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"On behalf of the Board of Directors of Oceancash Pacific Berhad, it is my pleasure to present the inaugural Annual Report and Financial Statements of the Group and the Company for the financial year ended 31 December 2004."



CORPORATE DEVELOPMENT

Oceancash Pacific Berhad (OPB or the Company) was incorporated in Malaysia under the Companies Act, 1965 on 26 August 2002 as a private limited company under the name of Modernflex Sdn Bhd. On 12 November 2002, it changed its name to Oceancash Pacific Sdn Bhd. Subsequently, on 27 November 2002, it was converted to a public company and assumed its present name. The Company was incorporated as an investment holding company to facilitate the listing of OPB and its subsidiaries, Oceancash Nonwoven Sdn Bhd (ONW) and Oceancash Felts Sdn Bhd (OFSB), (OPB Group or the Group) on the MESDAQ Market of Bursa Malaysia Securities Berhad (Bursa Securities). The Company presently has an authorised share capital of RM25,000,000 comprising 250,000,000 ordinary shares of RM0.10 each in OPB (OPB Shares) whilst the issued and paid-up share capital is RM22,300,000 comprising 223,000,000 OPB Shares as at the date of this report.

As an integral part of the listing and quotation for its entire enlarged issued and paid-up ordinary share capital on the MESDAQ Market of Bursa Securities, OPB undertook a restructuring and floatation scheme which included the acquisition of subsidiaries and the public issue. The acquisition of subsidiaries was completed on 7 April 2004.

OPB was successfully listed on the MESDAQ Market of Bursa Securities, raising RM10.16 million for the Group by way of issuing 50,778,000 OPB Shares at an issue price of RM0.20 per OPB Share on 20 July 2004.

REVIEW OF OPERATIONS

OPB Group is committed to deliver products of the highest quality at the most competitive price. We are constantly looking for new technologies that will enable OPB to maintain its market position and stay ahead of the competition. The Group's efforts in research and development focuses on developing new products. We constantly looks into developing different blends of fibre recipes for new products and to explore possible new applications of resin felt and nonwoven fabrics. Besides this, the Group also looks into experimenting with new production techniques and parameters to increase production efficiency and quality. In addition, OPB works closely with its suppliers in sourcing new and more cost effective raw materials.

During the year, ONW embarked on an extensive product development for a better quality nonwoven cloth whereby the production is by way of the air-through process. The third production line which produces the air-through process nonwoven cloth commenced production in December 2004. With this air-through process, the nonwoven cloth will give the end product of the hygienic market a softer touch and drier feel thereby fulfilling the increasing demand for a better quality product with the public's better standard of living.

Additionally, in September 2004, ONW purchased the fourth production line which also uses air-through process in its production of a better quality nonwoven cloth. This is to cater for the niche market in South East Asia whereby the technology of the fourth production line is currently not available in this region.



During the year, OFSB has completed the development of thermal bond (phenol free) fire retardant felt (odourless). Further, OFSB, is currently operating at the optimum production capacity with sales of felts increased substantially. OFSB has achieved higher export sales for the financial year ended 31 December 2004, which is mainly due to the increase in demand for felts in Thailand with the increase in car production there.

INDUSTRY DEVELOPMENT

The year 2004 saw an upward trend on the prices of oil. Polypropylene staple fibre and resin represent the major components of the Group's raw materials and therefore, significant movement in the prices of oil will have an impact on the revenue and profitability of the Group. However, the Group has undertaken to continuously improve efficiency, to reduce rejects and to explore cheaper alternative raw materials in order to maintain its operations profitably.

FINANCIAL RESULTS

For the year under review, the Group recorded revenue of RM19.98 million and a profit before taxation of RM2.97 million. After accounting for taxation and minority interest, the net profit attributable to the shareholders of the Company was RM1.92 million for the financial year ended 31 December 2004.

DIVIDENDS

The directors are of the opinion that it would be in the best interest of the OPB Group to retain adequate reserves for its business expansion for the time being and therefore do not propose to recommend any dividends for the financial year ended 31 December 2004.

Depending on the future financial position of the Group, the directors of OPB may, however, recommend dividends in respect of subsequent years.

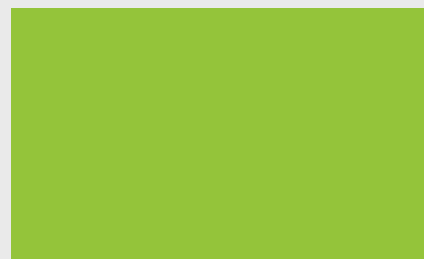
UTILISATION OF PROCEEDS

The RM10.16 million gross proceeds raised from the public issue of 50,778,000 OPB Shares of RM0.10 each at an issue price of RM0.20 each pursuant to the listing of OPB Shares on the MESDAQ Market of Bursa Securities has been/is to be utilised for the following purposes:

Purpose	Proceeds raised ¹	Actual utilisation in the financial year Ended 31 December 2004	To be utilised in the financial year ending 31 December 2005 ²
	RM'000	RM'000	RM'000
Repayment of term loan	1,018	1,018	-
Purchase of machinery	3,140	2,988	152
Working capital	4,998	3,498	1,500
Estimated listing expenses	1,000	1,000	-
TOTAL	10,156	8,504	1,652

Notes:

- 1 As per OPB's prospectus dated 30 June 2004.
- 2 As per the extension of time for utilisation of proceeds announced on 30 December 2004.





GROUP PROSPECTS

I am pleased to report that with the expansion in the number of production lines and the Group's effort and extensive research and development in developing new products to remain competitive, the Group's near to medium term business plans is expected to expand further as compared to the disclosure in the Prospectus dated 30 June 2004.

Moving forward, OPB Group expect to enhance the demand for its nonwoven cloth, to remain competitive and achieve growth in its revenue and profit by expanding its variation in production of better quality and variation of nonwoven cloth and product through developing different blends of fibre recipes for new products and to explore possible new applications of resin felt and nonwoven fabrics.

Further, ONW had ordered a production line to produce polyethylene (P.E.) film, a very thin layer of plastic film, used in the sanitary napkin and diaper industry. This P.E. film production line is to be partly financed by the listing proceeds as approved by Bursa Securities and the Securities Commission.

Additionally, OFSB intends to acquire another production line, which will enable it to produce a more compact heavyweight felts with better insulation to meet its customer's need.

With the increase demand in felts, the expected demand for the nonwoven cloth and lower oil price expectations, barring unforeseen circumstances, the Group is confident of maintaining the growth and improves its shareholder value in the coming year.

APPRECIATION

I wish to extend my sincere gratitude and appreciation to the management team and staff for their contribution and dedication, and to my fellow directors, shareholders, bankers, customers and business associates for their continuing support to the Group. Last but not least, my thanks also go to the regulatory authorities and the corporate advisors for their continued confidence, guidance and support.

TAN SIEW CHIN

Chairman

Date: 14 April 2005





BOARD OF DIRECTORS

Name	Profession/ Occupation	Nationality
Tan Siew Chin <i>Managing Director</i> <i>Executive Chairman</i>	Director	Malaysian
Lo Pong Kiat @ Lor Hong Ling <i>Executive Director</i>	Director	Malaysian
Tan Siew Tyan <i>Non-Independent Non-Executive Director</i>	Director	Malaysian
Chan Soo Wah <i>Independent Non-Executive Director</i>	Director	Malaysian
Dr Han Swan Kwong @ Adrian Han <i>Independent Non-Executive Director</i>	Lawyer	Malaysian
Chen Lee Chew <i>Non-Independent Non-Executive Director</i>	Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Chan Soo Wah	Chairman of Committee	Independent Non-Executive Director
Tan Siew Tyan	Member of Committee	Non Independent Non-Executive Director
Dr Han Swan Kwong @ Adrian Han	Member of Committee	Independent Non-Executive Director

**REGISTERED OFFICE**

Lot 73 Jalan P10/21
Taman Industri Selaman,
43650 Bandar Baru Bangi
Selangor Darul Ehsan
Tel No.: 03-8925 0000

HEAD / MANAGEMENT OFFICE

Lot 73 Jalan P10/21
Taman Industri Selaman,
43650 Bandar Baru Bangi
Selangor Darul Ehsan
Tel No.: 03-8925 0000
Email: ofsb@oceancash.com.my

COMPANY SECRETARIES

Margaret Pelly (LS : 04402)
Lin Moi Heyang (MAICSA : 7006243)

SPONSOR

Southern Investment Bank Berhad (169955-T)
16th Floor, Wisma Genting
28, Jalan Sultan Ismail
50250 Kuala Lumpur
Tel No.: 03-2059 4188

STOCK EXCHANGE LISTING

MESDAQ Market
Bursa Malaysia Securities Berhad

PRINCIPAL BANKER

Hong Leong Bank Berhad (97141-X)
11 & 13 Jalan M/J 1
Taman Majlis Jaya
Jalan Sg. Chua
43000 Kajang
Selangor Darul Ehsan
Tel No.: 03-8737 6090

REGISTRAR

Sectrars Services Sdn Bhd (92781-X)
No. 28-1 Jalan Tun Sambanthan 3
50470 Kuala Lumpur
Tel No.: 03-2274 6133

AUDITORS

Monteiro & Heng (AF 0117)
MH Chambers
22-1 Jalan Tun Sambanthan 3
50470 Kuala Lumpur
Tel No.: 03-2274 8988



The Board of Directors (the Board) recognizes the importance of corporate governance as set out in the Malaysian Code of Corporate Governance (the Code). The Board is committed in adopting the principles outlined in the Code.

