ANNUAL REPORT 2003

PETALING TIN BERHAD (324 - H)

INCORPORATED IN MALAYSIA

CONTENTS

CHAIRMAN'S STATEMENT

DEAR SHAREHOLDERS, ON BEHALF OF THE BOARD OF DIRECTORS, I HEREBY PRESENT THE ANNUAL REPORT & AUDITED FINANCIAL STATEMENTS OF PETALING TIN BERHAD ("PTB" OR "THE COMPANY" OR "THE GROUP") FOR THE FINANCIAL YEAR ENDED 31 OCTOBER 2003.

FINANCIAL RESULTS

For the financial year under review, the Group registered an operating revenue of RM18.3 million and a loss before taxation of RM4.2 million as compared to previous year's revenue of RM84.8 million and RM24.8 million profit before taxation.

The decline in the Group's financial results is mainly attributed to overall lower sales achieved for the Group's development properties and the revision of budgeted development cost for the development properties of Desa Bukit Indah (formerly known as Desa Bukit Magilds) in Sungai Buloh, Selangor.

DIVIDEND

No dividend was paid during the year and the Board does not recommend any dividend payment for the financial year under review.

CORPORATE DEVELOPMENTS

On 14 January 2003, the Board announced that the Company has decided to apply to the United Kingdom Listing Authority to discontinue its listing from the London Stock Exchange ("LSE"). The Company was officially delisted from the LSE with effect from 14 February 2003 and the delisting has no material financial effect on the Company.

FUTURE OUTLOOK

Year 2003 was marked by negative events such as the war in Iraq and the outbreak of Severe Acute Respiratory Syndrome (SARS) which brought about weaker global economic conditions. However, the country's economy has since recovered well with the help of the Government's broad-based economic stimulus package to achieve a remarkable GDP growth of 5.2%. The outlook in the coming financial year 2004 is envisaged to be more favourable in the light of continuing improvement in the economy, supported by the Government's pragmatic macroeconomic management policies and proactive growth measures to stimulate consumer spending and domestic consumption, maintain a high employment rate and attract foreign direct investments.

In tandem with the country's positive economic outlook, the property market is currently showing signs of recovery with renewed consumer interest in particularly residential housing. In view that the residential sector remains as the catalyst of the property industry, the Group will continue to strategise and implement competitive measures to capitalise on the growing demand for residential properties.

ACKNOWLEDGEMENT

On behalf of the Board and the Company, I would like to take this opportunity to express our sincere appreciation to the management and staff of the Group for their contribution, undivided dedication and commitment.

The Board of Directors also wishes to extend its heartfelt gratitude and appreciation to all shareholders, valued customers, business associates and various Government authorities for their continued trust and confidence in the Group.

Datuk Haji Jaafar Bin Abu Bakar
Chairman
1 March 2004

CHIEF EXECUTIVE OFFICER'S STATEMENT

DEAR SHAREHOLDERS, I HEREBY REPORT ON THE GROUP'S PERFORMANCE & OPERATIONS FOR THE FINANCIAL YEAR ENDED 31 OCTOBER 2003.

FINANCIAL REVIEW

The Group registered a lower operating revenue of RM18.3 million as compared to the previous year's result of RM84.8 million. With the decrease in its operating revenue, the Group recorded a loss before taxation of RM4.2 million as compared to the preceding year's profit before taxation of RM24.8 million. The weaker performance was due to lower sales during the year under review and the revision of budgeted development cost for the property development in Desa Bukit Indah (formerly known as Desa Bukit Magilds), Sungai Buloh, Selangor.

Nevertheless, shareholders' funds as at the financial year-end increased by RM4.0 million to RM388.8 million on the back of a revaluation surplus on the Group's investment properties. This increase results in a marginal improvement in its net tangible assets backing per share from RM1.11 to RM1.12.

OPERATIONAL REVIEW

As reported in our previous years' annual report, the Group had successfully launched two phases of double storey link houses in Desa Bukit Indah, Sungai Buloh, Selangor in 2001 and 2002 respectively. This medium-cost residential development, comprising 235 units had contributed a total sales value of RM38.7 million for the Group. The Group has successfully completed the construction of these residential properties with vacant possession delivered to the purchasers ahead of schedule.

During the financial year under review, the Group had managed to secure buyers for some of its previously completed unsold properties. These properties comprising double storey semi-detached houses, industrial lots and double storey shopoffices had contributed a total sales value of RM5.3 million to the Group.

PROSPECTS IN 2004

The economic stimulus package introduced by the Government in 2003 had been effective in reviving the country's economy and the property industry has shown signs of recovery. With the current property market primarily driven by the residential sector, the Group will pool its resources and focus on developing several of its residential projects. High on the Group's priorities is the proposed launching of our double storey link houses and townhouses project in Taman Kelab Ukay, Ulu Kelang, Selangor in the first half of 2004. These 237 units of residential properties are expected to generate total sales value of RM68.2 million.

Also in the pipeline are the launches of more double storey link houses in Desa Bukit Indah, Sungai Buloh. These medium-cost landed residential properties, totaling 97 units, are expected to further contribute RM22.0 million of revenue to the Group. In addition to constructing medium to high-end residential properties, the Group has not forgotten its social responsibility towards providing affordable housing for the low-income earners. As such, the Group is planning to launch some 150 units low cost homes in Desa Bukit Indah in 2004. To date, earthworks for these development are near completion.

The Group continues to enjoy a significant landbank of good quality properties whilst adopting a conservative gearing policy and maintaining a healthy balance sheet.

CONCLUSION

On behalf of the Board, I wish to extend our sincere appreciation and gratitude to our management and staff for their loyalty, untiring commitment and dedication. To our shareholders, customers and business associates, I am grateful for your confidence and continued support to the Group throughout the financial year.

Dr Chen Lip Keong
Chief Executive Officer
1 March 2004

CORPORATE INFORMATION

BOARD OF DIRECTORS

Datuk Haji Jaafar Bin Abu Bakar
Chairman

Tan Sri Dr Chen Lip Keong
Chief Executive Officer

Datuk Wan Kassim Bin Ahmed

Mr Lai Gin Nyap

Mr Tiang Chong Seong

COMPANY SECRETARIES

Ms Lorraine Khoo Bee Kim
MAICSA 7008856

Ms Chen Sai Liung
MAICSA 7034273

AUDIT COMMITTEE

Datuk Haji Jaafar Bin Abu Bakar
Chairman

Datuk Wan Kassim Bin Ahmed

Mr Lai Gin Nyap

NOMINATION COMMITTEE

Datuk Haji Jaafar Bin Abu Bakar
Chairman

Datuk Wan Kassim Bin Ahmed

REMUNERATION COMMITTEE

Datuk Haji Jaafar Bin Abu Bakar
Chairman

Datuk Wan Kassim Bin Ahmed

Mr Lai Gin Nyap

AUDITORS

Moore Stephens
8A, Jalan Sri Semantan Satu
Damansara Heights
50490 Kuala Lumpur

BANKERS

Malayan Banking Berhad
Alliance Finance Berhad
Alliance Bank Malaysia Berhad
Bumiputra-Commerce Bank Berhad

SOLICITORS

Zaid Ibrahim & Co.
Zul Rafique & Partners
KH Tan & Chua
Megat Najmuddin Leong & Co.

PRINCIPAL PLACE OF BUSINESS

Level 18, Menara PanGlobal
No. 8, Lorong P. Ramlee
50250 Kuala Lumpur
Telephone : 603 2026 4491
Facsimile : 603 2026 3106

STOCK EXCHANGE LISTING

Main Board of Malaysia Securities Exchange Berhad

REGISTERED OFFICE

Level 19, Menara PanGlobal
No. 8, Lorong P. Ramlee
50250 Kuala Lumpur
Telephone : 603 2026 4491
Facsimile : 603 2026 3106

SHARE REGISTRAR

Lipkland Management And Consultancy Sdn Bhd
Level 19, Menara PanGlobal
No. 8, Lorong P. Ramlee
50250 Kuala Lumpur
Telephone : 603 2031 2377
Facsimile : 603 2031 2327

CORPORATE STRUCTURE

as at 25 February 2004

PETALING TIN BERHAD

Investment Holding & Management Services

Golden Domain Holdings Sdn Bhd
Investment Holding

Ukaylake Country Club Bhd
Dormant

Petaling Ventures Sdn Bhd
Dormant

PTB Clay Products Sdn Bhd
Ceased Operations

Fandison Resources Management Ltd
Investment Holding

Golden Domain Development Sdn Bhd
Investment Holding, Property Investment & Development
(Bandar Domain Project)

Lembah Langat Development Sdn Bhd
Property Investment & Development
(Ulu Kelang Project)

PTB Development Sdn Bhd
Property Development
(Ulu Yam Project)

PTB Horticulture Farm Sdn Bhd
Property Investment & Development
(Bukit Ceylon Project)

Magilds Park Sdn Bhd
Property Development
(Magilds Industrial Park & Desa Bukit Indah Projects)

Majurama Developments Sdn Bhd
Property Development
(Senawang Town Centre Project)

All the above companies are wholly-owned subsidiaries of Petaling Tin Berhad except for Fandison Resources Management Ltd which is a 40% owned associated company.

DIRECTORS' PROFILES

as at 25 February 2004

DATUK HAJI JAAFAR BIN ABU BAKAR

Chairman

- Aged 57, Malaysian
- Non-executive & Independent
- Appointed to the Board on 1 August 1997
- Appointed as Chairman on 25 September 2001
- Chairman of the Audit, Nomination and Remuneration Committees
- Graduated with a Bachelor of Arts (Honours) from University of Malaya in 1969; holds a Masters in Public Policy and Administration from University of Wisconsin, Madison, U.S.A. in 1980 and a Fellow of the Economic Development Institute of the World Bank, Washington D.C.
- Started his career as a Land Administrator in FELDA before joining the Malaysian civil service in 1970; has since served in various senior positions within the Government Departments which included State Development Officer in Penang, Pahang and Kelantan, Deputy General Manager of Central Terengganu Development Authority and South Kelantan Development Authority, Director of Kelantan Land Development Board, General Manager of Kelantan State Economic Development Corporation, Deputy Secretary General of the Ministry of Domestic Trade and Consumer Affairs and Council Member of Malaysian Industrial Development Authority; opted for early retirement from the civil service in 1991; joined Koperasi Usaha Bersatu as Group General Manager of KUB Holdings Berhad ; subsequently took up a position as Executive Director of Damansara Realty Berhad and a year later, served as Managing Director; served as Executive Chairman of Cold Storage (Malaysia) Berhad from 1996 to 1998
- Currently, he is also the President, Chief Executive Officer and director of Uniphoenix Corporation Berhad which is also listed on Malaysia Securities Exchange Berhad (“MSEB”) and a director of FELCRA Berhad

TAN SRI DR CHEN LIP KEONG

Chief Executive Officer

- Aged 56, Malaysian
- Executive & Non-independent
- Appointed to the Board as Chief Executive Officer on 15 April 1997
- A major shareholder of Petaling Tin Berhad (“PTB”). His brother, Mr Chin Chee Kuang is deemed a major shareholder of PTB by virtue of his interest in Emden Investment Limited
- Graduated in medicine and surgery from University of Malaya in 1973 (M.B.B.S. Malaya)
- Has more than 25 years of corporate, managerial and business experience since 1976
- Currently, he is also the President, Chief Executive Officer and director of FACB Resorts Berhad and FACB Industries Incorporated Berhad which are also listed on MSEB

DATUK WAN KASSIM BIN AHMED

Director

- Aged 55, Malaysian
- Non-executive & Independent
- Appointed to the Board on 2 July 2001
- A member of the Audit, Nomination and Remuneration Committees
- Graduated with a Bachelor of Economics (Honours) from University of Malaya in 1973
- Began his career with Messrs Kassim Chan, an audit firm in 1973 before joining Bank Bumiputra Malaysia Berhad; joined Shamelin Berhad for 10 years before starting his own management consultancy firm, United Kadila Sdn Bhd in 1984; served as a Councillor for the Petaling Jaya Town Council between 1987 and 1991; served as a Board member of the Malaysian Tourist Development Board from 1991 to 1995; served as an Executive Chairman of Inter-Fresh (Malaysia) Sdn Bhd between 1988 to 2001; worked as a Consultant and Advisor for several companies due to his experience in financial, marketing, management and wide business contacts and served as Chairman of Kawalan Warisan Rantau Sdn Bhd from 1993 to 2001
- Currently, he is also an independent and non-executive director of FACB Resorts Berhad, FACB Industries Incorporated Berhad and Octagon Consolidated Berhad which are also listed on MSEB and a director of Hartamas Group Berhad

MR LAI GIN NYAP

Chief Operating Officer & Chief Financial Officer

- Aged 36, Malaysian
- Executive & Non-independent
- Appointed to the Board on 15 May 1997
- A member of the Audit and Remuneration Committees
- Graduated with a Bachelor of Accounting (Honours) from University of Malaya in 1992
- Has served as Chief Operating Officer and Chief Financial Officer of PTB since January 2000. Prior to joining PTB in year 2000, he had several years' experience in the areas of finance and corporate finance
- Currently, he is also a director of Ukaylake Country Club Bhd, a wholly-owned subsidiary of PTB

MR TIANG CHONG SEONG

Executive Director

- Aged 48, Malaysian
- Executive & Non-independent
- Appointed to the Board on 28 October 2002
- Graduated with a Diploma in Building Technology from Tunku Abdul Rahman College in 1979
- Has served as Managing Director of the Property Division of PTB since January 2000. Prior to joining PTB, he had a total of 13 years' experience in property development and another 6 years as a manager in charge of project management services in an international management consulting firm
- Currently, he is also a director of Ukaylake Country Club Bhd, a wholly-owned subsidiary of PTB

Other Information

1. *Saved as disclosed, none of the directors have any family relationship with any director and/or major shareholder.*
2. *Except for the following directors, none of the directors have any conflict of interest with the Group:*
    - *Tan Sri Dr Chen Lip Keong by virtue of his interests in privately owned companies and in FACB Resorts Berhad, of which some of its subsidiaries are also involved in property development.*
    - *Datuk Haji Jaafar Bin Abu Bakar by virtue of his interests in privately owned companies and in Uniphoenix Corporation Berhad, of which some of its subsidiaries are also involved in property development.*

    However, the said companies are not in direct competition with the business of the Group.
3. *None of the directors have been convicted for any offences within the past 10 years other than traffic offences.*

STATEMENT ON CORPORATE GOVERNANCE

PREAMBLE

This statement sets out the commitment of the Board to ensure good corporate governance principles within Petaling Tin Berhad. In particular, the Board supports the recommendations set out in the Malaysian Code on Corporate Governance ("the Code"). The Company has complied with the Best Practices in Corporate Governance embodied in Part 2 of the Code and the statement below narrates how the Company has throughout the financial year ended 31 October 2003, applied the principles set out in Part 1 of the Code.

DIRECTORS

The Board

The Company is led and managed by an experienced Board with a wide range of expertise. The Board is primarily responsible for charting the strategic direction of the Group. The Board meets at least four (4) times a year with additional meetings convened as and when necessary. During the financial year, the Board met five (5) times and the attendance record for each director is as follows:

Directors	*Attendance*
Datuk Haji Jaafar Bin Abu Bakar	5/5
Tan Sri Dr Chen Lip Keong	3/5
Datuk Wan Kassim Bin Ahmed	5/5
Mr Lai Gin Nyap	4/5
Mr Tiang Chong Seong	5/5

All directors have attended the Mandatory Accreditation Programme prescribed by Malaysia Securities Exchange Berhad ("MSEB"). The directors will continue to undergo relevant education programmes to further enhance their skills and knowledge on a continuous basis in compliance with the Listing Requirements of MSEB on Continuing Education Programme.

Board Balance

The Board currently has five (5) members comprising three (3) executive directors and two (2) independent non-executive directors. Hence, the Board's composition meets the Listing Requirements of MSEB of having at least one third (1/3) of the membership of the Board comprising independent directors.

Executive directors have direct responsibilities for business operations whilst non-executive directors possess the necessary skill and experience to bring an independent judgement to bear on issues relating to strategy, performance and resources. Collectively, the Board possesses a wide range of business, commercial and financial experience essential in the management and direction of the Group and the number of directors fairly reflect the investment of the shareholders in the Company. The profile of each Director is set out on pages 8 and 9 of the Annual Report.

The roles of the Chairman and the Chief Executive Officer are distinct and separate with their responsibilities clearly defined to ensure a balance of power and authority.

Datuk Haji Jaafar Bin Abu Bakar has been identified as the senior independent non-executive director to whom any concerns may be conveyed.

Supply of Information

The directors have full and unrestricted access to all information pertaining to the Group's business and affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties. There are matters specially reserved for the Board's decision to ensure that the direction and control of the Group is firmly in its hands. Prior to the Board meetings, the directors are provided with the agenda together with Board papers containing relevant reports and information.

