ANNUAL REPORT
2020

countryview

Building Homes for Generations

MESSAGE FROM CHAIRMAN

Dear Valued Shareholders,

On behalf of my colleagues on the Board of Country View Berhad, I am pleased to present the Company's Annual Report and Financial Statements of the Company and the Group for the financial year ended 30 November 2020.

Tan Sri Mohamed Al Amin Bin Abdul Majid
(Executive Chairman)

VISION

We, the Country View Group aspire to be a premier property developer, ensuring high customer satisfaction by providing quality residences and properties, built in a safe and healthy environment.

MISSION

◊ Providing quality housing and commercial properties that meet the evolving needs of our customers, and thereby contribute towards the development of Malaysia.
◊ Creating strong returns for our shareholders.
◊ Keeping a healthy and conducive working environment for our employees to best exert their individual potential and ability.
◊ Ensuring a safe, healthy and harmonious environment for communities within our developments, where people can feel "at home".
◊ Supporting socio-economic development, by building and developing more affordable homes so that more people are able to purchase their own property.
◊ Committing to an environmentally friendly approach, we aim to develop our properties in the greenest way possible.

AWARD:

iProperty Development Excellence Awards 2021

Winner of Ingenious Resort Living Development

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Mohamed Al Amin Bin Abdul Majid
Executive Chairman

Law Kit Tat
Executive Director

Wong Chee Sean @ Wong Sean
Executive Director

Wong Joon Chin
Executive Director

Law Kee Kong
Non-Independent Non-Executive Director

Choong Shiau Yoon
Senior Independent Non-Executive Director

Han Hing Siew
Independent Non-Executive Director

AUDIT AND RISK MANAGEMENT COMMITTEE

Choong Shiau Yoon
Chairman

Law Kee Kong
Member

Han Hing Siew
Member

NOMINATION COMMITTEE

Choong Shiau Yoon
Chairman

Law Kee Kong
Member

Han Hing Siew
Member

REMUNERATION COMMITTEE

Han Hing Siew
Chairman

Law Kee Kong
Member

Choong Shiau Yoon
Member

SECRETARIES

Lee Wee Hee
(MAICSA 0773340)
SSM Practicing Certificate
No. 201908004010

Hung Siow Ping
(MAICSA 7039825)
SSM Practicing Certificate
No. 202008000534

REGISTERED OFFICE

Suite 5.11 & 5.12
5th Floor Menara TJB
9 Jalan Syed Mohd. Mufti
80000 Johor Bahru, Johor
Malaysia
Tel: +607-224 2823
Fax: +607-223 0229

PRINCIPAL PLACE OF BUSINESS

Unit 26-01, Level 26, Menara Landmark
No. 12, Jalan Ngee Heng
80000 Johor Bahru, Johor
Malaysia
Tel: +607-223 6799
Fax: +607-224 6557
Website: www.countryview.com.my

SHARE REGISTRAR

ShareWorks Sdn. Bhd.
Reg. No 199101019611 (229948-U)
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur, Malaysia
Tel: +603-6201 1120
Fax: +603-6201 3121 / 6201 5959

AUDITOR

BDO PLT
(LLP0018825-LCA & AF 0206)
Suite 18-04, Level 18
Menara Zurich
No. 15, Jalan Dato' Abdullah Tahir
80300 Johor Bahru, Johor, Malaysia

PRINCIPAL BANKERS

AmBank (M) Berhad
Hong Leong Bank Berhad
MBSB Bank Berhad
RHB Bank Berhad
United Overseas Bank (Malaysia) Bhd.

STOCK EXCHANGE LISTING

Main Market
Bursa Malaysia Securities Berhad
Stock Code: 5049
Stock Name: CVIEW
Listing Date: 29 May 2002

●○○ GROUP STRUCTURE

Building Homes for Generations

COUNTRY VIEW BERHAD
Reg. No: 198101012190 (78320-K)

100% wholly owned subsidiaries:

- **Country View Resources Sdn. Bhd.**
  Reg. No. 200001021248 (523855-A)
- **Country View Greens Sdn. Bhd.**
  Reg No. 200301025000 (627420-K)
- **Country View Properties Sdn Bhd.**
  Reg. No. 199601016140 (388490-A)
- **Country View Land Sdn. Bhd.**
  Reg. No. 199901015365 (490265-X)
- **Country View Property Management Sdn. Bhd.**
  Reg. No. 200301007046 (609466-K)
- **Country View Equities Sdn. Bhd.**
  Reg. No. 199701029291 (444790-T)
  (In Liquidation)

NOTICE OF 38TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 38th Annual General Meeting of the Company will be conducted entirely through live streaming from the Broadcast Venue at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur on Wednesday, 28 April 2021 at 11.00 a.m. via a Remote Participation and Voting ("RPV") Platform by logging onto www.swsb.com.my for the following purposes:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 November 2020 together with the Reports of the Directors and Auditors thereon. **[See Note 1]**

2. To approve the payment of a sum totalling RM350,000.00 as Directors' fees for the financial year ended 30 November 2020. **[Ordinary Resolution 1]**

3. To re-elect Mr. Wong Chee Sean @ Wong Sean, a Director retiring by rotation pursuant to Clause 132 of the Company's Constitution. **[Ordinary Resolution 2]**

4. To re-elect Mr. Law Kee Kong, a Director retiring by rotation pursuant to Clause 132 of the Company's Constitution. **[Ordinary Resolution 3]**

5. To re-appoint Messrs BDO PLT as Auditors of the Company for the year ending 30 November 2021 and to authorise the Directors to fix their remuneration. **[Ordinary Resolution 4]**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution:

6. **ORDINARY RESOLUTION**
   PROPOSED RETENTION OF INDEPENDENT DIRECTOR

   "THAT Mr. Choong Shiau Yoon who has served as an Independent Non-Executive Director for a cumulative term of more than 9 years be retained and remain as an Independent Director of the Company." **[Ordinary Resolution 5]** *(See Note 9)*

7. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board

Lee Wee Hee (MAICSA 0773340)
SSM Practicing Certificate No. 201908004010

Hung Siow Ping (MAICSA 7039825)
SSM Practicing Certificate No. 202008000534
Company Secretaries

30 March 2021

NOTICE OF 38TH ANNUAL GENERAL MEETING CONT'D

Notes:

1. The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

2. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.

3. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.

4. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.

5. Where a member is an Authorised Nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account") there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.

6. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Company's Share Registrar office situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur **OR** by email to ir@shareworks.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

7. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.

8. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 April 2021, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Statement Regarding Effect of Resolution Under Special Business:

9. Proposed Retention of Independent Director

   The proposed Ordinary Resolution 5, if passed, will allow Mr. Choong Shiau Yoon to be retained and continue acting as Independent Director to fulfil the requirements of Paragraph 3.04 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and in line with the Practice No. 4.2 of the Malaysian Code of Corporate Governance 2017 ("MCCG"). The full detail of the Board's justification and recommendations for the retention of Mr Choong Shiau Yoon is set out on page 30 of the Board's Corporate Governance Overview Statement in the Annual Report 2020.

   The Board will be seeking shareholders' approval to retain Mr. Choong Shiau Yoon as an Independent Director by way of Ordinary Resolution passed through a two-tier voting procedure as recommended under Practice 4.2 of MCCG at the forthcoming AGM.

Voting by Poll

Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, all resolutions set out in this notice is to be voted by poll.

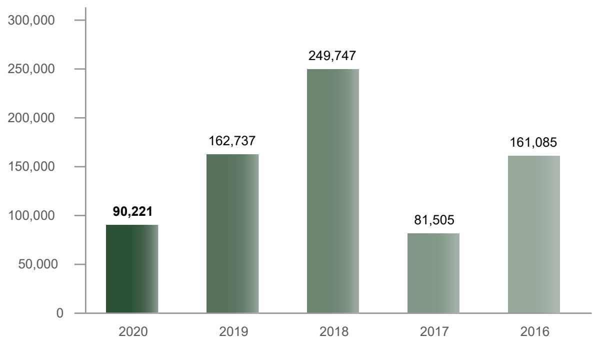
ADDITIONAL NOTE:

Please refer to the Administrative Guide for the 38th Annual General Meeting for further details.

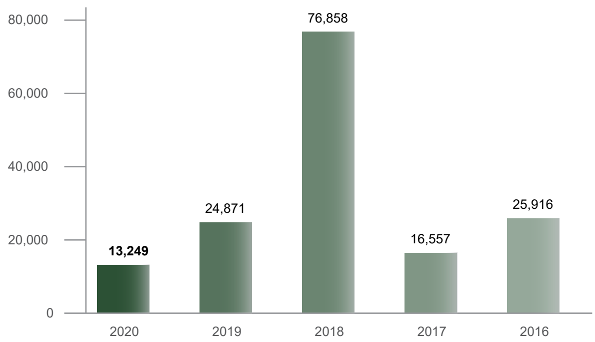
FIVE YEARS FINANCIAL HIGHLIGHTS

Financial Year Ended	Audited 30-Nov 2020	Audited 30-Nov 2019	Audited 30-Nov 2018 Restated	Audited 30-Nov 2017 Restated	Audited 30-Nov 2016
Financial Results					
Revenue (RM'000)	**90,221**	162,737	249,747	81,505	161,085
Profit/(Loss) Before Taxation (RM'000)	**19,592**	33,892	99,135	24,341	36,107
Profit/(Loss) After Taxation (RM'000)	**13,249**	24,871	76,858	16,557	25,916
Gross Dividend Per Share (sen)	**3**	8	5	5	10
Financial Position					
Total Cash, Bank Balance and Deposit (RM'000)	**14,185**	13,450	54,744	7,908	11,693
Total Assets (RM'000)	**677,727**	693,856	759,613	451,355	431,522
Total Borrowings (RM'000)	**222,745**	213,308	307,678	79,853	66,785
Share Capital (RM'000)	**100,124**	100,124	100,124	100,124	100,000
Reserve (RM'000)	**311,617**	306,368	284,497	212,639	201,206
Equity Attributable To Owners Of The Parent (RM'000)	**411,741**	406,492	384,621	312,763	301,206
Financial Ratios					
Basic Earnings/(Loss) Per Share (sen)	**13.25**	24.87	76.86	16.56	25.92
Net Assets Per Share Attributable To Owners Of The Parent (RM)	**4.12**	4.06	3.85	3.13	3.01
Return On Equity (%)	**4.76**	8.34	25.77	7.78	11.99
Net Gearing Ratio (times)	**0.54**	0.52	0.80	0.26	0.22

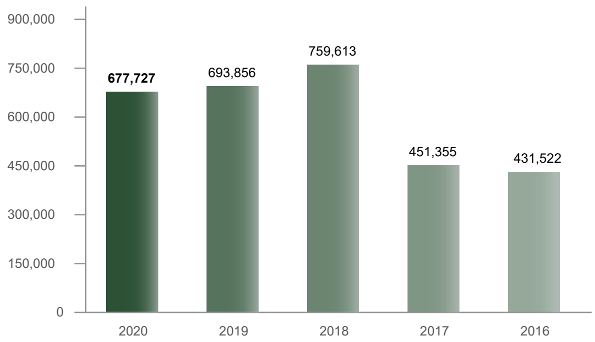
Revenue (RM'000)



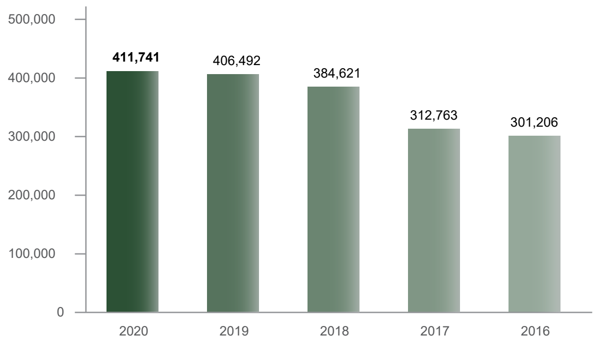
Profit/(Loss) After Taxation (RM'000)



Total Assets (RM'000)



Equity Attributable To Owners Of The Parent (RM'000)



●○○

AURORA RESORT VILLAS

●○○ PROFILE OF DIRECTORS

TAN SRI MOHAMED AL AMIN BIN ABDUL MAJID

65 years of age • Malaysian, Male
Executive Chairman

Tan Sri was appointed to the Board of Country View Berhad ("CVB") as the Executive Chairman on 1 February 2001. He qualified with a Diploma in Technology from Oxford College of Further Education and a degree in Bachelor of Science in Civil Engineering from the University of Aston, Birmingham, United Kingdom which conferred him an Honorary Doctorate Degree – Doctor of Science.

He is also a Corporate Member of Institute of Engineers (IEM), Malaysia and a professional engineer (PE).

He has served Perak State Development Corporation (PSDC) as a Project Engineer in 1979 and was later appointed as Executive Director of Maju Bangun Sdn Bhd, a subsidiary of PSDC.

He does not hold directorship in any other listed corporation or public company.

In June 2014, he was conferred the "Panglima Setia Mahkota (PSM)" award, which carries the title "Tan Sri" by His Majesty Seri Paduka Yang Di-Pertuan Agong.

He attended all the 5 board meetings held during the financial year ended 30 November 2020. He has no family relationship with any of the Directors and/or major shareholders of CVB. He has interests in certain companies carrying on similar businesses/trade as the CVB Group. During the financial year up to the date of this Report, he has not been involved in any new business which will give rise to competition/conflict with the current business of the Group. He has no convictions for offences within the past 5 years (other than traffic offences, if any) and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year. He directly holds 626,200 ordinary shares of the Company.

LAW KIT TAT

60 years of age • Malaysian, Male
Executive Director

Mr Law was appointed to the Board of Country View Berhad ("CVB") on 2 June 1986. He also holds directorships in all the subsidiaries of CVB. While he was doing his second year in Civil Engineering at the University of Sunderland (then known as Sunderland Polytechnic) in Sunderland, United Kingdom, he was requested to return to Malaysia to assist in his family's business.

He has extensive experience in the property development business through his involvement in the industry for the past 34 years.

He also sits on the Board of several other private limited companies. He does not hold directorship in any other listed corporation or public company.

He attended all 5 board meetings held during the financial year ended 30 November 2020. He is the brother of Mr Law Kee Kong, a Non-Independent Non-Executive Director of CVB. He has interests in certain companies carrying on similar businesses/trade as the CVB Group. During the financial year up to the date of this Report, he has not been involved in any new business which will give rise to competition/conflict with the current business of the Group. He has no convictions for offences within the past 5 years (other than traffic offences, if any) and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year. He directly holds 22,007,800 ordinary shares of the Company.

PROFILE OF DIRECTORS CONT'D

WONG CHEE SEAN @ WONG SEAN

51 years of age • Malaysian, Male
Executive Director

Mr Wong was appointed to the Board of Country View Berhad ("CVB") on 2 March 1993. He also sits on the Board of all CVB's subsidiaries.

He graduated with a Bachelor of Science in Business Administration (majoring in International Business Marketing) from the San Francisco State University.

He has over 27 years of experience in the property development industry and is also actively involved in several other business ventures such as oil palm plantations, timber plantations, investment holding and investment in properties. He is currently a director of several other private limited companies. He does not hold directorship in any other listed corporation or public company.

He attended all 5 board meetings held during the financial year ended 30 November 2020. He is the son of Mdm Hang Ah Jee @ Hung Ah Jee, a major shareholder of CVB and also, the cousin of Mdm Wong Joon Chin, an Executive Director of CVB. He has interests in certain companies carrying on similar businesses/trade as the CVB Group. During the financial year up to the date of this Report, he has not been involved in any new business which will give rise to competition/conflict with the current business of the Group. He has no convictions for offences within the past 5 years (other than traffic offences, if any) and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year. He directly holds 10,608,736 ordinary shares of the Company.

WONG JOON CHIN

63 years of age • Malaysian, Female
Executive Director

Mdm Wong was appointed to the Board of Country View Berhad ("CVB") on 30 May 1986. She has extensive experience in the property development industry and holds directorship in all the subsidiaries of CVB. She holds a Bachelor of Science (Hons) degree in Banking and International Finance from the City University in London, United Kingdom.

She also has extensive experience in business. She does not hold directorship in any other listed corporation or public company. She is also a director of several other private limited companies.

She attended all 5 of the board meetings held during the financial year ended 30 November 2020. She is the cousin of Mr Wong Chee Sean @ Wong Sean, an Executive Director and major shareholder of CVB and is the niece of Mdm Hang Ah Jee @ Hung Ah Jee, a major shareholder of CVB. She has interests in certain companies carrying on similar businesses/trade as the CVB Group. During the financial year up to the date of this Report, she has not been involved in any new business which will give rise to competition/conflict with the current business of the Group. She has no convictions for offences within the past 5 years (other than traffic offences, if any) and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year. She directly holds 2,150,000 ordinary shares of the Company.

PROFILE OF DIRECTORS CONT'D

LAW KEE KONG

58 years of age • Malaysian, Male
Non-Independent Non-Executive Director
Member - Audit and Risk Management Committee
Member - Nomination Committee
Member - Remuneration Committee

Mr Law was appointed to the Board of Country View Berhad ("CVB") on 27 March 2002. He holds a Bachelor of Arts (majoring in Economics) from University of Manitoba, Canada. He is currently involved and sits on the Board of various family-controlled companies which are mainly engaged in the business of property investment and housing development.

He is a director of several other private limited companies. He does not hold directorship in any other listed corporation or public company.

He attended all 5 board meetings held during the financial year ended 30 November 2020. He is the younger brother of Mr Law Kit Tat, an Executive Director of CVB. He has interests in certain companies carrying on similar businesses/trade as the CVB Group. During the financial year up to the date of this Report, he has not been involved in any new business which will give rise to competition/conflict with the current business of the Group. He has no convictions for offences within the past 5 years (other than traffic offences, if any) and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year. He directly holds 3,000,000 ordinary shares of the Company.

CHOONG SHIAU YOON

63 years of age • Malaysian, Male
Senior Independent Non-Executive Director
Chairman - Audit and Risk Management Committee
Chairman - Nomination Committee
Member - Remuneration Committee

Mr. Choong was appointed to the Board of Country View Berhad ("CVB") on 27 March 2002. He has been a member (Chartered Accountants) of the Malaysian Institute of Accountants since 1985. He is also a Fellow of the Association of Chartered Certified Accountants (ACCA) and a Fellow of the Chartered Taxation Institute of Malaysia. He also gained a Master of Science in Business Finance from Brunel University, London.

He qualified as a member of ACCA in England in 1985, and continued to gain further experience and exposure in auditing and tax in England before enrolling for a Master of Science in Business Finance in September 1989. He returned to Malaysia after completing the Master of Science in October 1990, and joined KPMG in Johor Bahru in January 1991. After more than three years in KPMG, he left in 1994 to start his own practice in Johor Bahru until now. Mr. Choong is also a Certified Internal Auditor and a Chartered Member of the Institute of Internal Auditors of Malaysia and his practice include internal audit assignments of listed and non-listed entities.

His experience apart from auditing ranges from involvement in the capacity of reporting accountant for companies seeking listing on the Bursa Malaysia Securities Berhad, restructuring, engaging in mergers and takeovers and various aspects of tax and business consultancy. He is currently a director of several other private limited companies. He does not hold directorship in any other listed corporation or public company.

Mr. Choong was elected as a member of Parliament for the Tebrau Constituency in Johor since 9th May 2018.

He attended all 5 board meetings held during the financial year ended 30 November 2020. He has no family relationship with any of the Directors and/or major shareholder of CVB. He does not have any conflict of interest with CVB. He has no convictions for offences within the past 5 years (other than traffic offences, if any) and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year. He does not hold any shares of the Company.

●○○ PROFILE OF DIRECTORS CONT'D

HAN HING SIEW

62 years of age • Malaysian, Male
Independent Non-Executive Director
Member - Audit and Risk Management Committee
Member - Nomination Committee
Chairman - Remuneration Committee

Mr Han was appointed to the Board of Country View Berhad ("CVB") on 1st December 2018.

Mr Han graduated with a Bachelor of Commerce degree (majoring in Accounting) from the University of Otago, New Zealand. He has been a member (Chartered Accountants) of the Malaysian Institute of Accountants since 1992. He qualified as a Certified Financial Planner by the Financial Planning Association of Malaysia since 2003.

He joined AmInvestment Bank Berhad in 1991 and retired in 2016. He has served as Head of Investment Banking for the Southern Region which encompassed Corporate Advisory services (for Corporate Finance & Debt Capital Market), Corporate Loans, Treasury Solutions and Stockbroking services.

His experience includes advising companies seeking listing on Bursa Malaysia Securities Berhad, restructuring, mergers, acquisitions, takeovers, loan syndications, bonds and sukuk issuance and bilateral loans.

He sits as an Independent Non-Executive Director of Dominant Enterprise Berhad which is listed on the Main Board of Bursa Malaysia Securities Berhad.

He attended all 5 board meetings held during the financial year ended 30 November 2020. He has no family relationship with any of the Directors and/or major shareholder of CVB. He does not have any conflict of interest with CVB. He has no convictions for offences within the past 5 years (other than traffic offences, if any) and there was no public sanction or penalty imposed by the relevant regulatory bodies during the financial year. He does not hold any shares of the Company.

PROFILE OF SENIOR MANAGEMENT

Save as disclosed below, none of the senior management personnel has:

a) any directorship in public companies and listed issuers;
b) any family relationship with any directors and/or major shareholders of the Company;
c) any conflict of interest with the Company;
d) any conviction for offences (other than traffic offences) in the past 5 years; and
e) any public sanction or penalty imposed by any relevant regulatory bodies during the financial year.

