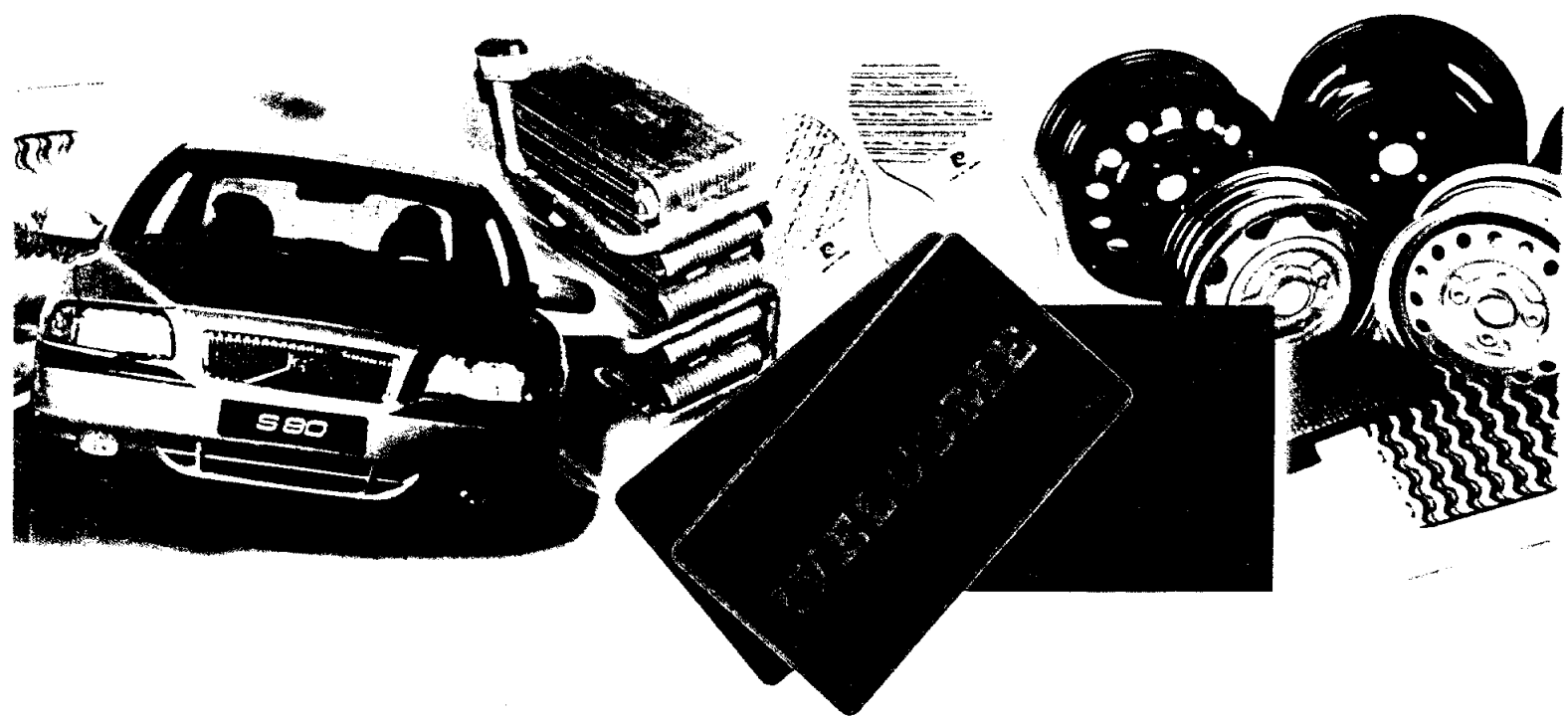
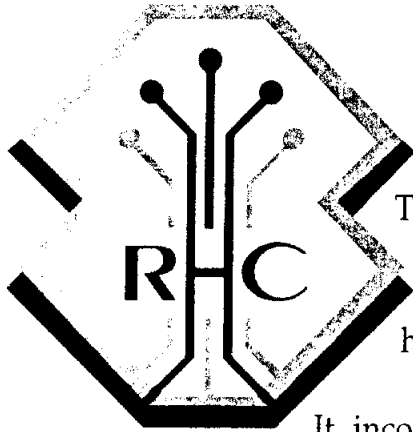