All directors have access to the advice and the services of the company secretaries and under appropriate circumstances may obtain independent professional advice at the Company's expense, in furtherance of their duties.

Appointments to the Board
The Board had established a Nomination Committee which is responsible for the assessment of the mix of skills and experience possessed by the Board members and the review of the Board size and composition on an ongoing basis to ensure effectiveness of the Board and the contribution of each director. The Nomination Committee is also responsible for assessing the suitability of proposed candidates for directorships and making recommendations to the Board on new appointments including Board Committees.

The Nomination Committee consists wholly of non-executive and independent directors. The Committee is chaired by Datuk Haji Jaafar Bin Abu Bakar and the other member is Datuk Wan Kassim Bin Ahmed. The Committee met once during the financial year.

Re-election
In accordance with the provisions of the Articles of Association of the Company, all directors are subject to retirement from office at least once in every three (3) years, but shall be eligible for re-election. The Articles also provide that any director appointed during the year is required to retire and seek re-election at the following Annual General Meeting immediately after such appointment.

DIRECTORS' REMUNERATION

The Level and Make-up of Remuneration
The remuneration framework for executive directors has an underlying objective of attracting and retaining directors needed to run the Company successfully. Remuneration packages of executive directors are structured to commensurate with corporate and the individual’s performance. In respect of non-executive directors, the level of remuneration reflects the experience and level of responsibilities undertaken by the individual concerned.

Procedure
The Board had established a Remuneration Committee to review and recommend to the Board the remuneration package of the executive directors and the determination of remuneration packages of non-executives is a matter for consideration by the Board as a whole. The individuals concerned are required to abstain from discussions pertaining to their own remuneration packages.

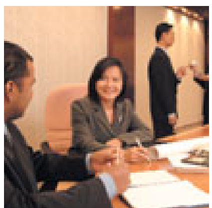
The Remuneration Committee, comprising mainly non-executive directors, is chaired by Datuk Haji Jaafar Bin Abu Bakar. The other members include Datuk Wan Kassim Bin Ahmed and Mr Lai Gin Nyap. The Committee met once during the financial year.

The Remuneration Committee considers information available from surveys conducted by human resource consultants in reviewing the individual elements of remuneration packages and has also considered packages offered by comparable companies.

Disclosure
Details of the directors’ remuneration for the financial year are as follows:

The aggregate remuneration of directors categorised into appropriate components.

	Fees *RM*	*Salaries* *RM*	*Others* *RM*	*Total* *RM*
Executive	-	780,000	200,630	980,630
Non-executive	180,000	-	-	180,000
	180,000	780,000	200,630	1,160,630



The number of directors whose total remuneration falls within the following bands.

Range of Remuneration (RM)	*Executive*	*Non-executive*
0 - 50,000	-	-
50,001 - 100,000	-	1
101,000 - 150,000	-	1
151,000 - 200,000	-	-
201,000 - 250,000	-	-
251,000 - 300,000	-	-
301,000 - 350,000	3	-
	3	2

The above disclosure is in compliance with the Listing Requirements of MSEB. Nevertheless, it represents a departure from the Principles of Corporate Governance of the Code which prescribes individual disclosure of directors' remuneration packages. The Board is of the view that the transparency and accountability aspects of corporate governance have been sufficiently served by the band disclosure made.

SHAREHOLDERS

Dialogue between Company and Investors

The Company recognises the importance of keeping shareholders and investors informed of the Group's business and corporate developments. Such information is disseminated via annual reports, quarterly financial results, circulars to shareholders and the various announcements released from time to time.

The Annual General Meeting ("AGM")

The AGM serves as a principal forum for dialogues with shareholders where the Board presents the operations and performance of the Group. During the meeting, shareholders are given every opportunity to enquire and comment on matters relating to the Group's business and performance. The Chairman and members of the Board are available to respond to shareholders' queries during the AGM.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board is responsible for ensuring a balanced and understandable assessment of the Group's position and prospects through the annual financial statements and quarterly announcements to shareholders. The Audit Committee assists the Board by reviewing the disclosure information to ensure completeness, accuracy and validity. A full Directors' Responsibility Statement is set out on page 13 of the Annual Report.

Internal Control

The Statement on Internal Control set out on pages 14 and 15 of the Annual Report provides an overview of the Group's approach in maintaining a sound system of internal control to safeguard shareholders' investment and the Group's assets.

Relationship with the Auditors

The Board via the establishment of an Audit Committee, maintains a formal and transparent relationship with the Group's auditors. The roles of the Audit Committee in relation to the auditors are detailed on pages 16 and 17 of the Audit Committee Report in the Annual Report.

This statement is made in accordance with a resolution of the Board passed on 19 February 2004.

STATEMENT OF DIRECTORS' RESPONSIBILITY

This statement is made pursuant to paragraph 15.27(a) of Chapter 15 of the Listing Requirements of Malaysia Securities Exchange Berhad.

The provisions of the Companies Act, 1965 requires the directors to be responsible in preparing the financial statements for each financial year which gives a true and fair view of the state of affairs of the Group and the Company and of the results and cash flows of the Group and the Company for the financial year ended 31 October 2003. In complying with these requirements, the directors are responsible for ensuring that proper accounting records are maintained and suitable accounting policies are adopted and applied consistently. In cases whereby judgement and estimates were required, the directors have ensured that these were made prudently and reasonably.

The directors also ensured that all applicable accounting standards have been followed and confirmed that the financial statements have been prepared on a going concern basis.

In addition, the directors are also responsible for safeguarding the assets of the Group and the Company by taking reasonable steps to prevent and detect fraud and other irregularities.

OTHER INFORMATION

MATERIAL CONTRACTS

There were no material contracts entered into by the Company and its subsidiaries involving directors' and major shareholders' interests during the financial year.

SHARE BUY-BACK

During the financial year, there were no share buy-back by the Company.

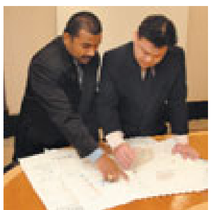
NON-AUDIT FEES

Non-audit fees amounting to RM4,200 were paid to external auditors for the financial year ended 31 October 2003 in respect of their attendance in the Company's Audit Committee Meetings.

RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE NATURE

There were no material recurrent related party transactions of a revenue nature during the year other than those disclosed in the financial statements.

These statements are made in accordance with a resolution of the Board passed on 19 February 2004.



STATEMENT ON INTERNAL CONTROL

PREAMBLE

Pursuant to paragraph 15.27(b) of the Listing Requirements of Malaysia Securities Exchange Berhad, the Board is required to include in its Annual Report, a statement on the state of internal control of the Group. The Malaysian Code on Corporate Governance states that the Board of listed companies should maintain a sound system of internal control to safeguard shareholders' investment and the Group's assets. In making this Statement on Internal Control, it is essential to address the Principles and Best Practices in the Malaysian Code on Corporate Governance which relate to internal control.

RESPONSIBILITY

The Board has overall stewardship responsibility for the Group's system of internal control and for reviewing its adequacy and integrity to safeguard shareholders' investment and the Group's assets. However, it should be noted that in any system of internal control, it is designed to manage rather than eliminate the risk of failure to achieve corporate objectives. Accordingly, it can only provide reasonable but not absolute assurance against material misstatement or loss. The associated company has not been dealt with as part of the Group for the purpose of this statement.

INTERNAL CONTROL SYSTEM

The embedded control system is designed to facilitate achievement of the Group's corporate objectives. It comprises the underlying control environment, control processes, communication and monitoring system which manifest themselves as follows:

- Organisational structure with formally defined lines of responsibility, delegation of authority, segregation of duties and information flow. The Board has delegated to Executive Management the implementation of the system of internal control but maintains full control and direction over appropriate strategic, financial, organisational and compliance issues. The Executive Management convenes meetings regularly to discuss its strategic business agenda while ensuring that the Board is properly apprised in order to maintain effective supervision over the entire operations.
- Well documented internal operating policies and procedures have been established, periodically reviewed and kept updated in accordance with changes in the operating environment.
- Comprehensive budgeting process for major operating units with periodical monitoring of performance so that major variances are followed up and management action taken.
- Functional limits of authority for revenue and capital expenditure of all operating units. These commitment authority thresholds, working in tandem with budgeting and payment controls, serve to facilitate the approval process whilst keeping potential exposure in check.
- Detailed justification and approval process for major expenditures to ensure congruence with Group's strategic objectives.
- Framework for computerised information system spearheaded by an IT Steering Committee to streamline hardware and software regulations and guidelines for system integrity, effectiveness and efficiency.
- Independent appraisals by internal auditors to ensure ongoing compliance with policies, procedures and legislation whilst assessing the effectiveness of the Group's system of financial, compliance and operational control.

RISK MANAGEMENT FRAMEWORK

Besides primary ownership over effectiveness of the Group's internal control system, the Board recognises its responsibility over the principal risks of various aspects of the Group's business. For long term viability of the Group, it is crucial to achieve a critical balance between risks incurred and potential returns.

In response to the above challenge, the Group has, during the year under review, completed an in-house structured risk management framework, thereby laying the foundation for an on-going process for identifying, evaluating, treating, reporting and monitoring the significant risks faced by the Group.

Taking cognisance of the control and cultural environment, the Group has adopted an approach which involves the creation of an adequately mandated Risk Advisory Committee to drive the process whilst focusing on the critical business agenda on the Board's behalf. The Risk Advisory Committee comprising senior management personnel responsible, inter alia, for internal policy communications, acquiring risk management skills, developing skills through education and training, and ensuring adequate scale of recognition, rewards and sanctions was set up on 26 March 2002.

With the above foundation in place, the Risk Advisory Committee commenced formal establishment of key business units' objectives supporting the Group's strategic mission. Brainstorming sessions were held to assess the risks affecting its business objectives. In particular, the Risk Advisory Committee identified and categorised the key business risks to highlight its source, event and consequences and thereafter, scored, to reflect both, the likelihood of its occurrence and the magnitude of its impact. These were captured in a risk register to facilitate subsequent treatment and monitoring.

During the year, quarterly monitoring reviews were conducted to reassess risk and the effectiveness of controls to manage such risks and its results, duly reported to the Board.

INTERNAL AUDIT

An in-house Internal Audit function supports the Audit Committee, and by extension, the Board, by providing reasonable independent assurance on the effectiveness of the Group's system of internal control.

In particular, Internal Audit appraises and contributes towards improving the Group's risk management and control system and reports to the Audit Committee on a quarterly basis. The Internal Audit work plan, which reflects the risk profile of the Group's major business sectors, is routinely reviewed and approved by the Audit Committee.

INTERNAL CONTROL ISSUES

Management maintains an on-going commitment to strengthen the Group's control environment and processes. During the year, there were no material losses caused by breakdown in internal control.

This statement is made in accordance with a resolution of the Board passed on 19 February 2004.

AUDIT COMMITTEE REPORT

COMPOSITION

Members of the Audit Committee, their respective designations and directorships are as follows:

Datuk Haji Jaafar Bin Abu Bakar *(Chairman, Independent Non-Executive)*

Datuk Wan Kassim Bin Ahmed *(Member, Independent Non-Executive)*

Mr Lai Gin Nyap *(Member, Executive)*

TERMS OF REFERENCE

Purpose
The primary objective of the Audit Committee (as a standing committee of the Board) is to assist the Board in the effective discharge of its fiduciary responsibilities for corporate governance, timely and accurate financial reporting and development of sound internal control.

Reporting Responsibilities
The Audit Committee will report to the Board on the nature and extent of the functions performed by it and may make such recommendations to the Board on any audit and financial reporting matters as it may think fit.

Attendance At Meetings
The Head of Finance, Head of Internal Audit and a representative of the External Audit shall normally attend meetings. Other officers may be invited to brief the Audit Committee on issues that are incorporated into the agenda. The Company Secretary shall be the secretary of the Committee.

Frequency Of Meetings
The Audit Committee shall meet at least four (4) times in a financial year with due notice of issues to be discussed and shall record its conclusions in discharging its duties and responsibilities. The Committee may meet with the external auditor without the executive board members present, whenever deemed necessary.

During the financial year ended 31 October 2003, the Audit Committee held a total of five (5) meetings. The details of attendance of the Committee members are as follows:

Committee Members	*Attendance*
Datuk Haji Jaafar Bin Abu Bakar	5/5
Datuk Wan Kassim Bin Ahmed	5/5
Mr Lai Gin Nyap	3/5

Quorum
The quorum for a meeting shall be two (2) members of whom a majority shall be independent directors.

Authority
The Audit Committee shall have the authority to investigate any matter within its terms of reference and the resources which are required to perform its duties. The Committee shall have full and unrestricted access to both internal and external auditors and to all employees of the Group. The Committee may, with the approval of the Board, obtain independent professional or other advice, if necessary.

Duties
The duties of the Audit Committee include the following:
• to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal
• to dicuss with the external auditor before the audit commences, the nature and scope of the audit

- to review the quarterly and year end financial statements of the Company, focusing on:
  - any changes in accounting policies and practices
  - major judgmental areas
  - significant adjustments arising from the audit
  - the going concern assumption
  - compliance with accounting standards and other legal requirements
- to discuss problems and reservations arising from the interim and final audits and any matter the auditor may wish to discuss (in the absence of management, where necessary)
- to review the external auditor's management letter and management's response
- to review the adequacy of the scope, functions and resources of the internal audit function
- to review the internal audit programmes and results of the internal audit process and when necessary ensure that appropriate action is taken on the recommendations of the internal audit function
- to review any appraisal or assessment of the performance of members of the internal audit function
- to approve any appointment or termination of senior staff members of the internal audit function
- to inform itself of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning
- to consider any related party transactions that may arise within the Company or Group
- to consider the major findings of internal investigations and management's response
- to consider other topics, as defined by the Board
- where the Audit Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements of Malaysia Securities Exchange Berhad ("MSEB"), the Audit Committee must promptly report such matter to MSEB

SUMMARY OF AUDIT COMMITTEE ACTIVITIES

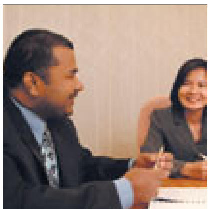
In discharging its responsibilities for the financial year, the Audit Committee, in particular:
- reviewed the quarterly and year end financial statements and made recommendations to the Board
- deliberated over the internal audit and compliance reports
- reviewed and assisted in the development and implementation of sound and effective internal control and business system within the Group
- discussed and reviewed with the external auditors the results of their examination, their auditors' report and management letters in relation to the audit and accounting issues arising from the audit
- reviewed the Company's compliance with regards to the Listing Requirements of MSEB and compliance with updates of new developments on accounting standards issued by the Malaysian Accounting Standards Board

INTERNAL AUDIT FUNCTION

The Audit Committee is supported by an Internal Audit Department which reports functionally to the Committee and is independent of the activities they audit.

During the financial year, the Internal Audit Department carried out, inter alia, the following activities:
- formulated and agreed with the Audit Committee on the audit plan, strategy and scope of work
- reviewed compliance with internal policies, procedures and standards, relevant external rules and regulations, as well as assessed the adequacy and effectiveness of the Group's internal control system
- analysed and assessed certain key business processes, report findings, and made recommendations to improve their effectiveness and efficiency
- assisted the Board and management on the implementation of the Malaysian Code on Corporate Governance
- other on-going assurance and advisory work to the Board and management

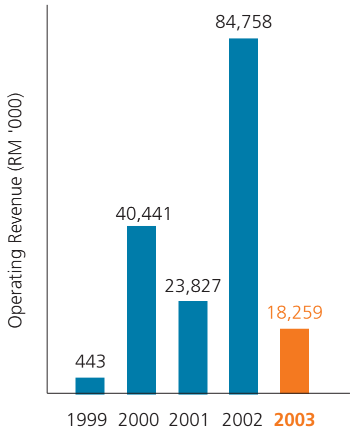
This statement is made in accordance with a resolution of the Board passed on 19 February 2004.

