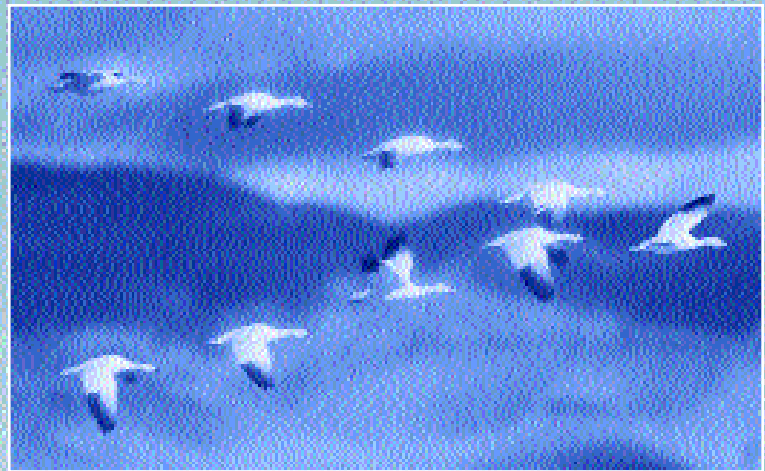


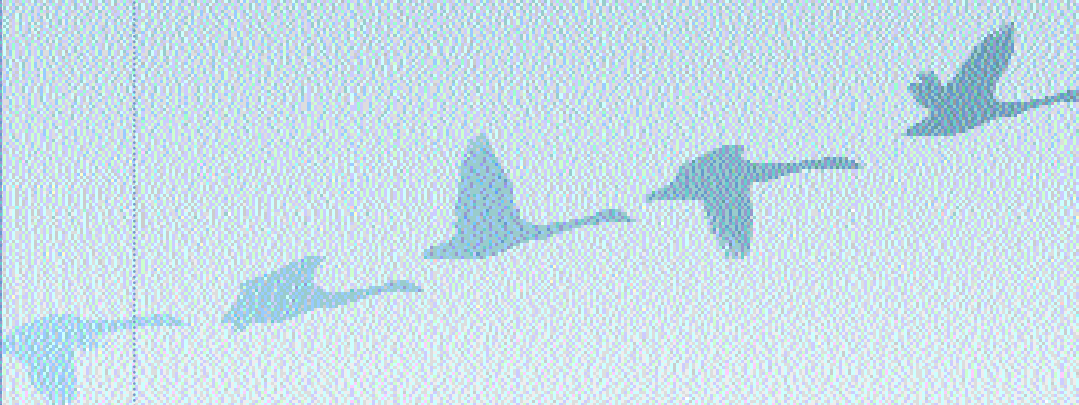


BCB BERHAD

(172003-W)



Working together
towards a
COMMON GOAL



A n n u a l R e p o r t 2 0 0 2

*“The property development & project management division together
with the construction division maintained its
POSITIVE CONTRIBUTION
to the Group.”*

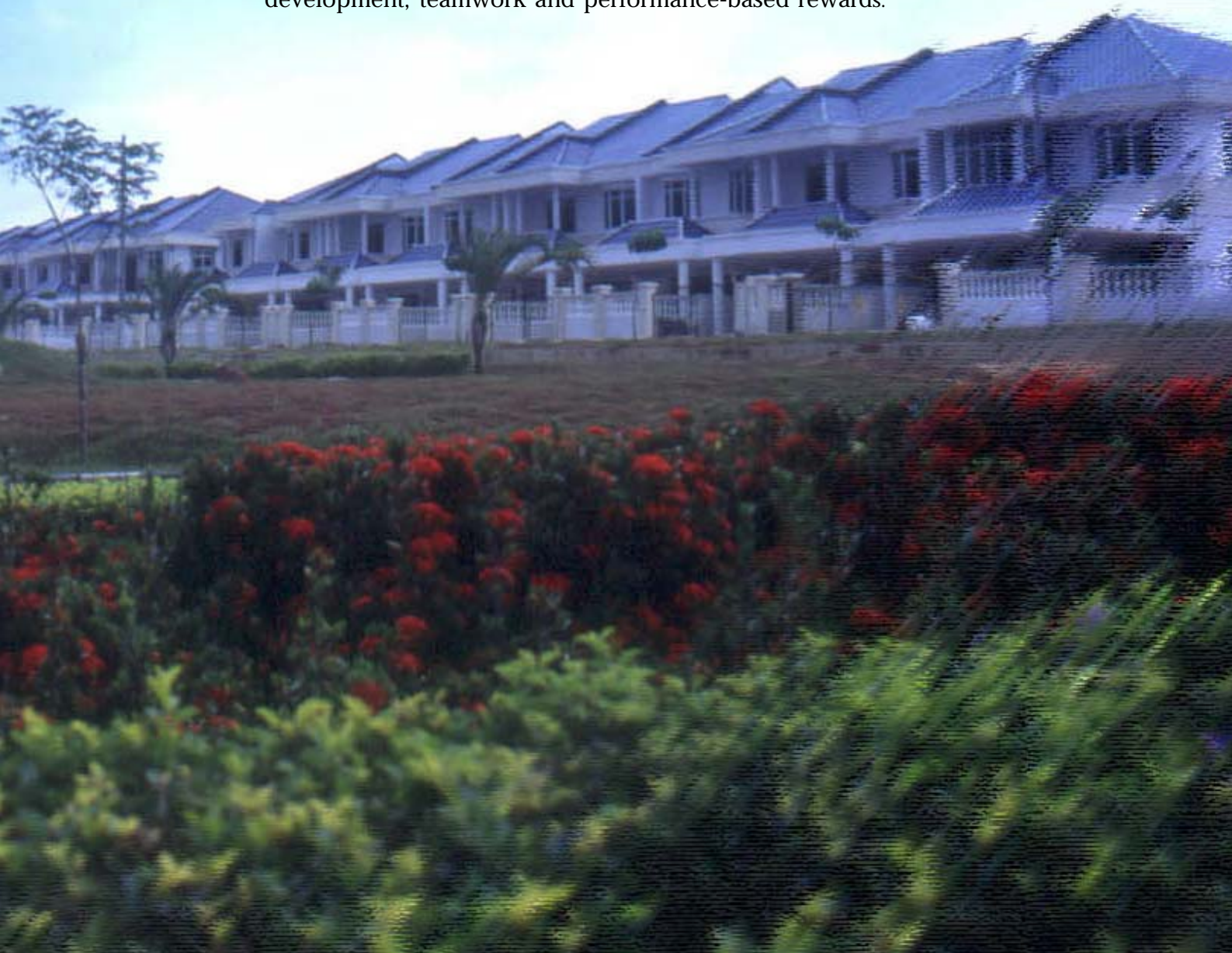
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Form of Proxy

At BCB, our mission is to be the choice developer by enhancing the quality of life of our customers, making available a diversified range of products and services.

We Will Strive For:

- Total customer satisfaction through the provision of quality and value-added products, consistent delivery and a dedication to continuous improvement.
- Strong growth and earnings capacity.
- Cost competitiveness in all undertakings.
- Greater environmental concern and a more caring, eco-friendly attitude.
- And an efficient and effective work culture emphasising personal development, teamwork and performance-based rewards.



CORPORATE INFORMATION

Board of Directors

Dato' Ismail Bin Yusof
- Independent Non-Executive Chairman

Dato' Tan Seng Leong
- Group Managing Director

Tan Lay Kim
- Executive Director

Tan Lay Hiang
- Executive Director

Tan Seng Hong
- Executive Director

Sofian Bin Arshad
- Independent Non-Executive Director

Ash'ari Bin Ayub
- Independent Non-Executive Director

Audit Committee

Chairman

Dato' Ismail Bin Yusof
(Independent Non-Executive Director)

Member

Dato' Tan Seng Leong
(Group Managing Director)

Member

Sofian Bin Arshad
(Independent Non-Executive Director)

Member

Ash'ari Bin Ayub
(Independent Non-Executive Director)

Company Secretary

Yeap Kok Leong, ACIS
(MAICSA: 0862549)

Registered Office

7th Floor, Plaza BCB
(Hotel Tower Block)
No 20 Jalan Bakawali
86000 Kluang
Johor Darul Takzim
Tel: 07-772 2567
Fax: 07-772 2108

Share Registrar

Tenaga Koperat Sdn Bhd (118401-V)
20th Floor, East Wing, Plaza Permata
Jalan Kampar, Off Jalan Tun Razak
50400 Kuala Lumpur
Tel: 03-4041 6522
Fax: 03-4042 6352

Principal Bankers

Malayan Banking Berhad
OCBC Bank Berhad
Arab Merchant Bank Berhad
Bank Islam Malaysia Berhad
Mayban Finance Berhad
Southern Finance Berhad

Auditors

PriceWaterHouseCoopers
Public Accountants
Level 16, Menara Ansar
No 65, Jalan Trus, 80730 Johor Bahru
Johor Darul Takzim
Tel: 07-222 4448
Fax: 07-224 8088

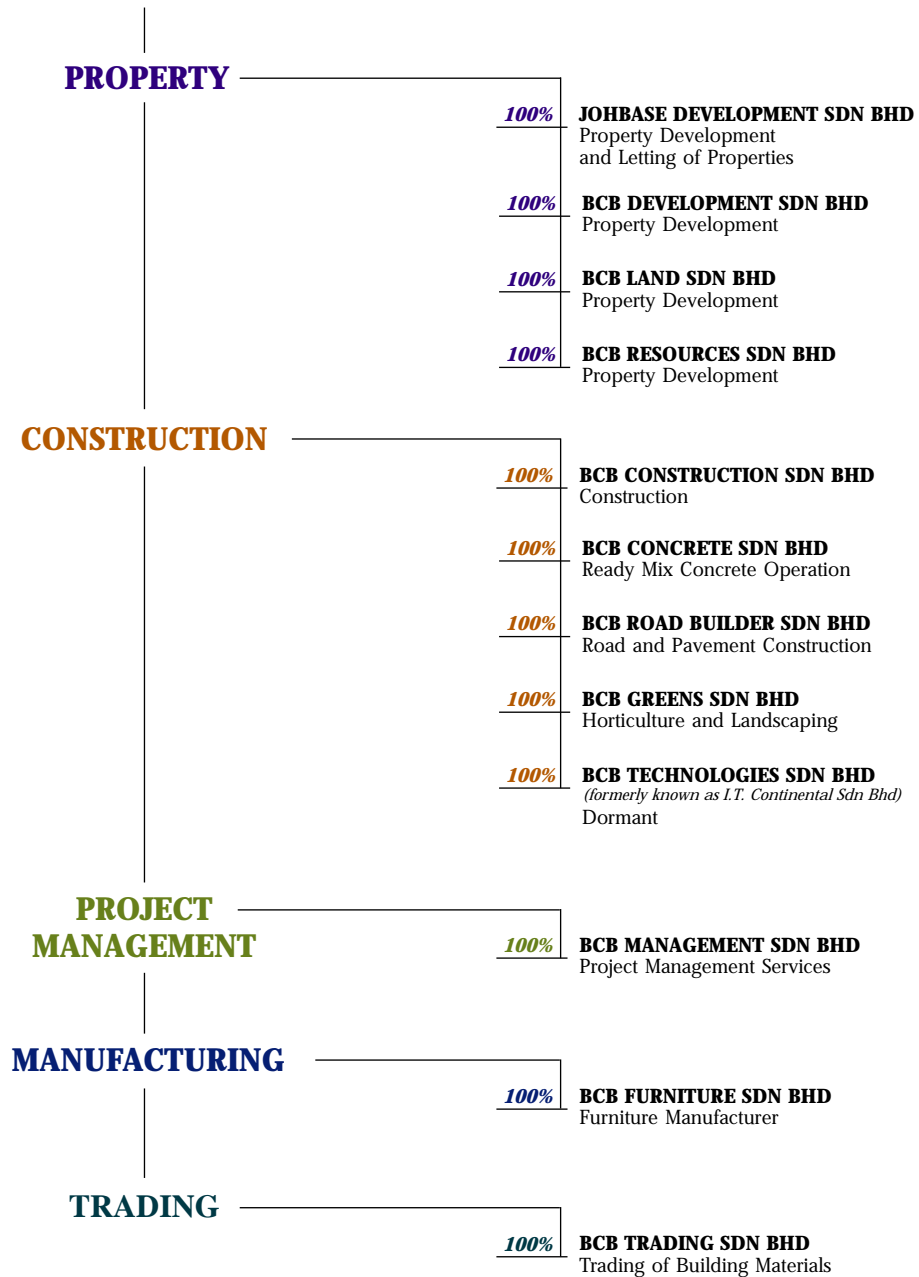
Stock Exchange Listing

Main Board of the Kuala Lumpur
Stock Exchange
Stock Number: BCB 6602

CORPORATE STRUCTURE

BCB BERHAD

Investment Holding, Property Development
And Hotel Operations



2002

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BOARD OF DIRECTORS AND PROFILE

1. Dato' Ismail Bin Yusof
Independent Non-Executive Chairman



2. Dato' Tan Seng Leong
Group Managing Director



3. Tan Lay Kim
Executive Director



4. Sofian Bin Arshad
Independent Non-Executive Director



5. Tan Lay Hiang
Executive Director



6. Ash'ari Bin Ayub
Independent Non-Executive Director



7. Tan Seng Hong
Executive Director

Dato' Ismail Bin Yusof**

Independent Non-Executive Chairman

Dato' Ismail Bin Yusof, aged 58, a Malaysian, was appointed to the Board on 14 July 1998 as an Independent Non-Executive Chairman. He holds a Bachelor of Arts (Hons) from University of Malaya. Previously, he was The Secretary of The Federal Territory Development Division in the Prime Minister's Department. Dato' Ismail also holds other non-executive directorships in Minho (M) Bhd, South Malaysia Industries Bhd and Mercury Industries Bhd.

Dato' Tan Seng Leong*

Group Managing Director

Dato' Tan Seng Leong, aged 46, a Malaysian, was appointed to the Board on 9 November 1988. He is presently the Group Managing Director. Dato' Tan is the founding member of BCB. He holds directorships in all of BCB's wholly-owned subsidiaries. Dato' Tan has more than 20 years experience in the property development industry, particularly in the State of Johor.

Dato' Tan is deemed in conflict of interest with the Company by virtue of his interests and directorships in certain privately-owned companies which are also involved in property development/holdings. However, these privately-owned companies are presently not in direct competition with the business of the Company.

Tan Lay Kim

Executive Director

Ms Tan Lay Kim, aged 40, a Malaysian, was appointed to the Board on 9 November 1988. She is responsible for the daily management and operations of BCB's Prime City Hotel in Kluang. She also holds directorships in BCB's subsidiaries.

Sofian Bin Arshad**

Independent Non-Executive Director

Encik Sofian Bin Arshad, aged 38, a Malaysian, was appointed to the Board on 4 December 2000. He holds a Bachelor Degree in Urban and Regional Planning from UTM, Malaysia. Encik Sofian has more than 15 years of experience in project management.

Tan Lay Hiang

Executive Director

Ms Tan Lay Hiang, aged 34, a Malaysian, was appointed to the Board on 16 July 1994. She manages the sales, marketing and conveyancing aspects of BCB's property development projects. Prior to joining BCB in 1989, she was attached to several other property developers in Kluang. She also holds directorships in BCB's subsidiaries.

Ash'ari Bin Ayub**

Independent Non-Executive Director

Encik Ash'ari Bin Ayub, aged 60, a Malaysian, was appointed to the Board on 16 May 2001. He is a member of Malaysian Institute of Accountant (MIA) and Malaysian Association of Certified Public Accountants (MACPA). He was previously the Partner-in-Charge of the Tax Department of Coopers & Lybrand, Kuala Lumpur. Encik Ash'ari also holds non-executive directorships in Auto Industries Ventures Berhad and Jotech Holdings Berhad.