2000

Annual Report



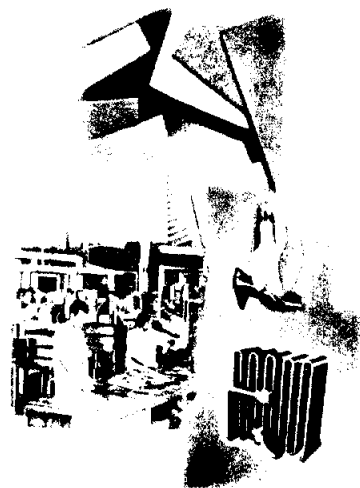
RUMPUT HDAU CAPITAL BERHAD (41412-X)



The logo's design is rooted on the concept of a microchip. The chip is the 'brain of the system' symbolising Rumpun Hijau Capital Bhd as the holding company.

It incorporates two hexagons that are inter-linked to signify a synergetic and harmonious working relationship within the group. The green strips originating from the lower part and running up the face of the logo depict the network of companies within the group. They also represent branches of a healthy tree that radiates out to illustrate the group growth and expectation for the future.

Rationale of Corporate Logo



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting of the Company will be held at Bilik Langat, Kelab Shah Alam Selangor, Persiaran Kayangan, Seksyen 13, 40000 Shah Alam, Selangor Darul Ehsan on Thursday, 21 June 2001 at 3.00 p.m. for the following purposes:-

AGENDA

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2000 together with the Report of the Directors and Auditors thereon. (RESOLUTION 1)
2. To approve the payment of Directors' fees in respect of the financial year ended 31 December 2000. (RESOLUTION 2)
3. To re-elect as Director, Haji Mohd Noor Bin Hassan, who retires by rotation in accordance with Article 97 of the Company's Articles of Association and being eligible, offers himself for re-election. (RESOLUTION 3)
4. To re-elect as Director, Dato' Ng Tiong Seng, who retires by rotation in accordance with Article 97 of the Company's Articles of Association and being eligible, offers himself for re-election. (RESOLUTION 4)
5. To consider and, if thought fit, pass a resolution that pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Datuk Arshad Bin Ayub be re-appointed as a director of the Company to hold office until the next Annual General Meeting of the Company. (RESOLUTION 5)
6. To re-appoint Messrs. Arthur Andersen & Co. as auditors and to authorise the directors to fix their remuneration. (RESOLUTION 6)

AS SPECIAL BUSINESS:-

7. To consider and, if thought fit, to pass with or without modifications, the following Special Resolution :- (RESOLUTION 7)

Special Resolution 1

Proposed Adoption of a new set Articles of Association

"THAT the proposed adoption of a new set of Articles of Association as set out in Appendix 1 of the Circular to the Shareholders dated 28 May 2001, be and is hereby approved AND THAT the Board of Directors be and is hereby authorised to give effect to the new set of Articles of Association accordingly".

8. To transact any other business of the Company for which due notice shall have been given.

Notes :

- i. A member entitled to attend and vote at this meeting is entitled to appoint another person who is not a member as his proxy.
- ii. A member may appoint more than two proxies to attend at this meeting. Where a member appoints two or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- iii. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation either under common seal or under the hand of an officer or attorney duly authorised.
- iv. The proxy form, to be valid must be completed, signed and deposited at the Company's Registered Office, Lot 1282, Batu 8, Bukit Kemuning, Jalan Kampung Jawa, 42450 Klang, Selangor Darul Ehsan not less than Forty-Eight (48) hours before the time for the meeting or adjourned meeting.

Explanatory Notes to Special Business

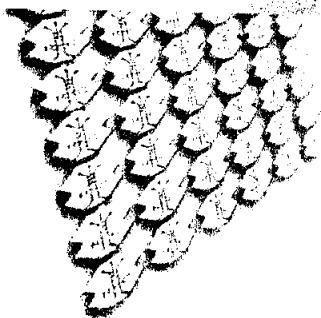
1. Special Resolution

Explanatory notes on Special Resolution 1 (Resolution 7) are contained in the Circular to Shareholders dated 28 May 2001 which is sent to you together with the 2000 Annual Reports.