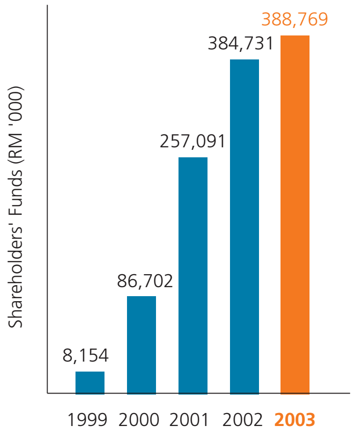


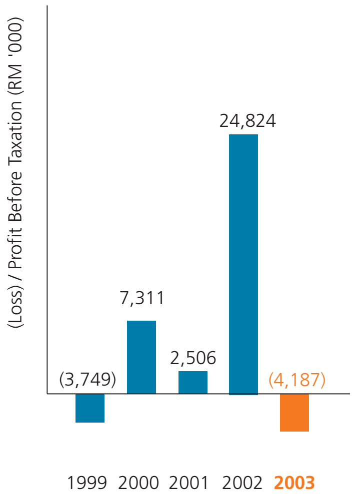
FIVE YEARS' COMPARATIVE RESULTS

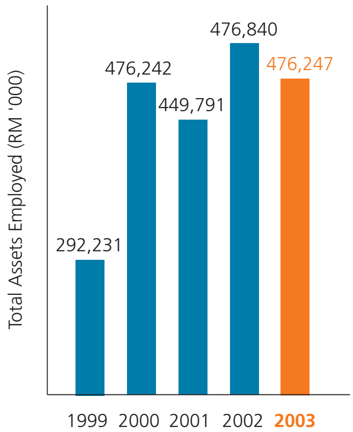
	2003	2002	2001	2000	1999
Operating revenue (RM'000)	18,259	84,758	23,827	40,441	443
(Loss) / Profit before taxation (RM'000)	(4,187)	24,824	2,506	7,311	(3,749)
(Loss) / Profit after taxation (RM'000)	(3,521)	15,453	589	4,331	(3,757)
Shareholders' funds (RM'000)	388,769	384,731	257,091	86,702	8,154
Total assets employed (RM'000)	476,247	476,840	449,791	476,242	292,231
Net tangible assets (RM'000)	385,965	381,647	257,091	86,702	8,134
Gearing ratio (times)*	– **	– **	– **	0.04	1.76
Net tangible assets per share (RM)	1.12	1.11	1.04	0.86	0.40
(Loss) / Earnings per share (sen)					
Basic	(1.0)	5.9	0.4	5.3	(10.7)
Fully diluted	–	4.5	0.2	1.9	–

* *calculated based on bank borrowings (excluding ICULS) over shareholders' funds*
** *negligible*











FINANCIAL STATEMENTS

DIRECTORS' REPORT

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the year ended 31 October 2003.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding and providing management services. The principal activities of the subsidiary companies are disclosed in note 3 to the financial statements. There have been no significant changes in the nature of these activities during the year.

RESULTS

	GROUP RM	COMPANY RM
Net loss after taxation	(3,521,431)	(2,501,278)

DIVIDENDS

No dividend has been paid or declared by the Company since the end of previous financial year and the Directors do not recommend any dividend payment for the current financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the year other than those mentioned 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 provisions for doubtful debts, and have satisfied themselves that there were no known bad debts and that no provision for doubtful debts is required.

At the date of this report, the Directors are not aware of any circumstances which would require the writing off of bad debts, or a provision 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 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 have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances which would render the values attributed to the current assets in the 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 method 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 or of the Company which 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 or of the Company which has arisen since the end of the financial year.

No contingent liability or other liability of the Group or 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 or of the Company to meet their 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 of the Company which would render any amount stated in the financial statements misleading.

ITEMS OF AN UNUSUAL NATURE

In the opinion of the Directors:

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

ii) 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 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

During the year, no new issue of shares was made by the Company.

IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS 2000/2010 ("ICULS")

There were no ICULS converted into new ordinary shares of the Company during the financial year.

The terms of issue of the ICULS are as disclosed in note 23 to the financial statements.

DETACHABLE WARRANTS 2000/2010 ("WARRANTS")

The Detachable Warrants 2000/2010 of the Company were issued on 2 February 2000 and are constituted by a Deed Poll dated 18 January 2000 executed by the Company. The salient features of the Warrants are as follows:

a) each Warrant will entitle its registered holder to subscribe for one new ordinary share of RM1.00 each in the Company at the exercise price of RM1.16 per new ordinary share by payment in cash during the exercise period;

b) exercise of the Warrants will be allowed at any time up to the expiry of 10 years following the date of issue; and

c) the new ordinary shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issue, rank pari passu in all respect with the existing ordinary shares in the Company except that they shall not be entitled to any rights allotment or other distribution declared or distributed, the record date of which is on or before the date of exercise of the Warrants. In addition, these new shares shall not be entitled to any dividends declared in respect of a prior financial year or interim dividends the record date of which is on or before the date of exercise of the Warrants. For the purpose hereof, record date means the date as at the close of business on which shareholders must be registered as members of the Company in order to participate in any dividends, rights, allotments or any other distributions.

There were no Warrants exercised during the financial year.

DIRECTORS OF THE COMPANY

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

Datuk Haji Jaafar Bin Abu Bakar
Tan Sri Dr. Chen Lip Keong
Datuk Wan Kassim Bin Ahmed
Lai Gin Nyap
Tiang Chong Seong

DIRECTORS' INTEREST IN SHARES AND WARRANTS

Particular of Directors' interest in the shares and Warrants of the Company during the financial year according to the registers required to be kept under Section 134 of the Companies Act, 1965 are as follows:

	Number of Ordinary Shares of RM1.00 Each			
	At 01.11.2002	**Acquired**	**Disposed**	**At 31.10.2003**
Direct Interest				
Datuk Haji Jaafar Bin Abu Bakar	5,000	–	–	**5,000**
Tan Sri Dr. Chen Lip Keong	101,038,543	–	(934,300)	**100,104,243**
Lai Gin Nyap	5,000	–	–	**5,000**
Indirect Interest Held Through Corporations In Which The Directors Have Interests				
Tan Sri Dr. Chen Lip Keong	30,537,179	–	–	**30,537,179**

	Number of Warrants			
	At 01.11.2002	Allotted	Disposed	At 31.10.2003
Direct Interest				
Datuk Haji Jaafar Bin Abu Bakar	2,000	–	–	**2,000**
Tan Sri Dr. Chen Lip Keong	10,217,048	–	–	**10,217,048**
Lai Gin Nyap	2,000	–	–	**2,000**

The exercise price of Warrants has been determined at RM1.16 for each new ordinary shares of RM1.00 of the Company.

The Directors who have substantial interests in the shares of the Company are also deemed to have interest in the shares of the subsidiary companies to the extent that the Company has an interest.

In accordance with Article 80 of the Company's Articles of Association, Tan Sri Dr. Chen Lip Keong and Mr. Lai Gin Nyap retire from the board at the forthcoming annual general meeting and being eligible offer themselves for re-election.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive any benefit (other than the Directors' remuneration disclosed in note 27(a)(ii) to the financial statements) 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 arrangements whose object is 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. Moore Stephens, have expressed their willingness to continue in office.

On Behalf of the Board

Datuk Haji Jaafar Bin Abu Bakar
Director

Lai Gin Nyap
Director

Kuala Lumpur
25 February 2004

STATEMENT BY DIRECTORS

We, the undersigned, being two of the Directors of the Company, state that in the opinion of the Directors, the accompanying financial statements as set out on pages 26 to 67, are 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 the state of affairs of the Group and of the Company as at 31 October 2003 and of the results of the operations, changes in equity and cash flows of the Group and of the Company for the year ended on that date.

On Behalf of the Board

Datuk Haji Jaafar Bin Abu Bakar
Director

Lai Gin Nyap
Director

Kuala Lumpur
25 February 2004

STATUTORY DECLARATION

I, Lai Gin Nyap, NRIC No.: 680731-08-5493, being the Director primarily responsible for the financial management of the Company, do solemnly and sincerely declare that the financial statements as set out on pages 26 to 67 are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Lai Gin Nyap
Director

Subscribed and solemnly declared at
Kuala Lumpur in the Federal Territory
this 25th day of February 2004

Before me

Nordin Bin Hassan
No: W321
Commissioner for Oaths

REPORT OF THE AUDITORS TO THE MEMBERS

We have audited the financial statements set out on pages 26 to 67.

The preparation of the financial statements are the responsibility of the Company's Directors. Our responsibility is to express an opinion on the financial statements based on our audit.

We conducted our audit in accordance with the approved standards on auditing in Malaysia. These standards require that we plan and perform the audit to obtain all the information and explanations, which we considered necessary to provide us with sufficient evidence to give reasonable assurance that the financial statements are free of material misstatement. Our audit includes examining, on a test basis, evidence relevant to the amounts and disclosures in the financial statements. Our audit includes an assessment of the accounting principles used and significant estimates made by the Directors as well as evaluating the overall adequacy of the presentation of information in the financial statements. We believe our audit provides a reasonable basis for our opinion.

In our opinion:

a) the financial statements have been prepared in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia so as to give a true and fair view of:

   i) the matters required by Section 169 of the Companies Act, 1965, to be dealt with in the financial statements of the Group and of the Company; and

   ii) the state of affairs of the Group and of the Company as at 31 October 2003 and of the results of the operations, changes in equity and cash flows of the Group and of the Company for the year ended on that date;

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

Our auditors' reports on the financial statements of the subsidiary companies were not subject to any qualification and did not include any comment made under Section 174(3) of the Companies Act, 1965.

Moore Stephens
Chartered Accountants
(AF.0282)

Chong Kwong Chin
707/04/04 (J/PH)
Partner

Kuala Lumpur
25 February 2004

BALANCE SHEETS

as at 31 October 2003

	NOTE	GROUP 2003 RM	GROUP 2002 RM	COMPANY 2003 RM	COMPANY 2002 RM
NON-CURRENT ASSETS					
Property, plant and equipment	2	**5,844,445**	6,756,674	**115,344**	225,043
Investments in subsidiary companies	3	**–**	–	**186,555,003**	186,555,003
Interest in associated companies	4	**–**	–	**–**	–
Investment properties	5	**93,385,500**	87,638,700	**–**	–
Deferred land and development expenditure	6	**152,284,065**	151,404,373	**–**	–
Capital work-in-progress	7	**10,140,981**	10,140,292	**–**	–
Goodwill on consolidation	8	**2,804,000**	3,084,400	**–**	–
		264,458,991	259,024,439	**186,670,347**	186,780,046
CURRENT ASSETS					
Land and development expenditure	6	**105,093,518**	107,935,604	**–**	–
Inventories	9	**13,224,266**	17,744,978	**–**	–
Short term investments	10	**444,592**	447,672	**442,611**	445,691
Trade receivables	11	**85,783,341**	87,143,840	**–**	–
Other receivables, deposits and prepayments	12	**1,602,832**	1,279,441	**160,282**	225,021
Amount owing by subsidiary companies	13	**–**	–	**163,349,283**	165,528,335
Amount owing by an associated company	14	**–**	–	**–**	–
Fixed deposits with licensed banks	15	**619,028**	530,850	**50,000**	50,000
Cash and bank balances	16	**5,020,425**	2,732,763	**98,926**	406,510
		211,788,002	217,815,148	**164,101,102**	166,655,557

	NOTE	GROUP 2003 RM	GROUP 2002 RM	COMPANY 2003 RM	COMPANY 2002 RM
CURRENT LIABILITIES					
Trade payables	17	**6,160,512**	6,536,492	**5,009**	7,091
Provisions	18	**6,496,496**	7,720,173	**–**	–
Other payables and accruals	19	**10,890,220**	11,890,616	**4,198,103**	4,342,314
Amount owing to subsidiary company	13	**–**	–	**990,173**	991,319
Hire purchase payable	20	**17,254**	15,437	**17,254**	15,437
Taxation		**28,083,889**	27,964,981	**–**	–
		51,648,371	54,127,699	**5,210,539**	5,356,161
NET CURRENT ASSETS		**160,139,631**	163,687,449	**158,890,563**	161,299,396
		424,598,622	422,711,888	**345,560,910**	348,079,442
CAPITAL AND RESERVES					
Share capital	21	**344,292,335**	344,292,335	**344,292,335**	344,292,335
Reserves	22	**42,376,637**	40,438,608	**(867,779)**	1,633,499
Irredeemable Convertible Unsecured Loan Stocks	23	**2,100,000**	–	**2,100,000**	–
SHAREHOLDERS' EQUITY		**388,768,972**	384,730,943	**345,524,556**	345,925,834
NON-CURRENT LIABILITIES					
Hire purchase payable	20	**36,354**	53,608	**36,354**	53,608
Irredeemable Convertible Unsecured Loan Stocks	23	**–**	2,100,000	**–**	2,100,000
Deferred taxation	24	**35,793,296**	35,827,337	**–**	–
		35,829,650	37,980,945	**36,354**	2,153,608
		424,598,622	422,711,888	**345,560,910**	348,079,442

The annexed notes form an integral part of, and should be read in conjunction with, these financial statements.

INCOME STATEMENTS

for the year ended 31 October 2003

		GROUP		COMPANY	
	NOTE	2003 RM	2002 RM	2003 RM	2002 RM
OPERATING REVENUE	25	**18,259,008**	84,757,754	**1,762,435**	2,190,495
COST OF SALES	26	**(16,150,959)**	(48,546,366)	**–**	–
GROSS PROFIT		**2,108,049**	36,211,388	**1,762,435**	2,190,495
OTHER OPERATING REVENUE		**323,970**	1,535,128	**46,781**	1,355,965
DISTRIBUTION COSTS		**(89,327)**	(75,689)	**–**	–
ADMINISTRATIVE COSTS		**(5,229,880)**	(6,224,154)	**(4,142,140)**	(4,160,895)
OTHER OPERATING COSTS		**(1,291,258)**	(6,609,250)	**(165,613)**	(20,011,291)
		(6,610,465)	(12,909,093)	**(4,307,753)**	(24,172,186)
(LOSS)/PROFIT FROM OPERATIONS		**(4,178,446)**	24,837,423	**(2,498,537)**	(20,625,726)
FINANCE COSTS		**(8,374)**	(13,700)	**(8,374)**	(11,133)
(LOSS)/PROFIT BEFORE TAXATION	27	**(4,186,820)**	24,823,723	**(2,506,911)**	(20,636,859)
TAXATION	28	**665,389**	(9,370,411)	**5,633**	(59,607)
NET (LOSS)/PROFIT FOR THE YEAR		**(3,521,431)**	15,453,312	**(2,501,278)**	(20,696,466)
(LOSS)/EARNINGS PER SHARE (SEN)	29				
– Basic		**(1.02)**	5.87		
– Fully diluted		**–**	4.46		

The annexed notes form an integral part of, and should be read in conjunction with, these financial statements.

STATEMENTS OF CHANGES IN EQUITY

for the year ended 31 October 2003

	SHARE CAPITAL RM	SHARE PREMIUM RM	RESERVES RM	ICULS - EQUITY INSTRUMENT RM	ACCUMULATED LOSSES RM	TOTAL SHAREHOLDERS' EQUITY RM
GROUP						
At 01.11.2001						
As previously reported	247,223,370	28,133,307	2,583,709	–	(20,849,727)	257,090,659
Prior year adjustments (note 30)	–	–	–	–	(413,028)	(413,028)
As restated	247,223,370	28,133,307	2,583,709	–	(21,262,755)	256,677,631
Conversion of Irredeemable Convertible Unsecured Loan Stocks (note 23)	97,068,965	15,531,035	–	–	–	112,600,000
Net profit for the year	–	–	1,155,277	–	14,298,035	15,453,312
At 31.10.2002	344,292,335	43,664,342	3,738,986	–	(6,964,720)	384,730,943
Reclassification of ICULS - equity instrument (note 23)	–	–	–	2,100,000	–	2,100,000
Revaluation surplus on investment properties	–	–	*5,459,460	–	–	5,459,460
Net loss for the year	–	–	–	–	(3,521,431)	(3,521,431)
At 31.10.2003	**344,292,335**	**43,664,342**	**9,198,446**	**2,100,000**	**(10,486,151)**	**388,768,972**

* *Net gain not recognised in the income statements.*

	SHARE CAPITAL RM	SHARE PREMIUM RM	RESERVES RM	ICULS - EQUITY INSTRUMENT RM	ACCUMULATED LOSSES RM	TOTAL SHAREHOLDERS' EQUITY RM
COMPANY						
At 01.11.2001	247,223,370	28,133,307	3,363,987	–	(24,698,364)	254,022,300
Conversion of Irredeemable Convertible Unsecured Loan Stocks (note 23)	97,068,965	15,531,035	–	–	–	112,600,000
Net loss for the year	–	–	1,155,277	–	(21,851,743)	(20,696,466)
At 31.10.2002	344,292,335	43,664,342	4,519,264	–	(46,550,107)	345,925,834
Reclassification of ICULS - equity instrument (note 23)	–	–	–	2,100,000	–	2,100,000
Net loss for the year	–	–	–	–	(2,501,278)	(2,501,278)
At 31.10.2003	**344,292,335**	**43,664,342**	**4,519,264**	**2,100,000**	**(49,051,385)**	**345,524,556**

The annexed notes form an integral part of, and should be read in conjunction with, these financial statements.

