Annual Report 2009

CONTENTS

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Fourth Annual General Meeting of the Company will be held at the Grand Hibiscus, Level 3, Swiss-Garden Residences, 117 Jalan Pudu, 55100 Kuala Lumpur, Malaysia on Thursday, 26 November 2009 at 10.00 a.m. for the following purposes:

As Ordinary Business

1. To receive, consider and adopt the Report of the Directors and Audited Financial Statements for the year ended 30 June 2009 together with the Report of the Auditors thereon. (RESOLUTION 1)
2. To declare a first and final dividend of 3% less tax for the year ended 30 June 2009. (RESOLUTION 2)
3. To re-elect the following Directors who retire under the provisions of the Company's Articles of Association, and who, being eligible, offer themselves for re-election:
   (a) Wong Ah Chiew (RESOLUTION 3)
   (b) Khor Chai Moi (RESOLUTION 4)
   (c) Yap Yoon Kong (RESOLUTION 5)
4. To approve the payment of Directors' fees of RM93,000 for the year ended 30 June 2009. (RESOLUTION 6)
5. To re-appoint Messrs BDO Binder as Auditors of the Company and to authorise the Directors to fix their remuneration. (RESOLUTION 7)
6. To transact any other ordinary business of which due notice shall have been given.

As Special Business

7. To consider and if thought fit, pass with or without any modification, the following resolutions:

Ordinary Resolution 1

Authority To Issue Shares Pursuant To Section 132D Of The Companies Act, 1965.

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised with full powers to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as they may deem fit subject always to the approval of the relevant government/regulatory authorities being obtained for such issue and provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued capital for the time being of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued." (RESOLUTION 8)

Ordinary Resolution 2

Proposed Shareholders' Mandate For Recurrent Related Party Transactions.

"THAT, subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries and associates shall be mandated to enter into the category of Recurrent Transactions of which are necessary for their day-to-day operations and with those related parties as specified in Section 2.1.3 of the Circular dated 30 October 2009 subject further to the following:

(a) the transactions are in the ordinary course of business and are on terms not more favourable than those generally available to the public; and

(b) disclosure is made in the Annual Report of a breakdown of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year, amongst others, based on the following information:

   (i) the type of the Recurrent Transactions made; and

   (ii) the names of the related parties involved in each type of the Recurrent Transactions made and their relationship with the Company;

AND THAT such authority shall commence upon passing of this resolution and shall continue to be in force until:

(a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which time it will lapse, unless by a resolution passed at the meeting the authority is renewed; or

(b) the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965; or

(c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier.

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things including executing such documents as may be required to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution." (RESOLUTION 9)

Ordinary Resolution 3

Proposed Renewal Of Authorisation To Enable PJ Development Holdings Berhad To Purchase Its Own Shares Up To 10% Of The Issued And Paid-Up Ordinary Share Capital Of The Company Pursuant To Section 67A Of The Companies Act, 1965.

"THAT, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

(a) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;

(b) the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings and share premium reserves of the Company at the time of the purchase(s); and

(c) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder and to deal with the shares so purchased in such other manner as may be permitted by the relevant legislations and regulations.

AND THAT any authority conferred by this resolution may only continue to be in force until:

(a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

NOTICE OF **ANNUAL GENERAL MEETING**

(b) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or

(c) revoked or varied by ordinary resolution passed by the shareholders in general meeting;

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and the Listing Requirements and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities." **(RESOLUTION 10)**

By order of the Board
LEONG KENG YUEN (MIA 6090)
WONG TIEW KIM (MAICSA 0766807)
Secretaries
Kuala Lumpur
30 October 2009

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote in his stead. If two proxies are appointed, the number of shares each person is entitled to vote must be stated in the form of proxy. A proxy need not be a member of the Company.

2. All forms of proxy must be deposited at the Registered Office of the Company at 18th Floor, Plaza OSK, Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its Common Seal or the hand of its attorney.

4. **Ordinary Resolution 1**
This Ordinary Resolution, if passed, will empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

5 **Ordinary Resolution 2**
This Ordinary Resolution, if passed, will provide a new mandate for the Company and its subsidiaries and associates to enter into recurrent related party transactions with related parties in the ordinary course of business based on commercial terms which are not more favourable to the related parties than those generally available to the public which are necessary for the Group's day-to-day operations and shall lapse at the conclusion of the next Annual General Meeting unless authority for the approval is obtained from the shareholders of the Company at a general meeting.

6. **Ordinary Resolution 3**
This Ordinary Resolution, if passed, will provide a new mandate for the Company to purchase its own shares up to 10% of the issued and paid-up ordinary share capital of the Company and shall lapse at the conclusion of the next Annual General Meeting unless authority for the approval is obtained from the shareholders of the Company at a general meeting.

STATEMENT ACCOMPANYING NOTICE OF **ANNUAL GENERAL MEETING**

1. Directors who are standing for re-election at the Forty-Fourth Annual General Meeting of the Company.

   (a) Wong Ah Chiew
   (b) Khor Chai Moi
   (c) Yap Yoon Kong

2. Details of attendance of Directors at Board Meetings.

   There were five Board of Directors' meetings held during the Financial Year ended 30 June 2009. The details of the attendance of the Directors are as follows:

	Executive Directors	Attendance
1.	Wong Ah Chiew	5/5
2.	Wong Chong Shee	5/5
3.	Khor Chai Moi	5/5
4.	Yap Yoon Kong	5/5
	Non-Executive Directors	
5.	Mohamed Zain bin Mohamed Yusoff	5/5
6.	YM Ungku Haji Mohd Afandi bin Ungku Suleiman	5/5
7.	Au Chun Choong	5/5

4. Place, Date and Time of General Meeting.

   The Forty-Fourth Annual General Meeting of the Company will be held at the Grand Hibiscus, Level 3, Swiss-Garden Residences, 117 Jalan Pudu, 55100 Kuala Lumpur Malaysia on Thursday, 26 November 2009 at 10.00 a.m.

5. Details of Directors who are standing for re-election.

   Further details of Directors who are standing for re-election are set out in the Profile of Directors of this Annual Report.

CORPORATE **INFORMATION**

Board of Directors

Mohamed Zain bin Mohamed Yusoff
(Independent Non-Executive Chairman)

Wong Ah Chiew
(Managing Director)

Wong Chong Shee
(Deputy Managing Director)

Khor Chai Moi
(Executive Director)

Yap Yoon Kong
(Executive Director)

YM Ungku Haji Mohd Afandi bin Ungku Suleiman
(Independent Non-Executive Director)

Au Chun Choong
(Independent Non-Executive Director)

Audit Committee

Au Chun Choong
(Chairman and Independent Non-Executive Director)

Mohamed Zain bin Mohamed Yusoff
(Independent Non-Executive Director)

YM Ungku Haji Mohd Afandi bin Ungku Suleiman
(Independent Non-Executive Director)

Secretaries

Leong Keng Yuen

Wong Tiew Kim

Registered Office

18th Floor, Plaza OSK, Jalan Ampang
50450 Kuala Lumpur
Malaysia
Tel No. : 03-2162 1111
Fax No. : 03-2163 3336
Website : www.pjd.com.my

Registrars

Symphony Share Registrars Sdn. Bhd.
55 Medan Ipoh 1A, Medan Ipoh Bistari
31400 Ipoh, Perak Darul Ridzuan
Malaysia
Tel No. : 05-547 4833
Fax No. : 05-547 4363

Auditors

BDO Binder (AF 0206)
12th Floor, Menara Uni.Asia
1008 Jalan Sultan Ismail
50250 Kuala Lumpur

Principal Bankers

Malayan Banking Berhad
Public Bank Berhad
United Overseas Bank (Malaysia) Berhad

Stock Exchange Listing

Main Market, Bursa Malaysia Securities Berhad

Incorporation

The Company is a public limited liability company, incorporated under the Companies Act, 1965 and domiciled in Malaysia.

Menara PJD, Kuala Lumpur

CHAIRMAN'S REVIEW

CHAIRMAN'S **REVIEW**

On behalf of the Board of Directors, it is my pleasure to present to you the Annual Report and Audited Financial Statements of PJ Development Holdings Berhad and the Group for the financial year ended 30 June 2009.

Financial Review

The Group recorded a turnover of RM628.5 million for the financial year under review, representing a decrease of 7.57% over the previous financial year's turnover of RM680.0 million.

Despite the challenges and difficulties faced, the Group registered a pre-tax profit of RM37.4 million as against a pre-tax profit of RM122.6 million for the previous financial year. Net tangible assets per share of the Group as at 30 June 2009 was RM1.72.

Dividend

The Board of Directors has recommended for your approval payment of a first and final dividend of 3% less income tax per share for the financial year ended 30 June 2009.

Outlook

The Financial Year 2008/2009 period under review had been challenging for the PJD Group especially towards the last quarter of Year 2008 when the global economy was under threat from the financial chaos and Malaysia was also affected by the global downturn. Overall confidence was badly dented when banks became more stringent in their lending policies and many industries were faced with closure and the unemployment rate was also on the rise.

In view of the economic turbulence and increasingly volatile market situation, the Group embarked on proactive measures to review its position down to the divisional level and to strategise for the anticipated economic slowdown. This resulted in specific plans focusing on prioritising cash-flow and re-evaluating our capital investments, re-development of our product offerings and the timing of our development launches to better suit the changing market. All of these measures are aimed toward strengthening the financial foundations of the Group and preserving its long-term value. With the implementation of the plans and strategies, the Group is poised to capitalise on the eventual recovery and take advantage of the upswing in the economy.

Increasing public awareness for green building designs and being eco-friendly also bode well for the Group as we have long recognise the value of environmentally friendly practices. This is evident in the designs of our projects and our Corporate Social Responsibility initiatives.

The current prospect on the regional market is trending towards the positive especially with the Hong Kong and Singapore property market indicating some revival. The spill-over effect of this coupled with the economic stimulus packages and liberalisation policies by the Malaysian government should benefit our Property Development, Construction and Building Materials divisions.

Our Cables Division will continue the programmes previously initiated in upgrading plant and machineries to enlarge product range, further improve cost, quality and customer service levels and to fine-tune our overseas and export operations.

The containment of the Influenza A (H1N1) virus as forecasted by the availability of vaccines due at the end of 2009 should see the Hotel and Leisure Division performing better as we ride on the recovering demand from the domestic sectors as well as tourist arrivals. Swiss-Garden International management complemented by the Timeshare Division is confident that the Division will continue to contribute to the Group's performance.

Barring any adverse developments in the general economic conditions, the Board is of the opinion that the Group's operations will remain profitable for the coming financial year.

Human Resource Development

PJD Group is passionate about developing our people to achieve their full potential. This passion is cultivated through helping our employees with their knowledge and capabilities to develop career progression and succession planning. All employees are valued and ideas are welcomed in an atmosphere of collaboration and teamwork.

Performance Management Systems are also developed to achieve the organisational goals and objectives. We believe in providing meaningful feedback and coaching to improve employees' performance. A strong emphasis is also placed on empowering our people, promoting innovation and striving for excellence.

Swiss-Garden Residences, Kuala Lumpur, Perspective View

CHAIRMAN'S **REVIEW**

Corporate Social Responsibility

Corporate Social Responsibility (CSR) activities for PJD Group have become more focused in the last financial year under review. Our efforts in becoming a more responsible corporate citizen have led us to contribute more towards the well-being of the community surrounding us. Activities such as outings and festive cheers with orphanages continue to be on each of our division's CSR agenda. On a Group basis, we organized an outing with 4 orphanages, namely the Sinthamani Divine Life Ashram, Rumah Amal Baitul Kasih, Lifesprings Children's Welfare Home and Good Samaritan Home and other charity drives raising over RM40,000.

The Group also organized several Blood Donation Drives throughout all its office locations nationwide. The blood donation drives conducted at our head office, branches, factory and hotels were well participated by employees, friends and public alike and will be a regular activity on our CSR agenda.

Whilst focusing on working with the community, the Group still maintains its CSR programs to protect the environment such as provision of garbage and recycle bins, recycling rain water, recycling excess concrete in our construction sites and championing the localized version of the United Nations Local Agenda 21 Waste Management Project within the Bukit Bintang, Kuala Lumpur area and Green Tree Planting Day.

PJD Group now has an internal CSR portal where all CSR activities are shared amongst all office locations. Given the fantastic response, this portal has proven its role in encouraging employees to contribute ideas toward developing initiatives that benefit the Group and its stakeholders in line with our CSR slogan, "Together We Build a Brighter Future".

Acknowledgement

On behalf of the Board of Directors, I would like to express our gratitude and thanks to all our shareholders, valued customers, business associates, bankers and regulators for their contribution and support in one way or another.

Our commendation also extends to all our employees, the Management team and the Board members for their dedicated teamwork and untiring commitment.

Mohamed Zain Bin Mohamed Yusoff
Chairman
7 October 2009

Ocean View Residences, Harbour Place, Butterworth, Perspective View

OPERATIONS REVIEW
BY THE MANAGING DIRECTOR

Sg Karang Project, Kuantan, Perspective View

OPERATIONS REVIEW **BY THE MANAGING DIRECTOR**

Property Development

In the financial year under review, the Property Division faced similar uncertainties as faced by the market in general in the wake of the economic slowdown. There was a breather of hope when the Government did its part to alleviate the financial crisis by unveiling stimulus packages in the fourth quarter of year 2008. Riding on this bandwagon, the Division launched the "Mega Cash Home Bonanza" with a grand prize of RM200,000 in February 2009. The promotion received very encouraging responses for our projects in Impian Meridian in the Klang Valley, Park View and Sea View Towers in Butterworth, Penang, Bukit Istana in Kuantan, Pahang and Mont'Callista, Taman Universiti, Johor.

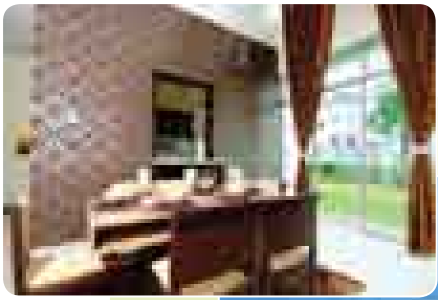
In tandem with the market trend and social needs, our Dutamas Kingsbury development located in Sri Hartamas near to the bustling commercial centre of Mont' Kiara Solaris, boasts 800 units of urban life-styled theme condominiums with a fantastic range of amenities and facilities. The targeted launch of this project is in the first quarter of year 2010.

Another soon-to-be sought-after address is our proposed mixed development in Cheras. This development on 20.6 acres of freehold land will consists of 3 blocks of serviced-apartments, 2 blocks of shop-offices, education and cultural facilities interlinked by a landscaped area and public space. It will be an iconic landmark development with a state-of-the art architectural and engineering design and well integrated facilities. This development is targeted to be launched by financial year 2010/2011.

Our integrated development in Harbour Place, Butterworth, Penang saw the launch of Ocean View Residences at the end of the second quarter of year 2009 with encouraging response in sales. This development offers 3-bedroom apartments with 3-tier security features to the grand lobby, extravagant open spaces, recreational facilities such as lap pool, jacuzzi, gymnasium and children's playground. The elegant crowning touch to this vibrant property is the sky gardens located on the rooftop.

Harbour Place Butterworth, Perspective View

OPERATIONS REVIEW **BY THE MANAGING DIRECTOR**



Twin Villa, Bukit Istana, Kuantan

Our final phase in Bukit Istana, Kuantan featuring twin villa and link bungalows made its debut in August 2008, with spacious built-ups of 2,557 sq. ft. to 2,745 sq. ft. Affluent investors and home buyers were undoubtedly awed by the breathtaking features that included spectacularly designed all round high glass windows, high ceilings and the 26-feet width car porch design.

A prime seaside property in Sungai Karang, Pahang located just one km away from Swiss-Garden Resort & Spa Kuantan, is an enclave of serviced apartments, luxurious resort style townhouses and business kiosks Phase 1 of this development is targeted to be launched by financial year 2010/2011.

With the ISO 9001:2000 system and quality assessment under the Construction Quality Assessment System (CONQUAS) in place, we are committed and dedicated to continuously enhancing the quality of our products and services. Our projects and activities aim towards incorporating the elements of green building design into our properties in-line with the formation of the Green Building Index with designs and concepts which are sensitive to the social obligations to our environment and the community around us.

Some of our activities include:

- Hartamas Community Portal
- KL Metro & Harbour Place Community Portal
- Mid Autumn Festival festivities for our home owners' community
- Provision of Recycle Bins at our condominiums
- Provision of parking space for the disabled at sales gallery car park
- Corporate Newsletters to our home owners' community

www.pjdprop.com.my

OPERATIONS REVIEW **BY THE MANAGING DIRECTOR**

Construction

The Construction Division recorded an increase in revenue amidst a challenging environment during the financial year under review. However as the result of drastic rise in overall building materials prices and working capital costs, the division registered a pre-tax loss. Looking forward, the stabilisation of building material prices should place the division in a position to perform better.

During the financial year under review, the division completed and handed-over three projects in Malaysia and one project in Thailand. Due to uncertainties in the construction industry and delay in the government's pump priming efforts, the division has not increased its order book significantly.

The operations in Thailand faced numerous challenges as the political uncertainties caused severe delays. The operations also suffered unexpected losses due to surging building materials prices. In mitigating the situation, the division has taken pro-active steps to minimise losses and delays and is expected to breakeven in the current financial year.

Under this uncertain and difficult economic and financial environment, the division recognises the need to strengthen its performance and sustain competencies by enhancing its operational efficiency and effectiveness. In efforts to deliver quality products to our valued customers, the division continued to improve the quality control procedures and enforce safety and health practices to ensure the compliance to regulations and legislations.

www.pjdc.com.my

Construction in progress

OPERATIONS REVIEW **BY THE MANAGING DIRECTOR**

Concrete product factory in Nilai

Cable factory in Vietnam

Cables

During the financial year under review, the Cable Division experienced the full impact of the global financial downturn. A reduction in both turnover and margins were expected under such market conditions. Our turnover had reduced by 28.4% from the last financial year and this had invariably impacted the bottom-line. This was also partly contributed by a drop in metal prices, which is a major cost component. Average metal prices of copper and aluminium had dropped by about 28%. The competitive market environment had also resulted in a drop in gross margin.

The Vietnam operations are expected to come on-stream as the upgrading facilities to expand the product capabilities to cover a full range of low voltage cables have just been completed. We are expecting some contribution in the current financial year.

Plant facilities in Melaka were improved and upgraded and our product range widened to cater for a larger potential market. Our strategy of continuous improvement in cost management, quality of our products and customer services were closely monitored to maintain ourselves as the preferred supplier. Development in new markets and products have always been actively pursued to ensure a good market share.

The current sluggish market condition is expected to extend into the coming financial year causing sales volume and margins to be under pressure. However, it is expected that the division will still be able to maintain profitability in the current financial year.

www.olympic-cable.com.my

Building Materials

The Building Materials Division has registered a significant increase in revenue and pre-tax profit during the year. This was mainly due to better product prices, increased plant utilization and improvement in operational efficiency.

The division is expected to continue benefitting from strong domestic demand and growing overseas contribution.

www.pjdcp.com.my

OPERATIONS REVIEW **BY THE MANAGING DIRECTOR**

Hotels & Leisure

For the financial year under review our Hotels & Resorts Division did not perform as well as the previous financial year. This was mainly due to the world financial crisis coupled with the Influenza A (H1N1) pandemic first reported in December 2008 which affected tourist arrivals worldwide.

Tourist arrivals figures was revised downwards by Tourism Malaysia to 19 million from 20 million which was 3 million less compared to 2008 arrivals of 22 million. Our hotels resorts and inns registered lower occupancies resulting in lower gross operating profit as compared to the previous year.

In March 2009, we expanded our management services to Sandakan, Sabah with a 138 room hotel, now re-branded as Swiss-Inn Waterfront Sandakan.

The division is expected to perform better in the current financial year as we are confident to be well positioned to capitalize on the economic recovery and hopefully with better containment of the threat of the H1N1 pandemic.

www.swissgarden.com

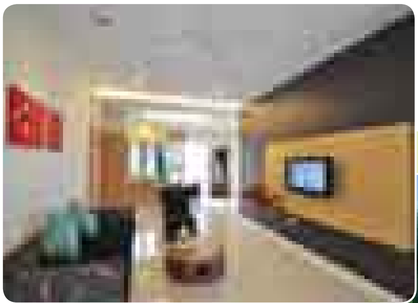
For the second half of the year under review, the Leisure division was faced with increased challenges due to economic uncertainty. The division reacted with prudent measures to consolidate our operations, improve cost management and provide more innovative holiday packages. We also took the opportunity of the slowdown in the economy to further enhance staff knowledge and skills to improve the service quality to our members. Innovative training programmes were designed to meet product knowledge and soft skills needs and were implemented progressively.

Our new timeshare property, "Swiss-Villas" is elegantly nestled in the enclave of the Swiss-Garden Golf Resort & Spa Damai Laut. These villas are well equipped with amenities and fully furnished with a resort-style concept offering a scenic and luxury vacation experience.

Looking forward, our membership base has now grown to 12,000 with our emphasis on customer-focused and result-oriented marketing packages and promotions. We are optimistic that the division will continue to prosper amidst creative management through this turbulent time.

www.sgivacationclub.com

Wong Ah Chiew
Managing Director
7 October 2009



Swiss-Villas, Damai Laut

CSR EVENT **HIGHLIGHTS**

- *Bukit Bintang Central Gotong Royong, Kuala Lumpur*
- *Charity Christmas Carolers, Kuala Lumpur*
- *Charity Outreach Project to Trinity Children's Centre, Kuala Lumpur*
- *Christmas Cheer with House of Joy, Kuala Lumpur*
- *Beach Gotong Royong, Damai Laut*
- *Mooncake Festival Celebration, Kuala Lumpur*
- *Earth Day, Sg Petani*
- *Turtle Conservation Week, Kuantan*
- *PJD Green the Day, Kuala Lumpur*
- *PJD Kid's Day - Zoo Negara*
- *Tree Planting, Kuantan*
- *Charity Buka Puasa, Kuantan*
- *Blood Donation Drives*
- *Provision of Garbage Compactor & Recycle Bins*












ULASAN **PENGERUSI**

Bagi pihak Lembaga Pengarah, saya dengan sukacitanya membentangkan Laporan Tahunan dan Penyata Kewangan yang telah diaudit bagi PJ Development Holdings Berhad dan Kumpulan bagi tahun kewangan yang berakhir 30 Jun 2009.

Ulasan Kewangan

Kumpulan telah mencatatkan perolehan sebanyak RM628.5 juta bagi tahun kewangan dalam ulasan, menunjukkan penurunan sebanyak 7.57% berbanding dengan perolehan bagi tahun lepas sebanyak RM680.0 juta.

Walaupun berhadapan dengan cabaran dan kesukaran, Kumpulan telah mencatatkan keuntungan sebelum cukai sebanyak RM37.4 juta berbanding dengan keuntungan sebelum cukai sebanyak RM122.6 juta bagi tahun kewangan yang lepas. Aset Ketara Bersih sesaham Kumpulan pada 30 Jun 2009 adalah RM1.72.

Dividen

Lembaga Pengarah menyokong untuk mendapatkan kelulusan anda untuk pembayaran dividen pertama dan terakhir sebanyak 3% setelah ditolak cukai pendapatan sesaham bagi tahun kewangan berakhir 30 Jun 2009.

Tinjauan

Tempoh Tahun Kewangan 2008/2009 dalam ulasan ini penuhi dengan cabaran bagi Kumpulan PJD, khususnya menjelang suku akhir Tahun 2008 apabila ekonomi sedunia diancam kemelut kewangan dan Malaysia turut terjejas akibat kemerosotan sedunia ini. Tahap keyakinan pada keseluruhannya terjejas teruk apabila bank-bank mengetatkan lagi dasar pinjaman mereka dan banyak industri terpaksa berdepan dengan penutupan perniagaan dan kadar pengangguran juga meningkat.

Memandangkan pergolakan ekonomi dan keadaan pasaran yang turun naik, pihak Kumpulan telah mengambil langkah proaktif untuk mengkaji semula kedudukannya sehingga ke paras Bahagian dan telah mengatur strategi bagi menghadapi kelembapan ekonomi yang telah diramalkan. Ini telah menghasilkan beberapa rancangan khusus yang tertumpu kepada keutamaan aliran tunai dan nilai semula pelaburan modal kami, memajukan semula penawaran produk kami dan pelancaran pembangunan pada masa yang bertepatan sesuai dengan pasaran yang berubah-ubah. Semua langkah-langkah ini bertujuan untuk mengukuhkan asas kewangan Kumpulan kami dan mengekalkan nilai jangka panjangnya. Dengan pelaksanaan pelan dan strategi, pihak Kumpulan bersedia mengambil kesempatan daripada keadaan yang beransur pulih dan keadaan ekonomi yang bertambah baik.

Peningkatan kesedaran di kalangan masyarakat umum terhadap reka bentuk bangunan "hijau" dan mesra-alam membawa faedah kepada Kumpulan kami kerana kami telah lama menyedari nilai amalan mesra alam. Ini jelas dalam reka bentuk projek kami dan inisiatif Tanggungjawab Sosial Korporat kami.

Prospek semasa pasaran setempat menjurus ke arah positif terutamanya dengan pasaran hartanah Hong Kong dan Singapura yang menunjukkan sedikit bangkitan semula. Kesan sampingannya bersama dengan pakej rangsangan ekonomi dan pengliberalisasi polisi oleh kerajaan Malaysia seharusnya membawa manfaat kepada Bahagian Pembangunan Hartanah, Pembinaan dan Bahan Pembinaan kami.

Bahagian Kabel kami akan meneruskan program naik taraf kilang dan alat jentera yang telah kami mulakan sebelum ini untuk memperluaskan lagi rangkaian produk, mengurangkan kos, meningkatkan kualiti dan tahap khidmat pelanggan serta memperbaiki lagi operasi luar negara dan ekspot kami.

Pembendungan virus Influenza A (H1N1) seperti yang diramalkan dengan ketersediaan vaksin pada akhir tahun 2009 seharusnya membantu Bahagian Hotel dan Rekreasi memperbaiki prestasi dengan peningkatan permintaan sektor domestik serta ketibaan pelawat luar negara. Pengurusan Swiss-Garden International yang diperlengkapkan dengan Bahagian Perkongsian Masa yakin yang Bahagian ini akan terus menyumbang kepada prestasi Kumpulan.

Melainkan berlakunya sebarang perkembangan dalam keadaan ekonomi umum yang sebaliknya, Lembaga Pengarah berpendapat bahawa operasi Kumpulan akan terus menguntungkan bagi tahun kewangan yang akan datang.

Pembangunan Sumber Manusia

Kumpulan PJD amat mengambil berat dalam perkembangan kakitangan kami supaya mereka berupaya untuk mencapai potensi dengan sepenuhnya. Semangat yang mendalam ini dipupuk dengan membantu kakitangan kami memperoleh pengetahuan dan keupayaan mereka demi kemajuan kerjaya dan rancangan penggantian. Semua kakitangan kami dihargai dan idea-idea dialu-alukan dalam suasana bekerjasama dan kerja berpasukan.

Sistem Pengurusan Prestasi telah juga dimajukan untuk memastikan bahawa kakitangan bersepakat mencapai matlamat dan objektif organisasi. Kami percaya dalam pemberian maklum balas dan bimbingan untuk meningkatkan prestasi kakitangan. Penekanan juga diberikan ke atas pemberian kuasa kepada kakitangan, meningkatkan inovasi dan berusaha ke arah kecemerlangan.

Tanggungjawab Sosial Korporat

Aktiviti Tanggungjawab Sosial Korporat (CSR) Kumpulan PJD menjadi lebih fokus dalam tahun kewangan dalam ulasan yang lepas. Usaha kami untuk menjadi warganegara korporat yang lebih bertanggungjawab menyebabkan kami lebih menyumbang ke arah kesejahteraan komuniti di sekitar kami. Aktiviti seperti lawatan sambil bersiar dan kunjungan mesra semasa musim perayaan bersama anak-anak yatim terus kekal dalam agenda CSR Bahagian kami. Bagi pihak Kumpulan, kami telah menganjurkan lawatan sambil bersiar untuk empat rumah anak yatim iaitu Sinthamani Divine Life Ashram, Rumah Amal Baitul Kasih dan Lifesprings Children's Welfare Home dan Good Samaritan Home dan kempen amal yang telah berjaya mengutip lebih daripada RM40,000.

Kumpulan kami juga telah mengaturkan beberapa Kempen Menderma Darah di semua pejabat kami di seluruh negara. Kempen menderma darah yang dijalankan di ibu pejabat, cawangan-cawangan, kilang dan hotel-hotel kami telah mendapat sambutan yang baik daripada kakitangan, rakan-rakan serta orang ramai dan ini akan menjadi aktiviti tetap dalam agenda CSR kami.

Di samping memberi tumpuan kepada kerja-kerja bersama komuniti, Kumpulan kami masih lagi meneruskan program CSRnya untuk melindungi alam sekitar seperti penyediaan tong sampah dan tong kitar semula, pengitaran semula air hujan, penggunaan semula lebihan konkrit di kawasan pembinaan kami dan memperjuangkan versi tempatan Projek Pengurusan Sampah Agenda Tempatan dua puluh satu Pertubuhan Bangsa-bangsa Bersatu di sekitar Bukit Bintang, kawasan Kuala Lumpur dan Hari Menanam Pokok Hijau.

Kumpulan PJD kini mempunyai portal CSR dalaman yang mana semua aktiviti-aktiviti CSR dikongsi bersama pejabat-pejabat di semua lokasi. Sambutan hebat portal ini telah membuktikan keberkesanan peranannya untuk menggalakkan kakitangan supaya menyumbang idea yang akan memberi faedah kepada Kumpulan dan pemegang saham yang sejajar dengan slogan CSR kami,"Bersama-sama Kita Membina Masa Depan yang Lebih Cerah".

Penghargaan

Bagi pihak Lembaga Pengarah, saya ingin merakamkan penghargaan kami dan mengucapkan terima kasih kepada semua pemegang saham, pelanggan yang dihargai, rakan perniagaan, pihak bank dan pihak berkuasa bagi sumbangan dan sokongan mereka dalam apa jua cara.

Kami juga turut merakamkan pujian dan penghargaan kepada semua kakitangan kami, juga pasukan Pengurusan dan ahli Lembaga Pengarah untuk dedikasi mereka bekerja berpasukan dan komitmen yang tidak pernah mengenal penat lelah.

Mohamed Zain Bin Mohamed Yusoff
Pengerusi
7 Oktober 2009

ULASAN OPERASI DARI **PENGARAH URUSAN**

Pembangunan Hartanah

Pada tahun kewangan dalam ulasan, Bahagian Hartanah mengalami keadaan yang tidak menentu yang sama seperti pasaran secara amnya dalam keadaan ekonomi lembap. Sedikit sebanyak harapan muncul apabila Kerajaan memainkan peranannya dalam meringankan krisis kewangan dengan mengemukakan pakej perangsang pada suku keempat tahun 2008. Dengan kesempatan ini, Bahagian telah melancarkan "Bonanza Rumah Tunai Mega" dengan hadiah utama sebanyak RM200,000 pada bulan Februari 2009. Promosi ini menerima sambutan yang sungguh memberangsangkan bagi projek kami di Impian Meridian di Lembah Klang, Park View dan Sea View Towers di Butterworth, Pulau Pinang, Bukit Istana di Kuantan, Pahang dan Mont' Callista, Taman Universiti, Johor.