BOARD OF DIRECTORS

The Board Composition and Balance

The Board consists of one (1) Executive Chairman, one (1) Executive Director, two (2) Non-Independent Non- Executive Directors and two (2) Independent Non-Executive Directors. The Chairman is responsible for the day to day management of the business and the implementation of the Board's decision and policies.

The Independent Non-Executive Directors are free of any relationship which could interfere with the exercise of their independent judgement.

Board Meetings and Supply of Information

The Board meets every quarter with additional meetings convened as necessary. During the financial year ended 31 December 2004, two (2) Board meetings were held as the Company was listed on MESDAQ Market of Bursa Malaysia Securities Berhad in July 2004.

All Board members are provided with documents and relevant information for them to review the agenda items prior to Board meetings. Senior management staffs are invited to attend Board meetings when necessary to provide further clarifications on matters being tabled . The Board has access to information with regard to the activities within the Group and to the advice and services of the Company Secretary, who is responsible for ensuring the Board meeting procedures are adhered to. As and when necessary, the Board may seek independent advice, at the Company's expense.

Re-election of Directors

All directors except the Managing Director who are appointed by the Board are subject to re-election by the shareholders at the Annual General Meeting subsequent to their appointment and one third of the remaining directors are subject to re-election by rotation at each Annual General Meetings at least once in every three (3) years.

Directors' Remuneration

None of the directors on Board receives any remuneration other than directors' fee listed below. The executive directors received remuneration at the subsidiary companies and the remuneration package is in line with their duties and responsibilities. The Company reimburses any reasonable expenses incurred by the directors during the course of their duties as director.

The details of Directors fee for the financial year ended 31 December 2004 are as follows:

	Executive Directors	Non-Executive Directors	Total
Fee (RM)	18,000	31,500	49,500

RELATIONSHIP WITH SHAREHOLDERS

Relationship with Shareholders and Investors

The Company recognizes the importance of effective communication to its shareholders, investors and the general public. The Annual General Meetings (AGM) and Extraordinary General Meetings (EGM) provide a forum for dialogue for the public shareholders. The shareholders are given the opportunity to seek clarification on any matter pertaining the business activities and financial performance. The investors and shareholders are kept inform of the Group's financial results and corporate developments through public announcements made to Bursa Malaysia Securities Berhad, Circulars and Annual Report.



ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board aims to present a balanced and comprehensive assessment of the Group's financial performance and prospects primarily through the Annual Report and the Quarterly Results announced to Bursa Malaysia. The Audit Committee reviews the financial results before recommending to the Board for approval.

Internal Control

The Board recognizes the responsibilities to maintain an effective system of internal control to safe guard the shareholders' interest and the Group's assets. The Group has in place a system of internal control designed to meet the Group's needs to manage rather than to eliminate the risk to which the Group is exposed to. The Audit Committee assists the Board in discharging the duties in relation to internal control.

Relationship with Auditors

The Board has maintained a close and transparent relationship with the external auditors. The role of the Audit Committee in relation to the external auditors is stated in page 9 of the Annual Report.

Statement of Directors' Responsibilities

The Board is responsible for ensuring that the financial statements of the Group give a true and fair view of the state of affairs of the Group and Company at the end of the financial year and of the results and cash flows of the Group and the Company for the financial year. In preparing the financial statements, the Board has ensured that applicable approved accounting standards in Malaysia and the provisions of the Companies Act, 1965 have been applied.

In preparing the financial statements, the Board has adopted and applied consistently suitable accounting policies, and made reasonably judgments estimates that are reasonable and prudent.

The Board also has a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect other irregularities.



COMPOSITION

The members of the Committee shall be determined by the Board of Directors and shall be composed by no fewer than 3 members with the majority of whom are independent directors. The Chairman of the Committee shall be an Independent Director.

The members of the Committee shall also possess the requisite qualification and experience that meet the prescribed requirements of Bursa Malaysia Securities Berhad for Mesdaq Market from time to time in force.

No Alternate Director or Chief Executive Officer shall be appointed as a member of the Audit Committee.

MEETINGS

The Committee shall meet at least 4 times a year with 2 members in attendance to form a quorum.

AUTHORITY

The Committee is authorised by the Board to investigate any matter within its terms of reference.

The Committee shall have the resources and shall be allowed to obtain independent professional or other advice as necessary to assist the Committee in fulfilling its responsibilities at the cost of the Company.

The Committee shall have full and unrestricted access to the Chief Executive Officer, Chief Finance Officer and any other officers and any information pertaining to the Company. The Committee shall also have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity. Whenever necessary, the Committee may also convene meetings with the external auditors and to invite outsiders with relevant experience to attend its meetings, with or without the attendance of the executive members of the Committee.

DUTIES

The duties of the Audit Committee are :-

- ✦ to report to the Board of Directors after review the following :-
 - the effectiveness of the internal audit function (if any) ; internal control and management information systems;
 - the assistance given by the officers of the Company to the external auditor and the adequacy of the existing external audit arrangement, with particular emphasis on the scope and quality of the audit;
 - the external auditors' audit report and any management letter from the external auditors to the Company and the management's response to such letter; and
 - the quarterly, half-yearly and year end consolidated financial statements of the Company with both the external auditors and management; and
 - all area of significant financial risk and the arrangements in place to contain those risks to acceptable levels; and
 - all related party transaction and potential conflict of interest situation.
- ✦ to recommend to the board the nomination, appointment or reappointment of the external auditors and any question of their resignation and termination; and
- ✦ to perform any other duties as may be agreed by the Committee and the Board of Directors.



SUMMARY OF ACTIVITIES

The Audit Committee has met two (2) times during the financial year ended 31 December 2004 as the Company was listed on the Mesqad Market of Bursa Malaysia in July 2004. Details of the number of meetings attended by each member are as follows:

Members	Number of meetings attended
Chan Soo Wah	2/2
Dr. Han Swan Kwong @ Adrian Han	2/2
Tan Siew Tyan	2/2

The following activities were undertaken by the Audit Committee during the financial year ended 31 December 2004:-

Reviewed the quarterly unaudited financial results announcements before recommending them for the Board's approval

- Reviewed the Company's compliance with the listing requirements and other relevant legal and regulatory requirements
- Reviewed pertinent issues of the Group

INTERNAL AUDIT FUNCTION

Presently, the Group does not have an internal audit department. In view of the size and operations of the Group, the Board is of the opinion that the current mechanism of internal control is sufficient. The Executive Directors monitor the Company's policies and procedures through their daily involvement in the business operations, attendance at operational and management level meetings and continuous improvement on the system of controls.

MATERIAL CONTRACTS INVOLVING DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

There were no material contracts entered into by the Company or its subsidiaries, which involved the interest of the Directors and Substantial Shareholders during the financial year.

VARIATION IN RESULTS

There were no significant variations between the audited results for the financial year and the unaudited results previously announced.



The directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31st December 2004.

PRINCIPAL ACTIVITY

The Company is principally engaged in investment holding and the provision of management services. The principal activities of the subsidiary companies are disclosed in Note 4 to the financial statements. There have been no significant changes in the nature of these principal activities during the financial year under review.

RESULTS

	Group RM	Company RM
Profit/(loss) after taxation	2,131,343	(57,223)
Minority interests	(208,179)	-
Net profit/(loss) for the year	<u>1,923,164</u>	<u>(57,223)</u>

DIVIDEND

No dividend was paid or declared by the Company since the end of the previous financial year.

The directors do not recommend the payment of any dividend in respect of the financial year ended 31st December 2004.

RESERVES AND PROVISIONS

All material transfers to and from reserves and provisions during the financial year have been disclosed in the financial statements.

BAD AND DOUBTFUL DEBTS

Before the income statements and balance sheets of the Group and of the Company were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and satisfied themselves that all known bad debts had been written off and adequate allowance had been made for doubtful debts.

