

financial statements

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directors' report

The directors hereby submit their report together with the audited financial statements of the Company and of the Group for the financial year ended 30 April 2002. The previous report dated 30 September 2002 together with the audited financial statements, which were deposited with the Kuala Lumpur Stock Exchange on the same date, were withdrawn to incorporate further details on the rationalisation plans for the Group as disclosed in Note 45 to the financial statements. The directors are of the view that these disclosures are relevant for a better understanding of the financial statements.

PRINCIPAL ACTIVITIES

The principal activities of the Company consist of investment holding and provision of management services.

The principal activities of the subsidiary and associated companies are described in Note 42 to the financial statements.

There were no significant changes in the Group's activities during the year other than the acquisition or disposal of subsidiary companies as disclosed in Note 9 and 42 to the financial statements.

RESULTS

	Group RM'000	Company RM'000
Loss before taxation	(357,550)	(872,297)
Taxation	(200,215)	-
	<hr/>	<hr/>
Minority interests	(557,765)	(872,297)
	(93,808)	-
	<hr/>	<hr/>
Loss attributable to shareholders	(651,573)	(872,297)

DIVIDENDS

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

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the statements of changes in equity and Note 26 to the financial statements.

BAD AND DOUBTFUL DEBTS

Before the income statements and balance sheets 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 provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts.

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

CURRENT ASSETS

Before the income statements and balance sheets were made out, the directors took reasonable steps to ensure that any current asset which was unlikely to be realised in the ordinary course of business including its value as shown in the accounting records of the Company or of the Group has been written down to an amount which it 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 Company and of the Group misleading.

VALUATION METHODS

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

directors' report

CONTINGENT AND OTHER LIABILITIES

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

- (a) any charge on the assets of the Company or of the Group which has arisen since the end of the financial year which secures the liabilities of any other person; or
- (b) any contingent liability of the Company or of the Group which has arisen since the end of the financial year, other than in respect of underwriting commitments made in the ordinary course of business by the stockbroking subsidiary companies of the Group.

No contingent or other liability 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 Company or of the Group to meet their obligations when they fall due.

For the purpose of this section, contingent or other liabilities do not include liabilities arising from contracts of insurance underwritten in the ordinary course of business of an insurance subsidiary company of the Group.

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 Company or of the Group which would render any amount stated in the financial statements misleading.

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Company and of the Group during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature, other than as disclosed in Note 30 to the financial statements.

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

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

Significant events during the financial year are disclosed in Note 40 to the financial statements.

SUBSEQUENT EVENTS

Significant events subsequent to the end of the financial year are disclosed in Note 41 to the financial statements.

DIRECTORS

The directors who served since the date of the last report are:

Tan Sri Dato' Seri Tan Chee Yioun
Dato' Tan Chee Sing
Robert Yong Kuen Loke
Chan Kien Sing
Freddie Pang Hock Cheng
Dato' Mohd Annuar bin Zaini
Tan Sri Datuk Abdul Rahim bin Haji Din
Dato' Suleiman bin Mohd Noor
Rayvin Tan Yeong Sheik (appointed on 1.5.2002)
Dato' Thong Kok Khee (resigned on 28.6.2002)

DIRECTORS' BENEFITS

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, with the object of enabling directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than the options granted to full-time Executive Directors of the Company by its related companies pursuant to the Employees' Share Option Scheme of the said related companies.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the directors as disclosed in Note 29 to the financial statements and the share options granted as mentioned above) by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest, except for those benefits which may be deemed to have arisen by virtue of those contracts, agreements and transactions entered into in the ordinary course of business by the Company and its subsidiary companies with the companies in which the directors are deemed to have substantial financial interest as disclosed in Note 37 to the financial statements.

directors' report

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in shares and debentures of the Company and its related corporations were as follows:

Direct interests

The Company:	Number of ordinary shares of RM1.00 each			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	369,278,429	15,824,000	-	385,102,429
Dato' Tan Chee Sing	36,181,000	-	-	36,181,000
Robert Yong Kuen Loke	200,000	-	-	200,000
Freddie Pang Hock Cheng	7,500	-	-	7,500
Tan Sri Datuk Abdul Rahim bin Haji Din	72,000	-	-	72,000
Dato' Suleiman bin Mohd Noor	201,000	-	100,000	101,000

	Number of 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 of RM1.00 nominal value each			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	87,517,081	-	-	87,517,081
Dato' Tan Chee Sing	18,090,500	-	-	18,090,500
Robert Yong Kuen Loke	139,000	-	-	139,000
Tan Sri Datuk Abdul Rahim bin Haji Din	36,000	-	-	36,000

	Number of Warrants			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	693,086,916	-	-	693,086,916
Dato' Tan Chee Sing	71,142,000	-	-	71,142,000
Tan Sri Datuk Abdul Rahim bin Haji Din	144,000	-	-	144,000

Subsidiary companies:

Berjaya Capital Berhad:	Number of ordinary shares of RM1.00 each			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Dato' Tan Chee Sing	86,332	1,000	-	87,332
Robert Yong Kuen Loke	168,000	-	-	168,000
Chan Kien Sing	10,000	-	-	10,000
Freddie Pang Hock Cheng	10,000	-	-	10,000

Cosway Corporation Berhad:

Tan Sri Dato' Seri Tan Chee Yioun	16,757,000	-	-	16,757,000
Robert Yong Kuen Loke	780,000	-	-	780,000

Unza Holdings Berhad:

Robert Yong Kuen Loke	79,000	-	-	79,000
Freddie Pang Hock Cheng	10,000	-	-	10,000

Berjaya Land Berhad:

Tan Sri Dato' Seri Tan Chee Yioun	19,316,561	249,000	-	19,565,561
Dato' Tan Chee Sing	239,721	-	-	239,721
Robert Yong Kuen Loke	90,000	-	-	90,000

	Number of 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 of RM1.00 nominal value each			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	-	727,000	-	727,000

directors' report

DIRECTORS' INTERESTS (CONT'D)

Direct interests (cont'd)

Berjaya Sports Toto Berhad:

	Number of ordinary shares of RM1.00 each			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	6,457,666	18,142,334	-	24,600,000
Dato' Tan Chee Sing	1,349,582	120,000	-	1,469,582
Robert Yong Kuen Loke	250,000	120,000	-	370,000
Chan Kien Sing	-	120,000	100,000	20,000
Freddie Pang Hock Cheng	-	25,000	-	25,000

Number of options over ordinary shares of RM1.00 each

	Number of options over ordinary shares of RM1.00 each			
	At 1.5.01	Granted	Exercised	At 30.4.02
Dato' Tan Chee Sing	300,000	-	120,000	180,000
Robert Yong Kuen Loke	300,000	-	120,000	180,000
Chan Kien Sing	300,000	-	120,000	180,000
Freddie Pang Hock Cheng	300,000	-	25,000	275,000

Indirect interests by virtue of shares held by companies in which the directors are interested

The Company:

	Number of ordinary shares of RM1.00 each			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	145,508,246	-	-	145,508,246
Dato' Tan Chee Sing	679,000	-	-	679,000

Number of 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 of RM1.00 nominal value each

	Number of 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 of RM1.00 nominal value each			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	73,511,434	-	-	73,511,434

Number of Warrants

	Number of Warrants			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	208,000,000	-	-	208,000,000

Subsidiary companies:

Berjaya Land Berhad:

	Number of ordinary shares of RM1.00 each			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	569,642,447	14,952,500	15,868,000	568,726,947
Dato' Tan Chee Sing	-	11,461,250	-	11,461,250

Number of 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 of RM1.00 nominal value each

	Number of 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 of RM1.00 nominal value each			
	At 1.5.01	Acquired	Converted/Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	21,145,000	10,113,000	23,645,000	7,613,000
Dato' Tan Chee Sing	15,838,000	5,009,000	18,338,000	2,509,000

Berjaya Capital Berhad:

	Number of ordinary shares of RM1.00 each			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	364,338,942	-	1,412,000	362,926,942

Berjaya Sports Toto Berhad:

Tan Sri Dato' Seri Tan Chee Yioun	302,877,171	6,420,334	10,472,333	298,825,172
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directors' report

DIRECTORS' INTERESTS (CONT'D)

Indirect interests by virtue of shares held by companies in which the directors are interested (cont'd)

Cosway Corporation Berhad:	Number of ordinary shares of RM1.00 each			
	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	245,873,546	1,260,000	108,000	247,025,546

Unza Holdings Berhad:

Tan Sri Dato' Seri Tan Chee Yioun	41,552,762	2,198,000	5,000	43,745,762
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Dunham-Bush (Malaysia) Bhd:

Tan Sri Dato' Seri Tan Chee Yioun	62,995,427	130,000	-	63,125,427
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Number of 5% Irredeemable Convertible Unsecured Loan Stocks 1997/2002 of RM1.00 nominal value each

	At 1.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	11,831,742	-	-	11,831,742

Matrix International Berhad* (formerly known as Gold Coin (Malaysia) Berhad)

	Number of ordinary shares of RM1.00 each			
	At 8.5.01	Acquired	Disposed	At 30.4.02
Tan Sri Dato' Seri Tan Chee Yioun	19,154,000	13,413,827	9,200,270	23,367,557

* Matrix International Berhad (formerly known as Gold Coin (Malaysia) Berhad) became a subsidiary company of Berjaya Land Berhad on 8 May 2001.

By virtue of his interests in the shares of Berjaya Group Berhad, Tan Sri Dato' Seri Tan Chee Yioun is also deemed interested in the shares of all the subsidiary companies of the Company to the extent the Company has an interest.

None of the other directors in office at the end of the financial year had any interest in shares, warrants, options and loan stocks of the Company or its related corporations during the financial year.

AUDITORS

Arthur Andersen & Co. retire and do not seek re-appointment. A resolution to appoint Ernst & Young will be proposed at the forthcoming Annual General Meeting.

Signed on behalf of the Board in accordance with a
resolution of the directors

TAN SRI DATO' SERI TAN CHEE YIOUN

FREDDIE PANG HOCK CHENG

Kuala Lumpur
Dated: 5 October 2002

statement by directors

We, TAN SRI DATO' SERI TAN CHEE YIOUN and FREDDIE PANG HOCK CHENG, being two of the directors of BERJAYA GROUP BERHAD, do hereby state that, in the opinion of the directors, the financial statements set out on pages 93 to 163 give a true and fair view of the state of affairs of the Company and of the Group as at 30 April 2002 and of the results and cash flows of the Company and of the Group for the year then ended, and have been properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia.

Signed on behalf of the Board in accordance with a resolution of the directors

TAN SRI DATO' SERI TAN CHEE YIOUN

FREDDIE PANG HOCK CHENG

Kuala Lumpur
Dated: 5 October 2002

statutory declaration

I, TAN THIAM CHAI, the officer primarily responsible for the financial management of BERJAYA GROUP BERHAD, do solemnly and sincerely declare that the financial statements set out on pages 93 to 163 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.

Subscribed and solemnly declared by the abovenamed)
TAN THIAM CHAI at Kuala Lumpur in)
Wilayah Persekutuan on 5 October 2002) TAN THIAM CHAI

Before me:

Commissioner for Oaths
Soh Ah Kau (W315)
Kuala Lumpur

auditors' report

TO THE SHAREHOLDERS OF BERJAYA GROUP BERHAD

We have audited the financial statements set out on pages 93 to 163. These financial statements are the responsibility of the Company's directors. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the directors, as well as evaluating the overall financial statement presentation. We believe that 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 and give a true and fair view of:
 - (i) the state of affairs of the Company and the Group as at 30 April, 2002 and of their results and their cash flows for the year then ended; and
 - (ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements;
- (b) the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiary companies of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

We have considered the financial statements and the auditors' reports of all the subsidiary companies of which we have not acted as auditors, as indicated in Note 42 to the financial statements, being financial statements that have been included in the consolidated financial statements.

We are satisfied that the financial statements of the subsidiary companies that have been consolidated with the 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 those purposes.

The auditors' reports on the financial statements of the subsidiary companies were not subject to any qualification and in respect of subsidiary companies incorporated in Malaysia, did not include any comment made under subsection (3) of Section 174 of the Act.

In forming our opinion, we have considered the adequacy of the disclosures made in Notes 41(B)(2) and 45 to the financial statements regarding the Company's and the Group's restructuring plans to meet their obligations. In view of the significance of these matters, it is our view that these disclosures should be brought to your attention. Our opinion is not qualified in these respects.

This report supersedes our report issued on 30 September, 2002 as a result of additional information disclosed, particularly in Note 45 to the financial statements.

Arthur Andersen & Co.
No. AF 0103
Chartered Accountants

Wong Kang Hwee
No. 1116/01/04(J)
Partner of the Firm

Dated: 5 October 2002
Kuala Lumpur

balance sheets

AS AT 30 APRIL 2002

	Note	Group		Company	
		2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
NON-CURRENT ASSETS					
Property, plant and equipment	3	2,760,040	2,840,928	1,958	3,266
Other investments	4	364,549	369,433	34,199	45,622
Investment properties	5	565,895	552,048	3,409	3,409
Land held for development	6	1,066,660	1,083,828	-	-
Expressway development expenditure	7	-	238,846	-	-
Associated companies	8	250,215	418,521	68,911	70,615
Subsidiary companies	9	-	-	384,064	427,932
Long term receivables		401	296	-	-
Intangible assets	10	2,442,240	2,416,825	-	-
		<u>7,450,000</u>	<u>7,920,725</u>	<u>492,541</u>	<u>550,844</u>
CURRENT ASSETS					
Development properties	11	726,545	694,014	-	-
Inventories	12	735,196	789,240	-	-
Trade and other receivables	13	1,733,519	1,922,014	4,124,610	4,798,965
Tax recoverable		196,739	202,600	51,785	49,675
Short term investments	14	-	635	-	-
Deposits with financial institutions	15	351,437	243,106	784	-
Cash and bank balances	16	248,571	184,253	139	3,750
		<u>3,992,007</u>	<u>4,035,862</u>	<u>4,177,318</u>	<u>4,852,390</u>
CURRENT LIABILITIES					
Trade and other payables	17	1,974,374	1,797,168	3,015,317	2,889,266
Provisions	18	157,887	127,026	-	-
Short term borrowings	19	1,699,465	1,938,364	216,000	244,091
Taxation		115,268	141,637	-	-
		<u>3,946,994</u>	<u>4,004,195</u>	<u>3,231,317</u>	<u>3,133,357</u>
NET CURRENT ASSETS					
		<u>45,013</u>	<u>31,667</u>	<u>946,001</u>	<u>1,719,033</u>
		<u>7,495,013</u>	<u>7,952,392</u>	<u>1,438,542</u>	<u>2,269,877</u>
FINANCED BY					
Share capital	20	1,498,171	1,498,171	1,498,171	1,498,171
Reserves	21	(633,457)	(16,696)	(523,330)	348,967
SHAREHOLDERS' FUNDS					
Irredeemable convertible unsecured loan stocks	22	864,714	1,481,475	974,841	1,847,138
Minority interests		1,326,913	1,376,254	422,097	422,097
		<u>2,470,839</u>	<u>2,296,217</u>	<u>-</u>	<u>-</u>
CAPITAL FUNDS					
		<u>4,662,466</u>	<u>5,153,946</u>	<u>1,396,938</u>	<u>2,269,235</u>
LONG TERM LIABILITIES					
Long term borrowings	23	2,390,192	2,236,607	41,443	-
Other long term liabilities	24	286,530	400,233	161	642
Deferred taxation	25	104,707	122,022	-	-
Insurance reserves	26	51,118	39,584	-	-
		<u>2,832,547</u>	<u>2,798,446</u>	<u>41,604</u>	<u>642</u>
		<u>7,495,013</u>	<u>7,952,392</u>	<u>1,438,542</u>	<u>2,269,877</u>

The accompanying notes are an integral part of these balance sheets.

income statements

FOR THE YEAR ENDED 30 APRIL 2002

	Note	Group		Company	
		2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
REVENUE	27	8,241,507	7,723,803	9,606	26,217
Cost of sales		(6,250,784)	(5,877,067)	-	-
GROSS PROFIT		1,990,723	1,846,736	9,606	26,217
Other operating income		49,392	83,576	196,218	199,075
Selling and distribution expenses		(529,716)	(457,341)	-	-
Administrative and other operating expenses		(914,342)	(982,544)	(10,827)	(19,731)
Provision/write-off of current assets	28	(186,827)	(159,239)	(775,651)	(9,442)
PROFIT/(LOSS) FROM OPERATIONS	29	409,230	331,188	(580,654)	196,119
Non-operating losses, net	30	(328,051)	(250,452)	(60,537)	(554,895)
Finance costs	31	(412,430)	(413,002)	(231,106)	(228,543)
Share of results of associated companies	32	(26,299)	10,733	-	-
LOSS BEFORE TAXATION		(357,550)	(321,533)	(872,297)	(587,319)
Taxation - Group		(197,284)	(163,603)	-	-
- associated companies		(2,931)	(3,311)	-	-
	33	(200,215)	(166,914)	-	-
NET LOSS AFTER TAXATION		(557,765)	(488,447)	(872,297)	(587,319)
Minority interests		(93,808)	(104,803)	-	-
NET LOSS FOR THE YEAR		(651,573)	(593,250)	(872,297)	(587,319)
LOSS PER SHARE	34				
- Basic (sen)		(43.5)	(39.6)		
- Diluted (sen)		(43.5)	(39.6)		

The accompanying notes are an integral part of these statement.

consolidated statement of changes in equity

FOR THE YEAR ENDED 30 APRIL 2002

	Non-distributable					Total RM'000
	Share capital RM'000	Share premium RM'000	Capital reserves RM'000	Foreign currency translation reserve RM'000	Accumulated losses RM'000	
At 1 May 2000	1,497,514	734,356	130,356	28,232	(278,047)	2,112,411
Issue of shares on conversion of ICULS	657	-	-	-	-	657
Exchange difference on translation of net assets of foreign subsidiary companies and associated companies	-	-	-	(43,670)	-	(43,670)
Reserves on acquisition of shares in subsidiary companies	-	-	5,332	-	-	5,332
Net loss for the year	-	-	-	-	(593,250)	(593,250)
Transfer to accumulated losses	-	-	(959)	448	511	-
Dividend (Note 35)	-	-	-	-	(5)	(5)
At 30 April 2001	1,498,171	734,356	134,729	(14,990)	(870,791)	1,481,475
Exchange difference on translation of net assets of foreign subsidiary companies and associated companies	-	-	-	31,758	-	31,758
Reserves on acquisition of shares in subsidiary companies	-	-	3,054	-	-	3,054
Net loss for the year	-	-	-	-	(651,573)	(651,573)
Transfer to accumulated losses	-	-	1,494	(1,554)	60	-
At 30 April 2002	1,498,171	734,356	139,277	15,214	(1,522,304)	864,714

The accompanying notes are an integral part of this statement.

statement of changes in equity

FOR THE YEAR ENDED 30 APRIL 2002

	Share capital RM'000	Non- distributable Share premium RM'000	Accumulated losses RM'000	Total RM'000
At 1 May 2000	1,497,514	734,356	201,935	2,433,805
Issue of shares on conversion of ICULS	657	-	-	657
Net loss for the year	-	-	(587,319)	(587,319)
Dividend (Note 35)	-	-	(5)	(5)
At 30 April 2001	1,498,171	734,356	(385,389)	1,847,138
Net loss for the year	-	-	(872,297)	(872,297)
At 30 April 2002	1,498,171	734,356	(1,257,686)	974,841

The accompanying notes are an integral part of this statement.

