed by the Directors and shall comprise not fewer than 3 members.

The members of the Audit Committee shall elect a Chairman from among themselves who is not an executive director or employee of the company or any related corporation.

Functions Of The Audit Committee

The functions of the Audit Committee shall be:

- (a) to review :-
 - (i) with the auditor, the audit plan;
 - (ii) with the auditor, his evaluation of the system of internal accounting controls;
 - (iii) with the auditor, his audit report;
 - (iv) the assistance given by the company's officers to the auditors;
 - (v) the scope and results of the internal audit procedures;
 - (vi) the balance sheet and profit and loss account of the company and, if it is a holding company, the consolidated balance sheet and profit and loss account, submitted to it by the company or the holding company, and thereafter to submit them to the directors of the company or the holding company; and
 - (vii) any related party transactions that may arise within the company or group; and
- (b) to nominate a person or persons as auditors

together with such other functions as may be agreed to by the Audit Committee and the Board of Directors.

Authority

The Committee is authorised by the Board to :

- (a) investigate any activity within the scope of the Committee's duties;
- (b) obtain any information it requires from any employee(s);
- (c) obtain outside legal or independent professional advice; and
- (d) make recommendations for the improvements of operating performance and management control arising from internal and external audit recommendations.

Group Corporate Calendar

3 June 1999

Announcement by Multi-Purpose Holdings Berhad ("MPHB") of the proposed restructuring exercise involving MPHB, Kamunting Corporation Berhad ("KCB") and Malaysian Plantations Berhad ("MPlant").

The proposed restructuring of MPHB, which is inter-conditional upon the proposed restructuring of KCB and MPlant, involves the following proposals :

- (a) Proposed disposal by Multi-Purpose Capital Holdings Berhad ("MPCapital"), a subsidiary company of MPHB, of 70% equity interest in Multi-Purpose Bank Berhad ("MPBank") to MPlant;
- (b) Proposed cash acquisition of MPlant's stockbroking business (namely Dynamic Pearl Sdn Bhd, JB Securities Sdn Bhd and Teknopadu Sdn Bhd); and
- (c) Proposed put and call option to dispose of to MPlant its entire equity interest in Multi-Purpose Management Sdn Bhd, which holds the remaining 30% equity interest in MPBank.

28 June 1999

Resignation of Datuk Lim Thian Kiat as Chief Executive and director of MPHB.

15 July 1999

Signing of a conditional Sale and Purchase Agreement between MPHB and Yanyu Sendirian Berhad and Tan Sri Dato' Lim Yan Hai for the disposal of 455,978,000 ordinary shares of RM0.50 each representing approximately 30.3% equity interest in Magnum Corporation Berhad ("Magnum") to Yanyu Sendirian Berhad for a total cash consideration of RM1,367,934,000 or RM3.00 per Magnum share.

3 August 1999

Approval from Bank Negara Malaysia ("BNM") for MPBank to commence negotiations with the following 11 banking institutions with a view to merging the operations of the banking institutions :

- (a) Oriental Bank Berhad;
- (b) Oriental Finance Berhad;
- (c) PhileoAllied Bank (Malaysia) Berhad;
- (d) Sabah Bank Berhad;
- (e) Sabah Finance Berhad;
- (f) RHB Bank Berhad;
- (g) RHB Sakura Merchant Bankers Berhad;
- (h) MBf Finance Berhad;
- (i) Bolton Finance Berhad;
- (j) International Bank Malaysia Berhad; and
- (k) Bumiputra Merchant Bankers Berhad

11 August 1999

Signing of Memorandum of Understanding ("MOU") between MPBank and : -

- (a) Bolton Berhad in relation to the sale and purchase of shares in Bolton Finance Berhad; and
- (b) Danamodal Nasional Berhad in relation to the proposed merger involving MPBank and MBf Finance Berhad.

23 August 1999

Signing of MOU between MPBank and MBf Capital Berhad in relation to the proposed merger involving MPBank and MBf Finance Berhad.

3 September 1999

Appointment of Mr Edwin Madarang Yang as a director of MPHB.

15 September 1999

Signing of MOU between MPBank and RHB Capital Berhad in relation to the sale and purchase of shares in RHB Bank Berhad and RHB Sakura Merchant Bankers Berhad.

Group Corporate Calendar

22 September 1999

Signing of MOU between MPBank and PhileoAllied Berhad in relation to the sale and purchase of shares in PhileoAllied Bank (Malaysia) Berhad.

28 September 1999

Announcement by MPH B that MPlant has entered into a MOU with SPK-Sentosa Corporation Berhad ("SPK-Sentosa") in relation to the consolidation and/or merger involving MPBank and the following financial institutions : -

- (a) International Bank Malaysia Berhad;
- (b) Oriental Bank Berhad;
- (c) Oriental Finance Berhad;
- (d) Sabah Bank Berhad;
- (e) Sabah Finance Berhad; and
- (f) Bumiputra Merchant Bankers Berhad

21 October 1999

Signing of 8 Put and Call Option Agreements between MPH B and KCB, Magnum and subsidiaries of Leisure Management Berhad in relation to the acquisition by MPH B of an aggregate of 52,000,000 ordinary shares of RM1.00 each representing the remaining 23.64% equity interest in MPCapital for a total cash consideration of RM111,800,000 or RM2.15 per share plus holding costs calculated at 8% per annum on the option price over an option period of two (2) years.