At the date of this report, the directors are not aware of any circumstances that would render the amount written off for bad debts, or the amount of the allowance for doubtful debts, in the financial statements of the Group and of the Company inadequate to any substantial extent.

CURRENT ASSETS

Before the income statements and balance sheets of the Group and of the Company were made out, the directors took reasonable steps to ensure that any current assets, other than debts, which were unlikely to realise in the ordinary course of business, their values as shown in the accounting records of the Group and of the Company had been written down to an amount that they might be expected to realise.

At the date of this report, the directors are not aware of any circumstances that would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

VALUATION METHODS

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



CONTINGENT AND OTHER LIABILITIES

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

- (i) any charge on the assets of the Group and of the Company that has arisen since the end of the financial year which secures the liabilities of any other person, or
- (ii) any contingent liability in respect of the Group and of the Company that has arisen since the end of the financial year.

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

CHANGE OF CIRCUMSTANCES

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

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company for the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

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

ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company increased its:

- (a) authorised share capital from RM100,000/- to RM25,000,000/- through the creation of 249,000,000 ordinary shares of RM0.10 each; and
- (b) issued and paid up share capital from RM2/- to RM22,300,000/- by way of the issuance of:
 - (i) 172,221,980 ordinary share of RM0.10 each at par to finance the acquisition of 100% equity interest in Oceancash Nonwoven Sdn. Bhd. and approximately 87.76% equity interest in Oceancash Felts Sdn. Bhd.; and
 - (ii) 50,778,000 ordinary shares of RM0.10 each through public issue at an issue price of RM0.20 per share for cash, for additional working capital purposes. The share premium of RM5,077,800/- was credited to share premium account. Upon completion of the public issue, the Company was listed on the MESDAQ Market of the Bursa Malaysia Securities Berhad.

The new ordinary shares issued during the financial year rank pari passu in all respects with the existing ordinary shares of the Company.

The Company has not issued any debentures during the financial year.



DIRECTORS

The directors in office since the date of the last report are:-

Chen Lee Chew	- appointed on 19.8.2004
Chan Soo Wah	- appointed on 29.3.2004
Dr. Han Swan Kwong @ Adrian Han	- appointed on 29.3.2004
Lo Pong Kiat @ Lor Hong Ling	- appointed on 29.3.2004
Tan Siew Chin	- appointed on 29.3.2004
Tan Siew Tyan	- appointed on 29.3.2004
Chua Tuan Hua	- resigned on 29.3.2004
Lai Voon Tse	- resigned on 29.3.2004

DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings, the interests of those directors in office at the end of the financial year in shares in the Company during the financial year are as follows:-

	Number of ordinary shares of RM0.10 each		
	Date of appointment	Bought	Sold
Company			
Direct interest			
Chen Lee Chew	-	28,115,540	-
Chan Soo Wah	-	30,000	-
Dr. Han Swan Kwong @ Adrian Han	-	30,000	-
Lo Pong Kiat @ Lor Hong Ling	-	4,180,050	-
Tan Siew Chin	-	112,118,140	-
Tan Siew Tyan	-	1,352,420	-

	Number of ordinary shares of RM0.10 each		
	Date of appointment	Bought	Sold
Indirect interest by virtue of shares held by companies in which a director has interests			
Chen Lee Chew	-	115,809,600	-
Lo Pong Kiat @ Lor Hong Ling	-	5,381,840	-
Tan Siew Chin	-	32,257,810	-
Tan Siew Tyan	-	143,023,530	-

By virtue of their interest in the shares of the Company, the above directors were also deemed interested in the shares of the subsidiary companies to the extent the Company has an interest.

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



DIRECTORS' BENEFITS

Since the date of incorporation, no director of the Company has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a Company in which the director has a substantial financial interest.

Neither during nor at the end of the financial year was the Company a party to any arrangement whose object was to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

AUDITORS

The auditors, Messrs Monteiro & Heng, have expressed their willingness to continue in office.

On behalf of the Board,

TAN SIEW CHIN

Director

LO PONG KIAT @ LOR HONG LING

Director

Kuala Lumpur

Date: 14 April 2005



BALANCE SHEETS

AS AT 31ST DECEMBER 2004

		Group	Company	
	Note	2004 RM	2004 RM	2003 RM
PROPERTY, PLANT AND EQUIPMENT	3	24,554,163	68,622	-
INVESTMENT IN SUBSIDIARY COMPANIES	4	-	17,222,198	-
CURRENT ASSETS				
Inventories	5	4,458,880	-	-
Trade receivables	6	5,676,812	-	-
Other receivables	7	3,674,100	159,690	293,878
Amount owing by subsidiary companies	8	-	5,590,808	-
Short term investments	9	5,251,989	3,234,835	-
Tax recoverable		257,337	-	-
Cash and bank balances		1,561,244	69,108	2
		20,880,362	9,054,441	293,880
Less:				
CURRENT LIABILITIES				
Trade payables	10	385,346	-	-
Other payables	11	1,251,236	63,635	5,687
Amount owing to subsidiary companies	8	-	-	297,512
Amount owing to directors	12	667,648	49,500	-
Provision for taxation		51,341	-	-
Short term borrowings	14	3,227,683	15,000	-
Bank overdraft - secured	15	174,578	-	-
		5,757,832	128,135	303,199
NET CURRENT ASSETS/(LIABILITIES)		15,122,530	8,926,306	(9,319)
		39,676,693	26,217,126	(9,319)
Financed by:				
SHARE CAPITAL	16	22,300,000	22,300,000	2
SHARE PREMIUM	17	3,948,670	3,948,670	-
RESERVE ON CONSOLIDATION	18	4,408,662	-	-
ACCUMULATED PROFIT/(LOSS)		1,913,843	(66,544)	(9,321)
SHAREHOLDERS FUND/ (CAPITAL DEFICIENCY)		32,571,175	26,182,126	(9,319)
LONG TERM LIABILITIES	19	3,891,778	35,000	-
DEFERRED TAXATION	20	1,379,010	-	-
MINORITY INTERESTS		1,834,730	-	-
		39,676,693	26,217,126	(9,319)

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

INCOME STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 2004



		Group	Company	
	Note	2004 RM	2004 RM	2003 RM
REVENUE	21	19,983,703	138,000	-
Cost of sales		(13,811,613)	-	-
GROSS PROFIT		6,172,090	138,000	-
Other operating income		436,401	55,245	-
Administrative expenses		(3,249,980)	(249,148)	(2,023)
OPERATING PROFIT/(LOSS)	22	3,358,511	(55,903)	(2,023)
Finance costs	23	(389,777)	(1,320)	-
PROFIT/(LOSS) BEFORE TAXATION		2,968,734	(57,223)	(2,023)
Taxation	24	(837,391)	-	-
PROFIT/(LOSS) AFTER TAXATION		2,131,343	(57,223)	(2,023)
Minority interests		(208,179)	-	-
NET PROFIT/(LOSS) FOR THE YEAR		1,923,164	(57,223)	(2,023)

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



STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST DECEMBER 2004

	Share Capital RM	Non distributable		Distributable Accumulated Profit/(Loss) RM	Total RM
		Share Premium RM	Reserve On Consolidation RM		
Group					
Balance at 1st January 2004	2	-	-	(9,321)	(9,319)
Issue of shares pursuant to acquisition of subsidiary companies	17,222,198	-	-	-	17,222,198
Public issue of shares	5,077,800	5,077,800	-	-	10,155,600
Listing expenses	-	(1,129,130)	-	-	(1,129,130)
Reserve on consolidation	-	-	4,408,662	-	4,408,662
Net profit for the year	-	-	-	1,923,164	1,923,164
Balance at 31st December 2004	22,300,000	3,948,670	4,408,662	1,913,843	32,571,175
Company					
Balance at 1st January 2003	2	-	-	(7,298)	(7,296)
Net loss for the year	-	-	-	(2,023)	(2,023)
Balance at 31st December 2003	2	-	-	(9,321)	(9,319)
Issue of shares pursuant to acquisition of subsidiary companies	17,222,198	-	-	-	17,222,198
Public issue of shares	5,077,800	5,077,800	-	-	10,155,600
Listing expenses	-	(1,129,130)	-	-	(1,129,130)
Net loss for the year	-	-	-	(57,723)	(57,723)
Balance at 31st December 2004	22,300,000	3,948,670	-	(66,544)	26,182,126