Tan Seng Hong

Executive Director

Mr Tan Seng Hong, aged 27, a Malaysian, was appointed to the Board on 21 September 1999 and is responsible for the Group's Construction and Trading Divisions. He holds a Bachelor of Business Administration in Finance from Western Michigan University, USA. Upon his graduation, Mr Tan joined the BCB Group as the Corporate Planning Manager. He was subsequently appointed to his present position.

* *Member of Audit Committee*

• *Member of Nomination and Remuneration Committee*

Other Information

- Dato' Tan Seng Leong, Ms Tan Lay Kim, Ms Tan Lay Hiang and Mr Tan Seng Hong are siblings.
- Except as disclosed above, none of the other Directors has any family relationship with any Directors and/or major shareholders of the Company.

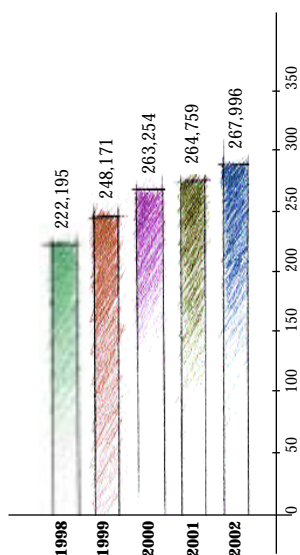
Conflict of Interest

None of the other Directors has any conflict of interest with the Company.

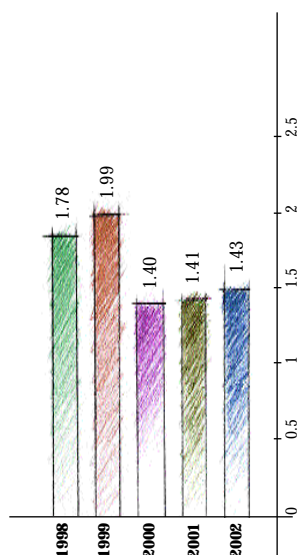
Conviction for Offences

None of the Directors has been convicted for any offences within the past ten (10) years.

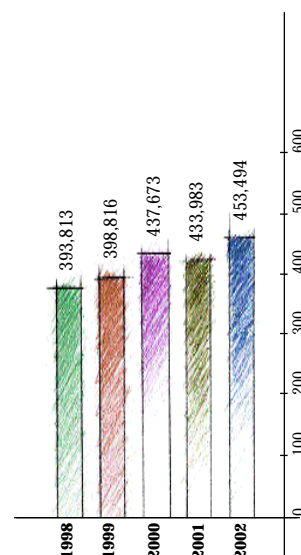
FIVE YEARS' FINANCIAL HIGHLIGHTS



**Shareholders' Funds
(RM'000)**



**Net Tangible Assets
Per Share (RM)**

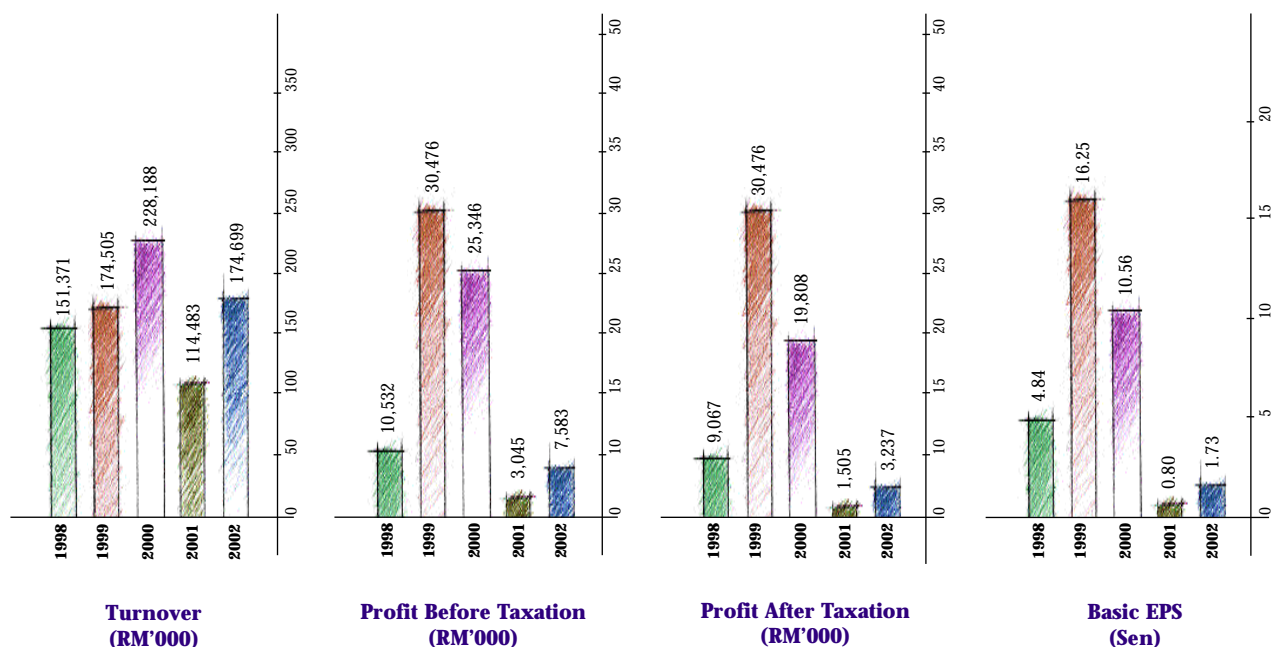


**Total Assets
(RM'000)**

Consolidated Balance Sheet as at 30 June

	<i>1998</i>	<i>1999</i>	<i>2000</i>	<i>2001</i>	<i>2002</i>
	<i>RM'000</i>	<i>RM'000</i>	<i>RM'000</i>	<i>RM'000</i>	<i>RM'000</i>
Share Capital	125,000	125,000	187,500	187,500	187,500
Non-Distributable Reserve	20,064	20,064	10,161	10,161	10,161
Profit Unappropriated	77,131	103,107	65,593	67,098	70,335
Shareholders' Funds	222,195	248,171	263,254	264,759	267,996
Represented by:					
Property, Plant and Equipment	50,286	48,483	51,171	58,246	62,596
Investment Properties	19,482	19,482	19,482	19,482	19,482
Land held for Development	75,216	31,565	25,596	19,682	18,957
Current Assets	248,829	299,286	341,424	336,573	352,458
Current Liabilities	(152,927)	(138,466)	(151,898)	(133,164)	(155,614)
Less: Non Current Liabilities	95,902	160,820	189,526	203,409	196,844
	(18,691)	(12,179)	(22,521)	(36,060)	(29,883)
	222,195	248,171	263,254	264,759	267,996
Number of ordinary share of RM1.00 in issue ('000)	125,000	125,000	187,500	187,500	187,500
Net tangible assets per share (RM)	1.78	1.99	1.40	1.41	1.43
Total Assets	393,813	398,816	437,673	433,983	453,494

Five years' financial highlights



Consolidated Profit and Loss accounts for the Year Ended 30 June

	1998 RM'000	1999 RM'000	2000 RM'000	2001 RM'000	2002 RM'000
Turnover	151,371	174,505	228,188	114,483	174,699
Profit Before					
Charging Depreciation and Interest	15,739	35,761	31,760	12,264	17,779
Depreciation	(2,367)	(2,445)	(2,985)	(3,572)	(4,059)
Interest Expenses	(2,840)	(2,840)	(3,429)	(5,647)	(6,137)
Profit Before Taxation	10,532	30,476	25,346	3,045	7,583
Taxation	(1,465)	-	(5,538)	(1,540)	(4,346)
Profit After Taxation	9,067	30,476	19,808	1,505	3,237

Adjusted Weighted Average
Number of Shares in Issue

	1998	1999	2000	2001	2002
adjusted for:					
- Bonus Issue 32 for 10 on 22 July 1996 & - Bonus Issue 1 for 2 on 15 March 2000	187,500	187,500	187,500	187,500	187,500
Gross EPS (sen)	5.62	16.25	13.52	1.62	4.04
Basic EPS (sen)	4.84	16.25	10.56	0.80	1.73
Dividend Rate	-	5	3.5	-	-

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CHAIRMAN'S STATEMENT

...thorough planning would be carried out to ensure that the properties developed meets market demand.

On behalf of the Board of Directors, I am pleased to present the Annual Report and Financial Statements of BCB Berhad Group for the year ended 30 June 2002.

FINANCIAL REVIEW

Even though the broad property sector was still experiencing a slowdown during the year under review, launches in the Group's development areas continued to receive favorable response. Amidst these challenging operating conditions, the Group recorded a sales of RM174.7 million, an increase of 53% as compared to RM114.5 million year 2001. Profit before tax was RM7.6 million, an increase of 153% as compared to RM3.0 million in the previous year.

With the exception of the manufacturing and trading divisions, all other operating divisions within the Group reported positive earnings for the year. The property development & project management division together with the construction division maintained its positive contribution to the Group; posting sales of RM125.1 million and RM35.3 million respectively.

The year also marked BCB Resources Sdn Bhd's (a wholly-owned subsidiary of the Company) debut venture with the acquisition of approximately 360 acres of freehold lands and club memberships in Batu Pahat, Johor for a total consideration of RM60.0million. This acquisition has increased the Group's prime landbank holdings in the western corridor growth area of Johor state. The improved geographical profile of the landbank also broadened the opportunity base of contribution from property development activities of the Group. The mixed development project has been launched as Evergreen Heights in October 2002.

In view of the coming working capital needs, the Board does not recommend any dividend for the financial year.

PROPERTY DEVELOPMENT AND PROJECT MANAGEMENT DIVISIONS

The solid core of the Group, the divisions posted total sales of RM125.1 million; and increase of 46% as compared to RM85.9million in 2001.

The Board's prudential measures which includes focusing its property development towards affordable residential units at strategic locations have mitigated the impact of weak market conditions. The Group's development projects in Kluang, Johor Bahru, Batu Pahat and Seremban continues to receive favourable response from the buyers despite the overall cautious market sentiment. Various incentives offered by financial institutions, government's temporary waiver of stamp duty, together with the Group's marketing strategy incentives had contributed to the continued strong sales record.

A total of 1,354 units of residential and commercial properties were sold during the year as compared to 936 units in 2001. In view of the current market conditions and the number of developments being launched, it is imminent that competition from various property developers is keen.



...the Group is optimistic in its capability to further increase income drivers to its sales through new launches from existing on-going projects.

To promote the Group's properties, vigorous marketing program to boost the sales includes the launch of second and third phase of the "Buy and Win a House" promotion campaign from August 2001 to March 2003. Other marketing programs include participation in property exhibitions, home ownership campaigns, series of print advertisements and numerous weekend sales.

In line with the market demand for residential properties, the divisions concentrated on the development of housing projects on the Group's development activities in Kluang, Johor Bahru, Batu Pahat and Seremban. The recent acquisition of 360 acres Evergreen Heights shall ensure the Group's continued presence in the property market scene in Batu Pahat. Evergreen Heights is set to be the next flag-ship of BCB's 'Lifestyle' township in Batu Pahat offering a total of 3,171 units of various types of residential & commercial properties nestled next to the 18-hole golf course of Bukit Banang Golf & Country Club.

The Group's property launches up to the month October 2002 includes:-

- 548 units of medium cost terrace houses in Taman Sri Kluang, priced at RM80,000 translating into revenue of RM44.0million.
- Phase 14 of Taman Pulai Utama, Johor Bahru (where the Group is the project manager and main contractor) consisting of 208 units of residential and commercial properties priced at range RM188,000 to RM288,000 is expected to contribute approximately RM25.0million in turnover to the Group.
- Phase 1 of Evergreen Heights, Batu Pahat; 189 units of residential properties amounting a total sales value of RM45.0million.

With the nation's economy showing signs of recovery towards the last quarter of 2002. Consumer confidence is expected to improve even though the demand remains soft. In this respect, thorough planning would be carried out to ensure that the properties developed meets market demand. With the launch of Evergreen Heights, the Group is confident that the project will be one of the main income contributors for coming financial years. In addition, the Group is optimistic in its capability to further increase income drivers to its sales through new launches from existing on-going projects.

CONSTRUCTION DIVISION

The division performed satisfactorily in the year under review, posing an increase in turnover from RM20.0 million in year 2001 to RM35.3 million in the current year 2002. The division provides the supporting construction needs of the Group encompassing building construction, concrete and road works.

The division is expected to continue with its upward growth trend boosted by the launch of the Group's Evergreen Heights project in Batu Pahat and the overall better outlook for the property market.



...continue to ensure that the traditional customer base are sustained while new strategies and marketing plans will be carried out to expand the base.

MANUFACTURING DIVISION

In tandem with the weak overseas demand, competitive pricing and the provision made for doubtful debts, the Group's furniture division posted a loss of RM2.5million on a sales of RM5.9million. The division which commenced its operations in November 2000 had earlier posted an initial 6-month loss of RM1.7million on a sales of RM0.6million in year 2001.

In addition to its product of quality steel frame furniture, the division is currently supplying the metalwork requirements of the Group with products such as door frames, grills, gates and other related products of the construction division.

Without strong recovery in the overseas demand, this division is not expected to contribute any profits for the coming financial year 2003.

HOTEL OPERATIONS

The division contributed sales of RM8.0million in the year under review. The Group's Prime City Hotel, located in the heart of Kluang town, is a 3-star hotel providing facilities for commercial and social activities in Kluang town. The hotel division's new outlet; Johbase Bistro was opened in February 2002. Providing a high end casual dining outlet catering to the new emerging lifestyle in Kluang with customers patronizing higher end specialty dining outlets.

The division posted a loss of RM57,000 against a sales of RM8.0million as compared to a profit of RM307,000 with sales of RM7.9million in year 2001. The loss was mainly due to the higher overheads and maintenance costs incurred during the year. The division will continue to ensure that the traditional customer base are sustained while new strategies and marketing plans will be carried out to expand the base.

SHARE CAPITAL

The issued and paid up share capital of the Company had been increased by 10% from RM187,500,000 to RM206,250,000 with the completion of the private placement exercise in August 2002. The entire proceeds of RM18,750,000 was utilized to part finance the Group's acquisition of freehold land, bungalow lots, homestead land and club memberships (Evergreen Heights) in Batu Pahat, Johor.

GROUP PROSPECTS FOR 2003

With the overall economic activities showing further signs of recovery in 2003, the property market is expected to benefit given the continuing incentives extended by the Government and the financial institutions to stimulate property purchasing activities.

A major factor adversely affecting the performance of the property industry this coming year is the shortfall of foreign workers in the construction sector. From the expiry of the amnesty given in July 2002, the severe shortage of labor workforce had resulted in delays in project



...the property market is expected to benefit given the continuing incentives extended by the Government and the financial institutions to stimulate property purchasing activities.

completion and overall slowdown in the construction progress. In view of this, precautionary measures in terms of operational efficiency and coordination with relevant authorities had been taken to overcome the shortage.

With that in mind, the growth for the Group's earnings for financial year 2003 is expected to remain from the property division. The Group will focus its efforts to build on its core business, while at the same time exploiting new business ventures and opportunities that have synergistic benefits and could contribute to its earnings base.