Selaras dengan aliran pasaran dan keperluan sosial, pembangunan Dutamas Kingsbury kami di Sri Hartamas yang berhampiran dengan pusat perdagangan yang sibuk di Mont'Kiara Solaris mempunyai lapan ratus unit kondominium yang bertemakan gaya hidup kota yang serba lengkap dengan pelbagai keselesaan dan kemudahan yang canggih. Projek ini dijangka akan dilancarkan pada suku pertama tahun 2010.

Salah satu lagi lokasi yang bakal menjadi perhatian ramai ialah cadangan pembangunan bercampur kami di Cheras. Pembangunan ke atas tanah milik bebas seluas 20.6 ekar ini akan mempunyai tiga blok pangsapuri berperkhidmatan, dua blok kedai pejabat, kemudahan pendidikan dan kebudayaan yang bersambung dengan kawasan lanskap dan tempat awam. Ia bakal menjadi satu pembangunan ikonik dengan seni bina dan reka bentuk kejuruteraan yang canggih dan kemudahan bersepadu yang dirancang baik. Pembangunan ini dijangka akan dilancarkan dalam tahun kewangan 2010/2011.

Pembangunan bersepadu kami di Harbour Place, Butterworth, Pulau Pinang telah pun melancarkan Ocean View Residences pada akhir suku kedua tahun 2009 yang mendapat sambutan yang menggalakkan dari segi jualan. Pembangunan ini menawarkan pangsapuri tiga bilik dengan ciri keselamatan tiga tahap ke lobi utama, kawasan lapang yang mewah, kemudahan rekreasi seperti kolam renang, jakuzi, gimnasium dan taman permainan kanak-kanak. Salah satu ciri anggun dan mengagumkan bangunan ini ialah "taman langit" di atas bumbungnya.

Fasa terakhir di Bukit Istana, Kuantan yang menampilkan vila berkembar dan banglo berangkai telah dilancarkan pada bulan Ogos 2008 dengan ruang bina yang luas iaitu 2,557 kaki persegi hingga 2,745 kaki persegi. Para pelabur dan pembeli rumah yang berkemampuan sudah tentunya akan teruja dengan ciri-ciri yang menakjubkan dengan reka bentuk hebat yang hampir keseluruhan tingkap berkaca tinggi, siling yang tinggi dan reka bentuk anjung kereta selebar 26 kaki.

Sebuah hartanah tepi laut utama di Sungai Karang, Pahang yang terletak hanya 1 km jarak dari Swiss-Garden Resort & Spa Kuantan, merupakan satu enklaf pangsapuri berperkhidmatan, rumah bandar ala tempat peranginan mewah dan kios perniagaan dalam fasa 1 pembangunan yang dijangka akan dilancarkan pada tahun kewangan 2010/2011.

Dengan adanya sistem ISO 9001:2000 dan penilaian kualiti di bawah Sistem Penilaian Kualiti Pembinaan (CONQUAS), kami amat komited dan penuh dedikasi untuk terus mempertingkatkan kualiti produk dan perkhidmatan kami. Projek dan aktiviti kami dirancang supaya menggabungkan unsur reka bentuk bangunan hijau ke dalam hartanah kami sejajar dengan pembentukan Indeks Bangunan Hijau dengan reka bentuk dan konsep yang sensitif kepada kewajipan sosial alam sekitar dan komuniti di sekeliling kami.

Beberapa aktiviti kami termasuk:

- Portal Komuniti Hartamas
- Portal Komuniti KL Metro & Harbour Place
- Perayaan Pesta Tanglung bagi para pemilik rumah
- Penyediaan Tong Kitaran Semula di kondominium
- Penyediaan tempat letak kereta orang kurang upaya di tempat letak kereta galeri jualan
- Surat Berita Korporat untuk komuniti pemilik rumah kami

www.pjdprop.com.my

Pembinaan

Bahagian Pembinaan mencatatkan pertambahan dalam hasil walaupun berhadapan dengan persekitaran yang penuh cabaran sepanjang tahun kewangan dalam ulasan. Akan tetapi, akibat kenaikan harga secara mendadak untuk bahan pembinaan dan kos modal kerja, Bahagian ini telah mencatatkan kerugian sebelum cukai. Memandang ke hadapan, kestabilan harga bahan pembinaan akan meletakkan Bahagian ini di kedudukan prestasi yang lebih baik.

Semasa tahun kewangan dalam ulasan, Bahagian ini telah menyiapkan dan menyerahkan tiga projek di Malaysia dan satu di Thailand. Disebabkan oleh keadaan tidak menentu dalam industri pembinaan dan kelewatan dalam usaha bantuan daripada pihak kerajaan, Bahagian ini tidak dapat menambahkan tempahan mereka dengan ketara.

Operasi di Thailand mengalami pelbagai cabaran disebabkan oleh keadaan politik yang tidak menentu mengakibatkan kelewatan pembinaan. Operasi tersebut juga mengalami kerugian luar jangkaan yang disebabkan oleh peningkatan harga bahan pembinaan secara mendadak. Untuk menangani keadaan tersebut, Bahagian telah mengambil langkah proaktif untuk meminimumkan kerugian dan kelewatan di mana dijangka akan mendapat pulangan modal dalam tahun kewangan semasa.

Dalam persekitaran ekonomi dan kewangan yang tidak menentu dan sukar ini, Bahagian menyedari keperluan untuk mengukuhkan prestasi dan mengekalkan kebolehan dengan mempertingkatkan kecekapan dan keberkesanan operasi. Dalam usaha untuk menawarkan produk berkualiti kepada pelanggan yang kami hargai, Bahagian terus berusaha memperbaiki prosedur kawalan kualiti dan menguatkuasakan amalan keselamatan dan kesihatan bagi memastikan kepatuhan kepada peraturan dan undang-undang.

www.pjdc.com.my

ULASAN OPERASI DARI **PENGARAH URUSAN**

Kabel

Sepanjang tahun kewangan dalam ulasan, Bahagian Kabel mengalami kesan buruk kemerosotan kewangan sedunia. Pengurangan dalam kedua-dua perolehan dan keuntungan sudah dijangkakan dalam keadaan pasaran sedemikian. Perolehan kami menyaksikan penurunan sebanyak 28.4% berbanding dengan tahun kewangan sebelumnya dan ini sememangnya memberikan kesan kepada keuntungan. Keadaan ini juga disebabkan oleh kejatuhan harga logam yang merupakan komponen utama kos. Harga purata tembaga dan aluminium telah jatuh sebanyak kira-kira 28%. Persekitaran pasaran yang penuh persaingan juga mengakibatkan keuntungan kasar turun.

Operasi di Vietnam dijangka akan bermula kerana kemudahan naik taraf untuk memperkembangkan keupayaan produk bagi merangkumi semua jenis kabel voltan rendah, baru sahaja disiapkan. Kami menjangkakan sedikit sumbangan bagi tahun kewangan semasa.

Kemudahan kilang di Melaka telah dipertingkat dan dinaik taraf serta rangkaian produk keluaran kami diperluaskan untuk memenuhi pasaran berpotensi yang lebih besar. Strategi kami yang sentiasa memajukan pengurusan kos, kualiti produk dan perkhidmatan pelanggan dipantau dengan rapi bagi mengekalkan kedudukan kami sebagai pembekal pilihan. Pembangunan pasaran dan produk baru diteruskan dengan giatnya untuk memastikan bahagian pasaran yang baik.

Keadaan pasaran yang lembap pada masa ini dijangka berlarutan hingga ke tahun kewangan akan datang yang menyebabkan tekanan ke atas jumlah jualan dan keuntungan. Walau bagaimanapun, adalah dijangkakan bahawa Bahagian ini masih lagi mampu mengekalkan keuntungannya dalam tahun kewangan semasa.

www.olympic-cable.com.my

Bahan Pembinaan

Bahagian Bahan Pembinaan telah mencatatkan penambahan yang ketara dalam hasil dan keuntungan sebelum cukai pada tahun ini. Sebahagian besarnya disebabkan oleh harga produk yang lebih baik, penambahan penggunaan loji dan pemajuan dalam kecekapan operasi.

Bahagian dijangka akan terus menerima manfaat daripada permintaan tempatan yang kukuh dan sumbangan luar negara yang semakin meningkat.

www.pjdcp.com.my

Hotel & Rekreasi

Dalam tahun kewangan dalam ulasan, Bahagian Hotel & Resorts tidak menunjukkan prestasi yang baik berbanding dengan tahun kewangan sebelumnya. Sebahagian besarnya disebabkan oleh krisis kewangan dunia dan ditambah pula oleh pandemik Influenza A (H1N1) yang mula dilaporkan pada bulan Disember 2008 yang telah menjejaskan ketibaan para pelancong dari seluruh dunia.

ULASAN OPERASI DARI **PENGARAH URUSAN**

Jumlah ketibaan para pelancong diubah oleh Tourism Malaysia telah mengurang kepada 19 juta daripada 20 juta, 3 juta kurang berbanding dengan 22 juta para pelancong di tahun 2008. Hotel, Resorts & Inns kami telah mencatatkan jumlah penginapan lebih rendah yang menghasilkan keuntungan kasar operasi lebih rendah berbanding dengan tahun sebelumnya.

Pada bulan Mac 2009, kami telah mengembangkan perkhidmatan pengurusan kami ke Sandakan, Sabah dengan hotel 138 bilik yang kini diberi jenama baru iaitu Swiss-Inn Waterfront Sandakan.

Bahagian dijangka akan menunjukkan prestasi yang lebih baik dalam tahun kewangan semasa kerana kami yakin akan berada dalam kedudukan baik untuk mengambil kesempatan apabila ekonomi pulih dan mengharapkan agar pandemik H1N1 dapat dibendung dengan segera.

www.swissgarden.com

Bagi suku kedua tahun dalam ulasan, Bahagian Rekreasi telah berhadapan dengan lebih cabaran akibat ketidaktentuan ekonomi. Bahagian telah mengambil langkah cermat untuk mengukuhkan operasi kami, memperbaiki pengurusan kos dan menawarkan pakej percutian yang lebih inovatif. Kami juga mengambil kesempatan semasa kelembapan ekonomi untuk terus mengembangkan pengetahuan dan kemahiran kakitangan kami untuk memperbaiki kualiti perkhidmatan kepada ahli-ahli. Program latihan yang inovatif telah dibentuk untuk memenuhi keperluan pengetahuan produk dan kemahiran melayan pelanggan di mana kedua-duanya telah dilaksanakan secara berperingkat-peringkat.

Hartanah Perkongsian Masa baru kami, “Swiss-Villas” berdiri dengan anggunnya dalam enklaf Swiss-Garden Golf Resort & Spa Damai Laut. Vila ini serba lengkap dengan pelbagai kemudahan dan perabot berkonsepkan ala hotel peranginan yang menawarkan pengalaman percutian mewah dengan pemandangan yang indah.

Memandang ke hadapan, bilangan keahlian kami kini telah meningkat kepada 12,000 ahli di mana penekanan kami ke atas fokus pelanggan dan pakej pemasaran serta promosi yang akan mendatangkan hasil. Kami optimistik yang Bahagian ini akan terus berjaya dengan pengurusannya yang kreatif untuk melalui keadaan mencabar ini.

www.sgivacationclub.com

Wong Ah Chiew
Pengarah Urusan
7 Oktober 2009

董事主席汇报

本人欣然代表董事局，提呈辟捷发展控股有限公司 (PJ Development Holdings Berhad) 集团，截至2009年6月30日财政年度的常年报告及经审核财务报告。

财务汇报

本集团在受检讨的财政年度内，创下6亿2千8百5十万令吉的营业额；比前财政年度的6亿8千万令吉，稍为滑落了7.57%。

尽管面对不少挑战和困难，本集团仍成功缔造3千7百4十万令吉的税前盈利，而前财政年度则为1亿2千2百6十万令吉。截至2009年6月30日止，本集团的每股净有形资产为1.72令吉。

股息

董事局建议截至2009年6月30日财政年度派发每股需扣所得税的3%首期及终期股息，此建议有待股东批准。

展望

对于辟捷发展集团而言，2008/2009财政年度是一个深具挑战性的年度，尤其是步入2008年最后一季时，全球经济受金融冲击所威胁，马来西亚也面对全球经济下滑的影响。在银行收紧贷款政策，以及许多行业面临倒闭和失业率扬升之际，以致整体市场信心即遭受沉重的打击。

有鉴于经济动荡和市况日益波动，本集团主动启动了数项的措施，以重新检讨本集团，下至各部门的定位，并试图为预期的经济放缓走势制定策略。这促使本集团优先专注于现金流量的特别计划，及重新评估我们的资本投资、重新研制我们所提供的产品，以及发展计划时机推出迎合市场的变化。所有这些措施旨在加强本集团的财务基础，以保留长期价值。通过落实这些计划和策略，本集团将做好准备从最终的复苏中获利，并在经济回升时受惠。

随着公众对绿色建筑设计和环境友善的意识提高，令本集团也从中获益，皆因我们早已意识到实施环保措施的价值。本集团的工程设计及企业社会责任活动便是最好的佐证。

目前，本区域市场的展望正朝向正面的趋势，特别是有了香港和新加坡产业市场显露的复苏迹象。这项外溢效应，加上马来西亚政府推行的经济振兴配套和自由化政策，应有利于本集团的产业发展、建筑和建筑材料组。

我们的电缆组将继续进行早前推动的厂房和机械提升计划，以扩大产品种类、进一步改善成本、品质和客户服务水平，并微调我们的海外和出口业务。

A型流感 (H1N1) 疫苗在2009年底的推出，将如预测般使A型流感受到控制，并促使本集团的酒店及休闲组取得更好的表现，因为我们将可从日渐复苏的本地行业及游客人数所带来的需求中获益。瑞园国际 (Swiss-Garden Internatioanl) 管理层在时光分享组的配合与支援下，有信心可持续为本集团作出贡献。

除了整体经济的不利发展条件，董事局认为，在来临的财政年度里，本集团的营运将持续获利。

董事主席汇报

人力资源发展

辟捷发展集团致力于培训雇员，让他们得以充分地发挥个人潜能。本集团致力协助雇员装备充分的知识和能力，以便在事业晋升及人事更替规划方面获得发展。在一个群策群力和注重团队精神的工作环境中，我们重视所有的雇员以及他们的意见。

我们也开发业绩管理系统，以确保全体雇员一致朝向组织的宗旨与目标。我们深信，提供建设性的回馈和引导，将有助于提升雇员们的表现。本集团也极其重视赋权予雇员们、推动革新，并坚持不懈地追求卓越表现。

企业社会责任

在过去的财政年度中，辟捷发展集团的企业社会责任活动变得更为专注。本集团努力朝向更负责任的企业公民，使我们对周遭社区的福利作出更多的奉献。我们继续把诸如与孤儿们一同出外游玩和庆祝佳节之类的活动，纳入小组的企业社会责任的议程中。本集团于4家孤儿院举办外出游玩及慈善筹款活动，这4家孤儿院分别是 Sinthamani Divine Life Ashram, Rumah Amal Baitul Kasih, Lifesprings Children's Welfare Home 及 Good Samaritan Home。我们也成功为这些孤儿院筹募超过4万令吉款项。

本集团也在位于全国各地的办事处举办了数项捐血运动。在总公司、分行、工厂和酒店举办的捐血运动获得了雇员、朋友，甚至公众人士的热烈反应。这项活动将会成为我们的企业社会责任议程的常规活动之一。

除了专注于社区互动外，本集团也继续进行保护环境的企业社会责任计划，如供应垃圾桶和回收桶、回收雨水、回收我们建筑工地的多余混凝土、在武吉免登和吉隆坡地区实施本地版本的联合国21世纪地方议程 (United Nations Local Agenda 21)废料管理计划，以及绿色树木种植日 (Green Tree Planting Day)。

如今，辟捷发展集团设立了本身的内部企业社会责任网站，让所有分行的办事处都可分享所有的企业社会责任活动。有鉴于反应非常热烈，这个网站也成功鼓励雇员提供活动建议，以符合本集团企业社会责任口号“共同建立光明的未来”(Together We Build a Brighter Future)，并让本集团和其利益相关者受惠。

鸣谢

本人谨代表董事局，向所有股东、尊贵的客户、商业伙伴、银行及执法机构人员表示感激，谢谢他们的贡献和支持。

我们也要赞扬所有雇员、管理团队及董事局成员专注一致的团队精神及坚持不懈的献身精神。

董事主席
Mohamed Zain Bin Mohamed Yusoff
2009年10月7日

执行董事业务检讨

产业发展

在受检讨的财政年度里，产业组所面对的不稳定性，与经济放缓造成整体市场不稳定的情况类似。随着政府作出努力，在2008年第4季推出经济振兴配套，以减缓金融危机的冲击后，市场开始出现一线希望。趁着这个大好时机，产业发展组在2009年2月推介“购房赢取现金巨奖竞赛”(Mega Cash Home Bonanza)，大奖奖金额高达20万令吉。此促销活动在巴生谷的凯苑城 (Impian Meridian)、槟城北海的苑景阁 (Park View）和海景阁 (Sea View Towers)、彭亨关丹的皇宫岭 (Bukit Istana)及柔佛州大学城 (Taman University) 的嘉丽台山庄 (Mont' Callista) 都同样获得令人鼓舞的反应。

顺应市场趋势和社会的需求，我们坐落在金地花园 (Sri Hartamas) ，与熙攘热闹的 Mont' Kiara Solaris 商业中心毗邻的 Dutamas Kingsbury 发展计划，将建立800个以都市生活方式为主题的公寓单位，且提供一系列独特的便利和设施。这项计划预计将在2010年首季推介。

另一项即将受到市场欢迎的产业计划，将会是我们建议中的蕉赖 (Cheras) 综合发展计划。这项占地20.6英亩永久地契的发展计划将概括3座管理式服务公寓、2座办公楼、教育及文化设施，之间由一片园林景观区和公共区衔接。这将成为受人瞩目的地标性发展计划，拥有现代化的建筑和工程设计，以及良好的综合设施。此项发展计划预期将在 2010/2011财政年度推介。

本集团位于槟城北海的槟港城 (Harbour Place) 综合发展计划，已在2009年第2季末推介的海涛轩 (Ocean View Residences)，并获得令人鼓舞的销售业绩。这项发展计划包括衔接到大厅的3层保安措施的3房式公寓，富丽堂皇的开放空间、休闲设施如小型健身游泳池、水力按摩池、健身室和儿童游乐场。此座公寓最雅致而出色的特点是坐落在公寓天台的空中公园。

本集团在关丹皇宫岭的最后一期发展计划包括了在2008年8月推介的半独立式别墅和联排洋房，拥有达2,557平方尺至2,745平方尺的宽敞空间。壮观富丽的落地玻璃窗、高耸的天花板以及26尺宽的停车间，使许多富裕的投资者和购屋者都对这些独特的设计叹为观止。

另一项高级海滨产业是位于彭亨州双溪加冷 (Sg Karang)，离关丹瑞园度假村仅1公里的路程。此发展计划第一期的工程包括管理式服务公寓、豪华度假村式的城市排屋和商业小摊，预计将在2010/2011财政年度内推介。

随着实施建筑品质评定系统 (CONQUAS) 下的 ISO 9001:2000系统和品质评定，我们承诺和致力持续加强我们的产品和服务素质。配合绿色建筑指数 (Green Building Index) 的推介，即产业设计和概念更重视对周遭环境和社群的社会义务，本集团的工程计划和活动将不断地把绿色建筑设计元素纳入我们的产业中。

本集团的一些活动如下：

- 金地花园 (Hartamas) 社区网站
- 吉隆坡美特罗 (KL Metro) 及海港城社区网站
- 为本集团置业者社群举办中秋节庆典活动
- 在我们的公寓处提供回收桶
- 在销售展示厅的泊车空间设残障人士泊车位
- 为本集团置业者社群提供企业快讯

执行董事业务检讨

建筑

在受检讨财政年度中，建筑组在充满挑战性的环境下取得营业额增长。然而，由于建筑材料整体价格和营运资金成本暴涨，建筑组蒙受税前亏损。展望未来，随着建筑材料价格走稳，应可让建筑组取得较好的表现。

在受检讨的财政年度中，建筑组已完成并移交3项在马来西亚的工程和泰国的1项工程。有鉴于建筑业的不稳定性，加上政府的拨资计划展延，建筑组的工程订单未有显著增加。

由于泰国政局不稳定而造成严重的延误，该国的业务面对重重的挑战。建筑材料价格的飙涨也导致建筑组蒙受意料不到的亏损。为减缓这种情况，建筑组已采取进取的措施，以便将亏损和延误减至最低，我们预期现有财政年度可取得盈亏平衡。

在此种不稳定且艰辛的经济和金融环境下，建筑组意识到必需通过提升营运效率和效能，来加强其表现和维持竞争力。在致力于移交高品质的产品予我们尊贵的顾客时，建筑组持续地改善品质控制程序，并坚持执行安全和健康措施，以确保符合条规和法律。

www.pjdc.com.my

电缆

在受检讨的财政年度中，全球金融走势下滑对电缆组造成巨大的影响。在这样的市况中，我们已预期营业额和赚幅会减少。我们的营业额比上个财政年度下跌了28.4%，并无可避免地冲击盈利。一部分原因可归咎于金属价格下滑，后者是主要的成本要素之一。铜和铝金属的平均价格已下滑约28%。竞争严峻的市场环境也导致毛赚幅减少。

随着我们刚完成设备的提升工作，以扩大产品性能至涵盖全面的低电压电缆，越南的业务预期将开始投入生产，并预期将在本财政年度作出贡献。

马六甲的厂房设备已经过改善和提升，我们的产品种类已扩展，从而迎合更大的潜在市场。我们将紧密地监督成本管理、产品品质和顾客服务方面的持续改善策略，以让我们继续成为顾客们的首选供应商。我们将积极地进行新市场和产品的开发工作，以确保获得理想的市占率。

当前不振的市况料将延续至来临的财政年度，并导致销量和赚幅面对压力。无论如何，电缆组在现有财政年度料仍可维持获利能力。

www.olympic-cable.com.my

建筑材料

建筑材料组年内的营业额和税前盈利显著飙升。这主要归功于更佳的产品价格、厂房生产利用率增加及营运效率改善所致。

强劲的本地需求和海外贡献额增长，预料将使建筑材料组持续受益。

www.pjdcp.com.my

执行董事业务检讨

酒店及休闲

在受检讨的财政年度中，我们的酒店及休闲组的表现并不如上个财政年度。这主要归咎于全球金融危机，加上2008年12月爆发首宗A型流感 (H1N1)，影响了全球的到访旅客人数。

马来西亚旅游局修正下滑的到访旅客人数，从原本的2千万减至1千9百万，比2008年的2千2百万到访旅客人数少了3百万人。我们的酒店度假村和旅馆入住率减少，导致营运盈利总额比去年减少。

在2009年3月，我们扩展管理服务至沙巴州山打根一家拥有138间客房的酒店，该酒店如今已重新打造，被称为山打根瑞园海滨馆 (Swiss-Inn Waterfront) 。

本组预期将在现有的财政年度中有更好的表现，因为我们深信本身已做好准备将可从经济复苏中获利，并期望A型流感威胁将得到更好的控制。

www.swissgarden.com

在受检讨的财政年度的下半年中，经济局势的不稳定导致休闲组面对更多挑战。本组采取审慎的措施来应对，以加强营运业务、改善成本管理，并提供更多创新的假日配套。我们也利用经济放缓的机会，进一步加强员工的知识和技能，从而改善提供给会员们的服务品质。我们设计并按部就班地落实了创新的培训课程，以迎合产品知识和软技能需求。

我们新的时光分享产业瑞园别墅 (Swiss-Villas) 优雅地耸立在 Damai Laut 瑞园高尔夫球度假村内。这些别墅拥有完善的便利设施，全面以度假村概念装饰，呈献景色幽美的奢华度假体验。

展望未来，随着我们强调以顾客为主，且以业绩为导向的销售配套和促销活动，我们的会员基础如今已成长至1万2千人。在这动荡时期内，我们有信心深具创意的管理层将带领本组持续创佳绩。

www.sgivacationclub.com

执行董事
Wong Ah Chiew

2009年10月7日

PROFILE OF **DIRECTORS**

Encik Mohamed Zain bin Mohamed Yusoff

a Malaysian, aged 64.

He joined the Board of Directors of the Company on 26 August 2005 as an Independent Non-Executive Director. He was appointed as Non-Executive Chairman on 25 August 2006. He holds a Bachelor of Science in Electrical and Electronics Engineering from the Brighton University of United Kingdom and is a member of MIEM, Professional Engineer.

He has about 12 years experience with Radio Television Malaysia with his last posting as Director of Engineering in 1981. He is the major shareholder and Managing Director of Perunding AJZ Sdn Bhd, a multi discipline engineering consulting firm.

Currently, he is a member of the Audit Committee of the Company.

He does not hold any securities in the Company.

Encik Mohamed Zain bin Mohamed Yusoff is not a director of any other public listed company. He is not related to any Director or major shareholder of the Company and does not have any conflict of interest with the Company.

Encik Mohamed Zain bin Mohamed Yusoff has no conviction for any offences within the past 10 years.

Mr Wong Ah Chiew

a Malaysian, aged 61.

He is the Managing Director of the Company and was appointed to the Board of Directors on 12 December 1997.

He holds a Bachelor of Science degree in Electrical Engineering from the University of Strathclyde, Scotland and worked as an Electrical Engineer with Perak River Hydro Electric Power Co. Ltd from 1 September 1973 to 31 August 1982.

Upon leaving public service, he was appointed to the Board of Directors of Dindings Consolidated Sdn. Bhd., a property development company with projects mainly in Kuala Lumpur and Perak Darul Ridzuan. He managed the marketing and administrative aspects of the housing and commercial projects undertaken by the group.

He has more than 29 years experience in property development of residential and commercial projects, having previously held a managing director position in a public listed property development company.

He is currently a director of Willowglen MSC Berhad, a company involved in research, development and supply of computer-based control systems.

Mr Wong Ah Chiew is a member of several committees namely, Executive Committee, Tender Committee and Corporate Announcement and Compliance Committee.

He is the brother of Mr Wong Chong Shee, the Deputy Managing Director of the Company. He is also the brother-in-law of Mdm Khor Chai Moi, an Executive Director and a major shareholder of the Company.

He does not have any conflict of interest other than those disclosed under Other Information and Notes to Financial Statements of this Annual Report.

Mr Wong Ah Chiew has no conviction for any offences within the past 10 years.

PROFILE OF **DIRECTORS**

Mr Wong Chong Shee
a Malaysian, aged 54.

He joined the Company in 1990 and was appointed Deputy Managing Director on 27 March 1993.

He graduated from the University of Glasgow with a Bachelor of Science in Civil Engineering and obtained a Master of Business Administration from the University of Edinburgh, United Kingdom.

Prior to joining the Company, he had a short stint as a manager of a timber-based manufacturing company before joining the banking industry as a manager with a local commercial bank for 6 years.

He is currently a member of the Executive Committee, Tender Committee, Remuneration Committee and Corporate Announcement and Compliance Committee.

He does not hold any other directorship in other public listed companies.

Mr Wong Chong Shee is the brother of Mr Wong Ah Chiew, the Managing Director and major shareholder of the Company. He is also the brother-in-law of Mdm Khor Chai Moi, an Executive Director and major shareholder of the Company.

He does not have any conflict of interest other than those disclosed under Other Information and Notes to Financial Statements of this Annual Report.

Mr Wong Chong Shee has no conviction for any offences within the past 10 years.

Mdm Khor Chai Moi
a Malaysian, aged 57.

She is the Executive Director of the Company and was appointed to the Board of Directors on 12 December 1997.

She holds a Bachelor of Business degree in Accounting from the University of South Queensland, Australia and a Master of Business Administration from the University of Hull, United Kingdom.

She has more than 16 years experience as the managing director of a group of companies actively involved in property development, trading and insurance services.

She is the Managing Director of Willowglen MSC Berhad, a company involved in research, development and supply of computer-based control systems.

She is a member of the Executive Committee and Risk Management Committee of the Company.

She is the sister-in-law of Mr Wong Ah Chiew, the Managing Director and major shareholder of the Company. She is also the sister-in-law of Mr Wong Chong Shee, the Deputy Managing Director of the Company.

She does not have any conflict of interest other than those disclosed under Other Information and Notes to Financial Statements of this Annual Report.

Mdm Khor Chai Moi has no conviction for any offences within the past 10 years.

PROFILE OF **DIRECTORS**

Mr Yap Yoon Kong
a Malaysian, aged 52.

He is the Executive Director of the Company and was appointed to the Board of Directors on 13 January 2006.

He holds a Bachelor of Accounting (Honours) degree from University Malaya, and a Master of Business Administration from the Cranfield Institute of Technology, United Kingdom. He is a Chartered Accountant with the Malaysian Institute of Accountants and also a Senior Associate Member of the Institute of Bankers Malaysia.

He has vast experience in the field of banking, financial and management accounting, financial analysis, corporate affairs, budgeting and cashflow forecasting and tax planning. He has held positions as Financial Controller of other public listed companies and Deputy Manager of a large commerce banking group.

He is currently a member of the Executive Committee, Tender Committee, Corporate Announcement and Compliance Committee and Risk Management Committee.

Mr Yap Yoon Kong is not a director of any other public listed company.

He is neither related to any Director or major shareholder of the Company nor have any conflict of interest other than those disclosed under Other Information and Notes to the Financial Statement of this Annual Report.

Mr Yap Yoon Kong has no conviction for any offences within the past 10 years.

YM Ungku Haji Mohd. Afandi bin Ungku Suleiman
a Malaysian, aged 62.

He joined the Board of Directors of the Company on 26 December 1989. He is an Independent Non-Executive Director. He holds a Diploma in Business Studies and Advance Diploma in Commercial Management.

He was a Senior Government Officer in the Ministry of Housing and Local Government before leaving the public sector to venture into property development. He is currently a well-established property developer.

Currently, he is a member of the Audit Committee, Nominating Committee and Remuneration Committee of the Company.

He does not hold any securities in the Company.

YM Ungku Haji Mohd. Afandi bin Ungku Suleiman is not a director of any other public listed company. He is not related to any Director or major shareholder of the Company nor have any conflict of interest with the Company.

YM Ungku Haji Mohd. Afandi bin Ungku Suleiman has no conviction for any offences within the past 10 years.

PROFILE OF **DIRECTORS**

Mr Au Chun Choong
a Malaysian, aged 57.

He joined the Board of Directors of the Company on 30 December 1989 and is an Independent Non-Executive Director. He is a Fellow of the Association of Chartered Certified Accountants, an Associate Member of the Institute of Chartered Secretaries and Administrators, London, United Kingdom and a member of the Malaysian Institute of Accountants.

He has vast experience in tax and finance in public accounting firms.

He was attached to the Inland Revenue Department in Perak for several years. He left public service in 1980 and joined several public accounting firms as tax manager and financial consultant.

He is a member of the Audit Committee, Nominating Committee, Remuneration Committee and Risk Management Committee of the Company.

He does not hold any securities in the Company.

Mr Au Chun Choong is a non-executive director of Luxchem Corporation Berhad, an investment holding company with its subsidiaries involved in distribution of industrial chemicals and materials. He is neither related to any Director or major shareholder of the Company nor have any conflict of interest with the Company.

