

BERTAM ALLIANCE BERHAD

305530-A

2008
ANNUAL REPORT



CONTENTS

02	Notice of Fifteenth Annual General Meeting
05	Statement Accompanying Notice of Fifteenth Annual General Meeting
06	Corporate Information
07	Executive Chairman's Statement
09	Profile of the Board of Directors
12	Audit Committee Report
16	Corporate Governance Statement
21	Statement on Internal Control
23	Financial Statements
81	List of Properties
82	Analysis of Shareholdings
	Proxy Form

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of the Company will be held at Utara 1, Level 2, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan on **Wednesday, 27 May 2009 at 10.30 a.m.**, to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2008 and the Reports of Directors and Auditors thereon. **(Ordinary Resolution 1)**
2. To re-elect Mr. Ng Sing Hwa who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Articles of Association. **(Ordinary Resolution 2)**
3. To re-elect Mr. Loong Foo Ching who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Articles of Association. **(Ordinary Resolution 3)**
4. To re-appoint Ernst & Young as Auditors of the Company for the financial year ending 31 December 2009 and to authorise the Directors to fix the Auditors' remuneration. **(Ordinary Resolution 4)**

AS SPECIAL BUSINESS

5. To approve the payment of Directors' Fees of RM210,000 for the financial year ended 31 December 2008. **(Ordinary Resolution 5)**
6. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

AUTHORITY TO ISSUE SHARES

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

(Ordinary Resolution 6)

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING (CONT'D)

7. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:

AUTHORITY PURSUANT TO SECTION 132E OF THE COMPANIES ACT, 1965

"THAT pursuant to Section 132E of the Companies Act, 1965, authority be hereby given for the Company and each of its subsidiaries to enter into any arrangement or transaction with any Director or Substantial Shareholder of the Company or any person connected with such Director or Substantial Shareholder to acquire from or dispose to such Director or Substantial Shareholder or person connected with such Director or Substantial Shareholder any non-cash assets of a requisite value.

AND THAT such authority shall continue to be in force until:

- i. the conclusion of the next Annual General Meeting of the Company;
 - ii. the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - iii. revoked or varied by resolution passed by the shareholders in general meeting
- whichever is earlier.

(Ordinary Resolution 7)

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

WONG WEI FONG (MAICSA 7006751)

KUAN HUI FANG (MIA 16876)

Secretaries

Kuala Lumpur

Date: 5 May 2009

Notes:

- i. A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote in his stead and the holder shall specify the proportion of his shareholding to be represented by each proxy; a proxy need not be a member and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- ii. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of an officer or its attorney duly authorised.
- iii. The instrument appointing a proxy must be deposited at the registered office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting, i.e. on or before 10.30 a.m., Monday, 25 May 2009.

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING (CONT'D)

Explanatory Notes on Special Business:

1. Ordinary Resolution 5

The proposed resolution is in accordance with Article 98 of the Company's Articles of Association and if passed, will authorise the payment of Directors' Fees to the Directors of the Company for their services as Directors for the year ended 31 December 2008.

2. Ordinary Resolution 6

The proposed resolution, if passed, will authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.

3. Ordinary Resolution 7

Section 132E of the Companies Act, 1965 prohibits a company or its subsidiaries from entering into any arrangement or transaction with its Directors or Substantial Shareholders or persons connected with such Directors or Substantial Shareholders in respect of the acquisition from or disposal to such Directors or Substantial Shareholders or persons connected with such Directors or Substantial Shareholders of any non-cash assets of the requisite value without prior approval of the Company in a general meeting. According to the Companies Act, 1965, the requisite value of a non-cash asset shall be the same value as the value prescribed by the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"):

- (i) which relates to acquisitions or disposals by a company or its subsidiaries to which such provisions applies; and
- (ii) which would require the approval of shareholders at a general meeting in accordance with the provisions of the Listing Requirements of Bursa Securities.

The proposed resolution, if passed, will authorise the Company and each of its subsidiaries to enter into any arrangement or transaction with a Director or Substantial Shareholder of the Company or with a person connected with such a Director and Substantial Shareholder to acquire from or dispose to such a Director or Substantial Shareholder or person connected with such a Director or Substantial Shareholder any non-cash assets of a requisite value.

STATEMENT ACCOMPANYING NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

Details of Directors who are standing for re-election

Directors standing for re-election:-

- (1) Ng Sing Hwa
- (2) Loong Foo Ching

Details of the above Directors who are standing for re-election are set out in the Directors' Profiles appearing on page 9 and 11 of this Annual Report.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ng Sing Hwa
Executive Chairman

Tan Ai Tong
Managing Director

Ng Chee Hua
Non-Executive Director

Low Yew Hwa
Non-Executive Director

Loong Foo Ching
Independent Non-Executive Director

Haji Hamdan Bin Yahya
Independent Non-Executive Director

AUDIT COMMITTEE

Loong Foo Ching
Chairman

Haji Hamdan Bin Yahya
Member

Low Yew Hwa
Member

NOMINATION COMMITTEE

Loong Foo Ching
Chairman

Haji Hamdan Bin Yahya
Member

Ng Chee Hua
Member

REMUNERATION COMMITTEE

Loong Foo Ching
Chairman

Ng Chee Hua
Member

Low Yew Hwa
Member

COMPANY SECRETARIES

Wong Wei Fong
MAICSA 7006751

Kuan Hui Fang
MIA 16876

REGISTERED OFFICE

Level 18, The Gardens North Tower
Mid Valley City
Lingkar Syed Putra
59200 Kuala Lumpur
Malaysia
Telephone: 603-2264 8888
Facsimile : 603-2282 2733

REGISTRAR

PFA Registration Services Sdn Bhd
Level 17, The Gardens North Tower
Mid Valley City
Lingkar Syed Putra
59200 Kuala Lumpur
Malaysia
Telephone: 603-2264 3883
Facsimile : 603-2282 1886

AUDITORS

Ernst & Young
Chartered Accountants
Level 23A, Menara Milenium
Jalan Damansara
Pusat Bandar Damansara
50490 Kuala Lumpur
Malaysia

BUSINESS ADDRESS

Brem House, Level 3A
Crystal Crown Hotel
No.12, Lorong Utara A
Off Jalan Utara
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Telephone: 603-7958 7288
Facsimile : 603-7958 5033
E-mail : bertamdev@pd.jaring.my

PRINCIPAL BANKERS

CIMB Bank Berhad
EON Bank Berhad
Hong Leong Bank Berhad
Malaysian Building Society Berhad
Public Bank Berhad

SOLICITORS

Cheah Teh & Su
Lee, Perara & Tan
Soo Thien Ming & Nashrah
TH Moi & Associates

STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad
Second Board
Stock Code: 9814

EXECUTIVE CHAIRMAN'S STATEMENT

DEAR
SHAREHOLDERS,

On behalf of the Board of Directors, I am pleased to present the Annual Report and Audited Financial Statement for the Group and Company for the financial year ended 31 December 2008.



GLOBAL ECONOMIC CRISIS

Major economies experienced sharp declines in their economic growth in 2008. In fact, growth was negative for most countries in the last quarter. The financial impact was so severe that it caused the collapse of many major financial institutions in the United States of American ("USA") and the European Union ("EU"). USA and EU are Malaysia's major trading partners and thus our economy is badly affected. This has prompted our Government to institute various stimulus packages to keep the economy going and to reduce unemployment. Owing to the severity of the economic downturn, it is expected that the recovery will be slow and may only be felt beyond 2010.

FINANCIAL REVIEW

Despite operating under these most difficult economic conditions, particularly during the 2nd half of 2008, the Group performed well to remain profitable for the financial year ended 31 December 2008. On behalf of the Board of Directors, I am pleased to report that the Group had recorded an after tax profit of RM5.504 million for the year under review as against the after tax profit of RM4.293 million achieved in 2007. However, the Group recorded lower sales of RM45.182 million compared with that of RM52.962 million achieved in 2007.

DIVIDEND

Your Board of Directors approved payment of an interim dividend of 1.5 sen less 25% tax per share in lieu of a final dividend in respect of the financial year ended 31 December 2008. The payment of dividend was made on 27 March 2009.



EXECUTIVE CHAIRMAN'S STATEMENT (CONT'D)

OUTLOOK

The Group plans to launch several new property development projects located in USJ and Kota Damansara, Selangor and Langkawi, Kedah during the current financial year. Admittedly, managing businesses within the current uncertain financial environment, particularly launching new properties, is indeed a challenging one. We will double our efforts in reaching out to house-buyers with more innovative and attractive product offerings. The prevalent low interest environment and the government's stimulus packages provide some silver linings.

Current projects are also expected to contribute positively. On the whole, your Board of Directors is confident that the Group will remain profitable for the current financial year.

CORPORATE SOCIAL RESPONSIBILITIES

As a good corporate citizen, Bertam is conscious of the potential impact that its property development activities may have on society, for example the environment. Thus the interest of the community and shareholders must be taken into consideration in planning new projects. In addition, Bertam is also committed to supporting and encouraging worthy social causes as part of its contribution to society and nation building. Besides financial contributions and donations to various charitable and welfare organisations, it has also established an Employee Study Loan Fund in 2008 to provide employees and their dependants with interest free study loans.

ACKNOWLEDGEMENT

On behalf of the Board of Directors, I would like to express once again my sincere appreciation to the Management and Staff for their dedication and commitment in discharging their responsibilities. To you, our valued Shareholders, your Directors are mindful of your expectation and will endeavor to create value despite the challenging time ahead.

Ng Sing Hwa

Executive Chairman

PROFILE OF THE BOARD OF DIRECTORS

NG SING HWA **Executive Chairman**

Aged 63, is a Malaysian citizen and was appointed to the Board on 23 July, 2002. He is the Executive Chairman of Bertam Alliance Berhad.

He qualified as a Chartered Accountant and is a member of the Malaysian Institute of Accountants and the Malaysian Institute of Certified Public Accountants.

He has vast experience in the areas of corporate finance, hospitality industry, property & construction industry and manufacturing of building materials. He had held the positions of Group Chief Executive of Faber Merlin Malaysia Berhad from 1977 to 1985 and Managing Director of CI Holdings Berhad from 1985 to 1988 prior to venturing into management consultancy services and own property development in 1989.

His shareholdings in the Company are disclosed in the Directors' Report on page 85 and is deemed to be a substantial shareholder of the Company.

He is the brother of Ng Chee Hua who is a non-executive director and substantial shareholder of the Company. He is also the father to Ng Wei Wei and uncle to Ng Eu Jin, substantial shareholders of the Company, whose shareholdings are disclosed in page 84.

He does not hold directorship in other public listed companies and he has no conviction for any offences within the past ten years.

TAN AI TONG **Managing Director**

Aged 55, is a Malaysian citizen and was appointed to the Board on 23 July 2002. He is the Managing Director of Bertam Alliance Berhad. He is responsible for the overall management of the Group.

He holds a Master Degree in Business Administration from the Cranfield Institute of Technology, UK, and a Bachelor of Civil Engineering degree from the University of Auckland, New Zealand. He is a professional Engineer and a member of the Institution of Engineers, Malaysia. He has had many years of experiences in business and property development. He also sits on the Board of several other private limited companies.

His shareholdings in the Company are disclosed in the Directors' Report on page 85.

He does not hold directorship in other public listed companies. He has no family relationship with other directors or major shareholders of the Company and he has no conviction for any offences within the past ten years.

PROFILE OF THE BOARD OF DIRECTORS (CONT'D)

NG CHEE HUA **Non-Executive Director**

Aged 58, is a Malaysian citizen and was appointed to the Board as non-executive director on 23 July 2002. He is also a member of the Nomination Committee and Remuneration Committee.

He is a fellow member of the Association of International Accountants and has more than 30 years of experiences in financial, manufacturing, property development and construction fields. He also holds directorship in a few private property development companies.

His shareholdings in the Company are disclosed in the Directors' Report on page 85 and is deemed to be a substantial shareholder of the Company.

He is the brother of Ng Sing Hwa who is the Executive Chairman and substantial shareholder of the Company. He is also the father to Ng Eu Jin and uncle to Ng Wei Wei, substantial shareholders of the Company, whose shareholdings are disclosed in page 84.

He does not hold directorship in other public listed companies and he has no conviction for any offences within the past ten years.

LOW YEOW HWA **Non-Executive Director**

Aged 53, is a Malaysian citizen and was appointed to the Board as non-executive director on 23 July 2002. He is also a member of Audit Committee and Remuneration Committee.

He holds a Diploma in Commerce (Financial Accounting) from Tunku Abdul Rahman College. He is a Fellow Member of the Chartered Association of Certified Accountants, UK and also a member of the Malaysian Institute of Accountants. He is the Executive Director of Brem Holding Berhad and several subsidiaries of Brem Holding Berhad and several other private limited companies.

He neither holds any shares in the Company nor in other subsidiaries within the Group. He is deemed interested in certain recurrent related party transactions. Details pertaining to these transactions are disclosed in Note 31 to the financial statements.

Besides holding directorship in Brem Holding Berhad, he does not hold any directorship in other public listed companies. He has no family relationship with other directors or major shareholders of the Company and he has no conviction for any offences within the past ten years.

PROFILE OF THE BOARD OF DIRECTORS (CONT'D)

LOONG FOO CHING **Independent Non-Executive Director**

Aged 59, is a Malaysian citizen and was appointed to the Board as an independent non-executive director on 31 July 2002. He is the Chairman of the Audit Committee, Nomination Committee and Remuneration Committee.

He is an advocate & solicitor and holds a Bachelor of Laws (LLB) - honours degree from University of London and a Master of Laws (LLM) degree from University of Malaya. He is also an associate member of the Chartered Institute of Bankers, London (now under the official brand name of Institute of Financial Services) and a Member of Institut Bank-Bank Malaysia. Prior to legal practice, Mr Loong had more than 25 years of working experience in the banking and finance industry.

His shareholdings in the Company are disclosed in the Directors' Report on page 85.

He does not have any conflict of interest with the Group nor has he any family relationship with other directors or major shareholders of the Company. He does not hold any directorship in other public listed companies and he has no conviction for any offence within the past ten years.