BY ORDER OF THE BOARD,

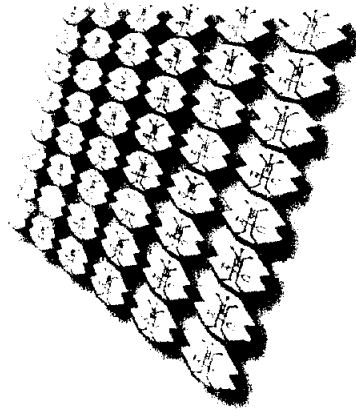
NG SAY OR
COMPANY SECRETARY
(LS 00515)

Date : 28 May 2001



BOARD OF DIRECTORS





BOARD OF DIRECTOR

Dato' Mohd Nadzmi bin Mohd Salleh
Chairman

Tan Sri Datuk Arshad bin Ayub
Deputy Chairman

Dato' Haji Ahmad bin Saad
President/Director

Haji Mohamad bin Jaafar
Deputy President/Director

Dato' Ng Tiong Seng

Mr. Ng Chin Heng

Haji Mohd Noor bin Hassan

Haji Abdul Rashid bin Mohd Yusoff
Resigned : 8 September 2000

En Azmi bin Arshad
(alternate to Tan Sri Datuk Arshad bin Ayub)

Mr. Kong Sau Kian
(alternate to Dato' Ng Tiong Seng)

MANAGEMENT

Haji Shamsuddin bin Osman
Chief Operating Officer

AUDIT COMMITTEE

Dato' Yahya bin Yaacob
Chairman
Independent Non-Executive Director

Dato' Mohd Nadzmi bin Mohd Salleh
Independent Non-Executive Director

Tan Sri Datuk Arshad bin Ayub
Non-Executive Director

SECRETARY

Mr Ng Say Or

AUDITORS

Arthur Andersen & Co
Level 23 A, Menara Millenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur

REGISTRARS

Bina Management & Consultants
Lot 10, The Highway Centre
Jalan 51/205
46050 Petaling Jaya
Selangor DE

REGISTERED OFFICE

Lot 1282, Batu 8, Bukit Kemuning
Jalan Kampung Jawa
42450 Klang, Selangor DE
Tel: 603-521 1188
Fax: 603-521 1088
E-Mail: lenbros@tm.net.my

PRINCIPAL BANKERS

Public Bank Berhad
RHB Bank Berhad
Malayan Banking Berhad
Affin Bank Berhad
Sime Merchants Bank Berhad

STOCK EXCHANGE LISTING

Kuala Lumpur Stock Exchange Second Board

CORPORATE INFORMATION



Dato' Mohd Nazmi bin Mohd Salleh, 47, holds a Masters degree (Economics and Statistics) from Miami University, USA together with a B.Sc (Chemistry & Math) and B.A. (Econs) both from Ohio University, USA.

His position is non-executive and is an independent director. He was first appointed to the Board on 23 April 1996. His career path has come a long way from being a lecturer to the prestigious position of Managing Director of PROTON which he held from 1993 to 1996. He is also a member of RHC Audit Committee. His other directorships are PROTON; JT International Bhd; VS Industry Bhd; and Ayer Hitam Tin Dredging (M) Bhd. For the year 2000 he attended 4 Board meetings.



Tan Sri Datuk Arshad bin Ayub, 72, is a distinguished Malaysian public figure. He studied at the University of Malaya in Singapore from 1949 to 1951. Subsequently he obtained the Diploma in Agriculture from College of Agriculture, Serdang and B.Sc (Economics with Statistics) from University College of Wales, Aberystwyth, UK. He had also attended various courses notably at Harvard Institute of Educational Management and Management Development Institute, Lausanne, Switzerland.

His illustrious career in the Malaysian Civil Service spanned more than three decades beginning in 1951 as an Cadet Assistant with the then Rural and Industrial Development Authority and reaching its pinnacle as Secretary General of the Ministry of Land & Regional Development from which he retired in November 1983.

He is a non-executive and independent director and was first appointed to the Board on 28 November 1984. Throughout 2000 he attended 4 Board meetings.

He sits on a number of other Boards including Kulim Malaysia Bhd, KPJ Healthcare Bhd., Nationwide Express Courier Services Bhd, Audrey International Bhd, Tomypak Holdings Bhd, Top Gloves Corporation Bhd and MIT Holdings Bhd.