Mr Au Chun Choong has no conviction for any offences within the past 10 years.

Committee

Au Chun Choong	(Chairman & Independent Non-Executive Director)
Mohamed Zain bin Mohamed Yusoff	(Independent Non-Executive Director)
Ungku Haji Mohd Afandi Bin Ungku Suleiman	(Independent Non-Executive Director)

Secretaries

Leong Keng Yuen
Wong Tiew Kim

1. Composition and Meetings

The Committee presently comprises three Independent Non-Executive Directors who are financially literate and one of them is a member of the Malaysian Institute of Accountants.

The Audit Committee is governed by the Terms of Reference. All the requirements under the Terms of Reference have been fully complied with and the Audit Committee is not aware of any matter in breach of the Listing Requirements of Bursa Malaysia Securities Berhad that warrants reporting to the Exchange.

During the financial year, four meetings were held and details of attendance of each member are as follows:

Committee Members	Attendance of Meetings
Au Chun Choong (Chairman)	4/4
YM Ungku Haji Mohd. Afandi Bin Ungku Suleiman	4/4
Mohamed Zain Bin Mohamed Yusof	4/4

The General Manager - Group Finance & Accounts and the Chief Internal Auditor attended the meetings with the Company Secretary in attendance. During the financial year under review, two meetings were held with the Group's External Auditors without the presence of the Executive Board members to brief the Audit Committee on any special issues arising from the annual audit of the Group.

2. Summary of Activities of the Committee During the Year

In line with the Terms of Reference of the Audit Committee, the Committee met four times during the financial year ended 30 June 2009. The activities of the Audit Committee for the financial year are summarized as follows:-

i) Reviewed with the External Auditors the audit plan, results of the audit, their evaluation of the system of internal controls, the audit report and management letter, including the Management's response to the findings of the External Auditors.

ii) Reviewed the audit plan and scope of Internal Audit work including the authority, proficiency and adequacy of resources to carry out its function.

iii) Reviewed the internal audit reports, findings, recommendations and the Management's response.

AUDIT COMMITTEE **REPORT**

iv) Reviewed all statutory financial statements and quarterly unaudited financial results prior to announcements to ensure the Group is in compliance with accounting standards and legal and regulatory requirements.

v) Reviewed the related party transactions entered into by the Group.

vi) Reviewed the adequacy of risk management process to identify significant risks that may materially affect the achievement of the Group's strategic business and operational objectives and that the control system is in place to monitor and manage these risks.

vii) At the meeting following the financial year end, reviewed the adequacy of the internal audit function for the year as well as assessed the performance of the internal audit function against the audit plan for the year.

viii) Met twice with the external auditors without the presence of the executive directors and management where it was confirmed that full assistance was given by the employees and there was no restriction to the scope of audit.

3. Internal Audit Function

In compliance with Paragraph 30, Appendix 9C of the Bursa Malaysia Securities Berhad's Listing Requirements, the Group has in place an Internal Audit Department headed by a Chief Internal Auditor and supported by a manager, six executives and an administration staff. The Internal Audit Department is responsible for the overall internal audit function of the Group. The Head of the Internal Audit Department reports directly to the Audit Committee. The costs incurred for the internal audit function totalled RM596,000 in respect of the financial year ended 30 June 2009.

The main role of the internal audit function is to review the effectiveness of the Group's systems on internal control and this is performed with impartiality, proficiency and due professional care. Internal Audit adopts a risk based auditing approach by focusing on reviewing identified high risk areas for compliance with control policies and procedures, identifying business risk which have not been appropriately addressed and evaluating the adequacy and integrity of controls. Internal Audit assists the Audit Committee in discharging its duties and responsibilities with respect to the adequacy and integrity of the systems of internal control within the Group.

During the year, the Internal Audit Department executed the audit engagements based on the approved Annual Audit Plan for the financial year ended 30 June 2009.The audit engagements encompassed planned audits, investigative audits and special assignments as requested by the Management. The following activities were carried out during the year:-

- Conducted risk based audit of the Group's operating divisions including its subsidiaries by reviewing the division's business activities and processes to ensure compliance with internal control procedures, highlighting control weaknesses and proposing appropriate recommendations towards improving and strengthening of controls.
- Conducted audit follow up to monitor the implementation of audit recommendations accepted by the Management.
- Monitoring the effectiveness of the Group's risk management process and reporting of significant risks and liaising closely with the operating divisions on the significant risks identified, evaluated and mitigated by them.
- Conducted investigative audits and special assignments from time to time as required by the Management.
- Conducted three risk management-training workshops for the Group's employees.
- Conducted an Annual Control Assessment Survey of key officials of the Group.
- Presented a talk on 'Understanding Internal Controls' for Finance Managers and Executives during a Finance Managers Dialogue session organized by Head Office, Finance Department.

- Coordinated the submission of Recurrent Related Parties Transactions from operating divisions concerned, reviewed them to ensure that they were within the mandated amount and prepared quarterly Recurrent Related Parties Transactions report for the attention of the Audit Committee.

- Prepared the Audit Committee Report and Statement on Internal Controls for disclosure in the Group's Annual Report.

Twenty-seven audit assignments were completed during the financial year covering various operating units of the Group including Hotel and Leisure Division, Property Division, Construction Division and Manufacturing & Trading Divisions. Audit reports, incorporating the audit findings, audit recommendations and management responses and action plans were presented to and reviewed by the Audit Committee.

4. Terms of Reference of the Audit Committee

4.1 Objectives

The principal objective of the Committee is to assist the Board of Directors in fulfilling its fiduciary responsibilities. This shall include:

- To oversee financial reporting that specified financial standards and Bursa Malaysia Securities Berhad disclosure requirements have been complied with.

- To assist the Board in establishing and maintaining cost effective internal controls, proper risk management and good corporate governance.

- To assess and supervise the quality of audits conducted by the internal and external auditors.

- To assure the independence of the external auditors.

- To reinforce the objectivity of the internal audit department.

- To be the focal point for communication between the external auditors, internal auditors, Management and directors who have no significant relationships with Management.

- To carry out any other duties delegated to the Committee by the Board.

4.2 Size and Composition

The Committee shall comprise at least three non-executive Directors, the majority of whom shall be Independent Directors of the holding company and any of its subsidiaries, and free from any relationships, which might in the opinion of the Board of Directors be construed as a conflict of interest.

All members shall be financially literate and at least one of the non-executive and Independent Directors of the Committee must be a member of an accounting association or body.

4.3 Chairman of the Audit Committee

The Committee shall elect a chairman from among its members who shall be a non-executive and an independent Director.

In the event, the elected chairman is not able to attend a meeting, a member of the Committee shall be nominated as chairman for the meeting. The nominated chairman shall be a non-executive and an independent Director.

AUDIT COMMITTEE **REPORT**

4.4 Meetings of the Audit Committee

- *Frequency*

  Meetings shall be held not less than four times a year. In addition, the Chairman shall call for a meeting of the Committee if requested to do so by any member of the Committee, the Board of Directors, the Senior Management or the internal or external auditors.

  Prior notice shall be given for the Committee's meetings.

- *Quorum*

  A minimum of two members shall form the quorum.

- *Secretary of the Audit Committee*

  The Company Secretary shall be the secretary of the Committee and shall be responsible for issuing the agenda with the concurrence of the Chairman and circulating it supported with explanatory documentation to Committee members prior to each meeting.

  The secretary shall also be responsible for keeping the minutes of meetings of the Committee, circulating them to Committee members and to the other members of the Board of Directors and for following up on outstanding matters.

  The secretary shall keep the minutes of meetings properly filed and shall produce the minutes of meetings for inspection when necessary.

4.5 Attendance of Audit Committee's Meetings

The General Manager - Group Finance & Accounts, the Chief Internal Auditor, and a representative of the external auditors may attend any particular meeting only at the Committee's invitation. The Committee may also invite any other employees to attend the meeting to assist in its deliberations.

The Committee shall meet with the external auditors at least twice a year without any executive board member present.

4.6 Authority of the Audit Committee

The Committee shall:

i) have authority to investigate any matter within its terms of reference,

ii) have unlimited access to both the internal and external auditors, as well as the employees of the Group to perform its duties,

iii) have full and unrestricted access to any information pertaining to the company and its subsidiaries,

iv) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity,

v) be able to obtain independent legal or other professional advice as it considers necessary, and

vi) be able to convene meetings with the external auditors whenever deemed necessary.

4.7 Duties and Responsibilities

Without limiting the generality of the Committee's Terms of Reference, the Committee shall, amongst others, discharge the following functions:-

i) Review the following and report the same to the Board of Directors of the company and subsidiaries;

   a) the audit plan with the external auditors and ensure coordination where more than one audit firm is involved,

   b) evaluation of the system of internal controls with the external auditors,

   c) audit report with the external auditors,

   d) the assistance given by the employees to the external auditors,

   e) review the external auditor's management letter and management's response,

   f) the adequacy of the scope, functions and resources of the internal audit function and that it has the necessary authority to carry out its work,

   g) the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function,

   h) review any appraisal or assessment of the performance of members of the internal audit function and take cognizance of resignations of internal audit staff members,

   i) the quarterly results, annual and consolidated financial statements prior to the approval by the Board of Directors focusing particularly on:-

      i) changes in or implementation of major accounting policy and practices,

      ii) the going concern assumption,

      iii) significant adjustments arising from the audit,

      iv) major judgmental issues,

      v) significant and unusual events, and

      vi) compliance with accounting standards and other legal requirements

   j) any related party transactions and conflict of interest situation that may arise within the company and subsidiaries or group including any transactions, procedure or course of conduct that raises questions of management integrity,

   k) any letter of resignation from the external auditors of the company and subsidiaries,

   l) whether there is reason (supported by grounds) to believe that the company's and subsidiaries' external auditor is not suitable for re-appointment.

AUDIT COMMITTEE **REPORT**

ii) Consider and recommend the nomination of a person or persons as external auditors.

iii) Consider the major findings of internal investigations and management's response; and

iv) Consider other duties delegated by the Board.

4.8 Audit Committee Report

The Committee shall report to the Board of Directors either formally in writing, or verbally, as it considers appropriate on the matters within its Terms of Reference at least once a year, but more frequently if it so wishes.

The Committee shall report to the Board of Directors on any specific matters referred to it for investigation and report.

An Audit Committee report shall be prepared at the end of each financial year that complies with sub paragraphs i) and ii) below.

i) the Committee's report must be clearly set out in the annual report of the company and subsidiaries

ii) the Committee's report shall include the following:-

a) the composition of the Committee, including the name, designation (indicating the Chairman) and directorship of the members (indicating whether the directors are independent or otherwise),

b) the Terms of Reference of the Committee,

c) the number of Committee meetings held during the financial year and details of attendance of each Committee member,

d) a summary of the activities of the Committee in the discharge of its functions and duties for that financial year, and

e) the existence of an internal audit function of activity and where there is such a function or activity, a summary of the activities of the function or activity. Where such a function or activity does not exist, an explanation of the mechanisms that exist to enable the Committee to discharge its functions effectively.

4.9 Reporting of Breaches to the Exchange

Where the Audit Committee is of the view that a matter reported by it to the Board of Directors has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the Audit Committee must promptly report such matter to the Exchange.

4.10 Retirement or Resignation

In the event of any vacancy in the Audit Committee, resulting in the non-compliance of subparagraphs 4.2 above, the company must fill the vacancy within 3 months.

4.11 Review of the Audit Committee

The Board of Directors shall assess the effectiveness of the Audit Committee at least annually and to determine whether such Audit Committee and members have carried out their duties in accordance with the Terms of Reference.

The Board of Directors is committed to maintain and practise high standards of transparency, accountability and integrity throughout the Group in ensuring continuous and sustainable growth for the interest of all its stakeholders. The Group's corporate governance practices are guided by its Vision and Mission statements framework and a set of core values to guide our people in the conduct and management of the business and operations of the Group.

In this respect the Group has adopted the principles and recommendations of the Malaysian Code on Corporate Governance wherever applicable to protect and enhance shareholders' value and financial performance of the Group.

1. BOARD OF DIRECTORS

1.1 Board Responsibilities

The Board plays a pivotal role in establishing vision objectives, providing strategic direction, formulating policies and enhancing resources for the Company and of the Group.

1.2 Board Balance

The Board consists of seven members, comprising an Independent Non-Executive Chairman, four Executive Directors and two Independent Non-Executive Directors.

The Company is in compliance with the Main Market Listing Requirements which requires one third of the Board members to comprise of independent members. More than one third of the Board is represented by Independent Non-Executive Directors who are independent of management, thereby ensuring independence in the Board's deliberations and decision-making.

The profile of the Board is set out under Profile of Directors of this Annual Report.

The Directors comprise amongst them an effective blend of professional expertise and entrepreneurship experience.

The Chairman ensures the orderly conduct and effective running of the Board while the Managing Director manages the Group's day to day activities in achieving corporate and business objectives.

In the opinion of the Board, the appointment of a senior independent non-executive director to whom concerns may be conveyed is not necessary. The Board operates in an open environment in which information is freely exchanged and in these circumstances any concern need not be focused on a single director as all members of the Board fulfill this role collectively.

The Independent Directors provide unbiased views and impartiality to the Board's discussion and decision making and are satisfied that the interests of all shareholders are fairly represented at Board deliberations.

1.3 Board Meetings

The Board meets regularly on a quarterly basis, with additional meetings convened as necessary. Any director can call for a Board meeting, provided sufficient notice is given. Notice of Board meetings with an agenda and full Board papers for each agenda item to be discussed would be distributed to all directors for timely and accurate information prior to the meeting.

At each meeting, the Board considers the financial statements and results of the Group for the period ended for each quarter, the performance of the business of the Group, capital expenditure items, new business development proposals, policies and strategic issues affecting the Group's business and factors imposing potential risks in the business of the Group.

CORPORATE GOVERNANCE **STATEMENT**

The Board met five times during the financial year 2008/2009.

Details of attendance of Directors at Board meetings are as follows :

Executive Directors	Attendance of Meetings
Wong Ah Chiew	5/5
Wong Chong Shee	5/5
Khor Chai Moi	5/5
Yap Yoon Kong	5/5
Non-Executive Directors	
Mohamed Zain Bin Mohamed Yusoff	5/5
YM Ungku Haji Mohd Afandi bin Ungku Suleiman	5/5
Au Chun Choong	5/5

Board Committees

The Board has established various committees comprising a mix of directors and senior management to assist them in the daily operations and management of the Company and Group.

Executive Committee

The Executive Directors of the Company form the Executive Committee with authority to act on behalf of the Board. The Committee's primary objective is to assist the Board in managing the business, operations and financial aspects of the Company and Group, including corporate plans and annual budgets, capital investments, project and business development, internal controls and changes in Group's policies and procedures and recommend relevant issues to the Board for noting, deliberation and approval.

Audit Committee

The composition of the Audit Committee, its role and its Terms of Reference and attendance of each member during the financial year is set out in the Audit Committee Report of this Annual Report.

Nominating Committee

The Nominating Committee comprises two Independent Non-Executive Directors. The authority of this Committee covers recommendations to the Board on the appointment of new Directors and assessment of the effectiveness of the Board as a whole, the Board Committees and the contribution of each Director. The Committee will meet as and when a meeting is called to nominate appointment to the Board and to evaluate Board and Board Committees' performance.

Remuneration Committee

Two Independent Non-Executive Directors and one Executive Director sit on this Committee. The Committee carries out annual reviews and recommends to the Board the remuneration package and directors' fees of the Executive Directors.

Tender Committee

The members of this Committee, comprising three Executive Directors and one corporate management officer meet regularly to ensure the tendering processes are fairly and properly conducted.

Corporate Announcement and Compliance Committee

The Corporate Announcement and Compliance Committee comprises five members, of which three are Executive Directors and two corporate management officers. The Committee is authorized to propose, review and recommend all required corporate announcements and recommend, approve and implement action plans to ensure compliance with the Main Market Listing Requirements.

Risk Management Committee

Six members of this Committee comprising two Executive Directors, one Independent Non-Executive Director and three corporate management officers meet on a quarterly basis to review the adequacy of risks management process in the Group.

1.4 Directors' Training

The Board supports the need for its members to update and keep themselves abreast with the developments in the economy and changes in the relevant industry and business environment. They are kept informed of the new statutory and regulatory requirements relating to their duties and responsibilities as directors. The Board of Directors has attended training and seminars relating to corporate tax, financial management, capital markets, management strategies and corporate governance.

Seminars / Trainings attended are as follows:

Programs	Organisers
Leading and Managing in Financially Difficult Times	Knowledge Group Consulting - Mr James Crown
Budget 2009 Commentary	Deloitte Kassim Chan
Corporate Governance and Ethics – Strengthening Professionalism Through Ethics	Securities Industry Development Corporation
Economics and Capital Market I – Forces Shaping Global Capital Markets	Securities Industry Development Corporation

1.5 Supply Of Information

The Board has unrestricted access to all relevant information and reports on financial, operational, corporate, regulatory, business development and audit matters prior to Board meetings and receives regular information updates on the Company's performance and regulatory amendments.

The Directors have direct access to the Senior Management for information and assistance and the advice and services of the Company Secretaries. Independent professional advice is also made available to the Directors in the event such services are required.

Directors from time to time visit locations of branches, factories and projects to have a thorough understanding of the operations.

CORPORATE GOVERNANCE **STATEMENT**

1.6 Re-election of Directors

In accordance with the Company's Articles of Association, the Directors, including the Managing Director shall retire from office at least once in three years but shall be eligible for re-election. Any additional director appointed during the year shall retire at the next Annual General Meeting of the Company.

The Managing Director will retire at the next Annual General Meeting of the Company and being eligible, will offer himself for re-election.

2. DIRECTORS' REMUNERATION

The Remuneration Committee is responsible to review and recommend to the Board of Directors on the remuneration package and directors' fees of the Executive Directors. In determining the remuneration package of the Executive Directors, the Remuneration Committee would consider amongst others, the following:

- the Group's overall remuneration policy
- the Group's performance for the year
- level of responsibility and contributions of each Executive Director

The remuneration package of the Non-Executive Directors including directors' fees is determined by the Board as a whole.

The remuneration package of the Directors are as follows:

i) Aggregate Remuneration

Remuneration	Executive Directors	Non-Executive Directors	Total
Fees	48,000	45,000	93,000
Directors' salary, other Emoluments and Benefits	3,269,356	-	3,269,356
Allowances	-	3,600	3,600

ii) Analysis of Remuneration

Range of Remuneration	No. of Directors	
	Executive	Non-Executive
< RM50,000	-	3
RM350,000 – RM400,000	1	-
RM600,000 – RM650,000	1	-
RM1,050,000 –RM1,100,000	1	-
RM1,200,000 – RM1,250,000	1	-

3. SHAREHOLDERS

3.1 Dialogue between Company and Investors

The Group recognises the importance of keeping shareholders informed of developments concerning the Group. The Group reaches out to each and every shareholder through its distribution of Annual Reports and relevant circulars and announcements of quarterly results of the Group to Bursa Malaysia Securities Berhad. The Company's Annual Report is informative with facts and figures, statutory reports and disclosures.

The Company and subsidiary companies and divisions in the Group have set up websites for shareholders and the public to access corporate information, news and events related to the Group.

Our corporate website is at www.pjd.com.my
Our investors relations feedback email address is at ir@pjd.com.my

3.2 Annual General Meeting

The Board of Directors encourages full participation by shareholders at every General Meeting of the Company and every opportunity is given to the shareholders to ask questions and seek clarification on the business and performance of the Group.

4. ACCOUNTABILITY AND AUDIT

4.1 Financial Reporting

In its financial reporting to the shareholders and other interested parties by means of annual financial statements and quarterly results announcements, the Board aims to present a balanced and understandable assessment of the Group's financial position and prospects.

4.2 Statement of Directors' Responsibility

The Directors are required to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and Company at the end of the financial year and of the results of the Group and Company for that financial year.

The Directors are satisfied that in preparing the financial statements of the Group for the year ended 30 June 2009, appropriate accounting policies have been adopted, consistently applied and supported by reasonable and prudent judgments and estimates. The Directors also consider that all relevant approved accounting standards have been followed in the preparation of these statements.

The Directors are also responsible for safeguarding the assets of the Group and of the Company and have taken reasonable steps in the prevention and detection of fraud and other irregularities.

4.3 Internal Control

The information on the Group's internal control is presented in the Statement on Internal Control of this Annual Report.

CORPORATE GOVERNANCE **STATEMENT**

4.4 Relationship with External Auditors

Through the Audit Committee, the Group has established a transparent and appropriate relationship with the Group's external auditors. Representatives of the External Auditors were invited for meetings to brief the Audit Committee on the audit plan and on specific issues arising from the annual audit of the Group.

4.5 Corporate Social Responsibility ("CSR")

Our "Together We Build A Brighter Future" tagline epitomises our corporate philosophy in inculcating values of a responsible corporate citizen in the workplace, environment, market place and the community.

The Group is committed to safeguarding the well-being of the workforce and actively promotes healthy lifestyles and safe environment.

The Group supports eco-culture conservation of the environment and operates in a responsible and environmentally friendly manner in all our development projects, factories and resorts.

At PJD, we ensure that stakeholders are kept informed of the Group's performance and have open channels for dialog during our general meetings and feedback on our corporate website.

Our charitable and community service activities were carried out through the year by the various operational units in their locality bringing cheer and fostering relationships with the less fortunate and the community.

More information of our CSR activities are set out in the Chairman's Review of this Annual Report.

STATEMENT ON **INTERNAL CONTROL**

1. Introduction

The Board is committed to maintaining a sound system of internal control to safeguard shareholders' investment and the Group's assets. The Board is pleased to provide the following Statement on Internal Control made in compliance with paragraph 15.27 of Bursa Malaysia Securities Berhad Listing Requirements and the Statement on Internal Control Guidance for Directors of Public Listed Companies, which outlines the nature and scope of internal control of the Group during the year under review.

2. Board Responsibility

The Board recognises the importance of a sound system of internal control and risk management practices for good corporate governance. The Board acknowledges its responsibility for the Group's system of internal control and risk management, and for reviewing its adequacy and integrity of those systems on a regular basis. However, it should be noted that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives. As such, they can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has established an organisational structure with clearly defined lines of accountability and delegated authority. The Board Audit Committee's responsibilities include the work of monitoring all internal controls on its behalf with the assistance of the Group Internal Audit Department.

3. Key Elements of Internal Control Systems

3.1 Risk Management

The Board through the Audit Committee has established a Risk Management Committee (RMC). The Committee comprises three directors and three senior managers whilst each business division's risk management is led by the respective head of division. The RMC oversees the potential risks concerning the business and operations to ensure that they are effectively managed and report their concerns to the Audit Committee. The risk management process is a process of continual identification, evaluation, monitoring and reporting of risks throughout the Group done by the respective business divisions. Risk avoidance, mitigation or recovery plans are developed and monitored as are necessary to manage significant risks that may materially affect the achievement of the Group's strategic business and operational objectives for the financial year under review.

RMC meets quarterly. Invitees from the respective business divisions attend the RMC meetings to brief the committee on the significant risks identified so that these risks are constantly monitored and appropriate actions are promptly taken. All risk management reports submitted by the business divisions are reviewed by Internal Audit for evaluating the effectiveness of and recommending improvements to risk management. RMC ensures:

- Emerging significant divisional risks are communicated to the Audit Committee
- Key risks are prioritised in terms of likelihood of occurrence and magnitude of impact
- The risk management process is reviewed, revised and updated as necessary.

Risk awareness training and risk register documentation is an essential part of the Group's internal training for its executives.

3.2 Internal Audit

The Group Internal Audit Department examines the effectiveness of the Group's system of internal control, risk management process and compliance framework. It performs regular reviews of key business processes and also conducts audit visits to the key business units of the Group according to the Annual Internal Audit plan, which has been approved by the Audit Committee. Besides this, the Group Internal Audit also carries out ad hoc reviews like special management reviews as requested by Management, fraud investigation and other reviews within its approved mandate.

STATEMENT ON **INTERNAL CONTROL**

The Audit Committee reviews reports on all audits performed, is briefed by the Chief Internal Auditor on a quarterly basis on the audit activities carried out and ensures Management takes prompt and adequate corrective actions on the reported weaknesses and non-compliances identified in the audit.

4. Control Structure and Environment

The Board is committed to maintaining a strong control structure and environment for the proper conduct of Group's business operations.

The Group's System of Internal Controls also comprises the following key elements:-

- The full Board meets quarterly and has set a schedule of matters, which is required to be brought to its attention for discussion, thus ensuring that it maintains full and effective supervision over the Group's activities.

- A management structure exists with formally defined lines of accountability and appropriate approving authority, which sets out the decisions that need to be taken at various levels of management, which include matters that require the Board's approval. These include the establishment of various committees highlighted in the Corporate Governance Statement.

- The Group performs comprehensive annual budgeting and target setting processes including development of business strategies for each area of business with detailed reviews at all levels of operation. Management Committees have been established for the respective divisions and are guided by Terms of Reference to meet and review operational, business development and financial performance on a monthly basis. In addition, quarterly Business Performance Review is held between the Executive Committee and Senior Management of the respective businesses to critically review the business performances against the budget, to assess opportunities and to approve business strategies identified by the Management.

- Proper financial and operational information systems are in place to capture and present timely and pertinent internal business information. Clear reporting structure ensures financial and operational reports are prepared and presented to the Management and the Board for review on a timely basis.

- Policies, procedures and guidelines are in place to guide staff.

- All significant expenditure of capital, operational and investment nature are properly evaluated and approved by the Executive Committee. Post implementation reviews on these expenditure are conducted by the Management and reported to this Committee.

- Tender Committee has been established to award contract works and for purchase of capital items for operational needs where tenders are called for amounts exceeding RM100,000 per tender/contract or purchase. The composition of this Committee is mentioned in the Corporate Governance Statement.

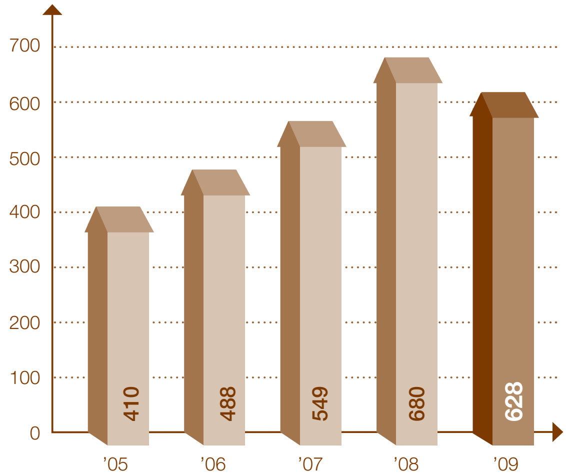
5. Conclusion

The Board is of the view that the existing system of internal control is adequate and effective and will continue to be reviewed, expanded and/ or updated in line with the changes in the business environment. There are presently no significant internal control problems and no material losses were incurred during the financial year as a result of weaknesses in internal control.

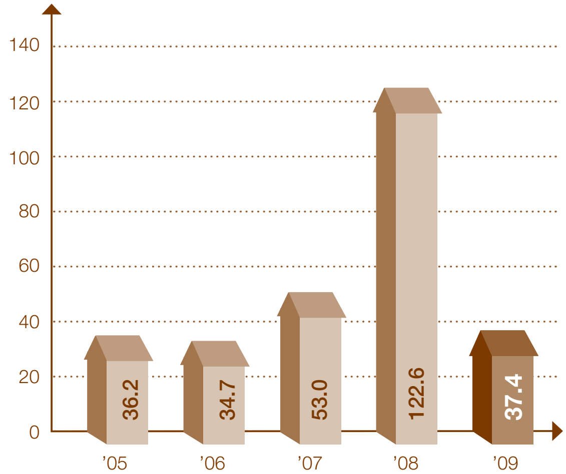
FIVE YEARS GROUP **FINANCIAL HIGHLIGHTS**

Financial Year Ended (RM Million)	2009 June	2008 June	2007 June	2006 June	2005 June
Revenue	628	680	549	488	410
Profit Before Taxation	37.4	122.6	53.0	34.7	36.2
Profit After Taxation And Minority Interest	22.7	101.8	42.4	28.4	27.6
Paid-up Capital	456	456	456	456	456
Shareholders' Funds	787	793	702	662	706
Basic Earnings Per Share (sen)	5.0	22.3	9.3	6.3	6.1
Dividends Per Share (sen)	3.0	5.0	5.0	4.0	4.0
Net Tangible Assets Per Share (RM)	1.72	1.72	1.52	1.44	1.53

REVENUE (RM Million)



PROFIT BEFORE TAXATION (RM Million)



FINANCIAL STATEMENTS

DIRECTORS' REPORT

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 30 June 2009.

PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding, property investment and provision of management services to subsidiaries. The principal activities of the subsidiaries are set out in Note 11 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM'000	Company RM'000
Profit for the financial year	22,686	12,257
Attributable to:		
Equity holders of the Company	22,623	12,257
Minority interest	63	-
	22,686	12,257

DIVIDENDS

Since the end of the previous financial year, the Company paid a first and final dividend of 5 sen per ordinary share, less tax of 25%, amounting to RM17,087,000 in respect of the financial year ended 30 June 2008 on 18 February 2009.

The Directors propose a first and final dividend of 3 sen per ordinary share, less tax, amounting to RM10,252,000 in respect of the financial year ended 30 June 2009, subject to the approval of members at the forthcoming Annual General Meeting.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves and provisions during the financial year other than those disclosed in the financial statements.

ISSUE OF SHARES AND DEBENTURES

The Company did not issue any new shares or debentures during the financial year.

SHARES REPURCHASED

During the financial year, the Company repurchased 275,000 shares of RM1.00 each of its issued and paid-up share capital from the open market for a total consideration of RM162,000. The shares repurchased were not subsequently cancelled and have been classified as treasury shares which were presented as a deduction from total equity. None of the treasury shares has been resold or distributed as share dividend during the financial year.

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company apart from the Warrants B.

OPTIONS GRANTED OVER UNISSUED SHARES (CONTINUED)

Warrants

Warrants B

Pursuant to the Rights Issue which was completed on 31 October 2000, the Company issued 171,049,587 new ordinary shares of RM1.00 each at par together with 114,032,898 detachable warrants ("Rights Warrants") at no cost on the basis of three (3) Rights Shares together with two (2) Rights Warrants attached thereto for every five (5) existing ordinary shares of RM1.00 each held.

The exercise price of each Rights Warrant shall be RM1.10 per ordinary share for the first five (5) years of the exercise period and RM1.20 thereafter for the subsequent five (5) years or such adjusted price as may for the time being be applicable subject to the Deed Poll dated 14 August 2000. The exercise period shall commence from the date of issue of the Rights Warrants and will expire on 29 October 2010 at 5.00 p.m..

As at 30 June 2009, 114,032,898 Warrants B have yet to be converted to ordinary shares.