consolidated cash flow statement

FOR THE YEAR ENDED 30 APRIL 2002

	2002 RM'000	2001 RM'000
OPERATING ACTIVITIES		
Receipts from customers	8,570,663	8,073,936
Payment to suppliers, prize winners and operating expenses	(7,174,177)	(6,658,366)
Payment for pool betting duties, gaming tax, royalties and other government contributions	(536,319)	(458,312)
Tax refund	30,611	132,479
Payment of taxes	(285,352)	(310,092)
Other receipts (Note a)	6,297	13,325
Net cash flow from operating activities	611,723	792,970
INVESTING ACTIVITIES		
Sales of property, plant and equipment	106,361	46,517
Sales of investments in subsidiary companies	187,523	46,627
Sales of investments in associated companies	4,605	11,402
Sales of government securities and treasury bills	12,500	12,100
Sales of other investments	106,674	15,715
Acquisition of property, plant and equipment (Note b)	(177,251)	(220,530)
Acquisition of investments in subsidiary companies	2,299	(176,542)
Acquisition of investments in associated companies	-	(94,311)
Acquisition of government securities and treasury bills	(5,000)	(12,781)
Acquisition of other investments	(109,920)	(13,471)
Acquisition of trademarks	-	(7,113)
Addition in product development costs and distribution rights	(89)	(1,281)
Interest received	16,929	55,606
Dividends received	13,147	8,926
Other payments arising from investments (Note c)	(2,047)	(14,191)
Net cash flow from investing activities	155,731	(343,327)
FINANCING ACTIVITIES		
Issuance of share capital to minority shareholders of subsidiary companies	68,025	77,110
Capital repayment to minority shareholders	(1,345)	-
Bank borrowings and loan finance	156,025	820,477
Redemption of a subsidiary company's ICULS	-	(36,816)
Repayment of borrowings and loans	(416,878)	(867,784)
Payment of hire purchase/lease liabilities	(19,481)	(26,781)
Receipt on behalf of clients/dealers	8,291	13,080
Repayment of other borrowings	(17,424)	(4,878)
Interest paid	(252,769)	(366,097)
Dividends paid	-	(10,787)
Dividends paid to minority shareholders of subsidiary companies	(86,709)	(50,329)
Net cash flow from financing activities	(562,265)	(452,805)
NET CASH INFLOW/(OUTFLOW)	205,189	(3,162)
EFFECT OF EXCHANGE RATE CHANGES	5,631	(8,039)
OPENING CASH AND CASH EQUIVALENTS	44,052	55,253
CLOSING CASH AND CASH EQUIVALENTS	254,872	44,052
	2002 RM'000	2001 RM'000
CASH AND CASH EQUIVALENTS		
The closing cash and cash equivalents comprise the following:		
Cash and bank balances	248,571	184,253
Deposits with financial institutions	351,437	243,106
Bank overdrafts	(311,145)	(356,236)
	288,863	71,123
Less : Remisiers' deposits held in trust	(15,897)	(20,650)
: Clients' monies held in trust	(18,094)	(6,421)
	254,872	44,052

consolidated cash flow statement

FOR THE YEAR ENDED 30 APRIL 2002 (CONT'D)

Analysis of the effects of subsidiary companies acquired :-

	2002 Subsidiary companies acquired RM'000	2001 Subsidiary companies acquired RM'000
Property, plant and equipment	120,933	45,820
Other investments	1,136	-
Current and long term assets	221,639	69,866
Current and long term liabilities	(126,293)	(88,072)
Deferred taxation	(917)	-
Minority interests	(75,746)	-
Goodwill on consolidation	95,398	106,406
Less: Share of net assets in subsidiary companies acquired previously equity accounted for	(138,186)	-
Net assets acquired	97,964	134,020
Less: Cash and cash equivalents of subsidiary companies acquired	(169,900)	(11,534)
Balance of purchase consideration	434	(26,492)
Purchase of shares in existing subsidiary companies	69,203	80,548
Cash flow on acquisition (net of cash in subsidiary companies acquired)	(2,299)	176,542

	2002 Subsidiary companies disposed RM'000	2001 Subsidiary companies disposed RM'000
Property, plant and equipment	23,980	3,792
Expressway development expenditure	238,846	-
Investments	-	35
Current and long term assets	16,639	10,786
Current and long term liabilities	(100,056)	(13,769)
Minority interests	(3,978)	-
Goodwill on consolidation	-	4,580
Less: Reclassification to other investment	(3,132)	-
Net assets disposed	172,299	5,424
Less: Cash and cash equivalents of subsidiary companies disposed	1,469	2,793
Partial disposal of shares in subsidiary companies	14,888	40,334
Exceptional gain	(1,133)	(1,924)
Cash flow on disposal (net of cash in subsidiary companies disposed)	187,523	46,627

Notes:

(a) Other receipts includes rental income received, proceeds from the sale of rubber wood, deposits received and other miscellaneous income received.

(b) Acquisition of property, plant and equipment

	Group	
	2002 RM'000	2001 RM'000
Finance leases	1,067	78,495
Cash	177,251	220,530
	178,318	299,025

(c) Other payments arising from investments in investing activities comprise of tender deposits and deposits placed for purchase of property, plant and equipment. Included in the previous year's figure are payments relating to the issuance of shares and debt securities.

The accompanying notes are an integral part of this statement.

cash flow statement

FOR THE YEAR ENDED 30 APRIL 2002

	2002 RM'000	2001 RM'000
OPERATING ACTIVITIES		
Payment for operating expenses	(7,455)	(13,749)
Tax refund	-	23,721
Other receipts	3,221	1,349
Net cash flow from operating activities	(4,234)	11,321
INVESTING ACTIVITIES		
Sales of property, plant and equipment	134	170
Sales of investments in subsidiary companies	3,617	895
Sales of investments in associated company	2,700	-
Loan repayments from subsidiary companies	297,460	169,485
Acquisition of property, plant and equipment (Note a)	(29)	(160)
Acquisition of investments in subsidiary companies	(704)	(19,961)
Acquisition of investments in associated companies	-	(4,036)
Loan advances to subsidiary companies	(213,304)	(331,067)
Interest received	66	720
Dividends received	13,382	35,297
Net cash flow from investing activities	103,322	(148,657)
FINANCING ACTIVITIES		
Bank borrowings and loan finance	46,713	110,000
Repayment of borrowings and loans	(44,120)	(37,004)
Payment of hire purchase/lease liabilities	(176)	(393)
Interest paid	(30,150)	(39,220)
Dividends paid	-	(10,787)
Loan drawdowns from subsidiary companies	-	313,255
Loan repayments to subsidiary companies	(79,633)	(186,412)
Net cash flow from financing activities	(107,366)	149,439
NET CASH (OUTFLOW)/INFLOW	(8,278)	12,103
OPENING CASH AND CASH EQUIVALENTS	(55,147)	(67,250)
CLOSING CASH AND CASH EQUIVALENTS	(63,425)	(55,147)
CASH AND CASH EQUIVALENTS		
The closing cash and cash equivalents comprise the following:		
Cash and bank balances	139	3,750
Deposits with financial institutions	784	-
Bank overdrafts	(64,348)	(58,897)
	(63,425)	(55,147)
CASH AND CASH EQUIVALENTS		
	29	160
	29	855

Note:

(a) Acquisition of property, plant and equipment

Finance leases
Cash

-	695
29	160
29	855

The accompanying notes are an integral part of this statement.

notes to the financial statements

30 APRIL 2002

1 PRINCIPAL ACTIVITIES AND GENERAL INFORMATION

The principal activities of the Company consist of investment holding and provision of management services.

The principal activities of the subsidiary and associated companies are described in Note 42.

There were no significant changes in the Group's activities during the year other than the acquisition or disposal of subsidiary companies as disclosed in Note 42.

The registered office of the Company is located at 11th Floor, Menara Berjaya, KL Plaza, 179, Jalan Bukit Bintang, 55100 Kuala Lumpur.

The number of employees in the Company and the Group at the end of the year were 20 (2001: 104) and 24,299 (2001: 23,467) respectively.

2 SIGNIFICANT ACCOUNTING POLICIES

(1) Basis of accounting

The financial statements have been prepared under the historical cost convention unless otherwise indicated in the accounting policies below and comply with the provisions of the Companies Act, 1965 and applicable approved accounting standards issued by the Malaysian Accounting Standards Board ("MASB").

(2) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiary companies made up to the end of the financial year, except for Taiga Forest Products Ltd., a Canadian listed foreign subsidiary company, whose financial year end is 31 March 2002. Approval from the Registrar of Companies has been obtained for this differing year end. There were no significant transactions between 31 March 2002 and the Group's financial year end that require adjustments.

Subsidiary companies are those companies in which the Group has power to exercise control over the financial and operating policies.

The results of subsidiary companies acquired or disposed during the year are included in the consolidated financial statements from the date of acquisition or to the date of disposal. Intragroup transactions are eliminated on consolidation and the consolidated financial statements reflect external transactions only.

The difference between the purchase price over the fair value of the net assets of subsidiary companies at the date of acquisition is included in the consolidated balance sheet as goodwill or reserve arising on consolidation. Goodwill or reserve arising on consolidation is not amortised. Goodwill on consolidation is reviewed at each balance sheet date and will be written down for impairment where it is considered necessary.

Subsidiary companies which meet the criteria for merger accounting are accounted for using the merger accounting principles. When the merger method is used, the cost of investment in the acquiror's book is recorded as the nominal value of shares issued and the difference between the carrying value of the investment and the nominal value of shares acquired is treated as merger reserve. The results of the companies being merged are included as if the merger had been effected throughout the current and previous financial years.

All the subsidiary companies are consolidated using the acquisition method of accounting except for the acquisition of Singer (Malaysia) Sdn Bhd, having met the criteria for merger accounting, which is accounted for under the merger method.

(3) Associated companies

The Group treats as associated companies those companies in which a long term equity interest of between 20% to 50% is held and where the Group is in a position to exercise significant influence through Board representation over the financial and operating policies.

Premium or discount on acquisition, which is the difference between the purchase consideration for shares in the associated companies and the share of net assets at the date of acquisition, is not amortised.

However, the premium on acquisition is written down where in the opinion of the directors, there has been a permanent diminution in value.

The Group's share of profits less losses of associated companies is included in the consolidated income statement and the Group's interest in associated companies is stated at cost plus the Group's share of post-acquisition reserves of the associated companies. Where an associated company's financial year is not coterminous with that of the Group's financial year, the associated company's results are equity accounted using the latest audited financial statements and supplemented by management financial statements up to the Group's financial year end.

notes to the financial statements

30 APRIL 2002

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(4) Income recognition

(i) Hire purchase, loan and lease transactions

Income from hire purchase, loan and lease transactions is recognised based on the 'sum-of-digits' method over the term of the lease and hire purchase agreements.

(ii) Insurance underwriting results and premium income

The insurance underwriting results are determined after taking into account reinsurances, commissions, unearned premium reserves and net claims incurred.

Premium income net of all reinsurances is recognised based on booking dates and not on the assumption of risk as recommended by MASB 17 - General Insurance Business. However, in accordance with Circular JPI 7/1994, an adjustment is made to account for premiums by assumption of risk at the end of the financial year.

Premium income for treaty inwards is recognised on the date of receipt of the accounts.

(iii) Development properties

Profit from the sale of development properties is recognised on the 'percentage of completion' method based on certification by architects, where the outcome of the development projects can be reliably estimated. Anticipated losses are recognised immediately in the income statement.

Revenue from sale of property inventories are recognised when significant risks and rewards have been passed to the purchasers.

(iv) Dividend income

Dividend income from investments in subsidiary and associated companies and other investments are recognised when the shareholders' rights to receive payment is established.

(v) Brokerage fees and commissions

Income from brokerage is recognised upon execution of contracts while underwriting commission is recognised upon completion of the corporate exercises concerned.

(vi) Interest income

Interest income is recognised on an accrual basis unless collectability is in doubt.

For the general insurance subsidiary company, interest income on loans are recognised on an accrual basis except where a loan is considered non-performing in which case the recognition of interest is suspended. Subsequent to suspension, interest is recognised on the receipt basis until all arrears have been paid.

For stockbroking subsidiary companies, interest income, in cases where client accounts are classified as non-performing, is suspended until it is realised on a cash basis, except for margin accounts whereby interest income is suspended until the account is classified as performing.

(vii) Enrolment fees

60% of the enrolment fees from members joining the vacation club are recognised as income upon signing of the membership agreements and the remaining 40% is treated as deferred membership fees which are recognised over the membership period.

(viii) Sale of goods and services

Sales are recognised upon the delivery of goods, representing perishable and durable items, and revenue from services rendered are recognised upon its completion. Carrying charges from hire purchase sales and equal payment schemes are recognised as income over the period of instalment payment and represent a constant proportion of the balance of capital repayment outstanding.

(ix) Lottery equipment lease rental

Revenue from the lease of lottery equipment is recognised based on a percentage of gross receipts from lottery tickets sales, net of taxes.

notes to the financial statements

30 APRIL 2002

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(4) Income recognition (cont'd)

(x) Lottery products sales and services income

Revenue from lottery products sales and services income are recognised on the basis of shipment of products, performance of services and 'percentage of completion' method for long term contracts. The percentage of completion is estimated by comparing the cost incurred to date against the estimated cost to completion. Revenue relating to the sale of certain assets, when the ultimate total collection is not reasonably assured, are being recorded under the cost recovery method.

(xi) Gaming activities and casino operations

Revenue from gaming activities is recognised based on ticket sales relating to draw days that are within the financial year.

Revenue from casino operations is recognised on a receipt basis and is net of gaming tax.

(xii) Revenue from water theme park operations

Entrance fee to the water theme park is recognised when tickets are sold.

(xiii) Rental income

Rental income, including those from investment properties and hotel operations, is recognised based on the accrual basis unless collection is in doubt, in which case it is recognised on receipt basis.

(xiv) Contract revenue

Revenue from work done on contracts is recognised based on the stage of completion method. The stage of completion is determined based on contract cost incurred for work performed up to the balance sheet date as a proportion of the estimated total contract costs. Foreseeable losses, if any, are recognised immediately in the income statement.

(5) Investments

Investments in subsidiary, associated companies and other long term investments are stated at cost. Such investments are only written down when the directors are of the opinion that there is permanent diminution in their value.

Malaysian Government Securities and other approved investments as specified by Bank Negara Malaysia ("BNM") are stated at cost adjusted for the amortisation of premiums or accretion of discounts from the date of purchase to their maturity dates.

Cagamas/Danamodal/Khazanah and unquoted corporate bonds which are secured or which carry a minimum rating of "BBB" or "P3" are stated at cost adjusted for amortisation of premiums or accretion of discounts, where applicable, to their respective maturity dates. Any corporate bond with a lower rating is stated at the lower of cost and market value.

Investments in quoted shares and marketable securities held by the insurance subsidiary company are stated at the lower of cost and market value on the aggregate portfolio basis by category of investments.

Short term investments are stated at the lower of cost and net realisable value.

Transfers between long term and short term investments, if any, are made at the lower of carrying amount and market value.

(6) Investment properties

The Group regards investment properties as land and buildings that are held for their investment potential and rental income. Investment properties are stated at cost less provision for any permanent diminution in value.

(7) Land held for development

Land held for development consist of land held for future development and where no significant development has been undertaken.

Land held for development is stated at cost which includes land cost, incidental costs of acquisition and development expenditure.

Such assets are transferred to development properties when significant development work has been undertaken and are expected to be completed within the normal operating cycle.

notes to the financial statements

30 APRIL 2002

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(8) Development properties

Land and development expenditure whereby significant development work has been undertaken and is expected to be completed within the normal operating cycle are classified as development properties.

Development properties are stated at cost plus attributable profit less progress billings. Cost includes land cost, incidental costs of acquisition, development expenditure and capitalised interest costs relating to the development.

(9) Interest capitalisation

Interest incurred on borrowings related to property, plant and equipment, and development properties are capitalised during the period activities to plan, develop and construct the assets are undertaken. Capitalisation of borrowing costs ceases when the assets are ready for their intended use or sale. Capitalisation of borrowing costs is suspended during the period in which active development is interrupted.

(10) Currency conversion and translation

Transactions in foreign currencies during the year are converted into Ringgit Malaysia at rates of exchange approximating those ruling at the transaction dates or at contracted rates, where applicable. Foreign currency monetary assets and liabilities at the balance sheet date are translated into Ringgit Malaysia at rates of exchange approximating those ruling at that date or at contracted rates, where applicable. All exchange gains or losses are dealt with in the income statements. The financial statements of foreign subsidiary companies have been translated into Ringgit Malaysia at the rates ruling at the balance sheet date. Exchange differences on translation of the net assets of foreign subsidiary companies are dealt with through an exchange fluctuation reserve.

The principal exchange rates ruling at balance sheet date for one unit of Ringgit Malaysia used are as follows:

	2002	2001
United States dollar	0.2631	0.2631
Sterling pound	0.1805	0.1835
Australian dollar	0.4879	0.5177
Swiss franc	0.4265	0.4542
Canadian dollar	0.4119	0.4060
Singapore dollar	0.4764	0.4785
Fijian dollar	0.5838	0.5991
Euro	0.2914	0.2953
Hong Kong dollars	2.0523	2.0528
Japanese yen	33.7553	32.6191
Indonesian rupiahs	2,392.34	3,137.25
Mauritius rupees	7.9365	7.4999
Mexican pesos	2.4722	2.4302
Philippine pesos	13.3422	13.4009
Seychelles rupees	1.4706	1.5323
Sri Lanka rupees	25.2845	23.6738
Indian rupees	12.8783	12.3353
New Taiwan dollars	9.3458	8.4388
Brunei dollar	0.4764	0.4785
Chinese renminbi	2.1834	2.1834
Thai baht	11.1111	12.5000
Brazil real	0.6211	0.5747
Vietnam dong	4,000.00	3,846.15
Guyana dollars	49.74	48.16

(11) Leases and hire purchase arrangements

(i) Finance leases and hire purchase contracts

Assets held under finance leases and hire purchase contracts are assets where substantially all the risks and rewards of ownership of the assets have been passed to the Group. They are capitalised and depreciated over their estimated useful lives according to the rates as set out in (12) below. The interest element of the lease rental obligations and hire purchase instalments are charged to the income statement over the periods of the respective agreements and represent a constant proportion of the balance of outstanding capital repayments.

(ii) Operating leases

Operating leases are leases other than finance leases. Rental paid under operating leases is charged to the income statement.

notes to the financial statements

30 APRIL 2002

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(12) Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation except as stated below.

Hotel properties comprise hotel land, building and integral plant and machinery. It is the Group's practice to maintain these properties at a high standard and condition such that residual values approximate to book values and consequently, depreciation would be insignificant. Accordingly, no depreciation is provided on freehold hotel properties or long term leasehold hotel properties with unexpired lease tenure of 50 years or more. The related maintenance expenditure is dealt with in the income statement.

To establish whether the residual value of the hotel properties are at least equal to their respective book values, all hotel properties are appraised by independent professional valuers at least once in every five years based on open market value. Where the residual values of the hotel properties are less than their respective book values, a write down of book values to its recoverable amounts will be made. The amount of reduction will be recognised as an expense in the income statement.

Freehold land, long term leasehold land with unexpired lease tenure of 50 years or more, and capital work-in-progress are not depreciated. The directors are of the opinion that the long leasehold land have residual values that will not be materially different from its cost. The depreciation charges are not expected to be material in view of its long useful life. Had the long term leasehold land been amortised over its useful life, there will be an additional depreciation charge of RM246,000 to the income statement. On all other property, plant and equipment, depreciation is provided on a straight-line basis calculated to write off the cost of each asset over its estimated useful life. The principal annual rates of depreciation are:

Short term leasehold land	Over the period of the lease not exceeding 50 years
Buildings	Over 50 years or the duration of the lease whichever is shorter
Plant and equipment	7.5% - 50%
Renovation	10% - 25%
Computer and office equipment	5% - 50%
Furniture and fittings	5% - 25%
Motor vehicles	9% - 25%
Aircraft	10%
Vessels	5% - 10%
Golf course development expenditure	1% - 1.75%
Plantation development expenditure	5%
Recreational livestock and apparatus	10% - 25%

Depreciation on assets under construction commences when the assets are ready for their intended use.

(13) Plantation development expenditure

New planting and replanting expenditure incurred respectively on land clearing and upkeep of trees to maturity and harvesting are capitalised as plantation development expenditure. Plantation development expenditure is amortised over twenty years upon maturity of the crop.

(14) Insurance reserves

The unearned premium reserves ("UPR") represent the portion of the net premiums of insurance policies written that relate to the unexpired periods of the policies at the end of the financial period.

UPR at the balance sheet date is determined in accordance with the method that most accurately reflects the actual liability as follows:

- 25% method for marine cargo, aviation cargo and transit;
- 1/24th method for all other classes of business (except non-annual policies), reduced by the corresponding percentage of accounted gross direct business commissions and agency related expenses not exceeding the limits specified by BNM as follows:

Motor and annual bond policies	10%
Fire, engineering and marine hull	15%
Other classes	25%
- 1/8th method for overseas inward treaty business with a deduction of 20%;
- Non-annual policies with a duration of cover extending beyond one year is time apportioned over the period of the risk.

In the previous financial year, the 1/24th (until 31 May 2000) and 100% (effective 1 June 2000) methods, were applied for all bond policies, with a 10% deduction for commission. The net effect of the change in computation of UPR for bond policies does not have any material impact on the financial statements of the Group.

notes to the financial statements

30 APRIL 2002

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(15) Inventories

Inventories of raw materials, work-in-progress and finished goods are stated at the lower of cost and net realisable value, after adequate provision for damaged, obsolete and slow moving items. Cost, in the case of work-in-progress and finished goods, comprises raw materials, direct labour and an attributable proportion of production overheads. Cost is determined on the first-in first-out basis, the weighted average cost method, or by specific identification.

Ticket inventories, gaming equipment components and parts, and stores and consumables are stated at the lower of cost and net realisable value, after adequate provision for damaged, obsolete and slow moving items. Cost is determined on a first-in first-out basis.

Property inventories are stated at the lower of cost and net realisable value. Cost includes the relevant cost of land, development expenditure and related interest cost incurred during the development period.