15 November 1999

Announcement by MPH B that as a consequence of the termination of negotiations between SPK-Sentosa and the shareholders of Langkah Bahagia Sdn Bhd ("Langkah Bahagia") in relation to the proposed sale and purchase of the entire equity interest in Langkah Bahagia, the MOU which MPlant signed with SPK-Sentosa on 28 September 1999 has automatically lapsed and ceased to be of any force and effect.

16 November 1999

Disposal of motor vessel "Multi-Purpose 2" by Mulpha Subang Maritime Carriers Sdn Bhd to Fairway Shipping Limited, Monrovia, Liberia for a cash consideration of USD\$5,800,000 less commission at 4.25% (equivalent to approximately RM21,103,300).

16 November 1999

Appointment of Mr Vijeyaratnam a/I V. Thamoatham Pillay as a director of MPH B.

17 November 1999

Resignation of Mr Pee Ban Hock as a director of MPH B.

24 November 1999

Announcement by MPH B that Bolton Berhad has agreed in principle to accept the offer made by MPBank and to use its best efforts and endeavours to procure the remaining shareholders of Bolton Finance Berhad to accept the offer made by MPBank to acquire the entire issued and paid-up share capital of Bolton Finance Berhad for a total consideration of RM130,000,000 to be satisfied by the issuance of new MPlant shares.

4 January 2000

Announcement by MPH B that the MOU entered into between MPBank and PhileoAllied Berhad in relation to the shares in PhileoAllied Bank (Malaysia) Berhad had lapsed as the parties have not reached a formal agreement by 31 December 1999.

28 January 2000

Announcement by MPH B that :

- (a) the Ministry of Finance has through BNM granted its approval for the parties to commence negotiations in relation to the proposed acquisition by MPBank of an equity interest in Amanah Merchant Bank Berhad; and
- (b) MPlant has entered into an MOU with MPBank and Amanah Merchant Holding Sdn Bhd with the objective of facilitating the said proposed acquisition by MPBank.

It was also mentioned that MPBank and MPlant have negotiated directly with Langkah Bahagia with a view to acquiring Langkah Bahagia's equity interest in International Bank Malaysia Berhad.

Group Corporate Calendar

9 February 2000

Announcement by Bandar Raya Developments Berhad ("Bandar Raya") of the approval from the Securities Commission for the revision of the purchase consideration for the proposed acquisition by Bandar Raya from Prolink Development Sdn Bhd of 1,853 acres of freehold land located in Gelang Patah, Johor, from a value of RM434,868,000 to RM459,518,591 to be satisfied by RM459,518,591 nominal value of 5-year Irredeemable Convertible Unsecured Loan Stocks ("ICULS") in Bandar Raya with zero coupon rate instead of a coupon rate of 3% per annum as earlier proposed.

18 February 2000

Approval from BNM for MPBank to proceed with the merger of the following financial institutions :

- (a) Amanah Merchant Bank Berhad;
- (b) Bolton Finance Berhad;
- (c) Bumiputra Merchant Bankers Berhad;
- (d) International Bank Malaysia Berhad;
- (e) MBf Finance Berhad;
- (f) Sabah Bank Berhad; and
- (g) Sabah Finance Berhad

With the above approval, MPBank is allowed to terminate the earlier MOU entered with RHB Capital Berhad for the proposed merger with RHB Bank Berhad and RHB Sakura Merchant Bankers Berhad and the MOU with PhileoAllied Berhad for the proposed merger with PhileoAllied Bank (Malaysia) Berhad.

29 February 2000

Announcement by MPH B of the Board's decision to dispose of the entire equity interest of 22.98% in Sarawak Enterprise Corporation Berhad held by MPH B and its wholly-owned subsidiary companies, comprising an aggregate of 268,964,792 ordinary shares of RM1.00 each.

29 March 2000

Signing of MOU between MPlant, MPBank and Suria Capital Holdings Berhad in relation to the sale and purchase of 100% equity interest in Sabah Bank Berhad.

14 April 2000

Appointment of Dr Chan Chin Cheung as Chairman of MPH B.

14 April 2000

Announcement by MPH B that the Share Sale and Purchase Agreement dated 15 July 1999 entered into between MPH B, Yanyu Sendirian Berhad and Tan Sri Dato' Lim Yan Hai in relation to the proposed disposal of 30.3% equity interest in Magnum is deemed terminated on 15 April 2000 as not all the conditions precedent referred to in the Shares Sale and Purchase Agreement have been fulfilled by the cut-off date and the Board of MPH B have decided not to extend the said cut-off date.

21 April 2000

Appointment of Mr Edwin Madarang Yang, the Chief Financial Officer and director of the Company as audit committee member of MPH B.