TUAN HAJI HAMDAN BIN YAHYA **Independent Non-Executive Director**

Aged 60, is a Malaysian citizen and was appointed to the Board as an independent non-executive director on 22 February 2005. He is also a member of the Audit Committee and Nomination Committee.

He obtained his degree (BA Hons) from University Malaysia in 1972/73. He was in the civil service from 1973 to 1981, after which he joined the private sector.

He has more than 25 years experience in the business sector. He gained experiences in many fields and specialize in corporate and property management.

He has been participating in the federal and state government trade mission to USA, Europe, Taiwan, Japan and etc.

He does not have any conflict of interest with the Group nor has he any family relationship with other directors or major shareholders of the Company. He does not hold any directorship in other public listed companies and he has no conviction for any offences within the past ten years.



AUDIT COMMITTEE REPORT

1. COMPOSITION OF AUDIT COMMITTEE

Loong Foo Ching

Chairman

(Independent Non-Executive Director)

Low Yew Hwa

Member

(Non-Executive Director)

Tuan Haji Hamdan Bin Yahya

Member

(Independent Non-Executive Director)

2. TERMS OF REFERENCE

• MEMBERSHIP

The Committee shall be appointed by the Board of Directors from among the Directors of the Company (except alternate directors) and shall consist of not less than 3 members, the majority of whom shall be independent non-executive directors. All members of the Committee should be non-executive directors.

All the members of the Committee should be financially literate, and at least one (1) member of the Committee:

- (a) must be a member of the Malaysian Institute of Accountants (MIA); or
- (b) if he is not a member of the Malaysian Institute of Accountants (MIA), he must have at least three (3) years of working experience and:
 - he must have passed the examination specified in Part I of the 1st Schedule to the Accountants Act, 1967; or
 - he/she must be a member of one (1) of the Associations of Accountants specified in Part II of the 1st Schedule of the Accountants Act, 1967; or
 - fulfills such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad.

A quorum shall be majority of members who shall be the independent non-executive directors.

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

The Board of Directors must review the term of office and performance of the Committee and each of its members at least once every 3 years to determine whether such Committee and members have carried out their duties in accordance with their terms of reference.



AUDIT COMMITTEE REPORT (CONT'D)

- **CHAIRMAN**

The Chairman shall be elected by the Committee from among their members who shall be an independent non-executive director. The Chairman of the Audit Committee should engage on a continuous basis with senior management, the head of internal audit and the external auditors in order to be kept informed of matters affecting the company.

- **RIGHTS**

The Committee shall:

- Have authority to investigate any matter within its terms of reference;
- Have the resources which are required to perform its duties;
- Have full and unrestricted access to any information pertaining to the Company;
- Have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity (if any);
- Be able to obtain independent professional or other advice; and
- Be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the Company, whenever deemed necessary.

- **FUNCTIONS**

The Committee shall:

- Consider the appointment of the external auditor, the audit fee and any question of resignation or dismissal;
- Discuss with the external auditor before the audit commences, the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved;
- Review the quarterly and year-end financial statements of the Company, focusing particularly on:
 - any change in accounting policies and practices;
 - significant adjustments arising from the audit;
 - the going concern assumption; and
 - compliance with accounting standards and other legal requirements.
- Discuss problems and reservations arising from the interim and final audits, and any matter the auditor may wish to discuss (in the absence of management where necessary);
- Review the external auditor's management letter and management's response;

• FUNCTIONS (cont'd)

- vi. Do the following, in relation to the internal audit function:
 - review the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;
 - review the internal audit programme and results of the internal audit process and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function;
 - review any appraisal or assessment of the performance of members of the internal audit function;
 - approve any appointment or termination of senior staff members of the internal audit function; and
 - take cognisance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning.
- vii. Consider any related-party transactions that may arise within the company or group;
- viii. Consider the major findings of internal investigations and management's response; and
- ix. Consider other topics as defined by the board.

3. ATTENDANCE AT MEETINGS

The finance director, the head of internal audit and a representative of the external auditors should normally attend meetings. Other directors and employees may attend any particular Audit Committee meeting only at the Committee's invitation, specific to the relevant meeting. However, the Committee should meet with the external auditors without the presence of the executive directors, at least twice a year. The Company Secretary shall act as the secretary of the Committee.

4. FREQUENCY OF MEETING

Meetings shall be held not less than four (4) times a year to review the quarterly results and year end financial statements. Other meetings may be held as and when required.

5. AUDIT COMMITTEE MEETINGS ATTENDANCE

During the financial year, the Audit Committee conducted seven (7) meetings inclusive of two (2) separate meetings with external auditors without the presence of the Executive Directors and employees of the Company. All meetings were attended by all the Audit Committee members.



AUDIT COMMITTEE REPORT (CONT'D)

6. ACTIVITIES OF THE AUDIT COMMITTEE

The principal activities undertaken by the Audit Committee during the financial period were summarised as follows:

- (a) Recommended the amendment to its terms of reference pursuant to the revised Malaysian Code on Corporate Governance for the Board's approval;
- (b) Reviewed the quarterly financial results, cash flows and financial positions for each financial quarter prior to submission to the Board for consideration and approval for announcement to the public;
- (c) Reviewed the annual audited financial statement, auditors' report and accounting issues arising from the financial year ended 31 December 2007 audit;
- (d) Reviewed the external auditors' plan for the year ended 31 December 2008;
- (e) Reviewed the performance and effectiveness of the external auditors and made recommendations to the Board on re-appointment and remuneration of auditors;
- (f) Conducted two (2) meetings with the external auditors without the presence of the Executive Directors and employees of the Company;
- (g) Reviewed the internal audit plan and reports presented by the internal auditors;
- (h) Reviewed the corporate governance statement, audit committee report and statement on internal control prior to submission to the Board for consideration and approval for inclusion in the 2007 annual report;
- (i) Reviewed the quarterly status of recurrent related party transactions; and
- (j) Reviewed the corporate social activities initiated and carried out during the financial year.

7. TRAINING

All committee members had attended a one day seminar on "Tax & Corporate Seminar" during the financial year ended 31 December 2008.

8. INTERNAL AUDIT FUNCTION

The internal audit function is essential in assisting the Audit Committee in reviewing the systems of internal control maintained by the management.

The Group had established an internal audit function upon listing. This function is outsourced to an internal audit services company and functionally, the lead internal auditor reports to the Committee directly.

The Committee reviews and approves the annual internal audit plan before the internal auditors carry out their functions. All audit findings are reported to the Committee and areas of improvement and audit recommendations identified are communicated to the management for further action.



CORPORATE GOVERNANCE STATEMENT

The Malaysian Code on Corporate Governance ~ Revised 2007 ("the Revised Code") sets out the basic principles and best practices on structures and processes that companies may adopt in their operation towards achieving the effective governance framework. In accordance with the Listing Requirements, the Board is pleased to presents herewith its statement on how it has applied the principles of the Revised Code and the extent of compliance with its Best Practices.

The Board of Directors

The Company continues to be led by the same board members comprising directors with both professional and business experience relevant to the property development business of the Group. The Board presently has six (6) directors and two (2) of them being the Independent Non-Executive Directors. The role and responsibilities of the Executive Chairman and Managing Director are separated and assumed by different directors. In addition, Mr Loong Foo Ching continues to act as the Senior Independent Non-Executive Director to provide shareholders with an alternative to convey their concerns and seek clarifications from the Board.

A description of the background of each director is presented on pages 9 to 11.

Schedules of the Board and Audit Committee meetings are planned in advance before the new financial year. This enables the management to plan its yearly business and corporate affairs and ensure timely preparation of information for dissemination to the Board members.

The Board is provided with appropriate and most current information to enable it to discharge its duties effectively. The management is invited to attend the Board and Audit Committee meetings and to provide explanation to the Board on the operations of the Group. In addition, the Board is also briefed progressively by the company secretary, external auditors and the internal auditors on new or changes in corporate regulatory requirements.

The Board recognises the importance for reviewing and adopting a strategic plan and overseeing the conduct of the business. This will ensure that the business is being properly managed. Presently, the performance of the Group is reviewed by the Board in consideration of the quarterly financial results and operation briefings provided by the management.

During the financial year, five (5) Board meetings were held and these meetings were attended by all Board members.

The Board maintains specific Board committees namely Audit Committee, Nomination Committee and Remuneration Committee. These Committees ensure greater attention and objectivity are provided to the specific Board agenda. However, in order to ensure the direction and control of the Group is firmly within the Board, the Board has defined the terms of reference for each Committee. The Chairmen of the Board Committees would report to the Board during the Board meetings on significant matters and salient matters deliberated at the Committee meetings.

STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

Appointment to the Board

The Nomination Committee is established and maintained to ensure that there is a formal and transparent procedure for the appointment of new directors to the Board and for the performance appraisal of directors. The current members of the Committee are made up of fully non-executive directors with majority being independent non-executive directors. The composition of the Nomination Committee is as follows:

Chairman : Loong Foo Ching (Independent Non-Executive Director)
Member : Ng Chee Hua (Non-Executive Director)
Member : Tuan Haji Hamdan Bin Yahya (Independent Non-Executive Director)

The Revised Code provides greater clarity on the following aspects of which the Nomination Committee should consider when recommending candidates for directorship:

- Skills, knowledge, expertise and experience;
- Professionalism;
- Integrity; and
- In the case of candidates for the position of independent director, the Nomination Committee should evaluate the candidates' ability to discharge his/her functions as expected from an independent director.

The other aspects of the functions of the Nomination Committee are:

- i) To consider, in making its recommendations, candidates for directorships proposed by the Managing Director/ Chief Executive Director and, within the bounds of practicability, by any other senior executive or any director or shareholder;
- ii) To recommend to the Board, directors to fill the seats on Board Committees;
- iii) To assess annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each existing individual director and thereafter, report its findings to the Board; and
- iv) To review and identify the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board and thereafter, recommend its findings to the Board.

Annually the Nomination Committee conducts appraisal on director, board committees and the Board. During the financial year, the review was conducted on 26 March 2008. In line with the Best Practices, the assessment and evaluation of these appraisals were documented.

Directors' Training

Continuous learning and training are part of Directors' development programs. The Directors recognise the needs to attend trainings to enable the directors to discharge their duties effectively.

During the financial year, all the directors have attended a one-day training on "Tax & Corporate Seminar".

Re-election of Directors

The re-election of Directors provides an opportunity for shareholders to renew their mandate conferred to the Directors. In this respect, the Articles of Association of the Company provides that all directors shall retire by rotation once in every three (3) years or at least one-third (1/3) of the Board shall retire but shall be eligible to offer themselves for re-election at the Annual General Meeting ("AGM").

STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

This requirement has been adhered to by the Board in every AGM. Profile of directors standing for election covering their details of profession, meeting attendance, directorships in other public companies and shareholdings in the Group are summarised in the Statement Accompanying the Notice of AGM.

Directors' Remuneration

The remuneration of the Executive Directors and Non-Executive Directors are reviewed by the Remuneration Committee and the Board respectively. All directors play no part in the decision of their own remuneration.

The members of the Remuneration Committee are:

- Chairman : Loong Foo Ching (Independent Non-Executive Director)
- Member : Low Yew Hwa (Non-Executive Director)
- Member : Ng Chee Hua (Non-Executive Director)

The Committee considers the principles recommended by the Code in determining the directors' remuneration, whereby, the executive remuneration is designed to link rewards to the Group's performance whilst the remuneration of the non-executive directors is determined in accordance with their experience and the level of responsibilities assumed.

Annually, the Remuneration Committee reviews the performance and the remunerations of the Executive Directors to ensure that it commensurates with the market expectation, the directors' experience and competency and the Group's performance.

The number of Directors whose income falls within the following bands is set out as follows:

Remuneration Bands	Executive Directors	Non-Executive
RM50,000 and below	-	4
RM300,000-RM350,000	1	-
RM350,001-RM400,000	1	-

The aggregate remuneration paid or payable to all Directors of the Company are further categorised into the following components:

	Fees*	Salaries	Bonuses	EPF	Benefit-in-kind/ Allowance	Total
	(RM)	(RM)	(RM)	(RM)	(RM)	(RM)
Executive Directors	70,000	536,600	46,000	48,380	34,700	735,680
Non-Executive Directors	140,000	-	-	-	13,200	153,200

*Subject to the approval by shareholders at the AGM.



STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

The Board views that the transparency in respect of the Directors' remuneration has been reasonably dealt with by the 'band disclosure' presented in the above. Therefore, the detailed remuneration of each director is excluded.

Shareholders

The Board endeavours to provide timely and accurate disclosure of all material information of the Group to the shareholders and investors. Where practicable, the Board is prepared to enter into a dialogue with institutional shareholders. Currently, information is disseminated through various disclosures and announcements made to the Bursa Securities. This information is electronically published at the Bursa Securities website at <http://www.bursamalaysia.com> and it is accessible by public.

The AGM remains as the principal forum for dialogue with all shareholders while the Extraordinary General Meetings would be held as and when required. During the financial year, the Fourteenth AGM was held on 9 June 2008. At this AGM, the representatives from the statutory audit firm were present to avail themselves to answer the shareholders' questions on the conduct and finalisation of the audited accounts. In addition, before the proposed resolutions were put to a vote, the shareholders were provided with opportunities to seek clarifications.

Accountability and Audit

The Board is committed to present a balance and understandable assessment of the Group's financial position and prospects to the stakeholders and general public. In presenting the annual financial statements and quarterly announcements of its results, the Board assures that the Company uses appropriate accounting policies consistently and estimates are supported by reasonable and prudent judgements.

It is the Board's responsibility to maintain a sound system of internal control for the Group. The effectiveness of the system of internal control is reviewed by the management and independently assessed by the internal auditors under the purview of the Audit Committee. The internal audit function is currently outsourced to an independent internal audit services company. Information on the Group's state of internal control is reported in the Statement on Internal Control which is presented on page 21.