Trading account securities comprising quoted investments are stated at the lower of cost and market value determined on an aggregate basis after taking into consideration specific provisions made for diminution in value.

(16) Trade and other receivables

Trade and other receivables are carried at anticipated realisable value.

Hire purchase and equal payment receivables are stated net of unearned carrying charges and provision for doubtful debts.

All known bad debts are written off while doubtful debts are provided for, based on estimates of possible losses which may arise from non-collection. Specific provisions are made for any debts which are considered doubtful or have been classified as non-performing.

Clients' accounts for the stockbroking subsidiary companies are classified as non-performing under the following circumstances:

Type of accounts	Criteria
- Contra losses	When the account remains outstanding for 16 calendar days or more from the date of the contra transaction.
- Overdue purchase contracts	When the account remains outstanding from T+4 market days onwards.
- Margin accounts	When the value of the collateral has fallen below 130% of the outstanding balance.

For the stockbroking subsidiary companies, specific provisions are made for bad and doubtful debts for accounts which have been classified as non-performing in accordance with the Rules of the Kuala Lumpur Stock Exchange.

(17) Acquisition costs

Acquisition costs, which are costs directly incurred in acquiring and renewing insurance policies, net of income derived from ceding reinsurance premiums is recognised as incurred and properly allocated to the periods in which it is probable they give rise to income.

(18) Claims

A liability for outstanding claims is recognised in respect of both direct insurance and inward reinsurance. The amount of outstanding claims is the best estimate of the expenditure required together with related expenses less recoveries to settle the present obligations at the balance sheet date.

Provision is also made for the cost of claims, together with related expenses incurred but not reported at balance sheet date, using a mathematical method of estimation.

notes to the financial statements

30 APRIL 2002

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(19) Provision for retirement benefits (cont'd)

(i) Defined contribution scheme

Contributions relating to defined contribution plans are charged to the income statement when incurred.

Retirement benefits for employees of a foreign subsidiary company are accrued for in accordance with the provisions of that foreign country's retirement law and are charged to income statement in the period to which they relate.

(ii) Defined benefit scheme

Contributions to the schemes are charged to the income statement so as to spread the cost of the scheme over the employees' working lives in the respective companies.

A group of subsidiary companies based in The United States of America ("USA") sponsor a non-contributory defined benefit pension plan which covers all non-union employees. The plan provides benefits that are based generally on the employee compensation and years of service. Eligible union employees are covered under union-sponsored multi-employer defined benefit plans. The USA subsidiary companies also have a savings plan for all employees; all contribution are made solely by those employees. The most recent actuarial valuation performed by an independent qualified actuary was undertaken as at 31 December 2001 using the projected unit credit method.

The principal assumptions used in the actuarial valuation are:

- Rate of increase in salary level	4.5% per annum
- Discount rate	8.0% per annum
- Rate of investment return on plan assets	8.0% per annum

For another group of subsidiary companies based in the United Kingdom, the defined benefit scheme requires contributions to be made to a separately administered fund. The plan is no longer open to new members. The assets of the defined contribution scheme are also administered by trustees in a fund independent from that of the subsidiary companies. The most recent actuarial valuation was undertaken as at 5 April 2002 using the attained age method by an independent qualified actuary. The principal assumptions used in the actuarial valuation are:

- Rate of increase in pensionable salaries	4.0% per annum
- Rate of investment returns	6.0% per annum
- Rate on increase in pensions accruing after 6 April 1997	2.5% per annum

For another subsidiary company based in Malaysia, the most recent actuarial valuation of the retirement benefit scheme was carried out in December 1999 using the projected benefit valuation. The principal assumptions used in the actuarial valuation are:

- Rate of increase in salary level	6.5% per annum
- Discount rate	7.0% per annum

(20) Provision for gratuity

Provision for gratuity is made in accordance with the provisions stipulated in the United Arab Emirates labour laws for all eligible employees. Gratuities are payable upon termination of employment or retirement of eligible employees. The quantum of benefits is calculated as follows:

Less than 3 years of employment	1/3 (of 21 days salary for each year) i.e. 7 days
Between 3 and 5 years of employment	2/3 (of 21 days salary for each year) i.e. 14 days
After 5 years of employment	21 days for each year for first 5 years and 30 days salary per year for subsequent years.

For another subsidiary company based in Sri Lanka, provision for gratuity is made in accordance with the relevant statute. The quantum of benefits is equivalent to an amount calculated based on a half month's salary of the last month of the financial year of all employees for each completed year of service commencing from the first year of service.

notes to the financial statements

30 APRIL 2002

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(21) Intangible assets

Goodwill on consolidation represents the excess of the purchase price over the fair value of the net assets of the economic entities at the date of acquisition less proportionate amounts written off for subsequent disposals of investments in the relevant economic entities. It is retained in the consolidated balance sheet at written down cost. Further write-downs are provided only when the directors are of the opinion that there is a permanent diminution in value.

Product development expenditure are incurred in respect of specific products and for the design of prototypes for new products. These will be amortised over a period not exceeding eight years upon completion of individual projects or upon commencement of sales of the related products. Development expenditure relating to aborted projects is written off immediately.

Trademarks and copyrights purchased are stated at cost and are written down only when the directors are of the opinion that there is a permanent diminution in value.

Pending patent expenditure are incurred in respect of a software for wagering transactions and is amortised over a period of five years on a straight-line basis.

Other intangible assets include distribution rights and cost incurred on the technology and transfer of technical know-how. Costs incurred in obtaining distribution rights are amortised on a straight line basis over the distribution period. Cost incurred on the technology and transfer of technical know-how are amortised over a period of eight years on a straight-line basis.

(22) Deferred taxation

Deferred taxation is provided under the liability method for all material timing differences between accounting income and taxable income except where there is reasonable evidence that these timing differences will not reverse in the foreseeable future. Debit balances in the deferred taxation account are not carried forward except when their realisability is beyond reasonable doubt.

(23) Cash and cash equivalents

Cash comprises cash in hand, at bank and demand deposits.

Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts subject to insignificant risk of changes in value, against which the bank overdrafts, if any, are deducted.

The Group has excluded clients' monies and remisiers' deposits held in trust by the stockbroking subsidiary companies from its cash and cash equivalents.

(24) Shares bought back

Shares bought back by a listed subsidiary company are held as treasury shares and are accounted for on the cost method. Such shares are deemed to be an accretion of the Group's equity interest in the subsidiary company and are treated as an acquisition of additional equity interest for which the goodwill or negative goodwill is determined. Should such shares be cancelled, their nominal amounts will be eliminated and the differences between the costs and nominal amounts will be taken to reserves as appropriate.

(25) Provisions

Provisions represent liabilities which are either certain or likely to be incurred but uncertain as to the amount or as to the date on which it will arise. Where the amount of such liability cannot be determined, an estimate is made based on information available.

(26) Interest in partnerships

The interest in partnerships is accounted for using the equity method. Under this method, the share of the profits and losses of the partnerships is recognised as revenue in the income statement and the share of movements in reserves is recognised in reserves.

notes to the financial statements

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3 PROPERTY, PLANT AND EQUIPMENT

GROUP

	At 1.5.01 RM'000	Additions RM'000	Disposals RM'000	Depreciation charge for the year RM'000	Write-off RM'000	Reclassi- fication / Transfers RM'000	Acquisition of subsidiaries RM'000	Disposal of subsidiaries RM'000	Foreign currency translation RM'000	At 30.4.02 RM'000
At Net book value										
Freehold land and buildings	555,970	14,893	(45,363)	(12,155)	(4,243)	(6,400)	41,598	-	(1,402)	542,898
Freehold hotel properties	177,246	25	-	-	-	66	-	-	5,233	182,570
Long leasehold hotel properties	491,153	28,428	-	-	-	390	42,870	-	(5,210)	557,631
Long leasehold land and buildings	460,113	1,614	(64,728)	(7,632)	-	156	11,209	(6,778)	21	393,975
Short leasehold land and buildings	61,984	1,142	(27)	(4,512)	(1,436)	22,697	-	-	(39)	79,809
Plantation development expenditure	4,321	1,545	-	(34)	-	-	-	-	-	5,832
Plant and equipment	234,528	43,939	(28,941)	(54,139)	(4,486)	18,178	16,515	(16,740)	1,902	210,756
Renovation	196,938	9,476	(3,485)	(25,205)	(22,585)	4,317	111	(50)	229	159,746
Computer and office equipment	60,434	10,473	(332)	(18,276)	(277)	(649)	2,846	(122)	104	54,201
Furniture and fittings	103,056	13,691	(1,313)	(22,254)	(1,443)	(12,896)	4,956	(81)	559	84,275
Motor vehicles	29,484	11,354	(1,262)	(10,993)	(1)	126	581	(209)	2	29,082
Aircraft and vessels	53,432	9	(3,761)	(2,878)	-	(1,155)	-	-	(1)	45,646
Golf course development expenditure	61,581	50	(471)	(930)	-	1,155	-	-	-	61,385
Capital work-in-progress	343,993	41,370	(13,739)	-	-	(26,570)	-	-	(2)	345,052
Others	6,695	309	(14)	(522)	-	463	247	-	4	7,182
	<u>2,840,928</u>	<u>178,318</u>	<u>(163,436)</u>	<u>(159,530)</u>	<u>(34,471)</u>	<u>(122)</u>	<u>120,933</u>	<u>(23,980)</u>	<u>1,400</u>	<u>2,760,040</u>

As at 30 April 2002

	Cost RM'000	Accumulated depreciation RM'000	Net book value RM'000
Freehold land and buildings	614,512	(71,614)	542,898
Freehold hotel properties	182,570	-	182,570
Long leasehold hotel properties	557,631	-	557,631
Long leasehold land and buildings	464,529	(70,554)	393,975
Short leasehold land and buildings	99,679	(19,870)	79,809
Plantation development expenditure	5,865	(33)	5,832
Plant and equipment	568,135	(357,379)	210,756
Renovation	293,965	(134,219)	159,746
Computer and office equipment	210,113	(155,912)	54,201
Furniture and fittings	266,726	(182,451)	84,275
Motor vehicles	101,868	(72,786)	29,082
Aircraft and vessels	55,847	(10,201)	45,646
Golf course development expenditure	67,312	(5,927)	61,385
Capital work-in-progress	345,052	-	345,052
Others	17,249	(10,067)	7,182
	<u>3,851,053</u>	<u>(1,091,013)</u>	<u>2,760,040</u>

As at 30 April 2001

	Cost RM'000	Accumulated depreciation RM'000	Net book value RM'000
Freehold land and buildings	601,902	(45,932)	555,970
Freehold hotel properties	177,246	-	177,246
Long leasehold hotel properties	491,153	-	491,153
Long leasehold land and buildings	506,406	(46,293)	460,113
Short leasehold land and buildings	99,975	(37,991)	61,984
Plantation development expenditure	4,321	-	4,321
Plant and equipment	510,385	(275,857)	234,528
Renovation	307,842	(110,904)	196,938
Computer and office equipment	196,335	(135,901)	60,434
Furniture and fittings	280,102	(177,046)	103,056
Motor vehicles	100,011	(70,527)	29,484
Aircraft and vessels	62,261	(8,829)	53,432
Golf course development expenditure	66,578	(4,997)	61,581
Capital work-in-progress	343,993	-	343,993
Others	16,033	(9,338)	6,695
	<u>3,764,543</u>	<u>(923,615)</u>	<u>2,840,928</u>

notes to the financial statements

30 APRIL 2002

3 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

COMPANY

<u>At net book value</u>	<u>At 1.5.01</u> RM'000	<u>Additions</u> RM'000	<u>Depreciation charge for the year</u> RM'000	<u>Write off</u> RM'000	<u>At 30.4.02</u> RM'000
Renovation	202	6	(52)	(151)	5
Computer and office equipment	1,585	22	(519)	(17)	1,071
Furniture and fittings	71	1	(37)	-	35
Motor vehicles	1,408	-	(561)	-	847
	<u>3,266</u>	<u>29</u>	<u>(1,169)</u>	<u>(168)</u>	<u>1,958</u>

<u>As at 30 April 2002</u>	<u>Cost</u> RM'000	<u>Accumulated depreciation</u> RM'000	<u>Net book value</u> RM'000
Renovation	5	-	5
Computer and office equipment	4,711	(3,640)	1,071
Furniture and fittings	409	(374)	35
Motor vehicles	5,593	(4,746)	847
	<u>10,718</u>	<u>(8,760)</u>	<u>1,958</u>

<u>As at 30 April 2001</u>	<u>Cost</u> RM'000	<u>Accumulated depreciation</u> RM'000	<u>Net book value</u> RM'000
Renovation	521	(319)	202
Computer and office equipment	4,881	(3,296)	1,585
Furniture and fittings	804	(733)	71
Motor vehicles	5,949	(4,541)	1,408
	<u>12,155</u>	<u>(8,889)</u>	<u>3,266</u>

Others comprise mainly linen, silverware, cutlery, kitchen utensils and recreational livestock and apparatus.

Long leasehold land comprises leasehold interests with an unexpired term in excess of 50 years.

Property, plant and equipment costing RM1,173,483,000 (2001: RM1,057,012,000) have been pledged to financial institutions for facilities granted to subsidiary companies.

Included in the cost of capital work-in-progress is interest capitalised for the year of RM3,166,000 (2001: RM3,099,000).

Included in property, plant and equipment are the following reclassifications:

- (i) An amount of RM1,831,000 was reclassified to property, plant and equipment from inventories.
- (ii) An amount of RM1,953,000 was reclassified to product development expenditure.

The net book values of assets acquired under finance leases and hire purchase arrangements are as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2002</u> RM'000	<u>2001</u> RM'000	<u>2002</u> RM'000	<u>2001</u> RM'000
Plant and equipment	57,902	74,921	-	-
Computer and office equipment	4,930	5,744	135	252
Renovation	22,424	26,044	-	-
Furniture and fittings	2,593	1,923	-	-
Motor vehicles	7,770	9,496	796	1,562
Aircraft and vessels	12,917	15,335	-	-
Others	914	1,034	-	-
	<u>109,450</u>	<u>134,497</u>	<u>931</u>	<u>1,814</u>

notes to the financial statements

30 APRIL 2002

4 OTHER INVESTMENTS

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Quoted investments in Malaysia				
- shares	176,796	260,980	-	-
- unsecured loan stocks	2,306	2,161	-	-
- warrants and options	957	418	-	-
- Malaysian Government Securities	14,652	15,688	-	-
- Cagamas bonds	15,035	20,087	-	-
- Danamodal bonds	14,642	13,736	-	-
- Khazanah bonds	1,513	1,420	-	-
Quoted investments outside Malaysia				
- shares	28,062	18,357	-	-
- notes	1,140	-	-	-
	255,103	332,847	-	-
Unquoted shares	181,647	141,017	47,261	49,011
Partnership	1,105	678	-	-
Unquoted guaranteed bonds	5,000	5,011	-	-
Debentures in unquoted corporations	915	1,220	-	-
Loan stocks in unquoted corporations	6,461	6,461	6,461	6,461
Golf clubs corporate memberships	1,030	850	-	-
	451,261	488,084	53,722	55,472
Write down in value of quoted investments				
- in Malaysia	(23,910)	(68,686)	-	-
- outside Malaysia	(2,037)	-	-	-
Write down in value of unquoted shares	(40,066)	(13,009)	(13,673)	(4,000)
Provision for diminution in value	(20,699)	(36,956)	(5,850)	(5,850)
	364,549	369,433	34,199	45,622
Market value:				
Quoted investments in Malaysia				
- shares	161,242	152,017	-	-
- unsecured loan stocks	1,272	892	-	-
- warrants and options	1,046	174	-	-
- Malaysian Government Securities	15,351	16,600	-	-
- Cagamas bonds	15,475	20,797	-	-
- Danamodal bonds	15,306	14,648	-	-
- Khazanah bonds	1,589	1,528	-	-
Quoted shares outside Malaysia				
- shares	22,439	8,452	-	-
- notes	1,102	-	-	-

Investments with a total book value of RM154,640,000 (2001: RM161,770,000) are held by the insurance subsidiary company of the Group.

As at 30 April 2002, investment in quoted shares in Malaysia with a book value of RM37,904,000 (2001: RM41,310,000) and market value of RM25,730,000 (2001: RM13,178,000) are pledged to various financial institutions for credit facilities granted to a subsidiary company.

Included in the Malaysian Government Securities is an amount of RM4,509,000 (2001: RM3,000,000) representing collateral placed with the Malaysian Government for the issue of pool betting licences.

Provision for diminution in value of certain quoted investments have not been made as, in the opinion of the directors, the diminution is not permanent in nature.

The Group has interests in the following partnership, the principal activity of which are the operation of video stores.

Name of entity	Class of ownership	Equity interest held	
		2002 %	2001 %
Video Ezy Australasia Pty Ltd and Kamari Pty Ltd	Partnership	50	50

notes to the financial statements

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4 OTHER INVESTMENTS (CONT'D)

The share of partnership assets and liabilities are as follows:

	Group	
	2002 RM'000	2001 RM'000
Current assets	183	191
Non-current assets	1,404	730
Total assets	1,587	921
Current liabilities	482	243
Non-current liabilities	-	-
Total liabilities	482	243
Net assets	1,105	678

The share of partnership revenues, expenses and results are as follows:

Revenues	3,296	3,409
Expenses	(3,205)	(3,152)
Operating results before tax	91	257

The share of partnership commitments is as follows:

Lease commitments	1,377	860
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5 INVESTMENT PROPERTIES

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
At cost:				
Freehold land and buildings	541,941	515,846	-	-
Long leasehold land and buildings	34,193	36,202	3,409	3,409
Provision for diminution in value	(10,239)	-	-	-
	565,895	552,048	3,409	3,409
Fair value of investment properties estimated by the directors	744,671	730,995	3,400	3,400

Investment properties of the Group amounting to RM484,569,000 (2001: RM513,131,000) have been pledged to various financial institutions for credit facilities granted to certain subsidiary companies.

6 LAND HELD FOR DEVELOPMENT

	Group	
	2002 RM'000	2001 RM'000
Freehold land	829,075	824,017
Long leasehold land	50,030	50,107
Development expenditure	187,555	209,704
	1,066,660	1,083,828

Land held for development at cost amounting to RM867,016,000 (2001: RM866,935,000) have been pledged to various financial institutions for credit facilities granted to certain subsidiary companies.

notes to the financial statements

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7 EXPRESSWAY DEVELOPMENT EXPENDITURE

Expressway development expenditure in the previous year comprised costs, including interest expenses, incurred by a subsidiary company, New Pantai Expressway Sdn Bhd ("NPE"), in connection with the New Pantai Highway project awarded by the Government for the exclusive rights and authority to design, construct, manage, operate and maintain the highway. The development expenditure was intended to be amortised over the concession period upon completion of the project and commencement of the collection of toll revenue. The Group disposed the investment in NPE during the financial year.

	Group	
	2002 RM'000	2001 RM'000
Included in the expressway development expenditure incurred during the year are as follows:		
Depreciation	-	121
Hire purchase interest	-	12
Interest on short term loan	-	3,758
		<hr/>

8 ASSOCIATED COMPANIES

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Quoted shares - in Malaysia	-	106,059	-	-
- outside Malaysia	60,963	60,963	-	-
Unquoted shares	267,259	317,433	68,911	70,615
Group's share of post acquisition reserves	(78,007)	(60,760)	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
	250,215	423,695	68,911	70,615
Write down in value	-	(2,500)	-	-
Provision for diminution in value	-	(2,674)	-	-
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	250,215	418,521	68,911	70,615
Market value :				
Quoted shares - in Malaysia	-	103,410	-	-
- outside Malaysia	14,607	34,440	-	-
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The Group's interest in the associated companies is represented by:

Share of net assets	198,560	334,719
Premium on acquisition	51,655	86,476
	<hr/>	<hr/>
	250,215	421,195
Provision for diminution in value	-	(2,674)
	<hr/>	<hr/>
	250,215	418,521

Provision for diminution in value of certain investment in quoted shares outside Malaysia has not been made as the directors are of the opinion that the diminution is not permanent in nature.

Certain unquoted shares costing RMNil (2001: RM2,463,000) have been pledged to a financial institution for credit facilities granted to a subsidiary company.

The Group's share of associated companies' revenue for the year is RM274,557,000 (2001: RM374,239,000).

The Group's equity interest in the associated companies, their respective principal activities and countries of incorporation are shown in Note 42.

notes to the financial statements

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9 SUBSIDIARY COMPANIES

	Company	
	2002 RM'000	2001 RM'000
Unquoted shares at cost	253,222	797,635
Write off/down in value	(49,509)	(550,090)
	203,713	247,545
Quoted shares at cost in Malaysia	180,351	180,387
	384,064	427,932
Market value of quoted shares in Malaysia	164,117	115,446

The Group's equity interests in the subsidiary companies, their respective principal activities and countries of incorporation are shown in Note 42.