YEE GEE MIN

70 years of age • Malaysian, Male
Group General Manager

Mr Yee joined the company on 1 December 1985. He is responsible for the overall operations of the company. Throughout his service with the company, he has assisted the Board of Directors in creating an excellent corporate culture by providing immaculate service to customers, and ensuring exceptional quality in all our products. Mr Yee also oversees the development of all employees in the company and ensures that shareholders' interests are protected at all times.

Mr Yee obtained a Bachelor of Science from the National Taiwan University in 1973. Upon his graduation, he joined his family's business and was involved in numerous housing development projects and oil palm plantations in the state of Sabah. To-date, he has accumulated more than 43 years of hands-on working experience in the property development sector.

Ong Seng Piow
CA (M), ACMA

53 years of age • Malaysian, Male
Chief Financial Officer

Mr Ong joined the Company on 21 June 2007 as Senior Manager, Account & Services. He was responsible for and oversees the Group's Finance and Human Resource Department. He assumed the role of Chief Financial Officer on 1 February 2013.

Mr Ong graduated with a professional degree in Management Accounting from the Chartered Institute of Management Accountants (CIMA), UK in 1993. He was registered as a Chartered Accountant with the Malaysian Institute of Accountants in 1997 and also a Chartered Global Management Accountant with the Chartered Institute of Management Accountants, UK.

He started his working career in 1990 as an Audit/Tax Assistant with a public accounting firm and later worked in various companies in different industries that included manufacturing, tin mining and quarrying. He began another chapter of his career and joined a subsidiary of IJM Corporation Bhd in September 1994 where he spent an extensive part of his career with the IJM Group till June 2007.

●○○ MANAGEMENT DISCUSSION & ANALYSIS

Dear Valued Shareholders,

We are pleased to present the Management Discussion and Analysis ("MD&A") for 2020 which is intended to provide readers with the highlights of Country View Berhad ("Country View" or "The Group") as we remain committed to be a premier property developer.

OVERVIEW

Country View Berhad was incorporated in 1981 and was successfully listed on the Main Board of Bursa Malaysia in 2002. Country View Berhad and its subsidiaries are principally involved in the business of property development, property investment and investment holding in Malaysia.

Since the inception of its maiden project, Taman Universiti, Johor Bahru in the 1980s, the Group has completed and sold thousands of residential and commercial properties to date. The Group has also contributed significantly to Johor society by providing thousands of low-cost homes for the benefit of the community.

The Group's main focus is on township developments with landed properties. The Group's recent township developments are sited in the area of Iskandar Puteri comprising Taman Nusa Bestari Jaya, Taman Nusa Indah and Taman Nusa Sentral.

The Group's current project, Taman Nusa Sentral is a mixed development project sited on a total of 313.17 acres of prime land in Iskandar Puteri. *One Sentral* is the first Serviced Residence project by the Group, comprising 2 towers of 20 storeys each.

REVIEW OF OPERATIONS AND HIGHLIGHTS IN 2020

The year 2020 presented strong global and domestic headwinds with volatility in financial markets and the unprecedented Covid-19 global pandemic that had forced lockdowns to be imposed in every affected country which inevitably had adversely impacted the world and our domestic economy.

Against this daunting backdrop, we managed to achieve bookings for gross sales of properties amounting to RM88.1 million for the year under review as compared to RM174.6 million in FY 2019. We had also benefitted from government initiatives to assist homeownership under the Home Ownership Campaign (HOC) 2019 by providing stamp duty exemptions were given for residential properties that were sold during the period from 1 January 2019 to 31 December 2019 where the contribution from the sales of certain of these units were realised in the current financial year.

We obtained the Certificate of Completion and Compliance (CCC) for the affordable homes under the Rumah Mampu Milik Johor (RMMJ) scheme in March 2020 just before the government-imposed Movement Control Order (MCO) on 18 March 2020.

Despite the disruptions caused by the imposition of the various MCO and its associated extensions that occurred, we persevered on and with close monitoring, the Winter Sonata 3-storey Cluster Houses series was completed with CCC in October 2020. We were granted the necessary extension of time for development affected by the MCO from the Ministry of Housing & Local Government for the 3-storey cluster houses.

Building construction of our 3-storey semi-detached houses under the *Winter Pavillion* series are progressing well after our business operations resumed when the government allowed certain sectors to operate again with strict adherence to the Covid-19 standard operating procedures. Our Group had launched the 3-storey semi-detached houses under the *Winter Pavillion* series in November 2019. The take-up for the 3-storey semi-detached houses during the launch was encouraging due to its quality, attractive design, spacious layout and competitive value proposition. There are 48 units in total with two designs, namely the Heritage Collection and the Peak Collection. The Heritage Collection comes with a built-up area of 4,654 square feet and land area of 40' X 80' whilst the Peak Collection comes with a built-up area of 5,095 square feet and land area of 40' X 85'. These 3-storey semi-detached houses are set within a gated and guarded community.

Recognising the need to quickly adapt to the new normal, our Group also ventured into virtual reality (VR) technology in our sales and marketing initiatives for our projects at *Taman Nusa Sentral* with particular focus on the show units for our 3-storey semi-detached houses under the *Winter Pavilion* series, the 3-storey cluster houses under the *Spring Meadow* and *Winter Sonata* series and our *One Sentral Serviced Residence* where virtual walkthroughs to the respective show units are enabled to provide immersive experiences to the customer.

Digital marketing on various social media platforms to garner leads and increase brand awareness are continuously leveraged upon together with adoption of strategic sales agents with a wider network of customers. We had also engaged notary services from a solicitor in Singapore to facilitate the signing of sales and purchase agreement by the buyers who are stuck in Singapore due to the MCO.

During the year, the Group had also made contributions to certain non-governmental organisations (NGOs) and charitable causes.

REVIEW OF OPERATIONS AND HIGHLIGHTS IN 2020 (Cont'd)

The Group was awarded as one of the winners in the iProperty Development Excellence Awards 2021 under the category of Ingenious Resort Living Development for its Aurora Resort Villas which are slated to be launched in the coming financial year.

In the current year, we enhanced our integrity, governance and anti-corruption framework pursuant to Section 17A of the Malaysian Anti-Corruption Commission Act 2009 which took effect from 1 June 2020 by adopting the Anti-Bribery and Corruption Policy. The Group is committed to conducting its business in a legal, ethical and responsible manner in compliance with all prevailing applicable laws, regulations and guidelines.

FINANCIAL PERFORMANCE

For the financial year ended 30 November 2020 ("FY2020"), the Group recorded a revenue and profit before tax of RM90.2 million and RM19.6 million respectively as compared to the revenue and profit before tax of RM162.7 million and RM33.9 million respectively in the previous year.

The revenue and profit before tax were mainly derived from the property development division. Revenue and profit before tax decreased by 45% and 42% respectively in the current financial year as compared to the previous financial year after taking into account the effects of the Covid-19 pandemic. Revenue and profit before tax for the current financial year to date had declined mainly due to a lower number of properties that were sold together with lower contributions from work done on the properties under development as construction activities were halted during the Movement Control Order (MCO). The completion of the 3-Storey Cluster houses under the Winter Sonata series and the affordable homes under the Rumah Mampu Milik Johor (RMMJ) scheme during the year also resulted in lower contributions to the revenue and profit for the year. The profit before tax for the current year to date was also affected by the impairment loss on investment properties of RM2.3 million. The revenue and profit before tax for the preceding year corresponding period was also higher due to the effects of the adoption of the new MFRS framework.

Marketing and promotion expenses and administrative expenses for the current financial year were lower than the previous financial year in view of the MCO and lower level of activity experienced during the current financial year. However, the administrative expenses for the current financial year decreased only slightly as the Group recognised the impairment loss on investment properties of RM2.3 million. Finance costs for the current financial year had also decreased as a result of the repayment of borrowings and the reductions in the interest rate.

As at the end of the financial year, total assets of the Group decreased to RM677.7 million from RM693.9 million in FY2019. We continued to pay down RM34.2 million of our borrowings in FY2020 as part of our scheduled repayment. During the current financial year, the total borrowings for the Group had increased slightly due to drawdown of new loans that was secured by the Group as part of its continuous financial planning and working capital management in view of the uncertainties and the subdued property market. As at the end of FY2020, our debt gearing ratio was at 0.54 times (FY2019: 0.52 times).

Meanwhile, the cash and bank balances of the Group increased slightly to RM14.19 million in FY2020 as compared to RM13.45 million in FY2019.

There was no major capital expenditure incurred for FY2020.

DIVIDENDS

The Company does not have any formal dividend policy. The quantum of dividends is determined after taking into account, inter alia, the performance of the Company, level of available funds, the amount of retained earnings, capital expenditure commitments and other investment planning requirements.

For the financial year ended 30 November 2020, the Company declared a first interim single tier dividend of 3 sen per ordinary share on 23 October 2020 which was paid on 1 December 2020.

In respect of financial year ended 30 November 2019, a first interim single tier dividend of 3 sen per ordinary share was paid on 25 November 2019 and combined with the final single tier dividend of 5 sen per ordinary share approved on 23 July 2020 and paid on 24 August 2020, the total dividends declared for the financial year ended 30 November 2019 amounted to 8 sen per ordinary share.

MANAGEMENT DISCUSSION & ANALYSIS CONT'D

PROSPECTS

The coming financial year 2021 (FY2021) is expected to be extremely challenging for the Group in view of the unprecedented changes in the socio-economic landscape largely caused by the Covid-19 pandemic. The Group takes cognisance of the changing trends to cater to different and new lifestyles that is expected to be the new norm such as space for social distancing, work or study-from-home and incorporate the flexibility of these features in its product design after thorough study where possible. Given the continued uncertainty posed by the Covid-19 pandemic, the Group continues to monitor both global and local developments closely and remain proactive and vigilant in mitigating any potential impacts to the businesses of the Group. The Group will maintain a prudent approach and will adapt its plans, strategies, product designs and timing of new launches as part of its strategic response.

Nevertheless, our Group is planning the launch of the upcoming development known as Aurora Sentral on the new land in Iskandar Puteri for FY2021. The first phase of the development will comprise of double storey resort link villas named as *Aurora Resort Villas (ARV)*. The *ARVs* are the first resort tourism villas in Iskandar Puteri with an exclusive commercial title for landed strata development where concierge services are provided. It incorporates a modern concept characterised by lush parks and gardens situated within a gated and guarded community. An exquisite clubhouse that will be wholly owned by the owners of *ARVs* providing concierge services for parcel collection and housekeeping, swimming and wading pools, air-conditioned gymnasium, badminton and tennis courts as well as a grand event hall with the capacity to accommodate 200 people are all part of the unique value propositions for this development. Green initiatives such as a system for rainwater harvesting and usage, provision of options for installation of solar panels for these luxury *ARVs* reflect the ongoing sustainability commitment and efforts of our Group. The Group will monitor the prevailing market conditions closely to assess the right timing for the launch of the *ARVs*.

The Group notes and welcomes the stimulus measures announced for the property sector such as the re-introduction of the Home Ownership Campaign (HOC) with waiver of stamp duties on instruments of transfers and loan agreements for residential properties priced between RM300,000 and RM2.5 million, the exemption of Real Property Gains Tax (RPGT) for individuals, limited to disposal of three units of residential homes per person and the lifting of the 70% maximum Loan to Value Ratio for the financing on the third residential property priced RM600,000 and above.

The Group expects its revenue and performance for the coming financial year ending 30 November 2021 to be derived from the three storey cluster houses, three storey terrace houses (Superlink XL), three storey shop offices, One Sentral Serviced Residence, the affordable homes under the Rumah Mampu Milik Johor (RMMJ) and Perumahan Komuniti Johor (PKJ) schemes and the three storey semi-detached houses at Taman Nusa Sentral, Iskandar Puteri. The launch of the *ARVs* is expected to enhance the revenue and performance of the Group in the coming financial year.

ANTICIPATED OR KNOWN RISKS

Focus and Initiatives amidst the Covid-19 pandemic

During the imposition of the MCO, the operational activities of our Group were temporarily halted. Our Group swiftly resumed business activities soon after when the government allowed certain sectors to operate again with strict adherence to the Covid-19 standard operating procedures (SOP) for operational productivity, managing risks associated with the operational disruption arising from the pandemic whilst ensuring no disruption in the supply chain in supporting our business.

Our management had planned to ensure the Group had sufficient liquidity and strict cashflow management was employed to meet financial obligations. Management of our supply chain to optimise procurement and overheads in order to achieve cost efficiency were also reviewed as part of enhancing our working capital management.

Our Group continues to prioritise workforce safety, health and well-being in the “new normal” by implementing measures at all our offices and sales gallery such as contactless temperature checks, promoting the usage of face masks within the organization, implementing hand sanitiser stations, increased the frequency of cleaning and sanitising of the premises, compulsory requirement for workers and employees of contractors at our project offices and sites to undergo Covid-19 swab tests to be certified Covid-19 free prior to commencement of work, postponing group events and trainings, conducting meetings via virtual platforms including its Annual General Meeting, Board and management meetings, implementing work-from-home (WFH) arrangements as well as educating and reminding all employees of adherence to the SOP.

Business Risk

The Group is subject to risks inherent in the property development industry. Such inherent risks may include, adverse changes in real estate market prices, changes in demand for types of residential and commercial properties, competition from other property developers, changes in economic, social and political conditions, delay in completion of property development projects against the scheduled completion, risks of purchaser default, the cost of financing, performance of third-party contractors and sub-contractors, labour and material supply shortages, fluctuations in the prices of building materials and costs of labour charges, increase in sales and services tax (SST) and adverse changes in property tax assessments and other statutory charges. Any adverse change in such conditions may have an adverse material effect on our Group.

CONCLUSION

Covid-19 and the devastating effects of the global pandemic had accelerated the changes in the dynamics of businesses and industries as we know it. In the near term, considerable uncertainties remain as efforts to contain outbreak recurrences continue as various business segments have to contend with the subdued demand amidst weak market sentiments. The launch of the National Immunisation Programme (NIP) by the government on 16 February 2021 and the deployment of the Covid-19 vaccines does provide hope for an economic recovery though the pace of the recovery may take time.

The challenges brought forth by the Covid-19 pandemic were unexpected and unprecedented. The enforced lockdowns and quarantines, changes in lifestyles and slowdown in economic activity has forced all of us to re-assess our priorities and scrutinise our business operations from the perspective of sustainability. We endeavour to stay resilient and will navigate through the uncertainties as we have successfully done through the years. We will refine our strategies, adapting swiftly to changes in our operations to remain as a sustainable property developer, driving operational efficiency, co-ordinate our property launches with finely crafted quality products that will resonate well with the changing needs and sentiments of customers, building townships with vibrant and thriving communities whilst remaining committed to be a premier developer, all the while striving to improve our performance and create value for our shareholders and stakeholders.

On behalf of the board, we would like to convey our sincere thanks to all our shareholders, bankers, business partners, associates and our esteemed customers. Our appreciation also goes out to the relevant regulatory authorities, the various government agencies and local authorities. Our success would not have been possible without their continuous support and confidence in Country View Group.

In closing, I would like to record my profound appreciation to my fellow colleagues on the Board for their counsel and to the management team and all the members of the Country View family for their support, dedication and commitment throughout the year.

TAN SRI MOHAMED AL AMIN BIN ABDUL MAJID
Executive Chairman

SUSTAINABILITY STATEMENT

The Board of CVB recognises the importance of building a sustainable business taking into consideration all factors that will affect the sustainability of the Group's business, operation, management and how these factors are addressed in order to create shareholders' value and to safeguard the interest of all stakeholders on a long-term basis.

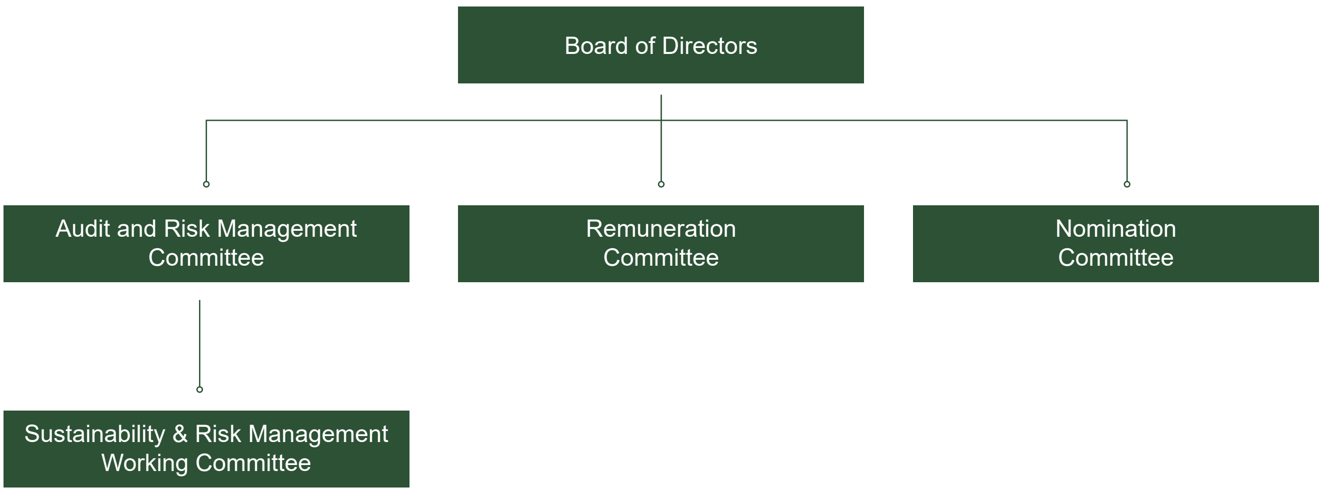
The Group is mindful that its activities should be carried out with the highest standards of corporate and social responsibility as it strives to align its business operations while balancing this to minimize the environmental impact arising from its operations and actions while at the same time improving the social and economic conditions for all its stakeholders including its employees and the communities that it operates in, with integrity and ethical practices.

This Sustainability Statement serves to provide an overview of the strategies, initiatives, performance and achievements in relation to the Group's sustainability journey in the financial year 2020, including policies, practices and procedures developed.

Sustainability Governance Structure

The Board oversees the Group's Corporate Social Responsibility and sustainability agenda and ensures that CVB remains a sustainable organisation. The Board oversees its responsibilities in respect of business sustainability with the assistance of the Sustainability & Risk Management Working Committee ("SRMWC") which reports to the Audit and Risk Management Committee ("ARMC") before matters are escalated to the Board of Directors.

The sustainability governance structure adopted by CVB is as follows:



The SRMWC is chaired by the Group General Manager and in his absence the Chief Financial Officer and comprises of all Heads of Department, with diverse background and experience which enables diverse views and opinions from different perspectives when implementing strategies on sustainability.

The duties and responsibilities of the SRMWC include the following:

- Advising the Board and recommending the strategies in respect of sustainability and sustainability related policies for adoption;
- Monitoring the implementation of sustainability strategies as approved by the Board;
- Overseeing the overall management of stakeholder engagement, including ensuring grievance mechanisms are in place;
- Overseeing the management of sustainability matters, with particular focus on matters material to the Group organization; and
- Overseeing the preparation of sustainability disclosures as required by laws and/or rules, and recommending it for the Board's approval.

In formulating and making recommendations on sustainability, the SRMWC will be guided by the Group's Vision and Mission Statement.

<u>Vision</u>

We, the Country View Group aspire to be a premier property developer, ensuring high customer satisfaction by providing quality residences and properties, built in a safe and healthy environment.

Sustainability Governance Structure (Cont'd)

Mission

- Providing quality housing and commercial properties that meet the evolving needs of our customers, and thereby contribute towards the development of Malaysia.
- Creating strong returns for our shareholders.
- Keeping a healthy and conducive working environment for our employees to best exert their individual potential and ability.
- Ensuring a safe, healthy and harmonious environment for communities within our developments, where people can feel “at home”.
- Supporting socio-economic development, by building and developing more affordable homes so that more people are able to purchase their own property.
- Committing to an environmentally friendly approach, we aim to develop our properties in the greenest way possible.

The Group continuously engages with all its stakeholders to ascertain that the Group’s development takes into consideration all stakeholders’ concerns on sustainability, in particular in terms of economic, environment, social and governance. CVB intends to nurture and embed a sustainability mindset and culture into its operations to drive the Group’s sustainability initiative. Such a task cannot be accomplished overnight and will require continuous steps and phases to be carried out.

The Group had formalised the Group’s Sustainability Policy as well as identification and prioritising material sustainability risks. The Group’s Sustainability Policy was formalised and adopted by the Board of Directors of the Company on 21 January 2020. The said policy is available at https://www.countryview.com.my.

Stakeholder Engagement

Sustainability is an ongoing continuous journey involving a process of change of corporate culture and close engagement with all stakeholders, in particular, understanding their expectations and responding to their concerns and integrating these concerns on economic, environment, social and governance sustainability into the operations. Having identified the areas of concern and expectations of its stakeholders, the Group’s engagement with its stakeholders as illustrated below is a continuous and ongoing process.