CASH FLOW STATEMENTS

for the year ended 31 October 2003

	NOTE	GROUP 2003 RM	GROUP 2002 RM	COMPANY 2003 RM	COMPANY 2002 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
(Loss)/Profit Before Taxation		**(4,186,820)**	24,823,723	**(2,506,911)**	(20,636,859)
Adjustments for:					
Amortisation of goodwill on consolidation		**280,400**	280,400	**–**	–
Bad debts written off		**–**	250	**–**	18,000,250
Depreciation of property, plant and equipment		**936,320**	1,862,214	**133,790**	132,919
Dividend revenue		**(10,882)**	(19,488)	**(10,742)**	(19,453)
Gain on disposal of freehold land		**–**	(1,214,884)	**–**	(1,214,884)
Gain on disposal of quoted investments		**(120)**	–	**(120)**	–
(Gain)/Loss on disposal of property, plant and equipment		**(173)**	(33,834)	**(173)**	166
Impairment loss on investment in a subsidiary company		**–**	–	**–**	1,999,999
Impairment loss on property, plant and equipment based on forced sale value		**–**	5,587,000	**–**	–
Allowance for diminution in value on quoted investments no longer required		**–**	(74,690)	**–**	(74,690)
Interest expenses		**5,983**	119,332	**5,983**	7,801
Interest revenue		**(250,713)**	(137,090)	**(2,291)**	(1,600)
Property, plant and equipment written off		**–**	1,210	**–**	–
Provision for infrastructure and development costs		**–**	2,661,952	**–**	–
Write down inventories to net realisable value		**2,803**	278,098	**–**	–
Allowance for doubtful debts no longer required		**–**	(26,258)	**–**	–
Operating (Loss)/Profit Before Working Capital Changes Carried Down		**(3,223,202)**	34,107,935	**(2,380,464)**	(1,806,351)

	NOTE	GROUP 2003 RM	GROUP 2002 RM	COMPANY 2003 RM	COMPANY 2002 RM
Operating (Loss)/Profit Before Working Capital Changes Brought Down		**(3,223,202)**	34,107,935	**(2,380,464)**	(1,806,351)
Decrease/(Increase) in inventories		**4,517,909**	(12,487,082)	**–**	–
Decrease in land and development expenditure		**1,962,394**	29,963,716	**–**	–
Decrease/(Increase) in receivables		**1,058,649**	(48,617,759)	**67,715**	(56,805)
(Decrease)/Increase in payables		**(2,027,025)**	(2,515,940)	**(58,436)**	199,433
Cash Generated From/ (Used In) Operations		**2,288,725**	450,870	**(2,371,185)**	(1,663,723)
Interest paid		**(5,983)**	(160,468)	**(5,983)**	(7,801)
Interest received		**250,713**	137,090	**2,291**	1,600
Income tax paid		**(30,837)**	(166,302)	**(2,976)**	(5,425)
Real Property Gain Tax paid		**(100,816)**	(24,000)	**(82,224)**	(24,000)
Net Cash Generated From/ (Used In) Operating Activities		**2,401,802**	237,190	**(2,460,077)**	(1,699,349)
CASH FLOWS FROM INVESTING ACTIVITIES					
Advances to subsidiary companies		**–**	–	**(849,432)**	(176,315)
Dividend received		**10,882**	19,488	**10,742**	19,453
Proceeds from disposal of freehold land		**–**	1,350,000	**–**	1,350,000
Capital work-in-progress incurred		**(689)**	(18,034)	**–**	–
Proceeds from disposal of property, plant and equipment		**3,500**	34,400	**3,500**	400
Incidental costs incurred on disposal of freehold land		**–**	(39,998)	**–**	(39,998)
Purchase of property, plant and equipment		**(27,418)**	(43,262)	**(27,418)**	(43,262)
Placement of fixed deposits		**(88,178)**	(46,350)	**–**	–
Proceeds from disposal of quoted investments		**3,200**	–	**3,200**	–
Repayments from subsidiary companies		**–**	–	**3,028,484**	698,641
Subscription for share allotment by a subsidiary company		**–**	–	**–**	(999,998)
Net Cash (Used In)/Generated From Investing Activities		**(98,703)**	1,256,244	**2,169,076**	808,921
Balance Carried Down		**2,303,099**	1,493,434	**(291,001)**	(890,428)

CASH FLOW STATEMENTS (cont'd)
for the year ended 31 October 2003

		GROUP		COMPANY	
		2003	2002	2003	2002
	NOTE	RM	RM	RM	RM
Balance Brought Down		**2,303,099**	1,493,434	**(291,001)**	(890,428)
CASH FLOWS FROM FINANCING ACTIVITIES					
(Repayments to)/Advances from subsidiary company		**–**	–	**(1,146)**	991,319
Payment to hire purchase payables		**(15,437)**	(63,630)	**(15,437)**	(13,619)
Repayments of term loan		**–**	(1,032,206)	**–**	–
Net Cash (Used In)/Generated From Financing Activities		**(15,437)**	(1,095,836)	**(16,583)**	977,700
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**2,287,662**	397,598	**(307,584)**	87,272
CASH AND BANK BALANCES AT BEGINNING OF THE YEAR		**2,732,763**	2,335,165	**406,510**	319,238
CASH AND BANK BALANCES AT END OF THE YEAR	16	**5,020,425**	2,732,763	**98,926**	406,510

The annexed notes form an integral part of, and should be read in conjunction with, these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

31 October 2003

The financial statements of the Group and of the Company have been prepared in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia.

1. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted by the Group and the Company are consistent with those adopted in the previous financial years except for the changes in accounting policies in respect of the amortisation of goodwill on consolidation as disclosed in note 1(e) below and the adoption of new applicable accounting standards as follows:

i) MASB 22, Segment Reporting
MASB 22 has been applied retrospectively. Comparative figures have been restated in note 33 to the financial statements.

ii) MASB 23, Impairment of Assets
This standard does not allow retrospective application.

iii) MASB 24, Financial Instruments : Disclosure and Presentation
MASB 24 has been adopted prospectively and disclosed in note 34 to the financial statements. As permitted by the standard, no comparative figures are disclosed upon first application.

iv) MASB 25, Income Taxes
MASB 25 has been applied retrospectively by way of prior year adjustments as disclosed in note 30 to the financial statements.

Arising from adoption of this new standard, the accounting policy on taxation as disclosed in note 1(p) has been amended accordingly and this has resulted in a new disclosure format as set out in note 28 to the financial statements.

v) MASB 26, Interim Financial Reporting
MASB 26 has no impact on the financial statements of the Group and of the Company.

vi) MASB 27, Borrowing Costs
The adoption of MASB 27 does not affect any changes in accounting policy as the Group and the Company were already applying the principles in the standard.

The effect of the changes in accounting policies on the amortisation of goodwill on consolidation and taxation for the current year's results is an increase in the net loss of the Group and the basic earnings per share of RM231,900 (2002 : RM414,552) and 0.07 sen (2002 : 0.05 sen) respectively.

a) Basis of Accounting

The financial statements of the Group and of the Company have been prepared under the historical cost convention unless otherwise indicated in this summary of significant accounting policies. Certain development and investment properties of the subsidiary companies are stated in the consolidated financial statements at values reflecting the effective acquisition costs to the Group (Group Cost) of these assets.

b) Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiary companies which are disclosed in note 3 to the financial statements made up to the end of the financial year.

Intragroup balances, transactions and resulting unrealised gains are eliminated on consolidation and the consolidated financial statements reflect external transactions only. Unrealised losses are eliminated on consolidation unless cost cannot be recovered.

The financial statements of subsidiary companies acquired or disposed off during the financial year are included in the consolidated financial statements based on the acquisition method from the effective date of acquisition or up to the effective date of disposal respectively.

Gain or loss on disposal of a subsidiary company is the difference between net disposal proceeds and the Group's share of its net assets together with any unamortised balance of goodwill on acquisition and exchange differences.

c) Subsidiary Company

A subsidiary company is a company in which the Group has the power, directly or indirectly, to exercise control over its financial and operating policies so as to obtain benefits from its activities.

Investment in subsidiary companies, which are eliminated on consolidation, are stated at cost less accumulated impairment losses, if any, in the Company's financial statements. An impairment loss is recognised when there is an impairment in the value of the investment determined on an individual basis and is charged to income statement as an expense. The difference between net disposal proceeds and its carrying amount is charged or credited to income statement upon disposal of the investment.

d) Associated Company

An associated company is an enterprise, neither a subsidiary company nor a joint venture entity, in which the Group has a long term equity interest and exercises significant influence over its financial and operating policy decisions.

Investments in associated companies are stated at cost less accumulated impairment losses, if any, in the Company's financial statements. Impairment loss is made when there is a permanent impairment in the value of the investment determined on individual basis.

The Group's interest in associated companies is stated at cost plus adjustments for post-acquisition changes in the Group's share of net assets of the associated companies using the equity method of accounting in the consolidated financial statements.

The Group's share of post-acquisition losses is restricted to the carrying value of the investment in that associated company. Should the associated company subsequently report profits, the Group will only resume to recognise its share of profits after its share of cumulative profits equals to its share of cumulative losses previously not recognised.

Where audited financial statements of the associated companies are not co-terminous with those of the Group, the share of results is based on the unaudited management financial statements made up to the financial year end of the Group.

e) Goodwill or Reserve On Consolidation

Goodwill or reserve on consolidation represents the difference between the purchase consideration and the fair value of the Group's share of net assets of subsidiary companies or associated companies at the date of their acquisition.

In the previous financial year, the goodwill on consolidation is not amortised. During the financial year, the Group changed its accounting policy with respect to the amortisation of goodwill on consolidation. In order to be more reflective of its estimated useful economic life, goodwill on consolidation is amortised through the income statement over a period of 15 years. This change in accounting policy has been accounted for retrospectively as mentioned in note 30 to the financial statements. Reserve on consolidation or acquisition is not amortised.

f) Property, Plant and Equipment and Depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any, except for freehold land which is not amortised.

Short term leasehold land and mines' development costs are amortised on a straight line basis over the expected working lives of the mines. Dredge is depreciated on a straight line basis so as to write down its cost to its estimated net residual value by the end of its expected useful life. Since the cessation of the mining operations in 1997, these assets have been fully amortised or depreciated to the income statement.

All other property, plant and equipment are depreciated on the straight line method to write off the cost of the assets over their estimated useful lives.

The principal annual rates used for this purpose are:

Buildings	2%
Plant and equipment	10% - 33%
Motor vehicles	20%

Fully depreciated property, plant and equipment are retained in the financial statements at a nominal value of RM1.00 each until they are no longer in use and no further charge for depreciation is made in respect of these assets.

g) Impairment of Assets

The carrying amounts of assets other than inventories, financial assets and tax assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated. The recoverable amount is the higher of net selling price and the value in use, which is measured by reference to discounted future cash flows. An impairment loss is recognised whenever the carrying amount of an item of assets exceeds its recoverable amount.

An impairment loss is recognised as an expense in the income statement. However, an impairment loss on a revalued asset will be treated as a revaluation deficit to the extent that the loss does not exceed the amount held in revaluation reserve in respect of the same asset.

Any subsequent reversal of impairment loss due to an increase in recoverable amount is restricted to the carrying amount that would have been determined (net of accumulated depreciation, where applicable) had no impairment loss been recognised in prior years. The reversal of impairment loss will be recognised as revenue in the income statement. However, the reversal of impairment loss on a revalued asset will be treated as revaluation surplus to the extent that the reversal does not exceed the amount previously held in revaluation reserve in respect of the same asset.

h) Investment Properties

Investment properties comprise properties which are held for investment potential. In the subsidiary company's financial statements, these investment properties are stated at valuation and addition subsequent to the date of last valuation will be stated at cost. In the consolidated financial statements, these properties are initially stated at the Group Cost and would be revalued subsequently in accordance with the Group's revaluation policy in respect of investment properties. It is the Group's policy to maintain these properties in a high standard and condition. As such, these properties maintain their residual value of not less than their respective book value such that depreciation would be negligible. In view of this, no depreciation is provided for these properties. The related maintenance expenditure is dealt with in the income statement.

It is the Group's policy to appraise the investment properties at least once in every five years by independent professional valuation based on open market values. A surplus arising therefrom will be credited to revaluation reserve. However, a surplus will be recognised as revenue to the extent that it reverses a revaluation deficit of the same asset previously recognised as an expense. A deficit arising therefrom will be recognised as an expense. However, a deficit will be set-off against any related revaluation surplus to the extent that the deficit does not exceed the amount held in revaluation reserve in respect of the same asset.

On disposal of these properties, any surplus in revaluation reserve relating to these assets will be transferred to retained earnings.

i) Deferred Land and Development Expenditure

In the consolidated financial statements, deferred land and development expenditure consist of cost or Group Cost of land, incidental costs of acquisition and other development expenditure incurred to-date necessary to maintain properties which are currently not under active development.

In certain subsidiary companies' financial statements, the leased and leasehold land are stated at their market value based on valuation carried out by independent professional valuers since the last valuation exercises of that subsidiary companies. The valuations of the revalued assets in these subsidiary companies have not been updated and they continue to be stated at their last revalued amounts as allowed under the transitional provision issued by the Malaysian Accounting Standards Board in respect of the Malaysian Accounting Standard No. 7 on Accounting For Property Development Activities.

These assets will be transferred to land and development expenditure when significant development work is ready to be undertaken and is expected to be completed within the normal operating cycles.

j) Land and Development Expenditure

In the consolidated financial statements, land and development expenditure consists of cost or Group Cost of land or properties which are currently under active development and are expected to be completed within the normal operating cycles, development expenditure incurred to date and a proportion of estimated profit attributable to development work performed to date, less progress billings and allowance for foreseeable losses, if any.

Development expenditure includes direct material, labour, sub-contract costs, attributable development overheads and borrowing costs.

In certain subsidiary companies' financial statements, the leasehold land are stated at their market value based on valuation carried out by independent professional valuers since the last valuation exercises of that subsidiary companies. The valuations of the revalued assets in these subsidiary companies have not been updated and they continue to be stated at their last revalued amounts as allowed under the transitional provision issued by the Malaysian Accounting Standards Board in respect of the Malaysian Accounting Standard No. 7 on Accounting For Property Development Activities.

Adjustment to Group Cost arising from acquisition of property development subsidiary companies is amortised over the period of development by reference to the percentage of completion of the development properties.

Where foreseeable losses on development projects are anticipated, full allowance for these losses is made in the financial statements.

k) Capital Work-In-Progress

Capital work-in-progress consists of expenditure stated at cost, including borrowing costs incurred on construction of property, plant and equipment which take a substantial period of time to be ready for their intended uses.

Depreciation is not provided and upon completion of construction, the cost will be transferred to property, plant and equipment.

l) Inventories

Inventories of unsold completed properties are stated at the lower of cost or net realisable value. Cost of unsold completed properties is determined on specific identification basis and comprises attributable land and development expenditure incurred up to completion of the properties.

In arriving at net realisable value, due allowance has been made for all obsolete and slow-moving inventories.

m) Provisions

Liabilities of uncertain timing and amount arising from present legal or constructive obligations of the Group as a result of past events are recognised as provisions in the financial statements when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations, and when a reliable estimate of the amount of these liabilities can be made.

n) Hire Purchase

Hire purchase instalment plans are agreements whereby the lender conveys to the hirer, in return for a series of instalment payments, the rights to use the assets involved with an option for hirer to purchase the assets upon full settlement of the instalment payments.

Cost of property, plant and equipment acquired under the hire purchase instalment plans are capitalised as property, plant and equipment and depreciated in accordance with the Group's policy on depreciation of property, plant and equipment. The related finance charges are allocated to the income statement over the period of the instalment plans based on the sum-of-digit method. The total outstanding instalment payments after deducting the unexpired finance charge are included in hire purchase payables.

o) Transactions In Foreign Currencies

Transactions in foreign currencies are translated into Ringgit Malaysia at the rates of exchange ruling at the dates of the transactions and where settlement had not taken place by 31 October 2003, at the approximate rates ruling as at that date. All gains and losses on exchange are included in the income statement.

The principal exchange rate (denominated in unit of Ringgit Malaysia per foreign currency) used in translating unsettled foreign currency amounts at the financial year end is as follows:

	2003 **RM**	**2002** **RM**
U.S. Dollar	**3.80**	3.80

p) Taxation

Taxation in the income statement represents the aggregate amount of current and deferred tax. Current tax is the expected amount payable in respect of taxable income for the year and any adjustments recognised in the year for current tax of prior years.

Deferred tax is recognised, using the liability method, on all temporary differences except where the temporary difference arises from goodwill or negative goodwill or from the initial recognition of an asset or liability in a transaction, which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit. Deferred tax is measured at the tax rates that are expected to apply in the period in which the assets are realised or the liabilities are settled.

Deferred tax is recognised in equity when it relates to items recognised directly in equity. When deferred tax arises from business combination that is an acquisition, the deferred tax is included in the resulting goodwill or negative goodwill.

Deferred tax assets are recognised only to the extent that there are sufficient taxable temporary differences relating to the same taxation authority to offset or when it is probable that future taxable income will be available against which the assets can be utilised.

q) Capitalisation of Borrowing Costs

Interest incurred on borrowings related to qualifying assets is capitalised during the period when activities to plan, develop and construct these assets are in progress. Capitalisation of borrowing costs ceases when these assets are ready for their intended uses or sales.

r) Revenue Recognition

Revenue from sale of development properties is recognised in the income statement based on the percentage of completion method where the outcome of the development can be reliably estimated. Percentage of completion is determined based on the proportion of which total expenditure incurred for development work performed to date bears to the total estimated expenditure of the development projects.