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

CASH FLOW STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 2004



	Group 2004 RM	Company 2004 RM	2003 RM
CASH FLOW FROM OPERATING ACTIVITIES:			
Profit/(loss) before taxation	2,968,734	(57,223)	(2,023)
Adjustments for:			
Depreciation	1,494,209	10,557	-
Amortisation of consolidated reserve	(357,459)	-	-
Interest expense	403,168	1,320	-
Interest income	(13,390)	-	-
Dividend income	(79,446)	(55,245)	-
Operating Profit/(Loss) Before Working Capital Changes	4,415,816	(100,591)	(2,023)
Increase/(decrease) in receivables	(2,042,897)	134,188	(95,264)
(Decrease)/increase in payables	(515,738)	57,948	97,287
Cash Generated From Operations	1,857,181	91,545	-
Interest paid	(385,019)	-	-
Dividend received	79,446	55,245	-
Tax paid	(682,000)	-	-
Net Cash From Operating Activities	869,608	146,790	-
CASH FLOW FROM INVESTING ACTIVITIES:			
Net cash inflow from acquisition of subsidiary companies (noteA)	654,065	-	-
Purchase of plant and equipment*	(4,256,299)	(19,179)	-
Proceed from disposal of property, plant and equipment	3,414	-	-
Purchase of investment	(5,251,989)	(3,234,835)	-
Investment in subsidiary companies	-	(17,222,198)	-
Net Cash Used In Investing Activities	(8,850,809)	(20,476,212)	-



CASH FLOW STATEMENTS (CONT'D)

FOR THE YEAR ENDED 31ST DECEMBER 2004

	Group	Company	
	2004 RM	2004 RM	2003 RM
CASH FLOW FROM FINANCING ACTIVITIES:			
Interest received	13,390	-	-
Increase/decrease in amount owing by/to subsidiary companies	-	(5,888,320)	-
Increase in amount owing to directors	667,648	49,500	-
Listing expenses paid	(805,240)	(1,129,130)	-
Proceeds from issue of shares	10,155,600	27,377,798	-
Repayments of bankers' acceptances	(1,039,115)	-	-
Repayments to hire purchase payables	(100,312)	(10,000)	-
Drawdown of term loan	475,894	-	-
Hire purchase interest paid	-	(1,320)	-
Net Cash From Financing Activity	9,367,865	20,398,528	-
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,386,664	69,106	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	2	2	2
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	1,386,666	69,108	2
ANALYSIS OF CASH AND CASH EQUIVALENTS:			
Bank overdraft	(174,578)	-	-
Cash and bank balances	1,561,244	69,108	2
	1,386,666	69,108	2

* During the year, the Group and the Company acquired property, plant and equipment amounting to RM4,316,299/- and RM79,179/- respectively of which RM79,179/- and RM79,179/- respectively was acquired by means of hire purchase. Cash payments totalling RM19,179/- and RM19,179/- respectively were made towards the hire purchase.

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

CASH FLOW STATEMENTS (CONT'D)

FOR THE YEAR ENDED 31ST DECEMBER 2004



A. ANALYSIS OF ACQUISITION OF SUBSIDIARY COMPANY

On 1st April 2004, the Company acquired 100% and 87.76% equity interest in Oceancash Nonwoven Sdn. Bhd. and Oceancash Felts Sdn. Bhd. respectively, companies incorporated in Malaysia, for total considerations of RM7,797,936/- and RM9,424,262/- respectively, satisfied by way of issuance of 172,221,980 new ordinary shares of RM0.10 each of the Company at par. The fair values of the net assets acquired from the acquisition of the subsidiaries were as follows:-

	2004 RM
Property, plant and equipment	21,735,487
Inventories	2,863,204
Debtors	9,043,102
Bank overdraft	(1,204,472)
Cash and bank balances	1,631,723
Creditors	(1,795,972)
Short term deposits	226,814
Taxations	(1,162,023)
Short and long term borrowings	(7,722,993)
	23,614,870
Minority interest	(1,626,551)
Share of net assets acquired	21,988,319
Reserve on consolidation	(4,766,121)
Purchase consideration	17,222,198
Purchase consideration settled by issuance of shares	(17,222,198)
Less: Cash and bank balances	(654,065)
Net Cash Acquired	(654,065)

The effects of the acquisitions of Oceancash Nonwoven Sdn. Bhd. and Oceancash Felts Sdn. Bhd. on the financial results of the Group from the date of acquisition to 31st December 2004 were as follows:-

	2004 RM
Revenue	19,976,106
Cost of sales	(14,481,791)
Gross Profit	5,494,315
Other operating income	37,089
Marketing and distribution expenses	(1,725,318)
Administrative expenses	(725,362)
Operating profit	3,080,724
Finance costs	(412,226)
Profit before taxation	2,668,498
Taxation	(837,391)
Profit after taxation	1,831,107
Minority interests	(208,064)
Net profit after taxation and minority interest	1,623,043

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



CASH FLOW STATEMENTS (CONT'D)

FOR THE YEAR ENDED 31ST DECEMBER 2004

The effect of these acquisitions on the Group's financial position at the year end was as follows:-

	2004 RM
Plant and equipment	24,485,541
Current assets	17,629,336
Current liabilities	(11,433,112)
Long term liabilities	(5,318,248)
Net assets acquired	25,363,517
Minority interest	(1,834,615)
Share of net assets acquired	23,528,902
Reserve on consolidation	(4,766,121)
Increase in Group's share of net assets	18,762,781

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



1. GENERAL INFORMATION

The Company is principally engaged in investment holding and the provision of management services. The principal activities of the subsidiary companies are disclosed in Note 4 to the financial statements. There have been no significant changes in the nature of these principal activities during the financial year.

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

The registered office and the principal place of business of the Company is located at Lot 73, Jalan P10/21, Taman Industri Selaman, 43650 Bandar Baru Bangi, Selangor Darul Ehsan.

The number of employees of the Group and of the Company (including directors) at the end of the financial year are 119 (2003 : 112) and 8 (2003 : 2) respectively.

The financial statements are expressed in Ringgit Malaysia.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 14 April 2005.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) *Basis of Accounting*

The financial statements of the Company have been prepared under the historical cost convention, unless otherwise indicated in the accounting policies set out below, and comply with the provisions of the Companies Act, 1965 and the applicable approved accounting standard in Malaysia.

(b) *Basis of Consolidation*

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

Subsidiary companies are those enterprises in which the Group has the power, directly or indirectly, to exercise control over the financial and operating policies so as to obtain benefits from their activities.

The financial statements of the subsidiary companies are consolidated using the acquisition method of accounting. Under the acquisition method of accounting, the results of the subsidiary companies acquired or disposed of during the financial year are included in the consolidated income statement from the effective date of their acquisition or up to the date of their disposal. The proportion of the profit or loss applicable to minority shareholders is deducted in arriving at the profit attributable to the shareholders of the Company.

The assets and liabilities of subsidiary companies are included in the Group balance sheet whilst the interest in minority shareholders in the net assets employed are stated separately. All significant inter-company transactions and balances are eliminated on consolidation.

Minority interest is measured at the minorities' share of the post acquisition fair values of the identifiable assets and liabilities of the acquiree. Separate disclosure is made of minority interest.

The gain or loss on disposal of a subsidiary company is differences between net disposal proceeds and the Group's share of its assets together with any unamortized balance of goodwill or reserve on consolidation which was not previously recognised in the consolidated income statement.



2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) *Property, Plant and Equipment and Depreciation*

Property, plant and equipment are stated at cost or at valuation less accumulated depreciation and impairment losses, if any. The policy for the recognition and measurement of impairment losses is in accordance with Note 2(o).

Depreciation is charged on a straight line basis to write off the costs of the assets over the term of their estimated useful lives. Where an indication exists, the carrying amount of the assets is assessed and written down immediately to its recoverable amount. The annual rates used for this purpose are as follows:-

Long Leasehold land	Over period of lease term of 96 to 97 years
Buildings	2%
Furniture and fittings, office equipment, plant and machinery and factory equipment	10 - 20%
Motor vehicle	20%

(d) *Revaluation of Assets*

Land and buildings at valuation are revalued at a regular interval of at least once in every five years with additional valuations in the intervening years where market conditions indicate that the carrying values of the revalued land and buildings materially differ from the market values.

Any surplus arising there from the revaluations will be dealt with in the Revaluation Reserve Account. Any deficit is set-off against the Revaluation Reserve Account only to the extent of surplus credited from the previous revaluation of the land buildings and the excess of the deficit is charged to the income statements.

(e) *Goodwill and Reserve on Consolidation*

Goodwill represents the excess of the fair value of purchase consideration of subsidiary companies acquired over the Group's share of fair values of their identifiable assets and liabilities at the date of acquisition. Goodwill is recognised as an asset and is not amortised but is reviewed annually for impairment in value and is written down where it is considered necessary. Conversely, reserve represents the excess of the fair value of the identifiable assets and liabilities of subsidiary companies acquired over the purchase consideration are taken to reserve. Reserve on consolidation is either taken to the income statement as they arise or retained in the balance sheet and credited to the income statement over a period of 10 years, depending on the particular circumstances which gave rise to it.