Audit Committee

The Audit Committee establishes a transparent and professional relationship with the external auditors. Annually, the Audit Committee reviews the appointment, performance and remuneration of the auditors before recommending them to the shareholders for re-appointment in the AGM. The Audit Committee would convene meeting with the statutory auditors and internal auditors without the presence of the executive directors and employees of the Group as and when necessary. The Audit Committee noted the Revised Code's best practice that at least two (2) meetings shall be held with the external auditors without the presence of executive board members annually and the Audit Committee Chairman should engage on continuous basis with the senior management. Accordingly, during the financial year, the Audit Committee had conducted two meetings with the external auditors without the presence of the executive directors and employees of the Company. In addition, the Audit Committee Chairman attended executive management meetings held during the financial year to keep abreast of matters affecting the Group.



STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

On a separate note, the Board is always mindful of the Listing Requirements on the review of the terms of office and performance of the Audit Committee and each of its members at least once every three (3) years. The review of the Audit Committee and its members was done concurrently with the annual appraisal of the directors.

Compliance with the Best Practices

Except for the non-disclosure of individual director's remunerations; the Board believes that all material aspects of the best practices set out in Part 2 of the Revised Code have been complied with during the financial year.

Directors' Responsibility Statement

The Directors are responsible for ensuring that:

- I. The annual audited financial statements of the Group and of the Company are drawn up in accordance with applicable approved accounting standards in Malaysia, the provisions of the Companies Act, 1965 and the Listing Requirements of the Bursa Securities so as to give a true and fair view of the state of affairs of the Group and the Company for the financial year, and
- II. Proper accounting and other records are kept which enable the preparation of the financial statements with reasonable accuracy and taking reasonable steps to ensure that appropriate systems are in place to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

In the preparation of the financial statements for the financial year ended 31 December 2008, the Directors have adopted appropriate accounting policies and have applied them consistently in the financial statement with reasonable and prudent judgments and estimates. The Directors are also satisfied that all relevant approved accounting standards have been followed in the preparation of the financial statements.

OTHER INFORMATION

Material Contracts

There were no material contracts other than those entered into in the ordinary course of business by the group either still subsisting at the end of the financial year ended 31 December 2008 or entered into since the end of the previous financial year involving Directors' and Major Shareholders' interest.

Revaluation Policy

The Group does not adopt a policy of regular revaluation of its landed properties.

STATEMENT ON INTERNAL CONTROL

The Board of Directors of Bertam Alliance Berhad acknowledges the importance of the system of internal control and recognises that it is their responsibility to maintain a sound system of internal control to safeguard the Group's interests. In this respect, the Board undertakes to identify principal risks, ensure the implementation of appropriate systems to manage risks and review the adequacy and integrity of the Group's system of internal control.

Broadly, the Board's review, the management supervision and experience and the independent review mechanism constitute the key components of the risk management and internal control systems of the Group.

The Board collectively oversees and reviews the conduct of the Group's business while the Executive Chairman, Managing Director and the management execute business strategy and controls to ensure that risks are effectively managed. These supervision and execution functions are embedded and carried out as the Group's main risk management process. Professionally, all the Board members and the senior management possess extensive experience in property development. With the experience and the risk management structure in place the Group is assured that risks are appropriately identified, considered and managed.

Executive Directors conduct regular management meetings with the senior management members. The Audit Committee Chairman and the non-executive directors were also invited to attend these meetings. Accordingly, it provides a channel of communication for various parties to discuss and manage risks facing the Group. Broadly, the agenda of these meetings covers the progress of projects undertaken, the financial management, new business opportunities and ventures. In these meetings, issues and risks are identified and actions are decided to ensure businesses are under control and corporate targets and objectives are achieved. The deliberated issues and decided actions in these meetings are recorded in minutes for the reference of all Board members.

There are two aspects of review of system of internal control in the organisation. The first aspect of review is undertaken by the management as part of the operation activities while the second aspect constitutes the independent review performed by the Audit Committee. The presence of the internal audit function supports this review by providing status of management control procedures to the Audit Committee. Besides reviewing the systems of internal control, the Audit Committee also reviews the financial information and reports produced by the management. In this case, the Audit Committee in consultation with the management and the external auditors deliberates the integrity of the financial results, annual report and audited financial statements before recommending to the Board for presenting to the shareholders and public investors.

In making this statement, the Board had considered the Bursa's Guidance on Statement on Internal Control. The Board feels that the existing level of system of internal control is reasonable to achieve the Group's objectives. Nonetheless, the Board recognises that the systems of internal control should be continuously improved in line with the evolving business development. It should also be noted that risk management systems and systems of internal control are only designed to manage rather than eliminate risks of failure to achieve business objectives. Therefore, these systems can only provide reasonable but not absolute assurance against material misstatements, frauds and losses.

This Statement is made in accordance with a resolution of the Board of Director dated 1 April 2009.

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24	Directors' Report
28	Statement by Directors
28	Statutory Declaration
29	Report of the Auditors
31	Income Statements
32	Balance Sheets
33	Consolidated Statement of Changes in Equity
34	Company Statement of Changes in Equity
35-37	Cash Flow Statements
38-80	Notes to the Financial Statements



FINANCIAL STATEMENTS

DIRECTORS' REPORT

The directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2008.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and provision of management services to the subsidiaries.

The principal activities of the subsidiaries are described in Note 11 to the financial statements.

There have been no significant changes in the nature of the principal activities during the financial year.

RESULTS

	GROUP RM	COMPANY RM
Net profit for the year	5,504,471	3,317,637

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

In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature.

DIVIDENDS

A final dividend in respect of the financial year ended 31 December 2007 of 1.5 sen per share less 26% taxation on 206,756,497 ordinary shares, amounting to a net dividend payable of RM2,294,997, was approved by the shareholders on 9 June 2008 and was paid on 30 June 2008.

An interim dividend in respect of the financial year ended 31 December 2008 of 1.5 sen per share less 25% taxation on 206,756,497 ordinary shares, amounting to a net dividend payable of RM2,326,011, was approved by the Board of Directors and paid on 27 March 2009.

The directors do not recommend any payment of final dividend in respect of the current financial year.

DIRECTORS

The names of the directors of the Company in office since the date of the last report and at the date of this report are:

Ng Sing Hwa
Tan Ai Tong
Ng Chee Hua
Low Yew Hwa
Loong Foo Ching
Haji Hamdan bin Yahya

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors or the fixed salary of a full time employee of the Company as shown in Note 6 to the financial statements) by reason of a contract made by the Company or a related corporation with any 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, except as disclosed in Note 31 to the financial statements.

DIRECTORS' INTERESTS

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

Name of Directors	Number of ordinary shares of RM1.00 each			As at 31.12.2008
	As at 1.1.2008	During the year Acquired	Sold	
The Company				
Direct Interest:				
Ng Sing Hwa	2,125,000	-	-	2,125,000
Ng Chee Hua	7,254,000	-	-	7,254,000
Indirect Interest:				
Ng Sing Hwa*	42,515,266	-	-	42,515,266
Ng Chee Hua**	42,240,478	-	-	42,240,478
Tan Ai Tong+	4,262,000	-	-	4,262,000
Loong Foo Ching^	58,000	-	(58,000)	-

* Deemed interest through his spouse, Miramas Realty Sdn. Bhd. and Ishtihar Properties & Development Sdn. Bhd.

** Deemed interest through his spouse, Miramas Realty Sdn. Bhd. and Ishtihar Properties & Development Sdn. Bhd.

+ Deemed interest through VA Trading Sdn. Bhd.

^ Deemed interest through his spouse.

OTHER STATUTORY INFORMATION

- (a) Before the income statements and balance sheets of the Group and of the Company were made out, the directors took reasonable steps:
- (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
 - (ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business have been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the directors are not aware of any circumstances which would render:
- (i) the amount written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; and
 - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.
- (c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) At the date of this report, there does not exist:
- (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the directors:
- (i) 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 will or may affect the ability of the Group or of the Company to meet their obligations when they fall due; and
 - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.



DIRECTORS' REPORT (CONT'D)

SIGNIFICANT EVENTS DURING THE YEAR

Significant events during the year are disclosed in Note 27 to the financial statements.

SUBSEQUENT EVENTS AFTER THE YEAR

Subsequent events after the year are disclosed in Note 28 to the financial statements.

AUDITORS

The auditors, Ernst & Young, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the directors dated 1 April 2009.

Ng Sing Hwa

Tan Ai Tong

STATEMENT BY DIRECTORS

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

We, Ng Sing Hwa and Tan Tan Ai Tong being two of the directors of **Bertam Alliance Berhad**, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 31 to 80 are drawn up in accordance with the provisions of the Companies Act, 1965 and applicable Financial Reporting Standards in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2008 and of the results and the cash flows of the Group and of the Company for the year then ended.

Signed on behalf of the Board in accordance with a resolution of the directors dated 1 April 2009.

Ng Sing Hwa

Tan Ai Tong

STATUTORY DECLARATION

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

I, Alvin Yap Meng Chee, being the Officer primarily responsible for the financial management of **Bertam Alliance Berhad**, do solemnly and sincerely declare that the accompanying financial statements set out on pages 31 to 80 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.

Subscribed and solemnly declared
by the abovenamed, **Alvin Yap Meng Chee**
at Petaling Jaya in the State of
Selangor Darul Ehsan on 1 April 2009.

Alvin Yap Meng Chee

Before me,

REPORT OF THE AUDITORS

TO THE MEMBERS OF BERTAM ALLIANCE BERHAD
(INCORPORATED IN MALAYSIA)

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Bertam Alliance Berhad, which comprise the balance sheets as at 31 December 2008 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 31 to 80.

Directors' responsibility for the financial statements

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

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2008 and of their financial performance and cash flows for the year then ended.



REPORT OF THE AUDITORS TO THE MEMBERS OF BERTAM ALLIANCE BERHAD
(INCORPORATED IN MALAYSIA) (CONT'D)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

- (a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries have been properly kept in accordance with the provisions of the Act.
- (b) We have considered the accounts and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 11 to the financial statements.
- (c) We are satisfied that the accounts of the subsidiaries that have been consolidated with the financial statements of the Company 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.
- (d) The auditors' reports on the accounts of the subsidiaries were not subject to any qualification material to the consolidated financial statements and did not include any comment required to be made under Section 174(3) of the Act.

OTHER MATTERS

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

Ernst & Young
AF: 0039
Chartered Accountants

Kuala Lumpur, Malaysia
Date: 1 April 2009

Yap Seng Chong
No. 2190/12/09(J)
Chartered Accountant

INCOME STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2008

	Note	GROUP		COMPANY	
		2008 RM	2007 RM	2008 RM	2007 RM
Revenue	3	45,182,136	52,962,103	4,549,235	6,800,000
Cost of sales	4	(35,480,996)	(45,348,900)	-	-
Gross profit		9,701,140	7,613,203	4,549,235	6,800,000
Other operating income		1,915,041	1,005,023	-	-
Administrative expenses		(4,007,859)	(4,108,813)	(1,410,037)	(1,434,246)
Provision for doubtful debts		(529,052)	-	-	-
Operating profit		7,079,270	4,509,413	3,139,198	5,365,754
Finance costs	5	(1,290,869)	(899,023)	-	(2,018)
Profit before taxation	6	5,788,401	3,610,390	3,139,198	5,363,736
Taxation	7	(283,930)	682,199	178,439	(1,412,594)
Net profit for the year		5,504,471	4,292,589	3,317,637	3,951,142
Earnings per ordinary share (sen)	8	2.66	2.08		

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

BALANCE SHEETS

AS AT 31 DECEMBER 2008

	Note	GROUP		COMPANY	
		2008 RM	2007 RM	2008 RM	2007 RM
NON-CURRENT ASSETS					
Plant and equipment	9	913,092	535,223	47,369	63,318
Land held for property development	10	39,873,200	39,865,623	-	-
Investment in subsidiaries	11	-	-	94,758,998	94,758,998
Other investment	12	76,000	71,000	-	-
Non-current trade receivable	13	3,797,479	3,750,000	-	-
Goodwill on consolidation	14	65	65	-	-
		44,659,836	44,221,911	94,806,367	94,822,316
CURRENT ASSETS					
Assets held for sale	15	-	9,650,277	-	-
Property development costs	16	79,294,752	80,350,486	-	-
Inventories	17	10,025,090	13,286,648	-	-
Trade and other receivables	18	36,058,317	33,002,141	619,946	356,856
Amounts due from subsidiaries	11	-	-	51,894,582	47,394,336
Deposits and cash and bank balances	19	6,503,447	1,399,284	14,509	14,967
		131,881,606	137,688,836	52,529,037	47,766,159
CURRENT LIABILITIES					
Trade and other payables	20	14,614,230	13,733,656	2,585,867	251,318
Amounts due to subsidiaries	11	-	-	10,247,759	6,532,008
Short term borrowings	21	9,521,222	12,744,967	-	-
Provision for taxation		1,277,506	179,209	-	-
		25,412,958	26,657,832	12,833,626	6,783,326
NET CURRENT ASSETS					
		106,468,648	111,031,004	39,695,411	40,982,833
		151,128,484	155,252,915	134,501,778	135,805,149
FINANCED BY:					
Share capital	22	206,756,497	206,756,497	206,756,497	206,756,497
Accumulated losses		(67,316,729)	(68,200,192)	(72,254,719)	(70,951,348)
Shareholders' funds		139,439,768	138,556,305	134,501,778	135,805,149
Long term borrowings	21	5,256,849	9,674,199	-	-
Deferred taxation	23	6,431,867	7,022,411	-	-
		151,128,484	155,252,915	134,501,778	135,805,149

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2008

	Note	Share capital RM	Accumulated losses RM	Total RM
At 1 January 2007		206,756,497	(72,492,781)	134,263,716
Net profit for the year		-	4,292,589	4,292,589
At 31 December 2007		206,756,497	(68,200,192)	138,556,305
At 1 January 2008		206,756,497	(68,200,192)	138,556,305
Net profit for the year		-	5,504,471	5,504,471
Dividend	24	-	(4,621,008)	(4,621,008)
At 31 December 2008		206,756,497	(67,316,729)	139,439,768

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

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2008

	Note	Share capital RM	Accumulated losses RM	Total RM
At 1 January 2007		206,756,497	(74,902,490)	131,854,007
Net profit for the year		-	3,951,142	3,951,142
At 31 December 2007		206,756,497	(70,951,348)	135,805,149
At 1 January 2008		206,756,497	(70,951,348)	135,805,149
Net profit for the year		-	3,317,637	3,317,637
Dividend	24	-	(4,621,008)	(4,621,008)
At 31 December 2008		206,756,497	(72,254,719)	134,501,778