Revenue from sale of developed land and completed landed properties is measured at the fair value of the consideration receivable and is recognised in the income statement when the significant risk and reward of ownership have been transferred to the buyer.

Sale of goods are recognised when goods are delivered.

Dividend revenue from short term investments is recognised when the right to receive the dividend is established.

Interest revenue is recognised on time proportion basis that reflect the effective yield of the asset.

Revenue from rental and management fee are recognised on receivable basis.

s) Exceptional Items

Exceptional items relate to items of revenue and expense within profit or loss from ordinary activities which are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Group or of the Company for the year.

t) Cash and Cash Equivalents

Cash and cash equivalents consists of cash and bank balances, demand deposits, bank overdrafts and short term, highly liquid investments that are readily convertible to known amount of cash and are subject to an insignificant risk of change in value.

u) Financial Instruments

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

The recognised financial instruments comprise cash and bank balances, trade and other receivables, trade and other payables, short term investments, hire purchase payable, Irredeemable Convertible Unsecured Loan Stocks and ordinary shares. These instruments are recognised in the financial statements when a contract or contractual arrangement has been entered into with the counter-parties.

The unrecognised financial instruments comprise financial guarantees given to financial institution for a subsidiary company's banking facilities. The financial guarantees would be recognised as liabilities when obligations to pay the counter-parties are assessed as being probable.

i) Receivables

Receivables are stated at cost less allowance for doubtful debts, if any, which are the anticipated realisable values. Known bad debts are written off and specific allowance is made for those debts considered to be doubtful of collection. In addition, general allowances are made to cover possible losses which are not specifically identified.

ii) Payables

Payables are stated at cost which are the fair values of the considerations to be paid in the future for goods and services received.

iii) Short Term Investments

Short term investments in quoted shares are stated at the lower of cost or market value on an aggregate basis.

iv) Irredeemable Convertible Unsecured Loan Stocks

As permitted under the transitional provision of MASB 24, Financial Instruments : Disclosure and Presentation, the ICULS are classified as equity instruments in accordance with the substance of the contractual arrangement.

v) Equity Instruments

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

The transaction costs of an equity transaction, other than in the context of a business combination, are accounted for as a deduction from equity, net of tax. Equity transaction costs comprise only those external costs directly attributable to the equity transaction which would otherwise have been avoided. Costs of issuing equity securities in connection with a business combination are included in the cost of acquisition.

2. PROPERTY, PLANT AND EQUIPMENT

	SHORT TERM LEASEHOLD LAND RM	MINE'S DEVELOPMENT COSTS & DREDGE RM	BUILDINGS RM	PLANT & EQUIPMENT RM	MOTOR VEHICLES RM	TOTAL RM
GROUP						
COST						
At 01.11.2002	3,431,398	26,481,516	6,016,192	17,468,425	287,247	53,684,778
Additions	–	–	–	27,418	–	27,418
Disposal	–	–	–	–	(3,630)	(3,630)
At 31.10.2003	**3,431,398**	**26,481,516**	**6,016,192**	**17,495,843**	**283,617**	**53,708,566**
ACCUMULATED DEPRECIATION						
At 01.11.2002	3,431,396	26,481,516	1,258,919	9,175,356	193,917	40,541,104
Charge for the year	–	–	63,073	849,247	24,000	936,320
Disposal	–	–	–	–	(303)	(303)
At 31.10.2003	**3,431,396**	**26,481,516**	**1,321,992**	**10,024,603**	**217,614**	**41,477,121**
ACCUMULATED IMPAIRMENT LOSSES						
At 31.10.2003	**–**	**–**	**1,919,000**	**4,468,000**	**–**	**6,387,000**
At 31.10.2002	–	–	1,919,000	4,468,000	–	6,387,000
NET CARRYING VALUE						
At 31.10.2003	**2**	**–**	**2,775,200**	**3,003,240**	**66,003**	**5,844,445**
At 31.10.2002	2	–	2,838,273	3,825,069	93,330	6,756,674
Depreciation charge for the year ended 31.10.2002	–	–	105,715	1,688,634	67,865	1,862,214
Impairment loss for the year ended 31.10.2002	–	–	1,319,000	4,268,000	–	5,587,000

	SHORT TERM LEASEHOLD LAND RM	MINE'S DEVELOPMENT COSTS & DREDGE RM	BUILDINGS RM	PLANT & EQUIPMENT RM	MOTOR VEHICLES RM	TOTAL RM
COMPANY						
COST						
At 01.11.2002	3,431,398	26,481,516	730,344	1,640,012	123,630	32,406,900
Additions	–	–	–	27,418	–	27,418
Disposal	–	–	–	–	(3,630)	(3,630)
At 31.10.2003	**3,431,398**	**26,481,516**	**730,344**	**1,667,430**	**120,000**	**32,430,688**
ACCUMULATED DEPRECIATION						
At 01.11.2002	3,431,396	26,481,516	730,341	1,508,302	30,302	32,181,857
Charge for the year	–	–	–	109,790	24,000	133,790
Disposal	–	–	–	–	(303)	(303)
At 31.10.2003	**3,431,396**	**26,481,516**	**730,341**	**1,618,092**	**53,999**	**32,315,344**
NET BOOK VALUE						
At 31.10.2003	**2**	**–**	**3**	**49,338**	**66,001**	**115,344**
At 31.10.2002	2	–	3	131,710	93,328	225,043
Depreciation charge for the year ended 31.10.2002	–	–	–	108,383	24,536	132,919

The lease period of the short term leasehold land of the Group and of the Company will expire in year 2004.

The carrying amount of the buildings, plant and equipment of a subsidiary company, PTB Clay Products Sdn. Bhd. which has discontinued its operations, are determined based on the recoverable amounts estimated by a firm of independent professional valuers based on forced sale value carried out on 17 December 2003.

Included in the above property, plant and equipment is a motor vehicle acquired under the hire purchase instalment plan as follows:

	GROUP		COMPANY	
	2003 RM	**2002 RM**	**2003 RM**	**2002 RM**
Cost	**120,000**	120,000	**120,000**	120,000
Net book value	**66,000**	90,000	**66,000**	90,000

3. INVESTMENTS IN SUBSIDIARY COMPANIES

	COMPANY 2003 RM	COMPANY 2002 RM
Unquoted shares, at cost		
At beginning of the year	**188,555,002**	187,555,004
Addition	**–**	999,998
At end of the year	**188,555,002**	188,555,002
Less: Accumulated impairment losses		
At beginning of the year	**(1,999,999)**	–
Addition	**–**	(1,999,999)
At end of the year	**(1,999,999)**	(1,999,999)
	186,555,003	186,555,003

The particulars of the subsidiary companies are as follows:

Name of Company	Country of Incorporation	Effective Equity Interest 2003	Effective Equity Interest 2002	Principal Activities
PTB Clay Products Sdn. Bhd.	Malaysia	**100%**	100%	Ceased operations
Ukaylake Country Club Bhd. (formerly known as Ukaylake Country Club Sdn. Bhd.)	Malaysia	**100%**	100%	Dormant
Golden Domain Holdings Sdn. Bhd.	Malaysia	**100%**	100%	Investment holding
Petaling Ventures Sdn. Bhd.	Malaysia	**100%**	100%	Dormant
Interest Held Through Golden Domain Holdings Sdn. Bhd.				
Lembah Langat Development Sdn. Bhd.	Malaysia	**100%**	100%	Property investment and development
PTB Development Sdn. Bhd.	Malaysia	**100%**	100%	Property development
PTB Horticulture Farm Sdn. Bhd.	Malaysia	**100%**	100%	Property investment and development

Name of Company	Country of Incorporation	Effective Equity Interest 2003	2002	Principal Activities
Golden Domain Development Sdn. Bhd.	Malaysia	**100%**	100%	Investment holding, property investment and development
Interest Held Through Golden Domain Development Sdn. Bhd.				
Majurama Developments Sdn. Bhd.	Malaysia	**100%**	100%	Property development
Magilds Park Sdn. Bhd.	Malaysia	**100%**	100%	Property development

4. INTEREST IN ASSOCIATED COMPANIES

	GROUP/COMPANY 2003 RM	2002 RM
Unquoted shares, at cost	**114**	114
Less: Impairment losses	**(114)**	(114)
	–	–

	GROUP 2003 RM	2002 RM
Represented By:		
Share of net liabilities of associated companies	**3,828,406**	3,771,739
Share of cumulative losses not recognised	**(3,108,307)**	(3,051,640)
Share of exchange fluctuation reserve not recognised	**(720,099)**	(720,099)
	–	–

The Group's share of cumulative losses and exchange losses in the associated companies totalling RM3,828,406 (2002 : RM3,771,739) are not recognised as the share of post-acquisition losses in the associated companies are limited to the carrying value of the investments.

The particulars of the associated companies are as follows:

Name of Company	Country of Incorporation	Effective Equity Interest 2003	Effective Equity Interest 2002	Principal Activities
Fandison Resources Management Limited	Hong Kong	**40%**	40%	Investment holding
Subsidiary company of Fandison Resources Management Limited				
Hainan Wansing Mineral Development Limited*	People's Republic of China	**34%**	34%	Production of mineral sand products

* *Fandison Resources Management Limited owns 85% equity interest in Hainan Wansing Mineral Development Limited.*

The share of net liabilities and share of results in associated companies not recognised are based on unaudited management financial statements.

5. INVESTMENT PROPERTIES

	GROUP 2003 RM	GROUP 2002 RM
Long term leased land		
At beginning of the year	**87,638,700**	87,638,700
Add: Adjustment on revaluation	**5,746,800**	–
At end of the year	**93,385,500**	87,638,700
Represented By:		
At Group cost	**–**	87,638,700
At valuation	**93,385,500**	–
	93,385,500	87,638,700

The long term leased land has an unexpired lease period of more than 50 years and is stated at valuation (2002 : Group Cost) based on valuation by a firm of independent professional valuers on open market value basis carried out on 17 December 2003.

6. LAND AND DEVELOPMENT EXPENDITURE

	GROUP 2003 RM	GROUP 2002 RM
Freehold land, at cost	**77,138,031**	77,138,031
Long term leased land, at Group Cost	**70,961,300**	70,961,300
Long term leasehold land, at cost	**15,500,000**	15,500,000
Long term leasehold land, at Group Cost	**65,919,141**	65,919,141
Total land cost	**229,518,472**	229,518,472
Development expenditure, at cost	**53,334,108**	33,730,885
Total land and development expenditure	**282,852,580**	263,249,357
Less: Long term portion (disclosed as deferred land and development expenditure)		
– land	**145,164,896**	145,398,572
– development expenditure	**7,119,169**	6,005,801
	(152,284,065)	(151,404,373)
	130,568,515	111,844,984
Add: Portion of profits attributable to development work performed to date	**5,518,690**	5,858,306
	136,087,205	117,703,290
Less: Progress billings to-date	**(30,993,687)**	(9,767,686)
	105,093,518	107,935,604

a) The long term leased and leasehold land have unexpired lease period of more than 50 years.

b) The leased and leasehold land carried at the Group Cost are based on independent valuation on open market value basis carried out in 1999.

c) Included in development expenditure is interest on borrowings incurred during the financial year amounting to Nil (2002 : RM41,136).

d) Land and development expenditure amounting to RM89,011,641 (2002: RM67,168,303) are pledged as securities for the banking facilities of a subsidiary company, Magilds Park Sdn. Bhd., as disclosed in note 31 to the financial statements.

7. CAPITAL WORK-IN-PROGRESS

	GROUP 2003 RM	GROUP 2002 RM
At beginning of the year	**10,140,292**	10,122,258
Additions	**689**	18,034
At end of the year	**10,140,981**	10,140,292

This is in respect of the construction of a club house to be operated by a subsidiary company namely Ukaylake Country Club Bhd. (formerly known as Ukaylake Country Club Sdn. Bhd.).

8. GOODWILL ON CONSOLIDATION

	GROUP	
	2003	**2002**
	RM	**RM**
Goodwill on consolidation	**4,206,000**	4,206,000
Less: Accumulated amortisation		
At beginning of the year	**1,121,600**	841,200
Amortisation during the year	**280,400**	280,400
At end of the year	**(1,402,000)**	(1,121,600)
	2,804,000	3,084,400

9. INVENTORIES

	GROUP	
	2003	**2002**
	RM	**RM**
Unsold completed properties		
At cost	**12,190,870**	13,971,419
At net realisable value	**1,033,396**	3,773,559
	13,224,266	17,744,978

Inventories include unsold completed properties amounting to RM6,429,074 (2002 : RM6,904,509) which have been pledged as securities for banking facilities granted to a subsidiary company, Magilds Park Sdn. Bhd., as disclosed in note 31 to the financial statements.

10. SHORT TERM INVESTMENTS

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Quoted investments in Malaysia, at cost				
At beginning of the year	**1,152,400**	1,152,400	**1,150,419**	1,150,419
Less: Disposal	**(8,020)**	–	**(8,020)**	–
At end of the year	**1,144,380**	1,152,400	**1,142,399**	1,150,419
Less: Allowance for diminution in value				
At beginning of the year	**704,728**	779,418	**704,728**	779,418
Less: Allowance no longer required	**–**	(74,690)	**–**	(74,690)
Disposal	**(4,940)**	–	**(4,940)**	–
At end of the year	**(699,788)**	(704,728)	**(699,788)**	(704,728)
	444,592	447,672	**442,611**	445,691
Market value of quoted investments	**531,296**	455,350	**523,911**	447,510

11. TRADE RECEIVABLES

	GROUP 2003 RM	GROUP 2002 RM	COMPANY 2003 RM	COMPANY 2002 RM
Total outstanding	**85,783,341**	87,153,340	**–**	9,500
Less: Allowance for doubtful debts	**–**	(9,500)	**–**	(9,500)
	85,783,341	87,143,840	**–**	–

Analysis of allowance for doubtful debts:

	GROUP/COMPANY 2003 RM	GROUP/COMPANY 2002 RM
At beginning of the year	**9,500**	9,500
Bad debts written off against allowance for doubtful debts	**(9,500)**	–
At end of the year	**–**	9,500

The Group's normal trade credit term ranges from 14 to 90 days.

12. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	GROUP 2003 RM	GROUP 2002 RM	COMPANY 2003 RM	COMPANY 2002 RM
Other receivables, deposits and prepayments	**1,566,473**	1,321,539	**142,531**	267,119
Less: Allowance for doubtful debts	**–**	(56,873)	**–**	(56,873)
	1,566,473	1,264,666	**142,531**	210,246
Income tax recoverable	**36,359**	14,775	**17,751**	14,775
	1,602,832	1,279,441	**160,282**	225,021

Analysis of allowance for doubtful debts:

	GROUP/COMPANY 2003 RM	GROUP/COMPANY 2002 RM
At beginning of the year	**56,873**	56,873
Bad debts written off against allowance for doubtful debts	**(56,873)**	–
At end of the year	**–**	56,873

13. AMOUNT OWING BY/(TO) SUBSIDIARY COMPANIES

	COMPANY	
	2003	**2002**
	RM	**RM**
Amount owing by:		
PTB Clay Products Sdn. Bhd.	**6,235,029**	24,236,466
Golden Domain Holdings Sdn. Bhd.	**2,518,917**	2,513,773
Petaling Ventures Sdn. Bhd.	**2,774**	1,964
Lembah Langat Development Sdn. Bhd.	**43,966,649**	45,765,488
PTB Development Sdn. Bhd.	**14,230,803**	14,197,475
PTB Horticulture Farm Sdn. Bhd.	**60,165,697**	60,150,572
Golden Domain Development Sdn. Bhd.	**27,038,732**	27,618,958
Majurama Developments Sdn. Bhd.	**6,168,535**	6,816,517
Magilds Park Sdn. Bhd.	**3,022,147**	2,227,122
	163,349,283	183,528,335
Less: Amount owing by PTB Clay Products Sdn. Bhd. written off (note 27(a)(i))	**–**	(18,000,000)
	163,349,283	165,528,335
Amount owing to:		
Ukaylake Country Club Bhd. (formerly known as Ukaylake Country Club Sdn. Bhd.)	**(990,173)**	(991,319)

Included in the amount owing by subsidiary companies are amounts totalling RM142,197,452 (2002: RM143,962,963) being balance of total purchase consideration of RM152,735,000 paid by the Company on behalf of Golden Domain Holdings Sdn. Bhd. and its subsidiary companies, for the acquisition of the Ulu Kelang Project, Ulu Yam Project, Bukit Ceylon Project and all of the preference shares in Golden Domain Development Sdn. Bhd., Magilds Park Sdn. Bhd. and Majurama Developments Sdn. Bhd.. The purchase consideration was satisfied by the Company via the issuance of ICULS and proceeds from a rights issue of RM99,500,000 and RM53,235,000 respectively.