Dato' Haji Ahmad bin Saad, 50, is a graduate of University Malaya with a B.A (Hons). He is a businessman by vocation and is an executive director of the Company holding the position of President. He was first appointed to the Board on 14 October 1995. Number of Board Meeting attended: 4.

Career-wise, he has been in the public service formerly holding positions of Chairman of Batik Malaysia Bhd and Chairman of Penang Water Board among others. He is also an active politician and is a former state assemblyman.

He sits on a number of other Boards including Federal Auto Holding Bhd., Patco (M) Bhd and Promto Bhd.



Haji Mohamad bin Jaafar, 49, possessed a Diploma in Public Administration (ITM) and a BA degree from Monmouth College, USA and an MBA from Central Michigan University, USA. He is an executive director holding the position of Deputy President in the Company and was first appointed to the Board on 14 October 1995. For the year 2000, he attended 4 Board meetings.

His other directorships included Federal Auto Holdings Bhd and Patco (M) Bhd.

Dato' Yahya bin Yaacob, 57, holds a B.A (Hons) and a MBM. He is an independent non executive director and was first appointed to the Board on 28 July 1999.

He is a retired senior civil servant having served in various capacities since joining the service in 1967 till 1999. His last posting was as Secretary General of Ministry of Works from 1994 to 1999. For the year 2000 he attended 4 Board Meetings.

He is currently a businessman and is Chairman of RHC Audit Committee. His other directorships are IJM Corporation; Trenergy (M) Bhd and UDA Holdings Bhd.



Dato' Ng Tiong Seng, 68, is a businessman throughout his life having been the Executive Chairman of Ng Tiong Seng Corporation Sdn Bhd since 1970. He is a non-executive director and has a son, Mr Ng Chin Heng, who also sits on RHC Board. He is also a director of Audrey International (M) Bhd and Ocean Capital Bhd. Number of Board Meeting attended :4.



Mr. Ng Chin Heng, 43, is a specialist in rubber technology having studied in Japan and Germany. He is an executive director and is related to another director Mr Ng Tiong Seng. He was first appointed to the Board on 21 November 1979. He is also a director of Ocean Capital Bhd. Number of Board Meeting attended:4.



Haji Mohd Noor bin Hassan, 48, is a member of Chartered Management Accounting (UK) and member of the Malaysian Institute of Accounting. He is non-executive director and was first appointed to the Board on 14 October 1995. In 2000 he attended 3 Board Meetings.



Haji Abdul Rashid bin Mohd Yusoff-resigned on 8 September 2000.

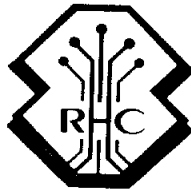
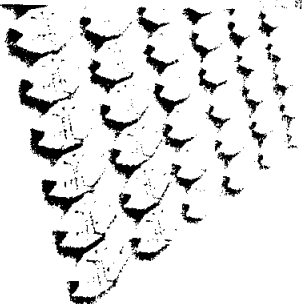