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

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2008

	2008 RM	2007 RM
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	5,788,401	3,610,390
Adjustments for:		
Interest expense	1,290,869	899,023
Interest income	(1,663,516)	(652,521)
Doubtful debts recovered	-	(4,600)
Provision for doubtful debts	529,052	-
Plant and equipment written off	406	5,063
Property development cost written off	25,290	-
Depreciation of plant and equipment	367,139	249,164
Gain on disposal of plant and equipment	(15,794)	(172,411)
Operating profit before working capital changes	6,321,847	3,934,108
Decrease in inventories	3,261,558	3,999,635
Decrease in assets held for sale	9,650,277	1,472,790
Decrease in property development costs	1,411,523	13,351,973
Increase in receivables	(1,779,439)	(14,969,871)
Decrease in payables	(1,445,437)	(6,513,676)
Cash generated from operating activities	17,420,329	1,274,959
Taxation (paid)/refunded	(93,466)	185,713
Net cash generated from operating activities	17,326,863	1,460,672

CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2008 (CONT'D)

	2008 RM	2007 RM
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of plant and equipment	(746,694)	(21,429)
Purchase of land held for property development	(7,577)	(4,524,348)
Proceeds from disposal of plant and equipment	17,074	4,704
Purchase of other investment	(5,000)	(5,000)
Acquisition of subsidiary company	-	(65)
Interest received	127,537	487,273
Net cash used in investing activities	(614,660)	(4,058,865)
CASH FLOWS FROM FINANCING ACTIVITIES		
Drawdown/(repayment) of hire purchase payables	367,344	(129,675)
(Repayment)/drawdown of borrowings	(6,094,407)	4,144,642
Dividend paid	(2,294,997)	-
Interest paid	(1,671,948)	(1,760,418)
Net cash (used in)/generated from financing activities	(9,694,008)	2,254,549
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	7,018,195	(343,644)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR	(602,886)	(259,242)
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR (NOTE 19)	6,415,309	(602,886)

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

COMPANY CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2008

	2008 RM	2007 RM
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	3,139,198	5,363,736
Adjustments for:		
Depreciation of plant and equipment	15,949	27,464
Interest expense	-	2,018
Plant and equipment written off	-	405
Gross dividend received	(3,775,235)	(6,800,000)
Operating loss before working capital changes	(620,088)	(1,406,377)
Increase in receivables	(263,090)	(227,599)
Increase in payables	2,334,549	32,123
Net change in balances with subsidiaries	(784,495)	(3,794,580)
Cash generated from/(used in) operating activities	666,876	(5,396,433)
Taxation refunded	250,000	-
Net cash generated/(used in) from operating activities	916,876	(5,396,433)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of plant and equipment	-	(668)
Dividend received	3,703,674	5,387,406
Net cash generated from investing activities	3,703,674	5,386,738
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of hire purchase	-	(10,681)
Dividend paid	(4,621,008)	-
Interest expense	-	(2,018)
Net cash used in financing activities	(4,621,008)	(12,699)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(458)	(22,394)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR	14,967	37,361
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR (NOTE 19)	14,509	14,967

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

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2008

1. CORPORATE INFORMATION

The principal activities of the Company are investment holding and provision of management services. The principal activities of the subsidiaries are disclosed in Note 11.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Second Board of the Bursa Malaysia Securities Berhad. The registered office of the Company is located at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur. The principal place of business is at Brem House, Level 3A, Crystal Crown Hotel, No. 12 Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 1 April 2009.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements of the Group and of the Company comply with the provisions of the Companies Act, 1965 and applicable Financial Reporting Standards ("FRS") in Malaysia.

At the beginning of the current financial year, the Group and the Company adopted the new and revised FRSs which are mandatory for financial periods beginning on or after 1 January 2008 as described fully in Note 2.3.

The financial statements of the Group and of the Company have also been prepared on a historical basis. The financial statements are presented in Ringgit Malaysia (RM).

2.2 Summary of significant accounting policies

(a) Subsidiaries and basis of consolidation

(i) Subsidiaries

Subsidiaries are entities over which the Group has the ability to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

In the Company's separate financial statements, investments in subsidiaries are stated at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of significant accounting policies (cont'd)

(a) Subsidiaries and basis of consolidation (cont'd)

(ii) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the balance sheet date. The financial statements of the subsidiaries are prepared for the same reporting date as the Company.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. In preparing the consolidated financial statements, intragroup balances, transactions and unrealised gains or losses are eliminated in full. Uniform accounting policies are adopted in the consolidated financial statements for like transactions and events in similar circumstances.

Acquisitions of subsidiaries are accounted for using the purchase method. The purchase method of accounting involves allocating the cost of the acquisition to the fair value of the assets acquired and liabilities and contingent liabilities assumed at the date of acquisition. The cost of an acquisition is measured as the aggregate of the fair values, at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued, plus any costs directly attributable to the acquisition.

Any excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represents goodwill.

Any excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised immediately in profit or loss.

(iii) Goodwill

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

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of significant accounting policies (cont'd)

(b) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits associated with the transaction will flow to the Group and the amount of the revenue can be reliably measured.

(i) Development properties

Revenue from sale of development properties is accounted for by the stage of completion method.

(ii) Property inventories

Revenue from sale of property inventories is recognised when the significant risks and rewards of ownership of the property have been passed to the buyer.

(iii) Land sale

Land sale arising from outright sales are recognised upon the transfer of risks and rewards.

(iv) Project management, administrative service and support service

Revenue from project management, administrative service and support service is recognised when the service has been rendered and accounted for on accrual basis.

(v) Dividend income

Dividend income is recognised when the Group's right to receive payment are established.

(vi) Interest income

Interest income is recognised on an accrual basis using the effective interest method.

(c) Plant and equipment and depreciation

All items of plant and equipment are initially recorded at cost. Subsequent costs are included in the asset's carrying amount recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Subsequent to recognition, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of significant accounting policies (cont'd)

(c) Plant and equipment and depreciation (cont'd)

Plant and equipment are depreciated on the straight line basis so as to write off the cost of each asset down to its residual value over their estimated useful lives at the following annual rates:

Plant and machinery	10% - 12%
Fixtures, fittings and office equipment	8% - 12%
Motor vehicles	20%
Renovation	10%

The residual values, useful life and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of plant and equipment.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any and the net carrying amount is recognised in profit or loss.

(d) Land held for property development and property development costs

(i) Land held for property development

Land held for property development consists of land where no significant development activities have been carried out or where development activities are not expected to be completed within the normal operating cycle. Such land is classified within non-current assets and is stated at cost less any accumulated impairment losses. Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount.

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

(ii) Property development costs

Land and development expenses are classified as property development costs when significant development work has been undertaken and is expected to be completed within the normal operating cycle. Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised in the income statement by using the percentage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of significant accounting policies (cont'd)

(d) Land held for property development and property development costs (cont'd)

(ii) Property development costs (cont'd)

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

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

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

The excess of revenue recognised in the income statement over billings to purchasers is classified as accrued billings within trade receivables and excess of billings to purchasers over revenue recognised in the income statement is classified as progress billings within trade payables.

(e) Inventories

Inventories consist of residential and commercial properties.

Properties held for resale are stated at the lower of cost and net realisable value. Cost include the relevant cost of land, development expenditure and appropriate proportions of common costs.

(f) Leases

(i) Classification

A lease is recognised as a finance lease if it transfers substantially to the Group all the risks and rewards incidental to ownership. All leases that do not transfer substantially all the risks and rewards are classified as operating leases.

(ii) Finance Leases - the Group as Lessee

Assets acquired by way of hire purchase or finance leases are stated at an amount equal to the lower of their fair values and the present value of the minimum lease payments at the inception of the leases, less accumulated depreciation and impairment losses. The corresponding liability is included in the balance sheets as borrowings. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease, when it is practicable to determine; otherwise, the Group's incremental borrowing rate is used. Any initial direct costs are also added to the carrying amount of such assets.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of significant accounting policies (cont'd)

(f) Leases (cont'd)

(ii) Finance Leases - the Group as Lessee (cont'd)

Lease payments are apportioned between the finance costs and the reduction of the outstanding liability. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are recognised in the profit or loss over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

The depreciation policy for leased assets is in accordance with that for depreciable plant and equipment as described in Note 2.2(c).

(iii) Operating Leases - the Group as Lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

(iv) Operating Leases - the Group as Lessor

Assets leased out under operating leases are presented on the balance sheets according to the nature of the assets. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

(g) Provisions for liabilities

Provisions for liabilities are recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as finance cost.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of significant accounting policies (cont'd)

(h) Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Current tax is the expected amount of income taxes payable in respect of the taxable profit for the year and is measured using the tax rates that have been enacted at the balance sheet date.

Deferred tax is provided for, using the liability method. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax is measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is recognised in the income statement.

(i) Employee benefits

(i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leaves are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(ii) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities or funds and will have no legal or constructive obligation to pay further contributions if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years. Such contributions are recognised as an expense in the profit or loss as incurred. As required by law, companies in Malaysia make contributions to the Employees Provident Fund ("EPF").

(iii) Termination benefits

The Group pays termination benefits in cases of termination of employment within the framework of a restructuring. Termination benefits are recognised as a liability and an expense when the Group has a detailed formal plan for the termination and is without realistic possibility of withdrawal or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than twelve months after balance sheet date are discounted to present value.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of significant accounting policies (cont'd)

(j) Impairment of non financial assets

The carrying amounts of its assets, other than property development costs and inventories are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated to determine the amount of impairment loss.

For the purpose of impairment testing of these assets, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belongs to.

An asset's recoverable amount is the higher of an asset's CGU's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or group of units on a pro-rata basis.

An impairment loss is recognised in the income statement in the period in which it arises.

An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset is recognised in the income statement.

(k) Financial instruments

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

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

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of significant accounting policies (cont'd)

(k) Financial instruments (cont'd)

(i) Cash and cash equivalents

For the purposes of the cash flow statements, cash and cash equivalents include cash on hand and at bank and deposits at call which have an insignificant risk of changes in value, net of outstanding bank overdrafts.

(ii) Trade receivables

Trade and other receivables are carried at anticipated realisable values. Bad debts are written off when identified. An estimate is made for doubtful debts based on a review of all outstanding amounts as at the balance sheet date.

(iii) Trade payables

Trade and other payables are stated at the fair value of the consideration to be paid in the future for goods and services received.

(iv) Other non-current investment

Non-current investment other than investments in subsidiaries is stated at cost less impairment losses. On disposal of an investment, the difference between net disposal proceeds and its carrying amount is recognised in the income statement.

(v) Interest-bearing loans and borrowings

Interest-bearing bank loans and overdrafts are recorded at the amount of proceeds received, net of transaction costs.

(v) Interest-bearing loans and borrowings

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. The amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate which is the weighted average of the borrowing costs applicable to the Group's borrowings that are outstanding during the year, other than borrowings made specifically for the purpose of obtaining another qualifying asset. For borrowings made specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of funds drawn down from that borrowing facility.

All other borrowing costs are recognised as an expense in the income statement in the period in which they are incurred.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of significant accounting policies (cont'd)

(k) Financial instruments (cont'd)

(vi) Equity instruments

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

The transaction costs of an equity transaction are accounted for as a deduction from equity, net of tax. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

2.3 Changes in accounting policies, effects arising from adoption of new and revised FRSs

On 1 January 2008, the Group and the Company adopted the following revised FRSs, amendment to FRSs and Interpretations:

FRS 107	: Cash Flow Statements
FRS 111	: Construction Contracts
FRS 112	: Income Taxes
FRS 118	: Revenue
FRS 120	: Accounting for Government Grants and Disclosure of Government Assistance
FRS 134	: Interim Financial Reporting
FRS 137	: Provisions, Contingent Liabilities and Contingent Assets
Amendment to FRS 121	: The Effects of Changes in Foreign Exchange Rates - Net Investment in a Foreign Operation
IC Interpretation 1	: Changes in Existing Decommissioning, Restoration and Similar Liabilities
IC Interpretation 2	: Members' Shares in Co-operative Entities and Similar Instruments
IC Interpretation 5	: Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
IC Interpretation 6	: Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment
IC Interpretation 7	: Applying the Restatement Approach under FRS 129 Financial Reporting in Hyperinflationary Economies
IC Interpretation 8	: Scope of FRS 2

The revised FRSs, amendment to FRS and Interpretations above do not have any significant impact on the financial statements of the Group and the Company.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant accounting judgements and estimates

(a) Critical judgements made in applying accounting policies

There were no significant judgements made by the management in the process of applying the Group's accounting policies which may have significant effects on the amounts recognised in the financial statements.

(b) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that may have significant risks of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Property development

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

Significant judgement is required in determining the stage of completion, the extent of the property development costs incurred, the estimated total property development revenue and costs, as well as the recoverability of the development projects. In making the judgement, the Group evaluates based on past experience and by relying on the work of specialists.

(ii) Useful lives of plant and equipment

The Group estimates the useful lives of plant and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the relevant assets. A reduction in the estimated useful lives of the plant and equipment would increase the recorded expenses and decrease the non-current assets.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant accounting judgements and estimates (cont'd)

(b) Key sources of estimation uncertainty (cont'd)

(ii) Useful lives of plant and equipment (cont'd)

In addition, the estimation of the useful lives of plant and equipment are based on the internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in factors mentioned above. The amounts and timings of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the plant and equipment would increase the recorded expenses and decrease the non-current assets.

(iii) Income taxes

Significant estimation is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(iv) Deferred tax assets

Deferred tax assets are recognised for all temporary differences to the extent that it is probable that taxable profits will be available against which the temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are provided for in Note 23.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.5 Standards and interpretations issued but not yet effective

At the date of authorisation of these financial statements, the following new FRSs and Interpretations were issued but not yet effective and have not been applied by the Group and the Company.