These amounts are non-trade in nature, unsecured, interest free and have no fixed term of repayment.

14. AMOUNT OWING BY AN ASSOCIATED COMPANY

	GROUP/COMPANY	
	2003	**2002**
	RM	**RM**
Amount owing by Fandison Resources Management Limited	**8,004,752**	8,004,752
Less: Allowance for doubtful debts	**(8,004,752)**	(8,004,752)
	–	–

This amount is non-trade in nature, unsecured, interest free and has no fixed term of repayment.

15. FIXED DEPOSITS WITH LICENSED BANKS

These fixed deposits are pledged as securities for bank guarantee facilities granted to the Group and the Company.

The maturity profile and effective interest rates are disclosed in note 34 to the financial statements.

16. CASH AND BANK BALANCES

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Cash and bank balances	**2,414,176**	2,012,152	**98,926**	406,510
Cash held under housing development accounts	**2,606,249**	720,611	**–**	–
	5,020,425	2,732,763	**98,926**	406,510

The cash held under housing development accounts maintained pursuant to the requirements of the Housing Developers (Housing Development Account) Regulations, 1991 are not freely available for the Group's use.

17. TRADE PAYABLES

Included in trade payables are:

	GROUP	
	2003	**2002**
	RM	**RM**
Amount owing to companies in which a director of the Company, Tan Sri Dr. Chen Lip Keong, has substantial indirect financial interest as disclosed in note 32(ii) to the financial statements:		
Subsidiary companies of FACB Resorts Berhad		
Arosa Builders Sdn. Bhd.	**491,103**	581,103
FACB Construction Sdn. Bhd.	**12,375**	147,071
	503,478	728,174

The normal trade credit term granted to the Group and the Company is 30 to 90 days.

18. PROVISIONS

	GROUP	
	2003	**2002**
	RM	**RM**
Provision for Infrastructure and Development Costs		
At beginning of the year	**7,720,173**	6,572,148
Add: Additions	**–**	2,661,952
Less: Incurred during the year	**(1,223,677)**	(1,513,927)
	6,496,496	7,720,173

The provision for infrastructure and development costs is made based on the Management's best estimates in respect of development properties sold by certain subsidiary companies of which these subsidiary companies have either constructive or contractual obligation to incur the said expenses. These expenses are expected to be incurred within the normal operating cycles of the relevant development.

19. OTHER PAYABLES AND ACCRUALS

Included in the other payables and accruals are:

i) Related party balances are as follows:

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Amount owing to companies in which a director, Tan Sri Dr. Chen Lip Keong, has substantial direct and indirect financial interest:				
FACB Resorts Berhad	**60,532**	319,451	**59,515**	318,434
FACB Industries Incorporated Berhad	**68,654**	68,654	**68,654**	68,654
Subsidiary companies of FACB Resorts Berhad				
First Travel And Tours (M) Sdn. Bhd.	**1,269**	3,789	**1,269**	3,789
Bukit Unggul Golf and Country Resort Sdn. Bhd.	**–**	93	**–**	–
Karambunai Resorts Sdn. Bhd.	**100,369**	341,201	**–**	–
	101,638	345,083	**1,269**	3,789

The above amounts are unsecured, interest free and are repayable at terms mutually agreed upon between the parties involved.

ii) Real Property Gain Tax payable amounting to Nil (2002 : RM87,857) for the Group and the Company respectively.

20. HIRE PURCHASE PAYABLE

	GROUP/COMPANY 2003 RM	2002 RM
Minimum instalment payments	**60,690**	82,110
Less: Future finance charges	**(7,082)**	(13,065)
Present value of hire purchase liability	**53,608**	69,045
Payable within 1 year		
Minimum instalment payments	**21,420**	21,420
Less: Future finance charges	**(4,166)**	(5,983)
Present value of hire purchase liability	**17,254**	15,437
Payable after 1 year but not later than 5 years		
Minimum instalment payments	**39,270**	60,690
Less: Future finance charges	**(2,916)**	(7,082)
Present value of hire purchase liability	**36,354**	53,608
	53,608	69,045

The maturity profile and effective interest rates are disclosed in note 34 to the financial statements.

21. SHARE CAPITAL

	GROUP/COMPANY 2003 RM	2002 RM
Ordinary shares of RM1.00 each		
Authorised:		
500,000,000 ordinary shares	**500,000,000**	500,000,000
Issued and fully paid:		
At beginning of the year	**344,292,335**	247,223,370
Conversion of Irredeemable Convertible Unsecured Loan Stocks 2000/2010 ("ICULS")	–	97,068,965
At end of the year	**344,292,335**	344,292,335

In the previous financial year, RM112,600,000 nominal value of ICULS (see note 23) were converted into 97,068,965 fully paid new ordinary shares of RM1.00 each of the Company at a conversion price of RM1.16 per share. These new shares rank pari passu in all respect with the existing ordinary shares of the Company.

As at year end, the number of unexercised detachable warrants 2000/2010 of the Company were 40,334,824 (2002 : 40,334,824). These warrants entitle its registered holders to subscribe for one new ordinary share of RM1.00 each in the Company at the exercise price of RM1.16 per new ordinary share.

22. RESERVES

	GROUP		COMPANY	
	2003	2002	2003	2002
	RM	RM	RM	RM
NON-DISTRIBUTABLE				
Revaluation reserve	**5,459,460**	–	**–**	–
Reserve on consolidation	**212,472**	212,472	**–**	–
Share premium	**43,664,342**	43,664,342	**43,664,342**	43,664,342
	49,336,274	43,876,814	**43,664,342**	43,664,342
DISTRIBUTABLE				
Accumulated losses	**(10,486,151)**	(6,964,720)	**(49,051,385)**	(46,550,107)
Retained profits on sales of properties held under property, plant and equipment	**3,526,514**	3,526,514	**4,519,264**	4,519,264
	(6,959,637)	(3,438,206)	**(44,532,121)**	(42,030,843)
	42,376,637	40,438,608	**(867,779)**	1,633,499

23. IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS

	GROUP/COMPANY	
	2003	2002
	RM	RM
Equity Instrument		
Being ICULS reclassified from liability instrument	**2,100,000**	–
Liability Instrument		
At beginning of the year	**2,100,000**	114,700,000
Converted during the year	**–**	(112,600,000)
Being ICULS reclassified to equity instrument	**(2,100,000)**	–
At end of the year	**–**	2,100,000

The Irredeemable Convertible Unsecured Loan Stocks 2000/2010 ("ICULS") at nominal value of RM1.00 each were issued on 2 February 2000 and are constituted by a Trust Deed dated 28 January 2000 made between the Company and the trustee for the holders of the ICULS. The main features of the ICULS are as follows:

a) the ICULS may be convertible at a conversion price of RM1.16 nominal value of ICULS for each new ordinary share of RM1.00 each in the Company on the following staggered conversion period:

Year of ICULS in Issue	Percentage Convertible
First	Up to maximum of 30% of their holding
Second	Up to maximum of 30% of their holding
Third	Up to maximum of 40% of their holding

b) the remaining ICULS shall be converted into fully paid ordinary shares of RM1.00 each in the Company on the maturity date of ten years from the date of issue of the ICULS at the rate of RM1.16 nominal value of the ICULS; and

c) upon conversion of the ICULS into new ordinary shares, such shares should rank pari passu in all respect with the existing ordinary shares of the Company in issue at the time of conversion except that they would not be entitled to any rights allotment, dividends or other distributions declared in respect of a financial year on or before the financial year in which the ICULS are converted or any interim dividend declared on or before the date of conversion of the ICULS.

There were no ICULS converted into new ordinary share of the Company during the financial year.

In the previous financial year, RM112,600,000 nominal value of ICULS were converted into 97,068,965 fully paid ordinary shares of RM1.00 each of the Company at a conversion price of RM1.16 nominal value of the ICULS.

The ICULS were reclassified as equity instruments in accordance with the provisions of MASB 24, Financial Instruments : Disclosure and Presentation. The reclassification is effected in the current financial year.

24. DEFERRED TAXATION

	GROUP	
	2003	**2002**
	RM	**RM**
At beginning of the year	**35,827,337**	44,033,464
Deferred tax arising from revaluation of investment properties	**287,340**	–
Transfer to income statements (note 28)	**(321,381)**	(8,206,127)
At end of the year	**35,793,296**	35,827,337

The above deferred tax liabilities/(assets) are in respect of:

	GROUP	
	2003	**2002**
	RM	**RM**
Deferred tax liability on temporary differences arising from revaluation surplus as a result of revaluation of investment properties in a subsidiary company	**4,493,340**	4,206,000
Deferred tax liability on temporary differences arising from revaluation surplus as a result of revaluation of development properties in the subsidiary companies	**32,671,056**	33,415,737
Others	**(1,371,100)**	(1,794,400)
	35,793,296	35,827,337

The estimated deferred tax liabilities/(assets) arising from temporary differences not recognised in the financial statements are as follows:

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Capital allowances claimed in excess of depreciation charge	**5,000**	26,000	**5,000**	26,000
Unrelieved tax losses	**(6,044,000)**	(5,491,000)	**(5,059,000)**	(4,506,000)
Unabsorbed capital allowance	**(2,741,000)**	(2,728,000)	**(193,000)**	(180,000)
	(8,780,000)	(8,193,000)	**(5,247,000)**	(4,660,000)

The estimated unrelieved tax losses and unabsorbed capital allowances are subject to agreement by the Inland Revenue Board and are not available for set-off within the Group.

25. OPERATING REVENUE

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Operating revenue comprises the following:				
Revenue from sales of completed and uncompleted development properties including leased land, commercial and residential lots	**18,259,008**	84,757,754	**–**	–
Management fees received and receivable	**–**	–	**1,762,435**	2,190,495
	18,259,008	84,757,754	**1,762,435**	2,190,495

26. COST OF SALES

Cost of sales of the Group comprises the following:

	GROUP	
	2003	**2002**
	RM	**RM**
Attributable land and development expenditure	**11,648,282**	44,400,077
Cost of completed properties sold	**4,502,677**	1,484,337
Provision for infrastructure and development costs	**–**	2,661,952
	16,150,959	48,546,366

Included in the attributable land and development expenditure is an amount of RM2,919,010 (2002 : Nil) in respect of additional attributable property development costs arising from an upward revision in the total estimated costs for the development project upon the finalisation of the revised development plan during the financial year.

27. (LOSS)/PROFIT BEFORE TAXATION

a) (Loss)/Profit before taxation are arrived at after charging/(crediting):

i) Exceptional items

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Amount owing by a subsidiary company written off (note 13)	–	–	–	18,000,000
Impairment loss on investment in a subsidiary company (note 3)	–	–	–	1,999,999
Impairment loss on property, plant and equipment based on forced sale value (note 2)	–	5,587,000	–	–
Gain on disposal of freehold land				
Sales consideration	–	1,350,000	–	1,350,000
Less: Land cost	–	(95,118)	–	(95,118)
Other incidental costs	–	(39,998)	–	(39,998)
	–	(1,214,884)	–	(1,214,884)

The above impairment loss on investment in a subsidiary company and amount written off are in respect of a subsidiary company namely PTB Clay Products Sdn. Bhd., which has discontinued its operations and is in a substantial capital deficiency position.

ii) Directors' remuneration

	GROUP/COMPANY	
	2003	**2002**
	RM	**RM**
Executive Directors:		
Tan Sri Dr. Chen Lip Keong		
Lai Gin Nyap		
Tiang Chong Seong *(Appointed on 28.10.2002)*		
– Other emoluments	**980,630**	676,906
Non-Executive Directors:		
Datuk Haji Jaafar Bin Abu Bakar		
Datuk Wan Kassim Bin Ahmed		
– Directors' fees	**180,000**	180,000

iii) Other items

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Amortisation of goodwill on consolidation	**280,400**	280,400	**–**	–
Auditors' remuneration	**48,500**	48,500	**20,000**	20,000
Bad debts written off	**–**	250	**–**	250
Depreciation of property, plant and equipment	**936,320**	1,862,214	**133,790**	132,919
Hire purchase interest	**5,983**	10,368	**5,983**	7,801
Late delivery interest expenses	**–**	108,964	**–**	–
Property, plant and equipment written off	**–**	1,210	**–**	–
Rental of premises	**261,360**	261,360	**261,360**	261,360
Write down of inventories to net realisable value	**2,803**	278,098	**–**	–
(Gain)/Loss on disposal of property, plant and equipment	**(173)**	(33,834)	**(173)**	166
Gain on disposal of quoted investments	**(120)**	–	**(120)**	–
Allowance of doubtful debts no longer required	**–**	(26,258)	**–**	–
Dividend revenue	**(10,882)**	(19,488)	**(10,742)**	(19,453)
Interest revenue	**(250,713)**	(137,090)	**(2,291)**	(1,600)
Allowance for diminution in value on quoted investments no longer required	**–**	(74,690)	**–**	(74,690)
Rental revenue	**(39,955)**	(34,095)	**(30,455)**	(28,095)

b) Employees Information

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Staff costs	**2,956,687**	2,941,139	**2,908,183**	2,892,731

The number of employees of the Group and of the Company as at financial year end were 50 (2002 : 52) and 48 (2002 : 50) respectively.

28. TAXATION

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Based on results for the year	**348,427**	17,872,596	**–**	–
Transfer from deferred taxation (note 24)	**(321,381)**	(8,206,127)	**–**	–
	27,046	9,666,469	**–**	–
Overprovision in prior years	**(692,435)**	(355,665)	**(5,633)**	–
Real Property Gain Tax	**–**	59,607	**–**	59,607
	(665,389)	9,370,411	**(5,633)**	59,607

Effective from Year of Assessment 2003, the Malaysian government enacted a change in the statutory tax rate from 28% to 20%, for companies with paid-up share capital of RM2.5 million and below at the beginning of the basis period, for chargeable income of up to RM100,000. For chargeable income in excess of RM100,000, statutory tax at the rate of 28% is still applicable.

The reconciliations from the tax amount at statutory tax rate to the Group's and the Company's tax (credit)/ expense are as follows:

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
(Loss)/Profit before taxation	**(4,186,820)**	24,823,723	**(2,506,911)**	(20,636,859)
Taxation at Malaysian statutory tax rate of:				
– first RM100,000 at 20%	**(94,000)**	–	**–**	–
– balance at 28%	**(1,041,000)**	6,951,000	**(702,000)**	(5,778,000)
Effect of changes in tax rate	**(28,000)**	–	**–**	–
Non-taxable revenue	**(2,000)**	(419,000)	**–**	(402,000)
Non-deductible expenses	**605,046**	2,674,469	**115,000**	5,720,000
Deferred tax assets not provided during the year	**587,000**	460,000	**587,000**	460,000
Over provision in prior year	**(692,435)**	(355,665)	**(5,633)**	–
Real Property Gain Tax	**–**	59,607	**–**	59,607
Tax (credits)/expenses	**(665,389)**	9,370,411	**(5,633)**	59,607

The above Real Property Gain Tax is attributable to disposal of freehold land by the Company in the previous financial year.

The Group and the Company have the following estimated unrelieved tax losses and unabsorbed capital allowances available for set off against future taxable profits, subject to agreement by the Inland Revenue Board:

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Unrelieved tax losses	**22,703,000**	20,680,000	**18,067,000**	16,092,000
Unabsorbed capital allowances	**9,795,000**	9,746,000	**689,000**	642,000
	32,498,000	30,426,000	**18,756,000**	16,734,000

The Company has estimated tax credits of RM6,440,000 (2002 : RM6,440,000) under Section 108 of the Income Tax Act, 1967, available to frank future payment of dividends up to approximately RM16,560,000 (2002 : RM16,560,000) without incurring additional tax liability, subject to agreement by Inland Revenue Board.

The Company has approximately RM109,000 (2002 : RM109,000) tax exempt income available for distribution by way of tax exempt dividend, subject to agreement by the Inland Revenue Board. The tax exempt income is in respect of chargeable income for the year ended 31 October 1999 of which income tax had been waived.

29. (LOSS)/EARNINGS PER SHARE

The basic loss per share of the Group is calculated by dividing the Group's loss for the financial year of RM3,521,431 with the weighted average number of ordinary shares in issue during the financial year of 344,292,335 ordinary shares of RM1.00 each.

The basic earnings per share for the previous financial year has been restated due to the effect of the changes in accounting policies as mentioned in note 30 to the financial statements by dividing the Group's profit for the year of RM15,453,312 with the weighted average number of ordinary shares in issue during the year of 263,401,531 ordinary shares of RM1.00 each.

The diluted loss per share for the current financial year are not presented as the assumed conversion of the ICULS is anti-dilutive.