CORPORATE GOVERNANCE

The Board places great emphasis and recognition in ensuring the Group adheres to the standard of Malaysian Code on Corporate Governance issued by the Finance Committee on Corporate Governance and transparency in terms of corporate accountability to our shareholders. The monitoring and tracking system currently in place spells out the relationship, reporting and accountability between shareholders and the Board, and its various committees – Audit Committee, Nomination and Remuneration Committee and ESOS Committee.

ACKNOWLEDGEMENT

On behalf of the Board of Directors, I extend my sincere appreciation to our team of Management and staff for their total professionalism and dedication to the Group. I wish to also express deepest appreciation for the continued support of our valued customers, business associates and shareholders. And our thanks as well to the various government departments and authorities, contractors, sub-contractors, financiers and consultant, whose contributions towards achieving better quality products have helped us provide a better living environment to our purchasers.

Last but not least, my thanks and appreciation to the Board of Directors for its counsel and understanding in the past year, and I look forward to its continued support in the future.

Thank you.

Dato' Ismail bin Yusof
Chairman



2002

Annual Report

AUDIT COMMITTEE

COMPOSITION

The Audit Committee comprises four members, three of whom are independent non-executive directors. The members of the Committee are as follows:-

- **Dato' Ismail Bin Yusof** - (*Chairman, Independent Non-Executive Director*)
- **Dato' Tan Seng Leong** - (*Member, Group Managing Director*)
- **Sofian Bin Arshad** - (*Member, Independent Non-Executive Director*)
- **Ash'ari Bin Ayub** - (*Member, Independent Non-Executive Director*)

Terms of Reference Objective

The objective is to comply with Chapter 15 of the Listing Requirements of Kuala Lumpur Stock Exchange.

The Audit Committee shall:

- a) Provide assistance to the Board in fulfilling its fiduciary responsibilities relating to internal control, corporate accounting and reporting practices for BCB Group.
- b) Strengthen the confidence of the public in the Group's reported results.
- c) Maintain, through regularly scheduled meetings, a direct line communication between the Board and the internal and external auditors.
- d) Avail to the internal and external auditors a private, confidential audience at any time they desire and request it through the Committee Chairman.
- e) Act upon the Board of Directors' request to investigate and report on any issues or concerns on the management of the Group.

Members Of The Audit Committee

- a) The Committee shall be appointed by the Board of Directors amongst the Directors of the Company which fulfills the following requirements:-
 - (i) the Committee must be composed of no fewer than 3 members;
 - (ii) a majority of the Committee must be independent directors; and
 - (iii) at least one member of the Committee:

- (aa) must be a member of the Malaysian Institute of Accountants; or
- (bb) if he is not a member of the Malaysian Institute of Accountants, he must have at least 3 years' working experience and:
 - (i) he must have passed the examinations specified in Part 1 of the 1st Schedule of the Accountants Act 1967; or
 - (ii) he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967.

- (b) The members of the Committee shall elect a Chairman from among themselves who shall be an independent director.
- (c) No alternate director should be appointed as a member of the Committee.
- (d) In the event of any vacancy in the Committee resulting in the non-compliance of the listing requirement of the Exchange pertaining to composition of audit committee, the Board of Directors shall within three months of that event fill the vacancy.
- (e) The terms of office and performance of the Committee and each of its members must be reviewed by the Board of Directors at least once every 3 years to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

Meetings And Reporting Procedures

- (a) Frequency
 - (i) Meetings shall be held not less than four times a year.
 - (ii) Upon the request of the external auditors, the Chairman of the Committee shall convene a meeting of the Committee to consider any matter the external auditor believes should be brought to the attention of the Directors or shareholders.
- (b) Quorum
A quorum shall consist of a majority of independent directors.
- (c) Secretary
The Company Secretary shall be the Secretary of the Committee or in his

absence, another person authorised by the Chairman of the Committee.

- (d) Attendance
- (i) The Financial Director, the Head of Internal Audit (where such a function exists) and a representative of the external auditor shall normally attend meetings.
 - (ii) Other Directors and employees may attend any particular meeting only at the Committee's invitation, specific to the relevant meeting.
 - (iii) At least once a year, the Committee shall meet with the external auditors without any executive Board members present.
- (e) Reporting Procedure
The minutes of each meeting shall be circulated to all members of the Board.
- (f) Meeting Procedure
The Committee shall regulate its own procedure, in particular:-
- (i) the calling of meetings;
 - (ii) the notice to be given of such meetings;
 - (iii) the voting and proceedings of such meetings;
 - (iv) the keeping of minutes; and
 - (v) the custody, production and inspection of such minutes.

Authority Of The Audit Committee

The Committee in performing its duties shall in accordance with a procedure to be determined by the Board of Directors:

- (a) have authority to investigate any matter within its terms of reference;
- (b) have the resources which are required to perform its duties;
- (c) have full and unrestricted access to any information pertaining to the Company;
- (d) have direct communication channels with the external auditor and person(s) carrying out the internal audit function or activity (if any);
- (e) be able to obtain independent professional or other advice; and
- (f) be able to convene meetings with external auditors, excluding the attendance of the executive members of the committee, whoever deemed necessary.

Functions Of The Audit Committee

The Committee shall, amongst others, discharge the following functions:

- (a) To review:
 - (i) the quarterly results and year end financial statements, prior to the approval by the Board of Directors, focusing particularly on:-
 - (aa) the going concern assumption;
 - (bb) changes in or implementation of major accounting policy changes;
 - (cc) significant and unusual events; and
 - (dd) compliance with accounting standards and other legal requirements.
 - (ii) Any related party transaction and conflict of interest situation that may arise within the Company or group including any transaction, procedure or course of conduct that raises questions or management integrity.
 - (iii) with the external auditor:
 - (aa) the audit plan;
 - (bb) his evaluation of the system of internal controls;
 - (cc) his audit report; and
 - (dd) his management letter and management's response;
 - (ee) the assistance given by the Company's employees to the external auditor;
- (b) To monitor the management's risk management practices and procedures.
- (c) In respect of the appointment of external auditors:
 - (i) to review whether there is reason (supported by grounds) to believe that the external auditor is not suitable for reappointment;
 - (ii) to consider the nomination of a person or persons as external auditors and the audit fee;
 - (iii) to consider any questions of resignation or dismissal of external auditors.
- (d) In respect of the internal audit function:
 - (i) to review 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;
 - (ii) to review 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;
- (iii) to review any appraisal or assessment of the performance of members of the internal audit function;
- (iv) to approve any appointment or termination of senior staff members of the internal audit function; and
- (v) to inform itself of any resignation of internal audit staff member and provide the resigning staff member an opportunity to submit his reasons for resigning.
- (e) To promptly report such matter to the Exchange if the Committee is of the view that the matter reported by it to the Board of Directors has not been satisfactorily resolved resulting in a breach of the Listing Requirements.
- (f) To carry out such other functions as may be agreed to by the Committee and the Board of Directors.
- (i) reviewing the external auditor's scope of work and audit plan for the financial year ended 30 June 2002;
- (ii) reviewing the external auditors' audit reports, management letter and management's response;
- (iii) reviewing and approving the risk management policy and framework appraised by the appointed firm of internal auditors;
- (iv) reviewing the findings on the internal control reviews conducted by the firm of internal auditors and where necessary ensure that the appropriate action is taken on the recommendations of the internal audit function;
- (v) reviewing the audited accounts for the financial year ended 30 June 2002 and unaudited quarterly financial results prior to the approval by the Board of Directors for subsequent announcements;
- (vi) review any related party transaction; and
- (vii) reviewing the Company's compliance with the revamped Listing Requirements of the Kuala Lumpur Stock Exchange.

Audit Committee Meetings

The Audit Committee held six (6) meetings during the financial year ended 30 June 2002. Details of the attendance of the meetings by the Committee Members are as follows:-

Members	No. of Meetings attended	%
Dato' Ismail Bin Yusof	6/6	100.00
Dato' Tan Seng Leong	5/6	83.33
Sofian Bin Arshad	5/6	83.33
Ash'ari Bin Ayub	5/6	83.33

Activities Undertaken By The Audit Committee

During the financial year, the activities of the Audit Committee included:-

Internal Audit Function

The Board has outsourced its Internal Audit functions to a reputed firm of internal audit professional to provide independent assurance to, and assist, the Board in discharging its duties and responsibilities. The appointed internal auditor's function is to ensure regular review of the adequacy and integrity of the internal control system, thus satisfying the internal requirements as well as the Listing Requirements and the Malaysian Code on Corporate Governance.

The Internal Audit function, through its internal audit activities, reports to the Audit Committee on the overall assessment of risks with results on the audits conducted on the internal controls, operations and processes of the Group's respective business units. The report highlights weaknesses identified and the management's action plans to address the risk. The reports also assist the Group in monitoring the adequacy of the risk management system and existing internal controls.

CORPORATE GOVERNANCE

The Board of Directors fully supports the principles and best practices outlined in the Malaysian Code on Corporate Governance and is pleased to report to the shareholders on the manner in which the Group has applied the principles of the Code except where otherwise stated.

Board of Directors

An effective Board leads and controls the Group; by setting the vision and directing the policies, strategic action plans and stewardship of the Group's resources, which leads, strategise and controls the direction of the Company.

The Board has delegated specific responsibilities to 3 subcommittees; Audit, ESOS and Nomination & Remuneration Committees. These committees have the authority to examine particular issues according to their respective terms of reference and report back to the Board with their recommendations. The ultimate responsibility for the final decision on all matters, however, rests with the entire Board.

Board Balance

The Board currently has 7 members, 3 of whom are independent non-executives directors. The profiles of the members of the board are presented on pages 4 to 5 of the Annual Report. The board has within its members drawn from varied backgrounds; bringing in-depth and diversity in experience and perspectives to the Group's business operations.

The Executive Directors generally are responsible in making and implementing operational decisions whilst the Non-Executive Directors support the skills and experience of the Executive Directors, contributing to the

formulation of policy and decision making through their knowledge and experience of other businesses and sectors.

The Non-Executive Directors are independent of management and free from any business relationship which could materially interfere with the exercise of their independent judgement. Together, they play an important role in ensuring that the strategies proposed by the management are fully deliberated and examined, taking into account the long term interest of the shareholders, employees, customers, suppliers and the many communities in which the Group conducts its business.

Dato' Ismail Bin Yusof has been identified as the Senior Independent Non-Executive Director, to whom any concerns pertaining to the Group may be conveyed.

Board Meetings

The Board ordinarily meets four times a year at quarterly intervals whereat the Group's financial statement and results are deliberated and considered. Additional meetings will be convened when necessary to enable them to discharge their responsibilities. In intervals between Board meetings, for matters requiring Board decisions, Board approvals are sought via circular resolutions (DCR) with sufficient information required to make an informed decision. A summary of the DCR approved will be tabled at the following Board meetings for notation.

During the financial year, the Board met five times, whereat it deliberated and considered a variety of matters including the Group's financial results, major investments and strategic

Name of Director	Designation	No. of Meetings attended	%
Dato' Ismail Bin Yusof	Chairman, Independent Non-Executive Director	5/5	100.00
Dato' Tan Seng Leong	Group Managing Director	5/5	100.00
Tan Lay Kim	Executive Director	5/5	100.00
Tan Lay Hiang.	Executive Director	5/5	100.00
Tan Seng Hong	Executive Director	5/5	100.00
Sofian Bin Arshad	Independent Non-Executive Director	4/5	80.00
Ash'ari Bin Ayub	Independent Non-Executive Director	4/5	80.00

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decisions and direction of the Group. The chart shown on page 15 is a record of attendance of the Board members;

Supply of Information

The Board is supplied with information for each meeting on a timely manner. The Board report includes, amongst others, financial and corporation information, significant operational, financial and corporate issues, performance of the Group and management proposals, which require the approval of the Board. All directors are entitled to call for additional clarification and information to assist them in matters that required their decision.

All directors have access to the advice and services of the Company secretary, and if need be, independent professionals advice at the cost of the Company.

Appointments to the Board

The Code endorses as good practice, a formal and transparent procedure for the appointment of new directors to the Board, with the Nomination committee making recommendations to the Board.

In previous years, all directors were involved in the process of accessing existing Directors and identifying, recruiting, nominating and appointing and new directors. During the period, the Board reviewed this position and a Nomination and Remuneration Committee was set up on 31 May 2002.

The aggregate remuneration of directors (including remuneration earned as executive directors of subsidiaries) is categorized into appropriate components:-

	Directors' Fees (RM'000)	Salaries (RM'000)	Bonuses (RM'000)	Benefits in kind (RM'000)	Other emoluments (RM'000)	Total (RM'000)
Executive	400	2,460	150	48	485	3,543
Non-Executive	156	-	-	-	-	156

The number of directors of the Company whose total remuneration fall within the following band:-

Range of remuneration	Number of Directors	
	Executive	Non-Executive
Below RM50,000	-	1
RM50,001 to RM100,000	-	2
RM100,001 to RM150,000	-	-
RM350,000 to RM400,000	3	-
RM2,400,000 to RM2,450,000	1	-

It is the responsibility of the Company secretary to ensure that the appointment of all directors are properly effected with all requisite information being obtained from the directors for the company's own records as well as compliance with the statutory requirements.

Re-election

In-accordance with the Company's articles of association, all directors who are appointed by the Board are subject to reelection by shareholders at the first opportunity after their appointment. The article also provide for all directors (including managing Director) to submit themselves for reelection at least every three years in compliance with the listing Requirements. In addition, it also provides that at least one-third of the remaining directors be subject to reelection by rotation at each Annual General Meeting.

Nomination and Remuneration Committee

The Committee comprises the following Directors:-

Dato' Ismail Bin Yusof (Chairman)

Sofian Bin Arshad

Ash'ari Bin Ayub

All Members of this Committee are independent non-executive Directors. The committee recommends to the Board candidates for any appointments to the Board. In making these recommendations, the Committee considers the required mix of skills and experience, which the directors should bring to the Board. Any new nomination received is put to the full Board for assessment and endorsement.

Directors' Remuneration

The Nomination and Remuneration Committee recommends to the Board the remuneration structure and policy for each executive Director. In framing the policy, the Committee has the right to obtain independent professional advice and information about remuneration practices elsewhere.

The determination of the remuneration of the non-executive Directors is a matter for the Board. Nevertheless, the determination of remuneration packages for Directors (executive and non-executive Directors) is a matter of the Board as a whole and individuals are required to abstain from discussion of their own remuneration.

The Committee recommends the directors' fees (executive and non-executive Directors) to the Board for endorsement and subsequent approval by the shareholders of the Company at its Annual General Meeting.

Directors' Training

All Directors have attended the Mandatory Accreditation Programme organised by the Research Institute of Investment Analysts Malaysia and are encouraged to attend continuous education programme to keep abreast with the new regulatory development and listing requirements.

Dialogue between the Company and Investors

The Board recognizes the importance of an effective communication channel between the Board and shareholders. The annual reports, quarterly results, press releases and any announcements on material corporate exercises are the primary modes of disseminating information on the Group's business activities and performance.

The Annual General Meeting (AGM)

The AGM provides an opportunity for the shareholders to put questions to the Directors both formally and informally. All shareholders are encouraged to attend the AGM and participate in its proceedings.

Financial Reporting

The Directors aim to present a balanced, and understandable assessment of the Group's position and prospects in all their reports to the shareholders, investors, regulatory bodies and the general public.

Statement of Directors' responsibility for preparing the financial statements

The Directors are required by the Companies Act 1965 to prepare financial statements for each financial year which gave a true and fair view of the state of affairs of the Group and of the company at the end of the financial year and of the results and cash flows of the Group and the company for the financial year.

In preparing the financial statements, the Directors have:-

- Selected suitable accounting policies and applied them consistently
- Made judgments and estimates that are reasonable and prudent
- Ensured that all applicable approved accounting standards in Malaysia have been followed and confirm that the financial statements have been prepared on a going concern basis.

The Directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the Group and the Company and which enable them to ensure that the financial statements comply with the Companies Act 1965.

The Directors have overall responsibilities for taking such steps as are reasonably open to them to safeguard the assets of the Group to prevent and detect fraud and other irregularities.

Internal Controls

The Group's Internal Control Statement is set out on pages 19 to 20 of the Annual Report.

Relationship with Auditors

The role of the Audit Committee in relation to the external auditors is described on Page 13 of the Annual Report.

Audit Committee

The Audit Committee Report is set out on pages 12 to 14 of the Annual Report.

ADDITIONAL COMPLIANCE INFORMATION

To comply with the Listing Requirements, the following additional information is provided:-

Utilization of Proceeds

During the financial year, a corporate proposal was announced in respect of the acquisition of additional land bank by BCB Resources Sdn

Bhd (BCB Resources); a wholly-owned subsidiary of the Company (Refer note 34 of the Notes to the Financial Statements) involving a proposed private placement exercise of 18,750,000 new ordinary shares of the Company.

At the date of this report, the corporate proposal in respect the private placement has been completed and the full proceeds raised of RM18.75million utilized to part finance the purchase consideration.

Share buybacks

The Company did not make any share buyback during the financial year.

Options, Warrants or convertible securities

A total of 6,798,000 options in respect of the ESOS Scheme remains unexercised to the date of this report. The total represents the total options granted since the inception of the ESOS Scheme in year 2000.

American Depository Receipt(ADR) or Global Depository Receipt (GDR)

During the financial year, the Company did not sponsor any ADR or GDR programmes.

Imposition of sanctions/penalties

There were no sanctions and/or penalties imposed on the Company and its subsidiaries, Directors or management by the relevant regulatory bodies.

Non-audit fees

During the financial year, apart from the annual audit fees payable to the external auditors, Messrs PriceWaterhouseCoopers, the following payments were also made as non audit fees:-

	Amount (RM)
• Professional services on tax compliance	9,000
• Professional services in respect of scrutinizer for the Group's lucky draw dip for sales promotional activities	2,000
Total	11,000

Variation in results

There were no profit estimation, forecast or projection made or released by the Company during the financial year.

The audited result for the financial year differ by approximately 17% as compared to the unaudited results announced in August 2002 due to the underprovision made in the taxation expense as announced.

	RM '000
Unaudited profit after tax as per announcement	3,927
Audited profit after tax	3,237
	690
<hr/>	
Reconciled:	
• Taxation underprovided in prior years	125
• Add back of taxation on provision for foreseeable loss on development projects	390
• Tax effect on Group's unrealized profit on sales of fixed assets to subsidiaries	313
• Others	(138)
Total	690

Profit Guarantee

No profit guarantee were given by the Company in respect of financial year.

Material contracts

There were no material contracts entered into by the Company and its subsidiaries involving Directors' and major shareholders' interests.

Contracts relating to loans

There were no contracts relating to loans by the Company and its subsidiaries in respect of the preceding item.

Revaluation of landed properties

The company's revaluation policy is disclosed in notes 2 (d) and 2 (e) of the Notes to the Financial Statements.

STATEMENT OF INTERNAL CONTROL

The Malaysian Code on Corporate Governance ("Code") requires listed companies to maintain a sound system of internal control to safeguard shareholders' investments and the Group's assets. Paragraph 15.27(b) of The Kuala Lumpur Stock Exchange's ("KLSE") Listing Requirements require directors of public listed companies to include a statement in annual reports on the state of their internal controls. The Board is committed to maintaining a sound system of internal control to safeguard shareholders' investments and the company's assets. Set out below is the Board's Statement on Internal Control, which provides an overview of the Company's state of internal control.

The Board has outsourced its internal audit functions to a reputed professional consultancy firm on 1st October 2001. The outsourced internal auditors reports directly to the Audit Committee and is to assist in the development of an overall risk policy and risk management framework and evaluate the system of internal control using risk map.

BOARD RESPONSIBILITY

The Board has ultimate responsibility for the Group's system of internal control and the need to review its adequacy and integrity regularly. Overall, the Board has established and adopted a risk management framework with the objective of setting clear guidelines in relation to the levels of risk acceptable to the Company.

The system of internal control is designed to meet the Company's particular needs and the risks to which it is exposed. It should be appreciated that, however effective a system is, it can only provide reasonable and not absolute assurance against material misstatement, fraud or loss. It should be further noted that such system is designed to manage, rather than eliminate, the risk of failure to achieve business objectives.

The system of internal control is maintained to achieve the following objective:-

- Ensure the achievement of operation objectives.
- Ensure compliance with regulatory requirements.
- Identify and manage risk affecting the Group.
- Safeguard the shareholders' interest and assets of the Group.

For the year under review, the Group had formalized an overall risk policy and risk management framework for a systematic and disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes. The system will be continue to be reviewed, controls added on or updated in line with the changes of the operating environment.

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RISK MANAGEMENT FRAMEWORK

In November 2001, with the assistance of the outsourced internal audit consultants, the Group undertook a review of its existing risk management processes and key components of its internal controls that were in place within the various operating business units, with the aim of formalizing the risk management functions and effectiveness of such controls.

The formalization involved the following initiatives:-

- Desktop research conducted to understand the nature and scope of the Company's activities, and existing internal control and procedures.
- Structured interviews conducted with key members of management to discuss the key focus areas. A database of all risks and controls developed, and the information filtered to produce detailed risk profiles for the major business units, which have been categorized into strategic, operations, financial and knowledge risks.
- Key risks to each business unit's objectives aligned with the Company's strategic objectives, management identified and assessed for likelihood of the risks occurring and the magnitude of impact.

- A risk and control workshop was facilitated by the external consultants where management's risk assessment were moderated and reconfirmed. The corresponding action plans for the significant risks were prepared by the key members of management to address those risks.
- Extending the responsibilities of the Senior Management team to monitor all internal controls, identify and communicate to the Board the critical risks (present and potential) the Company would face, their changes, and the management action plans to manage those risks.

During the year under review, the outsourced internal consultants presented to the Audit Committee, two (2) internal control review reports evaluating the internal controls and procedures of two (2) out of five (5) business units identified for the Group.

The Directors are of the opinion that the system of internal control is adequate to achieve the Groups' business objectives. The Board continues to take measures to strengthen the control environment and certain aspects of the controls highlighted by the appointed internal auditors are currently being improved.

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DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2002

The Directors are pleased to submit their report to the members together with the audited financial statements of the Group and Company for the financial year ended 30 June 2002.

PRINCIPAL ACTIVITIES

The principal activities of the Company consist of investment holding, property development and hotel operations. The principal activities of the subsidiaries are set out in note 14 to the financial statements. There was no significant change in the nature of these activities for the Group and Company during the financial year.

FINANCIAL RESULTS

	<u><i>Group</i></u> <i>RM</i>	<u><i>Company</i></u> <i>RM</i>
Profit after taxation	3,236,691	3,459,016

DIVIDENDS

No dividends were paid or declared by the Company since 30 June 2001.

The Directors do not recommend the payment of any dividends for the financial year ended 30 June 2002.

RESERVES AND PROVISIONS

All material transfers to or from reserves and provisions during the financial year are shown in the financial statements.

EMPLOYEES' SHARE OPTION SCHEME ("ESOS")

The main features of the ESOS are as follows:

- (a) The total number of ordinary shares to be issued by the Company under the ESOS shall not exceed 10% of the total issued and paid-up ordinary shares of the Company.
- (b) The option price under the ESOS is the average of the mean market quotation of the shares of the Company as quoted in the Daily Official List issued by the Kuala Lumpur Stock Exchange for the five market days preceding the offer date, or the par value of the shares of the Company of RM1, whichever is the higher.
- (c) The options granted may be exercised at any time before the expiry of the ESOS on 14 March 2005.

EMPLOYEES' SHARE OPTION SCHEME ("ESOS") (CONT'D)

- (d) The basis on which the options may be exercised by virtue of By-Law 9.2 of the ESOS is as follows:

Number of options granted and unexercised as at 30 June 2002

	<i>Percentage of options exercisable</i>		
	<i>Year 2003 %</i>	<i>Year 2004 %</i>	<i>Year 2005 %</i>
800,000	60	20	20
1,200,000	60	20	20
500,000	100		
2,333,000	100		
2,165,000	60	20	20
<hr/> 6,798,000			

The movements during the financial year in the number of options over the shares of the Company are as follows:

At 1 July 2001	800,000
Lapsed	-
Granted	5,998,000
Exercised	-
<hr/> At 30 June 2002	<hr/> 6,798,000

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DIRECTORS

The Directors who have held office during the period since the date of the last report are as follows:

Dato' Ismail bin Yusof
 Dato' Tan Seng Leong
 Tan Lay Kim
 Tan Lay Hiang
 Tan Seng Hong
 Sofian bin Arshad
 Ash'ari bin Ayub

In accordance with Article 105 of the Company's Articles of Association, Dato' Ismail bin Yusof and Tan Lay Hiang retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

DIRECTORS' BENEFITS

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, being arrangements with the object or objects of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, other than the Company's Employee Share Option Scheme ("ESOS") (as disclosed in Note 31(b) to the financial statements).

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than directors' remuneration disclosed in financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

DIRECTORS' INTERESTS IN SHARES

According to the register of Directors' shareholdings, particulars of interests of Directors who held office at the end of the financial year in the shares and options over shares in the Company and its related corporations are as follows:

	<i>Number of ordinary shares of RM1 each in the Company</i>			
	<i>At 1.7.2001</i>	<i>Bought</i>	<i>Sold</i>	<i>At 30.6.2002</i>
<u>Shareholdings in the name of the Director</u>				
Dato' Tan Seng Leong	61,198,500	-	-	61,198,500
Tan Lay Kim	6,600,000	-	-	6,600,000
Tan Seng Hong	2,953,500	625,000	1,600,000	1,978,500
	<i>Number of ordinary shares of RM1 each under ESOS option</i>			
	<i>At 1.7.2001</i>	<i>Granted</i>	<i>Exercised</i>	<i>At 30.6.2002</i>
Dato' Tan Seng Leong	400,000	100,000	-	500,000
Tan Seng Hong	-	500,000	-	500,000
Tan Lay Hiang	200,000	300,000	-	500,000
Tan Lay Kim	200,000	300,000	-	500,000

Dato' Tan Seng Leong, Tan Lay Kim and Tan Seng Hong by virtue of their interests in the shares of the Company, are deemed to have an interest in the shares of the wholly-owned subsidiaries of the Company.

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

STATUTORY INFORMATION ON THE FINANCIAL STATEMENTS

Before the income statements and balance sheets were made out, the Directors took reasonable steps:

- (a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and
- (b) to ensure that any current assets, other than debts, which were unlikely to realise in the ordinary course of business their values as shown in the accounting records of the Group and Company had been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

- (a) which would render the amounts written off for bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and Company inadequate to any substantial extent; or
- (b) which would render the values attributed to current assets in the financial statements of the Group and Company misleading; or
- (c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and Company misleading or inappropriate.

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

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

- (a) any charge on the assets of the Group or Company which has arisen since the end of the financial year which secures the liability of any other person; or
- (b) any contingent liability of the Group or Company which has arisen since the end of the financial year.

At the date of this report, the Directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements misleading.

In the opinion of the Directors:-

- (a) the results of the Group's and Company's operations during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (b) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group or the Company for the financial year in which this report is made.

AUDITORS

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

Signed on behalf of the Board of Directors in accordance with their resolution dated 29 October 2002.

Dato' Tan Seng Leong
Group Managing Director

Tan Seng Hong
Executive Director

Kluang

STATEMENT BY DIRECTORS

PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT 1965

We, Dato' Tan Seng Leong and Tan Seng Hong, two of the Directors of BCB Berhad, state that, in the opinion of the Directors, the financial statements set out on pages 29 to 58 are drawn up so as to give a true and fair view of the state of affairs of the Group and Company as at 30 June 2002 and of the results and cash flows of the Group and Company for the financial year ended on that date in accordance with the applicable approved accounting standards in Malaysia and the provisions of the Companies Act 1965.

Signed on behalf of the Board of Directors in accordance with their resolution dated 29 October 2002.

Dato' Tan Seng Leong
Group Managing Director

Tan Seng Hong
Executive Director

STATEMENT DECLARATION

PURSUANT TO SECTION 169(16) OF THE COMPANIES ACT 1965

I, Dato' Tan Seng Leong, the Director primarily responsible for the financial management of BCB Berhad, do solemnly and sincerely declare that the financial statements set out on pages 29 to 58 are, in my opinion, 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.

Dato' Tan Seng Leong
Group Managing Director

Subscribed and solemnly declared by the abovenamed Dato' Tang Seng Leong at Kluang on 29 October 2002, before me.

SUCHA SINGH
No. J023
Commissioner of Oaths

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REPORT OF THE AUDITORS

TO THE MEMBERS OF BCB BERHAD

We have audited the financial statements set out on pages 29 to 58. These financial statements are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion:

- (a) the financial statements have been prepared in accordance with the provisions of the Companies Act 1965 and applicable approved accounting standards in Malaysia so as to give a true and fair view of:
 - (i) the matters required by Section 169 of the Companies Act 1965 to be dealt with in the financial statements; and
 - (ii) the state of affairs of the Group and Company as at 30 June 2002 and of the results and cash flows of the Group and Company for the financial year ended on that date;

and

- (b) the accounting and other records and the registers required by the Act to be kept by the Company and by the subsidiaries have been properly kept in accordance with the provisions of the Act.

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 purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

The auditors' report on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under subsection 3 of section 174 of the Act.

PricewaterhouseCoopers
(No: AF-1146)
Chartered Accountants

Mohd Daruis bin Zainuddin
(No. 969/03/03 (J/PH))
Partner

Johor Bahru
29 October 2002

INCOME STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2002

	<i>Note</i>	<i>Group</i>		<i>Company</i>	
		<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
		<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Sales	3	174,698,630	114,482,611	107,445,561	82,610,442
Cost of sales	4	(137,405,522)	(83,917,690)	(82,953,724)	(62,060,083)
Gross profit		37,293,108	30,564,921	24,491,837	20,550,359
Non-operating income		722,160	577,674	1,321,696	1,820,975
Administrative expenses		(10,014,581)	(8,279,369)	(3,379,289)	(3,225,834)
Marketing expenses		(5,433,261)	(4,357,881)	(4,835,841)	(4,187,184)
Other operating expenses		(8,846,745)	(9,812,956)	(5,753,706)	(7,109,216)
Profit from operations	5	13,720,681	8,692,389	11,844,697	7,849,100
Finance cost	7	(6,137,355)	(5,647,261)	(5,775,681)	(5,583,598)
Profit from ordinary activities before tax		7,583,326	3,045,128	6,069,016	2,265,502
Tax	8	(4,346,635)	(1,540,425)	(2,610,000)	(626,554)
Net profit for the financial year		3,236,691	1,504,703	3,459,016	1,638,948
Earnings per share (sen)	9	1.73	0.80		
Dividends per share (sen)	10	-	-		

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The notes on pages 35 to 58 form an integral part of these financial statements.