FRS, Amendments to FRS and Interpretations		Effective date
FRS 4	: Insurance Contracts	1 January 2010
FRS 7	: Financial Instruments: Disclosures	1 January 2010
FRS 8	: Operating Segments	1 July 2009
FRS 139	: Financial Instruments: Recognition and Measurement	1 January 2010
IC Interpretation 9	: Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10	: Interim Financial Reporting and Impairment	1 January 2010

The above new FRSs and Interpretations are expected to have no significant impact on the financial statements of the Group and the Company upon their initial applications.

The Group and the Company are exempted from disclosing the possible impact, if any, to the financial statements upon the initial application of FRSs 7, 8 and 139.

3. REVENUE

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Sale of properties	45,155,155	52,843,610	-	-
Support service fees	-	-	774,000	-
Gross dividend from subsidiary	-	-	3,775,235	6,800,000
Management fee from third party	26,981	118,493	-	-
	45,182,136	52,962,103	4,549,235	6,800,000

4. COST OF SALES

Cost of sales of the Group represents cost of inventories sold, cost of services provided, contract costs recognised as an expense and property development costs.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

5. FINANCE COSTS, NET

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Interest expense on:				
- Bank charges	69,200	50,408	-	-
- Bank borrowings	1,569,957	1,681,399	-	-
- Hire purchase	32,791	28,611	-	2,018
	1,671,948	1,760,418	-	2,018
Less: Interest expense capitalised in qualifying assets:				
- Land held for property development (Note 10)	-	(154,397)	-	-
- Property development costs (Note 16)	(381,079)	(706,998)	-	-
	1,290,869	899,023	-	2,018

6. PROFIT FROM OPERATIONS

Operating profit is arrived at after charging/(crediting):

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Auditors' remuneration:				
- Group auditors				
- current	77,000	77,000	36,000	36,000
- Other auditors				
- current	34,300	33,600	-	-
Depreciation of plant and equipment (Note 9)	367,139	249,164	15,949	27,464
Plant and equipment written off	406	5,063	-	405
Rental of buildings	216,000	219,420	65,790	65,640
Staff costs (Note a)	2,119,732	2,412,326	1,036,124	1,041,365
Non-executive directors' remuneration (Note b)	153,200	131,100	153,200	131,100
Gain on disposal plant and equipment	(15,794)	(172,411)	-	-
Rental income	(95,930)	(93,075)	-	-
Interest income	(1,663,516)	(652,521)	-	-
Deposit forfeited	(5,370)	-	-	-
Property development expense written off	25,290	-	-	-
Gross dividend from subsidiary company	-	-	(3,775,235)	(6,800,000)
Doubtful debts recovered on trade receivables	-	(4,600)	-	-

6. PROFIT FROM OPERATIONS (CONT'D)

(a) Staff costs

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Wages and salaries	1,890,592	2,164,636	959,803	968,265
Social security contributions	8,885	13,063	692	1,640
Short term accumulating compensated absences	(3,193)	(543)	-	251
Contributions to defined contribution plan	176,975	196,670	68,429	56,819
Other benefits	46,473	38,500	7,200	14,390
	2,119,732	2,412,326	1,036,124	1,041,365

Included in staff costs of the Group and of the Company are executive directors' remuneration amounting to RM988,264 (2007: RM1,011,958) and RM710,680 (2007: RM714,960) respectively as further disclosed in Note 6(b).

(b) Directors' remuneration

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Directors of the Company				
<i>Executive:</i>				
Salaries and other emoluments	536,600	562,000	536,600	562,000
Fees	70,000	60,000	70,000	60,000
Bonus	46,000	46,000	46,000	46,000
Contributions to defined contribution plan	48,380	32,760	48,380	32,760
Benefits-in-kind	34,700	39,200	9,700	14,200
	735,680	739,960	710,680	714,960
<i>Non - Executive:</i>				
Fees	140,000	120,000	140,000	120,000
Allowances	13,200	11,100	13,200	11,100
	153,200	131,100	153,200	131,100

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

6. PROFIT FROM OPERATIONS (CONT'D)

(b) Directors' remuneration (cont'd)

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Directors of Subsidiaries				
<i>Executive:</i>				
Salaries and other emoluments	221,956	238,850	-	-
Contributions to defined contribution plan	23,628	24,348	-	-
Benefits-in-kind	7,000	8,800	-	-
	252,584	271,998	-	-
Grand Total	1,141,464	1,143,058	863,880	846,060
Analysis excluding benefits-in-kind:				
Total executive directors' remuneration	946,564	963,958	700,980	700,760
Total non-executive directors' remuneration	153,200	131,100	153,200	131,100
Total directors' remuneration excluding benefits-in-kind	1,099,764	1,095,058	854,180	831,860

The number of directors of the Group whose total remuneration during the year fell within the following bands is analysed below:

	Number of Directors			
	2008		2007	
	Executive Directors	Non-Executive Directors	Executive Directors	Non-Executive Directors
Directors of the Company				
RM50,000 and below	-	4	-	4
RM50,001-RM100,000	-	-	-	-
RM100,001-RM150,000	-	-	-	-
RM150,001-RM200,000	-	-	-	-
RM200,001-RM250,000	-	-	-	-
RM250,001-RM300,000	-	-	-	-
RM300,001-RM350,000	1	-	1	-
RM350,001-RM400,000	1	-	1	-

6. PROFIT FROM OPERATIONS (CONT'D)

(b) Directors' remuneration (cont'd)

	Number of Directors			
	2008		2007	
	Executive Directors	Non-Executive Directors	Executive Directors	Non-Executive Directors
Other Directors				
RM50,000 and below	1	-	1	-
RM50,001-RM100,000	-	-	-	-
RM100,001-RM150,000	-	-	-	-
RM150,001-RM200,000	-	-	-	-
RM200,000-RM250,000	1	-	1	-

7. TAXATION

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Income tax:				
Malaysian income tax	1,116,297	(351,882)	71,561	1,481,054
Overprovision in prior years	(241,823)	(70,228)	(250,000)	(68,460)
	874,474	(422,110)	(178,439)	1,412,594
Deferred tax: (Note 23)				
Relating to origination and reversal of temporary differences	(70,366)	-	-	-
Relating to changes in tax rates	(520,178)	(260,089)	-	-
	(590,544)	(260,089)	-	-
Total income tax expense	283,930	(682,199)	(178,439)	1,412,594

In the previous year, the tax income of RM351,882 is in respect of Section 110 credit refundable by the Inland Revenue Board.

Domestic income tax is calculated at the Malaysian statutory tax rate of 26% (2007: 27%) of the estimated assessable profit for the year. The domestic statutory tax rate will be reduced to 25% from current year's rate of 26%, effective year of assessment 2009. The computation of deferred tax as at 31 December 2008 has reflected these changes.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

7. TAXATION (CONT'D)

A reconciliation of income tax expense applicable to profit before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows:

	GROUP	
	2008 RM	2007 RM
Profit before taxation	5,788,401	3,610,390
Taxation at Malaysian statutory tax rate of 26% (2007:27%)	1,504,984	974,805
Effect of different tax rate for small and medium scale company	(3,973)	-
Deferred tax recognised at different tax rates	(520,178)	(260,089)
Income not subject to tax	-	(42,669)
Expenses not deductible for tax purposes	345,031	249,102
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	(1,310,411)	(2,303,520)
Deferred tax assets not recognised during the year	510,300	770,400
Overprovision in prior years	(241,823)	(70,228)
Tax expense/(benefit) for the year	283,930	(682,199)

	COMPANY	
	2008 RM	2007 RM
Profit before taxation	3,139,198	5,363,736
Taxation at Malaysian statutory tax rate of 26% (2007:27%)	816,191	1,448,209
Income not subject to tax	(910,000)	-
Expenses not deductible for tax purposes	25,357	27,190
Deferred tax assets not recognised during the year	140,013	5,655
Overprovision in prior years	(250,000)	(68,460)
Tax (benefit)/expense for the year	(178,439)	1,412,594

Tax savings during the financial year arising from:

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Utilisation of current year tax losses	32,518	536,073	-	-
Utilisation of tax losses brought forward from previous year	1,219,841	2,787,796	-	486,223

7. TAXATION (CONT'D)

Deferred tax assets not recognised are as follows:

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Unabsorbed capital allowances	6,306,443	6,198,693	139,819	106,956
Unutilised tax losses	40,253,158	43,438,259	505,648	-
	46,559,601	49,636,952	645,467	106,956

The unabsorbed capital allowances and unutilised tax losses are available indefinitely for offset against future taxable profit of the Company and its respective subsidiaries. The availability of the unabsorbed capital allowances and unutilised tax losses against future taxable profits of the respective subsidiary companies are subject to no substantial changes in shareholdings of the respective entities under Income Tax Act 1967 and guidelines issued by the tax authority.

8. EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the Group's net profit for the year with the weighted average number of ordinary shares in issue during the financial year.

	GROUP	
	2008 RM	2007 RM
Net profit for the year (RM)	5,504,471	4,292,589
Weighted average number of ordinary shares in issue	206,756,497	206,756,497
Basic earnings per share (sen)	2.66	2.08

(b) Diluted

The calculation of the diluted earnings per share is not applicable.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

9. PLANT AND EQUIPMENT

GROUP

At 31 December 2008

AT COST	Plant and machinery RM	Fixtures, fittings and office equipment RM	Motor vehicles RM	Renovation RM	Total RM
At 1 January	74,830	677,185	988,706	360,181	2,100,902
Additions	-	3,865	742,829	-	746,694
Write offs	-	(480)	(550)	-	(1,030)
Disposals	-	-	(120,302)	-	(120,302)
	74,830	680,570	1,610,683	360,181	2,726,264
ACCUMULATED DEPRECIATION					
At 1 January	33,342	558,348	697,095	276,894	1,565,679
Depreciation for the year	7,180	33,558	298,229	28,172	367,139
Write offs	-	(76)	(548)	-	(624)
Disposals	-	-	(119,022)	-	(119,022)
	40,522	591,830	875,754	305,066	1,813,172
NET CARRYING AMOUNT					
At 31 December 2008	34,308	88,740	734,929	55,115	913,092

At 31 December 2007

AT COST

At 1 January	74,830	663,081	1,652,829	360,181	2,750,921
Additions	-	21,429	-	-	21,429
Write offs	-	(7,325)	-	-	(7,325)
Disposals	-	-	(664,123)	-	(664,123)
	74,830	677,185	988,706	360,181	2,100,902

ACCUMULATED DEPRECIATION

At 1 January	26,161	518,891	1,185,833	248,722	1,979,607
Depreciation for the year	7,181	41,719	172,092	28,172	249,164
Write offs	-	(2,262)	-	-	(2,262)
Disposals	-	-	(660,830)	-	(660,830)
	33,342	558,348	697,095	276,894	1,565,679

NET CARRYING AMOUNT

At 31 December 2007	41,488	118,837	291,611	83,287	535,223
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The carrying amount of motor vehicles of the Group acquired under hire purchase agreements are RM642,892 (2007: RM176,830).

9. PLANT AND EQUIPMENT (CONT'D)

COMPANY

At 31 December 2008

	Motor vehicles RM	Fixtures, fittings and office equipment RM	Renovation RM	Total RM
AT COST				
At 1 January	101,755	49,693	31,836	183,284
ACCUMULATED DEPRECIATION				
At 1 January	77,669	25,682	16,615	119,966
Depreciation for the year	7,796	4,969	3,184	15,949
	85,465	30,651	19,799	135,915
NET CARRYING AMOUNT				
At 31 December 2008	16,290	19,042	12,037	47,369

At 31 December 2007

AT COST

At 1 January	101,755	49,710	31,836	183,301
Additions	-	668	-	668
Disposals	-	(685)	-	(685)
	101,755	49,693	31,836	183,284

ACCUMULATED DEPRECIATION

At 1 January	58,364	20,987	13,431	92,782
Depreciation for the year	19,305	4,975	3,184	27,464
Disposals	-	(280)	-	(280)
	77,669	25,682	16,615	119,966

NET CARRYING AMOUNT

At 31 December 2007	24,086	24,011	15,221	63,318
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NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

10. LAND HELD FOR PROPERTY DEVELOPMENT

GROUP

	Freehold land RM	Leasehold land RM	Total RM
At Cost:			
At 1 January 2008	14,360,800	25,504,823	39,865,623
Additions	7,226	351	7,577
At 31 December 2008	14,368,026	25,505,174	39,873,200
At Cost:			
At 1 January 2007	9,938,452	25,402,823	35,341,275
Additions	200,842	102,000	302,842
Transfer from property development costs (Note 16)	13,871,783	-	13,871,783
Reclassified to assets held for sale (Note 15)	(9,650,277)	-	(9,650,277)
At 31 December 2007	14,360,800	25,504,823	39,865,623

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

	2008 RM	2007 RM
Loan interest expense (Note 5)	-	154,397

Leasehold land

On 9 May 1995, Menteri Besar Negeri Sembilan (Incorporation) entered into an agreement with Budaya Identiti Sdn. Bhd. ("Budaya"), a wholly owned subsidiary of the Company, to develop a piece of land in Tampin, Negeri Sembilan. The said leasehold land of the Group is held at a carrying value of RM25,505,174 (2007: RM25,504,823). In accordance with the terms of the agreement, Budaya shall pay premium, quit rent and other related expenses in respect of the transfer of the land title. Budaya shall also pay RM2.2 million plus 10% net profit in the first year only from the development to the Menteri Besar Negeri Sembilan (Incorporation). On 24 July 2003 and 8 September 2003, the Menteri Besar Negeri Sembilan (Incorporation) and Budaya agreed to a new arrangement which restructured the expenses to be paid by Budaya in respect of the transfer of the land title. Budaya shall pay RM500,000 (previously RM2,200,000) and 15% (previously 10%) net profit for the first year only from the development to the Menteri Besar Negeri Sembilan (Incorporation).

Budaya had on 8 February 2007, made the payment of RM500,000 to the Menteri Besar Negeri Sembilan (Incorporation).