Stakeholders	Areas of Concern	Engagement Method
Customers	• Product quality & design; • Customer service satisfaction; • Efficient complaint resolution; and • Safety and Security.	• Information shared through the Group’s website / Facebook page; • Constant engagement during sales promotions, campaigns, interaction; • Customer appreciation & loyalty program; • Community networking sessions; and • Adoption and leveraging on virtual reality (VR) technology, online digital means and IoT platforms.
Employees	• Ethics & Integrity; • Learning and Continuous Development; • Performance Management; • Remuneration, Incentives and Working Environment; • Corporate Liability – Section 17A of The Malaysian Anti-Corruption Commission Act 2009; and • Compliance with MCO’s Standard of Procedures (“SOPs”).	• Conducted regular scheduled Management Meetings including via virtual platforms; • Various departmental discussions/meetings conducted by the head of departments with their subordinate; • Training programmes; • Communication/ feedback through the Group’s internal communication channels; • Implemented work-from-home (WFH) arrangements in compliance with recommended SOPs during MCO; • Communication and dissemination of the Group’s Anti-Bribery and Corruption (“ABC”) Policy and Whistle Blowing to all categories of employees; and • Appointment of a Compliance Officer to oversee the compliance of the ABC Policy and the Board’s Gift, Hospitality and Entertainment Guidelines adopted.

Stakeholder Engagement (Cont'd)

Stakeholders	Areas of Concern	Engagement Method
Shareholders & Investors	• Financial Performance and business strategy; and • Stable income/dividend distribution.	• Annual General Meeting (whether physical, virtual or hybrid); • Annual Report; • Quarterly Report; • Media releases/Announcements; • Feedback through the Group's website and email.
Regulatory Bodies	• Compliance and adhere to security & safety issues; • Public nuisance issues; and • Labour practices.	• Meetings and events; and • Forum.
Suppliers & Contractors	• Transparent contract award practices; • Fair pricing/payment schedules; • Sustainable building practices and methods; • Timely completion and delivery compliance with HDA; and • Compliance with MCO and Ministry of Health's SOPs.	• Evaluation and performance review; • Contract negotiations; • Contractor registration; • Site inspection & verification; • Communicated and highlighted Group's ABC policy to all major suppliers and contractors; and • Compulsory requirement for all workers, employees and representatives of contractors to undergo Covid-19 test prior to starting work at project offices and respective sites.
Local communities	• Environmental matters; • Impact on existing businesses; • Transparency & accounting; and • Safety and security.	• Social activities organized by the Group • Media releases; • Community engagement; and • Assistance via advice and financial contribution to set up residents' committee.

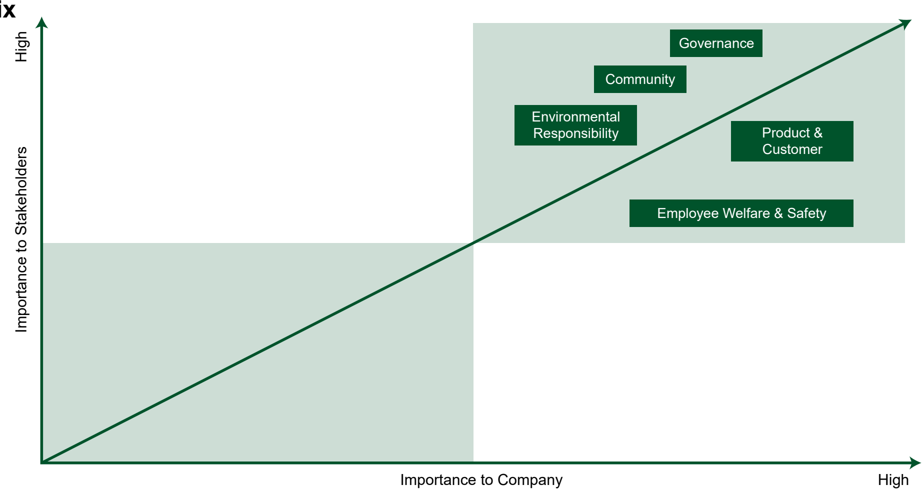
MATERIALITY

In developing our sustainability initiative, the SRMWC had identified and prioritised material sustainability risks which have an impact on economic, environmental, social and governance aspects of CVB's operations and made its recommendation to the ARMC and Board. The SRMWC had recommended to the ARMC and the Board to prioritise its focus on the following 3 key material sustainability risks:

- Governance
- Community
- Product and Customer

The ranking of the material sustainability matters and its level of importance to the Group's operations as well as stakeholders' interest were identified and prioritised for action as illustrated below.

Materiality Matrix



SUSTAINABILITY STATEMENT CONT'D

MATERIALITY (Cont'd)

Both the ARMC and Board had accepted and concurred with the SRMWC to prioritise and focus its attention on the following 3 key material sustainability risk issues:

- Governance

  In order to protect, enhance and support the sustainability of the Group, the Board and senior management are committed to maintain accountability and transparency in respect of the corporate governance of the Group. Existing policies adopted by CVB will be reviewed periodically to ensure the practices from top to bottom of the Group are in line with the latest legislations, guidance, rules and procedures applicable. In respect of the business operations, the Group also ensures that its development projects and plans strictly comply with relevant laws and regulations and the commencement of any development projects will be subjected to approval from authorities. The Board understands the importance of good corporate governance and will continuously review and improve whichever necessary to safeguard the interests of all its stakeholders.

- Community

  The Group will focus and enhance its practices aimed at creating a safe, healthy and harmonious environment for the communities developed by minimizing pollutions and ensuring minimal impact to environmental degradation. Although the Group has been promoting practice of recycling wastes and rubbish on construction sites and business premises, we will identify and support any other possible actions which is beneficial to the environment.

  In view of the various MCO imposed by the Government and the Group's priority in respect of the health and safety of all stakeholders, social and community activities were kept to a minimum. The activities carried out during financial year end 2020 included the following:

  - Installation of recycle material bins at the playground/parks of the various precinct/phases of its development at Taman Nusa Sentral,
  - Collection of recyclable materials (old newspapers, magazines, papers, boxes etc) at Head Office/Branch offices/ Sales Gallery,
  - Contribution and donation to charities, non-profit organisation and the needy.

- Product & Customer

  As stated in the Group's mission statement, the provision of quality housing and commercial properties that meet the evolving needs of our customers is a key mission and priority. The Group will strive to ensure all development projects are completed according to the approved plan and specified time frame. The development works shall be monitored closely in order to keep the project on schedule to meet the completion deadline by maintaining good relationship and communication with its contractors. Customer experience and satisfaction, and property ownership experience is of utmost importance. Complaints and defects management, if any, is a significant element in our overall business process and operation. The Group had initiated an application ("app"), namely CVConnect, to update the status and follow up closely on all complaints and defects submitted through the mobile app.

  In addition, we focus on meeting customers' expectation and the after sales service provided to our customers. CVConnect was implemented to enhance the experience on submitting defect complaints. We believe that customers satisfaction will be enhanced if their expectations are addressed and met in the shortest possible time with minimum hassle and inconveniences. A good after sales service will ensure that the Group's branding and goodwill are maintained and even enhanced for long term sustainability.

ECONOMIC

Sustainability is integral to the way we conduct our business activities.

Our Group's development project located at Iskandar Puteri, Johor Bahru provides employment opportunities to the local communities.

Since its inception, the Group has built over 4,786 units of landed low-cost units at RM22,000 each, 352 units of affordable apartments at RM50,000 per unit and built a sustainable township in its maiden housing project, Taman Universiti comprising more than 10,000 units of properties.

SUSTAINABILITY STATEMENT CONT'D

ECONOMIC (Cont'd)

Since its maiden project, Taman Universiti in Skudai, Johor, the Group also developed, Taman Nusa Bestari Jaya, Taman Nusa Indah and its current ongoing project, Taman Nusa Sentral contributing to nation building, nurturing communities, stimulating commercial activities and indirectly providing employment opportunities to the various communities that it has been involved in.

The Group is currently developing and constructing a further 337 units of affordable landed double-storey terrace houses under Rumah Mampu Milik Johor (‘RMMJ’) and Perumahan Komuniti Johor (‘PKJB’) at Taman Nusa Sentral which will contribute and assist the Government to meet the housing needs of the nation.

The Group is pleased and honoured to report that subsequent to the financial year ended CVB was awarded as one of the winners of iProperty Development Excellence Awards 2021 under the category of Ingenious Resort Living Development in respect of its Aurora Resort Villas.

We take this opportunity to place on record our most sincere appreciation to all our employees for their hard work and effort, as well as the other stakeholders for supporting CVB Group.

ENVIRONMENTAL

Climate change and various environmental issues have always been of great concern over the years. As a responsible corporate citizen, we recognize that our actions have a significant impact on the environment and supports all actions to minimize pollutions and ensure minimal impact to environmental degradation in all its business premises.

Indeed, the Group strives to improve its development by stressing on greening its projects with facilities and amenities to sustain and ensure a higher quality lifestyle for its property owners and local community. The green initiative includes the use of rainwater harvesting system at the Group’s One Sentral Serviced Residence which facilitates the storage and re-use of rainwater for landscaping and cleaning purposes.

The Group has always been committed to comply with the legal and regulatory requirements set by the authorities in regards to environmental safety and protection. The Group places emphasis on environmental pollution at all its worksites and have a "no open burning" prohibition imposed on its contractors. Therefore, all unwanted wastes, materials and by-products resulting from the construction sites of its various ongoing projects are either recycled or properly disposed by our contractors.

All vehicles leaving the worksites are required to drive through wash troughs to maintain the cleanliness of public roads. Dust pollution is minimised by spraying water on the access roads within the worksites.

Regular fogging activities are also carried out as a pro-active measure to prevent any mosquitoes borne diseases such as malaria and dengue.

With initiatives to save the environment, we aim to continuously improve our effort and commitment to mitigate any impact.

SOCIAL

In line with the following mission statements, the Group recognises its responsibilities to our employees, customers and the local community in which we operate. Meeting the expectations of our local community, empowering our employees, ensuring a safe and harmonious workplace, supporting social and community events are given due attention and appropriately balanced in our sustainability journey.

- Keeping a healthy and conducive working environment for our employees to best exert their individual potential and ability; and
- Ensuring a safe, healthy and harmonious environment for communities within our developments, where people can feel “at home".

Apart from a safe and conducive working environment for our employees with all the usual modern amenities, the Group makes available dedicated training and development programmes for each level of the Group’s employees suitable for each employee at different stages of their career development, in order to help them to improve their working performance and efficiency.

SOCIAL (Cont'd)

Other than the Group Hospitalization and Surgical Insurance and Group Personal Accident Insurance provided to the employees for their health and wellness benefit, the Group also supports an in-house CV Club which organises various sports and recreational activities on a regular basis, as the Group encourages and promotes a healthier and active lifestyle among employees.

To create a happy and caring environment as well as to cultivate cohesion, camaraderie, team work and inclusiveness, the Group also organised Annual Dinners, gathering, events, etc. The Group's team spirit and inclusiveness was also extended into its engagements with the local communities. The Group organised events often to engage with its communities such as fun fairs and concerts coinciding with the Group's property launches, where the Group's employees interacted and networked with homeowners and the community at large.

The Group believes that a successful business brings with it a responsibility to give back to the society. Apart from the benefits and welfare provided to the employees of the Group, monetary contributions were also made to the local communities by way of supporting activities and events organised by other organisation and societies, as well as for education purpose.

During the financial year ended 2020, the unprecedented Covid-19 pandemic and the various Movement Control Orders ('MCO') imposed by the Government to address and control the pandemic, impacted on economic growth and business operations.

The Group has quickly adapted to the changes and the new norm in order to successfully navigate through this ongoing challenging environment.

Changes to working arrangements, adoption and leveraging on technology, review and enhancement of controls over its operations, marketing of products and delivery of services through online digital means while maintaining and observing the standard operating procedures ('SOP') enforced under the various MCO's were observed and strictly complied.

In line with the prescribed SOP's under the MCO, various social activities and plans had to be deferred and the Group only carried out programs which were permitted or allowed.

GOVERNANCE

The Group acknowledges that corporate governance is also an important element in the sustainability of a company. We strive to comply with all applicable laws, regulations and rules while conducting business in accordance with established best practices. The corporate governance structure and the relevant procedures are set out in the Corporate Governance Overview Statement and Statement on Risk Management and Internal Control sections of this Annual Report.

The Group has in place policies and terms of reference for board committees which governs the business to be operated in an environment that promotes integrity and ethical business practices. The Board's Policy on Code of Business Conduct & Ethics which sets the behavioural standards provides clear guidance to all employees at all levels of the Group to ensure a consistent approach to business practices throughout the Group. The Whistleblowing Policy also supports the values and ethics set out in the Board's Policy on Code of Business Conduct & Ethics and encourages all the employees to raise genuine concerns of any malpractices or misconduct in an appropriate way.

In terms of risk management of the Group, a sound risk management framework has been established for managing risks affecting the business and operations, which are detailed in the Statement on Risk Management and Internal Control section of this Annual Report. It clearly outlines the duties and responsibilities at each level within the Group as well as the accountability in implementing the risk management processes and internal control system.

The Group takes the endeavour seriously to ascertain that all projects and plans are in line with the relevant laws and regulations and guidelines of all relevant authorities. For instance, the Group ensures that all the developments comply with all applicable Construction Industry and Development Board requirements and health and safety standards.

The Board of Directors of CVB together with the management are committed to continually refining and improving these processes over time.

●○○ CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("the Board") of Country View Berhad ("CVB" or "the Company") recognises the importance of maintaining good Corporate Governance practices to protect, enhance and support the sustainability of its business affairs and financial performance of CVB and its subsidiaries ("the Group") with the ultimate objective to safeguard shareholders' investment and enhancing shareholders' value.

This statement is to provide shareholders and other stakeholders with an overview of the Group's application of the following three (3) Principles set out in the Malaysian Code on Corporate Governance issued on 26 April 2017 ("MCCG") under the leadership of the Board and should be read together with the Corporate Governance Report 2020 of CVB ("CG Report") which is accessible on CVB's website at https://www.countryview.com.my and via announcement on Bursa Malaysia Securities Berhad ("Bursa Securities")'s website.

(a) Principle A : Board Leadership and Effectiveness;
(b) Principle B : Effective Audit and Risk Management; and
(c) Principle C : Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders

The CG Report provides the details on how CVB has applied each Practice as set out in the MCCG during the financial year 2020 ("FY2020"). Other than Practice 1.3, 4.1, 4.3, 4.5, 7.2, 7.3, 8.4, 9.3, 11.2 and 12.1, the Board is of the view that CVB has substantially complied with the recommendations of MCCG.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

A1. Board's Roles and Responsibilities

The Board recognises and is always mindful that its leadership and stewardship role in setting the tone from the top is vital in building a sustainable business, creating and delivering sustainable values in the pursuit of long term success for the Company and Group.

The Board plays a key and active role through its policies and strategies and is committed to ensuring that it provides effective oversight and overall management of the Company and Group including promoting high ethical standards within the organisation.

The roles and responsibilities of the Board and Management, the Board Committees and the individual Directors are set out in the Board Charter which is accessible through the Company's website at https://www.countryview.com.my.

During the financial year under review and in compliance with the introduction of Section 17A of the Malaysian Anti-Corruption Commission Act 2009, the Board had adopted an Anti-Bribery and Corruption Policy, guided by:

- The Guidelines on Adequate Procedures pursuant to subsection 5 of Section 17A issued by the Prime Minister's Department on 4 December 2018.
- Paragraph 15.29 of the Main Market Listing Requirements of Bursa Securities Bhd in relation to anti-corruption and whistle blowing.

The Board had also reviewed and updated its Board Charter, Code of Business Conduct & Ethics and Whistle-Blowing Policy in line with the Anti-Bribery and Corruption Policy adopted. The Board Charter and supporting Board Policies are available on the Group's website at https://www.countryview.com.my.

It is the primary governance responsibilities of the Board to lead and control the Group. The Board's responsibilities in respect of the stewardship of the Group includes plans for the strategic direction, development and control of the Group and initiatives to embrace the responsibilities listed in the MCCG. While the Board sets the strategic plan and policies, the Executive Directors are responsible for making and implementing operational and corporate decisions while the Non-Executive and Independent Directors ensure corporate accountability by providing unbiased and independent views, advice and judgement and challenging the Managements' assumptions and projections in safeguarding the interests of the shareholders.

The Board has defined the roles and responsibilities for the Board and its Directors. In discharging their fiduciary responsibilities, the Board emphasises strongly during its Board meetings on the deliberation and review of the financial performance of the Group, the execution of strategic plans by the Executive Directors, the principal risks faced by the Group and effectiveness of management mitigation plans, the appraisal of senior management as well as the integrity of the management information and systems of internal control of the Group.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

A1. Board's Roles and Responsibilities (Cont'd)

The Board maintains specific Board Committees namely Audit and Risk Management Committee ("ARMC"), Nomination Committee and Remuneration Committee. These Committees ensure greater attention, objectivity and independence are provided in the deliberations of specific board agenda. The Board has defined the terms of reference for each Committee and the Chairman of these respective committees would report to the Board during the Board meetings on significant matters and salient matters deliberated in the Committees.

A.1.1 Oversight of Group's Business

The day-to-day management of the business operations of the Group is led by the Executive Directors and Senior Management. Their performance under the lead of the Executive Directors is assessed by the Board based on the financial and management reports tabled during its quarterly reporting periods. The Board is also kept updated on the Group's strategic direction initiatives, significant operational and regulatory challenges faced by the Group during its meetings.

The Executive Director(s) meets with senior Management on a regular basis where policies, strategies and operational matters are deliberated and brought to the attention of the Board where appropriate during the quarterly Board Meetings.

The Board has reserved specific matters that will require their decision with appropriate authority limits placed.

A.1.2 Access to Information and Board Effectiveness

The Board have full and unrestricted access to the information on the Group's business and affairs to enable them to discharge their duties and responsibilities effectively. All Directors have access to the Management and may interact directly with the management or request further explanations, request for information in relation to any areas of the Group's operations or business.

The Board was also kept informed progressively of the various requirements and updates issued by the various regulatory authorities. These requirements and updates were provided and briefed by the Management, the Company Secretaries, external and internal auditors. The Management, external and internal auditors were invited to attend Board and/or Committee meetings to provide additional insights and professional advice on specific items on the meeting agenda.

Procedurally, when external advice are necessary, the director who intends to seek such consultation or advice shall notify the Chairman for approval. Upon approval, the Chairman will facilitate obtaining such advice and, where appropriate, disseminate the advice to all directors. The Board has the authority to conduct or direct any investigation required to fulfil its responsibilities and has the authority to retain at the Company's expense, such as legal, accounting or other services, consultants, advisers or experts as it considers necessary from time to time in the performance of its duties.

A.1.3 Strengthen Composition

The MCCG emphasises the importance of right Board composition in enhancing the Board's decision making process and the transparency of policies and procedures in selection and evaluation of Board members. The Board currently comprises of seven (7) members, of which four (4) are Executive Directors, one (1) Non-Independent Non-Executive Director and two (2) Independent Non-Executive Directors.

In accordance with Paragraph 3.04 and 15.02 of Bursa Securities' Main Market Listing Requirements ("Listing Requirements"), at least two (2) directors or one-third (1/3) of the Board of Directors, whichever is higher, shall be Independent Directors. If the number of directors is not three (3) or multiple of 3, then the number nearest one-third (1/3) shall be used for purposes of determining the requisite number of Independent Directors.

The current composition of two (2) Independent Non-Executive Directors meets the current requirement for Independent Non-Executive Directors under the Listing Requirements. CVB is led and managed by a diverse, competent and experienced Board of Directors with a mix of suitably qualified and experienced professionals having wide and varied spectrum of expertise in the fields of business, property development, corporate finance, accounting and taxation. This enables the Board to carry out its responsibilities effectively and ensures accountability. The current Board is drawn from different ethnic, cultural and socio-economic background with their age ranging from 51 years to 65 years to ensure that different viewpoints are considered in the decision making process.

The profile of each Director is set out on pages 9 to 12 of this Annual Report.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

A1 Board's Roles and Responsibilities (Cont'd)

A.1.4 Separation of positions of Chairman and Chief Executive Officer

CVB's Board is led by an Executive Chairman and supported by three (3) Executive Directors, One (1) Non-Independent Non-Executive Director and two (2) Independent Non-Executive Directors.

Under CVB's organization and management structure, the roles of the Executive Chairman and Executive Directors are clearly defined and set out in the Board Charter. The Executive Chairman's role includes leading the Board in the oversight of management and is not involved in the day to day management of the Group. The roles and functions of a Chief Executive Officer is carried out and performed by the Executive Directors jointly and collectively.

The Board is of the opinion that there is no issue with regards to the balance of power and authority on the Board as the roles of Executive Chairman and the Executive Directors are clearly set out and established while the decision making process of the Board is based on collective decisions without any individual exercising any considerable concentration of power or influence and well balanced by the presence of strong elements of independence in the Board.

All the Independent Directors are independent of Management and have no family or business relationships with the Executive Directors and major shareholders, which would interfere with the execution of their independent judgement.

The Executive Directors are overall responsible for implementing the strategies and decisions of the Board, overseeing the Group's day-to-day operations and businesses, whilst the Independent Non-Executive Directors provide their independent view, unbiased judgment and knowledge to the management as well as safeguarding the interests of the shareholders. Non-Executive Directors do not participate in the day-to-day management of the Group.

A.1.5 Board Commitment

The Board has a policy on time commitment to enhance and affirm the directors' commitment to the Group and ensure their devotion of time towards the affairs of the Group and to continuously improve their knowledge and skillsets.

The Board meets at least every quarter and on other occasions, as and when the need arises, to inter-alia review and approve quarterly financial results, statutory financial statements, the annual report, business ventures as well as to review the performance of the Company and its operating subsidiaries, governance matters and other business development matters.

A corporate calendar of all scheduled meetings and planned events for the financial year are furnished to all Directors and the management by the Company Secretaries normally at the 1st quarter Board meeting to aid and facilitate the Directors in scheduling and meeting their time commitments. All Directors are also required to inform the Board before accepting any other directorships in other listed companies or groups.