22 April 2000

Appointment of Dr Chin Kin Liat as a director of MPH B.

24 April 2000

Announcement by MPH B that it has entered into negotiations with Yanyu Sendirian Berhad and Tan Sri Dato' Lim Yan Hai for a new agreement in relation to the proposed disposal of an approximately 30.3% equity interest in Magnum.

26 April 2000

Retirement and cessation of Tuan Haji Anuar bin Hamdan as Executive Director and audit committee member of MPH B.

Financial Highlights

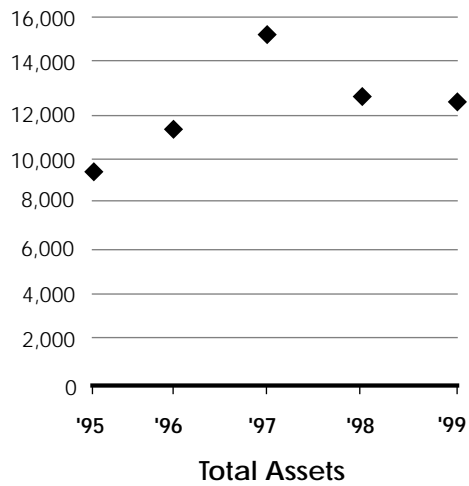
Five Years Group Financial Statistics

	1999	1998	1997	1996	1995
	RM'000	RM'000	RM'000	RM'000	RM'000
GROUP ASSETS EMPLOYED					
Fixed assets	445,407	486,261	597,308	592,949	585,319
Development properties	5,887	5,882	5,849	5,818	182,253
Longterm investments	2,390,665	1,896,463	2,151,465	2,017,869	1,264,388
Net current assets/(liabilities)	(767,672)	(624)	520,202	(629,721)	467,256
Goodwill and deferred expenditure	2,301	30,524	40,375	3,018	775,701
	2,076,588	2,418,506	3,315,199	1,989,933	3,274,917
FINANCED BY					
Share capital	781,567	779,577	779,576	768,581	751,092
Reserves	311,910	79,293	678,702	647,043	624,104
Minority interests	131,870	113,390	141,386	125,689	1,570,045
Deferred and long term liabilities	851,241	1,446,246	1,715,535	448,620	329,676
	2,076,588	2,418,506	3,315,199	1,989,933	3,274,917
GROUP RESULTS					
Profit/(Loss) before exceptional items	233,800	(47,503)	283,742	363,352	525,852
Exceptional items	15,036	(504,472)	(228,706)	(122)	27,970
Profit/(Loss) before taxation	248,836	(551,975)	55,036	363,230	553,822
Taxation	(8,468)	47,463	111,927	114,161	177,641
Profit/(Loss) after taxation	257,304	(599,438)	(56,891)	249,069	376,181
Minority interests	(18,421)	14,438	(14,917)	(58,208)	(221,142)
Profit/(Loss) attributable to shareholders	238,883	(585,000)	(71,808)	190,861	155,039
SELECTED RATIOS					
Earnings / (Loss) per share (sen)					
- before exceptional items	28.7	(10.3)	20.2	25.4	17.5
- after exceptional items	30.6	(75.0)	(9.2)	25.4	20.6
Net tangible assets per share (RM)	1.40	1.06	1.82	1.84	0.8
Gross dividend (%)	-	-	-	1	1

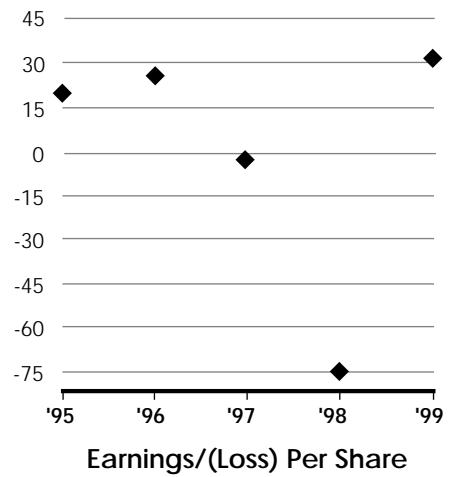
Financial Highlights

Five Years Group Financial Statistics

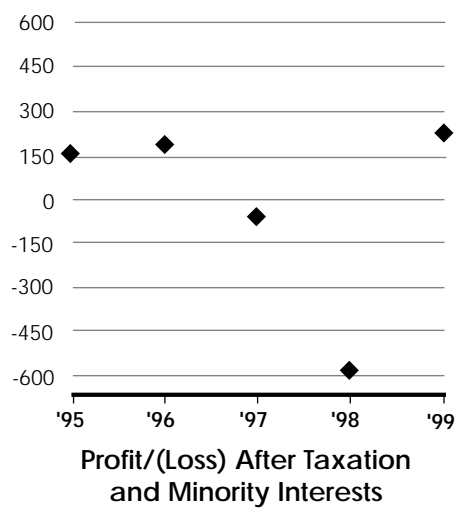
RM Million



Sen



RM Million



RM