11. INVESTMENT IN SUBSIDIARIES

	COMPANY	
	2008 RM	2007 RM
Unquoted investment, at cost	111,506,990	111,506,990
Less: Accumulated impairment loss	(16,747,992)	(16,747,992)
	94,758,998	94,758,998
Amount due from subsidiaries	100,392,742	95,892,496
Less: Provision for doubtful debts	(48,498,160)	(48,498,160)
	51,894,582	47,394,336
Amount due to subsidiaries	10,247,759	6,532,008

The amounts due from/(to) subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

During the current financial year, the Company conducted a review of its recoverable amount of its investment in certain subsidiary companies of which cost of investments exceeded its share of net assets in the respective subsidiary companies at the balance sheet date. The directors are of the opinion that no impairment losses need to be provided for these investments as the subsidiaries own land held for development which are recorded at carrying amount below its current market value. Besides that, the subsidiaries are exploring on-going and new profitable development projects which would place these subsidiaries on a profitable footing. As such, the directors believe that there is no permanent impairment in value of these investments.

Details of the subsidiaries are as follows:

Name of company	Principal activities	Country of incorporation	Effective equity interest	
			2008 %	2007 %
UH Industries & Development Sdn. Bhd.	Property development and provision of project management and administrative services	Malaysia	100	100
UH Capital Sdn. Bhd.	Property development	Malaysia	100	100
+ Bertam Development Sdn. Bhd.	Property development, investment holding and general contractors	Malaysia	100	100
+ Budaya Identiti Sdn. Bhd.	Property development	Malaysia	100	100

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

11. INVESTMENT IN SUBSIDIARIES (CONT'D)

Name of company	Principal activities	Country of incorporation	Effective equity interest	
			2008 %	2007 %
Syarikat Sungei Buan Sdn. Bhd.	Property development	Malaysia	100	100
Dove Industries Sdn. Bhd.	Temporarily ceased operations	Malaysia	100	100
UH Trading (Johore) Sdn. Bhd.	Temporarily ceased operations	Malaysia	100	100
UH Trading (Melaka) Sdn. Bhd.	Temporarily ceased operations	Malaysia	100	100
UH Trading (K.L.) Sdn. Bhd.	Temporarily ceased operations	Malaysia	100	100
Bertam Minetech Sdn. Bhd.	Temporarily ceased operations	Malaysia	100	100
Subsidiaries of Bertam Development Sdn. Bhd.:				
+ Brem Park Management Sdn. Bhd.	Real estate management	Malaysia	-	100
+ Sunrise Avenue Sdn. Bhd.	Property development	Malaysia	100	100
+ Sepakat Heights Sdn. Bhd.	Property development	Malaysia	100	100
+ Gunung Jaya Sdn. Bhd.	Property development	Malaysia	100	100
+ Antara Megah	Property development	Malaysia	100	100
+ Bintang Urusjuta (M) Sdn. Bhd.	Property development	Malaysia	100	100
+ Legacy Mega Development Sdn. Bhd.	Property development	Malaysia	100	100
+ Budi Halus Sdn. Bhd.	Property development, investment holding and general contractors	Malaysia	65	65

11. INVESTMENT IN SUBSIDIARIES (CONT'D)

Name of company	Principal activities	Country of incorporation	Effective equity interest	
			2008 %	2007 %
Subsidiaries of Antara Megah Sdn. Bhd.:				
+ Perikatan Progresif Sdn. Bhd.	Dormant	Malaysia	100	100
+ Tabur Bakti Sdn. Bhd.	Property development	Malaysia	100	100
+ Suria Pertiwi Sdn. Bhd.	Property development	Malaysia	100	100
Subsidiary of Syarikat Sungei Buan Sdn. Bhd.:				
MV Properties Sdn. Bhd.	Property development	Malaysia	100	100

+ Not audited by member firms of Ernst & Young Global.

12. OTHER INVESTMENT

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Club membership, at cost	76,000	71,000	-	-

13. NON-CURRENT TRADE RECEIVABLE

The non-current trade receivable relates to the balance of the sale proceeds receivable from Sanubari Sejahtera Sdn Bhd.

On 5 December 2006, UH Industries & Development Sdn Bhd, a wholly-owned subsidiary of the Company entered into a Sale and Purchase Agreement with Sanubari Sejahtera Sdn Bhd to dispose of five (5) pieces of land located in Mukim Sungai Karang, Daerah Kuantan, Pahang for a total consideration of RM14,751,863. Sale proceeds totalling RM10,251,863 are payable by three instalments within 21 months from the date of the Sale and Purchase Agreement while the balance of RM4,500,000 is payable within 60 months from the date of the Sale and Purchase Agreement.

The disposal which was subject to the transfer of consent approval from the state authority was completed during the financial year ended 31 December 2007.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

13. NON-CURRENT TRADE RECEIVABLE (CONT'D)

The non-current trade receivable is accounted for in the balance sheet of the Group as follows:

	GROUP	
	2008 RM	2007 RM
Balance of sales proceeds	4,500,000	4,500,000
Less: Interest-in-suspense	(550,000)	(750,000)
Less: Provision for doubtful debts	(152,521)	-
	3,797,479	3,750,000
Interest income recognised during the financial year in income statement	200,000	50,00

Interest income of the non-current trade receivable is calculated on the effective yield basis of 5% per annum.

Other than mentioned in Note 29(c), the Group and the Company do not have any significant concentration of credit risk to single debtor or to group of debtors.

14. GOODWILL ON CONSOLIDATION

	GROUP	
	2008 RM	2007 RM
Excess of consideration over fair value of net assets of a subsidiary company acquired:		
Goodwill on consolidation, at cost	65	65

15. ASSETS HELD FOR SALE

	GROUP	
	2008 RM	2007 RM
Reclassified from land held for property development (Note 10)	-	9,650,277

15. ASSETS HELD FOR SALE (CONT'D)

On 13 April 2007, a wholly-owned subsidiary, MV Properties Sdn Bhd entered into a sale and purchase agreement with KEMJ Engineering Sdn Bhd, to dispose of a piece of freehold land located in Cheras, Selangor for a total consideration of RM12,743,522.

In previous year, this freehold land was charged to a licensed bank in connection with a term loan extended to Syarikat Sungei Buan Sdn Bhd, the immediate holding company of MV Properties Sdn Bhd. The term loan extended to Syarikat Sungei Buan Sdn. Bhd. was to finance MV Properties Sdn Bhd's part payment of the aforesaid freehold land.

The disposal of a piece of freehold land located in Cheras, Selangor was completed in the financial year ended 31 December 2008.

16. PROPERTY DEVELOPMENT COSTS

	GROUP	
	2008 RM	2007 RM
Property development costs at 1 January		
Land	70,221,723	77,090,058
Development costs	40,896,216	27,598,515
	111,117,939	104,688,573
Costs incurred during the year		
Land	270	5,978,781
Development costs	18,986,918	24,613,229
	18,987,188	30,592,010
Reversal of completed projects		
Land	(7,175,564)	(1,941,452)
Development costs	(24,370,682)	(8,302,861)
	(31,546,246)	(10,244,313)
Cost recognised in income statement		
As at 1 January	28,973,842	11,795,112
Recognised during the year	21,413,334	27,423,043
Reversal of completed projects	(31,546,246)	(10,244,313)
	18,840,930	28,973,842
As at 31 December		
Transfer to land held for development (Note 10)	-	(13,871,783)
Transfers to inventories	(423,199)	(1,840,159)
Property development costs at 31 December	79,294,752	80,350,486

16. PROPERTY DEVELOPMENT COSTS (CONT'D)

As at balance sheet date, the carrying amounts of land under development pledged as securities for banking facilities granted to the Group as disclosed in Note 21 are RM68,044,987 (2007: RM68,044,987).

Tabur Bakti Sdn. Bhd. ("Tabur Bakti"), a wholly owned subsidiary of the Group has entered into an agreement with the Menteri Besar Negeri Sembilan (Incorporation) in connection with the development of land in Gemas. Under the terms of the agreement, Tabur Bakti is to undertake the development and construction of certain public and buildings thereon as consideration for the acquisition of the aforesaid land.

Budi Halus Sdn. Bhd. ("Budi Halus"), a 65% owned subsidiary of the Group has entered into an agreement with Purplestar Land (M) Sdn. Bhd. ("Purplestar Land"), whereby Purplestar Land engages Budi Halus as the Main Contractor to implement the design, construction and completion on a piece of land situated at Jalan Teknologi 3/7, Mukim Damansara, Negeri Selangor measuring approximately 14.307 acres.

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

	GROUP	
	2008 RM	2007 RM
Interest expense (Note 5)	381,079	706,998
Hire of equipment	2,025	-
	383,104	706,998

17. INVENTORIES

	GROUP	
	2008 RM	2007 RM
Cost		
Properties held for sale	6,917,817	9,886,671
Net realisable value		
Properties held for sale	3,107,273	3,399,977
	10,025,090	13,286,648

18. TRADE AND OTHER RECEIVABLES

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Trade receivables	44,273,650	43,460,166	-	-
Accrued billings in respect of property development costs	466,526	3,370,834	-	-
	44,740,176	46,831,000	-	-
Less: Provision for doubtful debts	(18,752,340)	(18,511,384)	-	-
	25,987,836	28,319,616	-	-
Other receivables and prepayments	9,376,551	4,305,884	15,000	1,910
Tax Recoverable	693,930	376,641	604,946	354,946
	36,058,317	33,002,141	619,946	356,856

The Group's normal trade credit term ranges from 14 to 90 days. Other credit terms are assessed and approved on a case-by-case basis.

Included in trade receivables of the Group are:

- (i) Balance consideration receivable of RM12,926,176 (2007: RMNil) from disposal of a piece of freehold land inclusive of the assignment of rights of RM1,456,997. The consideration is determined based on discounted cash flow of future consideration receivables at a steady rate of 5%. Details of disposal are disclosed in Note 15.
- (ii) An amount of RM135,575 (2007: RM4,000,000) receivable from Sanubari Sejahtera Sdn. Bhd. relating to the disposal of 5 pieces of land as disclosed in Note 13 which has been fully provided for as doubtful debts.
- (iii) Provision for doubtful debts amounting to RM18,144,866 (2007: RM18,124,550) in respect of trade receivables of the manufacturing division which ceased operations in 2004.

Included in other receivables and prepayments of the Group are:

- (i) Interest accrued of RM1,335,979 (2007: RM115,248) in respect of late interest charged on the balance outstanding on the disposal consideration of RM12,743,522 as disclosed in Note 15 which attracts a fixed interest rate of 10% (2007: 10%) per annum.
- (ii) Prepayment sum of RM2,400,000 (2007: RMNil) paid to Purplestar Land (M) Sdn. Bhd. pursuant to the agreement entered as disclosed in Note 16.

18. TRADE AND OTHER RECEIVABLES (CONT'D)

(iii) Stakeholders' sum of RM1,494,487 (2007: RM378,307) which represents retention sums held by solicitors upon handing over of vacant possession to individual purchasers of development properties. This amount will be reimbursed from 6 to 18 months after the delivery of vacant possession together with interest earned.

Other than mentioned in Note 29(c), the Group and the Company does not have any significant concentration of credit risk to a single debtor or to group of debtors.

19. CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Cash and bank balances (Note a)	2,563,447	1,397,084	14,509	14,967
Deposits with a licensed banks (Note b)	3,940,000	2,200	-	-
	6,503,447	1,399,284	14,509	14,967
Bank overdrafts (Note 21)	(88,138)	(2,002,170)	-	-
Cash and cash equivalents	6,415,309	(602,886)	14,509	14,967

(a) Included in cash and bank balances for the Group is an amount of RM2,236,935 (2007: RM642,408) pursuant to Section 7A of the Housing Development (control and licensing) Act 1966 and therefore, restricted from use in other operations.

(b) Included in the Group's deposits with a licensed bank in prior year are deposits of RM2,200 pledged to the licensed bank as collateral for banking facilities granted to the Group as disclosed in Note 21 to the financial statements.

The weighted average interest rates during the financial year and the average maturities of deposits as at 31 December 2008 were as follows:

	GROUP	
	2008 RM	2007 RM
Licensed banks		
Weighted average interest rates (%)	3.20	3.00
Average maturities (days)	10	365

20. TRADE AND OTHER PAYABLES

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Trade payables	6,162,909	6,655,266	-	-
Retention sums	1,386,459	1,180,386	-	-
Progress billings in respect of property development costs	336,810	1,257,854	-	-
Accruals	420,749	887,182	254,871	251,318
Amount due to directors	2,500	2,500	-	-
Dividend payable	2,326,011	-	2,326,011	-
Other payables	3,978,792	3,750,468	4,985	-
	14,614,230	13,733,656	2,585,867	251,318

The normal trade credit term granted to the Group ranges from 14 days to 90 days.

Included in trade payables of the Group are as follows:

- (i) RMNil (2007: RM478,000) owing to Suasa Tegas Sdn. Bhd., a company in which a director of a subsidiary company, Teh Kim Teck and a director of the Company, Tan Ai Tong have interest.
- (ii) RM181 (2007: RM47,721) owing to Brem Holding Berhad, a substantial shareholder of the Company.

Retention sums for property development contracts are payable upon the expiry of the defects liability period of the respective property development contracts. Retention sums are unsecured, interest-free and are expected to be paid as follows:

	GROUP	
	2008 RM	2007 RM
Current	1,084,577	421,322
1 - 2 years	301,882	457,182
2 years and more	-	301,882
	1,386,459	1,180,386

Included in accruals of the Group and of the Company are provision for directors fees of RM210,000 (2007: RM180,000).