(f) *Investments*

Investments in subsidiary companies are stated at cost less impairment losses. Where an indication of impairment exists, the carrying amount of the investment is reviewed, and if found to be in excess of recoverable amount, is written down immediately to its recoverable amount.

Short term investments are stated at cost less impairment losses, if any. The policy for the recognition and measurement of impairment losses is in accordance with Note 2(n).

On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged or credited to the income statements.

(g) *Inventories*

Inventories are stated at the lower of cost and net realisable value, cost being determined on the first-in first-out basis.

Cost of finished goods and work in progress include raw material, direct labour and related overheads.

**(h) Trade and Other Receivables**

Trade and other receivables are carried at anticipated realisable values. Allowances are made for doubtful debts based on specific review of outstanding balances at balance sheet date. General allowances are made to cover possible losses which are not specifically identified. Bad debts are written off during the financial year in which they are identified.

(i) Trade and Other Payables

Trade and other payables are stated at cost which is the fair value of consideration to be paid in the future, whether or not billed to the Company.

(j) Foreign Currency Translation

Transactions in foreign currencies are converted into Ringgit Malaysia at the exchange rates ruling at the transaction dates. Monetary assets and liabilities in foreign currencies at the balance sheet date are converted into Ringgit Malaysia at the rate of exchange ruling on that date. Exchange differences arising from the settlement of foreign currency transactions and from the translation of foreign currency monetary assets and liabilities are included in the income.

The principal closing rate used in translation of foreign currency amounts is stated below:-

	2004 RM	2003 RM
Foreign currency		
1 United States Dollar	3.80	3.80

(k) Hire Purchase

Assets financed by hire purchase arrangements which transfer substantially all the risks and rewards of ownership to the Group are capitalised as property, plant and equipment, and the corresponding obligations are treated as liabilities. The assets so capitalised are depreciated in accordance with the accounting policy on property, plant and equipment. Finance charges are charged to the income statements over the periods of the respective agreements.

(l) Taxation

The tax expense in the income statement represents the aggregate amount of current tax and deferred tax included in the determination of net profit or loss for the year.

Deferred tax is provided for, using the liability method, on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts in the financial statements. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credit can be utilised.

Deferred tax is measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is recognised in the income statement, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also charged or credited directly in equity.

(m) Revenue Recognition

Revenue from sale of goods is recognised upon delivery of products and customer acceptance, net of return and discount.

Management fees are recognised on an accrual basis.



2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) *Financial Instruments*

Financial instruments carried on the balance sheet include cash and bank balances, investments, receivables, payables and borrowings. The particular recognition method adopted is disclosed in the individual accounting policy statements associated with each item.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instruments classified as liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity. Financial instruments are offset when the Company has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(o) *Impairment of Assets*

The carrying values of assets, other than stocks, deferred assets and financial assets, are reviewed for impairment when there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. The recoverable amount is the higher of an asset's net selling price and its value in use, which is measured by reference to discounted future cash flows. Recoverable amounts are estimated for individual assets, or if it is not possible, for the cash-generating unit.

An impairment loss is charged to the income statement immediately, unless the asset is carried at revalued amount. Any impairment loss of a revalued asset is treated as a revaluation decrease to the extent of previously recognised revaluation surplus for the same asset.

Subsequent increase in the recoverable amount of an asset is treated as reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in the income statement immediately, unless the asset is carried at revalued amount. A reversal of an impairment loss on a revalued asset is credited directly to revaluation surplus. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense in the income statement, a reversal of that impairment loss is recognised as income in the income statement.

(p) *Employee Benefits*

(i) *Short term employee benefits*

Wages, salaries, social security contribution, bonuses and non-monetary benefits are accrued in the period in which the associated services are rendered by the employees.

(ii) *Post-employment benefits*

The Company contributes to the Employees' Provident Fund ("EPF"), the national defined contribution plan. The contributions are charged to the income statement in the period to which they are related. Once the contributions have been paid, the Company has no further payment obligations.

(q) *Cash and Cash Equivalents*

Cash and cash equivalents consist of cash in hand and bank balances.

**3. PROPERTY, PLANT AND EQUIPMENT**

Group 2004	Long Leasehold Land RM	Long Leasehold Buildings RM	Plant and Machinery RM	Factory and Office Equipment RM	Furniture, Fixtures and Fittings RM	Motor Vehicle RM	Total RM
Cost/Valuation							
At 1st January 2004	-	-	-	-	-	-	-
Acquisition of subsidiary companies	6,510,001	4,941,274	14,193,649	704,962	139,099	1,029,336	27,518,321
Additions	-	363,996	3,789,654	76,663	6,807	79,179	4,316,299
Disposals	-	-	-	(3,785)	-	-	(3,785)
At 31st December 2004	6,510,001	5,305,270	17,983,303	777,840	145,906	1,108,515	31,830,835
Accumulated Depreciation							
At 1st January 2004	-	-	-	-	-	-	-
Acquisition of subsidiary companies	71,687	118,610	4,859,536	196,265	30,445	506,291	5,782,834
Additions	50,473	78,222	1,158,054	69,996	10,007	127,457	1,494,209
Disposals	-	-	-	(371)	-	-	(371)
At 31st December 2004	122,160	196,832	6,017,590	265,890	40,452	633,748	7,276,672
Net Book Value at 31st December 2004	6,387,841	5,108,438	11,965,713	511,950	105,454	474,767	24,554,163
Cost/Valuation is represented by:							
- cost	-	2,815,270	-	-	-	-	2,815,270
- valuation	6,510,001	2,490,000	-	-	-	-	9,000,001
	6,510,001	5,305,270	-	-	-	-	11,815,271



3. PROPERTY, PLANT AND EQUIPMENT (Continued)

Company 2004	Motor Vehicle RM
Cost	
At 1st January 2004	-
Additions	79,179
Disposals	-
At 31st December	200479,179
Accumulated Depreciation	
At 1st January 2004	-
Additions	10,557
Disposals	-
At 31st December 2004	10,557
Net Book Value at 31st December 2004	68,622

- (a) The following assets of the Group, stated at net book value, have been charged to licensed banks to secure the banking facilities as stated in Notes 14, 15 and 19 to the financial statements.

	Group 2004 RM
At Net Book Value	
Long leasehold land and buildings	11,676,678

- (b) The net book value of property, plant and equipment of the Group includes the following property, plant and equipment acquired under hire purchase instalment plans:-

	Group 2004 RM
At Net Book Value	
Motor vehicles	592,135

- (c) Details of directors' valuations of property, plant and equipment owned by the Group as at 31st December 2004 are as follows:-

Year of Valuation	Description of Property	Amount RM	
2002	Leasehold land	3,302,615)
)
2002	Leasehold land and building	5,697,386)
)

Based on independent professional
valuers' valuation on an open
market basis which has been
adopted by the directors



3. PROPERTY, PLANT AND EQUIPMENT (Continued)

Had the revalued leasehold land and buildings been carried at historical cost less accumulated depreciation, the net book value of the properties that would have been included in the financial statements at the end of the year are as follows:-

	Group 2004 RM
Leasehold land	5,111,310
Leasehold building	2,586,683
	7,697,993

4. INVESTMENT IN SUBSIDIARY COMPANIES

	Company 2004 RM	2003 RM
Unquoted shares - at cost	17,222,198	-

The following information relates to the subsidiary companies which are incorporated in Malaysia:-

Name of Company	Effective Equity Interest 2004 %	2003 %	Principal Activities
+ Oceancash NonWoven Sdn. Bhd.	100.00	-	Manufacturing and trading of non-woven products
+ Oceancash Felts Sdn. Bhd.	87.76	-	Manufacturing and distribution of felts

+ *These companies are not audited by Monteiro & Heng.*

5. INVENTORIES

	Group 2004 RM
At Cost	
Machinery parts	153,583
Raw materials and packing materials	3,213,469
Work-in-progress	102,893
Finished goods	988,935
	4,458,880

6. TRADE RECEIVABLES

	Group 2004 RM
Trade receivables	5,696,812
Less: Allowance for doubtful debts	(20,000)
	5,676,812

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



7. OTHER RECEIVABLES

	Group	Company	
	2004 RM	2004 RM	2003 RM
Other receivables	29,660	-	-
Deposits	3,258,793	159,055	-
Prepayments	385,647	635	293,878
	3,674,100	159,690	293,878

Group

Included in this account are amounts totalling RM2,959,308/- which represents deposits paid towards the purchase of manufacturing machineries and factory building costing RM18,123,588/-. The balance of the purchase consideration is disclosed as a commitment in Note 30 to the financial statements.