DIRECTORS

The Directors who have held office since the date of the last report are:

Mohamed Zain bin Mohamed Yusoff
Wong Ah Chiew
Wong Chong Shee
Khor Chai Moi
Yap Yoon Kong
YM Ungku Haji Mohd. Afandi bin Ungku Suleiman
Au Chun Choong

DIRECTORS' INTERESTS

The Directors holding office at the end of the financial year and their beneficial interests in shares and warrants of the Company and shares of its related corporations (other than wholly-owned subsidiaries) during the financial year ended 30 June 2009 as recorded in the Register of Directors' Shareholdings kept by the Company under Section 134 of the Companies Act, 1965 were as follows:

	Number of ordinary shares of RM1.00 each			
	Balance as at 1.7.2008	Bought	Sold	Balance as at 30.6.2009
Shares in the Company				
Direct interests:				
Wong Ah Chiew	2,376,000	-	-	2,376,000
Wong Chong Shee	3,000,000	-	-	3,000,000
Khor Chai Moi	26,940,166	1,500,000	-	28,440,166
Indirect interests:				
Wong Ah Chiew *	94,097,681	-	-	94,097,681
Khor Chai Moi **	104,124,841	817,000	(1,500,000)	103,441,841
Yap Yoon Kong***	376,500	-	-	376,500

DIRECTORS' INTERESTS (CONTINUED)

	Number of Warrant B			
	Balance as at 1.7.2008	Bought	Sold	Balance as at 30.6.2009
Warrants B in the Company				
Direct interests:				
Wong Ah Chiew	402,000	-	-	402,000
Wong Chong Shee	33	-	-	33
Khor Chai Moi	11,692,829	-	-	11,692,829
Indirect interests:				
Wong Ah Chiew ****	31,593,392	-	-	31,593,392
Khor Chai Moi *****	33,427,232	-	-	33,427,232

* By virtue of shares held by Dindings Consolidated Sdn. Bhd., Elegant Preference Sdn. Bhd., Jian Qi Holdings Sdn. Bhd. and through nominees.
** By virtue of shares held by Dindings Consolidated Sdn. Bhd., Ladang Setia Sdn. Bhd., family members and through nominees.
*** By virtue of shares held by a family member.
**** By virtue of warrants held by Dindings Consolidated Sdn. Bhd..
***** By virtue of warrants held by Dindings Consolidated Sdn. Bhd. and Ladang Setia Sdn. Bhd..

By virtue of their interests in the shares of the Company, Wong Ah Chiew and Khor Chai Moi are also deemed to be interested in the shares of the subsidiaries to the extent that the Company has an interest.

None of the other Directors holding office at the end of the financial year held any interest in the shares of the Company and of its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors have received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors as shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interests, except for any benefit which may be deemed to have arisen by virtue of those transactions as disclosed in Note 37 to the financial statements.

There were no arrangements during and at the end of the financial year, to which the Company is a party, which had the object of enabling Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

(a) Before the income statements and balance sheets of the Group and of the Company were made out, the Directors took reasonable steps:

(i) to ascertain that proper 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; and

(ii) to ensure that any current assets, other than debts which were unlikely to realise their book values in the ordinary course of business had been written down to their estimated realisable values.

(b) In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature except for the impairment losses of goodwill in a subsidiary of the Group amounting RM1,023,000 as disclosed in Note 8 to the financial statements.

(II) FROM THE END OF THE FINANCIAL YEAR TO THE DATE OF THIS REPORT

(c) The Directors are not aware of any circumstances:

(i) which would render the amounts written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any material extent; and

(ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; and

(iii) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

(d) In the opinion of the Directors:

(i) there has not arisen any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made; and

(ii) no contingent or other liability has become enforceable, or is likely to become enforceable, within the period of twelve (12) months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations as and when they fall due.

(III) AS AT THE DATE OF THIS REPORT

(e) There are no charges on the assets of the Group and of the Company which have arisen since the end of the financial year to secure the liabilities of any other person.

(f) There are no contingent liabilities of the Group and of the Company which have arisen since the end of the financial year.

(g) The Directors are not aware of any circumstances not otherwise dealt with in the report or financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

During the financial year, the Group undertook an internal restructuring exercise to streamline the efficiency of the group corporate structure. The restructuring was completed on 1 November 2008.

SIGNIFICANT EVENT SUBSEQUENT TO THE BALANCE SHEE DATE

On 24 September 2009, the Company had completed the acquisition of the entire issued and paid-up share capital comprising 4 ordinary shares of RM0.50 each in a new subsidiary, OCC Cables Berhad, a company incorporated in Malaysia, for cash consideration of RM2.

AUDITORS

The auditors, BDO Binder, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the Directors.

Wong Ah Chiew
Director

Wong Chong Shee
Director

Kuala Lumpur
7 October 2009

STATEMENT BY **DIRECTORS**

In the opinion of the Directors, the financial statements set out on pages 57 to 136 have been drawn up in accordance with applicable approved Financial Reporting Standards in Malaysia and the provisions of the Companies Act, 1965 so as to give a true and fair view of the state of affairs of the Group and of the Company as at 30 June 2009 and of the results of the operations of the Group and of the Company and of the cash flows of the Group and of the Company for the financial year then ended.

On behalf of the Board,

Wong Ah Chiew
Director

Wong Chong Shee
Director

Kuala Lumpur
7 October 2009

STATUTORY **DECLARATION**

I, Yap Yoon Kong, being the Director primarily responsible for the financial management of PJ Development Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 57 to 136 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 at Kuala Lumpur in the Federal Territory on 7 October 2009.

Yap Yoon Kong

Before me:

Dr. T. Yokheswarem (W540)
Commissioner for Oaths
Kuala Lumpur, Malaysia

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF **PJ DEVELOPMENT HOLDINGS BERHAD**

Report on the Financial Statements

We have audited the financial statements of PJ Development Holdings Berhad, which comprise the balance sheets as at 30 June 2009 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 57 to 136.

Directors' Responsibility for the Financial Statements

The Directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with applicable approved Financial Reporting Standards in Malaysia and the provisions of the Companies Act, 1965. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

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 comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with applicable approved Financial Reporting Standards in Malaysia and the provisions of the Companies Act, 1965 so as to give a true and fair view of the state of affairs of the Group and of the Company as at 30 June 2009 and of the results of the operations of the Group and of the Company and of the cash flows of the Group and of the Company for the financial year then ended.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF **PJ DEVELOPMENT HOLDINGS BERHAD**
(CONTINUED)

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act, 1965, we also report the following:

(a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

(b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 11 to the financial statements.

(c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purpose of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.

(d) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

BDO Binder
AF : 0206
Chartered Accountants

Gan Hock Soon
2853/07/10(J)
Partner

Kuala Lumpur
7 October 2009

BALANCE **SHEETS** as at 30 June 2009

	Note	Group 2009 RM'000	Group 2008 RM'000	Company 2009 RM'000	Company 2008 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	7	391,106	402,310	567	578
Intangible assets	8	5,592	6,615	-	-
Prepaid lease payments for land	9	12,614	7,664	-	-
Investment properties	10	34,129	11,804	-	-
Investments in subsidiaries	11	-	-	479,657	423,857
Investments in associates	12	44,615	103,231	-	-
Other investments	13	46,261	46,486	-	-
Land held for property development	14	140,654	117,748	-	-
Deferred tax assets	15	3,394	3,752	-	-
Trade and other receivables	16	42,825	42,347	-	242,774
		721,190	741,957	480,224	667,209
Current assets					
Property development costs	17	331,302	289,672	-	-
Inventories	18	38,058	34,113	-	-
Trade and other receivables	16	223,553	265,341	263,974	541
Current tax asset		4,228	4,696	2,904	3,106
Cash and cash equivalents	19	85,071	56,821	1,387	6,215
		682,212	650,643	268,265	9,862
TOTAL ASSETS		1,403,402	1,392,600	748,489	677,071
EQUITY AND LIABILITIES					
Equity attributable to equity holders of the Company					
Share capital	20	456,132	456,132	456,132	456,132
Treasury shares	20	(266)	(104)	(266)	(104)
Reserves	21	331,399	336,804	87,472	92,302
		787,265	792,832	543,338	548,330
Minority interests		164	101	-	-
TOTAL EQUITY		787,429	792,933	543,338	548,330

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

BALANCE SHEETS as at 30 June 2009

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
LIABILITIES					
Non-current liabilities					
Borrowings	22	177,151	120,565	12,005	16,149
Deferred income	24	38,292	34,955	-	-
Trade and other payables	25	4,797	4,413	-	41,296
Deferred tax liabilities	15	16,827	12,164	-	-
		237,067	172,097	12,005	57,445
Current liabilities					
Deferred income	24	2,610	2,261	-	-
Trade and other payables	25	197,729	212,367	141,069	14,531
Borrowings	22	175,368	207,851	52,077	56,765
Current tax payable		3,199	5,091	-	-
		378,906	427,570	193,146	71,296
TOTAL LIABILITIES		615,973	599,667	205,151	128,741
TOTAL EQUITY AND LIABILITIES		1,403,402	1,392,600	748,489	677,071

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

INCOME **STATEMENTS** for the financial year ended 30 June 2009

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Revenue	28	628,485	680,029	24,691	33,773
Cost of sales and services	29	(485,188)	(502,556)	(6,954)	(6,756)
Gross profit		143,297	177,473	17,737	27,017
Other income		9,386	8,734	2,159	2,882
Administrative expenses		(24,338)	(24,662)	(753)	(776)
Other expenses		(84,589)	(85,187)	(832)	(2,580)
Finance costs		(8,707)	(10,814)	(5,455)	(7,280)
Share of profit of associates		2,384	57,022	-	-
Profit before tax	30	37,433	122,566	12,856	19,263
Tax expense	31	(14,747)	(20,809)	(599)	(1,753)
Profit for the financial year		22,686	101,757	12,257	17,510
Attributable to:					
Equity holders of the Company		22,623	101,794	12,257	17,510
Minority interest		63	(37)	-	-
		22,686	101,757	12,257	17,510
Basic earnings per ordinary share (sen)	32	4.96	22.32		

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

CONSOLIDATED STATEMENT **OF CHANGES IN EQUITY** for the financial year ended 30 June 2009

		Attributable to equity holders of the Company							
Group	Note	Share capital RM'000	Share premium RM'000	Exchange translation reserve RM'000	Treasury shares RM'000	Retained earnings RM'000	Total RM'000	Minority interest RM'000	Total equity RM'000
Balance at 1 July 2007		456,132	39,773	(1,459)	(40)	207,380	701,786	299	702,085
Foreign currency translations		-	-	6,189	-	-	6,189	(161)	6,028
Net gains recognised directly in equity		-	-	6,189	-	-	6,189	(161)	6,028
Profit for the financial year		-	-	-	-	101,794	101,794	(37)	101,757
Repurchase of shares	20	-	-	-	(64)	-	(64)	-	(64)
Dividend paid to shareholders	33	-	-	-	-	(16,873)	(16,873)	-	(16,873)
Balance at 30 June 2008		456,132	39,773	4,730	(104)	292,301	792,832	101	792,933
Foreign currency translations		-	-	(10,941)	-	-	(10,941)	-	(10,941)
Net losses recognised directly in equity		-	-	(10,941)	-	-	(10,941)	-	(10,941)
Profit for the financial year		-	-	-	-	22,623	22,623	63	22,686
Repurchase of shares	20	-	-	-	(162)	-	(162)	-	(162)
Dividend paid to shareholders	33	-	-	-	-	(17,087)	(17,087)	-	(17,087)
Balance at 30 June 2009		456,132	39,773	(6,211)	(266)	297,837	787,265	164	787,429

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

STATEMENT **OF CHANGES IN EQUITY** for the financial year ended 30 June 2009

			Non-Distributable	Distributable		
Company	**Note**	**Share capital RM'000**	**Share premium RM'000**	**Treasury shares RM'000**	**Retained earnings RM'000**	**Total RM'000**
Balance at 1 July 2007		456,132	39,773	(40)	51,892	547,757
Repurchase of shares	20	-	-	(64)	-	(64)
Profit for the financial year		-	-	-	17,510	17,510
Dividend paid to shareholders	33	-	-	-	(16,873)	(16,873)
Balance at 30 June 2008		456,132	39,773	(104)	52,529	548,330
Repurchase of shares	20	-	-	(162)	-	(162)
Profit for the financial year		-	-	-	12,257	12,257
Dividend paid to shareholders	33	-	-	-	(17,087)	(17,087)
Balance at 30 June 2009		456,132	39,773	(266)	47,699	543,338

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

CASH FLOW STATEMENTS for the financial year ended 30 June 2009

	Note	Group 2009 RM'000	Group 2008 RM'000	Company 2009 RM'000	Company 2008 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before tax		37,433	122,566	12,856	19,263
Adjustments for:					
Allowance for doubtful debts		2,150	3,943	-	-
Allowance for diminution in value of other investments		-	6,956	-	-
Allowance for doubtful debts no longer required		(25)	(96)	-	-
Allowance for likely withdrawal no longer required		-	(75)	-	-
Amortisation of prepaid lease payments for land	9	178	143	-	-
Bad debts written off		2	114	-	-
Depreciation of investment properties	10	222	131	-	-
Depreciation of property, plant and equipment	7	15,780	19,295	208	120
Dividend income		(2,387)	(5,608)	(21,391)	(30,473)
Gain on disposal of investment properties		-	(161)	-	-
Gain on disposal of other investments		-	(221)	-	-
Gain on disposal of subsidiaries	36	-	(33)	-	-
Impairment loss on investments in subsidiaries		-	-	-	2,000
Impairment loss on goodwill on consolidation	8	1,023	-	-	-
Interest expense		8,707	10,814	5,455	7,280
Interest income		(3,717)	(1,420)	(2,101)	(2,882)
Inventories written off		2	75	-	-
Inventories written down		3,934	3,984	-	-
Net (gain)/loss on disposal of property, plant and equipment		(187)	(250)	3	-
Property, plant and equipment written off	7	745	414	-	1
Quoted warrants written off		225	-	-	-
Share of profit of associates		(2,384)	(57,022)	-	-
Unrealised loss on foreign exchange		123	-	-	-
Operating profit/(loss) before changes in working capital		61,824	103,549	(4,970)	(4,691)
Changes in working capital:					
Inventories		9,802	1,131	-	-
Property development costs and land held for property development		(71,394)	(49,007)	-	-
Trade and other receivables		32,754	(40,301)	(37)	114
Trade and other payables		(9,596)	50,361	997	(1,810)
Cash generated from/(used in) operating activities		23,390	65,733	(4,010)	(6,387)
Tax paid		(10,538)	(18,786)	-	-
Tax refunded		-	1,926	1,885	1,843
Net cash from/(used in) operating activities		12,852	48,873	(2,125)	(4,544)

CASH FLOW STATEMENTS for the financial year ended 30 June 2009 (CONTINUED)

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
CASH FLOWS FROM INVESTING ACTIVITIES					
Acquisition of a subsidiary, net of cash acquired	35	-	(17,423)	-	-
Disposal of a subsidiary, net of cash disposed	36	-	(460)	-	-
Dividends received		58,277	4,122	19,109	27,544
(Increase)/Decrease in pledged deposits placed with licensed banks		(688)	2,136	-	-
Interest received		3,717	1,420	2,101	2,882
Proceeds from disposal of property, plant and equipment		536	659	10	57
Proceeds from disposal of investment properties		-	2,241	-	-
Proceeds from disposal of other investments		-	510	-	-
Purchase of investment properties	10	(6,195)	-	-	-
Purchase of property, plant and equipment equipment	7	(28,925)	(43,300)	(210)	(484)
Purchase of other investments		-	(3,212)	-	-
Repayment by subsidiaries		-	-	12,123	33,263
Subscription of shares in subsidiaries		-	-	(4,300)	-
Net cash from/(used in) investing activities		26,722	(53,307)	28,833	63,262
CASH FLOWS FROM FINANCING ACTIVITIES					
Interest paid		(19,532)	(16,341)	(5,455)	(7,280)
Dividend paid to shareholders of the Company	33	(17,087)	(16,873)	(17,087)	(16,873)
Drawdown of loans and borrowings		222,573	195,275	-	-
Repayments of loans and borrowings		(174,618)	(159,886)	(8,606)	(29,188)
Repurchase of shares	20	(162)	(64)	(162)	(64)
Net cash from/(used in) financing activities		11,174	2,111	(31,310)	(53,405)
Net increase/(decrease) in cash and cash equivalents		50,748	(2,323)	(4,602)	5,313
Effect of exchange rate fluctuations on cash held		790	34	-	-
Cash and cash equivalents at beginning of financial year		11,722	14,011	5,989	676
Cash and cash equivalents at end of financial year	19	63,260	11,722	1,387	5,989

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

NOTES TO THE FINANCIAL STATEMENTS 30 June 2009

1. CORPORATE INFORMATION

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

The registered office and principal place of business of the Company are both located at 18th Floor, Plaza OSK, Jalan Ampang, 50450 Kuala Lumpur.

The financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency. All financial information presented in RM has been rounded to the nearest thousand, unless otherwise stated.

The financial statements were authorised for issue in accordance with a resolution by the Board of Directors on 7 October 2009.

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding, property investment and provision of management services to subsidiaries. The principal activities of the subsidiaries are set out in Note 11 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group and of the Company have been prepared in accordance with applicable approved Financial Reporting Standards ("FRSs") in Malaysia and the provisions of the Companies Act, 1965.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Basis of accounting

The financial statements of the Group and of the Company have been prepared under the historical cost convention, except as otherwise stated in the financial statements.

The preparation of financial statements requires the Directors to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenue and expenses and disclosure of contingent assets and contingent liabilities. In addition, the Directors are also required to exercise their judgement in the process of applying the accounting policies. The areas involving such judgements, estimates and assumptions are disclosed in Note 6 to the financial statements. Although these estimates and assumptions are based on the Directors' best knowledge of events and actions, actual results could differ from those estimates.

4.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiaries made up to the end of the financial year using the purchase method of accounting.

Under the purchase method of accounting, the cost of business combination is measured at the aggregate of fair values at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued plus any costs directly attributable to the business combination.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.2 Basis of consolidation (continued)

At the acquisition date, the cost of business combination is allocated to identifiable assets acquired, liabilities assumed and contingent liabilities in the business combination which are measured initially at their fair values at the acquisition date. The excess of the cost of business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities is recognised as goodwill (see Note 4.9 to the financial statements on goodwill). If the cost of business combination is less than the interest in the net fair value of the identifiable assets, liabilities and contingent liabilities, the Group will:

(a) reassess the identification and measurement of the acquiree's identifiable assets, liabilities and contingent liabilities and the measurement of the cost of the business combination; and

(b) recognise immediately in profit or loss any excess remaining after that reassessment.

When a business combination includes more than one exchange transaction, any adjustment to the fair values of the subsidiary's identifiable assets, liabilities and contingent liabilities relating to previously held interest of the Group is accounted for as a revaluation.

Subsidiaries are consolidated from the acquisition date, which is the date on which the Group effectively obtains control, until the date on which the Group ceases to control the subsidiaries. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the existence and effect of potential voting rights that are currently convertible or exercisable are taken into consideration.

Intragroup balances, transactions and unrealised gains and losses on intragroup transactions are eliminated in full. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. If a subsidiary uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to its financial statements in preparing the consolidated financial statements.

The gain or loss on disposal of a subsidiary, which is the difference between the net disposal proceeds and the Group's share of its net assets as of the date of disposal including the carrying amount of goodwill and the cumulative amount of any exchange differences that relate to the subsidiary, is recognised in the consolidated income statement.

Minority interest is the portion of the profit or loss and the net assets of a subsidiary attributable to equity interests that are not owned, directly or indirectly through subsidiaries, by the Group. It is measured at the minority's share of the fair value of the subsidiaries' identifiable assets and liabilities at the acquisition date and the minority's share of changes in the subsidiaries' equity since that date.

Where losses applicable to the minority in a subsidiary exceed the minority's interest in the equity of that subsidiary, the excess and any further losses applicable to the minority are allocated against the Group's interest except to the extent that the minority has a binding obligation and is able to make additional investment to cover the losses. If the subsidiary subsequently reports profits, such profits are allocated to the Group's interest until the minority's share of losses previously absorbed by the Group has been recovered.

Minority interest is presented in the consolidated balance sheet within equity and is presented in the consolidated statement of changes in equity separately from equity attributable to equity holders of the Company.

Minority interest in the results of the Group is presented in the consolidated income statement as an allocation of the total profit or loss for the financial year between minority interest and equity holders of the Company.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.2 Basis of consolidation (continued)

Changes in the Company's ownership in a subsidiary that do not result in a loss of control are accounted for as equity transactions. If the Company loses control of a subsidiary, the assets and liabilities of the subsidiary are derecognised at their carrying amounts at the date when control is lost and any resulting difference with the fair value of the consideration received will be recognised in profit and loss.

4.3 Property, plant and equipment and depreciation

All items of property, plant and equipment are initially measured at cost. Cost includes expenditure that is directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the income statement as incurred. Cost also comprises the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Group is obligated to incur when the asset is acquired, if applicable. The cost of self-constructed assets also includes the cost of materials and direct labour. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Property that is being constructed for future use as investment property is accounted as property, plant and equipment until construction or development is complete, at which time it will be reclassified as investment property based on the carrying amount at the date of transfer.

When the use of a property changes from owner-occupied to investment property or vice-versa, the property will be reclassified accordingly based on the carrying amount at the date of transfer.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the asset and which has different useful life, is depreciated separately.

After initial recognition, property, plant and equipment except for freehold land, freehold golf course, operating equipment and construction-in-progress are stated at cost less accumulated depreciation and any accumulated impairment losses. The freehold land, freehold golf course, operating equipment and construction-in-progress are stated at cost less any accumulated impairment losses.

Depreciation is calculated to write off the cost of the assets to their residual values on a straight-line basis over their estimated useful lives. The estimated useful lives are as follows:

Freehold hotel properties	Over the remaining useful life of 36 – 42 years
Leasehold hotel properties	Over the remaining useful life of 43 years
Buildings and improvements	5 – 50 years
Jetty and infrastructure	50 years
Plant, machinery and electrical installation	5 – 20 years
Motor vehicles and boats	5 – 10 years
Hotel furniture, fittings and equipment	5 – 10 years
Furniture, fittings and equipment	5 – 10 years
Computers	3 – 5 years

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.3 Property, plant and equipment and depreciation (continued)

Freehold land and freehold golf course is not depreciated. Construction-in-progress represents buildings under construction and renovation-in-progress and is stated at cost. Construction-in-progress is not depreciated until such time when the asset is available for use.

The base stock of operating equipment for hotel properties included in hotel furniture, fittings and equipment is not depreciated and subsequent replacement cost is charged to the income statement. The non-depreciation of base stock together with the charging of subsequent replacement cost to the income statement has no material effect on the financial statements as compared to the capitalisation and depreciation of base stock.

At each balance sheet date, the carrying amount of an item of property, plant and equipment is assessed for impairment when events or changes in circumstances indicate that its carrying amount may not be recoverable. A write down is made if the carrying amount exceeds the recoverable amount (see Note 4.10 to the financial statements on impairment of assets).

The residual values, useful lives and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment. If expectations differ from previous estimates, the changes are accounted for as a change in an accounting estimate.

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any, and the carrying amount is included in the income statement and the revaluation surplus related to those assets, if any, is transferred directly to retained earnings.

4.4 Leases and hire purchase

(a) Finance leases and hire purchase

Assets acquired under finance leases and hire purchase which transfer substantially all the risks and rewards incidental to ownership to the Group are recognised initially at amounts equal to the fair value of the leased assets or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. The discount rate used in calculating the present value of the minimum lease payments is the interest rate implicit in the leases, if this is practicable to determine; if not, the Group's incremental borrowing rate is used. Any initial direct costs incurred by the Group are added to the amount recognised as an asset. The assets are capitalised as property, plant and equipment and the corresponding obligations are treated as liabilities. The property, plant and equipment capitalised are depreciated on the same basis as owned assets.

The minimum lease payments are apportioned between the finance charges and the reduction of the outstanding liability. The finance charges are recognised in the income statement over the period of the lease term so as to produce a constant periodic rate of interest on the remaining lease and hire purchase liabilities.

(b) Operating leases

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

Lease payments under operating leases are recognised as an expense on a straight-line basis over the lease term.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.4 Leases and hire purchase (continued)

(c) Leases for land and buildings

For leases of land and buildings, the land and buildings elements are considered separately for the purpose of lease classification and these leases are classified as operating or finance leases in the same way as leases of other assets.

The minimum lease payments including any lump-sum upfront payments made to acquire the interest in the land and buildings, are allocated between the land and the buildings elements in proportion to the relative fair values of the leasehold interests in the land element and the buildings element of the lease at the inception of the lease.

Leasehold land that normally has an indefinite economic life and where the lease does not transfer substantially all the risk and rewards incidental to ownership is treated as an operating lease. The lump-sum upfront payments made on entering into or acquiring leasehold land are accounted for as prepaid lease payments and are amortised over the lease term on a straight-line basis.

The buildings element is classified as a finance or operating lease in accordance with Note 4.4(a) or Note 4.4(b) to the financial statements. If the lease payment cannot be allocated reliably between these two elements, the entire lease is classified as a finance lease, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease.

For a lease of land and buildings in which the amount that would initially be recognised for the land element is immaterial, the land and buildings are treated as a single unit for the purpose of lease classification and is accordingly classified as a finance or operating lease. In such a case, the economic life of the buildings is regarded as the economic life of the entire leased asset.

The prepaid lease payments are amortised over the lease term ranging from 49 years to 91 years.

4.5 Property development activities

(a) Land held for property development

Land held for property development is stated at cost less accumulated impairment losses, if any. Such land is classified as non-current asset when no significant development work has been carried out or where development activities are not expected to be completed within the normal operating cycle.

Cost associated with the acquisition of land includes the purchase price of the land, professional fees, stamp duties, commissions, conversion fees and other relevant levies.

Land held for property development is reclassified as property development costs at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within the normal operating cycle.

(b) Property development costs

Property development costs comprise all cost that are directly attributable to the development activities or that can be allocated on a reasonable basis to such activities. They comprise the cost of land under development, construction costs and other related development costs common to the whole project including professional fees, stamp duties, commissions, conversion fees and other relevant levies as well as borrowing costs.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.5 Property development activities (continued)

(b) Property development costs (continued)

Property development costs not recognised as an expense are recognised as an asset and is stated at the lower of cost and net realisable value.

When revenue recognised in the income statement exceeds progress billings to purchasers, the balance is classified as accrued billings under current assets. When progress billings exceed revenue recognised in the income statement, the balance is classified as progress billings under current liabilities.

4.6 Construction contracts

Contract costs comprise costs related directly to the specific contract and those that are attributable to the contract activity in general and can be allocated to the contract and such other costs that are specifically chargeable to the customer under the terms of the contract.

When the total of costs incurred on construction contracts plus recognised profits (less recognised losses), exceeds progress billings, the balance is classified as amount due from customers for contract work. When progress billings exceed costs incurred plus recognised profits (less recognised losses), the balance is classified as amount due to customers for contract work.

4.7 Investment properties

Investment properties are properties which are held to earn rental yields or for capital appreciation or for both and are not occupied by the Group. Properties that are occupied by the companies in the Group are accounted for as owner-occupied rather than as investment properties.

Investment properties are stated at cost less accumulated depreciation and any impairment losses, consistent with the accounting policy for property, plant and equipment as stated in Note 4.3 to the financial statements.

For buildings, depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of 50 years. Freehold land is not depreciated.

Investment properties are derecognised when either they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The gains or losses arising from the retirement or disposal of investment property is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the asset and is recognised in income statement in the period of the retirement or disposal.

4.8 Investments

(a) Subsidiaries

A subsidiary is an entity in which the Group and the Company has power to control the financial and operating policies so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

An investment in subsidiary, which is eliminated on consolidation, is stated in the Company's separate financial statements at cost less impairment losses, if any. On disposal of such an investment, the difference between the net disposal proceeds and its carrying amount is included in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.8 Investments (continued)

(b) Associates

An associate is an entity over which the Group and the Company has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

In the Company's separate financial statements, an investment in associate is stated at cost less impairment losses, if any.

An investment in associate is accounted for in the consolidated financial statements using the equity method of accounting. The investment in associate in the consolidated balance sheet is initially recognised at cost and adjusted thereafter for the post acquisition change in the Group's share of net assets of the investment.

The interest in the associate is the carrying amount of the investment in the associate under the equity method together with any long term interest that, in substance, form part of the Group's net interest in the associate.

The Group's share of the profit or loss of the associate during the financial year is included in the consolidated financial statements, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases. Distributions received from the associate reduce the carrying amount of the investment. Adjustments to the carrying amount may also be necessary for changes in the Group's proportionate interest in the associate arising from changes in the associate's equity that have not been recognised in the associate's profit or loss. Such changes include those arising from the revaluation of property, plant and equipment and from foreign exchange translation differences. The Group's share of those changes is recognised directly in equity of the Group.

Unrealised gains and losses on transactions between the Group and the associate are eliminated to the extent of the Group's interest in the associate.

When the Group's share of losses in the associate equals or exceeds its interest in the associate, the carrying amount of that interest is reduced to nil and the Group does not recognise further losses unless it has incurred legal or constructive obligations or made payments on its behalf.

The most recent available financial statements of the associate are used by the Group in applying the equity method. Where the reporting dates of the financial statements are not coterminous, the share of results is arrived at using the latest audited financial statements for which the difference in reporting dates is no more than three (3) months. Adjustments are made for the effects of any significant transactions or events that occur between the intervening period.

Upon disposal of an investment in associate, the difference between the net disposal proceeds and its carrying amount is included in profit or loss.

(c) Other investments

Non-current investments other than investments in subsidiaries, associates and investment properties are stated at cost and an allowance for diminution in value is made where, in the opinion of the Directors, there is a decline other than temporary in the value of such investments. Where there has been a decline other than temporary in the value of an investment, such a decline is recognised as an expense in the period in which the decline is identified.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.8 Investments (continued)

(c) Other investments (continued)

All current investments are carried at the lower of cost and market value, determined on an aggregate portfolio basis by category of investments.

Upon disposal of such investment, the difference between net disposal proceeds and its carrying amount is recognised in profit or loss.

4.9 Intangible assets

Goodwill

Goodwill acquired in a business combination is recognised as an asset at the acquisition date and is initially measured at cost being the excess of the cost of business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any. Goodwill is not amortised but instead tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill arising on acquisition of an associate is the excess of cost of investment over the Group's share of the net fair value of net assets of the associate's identifiable assets, liabilities and contingent liabilities at the date of acquisition.

Goodwill relating to the associate is included in the carrying amount of the investment and is not amortised. The excess of the Group's share of the net fair value of the associate's identifiable assets, liabilities and contingent liabilities over the cost of investment is included as income in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

4.10 Impairment of assets

The carrying amount of assets, except for financial assets (excluding investments in subsidiaries and associates), inventories, assets arising from construction contract, property development costs and deferred tax assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

Goodwill and intangible assets that have an indefinite useful life are tested annually for impairment or more frequently if events or changes in circumstances indicate that the goodwill or intangible asset might be impaired.

The recoverable amount of an asset is estimated for an individual asset. Where it is not probable to estimate the recoverable amount of the individual asset, the impairment test is carried out on the cash generating unit ("CGU") to which the asset belongs. Goodwill acquired in a business combination is from the acquisition date, allocated to each of the Group's CGU or groups of CGU that are expected to benefit from the synergies of the combination giving rise to the goodwill irrespective of whether other assets or liabilities of the acquiree are assigned to those units or groups of units.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.10 Impairment of assets (continued)

The recoverable amount of an asset or CGU is the higher of its fair value less cost to sell and its value in use.