The Executive Directors are engaged full time in the management and operations while the Non-Executive Directors attend Board Meetings and Committee Meetings as and when required as dictated by circumstances. All Directors commit and devote their time to make themselves available to attend to any matters arising which requires their attention individually or collectively.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

A1 Board's Roles and Responsibilities (Cont'd)

A.1.5 Board Commitment (Cont'd)

The attendance record of the Directors at Board and Committee meetings in respect of the FY2020 are set out below:

Name of Director	Position	Attendance			
		Board	ARMC	NC	RC
TAN SRI MOHAMED AL AMIN BIN ABDUL MAJID	Executive Chairman	5/5	-	-	-
LAW KIT TAT	Executive Director	5/5	-	-	-
WONG JOON CHIN (F)	Executive Director	5/5	-	-	-
WONG CHEE SEAN @ WONG SEAN	Executive Director	5/5	-	-	-
LAW KEE KONG	Non-Independent Non-Executive Director	5/5	5/5	1/1	1/1
CHOONG SHIAU YOON	Senior Independent Non-Executive Director	5/5	5/5	1/1	1/1
HAN HING SIEW	Independent Non-Executive Director	5/5	5/5	1/1	1/1

A.1.6 Directors' Training

The Directors of the Company have attended the Mandatory Accreditation Programme ("MAP") conducted by Bursatra Sdn Bhd in compliance with the Listing Requirements. Although no formal assessment of the training needs of each director was undertaken, the Directors were encouraged to attend relevant training programmes/ seminars/briefings to further enhance their skills and knowledge in the latest statutory and regulatory requirements as well as to keep abreast with the business development to assist them in discharging their duties as Directors.

Details of the Directors attendance of training programs/seminars/workshops/briefing are as follows:

Date	Topic/Organising Entity	Directors Attended
21 January 2020	MACC Act Section 17 A (Corporate Liability), Adequate Procedures and ISO 37001:2016 Awareness Course by KM Loi & Associates	All Directors
18-19 March 2020	Valuation for reporting Purposes by Malaysian Institute of Accountants	Choong Shiau Yoon
22 June 2020	Key Disclosure Obligations of a Listed Company by Malaysian Institute of Accountants	Han Hing Siew
13 July 2020	Limited Liability Partnership (LLP) with Tax Issues and Companies Act 2016 Updates and Implementing Compliance at the Workplace	Han Hing Siew
10 September 2020	Implications of Latest Public Rulings issue in 2019-2020 by Malaysian Institute of Accountants	Choong Shiau Yoon
14-15 September 2020	MIA Webinar Series: ISA 500 & 501 Audit Evidence and Specific Consideration for selected items	Choong Shiau Yoon
5 October 2020	MIA Webinar Series: Covid-19 Impact on Financial Instruments	Choong Shiau Yoon

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

A1 Board's Roles and Responsibilities (Cont'd)

A.1.6 Directors' Training (Cont'd)

Details of the Directors attendance of training programs/seminars/workshops/briefing are as follows: (Cont'd)

Date	Topic/Organising Entity	Directors Attended
22 October 2020	Latest Tax Implications and Audit Issues on Cross Border Transaction in 2020 by Malaysian Institute of Accountants	Choong Shiau Yoon
12 November 2020	Qualifying Capital Expenditures and Allowances by Malaysian Institute of Accountants by Malaysian Institute of Accountants	Choong Shiau Yoon
15 December 2020	MIA Webinar Series: 2021 Budget Seminar	Choong Shiau Yoon

A.1.7 Nomination Committee

The Board has established a Board Nomination Committee ('BNC') comprised exclusively of Non-Executive Directors a majority of whom are independent as follows:

- **Chairman**
  Choong Shiau Yoon – Senior Independent Non-Executive Director

- **Members**
  Law Kee Kong – Non-Independent Non-Executive Director
  Han Hing Siew – Independent Non-Executive Director

The Chairman of the BNC is the Senior Independent Non-Executive Director.

The primary responsibilities of the BNC are set out in detail in its Terms of Reference which can be viewed from the Company's website at https://www.countryview.com.my.

Activities of BNC

During the year the BNC carried out the following activities:

a) reviewed the Board's size, composition and balance and concluded that there had not been any significant change in the legislative, business and operational landscape affecting the Group's principal activities. The BNC had concluded that the Board's dynamics are healthy and effective and all members of the Board had demonstrated their ability to work together and with management as a cohesive unit. The present members of the Board were persons of calibre, character and integrity, possessing the appropriate skills, experience and qualities to steer the Company forward. The BNC is also satisfied that the existing structure, size, composition, current mix of skills, competence, knowledge, experience and qualities of the existing Board members are appropriate to enable the Board to carry out its responsibility effectively.

b) evaluated and assessed the performance and effectiveness of the Board as a whole, the Board Committees and the Performance of Each Individual Directors in accordance with the process for evaluating and assessment approved and adopted by the Board. The evaluation process amongst others considered whether the Directors had access to all necessary information and appropriate avenues for advice to carry out their responsibilities, whether the Committees had met its purpose, whether its composition was appropriate, and whether it had the necessary authority and processes to carry out its functions and fulfil its obligations. The Board was assessed amongst other criteria, in respect of its composition, and whether the Board had the appropriate vision, mission and strategies, whether processes and procedures were adequate and efficient to enable it to carry out its responsibilities.

   Through this process carried out by way of evaluation questionnaires, the BNC concluded that the Board's dynamic was healthy and effective and that no necessary recommendations for actions were needed.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

A1 Board's Roles and Responsibilities (Cont'd)

A.1.7 Nomination Committee (Cont'd)

Activities of BNC (Cont'd)

During the year the BNC carried out the following activities: (Cont'd)

The BNC also concluded that:

i) The Board was in a position to draw on the benefits and experience of its Directors in the core areas of accounting and taxation, corporate finance and property development as well as the wide and varied business experience of its Directors. In areas where the Board may not be technically proficient, the Board would be able to garner advice from its consultants in the required field.

ii) The Board was also sufficiently balanced with the right mix of executive, non-executive and independent non-executive Directors.

iii) The Board was sufficiently diverse with:

- the age of the directors ranging between 51 years to 65 years;
- the directors coming from different backgrounds, profession and experience;
- gender diverse with a member of the female gender represented in the Board.

c) evaluated and assessed the independence of the Independent Directors in accordance with the process approved and adopted by the Board. Further details of this assessment is set out under paragraph A.1.9 in this statement.

d) reviewed the ARMC's term of office and performance of ARMC and each of its members and BNC was of the opinion that the ARMC was effective and decisive. The ARMC members possessed the right mix of relevant experience and knowledge and had effectively discharged their duties and role.

The BNC was therefore of the opinion that no changes need to be made to the existing structure, size and composition of the present Board and accordingly made its opinion and recommendation to the Board.

e) <u>Reviewed Directors' Retirement</u>

Director re-election provides an opportunity for shareholders to renew their mandate conferred to the Directors. The Constitution 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 AGM.

The above provisions are adhered to by the Board in every AGM. Information of directors standing for re-election are outlined in the Profile of Directors covering their details of profession, directorships in other public companies and shareholdings in the Company and their attendance of the Board meetings are set forth on page 10, 11 and 27 of this Annual Report.

At the forthcoming 2021 AGM, Mr Wong Chee Sean @ Wong Sean and Mr Law Kee Kong are due to retire by rotation under Clause 132 of the Constitution and being eligible have offered themselves for re-election. The BNC following its review on the performance of the two Directors and having noted their significant and valued contributions to the Board had recommended their re-election to the Board and the Board had concurred with such recommendation and are recommending that shareholders re-elect the said Directors at the 2021 AGM.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

A1 Board's Roles and Responsibilities (Cont'd)

A.1.7 Nomination Committee (Cont'd)

Activities of BNC (Cont'd)

f) recommended and defined the criteria to be taken into considerations for appointment of new directors.

The following are the key criteria for evaluation and selection of new board candidate: -

- character, age and experience, competencies, commitment, contribution and performance;
- diligence and professionalism;
- integrity; and
- in the case of candidates for the position of independent non-executive directors, the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors, in particular, independence of mind and sense of fairness.

Upon appointment, an induction will be provided to any new director in order to enable him/her to fit into the new board and to contribute and discharge his/her duties effectively.

A.1.8 Remuneration Committee

The Board Remuneration Committee ('BRC') is comprised wholly of Non-Executive Directors with a majority of Independent Non-Executive Directors as follows:

- **Chairman**
  Han Hing Siew – Independent Non-Executive Director

- **Members**
  Choong Shiau Yoon – Senior Independent Non-Executive Director
  Law Kee Kong – Non-Independent Non-Executive Director

Subsequent to financial year end, the BRC had met to review and recommend the remuneration for its Directors and senior management in accordance with the Board's Remuneration Policy which sets out the policy framework to enable the Board to attract, retain and motivate individual of the right quality and calibre.

The Board's Remuneration Policy can be reviewed at CVB's website at https://www.countryview.com.my.

In line with corporate governance best practice, the disclosure of the Directors' remuneration on a named basis are set out below:

The details of remuneration paid to Directors in FY2020 for CVB and Group level are as follows:

Directors	Salaries and other emoluments (RM)	Fees (RM)	Bonus (RM)	Benefits-in-kind (RM)	Total (RM)
Tan Sri Mohamed Al Amin Bin Abdul Majid	388,990.00	20,000.00	87,750.00	22,853.00	519,593.00
Law Kit Tat	452,881.00	20,000.00	154,350.00	30,610.00*	657,841.00
Wong Chee Sean @ Wong Sean	326,064.00	20,000.00	67,830.00	30,070.00*	443,964.00
Wong Joon Chin	401,082.73	20,000.00	94,760.00	3,150.00*	518,992.73
Choong Shiau Yoon	-	90,000.00	-	-	90,000.00
Law Kee Kong	-	90,000.00	-	-	90,000.00
Han Hing Siew	-	90,000.00	-	-	90,000.00
Total	**1,569,017.73**	**350,000.00**	**404,690.00**	**86,683.00**	**2,410,390.73**

Other emoluments comprised allowance, EPF, contribution and perquisites.
* Benefit in Kind is provided by the wholly owned subsidiary.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

A1 Board's Roles and Responsibilities (Cont'd)

A.1.8 Remuneration Committee (Cont'd)

The proposed Directors' fees totalling RM350,000.00 for the FY2020 payable to all Directors will be tabled for shareholders' approval at the forthcoming AGM.

A.1.9 Board Independence

Assessment of Independent Directors

The Board has adopted a policy and procedures for the assessment of its Independent Directors annually.

The assessment carried out by the Nomination Committee apart from looking at the criteria and definition of an Independent Director set out under the Listing Requirements, also considers:

- whether the Independent Directors have developed, established or maintained any significant relationship which would impair their independence as an Independent Director with the Executive Directors and Major Shareholders other than normal engagements and interactions on a professional level consistent and expected of them to carry out their duties as Independent Non-Executive Directors, Chairman or member of the Board's Committees;
- whether the Independent Directors have engaged in any transactions with the Group; and
- whether the Independent Directors have devoted sufficient time commitment and desire to serve.

Independence is important and crucial for ensuring objectivity and fairness in board's decision making.

The Board has adopted recommended practice whereby the tenure of an independent director should not exceed a cumulative term of nine (9) years. When the Board retains an independent director who has served in that capacity for more than nine (9) years, the Board would justify its decision and seek shareholders' approval.

The Board Charter provides that each director is expected to advise the Chairman immediately if he is no longer independent. Any director who have concern about the independence of a director shall immediately raise the issue during a Board meeting. The Company will make an immediate announcement to Bursa Securities when an independent director loses his independent status.

As at the reporting date, Mr Choong Shiau Yoon and Mr Han Hing Siew are the Independent Non-Executive Directors of the Company. Mr Han was appointed on 1 December 2018 and will have served as an Independent Director for a period of more than 2 years while Mr Choong was appointed as Independent Non-Executive Director since 27 March 2002 and will have served for a cumulative period of more than nine years by 28 April 2021, the scheduled date for the 2021 AGM.

Subsequent to the financial year end, the BNC carried out its annual assessment on the independence of its Independent Directors, Mr Choong Shiau Yoon and Mr Han Hing Siew. The Board based on the review and, recommendations made by the BNC, was unanimous in its opinion that Mr Choong's and Mr Han's independence had not been compromised or impaired in any way after having noted the following considerations during the review and assessment of both Directors:

- both Mr Choong and Mr Han continues to fulfil the criteria and definition of an Independent Director as set out under Paragraph 1.01 of the Listing Requirements;
- During their tenure in office, both Mr Choong and Mr Han had not developed, established or maintained any significant relationship which would impair their independence as an Independent Director with the Executive Directors and Major shareholders other than normal engagements and interactions on a professional level consistent and expected of them to carry out their duties as Independent Non-Executive Director, Chairman or member of the Board's Committees;
- During their tenure in office, both Mr Choong and Mr Han had never transacted or entered into any transactions with, nor provided any services to the Company and its subsidiaries, within the scope and meaning as set forth under Paragraph 5 of Practice Note 13 of the Listing Requirements;
- During their tenure in office as Independent Non-Executive Director in the Company, both Mr Choong and Mr Han had not been offered or granted any options by the Company. Other than Director's fees and allowances paid which has been an industry norm and within acceptable market rates, duly disclosed in the Annual Reports, no other incentives or benefits of whatsoever nature had been paid to them by the Company.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (Cont'd)

A1 Board's Roles and Responsibilities (Cont'd)

A.1.9 Board Independence (Cont'd)

Assessment of Independent Directors (Cont'd)

Both the BNC and the Board hold the view that a Director's independence should not solely be determined by reference to a set period of time alone and believe that the Group will benefit from long serving independent directors who have proven and demonstrated their commitment, experience and continued independence.

Both the BNC and the Board concluded unanimously that in its opinion, both Mr Choong's and Mr Han's independence had not been compromised or impaired in any way and was of the opinion that both Mr Choong and Mr Han will be in a position to continue to carry out their duties and responsibilities as Independent Non-Executive Directors of the Company.

In respect of Mr Choong both the BNC and the Board noted that Mr Choong had been appointed as an Independent Non-Executive Director on 27 March 2002 and pursuant to Practice 4.2 of MCCG will have served as an Independent Non-Executive Director for a period of more than 19 years by 28 April 2021, the scheduled date for the 2021 Annual General Meeting.

During his tenure in office, Mr Choong had gained significant and detailed understanding and insights into the business operations, and industry sectors in which the Group operates in. This includes an understanding of the peculiarities, strengths and weaknesses of the industry sector thereby enabling him to offer a different perspective during the decision making process which a fresh appointee or a director holding office for a short length of time would not be able to offer.

Mr Choong is an Accountant by profession having been the principal and managed his own practice with over 38 years of practical experience. Mr Choong is currently Member of Parliament for the Tebrau Constituency in Johor. He has demonstrated very strong leadership characteristics, integrity and continues to be independent in mind with no hesitation in expressing his opinions, stance on matters and issues and does not shy away from raising serious and pertinent questions during deliberations.

Mr Choong had also furnished a fresh declaration on his independence and the BNC and the Board had noted that Mr Choong had indicated that he was willing to continue in office as an Independent Non-Executive Director beyond the nine years tenure recommended under the MCCG.

The BNC and the Board was unanimous in its opinion that Mr Choong's independence has not been compromised or impaired in any way taking note of the abovementioned considerations and accordingly both the BNC and the Board strongly recommends retaining Mr Choong as an Independent Non-Executive Director and will be tabling an Ordinary Resolution to shareholders at the forthcoming AGM for the said purpose pursuant to Practice 4.2 of MCCG notwithstanding his long tenure in office.

The Board on the recommendation of the BNC will seek approval from shareholders to retain Mr Choong as an Independent Director through a two-tier voting process to uphold the recommendations of MCCG Practice 4.2 at the forthcoming AGM.

PRINCIPLE B: EFFECTIVE AUDIT & RISK MANAGEMENT

B.1 Audit and Risk Management Committee

The composition requirement of the ARMC members is in accordance with the regulatory requirements. The ARMC has access to all the Executive Directors, Senior management, External and Internal Auditors.

The review of the terms of office and performance of the ARMC and each of its members are carried out annually.

The review was carried out in line with the assessment procedures adopted by the Board, by way of peer assessment in the form of evaluation questionnaires. The assessment carried out considered amongst others whether the Committee has met its purpose, whether its composition is appropriate, and whether it has the necessary authority and processes to carry out its functions and fulfil its obligations. Following the latest review, the BNC and the Board are of the opinion that the performance of the ARMC has been satisfactory and each member of the ARMC has carried out and discharged their responsibilities in accordance with the ARMC's terms of reference.

PRINCIPLE B: EFFECTIVE AUDIT & RISK MANAGEMENT (Cont'd)

B.1 Audit and Risk Management Committee (Cont'd)

Further information on the composition and summary of work of the ARMC are set out on pages 36 to 39 of this Annual Report.

The Board notes the comment by Bursa Malaysia that listed issuers which combine the functions of Audit Committee with a Risk Management Committee will not qualify for the adoption of step-up Practice 9.3.

Both the ARMC and the Board were of the opinion that the decision to combine the functions of the AC and the Risk Management Committee was relevant and most practical solution to suit the Group's size and dynamics and the Board has opted to maintain the existing structure of the ARMC.

The Board will review the need to separate the Audit Committee and the Risk Management Committee as recommended under step up Practice 9.3 if changes occur in the current size and composition of the Board together with other dynamics such as the current level of operations and business of the Group.

B.2 Risk Management System, Integrity of Management Information and Internal Control

The Board has an effective risk management system and internal control system in place, which is overseen by a Sustainability and Risk Management Working Committee that reports to the ARMC and ultimately to the Board for the FY2020. Risk Management is regarded by the Board to be an integral part of the business operations, and good governance practices. Risk is inherent in all business activities, and the Group's objective is not to eliminate risk totally but to provide structural means to identify, prioritise and manage risks involved in all the Group's activities and to balance between the costs and benefits of managing and treating risks, as well as the anticipated returns to be derived therefrom. Senior Management and Heads of Department are responsible for managing the identified risks within defined parameters and standards. In the periodic management meetings, key risks and mitigating controls are deliberated.

The Board is overall responsible for maintaining and ensuring the integrity of a sound system of Internal Control which supports effective and efficient operations to safeguard shareholders' interests and the Group's business and assets.

Further details of the Group's systems of risk management and internal control and the function of the internal auditors are reported in the Statement on Risk Management and Internal Control on pages 40 to 44 of this Annual Report.

B.3. Recognise and Manage Risks

As mentioned earlier, the Board and ARMC is assisted by a Sustainability and Risk Management Working Committee to maintain its risk management system, which is reviewed and updated constantly to safeguard shareholders investments and the Group's assets.

The Group's Internal Audit function has been outsourced to an external consultant which reports directly to the ARMC.

The Internal Audit function reviews and appraises the risk management and internal control processes of the Group and going forward will look into the effectiveness of the Group's governance processes as well. The Statement on Risk Management and Internal Control set out on page 40 of this Annual Report provides an overview of the Group's approach to ensuring the effectiveness of the risk management and internal processes within the Group.

PRINCIPLE C : INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

C.1. Uphold Integrity In Financial Reporting

The Board is responsible for ensuring the proper maintenance of the accounting records of the Group. The Group's financial reporting in the form of quarterly and annual financial statements present a balanced and understandable assessment of the Group's position and prospects. The ARMC assists the Board in ensuring the information disclosed is accurate, adequate and complies with all applicable Financial Reporting standards.

The Board's ARMC has adopted a policy and procedure to assess the suitability and independence of its external auditors. As part of these procedures, the external auditors will be required to make a declaration to the ARMC and Board to confirm that they are and have been independent throughout the conduct of the audit engagement.

The assessment was carried out in March 2021 in respect of FY2020. Following this review the ARMC and Board were satisfied with the independence of the external auditors and their performance.

PRINCIPLE C : INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (Cont'd)

C.2. Statement of Directors' Responsibility in Relation to the Financial Statements

The Directors are responsible for the preparation of the Audited Financial Statements for the financial year ended 30 November 2020 which give a true and fair view of the state of affairs of the Group and will ensure that they are presented in accordance with the provisions of the Companies Act 2016 and the applicable approved accounting standards in Malaysia.

The quarterly results and annual financial statements are reviewed by the ARMC and recommended to the Board for approval before releasing to the public via the Bursa Securities' website. In the preparation of the financial statements for the year ended 30 November 2020, the Directors are satisfied that the Group had used appropriate accounting policies that were consistently applied and supported by reasonable and prudent judgment and estimates as well as ensures the financial statements comply with accounting standards and other regulatory requirements with the Management and the External Auditors.

The Statement of Directors pursuant to Section 251 of Companies Act 2016 is set out on page 52 whereas the Statement of Directors' Responsibility pursuant to Paragraph 15.26(a) of the Listing Requirements is on page 46 of this Annual Report.

The details of the audited financial statements of the Company are set out on pages 57 to 117 of this Annual Report.

C.3. Code of Business Conduct and Ethics

CVB's Code of Business Conduct and Ethics sets out the standards of ethical behaviour and values expected of Directors and employees and serves as a guide and reference in the course of the performance of their responsibilities.

The Board has implemented appropriate processes and systems to support, promote and ensure its compliance. The Board through the BNC will periodically review the Code which is available on the Company's corporate website.

The Board had also adopted a Whistle Blowing Policy ('WBP') which sets out the disclosure procedures and protection for whistle blowers to meet the Group's ethical obligations. Employees and stakeholders are encouraged to raise any serious concerns they have on any suspected misconduct or malpractices without fear of victimisation in a responsible manner rather than avoiding or overlooking them. During the FY 2020, the Board reviewed and updated the Code of Business Conduct and Ethics and the WBP to be in line with the Board's Anti-Bribery and Corruption Policy adopted.