The fully diluted earnings per ordinary share for the previous financial year has been restated due to the effect of the changes in accounting policies as mentioned in note 30 to the financial statements and has been calculated based on the net profit for the year of RM15,453,312 and on the adjusted weighted average number of ordinary shares issued and issuable of 346,102,681 shares. The adjusted weighted average number of ordinary shares issued and issuable has been arrived at based on the assumption that all the ICULS issued are converted into ordinary shares at the respective conversion date. The fully diluted earnings per ordinary shares of the Group has not accounted for the conversion of unexercised warrants of the Company as the average fair value of the Company's shares is lower than the exercise price for conversion of the Warrants. The effect of this would be anti-dilutive to the earnings per ordinary shares.

30. PRIOR YEAR ADJUSTMENTS

In previous financial year, deferred tax was provided for using the partial basis of the balance sheet liability method. Under the partial basis, deferred tax liabilities were not provided if no liability was expected to arise the foreseeable future and that there were no indications the temporary differences would reverse thereafter. In addition, deferred tax assets were only recognised when there was a reasonable expectation of realisation in the near future.

Upon adoption of MASB 25 : Income Taxes, the Group changed its accounting policy to the comprehensive basis of the balance sheet liability method. Under this method, deferred tax liabilities are recognised for all material temporary differences. Deferred tax assets are recognised only to the extent that there are sufficient taxable temporary differences relating to the same taxation authority to offset or when it is probable that future taxable income will be available against which the deferred tax asset can be utilised.

During the year, the Group changed its accounting policy with respect to the amortisation of goodwill on consolidation. In order to be more reflective of its estimated useful economic life, goodwill on consolidation is amortised through the income statement over a period of 15 years rather than the goodwill on consolidation is not amortised in the previous financial year.

The change in accounting policy has been applied retrospectively and the effects on the financial statements for the year ended 31 October 2002 are as follows:

	As Previously Reported RM	Effect of Change in Policy RM	As Restated RM
GROUP			
At 1 November 2001			
Accumulated losses	(20,849,727)	(413,028)	(21,262,755)
Deferred taxation	40,255,636	3,777,828	44,033,464
Goodwill on consolidation	–	3,364,800	3,364,800
At 31 October 2002			
Balance Sheet			
Accumulated losses	(6,685,844)	(278,876)	(6,964,720)
Deferred taxation	32,464,061	3,363,276	35,827,337
Goodwill on consolidation	–	3,084,400	3,084,400
Income Statement			
Other operating costs	(6,328,850)	(280,400)	(6,609,250)
Taxation	(9,784,963)	414,552	(9,370,411)
Net profit for the year	15,319,160	134,152	15,453,312
Earning per share (sen)			
– Basis	5.82	0.05	5.87
– Fully diluted	4.43	0.03	4.46

31. BANK BORROWING - SECURED

On 25 February 2002, a licensed financial institution has granted one of the subsidiary companies, Magilds Park Sdn. Bhd., term loan and bridging loan facilities with approved limits of RM1,000,000 and RM9,000,000 respectively. The term loan and the bridging loan facilities are repayable by way of redemption of development properties sold. These facilities, which bear interest at a rate of 2% per annum above the prevailing base lending rate, are secured and supported as follows:

a) first and second legal charges over the inventories, deferred land and development expenditure and land and development expenditure of the subsidiary company; and

b) corporate guarantee and indemnity provided by the Company.

During the financial year, this subsidiary company had utilised part of the bridging loan facility and subsequently settled same by way of redemption of development properties sold. The subsidiary company did not have any outstanding bank borrowings as at the financial year end (2002 : Nil). The applicable interest rate is 8.00% (2002 : 9.45%) per annum.

32. SIGNIFICANT RELATED PARTIES TRANSACTIONS

i) Significant intra-group transactions are as follows:

	COMPANY	
	2003	**2002**
	RM	**RM**
Management fees charged to subsidiary companies:		
Magilds Park Sdn. Bhd.	**(1,618,947)**	(1,687,441)
Majurama Developments Sdn. Bhd.	**(27,375)**	(319,996)
Lembah Langat Development Sdn. Bhd.	**(116,113)**	(183,058)
	(1,762,435)	(2,190,495)
Subscription of 999,998 ordinary shares of RM1.00 each in Ukaylake Country Club Bhd. (formerly known as Ukaylake Country Club Sdn. Bhd.) by the Company	–	999,998
Writing off of amount owing by PTB Clay Products Sdn. Bhd.	–	18,000,000
Impairment loss on investment in PTB Clay Products Sdn. Bhd.	–	1,999,999

ii) Significant transactions with companies in which a director of the Company, Tan Sri Dr. Chen Lip Keong, has substantial direct and indirect financial interest as follows:

	GROUP		COMPANY	
	2003	**2002**	**2003**	**2002**
	RM	**RM**	**RM**	**RM**
Office rental paid and payable to FACB Resorts Berhad	**261,360**	261,360	**261,360**	261,360
Contract costs paid and payable to Arosa Builders Sdn. Bhd., a subsidiary company of FACB Resorts Berhad, for a contract awarded on 21 August 1997	–	31,130	–	–

The above transactions have been entered in the normal course of business under terms mutually agreed upon between the parties concerned.

33. SEGMENT INFORMATION - GROUP

Segment information is presented in respect of the Group's business and geographical segments. Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise corporate assets, liabilities and expenses.

Segment assets and liabilities do not include income tax assets and tax liabilities respectively. Segment capital expenditure is the total cost incurred during the year to acquire segment assets that are expected to be used for more than one accounting period.

Inter-segment transactions have been entered into in the normal course of business under terms mutually agreed upon between the parties concerned.

Business Segments
The Group comprises the following two major business segments:

i) Property development - property development.

ii) Other operations - investment holding, provision of management and secretarial services and others.

Geographical Segments
As the Group operates within one geographical segment, geographical segment analysis is not applicable.

Major Business Segments

	Property Development RM	Other Operations RM	Eliminations RM	Consolidated RM
2003				
Revenue				
External revenue	18,259,008	–	–	18,259,008
Inter-segment revenue	–	1,762,435	(1,762,435)	–
Total revenue	18,259,008	1,762,435	(1,762,435)	18,259,008
Results				
Segment result	(735,888)	(3,426,264)	–	(4,162,152)
Dividend revenue				10,882
Amortisation of goodwill on consolidation				(280,400)
Gain on disposal of quoted investments				120
Interest revenue				250,713
Interest expenses				(5,983)
Taxation				665,389
Loss after taxation				(3,521,431)
Other Information				
Segment assets	493,487,185	149,291,288	(167,631,459)	475,147,014
Short term investments	1,981	442,611	–	444,592
Interest bearing assets	569,028	50,000	–	619,028
Tax assets	18,608	17,751	–	36,359
Consolidated total assets				476,246,993
Segment liabilities	177,630,868	13,547,819	(167,631,459)	23,547,228
Interest bearing liabilities	–	53,608	–	53,608
Taxation	28,083,889	–	–	28,083,889
Deferred taxation	35,793,296	–	–	35,793,296
Consolidated total liabilities				87,478,021
Amortisation of goodwill on consolidation	280,400	–	–	280,400
Depreciation of property, plant and equipment	1,849	934,471	–	936,320

	Property Development RM	Other Operations RM	Eliminations RM	Consolidated RM
2002				
Revenue				
External revenue	84,757,754	–	–	84,757,754
Inter-segment revenue	–	2,190,495	(2,190,495)	–
Total revenue	84,757,754	2,190,495	(2,190,495)	84,757,754
Results				
Segment result	31,927,650	(2,563,347)	–	29,364,303
Dividend revenue				19,488
Amortisation of goodwill on consolidation				(280,400)
Gain on disposal of freehold land				1,214,884
Interest revenue				137,090
Interest expenses				(119,332)
Impairment loss on property, plant and equipment	–	(5,587,000)	–	(5,587,000)
Allowance for diminution in value on quoted investments no longer required				74,690
Taxation				(9,370,411)
Profit after taxation				15,453,312
Other Information				
Segment assets	492,951,700	154,106,246	(171,211,656)	475,846,290
Short term investments	1,981	445,691	–	447,672
Interest bearing assets	480,850	50,000	–	530,850
Tax assets	–	14,775	–	14,775
Consolidated total assets				476,839,587

	Property Development RM	Other Operations RM	Eliminations RM	Consolidated RM
Other Information				
Segment liabilities	182,705,488	16,753,449	(171,211,656)	28,247,281
Interest bearing liabilities	–	69,045	–	69,045
Taxation	27,964,981	–	–	27,964,981
Deferred taxation	35,827,337	–	–	35,827,337
Consolidated total liabilities				92,108,644
Amortisation of goodwill on consolidation	–	280,400	–	280,400
Depreciation of property, plant and equipment	2,069	1,860,145	–	1,862,214
Significant non-cash expenses other than depreciation/amortisation:				
Impairment loss on property, plant and equipment	–	5,587,000	–	5,587,000
Inventories written down	278,098	–	–	278,098

34. FINANCIAL INSTRUMENTS

a) Financial Risk Management Policies

The Group is exposed to a variety of risks in the normal course of business. The Group's risk management seeks to minimise the potential adverse effects from these exposures. The management reviews and agrees policies for managing each of these risks as follows:

i) Interest Rate Risk

– Interest bearing financial assets

Fixed deposits with licensed bank are short term in nature and are placed to satisfy conditions for bank facilities granted to the Group and for better yield returns than cash at banks.

– Interest bearing financial liability

The Group's interest rate risk relates to interest bearing liability such as hire purchase payable which is minimal as this financial liability is for the acquisition of property, plant and equipment.

The effective interest rates at 31 October 2003 and the periods in which the financial assets and financial liability, reprice or mature, whichever is earlier, are as follows:

	Effective Interest Rate %	Total RM	<----------Maturities-------> Within 1 Year RM	After 1 Year Less Than 5 Years RM
GROUP				
Financial Assets				
Fixed deposits with licensed banks	3.00	619,028	619,028	–
Financial Liability				
Hire purchase payable	10.01	53,608	17,254	36,354
COMPANY				
Financial Asset				
Fixed deposit with licensed bank	3.00	50,000	50,000	–
Financial Liability				
Hire purchase payable	10.01	53,608	17,254	36,354

ii) Market Risk
The Group's principal exposure to market risk arises from the quoted investments held for short term purposes. As the amount held is not significant, exposure to market risk is minimal.

iii) Credit Risk
The Group's exposure to credit risk arises from its receivables and the maximum risk associated with recognised financial assets is the carrying amounts as presented in the balance sheet.

The Group has a credit policy in place and the exposure to credit risk is managed through the application of credit assessments, approvals, credit limits and monitoring procedures.

The Group does not have any significant exposure to any individual customer.

iv) Liquidity and Cash Flow Risks
The Group actively manages its operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met.

b) Fair Values

The methods and assumptions used to estimate the fair value of the following classes of financial assets and liabilities are as follows:

i) Cash and Bank Balances, Trade and Other Receivables and Payables

The carrying amounts of these financial assets and liabilities approximate fair values as they are easily realisable and liquid in nature.

ii) Quoted Investments

The fair values of quoted investments are determined by reference to stock exchange quoted market bid prices at the close of the business on the balance sheet date.

iii) Borrowings

The fair value of hire purchase payable is estimated using discounted cash flow analysis, based on current lending rates for similar types of borrowing arrangements.

The carrying amounts of financial assets and liabilities recognised in the balance sheet approximate their fair values except for the following:

	GROUP		**COMPANY**	
	Carrying Amount RM	**Fair Value RM**	**Carrying Amount RM**	**Fair Value RM**
Financial Assets				
Short term investments				
– Quoted investments	514,574	531,296	512,593	523,911
Financial Liability				
Hire purchase payable	53,608	51,310	53,608	51,310

35. COMPARATIVE FIGURES

Certain comparative figures have been reclassified where necessary to conform with the current year's presentation as follows:

a) Reclassification of inter-company advances and repayments from financing activities to investing activities in order to be more reflective of the investing and financing cash flows of the Company.

	As Reclassified RM	**As Previously Reported RM**
COMPANY		
Cash Flow Statement		
Cash Flows From Investing Activities:		
Advances to subsidiary companies	(176,315)	–
Repayment from subsidiary companies	698,641	–
Cash Flows From Financing Activities		
Repayments from subsidiary companies	–	1,513,645
Advances from subsidiary company	991,319	–

b) The comparative figures on financial instruments are not disclosed as permitted by MASB 24, Financial Instruments : Disclosure and Presentation, upon first application.

c) The comparative information for segment analysis was represented in accordance with the requirements of MASB 22, Segment Reporting.

d) Certain comparative figures have been restated to reflect the prior year adjustments as disclosed in note 30 to the financial statements.

36. GENERAL INFORMATION

The Company is a public listed company, incorporated and domiciled in Malaysia, and listed on the Main Board of the Malaysia Securities Exchange Berhad.

The registered office of the Company is located at Level 19, Menara PanGlobal, No. 8, Lorong P. Ramlee, 50250 Kuala Lumpur.

The principal place of business of the Company is located at Level 18, Menara PanGlobal, No. 8, Lorong P. Ramlee, 50250 Kuala Lumpur.

The financial statements were authorised for issue in accordance with a resolution of the Board passed on 25 February 2004.

LIST OF GROUP PROPERTIES

as at 31 October 2003

LOCATION	DESCRIPTION	DATE OF EXPIRY	AREA (HECTARES)
MC 5, Lot No. 3980 Mukim of Tanjong Dua Belas District of Kuala Langat Selangor Darul Ehsan	Mining lease	19.07.2004	268.4
MC 6, P.T.1136 Mukim of Tanjong Dua Belas District of Kuala Langat Selangor Darul Ehsan	Mining lease	05.10.2004	281.7
H.S. (M) Title No. 2375, 2376 & 2377 Lot P.T. 546, 547 & 548 Mukim of Tanjong Dua Belas District of Kuala Langat Selangor Darul Ehsan	Leasehold land & building	23.09.2076	4.5
H.S. (D) Title No. 39909 Lot P.T. 19694, Mukim of Batu District of Gombak Selangor Darul Ehsan	Leasehold land	08.03.2064	64.3
H.S. (D) Title No. 63199 to 63312, 63314 to 63670 and 63734 to 63750 Lot Nos. 9557 to 9670, 9672 to 10028 and 10092 to 10108 Mukim of Ampangan, District of Seremban Negeri Sembilan Darul Khusus	Leasehold land	04.12.2088	24.9
Part of Parent Title No. C.L. 045091174 Lot No. 2878, Mukim of Menggatal District of Tuaran, Kota Kinabalu Sabah	Leasehold land	05.04.2093	607.0
Part of Parent Lot No. 171, 202, 377, 411 & 412 Mukim of Hulu Klang, District of Gombak Selangor Darul Ehsan	Freehold land	–	10.4
Lot P.T. 697, 698, 699, 700 & 701 Mukim of Ulu Yam, District of Ulu Selangor Selangor Darul Ehsan	Leasehold land	12.03.2083	47.0
H.S. (D) Title No. 102891 Lot P.T. 65, Section 57 Kuala Lumpur Wilayah Persekutuan	Freehold land	–	1.1

AGE OF BUILDING	EXISTING USE	NET BOOK VALUE (RM'000)	DATE OF ACQUISITION / REVALUATION*
–	–	–	20.07.1983
–	–	–	06.10.1983
7	Factory premises	2,775	17.12.2003*
–	Under development	46,549	02.02.2000
–	Under development	39,183	02.02.2000
–	Under development	169,360	17.12.2003*
–	Under development	19,025	17.02.2000
–	Development land	15,601	02.02.2000
–	Development land	61,045	02.02.2000

SHAREHOLDINGS STATISTICS

as at 25 February 2004

ANALYSIS OF SHAREHOLDINGS

Authorised Share Capital	:	RM500,000,000
Issued and Paid-up Share Capital	:	RM344,292,335
Class of Securities	:	Ordinary Shares of RM1.00 each
Voting Rights	:	Every member present in person or by proxy has one (1) vote on a show of hands and on a poll, every member present in person or by proxy has one (1) vote for each share he holds.