In estimating the value in use, the estimated future cash inflows and outflows to be derived from continuing use of the asset and from its ultimate disposal are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. An impairment loss is recognised in the income statement when the carrying amount of the asset or the CGU, including the goodwill or intangible asset, exceeds the recoverable amount of the asset or the CGU. The total impairment loss is allocated, first, to reduce the carrying amount of any goodwill allocated to the CGU and then to the other assets of the CGU on a pro-rata basis of the carrying amount of each asset in the CGU.

The impairment loss is recognised in the income statement immediately except for the impairment on a revalued asset where the impairment loss is recognised directly against the revaluation reserve to the extent of the surplus credited from the previous revaluation for the same asset with the excess of the impairment loss charged to the income statement.

An impairment loss on goodwill is not reversed in subsequent periods. An impairment loss for other assets is reversed if, and only if, there has been a change in the estimates used to determine the assets' recoverable amount since the last impairment loss was recognised.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Such reversals are recognised as income immediately in the income statement except for the reversal of an impairment loss on a revalued asset where the reversal of the impairment loss is treated as a revaluation increase and credited to the revaluation reserve account of the same asset. However, to the extent that an impairment loss on the same revalued asset was previously recognised in the profit or loss, a reversal of that impairment loss is also recognised in profit or loss.

4.11 Inventories

(a) Completed properties held for sale

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost consists of cost associated with the acquisition of land, direct costs and appropriate proportions of common costs attributable to developing the properties to completion.

(b) Other inventories

Inventories are stated at the lower of cost and net realisable value.

Cost is determined using the weighted average cost basis. The cost of consumbles and raw materials comprise all costs of purchase plus the cost of bringing the inventories to their present location and condition. The cost of work-in-progress and finished goods includes the cost of raw materials, direct labour and a proportion of production overheads based on normal operating capacity of the production facilities.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.12 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

A financial asset is any asset that is cash, an equity instrument of another enterprise, a contractual right to receive cash or another financial asset from another enterprise, or a contractual right to exchange financial assets or financial liabilities with another enterprise under conditions that are potentially favourable to the Group.

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another enterprise, or a contractual obligation to exchange financial assets or financial liabilities with another enterprise under conditions that are potentially unfavourable to the Group.

4.12.1 Financial instruments recognised on the balance sheets

Financial instruments are recognised on the balance sheet, when the Group has become a party to the contractual provisions of the instrument.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends and losses and gains relating to a financial instrument or a component that is a financial liability shall be recognised as income or expense in profit or loss. Distributions to holders of an equity instrument are debited directly to equity, net of any related tax effect. Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle on a net basis or to realise the asset and settle the liability simultaneously.

(a) Receivables

Trade receivables and other receivables, including any amounts owing by associates and related parties, are classified as loans and receivables under FRS 132, *Financial Instruments: Disclosure and Presentation.*

Receivables are carried at anticipated realisable value. Known bad debts are written off and specific allowance is made for debts considered to be doubtful of collection.

Receivables are not held for trading purposes.

(b) Cash and cash equivalents

Cash and cash equivalents include cash and bank balances, deposits with licensed financial institutions and other short term, highly liquid investments with original maturities of three (3) months or less, which are readily convertible to cash and are subject to insignificant risk of changes in value. For the purpose of the cash flow statements, cash and cash equivalents are presented net of bank overdrafts and pledged deposits, if any.

(c) Payables

Liabilities for trade and other amounts payable, including any amounts owing to associates and related parties, are measured initially and subsequently at the consideration to be paid in the future for goods and services received. Payables are recognised when there is a contractual obligation to deliver cash or another financial asset to another entity.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.12 Financial instruments (continued)

4.12.1 Financial instruments recognised on the balance sheets (continued)

(d) Interest-bearing loans and borrowings

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

(e) Equity instruments

Ordinary shares are recorded at the nominal value and proceeds in excess of the nominal value of shares issued, if any, are accounted for as share premium. Both ordinary shares and share premium are classified as equity. Transaction costs of an equity transaction are accounted for as a deduction from equity, net of any related income tax benefit. Otherwise, they are charged to the income statement.

Dividends to shareholders are recognised in equity in the period in which they are declared.

If the Company reacquires its own equity instruments, the consideration paid, including any attributable transaction costs is deducted from equity as treasury shares until they are cancelled. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Where such shares are issued by resale, the difference between the sales consideration and the carrying amount is shown as a movement in equity.

4.12.2 Financial instruments not recognised on the balance sheets

There are no financial instruments not recognised on the balance sheets.

4.13 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset is capitalised as part of the cost of the asset until when substantially all the activities necessary to prepare the asset for its intended use or sale are complete, after which such expense is charged to the income statement. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. Capitalisation of borrowing cost is suspended during extended periods in which active development is interrupted.

The amount of borrowing costs eligible for capitalisation is the actual borrowing costs incurred on the borrowing during the period less any investment income on the temporary investment of the borrowing.

All other borrowing cost is recognised in profit or loss in the period in which they are incurred.

4.14 Income taxes

Income taxes include all domestic and foreign taxes on taxable profit. Income taxes also include other taxes, such as withholding taxes, which are payable by a foreign subsidiary or associate on distributions to the Group and Company.

Taxes in the income statement comprise current tax and deferred tax.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.14 Income taxes (continued)

(a) Current tax

Current tax is the amount of income taxes payable or receivable in respect of the taxable profit or loss for a period.

Current tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that have been enacted or substantively enacted by the balance sheet date.

(b) Deferred tax

Deferred tax is recognised in full using the liability method on temporary differences arising between the carrying amount of an asset or liability in the balance sheet and its tax base.

Deferred tax is recognised for all temporary differences, unless the deferred tax arises from goodwill or the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit.

A deferred tax asset is recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amount of a deferred tax asset is reviewed at each balance sheet date. If it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised, the carrying amount of the deferred tax asset will be reduced accordingly. When it becomes probable that sufficient taxable profit will be available, such reductions will be reversed to the extent of the taxable profit.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority.

Deferred tax will be recognised as income or expense and included in the profit or loss for the period unless the tax relates to items that are credited or charged, in the same or a different period, directly to equity, in which case the deferred tax will be charged or credited directly to equity.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

4.15 Provisions

Provisions are recognised when there is a present obligation, legal or constructive, as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the effect of the time value of money is material, the amount of a provision will be discounted to its present value at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision will be reversed.

Provisions are not recognised for future operating losses. If the Group has a contract that is onerous, the present obligation under the contract shall be recognised and measured as a provision.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.16 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group. The Group does not recognise contingent assets but discloses its existence where inflows of economic benefits are probable, but not virtually certain.

In the acquisition of subsidiaries by the Group under business combinations, contingent liabilities assumed are measured initially at their fair value at the acquisition date, irrespective of the extent of any minority interest.

4.17 Employee benefits

4.17.1 Short term employee benefits

Wages, salaries, social security contributions, paid annual leave, sick leave, annual bonuses and non-monetary benefits are recognised as an expense in the year when employees have rendered their services to the Group.

Short term accumulating compensated absences such as paid annual leave are recognised as an expense when employees render services that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

Cash bonus and bonus under profit-sharing plans are recognised as an expense when there is a present, legal or constructive obligation to make such payments, as a result of past events and when a reliable estimate can be made of the amount of the obligation.

4.17.2 Defined contribution plans

The Company and subsidiaries incorporated in Malaysia make contributions to a statutory provident fund and foreign subsidiaries make contribution to their respective countries' statutory pension scheme. The contributions are recognised as a liability after deducting any contribution already paid and as an expense in the period in which the employees render their services.

4.18 Foreign currencies

4.18.1 Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional and presentation currency.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.18 Foreign currencies (continued)

4.18.2 Foreign currency transactions and balances

Transactions in foreign currencies are converted into functional currency of the respective subsidiaries at rates of exchange ruling at the transaction dates. Monetary assets and liabilities in foreign currencies at the balance sheet date are translated into functional currency of the respective subsidiaries at rates of exchange ruling at that date unless hedged by forward foreign exchange contracts, in which case the rates specified in such forward contracts are used. All exchange differences arising from the settlement of foreign currency transactions and from the translation of foreign currency monetary assets and liabilities are included in the profit or loss in the period in which they arise. Non-monetary items initially denominated in foreign currencies, which are carried at historical cost are translated using the historical rate as of the date of acquisition, and non-monetary items which are carried at fair value are translated using the exchange rate that existed when the values were determined for presentation currency purposes.

4.18.3 Foreign operations

Financial statements of foreign operations are translated at financial year end exchange rates with respect to the assets and liabilities, and at average exchange rates for the financial year with respect to the income statement. All resulting translation differences are recognised as a separate component of equity.

In the consolidated financial statements, exchange differences arising from the translation of net investment in foreign operations are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Exchange differences arising on a monetary item that forms part of the net investment of the Company in a foreign operation shall be recognised in profit or loss in the separate financial statements of the Company or the foreign operation, as appropriate. In the consolidated financial statements, such exchange differences shall be recognised initially as a separate component of equity and recognised in profit or loss upon disposal of the net investment.

Goodwill and fair value adjustments to the assets and liabilities arising from the acquisition of a foreign operation are treated as assets and liabilities of the acquired entity and translated at the exchange rate ruling at the balance sheet date.

4.19 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable net of discounts and rebates.

Revenue is recognised to the extent that it is probable that the economic benefits associated with the transaction will flow to the Group, and the amount of revenue and the cost incurred or to be incurred in respect of the transaction can be reliably measured and specific recognition criteria have been met for each of the Group's activities as follows:

(a) Sale of goods

Revenue from sale of goods is recognised when significant risk and rewards of ownership of the goods has been transferred to the customer and where the Group retains neither continuing managerial involvement over the goods, which coincides with delivery of goods and services and acceptance by customers.

(b) Services

Hotel and golf course

Revenue from the provision of rooms, food and beverage sales from hotel operations as well as hotel management and consultancy services, green fees and buggy rental are recognised when services are rendered.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.19 Revenue recognition (continued)

(b) Services (continued)

Property investment and property management services

Revenue from property investment and the provision of property management services are recognised based on the rental received and receivable from property and fees chargeable to customers during the year.

Management and operation of timeshare membership scheme

70% of the purchase price representing enrolment fees from members joining the timeshare vacation club are recognised as revenue upon signing of the membership agreements. The remaining 30% of the purchase price representing the advance annual fee is treated as deferred membership fee which is recognised over the membership period of either 29 years or 30 years.

Maintenance fees are recognised as revenue based on fees chargeable to members during the year.

(c) Construction contracts

Contract revenue and expenses are recognised in the income statement in proportion to the stage of completion of the contract. Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and can be measured reliably. The stage of completion is assessed by reference to surveys of work performed.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

When the outcome of a contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable and contract costs are recognised as an expense in the period in which they are incurred.

(d) Property development

Property development revenue is recognised in respect of all development units that have been sold. Revenue recognition commences when the sale of the development unit is effected, upon the commencement of development and construction activities and when the financial outcome can be reliably estimated. The attributable portion of property development cost is recognised as an expense in the period in which the related revenue is recognised. The amount of such revenue and expenses recognised is determined by reference to the stage of completion of development activity at the balance sheet date. The stage of completion is measured by reference to the proportion that property development costs incurred for work performed to date bear to the estimated total property development cost.

When the financial outcome of a development activity cannot be reliably estimated, the property development revenue is recognised only to the extent of property development costs incurred that is probable to be recoverable and the property development costs on the development units sold are recognised as an expense in the period in which they are incurred.

Any expected loss on a development project is recognised as an expense immediately, including costs to be incurred over the defects liability period.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.19 Revenue recognition (continued)

(e) Completed properties held for sale

Revenue from the sales of completed properties held for sale is recognised as and when the transfer of significant risks and rewards of ownership to the buyer upon signing of sale and purchase agreement has been completed.

(f) Dividend income

Dividend income is recognised when the right to receive payment is established.

(g) Interest income

Interest income is recognised as it accrues, using the effective interest method.

(h) Rental income

Rental income is accounted for on a straight line basis over the lease term of an ongoing lease. The aggregate cost of incentives provided to the lessee is recognised as a reduction of rental income over the lease term on a straight line basis.

(i) Management fees

Management fees are recognised when services are rendered.

4.20 Segment reporting

Segment reporting is presented for enhanced assessment of the Group's risks and returns. Business segments provide products or services that are subject to risks and returns that are different from those of other business segments. Geographical segments provide products or services within a particular economic environment that is subject to risks and returns that are different from those components operating in other economic environments.

Segment revenue, expense, assets and liabilities are those amounts resulting from the operating activities of a segment that are directly attributable to the segment and the relevant portion that can be allocated on a reasonable basis to the segment. Segment revenue, expense, assets and liabilities are determined before intragroup balances and intragroup transactions are eliminated as part of the consolidation process, except to the extent that such intragroup balances and transactions are between Group enterprises within a single segment.

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs

5.1 New FRSs not adopted

(a) FRS 8 *Operating Segment* and the consequential amendments resulting from FRS 8 are mandatory for annual financial periods beginning on or after 1 July 2009.

FRS 8 sets out the requirements for disclosure of information on an entity's operating segments, product and services, the geographical areas in which it operates and its customers.

The requirements of this Standard are based on the information about the components of the entity that management uses to make decision about operating matters. This Standard requires identification of operating segments on the basis of internal reports that are regularly reviewed by the entity's chief operating decision maker in order to allocate resources to the segment and assess its performance.

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs (CONTINUED)

5.1 New FRSs not adopted (continued)

(a) FRS 8 *Operating Segment* and the consequential amendments resulting from FRS 8 are mandatory for annual financial periods beginning on or after 1 July 2009. (continued)

The Standard also requires the amount reported for each operating segment item to be the measure reported to the chief operating decision maker for the purposes of allocating resources to the segment and assessing its performance. Segment information for prior years that is reported as comparative information for the initial year of application would be restated to conform to the requirements of this Standard.

However, the Group is in the process of assessing the impact of impairment on cash-generating units based on the new definition of operating segments and would only be able to provide further information in the interim financial statements followed by the next annual consolidated financial statements.

(b) FRS 4 *Insurance Contracts* and the consequential amendments resulting from FRS 4 are mandatory for annual financial periods beginning on or after 1 January 2010. FRS 4 replaces the existing FRS 202_{2004} *General Insurance Business* and FRS 203_{2004} *Life Insurances Business.*

This Standard applies to all insurance contracts, including reinsurance contracts that an entity issues and to reinsurance contracts that it holds. This Standard prohibits provisions for potential claims under contracts that are not in existence at the reporting date, and requires a test for the adequacy of recognised insurance liabilities and an impairment test for reinsurance assets. This Standard also requires an insurer to keep insurance liabilities in its balance sheet until they are discharged or cancelled, or expire, and to present insurance liabilities without offsetting them against related reinsurance assets.

FRS 4 is not relevant to the Group's operations.

(c) FRS 7 *Financial Instruments: Disclosures* and the consequential amendments resulting from FRS 7 are mandatory for annual financial periods beginning on or after 1 January 2010. FRS 7 replaces the disclosure requirements of the existing FRS 132 *Financial Instruments: Disclosure and Presentation.*

The standard applies to all risks arising from a wide array of financial instruments and requires the disclosure of the significance of financial instruments for an entity's financial position and performance. By virtue of the exemption provided under paragraph 44AB of FRS 7, the impact of applying FRS 7 on the consolidated financial statements upon first adoption of the FRS as required by paragraph 30(b) of FRS 108 *Accounting Policies, Changes in Accounting Estimates and Errors* is not disclosed.

(d) FRS 123 *Borrowing Costs* and the consequential amendments resulting from FRS 123 are mandatory for annual periods beginning on or after 1 January 2010.

This Standard removes the option of immediately recognising as an expense borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset. However, capitalisation of borrowing costs is not required for assets measured at fair value, and inventories that are manufactured or produced in large quantities on a repetitive basis, even if they take a substantial period of time to get ready for use or sale.

The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this Standard.

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs (CONTINUED)

5.1 New FRSs not adopted (continued)

(e) FRS 139 *Financial Instruments: Recognition and Measurement* and the consequential amendments resulting from FRS 139 are mandatory for annual financial periods beginning on or after 1 January 2010.

This Standard establishes the principles for the recognition and measurement of financial assets and financial liabilities including circumstances under which hedge accounting is permitted. By virtue of the exemption provided under paragraph 103AB of FRS 139, the impact of applying FRS 139 on the consolidated financial statements upon first adoption of the FRS as required by paragraph 30(b) of FRS 108 *Accounting Policies, Changes in Accounting Estimates and Errors* is not disclosed.

(f) Amendments to FRS 2 *Share-based Payment: Vesting Conditions and Cancellations* are mandatory for annual financial periods beginning on or after 1 January 2010.

These amendments clarify that vesting conditions comprise service conditions and performance conditions only. Cancellations by parties other than the Group are accounted for in the same manner as cancellations by the Group itself and features of a share-based payment that are non-vesting conditions are included in the grant date fair value of the share-based payment.

FRS 2 is not relevant to the Group's operations.

(g) Amendments to FRS 1 *First-time Adoption of Financial Reporting Standards* and FRS 127 *Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate* is mandatory for annual periods beginning on or after 1 January 2010.

These amendments allow first-time adopters to use a deemed cost of either fair value or the carrying amount under previous accounting practice to measure the initial cost of investments in subsidiaries, jointly controlled entities and associates in the separate financial statements. The cost method of accounting for an investment has also been removed pursuant to these amendments.

The Group does not expect any material impact on the consolidated financial statements arising from the adoption of these amendments.

(h) IC Interpretation 9 *Reassessment of Embedded Derivatives* is mandatory for annual financial periods beginning on or after 1 January 2010.

This Interpretation prohibits the subsequent reassessment of embedded derivatives unless there is a change in the terms of the host contract that significantly modifies the cash flows that would otherwise be required by the host contract.

The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this Interpretation.

(i) IC Interpretation 10 *Interim Financial Reporting and Impairment* is mandatory for annual financial periods beginning on or after 1 January 2010.

This Interpretation prohibits the reversals of an impairment loss recognised in a previous interim period in respect of goodwill or an investment in either an equity instrument or a financial asset carried at cost.

The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this Interpretation.

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs (CONTINUED)

5.1 New FRSs not adopted (continued)

(j) IC Interpretation 11 *FRS 2 – Group and Treasury Share Transactions* is mandatory for annual periods beginning on or after 1 January 2010.

This Interpretation requires share-based payment transactions in which the Company receives services from employees as consideration for its own equity instruments to be accounted for as equity-settled, regardless of the manner of satisfying the obligations to the employees.

If the Company grants rights to its equity instruments to the employees of its subsidiaries, this Interpretation requires the Company to recognise the equity reserve for the obligation to deliver the equity instruments when needed whilst the subsidiaries shall recognise the remuneration expense for the services received from employees.

IC Interpretation 11 *FRS 2* is not relevant to the Group's operations.

(k) IC Interpretation 13 *Customer Loyalty Programmes* is mandatory for annual periods beginning on or after 1 January 2010.

This Interpretation requires the separation of award credits as a separately identifiable component of sales transactions involving the award of free or discounted goods or services in the future. The fair value of the consideration received or receivable from the initial sale shall be allocated between the award credits and the other components of the sale.

If the Group supplies the awards itself, the consideration allocated to the award credits shall only be recognised as revenue when the award credits are redeemed. If a third party supplies the awards, the Group shall assess whether it is acting as a principal or agent in the transaction.

If the Group is acting as the principal in the transaction, it shall measure its revenue as the gross consideration allocated to the award credits. If the Group is acting as an agent, it shall measure its revenue as the net amount retained on its own account, and recognise the net amount as revenue when the third party becomes obliged to supply the awards and entitled to receive the consideration for doing so.

IC Interpretation 13 is not relevant to the Group's operations.

(l) IC Interpretation 14 *FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction* is mandatory for annual periods beginning on or after 1 January 2010.

This Interpretation applies to all post-employment defined benefits and other long-term employee defined benefits. This Interpretation clarifies that an economic benefit is available if the Group can realise it at some point during the life of the plan or when the plan liabilities are settled, and that it does not depend on how the Group intends to use the surplus.

A right to refund is available to the Group in stipulated circumstances and the economic benefit available shall be measured as the amount of the surplus at the balance sheet date less any associated costs. If there are no minimum funding requirements, the economic benefit available shall be determined as a reduction in future contributions as the lower of the surplus in the plan and the present value of the future service cost to the Group. If there is a minimum funding requirement for contributions relating to the future accrual of benefits, the economic benefit available shall be determined as a reduction in future contributions at the present value of the estimated future service cost less the estimated minimum funding required in each financial year.

The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this Interpretation.

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs (CONTINUED)

5.1 New FRSs not adopted (continued)

(m) FRS 101 *Presentation of Financial Statements* is mandatory for annual periods beginning on or after 1 January 2010.

FRS 101 sets out the overall requirements for the presentation of financial statements, guidelines for their structure and minimum requirements for their content.

This Standard introduces the titles 'statement of financial position' and 'statement of cash flows' to replace the current titles 'balance sheet' and 'cash flow statement' respectively. A new statement known as the 'statement of comprehensive income' is also introduced in this Standard whereby all non-owner changes in equity are required to be presented in either one statement of comprehensive income or in two statements (i.e. a separate income statement and a statement of comprehensive income). Components of comprehensive income are not permitted to be presented in the statement of changes in equity.

This Standard also introduces a new requirement to present a statement of financial position as at the beginning of the earliest comparative period if there are applications of retrospective restatements that are defined in FRS 108, or when there are reclassifications of items in the financial statements.

Additionally, FRS 101 requires the disclosure of reclassification adjustments and income tax relating to each component of other comprehensive income, and the presentation of dividends recognised as distributions to owners together with the related amounts per share in the statement of changes in equity or in the notes to the financial statements.

This Standard introduces a new requirement to disclose information on the objectives, policies and processes for managing capital based on information provided internally to key management personnel as defined in FRS 124 *Related Party Disclosures*. Additional disclosures are also required for puttable financial instruments classified as equity instruments.

Apart from the new presentation and disclosure requirements described, the Group does not expect any other material impact on the consolidated financial statements arising from the adoption of this Standard.

(n) Amendments to FRS 139, FRS 7 and IC Interpretation 9 are mandatory for annual periods beginning on or after 1 January 2010.

These amendments permit reclassifications of non-derivative financial assets (other than those designated at fair value through profit or loss upon initial recognition) out of the fair value through profit or loss category in rare circumstances. Reclassifications from the available-for-sale category to the loans and receivables category are also permitted provided there is intention and ability to hold that financial asset for the foreseeable future. All of these reclassifications shall be subjected to subsequent reassessments of embedded derivatives.

These amendments also clarifies the designation of one-sided risk in eligible hedged items and streamlines the terms used throughout the Standards in accordance with the changes resulting from FRS 101.

By virtue of the exemptions provided under paragraphs 103AB of FRS 139 and 44AB of FRS 7, the impact of applying these amendments on the consolidated financial statements upon first adoption of the FRS 139 and FRS 7 respectively as required by paragraph 30(b) of FRS 108 are not disclosed. However, the Group does not expect any material impact on the consolidated financial statements arising from the adoption of these amendments.

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs (CONTINUED)

5.1 New FRSs not adopted (continued)

(o) Amendments to FRS 132 *Financial Instruments: Presentation* is mandatory for annual periods beginning on or after 1 January 2010.

These amendments requires certain puttable financial instruments, and financial instruments that impose an obligation to deliver to counterparties a pro rate share of the net assets of the entity only on liquidation to be classified as equity.

Puttable financial instruments are defined as financial instruments that give the holder the right to put the instrument back to the issuer for cash, or another financial asset, or are automatically put back to the issuer upon occurrence of an uncertain future event or the death or retirement of the instrument holder.

(p) *Improvements to FRSs (2009)* are mandatory for annual periods beginning on or after 1 January 2010.

Amendment to FRS 5 *Non-current Assets Held for Sale and Discontinued Operations* clarifies that the disclosure requirements of this FRS specifically apply to non-current assets (or disposal groups) classified as held for sale or discontinued operations.

FRS 5 is not relevant to the Group's operations.

Amendment to FRS 8 clarifies the consistency of disclosure requirement for information about profit or loss, assets and liabilities. The Group does not expect any impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 107 *Statement of Cash Flows* clarifies the classification of cash flows arising from operating activities and investing activities. Cash payments to manufacture or acquire assets held for rental to others and subsequently held for sale, and the related cash receipts, shall be classified as cash flows from operating activities. Expenditures that result in a recognised asset in the statement of financial position are eligible for classification as cash flows from investing activities. The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 108 clarifies that only Implementation Guidance issued by the MASB that are integral parts of FRSs is mandatory. The Group does not expect any impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 110 *Events after the Reporting Period* clarifies the rationale for not recognising dividends declared after the reporting date but before the financial statements are authorised for issue. The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 116 *Property, Plant and Equipment* removes the definition pertaining the applicability of this Standard to property that is being constructed or developed for future use as investment property but do not yet satisfy the definition of 'investment property' in FRS 140 *Investment Property*. This amendment also replaces the term 'net selling price' with 'fair value less costs to sell', and clarifies that proceeds arising from routine sale of items of property, plant and equipment shall be recognised as revenue in accordance with FRS 118 *Revenue* rather than FRS 5. The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs (CONTINUED)

5.1 New FRSs not adopted (continued)

(p) *Improvements to FRSs (2009)* are mandatory for annual periods beginning on or after 1 January 2010. (continued)

Amendment to FRS 117 removes the classification of leases of land and of buildings, and instead, requires assessment of classification based on the risks and rewards of the lease itself. The reassessment of land elements of unexpired leases shall be made prospectively in accordance with FRS 108. As at the reporting date, the Group has carrying amount of prepaid lease payments for land of RM12,614,000 (see Note 9 to the financial statements). The Group expects to reclassify the prepaid lease payments for land as land held in accordance with FRS 116 upon adoption of this amendment and shall present a statement of financial position as at the beginning of the earliest comparative period in accordance with FRS 101.

Amendment to FRS 118 clarifies reference made on the term 'transaction costs' to the definition in FRS 139. The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 119 *Employee Benefits* clarifies the definitions in the Standard by consistently applying settlement dates within twelve (12) months in the distinction between short-term employee benefits and other long-term employee benefits. This amendment also provides additional explanations on negative past service cost and curtailments. The Group does not expect any impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 120 *Accounting for Government Grants and Disclosure of Government Assistance* streamlines the terms used in the Standard in accordance with the new terms used in FRS 101.

FRS 120 is not relevant to the Group's operations.

Amendment to FRS 123 clarifies that interest expense calculated using the effective interest rate method described in FRS 139 qualifies for recognition as borrowing costs. The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 127 *Consolidated and Separate Financial Statements* clarifies that investments measured at cost shall be accounted for in accordance with FRS 5 when they are held for sale in accordance with FRS 5. The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 128 *Investments in Associates* clarifies that investments in associates held by venture capital organisations, or mutual funds, unit trusts and similar entities shall make disclosures on the nature and extent of any significant restrictions on the ability of associates to transfer funds to the investor in the form of cash dividends, or repayment of loans or advances. This amendment also clarifies that impairment loss recognised in accordance with FRS 136 *Impairment of Assets* shall not be allocated to any asset, including goodwill, that forms the carrying amount of the investment. Accordingly, any reversal of that impairment loss shall be recognised in accordance with FRS 136. The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 129 *Financial Reporting in Hyperinflationary Economies* streamlines the terms used in the Standard in accordance with the new terms used in FRS 101. This amendment also clarifies that assets and liabilities that are measured at fair value are exempted from the requirement to apply historical cost basis of accounting.

FRS 129 is not relevant to the Group's operations.

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs (CONTINUED)

5.1 New FRSs not adopted (continued)

(p) *Improvements to FRSs (2009)* are mandatory for annual periods beginning on or after 1 January 2010. (continued)

Amendment to FRS 131 *Interests in Joint Ventures* clarifies that venturers' interests in jointly controlled entities held by venture capital organisations, or mutual funds, unit trusts and similar entities shall make disclosures on related capital commitments. This amendment also clarifies that a listing and description of interests in significant joint ventures and the proportion of ownership interest held in jointly controlled entities shall be made.

FRS 131 is not relevant to the Group's operations.

Amendment to FRS 134 *Interim Financial Reporting* clarifies the need to present basic and diluted earnings per share for an interim period when the entity is within the scope of FRS 133 *Earnings Per Share.* The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 136 clarifies the determination of allocation of goodwill to each cash-generating unit whereby each unit shall not be larger than an operating segment as defined in FRS 8 before aggregation. This amendment also requires additional disclosures if the fair value less costs to sell is determined using discounted cash flow projections. Presently, the Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 138 *Intangible Assets* clarifies the examples provided in the Standard in measuring the fair value of an intangible asset acquired in a business combination. This amendment also removes the statement on the rarity of situations whereby the application of the amortisation method for intangible assets results in a lower amount of accumulated amortisation than under the straight-line method. The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

Amendment to FRS 140 clarifies that properties that are being constructed or developed for future use as investment property are within the definition of 'investment property'. This amendment further clarifies that if the fair value of such properties cannot be reliably determinable but it is expected that the fair value would be readily determinable when construction is complete, the properties shall be measured at cost until either its fair value becomes reliably determinable or construction is completed, whichever is earlier. The Group does not expect any material impact on the consolidated financial statements arising from the adoption of this amendment.

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

6.1 Critical judgements made in applying accounting policies

The following are judgements made by management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements.

(a) Classification between investment properties and property, plant and equipment

The Group has developed certain criteria based on FRS 140 *Investment Property* in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

6.1 Critical judgements made in applying accounting policies (continued)

(a) Classification between investment properties and property, plant and equipment (continued)

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so signigicant that a property does not qualify as investment property.

(b) Operating lease commitments - the Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out as operating leases.

(c) Contingent liabilities

The determination of treatment of contingent liabilities is based on management's view of the expected outcome of the contingencies for matters in the ordinary course of the business.

6.2 Key sources of estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Impairment of goodwill on consolidation

The Group determines whether goodwill on consolidation is impaired at least on an annual basis. This requires an estimation of the value-in-use of the subsidiaries to which goodwill is allocated. Estimating a value-in-use amount requires management to make an estimate of the expected future cash flows from the subsidiaries and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are disclosed in Note 8 to the financial statements.

(b) Useful lives of property, plant and equipment

The Group estimates the useful lives of property, plant and equipment at the time the assets are acquired based on historical experience, the expected usage, wear and tear of the assets, and technical obsolescence arising from changes in the market demands or service output of the assets. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to changes in factors mentioned above. Changes in these factors could impact the useful lives and the residual values of the assets, therefore future depreciation charges could be revised.

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

6.2 Key sources of estimation uncertainty (continued)

(c) Property development and construction

The Group recognises property development and construction revenue and expenses in the income statements by using the percentage of completion method. The stage of completion is determined by the proportion of property development/construction costs incurred for work performed to date bear to the estimated total property development/construction costs.

Significant judgements are required in determining the stage of completion, the extent of the property development/construction costs incurred, the estimated total property development and construction revenue and costs, as well as the recoverability of the development and construction projects and determination of liquidated and ascertained damages. In making the judgements, the Group evaluates based on past experience and by relying on the work of specialists.

(d) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses and unabsorbed capital allowances to the extent that it is probable that taxable profits will be available against which the losses and capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

(e) Allowance for doubtful debts

The Group makes allowance for doubtful debts based on an assessment of the recoverability of receivables. Allowances are applied to receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. Judgement is required to evaluate the adequacy of allowance for doubtful debts, including review of credit worthiness and the past collection history of each receivable. Where expectations differ from the original estimates, the differences will impact the carrying value of receivables.