Quoted shares costing RM180,348,000 (2001: RM179,450,000) have been pledged to financial institutions for credit facilities granted to the Company and its subsidiary companies. Provision for diminution in value of quoted investment in a subsidiary company has not been made as the directors are of the opinion that the diminution is not permanent in nature.

The effects of the acquisitions and disposal on the results of the Group for the year ended 30 April 2002 and Group's financial position are summarised as follows:-

	Revenue RM'000	Profit/(loss) after taxation after minority interests RM'000	Share of assets less liabilities of subsidiaries acquired RM'000	Goodwill/ (Reserve) on consolidation RM'000
Acquisitions				
Matrix International Berhad	193,559	1,074	105,524	28,879
Staffield Country Resort Berhad	4,334	652	7,951	(2,627)
Berjaya Georgetown Hotel (Penang) Sdn Bhd	6,912	(4,220)	(3,647)	23,252
Elmira Wood Products Ltd	1,491	(1,379)	(1,340)	-
Shubido Pacific Sdn Bhd	4,841	150	2,088	-
Hartford Compressors Yantai Co Ltd	-	(2)	15,093	-
	211,137	(3,725)	125,669	49,504
Disposals				
Graphic Press Group Sdn Bhd	6,535	(52)	5,233	-
New Pantai Expressway Sdn Bhd	-	-	170,198	-
	6,535	(52)	175,431	-

The incorporation or disposal of subsidiary companies which do not have any material effect on the financial position and results of the Group are not listed above.

10 INTANGIBLE ASSETS

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Goodwill				
At 1 May	2,275,599	2,332,585	-	-
Arising from increase in equity interest and acquisition of subsidiary companies	130,415	146,380	-	-
Reduction of equity interest and disposal of subsidiary companies	(72,889)	(129,949)	-	-
Amount written off	(22,710)	(60,817)	-	-
Reclassification	1,383	-	-	-
Exchange differences	(1,633)	(12,600)	-	-
At 30 April	2,310,165	2,275,599	-	-

notes to the financial statements

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10 INTANGIBLE ASSETS (CONT'D)

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Trademarks, patents and copyrights				
At 1 May	114,228	99,591	-	-
Additions	-	15,161	-	-
Amortisation for the year	(396)	(20)	-	-
Amount written off	-	(499)	-	-
Reclassification	(1,383)	-	-	-
Exchange differences	-	(5)	-	-
At 30 April	112,449	114,228	-	-
Preliminary and pre-operating expenditure				
At 1 May	-	182	-	-
Reclassification	-	(182)	-	-
At 30 April	-	-	-	-
Product development expenditure				
At 1 May	11,549	14,079	-	-
Additions	2,199	970	-	-
Amortisation for the year	(2,464)	(3,234)	-	-
Amount written off	(6,792)	(194)	-	-
Reclassification from property, plant and equipment	1,953	-	-	-
Exchange differences	12	(72)	-	-
At 30 April	6,457	11,549	-	-
Other intangible assets				
At 1 May	15,449	20,708	-	52
Additions	352	3,990	-	-
Amortisation for the year	(2,060)	(3,193)	-	-
Amount written off	(578)	(6,957)	-	-
Reclassification	-	939	-	(52)
Exchange differences	6	(38)	-	-
At 30 April	13,169	15,449	-	-
	2,442,240	2,416,825	-	-

11 DEVELOPMENT PROPERTIES

	Group	
	2002 RM'000	2001 RM'000
Freehold land	342,246	263,240
Leasehold land	202,617	234,350
Development expenditure	642,766	553,927
Attributable profits	145,713	126,372
	1,333,342	1,177,889
Progress billings	(597,376)	(479,544)
Transfer to inventories	(9,421)	(4,331)
	726,545	694,014

Properties costing RM429,336,000 (2001: RM429,336,000) have been pledged to financial institutions for credit facilities granted to subsidiary companies.

Included in the development expenditure is interest capitalised for the year of RM4,268,000 (2001: RM2,971,000).

notes to the financial statements

30 APRIL 2002

12 INVENTORIES

	Group	
	2002 RM'000	2001 RM'000
<u>At cost</u>		
Raw materials	93,155	122,700
Work-in-progress	40,415	54,425
Finished goods	352,037	397,423
Ticket stocks, stores and consumables	11,906	13,745
Completed houses	37,909	33,524
Trading account securities	47,999	60,099
Gaming equipment components and parts	1,898	756
	<hr/>	<hr/>
	585,319	682,672
<u>At net realisable value</u>		
Raw materials	18,146	1,160
Stores and consumables	188	-
Finished goods	131,543	105,408
	<hr/>	<hr/>
	149,877	106,568
	<hr/>	<hr/>
	735,196	789,240

Trading account securities, which principally represent investment in shares quoted in Malaysia, have a market value of RM79,502,000 (2001: RM107,224,000) as at 30 April 2002.

As at 30 April 2002, trading account securities with a book value of RM22,191,000 (2001: RM25,334,000) and market value of RM17,524,000 (2001: RM22,919,000) are pledged to various financial institutions for credit facilities granted to certain subsidiary companies.

During the financial year, the Group reversed RM2,136,000 (2001: RM4,108,000), being part of inventories written down in previous year that was subsequently not required.

13 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
<u>Trade receivables</u>				
Money lending receivables	107,006	95,107	-	-
Other trade receivables	863,111	890,249	-	-
Leasing receivables	23,659	25,637	-	-
Unearned carrying charges	(1,568)	(2,738)	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
	22,091	22,899	-	-
Hire purchase and equal payment receivables	598,851	633,374	-	-
Unearned carrying charges	(75,520)	(82,174)	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
	523,331	551,200	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
	1,515,539	1,559,455	-	-
Interest in suspense	(39,773)	(32,183)	-	-
Provision for doubtful debts	(238,031)	(174,095)	-	-
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	1,237,735	1,353,177	-	-

notes to the financial statements

30 APRIL 2002

13 TRADE AND OTHER RECEIVABLES (CONT'D)

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
<u>Other receivables</u>				
Deposits	25,496	23,282	469	494
Prepayments	86,205	59,780	1,865	562
Sundry receivables	404,818	396,631	6,874	10,016
Deposits and advances paid for construction and acquisitions of properties and companies	11,504	32,684	-	-
Amounts due from subsidiary companies	-	-	4,911,698	4,808,632
Amounts due from associated companies	120,921	155,043	-	-
	648,944	667,420	4,920,906	4,819,704
Provision for doubtful debts	(153,160)	(98,583)	(796,296)	(20,739)
	495,784	568,837	4,124,610	4,798,965
	1,733,519	1,922,014	4,124,610	4,798,965

Included in the provision for doubtful debts of the Company are provisions for amounts due from subsidiary companies of RM794,067,000 (2001: RM18,510,000).

	Group	
	2002 RM'000	2001 RM'000
Receivable within one year		
Hire purchase and equal payment receivables	336,716	378,916
Leasing receivables	17,278	16,014
	353,994	394,930
Receivable after one year		
Hire purchase and equal payment receivables	262,135	254,458
Leasing receivables	6,381	9,623
	268,516	264,081
	622,510	659,011
Less : Unearned carrying charges	(77,088)	(84,912)
	545,422	574,099

Included in leasing, hire purchase and equal payment debtors is an amount of RM28,395,000 (2001: RM28,714,000) representing debts which have been assigned to financial institutions for credit facilities granted to subsidiary companies.

Included in hire purchase and equal payment receivables is an amount of RM12,501,000 (2001: RM12,501,000) representing debts under block discounting arrangements granted to a subsidiary company.

Included in trade receivables of the Group is an amount due from a director of the Company and from parties related to the director of RMNil (2001: RM13,666,000) arising from the progress billings in respect of sale of properties by a subsidiary company, details of which are disclosed in Note 37 to the financial statements.

Included in sundry receivables of the Group are housing loans granted to certain service directors of subsidiary companies of RM548,000 (2001: RM635,000) and an amount of RM2,034,000 (2001: RM2,185,000) receivable from Malaysian Motor Insurance Pool.

14 SHORT TERM INVESTMENTS

	Group	
	2002 RM'000	2001 RM'000
Unquoted shares, at cost	-	635

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15 DEPOSITS WITH FINANCIAL INSTITUTIONS

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Deposits with:				
Licensed banks	249,675	183,863	784	-
Licensed finance companies	80,225	36,668	-	-
Other financial institutions	21,537	22,575	-	-
	<u>351,437</u>	<u>243,106</u>	<u>784</u>	<u>-</u>

Deposits amounting to RM162,000,000 (2001: RM107,600,000) are placed by the insurance subsidiary company of the Group, RM13,010,000 (2001: RM5,402,000) are client's monies and RM15,750,000 (2001: RM20,650,000) are remisiers' deposits held in trust.

Deposits with financial institutions amounting to RM7,495,000 (2001: RM5,340,000) are pledged to various financial institutions for credit facilities granted to subsidiary companies.

16 CASH AND BANK BALANCES

Included in cash and bank balances of the Group are cash at bank held under the Housing Development Account of RM41,841,000 (2001: RM26,129,000) pursuant to Section 7A of the Housing Developers (Control and Licensing) Act, 1966, client's monies of RM5,084,000 (2001: RM1,019,000) and remisiers' deposits of RM147,000 (2001: Nil) held in trust.

17 TRADE AND OTHER PAYABLES

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Trade payables	632,277	539,482	-	-
Pool betting duty payable	17,496	22,921	-	-
Accruals	710,263	513,851	17,833	12,979
Sundry payables	386,831	621,022	300	1,821
Amount payable for acquisition of				
- subsidiary company	-	26	-	-
- associated company	-	-	-	-
- properties	2,757	2,223	-	-
Amounts due to subsidiary companies	-	-	2,996,430	2,874,017
Amounts due to associated companies	27	-	-	-
Portion repayable within 12 months				
Block discounting payables (Note 24)	21,563	15,869	-	-
Hire purchase and leasing payables (Note 24)	43,560	43,774	754	449
Floating Rate Notes (Note 24)	159,600	38,000	-	-
	<u>1,974,374</u>	<u>1,797,168</u>	<u>3,015,317</u>	<u>2,889,266</u>

The amounts due to subsidiary companies are unsecured, interest bearing and have no fixed terms of repayment.

Included in the trade payables is an amount of RM11,093,000 (2001: RM6,969,000) due to Sunline M & E Services Sdn Bhd, a company in which a director of subsidiary company has equity interest.

Included in sundry payables is an amount of RM32,423,000 (2001: RM45,530,000) being margin facilities obtained by the Group. The margin accounts are secured by quoted investments of the Group and bear interest at rates ranging from 7.0% to 16.0% (2001: 10.0% to 16.0%) per annum.

Included in the Group's accruals are accrued contribution to the National Sports Council, provision for gaming tax and toto betting royalty.

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18 PROVISIONS

	Group	
	2002 RM'000	2001 RM'000
Provision for retirement benefits	17,935	4,740
Provision for sales warranty	18,365	19,100
Provision for royalty expenses	1,919	288
Provision for employee entitlements	1,347	-
Provision for outstanding insurance claims	178,030	158,677
Less: Recoverable from reinsurers	(59,709)	(55,779)
	<u>118,321</u>	<u>102,898</u>
	<u>157,887</u>	<u>127,026</u>

19 SHORT TERM BORROWINGS

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Secured				
Long term loans				
- portion repayable within 12 months (Note 23)	309,444	304,932	-	-
Short term loans	387,692	431,079	73,015	20,000
Bank overdrafts	211,641	252,670	64,348	58,897
Revolving credits	308,310	526,648	78,637	165,194
Trade financing facilities	225,760	145,082	-	-
	<u>1,442,847</u>	<u>1,660,411</u>	<u>216,000</u>	<u>244,091</u>
Unsecured				
Long term loans				
- portion repayable within 12 months (Note 23)	-	323	-	-
Short term loans	2,500	9,700	-	-
Bridging loan	37,760	37,760	-	-
Bank overdrafts	99,504	103,566	-	-
Revolving credits	16,200	5,775	-	-
Trade financing facilities	100,654	120,829	-	-
	<u>256,618</u>	<u>277,953</u>	<u>-</u>	<u>-</u>
	<u>1,699,465</u>	<u>1,938,364</u>	<u>216,000</u>	<u>244,091</u>

The secured bank overdrafts, revolving credits, short term loans and trade financing facilities are secured either by way of fixed charges on certain landed properties of the Group, certain quoted investments of the Group and the Company, or fixed and floating charges over the other assets of certain subsidiary companies.

Included in unsecured short term loans of the Group is a loan of RM2,500,000 (2001: RMNil) owing to HQZ Credit Sdn Bhd, a company in which Tan Sri Dato' Seri Tan Chee Yioun has substantial financial interest.

The borrowings bear interest at rates ranging from 2.91% to 11.5% (2001: 3.0% to 15.5%) per annum for the Group and from 3.6% to 10.45% (2001: 3.73% to 10.45%) per annum for the Company.

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20 SHARE CAPITAL

	Group and Company			
	Number of shares		Share capital	
	2002	2001	2002	2001
	'000	'000	RM'000	RM'000
Ordinary shares of RM1.00 each				
Authorised				
At 1 May/30 April	5,000,000	5,000,000	5,000,000	5,000,000
Issued and fully paid				
At 1 May	1,498,171	1,497,514	1,498,171	1,497,514
Issued during the year from conversion of ICULS	-	657	-	657
At 30 April	1,498,171	1,498,171	1,498,171	1,498,171

21 RESERVES

	Group		Company	
	2002	2001	2002	2001
	RM'000	RM'000	RM'000	RM'000
Non-distributable				
Share premium	734,356	734,356	734,356	734,356
Capital reserves (Note)	139,277	169,149	-	-
Foreign currency translation reserve	15,214	(49,410)	-	-
	888,847	854,095	734,356	734,356
Accumulated losses	(1,522,304)	(870,791)	(1,257,686)	(385,389)
	(633,457)	(16,696)	(523,330)	348,967

Note:

Capital reserves comprise amounts capitalised for bonus issue by subsidiary companies, reserves on consolidation and share of capital redemption reserves.

22 IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS

	Group		Company	
	2002	2001	2002	2001
	RM'000	RM'000	RM'000	RM'000
5% Irredeemable Convertible Unsecured Loan Stocks June 1997/2002 (Note a)	10,358	10,358	-	-
5% Irredeemable Convertible Unsecured Loan Stocks October 1999/2009 (Note b)	422,097	422,097	422,097	422,097
5% Irredeemable Convertible Unsecured Loan Stocks December 1999/2009 (Note c)	894,458	943,799	-	-
	1,326,913	1,376,254	422,097	422,097

Notes:

(a) 5% Irredeemable Convertible Unsecured Loan Stocks June 1997/2002

The 5% Irredeemable Convertible Unsecured Loan Stocks 1997/2002 ("DBM ICULS") at nominal value of RM1.00 each were constituted by a Trust Deed dated 22 April 1997 made by a subsidiary company, Dunham-Bush (Malaysia) Bhd and the Trustee for the holders of the DBM ICULS. The main features of the DBM ICULS were as follows:-

(i) The DBM ICULS shall be convertible into fully paid ordinary shares of the subsidiary company during the period from 18 June 1997 to the maturity date at 17 June 2002 at the rate of RM13.80 nominal value of DBM ICULS or at the rate of RM1.00 nominal value of the DBM ICULS and RM12.80 in cash for one fully paid ordinary share of RM1.00 each.

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22 IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (CONT'D)

Notes:

(a) 5% Irredeemable Convertible Unsecured Loan Stocks June 1997/2002 (cont'd)

(ii) Upon conversion of the DBM ICULS into new ordinary shares, such shares should rank pari passu in all respects with the ordinary shares of the subsidiary company in issue at the time of conversion except that they would not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period in which the DBM ICULS are converted or any interim dividend declared prior to the date of conversion of the DBM ICULS.

(iii) The interest on the DBM ICULS is payable semi-annually in arrears.

Consequent to the rights issue undertaken by the subsidiary company during the year, the DBM ICULS conversion price of RM13.80 per share is now adjusted to RM10.824 per share pursuant to the provisions of the Trust Deed dated 22 April 1997.

As at 30 April 2002, the Group holds 11,641,242 (2001: 11,641,242) units with a market value of RM1,513,000 (2001: RM1,513,000) and these have been eliminated against the total DBM ICULS outstanding.

At the maturity of the DBM ICULS on 17 June 2002, the DBM ICULS were converted into fully paid ordinary shares of the subsidiary company as disclosed in Note 41 to the financial statements.

(b) 5% Irredeemable Convertible Unsecured Loan Stocks October 1999/2009

The 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 ("BGB ICULS") at nominal value of RM1.00 each were constituted by a Trust Deed dated 21 July 1999 made between the Company and the Trustee for the holders of the BGB ICULS. The BGB ICULS were issued with 4 detachable warrants ("Warrants"). The main features of the BGB ICULS were as follows:-

(i) The BGB ICULS shall be convertible into fully paid ordinary shares of the Company during the period from 18 October 1999 to the maturity date at 17 October 2009 at the rate of RM1.00 nominal value of BGB ICULS for one fully paid ordinary share of RM1.00 each.

(ii) Upon conversion of the BGB ICULS into new ordinary shares, such shares should rank pari passu in all respects with the ordinary shares of the Company in issue at the time of conversion except that they would not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period in which the BGB ICULS are converted or any interim dividend declared prior to the date of conversion of the BGB ICULS.

(iii) The interest on the BGB ICULS is payable semi-annually in arrears.

The Warrants may be exercised at any time during the ten years from 18 October 1999. Warrants not exercised during this period will lapse. The exercise price of the Warrants is RM1.00 for the first to fifth year and RM1.20 for the sixth to tenth year.

During the financial year, no Warrants were exercised. The outstanding Warrants as at 30 April 2002 was 2,560,100,512 (2001: 2,560,100,512) units.

	Group and Company	
	2002	2001
	RM'000	RM'000
At 1 May	422,097	422,754
Amount converted into ordinary shares during the financial year	-	(657)
At 30 April	422,097	422,097

(c) 5% Irredeemable Convertible Unsecured Loan Stocks December 1999/2009

The 5% Irredeemable Convertible Unsecured Loan Stocks 1999/2009 ("BLB ICULS2") at nominal value of RM1.00 each were constituted by a Trust Deed dated 21 December 1999 made by a subsidiary company, Berjaya Land Berhad and the Trustee for the holders of the BLB ICULS2. The main features of the ICULS were as follows:-

(i) The BLB ICULS2 shall be convertible into ordinary shares of the subsidiary company during the period from 31 December 1999 to the maturity date on 30 December 2009 at the rate of RM1.60 nominal value of BLB ICULS2 or at the rate of RM1.00 nominal value of BLB ICULS2 plus RM0.60 in cash for every one new ordinary share of RM1.00 each.

(ii) Upon conversion of the BLB ICULS2 into new ordinary shares, such shares should rank pari passu in all respects with the ordinary shares of the subsidiary company in issue at the time of conversion except that they would not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period in which the BLB ICULS2 are converted or any interim dividend declared prior to the date of conversion of the BLB ICULS2.

(iii) The interest on the BLB ICULS2 is payable semi-annually in arrears.

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22 IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS (CONT'D)

(c) 5% Irredeemable Convertible Unsecured Loan Stocks December 1999/2009 (cont'd)

The BLB ICULS2 were issued pursuant to a debt conversion exercise undertaken by the subsidiary company with its lenders. An offer for sale of the BLB ICULS2 was subsequently implemented. The subsidiary company had granted a "put" option to the lenders to sell their BLB ICULS2 remaining after the offer for sale. The "put" option is exercisable at any time during a period of seven days each, beginning on the second anniversary from the date of the grant of the "put" option with successive periods at half-yearly intervals until the termination of the "put" option, which shall occur on the seventh day after the fifth anniversary of its grant. The "put" option is secured by existing security, which includes shares and properties pledged to the lenders. The Company has assumed the "put" option from the subsidiary company on the same terms and conditions.

As at 30 April 2002, the Group holds 250,000 (2001: 250,000) units with a market value of RM116,000 (2001: RM116,000) and these have been eliminated against the total BLB ICULS2 outstanding.