The WBP is available on the Company's official website at https://www.countryview.com.my.

C.4 Ensure Timely and High-Quality Disclosure

The Board acknowledges the importance of ensuring that it has in place, appropriate corporate disclosure policies and procedures which leverages on information technology as recommended by the MCCG.

The Board's Corporate Disclosure Policy and Procedures which complies with the disclosure requirements as set out in the Listing Requirements, guided by Bursa's Corporate Disclosure Guide (Issued on 22nd September 2011) can be viewed on the Company's website.

C.5 Strengthen Relationship between Company and Shareholders

As stated earlier, the Board recognizes the importance of communications with its shareholders and will take additional measures to encourage shareholders participation at general meetings as recommended by the MCCG.

In view of the Movement Control Order imposed by the Malaysian Government during 2020, the Company's Postponed 37th AGM was conducted fully virtual by way of Remote Participation and Voting ("RPV") Platform through live streaming as guided by the Guidance and FAQs on the Conduct of General Meeting for Listed Issuers issued by the Securities Commission on 18 April 2020 (revised on 19 February 2021).

During the year, in line with Paragraph 8.29A of the Listing Requirement, all resolutions tabled at the Company's Postponed 37th AGM was voted by poll via RPV. An independent scrutineer was appointed to validate the poll results and the decision of each resolution put to poll as well as the name of the independent scrutineer was announced to Bursa Securities on the same day of the Postponed 37th AGM.

PRINCIPLE C : INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (Cont'd)

C.5 Strengthen Relationship between Company and Shareholders (Cont'd)

At the last AGM, the Executive Chairman encouraged the shareholders to participate in the questions and answers session on the resolutions being proposed and on the Group's operations in general. The Directors, Management and External Auditors were in attendance to respond to the shareholders' queries.

C.6 Stakeholder Communication Policy

The Board recognizes the importance of communications with its shareholders, investors and other stakeholders ensuring that they are well informed of the Group's performances and latest developments. As such, the Group disseminates information to its shareholders, investors and other stakeholders through its Annual Report, circulars, quarterly financial results, various corporate disclosure and announcements from time to time. Shareholders, investors and other stakeholders may obtain the Company's latest announcements via the website of Bursa Securities at www.bursamalaysia.com. The Company also maintains its website at https://www.countryview.com.my containing business, investor and product information for the access of the general public.

The Group's AGM serves as a principal forum for dialogue with shareholders for which due notice is given. Shareholders are encouraged to raise questions pertaining to the operations and financials of the Group.

The Board believes that on-going communication with shareholders is vital for shareholders and investors to make informed investment decisions.

C.7 Sustainability

The Board of CVB recognises the importance of building a sustainable business taking into consideration all factors that will affect the sustainability of the Group's business, the management and how these factors are addressed in order to create long term shareholder value and to safeguard the interest of all stakeholders.

The Group's Sustainability Statement is set out on pages 18 to 23 of this 2020 Annual Report.

Compliance Statement

The Board recognizes and views that Corporate Governance is an ongoing process and is of the view that the Company has substantially complied with the recommendations of the MCCG and will take appropriate steps towards embracing the Principles and Recommendations under the MCCG at a pace and time frame consistent with the size, priority and dynamics of the Group.

●○○ AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

COMPOSITION OF AUDIT AND RISK MANAGEMENT COMMITTEE

In compliance with Paragraph 15.09 of the Main Market Listing Requirements (‘Listing Requirements’) of Bursa Malaysia Securities Berhad (‘Bursa Securities’), the Audit and Risk Management Committee (“ARMC”) of Country View Berhad (‘CVB’) is comprised wholly of Non-Executive Directors with a majority of Independent Directors as follows:

Choong Shiau Yoon
(Chairman, Senior Independent Non-Executive Director)

Han Hing Siew
(Member, Independent Non-Executive Director)

Law Kee Kong
(Member Non Independent Non-Executive Director)

Mr. Choong Shiau Yoon, the Chairman, is a Chartered Accountant of the Malaysian Institute of Accountants while, Mr Han Hing Siew a retired investment banker with experience in corporate finance and banking, and is a Chartered Accountant of the Malaysian Institute of Accountants and Mr. Law Kee Kong is an Economist by training and is a successful businessman with extensive experience in property investment and housing development. CVB is in compliance with Paragraph 15.09 (1) (c)(i) of the Main Market Listing Requirements.

SECRETARY

The secretary(ies) to the ARMC are the Company Secretary(ies) of the Company.

TERMS OF REFERENCE

The detailed Terms of Reference of the ARMC outlining the composition, duties and functions, authority and procedures of the ARMC are published and available on the Company’s website at https://www.countryview.com.my.

MEETINGS

The attendance record of all members of the ARMC in respect of the financial year ended 30 November 2020 at meetings of the ARMC held are as follows: -

Name	Number of Meetings Attended	Percentage of Attendance (%)
Mr. Choong Shiau Yoon	5/5	100
Mr Han Hing Siew	5/5	100
Mr. Law Kee Kong	5/5	100

The Agenda for meetings, the relevant reports and papers were furnished to all ARMC members by the Secretaries after consultation with the ARMC Chairman in advance to facilitate effective deliberation and decision making at the respective meetings.

During its scheduled quarterly meetings, the ARMC reviewed the interim and year-end financial report, the internal and external audit plans and reports, Related Party Transaction (‘RPT’), if any, and all other areas within the scope of responsibilities of the ARMC under its Terms of Reference.

During the year, the ARMC also reviewed the Group’s risk management framework and profile [with assistance of its Sustainability and Risk Management Working Committee (“SRMWC”)]. The ARMC also reviewed the internal control processes (with the assistance of its outsourced Internal Audit Function) twice a year.

All issues and challenges were deliberated during ARMC meetings before arriving at any decisions, conclusions or recommendations and brought to the attention of the Board where necessary. The minutes of these deliberations and its resultant decisions, conclusions or recommendations at each ARMC meeting were properly minuted by the Company Secretary and subsequently elevated to the Board for review and notation.

The Group General Manager and the Chief Financial Officer who are the Chairman and Deputy Chairman of the SRMWC respectively were invited to, and attended all ARMC meetings to facilitate direct communication and interaction as well as provide clarifications on audit, financial, risk management and operational issues.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT CONT'D

SECRETARY (Cont'd)

MEETINGS (Cont'd)

The representatives of the outsourced Internal Audit Function attended the ARMC meetings to table their respective Internal Audit reports.

The External Auditors of the Company represented by their Engagement Partner and the Audit Manager leading the Audit attended ARMC meetings to present their Audit Planning Memorandum and Audit Findings Memorandum.

SUMMARY OF ACTIVITIES

In respect of the financial year ended 30 November 2020, the ARMC in discharging its duties and functions carried out activities which are summarised broadly as follows: -

a) Internal Audit

The CVB Group's internal audit function, which reports directly to the ARMC, is outsourced to Tricor Axcelasia Sdn. Bhd. (formerly known as Axcelasia Columbus Sdn. Bhd.). The Engagement Director is Ms Melissa Koay who has diverse professional experience in internal audit, risk management and corporate governance advisory. She is a Chartered Member of the Institute of Internal Auditors Malaysia, a member of the Malaysian Institute of Accountants and a Fellow Member of the Association of Chartered Certified Accountants, United Kingdom. Ms. Koay is also a Certified Internal Auditor (USA).

The number of staff deployed for the internal audit reviews ranges from 3 to 4 staff per visit which is carried out twice a year. The staff involved in the internal audit reviews possesses professional qualifications and/or a university degree. The internal audit staff on the engagement team are free from any relationship or conflict of interest, which could impair their objectivity and independence, and the internal audit reviews were conducted using a risk based approach and were guided by the International Professional Practice Framework.

The primary responsibility of this internal audit function is to assist the Board and the ARMC in reviewing and assessing whether the management systems of internal control procedures are adequate and effective as well as provide recommendations to strengthen these internal control procedures so as to foster a strong control environment.

Before the commencement of the internal audit reviews, an internal audit plan over a 2 years cycle is presented to the ARMC for their deliberation and approval. Upon approval by the ARMC, internal audit reviews would be carried out in accordance with the approved internal audit plan. Thereafter during the quarterly meetings following the presentation of the Internal Audit Report, the ARMC also reviews with the Internal Auditors, the progress and coverage of the Internal Audit Plan to ensure that the audit direction remains relevant and is in line with the ARMC's expectations.

Prior to the presentation of reports and findings to the ARMC, comments from the management were obtained and incorporated into the internal audit findings and reports.

The Internal Auditors had attended two (2) ARMC meetings during the financial year. The functional areas and operating processes reviewed by the Internal Auditors were as follows: -

i. Crisis Management
ii. Project Development and Planning

The internal audit reports also covered the follow-up by the management on the implementation of recommendations in their earlier reports.

The total cost incurred during the current financial year for the internal audit function of the Group was RM44,591.05.

Subsequent to the financial year end 30 November 2020, the ARMC carried out an assessment of the performance and suitability of the Internal Audit Function based on the adequacy of the scope, competency and resources.

SUMMARY OF ACTIVITIES (Cont'd)

b) During the year, the ARMC with the assistance of the SRMWC reviewed the Risk Management Framework and Profile as well as the adequacy and effectiveness of the Group's risk management framework. The SRMWC is responsible to oversee and perform periodic reviews on the Group's Risk Management framework and activities. Further details of the Group's risk management and internal control processes are set out in the Statement on Risk Management and Internal Control on pages 40 to 44 of this Annual Report.

c) <u>Financial Reporting</u>

In overseeing and discharging its responsibilities in respect of financial reporting, the ARMC:

i. Reviewed the financial positions, quarterly interim financial reports and announcements for the respective financial quarters prior to submission to the Board for consideration and approval. The 1st, 2nd, 3rd and 4th Quarter Interim Financial Reports were tabled at the ARMC meetings held on 10 June 2020, 20 July 2020, 23 October 2020 and 26 January 2021.
ii. The quarterly reports and Audited Financial Statements ('AFS') were prepared in compliance with the Malaysian Financial Reporting Standard ('MFRS') while the quarterly reports took into consideration Paragraph 9.22 including Appendix 9B of Listing Requirements;
iii. Reviewed the External Auditors' Audit Planning Memorandum for the financial year ended 30 November 2020;
iv. Reviewed the AFS and the External Auditors' findings and recommendations for the financial year ended 30 November 2020 on 26 January 2021;
v. Conducted independent meeting session with the External Auditors without the presence of executive board members and management personnel on 26 January 2021 and 12 March 2021;
vi. Considered the performance of External Auditors, reviewed the independence of External Auditors and recommended to the Board for re-appointment;
vii. To ensure the integrity of the financial information, received assurance from the Executive Directors and Chief Financial Officer, that:-
    - Appropriate accounting policies had been adopted and applied consistently;
    - The going concern basis applied in the Annual Consolidated Financial Statements was appropriate;
    - Prudent judgements and reasonable estimates had been made in accordance with the requirements set out in the MFRS;
    - Adequate controls and processes were in place for effective and efficient financial reporting and relevant disclosures under MFRS and Listing Requirements; and
    - The consolidated Annual Financial Statements and the Quarterly Condensed Consolidated Financial Statements did not contain material misstatements and gave a true and fair view of the financial position.
viii. Reviewed the Statement of Risk Management and Internal Control together with the Internal Auditors and External Auditors and received assurance from the Executive Directors and Chief Financial Officer that the Group's risk management and internal control systems are operating adequately and effectively in all material aspects before recommending the Statement to the Board of Directors.

d) <u>External Audit</u>

Messrs BDO PLT is the External Auditors for CVB and all its subsidiaries. Messrs BDO PLT led by their engagement partner presented their Audit Planning Memorandum for the financial year ended 30 November 2020 on 23 October 2020 and had declared and confirmed that they were independent and would be independent through their audit engagement.

Subsequent to the financial year ended 30 November 2020, the ARMC met with the External Auditors in the absence of management on two (2) occasions during 26 January 2021 and 12 March 2021. The ARMC had the opportunity to assess the co-operation extended by the Management to the External Auditors, their attitude and readiness to provide documentation and explanations, as well as the adequacy of resources in the Group's financial department.

The ARMC carried out an assessment of the performance and suitability of Messrs BDO PLT based on the quality of services, sufficiency of resources, adequate resources and trained professional staff assigned to the audit. The ARMC has been generally satisfied with the independence, performance and suitability of Messrs BDO PLT based on the assessment and are recommending to the Board and shareholders for approval for the re-appointment of Messrs BDO PLT as External Auditors for the financial year ending 30 November 2021.

SUMMARY OF ACTIVITIES (Cont'd)

e) During the financial year end 30 November 2020, there were no related party transactions. Nevertheless, the ARMC reviewed and ensured that the processes in respect of RPT's were present and adhered to.

f) Others

During the financial year under review, the ARMC had reviewed and recommended an Anti-Bribery and Corruption Policy and reviewed the Board Charter, Code of Business Conduct and Ethics Policy and Whistle-Blowing Policy.

CORPORATE GOVERNANCE PRACTICES

Apart from discharging its duties with respect to the internal audit, risk management, financial reporting and external audit, the ARMC also reviewed the disclosures made in respect of the financial results and Annual Report of the Company in line with the principles and spirit set out in the Malaysian Code on Corporate Governance 2017, other applicable laws, rules, directives and guidelines.

In addition, before finalising the various governance disclosures in the Annual Report, the ARMC together with all other Board Members and management had reviewed the Corporate Governance Overview Statement, Corporate Governance Report, Sustainability Statement, ARMC Report, Statement on Risk Management and Internal Control together with other compliance disclosures.

●○○ STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board of Directors ("Board) of Country View Berhad is committed to nurture and preserve throughout the Group a sound system of risk management and internal controls and good corporate governance practices as set out in the Board's Statement on Risk Management and Internal Control, made in compliance with Paragraph 15.26(b) of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and as guided by the Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers.

BOARD'S RESPONSIBILITY

The Board acknowledges its overall responsibility for maintaining a sound risk management framework and internal control system to safeguard the shareholders' investments and the Group's assets, as well as to discharge its stewardship responsibility in identifying principal risks and ensuring the implementation of an appropriate risk management and internal control system to manage those risks in accordance with Principle B of the Malaysian Code on Corporate Governance.

The Board continually articulates, implements and reviews the adequacy and effectiveness of the Group's risk management and internal control system which has been embedded in all aspects of the Group's activities. The Board reviews the processes, responsibilities and assesses for reasonable assurance that risks have been managed within the Group's risk appetite and tolerable ranges and to ensure that the system is viable and robust. This ongoing process has been in place for the entire financial year under review and up to the date of approval of this Statement for inclusion in the Annual Report.

Notwithstanding, the Group's system by its nature can only reduce rather than eliminate the risk of failure to achieve the business objectives. Accordingly, such systems can only provide a reasonable but not absolute assurance against material misstatement, loss or fraud.

The Board has received assurance from the *Executive Directors and the Chief Financial Officer that the Group's risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control framework of the Group.

**Under CVB's organisation and management structure, the roles and functions of a Group Chief Executive Officer is carried out and performed by the Executive Directors jointly and collectively.*

During the financial year, the Sustainability and Risk Management Working Committee ("SRMWC") reviewed, appraised and assessed the controls and actions in place to mitigate and manage the overall risk exposure of the Group as well as raised issues of concerns and recommended mitigating actions. The SRMWC reports to the Audit and Risk Management Committee ("ARMC") where key risks and mitigating actions were deliberated and implemented. Subsequently, the ARMC presented a summary of their deliberations and decisions to the Board.

During the financial year, the adequacy and effectiveness of the internal controls were reviewed by the ARMC in relation to the internal audits conducted by the outsourced Internal Audit function. The ARMC deliberated on the audit issues and actions taken by Management and a summary of the deliberations have been presented to the Board.

Where there are internal control and risk-related matters warranting the attention of the Board, these matters are recommended by the ARMC to the Board for its deliberation and decision.

KEY FEATURES OF RISK MANAGEMENT AND INTERNAL CONTROL PROCESSES

Key processes have been established in reviewing the adequacy and effectiveness of the risk management and internal control system including the following:

- The Executive Directors manage the operations of the Group in accordance with corporate objectives, strategies, policies and annual budgets as approved by the Board. Further details on the roles of the Executive Directors are set out in the Corporate Governance Overview Statement.

- The ARMC of the Group, with the assistance of the Sustainability and Risk Management Working Committee, performs scheduled risk management assessments and through the Internal Audit function, reviews the internal control processes, and evaluates the adequacy and effectiveness of the internal control system. The committee also seeks the observations of the independent external auditors of the Group. Further details are set out in the Audit and Risk Management Committee Report.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL
CONT'D

KEY FEATURES OF RISK MANAGEMENT AND INTERNAL CONTROL PROCESSES (Cont'd)

Key processes have been established in reviewing the adequacy and effectiveness of the risk management and internal control system including the following: (cont'd)

- The Group has combined the function of a Sustainability Working Committee together with the existing Risk Management Working Committee and was renamed as Sustainability and Risk Management Working Committee ("SRMWC"). It was established to oversee and perform periodic reviews on the Group's risk management framework and activities.

  The SRMWC is chaired by the Group General Manager and in his absence, the Chief Financial Officer will chair the meeting and comprises of all heads of Department.

  The SRMWC will report to the ARMC regarding the Group's risk exposures, including its review of the risk assessment model used to monitor the risk exposures and the views of Management on the acceptable and appropriate level of risks faced by the Group. Subsequently, ARMC will report to the Board for their attention, review and/or approval where necessary.

- The Board Nomination Committee ("BNC") assists the Board to review and recommends candidates to the Board of the Company, and evaluates the performance of Directors on an annual basis.

- The Board Remuneration Committee ("BRC") assists the Board to review and recommend appropriate remuneration policies for Directors to ensure that their remuneration commensurate with their performance.

OTHER KEY ELEMENTS OF INTERNAL CONTROLS

a) Management Structure

The Group maintains a formal organisation structure with clear lines of accountability and responsibility. The daily running of the businesses is entrusted to the Executive Directors and their Management teams. The heads of each operating subsidiary and department of the Group are empowered with the responsibility of managing their respective operations.

b) Reporting and Review

The Group maintains formal and structured lines of reporting and responsibilities within the Group. A reporting hierarchy has been established to facilitate the review and approval process within the Group.

Information is provided to the Senior Management and the Board via monthly and quarterly management reports respectively. This is to ensure that matters that require the Board's and Senior Management's attention are highlighted for review, deliberation and decision on a timely basis.

Ad-hoc and scheduled meetings are held at operational and management levels to identify operational issues, discuss and review the business plans, budgets, financial and operational performances of the Group. Quarterly financial statements containing key financial results and comparisons are tabled to the Board for their review and approval before announcement is made to the public.

c) Internal Policies and Procedures

- Policies and procedures, handbook, guidelines and authority limits have been established for employees within the Group in respect of day-to-day operations.

- Adoption and consistent application of appropriate accounting policies in the annual financial statements of the Group, and prudent judgements and reasonable estimates have been made in accordance with the applicable accounting standards in Malaysia. Processes and controls are in place for effective and efficient financial reporting and disclosure in the annual and quarterly financial statements of the Group to give a true and fair view of the financial position of the Group.

- Top down communication is made to all levels, of the Company's values such as the Board Charter, our statements of vision, mission, code of business conduct and ethics, corporate disclosure, board policy on time commitment, procedures for appointment of directors, remuneration for directors and senior management, shareholders communication as well as whistle-blowing are available on our website.

OTHER KEY ELEMENTS OF INTERNAL CONTROLS (Cont'd)

d) Audits

- The Group's internal audit function is outsourced to an independent professional firm, which is guided by the International Professional Practices Framework of the Institute of Internal Auditors, an international professional association of internal auditors, in carrying out internal audit assignments on the Group. The internal auditors, whom report directly to the ARMC, assist the Board in assessing the adequacy and operating effectiveness of the internal control system established by Management based on an agreed scope of work as outlined in an Risk-Based Internal Audit Plan tabled to, and approved by, the ARMC during the financial year. There was no restriction placed upon the scope of the Internal Audit function's work and the internal auditor was allowed full and unrestricted access to the records pertinent for the internal audit and relevant personnel of the Group.

  Further details of the functions and activities of the Internal Audit function are set out in the Audit and Risk Management Committee Report.

- The external audit engagement and quality reviewing partners are to be subject to a seven years rotation. An annual plan, comprising planned statutory audits and scope of work for the financial year in relation to the audit services by the external auditors, are reviewed and approved by the ARMC.

e) Related Party Transactions

Related party transactions are disclosed, reviewed, and monitored by the ARMC and presented to the Board as and when these transactions arise.

f) Insurance

The Group has in place adequate insurance coverage where it is available on economically acceptable terms to mitigate any unexpected financial impact.

g) Sustainability

Major sustainability risks have been addressed in line with the Group's sustainability framework and business strategies as elaborated in the Sustainability Statement.

RISK MANAGEMENT FRAMEWORK

The Group has established a risk management framework for managing risks affecting its business and operations.

The responsibility for managing risk resides at all levels within the Group. The day-to-day operational risks (such as health and safety, quality, project risks, etc.) are mainly managed by the project team and the respective heads who are guided by the approved standard operating procedures. Key strategic and operational risks that cut across the Group (such as new project investments, finance, contract management, human resources, etc.) are managed at the Group level.