BALANCE SHEETS

AS AT 30 JUNE 2002

	<i>Note</i>	<i>Group</i>		<i>Company</i>	
		<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
		<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Non current assets					
Property, plant and equipment	11	62,596,407	58,245,912	49,176,145	49,612,381
Investment properties	12	19,482,436	19,482,436	18,762,436	18,762,436
Land held for development	13	18,956,949	19,682,448	8,225,081	11,478,193
Subsidiaries	14	-	-	12,000,010	5,000,008
		101,035,792	97,410,796	88,163,672	84,853,018
Current assets					
Land and development					
Expenditure	15	170,734,657	189,207,530	134,980,920	146,225,305
Inventories	16	65,420,471	74,740,788	38,699,098	47,422,120
Receivables, deposits and prepayments	17	111,275,578	70,103,854	104,878,348	92,262,496
Deposits with licensed banks	18	15,288	20,000	-	-
Cash and bank balances	19	5,011,920	2,501,079	3,574,079	1,839,826
		352,457,914	336,573,251	282,132,445	287,749,747
Less: Current liabilities					
Payables	20	45,946,355	31,200,440	8,643,286	9,852,919
Borrowings	21	72,874,450	61,910,421	61,669,089	59,370,318
Bank overdrafts	22	34,964,852	35,856,370	28,117,941	30,279,394
Current tax liabilities		1,828,577	4,197,043	1,056,667	2,888,915
		155,614,234	133,164,274	99,486,983	102,391,546
Net current assets		196,843,680	203,408,977	182,645,462	185,358,201
Less: Non current liabilities					
Borrowings	21	29,492,629	35,696,221	14,698,785	17,559,886
Deferred tax	23	391,000	364,400	150,000	150,000
		29,883,629	36,060,621	14,848,785	17,709,886
		267,995,843	264,759,152	255,960,349	252,501,333
Capital and reserves					
Share capital	24	187,500,000	187,500,000	187,500,000	187,500,000
Revaluation reserves		10,161,055	10,161,055	9,810,097	9,810,097
Retained earnings		70,334,788	67,098,097	58,650,252	55,191,236
Shareholders' equity		267,995,843	264,759,152	255,960,349	252,501,333

The notes on pages 35 to 58 form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2002

<i>Note</i>	<i>Issued and fully paid ordinary shares of RM1 each</i>		<i>Non- distributable</i>	<i>Distributable</i>	<i>Total</i>
	<i>Number of shares</i>	<i>Nominal value</i>	<i>Revaluation reserves</i>	<i>Retained earnings</i>	
		<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
At 1 July 2000	187,500,000	187,500,000	10,161,055	65,593,394	263,254,449
Net profit for the financial year	-	-	-	1,504,703	1,504,703
At 30 June 2001	187,500,000	187,500,000	10,161,055	67,098,097	264,759,152
At 1 July 2001	187,500,000	187,500,000	10,161,055	67,098,097	264,759,152
Net profit for the financial year	-	-	-	3,236,691	3,236,691
At 30 June 2002	187,500,000	187,500,000	10,161,055	70,334,788	267,995,843

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The notes on pages 35 to 58 form an integral part of these financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2002

<i>Note</i>	<i>Issued and fully paid ordinary shares of RM1 each</i>		<i>Non- distributable</i>	<i>Distributable</i>	<i>Total</i>
	<i>Number of shares</i>	<i>Nominal value</i>	<i>Revaluation reserves</i>	<i>Retained earnings</i>	
		<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
At 1 July 2000	187,500,000	187,500,000	9,810,097	53,552,288	250,862,385
Net profit for the financial year	-	-	-	1,638,948	1,638,948
At 30 June 2001	187,500,000	187,500,000	9,810,097	55,191,236	252,501,333
At 1 July 2001	187,500,000	187,500,000	9,810,097	55,191,236	252,501,333
Net profit for the financial year	-	-	-	3,459,016	3,459,016
At 30 June 2002	187,500,000	187,500,000	9,810,097	58,650,252	255,960,349

The notes on pages 35 to 58 form part of these financial statements.

CASH FLOW STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2002

	<i>Note</i>	<i>Group</i>		<i>Company</i>	
		<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
		<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Operating activities					
Net profit for the financial year		3,236,691	1,504,703	3,459,016	1,638,948
Adjustments to reconcile net profit for the financial year to cash from operations:					
Property, plant and equipment					
- depreciation		4,059,244	3,572,014	1,946,226	2,251,383
- written off		87,214	36,418	23,579	36,418
- gain on disposal		(337,987)	(14,183)	(274,211)	(13,600)
Interest expenses		6,137,355	5,647,261	5,775,681	5,583,598
Allowance for foreseeable losses		1,393,680	78,354	1,393,680	78,354
Interest income		(98,014)	(172,742)	(755,576)	(1,284,728)
Preliminary expenses written off		-	6,000	-	-
Goodwill written off		3,572	2,000	-	-
Bad debts written off		200,000	-	-	-
Tax		4,346,635	1,540,425	2,610,000	626,554
		19,028,390	12,200,250	14,178,395	8,916,927
Changes in working capital:					
- inventories		9,320,317	2,372,540	8,723,022	(766,034)
- land and development expenditure		18,832,630	4,208,583	12,099,928	15,853,767
- receivables		(41,130,107)	1,020,090	(12,615,852)	(6,493,053)
- payables		14,728,337	(3,024,570)	(1,209,635)	978,322
Cash from operations		20,779,567	16,776,893	21,175,858	18,489,929
Interest received		81,060	104,380	755,576	1,284,728
Tax paid		(6,763,164)	(3,468,939)	(4,442,248)	(2,933,136)
Net cash flow from operating activities		14,097,463	13,412,334	17,489,186	16,841,521
Investing activities					
Acquisition of subsidiaries	26	-	-	(7,000,002)	(1,000,002)
Property, plant and equipment *					
- additions		(3,394,382)	(7,924,081)	(762,468)	(5,409,441)
- disposals		1,327,460	58,195	283,110	50,480
Land held for development		1,297,794	6,452,333	3,329,620	6,452,333
Net cash flow from investing activities		(769,128)	(1,413,553)	(4,149,740)	93,370

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The notes on pages 35 to 58 form an integral part of these financial statements.

Cash flow statements

	<i>Note</i>	<i>Group</i>		<i>Company</i>	
		<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
		<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Financing activities					
Interest paid		(8,462,948)	(8,310,110)	(8,101,411)	(8,246,447)
Dividends paid		-	(4,725,000)	-	(4,725,000)
Proceeds from fixed deposit previously pledged to licensed bank		20,000	-	-	-
Proceeds from bank borrowings		56,689,289	29,029,877	51,128,367	11,459,157
Repayment of bank borrowings		(56,349,502)	(18,033,254)	(52,247,391)	(17,717,944)
Repayments of finance lease principal		(1,807,527)	(1,220,027)	(223,305)	(202,167)
Net cash flow from financing activities		(9,910,688)	(3,258,514)	(9,443,740)	(19,432,401)
Net increase/(decrease) in cash and cash equivalents		3,417,647	8,740,267	3,895,706	(2,497,510)
Cash and cash equivalents - at start of financial year		(33,355,291)	(42,095,558)	(28,439,568)	(25,942,058)
- at end of the financial year	27	(29,937,644)	(33,355,291)	(24,543,862)	(28,439,568)

* The principal non-cash transactions are the acquisition of property, plant and equipment using finance lease (Note 11).

The notes on pages 35 to 58 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 GENERAL INFORMATION

The principal activities of the Company are those of investment holding, property development and hotel operations. The principal activities of the subsidiaries are set out in note 14 to the financial statements.

The number of employees at the end of the year amounted to 516 (2001: 474) employees in the Group and 246 (2001: 224) employees in the Company respectively.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and listed on the Main Board of the Kuala Lumpur Stock Exchange.

The address of the registered office of the Company is as follows:

7th Floor
Plaza BCB (Hotel Tower Block)
20 Jalan Bakawali
86000 Kluang
Johor Darul Takzim

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following accounting policies have been used consistently in dealing with items which are considered material in relation to the financial statements.

(a) Basis of preparation

The financial statements of the Group and Company have been prepared under historical cost convention (as modified by the revaluation of the hotel properties and investment properties), unless otherwise indicated in this summary of significant accounting policies.

The financial statements comply with the applicable approved accounting standards in Malaysia and provisions of the Companies Act 1965.

(b) Basis of consolidation

Subsidiaries are those enterprises in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities.

Subsidiaries are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases. Subsidiaries are consolidated using acquisition method of accounting.

Under the acquisition method of accounting, the results of the subsidiaries acquired or disposed of are included from the date of acquisition up to the date of disposal. At the date of acquisition, the fair values of the subsidiaries' net assets are determined and these values are reflected in the consolidated financial statements. The excess of the cost of acquisition over the fair value of the Group's shares of the subsidiaries' identifiable net assets at the date of acquisition is reflected as goodwill on consolidation.

Goodwill on consolidation is written off to income statement. Intra group transactions, balances and unrealised gains on transactions are eliminated; unrealised losses are also eliminated unless cost cannot be recovered.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**(c) Investments**

Investments in subsidiaries are shown at cost. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged/credited to income statement.

(d) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation.

Freehold land is not amortised as it has an infinite life.

All other property, plant and equipment assets are depreciated on a straight line basis to write off the cost of each asset to their residual values over their estimated useful lives at the following annual rates:

Buildings	2%
Plant and machinery	20%
Motor vehicles	20%
Renovation	2% - 15%
Furniture, fittings, office and site equipment	10% - 20%
Electrical and kitchen equipment	10%

Crockeries, glassware, cutlery, linen, kitchen utensils and general supplies are included as other equipment and are capitalised at the minimum level required for normal hotel operations. These base stocks are not depreciated but subsequent additions are charged out to income statement on a replacement basis.

Hotel property is stated at Director's valuation based on independent valuers' reports. It is the Group's policy to appraise the hotel property once in every five years by independent professional valuers based on their open market values with additional valuations in the intervening years where market conditions indicate that the carrying values on the revalued assets are materially different from the market values. Any surplus or deficit arising there from will be dealt with in the Revaluation Surplus Account. A deficit is set off against the Revaluation Surplus Account only to the extent of a surplus credited from the previous revaluation of the hotel property and the excess of the deficit is charged to the income statement.

No depreciation is provided for the hotel property as it is the Group's practice to maintain this property in such condition that the residual value is so high that depreciation would be insignificant. The related maintenance expenditure is dealt with in the income statement.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in profit/(loss) from operations. On disposal of revalued assets, amounts in revaluation reserve relating to those assets are transferred to retained earnings.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) Investment properties

Investment properties, principally comprising retail space in a shopping complex are held for long term rental yields and are not occupied by the Group. These properties are treated as long term investments and carried at market value determined by independent professional valuers once in every five years. Investment properties are not subject to depreciation. Increases in carrying amount are credited to revaluation reserve. Decreases that offset previous increases of the same assets are charged against revaluation reserve; all other decreases are charged to the income statement.

On disposal of an investment property, the difference between the net disposal proceeds and the carrying amount is charged or credited to the income statement. Any amount in revaluation reserve relating to that investment property is transferred to retained earnings.

(f) Land held for development

Land held for development consists of land held for future development where no significant development has been undertaken and are stated at cost of acquisition including all related costs incurred subsequent to the acquisition on activities necessary to prepare the land for its intended use.

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

The carrying amounts of land held for development are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such an indication exists, the assets recoverable amounts are estimated. An impairment loss is recognized whenever the carrying amount of land held for development exceeds its recoverable amount. The impairment loss is charged to the income statement.

(g) Land and development expenditure

Land and development expenditure whereby significant development work has been undertaken and is expected to be completed within the normal operating cycle are classified as land and development expenditure. Land and development expenditure are stated at cost plus profits less losses and applicable progress billings. Cost includes cost of land, all direct building cost and other related development expenditure, including interest expenses incurred during the period of development.

(h) Hire purchase and finance leases

Assets under hire purchase and finance lease agreements are capitalised and depreciated in accordance with the policy set out in note 2 (d) above. Outstanding obligations due under hire purchase and finance lease agreements after deducting unexpired finance expenses are included as liabilities in the financial statements. The finance expenses of the leases are charged to the income statement over the period of the respective agreements.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of completed development properties comprises proportionate land and development expenditure determined on the specific identification basis. Cost of food and beverages and general supplies comprises the purchase price and other directly attributable cost determined on a weighted average basis. Cost of work in progress includes cost of raw material plus labour costs and attributable manufacturing overhead.

(j) Construction contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs are recognised over the period of the contract as revenue and expenses respectively. The Group uses the percentage of completion method to determine the appropriate amount of revenue and costs to recognise in a given period; the stage of completion is measured by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total costs for the contract. 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 construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable; contract costs are recognised when incurred.

The aggregate of the costs incurred and the profit/loss recognised on each contract is compared against the progress billings up to the financial year end. Where costs incurred and recognised profits (less recognised losses) exceeds the progress billings, the balance is shown as amounts due from customers on construction contracts under receivables deposits and prepayments. Where progress billings exceed costs incurred plus recognised profit (less recognised losses), the balance is shown as amounts due to customers on construction contracts under payables.

(k) Trade receivables

Trade receivables are carried at invoiced amount less an estimate made for doubtful debts based on review of outstanding amounts at the financial year end. Bad debts are written off when identified.

(l) Cash and cash equivalents

For the purpose of cash flow statements, cash and cash equivalents comprise cash in hand, deposits held at call with banks, bank overdrafts and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(m) Deferred taxation

The tax expense is determined on the basis of tax effect accounting using the liability method. Deferred taxation is recognised for timing differences. The tax effect of timing differences that result in a debit balance or a debit to the deferred tax balance is not carried forward unless there is a reasonable expectation of its realisation.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**(m) Deferred taxation (Cont'd)**

The potential tax saving relating to a tax loss carry forward is only recognised if there is assurance beyond any reasonable doubt that future taxable income will be sufficient for the benefit of the loss to be realised.

(n) Revenue recognition

Sales of goods are recognised upon delivery of products and customers' acceptance, if any, or performance of services, net of sales taxes and discounts, and after eliminating sales within the Group.

Income from the sale of development properties and long term contracts are accounted under the percentage of completion method where the outcome of the development projects/contracts can be estimated reliably. Anticipated losses are provided in full in the income statement. The stage of completion of development properties is measured by reference to the value of work certified to date as a percentage of total value of project. The stage of completion of long term contract is measured by reference to the the actual costs incurred to date to estimated total costs for each contracts.

Management fees, interest income and rental income are recognised on a receivable basis unless collectibility is in doubt.

Revenue from hotel operations are recognised when earned.

(o) Foreign currencies

Foreign currency transactions in Group companies are accounted for at exchange rates prevailing at the transaction dates. Foreign currency monetary assets and liabilities are translated at exchange rates prevailing at the balance sheet date. Exchange differences arising from the settlement of foreign currency transactions and from the translation of foreign currency monetary assets and liabilities are included in the income statement.