	Group	
	2002 RM'000	2001 RM'000
At 1 May	943,799	963,161
Amount converted into Berjaya Land Berhad ordinary shares during the financial year	(49,341)	(19,362)
At 30 April	894,458	943,799

23 LONG TERM BORROWINGS

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Secured				
Term loans	1,776,874	1,577,063	-	-
Portion repayable within 12 months included under short term borrowings (Note 19)	(309,444)	(304,932)	-	-
	1,467,430	1,272,131	-	-
Guaranteed Commercial Paper/Medium Term Note	180,000	-	-	-
Revolving credits	629,611	688,714	-	-
	2,277,041	1,960,845	-	-
Unsecured				
Term loans	41,443	180,485	41,443	-
Portion repayable within 12 months included under short term borrowings (Note 19)	-	(323)	-	-
	41,443	180,162	41,443	-
Revolving credits	71,708	95,600	-	-
	113,151	275,762	41,443	-
	2,390,192	2,236,607	41,443	-

Details of the term loans outstanding are as follows:

	Group	
	2002 RM'000	2001 RM'000
Amounts repayable within:		
More than one year but not later than two years	714,151	333,399
More than two years but not later than five years	750,981	921,027
More than five years	43,741	197,867
	1,508,873	1,452,293

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23 LONG TERM BORROWINGS (CONT'D)

The secured borrowings are secured on quoted and unquoted shares held by the Group and the Company or fixed and floating charges over the assets of certain subsidiary companies.

Included in unsecured term loans of the Group and the Company is a loan of RM41,443,000 (2001: RMNil) owing to HQZ Credit Sdn Bhd, a company in which Tan Sri Dato' Seri Tan Chee Yioun has substantial financial interest.

The borrowings bear interest at rates ranging from 3.5% to 10.45% (2001: 3.0% to 11.5%) per annum.

Revolving credits which are due to be repaid within the next twelve months that will be renewed are treated as long term liabilities. Subsequent to the financial year end, those revolving credits which matured between the year end and the date of this report were renewed.

24 OTHER LONG TERM LIABILITIES

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Secured				
Block discounting payables (Note a)	43,250	49,172	-	-
Unexpired carrying charges	(4,751)	(7,867)	-	-
	38,499	41,305	-	-
Portion repayable within 12 months included under payables (Note 17)	(21,563)	(15,869)	-	-
	16,936	25,436	-	-
Hire purchase and leasing payables (Note b)	100,441	123,632	915	1,091
Portion repayable within 12 months included under payables (Note 17)	(43,560)	(43,774)	(754)	(449)
	56,881	79,858	161	642
Floating Rate Notes (Note c)	159,600	171,000	-	-
Portion repayable within 12 months included under payables (Note 17)	(159,600)	(38,000)	-	-
	-	133,000	-	-
	73,817	238,294	161	642
Unsecured				
Agency deposits (Note d)	30,903	30,246	-	-
Club members' deposits (Note e)	75,259	51,645	-	-
Deferred income (Note f)	106,551	80,048	-	-
	212,713	161,939	-	-
	286,530	400,233	161	642

Notes:

- (a) The amount in respect of block discounting payables are secured by corporate guarantee of the subsidiary companies and assignment of the rights under leasing and hire purchase agreements.

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24 OTHER LONG TERM LIABILITIES (CONT'D)

Notes: (cont'd)

(b) The commitment terms under hire purchase and leasing payables are summarised as follows:-

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Gross amount repayable within :-				
One year after balance sheet date	50,972	54,289	793	547
More than one year but not later than two years	29,078	37,004	164	520
More than two years but not later than five years	31,319	52,222	-	164
More than five years	8,796	21,082	-	-
	120,165	164,597	957	1,231
Less : Unexpired interest	(19,724)	(40,965)	(42)	(140)
	100,441	123,632	915	1,091

The present value of payment to hire purchase and leasing payables are summarised as follows:-

One year after balance sheet date	43,560	43,774	754	449
More than one year but not later than two years	22,272	27,882	161	481
More than two years but not later than five years	28,129	39,990	-	161
More than five years	6,480	11,986	-	-
	100,441	123,632	915	1,091

- (c) The Floating Rate Notes ("FRN") at nominal value of USD250,000 each are constituted by a Trust Deed dated 6 May 1997, made by a subsidiary company, Berjaya Group Capital (Cayman) Limited ("Issuer") and the Trustee for the holders of the FRN. The interest rate is 1.4% above the London interbank offer rate, on the Interest Determination Date. Interest on the FRN is payable quarterly in arrears. The FRN is secured against certain quoted investments of the Group and guaranteed by the Company and partially by a listed subsidiary company.

The redemption terms have been amended to allow the Issuer to redeem USD7 million of the FRN by the end of June 2002, which was repaid on 5 July 2002, and the outstanding balance by the end of December 2002. In connection to the aforesaid amendments, the interest rate was revised to 2.5% above the London interbank offer rate with effect from 18 December 1998. The FRN bear interest at rates ranging from 4.39% to 6.56% (2001: 7.91% to 9.76%) per annum.

- (d) Agency deposits represent deposits obtained from agents for operating the Toto betting outlets. These deposits are refundable upon termination of operation contracts.
- (e) Club members' deposits represent amounts paid by members to certain subsidiary companies for membership licences issued to use and enjoy the facilities of the subsidiary companies' recreational clubs. The monies are refundable to the members at their request upon expiry of prescribed terms from the dates of issuance of the licences.
- (f) Deferred income represents mainly deferred membership fees which are recognised over the membership period.

25 DEFERRED TAXATION

Deferred taxation of the Group is mainly in respect of timing differences between depreciation and capital allowances.

26 INSURANCE RESERVES

	Group	
	2002 RM'000	2001 RM'000
General insurance fund		
<u>Reserves for unexpired risks</u>		
At 1 May	39,584	30,062
Increase during the year	11,534	9,522
At 30 April	51,118	39,584

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27 REVENUE

Revenue for the Group represents the invoiced value of sales of the Group's products and services, a proportion of contractual sales revenue determined by reference to the percentage of completion of the development properties, lease rentals, rental of properties, interest income from hire purchase and loan financing, gross insurance premiums, gross stake collections from the sale of Toto betting tickets, revenue from hotel and resort operations, membership fees from recreational activities, net house takings from casino operations and brokerage and underwriting commission on securities contracts and new issue of shares.

Revenue consists of the following:

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Gross brokerage	35,014	35,948	-	-
Underwriting commissions	-	1,212	-	-
(Loss)/Gain on disposal of marketable securities	(35)	565	-	-
Margin interest income	7,002	9,703	-	-
Gross premium from underwriting of general insurance	156,076	116,424	-	-
Interest income from hire purchase, lease and loan financing	16,152	14,065	-	-
Sales of goods and services on cash and credit terms	4,856,658	4,461,448	-	-
Sales from equal payment and hire purchase schemes	300,073	310,658	-	-
Toto betting and related activities	2,383,207	2,333,339	-	-
Contractual sales revenue	166,518	123,202	-	-
Income from hotels, resort and themepark operations	174,607	181,165	-	-
Income from investment properties	38,834	38,193	-	-
Net house takings from casino operations	15,403	14,353	-	-
Membership fees and subscriptions	91,998	83,528	-	-
Dividend income	-	-	7,537	23,653
Management fee income	-	-	1,648	1,888
Administrative fees income	-	-	421	676
	8,241,507	7,723,803	9,606	26,217

28 PROVISION/WRITE-OFF OF CURRENT ASSETS

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Provision for bad and doubtful debts	(157,086)	(121,489)	(775,651)	(9,442)
Inventories written off and provision for inventories obsolescence	(29,741)	(37,750)	-	-
	(186,827)	(159,239)	(775,651)	(9,442)

29 PROFIT/(LOSS) FROM OPERATIONS

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Profit/(loss) from operations is arrived at after charging:				
Directors' remuneration (Note)				
- emoluments	31,571	30,191	750	1,675
- fees	1,912	1,933	67	90
Auditors' remuneration				
- audit fee	5,259	3,897	85	80
- under/(over) provision in prior years	88	(290)	5	10
- fees for non audit services	2,101	513	-	-
Depreciation of property, plant and equipment	159,530	161,541	1,169	1,406
Property, plant and equipment written off	34,471	10,228	168	-
Lease rental - plant and machinery	14,683	15,471	-	-
Rental of land and buildings	102,473	93,166	197	283
Amortisation of intangible assets	4,920	6,447	-	-

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29 PROFIT/(LOSS) FROM OPERATIONS (CONT'D)

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Profit/(loss) from operations is arrived at after charging: (cont'd)				
Intangible assets written off	7,370	9,808	-	-
Provision for diminution in value of general insurance subsidiary company's investment in quoted shares	-	53,433	-	-
Write down in project development expenditure	-	2,431	-	-
Retirement benefits	16,199	6,129	-	-
Toto betting royalty	55,213	67,226	-	-
Contribution to National Sports Council	42,946	40,017	-	-
Research and development expenses	5,172	2,630	-	-
Royalty expenses	6,449	9,515	-	-
Staff costs	693,667	653,093	1,931	4,961
Loss on disposal of property, plant and equipment	12,023	788	-	-
Loss on foreign exchange				
- realised	1,376	822	-	-
- unrealised	10,238	2,229	-	-
and crediting:				
Gross dividends from				
- subsidiary companies quoted in Malaysia	-	-	-	3,845
- unquoted subsidiary companies	-	-	7,636	16,538
- other investments quoted in Malaysia	2,574	3,071	-	-
- unquoted associated companies	-	-	-	3,270
- unquoted other investments	1,144	-	-	-
Interest receivable from subsidiary companies	-	-	195,758	198,190
Other interest income	34,723	34,561	309	720
Income from rental of land and buildings	11,954	11,075	17	42
Reversal of provision for diminution in value of trading account securities	18,500	-	-	-
Bad debts recovered	1,321	878	-	-
Provision for bad debts written back	12	16,715	94	-
Write back of provision for diminution in value of general insurance subsidiary company's investment in quoted shares	10,815	-	-	-
Write back of provision for inventories	2,136	4,108	-	-
Gain on disposal of property, plant and equipment	8,309	7,278	134	123
Gain on foreign exchange				
- realised	4,216	1,308	-	-
- unrealised	1,209	27,646	-	-
Royalty income	1,430	1,440	-	-

Note:

The estimated money value of benefits-in-kind received by the directors was RM1,062,000 (2001: RM1,034,000) for the Group and RM55,000 (2001: RM140,000) for the Company.

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30 NON-OPERATING LOSSES, NET

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
<u>Exceptional items</u>				
Gain on disposal of subsidiary companies	1,151	-	810	-
Gain on disposal of associated companies	17,623	795	1,848	-
Gain on disposal of other investment	26,168	650	-	-
Loss on disposal of subsidiary companies	(71,986)	(69,734)	(13)	(805)
Loss on disposal of other investments	(491)	(14,840)	-	-
Loss on closure of foreign subsidiary companies	(85,933)	-	-	-
Loss (dilution) arising on changes in composition of the Group	(15,600)	-	-	-
Write off/down in value of investments in subsidiary companies	-	-	(49,509)	(550,090)
Write off/down in value of investments in associated companies	-	(2,500)	-	-
Write off/down in value of other investments	(66,013)	(81,695)	(13,673)	(4,000)
Write down in value of land held for development and investment properties	(28,493)	-	-	-
Cessation of operations	(31,420)	-	-	-
Provision for diminution in value of associated companies	(3,513)	-	-	-
Provision for diminution in value of other investments	-	(6,500)	-	-
Provision for diminution in value of land held for development and investment properties	(10,239)	-	-	-
Provision for diminution in value of freehold land and building	(2,560)	-	-	-
Provision for settlement to a contractor arising from the proposed disposal of a subsidiary company	-	(18,000)	-	-
Expenses relating to restructuring of operations of a foreign subsidiary company	(19,327)	-	-	-
Write off of goodwill in subsidiary companies	(22,710)	(58,628)	-	-
Write down in overseas project development expenditure	(14,708)	-	-	-
	<u>(328,051)</u>	<u>(250,452)</u>	<u>(60,537)</u>	<u>(554,895)</u>

31 FINANCE COSTS

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Interest expense on :-				
- Bank loans and overdrafts	308,215	302,712	15,648	15,176
- Bonds/CULS/ICULS	76,770	93,506	21,105	21,184
- Hire purchase and leases	12,775	13,890	98	212
- Amount due to subsidiary companies	-	-	193,215	191,573
- Others (inclusive of loan related expenses)	14,670	2,894	1,040	398
	<u>412,430</u>	<u>413,002</u>	<u>231,106</u>	<u>228,543</u>

32 SHARE OF RESULTS OF ASSOCIATED COMPANIES

	Group	
	2002 RM'000	2001 RM'000
Share of profits less losses before taxation	(15,547)	21,319
Less: Attributable holding costs	(10,752)	(10,586)
	<u>(26,299)</u>	<u>10,733</u>

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33 TAXATION

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
In Malaysia:				
Current taxation	194,774	172,749	-	-
Deferred taxation	(17,300)	(10,585)	-	-
Associated companies	2,939	3,311	-	-
In respect of prior years	125	(7,811)	-	-
	<u>180,538</u>	<u>157,664</u>	-	-
Outside Malaysia:				
Current taxation	19,463	14,861	-	-
Deferred taxation	-	2,800	-	-
Associated companies	(8)	-	-	-
In respect of prior years	222	(8,411)	-	-
	<u>19,677</u>	<u>9,250</u>	-	-
	<u>200,215</u>	<u>166,914</u>	-	-

The effective rate of taxation for the Group is higher than the standard rate of tax applicable in Malaysia as losses of certain subsidiary companies cannot be set off against profits made by other companies in the Group and certain expenses being disallowed for tax purposes.

There is no tax charge for the year as the Company is in a tax loss position. As at 30 April 2002, the Company has tax losses of approximately RM16,710,000 (2001: RM11,358,000) and unutilised capital allowances of approximately RM8,755,000 (2001: RM8,192,000) which can be used to offset against future taxable profits subject to the agreement of the Inland Revenue Board.

As at 30 April 2002, the Company has a potential deferred tax benefit of approximately RM7,130,000 (2001: RM5,470,000), arising principally from tax losses carried forward and unutilised capital allowances, the effects of which are not included in the accounts as there is no assurance beyond any reasonable doubt that future taxable income will be sufficient to allow the benefit to be realised.

34 LOSS PER SHARE

	Group	
	2002 RM'000	2001 RM'000
Loss attributable to shareholders	(651,573)	(593,250)
Weighted average number of ordinary shares in issue	1,498,171	1,498,163
Basic loss per share (sen)	<u>(43.5)</u>	<u>(39.6)</u>
Loss attributable to shareholders	(651,573)	(593,250)
Weighted average number of ordinary shares in issue	1,498,171	1,498,163
Adjustments for assumed conversion of:		
- Warrants	*	*
- ICULS	*	*
Weighted average number of ordinary shares in issue diluted loss per share	<u>1,498,171</u>	<u>1,498,163</u>
Diluted loss per share (sen)	<u>(43.5)</u>	<u>(39.6)</u>

* Not taken into account in the computation of diluted loss per share because the effect on basic loss per share is anti-dilutive.

35 DIVIDENDS

	Group and Company	
	2002 RM'000	2001 RM'000
Underprovision of dividend in previous year due to enlargement of share capital	-	5

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36 SEGMENTAL ANALYSIS

By activity	Revenue RM'000	Profit/ (loss) before taxation RM'000	Total assets employed RM'000
2002			
Financial services	214,239	49,817	1,024,596
Manufacturing	607,765	(92,861)	621,864
Property investment and development	202,817	(137,679)	2,767,714
Hotel, resort and recreation	278,814	7,922	1,857,020
Restaurants and cafes	646,767	(83,999)	354,553
Toto betting and related activities	2,383,207	384,011	1,633,182
Marketing of consumer products and services	3,779,075	(41,422)	1,887,117
Investment holding and others	128,823	(443,339)	1,295,961
	8,241,507	(357,550)	11,442,007
2001			
Financial services	181,809	(12,600)	1,029,469
Manufacturing	738,414	(13,296)	802,580
Infrastructure	-	(3,631)	249,007
Property investment and development	164,742	(29,174)	2,834,088
Hotel, resort and recreation	275,730	(2,655)	1,819,426
Restaurants and cafes	676,964	(54,764)	414,956
Toto betting and related activities	2,333,339	358,016	1,498,357
Marketing of consumer products and services	3,323,405	(61,717)	1,978,536
Investment holding and others	29,400	(501,712)	1,330,168
	7,723,803	(321,533)	11,956,587
By geographical segments			
2002			
Malaysia	4,840,290	(161,515)	9,044,297
Asia (other than Malaysia)	271,108	(538)	218,852
North America	2,761,968	(123,890)	891,610
Oceanic island states	268,838	(57,000)	1,113,221
Others	99,303	(14,607)	174,027
	8,241,507	(357,550)	11,442,007
2001			
Malaysia	4,410,892	(209,684)	9,268,062
Asia (other than Malaysia)	252,536	6,655	301,091
North America	2,762,936	(84,907)	1,041,755
Oceanic island states	235,421	(23,479)	1,278,145
Others	62,018	(10,118)	67,534
	7,723,803	(321,533)	11,956,587

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37 SIGNIFICANT RELATED PARTY TRANSACTIONS

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Management fees receivable from subsidiary companies	-	-	1,648	1,888
Administration fees for loan facilities receivable from subsidiary companies	-	-	421	676
Administration fees for loan facilities payable to subsidiary companies	-	-	1,208	1,215
Rescission of sale of development properties to parties related to directors (Note a)	22,745	-	-	-
Sales of developed properties and landed properties to parties related to directors (Note a)	10,829	13,798	-	-
Progress payments to a director related company in connection with the acquisition of properties which are being constructed (Note b)	5,009	45,537	-	-
Acquisition of 20% equity interest in Unza International Limited from Air Mancur Holdings Limited (Note c)	-	15,000	-	-
Sales of goods to related parties:				
Sunline M&E Services Sdn Bhd (Note c)	2,180	1,413	-	-
Labtec Sdn Bhd (Note c)	1,252	50	-	-
Installation and commissioning charges payable to Sunline M&E Services Sdn Bhd (Note c)	11,765	9,777	-	-
Printing and mailing fees from Digi Telecommunications Sdn Bhd (Note d)	2,800	2,147	-	-
Disposal of vacant freehold land to Digi Telecommunications Sdn Bhd (Note d)	13,371	-	-	-
Rental expense to Cermat Teguh Sdn Bhd (Note e)	2,892	5,699	116	267
Acquisition of 50% equity interest in Rentas Padu Sdn Bhd by Matrix International Berhad (formerly known as Gold Coin (Malaysia) Berhad) from Hornbill Timur Sdn Bhd ("HTSB") (Note f)	43,750	-	-	-
Loans drawdown from HQZ Credit Sdn Bhd (Note d)	43,943	-	41,443	-
Interest expense to HQZ Credit Sdn Bhd (Note d)	1,079	-	1,039	-

The above transactions were undertaken at mutually agreed terms between the parties in the normal course of business and the terms and conditions are not materially different from that obtainable in transactions with unrelated parties.

All other significant intercompany transactions have been disclosed under Note 29 and 31. These transactions were undertaken at mutually agreed terms between the companies in the normal course of business and the terms and conditions are not materially different from that obtainable in transactions with unrelated parties. There are no practical means of identifying the amount or proportions of outstanding items with subsidiary and related companies at balance sheet date pertaining to the related company transactions.

Details of significant related party acquisitions and disposals of assets completed during the financial year are included in Note 40(A) to the financial statements.

Notes:

- (a) These parties are deemed related to the Company as they are family members of Tan Sri Dato' Seri Tan Chee Yioun who is a director of the Company.
- (b) The director related company is Berjaya Times Square Sdn Bhd ("BTS") and it is deemed related to the Company by virtue of the substantial interests of Tan Sri Dato' Seri Tan Chee Yioun and Dato' Tan Chee Sing in BTS.
- (c) These companies are deemed to be related to the Company by virtue of the interests of certain directors of the subsidiary companies.
- (d) These companies are deemed to be related to the Company by virtue of the interests of Tan Sri Dato' Seri Tan Chee Yioun in these companies.
- (e) This company is deemed to be related to the Company by virtue of the interests of Dato' Thong Kok Khee in this company.
- (f) This company is deemed to be related by virtue of the interest of Mark Wee Liang Yee in HTSB. He is a director of both HTSB and Matrix International Berhad.

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38 COMMITMENTS

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Capital expenditure				
Property, plant and equipment				
- approved and contracted for	163,379	109,128	-	-
- approved but not contracted for	14,362	7,325	-	-
	177,741	116,453	-	-
Commitments for investments in other corporations	9,602	146,441	-	-
Balance of purchase consideration for the acquisition of properties	29,386	34,752	-	-
Obligations under ongoing underwriting agreements	810	121,660	-	-
Commitment in respect of "put" option on BLB ICULS2 and Berjaya Land Berhad shares (as disclosed in Note 22(c))	-	-	1,001,812	942,199
Operating lease commitments				
- Within 1 year after balance sheet date	36,767	34,319	-	-
- Later than 1 year but not more than 5 years	122,916	131,417	-	-
- More than 5 years	267,487	323,199	-	-
	644,709	908,241	1,001,812	942,199

Details of significant commitments for acquisition of properties and investments are included in Notes 40(B), 41(A) and 41(B).