(f) Allowance for diminution in value of investments

The Group makes allowance for diminution in value of investments based on an assessment of whether there is a decline in the value of such investments that is other than temporary. The assessment involves judgement and is made based on amongst others, historical performance of the investments and current market conditions that may have an impact on the market value of the investments.

(g) Write down for obsolete or slow moving inventories

The Group writes down its obsolete or slow moving inventories based on assessment of their estimated net selling price. Inventories are written down when events or changes in circumstances indicate that the carrying amounts may not be recoverable. The management specifically analyses sales trend and current economic trends when making a judgement to evaluate the adequacy of the write down for obsolete or slow moving inventories. Where expectations differ from the original estimates, the differences will impact the carrying amount of inventories.

(h) Amount due from subsidiaries

The Company assesses recoverability of amount due from subsidiaries on an annual basis. Allowances are applied to amount due where events or changes in circumstances indicate that the carrying amounts may not be recoverable.

7. PROPERTY, PLANT AND EQUIPMENT

Group	Balance as at 1.7.2008 RM'000	Additions RM'000	Disposals RM'000	Write off RM'000	Adjust-ments* RM'000	Deprecia-tion charge for the financial year RM'000	Reclassi-fications RM'000	Transfer to prepaid lease payments for land (Note 9) RM'000	Transfer to investment properties (Note 10) RM'000	Translation adjust-ments RM'000	Balance as at 30.6.2009 RM'000
Carrying amount											
Freehold hotel properties	141,231	12	-	(22)	(53)	(3,430)	-	-	-	(507)	137,231
Leasehold hotel properties	66,381	319	-	-	(824)	(1,555)	-	-	-	-	64,321
Freehold golf course	20,447	-	-	-	(84)	-	-	(5,031)	-	-	15,332
Freehold land	57,617	8	-	-	-	-	-	-	(9,723)	(526)	47,376
Buildings and improvements	35,497	2,113	-	(12)	-	(996)	4,677	-	-	107	41,386
Jetty and infrastructure	24,532	5	-	-	(11)	(590)	-	-	-	-	23,936
Plant, machinery and electrical installation	9,091	8,217	-	(1)	-	(1,783)	-	-	-	34	15,558
Motor vehicles and boats	3,206	165	-	-	-	(1,255)	(6)	-	-	3	2,113
Hotel furniture, fittings and equipment	23,412	1,804	-	(584)	-	(3,719)	(92)	-	-	(10)	20,811
Furniture, fittings and equipment	8,398	2,076	(347)	(14)	-	(2,012)	1,343	-	-	1	9,445
Computers	1,110	456	(2)	(2)	-	(440)	(3)	-	-	(2)	1,117
Construction-in-progress	11,388	13,750	-	(110)	-	-	(5,919)	-	(6,629)	-	12,480
	402,310	28,925	(349)	(745)	(972)	(15,780)	-	(5,031)	(16,352)	(900)	391,106

* *Adjustments due to over accrual for construction cost in prior year*

7. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	At 30.6.2009		
	Cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
Freehold hotel properties	147,240	(10,009)	137,231
Leasehold hotel properties	71,109	(6,788)	64,321
Freehold golf course	15,332	-	15,332
Freehold land	47,376	-	47,376
Buildings and improvements	48,624	(7,238)	41,386
Jetty and infrastructure	29,462	(5,526)	23,936
Plant, machinery and electrical installation	69,191	(53,633)	15,558
Motor vehicles and boats	9,160	(7,047)	2,113
Hotel furniture, fittings and equipment	63,385	(42,574)	20,811
Furniture, fittings and equipment	22,628	(13,183)	9,445
Computers	5,003	(3,886)	1,117
Construction-in-progress	12,480	-	12,480
	540,990	(149,884)	391,106

7. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group	Balance as at 1.7.2007 RM'000	Additions RM'000	Disposals RM'000	Disposal of sub-sidiaries (Note 36) RM'000	Write off RM'000	Depre-ciation charge for the financial year RM'000	Reclassi-fications RM'000	Transfer to prepaid lease payments for land (Note 9) RM'000	Transfer (to)/from invest-ment properties (Note 10) RM'000	Transfer from land held for property develop-ment (Note 14) RM'000	Transfer from/(to) property develop-ment costs (Note 17) RM'000	Balance as at 30.6.2008 RM'000
Carrying amount												
Freehold hotel properties	135,584	7,189	-	-	-	(3,318)	1,776	-	-	-	-	141,231
Leasehold hotel properties	66,921	1,057	-	-	-	(1,597)	-	-	-	-	-	66,381
Freehold golf course	20,447	-	-	-	-	-	-	-	-	-	-	20,447
Freehold land	50,074	8,779	-	-	-	-	-	-	(7,549)	4,557	1,756	57,617
Buildings and improvements	33,859	2,364	(3)	-	(163)	(946)	-	-	386	-	-	35,497
Jetty and infrastructure	25,120	-	-	-	-	(588)	-	-	-	-	-	24,532
Plant, machinery and electrical installation	10,978	2,445	(15)	-	(1)	(4,316)	-	-	-	-	-	9,091
Motor vehicles and boats	2,981	1,616	(97)	(3)	-	(1,291)	-	-	-	-	-	3,206
Hotel furniture, fittings and equipment	15,403	6,610	(27)	-	(174)	(4,576)	6,176	-	-	-	-	23,412
Furniture, fittings and equipment	7,698	2,273	(259)	(60)	(74)	(2,254)	1,110	-	-	-	(36)	8,398
Computers	1,036	508	(8)	(5)	(2)	(409)	(10)	-	-	-	-	1,110
Construction-in-progress	10,734	10,459	-	-	-	-	(9,052)	(1,898)	-	-	1,145	11,388
	380,835	43,300	(409)	(68)	(414)	(19,295)	-	(1,898)	(7,163)	4,557	2,865	402,310

7. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	At 30.6.2008		
	Cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
Freehold hotel properties	147,804	(6,573)	141,231
Leasehold hotel properties	71,612	(5,231)	66,381
Freehold golf course	20,447	-	20,447
Freehold land	57,617	-	57,617
Buildings and improvements	41,756	(6,259)	35,497
Jetty and infrastructure	29,468	(4,936)	24,532
Plant, machinery and electrical installation	61,594	(52,503)	9,091
Motor vehicles and boats	9,248	(6,042)	3,206
Hotel furniture, fittings and equipment	63,628	(40,216)	23,412
Furniture, fittings and equipment	20,508	(12,110)	8,398
Computers	4,751	(3,641)	1,110
Construction-in-progress	11,388	-	11,388
	539,821	(137,511)	402,310

Company	Balance as at 1.7.2008 RM'000	Additions RM'000	Disposals RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.6.2009 RM'000
Carrying amount					
Computers	54	140	-	(54)	140
Furniture, fittings and equipment	74	70	(13)	(15)	116
Motor vehicles	450	-	-	(139)	311
	578	210	(13)	(208)	567

	At 30.6.2009		
	Cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
Computers	458	(318)	140
Furniture, fittings and equipment	545	(429)	116
Motor vehicles	659	(348)	311
	1,662	(1,095)	567

7. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Company	Balance as at 1.7.2007 RM'000	Additions RM'000	Disposals RM'000	Write off RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.6.2008 RM'000
Carrying amount						
Computers	94	4	-	-	(44)	54
Furniture, fittings and equipment	71	16	-	(1)	(12)	74
Motor vehicles	107	464	(57)	-	(64)	450
	272	484	(57)	(1)	(120)	578

	At 30.6.2008		
	Cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
Computers	318	(264)	54
Furniture, fittings and equipment	499	(425)	74
Motor vehicles	659	(209)	450
	1,476	(898)	578

(a) Property, plant and equipment acquired under hire purchase

The net carrying amount of the Group's property, plant and equipment under hire purchase arrangements are as follows:

	Group	
	2009 RM'000	2008 RM'000
Motor vehicles	-	37

Details of the terms and conditions of the hire purchase arrangements are disclosed in Note 23 and 39 to the financial statements.

(b) Security

The freehold land and buildings of the Group with a carrying amount of RM11,410,000 (2008: RM33,640,000) have been charged to banks for credit facilities granted to the Group and the Company (Note 22).

The freehold land with buildings classified as hotel properties of the Group with a carrying amount of RM153,144,000 (2008: RM156,543,000) have been charged to banks for credit facilities granted to the Group and the Company (Note 22).

Other property, plant and equipment of the Group with a carrying amount of RM3,480,000 (2008: RM4,188,000) have been charged to banks for credit facilities granted to the Group (Note 22).

8. INTANGIBLE ASSETS

	Group	
	2009 RM'000	**2008 RM'000**
Carrying amount		
Goodwill		
Balance as at 1 July	6,615	6,615
Less: Impairment loss	(1,023)	-
Balance as at 30 June	5,592	6,615

Impairment testing for cash-generating units containing goodwill

For the purpose of impairing testing, goodwill is allocated to the Group's operating divisions which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes.

The aggregate carrying amounts of goodwill allocated to each unit are as follows:

	Group	
	2009 RM'000	**2008 RM'000**
Manufacturing and trading	3,207	4,230
Hotel and leisure	2,385	2,385
	5,592	6,615

Value in use was determined by discounting the future cash flows generated from the continuing use of the unit based on actual operating results and management's assessment of future trends in the respective industries derived from both external sources and internal sources (internal data).

An impairment loss on goodwill amounting to RM1,023,000 relating to a subsidiary, PJD Malta Sdn. Bhd., has been recognised during the financial year due to declining business as a result of transfer of its business operations to another subsidiary, PJDCP Malta Sdn. Bhd..

9. PREPAID LEASE PAYMENTS FOR LAND

Group	Balance as at 1.7.2008 RM'000	Transfer from property, plant and equipment (Note 7) RM'000	Amortisation charge for the financial year RM'000	Translation adjustments RM'000	Balance as at 30.6.2009 RM'000
Carrying amount					
Leasehold land	7,664	5,031	(178)	97	12,614

9. PREPAID LEASE PAYMENTS FOR LAND (CONTINUED)

	At 30.6.2009		
	Cost RM'000	Accumulated amortisation RM'000	Carrying amount RM'000
Leasehold land	13,714	(1,100)	12,614

Group	Balance as at 1.7.2007 RM'000	Transfer from property, plant and equipment (Note 7) RM'000	Amortisation charge for the financial year RM'000	Balance as at 30.6.2008 RM'000
Carrying amount				
Leasehold land	5,909	1,898	(143)	7,664

	At 30.6.2008		
	Cost RM'000	Accumulated amortisation RM'000	Carrying amount RM'000
Leasehold land	8,584	(920)	7,664

	Group	
	2009 RM'000	2008 RM'000
Analysed as:		
Long term leasehold land	10,725	5,829
Short term leasehold land	1,889	1,835
	12,614	7,664

The leasehold land of certain subsidiaries with carrying value of RM5,285,000 (2008: RM5,359,000) are pledged to licensed financial institutions to secure banking facilities granted to certain subsidiaries (Note 22).

10. INVESTMENT PROPERTIES

Group	Balance as at 1.7.2008 RM'000	Additions RM'000	Transfer from property, plant and equipment (Note 7) RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.6.2009 RM'000
Carrying amount					
Freehold land	6,244	-	9,723	-	15,967
Buildings	5,560	6,195	6,629	(222)	18,162
	11,804	6,195	16,352	(222)	34,129

10. INVESTMENT PROPERTIES (CONTINUED)

	At 30.6.2009 Cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
Freehold land	15,967	-	15,967
Buildings	18,997	(835)	18,162
	34,964	(835)	34,129
Fair Value			
At 30 June 2009			45,875

Group	Balance as at 1.7.2007 RM'000	Transfer from/(to) property, plant and equipment (Note 7) RM'000	Disposals RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.6.2008 RM'000
Carrying amount					
Freehold land	775	7,549	(2,080)	-	6,244
Buildings	6,077	(386)	-	(131)	5,560
	6,852	7,163	(2,080)	(131)	11,804

	At 30.6.2008 Cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
Freehold land	6,244	-	6,244
Buildings	6,173	(613)	5,560
	12,417	(613)	11,804
Fair Value			
At 30 June 2008			16,235

10. INVESTMENT PROPERTIES (CONTINUED)

Investment properties comprise a number of shop lots, condominium units and supermarket premises that are leased to third parties. Each of the leases contains an initial non-cancellable period of one year (Note 26) except for the 2 units of supermarket premises which contain an initial non-cancellable period of 6 years. Subsequent renewals are negotiated with the lessee. No contingent rents are charged.

The fair value of the investment properties were derived from published property market reports and Directors' assessment.

Investment properties of certain subsidiaries with a carrying value of RM27,244,000 (2008: RM7,615,000) are pledged to licensed financial institutions to secure banking facilities granted to the Company and certain subsidiaries (Note 22).

Direct operating expenses arising from investment properties during the financial year are as follow:

	Group	
	2009 RM'000	2008 RM'000
Generating rental income		
Building insurance	12	2
Service charges	42	39
Ouit rent and assessment	32	29
Other expenses	5	19
	91	89
Non-generating rental income		
Ouit rent and assessment	40	45
Security services	12	12
Other expenses	7	7
	59	64

11. INVESTMENTS IN SUBSIDIARIES

	Company	
	2009 RM'000	2008 RM'000
Unquoted equity shares, at cost	484,857	447,512
Less: Impairment losses (net of impairment written off of RM18,455,000 (2008: Nil) during internal restructuring exercise)	(5,200)	(23,655)
	479,657	423,857

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

During the financial year, the Group undertook an internal restructuring exercise to streamline the efficiency of the group corporate structure. The restructuring was completed on 1 November 2008.

The details of the subsidiaries are as follows:

Name of company	Country of incorporation	Equity interest 2009 %	Equity interest 2008 %	Principal activities
Bindev Sdn. Bhd. #	Malaysia	100	100	Property development
Bunga Development Sdn. Bhd. # and its subsidiary	Malaysia	100	100	Property development
Kulai Management Services Sdn. Bhd.	Malaysia	100	100	Provision of property management services
Eframe Sdn. Bhd.	Malaysia	100	100	Software consultancy, product development and maintenance
Eframe Solutions Sdn. Bhd.	Malaysia	100	100	Software consultancy, product development and maintenance
Harbour Place Management Services Sdn. Bhd. #	Malaysia	100	100	Provision of property management services
HTR Management Services Sdn. Bhd. #	Malaysia	100	100	Provision of property management services
Kota Mulia Sdn. Bhd. # and its subsidiaries	Malaysia	100	100	Property development and investment
Rose Villa Management Services Sdn. Bhd.	Malaysia	100	100	Provision of property management services
PTC Management Services Sdn. Bhd.	Malaysia	100	100	Provision of property management services
Olympic Cable Company Sdn. Bhd. and its subsidiaries	Malaysia	100	100	Manufacturing and sale of cables and wires
Olympic Cable (Singapore) Pte. Ltd.*	Singapore	100	100	Investment holding and trading of cable products
OVI Cables (Vietnam) Co., Ltd.*	Vietnam	100	100	Manufacturing and sale of cables and wires
Olympic Properties Sdn. Bhd.	Malaysia	100	100	Property investment
Pengerang Jaya Pte. Ltd.* and its subsidiaries	Singapore	100	100	Investment holding
Pengerang Jaya Investment Pte. Ltd.*	Singapore	100	100	Investment holding
P.J. (A) Pty. Limited	Australia	100	100	Investment holding and hotel business
PJ Equity Sdn. Bhd.	Malaysia	100	100	Investment holding
PJ Exim Sdn. Bhd.	Malaysia	100	100	Trading of cable products
PJD Construction Sdn. Bhd. and its subsidiaries	Malaysia	100	100	Construction
PJDC International Sdn. Bhd.	Malaysia	100	100	Investment holding

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of company	Country of incorporation	Equity interest 2009 %	2008 %	Principal activities
PJDCI Co., Ltd.*	Thailand	78.5	78.5	Investment holding
PJDC Co., Ltd.*	Thailand	88.5	88.5	Construction
PJD Eastern Land Sdn. Bhd. #	Malaysia	100	100	Property development and investment
PJD Hotels Sdn. Bhd. and its subsidiaries	Malaysia	100	100	Investment holding, hotel and restaurant business
Swiss-Garden Management Services Sdn. Bhd. ##	Malaysia	100	100	Hotel and restaurant business
MM Hotels Sdn. Bhd.	Malaysia	100	100	Hotel and restaurant business
Damai Laut Golf Resort Sdn. Bhd.##	Malaysia	99	99	Development and investment in resort property, hotel and restaurant business and operation of golf course
DLHA Management Services Sdn. Bhd.	Malaysia	99	99	Provision of property management sevices
PJD Land Sdn. Bhd.	Malaysia	100	100	Property development
PJD Malta Sdn. Bhd.	Malaysia	100	100	Trading of building materials
PJD Management Services Sdn. Bhd.	Malaysia	100	100	Provision of property management and facilities services
PJD-MM2H Sdn. Bhd. #	Malaysia	100	100	Licensed agent to handle applications for Malaysia My Second Home programme
PJD Properties Management Sdn. Bhd. #	Malaysia	100	100	Provision of project management services
PJD Realty Sdn. Bhd.	Malaysia	100	100	Investment holding
PJD Regency Sdn. Bhd. #	Malaysia	100	100	Property development
PJDCP Malta Sdn. Bhd. # and its subsidiaries	Malaysia	100	100	Manufacturing and sale of roofing tiles and concrete wall panels and trading of building materials
Acotec-Concrete Products Sdn. Bhd.	Malaysia	100	100	Property investment and rental services
PJD Concrete Land (JB) Sdn. Bhd.	Malaysia	100	100	Property investment
PJD Concrete Land (South) Sdn. Bhd.	Malaysia	100	100	Property investment
PKM Management Services Sdn. Bhd.	Malaysia	100	100	Provision of property management services
Pravest Sdn. Bhd. #	Malaysia	100	100	Property development

11. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of company	Country of incorporation	Equity interest 2009 %	Equity interest 2008 %	Principal activities
Putri Kulai Sdn. Bhd. #	Malaysia	100	100	Property investment
Sanubari Sejahtera Sdn. Bhd. #	Malaysia	100	100	Property development
Superville Sdn. Bhd. #	Malaysia	100	100	Property development
Swiss-Garden International Vacation Club Berhad	Malaysia	100	100	Operation and management of timeshare membership scheme
Swiss-Garden Hotel Management Sdn. Bhd. #	Malaysia	100	100	Hotel management and consultancy services
Swiss-Garden International Sdn. Bhd. # and its subsidiaries	Malaysia	100	100	Hotel management and consultancy services
Swiss-Garden International Limited	British Virgin Islands	100	100	Hotel management and consultancy services
Swiss-Garden International Hotels & Resorts (Australia) Pty. Ltd.**	Australia	100	100	Hotel management and consultancy services
Swiss-Garden International Limited**	United Kingdom	100	100	Dormant
Swiss-Garden Rewards Sdn. Bhd. # and its subsidiary	Malaysia	70	70	Marketing of timeshare memberships
Swiss-Garden Rewards (Singapore) Pte. Ltd.*	Singapore	70	70	Agent providing services to hotel companies
Wahyu Sdn. Bhd.	Malaysia	100	100	Dormant

* Audited by member firms of BDO International.

** Not required to be audited and was consolidated using management financial statements.

\# The status of these subsidiaries have been changed from indirect to direct due to Group internal restructuring exercise during the financial year.

\#\# The status of these subsidiaries have been changed from direct to indirect due to Group internal restructuring exercise during the financial year.

An impairment loss of RM2,000,000 relating to investment in a subsidiary, PJD Malta Sdn. Bhd., has been recognised in previous financial year due to declining business as a result of transfer of its business operations to another subsidiary, PJDCP Malta Sdn. Bhd..

12. INVESTMENTS IN ASSOCIATES

	Group 2009 RM'000	Group 2008 RM'000
Unquoted equity shares in Malaysia, at cost	2	2
Unquoted equity shares in overseas, at cost	23,919	23,919
	23,921	23,921
Share of post acquisition reserves, net of dividends received	20,694	79,310
	44,615	103,231

12. INVESTMENTS IN ASSOCIATES (CONTINUED)

The details of the associates are as follows:

Name of company	Country of incorporation	Group Equity interest 2009 %	Group Equity interest 2008 %	Principal activities
Sun-PJDC Sdn. Bhd. *	Malaysia	50.00	50.00	Securing and carrying out construction contracts
Equity & Property Investment Corporation Limited **	Australia	27.40	27.40	Property investment, property development and equity investment

* Equity accounted using management financial statements.
** Not audited by member firms of BDO International.

a) The summarised financial information of the associates are as follows:

	Group 2009 RM'000	Group 2008 RM'000
Assets and liabilities		
Non-current assets	28,394	30,250
Current assets	149,892	458,704
Total assets	178,286	488,954
Non-current liabilities	-	(198)
Current liabilities	15,476	(112,012)
Total liabilities	15,476	(112,210)

	Group 2009 RM'000	Group 2008 RM'000
Results		
Revenue	15,388	42,497
Profit for the financial year	7,321	241,559

12. INVESTMENTS IN ASSOCIATES (CONTINUED)

b) The Group does not recognise its further share of losses of the associate, Sun-PJDC Sdn. Bhd., during the current and previous financial year as the carrying amount of this investment has been reduced to nil. The unrecognised results are as follows:-

	Group	
	2009 RM'000	2008 RM'000
Loss for the year	2	2
Accumulated losses	8	6

13. OTHER INVESTMENTS

	Group	
	2009 RM'000	2008 RM'000
Non-current		
Unquoted shares in Malaysia, at cost	34	34
Quoted shares in Malaysia, at cost	61,843	61,843
Less: Allowance for diminution in value	(15,616)	(15,616)
	46,227	46,227
Quoted warrants in Malaysia, at cost	-	482
Less: Allowance for diminution in value	-	(257)
	-	225
	46,261	46,486
Market value:		
Quoted shares in Malaysia	42,769	46,227
Quoted warrants in Malaysia	-	225

No additional allowance for diminution in value is made during the financial year although the market value is lower than the carrying amount as at the end of financial year. This is due to the Directors are of the view that the decline in market value is temporary.

Certain quoted shares and warrants in Malaysia with a carrying value of RM44,248,000 (2008: RM43,553,000) have been pledged to licensed financial institutions as security for banking facilities granted to the Company (Note 22).

The quoted investments include investments in companies in which certain Directors and close members of their families have interests.

14. LAND HELD FOR PROPERTY DEVELOPMENT

	Note	Group 2009 RM'000	Group 2008 RM'000
Carrying amount			
Opening balance		117,748	79,895
Additions		27,345	22,942
Acquired in business combination	35	-	25,195
Transfer to property development costs	17	(4,439)	(5,727)
Transfer to property, plant and equipment	7	-	(4,557)
Closing balance		140,654	117,748
Representing:			
Land		124,962	103,812
Land development costs		15,692	13,936
		140,654	117,748

Included in the land held for property development are the following charges incurred during the financial year:

	Group 2009 RM'000	Group 2008 RM'000
Interest expense	1,167	-

Interest is capitalised in land held for property development at rates ranging from 4.8% to 6% (2008: Nil) per annum.

Certain land held for property development with a carrying value of RM46,179,000 (2008: RM28,798,000) have been pledged to licensed banks for banking facilities granted to certain subsidiaries (Note 22).

15. DEFERRED TAX

(a) The deferred tax assets and liabilities are made up of the following:

	Group 2009 RM'000	Group 2008 RM'000
Opening balance	8,412	2,700
Acquired in business combination	-	3,799
Recognised in income statement (Note 31)	5,021	1,913
Closing balance	13,433	8,412

15. DEFERRED TAX (CONTINUED)

(a) The deferred tax assets and liabilities are made up of the following: (continued)

	Group 2009 RM'000	Group 2008 RM'000
Presented after appropiate offsetting:		
Deferred tax assets, net	(3,394)	(3,752)
Deferred tax liabilities, net	16,827	12,164
	13,433	8,412

(b) The components and movements of deferred tax liabilities and assets during the financial year prior to offsetting are as follows:

Deferred tax liabilities of the Group

	Property development costs RM'000	Property, plant and equipment RM'000	Set off of tax RM'000	Fair value adjustments RM'000	Total RM'000
At 1 July 2007	(2,988)	(12,440)	8,366	-	(7,062)
Recognised in the income statement	1	(3,319)	1,928	87	(1,303)
Acquired in business combination	(3,799)	-	-	-	(3,799)
At 30 June 2008	(6,786)	(15,759)	10,294	87	(12,164)
Recognised in the income statement	(1)	(1,600)	(3,062)	-	(4,663)
At 30 June 2009	(6,787)	(17,359)	7,232	87	(16,827)

Deferred tax assets of the Group

	Allowances RM'000	Unused tax losses and unabsorbed capital allowances RM'000	Property, plant and equipment RM'000	Property development costs RM'000	Revaluation RM'000	Deductible temporary differences RM'000	Set off of tax RM'000	Total RM'000
At 1 July 2007	417	8,509	-	2,463	9	1,330	(8,366)	4,362
Recognised in the income statement	1,191	1,707	24	(265)	(9)	(1,330)	(1,928)	(610)
At 30 June 2008	1,608	10,216	24	2,198	-	-	(10,294)	3,752
Recognised in the income statement	(821)	(2,186)	(24)	(389)	-	-	3,062	(358)
At 30 June 2009	787	8,030	-	1,809	-	-	(7,232)	3,394

15. DEFERRED TAX (CONTINUED)

(c) The amount of temporary differences for which no deferred tax asset has been recognised in the balance sheet are as follows:

	Group 2009 RM'000	Group 2008 RM'000
Deductible temporary differences	13,357	12,980
Taxable temporary differences	(36,106)	(35,137)
Unused tax losses		
- No expiry date	27,489	29,166
- Expire by 30 June 2013	1,133	1,077
- Expire by 30 June 2014	1,840	-
Unabsorbed capital allowances	55,442	53,420
	63,155	61,506

Deferred tax assets of the subsidiaries have not been recognised in respect of these items as it is not probable that taxable profit of the subsidiaries will be available against which the deductible temporary differences can be utilised. The amount and the availability of these items to be carried forward up to the periods as disclosed above are subject to the agreement of the local tax authority.

16. TRADE AND OTHER RECEIVABLES

	Note	Group 2009 RM'000	Group 2008 RM'000	Company 2009 RM'000	Company 2008 RM'000
Non-current					
Trade					
Third parties	a,e	26,064	25,876	-	-
Retention sum - associate	d	2,452	3,797	-	-
- third parties	d	14,309	12,674	-	-
		42,825	42,347	-	-
Non-trade					
Subsidiaries	b	-	-	-	242,774
	g	42,825	42,347	-	242,774
Current					
Trade					
Third parties	a	148,925	157,158	-	-
Associate	a	-	17,459	-	-
Accrued billings		16,960	8,438	-	-
Amount due from customers for contract works	c	27,573	41,915	-	-
Retention sum - third parties	d	8,245	8,966	-	-
		201,703	233,936	-	-
Less: Allowance for doubtful debts - third parties	e	(7,468)	(6,647)	-	-
		194,235	227,289	-	-

16. TRADE AND OTHER RECEIVABLES (CONTINUED)

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Non-trade					
Associate		325	5	-	-
Subsidiaries	b	-	-	263,451	55
Other receivables	f	23,881	26,887	277	304
Deposits	f	4,472	9,190	127	25
Prepayments		2,012	2,168	119	157
		30,690	38,250	263,974	541
Less: Allowance for doubtful debts – other receivables		(1,372)	(198)	-	-
		29,318	38,052	263,974	541
	g	223,553	265,341	263,974	541

(a) Trade receivables are non-interest bearing and the normal credit terms granted by the Group range from 30 to 90 days (2008: 30 to 90 days).

Trade receivables of the Group include timeshare membership fees amounting RM51,810,000 (2008: RM43,541,000) receivable from customers via monthly instalments ranging from 12 to 60 months.

Included in trade receivables of the Group are amount owing by companies in which certain Directors have interest totaling RM3,864,000 (2008: RM5,199,000).

(b) Amount owing by subsidiaries is in respect of advances and payments made on behalf, which are unsecured, repayable on demand and interest-free, except for RM262,426,000 (2008: RM223,939,000) which is subject to interest at 0.84% (2008: 1.16%) per annum.

In the previous financial year, the non-current amount due was not receivable within the next twelve months except in so far as such repayment would not adversely affect the ability of the subsidiaries to meet their liabilities when due.

16. TRADE AND OTHER RECEIVABLES (CONTINUED)

(c) Amount due from customers for contract works are as follows:

	Note	Group 2009 RM'000	Group 2008 RM'000
Aggregate costs incurred to date		1,044,777	1,101,202
Add: Attributable profits		29,715	67,385
		1,074,492	1,168,587
Less: Progress billings		(1,090,924)	(1,159,750)
		(16,432)	8,837
Amount due to customers for contract works	25	44,005	33,078
		27,573	41,915

(d) The retention sums are unsecured, interest-free and are expected to be collected as follows:

	Group 2009 RM'000	Group 2008 RM'000
Within 1 year	8,245	8,966
1 – 2 years	13,753	5,694
2 – 3 years	3,008	10,777
	25,006	25,437

(e) Third party trade receivables of RM130,000 (2008: RM2,086,000) has been written off against allowance for doubtful debts.

(f) Included in other receivables of the Group are advances to and payments made on behalf of subcontractors amounting to RM4,161,000 (2008: RM6,506,000), which are unsecured, interest-free and repayable on demand.

(g) The currency exposure profile of receivables are as follows:

	Group 2009 RM'000	Group 2008 RM'000	Company 2009 RM'000	Company 2008 RM'000
Ringgit Malaysia	241,899	277,017	263,974	243,315
Thai Baht	20,956	25,004	-	-
Australian Dollar	386	2,086	-	-
Singapore Dollar	1,201	160	-	-
US Dollar	1,141	2,771	-	-
Vietnam Dong	783	609	-	-
Euro	11	41	-	-
Sterling Pound	1	-	-	-
	266,378	307,688	263,974	243,315

17. PROPERTY DEVELOPMENT COSTS

	Note	Group 2009 RM'000	Group 2008 RM'000
Opening balance			
Land		164,402	180,989
Development costs		389,472	456,096
Accumulated costs charged to the income statement		(264,202)	(375,919)
		289,672	261,166
Transfer from land held for property development	14	4,439	5,727
Transfer to property, plant and equipment	7	-	(2,865)
Transfer to completed properties held for sale		(17,683)	(9,747)
Acquisition of land		30	11,855
Development costs incurred during the year		232,668	158,011
Cost charged to income statement for the year		(177,824)	(134,475)
Completed developments			
- Reversal of development costs		(261,688)	(246,192)
- Reversal of costs charged to income statement		261,688	246,192
		41,630	28,506
Closing balance		331,302	289,672
Represented by:			
Land		138,053	164,402
Development costs		373,588	389,472
Accumulated costs charged to the income statement		(180,339)	(264,202)
		331,302	289,672

Included in the property development costs are the following charges incurred during the financial year:

	Group 2009 RM'000	Group 2008 RM'000
Interest expense	9,658	5,527

Interest is capitalised in property development costs at rates ranging from 0.84% to 8.25% (2008: 1.16% to 8.25%) per annum.

The portion of property development costs in respect of which significant development work has been undertaken and which is expected to be completed within the normal operating cycle is considered as a current asset.

Certain land under development with a carrying value of RM254,970,000 (2008: RM225,110,000) have been pledged to licensed banks for banking facilities granted to certain subsidiaries (Note 22).