The principal closing rates used in translation of foreign currency amounts are as follows:

	2002	2001
Foreign currency	RM	RM
1 US Dollar	3.800	3.800

3 SALES

	Group		Company	
	2002	2001	2002	2001
	RM	RM	RM	RM
Progress billings from sale of development properties	121,526,350	82,534,598	97,735,806	73,068,475
Rental income	2,030,698	1,821,616	1,875,738	1,746,256
Hotel revenue	7,834,017	7,795,711	7,834,017	7,795,711
Construction contracts	35,025,796	19,746,854	-	-
Sales of goods	6,610,589	888,982	-	-
Project management services	1,671,180	1,694,850	-	-
	174,698,630	114,482,611	107,445,561	82,610,442

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4 COST OF SALES

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Cost of inventories sold	57,046,891	71,350,786	82,953,724	62,060,083
Contract costs	80,358,631	12,566,904	-	-
	137,405,522	83,917,690	82,953,724	62,060,083

5 PROFIT FROM OPERATIONS

The following items have been charged/(credited) in arriving at profit from operations:

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Directors' remuneration				
- fees	556,000	400,000	236,000	150,000
- other emoluments	3,095,400	3,618,600	878,033	2,032,800
Auditors' remuneration				
- current year	76,000	76,500	37,000	37,000
- overprovision in respect of prior year	(4,000)	-	-	-
Intangible asset written off	3,572	2,000	-	-
Property, plant and equipment				
- depreciation	4,059,244	3,572,014	1,946,226	2,251,383
- written off	87,214	36,418	23,579	36,418
- gain on disposal	(337,987)	(14,183)	(274,211)	(13,600)
Bad debts written off	200,000	-	-	-
Subcontractors' wages	33,934,126	22,093,011	-	-
Inventories written off	-	6,078	-	6,078
Rental of premises	83,160	217,200	20,200	35,700
Rental of machinery	786,642	14,044	-	-
Staff costs	7,669,869	7,684,469	3,880,074	3,821,296
Hire charges of machinery	1,305,791	954,546	-	-
Allowance for foreseeable losses	1,393,680	78,354	1,393,680	78,354
Rental income	(181,571)	(116,469)	-	-
Realised foreign exchange loss/(gain)	7,544	(4,226)	(3,860)	(7,650)
Interest income				
- subsidiaries	-	-	(685,386)	(1,191,910)
- overdue interest	(79,860)	(65,132)	(52,036)	(65,132)
- others	(18,154)	(107,610)	(18,154)	(27,686)

6 DIRECTORS' REMUNERATION

The aggregate amount of emoluments receivable by Directors of the Company during the financial year were as follows:

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Non-executive Directors:				
- fees	156,000	121,000	156,000	121,000
Executive Directors:				
- fees	400,000	279,000	80,000	29,000
- estimated money value of benefits in kind	47,525	67,900	42,225	59,100
- basic salaries and bonus	3,095,400	3,618,600	878,033	2,032,800
	3,698,925	4,086,500	1,156,258	2,241,900

7 FINANCE COST

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Interest expenses				
- term loans	1,142,960	1,104,507	939,876	1,104,507
- short term borrowings	4,708,547	4,274,889	4,806,798	4,452,989
- hire purchase	283,514	267,865	29,007	26,102
- others	2,334	-	-	-
	6,137,355	5,647,261	5,775,681	5,583,598

8 TAX

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Income tax				
- current year	3,894,430	1,375,618	2,198,530	626,554
- prior years' under provision	425,605	127,273	411,470	-
Deferred taxation (Note 23)	26,600	37,534	-	-
	4,346,635	1,540,425	2,610,000	626,554

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8 TAX (CONT'D)

Subject to the agreement by the Inland Revenue Board, the Company has unabsorbed capital allowances and Investment Tax Allowance amounting to approximately RM4,049,867 (2001: RM4,222,128) and RM18,000,000 (2001: RM18,000,000) respectively, available to be set off against the future taxable income of hotel business.

The Group and Company has tax exempt income under Section 8 of the Income Tax (Amendment) Act 1999 amounting to approximately RM31,411,000 (2001: RM31,411,000) and RM25,390,000 (2001: RM25,390,000) respectively available for distribution as tax exempt dividends to shareholders.

The Group and Company has sufficient tax credit under Section 108 of the Income Tax Act 1967 to frank all the retained earnings as at 30 June 2002 if paid out as dividends.

The effective tax rate of the Group was higher due to losses of a subsidiary that are not available for set off against taxable profits of other subsidiaries.

9 EARNINGS PER SHARE

Basic earnings per share of the Group is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares in issue during the financial year.

	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>
Net profit attributable to shareholders (RM)	3,236,691	1,504,703
Weighted average number of ordinary shares in issue	187,500,000	187,500,000
Basic earnings per share (sen)	1.73	0.8

10 DIVIDENDS PER SHARE

No payment of dividend is recommended in respect of financial year ended 30 June 2002 (2001: Nil).

11 PROPERTY, PLANT AND EQUIPMENT**Group**

	Hotel property RM	Freehold land RM	Buildings RM	Plant and machinery RM	Motor vehicles RM	Renovation equipment RM	Furniture fittings, office and site equipment RM	Electrical and kitchen equipment RM	Other equipment RM	Total RM
2002										
At 1 July 2001										
At cost	23,036,437	2,364,542	10,539,283	5,215,612	7,638,535	4,908,728	6,026,347	3,164,553	588,925	63,482,962
At valuation	8,760,127	-	-	-	-	-	-	-	-	8,760,127
Additions	-	3,156,762	3,640,400	532,808	1,144,503	321,403	708,171	118,457	-	9,622,558
Disposals/ write off	-	(503,600)	(616,000)	(4,084)	(783,144)	(55,741)	(134,309)	(12,576)	-	(2,109,508)
At 30 June 2002	31,796,564	5,017,704	13,563,683	5,744,336	7,999,894	5,174,390	6,600,209	3,270,434	588,925	79,756,139
Accumulated depreciation										
At 1 July 2001	-	-	508,629	1,578,694	4,442,627	2,875,424	3,063,641	1,528,162	-	13,997,177
Charge for the year	-	-	213,213	918,010	1,145,819	663,731	805,534	312,937	-	4,059,244
Disposals/ write off	-	-	(6,571)	(4,084)	(779,275)	(26,814)	(72,399)	(7,546)	-	(896,689)
Reclassification	-	-	-	-	-	(4,510)	4,510	-	-	-
At 30 June 2002	-	-	715,271	2,492,620	4,809,171	3,507,831	3,801,286	1,833,553	-	17,159,732
Net book value										
30 June 2002	31,796,564	5,017,704	12,848,412	3,251,716	3,190,723	1,666,559	2,798,923	1,436,881	588,925	62,596,407

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11 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Group (Cont'd)

	Hotel property RM	Freehold land RM	Buildings RM	Plant and machinery RM	Motor vehicles RM	Renovation equipment RM	Furniture fittings, office and site equipment RM	Electrical and kitchen equipment RM	Other equipment RM	Total RM
2001										
At 1 July 2000	23,036,437	1,365,312	6,667,504	1,963,855	7,387,396	3,928,311	4,915,303	3,097,315	588,925	52,950,358
At cost	8,760,127	-	-	-	-	-	-	-	-	8,760,127
At valuation	-	999,230	3,871,779	3,253,157	368,495	980,417	1,133,561	121,238	-	10,727,877
Additions	-	-	-	-	-	-	-	-	-	-
Disposals/ write off	-	-	-	(1,400)	(117,356)	-	(22,517)	(54,000)	-	(195,273)
At 30 June 2001	31,796,564	2,364,542	10,539,283	5,215,612	7,638,535	4,908,728	6,026,347	3,164,553	588,925	72,243,089
Accumulated depreciation										
At 1 July 2000	-	-	318,451	1,237,651	3,151,564	2,284,411	2,309,011	1,238,918	-	10,540,006
Charge for the year	-	-	190,178	341,148	1,371,539	591,013	763,692	314,444	-	3,572,014
Disposals/write off	-	-	-	(105)	(80,476)	-	(9,062)	(25,200)	-	(114,843)
At 30 June 2001	-	-	508,629	1,578,694	4,442,627	2,875,424	3,063,641	1,528,162	-	13,997,177
Net book value										
30 June 2001	31,796,564	2,364,542	10,030,654	3,636,918	3,195,908	2,033,304	2,962,706	1,636,391	588,925	58,245,912

11 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	Hotel property	Freehold land	Buildings	Plant and machinery	Motor vehicles	Renovation	Furniture fittings, office and site equipment	Electrical and kitchen equipment	Other equipment	Total
2002										
At 1 July 2001	23,036,437	2,364,542	10,539,283	1,148,296	3,546,022	3,727,545	4,194,182	3,164,553	588,925	52,309,785
At cost	8,760,127	-	-	-	-	-	-	-	-	8,760,127
At valuation	-	-	-	-	991,000	162,981	270,030	118,457	-	1,542,468
Additions	-	-	-	-	(783,144)	-	(11,400)	(12,576)	-	(807,120)
Disposals	-	-	-	(4,084)	-	(27,781)	(49,029)	-	-	(80,894)
Write off	-	-	-	-	-	-	-	-	-	-
At 30 June 2002	31,796,564	2,364,542	10,539,283	1,144,212	3,753,878	3,862,745	4,403,783	3,270,434	588,925	61,724,366
Accumulated depreciation										
At 1 July 2001	-	-	508,629	1,137,265	2,796,850	2,787,787	2,698,838	1,528,162	-	11,457,531
Charge for the year	-	-	199,128	8,445	391,223	533,461	501,032	312,937	-	1,946,226
Disposals	-	-	-	-	(779,275)	-	(11,400)	(7,546)	-	(798,221)
Write off	-	-	-	(4,084)	-	(16,642)	(36,589)	-	-	(57,315)
Reclassification	-	-	-	-	-	(4,510)	4,510	-	-	-
At 30 June 2002	-	-	707,757	1,141,626	2,408,798	3,300,096	3,156,391	1,833,553	-	12,548,221
Net book value										
30 June 2002	31,796,564	2,364,542	9,831,526	2,586	1,345,080	562,649	1,247,392	1,436,881	588,925	49,176,145

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11 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company (Cont'd)

	Hotel property	Freehold land	Buildings	Plant and machinery	Motor vehicles	Renovation	Furniture fittings, office and site equipment	Electrical and kitchen equipment	Other equipment	Total
	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
2001										
At 1 July 2000	23,036,437	1,365,312	6,667,504	1,147,146	3,438,641	3,636,767	3,960,197	3,097,315	588,925	46,938,244
At cost	8,760,127	-	-	-	3,438,641	-	-	-	-	8,760,127
At valuation	-	999,230	3,871,779	1,150	224,737	90,778	250,029	121,238	-	5,558,941
Additions	-	-	-	-	(117,356)	-	-	(54,000)	-	(171,356)
Disposals	-	-	-	-	-	-	(16,044)	-	-	(16,044)
Write off	-	-	-	-	-	-	-	-	-	-
At 30 June 2001	31,796,564	2,364,542	10,539,283	1,148,296	3,546,022	3,727,545	4,194,182	3,164,553	588,925	61,069,912
Accumulated depreciation										
At 1 July 2000	-	-	318,451	1,124,378	2,267,807	2,252,678	2,118,018	1,238,918	-	9,320,250
Charge for the year	-	-	190,178	12,887	609,519	535,109	589,246	314,444	-	2,251,383
Disposals	-	-	-	-	(80,476)	-	-	(25,200)	-	(105,676)
Write off	-	-	-	-	-	-	(8,426)	-	-	(8,426)
At 30 June 2001	-	-	508,629	1,137,265	2,796,850	2,787,787	2,698,838	1,528,162	-	11,457,531
Net book value										
30 June 2001	31,796,564	2,364,542	10,030,654	11,031	749,172	939,758	1,495,344	1,636,391	588,925	49,612,381

11 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Net book value of assets under hire purchase agreements:				
Motor vehicles	1,844,071	1,534,613	1,153,775	512,187
Machinery	2,751,569	2,704,281	-	-
Net book value of assets pledged for bank borrowings:				
Freehold land	5,017,703	2,364,542	2,364,542	2,364,542
Buildings	12,848,412	10,030,654	9,831,526	10,030,654
	17,866,115	12,395,195	12,196,068	12,395,195

The Company's freehold land and buildings with a net book value of RM4,748,402 (2001: RM4,814,180) have been pledged to a bank as security for credit facilities granted to a subsidiary.

The hotel properties of the Group stated at valuation were last revalued in June 2000 by the Directors based on comparative cum investment method basis by Henry Butcher, Lim & Long (Kluang) Sdn. Bhd., an independent qualified valuer.

The tax effect in connection with surplus arising on the revaluation of the hotel properties is not provided for as there is no foreseeable intention to dispose of these properties.

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12 INVESTMENT PROPERTIES

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
At valuation				
- Long term leasehold land and buildings	18,762,436	18,762,436	18,762,436	18,762,436
- Freehold land and buildings	720,000	720,000	-	-
	19,482,436	19,482,436	18,762,436	18,762,436

Investment properties were revalued once in every five years and were last revalued in June 2000 by the Directors based on a comparative method basis by Henry Butcher, Lim & Long (Kluang) Sdn. Bhd., an independent qualified valuer.

13 LAND HELD FOR DEVELOPMENT

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Freehold land, at cost	12,599,576	13,995,895	3,662,397	6,613,646
Development expenditure	3,284,105	3,105,419	2,309,192	2,687,563
Capitalised interest	3,073,268	2,581,134	2,253,492	2,176,984
	18,956,949	19,682,448	8,225,081	11,478,193

During the financial year, interest amounting to RM492,134 (2001: RM441,848) and RM76,508 (2001: RM37,698) for the Group and Company respectively have been capitalised.

14 SUBSIDIARIES

	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>
Unquoted shares, at cost	12,000,010	5,000,008

The shares of all subsidiaries are held directly by the Company. Details of subsidiaries, all of which are incorporated in Malaysia, are as follows:

<i>Name of Company</i>	<i>Group's effective interest</i>		<i>Principal activities</i>
	<i>2002</i>	<i>2001</i>	
	<i>%</i>	<i>%</i>	
Johbase Development Sdn. Bhd.	100	100	Property development and letting of properties
BCB Management Sdn. Bhd.	100	100	Provision of project management services
BCB Construction Sdn. Bhd.	100	100	Provision of project construction services
BCB Concrete Sdn. Bhd.	100	100	Manufacturing of concrete products
BCB Road Builder Sdn. Bhd.	100	100	Provision of road construction services
BCB Furniture Sdn. Bhd.	100	100	Manufacturing of furniture
BCB Development Sdn. Bhd. *	100	100	Property development
BCB Resources Sdn. Bhd. *	100	100	Property development
BCB Land Sdn. Bhd. *	100	100	Property development
BCB Trading Sdn. Bhd.	100	100	Trading of building materials
BCB Greens Sdn. Bhd.	100	-	Provision of landscaping services
BCB Technologies Sdn. Bhd.	100	-	Dormant

* These subsidiaries have not commenced operations.

15 LAND AND DEVELOPMENT EXPENDITURE

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Freehold land, at cost	73,268,417	77,380,426	56,146,629	59,697,757
Development expenditure	215,549,317	189,832,005	169,969,972	159,120,627
Estimated attributable profit	26,197,198	13,483,011	21,931,801	12,765,415
	315,014,932	280,695,442	248,648,402	231,583,799
Progress billings received and receivable	(142,926,330)	(91,409,558)	(111,713,537)	(85,280,140)
Allowance for foreseeable losses	(1,353,945)	(78,354)	(1,353,945)	(78,354)
	170,734,657	189,207,530	134,980,920	146,225,305

Included in the development expenditure is interest capitalised during the financial year amounting to RM3,810,435 (2001: RM4,365,896) and RM2,249,223 (2001: RM2,677,790) for the Group and Company respectively.

16 INVENTORIES

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
At cost				
Completed development properties	63,580,199	73,841,806	38,373,259	47,108,846
Raw materials	756,939	368,046	-	-
Work-in-progress	403,349	153,982	-	-
Food and beverages	294,389	271,688	294,389	271,688
General supplies	97,779	41,586	31,450	41,586
Finished goods	287,816	63,680	-	-
	65,420,471	74,740,788	38,699,098	47,422,120

17 RECEIVABLES, DEPOSITS AND PREPAYMENTS

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Trade receivables	79,370,406	40,934,978	17,874,360	11,041,457
Allowance for doubtful debts	(140,753)	-	-	-
	79,229,653	40,934,978	17,874,360	11,041,457

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17 RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONT'D)

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Amounts due from customers on contracts (Note 29)	4,849,577	5,036,617	-	-
Amount due from subsidiaries	-	-	67,589,250	58,492,807
Other receivables	19,254,111	22,177,063	17,951,286	21,472,414
Deposits	7,388,834	1,432,172	1,200,665	1,116,281
Prepayments	553,403	523,024	262,787	139,537
	111,275,578	70,103,854	104,878,348	92,262,496

Included in other receivables of the Group and Company are advance payments made to contractors amounting to RM17,398,283 (2001: RM20,280,443) and RM16,478,846 (2001: RM20,280,443).