8. AMOUNT OWING BY/(TO) SUBSIDIARY COMPANIES

Company

The amounts owing by/(to) subsidiary companies are unsecured, interest free and have no fixed terms of repayment.

9. SHORT TERM INVESTMENTS

	Group	Company	
	2004 RM	2004 RM	2003 RM
At cost			
Investment in Am Al-Amin fund	3,234,835	3,234,835	-
Investment in Amincome fund	2,017,154	-	-
	5,251,989	3,234,853	-

10. TRADE PAYABLES

Group

The normal credit term granted to the Group ranges from 30 to 90 days.

11. OTHER PAYABLES

	Group	Company	
	2004 RM	2004 RM	2003 RM
Other payables	1,126,900	-	4,987
Accruals	124,336	63,635	700
	1,251,236	63,635	5,687



12. AMOUNT OWING TO DIRECTORS

Group and Company

The amounts owing to directors are unsecured, have no fixed terms of repayment and are interest free, except for an amount owing of RM618,148/- during the year in one of the subsidiary companies which bears interest at the rate of 6% per annum.

13. HIRE PURCHASE PAYABLES

	Group	Company	
	2004 RM	2004 RM	2003 RM
Minimum hire purchase payments:			
- not later than one year	143,260	16,980	-
- later than one year and not later than five years	75,887	39,620	-
	219,147	56,600	-
Future finance charges	(39,647)	(6,600)	-
Present value of hire purchase liabilities	179,500	50,000	-
Represented by:			
Current			
- not later than one year (Note 14)	115,544	15,000	-
Non-current			
- later than one year and not later than five years (Note 19)	63,956	35,000	-
	179,500	50,000	-

The hire purchase payable bear interest at rates ranging from 5.50% to 7.30% per annum.

14. SHORT TERM BORROWINGS

	Group	Company	
	2004 RM	2004 RM	2003 RM
Bills payable	791,942	-	-
Hire purchase creditors (Note 13)	115,544	15,000	-
Term loan due withine one year (Note 19)	2,320,197	-	-
	3,227,683	15,000	-

Group

The bills payable are secured by:-

- (i) Facility Agreement.
- (ii) First fixed legal charge over the leasehold land and buildings of the subsidiary companies.
- (iii) Guarantee by a director of the subsidiary company.

The bills payable bear interest at rates ranging from 4.5% to 7.5% per annum.



5. BANK OVERDRAFT - Secured

Group

The bank overdraft is secured by:-

- (i) Facility Agreement
- (ii) First fixed legal charge over the leasehold land and buildings of the subsidiary companies.
- (iii) Guarantee by a director of the subsidiary company.

The bank overdraft bears interest at rates ranging from 7.25% to 7.50% per annum.

16. SHARE CAPITAL

	Group	Company	
	2004 RM	2004 RM	2003 RM
Ordinary shares of RM0.10 each			
Authorised:			
Balance at beginning	100,000	100,000	100,000
Created during the year	24,900,000	24,900,000	-
Balance at the end	25,000,000	25,000,000	100,000
Issued and fully paid:			
Balance at beginning	2	2	2
Issued during the year			
- issue of 77,979,360 ordinary shares at par pursuant to acquisition of 100% equity interest of Oceancash NonWoven Sdn. Bhd.	7,797,936	7,797,936	-
- issue of 94,242,620 ordinary shares at par pursuant to acquisition of approximately 87.76% equity interest of Oceancash Felts Sdn. Bhd.	9,424,262	9,424,262	-
- public issue of 50,778,000 ordinary shares at an issue price of RM0.20	5,077,800	5,077,800	-
Balance at the end	22,300,000	22,300,000	2

The new ordinary shares issued during the financial year rank pari passu in all respects with the existing ordinary shares of the Company.

**17. SHARE PREMIUM**

	Group 2004 RM	Company 2004 RM	2003 RM
Balance at beginning	-	-	-
Arising from public issue of 50,778,000 ordinary shares of RM0.10 each	5,077,800	5,077,800	-
Listing expenses	(1,129,130)	(1,129,130)	-
Balance at the end	3,948,670	3,948,670	-

18. RESERVE ON CONSOLIDATION

	Group 2004 RM
Balance at beginning	-
Acquisition of subsidiary companies	4,766,121
Less: Amortisation	(357,459)
Balance at the end	4,408,662

19. LONG TERM LIABILITIES

	Group 2004 RM	Company 2004 RM
Outstanding term loans principal	6,148,019	-
Less: Portion due within one year (Note 14)	(2,320,197)	-
Long term portion	3,827,822	-
Hire purchase creditors (Note 13)	63,956	35,000
	3,891,778	35,000

The term loans are secured by:-

- (i) Facility Agreement.
- (ii) First fixed legal charges over certain leasehold land and buildings of the subsidiary companies.
- (iii) Guarantee by a director of the subsidiary company.

The said loans are repayable by fixed equal monthly installments and bear interest at rates ranging from 4.0% to 7.5% per annum.



19. LONG TERM LIABILITIES (Continued)

The terms of repayment of loans are as follows:-

	Group 2004 RM
Within the next twelve months (Note 14)	2,320,197
After the next twelve months	
- not later than two years	3,827,822
- later than two years and not later than five years	-
- later than five years	-
	3,827,822
	6,148,019

20. DEFERRED TAXATION

	Group 2003 RM	Group 2004 RM	Company 2003 RM
At 1st January	1,166,710	-	-
Transfer from income statements (Note 24)	212,300	-	-
At 31st December	1,379,010	-	-

21. REVENUE

	Group 2004 RM	Group 2004 RM	Company 2003 RM
Sales of non-woven products	11,458,484	-	-
Sales of resinated felt for heat and sound insulation	8,490,719	-	-
Management fees	34,500	138,000	-
	19,983,703	138,000	-



22. OPERATING PROFIT/(LOSS)

Operating profit/(loss) has been arrived at:-

	Group	Company	
	2004 RM	2004 RM	2003 RM
After charging:-			
Audit fees			
- current year	23,000	8,000	350
- (over)/underprovision in prior year	(700)	300	-
Amortisation of consolidated reserve	357,459	-	-
Depreciation	1,494,209	10,557	-
Directors' remuneration:			
- fee	49,500	49,500	-
- salaries, bonuses and allowances	233,600	1,700	-
Property, plant and equipment written off	251	-	-
Rental of premises	49,610	-	-
Staff costs:			
- salaries, allowances and bonuses	1,432,238	91,000	-
- Employees Provident Fund	167,641	10,920	-
- SOCSO	15,670	410	-
- other staff related expenses	85,413	-	-
And crediting:-			
Dividend income	79,446	-	-

Directors' salaries, bonuses and allowances of the Group exclude estimated monetary value of benefits in kind of RM32,200/-.

23. FINANCE COST

	Group	Company	
	2004 RM	2004 RM	2003 RM
Interest income			
- fixed deposits	13,390	-	-
Interest expenses			
- bank overdrafts	(11,962)	-	-
- bills payable	(82,138)	-	-
- hire purchase	(25,155)	(1,320)	-
- loan interest	(283,912)	-	-
	(403,167)	(1,320)	-
	(389,777)	(1,320)	-



24. TAXATION

	Group	Company
	2004 RM	2004 RM
		2003 RM
Income tax		
- current year's provision	(626,610)	-
- overprovision in prior years	1,519	-
Deferred taxation (Note 20)		
- current year's provision	(65,970)	-
- underprovision in prior years	(146,330)	-
	(837,391)	-

Domestic income tax is calculated at the Malaysian statutory rate of 20% on the first RM500,000/- (2003 : RM100,000/-) and 28% on chargeable income above RM500,000/- (2003 : RM100,000/-) of the estimated assessable profit for the year.

The provision for taxation differs from the amount of taxation determined by applying the applicable statutory tax rate on profit before tax as a result of the following differences:-

	Group	Company
	2004 RM	2004 RM
		2003 RM
Profit/(loss) before taxation	2,968,734	(57,223)
Taxation at applicable tax rate of 28%	(831,246)	16,022
Tax effects arising from:		
- non-taxable income	84,319	10,018
- non-deductible expenses	(318,877)	(185)
- double deduction of expenses	2,308	-
- origination of deferred tax assets not recognised in the financial statements	(25,855)	(25,855)
Reinvestment allowance claimed and utilised under Schedule 7A of the Income Tax Act, 1967	396,771	-
- underprovision in prior year	(144,811)	-
	(837,391)	-



24. TAXATION (Continued)

Further, the following deductible temporary differences and unused tax losses exist as at 31st December, the deferred tax benefit of which have not been recognised in the financial statements:-

	Group		Company
	2004 RM	2004 RM	2003 RM
Unabsorbed tax losses	80,285	80,285	-
Unabsorbed capital allowances	11,672	11,672	-
Reinvestment allowance claimed and utilised under schedule 7A of the Income Tax Act, 1967	953,668	-	-
	1,045,625	91,957	-

The benefit will only be obtained when the group derives future assessable income of a nature and an amount sufficient for the tax losses and capital allowances to be utilised.