Included in other payables of the Group are as follows:

- (i) RM1,516,570 (2007: RM1,516,570) owing to Brem Development Sdn. Bhd. a shareholder of the Company.
- (ii) RM138,726 (2007: RM203,726) owing to Hamdy Bin Abdul Basek in relation to the acquisition of six (6) pieces of land located in Mukim Sungai Karang, Daerah Kuantan, Pahang.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

21. BORROWINGS

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Short term borrowings				
Secured:				
Revolving credits	-	500,000	-	-
Bridging loans	-	4,883,105	-	-
Term loans	9,250,292	5,268,706	-	-
Bank overdrafts	88,138	2,002,170	-	-
Hire purchase payables	182,792	90,986	-	-
	9,521,222	12,744,967	-	-
Long term borrowings				
Secured:				
Revolving credits	-	1,100,000	-	-
Term loans	4,755,004	8,347,892	-	-
Hire purchase payables	501,845	226,307	-	-
	5,256,849	9,674,199	-	-
Total borrowings				
Secured:				
Revolving credits	-	1,600,000	-	-
Bridging loans	-	4,883,105	-	-
Term loans	14,005,296	13,616,598	-	-
Bank overdrafts (Note 19)	88,138	2,002,170	-	-
Hire purchase payables	684,637	317,293	-	-
	14,778,071	22,419,166	-	-
Maturity of borrowings (excluding hire purchase payables):				
Within one year	9,338,430	12,653,981	-	-
More than 1 year and less than 2 years	2,789,096	4,797,958	-	-
More than 2 years and less than 5 years	1,965,908	4,649,934	-	-
	14,093,434	22,101,873	-	-

21. BORROWINGS (CONT'D)

The weighted average effective interest rates at the balance sheet date for borrowings, excluding hire purchase payables, were as follows:

	GROUP	
	2008 %	2007 %
Bank overdrafts	8.25 - 8.75	8.50 - 8.75
Revolving credits	8.75	8.75
Bridging loans	8.50 - 8.75	8.50
Term loans	8.50 - 9.00	8.50 - 8.75

(a) The revolving credits, term loans and bridging loans are secured as follows:

- (i) Legal charges over certain land under development of the Group as disclosed in Note 16 to the financial statements;
- (ii) Jointly and severally guaranteed by certain directors of the Group;
- (iii) Corporate guarantee of the Company; and

The bridging loans, revolving credit and certain term loans of the Group are repayable on demand, otherwise by sale proceeds from project or by redemption of units, whichever is first available.

The term loans are repayable:

- (i) in equal monthly instalments of RM103,187 each commencing 31 July 2007; and
- (ii) within twenty four months from the date of first disbursement of the bridging loan.

On 11 February 2009, a term loan facility of RM6,500,000 was fully settled.

(b) The bank overdrafts are secured as follows:

- (i) legal charges over certain properties under development of the Group as disclosed in Note 16;
- (ii) by way of legal assignment of a Housing Development Account of a development project;
- (iii) jointly and severally guaranteed by certain directors of the Group; and
- (iv) corporate guarantee of the Company.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

21. BORROWINGS (CONT'D)

(C) Hire purchase payables

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Minimum hire purchase payments:				
Not later than 1 year	209,983	105,792	-	-
Later than 1 year and not later than 2 years	189,396	95,491	-	-
Later than 2 years and no later than 5 years	325,322	147,007	-	-
Later than 5 years	23,066	1,318	-	-
	747,767	349,608	-	-
Less: Future finance charges	(63,130)	(32,315)	-	-
	684,637	317,293	-	-
Analysed as:				
Due within 12 months	182,792	90,986	-	-
Due after 12 months	501,845	226,307	-	-
	684,637	317,293	-	-

22. SHARE CAPITAL

	Number of Ordinary shares of RM1 each		<-----Amount----->	
	2008	2007	2008 RM	2007 RM
Authorised				
At 1 January / 31 December	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Issued and fully paid				
At 1 January / 31 December	206,756,497	206,756,497	206,756,497	206,756,497

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

23. DEFERRED TAXATION

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
At 1 January	7,022,411	7,282,500	-	-
Transfer to income statement (Note 7)	(590,544)	(260,089)	-	-
At 31 December	6,431,867	7,022,411	-	-
Presented after appropriate offsetting as follows:				
Deferred tax assets	(7,723)	-	-	-
Deferred tax liabilities	6,439,590	7,022,411	-	-
	6,431,867	7,022,411	-	-

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

Deferred tax liabilities of the group:

	Revaluation surplus of land held for property development RM	Plant and equipment RM	Total RM
As at 1 January 2008	7,022,411	-	7,022,411
Recognised in income statement	(590,544)	7,723	(582,821)
As at 31 December 2008	6,431,867	7,723	6,439,590
As at 1 January 2007	7,282,500	-	7,284,337
Recognised in income statement	(260,089)	-	(261,926)
As at 31 December 2007	7,022,411	-	7,022,411

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

23. DEFERRED TAXATION (CONT'D)

Deferred tax assets of the group:

	Tax losses and unabsorbed capital allowances RM	Others RM	Total RM
As at 1 January 2008	(19,064)	19,064	-
Recognised in income statement	11,341	(19,064)	(7,723)
As at 31 December 2008	(7,723)	-	(7,723)
As at 1 January 2007	(20,901)	19,064	(1,837)
Recognised in income statement	1,837	-	1,837
As at 31 December 2007	(19,064)	19,064	-

Deferred tax liabilities of the company:

	Plant and equipment RM
As at 1 January 2008	-
Recognised in income statement	-
As at 31 December 2008	-
As at 1 January 2007	1,837
Recognised in income statement	(1,837)
As at 31 December 2007	-

Deferred tax assets of the company:

	Tax losses and unabsorbed capital allowances RM
As at 1 January 2008	-
Recognised in income statement	-
As at 31 December 2008	-
As at 1 January 2007	(1,837)
Recognised in income statement	1,837
As at 31 December 2007	-

24. DIVIDEND

	Dividends Recognised in Year	
	2008 RM	2007 RM
In respect of financial year ended 31 December 2007 Final dividend of 1.5% less 26% taxation, on 206,756,497 ordinary shares, paid on 30 June 2008	2,294,997	-
In respect of financial year ended 31 December 2008 Interim dividend of 1.5% less 25% taxation, on 206,756,497 ordinary shares paid on 27 March 2009	2,326,011	-
	4,621,008	-

A final dividend in respect of the financial year ended 31 December 2007, of 1.5 sen per share less 26% taxation on 206,756,497 ordinary shares, amounting to a net dividend payable of RM2,294,997 was approved by the shareholders on 9 June 2008 and was paid on 30 June 2008.

An interim dividend in respect of the financial year ended 31 December 2008, of 1.5 sen per share less 25% taxation on 206,756,497 ordinary shares, amounting to a net dividend payable of RM2,326,011 was approved by the Board of Directors and paid on 27 March 2009.

The directors do not recommend any payment of final dividend in respect of the current financial year.

25. CAPITAL COMMITMENT

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Approved and contracted for	-	477,513	-	477,513

26. Contingent liabilities and material litigation

Contingent Liabilities

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Unsecured:				
(a) Guarantees to financial institutions for borrowings of subsidiary companies (Note i)	-	-	20,000,000	31,100,000

Note:

(i) The banking facilities utilised as at 31 December 2008 amounting to RM14,093,434 for guarantees provided.

26. CONTINGENT LIABILITIES AND MATERIAL LITIGATION (CONT'D)

Material Litigation

(b) Kuala Lumpur High Court Suit No. S6-22-280-2001

The claim filed by Linear Harvest Sdn. Bhd. ("LHSB") and Ong Tai Chin ("OTC") against Bertam Development Sdn. Bhd. ("BDSB"), a wholly owned subsidiary of the Company, was fixed for case management on 7 August 2003 by the High Court. The claim for RM1,370,000 is allegedly due pursuant to a sale and purchase agreement dated 30 October 1995 in relation to the property known as SPK 4480, Lot 1274, Mukim Kuah, Langkawi. BDSB has counter-claimed against LHSB and OTC for a sum of RM3,798,329 on 5 July 2001.

BDSB has filed an application to amend its defence and counterclaim and an application to recall LHSB and OTC's witnesses. Both applications are now fixed for mention on 9 April 2009. The court has also fixed for mention the trial of the case for 9 April 2009. Having considered legal advice, the Directors are of the opinion that BDSB will not suffer any losses in respect of the alleged claim and accordingly, no provisions have been made in the financial statements.

27. Significant events during the year

(a) Disposal of Development Properties

On 13 April 2007, MV Properties Sdn. Bhd. entered into a sale and purchase agreement with KEMJ Engineering Sdn. Bhd., to dispose of a piece of land held under GM 563 Lot 809, Mukim Cheras, Daerah Hulu Langat, Selangor for a total consideration of RM12,743,522.

The disposal was completed in the financial year ended 31 December 2008.

(b) Disposal of a subsidiary

Bertam Development Sdn. Bhd. ("BDSB") had on 31 July 2008, disposed its entire equity interest of 2 ordinary shares of RM1.00 each in Brem Park Management Sdn. Bhd. to Mr Teh Wai Han and Mr Teh Wan Wei, the persons connected to Mr Teh Kim Teck, a director of BDSB, for a cash consideration of RM2.00.

The disposal which was satisfied by cash has no material impact on the financials of the Group.

28. SUBSEQUENT EVENTS

(a) Acquisition of subsidiaries

(i) Cabaran Subang Sdn. Bhd.

On 2 January 2009, the Company subscribed for a total of 550,000 ordinary shares of RM1.00 each in Cabaran Subang Sdn. Bhd. ("CSSB") representing a 55% equity interest in the issued and paid-up share capital of CSSB for a total consideration of RM550,000.

In addition, the Company had also subscribed for a total of 4,950,000 Redeemable Preference Shares ("RPS") of RM1.00 each in CSSB for a total consideration of RM990,000 comprising 4,950,000 RPS subscribed in CSSB partially paid at RM0.20 per RPS and the balance will be called upon as and when needed.

The subscription which was satisfied by cash and will be accounted for by the acquisition method of accounting in the financial year ending 31 December 2009.

(ii) Sunrise Teamtrade Sdn. Bhd.

On 10 February 2009, a wholly-owned subsidiary of Company, Bertam Development Sdn. Bhd. had acquired/subscribed for a total of 51,000 ordinary shares of RM1.00 each in Sunrise Teamtrade Sdn. Bhd. ("STSB") representing a 51% equity interest in the issued and paid-up share capital of STSB for a total consideration of RM51,000.

The acquisition and subscription which was satisfied by cash and will be accounted for by the acquisition method of accounting in the financial year ending 31 December 2009.

(b) Acquisition of development properties

On 16 January 2009, a 55% owned subsidiary of the Company, Cabaran Subang Sdn. Bhd. had entered into various sale and purchase agreements with various parties to acquire sixty (60) pieces of leasehold land of ninety-nine (99) years expiring on 24/1/2104 held under HS (D) No. 216393 to 216407, PT No. 88 to 102, HS (D) No. 216427 to 216441, PT No. 122 to 136 and HS (D) No. 216561 to 216590, PT No. 256 to 285 all located in Mukim of Pekan Penaga, Daerah Petaling, Negeri Selangor for a total purchase consideration of RM34,348,068.

The acquisition of the land is expected to be completed in the financial year ending 31 December 2009.

29. FINANCIAL INSTRUMENTS

(a) Financial risk management objectives and policies

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its liquidity and credit risks. The Group operates within clearly defined guidelines that are approved by the Board. The Group's policy is not to engage in speculative transactions.

(b) Liquidity risk

The Group actively manages its operating cash flows and the availability of funding so as to ensure that all funding needs are met. As part of its overall liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements in addition to maintaining available banking facilities, to meet any immediate operating cash flow requirements.

(c) Credit risk

Credit risks, or the risk of counterparties defaulting, are controlled by application of credit approvals, limits and monitoring procedures. Credit risks are minimised and monitored by strictly limiting the Group's associations to customers with high creditworthiness. Trade receivables are monitored on an ongoing basis via Group management reporting procedures. The Group through its directors and management, review all significant exposure to individual customers and counterparties and reviews any major concentration of credit risk related to any debtor.

The Group has risk management procedures in place to manage these risks to ensure that all the procedures and principles relating to risk management are adhered to.

As at 31 December 2008, certain trade receivables of the Group have exceeded its normal trade credit terms. The directors have considered all available information with regards to the recoverability of these debts. Notwithstanding that these debts are long outstanding, the directors are of the view that these debts can realised in full.

Other than the balance of consideration receivable of RM12,926,176 from KEMJ Engineering Sdn. Bhd. and RM3,797,479 (2007: RM8,500,000) receivable from Sanubari Sejahtera Sdn. Bhd. as disclosed in Note 15 and Note 13, the Group does not have any significant concentration to a single debtor or to groups of debtors. A subsequent payment of RM6,551,000 was received from KEMJ Engineering Sdn. Bhd. in February 2009.

29. FINANCIAL INSTRUMENTS (CONT'D)

(d) Foreign exchange risk

The Group is not exposed to any foreign exchange risk as it operates in Malaysia and all transactions, monetary assets and liabilities are denominated in Ringgit Malaysia.

(e) Interest rate risk

The Group's primary interest rate risk relates to interest-bearing debts as the Group has no long-term interest bearing assets as at 31 December 2008. The investments in financial assets are mainly short term in nature and they are not held for speculative purposes but have been mostly placed in fixed deposits with licensed financial institutions.

The Group manages its interest rate exposure by maintaining a prudent mix of fixed and floating rate borrowings. The Group actively reviews its debt portfolio, taking into account the level and nature of borrowings. This strategy allows it to capitalise on cheaper funding in a low interest rate environment and achieve a certain level of protection against rate hikes.

(f) Fair values

It is not practical to estimate the fair values of non-trade amounts due from/(to) related companies principally because of lack of fixed repayment terms entered by the parties involved and without incurring excessive costs. However, the Company does not anticipate the carrying amounts recorded at the balance sheet date to be significantly different from the values that would eventually be settled.

The fair values of all other financial assets and liabilities of the Group and the Company as at 31 December 2008 are not materially different from their carrying values.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2008 (CONT'D)

30. SEGMENT INFORMATION

BUSINESS SEGMENTS

	Property development		Corporate and others		Eliminations*		Consolidated	
	2008 RM	2007 RM	2008 RM	2007 RM	2008 RM	2007 RM	2008 RM	2007 RM
Revenue								
External sales	45,182,136	52,962,103	-	-	-	-	45,182,136	52,962,103
Dividend income	-	-	3,775,235	6,800,000	(3,775,235)	(6,800,000)	-	-
Total revenue	45,182,136	52,962,103	3,775,235	6,800,000	(3,775,235)	-	45,182,136	52,962,103
Results								
Segment profit /(loss) from operations	7,997,457	5,953,659	3,139,198	5,365,754	(4,057,385)	(6,810,000)	7,079,270	4,509,413
Finance cost, net							(1,290,869)	(899,023)
Taxation							(283,930)	682,199
Net profit for the year							5,504,471	4,292,589
Assets and liabilities								
Segment assets / consolidated total assets	150,511,503	155,846,035	95,440,822	95,194,139	(69,410,883)	(69,129,427)	176,541,442	181,910,747
Segment liabilities / consolidated total liabilities	44,535,790	52,533,251	2,585,867	251,318	(10,019,983)	(9,430,127)	37,101,674	43,354,442
Other information								
Capital expenditure	746,694	20,761	-	668	-	-	746,694	21,429
Depreciation of plant and equipment	351,190	221,700	15,949	27,464	-	-	367,139	249,164
Provision for doubtful debts	508,735	-	20,317	-	-	-	529,052	-

* Eliminations are principally inter company and Group adjustments.