Included in deposits is the amount paid as deposit of RM6,000,000 on the acquisition of land made by a subsidiary company, BCB Resources Sdn. Bhd., as indicated in note 34 of the financial statements.

The amounts owing by the subsidiaries comprise the following:

	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>
Advances	10,465,416	7,156,908
Current account	57,123,834	51,335,899
	67,589,250	58,492,807

The advances carry interests at rate of 8% (2001: 8% to 9.3%) per annum. The current account is interest free. Both accounts are unsecured and have no fixed terms of repayment.

18 DEPOSITS WITH LICENSED BANKS

The fixed deposits with licensed banks were previously pledged to a bank as security to obtain bank guarantee facility.

19 BANK AND CASH BALANCES

Included in bank and cash balances of the Group and Company is an amount of RM1,046,401 (2001: RM401,304) and RM926,755 (2001: RM316,781) respectively held under Housing Development Accounts (maintained under Section 7A of the Housing Developers (Control and Licensing) Act 1966).

20 PAYABLES

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Trade payables	24,960,816	18,383,385	5,234,024	6,232,259
Amounts due to customers on contracts (Note 29)	15,308,087	7,619,546	-	-
Other payables	3,014,994	3,796,781	1,629,585	2,804,768
Trade accruals	1,677,901	1,325,251	796,420	741,715
Deposits received	984,557	75,477	983,257	74,177
	45,946,355	31,200,440	8,643,286	9,852,919

21 BORROWINGS

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Current Secured:				
Revolving credits	23,360,734	25,821,731	23,360,734	25,821,731
Bridging loans	13,544,385	16,739,587	13,544,385	16,739,587
Terms loan - repayable within 12 months	17,481,276	9,984,812	9,248,000	8,960,000
Finance lease liabilities (Note 25)	1,556,225	1,717,291	238,527	202,000
Bankers' acceptance	16,931,830	7,647,000	15,277,443	7,647,000
	72,874,450	61,910,421	61,669,089	59,370,318
Non current Secured:				
Term loan	28,061,923	33,752,317	14,140,451	17,521,719
Finance lease liabilities (Note 25)	1,430,706	1,943,904	558,334	38,167
	29,492,629	35,696,221	14,698,785	17,559,886

The short term borrowings are secured by way of legal charges over the investment properties and hotel properties of the Company and certain development properties of the Group. The short term borrowings carry interest at rates ranging from 3.65% to 9.95% (2001: 6.96% to 9.95%) per annum.

The term loan is secured by way of legal charges over certain development properties of the Company. The term loans carried interest at rates ranging from to 6.40% to 8.95% (2001: 6.96% to 8.95%) per annum and are repayable by way of fixed monthly instalments, on redemption of titles of development properties sold, or in full on due date, whichever is earlier.

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22 BANK OVERDRAFTS

The bank overdrafts are secured by way of legal charges over certain investment and development properties of the Company. The bank overdrafts carry interest at rates ranging from 4.05% to 9.40% (2001: 7.75% to 9.05%) per annum.

23 DEFERRED TAX

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
At 1 July	364,400	326,866	150,000	150,000
Transfer from income statement (Note 7)	26,600	37,534	-	-
At 30 June	391,000	364,400	150,000	150,000

Deferred tax represents timing differences between depreciation and the corresponding capital allowances of property, plant and equipment.

24 SHARE CAPITAL

	<i>Group and Company</i>	
	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>
Authorised: Ordinary shares of RM1 each	500,000,000	500,000,000
Issued and fully paid: Ordinary shares of RM1 each	187,500,000	187,500,000

During and at the end of the financial year, there were no options exercised and no shares issued pursuant to the ESOS.

At the end of the financial year, options granted to subscribe for ordinary shares of RM1 each, which have yet to be exercised are as follows:

<i>Exercise price</i>	<i>Number of options granted and unexercised</i>
RM1.44	800,000
RM1.00	5,998,000
	6,798,000

25 FINANCE LEASE LIABILITIES

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Minimum lease payments:				
- not later than 1 year	1,808,640	2,069,088	274,509	225,694
- later than 1 year and not later than 2 years	1,163,526	2,162,454	226,212	-
- later than 2 years and not later than 5 years	485,799	-	421,443	43,959
Future finance charges	3,457,965 (471,034)	4,231,542 (570,347)	922,164 (125,303)	269,653 (29,486)
Present value of finance lease liabilities	2,986,931	3,661,195	796,861	240,167
Current (Note 21)	1,556,225	1,717,291	238,527	202,000
Non current (Note 21)	1,430,706	1,943,904	558,334	38,167
	2,986,931	3,661,195	796,861	240,167
Present value of finance lease liabilities				
- not later than 1 year	1,556,225	1,717,291	238,527	202,000
- later than 1 year and not later than 2 years	1,011,546	1,234,523	195,000	38,167
- later than 2 years and not later than 5 years	419,160	709,381	363,334	-
	2,986,931	3,661,195	796,861	240,167

Finance lease liabilities are effectively secured as the rights to the leased asset revert to the lessor in the event of default.

26 ACQUISITION OF SUBSIDIARIES**(a) BCB Greens Sdn. Bhd.**

During the period, the Company paid RM2 in cash to subscribe for 100% equity interest in BCB Greens Sdn. Bhd., a newly incorporated company.

(b) BCB Technologies Sdn. Bhd.

During the period, the Company paid RM2 in cash to subscribe for 100% equity interest in BCB Technologies Sdn. Bhd., a newly incorporated company.

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26 ACQUISITION OF SUBSIDIARIES (CONT'D)

The effect of these acquisitions on the financial results of the Group during the financial year is shown below:

	2002	2001
	RM	RM
Revenue	293,473	584,265
Operating costs	(349,606)	(2,120,776)
Loss from operations	(56,133)	(1,536,511)
Finance costs	-	(202,967)
Loss from ordinary activities before and after tax	(56,133)	(1,739,478)
Less: Goodwill written off	(3,572)	(2,000)
Decrease in Group's net profit	(59,705)	(1,741,478)

The effect of this acquisition on the financial position of the Group during the financial year is shown below:

	2002	2001
	RM	RM
Property, plant and equipment	6,141	4,690,729
Inventories	26,509	467,370
Trade and other receivables	74,704	652,031
Deposits, bank cash balances	10,175	115,858
Payables	(177,230)	(387,939)
Borrowings	-	(2,403,760)
	(59,701)	3,134,289

Details of net assets acquired, goodwill and cash flow arising from the acquisition are as follows:

	At date of Acquisition
	RM
Deposits, bank and cash balances	4
Payables	(3,572)
Fair value of net assets acquired	(3,568)
Goodwill (Note 28)	3,572
Total purchase consideration	4
Less: Cash and cash equivalent in subsidiary acquired	(4)
Cash outflow on acquisition	-

27 CASH AND CASH EQUIVALENTS

	<i>Group</i>		<i>Company</i>	
	2002	2001	2002	2001
	RM	RM	RM	RM
Bank and cash balances	5,027,208	2,501,079	3,574,079	1,839,826
Bank overdrafts	(34,964,852)	(35,856,370)	(28,117,941)	(30,279,394)
	(29,937,644)	(33,355,291)	(24,543,862)	(28,439,568)

28 INTANGIBLE ASSETS

	2002	2001
	RM	RM
Group		
Net book value at 1 July	-	-
Acquisition of subsidiary (Note 26)	3,572	2,000
Written off	(3,572)	(2,000)
Net book value at 30 June	-	-

29 CONSTRUCTION CONTRACTS - GROUP

	2002	2001
	RM	RM
Aggregate costs incurred to date	150,944,590	79,342,820
Add: Estimated attributable profits	12,922,873	6,398,110
Less: Recognised losses	(824,887)	(514,644)
	163,042,576	85,226,286
Less: Progress billings	(173,501,086)	(87,809,215)
	(10,458,510)	(2,582,929)
Represented by:		
Amount due from customers on contracts (Note 17)	4,849,577	5,036,617
Amount due to customers on contracts (Note 20)	(15,308,087)	(7,619,546)
	(10,458,510)	(2,582,929)
Retention sum on contracts	10,176,185	5,480,037

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30 CONTINGENT LIABILITIES (UNSECURED)

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Guarantees for borrowings granted to third parties	45,620,061	52,160,816	45,620,061	52,160,816
Guarantees for borrowings/trade credits granted to subsidiaries	-	-	147,724,928	56,081,410
	45,620,061	52,160,816	193,344,989	108,242,226

Guarantees for borrowings granted to third parties are in respect of the corporate guarantee on credit facilities granted to a land owner/developer for the development of a project undertaken by the subsidiaries. In the opinion of the Directors, these corporate guarantees have not become enforceable.

31 SIGNIFICANT RELATED PARTY DISCLOSURES

In addition to related party disclosures mentioned elsewhere in the financial statements, set out below are other significant related party transactions and balances. The related party transactions described below were carried out on terms and conditions obtainable in transactions with unrelated parties unless otherwise stated.

(a) Intercompany transactions

	<i>Company</i>	
	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>
Interest income receivable from subsidiaries		
- Johbase Development Sdn. Bhd.	312,604	339,487
- BCB Management Sdn. Bhd.	137	163,934
- BCB Furniture Sdn. Bhd.	-	88,973
- BCB Construction Sdn. Bhd.	372,645	599,516
Progress billings from subsidiaries		
- BCB Construction Sdn. Bhd.	42,277,305	25,056,948
- BCB Concrete Sdn. Bhd.	8,198	21,783
- BCB Road Builder Sdn. Bhd.	2,428,081	3,071,929
Purchase of goods from subsidiaries:		
- BCB Greens Sdn. Bhd.	220,295	-
- BCB Trading Sdn. Bhd.	1,463,721	-
Sales of development properties to subsidiaries:		
- BCB Construction Sdn. Bhd.	1,425,080	-
- BCB Road Builder Sdn. Bhd.	1,772,422	-
- BCB Concrete Sdn. Bhd.	1,788,120	-
Management fee receivable from subsidiaries:		
- BCB Construction Sdn. Bhd.	72,000	100,000
- Johbase Development Sdn. Bhd.	66,000	-
- BCB Road Builder Sdn. Bhd.	6,000	200,000
- BCB Concrete Sdn. Bhd.	6,000	-
Hiring charges payable to subsidiaries:		
- BCB Road Builder Sdn. Bhd.	20,746	24,472

31 SIGNIFICANT RELATED PARTY DISCLOSURES (CONT'D)

(b) Share options granted to Directors

The options over ordinary shares of the Company granted pursuant to the Company's ESOS to certain directors of the company during the year were as follows:

	<i>Unexercised Options at year end 30.06.2002 Number</i>
Dato' Tan Seng Leong	500,000
Tan Seng Hong	500,000
Tan Lay Hiang	500,000
Tan Lay Kim	500,000

32 CAPITAL COMMITMENTS

Capital expenditure not provided for the financial statements are as follows:

	<i>Group</i>		<i>Company</i>	
	<i>2002</i>	<i>2001</i>	<i>2002</i>	<i>2001</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>	<i>RM</i>
Authorised and contracted	54,353,000	79,500	-	79,500
Analysed as follows:				
Land and development properties	54,000,000	-	-	-
Fixed assets	353,000	79,500	-	79,500
	54,353,000	79,500	-	79,500

33 SEGMENTAL REPORTING – GROUP

<i>Analysis by activity</i>	<i>Turnover</i>	<i>Profit before taxation</i>	<i>Total assets employed</i>
	<i>RM</i>	<i>RM</i>	<i>RM</i>
2002:			
Property investment and development	123,431,265	7,353,024	340,142,012
Project management services	1,671,180	573,932	4,808,316
Hotel operations	7,959,800	(57,274)	36,042,724
Construction and related activities	35,322,574	2,526,286	65,189,846
Manufacturing of furniture	5,929,204	(2,807,629)	6,896,005
Trading of building materials	384,608	(5,013)	414,803
	174,698,630	7,583,326	453,493,706
2001:			
Property investment and development	84,220,012	2,562,491	352,952,431
Project management services	1,694,850	534,232	4,408,361
Hotel operations	7,931,913	307,342	36,880,260
Construction and related activities	20,051,571	1,380,541	33,817,007
Manufacturing of furniture	584,265	(1,731,622)	5,920,750
Trading of building materials	-	(7,856)	5,238
	114,482,611	3,045,128	433,984,047

An analysis by geographical segments has not been presented as the Group operates only in Malaysia.

34 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

On 6th February 2002, the Company subscribed for an additional 5,999,998 ordinary shares of RM1.00 each of BCB Resources Sdn Bhd ("BCB Resources") for a total cash consideration of RM5,999,998. BCB Resources is a wholly owned subsidiary of the Company.

On 6th February 2002, BCB Resources, entered into a sale and purchase agreement with Indah Corporation Berhad (ICB); a wholly owned subsidiary of Berjaya Land Berhad for the acquisition of freehold land, bungalow lots, homestead land (collectively called "Said Lands") and club memberships located in the Mukim of Simpang Kanan, district of Batu Pahat, Johor, for a total cash consideration of RM60,000,000. To part finance the acquisition, the Company proposed an issue of 18,750,000 new ordinary shares of RM1.00 each in the Company through a private placement exercise.

The acquisition was completed on 23rd August 2002.

35 SIGNIFICANT POST BALANCE SHEET EVENTS

On 9th August 2002, the Company issued 18,750,000 new ordinary shares at par value of RM1.00 each; pursuant to the private placement exercise as mentioned in Note 34 to the financial statements.

36 COMPARATIVES

Comparative figures have been adjusted or extended to conform with changes in presentation due to the requirements of MASB 15 Property, Plant and Equipment.

There are no changes in accounting policies that affect net profit for the financial year as a result of the adoption of the abovementioned standards in these financial statements as the Group was already following the recognition and measurement principles in those standards.