Note:

The balance of purchase consideration for the acquisition of properties is in relation to the acquisition from Berjaya Times Square Sdn Bhd, a director related company. The purchase consideration for the properties are based on a valuation conducted by an independent firm of professional valuers.

39 CONTINGENT LIABILITIES

	Group		Company	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
(1) Unsecured				
Guarantees given to financial institutions for facilities granted to subsidiary companies	-	-	596,289	626,130
(2) On 10 April 2002, a purported class action complaint alleging violations of securities laws was filed in the United States District Court for the Southern District of Florida against Roadhouse Grill, Inc ("RHG"), the chairman of RHG's board of directors, and RHG's president and chief executive officer, of which the quantum of the claims cannot be ascertained at this juncture. This action is styled: Sears v Roadhouse Grill, Inc et al, Case No. 02-CV-60493 ("the Action"). The Action purports to be brought on behalf of all purchasers of the stock of RHG between 31 August 1998, and 1 August 2001, with certain exclusions, and appears to be based principally if not solely on the fact that certain financial statements have been restated. The directors of RHG after due consultation with its legal counsel are of the opinion that there is no merit to the Action.				

40 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

(A) COMPLETED EVENTS

- On 8 February 2001, pursuant to Section 12(3) of the Malaysian Code on Take-overs and Merger, 1998 ("the Take-over Code"), Berjaya Land Berhad ("BLand") as "Offeror", through Alliance Merchant Bank Berhad (formerly known as Permata Merchant Bank Berhad), served a Notice of Mandatory Take Over Offer ("the Offer") on Matrix International Berhad (formerly known as Gold Coin (Malaysia) Berhad) ("Matrix") to acquire the remaining 22,500,170 Matrix shares not already owned by BLand and the party acting in concert, namely Portal Access Sdn Bhd ("PASB") and Mark Wee Liang Yee, at a cash offer price of RM5.53 per Matrix share.

During the period commencing from the date of the Offer to 8 May 2001, BLand acquired an additional 152,000 Matrix shares through its wholly owned subsidiary company, Immediate Capital Sdn Bhd ("ICSB"), for a total cash consideration of RM780,373 from the open market.

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40 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)

(A) COMPLETED EVENTS (CONT'D)

- (1) As at the closing date of the Offer on 8 May 2001, BLand received acceptances of 10,227,827 Matrix shares, representing 24.64% of the issued and paid up share capital of Matrix. On completion of the Offer, BLand in aggregate holds 28,191,827 Matrix shares representing 67.93% of Matrix's paid up share capital, thus making Matrix a subsidiary company of the Group.

Subsequently on 9 October 2001, BLand disposed of 1,485,000 Matrix shares for a total consideration of RM8,134,000. As such, the equity interest in Matrix is reduced to 64.35%.

- (2) On 23 July 2001, Berjaya Land Development Sdn Bhd ("BLD"), a wholly owned subsidiary company of BLand, completed the disposal of a piece of freehold vacant land measuring approximately 284,485 sq ft held under PT No. 12152, Mukim of Damansara, district of Petaling Jaya, Selangor ("BLD Land") for a cash consideration of RM13,370,795 or at RM47 per sq ft to DiGi Telecommunications Sdn Bhd ("DTSB").

DTSB is a wholly owned subsidiary company of DiGi.Com Berhad ("DiGi"), a company related to a director of the Group.

- (3) On 30 July 2001, BLand completed the disposal of its entire 99.7% equity interest in New Pantai Expressway Sdn Bhd ("NPE"), comprising of 165,542,000 ordinary shares of RM1.00 each, for a cash consideration of approximately RM209.36 million to Road Builder (M) Holdings Berhad.
- (4) On 30 July 2001, the Company completed the disposal of a total of 3,595,000 ordinary shares of RM1.00 each representing 37.84% of the issued and paid-up share capital of Graphic Press Group Sdn Bhd ("Graphic") to Mr Wong Ming Fatt ("WMF"), Toppan Forms (S) Pte Ltd ("Toppan") and Far East Digital Prints Sdn Bhd for a total cash consideration of RM3,595,000.

Graphic was a 56.84%-owned subsidiary company of the Company. Prior to the disposal, the other shareholders of Graphic were WMF (25.58%), HSPL Pte Ltd (12.32%) and Toppan (5.26%). WMF is a director in Graphic. With the completion of the aforesaid disposal, the Company's interest in Graphic is reduced to 19%.

- (5) On 8 August 2001, Manufacturing Services Sendirian Berhad ("MSSB"), a wholly owned subsidiary of Unza Holdings Berhad ("UHB"), together with Cosmcreate Products, Inc ("Cosmcreate") and Paltrac Corporation ("Paltrac") completed their respective subscription of shares of RM1.00 each at par in Shubido Pacific Sdn. Bhd. ("SPSB").

MSSB's equity interest in SPSB is 50.1% comprising 1,903,800 ordinary shares while Cosmcreate's and Paltrac's interests are 30% and 19.9% respectively.

- (6) On 26 July 2001, BLand announced that Berjaya Vacation Club (S) Pte Ltd, a wholly owned subsidiary company of Berjaya Vacation Club Berhad, has entered into a conditional sale and purchase agreement for the proposed acquisition of 3,390 ordinary shares of SGD5,000 each representing 86.92% equity interest in Pinetree Resort Pte Ltd for a total consideration of SGD37 million (equivalent to approximately RM78.44 million) from Pinetree Investment Pte Ltd.

On 27 September 2001, BLand announced that the agreement has lapsed due to non-fulfillment of certain conditions precedent.

- (7) On 28 September 2001, BLand acquired an additional 3,600,000 ordinary shares of RM1.00 each representing 30% equity interest in Staffield Country Resort Berhad ("SCRB") for a total cash consideration of RM5,040,000 or at RM1.40 per share from Antah Holdings Berhad, a company listed on the Main Board of the Kuala Lumpur Stock Exchange ("KLSE"). As such, BLand increased its shareholding in SCRB from 50% to 80%, thus making SCRB a subsidiary company of BLand.

The principal activities of SCRB are the development of land and management and operation of a 27-hole golf course and recreation complex known as Staffield Country Resort which is located at Batu 13, Jalan Seremban-Kuala Lumpur, Mantin. The said resort is situated on a piece of freehold land identified as Lots 7773 and 7774, Mukim of Setul, District of Seremban, Negeri Sembilan, having a total land area of approximately 269.7 acres.

- (8) On 5 October 2001, BLand completed its disposal of 50% equity interest in Rentas Padu Sdn Bhd ("RPSB") and 100% equity interest in Dayadil Sdn Bhd, Bumisuci Sdn Bhd and Ishandal Sdn Bhd ("Sale Companies") to Matrix, its 64.35% subsidiary company, for a total cash consideration of RM118.75 million. The Sale Companies have an effective equity interest of 47.5% comprising 95,000 ordinary shares of RM1.00 each in Natural Avenue Sdn Bhd ("NASB").

In conjunction and as an integral part of the above disposal, Matrix has on the same day acquired the balance equity interest in RPSB from Hornbill Timur Sdn Bhd for RM43.75 million and thus, the total effective interest held by Matrix in NASB stood at 65%.

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40 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)

(A) COMPLETED EVENTS (CONT'D)

(9) On 10 October 2001, Dunham-Bush International (Cayman) Limited ("DB-Cayman"), a wholly owned subsidiary company of Dunham-Bush (M) Bhd ("DBM"), incorporated a wholly owned subsidiary company, Dunham-Bush North America Inc ("DBNA") with a total issued and paid-up capital of USD1.00 comprising 100 shares of USD0.01 par value each. The intended principal activity of DBNA is to carry on sales and services for products manufactured in Malaysia and Mexico.

(10) On 8 November 2001, PASB, a 73% owned subsidiary company of BLand, completed the disposal of its entire interest in Orkid Menawan Sdn Bhd ("OMSB") comprising 2 ordinary shares of RM1.00 each to Mr Phua Yak Pang and Mr Lu Hock Seng for a nominal cash consideration of RM100.

Prior to the disposal, BLand and its subsidiary companies, PASB and OMSB, held a combined equity interest of 64.35% in Matrix. With the disposal of OMSB, which holds approximately 12.36% direct equity interest in Matrix, BLand's equity interest in Matrix was reduced to 51.99%.

(11) On 9 November 2001, BLand completed the acquisition of the remaining 2,700 ordinary shares in PASB from Mark Wee Liang Yee representing 27% of the issued and paid-up share capital of PASB for a nominal cash consideration of RM100, thereby making PASB a 100% owned subsidiary company of BLand.

(12) On 20 June 2001, UHB announced the proposed issue of RM40 million nominal value of Al-Bai Bithaman Ajil Serial Bonds ("BaIDS") for expansion of the Unza group and for working capital through United Overseas Bank (Malaysia) Bhd ("UOBM") acting as a Primary Subscriber.

However, on 6 December 2001 it was announced that UHB decided not to proceed with the abovementioned proposal.

(13) On 30 June 2001, Berjaya Vacation Club Berhad ("BVC"), a wholly owned subsidiary company of BLand completed the purchase of an additional 6,000,000 ordinary shares of RM1.00 each representing 20% equity interest in Berjaya Georgetown Hotel (Penang) Sdn Bhd ("BGeorgetown") for a total cash consideration of RM2,100,000 or at RM0.35 per share.

On 22 January 2002, BVC completed the purchase of an additional 9,000,000 ordinary shares of RM1.00 each, representing 30% equity interest in BGeorgetown for a consideration of RM3,150,000 or at RM0.35 per share. Thus, together with the 50% equity interest already owned, BGeorgetown became a wholly owned subsidiary company of the Group.

The main asset of BGeorgetown is Berjaya Georgetown Hotel which has 326 rooms and is part of the "One Stop Midlands Park" complex.

(14) On 20 September 2000, Berjaya Capital Berhad ("BCapital") announced the proposed acquisition of 50,000,000 ordinary shares representing 100% equity interest in UT Securities Sdn Bhd for a total cash consideration of RM150 million by Inter-Pacific Capital Sdn Bhd ("IPC"), a subsidiary company of BCapital.

On 22 February 2002, BCapital announced that in view of the significant change in market and economic conditions since September 2000, the date of the initial announcement, IPC and Rentak Wira Sdn Bhd, the vendor, have mutually agreed to rescind the aforesaid proposed acquisition.

(15) On 27 April 2001, DBM announced that Dunham-Bush Inc ("DB-Inc."), incorporated in the United States of America ("USA") and a wholly owned subsidiary company of DB-Cayman, entered into a conditional Sale and Purchase Agreement with AIG Baker Development LLC, of the USA on 24 April 2001, to dispose of approximately 47 acres of factory land and building located at Burgess Road, Harrisonburg, Virginia, USA for a cash consideration of approximately RM38.38 million or approximately USD10.1 million.

On 16 October 2001, DB-Inc closed down the chillers manufacturing facility located in the abovementioned location.

As announced on 4 March 2002, DB-Inc completed the abovementioned disposal.

(16) On 16 August 2001, DBM announced that it has entered into a joint-venture agreement with Yantai Moon Co Ltd ("Yantai Moon") of the People's Republic of China ("PRC") for the manufacture of rotary screw compressors via a new joint venture company, Hartford Compressor Yantai Co. Limited ("Hartford Yantai"). DBM will have a shareholding of 55% in the joint venture company. Hartford Yantai was incorporated on 6 December 2001 in PRC with DBM holding 1,000,000 shares representing 30.77% and Yantai Moon holding 2,250,000 shares representing 69.23% of the paid up capital of Hartford Yantai.

On 22 March 2002, DBM increased its shareholding in Hartford Yantai to 2.75 million shares of USD1.00 each representing 55% of the enlarged paid up capital.

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40 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)

(A) COMPLETED EVENTS (CONT'D)

- (17) On 5 April 2002, IPC, an 89.5% owned subsidiary company of BCapital, completed the acquisition of 2,999,000 ordinary shares of RM1.00 each representing 29.99% equity interest in BHLB Pacific Trust Management Berhad ("Pacific Trust") for RM42.6 million and 960,000 ordinary shares of RM1.00 each representing 30% equity interest in BHLB Asset Management Sdn Bhd ("Asset Management") for RM12 million.

After the completion of Pacific Trust acquisition, IPC and the Company, with an existing holding of 20%, owns a total of 49.99 % equity interest in Pacific Trust. In compliance with Part II of the Take-over Code, IPC was required to make a mandatory general offer ("GO") for the balance of 5,001,000 ordinary shares of RM1.00 each representing the remaining 50.01% of Pacific Trust. However, Securities Commission ("SC") approved the waiver on the GO obligation on 22 January 2002.

(B) EVENTS PENDING COMPLETION

- (1) On 13 August 2001, BLand announced that Selat Makmur Sdn Bhd, a wholly owned subsidiary company of BLand, has successfully bid for the purchase of approximately 95.89 acres of freehold vacant land earmarked for industrial development held under Lot. 1, Mukim of Damansara, District of Klang, Selangor from Pengurusan Danaharta Nasional Berhad for a cash consideration of RM78,001,100.
- (2) On 25 June 2001, BLand announced that its wholly owned subsidiary company, Noble Circle (M) Sdn Bhd has offered to purchase a 10-storey office tower in KL Plaza, Jalan Bukit Bintang, Kuala Lumpur for a cash consideration of approximately RM27.5 million from Prudential Assurance Malaysia Berhad.

The office tower has a total lettable floor area of about 78,300 sq ft. Strata titles have yet to be issued for the office tower.

Approvals from the Foreign Investment Committee ("FIC") and the shareholders were obtained on 7 September 2001 and 14 September 2001 respectively and the proposal is now pending completion.

41 SIGNIFICANT EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

(A) COMPLETED EVENTS

- (1) On 16 May 2002, Carlovers Carwash Limited, an 88% owned subsidiary company of the Group, completed the disposal of its 60% equity interest in Video Ezy Australasia Pty Limited for AUD12.29 million.
- (2) On 29 November 2001, DBM announced that DB-Cayman, a wholly owned subsidiary company of DBM, has entered into an agreement with IPROKOM Ltd ("the Russian Partner") of The Federation of Russia ("Russia") for the manufacture of Air-Handling Unit and Fancoil via a new company to be incorporated and to be known as "DB Russia Limited" ("RussiaCo"). This equity investment of USD200,000 (approximately RM760,000), representing 10% of the proposed total issued and paid up capital of USD2 million, is expected to be paid upon obtaining the approval of the relevant authorities in Russia. In addition, DB-Cayman will have the option to purchase up to 49% of the paid up capital in RussiaCo from the Russian Partner within a period of 10 years.
- On 20 May 2002, the Russian Partner received the registration certificate in relation to the incorporation of the RussiaCo, now known as DB Eurasia Limited, and it is deemed incorporated with an initial authorised and paid up capital of 50,000 ordinary shares at par value of 28.60 rubles (equivalent to approximately RM3.35) each.
- (3) On 21 June 2002, DBM announced that its 5% Irredeemable Convertible Unsecured Loan Stocks 1997/2002 ("DBM ICULS") matured on 17 June 2002 and were automatically converted into 2,034,474 new ordinary shares of RM1 each on the basis of RM10.824 nominal value of DBM ICULS for one new ordinary share of RM1 each.
- (4) On 10 July 2002, the Company completed the disposal of its entire enlarged equity interest in Berjaya Lerun Industries Berhad (after capitalising the subordinated shareholder's loan of RM5,500,000) to Rodalink (M) Sdn Bhd for a cash consideration of RM7,000,000. On the same day, Berjaya Lerun Industries Berhad transferred its entire equity interest in Berjaya Cycles Sdn Bhd and 99% equity interest in VRS Malaysia Sdn Bhd to the Company for a nominal sum.
- (5) On 1 August 2002, Taiga Forest Products Ltd. announced the confirmation that all filings have been made to permit a share split on the basis of two "new" shares for one existing share held to be effective at the opening of business on 6 August 2002.

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41 SIGNIFICANT EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE (CONT'D)

(A) COMPLETED EVENTS (CONT'D)

- (6) On 1 December 2000, Berjaya Sports Toto Berhad ("BToto"), a subsidiary company of the Group, announced the following proposals:-
- i) the distribution of a special dividend of 170% (45% tax exempt and 125% less tax of 28%) amounting to RM779.583 million ("Special Dividend");
 - ii) the renounceable rights issue of up to RM779.583 million of 8% nominal value of Irredeemable Convertible Unsecured Loan Stocks ("BToto ICULS") to all the shareholders of BToto at 100% of the nominal value on the basis of RM27 nominal value of BToto ICULS for every 20 BToto shares held ("ICULS Right Issue");
 - iii) the increase in authorised share capital of BToto from RM1 billion comprising 1 billion BToto ordinary shares of RM1 each to RM2 billion comprising 2 billion BToto ordinary shares of RM1 each.

The proposals are inter-conditional upon each other and the ICULS Rights Issue was approved by the SC on 16 April 2001. On 17 October 2001, the SC approved the extension of time for the completion of the ICULS Rights Issue from 15 October 2001 to 15 April 2002. BToto has further applied for another extension and the SC has on 8 April 2002 approved the extended completion time to 15 October 2002.

On 14 January 2002, BToto announced that the SC had via its letter dated 11 January 2002 imposed additional conditions to the abovementioned proposals. BToto appealed on the additional conditions and on 1 March 2002, announced that the SC, had on 27 February 2002, granted its approval with further conditions.

An additional RM4,203,900 nominal value of BToto ICULS pursuant to the ICULS Rights Issue to accommodate the new BToto ordinary shares of RM1.00 each arising from the exercise of BToto's Employees Share Option Scheme was also approved on the same date.

On 13 June 2002, BToto obtained the approval-in-principle from the KLSE for the listing of and quotation for the BToto ICULS and the new BToto shares arising from the conversion of BToto ICULS. The abridged prospectus for the BToto ICULS was issued on 20 June 2002 and the BToto ICULS was issued on 5 August 2002. This corporate exercise was completed following the listing of the total RM751,348,605 nominal value of BToto ICULS on the KLSE as well as the distribution of the Special Dividend of RM751,348,605 on 9 August 2002. An amount of RM685,581,306 of the Special Dividend has been utilised towards the subscription of the BToto ICULS while the balance of RM65,767,299 has been paid in cash on 9 August 2002.

As at the date of this report, there is no purchase or cancellation of the BToto ICULS or the sale of BToto ICULS and there were no dealings in the BToto ICULS beneficially held by BLand, ICSB, Gateway Benefit Sdn Bhd ("GBSB") and BLD for repayment, in cash, of the inter-company advances of BLand and GBSB.

On 5 September 2002, BLand announced that as a result of the conversion of RM39.74 million nominal amount of the BToto ICULS into BToto shares during the period from 12 August 2002 to 30 August 2002, BLand's interest in BToto has been diluted from 51.4% to 48.03%. Thus, BToto ceased to be a subsidiary company of the Group but is now an associated company of the Group.

On 24 September 2002, BLand's announcement of its first quarter results for the period ended 31 July 2002 has reported that its interest in BToto has been further diluted to 43.2% following the conversion of more BToto ICULS.

- (7) On 2 August 2002, the Company announced the proposed subscription of 18,750,000 new ordinary shares of RM1.00 each representing 9.10% of the enlarged share capital of BCB Berhad ("BBERhad") by its subsidiary companies for a total cash consideration of not more than RM18.75 million or RM1.00 each per share. BLand and its subsidiary companies would subscribe for RM15.95 million of the proposed subscription.

BBERhad Group is principally involved in property development. The above proposed subscription will enable the Company to own an interest in BBERhad and provide an opportunity for its subsidiaries, to work with BBERhad, to further expand and develop its land bank in Johor.

The proposed subscription was allotted on 9 August 2002 and the BBERhad shares was listed on 21 August 2002.

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41 SIGNIFICANT EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE (CONT'D)

(A) COMPLETED EVENTS (CONT'D)

- (8) On 3 June 2002, the Company announced the proposed disposal of 2,000,000 ordinary shares of RM1.00 each representing 20% equity interest in Pacific Trust to BHL Venture Berhad ("BHLV"), a wholly owned subsidiary company of Southern Bank Berhad ("SBB"), for a sale consideration of RM40,000,000.

Concurrent with the above proposal, BHLV has also extended an offer to IPC to acquire its entire interests in Pacific Trust and Asset Management comprising 2,999,000 shares and 960,000 shares for a total cash consideration of RM59,980,000 and RM35,000,000 respectively.

All the aforesaid disposals were completed on 19 September 2002.

- (9) On 8 May 2002, Matrix entered into a conditional sale and purchase agreement with Interflour Holdings Limited ("IHL") to dispose of its entire 99.99% equity interest in Sabah Flour and Feed Mills Sdn Bhd ("SFFM") comprising 31,997,997 ordinary shares of RM1.00 each to IHL for a total cash consideration of RM26,000,000.

The disposal of SFFM is conditional on, among others, the declaration of a total net dividend of RM6,000,000 by SFFM to its shareholders prior to completion. In aggregate, the cash proceeds receivable by Matrix from the proposed disposal of SFFM would amount to approximately RM32,000,000.