Holdings	No. of Holders	Total Holdings	%
Less than 100	34	592	*
100 to 1,000	1,716	1,679,580	0.49
1,001 to 10,000	4,688	22,414,712	6.51
10,001 to 100,000	965	24,988,396	7.26
100,001 to less than 5% of issued shares	57	90,103,260	26.17
5% and above of issued shares	4	205,105,795	59.57
Total	**7,464**	**344,292,335**	**100.00**

* *Negligible*

LIST OF THIRTY (30) LARGEST SHAREHOLDERS

No.	Names	No. of Shares Held	%
1.	Bumiputra-Commerce Nominees (Asing) Sdn Bhd *Pledged securities account for Emden Investment Ltd*	107,146,552	31.12
2.	Bumiputra-Commerce Nominees (Tempatan) Sdn Bhd *Pledged securities account for Tan Sri Dr Chen Lip Keong*	46,804,243	13.59
3.	UOBM Nominees (Tempatan) Sdn Bhd *Pledged securities account for Tan Sri Dr Chen Lip Keong*	31,000,000	9.00
4.	HSBC Nominees (Tempatan) Sdn Bhd *BCV for Tan Sri Dr Chen Lip Keong*	20,155,000	5.85
5.	Bumiputra-Commerce Nominees (Tempatan) Sdn Bhd *Pledged securities account for The K.L. Regency Sdn Bhd*	15,517,241	4.51
6.	Bumiputra-Commerce Nominees (Asing) Sdn Bhd *Pledged securities account for Fastrack Investment Limited*	10,344,828	3.00
7.	Bumiputra-Commerce Nominees (Asing) Sdn Bhd *Pledged securities account for Profitline Worldwide Ltd*	10,344,828	3.00
8.	Bumiputra-Commerce Nominees (Tempatan) Sdn Bhd *Pledged securities account for Quantum Symbol Sdn Bhd*	7,388,000	2.15
9.	Bumiputra-Commerce Nominees (Tempatan) Sdn Bhd *Pledged securities account for Importex Sdn Bhd*	5,913,793	1.72
10.	Bumiputra-Commerce Nominees (Tempatan) Sdn Bhd *Pledged securities account for Star Combination Sdn Bhd*	5,581,033	1.62
11.	HDM Nominees (Tempatan) Sdn Bhd *Pledged securities account for Win Radiant Sdn Bhd*	5,086,000	1.48

No.	Names	No. of Shares Held	%
12.	SFB Nominees (Tempatan) Sdn Bhd *Pledged securities account for Tan Sri Dr Chen Lip Keong*	4,600,000	1.34
13.	Bumiputra-Commerce Nominees (Tempatan) Sdn Bhd *Pledged securities account for Asali Developments Sdn Bhd*	4,008,621	1.16
14.	Star Combination Sdn Bhd	3,212,070	0.93
15.	DB (Malaysia) Nominee (Asing) Sdn Bhd *UBS AG Singapore for Rubilton Holdings Inc*	2,738,000	0.80
16.	SFB Nominees (Asing) Sdn Bhd *Pledged securities account for Cayuga Investments Corp*	2,000,000	0.58
17.	Thong & Kay Hian Nominees (Asing) Sdn Bhd *UOB Kay Hian Pte Ltd for Net Results Ltd*	1,419,000	0.41
18.	HSBC Nominees (Asing) Sdn Bhd *BCV for Blue Velvet Property Inc*	1,085,000	0.32
19.	Malaysia Nominees (Tempatan) Sendirian Berhad *Great Eastern Life Assurance (Malaysia) Berhad*	790,000	0.23
20.	Lim Kim Hock	701,900	0.20
21.	Anchor Peak Sdn Bhd	652,524	0.19
22.	Rainbow Fortune Sdn Bhd	543,103	0.16
23.	Malaysia Nominees (Asing) Sendirian Berhad *Oversea-Chinese Bank Nominees Pte Ltd for The Straits Trading Company Limited*	505,000	0.15
24.	Asia Life (M) Berhad *As Beneficial Owner (PF)*	500,000	0.15
25.	HSBC Nominees (Asing) Sdn Bhd *TNTC for The Overseas Assurance Corporation Ltd*	473,000	0.14
26.	UOBM Nominees (Asing) Sdn Bhd *DMG & Partners Securities Pte Ltd for GS Asian Countries Fund*	463,000	0.13
27.	HSBC Nominees (Tempatan) Sdn Bhd *Pledged securities account for Yuen Ching Eng*	361,000	0.10
28.	Chan Peng Leong	356,000	0.10
29.	TCL Nominees (Asing) Sdn Bhd *OCBC Securities Private Limited for Lee Boon Siong*	324,500	0.09
30.	Anthony Lee Cheng Teik	300,000	0.09
Total		**290,314,236**	**84.31**

SHAREHOLDINGS STATISTICS (cont'd)

as at 25 February 2004

ANALYSIS OF WARRANT HOLDINGS

No. of Warrants Issued	:	40,336,824
No. of Warrants Exercised to date	:	2,000 (No Warrant was exercised during the year)
No. of Warrants Outstanding	:	40,334,824
Class of Securities	:	Warrants 2000/2010
Voting Rights	:	Every Warrant holder present in person or by proxy shall be entitled on a show of hands to one (1) vote and every Warrant holder present in person or by proxy shall be entitled on a poll to one (1) vote for each share to which such holder would be entitled at the exercise price on the exercise in full of the subscription rights represented by such holder's Warrant.

Holdings	No. of Holders	Total Holdings	%
Less than 100	12	336	*
100 to 1,000	518	477,035	1.18
1,001 to 10,000	2,570	10,439,459	25.88
10,001 to 100,000	385	10,008,094	24.81
100,001 to less than 5% of outstanding warrants	24	5,500,852	13.64
5% and above of outstanding warrants	2	13,909,048	34.49
Total	**3,511**	**40,334,824**	**100.00**

* *Negligible*

LIST OF THIRTY (30) LARGEST WARRANT HOLDERS

No.	Names	No. of Warrants Held	%
1.	Tan Sri Dr Chen Lip Keong	10,215,048	25.33
2.	Quantum Symbol Sdn Bhd	3,694,000	9.16
3.	HDM Nominees (Tempatan) Sdn Bhd *Pledged securities account for Win Radiant Sdn Bhd*	1,508,100	3.74
4.	HSBC Nominees (Asing) Sdn Bhd *BCV for Blue Velvet Property Inc*	434,000	1.08
5.	Malaysia Nominees (Tempatan) Sendirian Berhad *Great Eastern Life Assurance (Malaysia) Berhad*	316,000	0.78
6.	Hong Leong Finance Berhad *Pledged securities account for Lee Ang Ee*	250,000	0.62
7.	Asia Life (M) Berhad *As Beneficial Owner (PF)*	220,000	0.55
8.	Malaysia Nominees (Asing) Sendirian Berhad *Oversea-Chinese Bank Nominees Pte Ltd for The Straits Trading Company Limited*	202,000	0.50
9.	CIMSEC Nominees (Tempatan) Sdn Bhd *Pledged securities account for Pek Kiam Kek*	199,000	0.49
10.	Gan Hong Chai	180,000	0.45

No.	Names	No. of Warrants Held	%
11.	Lee Kam Fook	180,000	0.45
12.	Yio Kim Sim	172,000	0.43
13.	Poon Sook Fun	162,000	0.40
14.	Syarikat Senky Dredging Sdn Bhd	150,952	0.37
15.	Cheah Boon Kiat	150,000	0.37
16.	Ooi Khee Seng	144,000	0.36
17.	Ang Tun Cheong	143,000	0.35
18.	Foo Sin Chok	136,000	0.34
19.	Mayban Securities Nominees (Tempatan) Sdn Bhd *Pledged securities account for Chaw Kam Yeng @ Chow Kum Yin*	135,000	0.33
20.	TCL Nominees (Asing) Sdn Bhd *OCBC Securities Private Limited for Lee Boon Siong*	129,800	0.32
21.	Kota Bharu Nominees (Tempatan) Sdn Bhd *Pledged securities account for Gan Hong Chai*	127,000	0.31
22.	Tan Sai Lan	120,000	0.30
23.	Mayban Securities Nominees (Tempatan) Sdn Bhd *Pledged securities account for Tin Siew Wah*	118,000	0.29
24.	Lim Siong Kooi	115,000	0.29
25.	Tan Wai Kiong	106,000	0.26
26.	AllianceGroup Nominees (Tempatan) Sdn Bhd *Pledged securities account for Sii Lik Kung*	103,000	0.26
27.	Ang Sun Kuan	100,000	0.25
28.	BIMB Securities Sdn Bhd *IVT (DOI) for Dato' Dr Abdul Halim Ismail (IVT2)*	100,000	0.25
29.	Gan Ah Huat	89,000	0.22
30.	Tee Thong Heng	89,000	0.22
Total		**19,787,900**	**49.07**

ANALYSIS OF ICULS HOLDINGS

No. of ICULS Issued	:	284,500,000
No. of ICULS Converted	:	282,400,000
No. of ICULS Outstanding	:	2,100,000
Class of Securities	:	Zero Coupon Irredeemable Convertible Unsecured Loan Stocks 2000/2010 ("ICULS"). The ICULS are not listed on Malaysia Securities Exchange Berhad.
Voting Rights	:	Every ICULS holder who (being an individual) is present in person or by proxy or (being a corporation) is present by its duly authorised representative or by its proxy shall have one (1) vote on a show of hands and on a poll, every ICULS holder present in person or by proxy shall have one (1) vote for every RM1.00 nominal amount of ICULS of which he is the holder.

Holdings	No. of Holders	Total Holdings	%
Less than 100	–	–	–
100 to 1,000	–	–	–
1,001 to 10,000	–	–	–
10,001 to 100,000	–	–	–
100,001 to less than 5% of outstanding ICULS	–	–	–
5% and above of outstanding ICULS	2	2,100,000	100.00
Total	**2**	**2,100,000**	**100.00**

LIST OF ICULS HOLDERS

No.	Names	No. of ICULS Held	%
1.	Chan Peng Leong	1,470,000	70.00
2.	Dato' Dr Abdul Razak Bin Abdul	630,000	30.00
Total		**2,100,000**	**100.00**

SUBSTANTIAL SHAREHOLDERS AS PER THE REGISTER OF SUBSTANTIAL SHAREHOLDERS

	Number of Ordinary Shares of RM1.00 Each Held					
Name	**Direct Interest**	**%**	**Deemed Interest**	**%**	**Total Interest**	**%**
Tan Sri Dr Chen Lip Keong	100,104,243 [(a)]	29.08	30,537,179 [(b)]	8.87	130,641,422	37.95
Emden Investment Limited	107,146,552 [(c)]	31.12	–	–	107,146,552	31.12
Chin Chee Kuang	–	–	107,146,552 [(d)]	31.12	107,146,552	31.12

Notes

(a) *Held through Bumiputra-Commerce Nominees (Tempatan) Sdn Bhd, HSBC Nominees (Tempatan) Sdn Bhd, SFB Nominees (Tempatan) Sdn Bhd and UOBM Nominees (Tempatan) Sdn Bhd.*

(b) *Deemed interested by virtue of his interest in Asali Developments Sdn Bhd, Importex Sdn Bhd and The K.L. Regency Sdn Bhd and his deemed interest in Anchor Peak Sdn Bhd.*

(c) *Held through Bumiputra-Commerce Nominees (Asing) Sdn Bhd.*

(d) *Deemed interested by virtue of his interest in Emden Investment Limited.*

DIRECTORS' INTERESTS IN THE COMPANY AND RELATED CORPORATIONS

In Petaling Tin Berhad

	Number of Ordinary Shares of RM1.00 Each Held					
Name	**Direct Interest**	**%**	**Deemed Interest**	**%**	**Total Interest**	**%**
Datuk Haji Jaafar Bin Abu Bakar	5,000	*	–	–	5,000	*
Tan Sri Dr Chen Lip Keong	100,104,243 (a)	29.08	30,537,179 (b)	8.87	130,641,422	37.95
Datuk Wan Kassim Bin Ahmed	–	–	–	–	–	–
Lai Gin Nyap	5,000	*	–	–	5,000	*
Tiang Chong Seong	–	–	–	–	–	–

In Petaling Tin Berhad

	Number of Warrants Held					
Name	**Direct Interest**	**%**	**Deemed Interest**	**%**	**Total Interest**	**%**
Datuk Haji Jaafar Bin Abu Bakar	2,000	*	–	–	2,000	*
Tan Sri Dr Chen Lip Keong	10,217,048	25.33	–	–	10,217,048	25.33
Datuk Wan Kassim Bin Ahmed	–	–	–	–	–	–
Lai Gin Nyap	2,000	*	–	–	2,000	*
Tiang Chong Seong	–	–	–	–	–	–

Notes

(a) *Held through Bumiputra-Commerce Nominees (Tempatan) Sdn Bhd, HSBC Nominees (Tempatan) Sdn Bhd, SFB Nominees (Tempatan) Sdn Bhd and UOBM Nominees (Tempatan) Sdn Bhd.*

(b) *Deemed interested by virtue of his interest in Asali Developments Sdn Bhd, Importex Sdn Bhd and The K.L. Regency Sdn Bhd and his deemed interest in Anchor Peak Sdn Bhd.*

(c) *By virtue of his substantial interests in the Company, Tan Sri Dr Chen Lip Keong is deemed to have an interest in all shares held by the Company in its related corporations.*

(d) *Save as disclosed, none of the directors have any interests in the shares, warrants and ICULS of the Company or its related corporations as at 25 February 2004.*

* *Negligible*

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventy-Eighth Annual General Meeting of Petaling Tin Berhad will be held at Anggerik Room, 4th Floor, Hotel Equatorial Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 22 April 2004 at 10.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive and adopt the Audited Financial Statements of the Company for the year ended 31 October 2003 together with the Reports of Directors and Auditors thereon. ***Resolution 1***

2. To approve the payment of directors' fees of RM180,000 for the year ended 31 October 2003. ***Resolution 2***

3. To re-elect Tan Sri Dr Chen Lip Keong who is retiring pursuant to Article 80 of the Company's Articles of Association. ***Resolution 3***

4. To re-elect Mr Lai Gin Nyap who is retiring pursuant to Article 80 of the Company's Articles of Association. ***Resolution 4***

5. To re-appoint Messrs Moore Stephens as Auditors of the Company and to authorise the Directors to fix their remuneration. ***Resolution 5***

As Special Business

6. To consider and, if thought fit, to pass the following Ordinary Resolutions:

    a. Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965 ***Resolution 6***

       "THAT the Directors of the Company be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time subject to Section 132D(3) and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being."

    b. Proposed Renewal of Authority for Share Buy-Back ***Resolution 7***

       (The text of the above resolution together with the details of the Proposal are set out in the Circular to Shareholders dated 31 March 2004 which is enclosed together with the Annual Report.)

7. To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

Lorraine Khoo Bee Kim
Chen Sai Liung
Company Secretaries

Kuala Lumpur
31 March 2004

Notes

1. *A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote, in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.*

2. *Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.*

3. *The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.*

4. *The instrument appointing a proxy and the power of attorney or other authority (if any) under which the instrument is signed or a notarily certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 19, Menara PanGlobal, No. 8, Lorong P. Ramlee, 50250 Kuala Lumpur at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting.*

5. *Particulars of the Directors (together with their attendance in Board Meetings and their shareholdings in the Company) standing for re-election or re-appointment as Directors of the Company for Resolutions 3 and 4 are shown on pages 8, 9, 10 and 75 of the Annual Report 2003.*

6. *Ordinary Resolution 6 is proposed pursuant to Section 132D of the Companies Act, 1965 and if passed, will empower the Directors to issue shares up to 10% of the issued capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting of the Company.*

7. *Ordinary Resolution 7, if passed, is to give authority to the Directors to purchase the Company's own shares. This authority will expire at the next Annual General Meeting of the Company unless earlier revoked or varied by an ordinary resolution of the Company at a general meeting. Further information is set out in the Circular to Shareholders which is despatched together with the Annual Report 2003.*

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PETALING TIN BERHAD (324-H)
Incorporated In Malaysia

PROXY FORM

No. of shares	CDS Account No.

I/We ....
(Full Name of Shareholder)

of ....
(Full Address of Shareholder)

being a member of Petaling Tin Berhad, hereby appoint ....
(Full Name of Proxy)

of ....
(Full Address of Proxy)

or failing him/her, ...
(Full Name of Proxy)

of ....
(Full Address of Proxy)

or failing him/her, the Chairman of the Meeting as my/our proxy, to vote for me/us on my/our behalf, at the Seventy-Eighth Annual General Meeting of the Company to be held at Anggerik Room, 4th Floor, Hotel Equatorial Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 22 April 2004 at 10.00 a.m. and at any adjournment thereof.

No.	Ordinary Resolutions	For	Against
1	Adoption of audited financial statements and reports.		
2	Approval of the payment of directors' fees.		
3	Re-election of Tan Sri Dr Chen Lip Keong as director.		
4	Re-election of Mr Lai Gin Nyap as director.		
5	Re-appointment of Messrs Moore Stephens as auditors.		
6	Authority pursuant to Section 132D of the Companies Act, 1965.		
7	Proposed Renewal of Authority for Share Buy-Back.		

(Please indicate with an "X" in the appropriate box how you wish your vote to be cast. If this Proxy Form is returned without any indication as how the proxy shall vote, the proxy will vote or abstain from voting as he thinks fit).

Signed this .... day of ...., 2004

Signature/Seal of Shareholder : ....

Telephone No. (during office hours) : ....

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Fold this flap for sealing

Affix
Stamp

The Company Secretary
Petaling Tin Berhad (324-H)
c/o Lipkland Management And Consultancy Sdn Bhd
Level 19, Menara PanGlobal
No. 8, Lorong P. Ramlee
50250 Kuala Lumpur

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2nd fold here

PETALING TIN BERHAD (324 - H)

Level 18, Menara PanGlobal,
No. 8, Lorong P. Ramlee,
50250 Kuala Lumpur, Malaysia
Phone: 603 2026 4491 Fax: 603 2026 3106