18. INVENTORIES

	Group	
	2009 RM'000	**2008 RM'000**
At cost		
Completed properties held for sale	23,931	11,980
Raw materials	3,782	4,806
Consumables	1,699	1,938
Work-in-progress	2,032	2,817
Finished goods	4,505	9,653
	35,949	31,194
At net realisable value		
Raw materials	473	861
Work-in-progress	54	-
Finished goods	1,582	2,058
	2,109	2,919
	38,058	34,113

During the financial year, inventories of the Group recognised as cost of sales amounted to RM112,700,000 (2008: RM154,425,000) while the write down of inventories to their net realisable value amounted to RM3,934,000 (2008: RM3,984,000). The write down is included in cost of sales.

19. CASH AND CASH EQUIVALENTS

		Group		Company	
	Note	**2009 RM'000**	**2008 RM'000**	**2009 RM'000**	**2008 RM'000**
Cash and bank balances	a	45,956	42,990	1,387	6,215
Deposits with licensed banks	b	39,115	13,831	-	-
Per balance sheets	c	85,071	56,821	1,387	6,215
Bank overdrafts included in borrowings	22	(9,947)	(33,923)	-	(226)
Deposits pledged as securities	b	(11,864)	(11,176)	-	-
Per cash flow statements		63,260	11,722	1,387	5,989

(a) Included in the Group's cash and bank balances is an amount of RM16,709,000 (2008: RM26,506,000) held under Housing Development Account maintained pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966. The utilisation of these balances are restricted, before completion of the housing development and fulfilling all relevant obligations to the purchasers, the cash could only be withdrawn from such account for the purpose of completing the particular projects concerned.

(b) Included in deposits placed with licensed banks is an amount of RM11,864,000 (2008: RM11,176,000) pledged for bank guarantee facilities granted to certain subsidiaries.

19. CASH AND CASH EQUIVALENTS (CONTINUED)

(c) The currency exposure profile of cash and bank balances and deposits with licensed banks are as follows:

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Ringgit Malaysia	45,708	43,679	1,387	6,215
Thai Baht	12,338	11,427	-	-
Vietnam Dong	177	1,564	-	-
Australian Dollar	26,454	103	-	-
Singapore Dollar	75	48	-	-
US Dollar	319	-	-	-
	85,071	56,821	1,387	6,215

(d) Information on the financial risks of cash and bank balances and deposits with licensed banks are disclosed in Note 39 to the financial statements.

20. SHARE CAPITAL AND TREASURY SHARES

	Group and Company			
	2009		2008	
	RM'000	Number of shares '000	RM'000	Number of shares '000
Ordinary shares of RM1.00 each:				
Authorised	1,000,000	1,000,000	1,000,000	1,000,000
Issued and fully paid	456,132	456,132	456,132	456,132

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company and are entitled to one vote per share at meetings of the Company. All ordinary shares rank pari passu with regard to the Company's residual assets.

(a) Treasury shares

The shareholders of the Company, by an ordinary resolution passed in the annual general meeting held on 23 November 2005, approved the Company's proposal to repurchase up to 10% of its own shares ("Share Buy Back"). The authority granted by the shareholders was subsequently renewed during each subsequent annual general meeting. The Directors of the Company are committed to enhance the value of the Company to its shareholders and believe that the Share Buy Back is the best interest of the Company and its shareholders.

During the financial year, the Company repurchased 275,000 ordinary shares of its issued share capital from the open market. The average price paid for the shares repurchased was RM0.59 per share. The repurchase transactions were financed by internally generated funds and the shares repurchased were retained as treasury shares.

20. SHARE CAPITAL AND TREASURY SHARES (CONTINUED)

(a) Treasury shares (continuted)

Details of the repurchase of shares were as follows:

2009	Average purchase price RM	Highest purchase price RM	Lowest purchase price RM	Number of shares purchased	Total consideration RM
July 2008	0.59	0.61	0.56	275,000	161,809

2008	Purchase price RM	Number of shares purchased	Total consideration RM
June 2007	0.64	100,000	64,377

Of the total 456,132,000 (2008: 456,132,000) issued and fully paid ordinary shares of RM1.00 each as at 30 June 2009, there are 475,000 (2008: 200,000) ordinary shares of RM1.00 each with a cumulative total consideration amounting to RM266,000 (2008: RM104,000) held as treasury shares by the Company. The number of outstanding shares in issue after the share buy-back is 455,657,000 (2008: 455,932,000) ordinary shares of RM1.00 each as at 30 June 2009.

(b) Warrants

Warrants B

Pursuant to the Rights Issue which was completed on 31 October 2000, the Company issued 171,049,587 new ordinary shares of RM1.00 each at par together with 114,032,898 detachable warrants ("Rights Warrants") at no cost on the basis of three (3) Rights Shares together with two (2) Rights Warrants attached thereto for every five (5) existing ordinary shares of RM1.00 each held.

The exercise price of each Rights Warrant shall be RM1.10 per ordinary share for the first five (5) years of the exercise period and RM1.20 thereafter for the subsequent five (5) years or such adjusted price as may for the time being be applicable subject to the Deed Poll dated 14 August 2000. The exercise period shall commence from the date of issue of the Rights Warrants and will expire on 29 October 2010 at 5.00 p.m..

As at 30 June 2009, 114,032,898 Warrants B have yet to be converted to ordinary shares.

21. RESERVES

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Non-distributable:					
Share premium	a	39,773	39,773	39,773	39,773
Exchange translation reserve	b	(6,211)	4,730	-	-
		33,562	44,503	39,773	39,773
Distributable:					
Retained earnings	c	297,837	292,301	47,699	52,529
		331,399	336,804	87,472	92,302

21. RESERVES (CONTINUED)

(a) Share premium

The share premium is arrived at after accounting for the premium received less expenses over the nominal value of shares issued to the public, less the subsequent capitalisation for bonus issue of the Company.

(b) Exchange translation reserve

The exchange translation reserve is used to record foreign currency exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency. It is also used to record the exchange differences arising from monetary items which form part of the Group's net investment in foreign operations, where the monetary item is denominated in either the functional currency of the reporting entity or the foreign operation.

(c) Retained earnings

Effective 1 January 2008, the Company is given the option to make an irrevocable election to move to a single tier system or continue to use its tax credit under Section 108 of the Income Tax Act 1967 for the purpose of dividend distribution until the tax credit is fully utilised or latest by 31 December 2013.

The Company has decided not to make this election. However, there will not be any additional tax liability resulting from franking the payment of dividends out of the Company's retained earnings as at balance sheet date.

22. BORROWINGS

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Non-current liabilities					
Secured term loans		171,370	117,681	12,005	16,149
Unsecured term loans		5,781	2,884	-	-
		177,151	120,565	12,005	16,149
Current liabilities					
Secured term loans		17,386	16,733	4,077	3,539
Unsecured term loans		1,697	11,263	-	-
Secured bank overdrafts	19	4,140	9,827	-	226
Unsecured bank overdrafts	19	5,807	24,096	-	-
Secured bankers' acceptances		4,934	4,655	-	-
Unsecured bankers' acceptances		34,404	32,767	-	-
Secured revolving credits		91,000	96,000	48,000	53,000
Unsecured revolving credits		16,000	12,500	-	-
Hire-purchase creditors	23	-	10	-	-
		175,368	207,851	52,077	56,765
		352,519	328,416	64,082	72,914

22. BORROWINGS (CONTINUED)

	Note	Group 2009 RM'000	Group 2008 RM'000	Company 2009 RM'000	Company 2008 RM'000
Total borrowings					
Secured term loans		188,756	134,414	16,082	19,688
Unsecured term loans		7,478	14,147	-	-
Secured bank overdrafts	19	4,140	9,827	-	226
Unsecured bank overdrafts	19	5,807	24,096	-	-
Secured bankers' acceptances		4,934	4,655	-	-
Unsecured bankers' acceptances		34,404	32,767	-	-
Secured revolving credits		91,000	96,000	48,000	53,000
Unsecured revolving credits		16,000	12,500	-	-
Hire-purchase creditors	23	-	10	-	-
		352,519	328,416	64,082	72,914

(a) The borrowings are repayable over the following periods:

	Year of maturity	Carrying amount RM'000	Within 1 year RM'000	1 – 2 years RM'000	2 – 5 years RM'000	Over 5 years RM'000
Group						
2009						
Secured term loans	2023	188,756	17,386	70,386	84,165	16,819
Unsecured term loans	2014	7,478	1,697	2,320	3,461	-
Secured bank overdrafts	2010	4,140	4,140	-	-	-
Unsecured bank overdrafts	2010	5,807	5,807	-	-	-
Secured bankers' acceptances	2010	4,934	4,934	-	-	-
Unsecured bankers' acceptances	2010	34,404	34,404	-	-	-
Secured revolving credits	2010	91,000	91,000	-	-	-
Unsecured revolving credits	2010	16,000	16,000	-	-	-
		352,519	175,368	72,706	87,626	16,819
2008						
Secured term loans	2017	134,414	16,733	20,869	78,911	17,901
Unsecured term loans	2013	14,147	11,263	758	2,126	-
Secured bank overdrafts	2009	9,827	9,827	-	-	-
Unsecured bank overdrafts	2009	24,096	24,096	-	-	-
Secured bankers' acceptances	2009	4,655	4,655	-	-	-
Unsecured bankers' acceptances	2009	32,767	32,767	-	-	-
Secured revolving credits	2009	96,000	96,000	-	-	-
Unsecured revolving credits	2009	12,500	12,500	-	-	-
Hire-purchase creditors	2009	10	10	-	-	-
		328,416	207,851	21,627	81,037	17,901

22. BORROWINGS (CONTINUED)

(a) The borrowings are repayable over the following periods: (continued)

	Year of maturity	Carrying amount RM'000	Within 1 year RM'000	1 – 2 years RM'000	2 – 5 years RM'000	Over 5 years RM'000
Company						
2009						
Secured term loans	2014	16,082	4,077	4,260	7,745	-
Secured revolving credits	2010	48,000	48,000	-	-	-
		64,082	52,077	4,260	7,745	-
2008						
Secured term loans	2014	19,688	3,539	3,930	11,542	677
Secured revolving credits	2009	53,000	53,000	-	-	-
Unsecured bank overdrafts	2009	226	226	-	-	-
		72,914	56,765	3,930	11,542	677

(b) The currency exposure profiles of borrowings are as follows:

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Ringgit Malaysia	349,441	314,269	64,082	72,914
US Dollar	3,078	14,147	-	-
	352,519	328,416	64,082	72,914

(c) The borrowings of the Company are secured by way of charges over certain subsidiaries' hotel properties and freehold land and buildings (Note 7), investment properties (Note 10) and quoted investments (Note 13).

The borrowings of subsidiaries are secured by way of charges over certain subsidiaries' freehold land and buildings, hotel properties and other property, plant and equipment (Note 7), prepaid lease payments for land (Note 9), land held for property development (Note 14), property development costs (Note 17), investment properties (Note 10). The borrowings are also guaranteed by the Company.

(d) In connection with the term loan agreements, the Company and certain subsidiaries have agreed to certain significant covenants, subject to the consent of the lenders, which include the following:

(i) not to amend the Memorandum and Articles of Association in a manner inconsistent with the provisions of the lenders' Letters of Offer;

(ii) not to sell, lease or transfer all or any substantial part of its assets;

(iii) not to allow any change in its existing shareholders or their shareholdings and/or undertake a scheme or merger or amalgamation;

(iv) not to decrease the authorised or issued share capital; and

22. BORROWINGS (CONTINUED)

(d) In connection with the term loan agreements, the Company and certain subsidiaries have agreed to certain significant covenants, subject to the consent of the lenders, which include the following: (continued)

(v) not to enter into any partnership, profit-sharing or royalty agreements whereby income or profits may be shared with other persons;

(e) Information on financial risks of borrowings are disclosed in Note 39 to the financial statements.

23. HIRE-PURCHASE LIABILITIES

	Note	Group 2009 RM'000	Group 2008 RM'000
Minimum hire-purchase payments:			
- not later than one year		-	11
- later than one year and not later than five years		-	-
Total minimum hire-purchase payments		-	11
Less: Future interest charges		-	(1)
Present value of hire-purchase liabilities		-	10
Repayable as follows:			
Current liabilities:			
- not later than one year	22	-	10
		-	10

Information on financial risks of hire purchase creditors is disclosed in Note 40 to the financial statements.

24. DEFERRED INCOME

	Note	Group 2009 RM'000	Group 2008 RM'000
Non-current			
Membership fees		38,292	34,955
Current			
Membership fees		2,588	2,261
Maintenance fees		22	-
		2,610	2,261

Deferred income mainly represent membership fees received and receivable from members which are recognised based on the benefit to be enjoyed over the membership period.

25. TRADE AND OTHER PAYABLES

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Non-current					
Trade					
Retention sum - third parties	c	4,797	4,413	-	-
Non-trade					
Subsidiaries	a	-	-	-	41,296
	e	4,797	4,413	-	41,296
Current					
Trade					
Third parties	b	74,753	100,872	-	-
Progress billings in respect of property development		6,236	7,836	-	-
Amount due to customers for contract works	16(c)	44,005	33,078		
Retention sum – third parties	c	25,041	20,603	-	-
		150,035	162,389	-	-
Non-trade					
Subsidiaries	a	-	-	139,619	14,078
Other payables	d	24,770	27,921	967	87
Accruals		22,924	22,057	483	366
		47,694	49,978	141,069	14,531
	e	197,729	212,367	141,069	14,531

(a) Amount owing to subsidiaries is in respect of advances and payments made on behalf by the subsidiaries, which are unsecured, repayable on demand and interest-free, except for RM36,361,000 (2008: RM15,633,000), which is subject to interest rate ranging from 3.97% to 8.25% (2008 : 5.00% to 7.75%) per annum.

In the previous financial year, the non-current amount due was not payable within the next twelve months except in so far as such repayment would not adversely affect the ability of the Company to meet its liabilities when due.

(b) Trade payables are non-interest bearing and the normal trade credit terms granted to the Group range from 30 to 90 days (2008: 30 to 90 days).

25. TRADE AND OTHER PAYABLES (CONTINUED)

(c) The retention sums are unsecured, interest-free and are expected to be payable as follows:

	Group	
	2009 RM'000	**2008 RM'000**
Within 1 year	25,041	20,603
1 – 2 years	2,461	3,939
2 – 3 years	2,203	168
3 – 4 years	133	306
	29,838	25,016

(d) Other payables include enrolment fees payable to Interval International Inc. of RM621,000 (2008: RM344,000) and Resort Condominiums International LCC of RM3,975,000 (2008: RM3,975,000) to activate the exchange facility granted to timeshare members which allows them to exchange their holiday accommodation through the exchange network.

(e) The currency exposure profile of payables are as follows:

	Group		Company	
	2009 RM'000	**2008 RM'000**	**2009 RM'000**	**2008 RM'000**
Ringgit Malaysia	181,907	196,013	141,069	55,827
Thai Baht	19,599	20,213	-	-
Australian Dollar	166	220	-	-
Singapore Dollar	123	57	-	-
Swedish Krona	-	35	-	-
US Dollar	308	218	-	-
Vietnam Dong	410	11	-	-
Euro	13	13	-	-
	202,526	216,780	141,069	55,827

26. COMMITMENTS

(a) Operating leases commitments

(i) The Group as lessee

The Group had entered into non-cancellable operating lease arrangements for office lots under operating leases for a term of one to three years, with an option to renew the leases. None of the leases include contingent rentals. The Group and the Company have aggregate future minimum lease commitments as at the balance sheet date as follows:

	Group		Company	
	2009 RM'000	**2008 RM'000**	**2009 RM'000**	**2008 RM'000**
Less than one year	1,293	1,555	4	15
Between one and five years	155	1,039	5	7
	1,448	2,594	9	22

(ii) The Group as lessor

The Group had entered into non-cancellable lease arrangements on certain investment properties. The Group has future minimum lease receivables aggregate as at balance sheet date as follows:

	Group	
	2009 RM'000	**2008 RM'000**
Less than one year	2,162	1,100
Between one and five years	5,250	5,253
Later than five years	39,175	40,132
	46,587	46,485

(b) Capital and other commitments

	Group	
	2009 RM'000	**2008 RM'000**
Contracted but not provided for and payable		
- Property, plant and equipment	3,408	13,855
- Land held for development	-	21,868
	3,408	35,723

27. CONTINGENCIES

The Directors are of the opinion that provisions are not required in respect of these matters, as it is not probable that a future sacrifice of economic benefits will be required or the amount is not capable of reliable measurement.

	Company	
	2009 RM'000	2008 RM'000
Guarantees		
Corporate guarantees given to financial institutions relating to borrowings of subsidiaries	571,281	514,311
Corporate guarantees given to third parties relating to credit facilities granted to subsidiaries	36,040	28,040
	607,321	542,351

Contingent liabilities not considered remote

Litigation (unsecured)

Swiss-Garden International Vacation Club Berhad ("SGIVCB"), a wholly owned subsidiary of the Company has initiated a civil suit against Swiss Marketing Corporation Sdn. Bhd. ("the external agent").

The civil suit taken by SGIVCB against the external agent was in respect of the wrongful repudiation of the Marketing Agreement entered into by the parties on 2 July 2001, resulting in SGIVCB suffered a loss and damage inter-alia amounting to a total of RM5,280,000. In this civil suit, the external agent has filed a counter claim against SGIVCB.

The counter claim by the external agent against SGIVCB was dismissed with cost by the judge on 9 March 2007.

Both parties attended the Case Management on 16 June 2009, which the Court has fixed the matter for trial on 2 November 2009, 3 November 2009, 19 November 2009 and 20 November 2009.

28. REVENUE

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Sale of goods	156,003	214,562	-	-
Property development revenue	213,402	184,388	-	-
Services rendered	91,615	93,215	3,300	3,300
Contract revenue	165,077	182,256	-	-
Dividend income				
- subsidiaries	-	-	21,391	30,473
- other investments	2,388	5,608	-	-
	628,485	680,029	24,691	33,773

29. COST OF SALES AND SERVICES

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Inventories sold	117,680	160,335	-	-
Property development costs	169,463	135,181	-	-
Services rendered	37,451	37,947	6,954	6,756
Contract works	160,594	169,093	-	-
	485,188	502,556	6,954	6,756

30. PROFIT BEFORE TAX

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Profit before tax is arrived at after charging:					
Allowance for doubtful debts		2,150	3,943	-	-
Allowance for diminution in value of other investments		-	6,956	-	-
Amortisation of prepaid lease payments for land	9	178	143	-	-
Auditors' remuneration:					
- statutory audit					
- current year		368	347	34	37
- (over)/under provision in prior years		(20)	6	(2)	2
- other services		12	22	9	9
Bad debts written off		2	114	-	-
Compensation to purchaser		149	455	-	-
Depreciation on:					
- investment properties	10	222	131	-	-
- property, plant and equipment	7	15,780	19,295	208	120
Direct operating expenses of investment properties:					
- generated rental income		91	89	-	-
- did not generate rental income		59	64	-	-
Directors' remuneration					
- salaries and other emoluments					
- fees		4,958	6,029	3,238	3,365
- current year		93	76	93	76
- over provision in prior year		-	(12)	-	(12)
Impairment loss on goodwill					
- goodwill on consolidation		1,023	-	-	-
- investments in subsidiaries		-	-	-	2,000

30. PROFIT BEFORE TAX (CONTINUED)

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Profit before tax is arrived at after charging (continued):					
Interest expense on:					
- bank overdrafts		1,761	2,057	252	630
- bankers' acceptances		1,554	1,573	-	-
- hire purchase creditors		1	2	-	-
- promissory notes		-	47	-	-
- revolving credits		3,622	4,430	2,759	3,704
- term loans		1,758	2,684	1,231	2,028
- trust receipts		-	21	-	-
- subsidiaries		-	-	1,213	918
- other interest		11	-	-	-
Inventories write down	18	3,934	3,984	-	-
Inventories written off		2	75	-	-
Liquidated and ascertained damages expenses		31	-	-	-
Loss on disposal of property, plant and equipment		33	-	3	-
Other investment written off		225	-	-	-
Property, plant and equipment written off	7	745	414	-	1
Rental expense on land and buildings		2,064	2,076	16	15
Rental of equipment		429	493	-	2
Replacement cost for operating equipment		675	1,030	-	-
Research and development expensed as incurred		3,753	5,038	-	-
Realised loss on foreign exchange		1,344	49	-	-
Unrealised loss on foreign exchange		123	-	-	-
And crediting:					
Allowance for doubtful debts no longer required		25	96	-	-
Allowance for likely withdrawal no longer required		-	75	-	-
Bad debt recovered		-	11	-	-
Gross dividends received from:					
- shares quoted in Malaysia		2,210	5,519	-	-
- subsidiaries		-	-	21,391	30,473
- unquoted shares		177	89	-	-

30. PROFIT BEFORE TAX (CONTINUED)

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
And crediting (continued):					
Gain on disposal of:					
- investment properties		-	161	-	-
- other investments		-	221	-	-
- property, plant and equipment		220	250	-	-
- subsidiaries	36	-	33	-	-
Interest income received from:					
- fixed deposits		2,788	743	-	-
- housing development account		435	435	-	-
- subsidiaries		-	-	2,098	2,882
- others		494	242	3	-
Realised gain on foreign exchange		67	-	-	-
Rental income from land and buildings		3,911	3,642	-	-

The estimated monetary value of the benefits-in-kind received by the Directors otherwise than in cash from the Group and the Company amounted to RM88,000 and RM31,000 (2008: RM49,000 and RM21,000) respectively.

31. TAX EXPENSE

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Current tax expense based on profit for the financial year:				
Malaysian income tax	9,113	19,095	567	1,708
	9,113	19,095	567	1,708
Under/(Over) provision in prior years:				
Malaysian income tax	613	(199)	32	45
	9,726	18,896	599	1,753
Deferred tax (Note 15):				
Relating to origination and reversal of temporary differences	3,588	512	-	-
Under provision in prior years	1,433	1,401	-	-
	5,021	1,913	-	-
	14,747	20,809	599	1,753

The Malaysian income tax is calculated at the statutory tax rate of 25% (2008: 26%) of the estimated taxable profits for the fiscal year. The Malaysian statutory tax rate has been reduced to 25% from the previous year's rate of 26% for the fiscal year of assessment 2008.

Tax expense for other taxation authorities are calculated at the rates prevailing in those respective jurisdictions.

31. TAX EXPENSE (CONTINUED)

The numerical reconciliation between the applicable tax expense and the effective tax expense of the Group and of the Company are as follows:

	Group		Company	
	2009 RM'000	**2008 RM'000**	**2009 RM'000**	**2008 RM'000**
Tax at Malaysian statutory tax rate of 25% (2008: 26%)	9,358	31,867	3,214	5,009
Tax effect in respect of:				
Non-allowable expenses	5,178	6,046	433	1,676
Non-taxable income	(486)	(1,716)	(3,080)	(4,994)
Utilisation of previously unrecognised deferred tax assets	(400)	(1,731)	-	-
Deferred tax assets not recognised during the year	813	549	-	-
Tax incentives and allowances	(788)	(423)	-	-
Reduction in deferred taxes resulting from reduction in tax rate	-	636	-	(1)
Share of post tax results of associates	(596)	(14,826)	-	-
Effect of different tax rate for chargeable income up to RM500,000 (2008: RM500,000)	-	(239)	-	-
Effect of different tax rate in foreign jurisdiction	49	(581)	-	-
Others	(427)	25	-	18
	12,701	19,607	567	1,708
Under/(Over) provision of income tax expense in prior years	613	(199)	32	45
Under provision of deferred tax in prior years	1,433	1,401	-	-
	14,747	20,809	599	1,753

Tax savings of the Group are as follows:

	Group	
	2009 RM'000	**2008 RM'000**
Arising from utilisation of previously unrecognised capital allowances	16	804
Arising from utilisation of previously unrecognised tax losses	384	927

32. EARNINGS PER ORDINARY SHARE

(a) Basic

Basic earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year, after taking into consideration of treasury shares held by the Company.

	Group	
	2009	**2008**
Profit attributable to equity holders of the Company (RM'000)	22,623	101,794
Weighted average number of ordinary shares in issue (in '000)	456,132	456,132
Weighted average number of treasury shares held (in '000)	(467)	(101)
Adjusted weighted average number of ordinary shares applicable to basic earnings per share (in '000)	455,665	456,031
Basic earning per share (sen)	4.96	22.32

(b) Diluted

Diluted earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year adjusted for the effects of dilutive potential ordinary shares.

The diluted earnings per share figures are not shown as the exercise price of warrants is higher than the market price of the ordinary shares at the balance sheet date.

33. DIVIDENDS

	Group and Company			
	2009		**2008**	
	Gross dividend per share Sen	**Amount of dividend net of tax RM'000**	**Gross dividend per share Sen**	**Amount of dividend net of tax RM'000**
First and final dividend paid				
- Year ended 30 June 2008	5	17,087	-	-
- Year ended 30 June 2007	-	-	5	16,873

The first and final dividend in respect of the financial year ended 30 June 2009 of 3 sen per ordinary share, less tax amounting to RM10,252,000 has been proposed by the Directors after the balance sheet date for shareholders' approval at the forthcoming Annual General Meeting. The financial statements for the current financial year do not reflects this dividends. This dividends, if approved by shareholders, will be accounted for as an appropriation of retained earnings in the financial year ending 30 June 2010.

34. EMPLOYEE BENEFITS

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Wages, salaries and bonuses	43,126	40,834	5,381	5,224
Contributions to defined contribution plan	5,622	5,784	839	827
Social security contributions	600	577	27	27
Other benefits	9,484	10,407	534	499
	58,832	57,602	6,781	6,577

35. ACQUISITION OF A SUBSIDIARY

In previous year, PJD Realty Sdn. Bhd. ("PJDR"), a wholly-owned subsidiary of the Company, acquired the entire issued and paid-up share capital of Pravest Sdn. Bhd., for a cash consideration of RM17,426,000 (inclusive of directly attributable expenses of RM26,000).

The fair value and the carrying amount of assets acquired and liabilities assumed are as follows:

	Fair value on acquisition RM'000	Acquiree's carrying amount RM'000
Land held for property development	25,195	10,000
Cash and bank balances	3	3
Other payables	(7,772)	(7,772)
Net assets acquired	17,426	2,231

The cash outflow on acquisitions is as follows:

	2008 RM'000
Purchase consideration, settled in cash	17,426
Cash and cash equivalents of subsidiary acquired	(3)
Net cash outflow on acquisition	17,423

The effect of the acquisition on the financial results of the Group was not material.

36. DISPOSAL OF SUBSIDIARIES

In previous year, PJD Realty Sdn. Bhd., a wholly-owned subsidiary of the Company, disposed of its entire equity interest in PJD Paragon Development Sdn. Bhd. and its subsidiaries, K.G. Management Services Sdn. Bhd. and OLP Management Services Sdn. Bhd., for a cash consideration of RM2,350,000.

The fair value of assets and liabilities of the subsidiaries disposed were as follows:

	2008 RM'000
Property, plant and equipment (Note 7)	68
Trade and other receivables	1,496
Cash and bank balances	2,810
Trade and other payables	(2,057)
Net assets disposed	2,317
Gain on disposal	33
Net proceeds from disposal	2,350
Cash and cash equivalents of subsidiaries disposed	(2,810)
Net cash outflow on disposal	(460)

The effect of the disposal on the financial results of the Group was not material.

37. RELATED PARTY DISCLOSURES

(a) Identities of related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

The Company has controlling related party relationship with its direct and indirect subsidiaries.

37. RELATED PARTY DISCLOSURES (CONTINUED)

(b) In addition to the transactions detailed elsewhere in the financial statements, the Group and the Company had the following transactions with related parties during the financial year:

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Related parties:				
Sale of building materials	5,367	5,928	-	-
Insurance premium payable	1,771	1,938	72	72
Progress claim payable	451	489	-	-
Room revenue receivable	153	192	-	-
Rental of premises receivable	-	4	-	-
Construction cost billed	5,871	10,515	-	-
Rental of premises payable	1,415	1,511	12	6
Hotel management fees receivable	-	722	-	-
Hotel room charges payable	-	3	-	-
Purchase of security equipment	194	26	-	-
Compensation receivable	-	2,384	-	-
IT services receivable	4	2	-	-
Subsidiaries:				
Dividend receivable	-	-	21,391	30,473
Interest receivable	-	-	2,098	2,882
Interest payable	-	-	1,213	918
Facilities charges payable	-	-	13	5
Management fees receivable	-	-	3,300	3,300
Rental payable	-	-	4	8
IT maintenance services payable	-	-	83	38
Secondment fees receivable	-	-	56	-
Associate:				
Progress billings receivable	520	17,025	-	-

Material balances with related parties at balance sheet date are disclosed in Note 16 and Note 25 to the financial statements.

These transactions have been entered into the normal course of business and have been established under negotiated commercial terms.

(c) Compensation of key management personnel

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company either directly or indirectly.

37. RELATED PARTY DISCLOSURES (CONTINUED)

(c) Compensation of key management personnel (continued)

The remuneration of the Directors and other key management personnel during the financial year was as follows:

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Short term employee benefits	5,053	6,200	2,845	2,914
Contributions to defined contribution plan	803	1,016	517	536
	5,856	7,216	3,362	3,450

38. SEGMENT INFORMATION

(a) Reporting format

The primary segment reporting format is determined to be business segments, based on the Group's management and internal reporting structure and as the Group's risks and returns are affected predominantly by differences in its products and services offered.

No geographical segment information is presented as the Group's operations and the location of the customers are principally in Malaysia.

Inter-segment pricing is determined based on negotiated commercial terms.

(b) Business segments

The Group comprises the following main business segments.

(i) Construction

Securing and carrying out construction contracts.

(ii) Properties

Property development, provision of property management services and project management service.

(iii) Manufacturing and trading

The manufacture and sale of roofing tiles, concrete wall panels, cables and wires and trading of building materials.

(iv) Hotel and leisure

Hotel and restaurant business, hotel management and consultancy services, golf course operations and marketing and management of timeshare membership scheme.

38. SEGMENT INFORMATION (CONTINUED)

(b) Business segments (continued)

(v) Investment holding

Holding and trading of quoted and unquoted shares, warrants and other investments.

(vi) Others

Property investment, software consultancy, product development and maintenance.