The disposal was approved by the shareholders of Matrix at an extraordinary general meeting held on 27 August 2002 and completed on 24 September 2002.

- (10) On 12 November 2001, Matrix announced a proposed 3-for-1 bonus issue of 124,503,510 new ordinary share of RM1.00 each ("Proposed Matrix Bonus Issue"). In order to accommodate the Proposed Bonus Issue, Matrix also proposed to increase its authorised share capital from 50,000,000 ordinary shares to 500,000,000 ordinary shares of RM1.00 each.

The shareholders of Matrix approved the above proposals at an extraordinary general meeting held on 27 August 2002. The new shares pursuant to the Proposed Matrix Bonus Issue was allotted on 23 September 2002 and listed on the KLSE on 30 September 2002.

- (11) On 21 June 2002, Matrix announced the proposed acquisition of the entire equity interest in Sublime Cartel Sdn Bhd ("Sublime") from Puncak Buana Sdn Bhd ("Puncak Buana") comprising 100,000 ordinary shares of RM1.00 each together with at least 6,000,000 new ordinary shares of RM1.00 each to be issued pursuant to the capitalisation of debt owing to Puncak Buana for a total cash consideration of RM28,000,000. Sublime currently has an authorised share capital of RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each with an issued and paid up share capital of RM100,000 comprising 100,000 ordinary shares of RM1.00 each

Sublime is principally involved in the provision of lottery consultancy and related services.

At an extraordinary general meeting held on 27 August 2002, the shareholders of Matrix approved the above proposed acquisition and the FIC approval was obtained on 4 September 2002. The aforesaid acquisition was completed on 27 September 2002.

(B) EVENTS PENDING COMPLETION

- (1) On 23 May 2002, the Company entered into a conditional sale and purchase agreement with Nexnews Berhad ("Nexnews") for the proposed disposal of its entire 19.53% equity interest in Sun Media Corporation Sdn Bhd comprising 21,485,310 ordinary shares of RM1.00 each to Nexnews for a sale consideration of RM7,812,000 to be satisfied by the issuance of RM7,812,000 new Irredeemable Convertible Preference Shares of RM0.10 each ("ICPS") in Nexnews at an issue price of RM1.00 per ICPS.

As an integral part of the proposed disposal, the Company will participate in the offer for sale of ICPS to be carried out by Nexnews on behalf of the holders of ICPS.

The abovementioned proposed disposal is subject to the approvals from the following:-

- i) SC;
- ii) FIC;
- iii) shareholders of the Company at an extraordinary general meeting to be convened; and
- iv) any other relevant authorities, if required.

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30 APRIL 2002

41 SIGNIFICANT EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE (CONT'D)

(B) EVENTS PENDING COMPLETION (CONT'D)

(2) On 23 May 2001, the Company announced a proposed restructuring exercise, which comprise the following :-

- the proposed voluntary members schemes of arrangement pursuant to Section 176 of the Companies Act, 1965;
- the proposed rights issue of Newco zero coupon ICULS of RM0.20 nominal value;
- the proposed repayment of certain of the Group's bank borrowings;
- the proposed acquisition of 20% equity interest in DiGi;
- the proposed acquisition of the entire enlarged share capital of Berjaya Times Square Sdn Bhd;
- the proposed bonus issue by BLand;
- the proposed delisting of BCapital and Cosway Corporation Berhad ("CCB");
- the proposed voluntary general offer by BLand for the remaining ordinary shares in BCapital and in CCB not held by the Group ("Proposed VGOs");
- the proposed transfer of Berjaya General Insurance Berhad, IPC and Cosway (M) Sdn Bhd to BLand;
- the proposed transfer of BLand's interest in BCapital and CCB (arising from the Proposed VGOs) to Newco; and
- the proposed waiver from undertaking a mandatory general offer.

This proposed restructuring exercise has been aborted.

On 28 June 2002, the Company announced a revised corporate proposal as follows:

Part A: Proposed Restructuring Exercise

- (i) The proposed voluntary members schemes of arrangement pursuant to Section 176 of the Companies Act, 1965 on the entire securities of the Company comprising the existing ordinary share of RM1.00 each ("BGB share"), 5% irredeemable convertible unsecured loan stocks 1999/2009 of RM1.00 nominal value each ("BGB ICULS") and warrants 1999/2009 ("BGB Warrants") through a newly incorporated company ("Newco") by way of exchange with Newco securities in the following ratio:
 - 4 BGB shares for 1 Newco ordinary share at par;
 - 2 BGB ICULS for RM1.00 nominal value of 2% 10-year Newco irredeemable convertible unsecured loan stocks ("Newco ICULS"); and
 - 12 BGB Warrants for 1 Newco ordinary share at par. (Collectively the "Proposed Members Scheme")
- (ii) The proposed repayment of certain of the Group's bank borrowings ("Proposed Repayment of Bank Borrowings") through the issuance of approximately 444 million Newco shares at par and approximately RM848.0 million nominal value of Newco ICULS;
- (iii) The proposed acquisition of Bukit Tinggi Resort Berhad ("BTR") from Tan Sri Dato' Seri Tan Chee Yioun ("TSVT") of 244.3 million shares and other shareholders of BTR of 156.7 million at RM2.00 per share to be satisfied entirely through the issuance of 802 million Newco shares at par ("Proposed BTR Acquisition").
- (iv) The proposed rights issue of approximately 289.3 million new Newco shares ("Rights Shares") at an issue price of RM1.00 per Rights Share with approximately 289.3 million free detachable warrants in Newco ("Rights Warrants") on the basis of one Rights Share and one Rights Warrant for every ten Newco shares or ten Newco ICULS held on a date to be determined and announced later ("Proposed Rights Issue").
- (v) The proposed settlement of the inter-company balances, due to BLand and BCapital, through the issuance of approximately RM2,794 million nominal value of Newco ICULS ("Proposed Inter-Company Settlements").
- (vi) The proposed transfer of the listing status of the Company on the Main Board of the KLSE to Newco ("Proposed Transfer Listing").

Part B: Proposed Waivers

The Proposed Waivers comprising the following:

- (i) The proposed waiver by TSVT and parties acting in concert with him from undertaking any mandatory general offer ("MGO") that may arise from the Proposed Restructuring Exercise.
- (ii) The proposed waiver by Newco from undertaking any MGO that may arise from the Proposed Restructuring Exercise.
- (iii) The proposed waiver by BGB lenders from undertaking any MGO that may arise from the Proposed Repayment of Bank Borrowings.

notes to the financial statements

30 APRIL 2002

41 SIGNIFICANT EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE (CONT'D)

(B) EVENTS PENDING COMPLETION (CONT'D)

(2) The aforesaid proposals are conditional upon the approvals from the following:

- i) SC;
- ii) FIC;
- iii) KLSE;
- iv) shareholders of the Company at an extraordinary general meeting to be convened;
- v) the shareholders of BLand and BCapital for the Proposed inter-company balances settlement at an extraordinary general meeting to be convened respectively;
- vi) the Company lenders, for the Proposed Repayment of Bank Borrowings;
- vii) the Orders of the High Court of Malaya sanctioning the Proposed Members Schemes; and
- viii) any other relevant authorities.

The Proposed Repayment of Bank Borrowings, Proposed BTR Acquisition, Proposed Rights Issue, Proposed Inter-Company Settlements and Proposed Transfer Listing are conditional upon the Proposed Members Schemes.

The Proposed Restructuring Exercise is conditional upon the Proposed Waivers.

(3) On 1 July 2002, CCB announced that Navis Investment Partners (Asia) Limited ("Navis") had made an offer to acquire from CCB and other subsidiary companies of the Company all their shares in UHB at a price of RM5.50 per share.

The aforesaid offer is subject to the following:

- i) satisfactory legal and accounting due diligence;
- ii) regulatory approval from MITI and FIC;
- iii) settlement of the inter-company loan between CCB and UHB; and
- iv) the terms of a definitive sale and purchase agreement between the relevant parties.

(4) On 11 July 2002, BCapital announced a revision to the proposal announced on 23 May 2001 relating to the proposed restructuring exercise of the Company as follows:

- (a) The proposed bonus issue ("Proposed BCapital Bonus Issue") of approximately of 794.99 million shares on the basis of seven new BCapital shares for every five existing BCapital shares held;
- (b) The proposed inter-company settlement ("Proposed Inter-Company Settlement") through the receipt of approximately RM1,355 million nominal value of Newco ICULS.
- (c) The proposed capital repayment ("Proposed Capital Repayment and Consolidation") of 90 sen for every one BCapital share held to all its shareholders satisfied as follows:
 - i) 15 sen in cash;
 - ii) 75 sen in Newco ICULS to be issued pursuant to the Proposed Inter-Company Settlement.

On completion of the proposed capital repayment exercise, BCapital shares of 10 sen par value each will be consolidated back into shares of RM1.00 each.

The aforesaid proposals are conditional upon the approvals from the following:

- i) SC;
- ii) KLSE;
- iii) shareholders of BCapital at an extraordinary general meeting to be convened;
- iv) the Orders of the High Court of Malaya sanctioning the Proposed Members Schemes; and
- viii) any other relevant authorities.

The Proposed Capital Repayment and Consolidation is conditional upon the Proposed Bonus Issue and Proposed Inter-Company Settlement.

The Proposed Inter-Company Settlement and the Proposed Capital Repayment and Consolidation are conditional upon the Proposed Member Schemes of the Company.

(5) In 1999, pursuant to a debt conversion exercise, BLand entered into several put option agreements ("Put Options") with financial institutions ("FIs") wherein the FIs are entitled to put to BLand the BLB ICULS2 at a pre-determined option price for a period of 3 years commencing from 31 December 2001. The Company had agreed with BLand to assume the Put Options. In July 2002, several FIs have exercised their options for approximately 184.2 million of BLB ICULS2. The Company has informed BLand that it would not be able to meet its obligation. In view of this, BLand has made arrangements to finance the Put Options with internally generated funds and external borrowings. BLand has also arranged for ICSB, a wholly owned subsidiary company of BLand, to take up the Put Options of approximately 184.2 million of BLB ICULS2. The Company has undertaken to indemnify BLand and /or its subsidiary companies all costs incurred in relation to any funding obtained to fulfil BLand's obligations under the Put Options. Notwithstanding the Company's proposal to indemnify BLand, the Company continues to be liable to BLand for its failure to assume the Put Options. As such, BLand will reserve all legal rights against the Company and/or pursue other appropriate actions.

notes to the financial statements

30 APRIL 2002

41 SIGNIFICANT EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE (CONT'D)

(B) EVENTS PENDING COMPLETION (CONT'D)

On 11 July 2002, BLand announced a proposal as follows:

- (a) The Company proposed a total of up to RM798.9 million BLB ICULS2 be offered for sale, at an indicative offer price of RM1.20 per RM1 of BLB ICULS2, to all shareholders of BLand (excluding the Company and its wholly owned subsidiary companies), all BLB ICULS2 holders (excluding the FIs who are holding the BLB ICULS2 under the put option) and all the shareholders and BGB ICULS holders of the Company ("Proposed BLB ICULS2 OFS"). The offerors for the Proposed BLB ICULS2 OFS will be ICSB for approximately RM184.2 million and 15 FIs for RM614.7 million nominal value of BLB ICULS2. However, on 14 August 2002 it was announced by the Company that it has exercised its call option to acquire RM0.694 million BLB ICULS2 held by one of the FIs while BLand announced that ICSB will purchase a further RM28.523 million of BLB ICULS2 from one of the FIs. Accordingly, the offerors for the Proposed BLB ICULS2 OFS will revise the quantity to be offered such that ICSB will offer approximately RM212.735 million and the FIs will offer RM585.475 million.
- (b) It was proposed that conversion of the entire RM894.5 million BLB ICULS2 during a specific conversion period would entitle the holder of the new BLB share issued pursuant to the conversion to one free BLB Warrant ("Proposed BLB ICULS2 Early Conversion").
- (c) It was proposed that a bonus issue of a maximum of 1,789 million new BLB ordinary shares of RM1.00 each on the basis of one new BLB share for every one existing BLB share held be undertaken ("Proposed BLand Bonus Issue").

The aforesaid proposals are conditional upon the approvals from the following:

- i) SC;
- ii) FIC;
- iii) KLSE;
- iv) shareholders of BLand at an extraordinary general meeting to be convened;
- v) shareholders of the Company at an extraordinary general meeting to be convened;
- vi) the FIs in respect of the offer for sale of their respective portion of BLB ICULS2; and
- vii) any other relevant authorities.

The Proposed BLB ICULS2 OFS, Proposed BLB ICULS2 Early Conversion and Proposed BLand Bonus Issue are not inter-conditional. The submission to SC is expected to be made within four months from 26 September 2002.

- (6) On 11 July 2002, BLand announced a revision to the proposal announced on 23 May 2001 relating to the proposed restructuring exercise of the Company as follows:
 - (a) The proposed inter-company settlement ("Proposed Inter-Company Settlement") through the receipt of approximately RM1,436 million nominal value of Newco ICULS.
 - (b) The proposed capital distribution scheme ("Proposed Capital Distribution Scheme") to be undertaken as follows:
 - i) a capital repayment of 40 sen for every BLB share held will be satisfied through the distribution of Newco ICULS;
 - ii) an intermediate bonus issue of up to 2,385 million new ordinary shares of RM0.60 each in BLand on the basis of two new ordinary shares of RM0.60 each for every three ordinary shares of RM0.60 each after (i); and
 - iii) the consolidation of approximately 1.667 ordinary shares of RM0.60 each held after (i) and (ii) into one BLB share of RM1.00 each.

The aforesaid proposals are conditional upon the approvals from the following:

- i) SC;
- ii) FIC;
- iii) KLSE;
- iv) shareholders of BLand at an extraordinary general meeting to be convened;
- v) shareholders of the Company at an extraordinary general meeting to be convened;
- vi) the Orders of the High Court of Malaya sanctioning the Proposed Members Schemes; and
- vii) any other relevant authorities.

The Proposed Capital Distribution Scheme is conditional upon the Proposed Bonus Issue and Proposed Inter-Company Settlement.

The Proposed Inter-Company Settlements and Proposed Capital Distribution Scheme are conditional upon the Proposed Member Schemes of the Company.

notes to the financial statements

30 APRIL 2002

41 SIGNIFICANT EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE (CONT'D)

(B) EVENTS PENDING COMPLETION (CONT'D)

- (7) On 17 April 2002, the Company announced that RHG, its 62.2% owned subsidiary company listed on the NASDAQ, USA has on 16 April 2002 announced its reorganisation under Chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court for the Southern District of Florida ("U.S. Bankruptcy Court"). Chapter 11 is the reorganisation provision of the U.S. Bankruptcy Code that enables companies to continue regular operation, restructure past-due payments and emerge as profitable.

On 21 August 2002, the U.S. Bankruptcy Court confirmed RHG's reorganisation plan and RHG is expected to emerge from Chapter 11 within 30 days.

Further, on 23 September 2002, the Company announced that its wholly owned subsidiary company, Berjaya Group (Cayman) Limited ("BGCL"), has subscribed for 8.3 million shares of new common stock in RHG for a total cash consideration of approximately USD3.0 million (equivalent to approximately RM11.4 million) or at a subscription price of USD0.36 per share pursuant to RHG's recapitalisation exercise.

In conjunction with and as an integral part of the above subscription, BGCL will receive 4.2 million shares of new RHG common stock at the same issue price for the repayment of an existing loan owing to BGCL of USD1.5 million. The reorganisation plan of RHG involves issuing 0.15 new share for each existing RHG shares held. Based on BGCL's existing shareholding of 6.0 million shares, BGCL will receive an additional 0.9 million shares of new RHG common stock. BGCL's total shareholding after the proposed share subscription and additional allotment will amount to 19.4 million shares. BGCL's interest will increase by 4.2% to 66.4%. With the approvals from the U.S. Bankruptcy Court and the recapitalisation exercise in place, RHG will emerge from Chapter 11 by 30 September 2002.

- (8) On 30 August 2002, the Company announced that it has entered into a share sale agreement with Berjaya Systems Integrators Sdn Bhd ("BSI"), its wholly owned subsidiary company, to transfer its 51% equity interest in Hyundai-Berjaya Sdn Bhd ("HBSB") to BSI for a consideration of RM51.0 million ("Indebtedness").

The Company then entered into a conditional share sale agreement ("SSA") with Transwater Corporation Berhad ("Transwater") for the proposed disposal of its 100% equity interest in BSI for a cash consideration of RM2.00 and the undertaking from Transwater to repay on behalf of BSI the Indebtedness of RM51.0 million in full to be satisfied by an issue of 51.0 million new Transwater ordinary shares of RM1.00 each ("T-Shares").

To date, the Company and its subsidiary companies have a total 12.73% equity interest in Transwater. Upon the settlement of the Indebtedness, the total equity interest in Transwater will increase to 82.27%. The Company proposed to seek an exemption under the Take-over Code from SC from having to undertake a mandatory general offer.

As a consequence of the proposed acquisition of 100% equity interest of BSI from the Company and pursuant to the Take-over Code, Transwater is obliged to undertake a mandatory general offer to acquire the remaining 49% equity interest in HBSB ("Proposed HB-GO") not held by Transwater via BSI. Transwater proposed to issue up to 49.0 million new T-Shares for the Proposed HB-GO. Upon completion of the Proposed HB-GO, the equity interest in Transwater held by the Company and its subsidiary companies will be reduced to about 46.60%.

The above proposals are subject to approvals from the following:

- i) SC;
- ii) FIC;
- iii) KLSE;
- iv) shareholders of Transwater at an extraordinary general meeting to be convened; and
- v) any other relevant authorities.

The proposals are also conditional upon the proposed rights issue to be carried out by Transwater.

- (9) On 4 September 2002, the Company and Bizuraj Bijak (M) Sdn Bhd, its wholly owned subsidiary company, entered into a Share Sale Agreement to dispose of their entire shareholdings in Iris Technologies (M) Sdn Bhd to Iris Corporation Berhad ("Iris Corp") for a total sale consideration of RM84,625,000 or at RM2.50 per share.

The proposal is now pending approvals being obtained by Iris Corp from the following:

- i) KLSE;
- ii) SC (if applicable); and
- iii) shareholders of Iris Corp at an extraordinary general meeting to be convened.

- (10) On 6 September 2002, the Company entered into a Share Sale Agreement with Aneka Damai Sdn Bhd ("ADSB") to dispose of its entire 51% shareholding in Cosda (M) Sdn Bhd to ADSB for a cash consideration of RM2,142,000 and an undertaking to repay inter-company loan owing to the Company of approximately RM15.827 million.