No information is prepared on the geographical segments as the Group principally operates within Malaysia.

31. SIGNIFICANT RELATED PARTY TRANSACTIONS

	COMPANY	
	2008 RM	2007 RM
(a) Transactions with subsidiaries:		
Support service fees	774,000	-
	GROUP	
	2008 RM	2007 RM
(b) Transactions with a corporate shareholder which has a substantial interest in the Company:		
Miramas Development Sdn Bhd		
Acquisition of land	-	4,106,000
Brem Holding Berhad		
Office rental payable	84,000	84,000
(c) Transaction with a company in which persons connected to a substantial shareholder have substantial controlling interest:		
Nikmat Maju Development Sdn Bhd		
Other rental payable	65,790	65,640

The directors are of the opinion that the above transactions have been entered in the normal course of business and have been established under terms that are mutually agreed between the parties.

(d) Compensation of key management personnel

The remuneration of members of key management other than directors during the year was as follows:

	GROUP		COMPANY	
	2008 RM	2007 RM	2008 RM	2007 RM
Short term employee benefits	235,127	231,368	124,433	119,746
Defined contribution plan	27,384	26,604	14,688	13,932
	262,511	257,972	139,121	133,678

LIST OF PROPERTIES

Properties & Locations	Description	Area/ (Built-up)	Tenure	Age of Building	Net Book Value As At 31 Dec 2008 RM'000	Date of Acquisition or (Last Revaluation)
GRN 24697, 52430, 97219 GRN 327, 5833, 5834 GRN 60082, 60247 Lot 186, 2734, 10725 Lot 11613, 5492, 5493 Lot 14129, 8111 Mukim Serom Daerah Muar Johore	Vacant development land	270.31 acres	Freehold	-	43,100	29/08/2002
Lot 1413-1418 Mukim of Rasah District of Seremban Negeri Sembilan	Vacant development land	49.42 acres	Freehold	-	9,189	10/09/1997
HS(D) 10517, PT4800 Mukim Gemencheh Daerah Tampin Negeri Sembilan	Vacant development land	500.14 acres	Leasehold (expiring on 15/01/2096)	-	6,765	09/05/1995
PT 3199-3213 Mukim of Jimah District of Port Dickson Negeri Sembilan	Vacant development land	0.72 acres	Leasehold (expiring on 28/05/2097)	-	139	31/12/1993
HS(M) 1040 PT 1346 Mukim Sungai Karang Daerah Kuantan Pahang	Vacant development land	2.5 acres	Freehold	-	477	31/07/2006

ANALYSIS OF SHAREHOLDINGS

AS AT 26 MARCH 2009

Authorised Share Capital : RM1,000,000,000.00
Issued and Paid-Up Capital : RM206,756,497.00 COMPRISING 206,756,497 Ordinary Shares of RM1.00 each
Class of Shares : Ordinary Shares of RM1.00 each
Voting Rights : One vote per ordinary share

Category		Number of Holders	%	Number of Shares Held	%
1	99	6	0.34	339	0.00
100	1,000	458	26.40	426,960	0.21
1,001	10,000	754	43.46	3,794,848	1.84
10,001	100,000	408	23.52	15,322,275	7.41
100,001	10,337,823 (*)	106	6.11	98,734,492	47.75
10,337,824 and above	(**)	3	0.17	88,477,583	42.79
TOTAL		1,735	100.00	206,756,497	100.00

* Less than 5% of issued shares

** 5% and above of issued shares

THIRTY LARGEST SHAREHOLDERS AS PER RECORD OF DEPOSITORS

No	Name of Shareholders	Number of Shares Held	%
1.	Brem Holding Berhad	50,843,000	24.59
2.	UOBM Nominees (Tempatan) Sdn. Bhd. Golden Touch Asset Management Sdn. Bhd. for Loke Kim Wan (Trust Ac/Client)	19,234,583	9.30
3.	AllianceGroup Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Miramas Realty Sdn. Bhd.	18,400,000	8.90
4.	EB Nominees (Tempatan) Sendirian Berhad Pledged securities account for Miramas Realty Sdn. Bhd. (BPK)	7,224,000	3.49
5.	EB Nominees (Tempatan) Sendirian Berhad Pledged securities account for Ishtihar Properties & Development Sdn. Bhd. (BPK)	7,000,000	3.39
6.	CIMB Group Nominees (Tempatan) Sdn. Bhd. Miramas Development Sdn. Bhd. for Ishtihar Properties & Development Sdn. Bhd. (49523 PDZM)	6,719,000	3.25
7.	Teh Kim Teck	6,542,000	3.16
8.	Goy Ah Moy	5,235,100	2.53
9.	HLG Nominee (Tempatan) Sdn. Bhd. Pledged securities account for Tan Lee Kau	4,814,700	2.33
10.	EB Nominees (Tempatan) Sendirian Berhad Pledged securities account for Ng Chee Hua (SFC)	3,384,000	1.64
11.	Multiple Launch Sdn. Bhd.	3,000,000	1.45

ANALYSIS OF SHAREHOLDINGS AS AT 26 MARCH 2009 (CONT'D)

THIRTY LARGEST SHAEHOLDERS AS PER RECORD OF DEPOSITORS (cont'd)

No	Name of Shareholders	Number of Shares Held	%
12.	AMSEC Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Tan Boon Seng	2,595,000	1.26
13.	CIMB Group Nominees (Tempatan) Sdn. Bhd. Pledged securities account for V.A. Trading Sdn. Bhd. (49876 PDZM)	2,400,000	1.16
14.	AllianceGroup Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Chong Thin Choy (8039518)	2,255,600	1.09
15.	AllianceGroup Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Ng Chee Hua (8039520)	2,050,000	0.99
16.	V.A. Trading Sdn. Bhd.	1,862,000	0.90
17.	SJ Sec Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Tan Bee Hong (SMT)	1,654,600	0.80
18.	HDM Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Lim Lee Ling (M01)	1,580,000	0.76
19.	Wei Han Sdn. Bhd.	1,579,000	0.76
20.	AMSEC Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Tan Lee Kau	1,546,300	0.75
21.	Brem Development Sdn. Bhd.	1,507,000	0.73
22.	Public Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Beh Poh Sim (E-KLC)	1,400,000	0.68
23.	AIBB Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Ng Poh Hwa	1,362,000	0.66
24.	RHB Capital Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Gan Chin Yap (MLK/SS)	1,341,000	0.65
25.	AllianceGroup Nominees (Tempatan) Sdn. Bhd. Pledged securities account for Ng Chee Hua (8038804)	1,200,000	0.58
26.	Ng Sing Hwa	1,175,000	0.57
27.	Khoo Poh Giok	1,100,000	0.53
28.	Dato' Ng Aik Kee	1,095,700	0.53
29.	Wong Swee Yee	1,050,000	0.51
30.	Dynamic Enterprises Sdn. Bhd.	1,044,788	0.51
	Total	162,194,371	78.45

ANALYSIS OF SHAREHOLDINGS AS AT 26 MARCH 2009 (CONT'D)

LIST OF SUBSTANTIAL SHAREHOLDERS AS PER THE REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 26 MARCH 2009

Name	Nature of Interest		No. of shares held of RM1.00 each	
	Direct	%	Indirect	%
1. Brem Holding Berhad	50,843,000	24.59	-	-
2. Khoo Chai Kaa	-	-	50,843,000 (a)	24.59
3. Lee Lei Choo	-	-	50,843,000 (b)	24.59
4. Ishtihar Properties & Development Sdn. Bhd.	13,719,000	6.64	-	-
5. Miramas Realty Sdn. Bhd.	26,701,478	12.91	-	-
6. Miramas Development Sdn. Bhd.	-	-	40,420,478 (c)	19.55
7. Ng Sing Hwa	2,125,000	1.03	42,515,266 (d)	20.56
8. Ng Chee Hua	7,254,000	3.51	42,240,478 (e)	20.43
9. Ng Wei Wei	-	-	40,420,478 (f)	19.55
10. Ng Eu Jin	-	-	40,420,478 (g)	19.55
11. Loke Kim Wan	19,234,583	9.30	-	-

Note:

- (a) Deemed interest by virtue of his interest in Brem Holding Berhad in pursuance of Section 6A(4) of the Companies Act, 1965.
- (b) Deemed interest by virtue of her interest in Brem Holding Berhad in pursuance of Section 6A(4) of the Companies Act, 1965.
- (c) Deemed interest by virtue of its interest in Miramas Realty Sdn. Bhd. (26,701,478) and Ishtihar Properties & Development Sdn. Bhd. (13,719,000) in pursuance of Section 6A(4) of the Companies Act, 1965.
- (d) Deemed interest by virtue of his interest in Miramas Realty Sdn. Bhd. (26,701,478), Ishtihar Properties & Development Sdn. Bhd. (13,719,000), Dynamic Enterprises Sdn. Bhd. (1,044,788) and through shares held by his spouse (1,050,000) in pursuance of Section 6A(4) of the Companies Act, 1965.
- (e) Deemed interest by virtue of his interest in Miramas Realty Sdn. Bhd. (26,701,478), Ishtihar Properties & Development Sdn. Bhd. (13,719,000) and through shares held by his spouse (1,820,000) in pursuance of Section 6A(4) of the Companies Act, 1965.
- (f) Deemed interest by virtue of her interest in Miramas Realty Sdn. Bhd. (26,701,478) and Ishtihar Properties & Development Sdn. Bhd. (13,719,000) in pursuance of Section 6A(4) of the Companies Act, 1965.
- (g) Deemed interest by virtue of his interest in Miramas Realty Sdn. Bhd. (26,701,478) and Ishtihar Properties & Development Sdn. Bhd. (13,719,000) in pursuance of Section 6A(4) of the Companies Act, 1965.

ANALYSIS OF SHAREHOLDINGS AS AT 26 MARCH 2009 (CONT'D)

LIST OF DIRECTORS' SHAREHOLDINGS AS PER THE REGISTER OF DIRECTORS' SHAREHOLDINGS AS AT 26 MARCH 2009

Name	No. of Shares		No. of Shares	
	Direct	%	Indirect	%
1. Ng Sing Hwa (Executive Chairman)	2,125,000	1.03	42,515,266 (a)	20.56
2. Tan Ai Tong (Managing Director)	-	-	4,262,000 (b)	2.06
3. Low Yew Hwa (Non-Executive Director)	-	-	-	-
4. Ng Chee Hua (Non-Executive Director)	7,254,000	3.51	42,240,478 (c)	20.43
5. Loong Foo Ching (Independent & Non-Executive Director)	-	-	-	-
6. Tuan Haji Hamdan bin Yahya (Independent & Non-Executive Director)	-	-	-	-

Note:

(a) Deemed interest by virtue of his interest in Miramas Realty Sdn. Bhd. (26,701,478), Ishtihar Properties & Development Sdn. Bhd. (13,719,000), Dynamic Enterprises Sdn. Bhd. (1,044,788) and through shares held by his spouse (1,050,000) in pursuance of Section 6A(4) of the Companies Act, 1965.

(b) Deemed interest by virtue of his interest in VA Trading Sdn. Bhd. in pursuance of Section 6A(4) of the Companies Act, 1965.

(c) Deemed interest by virtue of his interest in Miramas Realty Sdn. Bhd. (26,701,478), Ishtihar Properties & Development Sdn. Bhd. (13,719,000) and through shares held by his spouse (1,820,000) in pursuance of Section 6A(4) of the Companies Act, 1965.

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FORM OF PROXY

BERTAM ALLIANCE BERHAD ^{305530-A}

(Incorporated in Malaysia)

I/We _____ NRIC No. _____
(Full Name in Capital Letters)

of _____
(Full Address)

being a member(s) of **BERTAM ALLIANCE BERHAD** (Company No.: 305530-A) hereby appoint _____

_____ (Full Name in Capital Letters)

of _____
(Full Address)

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Fifteenth Annual General Meeting of the Company to be held at Utara 1, Level 2, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 27 May 2009 at 10.30 a.m. and at any adjournment thereof. The proxy is to vote in the manner indicated below, with an "X" in the appropriate spaces. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

NO.	RESOLUTIONS	FOR	AGAINST
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2008 and the Reports of Directors and Auditors thereon.		
2.	To re-elect Mr. Ng Sing Hwa who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Articles of Association.		
3.	To re-elect Mr. Loong Foo Ching who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Articles of Association.		
4.	To re-appoint Ernst & Young as Auditors of the Company for the financial year ending 31 December 2009 and to authorise the Directors to fix the Auditors' remuneration.		
5.	To approve the payment of Directors' Fees of RM210,000 for the financial year ended 31 December 2008.		
6.	Authority to Issue Shares.		
7.	Authority Pursuant to Section 132E of the Companies Act, 1965.		

Signed this _____ day of _____ 2009.

Number of shares held:	
CDS account no.:	
Telephone no. (during office hours):	

Signature
Shareholder or Common Seal

Notes:

- i. A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote in his stead and the holder shall specify the proportion of his shareholding to be represented by each proxy; a proxy need not be a member and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- ii. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of an officer or its attorney duly authorised.
- iii. The instrument appointing a proxy must be deposited at the registered office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting, i.e. on or before 10.30 a.m., Monday, 25 May 2009.

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The Secretary
Bertam Alliance Berhad (305530-A)
Level 18, The Gardens North Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur.

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BERTAM ALLIANCE BERHAD 305530-A

Brem House, Level 3A, Crystal Crown Hotel
No. 12, Lorong Utara A, Off Jalan Utara
46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Tel: 603-7958 7288 Fax: 603-7958 5033
E-mail: bertamdev@pd.jaring.my