SHAREHOLDINGS STATISTICS

AS AT 31 OCTOBER 2002

Authorised share capital	:	RM500,000,000
Issued and paid-up capital	:	RM206,250,000
Type of shares	:	Ordinary shares of RM1.00 each
Voting rights	:	One vote per ordinary share

Analysis of Shareholdings By Range Groups

	No of Shares	% Over Total Shares	No of Holders	% Over Total Shareholders
Less than 1,000	37,019	0.02	77	1.32
1,000 to 10,000	16,510,500	8.01	5,063	86.83
10,001 to 100,000	14,348,000	6.96	612	10.50
100,001 to less than 5% of issued shares	119,694,981	58.03	75	1.29
5% and above of issued shares	55,659,500	26.98	4	0.06
Company total	206,250,000	100.00	5,831	100.00

List of Thirty Largest Shareholders as at 31 October 2002 (as per Record of Depositors)

Name	Share Amount	%
1. HLG Nominee (Asing) Sdn Bhd <i>Commerzbank (SEA) Ltd for Puncak Angkasa Sdn Bhd</i>	19,054,500	9.24
2. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Dato' Tan Seng Leong</i>	14,310,000	6.94
3. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Dato' Tan Seng Leong</i>	11,328,000	5.49
4. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Dato' Tan Seng Leong</i>	10,967,000	5.32
5. PAB Nominee (Tempatan) Sdn Bhd <i>Pledged securities account for Puncak Angkasa Sdn Bhd</i>	10,001,000	4.85
6. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Dato' Tan Seng Leong</i>	9,855,000	4.78
7. Immediate Capital Sdn Bhd	7,750,000	3.76
8. Traders Nominees (Tempatan) Sdn. Bhd. <i>Pledged securities account for Immediate Capital Sdn Bhd</i>	6,000,000	2.91
9. SFB Nominees (Tempatan) Sdn Bhd <i>Pledged securities account for Abdul Manap Bin Hussain</i>	4,095,500	1.99
10. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Abdul Manap Bin Hussain</i>	3,945,000	1.91
11. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Abdul Manap Bin Hussain</i>	3,814,500	1.85
12. Mayban Nominees (Tempatan) Sdn Bhd <i>Pledged securities account for Dato' Tan Seng Leong</i>	3,750,000	1.82
13. EB Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Lai Chee Hoong</i>	3,566,000	1.73
14. Armedius Sdn Bhd	3,480,000	1.69

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List of Thirty Largest Shareholders as at 31 October 2002 (Cont'd)

Name	Share Amount	%
15. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Tan Lay Kim</i>	3,180,500	1.54
16. EB Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Dato' Tan Seng Leong</i>	3,078,000	1.49
17. SFB Nominees (Tempatan) Sdn Bhd <i>Pledged securities account for Abdul Manap Bin Hussain</i>	3,060,000	1.48
18. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Tan Seng Keng</i>	2,885,000	1.40
19. Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd <i>Inter-Pacific Capital Sdn Bhd</i>	2,800,000	1.36
20. Mayfin Nominees (Tempatan) Sdn Bhd <i>Pledged securities account for Dato' Tan Seng Leong</i>	2,410,500	1.17
21. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Tan Seng Hoo</i>	2,285,000	1.11
22. HLG Nominee (Asing) Sdn Bhd <i>Commerzbank (Sea) Ltd for Brookvale Sdn Bhd</i>	2,250,000	1.09
23. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Wong Sek Hin</i>	2,250,000	1.09
24. Matrix International Berhad	2,200,000	1.07
25. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Tan Lay Kim</i>	1,920,000	0.93
26. Mayban Securities Nominees (Tempatan) Sdn Bhd <i>Pledged securities account for Lasercoin (M) Sdn Bhd</i>	1,852,500	0.90
27. Mayban Securities Nominees (Tempatan) Sdn Bhd <i>Pledged securities account for Haven Venture Sdn Bhd</i>	1,708,000	0.83
28. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Tan Seng Hoo</i>	1,665,000	0.81
29. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged securities account for Tan Seng Keng</i>	1,665,000	0.81
30. EB Nominees (Tempatan) Sendirian Berhad <i>EON Bank Berhad</i>	1,500,000	0.73

Substantial Shareholders as at 31 October 2002 (as per Register of Substantial Shareholders)

Name of Substantial Shareholders	No. of Shares Held		% of Issued
	Direct	Indirect Share Capital	
1. Dato' Tan Seng Leong	61,198,500	-	29.67
2. Puncak Angkasa Sdn Bhd	29,565,000	-	14.33
3. Abdul Manap Bin Hussain	15,739,500	-	7.63
4. Md Najib Bin Md Nasir	-	*29,565,000	14.33
5. Abdul Halim Bin Hj Hassan	-	*29,565,000	14.33
6. Immediate Capital Sdn Bhd	13,750,000	-	6.67
7. Berjaya Land Berhad	-	#15,950,000	7.73
8. Berjaya Group Berhad	-	^18,750,000	9.09
9. Tan Sri Dato' Vincent Tan Chee Yioun	-	&18,750,000	9.09

Notes:

* Deemed interest by virtue of directorship and substantial shareholding in Puncak Angkasa Sdn Bhd.

13,750,000 Shares held by Immediate Capital Sdn Bhd. Deemed interested by virtue of Berjaya Land Berhad owns 100% interest in Immediate Capital Sdn Bhd.
2,200,000 Shares held by Matrix International Berhad. Deemed interested by virtue of Berjaya Land Berhad's deemed interest in Matrix International Berhad.

^ **13,750,000 Shares** held by Immediate Capital Sdn Bhd. Deemed interested by virtue of Berjaya Group Berhad's deemed interest in Berjaya Land Berhad, the holding company of Immediate Capital Sdn Bhd.

2,200,000 Shares held by Matrix International Berhad. Deemed interested by virtue of Berjaya Group Berhad's deemed interest in Berjaya Land Berhad, the holding company of Matrix International Berhad.

2,800,000 Shares held by Inter-Pacific Capital Sdn Bhd. Deemed interested by virtue of Berjaya Group Berhad's deemed interest in Berjaya Capital Berhad, the holding company of Inter-Pacific Capital Sdn Bhd.

& **13,750,000 Shares** held by Immediate Capital Sdn Bhd. Deemed interested by virtue of Tan Sri Dato' Vincent Tan's deemed interest in Berjaya Land Berhad, the holding company of Immediate Capital Sdn Bhd.

2,200,000 Shares held by Matrix International Berhad. Deemed interested by virtue of Tan Sri Dato' Vincent Tan's deemed interest in Berjaya Land Berhad, the holding company of Matrix International Berhad.

2,800,000 Shares held by Inter-Pacific Capital Sdn Bhd. Deemed interested by virtue of Tan Sri Dato' Vincent Tan's deemed interest in Berjaya Capital Berhad, the holding company of Inter-Pacific Capital Sdn Bhd.

Directors' Shareholdings as at 31 October 2002 (as per Register of Directors' Shareholdings)

<i>Shareholdings in the name of the Director</i>	<i>Number of ordinary shares of RM1 each</i>	
	<i>Direct</i>	<i>Indirect</i>
Dato' Tan Seng Leong	61,198,500	-
Tan Lay Kim	6,600,000	-
Tan Seng Hong	1,978,500	*1,402,000

	<i>Number of ordinary shares of RM1 each under ESOS Option</i>	
	<i>Direct</i>	<i>Indirect</i>
Dato' Tan Seng Leong	500,000	-
Tan Lay Hiang	500,000	-
Tan Lay Kim	500,000	-
Tan Seng Hong	500,000	*40,000

* Deemed interest by virtue of his spouse, Hon Lai Yin's shareholding in the Company.

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LIST OF LANDED PROPERTIES

The details of the BCB Group's properties as at 30 June 2002 are as follows:

<i>Location</i>	<i>Descriptions</i>	<i>Tenure</i>	<i>Age of building</i>	<i>Size (acre)</i>	<i>Net Book Value/Cost as at 30 June 2002 RM'000</i>	<i>Date of acquisition/revaluation*</i>
<i>KLUANG, JOHOR</i>						
PTB 8370 No 20 Jalan Bakawali 86000 Kluang, Johor	16 storey hotel	Leasehold (expiring 10.11.2093)	7 years	0.35	31,797	15.01.2000 *
PTB 8370 No 20 Jalan Bakawali 86000 Kluang, Johor	A basement and 4 storey shopping complex	Leasehold (expiring 10.11.2093)	7 years	0.23	18,762	15.01.2000 *
PTD 32927 - 32930 70-76 Jalan Intan 3 Taman Intan 86000 Kluang, Johor	4 units double storey shop house	Freehold	9 years	0.15	720	15.01.2000 *
PTD 49840 No. 1 Jalan 6 Taman Sri Kluang 86000 Kluang, Johor	Single storey hypermarket	Freehold	4 years	1.44	4,318	24.06.1998
PTD 49657 - 49667 No. 54-56 Jalan 2 PTD 49770 - 49780 No. 49-59, Jalan 2 Taman Sri Kluang 86000 Kluang, Johor	22 units shop/ Badminton hall	Freehold	4 years	0.84	3,130	27.06.1998
PTD 50047 - 50049 No. 29-33, Jalan 20 Taman Sri Kluang 86000 Kluang, Johor	3 units industry factory	Freehold	2.5 years	3.29	4,748	12.01.2000
Lot 6806 & 6808 Mukim of Kluang District of Kluang, Johor	Being developed as Taman Sri Kluang	Freehold	N/A	157.94	22,372	12.01.1996
Lot 276 Mukim of Kluang District of Kluang, Johor	Being developed as Taman Emas II	Freehold	N/A	4.74	474	22.06.1990
Lot 7186, 7187 & 2639 Mukim of Kluang District of Kluang, Johor	Being developed as Taman Emas III	Freehold	N/A	3.81	703	21.04.1990
Lot 1574 Mukim of Kluang District of Kluang, Johor	Proposed residential & commercial development	Freehold	N/A	17.97	513	25.01.1991
Lot 4562 Mukim of Kluang District of Kluang, Johor	Proposed residential development	Freehold	N/A	2.99	622	25.05.1996
Lot 321 & Lot 440 Mukim of Kluang District of Kluang, Johor	Proposed residential development	Freehold	N/A	10.83	1,100	29.12.1999

List of landed properties

<i>Location</i>	<i>Descriptions</i>	<i>Tenure</i>	<i>Age of building</i>	<i>Size (acre)</i>	<i>Net Book Value/Cost as at 30 June 2002 RM'000</i>	<i>Date of acquisition/revaluation*</i>
BATU PAHAT, JOHOR						
Lot 4091 Mukim of Simpang Kanan District of Batu Pahat, Johor	Being developed as Taman Bukit Perdana II	Freehold	N/A	34.11	7,879	07.12.1994
Lot 559, 2954-2959, 2656 & 2660 Mukim of Simpang Kanan District of Batu Pahat, Johor	Being developed as Taman Bukit Perdana III	Freehold	N/A	74.98	17,122	07.12.1994
Lot 5297, 5298 & 5299 Mukim Tanjong Sembong District of Batu Pahat, Johor	Being developed as Taman BCB	Freehold	N/A	30.00	5,900	06.07.1999
Lot 2661 Mukim of Simpang Kanan District of Batu Pahat, Johor	Proposed residential development	Freehold	N/A	1.18	314	06.01.1995
Lot 2664-2666 Mukim of Simpang Kanan District of Batu Pahat, Johor	Proposed residential development	Freehold	N/A	21.04	1,937	27.06.1994
Lot 3131 Mukim of Simpang Kanan District of Batu Pahat, Johor	Proposed residential development	Freehold	N/A	4.05	220	06.09.1994
Lot 823 & 6606 Mukim of Sri Gading District of Batu Pahat, Johor	Proposed residential & commercial development	Freehold	N/A	9.29	2,345	12.08.1994
Lot 2962 Mukim of Minyak Beku District of Batu Pahat, Johor	Proposed industry development	Freehold	N/A	5.65	274	15.05.1996
HS(D) 23056-23076, 23081-23087 & 23181 Mukim of Simpang Kanan District of Batu Pahat, Johor	Proposed residential & commercial development	Freehold	N/A	72.11	6,282	29.03.2000
Lot 5267 & 7918 Mukim of Simpang Kanan District of Batu Pahat, Johor	Proposed residential & commercial development	Freehold	N/A	7.07	1,555	20.03.2001
PONTIAN, JOHOR						
Lot 4681 Mukim of Pontian District of Pontian Johor	Being developed as Taman Megah	Freehold	N/A	61.54	6,753	17.11.1994
SEREMBAN, NEGERI SEMBILAN						
Lot 5527 Mukim of Rantau District of Seremban Negeri Sembilan	Being developed as Taman Seremban Jaya	Freehold	N/A	78.67	9,817	15.07.1994

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Prime City Hotel, Mars 1, 6th Floor, 20, Jalan Bakawali, 86000 Kluang, Johor Darul Takzim on Saturday, 21 December 2002 at 11.00 a.m. for the following purposes:-

AGENDA

1. To receive and adopt the Statutory Financial Statements for the financial year ended 30 June 2002 together with the Report of the Directors and Auditors thereon. **Resolution 1**
2. To re-elect the following Directors who retire in accordance with the Company's Articles of Association and being eligible, offer themselves for re-election:-
(a) Dato' Ismail Bin Yusof (Article 105); and **Resolution 2**
(b) Ms Tan Lay Hiang (Article 105) **Resolution 3**
3. To approve the payment of the Directors' fees amounting to RM236,000 in respect of the financial year ended 30 June 2002. **Resolution 4**
4. To re-appoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
5. **Special Business** **Resolution 6**
To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:
Approval for Issuance of new ordinary shares pursuant to Section 132D of Companies Act, 1965
"THAT, subject to the Companies Act 1965, the Articles of Association of the Company and the approvals from Kuala Lumpur Stock Exchange and other relevant government/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Kuala Lumpur Stock Exchange."
6. To transact any other business which due notice shall have been given.

BY ORDER OF THE BOARD

YEAP KOK LEONG
Company Secretary

Dated this 30 November 2002

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorized.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. A proxy may but need not be a member of the Company and such a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of authority, shall be deposited at the Company's Registered Office at 7th Floor, Plaza BCB (Hotel Tower Block), 20, Jalan Bakawali, 86000 Kluang, Johor not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Explanatory Notes on Special Business
Section 132D of the Companies Act, 1965
Resolution pursuant to Section 132D of the Companies Act 1965. The Ordinary Resolution proposed under item 5, if passed will give the Directors of the Company from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

*STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2002

Pursuant to Paragraph 8.28(2) of the Kuala Lumpur Stock Exchange Listing Requirements appended hereunder are:

Directors standing for re-election

The following Directors are standing for re-election at the Annual General Meeting for the year 2002 of the company which will be held at Prime City Hotel, Mars 1, 6th Floor, 20, Jalan Bakawali, 86000 Kluang, Johor Darul Takzim on Saturday, 21 December 2002 at 11.00 a.m..

Name of Director	Details of attendance for Board Meeting	Details of Individual Director
Dato' Ismail Bin Yusof	Refer to Page 15 of Annual Report	Refer to Page 5 of Annual Report
Ms Tan Lay Hiang	Refer to Page 15 of Annual Report	Refer to Page 5 of Annual Report

Note:

Y. Bhg. Dato' Tan Seng Leong, the Group Managing Director of the Company is not subject to retirement by rotation due to the service agreement between the Company and him was entered into prior to 1st June 2001.

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FORM OF PROXY

BCB BERHAD (172003-W)

Shareholding represented by Proxy	
-----------------------------------	--

I/We _____

of _____

being a member of BCB Berhad ("the Company"), hereby appoint _____

of _____

or failing him/her _____

or failing him/her the CHAIRMAN OF THE MEETING as my/our proxy, to vote for me/us on my/our behalf at the ANNUAL GENERAL MEETING of the Company to be held at the **Prime City Hotel, Mars 1, 6th Floor, 20, Jalan Bakawali, 86000 Kluang, Johor Darul Takzim on Saturday, 21 December 2002 at 11.00 a.m.** and at any adjournment thereof.

With reference to the agenda set forth in the Notice of Meeting, please indicate with an "X" in the space provided below how you wish your votes to be cast on the ordinary resolution specified. If no specific direction as to the voting is given, the Proxy will vote or abstain at his/her discretion.

RESOLUTION	FOR	AGAINST
No. 1		
No. 2		
No. 3		
No. 4		
No. 5		
No. 6		

Dated this day of

.....
Signature/Common Seal of Appointor

.....
Number of shares held

Notes:

1. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorized.*
2. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
3. *A proxy may but need not be a member of the Company and such a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Where a member appoints more than one (1) proxy the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.*
4. *The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of authority, shall be deposited at the Company's Registered Office at 7th Floor, Plaza BCB (Hotel Tower Block), 20, Jalan Bakawali, 86000 Kluang, Johor not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.*