The above proposal is pending approval being obtained from FIC by ADSB.

notes to the financial statements

30 APRIL 2002

42 LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Name	Country of incorporation	Equity interest held		Principal activities
		2002 %	2001 %	
SUBSIDIARIES:				
Subsidiaries of the Company				
Berjaya Bandartex Sdn Bhd	Malaysia	100.0	100.0	Garment manufacturer.
Berjaya Capital Berhad	Malaysia	63.9 ^a	64.1	Investment holding.
Berjaya Carlovers (M) Sdn Bhd	Malaysia	75.0	75.0	Dormant.
Berjaya Coffee Company (M) Sdn Bhd	Malaysia	100.0	100.0	Operation of coffee outlets.
Berjaya Corporation (Cayman) Limited	Cayman Islands	100.0	100.0	Investment holding.
Berjaya Corporation (S) Pte Ltd*	Singapore	100.0	100.0	Marketing agent.
Berjaya Cosway (Overseas) Sdn Bhd	Malaysia	100.0	100.0	Provision of management services.
Berjaya Education Sdn Bhd	Malaysia	60.0	60.0	Provision of education and professional training services.
Berjaya Group Capital (Cayman) Limited	Cayman Islands	100.0	100.0	Investment holding.
Berjaya Group(Cayman) Limited	Cayman Islands	100.0	100.0	Investment holding.
Berjaya Knitex Sdn Bhd	Malaysia	100.0	100.0	Knitted fabrics manufacturer.
Berjaya Land Berhad*	Malaysia	62.5 ^b	66.7	Investment holding.
Berjaya LeRun Industries Berhad	Malaysia	100.0	100.0	Manufacture and sale of bicycles and accessories.
Berjaya Premier Restaurants Sdn Bhd	Malaysia	100.0	100.0	Investment holding.
Berjaya Registration Services Sdn Bhd	Malaysia	100.0	100.0	Share registration and mailing services.
Berjaya Retail Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Berjaya Roadhouse Grill Pte Ltd#	Singapore	100.0	100.0	Dormant.
Berjaya Roadhouse Grill Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Berjaya Roasters (M) Sdn Bhd	Malaysia	100.0	100.0	Mid-casual dining restaurant operator.
Berjaya Ross Systems Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Berjaya Software Services Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Berjaya Soutex Sdn Bhd	Malaysia	100.0	100.0	Investment holding, manufacture and sale of yarn.
Berjaya Synthetic Fibre Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Berjaya Systems Integrators Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Berjaya Wood Furniture (Malaysia) Sdn Bhd	Malaysia	100.0	100.0	Manufacture and sale of furniture.
Bizurai Bijak (M) Sdn Bhd	Malaysia	100.0	100.0	Investment holding.
Bukit Pinang Leisure Sdn Bhd	Malaysia	100.0	100.0	Property development.
Cosda (M) Sdn Bhd*	Malaysia	51.0	51.0	Property development.
Cosway Corporation Berhad*	Malaysia	68.7 ^c	68.7	Investment holding.
Espeetex Sdn Bhd	Malaysia	100.0	100.0	Investment holding.

a - The total equity interests held by the Group is 63.9% and it is held by the following group companies

(i) Berjaya Group Berhad	31.76%
(ii) Juara Sejati Sdn Bhd	14.43%
(iii) Bizurai Bijak (M) Sdn Bhd	17.38%
(iv) Garima Holdings Sdn Bhd	0.31%

b - The total equity interests held by the Group is 62.5% and it is held by the following group companies

(i) Teras Mewah Sdn Bhd	48.83%
(ii) Juara Sejati Sdn Bhd	10.98%
(iii) Bizurai Bijak (M) Sdn Bhd	2.37%
(iv) Espeetex Sdn Bhd	0.27%

c - The total equity interests held by the Group is 68.7% and it is held by the following group companies

(i) Garima Holdings Sdn Bhd	48.11%
(ii) Juara Sejati Sdn Bhd	16.88%
(iii) Bizurai Bijak (M) Sdn Bhd	3.72%

notes to the financial statements

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42 LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (CONT'D)

Name	Country of incorporation	Equity interest held		Principal activities
		2002 %	2001 %	
Subsidiaries of the Company (cont'd)				
E.V.A. Management Sdn Bhd	Malaysia	100.0	100.0	Provision of management services.
Finewood Forest Products Sdn Bhd	Malaysia	100.0	100.0	Manufacture and sale of moulded timber and other related timber products.
Flywheel Rubber Works Sdn Bhd	Malaysia	85.0	85.0	Dormant.
Garima Holdings Sdn Bhd	Malaysia	100.0	100.0	Investment holding.
Global Empires Sdn Bhd	Malaysia	99.9	99.9	Investment holding.
Graphic Press Group Sdn Bhd	Malaysia	-	56.8	Printing and packaging.
Hyundai-Berjaya Sdn Bhd	Malaysia	51.0	51.0	Distribution of passenger and commercial vehicles, provision of back-up services and selling and distribution of spare parts for its product range.
Inai Jaya Sdn Bhd	Malaysia	100.0	100.0	Investment holding.
Inter-Pacific Development Sdn Bhd	Malaysia	100.0	100.0	Investment holding.
Inter-Pacific Financial Services Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Inter-Pacific Trading Sdn Bhd	Malaysia	70.0	70.0	General trading.
IRIS Technologies (M) Sdn Bhd	Malaysia	50.5 ^d	50.5	Smartcard design and manufacturing.
Juara Sejati Sdn Bhd	Malaysia	100.0	100.0	Investment holding.
Kalimas Sendirian Berhad	Malaysia	100.0	100.0	Property development.
Knitwear Fashion (Kedah) Sdn Bhd	Malaysia	100.0	100.0	Property investment and rental of property.
My2020.com Sdn Bhd	Malaysia	55.0	55.0	Provision of e-commerce services.
Novacomm Integrated Sdn Bhd	Malaysia	100.0	100.0	Advertising and public relations.
Ralmal Development Sdn Bhd	Malaysia	100.0	100.0	Property investment.
Rangkaian Sejahtera Sdn Bhd	Malaysia	100.0	100.0	Investment holding.
Sesistem Angkut Sdn Bhd	Malaysia	100.0	100.0	Transportation services and investment holding.
Shinca Electronics Sdn Bhd*	Malaysia	95.0	95.0	Manufacture of computer monitors and related products and assembling and testing of audio, visual and communication products. Operations ceased during the year.
South Pacific Textiles Industries (Singapore) Pte Ltd#	Singapore	100.0	100.0	Garment export agency.
Successline (M) Sdn Bhd (formerly known as MBJ Co-Loaders Sdn Bhd)	Malaysia	60.0	60.0	Provision of services in conveying parcels, documents and letters.
Teras Mewah Sdn Bhd	Malaysia	100.0	100.0	Investment holding.
United Approach Sdn Bhd	Malaysia	50.1	50.1	Operation of a private college. Operations ceased during the year.
Wangsa Tegap Sdn Bhd	Malaysia	100.0	100.0	Property investment and rental of properties.
Subsidiaries of Berjaya Capital Berhad				
Berjaya General Insurance Berhad	Malaysia	100.0	100.0	General insurance.
Cahaya Nominees (Tempatan) Sdn Bhd*	Malaysia	100.0	100.0	Custodian services.
Inter-Pacific Capital Sdn Bhd	Malaysia	89.5	89.5	Investment holding.
Prime Credit Leasing Sdn Bhd*	Malaysia	100.0	100.0	Hire purchase, lease and loan financing.
Rantau Embun Sdn Bhd	Malaysia	100.0	100.0	Dormant.
The Tropical Veneer Company Berhad	Malaysia	100.0	100.0	Dormant.

d - The total equity interests held by the Group is 50.5% and it is held by the following group companies

- | | |
|--------------------------------|--------|
| (i) Berjaya Group Berhad | 40.07% |
| (ii) Bizurai Bijak (M) Sdn Bhd | 10.45% |

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42 LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (CONT'D)

Name	Country of incorporation	Equity interest held		Principal activities
		2002 %	2001 %	
Subsidiaries of Inter-Pacific Capital Sdn Bhd				
Ambilan Imej Sdn Bhd	Malaysia	99.9	99.9	Property investment.
Inter-Pacific Futures Sdn Bhd	Malaysia	100.0	100.0	Futures brokers.
Inter-Pacific Management Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Inter-Pacific Research Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Inter-Pacific Securities Sdn Bhd	Malaysia	100.0	100.0	Stockbroking.
Eng Securities Sdn Bhd	Malaysia	100.0	100.0	Stockbroking.
Subsidiaries of Inter-Pacific Securities Sdn Bhd				
Inter-Pacific Asset Management Sdn Bhd	Malaysia	100.0	100.0	Fund management.
Inter-Pacific Equity Nominees (Asing) Sdn Bhd	Malaysia	100.0	100.0	Nominee services.
Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd	Malaysia	100.0	100.0	Nominee services.
Subsidiaries of Eng Securities Sdn Bhd				
Eng Nominees (Asing) Sdn Bhd	Malaysia	100.0	100.0	Nominee services.
Eng Nominees (Tempatan) Sdn Bhd	Malaysia	100.0	100.0	Nominee services.
Subsidiaries of Berjaya Corporation (Cayman) Limited				
Berjaya Trading (UK) Ltd#	United Kingdom	100.0	100.0	Dormant.
J.L. Morison Son & Jones (Malaya) Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Subsidiaries of Berjaya Group (Cayman) Limited				
Berjaya Forest Products (Cayman) Limited	Cayman Islands	100.0	100.0	Investment holding.
Berjaya Group Equity (Cayman) Limited	Cayman Islands	100.0	100.0	Investment holding.
Berjaya Group Portfolio (Cayman) Limited	Cayman Islands	100.0	100.0	Investment holding.
Berjaya Investment (Cayman) Limited	Cayman Islands	100.0	100.0	Investment holding.
Berjaya Manufacturing (HK) Limited*	Hong Kong	100.0	100.0	Dormant.
Berjaya Roasters (UK) Limited#	United Kingdom	100.0	100.0	Dormant.
Berjaya Timber Industries (Guyana) Ltd*	Guyana	100.0	100.0	Timber logging.
Carlovers International Limited	Cayman Islands	51.0	51.0	Owner, operator and franchisor of "Carlovers Carwash"
Carlovers Specialty Products Pte Ltd *	Australia	51.0	51.0	Trading and distribution of "Carlovers" car care products.
Roadhouse Grill Inc.*	United States of America	62.2	62.2	Owner, operator and franchisor of "Roadhouse Grill Restaurants".
Roadhouse Grill Asia Pacific (HK) Limited*	Hong Kong	100.0	100.0	Owner, operator and franchisor of the "Roadhouse Grill Restaurant" chains for Asia Pacific region.
Roasters Asia Pacific (HK) Limited #	Hong Kong	100.0	100.0	Owner, operator and franchisor of the "Kenny Rogers Roasters Restaurant" chain for Asia Pacific region.
Roasters Corp.*	United States of America	73.5	73.5	Dormant.
STAR Harbour Timber Company Limited *	Solomon Islands	100.0	100.0	Dormant.
Wireless Telecom Limited	Cayman Islands	55.0	55.0	Marketing of satellite and wireless communication products.

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42 LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (CONT'D)

Name	Country of incorporation	Equity interest held		Principal activities
		2002 %	2001 %	
Subsidiary of Berjaya Forest Products (Cayman) Limited				
Taiga Forest Products Ltd*	Canada	59.9	59.9	Wholesale distribution of lumber and panel products.
Subsidiaries of Taiga Forest Products Ltd				
2903 Ltd*	British Virgin Islands	100.0	-	Investment holding.
548421 British Columbia Ltd*	Canada	100.0	100.0	Property investment.
624858 British Columbia Ltd*	Canada	100.0	100.0	Dormant.
Dynamic Forest Products Ltd*	Canada	100.0	100.0	Wholesale of lumber.
Elmira Wood Products Ltd*	Canada	100.0	-	Wood remanufacturing and processing.
Envirofor Preservers (B.C.) Ltd*	Canada	100.0	100.0	Pressure treating of wood.
Subsidiary of Envirofor Preservers (B.C.) Ltd				
548422 British Columbia Ltd*	Canada	100.0	100.0	Property investment.
Subsidiaries of Berjaya Group Equity (Cayman) Limited				
Berjaya Group (Aust) Pty Ltd#	Australia	100.0	100.0	Investment holding.
Healthcare Holdings (Cayman) Limited	Cayman Islands	100.0	100.0	Investment holding.
Subsidiary of Berjaya Group (Aust) Pty Ltd				
Carlovers Carwash Limited*	Australia	57.8	57.8	Operation of self-service carwash centres.
Subsidiaries of Carlovers Carwash Limited				
Carlovers Carwash (Aust) Pty Limited*	Australia	100.0	100.0	Operation of self-service carwash centres.
The Carwash Kings Pty Limited*	Australia	100.0	100.0	Operation of self-service carwash centres.
Carlovers (Maroochydore) Pty Limited*	Australia	100.0	100.0	Operation of self-service carwash centres.
Video Ezy Australasia Pty Limited *	Australia	60.0	60.0	Investment holding, video store franchising and operation of video stores.
Subsidiaries of Video Ezy Australasia Pty Ltd				
Hurtsville Driving School Pty Ltd*	Australia	100.0	100.0	Operation of a driving school.
Video Ezy International Ltd	Cayman Islands	100.0	100.0	Investment holding.
Video Ezy International Pty Ltd*	Australia	100.0	100.0	Investment holding.
Video Ezy Finance Pty Ltd*	New Zealand	100.0	100.0	Investment holding.
Video Ezy Limited*	Australia	100.0	100.0	Investment holding.
Video Ezy (M) Sdn Bhd	Malaysia	100.0	100.0	Operation of video rental outlets.
Zepher Investments Pty Ltd*	Australia	100.0	100.0	Investment holding.
Subsidiary of Carlovers International Limited				
Carlovers International Services Pty Ltd *	Australia	100.0	100.0	Provision of management services.
Subsidiaries of Roadhouse Grill Asia Pacific (HK) Limited				
Roadhouse Grill Asia Pacific (Cayman) Limited	Cayman Islands	100.0	100.0	Franchisor of the "Roadhouse Grill Restaurant" chains.
Roadhouse Grill Asia Pacific (M) Sdn Bhd	Malaysia	100.0	100.0	Provision of management services to franchisees.

notes to the financial statements

30 APRIL 2002

42 LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (CONT'D)

Name	Country of incorporation	Equity interest held		Principal activities
		2002 %	2001 %	
Subsidiaries of Roadhouse Grill Inc				
Roadhouse Grill-Commercial Inc*	United States of America	100.0	100.0	Operation of restaurant.
Roadhouse Grill of North Miami Inc*	United States of America	100.0	100.0	Operation of restaurant.
Roadhouse Grill of South Carolina Inc*	United States of America	100.0	100.0	Operation of restaurants.
Roadhouse Grill of Georgia Inc*	United States of America	100.0	100.0	Operation of restaurants.
Roadhouse Grill of New York Inc*	United States of America	100.0	100.0	Operation of restaurants.
Roadhouse Grill Property L.L.C.*	United States of America	100.0	100.0	Property investment.
Subsidiaries of Roasters Asia Pacific (HK) Limited				
Roasters Asia Pacific (Cayman) Limited	Cayman Islands	100.0	100.0	Franchisor of the "Kenny Rogers Roasters Restaurant" chains.
Roasters Asia Pacific (M) Sdn Bhd	Malaysia	100.0	100.0	Provision of marketing services.
Subsidiaries of Berjaya LeRun Industries Berhad				
Berjaya Cycles Sdn Bhd	Malaysia	100.0	100.0	Manufacture and sale of bicycles and accessories.
VRS (Malaysia) Sdn Bhd	Malaysia	99.0	99.0	Property investment.
Subsidiaries of Berjaya Premier Restaurants Sdn Bhd				
Nadi Klasik Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Fortune Court Restaurant Sdn Bhd	Malaysia	66.9	66.9	Dormant.
Premimas Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Subsidiaries of Berjaya Soutex Sdn Bhd				
Qualinit Sendirian Berhad	Malaysia	60.0	60.0	Dormant.
South Pacific Textile (HK) Limited#	Hong Kong	100.0	100.0	Dormant.
Subsidiary of Bukit Pinang Leisure Sdn Bhd				
Bukit Pinang Rel Sdn Bhd	Malaysia	100.0	100.0	Dormant.
Subsidiaries of Finewood Forest Products Sdn Bhd				
Finewood Trading Sdn Bhd	Malaysia	100.0	100.0	Trading of furniture and timber.
Finewood Marketing (UK) Ltd*	United Kingdom	70.0	70.0	Commission agents.
Subsidiaries of Cosway Corporation Berhad				
Berjaya HVN Sdn Bhd*	Malaysia	50.2	50.2	Distribution, sale and rental of audio/visual home entertainment products.
Cosway (M) Sdn Bhd*	Malaysia	100.0	100.0	Direct selling of cosmetics, perfume, fashion jewellery, pharmaceutical and other consumer products.
First Ever Marketing Sdn Bhd*	Malaysia	100.0	100.0	Distribution and selling of household electrical appliances and entertainment products.

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42 LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (CONT'D)

Name	Country of incorporation	Equity interest held		Principal activities
		2002 %	2001 %	
Subsidiaries of Cosway Corporation Berhad (cont'd)				
Noble Creation Sdn Bhd*	Malaysia	100.0	100.0	Investment holding.
Noble Karaoke Equipment Sdn Bhd*	Malaysia	100.0	100.0	Investment holding.
Rapid Computer Centre (SEA) Sdn Bhd*	Malaysia	95.5	95.5	Dormant.
Singer (Malaysia) Sdn Bhd*	Malaysia	100.0	100.0	Marketing and selling of consumer durable products on cash, credit, hire purchase and equal payment schemes under the "Singer" trademark.
Tegas Kinta Sdn Bhd*	Malaysia	100.0	100.0	Property investment.
Subsidiaries of Berjaya HVN Sdn Bhd				
Direct Vision Sdn Bhd*	Malaysia	100.0	100.0	Sale and rental of audio/visual home entertainment products.
Berjaya HVN (S) Pte Ltd*	Singapore	100.0	100.0	Sale and rental of audio/visual home entertainment products.
Subsidiary of Noble Creation Sdn Bhd				
Unza Holdings Berhad*	Malaysia	51.0e	51.0	Investment holding and provision of management services.
Subsidiaries of Unza Holdings Berhad				
Formapac Sdn Bhd*	Malaysia	100.0	100.0	Manufacture of toiletry and household products.
Manufacturing Services Sendirian Berhad*	Malaysia	100.0	100.0	Manufacturing of personal care and household products.
Unza International Limited*	British Virgin Islands	100.0	100.0	Investment holding.
Unza (Malaysia) Sdn Bhd*	Malaysia	100.0	100.0	Marketing of personal care and household products.
Subsidiary of Manufacturing Services Sendirian Berhad				
Shubido Pacific Sdn Bhd	Malaysia	50.1	-	Manufacture of personal care and household products.
Subsidiaries of Unza International Limited				
PT Unza Indonesia	Indonesia	100.0	100.0	Trading of personal care and household products.
Unza Cathay Limited*	Hong Kong	100.0	100.0	Trading of personal care and household products.
Unza Company Pte Ltd*	Singapore	100.0	100.0	Trading of personal care and household products.
Unza (China) Limited*	Hong Kong	100.0	100.0	Investment holding.
Unza Indochina Pte Ltd*	Singapore	70.0	70.0	Investment holding and trading of personal care and household products.

e - The total equity interests held by the Group is 56.3% and it is held by the following group companies

(i) Noble Creation Sdn Bhd	51.01%
(ii) Bizurai Bijak (M) Sdn Bhd	4.20%
(iii) Berjaya Land Development Sdn Bhd	1.05%
(iv) Indah Corporation Berhad	0.03%

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42 LIST OF SUBSIDIARIES AND ASSOCIATED COMPANIES (CONT'D)

Name	Country of incorporation	Equity interest held		Principal activities
		2002 %	2001 %	
Subsidiaries of Unza (Malaysia) Sdn Bhd				
Aslam (M) Sdn Bhd*	Malaysia	100.0	100.0	Dormant.
Care Concept (M) Sdn Bhd*	Malaysia	100.0	100.0	Dormant.
Gervas Corporation Sdn Bhd*	Malaysia	100.0	100.0	Manufacture, marketing and distribution of toiletries products.
UAA (M) Sdn Bhd*	Malaysia	100.0	100.0	Distribution of personal care and household products.
Subsidiary of Gervas Corporation Sdn Bhd				
Gervas (B) Sdn Bhd*	Brunei Darussalam	100.0	100.0	Distribution of personal care and household products.
Subsidiary of Unza (China) Limited				
Dongguan Unza Consumer Products Ltd*	People's Republic of China	100.0	100.0	Manufacture of personal care and household products.
Subsidiary of Unza Indochina Pte Ltd				
Unza Vietnam Company Ltd*	Vietnam	100.0	100.0	Manufacturing and marketing of personal care and household products in Vietnam.
Subsidiaries of Cosway (M) Sdn Bhd				
eCosway.com Sdn Bhd	Malaysia	60.0	60.0	Internet-based direct selling of consumer products.
Cosway (Cayman) Limited*	Cayman Islands	100.0	100.0	Investment holding.
Cosway (S) Pte Ltd*	Singapore	100.0	100.0	Dormant.
Juara Budi Sdn Bhd*	Malaysia	100.0	100.0	Investment holding.
Kimia Suchi Sdn Bhd*	Malaysia	82.0	82.0	Manufacture and trading of washing detergents.
Rank Distributors Sdn Bhd*	Malaysia	60.0	60.0	Trading in pharmaceutical products.
Subsidiaries of Cosway (Cayman) Limited				
Cosway Argentina S.R.L.*	Argentina	90.0	90.0	Dormant.
Cosway Colombia Ltda.*	Colombia	90.0	90.0	Dormant.
Cosway De Mexico, S.A. De C.V.*	Mexico	98.0	98.0	Dormant.
Cosway De Venezuela C.A.*	Venezuela	90.0	90.0	Dormant.
Cosway Do Brasil Ltda.*	Brazil	99.0	99.0	Dormant.
Cosway International Limited#	Hong Kong	100.0	100.0	Dormant.
Cosway Peru, S.R. Ltda.*	Peru	96.0	96.0	Dormant.
Cosway (Philippines) Inc.*	Philippines	95.0	95.0	Direct selling and trading in consumer products.
Cosway Portugal Imports and Exports Ltd*	Portugal	90.0	90.0	Dormant.
Cosway (UK) Limited	United Kingdom	100.0	100.0	Dormant.
eCosway, Inc.	United States of America	100.0	100.0	Dormant.
Subsidiary of Juara Budi Sdn Bhd				
Stephens Properties Sdn Bhd*	Malaysia	100.0	100.0	Investment holding and property investment.
Subsidiary of Stephen Properties Sdn Bhd				
Stephens Properties Management Corporation Sdn Bhd*	Malaysia	100.0	100.0	Property management services.