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by business segment:

2009	Construction RM'000	Properties RM'000	Manufacturing and trading RM'000	Hotel and leisure RM'000	Investment holding RM'000	Others RM'000	Eliminations RM'000	Consolidated RM'000
Revenue								
Sales to external customers	165,077	214,445	156,003	90,438	2,388	134	-	628,485
Inter-segment sales	188,526	16,422	22,006	-	24,691	1,000	(252,645)	-
Total revenue	353,603	230,867	178,009	90,438	27,079	1,134	(252,645)	628,485
Results								
Segment results	(5,309)	17,796	19,310	13,541	(3,227)	1	(2,073)	40,039
Finance costs								(8,707)
Interest income								3,717
Share of profit of associates								2,384
Profit before tax								37,433
Tax expense								(14,747)
Profit for the financial year								22,686

38. SEGMENT INFORMATION (CONTINUED)

2009	Construction RM'000	Properties RM'000	Manufacturing and trading RM'000	Hotel and leisure RM'000	Investment holding RM'000	Others RM'000	Consolidated RM'000
Assets							
Segment assets	121,802	623,188	97,736	413,992	49,315	6,018	1,312,051
Unallocated assets							46,736
Investments in associates							44,615
Total assets							1,403,402
Liabilities							
Segment liabilities	120,601	39,488	18,835	62,655	1,505	344	243,428
Unallocated liabilities							372,545
Total liabilities							615,973
Other segment information							
Capital expenditure	7,082	1,289	2,378	17,958	210	8	28,925
Depreciation	1,379	1,205	2,236	10,975	202	5	16,002
Amortisation	-	-	86	92	-	-	178
Non-cash expenses other than depreciation and amortisation	2	123	13	607	-	2	747

2008	Construction RM'000	Properties RM'000	Manufacturing and trading RM'000	Hotel and leisure RM'000	Investment holding RM'000	Others RM'000	Eliminations RM'000	Consolidated RM'000
Revenue								
Sales to external customers	182,256	185,421	214,562	92,085	5,608	97	-	680,029
Inter-segment sales	104,762	74	19,068	1	33,773	526	(158,204)	-
Total revenue	287,018	185,495	233,630	92,086	39,381	623	(158,204)	680,029
Results								
Segment results	4,914	29,271	27,530	19,275	(6,027)	201	(226)	74,938
Finance costs								(10,814)
Interest income								1,420
Share of profit of associates								57,022
Profit before tax								122,566
Tax expense								(20,809)
Profit for the financial year								101,757

38. SEGMENT INFORMATION (CONTINUED)

2008	Construction RM'000	Properties RM'000	Manufacturing and trading RM'000	Hotel and leisure RM'000	Investment holding RM'000	Others RM'000	Consolidated RM'000
Assets							
Segment assets	147,309	540,108	116,538	403,295	53,935	5,905	1,267,090
Unallocated assets							22,279
Investments in associates							103,231
Total assets							1,392,600
Liabilities							
Segment liabilities	101,710	66,151	22,456	62,154	1,457	68	253,996
Unallocated liabilities							345,671
Total liabilities							599,667
Other segment information							
Capital expenditure	1,013	8,330	5,021	28,451	477	8	43,300
Depreciation	1,193	1,637	4,997	11,478	117	4	19,426
Amortisation	-	-	138	5	-	-	143
Non-cash expenses other than depreciation and amortisation	-	304	133	165	6,957	-	7,559

39. FINANCIAL INSTRUMENTS

(a) Financial risk management objectives and policies

The Group's financial risk management objective is to optimise value creation for shareholders whilst minimising the potential adverse impact arising from fluctuations in foreign currency exchange and interest rates and the unpredictability of the financial markets.

The Group and the Company are exposed mainly to credit risk, interest rate risk, foreign currency risk, liquidity and cash flow risk and price risk which arise in the normal course of the Group and Company's business. Information on the management of the related exposures are detailed below.

(i) Credit risk

The Group and the Company's primary exposure to credit risk arise through trade and other receivables. The exposure to credit risk is monitored by management on an ongoing basis.

Other financial assets of the Group and the Company with exposure to credit risk include cash and fixed deposits, which are placed with financial institutions with good standing.

At balance sheet date, the Company has significant exposures in respect of amount due from subsidiaries but there were no significant concentrations of credit risk for the Group. The maximum exposure of credit risk is represented by the carrying amount of each financial asset.

39. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk management objectives and policies (continued)

(ii) Interest rate risk

The Group's fixed-rate deposits with licensed financial institutions and borrowings are exposed to a risk of changes in their fair values due to changes in market interest rates. The Group's and Company's floating or variable-rate borrowings and amount due from subsidiaries are exposed to a risk of change in cash flows due to changes in interest rates. Short term receivables and payables are not exposed to interest rate risk. There is no formal hedging policy with respect to interest rate exposure.

The followings tables set out the carrying amounts, the average effective interest rates as at the balance sheet date of the Group's and the Company's financial assets and financial liabilities that are exposed to interest rate risk and the periods in which they mature, or if earlier, reprice:

Group	Note	Weighted average effective interest rate per annum %	Within 1 year RM'000	1 – 2 years RM'000	2 - 3 years RM'000	3 - 4 years RM'000	4 - 5 years RM'000	More than 5 years RM'000	Total RM'000
At 30 June 2009									
Fixed rate instruments									
Deposits with licensed banks	19	2.89	39,115	-	-	-	-	-	39,115
Secured term loans	22	5.30	1,002	5,088	6,046	10,001	9,368	5,495	37,000
Floating rate instruments									
Secured term loans	22	5.27	151,756	-	-	-	-	-	151,756
Unsecured term loans	22	7.50	7,478	-	-	-	-	-	7,478
Secured bankers' acceptances	22	3.32	4,934	-	-	-	-	-	4,934
Unsecured bankers' acceptances	22	3.12	34,404	-	-	-	-	-	34,404
Secured bank overdrafts	22	6.75	4,140	-	-	-	-	-	4,140
Unsecured bank overdrafts	22	7.10	5,807	-	-	-	-	-	5,807
Secured revolving credits	22	4.30	91,000	-	-	-	-	-	91,000
Unsecured revolving credits	22	4.01	16,000	-	-	-	-	-	16,000

39. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk management objectives and policies (continued)

(ii) Interest rate risk (continued)

The followings tables set out the carrying amounts, the average effective interest rates as at the balance sheet date of the Group's and the Company's financial assets and financial liabilities that are exposed to interest rate risk and the periods in which they mature, or if earlier, reprice: (continued)

Group	Note	Weighted average effective interest rate per annum %	Within 1 year RM'000	1 – 2 years RM'000	2 - 3 years RM'000	3 - 4 years RM'000	4 - 5 years RM'000	More than 5 years RM'000	Total RM'000
At 30 June 2008									
Fixed rate instruments									
Deposits with licensed banks	19	3.53	13,831	-	-	-	-	-	13,831
Hire purchase creditor	23	2.70	10	-	-	-	-	-	10
Secured term loans	22	5.30	-	1,002	5,088	6,046	10,001	14,863	37,000
Floating rate instruments									
Secured term loans	22	6.59	97,414	-	-	-	-	-	97,414
Unsecured term loans	22	4.72	14,147	-	-	-	-	-	14,147
Secured bankers' acceptances	22	5.05	4,655	-	-	-	-	-	4,655
Unsecured bankers' acceptances	22	4.59	32,767	-	-	-	-	-	32,767
Secured bank overdrafts	22	7.80	9,827	-	-	-	-	-	9,827
Unsecured bank overdrafts	22	7.97	24,096	-	-	-	-	-	24,096
Secured revolving credits	22	5.66	96,000	-	-	-	-	-	96,000
Unsecured revolving credits	22	5.35	12,500	-	-	-	-	-	12,500

39. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk management objectives and policies (continued)

(ii) Interest rate risk (continued)

The followings tables set out the carrying amounts, the average effective interest rates as at the balance sheet date of the Group's and the Company's financial assets and financial liabilities that are exposed to interest rate risk and the periods in which they mature, or if earlier, reprice: (continued)

Company	Note	Average effective interest rate %	Within 1 year RM'000	1 – 2 years RM'000	2 – 5 years RM'000	Over 5 years RM'000	Total RM'000
At 30 June 2009							
Floating rate instruments							
Secured term loans	22	6.07	16,082	-	-	-	16,082
Secured revolving credits	22	4.77	48,000	-	-	-	48,000
Company							
At 30 June 2008							
Floating rate instruments							
Secured term loans	22	7.28	19,688	-	-	-	19,688
Secured revolving credits	22	6.01	53,000	-	-	-	53,000
Unsecured bank overdrafts	22	8.25	226	-	-	-	226

(iii) Foreign currency risk

The Group and the Company are exposed to foreign currency risk on transactions that are denominated in currencies other than functional currencies of the operating entities.

It is not the Group's or the Company's policy to enter into foreign exchange contracts in managing its foreign exchange risk resulting from cash flows on transactions denominated in foreign currency as transactions denominated in foreign currency are minimal.

The Group is also exposed to foreign currency risk in respect of its overseas investments. The Group and the Company do not hedge this exposure with foreign currency borrowings.

(iv) Liquidity and cash flow risk

The Group and the Company monitor and maintain a level of cash and cash equivalents and bank facilities deemed adequate by management to finance the Group's and the Company's operations and to mitigate the effects of fluctuations in cash flows.

39. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk management objectives and policies (continued)

(v) Price risk

The Group is exposed to equity price risks arising from quoted investments held by the Group. Quoted investments are held for strategic purposes and the Group does not actively trade these investments. To manage its price risk arising from investments in equity securities, the Group closely monitor the effects of fluctuation in equity prices. An allowance for diminution in value is made where, in the opinion of the Directors, there is a decline other than temporary in the value of such investments.

(b) Fair values

The carrying amounts of cash and cash equivalents, current trade and other receivables, current trade and other payables, and short term borrowings, approximate fair values due to the relatively short term nature of these financial instruments.

In respect of long-term borrowings with floating rates, the carrying amounts approximate fair values as they are on floating rates and reprice to market interest rates for liabilities with similar risk profiles.

It was not practicable to estimate the fair value of the Company's investment in unquoted shares due to the lack of comparable quoted market prices and the inability to estimate fair value without incurring excessive costs. Unquoted investments in Malaysia are carried at historical cost less allowance for diminution in value of RM34,000 (2008: RM34,000) in the balance sheet. The Group's share of net tangible assets reported by the unquoted company in Malaysia at 31 December 2008 was RM624,000 (31 December 2007: RM640,000).

The fair values of long-term amounts due from/to subsidiaries have not been determined as the timing of the expected cash flows of these balances cannot be reasonably determined without incurring excessive cost due principally to a lack of fixed repayment terms between the parties involved.

The Company provides financial guarantees to banks for credit facilities extended to certain subsidiaries. The fair values of these guarantees, as well as non-current trade and other receivables and non-current trade and other payables cannot be reasonably determined without incurring excessive cost.

The fair values of other financial assets and liabilities, together with the carrying amounts shown in the balance sheets, are as follows:

	Group	
	Carrying amount RM'000	**Fair value RM'000**
At 30 June 2009		
Quoted shares in Malaysia	46,227	42,769
Term loans with fixed interest rate	37,000	36,308
At 30 June 2008		
Quoted shares in Malaysia	46,227	46,227
Quoted warrants in Malaysia	225	225
Term loans with fixed interest rate	37,000	34,651

39. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Fair values (continued)

The methods and assumptions used by management to determine fair values of the financial instruments are as follows:

(i) Quoted shares and warrants in Malaysia

The fair value of quoted shares and warrants in Malaysia is determined by reference to the stock exchange quoted market bid prices at the close of the business on the balance sheet date.

(ii) Term loans with fixed interest rate

Fair value of term loan with fixed interest rate which is accounted for as long term financial liability is estimated based on future contractual cash flows discounted at current market assessments of the time value of money and the risk specific to the liability.

40. SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

During the financial year, the Group undertook an internal restructuring exercise to streamline the efficiency of the group corporate structure. The restructuring was completed on 1 November 2008.

41. SIGNIFICANT EVENT SUBSEQUENT TO THE BALANCE SHEET DATE

On 24 September 2009, the Company had completed the acquisition of the entire issued and paid-up share capital comprising 4 ordinary shares of RM0.50 each in a new subsidiary, OCC Cables Berhad, a company incorporated in Malaysia, for cash consideration of RM2.

42. COMPARATIVES FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation.

30 June 2008	As previously reported RM'000	Reclassification RM'000	As restated RM'000
Balance Sheets			
Group			
Current			
Trade and other receivables	267,680	(2,339)	265,341
Deferred income	35,339	(33,078)	2,261
Trade and other payables	181,628	30,739	212,367
Cash Flow Statements			
Group			
Changes in working capital:			
Trade and other receivables	(42,640)	2,339	(40,301)
Trade and other payables	52,700	(2,339)	50,361

LIST OF **GROUP'S TOP TEN PROPERTIES** as at 30th June 2009

Location	Area (sq ft)	Tenure	Description/ Existing Use	Age of Building	Date of Acquisition	Net Book Value (RM'000)
Damai Laut Country Resort Mukim of Lumut District of Dindings Perak Darul Ridzuan	15,044,751	Freehold and leasehold (99 years expiring on 08.06.2094)	Resort & property development	N/A	1990	123,132
Geran 50398, Lot 16, Seksyen 47, Kuala Lumpur, Wilayah Persekutuan	65,556	Freehold	Land for commercial development	N/A	15.11.2006	110,952
Lot 3670,3673-3677 & Lot 2446 & 2447 Sek. 4, Bandar Butterworth Daerah Seberang Prai Utara Pulau Pinang	735,603	Freehold	Land for mixed development	N/A	14.10.1996	70,745
Geran No. 43720, Lot 55344 Mukim Batu Kuala Lumpur Wilayah Persekutuan	442,956	Freehold	Land for residential development	N/A	28.11.2001	66,152
Swiss-Garden Resort, Kuantan Lot PT 7566 Mukim Sungai Karang 26100 Berserah Daerah Kuantan Pahang Darul Makmur	250,512 (built-up)	Freehold	Hotel	11 years 3 months	-	58,610
Swiss-Garden Hotel, Kuala Lumpur 117 Jalan Pudu 55100 Kuala Lumpur Wilayah Persekutuan	268,150 (built-up)	Freehold	Hotel	15 years 11 months	-	57,025
Mukim of Senai, Kulai District of Johor Bahru Johor Darul Takzim	1,383,603	Freehold	Land for residential, commercial & industrial development	N/A	1991	49,422
CT 10297 Lot 3018 & CT 10305 Lot 3026 CT 10288 Lot 3009 & CT 10296 Lot 3017 Mukim Pulai, Daerah Johor Bahru Negeri Johor	665,661	Freehold	Land for residential & commercial development	N/A	02.03.2006	35,210
PT No.1664 & 1665, H.S.(D) 18906 & 18907, Mukim Penor, Daerah Kuantan, Pahang	43,560,479	Leasehold (99 years expiring on 31.03.2098)	Land for residential development	N/A	01.11.2006	30,578
Bandar Indera Mahkota Mukim of Kuala Kuantan Pahang Darul Makmur	1,358,938	Leasehold (99 years expiring on 27.05.2108)	Land for residential development	N/A	11.09.1996	28,997

ANALYSIS OF **SHAREHOLDINGS** AS AT 8 OCTOBER 2009

Authorised Capital	:	RM1,000,000,000
Issued and fully paid-up capital	:	RM 456,132,359 (including 475,000 Treasury Shares)
Class of Shares	:	Ordinary shares of RM1.00 each fully paid
Voting Rights	:	One vote per RM1.00 share

BREAKDOWN OF SHAREHOLDINGS

Range of Shareholdings	No. of Holders	Percentage of Holders	No. of RM1.00 Shares	Percentage of Issued Capital
Less than 100	515	3.32	9,621	0.00
100 – 1,000	3,689	23.76	3,029,412	0.66
1,001 – 10,000	8,758	56.40	38,850,852	8.53
10,001 – 100,000	2,285	14.71	67,072,090	14.72
100,001 – 22,782,866	280	1.80	232,117,737	50.94
22,782,867 and above	2	0.01	114,577,647	25.15
Total	15,529	100.00	455,657,359	100.00

THIRTY LARGEST REGISTERED HOLDERS

	Name	Shareholdings	Percentage
1.	Dindings Consolidated Sdn Bhd	86,137,481	18.90
2.	Khor Chai Moi	28,440,166	6.24
3.	Permodalan Nasional Berhad *Investment Processing Dept*	13,918,600	3.05
4.	Ladang Setia Sdn Bhd	8,391,360	1.84
5.	Amanah Raya Nominees (Tempatan) Sdn Bhd *Public Far-East Property & Resorts Fund*	7,511,900	1.65
6.	OSK Nominees (Tempatan) Sdn Berhad *Wong Chong Ngin*	7,086,400	1.56
7.	Alliancegroup Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Soon Tiek Development Sdn Bhd*	7,000,000	1.54
8.	Public Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Soon Tiek Development Sdn Bhd (JRC)*	6,620,327	1.45
9.	HSBC Nominees (Asing) Sdn Bhd *AAB SG BR for YC Ltd*	6,300,000	1.38
10.	HSBC Nominees (Asing) Sdn Bhd *AAB SG BR for JX Ltd*	6,080,000	1.33
11.	HSBC Nominees (Asing) Sdn Bhd *AAB SG BR for YM Ltd*	6,008,800	1.32

ANALYSIS OF **SHAREHOLDINGS** AS AT 8 OCTOBER 2009

	Name	Shareholdings	Percentage
12.	Amsec Nominees (Tempatan) Sdn Bhd *AmTrustee Berhad for Pacific Pearl Fund (UT-PM-PPF)*	5,777,000	1.27
13.	Khor Chei Yong	4,419,200	0.97
14.	Land Management Sdn Bhd	4,400,000	0.97
15.	ABB Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Dindings Consolidated Sdn Bhd (11200518380)*	4,148,000	0.91
16.	HSBC Nominees (Asing) Sdn Bhd *Exempt An for Credit Suisse (SG BR-TST-Asing)*	3,990,000	0.88
17.	HSBC Nominees (Asing) Sdn Bhd *AAB SG BR for YS Ltd*	3,663,000	0.80
18.	HSBC Nominees (Asing) Sdn Bhd *AAB SG BR for JY Ltd*	3,609,200	0.79
19.	Citigroup Nominees (Asing) Sdn Bhd *GSCO for Truffle Hound Global Value LLC*	3,500,000	0.77
20.	Citigroup Nominees (Asing) Sdn Bhd *Citigroup GM Inc for SC Fundamental Value Fund LP*	3,470,027	0.76
21.	HLB Nominees (Tempatan) Sdn Bhd *Pledged Securities for Wong Ah Chiew*	3,462,200	0.76
22.	OSK Nominees (Asing) Sdn Berhad *Pledged Securities Account for Lee Sui Hee*	3,420,300	0.75
23.	Amanah Raya Nominees (Tempatan) Sdn Bhd *Public Smallcap Fund*	3,000,000	0.66
24.	Citigroup Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Wong Chong Shee (470539)*	3,000,000	0.66
25.	Citigroup Nominees (Asing) Sdn Bhd *CBNY for DFA Emerging Markets Fund*	2,768,800	0.61
26.	Citigroup Nominees (Asing) Sdn Bhd *Exempt An for OCBC Securities Private Limited (Client A/C-NR)*	2,610,120	0.57
27.	Lembaga Tabung Angkatan Tentera	2,483,000	0.54
28.	OSK Nominees (Tempatan) Sdn Berhad *Khor Chai Moi*	2,448,000	0.54
29.	Citigroup Nominees (Asing) Sdn Bhd *Citigroup GM Inc SC Fundamental Value BVI Ltd*	2,390,973	0.52
30.	Wong Ah Chiew	2,376,000	0.52

ANALYSIS OF **SHAREHOLDINGS** AS AT 8 OCTOBER 2009

SUBSTANTIAL SHAREHOLDERS

According to the register required to be kept under section 69L of the Companies Act, 1965, the following are the substantial holders of the Company:

	No. of shares held			
Name	**Direct Interest**	**%**	**Indirect/Deemed Interest**	**%**
Dindings Consolidated Sdn Bhd	86,137,481	18.90	*4,148,000	0.91
Khor Chai Moi	28,440,166	6.24	**103,441,841	22.70
Wong Ah Chiew	2,376,000	0.52	***94,097,681	20.65
Land Management Sdn Bhd	4,400,000	0.97	****90,285,481	19.81

Notes :

* By virtue of shares held through Nominees.

** By virtue of shares held through Nominees, Dindings Consolidated Sdn Bhd, Ladang Setia Sdn Bhd and family members.

*** By virtue of shares held through Nominees, Dindings Consolidated Sdn Bhd, Elegant Preference Sdn Bhd and Jian Qi Holdings Sdn Bhd.

**** By virtue of shares held through Dindings Consolidated Sdn Bhd.

ANALYSIS OF **WARRANTHOLDINGS** as at 8th October 2009

No. of Warrants Issued : 114,032,898

BREAKDOWN OF WARRANTHOLDINGS

Range of Holdings	No. of Holders	Percentage of Holders	No. of Warrants	Percentage of Issued Warrants
Less than 100	146	9.40	6,436	0.01
100 – 1,000	256	16.48	151,330	0.13
1,001 – 10,000	730	47.01	3,472,840	3.04
10,001 – 100,000	332	21.38	12,630,100	11.08
100,001 – 5,701,643	85	5.47	41,826,873	36.68
5,701,644 and above	4	0.26	55,945,319	49.06
Total	1,553	100.00	114,032,898	100.00

THIRTY LARGEST REGISTERED HOLDERS

	Name	Warrantholdings	Percentage
1.	Dindings Consolidated Sdn Bhd	31,593,392	27.71
2.	Khor Chai Moi	10,080,829	8.84
3.	OSK Investment Bank Berhad *IVT(DSP)*	7,780,000	6.82
4.	Public Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Soon Tiek Development Sdn Bhd (JRC)*	6,491,098	5.69
5.	Mak Ngia Ngia @ Mak Yoke Lum	2,363,500	2.07
6.	Kelvin Low Meng Poh	2,000,000	1.75
7.	Mak Ngia Ngia @ Mak Yoke Lum	1,972,000	1.73
8.	Ladang Setia Sdn Bhd	1,833,840	1.61
9.	OSK Nominees (Tempatan) Sdn Berhad *Wong Chong Ngin*	1,771,600	1.55
10.	Land Management Sdn Bhd	1,699,000	1.49
11.	Amsec Nominees (Tempatan) Sdn Bhd *AmBank (M) Berhad for Yap Ching Loon (TERM)*	1,551,200	1.36
12.	OSK Nominees (Asing) Sdn Berhad *Pledged Securities Account for Lee Sui Hee*	1,450,000	1.27
13.	RHB Capital Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Lim Chee Seong (CEB)*	1,300,000	1.14
14.	HSBC Nominees (Asing) Sdn Bhd *AAB SG BR for JY Ltd*	1,272,800	1.12

ANALYSIS OF **WARRANTHOLDINGS** as at 8th October 2009

	Name	Warrantholdings	Percentage
15.	Teh Kim Fong	1,241,000	1.09
16.	HSBC Nominees (Asing) Sdn Bhd *AAB SG BR for JX Ltd*	1,220,800	1.07
17.	HSBC Nominees (Asing) Sdn Bhd *AAB SG BR for YC Ltd*	1,200,000	1.05
18.	ECML Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Yeap Gek @ Yeap Poh Chim*	1,178,000	1.03
19.	HSBC Nominees (Asing) Sdn Bhd *AAB SG BR for YM Ltd*	1,127,200	0.99
20.	Chong Tong Siew	1,000,000	0.88
21.	TA Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Wong Kon Lim*	800,000	0.70
22.	Sia Kean Teong	775,000	0.68
23.	Mak Pak Lin	738,900	0.65
24.	Tang Kee Wong	675,900	0.59
25.	Lau Tein Khang	541,200	0.47
26.	Mayban Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Fua Kia Pha*	478,200	0.42
27.	Citigroup Nominees (Asing) Sdn Bhd *Exempt An for OCBC Securities Private Limited (Client A/C-NR)*	470,213	0.41
28.	James Thomas Pugh	469,500	0.41
29.	Chu Chee Choon	453,800	0.40
30.	Tang Kee Hiong	447,600	0.39

1. Directors' Interest As At 8 October 2009

COMPANY

	Ordinary Shares Of RM1.00 Each			
	Direct Interest		Indirect/Deemed Interest	
Director	No.	%	No.	%
Wong Ah Chiew	2,376,000	0.52	94,097,681	20.65
Wong Chong Shee	3,000,000	0.66	-	-
Khor Chai Moi	28,440,166	6.24	103,441,841	22.70
Yap Yoon Kong	-	-	376,500	0.08

	Warrants B			
	Direct Interest		Indirect/Deemed Interest	
Director	No.	%	No.	%
Wong Ah Chiew	402,000	0.35	31,593,392	27.71
Wong Chong Shee	33	-	-	-
Khor Chai Moi	10,080,829	8.84	33,427,232	20.31

RELATED CORPORATION

	Ordinary Shares Of RM1.00 Each			
	Direct Interest		Indirect/Deemed Interest	
Director	No.	%	No.	%
a) Wong Ah Chiew				
b) Khor Chai Moi				
• Damai Laut Golf Resort Sdn. Bhd.	-	-	49,500,000	99.00
• Swiss-Garden Rewards Sdn. Bhd.	-	-	350,000	70.00

	Ordinary Shares Of 10.00 Thai Baht Each			
	Direct Interest		Indirect/Deemed Interest	
Director	No.	%	No.	%
a) Wong Ah Chiew				
b) Khor Chai Moi				
• PJDCI Co., Ltd	-	-	242,500	78.5
• PJDC Co., Ltd	-	-	14,925,000	88.5

2. Material Contracts Involving Directors' and Substantial Shareholders' Interest

There was no material contract(s) entered by the Company or its subsidiaries involving directors' and substantial shareholders' interests in the financial year ended 30 June 2009.

3. Non-Audit Fees

The non-audit fees paid by Company to external auditors for the financial year ended 30 June 2009 are disclosed in Note 30 of the financial statements.

OTHER **INFORMATION**

4. Recurrent Related Party Transactions

Recurrent related party transactions of PJ Development Holdings Berhad ("PJD") Group conducted pursuant to shareholders' mandate for the financial year ended 30 June 2009 are as follows:

Related Parties	Type of Recurrent Related Party Transactions	Interested Directors / Major Shareholders and Persons Connected	Value of Transactions (RM'000)
OSK Group	Receipt of payment for provision of hotel accommodation and facilities	KCM, WAC, WCS, OLH, WCK, WCC, OYC, DC	150
WMSC Group	Receipt of payment for provision of hotel accommodation and facilities	KCM, WAC, WCS, OYC, DC	3
DC Group	Receipt of proceeds for sale of building materials	KCM, WAC, WCS	5,367
DC Group	Receipt of fees for provision of information technology services	KCM, WAC, WCS	4
OSKP Group	Receipt of payment for construction works	KCM, WAC, WCS, OLH, WCK, WCC, OYC, DC	5,871
WMSC Group	Receipt of payment for provision of internal audit services	KCM, WAC, WCS, OYC, DC	5
Ke-Zan	Payment for rental of office space in Plaza OSK	KCM, WAC, WCS, OLH, WCK, WCC, OYC, DC	1,322
WMSC Group	Payment for provision of Supervisory Control and Data Acquisition (SCADA), information technology services, security system and smart home system	KCM, WAC, WCS, OYC, DC	645
WMSC Group	Payment for rental of office space in Sri Petaling	KCM, WAC, WCS, OYC, DC	93

Notes :

(1) Dinding Consolidated Sdn Bhd ("DC")
DC is a major shareholder of PJD. Mr. Wong Ah Chiew ("WAC") and Madam Khor Chai Moi ("KCM") are both directors and major shareholders of DC and PJD.

(2) OSK Holdings Berhad ("OSK")
Mr Ong Leong Huat @ Wong Joo Hwa ("OLH"), Mr Wong Chong Kim ("WCK") and Mr Wong Chong Che ("WCC") are directors of OSK. OLH, WCK and WCC are the brothers of WAC and Mr Wong Chong Shee ("WCS"), who are directors in PJD.

OLH a major shareholder of OSK, is the spouse of KCM.

(3) OSK Property Holdings Berhad ("OSKP")
OLH is a major shareholder of OSKP.

WCK is the Director of OSKP.

(4) KE-ZAN Berhad ("Ke-Zan")
Ke-Zan is a wholly-owned subsidiary company of OSK.

WCK is the Director of Ke-Zan.

(5) Willowglen MSC Berhad ("WMSC")
WMSC is a 50.77% owned subsidiary company of New Advent Sdn Bhd ("NA"). NA is a wholly-owned subsidiary company of DC. WAC and Ms Ong Yee Ching ("OYC") are directors of NA. OYC is the daughter of KCM. WAC & KCM hold 0.61% and 0.59% direct interest respectively in WMSC.

PJ DEVELOPMENT HOLDINGS BERHAD

(COMPANY NO. 5938-A) (INCORPORATED IN MALAYSIA)

Number of PJD Shares held
CDS Account No.

FORM OF PROXY

I/We ____

(PLEASE USE BLOCK LETTERS)

NRIC No./Passport No./Company No. ______________________________

of ____

______________________________ being a member(s) of **PJ DEVELOPMENT HOLDINGS BERHAD**

hereby appoint ______________________________________

NRIC No./Passport No./Company No. ______________________________

of ____

or failing him/her, ______________________________________

NRIC No./Passport No./Company No. ______________________________

of ____

or failing him / her the Chairman of the Meeting as my / our proxy, to vote for me / us on my / our behalf at the 44th Annual General Meeting of the Company to be held at the Grand Hibiscus, Level 3, Swiss-Garden Residences, 117 Jalan Pudu, 55100 Kuala Lumpur, Malaysia, on Thursday, 26 November 2009 at 10.00 a.m. and at any adjournment thereof, in the manner indicated below:

	RESOLUTIONS	FOR	AGAINST
1.	Adoption of Reports & Financial Statements		
2.	Declaration of a first and final dividend		
3.	Re-election of Wong Ah Chiew as Director		
4.	Re-election of Khor Chai Moi as Director		
5.	Re-election of Yap Yoon Kong as Director		
6.	Approval on payment of Directors' Fees		
7.	Re-appointment of Auditors and authorising the Directors to fix their remuneration		
8.	Special Business - Ordinary Resolution 1		
9.	Special Business - Ordinary Resolution 2		
10.	Special Business - Ordinary Resolution 3		

(Please indicate with an "X" how you wish to cast your vote. If you do not so, the proxy will vote or abstain from voting at his / her discretion.)

The proportion of my/our holding to be represented by my/our proxy/proxies are as follows:

First Proxy - ______________ %
Second Proxy - ______________ %
100%

Signed this .... day of 2009

....

Signature of Shareholder

Notes:

1. *A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote in his stead. If two proxies are appointed, the number of shares each person is entitled to vote must be stated in the form of proxy. A proxy need not be a member of the Company.*
2. *All forms of proxy must be deposited at the Registered Office of the Company at 18th Floor, Plaza OSK, Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.*
3. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its Common Seal or the hand of its attorney.*
4. ***Ordinary Resolution 1***
   This Ordinary Resolution, if passed, will empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This would avoid any delay and costs in convening a general meeting to specifically approve such an issues of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.
5. ***Ordinary Resolution 2***
   This Ordinary Resolution, if passed, will provide a new mandate for the Company and its subsidiaries and associated companies to enter into recurrent related party transactions with related parties in the ordinary course of business based on commercial terms which are not more favourable to the related parties than those generally available to the public which are necessary for the Group's day-to-day operations and shall lapse at the conclusion of the next Annual General Meeting unless authority for the approval is obtained from the shareholders of the Company at a general meeting.
6. ***Ordinary Resolution 3***
   This Ordinary Resolution, if passed, will provide a new mandate for the Company to purchase its own shares up to 10% of the issued and paid-up ordinary share capital of the Company and shall lapse at the conclusion of the next Annual General Meeting unless authority for the approval is obtained from the shareholders of the Company at a general meeting.

   Shareholders are requested to refer to the enclosed Circular to Shareholders for additional information.

Fold this flap for sealing

Stamp

The Secretary
PJ Development Holdings Berhad
(Company No. 5938-A)
18th Floor, Plaza OSK
Jalan Ampang
50450 Kuala Lumpur
Malaysia

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