Within the framework, an established and structured process has been put in place for the identification, assessment, communication, monitoring as well as the review of key risks and the effectiveness of key controls implemented. Due to the nature of the operations, the project operation risks are identified on an ongoing basis by the project team and reported to management immediately during the scheduled project and task force meetings with appropriate actions taken to manage and mitigate the project risks in a timely manner.

Key risks and mitigating controls are also highlighted and deliberated during the periodic management meetings. Significant risks affecting the strategic and business plans of the Group are escalated to the SRMWC and highlighted to the ARMC before reporting to the Board at their scheduled meetings.

The respective heads of department will report and update the risk management database as and when new risks are identified together with the associated mitigating factors recorded accordingly in SRMWC's meeting. The level of risk tolerance is expressed through the use of a risk impact and likelihood matrix where the ratings are assessed in response to changes in the business environment.

RISK MANAGEMENT FRAMEWORK (Cont'd)

During the financial year under review, the SRMWC has conducted the following: -

- Oversee and perform periodic reviews on the Group's risk management framework and activities.

- Identified risks and corresponding controls in place to mitigate these risks for each significant business process; and

- Assessed and reviewed the Risk Management profile for the Group and compiled the report for review and recommendation to the ARMC before approval by the Board.

- Chief Financial Officer presented the updated Risk Management profile to ARMC at their meeting held on 6 March 2020 and 23 October 2020.

The SRMWC assessed risks identified within the Group by referring to risk categorisation laid down in the Risk Management Framework.

Amid the on-going Covid-19 Pandemic, the key risk areas for financial year ended 30 November 2020 included the following:

- Market/economic risk
- Liquidity and cash flow risk
- Operational risk
- Competition risk

Beside the abovementioned key risk areas, the following were the key focus areas for financial year ended 30 November 2020:

- **Health risks**

  The Group is cautious of the Covid-19 pandemic and has taken the necessary steps to protect its employees, visitors, customers, contractors, subcontractors and suppliers at its offices, properties and work sites. These measures will be updated from time to time and include the following: establishing an emergency response team, sanitisation, instituting daily precautions such as the usage of face masks, implementing hand sanitiser stations, increased cleaning of the premises, contactless temperature readings, introducing alternative work arrangements, postponing group events and trainings, conducting meetings via virtual platforms for its Annual General Meeting, Board and management meetings, enforcing quarantine rules in accordance with the guidelines of the health authorities. The Group will continue to monitor the situation closely and will do whatever is necessary to protect its employees, visitors, customers and the supply chain whilst ensuring business continuity.

- **Regulatory and compliance risk**

  The Group adopted an Anti-Bribery and Corruption ("ABC") Policy in 2020 in view of the introduction of Section 17A of the MACC Act 2009. With effect from 1 June 2020, a commercial organisation may be found liable for acts of corruption committed by any persons associated with the organisation. The Group has enhanced its policies, procedures, manuals and code of conduct and ethics for employees as part of its anti-bribery and corruption system. Through the code of business conduct for third parties, these anti-bribery and corruption principles are extended to the Group's associates, business partners and its supply chain.

  The government imposed movement restrictions are aimed at restricting mass movements and gatherings to contain the Covid-19 pandemic. The Group has complied with the directive as well as instituting new work arrangements for business continuity. As the restrictions are relaxed in phases, the Group will comply with the government directives accordingly.

To minimise the various risks faced by the group, various mitigating actions were implemented to address them.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

As required by Paragraph 15.23 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the external auditors have reviewed this Statement on Risk Management and Internal Control. Their review was performed in accordance with Audit and Assurance Practice Guide ("AAPG") 3 issued by the Malaysian Institute of Accountants. Their review has been conducted to assess whether the Statement on Risk Management and Internal Control is both supported by the documentation prepared by or for the Directors and appropriately reflects the process the Directors have adopted in reviewing the adequacy and integrity of risk management and the system of internal control for the Group.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS (Cont'd)

AAPG 3 does not require the external auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group. Based on the procedures performed, the external auditors have reported to the Board that nothing has come to their attention that causes them to believe that this Statement has not been prepared in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, nor is factually inaccurate.

CONCLUSION

The Board is of the view that the risk management and internal control systems are adequate and satisfactory for the year under review and up to the date of approval of this statement, there were no material losses, contingencies or uncertainties that would require a separate disclosure in the Group's annual report.

The Board recognises the necessity to continuously improve the Group's system of internal control and risk management practices to safeguard shareholders' investments and the Group's assets. Therefore, the Board will continuously evolve the Group's system of internal control and risk management to meet the changing and challenging business environment and put in place appropriate action plans to further enhance the system of internal control and risk management if necessary.

●○○ ADDITIONAL COMPLIANCE INFORMATION

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

1. Utilisation of proceeds

There were no proceeds raised by the Company during the financial year.

2. Audit and Non-Audit fees

The audit and non-audit fees paid or payable to Messrs BDO PLT, the external auditors by the Company and its subsidiaries during the financial year ended 30 November 2020 were as follows:

Audit Services	2020	
	Group	Company
	RM	RM
Statutory audit fees	102,800	42,000
Non-audit fees	4,000	3,000
TOTAL	**106,800**	**45,000**

3. Material contracts

There were no material contracts (not being contracts entered into in the ordinary course of business) either subsisting as at the financial year end or entered into since the end of the previous financial year by the Company and its subsidiaries which involved the interests of the Directors and major shareholders.

4. Contracts relating to Loans

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

5. Recurrent Related Party Transacton ("RRPT")

The were no RRPT of a revenue nature between the Group and its related parties during the financial year under review.

6. Employee Share Scheme

There was no employee share scheme implemented or in operation during the financial year.

●○○ STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS

The Directors are required by the Companies Act 2016 ("the Act") to prepare financial statements which give a true and fair view of the state of affairs of the Company and the Group at the end of the financial year and of the results and cash flows of the Company and the Group for the financial year.

In preparing the financial statements for the year ended 30 November 2020, the Directors have:

- considered the applicable approved Malaysian Accounting Standards
- adopted and consistently applied appropriate accounting policies
- made judgements and estimates that are prudent and reasonable
- prepared financial statements on the going concern basis as the Directors have a reasonable expectation, having made enquiries that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future.

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

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

DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS 30 NOVEMBER 2020

countryview
Building Homes for Generations

DIRECTORS' REPORT

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 30 November 2020.

PRINCIPAL ACTIVITIES

The principal activities of the Company are property development, investment holding and property investment. The principal activities and the details of the subsidiaries are set out in Note 10 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM'000	Company RM'000
Profit for the financial year	**13,249**	**5,152**
Profit attributable to owners of the parent	**13,249**	**5,152**

DIVIDENDS

Dividends paid, declared or proposed by the Company since the end of the previous financial year were as follows:

	RM'000
In respect of financial year ended 30 November 2019:	
Final single tier dividend of 5 sen per ordinary share, paid on 24 August 2020	**5,000**
In respect of financial year ended 30 November 2020:	
First interim single tier dividend of 3 sen per ordinary share, paid on 1 December 2020	**3,000**
	8,000

The Directors do not recommend any payment of final dividend in respect of the current financial year ended 30 November 2020.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

ISSUE OF SHARES AND DEBENTURES

There were no new issue of shares or debentures during the financial year.

DIRECTORS

The Directors who have held office during the financial year and up to the date of this report are as follows:

Country View Berhad

Tan Sri Mohamed Al Amin Bin Abdul Majid
Law Kit Tat
Wong Chee Sean @ Wong Sean
Wong Joon Chin (F)
Law Kee Kong
Choong Shiau Yoon
Han Hing Siew

DIRECTORS (Cont'd)

The Directors who have held office during the financial year and up to the date of this report are as follows: (Cont'd)

Subsidiaries of Country View Berhad

Law Kit Tat
Wong Chee Sean @ Wong Sean
Wong Joon Chin (F)

DIRECTORS' INTERESTS

The Directors holding office at the end of the financial year and their beneficial interests in the ordinary shares of the Company and of its related corporations during the financial year ended 30 November 2020 as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016 in Malaysia were as follows:

	<------------- Number of ordinary shares ------------->			
	Balance as at 1.12.2019	Bought	Sold	Balance as at 30.11.2020
Shares in the Company				
Direct interests:				
Tan Sri Mohamed Al Amin Bin Abdul Majid	**626,200**	-	-	**626,200**
Law Kit Tat	**22,007,800**	-	-	**22,007,800**
Wong Chee Sean @ Wong Sean	**10,608,736**	-	-	**10,608,736**
Wong Joon Chin (F)	**2,150,000**	-	-	**2,150,000**
Law Kee Kong	**6,250,000**	-	**(3,250,000)**	**3,000,000**

By virtue of their interests in the ordinary shares of the Company, the above Directors are also deemed to be interested in the ordinary shares of all the subsidiaries to the extent that the Company has an interest.

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

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors have received or become entitled to receive any benefit (other than those benefits included in the aggregate amount of remuneration received or due and receivable by the Directors as shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director, or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest other than by virtue of trade transactions entered into with companies in which certain Directors have substantial financial interests as disclosed in Note 35 to the financial statements.

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

DIRECTORS' REMUNERATION

The details of Directors' remuneration are disclosed in Note 34 to the financial statements.

INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS OR AUDITORS

There were no indemnity given to or insurance effected for the Directors or officers and the auditors of the Company during the financial year.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

(a) Before the financial statements of the Group and of the Company were prepared, 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 have satisfied themselves that there are no known bad debts to be written off and that adequate provision had been made for doubtful debts; and

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

(b) In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature.

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

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

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

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

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

(d) In the opinion of the Directors:

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

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

(III) AS AT THE DATE OF THIS REPORT

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

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

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

SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

Significant event during the financial year is disclosed in Note 39 to the financial statements.

AUDITORS

The auditors, BDO PLT (LLP0018825-LCA & AF 0206), have expressed their willingness to continue in office.

The details of auditors' remuneration of the Company and its subsidiaries for the financial year ended 30 November 2020 are disclosed in Note 29 to the financial statements.

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

Wong Joon Chin
Director

Wong Chee Sean @ Wong Sean
Director

Johor Bahru
12 March 2021

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 57 to 117 have been drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the provisions of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 November 2020 and of the financial performance and cash flows of the Group and of the Company for the financial year then ended.

On behalf of the Board,

Wong Joon Chin
Director

Wong Chee Sean @ Wong Sean
Director

Johor Bahru
12 March 2021

STATUTORY DECLARATION

I, Ong Seng Piow (CA 11715), being the officer primarily responsible for the financial management of Country View Berhad, do solemnly and sincerely declare that the financial statements set out on pages 57 to 117 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly)
declared by the abovenamed at)
Johor Bahru, Johor this)
12 March 2021)

Ong Seng Piow

Before me:

Commissioner for Oaths

SERENA KAUR A/P GUBACHEN SINGH
NO. J252

Johor Bahru

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF COUNTRY VIEW BERHAD (INCORPORATED IN MALAYSIA)

BDO

Tel: +607 331 9815
Fax: +607 331 9817
www.bdo.my

Suite 18-04 Level 18 Menara Zurich
15 Jalan Dato' Abdullah Tahir
80300 Johor Bahru
Johor Darul Ta'zim
Malaysia

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Country View Berhad, which comprise the statements of financial position as at 30 November 2020 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 57 to 117.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 November 2020, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters of the Group

(a) Revenue recognition for property development

Revenue from property development of the Group for the financial year ended 30 November 2020 amounted to RM30.1 million as disclosed in Note 26 to the financial statements.

We determined this to be a key audit matter because it requires management to exercise significant judgement in determining the satisfaction of performance obligations as stated in the contracts with customers, transaction price allocation and costs in applying the input method to recognise revenue over time.

The Group identifies performance obligations that are distinct and material, which are judgmental in the context of contracts. Transaction prices are determined based on estimated profit margins prior to its allocation to the identified performance obligations. The Group also estimates total contract costs in applying the input method to recognise revenue over time.

BDO

Tel: +607 331 9815
Fax: +607 331 9817
www.bdo.my

Suite 18-04 Level 18 Menara Zurich
15 Jalan Dato' Abdullah Tahir
80300 Johor Bahru
Johor Darul Ta'zim
Malaysia

Key Audit Matters (Cont'd)

Key Audit Matters of the Group (Cont'd)

(a) Revenue recognition for property development (Cont'd)

Audit response

Our audit procedures included the following:

(i) Reviewed contracts with customers to identify distinct and material performance obligations, and compared our findings to the findings of the Group;

(ii) Recomputed the results of the input method determined by management for revenue recognition based on verified actual costs incurred to-date and budgeted costs;

(iii) Assessed estimated total costs to complete through inquiries with management personnel of the Group and tested documentation to support cost estimates made; and

(iv) Compared estimated total cost to actual outcomes to assess the reliability of management's budgeting process.

(b) Recoverability of trade receivables

As at 30 November 2020, trade receivables of the Group amounted to RM16.8 million. The details of trade receivables and their credit risks have been disclosed in Note 15 and Note 38 to the financial statements.

We determined this to be a key audit matter because it requires management to exercise significant judgement in determining the probability of default by trade receivables and appropriate forward looking information.

Audit response

Our audit procedures included the following:

a) Recomputed the probability of default using historical data and forward looking information adjustment applied by the Group;

b) Recomputed the correlation coefficient between forward looking factors and historical credit losses to determine the appropriateness of the forward-looking information of the Group; and

c) Inquiries of management to assess the rationale underlying the relationship between the forward-looking information and expected credit losses.

Key Audit Matter of the Company

We have determined that there are no key audit matters to communicate in our report in respect of the audit of the financial statements of the Company.

Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance or conclusion thereon.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF COUNTRY VIEW BERHAD (INCORPORATED IN MALAYSIA) CONT'D

BDO

Tel: +607 331 9815
Fax: +607 331 9817
www.bdo.my

Suite 18-04 Level 18 Menara Zurich
15 Jalan Dato' Abdullah Tahir
80300 Johor Bahru
Johor Darul Ta'zim
Malaysia

Information Other than the Financial Statements and Auditors' Report Thereon (Cont'd)

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

(a) Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

(b) Obtain an understanding of internal control relevant to the audit 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 Group's and the Company's internal control.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

(d) Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF COUNTRY VIEW BERHAD (INCORPORATED IN MALAYSIA) CONT'D

Tel: +607 331 9815
Fax: +607 331 9817
www.bdo.my

Suite 18-04 Level 18 Menara Zurich
15 Jalan Dato' Abdullah Tahir
80300 Johor Bahru
Johor Darul Ta'zim
Malaysia

Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also: (Cont'd)

(e) Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

(f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

BDO PLT
LLP0018825-LCA & AF 0206
Chartered Accountants

Sia Yeak Hong
03413/02/2023 J
Chartered Accountant

Johor Bahru
12 March 2021

STATEMENTS OF FINANCIAL POSITION
AS AT 30 NOVEMBER 2020

		Group		Company	
		2020	2019	2020	2019
	Note	RM'000	RM'000	RM'000	RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	7	**1,961**	3,544	**62**	81
Right-of-use assets	8	**2,011**	-	**513**	-
Investment properties	9	**49,247**	40,077	**-**	-
Inventories	12	**437,848**	412,289	**-**	-
Investments in subsidiaries	10	**-**	-	**151,408**	151,423
Deferred tax assets	11	**821**	726	**-**	-
		491,888	456,636	**151,983**	151,504
Current assets					
Inventories	12	**146,094**	176,248	**24**	24
Trade and other receivables	15	**19,299**	20,841	**14,002**	29,368
Contract assets	16	**6,253**	26,681	**-**	-
Current tax assets		**8**	-	**8**	-
Cash and bank balances	17	**14,185**	13,450	**86**	131
		185,839	237,220	**14,120**	29,523
TOTAL ASSETS		**677,727**	693,856	**166,103**	181,027
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	18	**100,124**	100,124	**100,124**	100,124
Retained earnings		**311,617**	306,368	**58,090**	60,938
TOTAL EQUITY		**411,741**	406,492	**158,214**	161,062
LIABILITIES					
Non-current liabilities					
Borrowings	19	**189,963**	152,992	**-**	-
Lease liabilities	8	**1,253**	-	**320**	-
		191,216	152,992	**320**	-
Current liabilities					
Trade and other payables	23	**39,466**	70,907	**5,920**	6,556
Contract liabilities	16	**374**	374	**-**	-
Borrowings	19	**32,143**	60,316	**1,434**	13,391
Lease liabilities	8	**766**	-	**215**	-
Current tax liabilities		**2,021**	2,775	**-**	18
		74,770	134,372	**7,569**	19,965
TOTAL LIABILITIES		**265,986**	287,364	**7,889**	19,965
TOTAL EQUITY AND LIABILITIES		**677,727**	693,856	**166,103**	181,027

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2020

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Revenue	26	**90,221**	162,737	**6,024**	1,702
Cost of sales	27	**(59,774)**	(113,137)	**-**	-
Gross profit		**30,447**	49,600	**6,024**	1,702
Other income		**14,255**	13,171	**2**	694
Marketing and promotion expenses		**(2,751)**	(3,694)	**-**	-
Administrative expenses		**(20,410)**	(22,496)	**(176)**	(761)
Finance costs	28	**(1,949)**	(2,689)	**(698)**	(941)
Profit before tax	29	**19,592**	33,892	**5,152**	694
Tax expense	30	**(6,343)**	(9,021)	**-**	(28)
Profit for the financial year		**13,249**	24,871	**5,152**	666
Other comprehensive income, net of tax		**-**	-	**-**	-
Total comprehensive income		**13,249**	24,871	**5,152**	666
Profit attributable to:					
Owners of the parent		**13,249**	24,871	**5,152**	666
Total comprehensive income attributable to:					
Owners of the parent		**13,249**	24,871	**5,152**	666
Earnings per ordinary share attributable to equity holders of the Company (sen):					
Basic and diluted:					
Profit for the financial year	31	**13.25**	24.87		

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

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2020

	Note	Share capital RM'000	Distributable Retained earnings RM'000	Total equity RM'000
Group				
Balance as at 1 December 2018		100,124	284,497	384,621
Profit for the financial year		-	24,871	24,871
Other comprehensive income, net of tax		-	-	-
Total comprehensive income		-	24,871	24,871
Transactions with owners				
Dividend paid	32	-	(3,000)	(3,000)
Total transactions with owners		-	(3,000)	(3,000)
Balance as at 30 November 2019		100,124	306,368	406,492
Balance as at 1 December 2019		**100,124**	**306,368**	**406,492**
Profit for the financial year		**-**	**13,249**	**13,249**
Other comprehensive income, net of tax		**-**	**-**	**-**
Total comprehensive income		**-**	**13,249**	**13,249**
Transactions with owners				
Dividend paid	**32**	**-**	**(8,000)**	**(8,000)**
Total transactions with owners		**-**	**(8,000)**	**(8,000)**
Balance as at 30 November 2020		**100,124**	**311,617**	**411,741**

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2020 CONT'D

	Note	Share capital RM'000	Distributable Retained earnings RM'000	Total equity RM'000
Company				
Balance as at 1 December 2018		100,124	63,272	163,396
Profit for the financial year		-	666	666
Other comprehensive income, net of tax		-	-	-
Total comprehensive income		-	666	666
Transactions with owners:				
Dividend paid	32	-	(3,000)	(3,000)
Total transactions with owners		-	(3,000)	(3,000)
Balance as at 30 November 2019		100,124	60,938	161,062
Balance as at 1 December 2019		**100,124**	**60,938**	**161,062**
Profit for the financial year		**-**	**5,152**	**5,152**
Other comprehensive income, net of tax		**-**	**-**	**-**
Total comprehensive income		**-**	**5,152**	**5,152**
Transactions with owners:				
Dividends paid	**32**	**-**	**(8,000)**	**(8,000)**
Total transactions with owners		**-**	**(8,000)**	**(8,000)**
Balance as at 30 November 2020		**100,124**	**58,090**	**158,214**

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

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2020

		Group		Company	
		2020	2019	2020	2019
	Note	RM'000	RM'000	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before tax		**19,592**	33,892	**5,152**	694
Adjustments for:					
Depreciation of:					
- property, plant and equipment	7	**623**	1,329	**19**	36
- right-of-use assets	8	**1,083**	-	**216**	-
Net fair value gain on investment properties	9	**(10,265)**	(10,272)	**-**	-
(Gain)/Loss on disposal of:					
- property, plant and equipment		**(1)**	(120)	**-**	-
- investment properties		**(23)**	1,100	**-**	-
Impairment losses on:					
- amounts owing by subsidiaries	15(f)	**-**	-	**58**	122
- investments in subsidiaries	10(b)	**-**	-	**15**	18
Dividend income	26	**-**	-	**(6,024)**	(1,702)
Interest income		**(578)**	(1,315)	**(2)**	(694)
Interest expense	28	**1,949**	2,689	**698**	941
Lease concessions		**(27)**	-	**(14)**	-
Operating profit/(loss) before changes in working capital		**12,353**	27,303	**118**	(585)
Changes in working capital:					
Inventories		**21,822**	27,716	**-**	-
Contract assets		**20,427**	(17,143)	**-**	-
Trade and other receivables		**1,542**	23,774	**(14)**	6
Trade and other payables		**(31,441)**	11,150	**(675)**	(268)
Cash generated from/(used in) operations		**24,703**	72,800	**(571)**	(847)
Tax paid		**(7,200)**	(11,885)	**(27)**	(10)
Tax refunded		**1**	534	**1**	10
Net cash from/(used in) operating activities		**17,504**	61,449	**(597)**	(847)