Alternate Directors

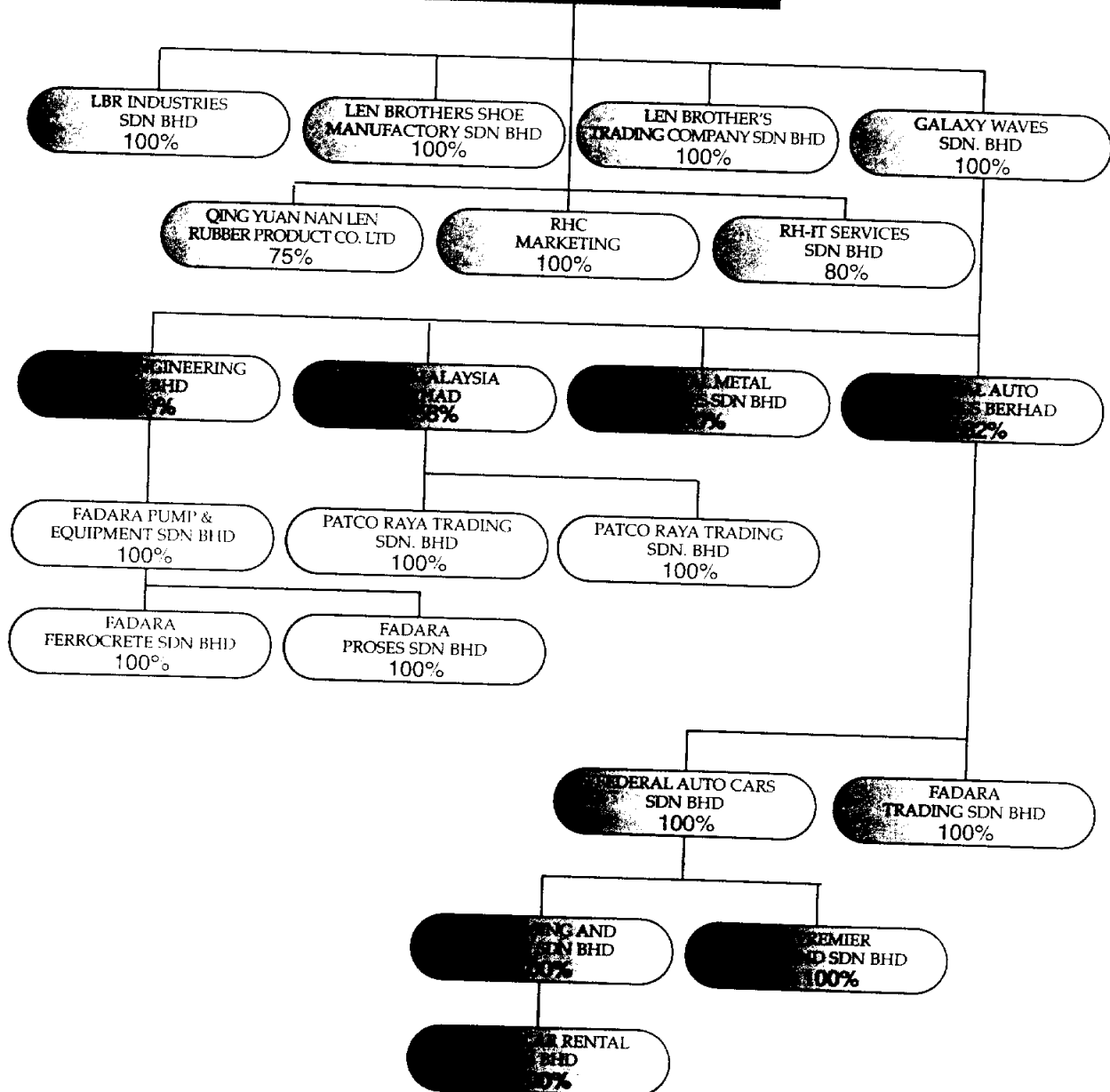
En. Azmi bin Arshad-appointed 14 October 1996
(alternate to *Tan Sri Datuk Arshad bin Ayub*)

Mr. Kong Sau Kian-appointed 14 October 2000
(alternate to *Mr Ng Tiong Seng*)

CORPORATE STRUCTURE



RUMPUN HIJAU CAPITAL BERHAD (41412-X)



Terms of Reference

The main objective of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities relating to accounting and reporting practices of the Company and its subsidiary companies. In particular, the Audit Committee shall:

- a. oversee and appraise the quality of the audits conducted both by the Company's internal and external auditors;
- b. maintain open lines of communication between the Board of Directors and the internal auditors or the external auditors for the exchange of views and information, as well as to confirm their respective authority and responsibilities and
- c. determine the adequacy of the Group's administrative, operating and accounting controls.

Composition

The Audit Committee shall be appointed by the directors from their number (pursuant to a resolution of the Board of Directors) and shall be composed of not fewer than three members of whom majority shall not be :

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

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

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

Functions

The functions of the Audit Committee are as follows:

- a. Review the audit plan with the external auditors;
- b. Review the system of internal accounting controls with external auditors;
- c. Review the audit report with external auditors;
- d. Review the assistance given by the Company's officers to the external auditors;
- e. Review the scope of results of internal auditors procedure;
- f. Review the Balance Sheets and Profit and Loss Accounts of the Company and the group;
- g. Review any related party transactions that may arise within the Company or the Group;
- h. Recommend to the Board the appointment of external auditor;
- i. Identify and direct any special projects or investigations deemed necessary;
- j. Carry out any other related activities and duties in relating to the functions of the Audit Committee.

SUMMARY OF FINANCIAL FIGURES