25. CONTINGENT LIABILITIES - Unsecured

Subsequent to the balance sheet date, the Group is contingently liable for the following:-

	Group 2004 RM
Unsecured	
Corporate guarantees given to a licensed bank to secure banking facilities granted to subsidiary companies	13,175,000

26. SIGNIFICANT RELATED COMPANY TRANSACTION

	Company	
	2004 RM	2003 RM
Management fee received from subsidiary companies	138,000	-
	138,000	-

The directors of the Company are of the opinion that the above transactions have been entered into in the normal course of business and the terms are no less favourable than those arranged with third parties.



27. SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

- (i) On 1st April 2004, the Company acquired 100% and 87.76% equity interest in Oceancash Nonwoven Sdn. Bhd. and Oceancash Felts Sdn. Bhd. respectively, companies incorporated in Malaysia, for total considerations of RM7,797,936/- and RM9,424,262/- respectively, satisfied by way of issuance of 172,221,980 new ordinary shares of RM0.10 each of the Company at par.
- (ii) The Company was listed on the MESDAQ Market of the Bursa Malaysia Securities Berhad on 20th July 2004.

28. SUBSEQUENT EVENT

The Company acquires the remaining 565,000 ordinary shares of RM1/- each, representing 12.24% equity interest in the issued and paid-up share capital of Oceancash Felts Sdn. Bhd. making it a wholly owned subsidiary of the Company from MYTI Corporation Sdn. Bhd. for a cash consideration of RM1,580,555/- to be fully satisfied in cash. The acquisition has been approved by the Ministry of International Trade and Industries (MITI) on 28th March 2005.

29. FINANCIAL INSTRUMENTS

(a) *Financial Risk Management and Objectives*

The Group seeks to manage effectively various risks, namely credit, liquidity and interest rate risk, to which the Group is exposed to in its daily operation.

(b) *Credit Risk*

The management has a credit policy in place to monitor and minimise the exposure of default. Trade receivables are monitored on an ongoing basis.

As at balance sheet date, there was no significant exposure to single customer or significant concentrations of credit risk in the Group. The maximum exposure to credit risk for the Group are represented by the carrying amount of each financial instrument.

(c) *Liquidity Risk*

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all financing, repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash or cash equivalents to meet its working capital requirement.

(d) *Interest Rate Risk*

The Company's primary interest rate risk relates to interest-bearing debt as at 31st December 2004. The investment in financial assets are mainly short term in nature and they are not held for speculative purposes.

The Group actively reviews its debt portfolio, taking into account the nature of its assets. This strategy allows it to capitalise on cheaper funding in a low interest rate environment and achieve a certain level of protection against rate hikes.

**Effective interest rates**

Group As at 31st December 2004	Effective interest rate %	Within 1 year RM	1 - 5 years RM	Total RM
Financial Assets				
Short term investments	3.24	5,251,989	-	5,251,989
Financial Liabilities				
Hire purchase payables	5.5 - 7.3	115,544	63,959	179,500
Bills payable	4.5 - 7.5	791,942	-	791,942
Term loans	4.0 - 7.5	2,320,197	3,827,822	6,148,019
Bank overdraft	7.25 - 7.50	174,578	-	174,578

(e) Fair Values**Recognised financial instruments**

The fair values of financial assets and financial liabilities approximate their respective carrying values on the balance sheet of the Group and of the Company, except for amounts owing by/to subsidiary companies.

It is not practical to estimate the fair value of the amount owing by/to subsidiary companies, due principally to the inability to estimate the settlement date without incurring excessive costs as these amounts lack a fixed repayment term. However, the Group and Company does not anticipate the carrying amounts recorded at the balance sheet date to be significantly different from the values that would be eventually received or settled.

There are no fair values for financial instruments not recognised in the balance sheet as at 31st December 2004 that are required to be disclosed other than as stated above.

30. CAPITAL COMMITMENTS

	Group 2004 RM
Capital expenditure approved and contracted for	
- purchase of manufacturing machineries and factory building costing RM18,123,588/- by subsidiary companies (Note 7)	15,164,280

31. COMPARATIVE FIGURES

There are no comparative figures for the Group as this is the first year a consolidation is presented pursuant to the acquisition of the subsidiary companies during the year.

32. SEGMENTAL REPORTING

No segmental reporting is prepared as the Group's activities are predominantly in one industry/geographical location.



We, **TAN SIEW CHIN** and **LO PONG KIAT @ LOR HONG LING**, being two of the directors of Oceancash Pacific Berhad, do hereby state that in the opinion of the directors, the accompanying financial statements 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 31st December 2004 and of the results and cash flow of the Group and the Company for the year ended on that date in accordance with the provisions of the Companies Act, 1965 and the applicable approved accounting standards in Malaysia

On behalf of the Board,

TAN SIEW CHIN

Director

LO PONG KIAT @ LOR HONG LING

Director

Kuala Lumpur

Date: 14 April 2005



I, **TAN SIEW CHIN**, being the director primarily responsible for the financial management of the Company, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements 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.

TAN SIEW CHIN

Subscribed and solemnly declared by the abovenamed at Kuala Lumpur in the Federal Territory on 14 April 2005.

Before me,

Commissioner for Oaths



REPORT OF THE AUDITORS TO THE MEMBERS OF OCEANCASH PACIFIC BERHAD (INCORPORATED IN MALAYSIA)

We have audited the financial statements set out on pages 11 to 38.

These financial statements are the responsibility of the Company's directors.

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

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

In our opinion:-

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia so as to give a true and fair view of:
 - (i) the state of affairs of the Group and the Company as at 31st December 2004 and of the results and cash flow of the Group and of the Company for the year ended on that date; and
 - (ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Group and the Company;

and

- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company and its subsidiary companies have been properly kept in accordance with the provisions of the said Act.

We have considered the financial statements and the auditors' reports thereon of the subsidiary companies of which we have not acted as auditors, as indicated in Note 4 to the financial statements, being financial statements that have been included in the consolidated financial statements.

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

The auditors' report on the financial statements 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 Companies Act, 1965.

Monteiro & Heng
No. AF 0117
Chartered Accountants

Heng Ji Keng
No. 578/05/06 (J/PH)
Partner

Kuala Lumpur
Date: 14 April 2005



List of 20 largest holders of shares

	Name	No. of Shares	Percentage
1	Tan Siew Chin	112,118,140	50.28
2	Chen Lee Chew	28,115,540	12.61
3	Lor Seng Thee	5,135,040	2.30
4	Lor Eng Huat	5,000,000	2.24
5	Lo Pong Kiat @ Lor Hong Ling	4,180,050	1.87
6	M.Azlan Bin Mohd Noh	4,100,000	1.83
7	Kwan Suk Yee	3,612,700	1.62
8	Lor Moong Thing	3,229,000	1.44
9	Mohamed Nizam Bin Abdul Razak	3,050,000	1.36
10	Lau Kok Han @ Lau Sea Huan	3,034,640	1.36
11	Cheng Tai Wai	3,000,000	1.34
12	Lor Moong Sih	3,000,000	1.34
13	Mercsec Nominees (Tempatan) Sdn Bhd <i>Pledge Securities Account For Kee Chit Huei</i>	2,870,000	1.28
14	Tan Chin Ming	2,339,040	1.05
15	Chen Hean Tin	1,970,000	0.88
16	Lee Chin Hooi	1,712,900	0.76
17	Yong Yuen Ling	1,701,600	0.76
18	Tan May Yee	1,609,200	0.72
19	Chen Lee Li	1,520,000	0.68
20	Tan Siew Tyan	1,352,420	0.61



Share Capital

Authorised	:	RM25,000,000
Issued and fully paid up	:	RM22,300,000
Type of shares	:	Ordinary shares of RM 0.10 each
Voting rights	:	One vote per shareholder on a show of hands One vote per ordinary share on a poll
Number of shareholders	:	1,491