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2020 CONT'D

	Note	Group 2020 RM'000	Group 2019 RM'000	Company 2020 RM'000	Company 2019 RM'000
CASH FLOWS FROM INVESTING ACTIVITIES					
Repayments from/(Advances to) subsidiaries		**-**	-	**15,362**	(39,440)
Dividend received from a subsidiary		**-**	-	**6,024**	1,702
Interest received		**578**	1,164	**2**	694
Proceeds from disposal of:					
- property, plant and equipment		**1**	120	**-**	-
- investment properties		**9,450**	24,400	**-**	-
Additions to land held for property development	13	**(25,559)**	(26,432)	**-**	-
Purchase of:					
- property, plant and equipment	7(a)	**(228)**	(1,596)	**-**	(3)
- right-of-use assets	8(b)	**(28)**	-	**-**	-
Net cash (used in)/from investing activities		**(15,786)**	(2,344)	**21,388**	(37,047)
CASH FLOWS FROM FINANCING ACTIVITIES					
Drawdown of borrowings					
- term loans		**20,000**	-	**-**	-
- revolving credits		**22,000**	-	**-**	-
Repayments of borrowings					
- term loans		**(20,323)**	(86,578)	**-**	-
- revolving credits		**(13,249)**	(5,172)	**(12,000)**	-
- finance lease creditors		**-**	(668)	**-**	-
- lease liabilities		**(1,056)**	-	**(216)**	-
Interest paid		**(1,832)**	(2,689)	**(663)**	(941)
Dividends paid	32	**(8,000)**	(3,000)	**(8,000)**	(3,000)
Net cash used in financing activities		**(2,460)**	(98,107)	**(20,879)**	(3,941)
Net decrease in cash and cash equivalents		**(742)**	(39,002)	**(88)**	(41,835)
Cash and cash equivalents at beginning of financial year		**6,838**	45,840	**(1,260)**	40,575
Cash and cash equivalents at end of financial year	17(c)	**6,096**	6,838	**(1,348)**	(1,260)

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2020 CONT'D

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Borrowings* (Note 19) RM'000	Finance lease creditors (Note 20) RM'000	Lease liabilities (Note 8) RM'000	Total RM'000
Group				
At 1 December 2019, as previously reported	**205,589**	**1,107**	**-**	**206,696**
Effect of adoption of MFRS 16 (Note 5.1)	**-**	**(1,107)**	**2,592**	**1,485**
At 1 December 2019, as restated	**205,589**	**-**	**2,592**	**208,181**
Cash flows	**8,428**	**-**	**(1,056)**	**7,372**
Non-cash flows:				
- Additions of lease liabilities	**-**	**-**	**393**	**393**
- Unwinding of interest	**-**	**-**	**117**	**117**
- Lease concessions	**-**	**-**	**(27)**	**(27)**
At 30 November 2020	**214,017**	**-**	**2,019**	**216,036**
At 1 December 2018	297,339	1,435	-	298,774
Cash flows	(91,750)	(668)	-	(92,418)
Non-cash flows:				
- Purchase of property, plant and equipment (Note 7(a))	-	340	-	340
At 30 November 2019	205,589	1,107	-	206,696
Company				
At 30 November 2019/1 December 2019, as previously reported	**12,000**	**-**	**-**	**12,000**
Effect of adoption of MFRS 16 (Note 5.1)	**-**	**-**	**729**	**729**
At 1 December 2019, as restated	**12,000**	**-**	**729**	**12,729**
Cash flows	**(12,000)**	**-**	**(216)**	**(12,216)**
Non-cash flows:				
- Unwinding of interest	**-**	**-**	**36**	**36**
- Less concessions	**-**	**-**	**(14)**	**(14)**
At 30 November 2020	**-**	**-**	**535**	**535**

** Borrowings exclude bank overdrafts.*

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

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020

1. CORPORATE INFORMATION

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

The registered office of the Company is located at Suite 5.11 & 5.12, 5th Floor, Menara TJB, 9, Jalan Syed Mohd. Mufti, 80000 Johor Bahru, Johor.

The principal place of business of the Company is located at Unit 26-01, Mail Box 261, Menara Landmark, No.12, Jalan Ngee Heng, 80000 Johor Bahru, Johor.

The consolidated financial statements for the financial year ended 30 November 2020 comprise the Company and its subsidiaries. These financial statements are presented in Ringgit Malaysia ("RM"), which is also the functional currency of the Company. All financial information presented in RM has been rounded to the nearest thousand, unless otherwise stated.

The financial statements were authorised for issue in accordance with a resolution by the Board of Directors on 12 March 2021.

2. PRINCIPAL ACTIVITIES

The principal activities of the Company are property development, investment holding and property investment. The principal activities of the subsidiaries are set out in Note 10 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the provisions of the Companies Act 2016 in Malaysia.

The accounting policies adopted are consistent with those of the previous financial year except for the effects of adoption of new MFRSs during the financial year. The new MFRSs and amendments to MFRSs adopted during the financial year are disclosed in Note 5 to the financial statements.

The Company applied MFRS 16 *Leases* for the first time during the current financial year, using the cumulative effect method as at 1 December 2019. Consequently, the comparative information were not restated and are not comparable to the financial information of the current financial year.

The Group has also early adopted Amendment to MFRS 16 *Covid-19-Related Rent Concessions* in the current financial year and elected to apply the practical expedient to all rent concessions relating to leases with similar characteristics and similar circumstances.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Basis of accounting

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

(a) Power over the investee;
(b) Exposure, or rights, to variable returns from its involvement with the investee; and
(c) The ability to use its power over the investee to affect its returns.

If the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) The contractual arrangement with the other vote holders of the investee;
(b) Rights arising from other contractual agreements; and
(c) The voting rights of the Group and potential voting rights.

Intragroup balances, transactions, income and expenses are eliminated on consolidation. Unrealised gains arising from transactions are also eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no impairment.

The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company, using consistent accounting policies. Where necessary, accounting policies of subsidiaries are changed to ensure consistency with the policies adopted by the Group.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the financial year are included in the statements of profit or loss and other comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of consideration paid or received is recognised directly in equity and attributed to owners of the parent.

If the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between:

(i) the aggregate of the fair value of the consideration received and the fair value of any retained interest; and

(ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests.

Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed off. The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under MFRS 9 *Financial Instruments* or, where applicable, the cost on initial recognition of an investment in an associate or a joint venture.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.3 Business combinations

Business combinations are accounted for by applying the acquisition method of accounting.

Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured at their fair value at the acquisition date, except that:

(a) deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with MFRS 112 *Income Taxes* and MFRS 119 *Employee Benefits* respectively;

(b) liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacements by the Group of an acquiree's share-based payment transactions are measured in accordance with MFRS 2 *Share-based Payment* at the acquisition date; and

(c) assets (or disposal groups) that are classified as held for sale in accordance with MFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration payable is recognised at fair value at the acquisition date. Measurement period adjustments to contingent consideration are dealt with as follows:

(a) If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity.

(b) Other contingent consideration that:

   (i) is within the scope of MFRS 9 shall be measured at fair value at each reporting date and changes in fair value shall be recognised in profit or loss in accordance with MFRS 9.

   (ii) is not within the scope of MFRS 9 shall be measured at fair value at each reporting date and changes in fair value shall be recognised in profit or loss.

In a business combination achieved in stages, previously held equity interests in the acquiree are re-measured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

Components of non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are initially measured at fair value. All other components of non-controlling interests are measured at their acquisition-date fair value, unless another measurement basis is required by MFRSs. The choice of measurement basis is made on a combination-by-combination basis. Subsequent to initial recognition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill in the consolidated statement of financial position. In instances where the latter amount exceeds the former, the excess is recognised as a gain on bargain purchase in profit or loss on the acquisition date.

4.4 Property, plant and equipment and depreciation

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

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.4 Property, plant and equipment and depreciation (Cont'd)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the subsequent costs would flow to the Group and the cost of the asset could be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the profit and loss as incurred. Cost also comprises the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Group is obligated to incur when the asset is acquired, if applicable.

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

After initial recognition, property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

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

Furniture and fittings	15%
Office equipment	15%
Renovation	15%
Motor vehicles	20%
Site and sports equipment	15%

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

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

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

4.5 Leases

Current financial year - Accounting policies applied from 1 December 2019

The Group as lessee

The Group recognises a right-of-use asset and a lease liability at the commencement date of the contract for all leases excluding short-term leases or leases for which the underlying asset is of low value, conveying the right to control the use of an identified asset for a period of time.

The Group determines the lease term as the non-cancellable period of a lease, together with both:

(a) periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and
(b) periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

In assessing whether a lessee is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, the Group considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.5 Leases (Cont'd)

Current financial year - Accounting policies applied from 1 December 2019 (Cont'd)

The Group as lessee (Cont'd)

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset is initially recorded at cost, which comprises:

(a) the amount of the initial measurement of the lease liability;

(b) any lease payments made at or before the commencement date of the lease, less any lease incentives received;

(c) any initial direct costs incurred by the Group; and

(d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the lessor.

Subsequent to the initial recognition, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability.

The right-of-use asset is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, as follows:

Buildings	3 years to 5 years
Motor vehicles	20%

Lease liability

The lease liability is initially measured at the present value of the contractual lease payments that are not paid at the commencement date. The lease payments are discounted using the incremental borrowing rate of the Group. Subsequent to the initial recognition, the Group measures the lease liability by increasing the carrying amount to reflect interest in the lease liability, reducing the carrying amount to reflect lease payments made, and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group as lessor

Leases in which the Group and the Company do not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and are recognised over the lease term on the same bases as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Previous financial year - Accounting policies applied until 30 November 2019

(a) Finance leases and hire purchase

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

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.5 Leases (Cont'd)

Previous financial year - Accounting policies applied until 30 November 2019 (Cont'd)

(a) Finance leases and hire purchase (Cont'd)

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

(b) Operating leases

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

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

4.6 Inventories

(a) Completed properties held for sale

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

(b) 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 lower of cost and net realisable value.

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

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

(c) Property development costs

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

Property development costs not recognised as an expense are recognised as an asset and are measured at the lower of cost and net realisable value. The asset is subsequently credited over to profit or loss and recognised as an expense when the control of the asset is transferred to the customer.

4.7 Contract assets/(liabilities)

A contract asset is recognised when the right to consideration of the Group and the Company is conditional on something other than the passage of time.

A contract liability is stated at cost and represents the obligation of the Group or the Company to transfer goods or services to a customer for which consideration has been received (or the amount is due) from the customers.

Contract assets are transferred to receivables when the rights to economic benefits become unconditional. This usually occurs when the Group issues billing to the customer. Contract liabilities are recognised as revenue when performance obligations are satisfied.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.8 Investment properties

Investment properties are properties which are held to earn rental yields or for capital appreciation or for both and are not occupied by the Group. Investment properties also include properties that are being constructed or developed for future use as investment properties. Investment properties are initially measured at cost, which includes transaction costs. After initial recognition, investment properties are stated at fair value.

Fair values of investment properties are based on reference to market evidence of transaction prices for similar properties.

A gain or loss arising from a change in the fair value of investment properties is recognised in profit or loss for the period in which it arises.

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

Right-of-use assets that meet the definition of investment property in accordance with MFRS 140 *Investment Property* is presented in the statements of financial position as investment property. Subsequent measurement of the right-of-use asset is consistent with those investment properties owned by the Group.

4.9 Investments in subsidiaries

A subsidiary is an entity in which the Group and the Company are exposed, or have rights, to variable returns from its involvement with the subsidiary and have the ability to affect those returns through its power over the subsidiary.

An investment in subsidiary, which is eliminated on consolidation, is stated in the separate financial statements of the Company at cost less impairment losses, if any. Investments accounted for at cost shall be accounted for in accordance with MFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* when they are classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with MFRS 5.

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the Group would derecognise all assets, liabilities and non-controlling interests at their carrying amount and recognise the fair value of the consideration received. Any retained interest in the former subsidiary is recognised at its fair value at the date when control is lost. The resulting difference is recognised as a gain or loss in profit or loss.

4.10 Impairment of non-financial assets

The carrying amounts of assets, except for financial assets (excluding investments in subsidiaries), inventories, contract assets, investment properties measured at fair value and deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

The recoverable amount of an asset is estimated for an individual asset. Where it is not possible to estimate the recoverable amount of the individual asset, the impairment test is carried out on the cash generating unit ('CGU') to which the asset belongs.

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.10 Impairment of non-financial assets (Cont'd)

The impairment loss is recognised in profit or loss immediately.

An impairment loss for assets is reversed if, and only if, there has been a change in the estimates used to determine the assets' recoverable amount since the last impairment loss was recognised.

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

4.11 Financial instruments

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

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

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

Financial instruments are recognised on the statements of financial position when the Group has become a party to the contractual provisions of the instrument. At initial recognition, an entity shall measure a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

An embedded derivative is recognised separately from the host contract where the host contract is not a financial asset, and accounted for separately if, and only if, the derivative is not closely related to the economic characteristics and risks of the host contract and the host contract is not measured at fair value through profit or loss. The host contract, in the event an embedded derivative is recognised separately, is accounted for in accordance with policy applicable to the nature of the host contract.

(a) Financial assets

When financial assets are initially recognised, they are measured at fair value, plus, in the case of financial assets not at Fair Value Through Profit or Loss (FVTPL), directly attributable transaction costs.

The Group determines the classification of financial assets upon initial recognition. The measurement for each classification of financial assets are as below:

(i) Financial assets measured at amortised cost

Financial assets that are debt instruments are measured at amortised cost if they are held within a business model whose objective is to collect contractual cash flows and have contractual terms which give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Subsequent to initial recognition, financial assets are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss through the amortisation process. Financial assets are carried net of any impairment losses, if any.

(ii) Financial assets measured at fair value

Financial assets that are debt instruments are measured at Fair Value Through Other Comprehensive Income (FVTOCI), if they are held within a business model whose objectives are to collect contractual cash flows and selling the financial assets, and have contractual terms which give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.11 Financial instruments (Cont'd)

(a) Financial assets (Cont'd)

(ii) Financial assets measured at fair value (Cont'd)

Subsequent to initial recognition, financial assets that are debt instruments are measured at fair value. Any gains or losses arising from the changes in fair value are recognised in other comprehensive income, except for impairment losses, exchange differences and interest income which are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

Financial assets that are debt instruments which do not satisfy the requirements to be measured at amortised cost or FVTOCI are measured at FVTPL.

Equity instruments are classified as financial assets measured at FVTPL if they are held for trading or are designated as such upon initial recognition. Equity instruments are classified as held for trading if they are acquired principally for sale in the near term or are derivatives that do not meet the hedge accounting criteria (including separated embedded derivatives).

Subsequent to initial recognition, financial assets that are equity instruments are measured at fair value. Any gains or losses arising from the changes in fair value are recognised in profit or loss. Dividends on equity instruments are recognised in profit or loss when the Group's right to receive payment is established.

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received is recognised in profit or loss.

Cash and bank balances are measured at amortised cost. Cash and cash equivalents consist of cash on hand, balances and deposits with banks and highly liquid investments which have an insignificant risk of changes in fair value with original maturities of three (3) months or less and are used by the Group and the Company in the management of their short term commitments. For the purpose of the statements of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits, if any.

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or marketplace convention. A regular way purchase or sale of financial assets shall be recognised and derecognised, as applicable, using trade date accounting.

(b) Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definition of a financial liability.

Financial liabilities are recognised in the statements of financial position when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. Financial liabilities are classified as either financial liabilities measured at FVTPL or financial liabilities measured at amortised cost.

(i) Financial liabilities measured at FVTPL

Financial liabilities measured at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This includes derivatives entered into by the Group that does not meet the hedge accounting criteria. Derivatives liabilities are initially measured at fair value and subsequently stated at fair value, with any resultant gains or losses recognised in profit or loss except for the Group's own credit risk increase or decrease which is recognised in other comprehensive income. Net gain or losses on derivatives include exchange differences.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.11 Financial instruments (Cont'd)

(b) Financial liabilities (Cont'd)

(ii) Financial liabilities measured at amortised cost

Financial liabilities measured at amortised cost are recognised initially at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

For financial liabilities measured at amortised cost, gains and losses are recognised in profit or loss when the liabilities are derecognised and through the amortisation process.

A financial liability is derecognised when, and only when, it is extinguished, i.e. when the obligation specified in the contract is discharged or cancelled or expired. An exchange between an existing borrower and lender of debt instruments with substantially different terms are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

The difference between the carrying amount of a financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(c) Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are classified as equity instruments.

Ordinary shares are recorded at the proceeds received at issuance and classified as equity. Transaction costs directly related to the issuance of equity instrument are accounted for as a deduction from equity, net of any related income tax benefit. Otherwise, they are charged to profit or loss.

Interim dividends to shareholders are recognised in equity in the period in which they are declared. Final dividends are recognised upon the approval of shareholders in a general meeting.

4.12 Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

The Group designates corporate guarantees given to banks for credit facilities granted to subsidiaries as insurance contracts as defined in MFRS 4 *Insurance Contracts*. The Group recognises these insurance contracts as recognised insurance liabilities when there is a present obligation, legal or constructive, as a result of a past event, when it is probable that an outflow of resources embodying economic benefits would be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

At the end of each reporting period, the Group assesses whether its recognised insurance liabilities are adequate, using current estimates of future cash flows under its insurance contracts. If this assessment shows that the carrying amount of the insurance liabilities is inadequate, the entire deficiency shall be recognised in profit or loss.

Recognised insurance liabilities are only removed from the statements of financial position when, and only when, it is extinguished via a discharge, cancellation or expiration.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.13 Impairment of financial assets

The Group applies the simplified approach to measure expected credit loss ("ECL"). This entails recognising a lifetime expected loss allowance for all trade receivables.

Expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The estimate of expected cash shortfall shall reflect the cash flows expected from collateral and other credit enhancements that are part of the contractual terms. The shortfall is then discounted at an approximation to the asset's original effective interest rate of the asset.

The Group considers credit loss experience and observable data such as current changes and futures forecasts in economic conditions of the Group's industry to the financial statements to estimate the amount of expected impairment loss. The methodology and assumptions including any forecasts of future economic conditions are reviewed regularly.

Impairment for trade receivables that do not contain a significant financing component are recognised based on the simplified approach within MFRS 9 using the lifetime expected credit losses.

In measuring the expected credit losses on trade receivables, the probability of non-payment by the trade receivables is adjusted by forward looking information and multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such impairments are recorded in a separate impairment account with the loss being recognised in the statements of profit or loss and other comprehensive income. On confirmation that the trade receivable would not be collectible, the gross carrying value of the asset would be written off against the associated impairment.

Impairment for other receivables and amounts owing by subsidiaries are recognised based on the general approach within MFRS 9 using the forward looking expected credit loss model. The methodology used to determine the amount of the impairment is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those in which the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those in which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. At the end of the reporting period, the Group assesses whether there has been a significant increase in credit risk for financial assets by comparing the risk for default occurring over the expected life with the risk of default since initial recognition. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The probability of non-payment other receivables and amounts owing by subsidiaries is adjusted by forward looking information and multiplied by the amount of the expected loss arising from default to determine the twelve month or lifetime expected credit loss for the other receivables and amounts owing by subsidiaries.

The carrying amount of the financial asset is reduced through the use of an allowance for impairment loss account and the amount of impairment loss is recognised in profit or loss. When a financial asset becomes uncollectible, it is written off against the allowance for impairment loss account.

4.14 Employee benefits

(a) Short term employee benefits

Wages, salaries, social security contributions, paid annual leave, paid sick leave, bonuses and non-monetary benefits are measured on an undiscounted basis and are expensed when employees rendered their services to the Group.

Short term accumulating compensated absences such as paid annual leave are recognised as an expense when employees render services that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur and they lapse if the current period's entitlement is not used in full and do not entitle employees to a cash payment for unused entitlement on leaving the Group.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.14 Employee benefits (Cont'd)

(a) Short term employee benefits (Cont'd)

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

(b) Defined contribution plan

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

4.15 Foreign currencies

(a) Functional and presentation currency

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

(b) Foreign currency translations and balances

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

4.16 Provisions

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

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

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

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

4.17 Income taxes

Income taxes include all taxes on taxable profit. Taxes in the statements of profit or loss and other comprehensive income comprise current tax and deferred tax.

(a) Current tax

Current tax expenses are determined according to the tax laws of the jurisdiction in which the Group operates and include all taxes based upon the taxable profits and real property gains taxes payable on disposal of properties, if any.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.17 Income taxes (Cont'd)

(b) Deferred tax

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

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

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

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

(i) the same taxable entity; or

(ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

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

Deferred tax assets and liabilities are 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 the announcement of tax rates and tax laws by the Government in the annual budgets which have the substantive effect of actual enactment by the end of each reporting period.

4.18 Contingent liabilities and contingent assets

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

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

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

4.19 Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer in exchange for transferring goods or services to a customer, excluding amounts collected on behalf of third parties. The Group recognises revenue when (or as) it transfers control over a product or service to customer. An asset is transferred when (or as) the customer obtains control of the asset.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.19 Revenue recognition (Cont'd)

The Group transfers control of a goods or service at a point in time unless one of the following over time criteria is met:

(a) the customer simultaneously receives and consumes the benefits provided as the Group performs;

(b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

(c) the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to-date.

Revenue is measured at the fair value of consideration received or receivable. The following describes the performance obligations in contracts with customers.

(a) Revenue from property development

Contracts with customers may include multiple promises to customers and therefore accounted for as separate performance obligations. In this case, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. When these are not directly observable, they are estimated based on expected cost plus margin.

Revenue from property development is measured at the fixed transaction price agreed under the agreement.