Analysis of Shareholdings

Size of Holdings	No of Share Holders	%
Less than 100	2	0.13
100 to 999 shares	10	0.67
1,000 - 4,999	1,034	69.35
5,000 - 10,000	190	12.74
10,001 - 100,000	192	12.88
100,001 - 1,000,000	37	2.48
Above 1,000,000	26	1.74
Total	1,491	100

List of Substantial Shareholders as Per Register of Substantial Shareholders

Name	No. of Shares held			
	Direct	%	Indirect	%
Tan Siew Chin	112,118,140	50.28	32,257,810	14.47 ¹
Chen Lee Chew	28,115,540	12.61	115,809,600	51.93 ²
Tan Chin Ming	2,339,040	1.05	142,036,910	63.69 ³
Tan Siew Tyan	1,352,420	0.61	143,023,530	64.14 ⁴
Lim Siok Eng	450,810	0.20	115,809,600	51.93 ⁵

Notes:

1. Deemed interested as per Section 6A of the Act, by virtue of his wife's Chen Lee Chew, his brother's, Tan Siew Tyan, his sister's, Tan Chin Ming, and his sister-in-law's, Lim Siok Eng, shareholdings.
2. Deemed interested as per Section 6A of the Act, by virtue of her husband's Tan Siew Chin, her brother-in-law's, Tan Siew Tyan, her sister-in-law's, Tan Chin Ming, shareholdings.
3. Deemed interested as per Section 6A of the Act, by virtue of her brothers', Tan Siew Chin and Tan Siew Tyan, and sisters-in-law's, Chen Lee Chew and Lim Siok Eng, shareholdings.
4. Deemed interested as per Section 6A of the Act, by virtue of his brother's Tan Siew Chin, his sister's, Tan Chin Ming, and sister-in-law's, Chen Lee Chew and Lim Siok Eng, shareholdings.
5. Deemed interested as per Section 6A of the Act, by virtue of her brother-in-law's, Tan Siew Chin and Tan Siew Tyan, and her sister-in-law's, Tan Ching Ming, shareholdings.

LIST OF PROPERTIES



Registered Owner	Beneficial Owner	Title No./ Location	Description	Tenure/ Date of Expiry of Leasehold Land	Approximate Age of Building (years)	Land Area (sq. ft.)	NBV as at 31 December 2004 RM	Date of Last Revaluation
Oceancash Holdings Sdn Bhd (OHSB)	Oceancash Felts Sdn Bhd (OFSB)	H.S. (D) 52918 P.T. No. 41067 Town of Bandar Baru Bangi, District of Ulu Langat, State of Selangor/ Lot 73 Jalan P10/21, Taman Industri Selaman, Seksyen 10, 43650 Bandar Baru Bangi, Selangor	Single -storey factory separated into two (2) sections by a metal road ¹	Leasehold 99 years / 19 August 2098	2	105,790	5,791,169	1 November 2002
Oceancash Holdings Sdn Bhd	Oceancash Nonwoven Sdn Bhd (ONW)	H.S. (D) 52918 P.T. No. 41067 Town of Bandar Baru Bangi, District of Ulu Langat, State of Selangor/ Lot 73 Jalan P10/21, Taman Industri Selaman, Seksyen 10, 43650 Bandar Baru Bangi, Selangor	Two-storey office block and single-storey factory building ¹	Leasehold 99 years / 19 August 2098	2	108,930	5,705,110	1 November 2002

Note:

- 1 Under the Trust Deed dated 9 October 2002 entered into between OHSB as trustee and ONW and OFSB, both as beneficiaries, wherein OHSB who is the registered owner of the Bangi Land declared a trust over the Bangi Land for the benefit of ONW and OFSB. Pursuant thereto, OHSB acknowledge that ONW is the absolute beneficial owner of 50.73% interest in the Bangi Land and OFSB is the absolute beneficial owner of 49.72% interest in the Bangi Land.

LIST OF SUBSIDIARY COMPANIES

AS AT 31 DECEMBER 2004

Name of Company	2004	2003	Principal Activities
Oceancash Nonwoven Sdn Bhd (501722-K)	100%	-	Manufacturing and trading of nonwoven products.
Oceancash Felts Sdn Bhd (383427-W)	87.8	-	Manufacturing and distribution of felts.



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of the Company will be held at Penang Room, Level 1, Putrajaya Marriott Hotel, IOI Resort, 62505 Putrajaya, Selangor Darul Ehsan on Tuesday, 24 May 2005 at 10.00 a.m. for the following purposes:-

AGENDA

- | | |
|---|--------------|
| 1. To table the Audited Financial Statements for the financial year ended 31 December 2004 together with the Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2. To approve the payment of Directors' Fees of RM49,500/- for the financial year ended 31 December 2004. | Resolution 2 |
| 3. To consider and if thought fit, to re-elect the following directors pursuant to Article 94 of the Company's Articles of Association:- | |
| 3.1. Mr Lo Pong Kiat @ Lor Hong Ling | Resolution 3 |
| 3.2. Mr Tan Siew Tyan | Resolution 4 |
| 3.3. Mr Han Swan Kwong @ Adrian Han | Resolution 5 |
| 3.4. Ms Chan Soo Wah | Resolution 6 |
| 3.5. Madam Chen Lee Chew | Resolution 7 |
| 4. To re-appoint Messrs. Monteiro & Heng as Auditors of the Company and to authorise the directors to fix their remuneration. | Resolution 8 |
| 5. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an ordinary resolution:- | Resolution 9 |
| <p>"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant governmental and/or regulatory authorities, approval be and is hereby given for the directors to exercise, pursuant to Section 132D of the Companies Act, 1965, the power to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued capital of the Company and that such approval shall continue in force until the conclusion of the next Annual General Meeting of the Company."</p> | |

BY ORDER OF THE BOARD

Margaret Pelly (LS04402)
Lin Moi Heyang (MAICSA 7006243)
Secretaries

Kuala Lumpur
Dated : 29 April 2005



NOTES:-

- i. A proxy may but need not be a member of the Company and the provisions of section 149(1)(a) and (b) of the Act shall not apply to the Company.
- ii. To be valid this form duly completed must be deposited at the registered office of the Company at Lot 73, Jalan P10/21 Taman Industri Selaman, 43650 Bandar Baru Bangi, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- iii. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- iv. Where a member is an Authorised Nominee as defined under the Rules, it may appoint at least one (1) proxy in respect of each Securities Account it holds with securities standing to the credit of the said Securities Account.
- v. If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- vi. Unless otherwise instructed, the proxy may vote as he thinks fit.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution pursuant to Section 132D of the Companies Act, 1965.

The proposed Ordinary Resolution, under item (5) if passed, will empower the directors to issue shares in the Company up to an amount not exceeding 10% of the total issued share capital of the Company for such purposes as the directors consider would be in the interest of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval.

OCEANCASH PACIFIC BERHAD

(Company No. : 590636-M)

(Incorporated In Malaysia)

PROXY FORM

I/We, NRIC No.:

of

being a member/members of the abovenamed Company, hereby appoint.....

.....of.....

.....or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Penang Room, Level 1, Putrajaya Marriot Hotel, IOI Resort, 62505 Putrajaya, Selangor Darul Ehsan on Tuesday, 24th May 2005, at 10.00 a.m. and at any adjournment thereof in the manner indicated below:-

Resolutions	Number	For	Against
Adoption of Financial Statements and Reports	1		
Directors' fees	2		
Re-election of Directors of the Company:-			
- Mr Lo Pong Kiat @ Lor Hong Ling	3		
- Mr Tan Siew Tyan	4		
- Mr Han Swan Kwong @ Adrian Han	5		
- Ms Chan Soo Wah	6		
- Madam Chen Lee Chew	7		
Re-appointment of Auditors	8		
Authority to issue shares pursuant to Section 132D	9		

Please indicate with an "X" in the appropriate box against the resolution how you wish your proxy to vote. If no instruction is given, this form will be taken to authorise the proxy to vote at his/her discretion.

Number of Shares	
------------------	--

.....
Date :

.....
Signature

Notes:-

- A proxy may but need not be a member of the Company and the provisions of section 149(1)(a) and (b) of the Act shall not apply to the Company.
- To be valid this form duly completed must be deposited at the registered office of the Company at Lot 73, Jalan P10/21 Taman Industri Selaman, 43650 Bandar Baru Bangi, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an Authorised Nominee as defined under the Rules, it may appoint at least one (1) proxy in respect of each Securities Account it holds with securities standing to the credit of the said Securities Account.
- If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- Unless otherwise instructed, the proxy may vote as he thinks fit.

Affix Stamp

OCEANCASH PACIFIC BERHAD

(Company No : 590636-M)
Lot 73, Jalan P10/21
Taman Industri Selaman,
43650 Bandar Baru Bangi
Selangor Darul Ehsan