Revenue is recognised as and when control of the asset is transferred to the customer and it is probable that the Group would collect the consideration to which it will be entitled in exchange for the asset that would be transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the performance of the Group does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract using the input method by reference to the property development cost incurred up to the end of the reporting period as a percentage of total estimated costs for complete satisfaction of the contract. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

Significant judgement is required in determining the satisfaction of performance obligations as stated in the contracts with customers and transaction price allocation in applying the input method to recognise revenue over time.

The Group identifies performance obligations that are distinct and material, which is judgmental in the context of contract. Transaction prices were determined based on estimated margins prior to its allocation to the identified performance obligation. The Group also estimated total contract costs in applying the input method to recognise revenue over time.

There is no significant financing component in the revenue arising from property development as the contracts are on normal credit terms not exceeding twelve months.

(b) Completed properties

The Group recognises sales at a point in time for the sale of completed properties, when the control of the properties has been transferred to the purchasers, being when the properties have been completed and delivered to the customers and it is probable that the Group will collect the considerations to which it would be entitled to in exchange for the assets sold.

There is no significant financing component in the revenue arising from sale of completed properties as the sales are made on the normal credit terms not exceeding twelve months.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.19 Revenue recognition (Cont'd)

(c) Property maintenance and security service

Revenue from property maintenance and security service is recognised at a point in time when services have been rendered to the customer and coincides with the rendering of services and acceptance by customers.

Revenue not contracted with customers:

(a) Dividend income

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

(b) Other income

(i) Interest income

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

(ii) Rental income

Rental income is accounted for on a straight line basis over the lease term of an ongoing lease.

4.20 Borrowing costs

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

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

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

4.21 Operating segments

Operating segments are defined as components of the Group that:

(a) engages in business activities from which it could earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Group);

(b) whose operating results are regularly reviewed by the chief operating decision maker of the Group in making decisions about resources to be allocated to the segment and assessing its performance; and

(c) for which discrete financial information is available.

An operating segment may engage in business activities for which it has yet to earn revenues.

The Group reports separately information about each operating segment that meets any of the following quantitative thresholds:

(a) Its reported revenue, including both sales to external customers and intersegment sales or transfers, is ten percent (10%) or more of the combined revenue, internal and external, of all operating segments.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.21 Operating segments (Cont'd)

The Group reports separately information about each operating segment that meets any of the following quantitative thresholds: (Cont'd)

(b) The absolute amount of its reported profit or loss is ten percent (10%) or more of the greater, in absolute amount of:

(i) the combined reported profit of all operating segments that did not report a loss; and

(ii) the combined reported loss of all operating segments that reported a loss.

(c) Its assets are ten percent (10%) or more of the combined assets of all operating segments.

Operating segments that do not meet any of the quantitative thresholds may be considered reportable, and separately disclosed, if the management believes that information about the segment would be useful to users of the financial statements.

Total external revenue reported by operating segments shall constitute at least seventy-five percent (75%) of the revenue of the Group. Operating segments identified as reportable segments in the current financial year in accordance with the quantitative thresholds would result in a restatement of prior period segment data for comparative purposes.

4.22 Earnings per share

(a) Basic

Basic earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year.

(b) Diluted

Diluted earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year adjusted for the effects of dilutive potential ordinary shares.

4.23 Fair value measurement

The fair value of an asset or a liability, except for lease transactions, is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

The Group measures the fair value of an asset or a liability by taking into account the characteristics of the asset or liability if market participants would take these characteristics into account when pricing the asset or liability. The Group has considered the following characteristics when determining fair value:

(a) The condition and location of the asset; and

(b) Restrictions, if any, on the sale or use of the asset.

The fair value measurement for a non-financial asset takes into account the ability of the market participant to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.23 Fair value measurement (Cont'd)

The fair value of a financial or non-financial liability or an entity's own equity instrument assumes that:

(a) A liability would remain outstanding and the market participant transferee would be required to fulfil the obligation. The liability would not be settled with the counterparty or otherwise extinguished on the measurement date; and

(b) An entity's own equity instrument would remain outstanding and the market participant transferee would take on the rights and responsibilities associated with the instrument. The instrument would not be cancelled or otherwise extinguished on the measurement date.

5. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs

5.1 New MFRSs adopted during the financial year

The Group and the Company adopted the following Standards of the MFRS Framework that were issued by the Malaysian Accounting Standards Board ("MASB") during the financial year.

Title	Effective Date
MFRS 16 *Leases*	1 January 2019
IC Interpretation 23 *Uncertainty over Income Tax Treatments*	1 January 2019
Amendments to MFRS 128 *Long-term Interests in Associates and Joint Ventures*	1 January 2019
Amendments to MFRS 9 *Prepayment Features with Negative Compensation*	1 January 2019
Amendments to MFRS 3 *Annual Improvements to MFRS Standards 2015 - 2017 Cycle*	1 January 2019
Amendments to MFRS 11 *Annual Improvements to MFRS Standards 2015 - 2017 Cycle*	1 January 2019
Amendments to MFRS 112 *Annual Improvements to MFRS Standards 2015 - 2017 Cycle*	1 January 2019
Amendments to MFRS 123 *Annual Improvements to MFRS Standards 2015 - 2017 Cycle*	1 January 2019
Amendments to MFRS 119 *Plan Amendment, Curtailment or Settlement*	1 January 2019
Amendment to MFRS 16 *Covid-19-Related Rent Concessions*	1 June 2020 (early adopted)

Adoption of the above Standards did not have any material effect on the financial performance or position of the Group and of the Company except for the adoption of MFRS 16 as described in the following sections.

MFRS 16 *Leases*

MFRS 16 supersedes MFRS 117 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases-Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. MFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the financial statements.

Lessor accounting under MFRS 16 is substantially unchanged from MFRS 117. Lessors would continue to classify leases as either operating or finance leases using similar principles as in MFRS 117. Therefore, MFRS 16 does not have a material impact for leases for which the Group is the lessor.

The Group applied MFRS 16 using the modified retrospective approach, under which the Group have chosen to measure the right-of-use asset equals to the lease liability at 1 December 2019. Accordingly, the comparative information presented is not restated.

On adoption of MFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as "operating leases" under the principles of MFRS 117. These liabilities were measured at the present value of the remaining lease payments, discounted using the incremental borrowing rate of the Group as of 1 December 2019. The incremental borrowing rates of the Group applied to the lease liabilities on 1 December 2019 was 5.82%.

5. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs (Cont'd)

5.1 New MFRSs adopted during the financial year (Cont'd)

MFRS 16 *Leases (Cont'd)*

In order to compute the transition impact of MFRS 16, a significant data extraction exercise was undertaken by management to summarise all property and equipment lease data such that the respective inputs could be uploaded into management's model. The incremental borrowing rate method has been adopted where the implicit rate of interest in a lease is not readily determinable.

For leases previously classified as finance leases, the Group recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability respectively at the date of initial application. The measurement principles of MFRS 16 are only applied after that date.

In applying MFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

(a) Applying a single discount rate to a portfolio of leases with reasonably similar characteristics;
(b) Relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review - there were no onerous contracts as at 1 December 2019;
(c) Accounting for operating leases with a remaining lease term of less than 12 months as at 1 December 2019 and do not contain a purchase option as short-term leases;
(d) Excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
(e) Using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The impact on transition to MFRS 16 of the Group and of the Company are summarised below:

Group	Note	As at 30 November 2019 RM'000	Impact RM'000	As at 1 December 2019 RM'000
Property, plant and equipment		3,544	(1,188)	2,356
Right-of-use assets		-	2,673	2,673
Borrowings		(213,308)	1,107	(212,201)
Lease liabilities	(a)	-	(2,592)	(2,592)

Company	Note	As at 30 November 2019	Impact	As at 1 December 2019
Right-of-use assets		-	729	729
Lease liabilities	(a)	-	(729)	(729)

5. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs (Cont'd)

5.1 New MFRSs adopted during the financial year (Cont'd)

MFRS 16 *Leases (Cont'd)*

(a) Lease liabilities are measured as follows:

	Group RM'000	Company RM'000
Operating lease commitments at 30 November 2019 as disclosed under under MFRS 117 (Note 24)	445	217
Weighted average incremental borrowing rate as at 1 December 2019	5.82%	5.82%
Discounted operating lease commitments as at 1 December 2019	433	211
Finance lease liabilities recognised as at 30 November 2019	1,107	-
Extension options reasonably certain to be exercised	1,052	518
Lease liabilities recognised at 1 December 2019	**2,592**	**729**

Amendment to MFRS 16 *Covid-19-Related Rent Concessions*

MFRS 16 has been amended to:

(a) Provide lessees with an exemption from the requirement to determine whether a COVID-19-related rent concession is a lease modification; and
(b) Require lessees that apply the exemption to account for COVID-19-related rent concessions as if they were not lease modifications

The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

(i) Changes in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
(ii) Any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
(iii) There is no substantive change to other terms and conditions of the lease.

The Group has early adopted Amendment to MFRS 16 during the financial year ended 30 November 2020 and elected to apply the practical expedient to all rent concession relating to leases with similar characteristics and in similar circumstances. Consequently, the Group does not recognise changes in these lease payments as lease modifications and instead, recognise these as variable lease payments in profit or loss. The effects of early adoption are disclosed in Note 8(a) to the financial statements.

IFRIC Agenda Decision - An assessment of the lease term (IFRS 16)

The IFRS Interpretations Committee ('IFRIC') issued a final agenda decision on 26 November 2019 regarding 'Lease term and useful life of leasehold improvements (IFRS 16 and IAS 16)'.

The submission to the IFRIC raised a question pertaining the determination of the lease term of a cancellable lease or a renewable lease based on the requirements of IFRS 16.B34.

Based on the final agenda decision, the IFRIC concluded that the determination of the enforceable period of a lease and the lease term itself shall include broad economic circumstances beyond purely commercial terms.

The Group has implemented the requirements of this final agenda decision during the financial year ended 30 November 2020. There is no material impact on the financial statements of the Group as at the end of reporting period.

5. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs (Cont'd)

5.2 New MFRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2020

The following are Standards of the MFRS Framework that have been issued by the MASB but have not been early adopted by the Group and the Company:

Title	**Effective Date**
Amendments to *References to the Conceptual Framework in MFRS Standards*	1 January 2020
Amendments to MFRS 3 *Definition of a Business*	1 January 2020
Amendments to MFRS 101 and MFRS 108 *Definition of Material*	1 January 2020
Amendments to MFRS 9, MFRS 139 and MFRS 7 *Interest Rate Benchmark Reform*	1 January 2020
Amendments to MFRS 4 *Insurance Contract - Extension of the Temporary Exemption from Applying MFRS 9*	17 August 2020
Interest Rate *Benchmark Reform - Phase 2* (Amendments to MFRS 9, MFRS 139, MRFS 7, MFRS 4 and MFRS 16)	1 January 2021
Annual Improvements to MFRS Standards 2018 - 2020	1 January 2022
Amendments to MFRS 3 *Reference to the Conceptual Framework*	1 January 2022
Amendments to MFRS 116 *Property, Plant and Equipment - Proceeds before Intended Use*	1 January 2022
Amendments to MFRS 137 *Onerous Contracts - Cost of Fulfilling a Contract*	1 January 2022
MFRS 17 *Insurance Contracts*	1 January 2023
Amendments to MFRS 17 *Insurance Contracts*	1 January 2023
Amendments to MFRS 101 *Classification of Liabilities as Current or Non-current*	1 January 2023
Amendments to MFRS 10 and MFRS 128 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Deferred

The Group and the Company are in the process of assessing the impact of implementing these Standards, since the effects would only be observable in future financial years.

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated by the management of the Group and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The management makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, rarely equal the related actual results. To enhance the information content of the estimates, certain key variables that are anticipated to have a material impact to the Group's and the Company's results and financial position are tested for sensitivity to changes in the underlying parameters. The estimates and assumptions that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below:

(a) Revenue recognition for property development

Revenue recognition for property development requires management to exercise significant judgement in determining the satisfaction of performance obligations as stated in the contracts with customers, transaction price allocation and costs in applying the input method to recognise revenue over time.

(b) Recoverability of trade receivables

Recoverability of trade receivables requires management to exercise significant judgement in determining the probability of default by trade receivables and appropriate forward looking information.

7. PROPERTY, PLANT AND EQUIPMENT

Group	Balance as at 1.12.2019 RM'000	Effects of adoption MFRS 16 (Note 5.1) RM'000	Additions RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.11.2020 RM'000
Carrying amount					
Furniture and fittings	**706**	**-**	**29**	**(168)**	**567**
Office equipment	**440**	**-**	**177**	**(191)**	**426**
Renovation	**1,177**	**-**	**22**	**(252)**	**947**
Motor vehicles	**1,221**	**(1,188)**	**-**	**(12)**	**21**
	3,544	**(1,188)**	**228**	**(623)**	**1,961**

Group	[---- At 30.11.2020 ----		]
	Cost RM'000	Accumulated depreciation RM'000	Carrying Amount RM'000
Furniture and fittings	**1,385**	**(818)**	**567**
Office equipment	**1,974**	**(1,548)**	**426**
Renovation	**2,339**	**(1,392)**	**947**
Motor vehicles	**5,548**	**(5,527)**	**21**
Site and sports equipment	**32**	**(32)**	**-**
	11,278	**(9,317)**	**1,961**

Group	Balance as at 1.12.2018 RM'000	Additions RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.11.2019 RM'000
Carrying amount				
Furniture and fittings	337	491	(122)	706
Office equipment	522	92	(174)	440
Renovation	456	908	(187)	1,177
Motor vehicles	1,619	445	(843)	1,221
Site and sports equipment	3	-	(3)	-
	2,937	1,936	(1,329)	3,544

Group	[---- At 30.11.2019 ----		]
	Cost RM'000	Accumulated depreciation RM'000	Carrying Amount RM'000
Furniture and fittings	1,356	(650)	706
Office equipment	1,797	(1,357)	440
Renovation	2,317	(1,140)	1,177
Motor vehicles	6,992	(5,771)	1,221
Site and sports equipment	32	(32)	-
	12,494	(8,950)	3,544

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

7. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Company	Balance as at 1.12.2019 RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.11.2020 RM'000
Carrying amount			
Furniture and fittings	**20**	**(4)**	**16**
Office equipment	**10**	**(2)**	**8**
Renovation	**51**	**(13)**	**38**
	81	**(19)**	**62**

Company	[------------------ At 30.11.2020 Cost RM'000	Accumulated depreciation RM'000	Carrying Amount RM'000 --------------------]
Furniture and fittings	**54**	**(38)**	**16**
Office equipment	**258**	**(250)**	**8**
Renovation	**224**	**(186)**	**38**
Motor vehicles	**543**	**(543)**	**-**
	1,079	**(1,017)**	**62**

Company	Balance as at 1.12.2018 RM'000	Additions RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.11.2019 RM'000
Carrying amount				
Furniture and fittings	23	-	(3)	20
Office equipment	9	3	(2)	10
Renovation	82	-	(31)	51
	114	3	(36)	81

Company	[------------------ At 30.11.2019 Cost RM'000	Accumulated depreciation RM'000	Carrying Amount RM'000 --------------------]
Furniture and fittings	54	(34)	20
Office equipment	258	(248)	10
Renovation	224	(173)	51
Motor vehicles	543	(543)	-
	1,079	(998)	81

7. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

(a) The Group and the Company made the following cash payments to purchase property, plant and equipment:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Additions of property, plant and equipment	**228**	1,936	-	3
Financed by finance lease creditors	-	(340)	-	-
Cash payments on purchase of property, plant and equipment	**228**	1,596	-	3

(b) As at 30 November 2020, the carrying amount of the property, plant and equipment of the Group and of the Company under finance lease arrangements were as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Motor vehicles	-	1,188	-	-

Details of the finance lease arrangements are disclosed in Note 20 to the financial statements.

8. LEASES

The Group and the Company as lessee

Group - Right-of-use assets

Carrying amount	Balance as at 1.12.2019 RM'000	Effects of adoption of MFRS 16 (Note 5.1) RM'000	Additions RM'000	Depreciation RM'000	Balance as at 30.11.2020 RM'000
Buildings	-	**1,485**	**263**	**(425)**	**1,323**
Motor vehicles	-	**1,188**	**158**	**(658)**	**688**
	-	**2,673**	**421**	**(1,083)**	**2,011**

8. LEASES (Cont'd)

The Group and the Company as lessee (Cont'd)

Group - Lease liabilities

Carrying amount	Balance as at 1.12.2019 RM'000	Effects of adoption of MFRS 16 (Note 5.1) RM'000	Additions RM'000	Lease payments RM'000	Lease concessions RM'000	Interest expense RM'000	Balance as at 30.11.2020 RM'000
Buildings	-	1,485	263	(420)	(27)	79	1,380
Motor vehicles	-	1,107	130	(636)	-	38	639
	-	2,592	393	(1,056)	(27)	117	2,019

Represented by:	2020 RM'000
Current liabilities	766
Non-current liabilities	1,253
	2,019
Lease liabilities owing to financial institutions	639
Lease liabilities owing to non-financial institutions	1,380
	2,019

Company - Right-of-use assets

Carrying amount	Balance as at 1.12.2019 RM'000	Effects of adoption of MFRS 16 (Note 5.1) RM'000	Depreciation RM'000	Balance as at 30.11.2020 RM'000
Buildings	-	729	(216)	513

Company - Lease liabilities

Carrying amount	Balance as at 1.12.2019 RM'000	Effects of adoption of MFRS 16 (Note 5.1) RM'000	Lease payments RM'000	Lease concessions RM'000	Interest expense RM'000	Balance as at 30.11.2020 RM'000
Buildings	-	729	(216)	(14)	36	535

8. LEASES (Cont'd)

The Group and the Company as lessee (Cont'd)

Company - Lease liabilities (Cont'd)

Represented by:	2020 RM'000
Current liabilities	**215**
Non-current liabilities	**320**
	535
Lease liabilities owing to non-financial institutions	**535**

(a) The following are the amounts recognised in profit or loss:

	2020	
	Group RM'000	Company RM'000
Depreciation charge of right-of-use assets (included in administrative expenses)	**1,083**	**216**
Interest expense on lease liabilities (included in finance costs)	**117**	**36**
Rental reduction arising from COVID-19 related rent concessions (included in administrative expenses)	**(27)**	**(14)**
	1,173	**238**

(b) During the financial year, the following cash payments on right-of-use assets:

	2020	
	Group RM'000	Company RM'000
Addition of right-of-use assets	**421**	**-**
Lease liabilities financed by lease arrangement	**(130)**	**-**
Lease liabilities recognition for buildings	**(263)**	**-**
Cash payments on right-of-use assets	**28**	**-**

(c) The Group leases several lease contracts that include extension and termination options. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. Management exercises judgement in determining whether these extension and termination options are reasonably certain to be exercised.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

9. INVESTMENT PROPERTIES

Group	2020 RM'000	2019 RM'000
At beginning of financial year	**40,077**	50,545
Transferred from inventories	**8,332**	4,760
Fair value gain adjustments on inventories transferred	**12,569**	10,272
Fair value losses adjustments	**(2,304)**	-
Disposals	**(9,427)**	(25,500)
At end of financial year	**49,247**	40,077

(a) The following are recognised in profit or loss:

	2020 RM'000	2019 RM'000
Lease income	**740**	1,215
Direct operating expenses - income generating investment properties	**134**	126

(b) The operating lease payments to be received are as follows:

	2020 RM'000
Less than one year	**841**
One to two years	**179**
Total undiscounted lease payments	**1,020**

(c) The fair value of investment properties of the Group are categorised as follows:

Group	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
2020				
Land and buildings	**-**	**-**	**49,247**	**49,247**
2019				
Land and buildings	-	-	40,077	40,077

(i) The fair value of investment properties at level 3 are referenced to previous sales of similar properties in the vicinity on a price per square feet basis. Any changes in the price per square feet would result in a reasonable change in the fair value of the investment properties.

The unobservable valuation inputs used in the comparison method are as follows:

	2020	2019
Price per square foot for commercial buildings (The estimated fair value would increase/decrease if the price per square foot is higher/lower)	**RM567 to RM828 per square foot**	RM567 to RM1,109 per square foot

(ii) As at 30 November 2020, the carrying amount of the investment properties of the Group of RM37,954,695 (2019: RM7,304,350) have been pledged to financial institutions for borrowings granted to the Group as disclosed in Notes 19 and 22 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

10. INVESTMENTS IN SUBSIDIARIES

	Company 2020 RM'000	Company 2019 RM'000
Unquoted equity shares, at cost	**12,690**	12,690
Less: Impairment loss	**(282)**	(267)
	12,408	12,423
Equity loan	**139,000**	139,000
	151,408	151,423

(a) The Directors of the Company have reassessed the nature of the amounts owing by subsidiaries and determined that total outstanding balance amounting to RM139,000,000 (2019: RM139,000,000) shall constitute an equity loan to subsidiaries as these amounts are unsecured, interest free and settlement is neither planned nor likely to occur in the foreseeable future and are considered to be part of the investment of the Company providing the subsidiaries with a long term source of additional capital.

(b) Reconciliation of movements in impairment on investments in subsidiaries are as follows:

	Company 2020 RM'000	Company 2019 RM'000
At beginning of year	**267**	249
Charge for the financial year	**15**	18
At end of year	**282**	267

Impairment loss on investments in subsidiaries relating to Country View Ventures Sdn. Bhd., Country View Equities Sdn. Bhd., Country View Construction Sdn. Bhd., Country View Property Management Sdn. Bhd. and Country View Avenue Sdn. Bhd. have been recognised due to declining operations of these subsidiaries.

(c) The details of the subsidiaries, which are all incorporated in Malaysia, are as follows:

Name of company	Interest in equity held by Company 2020	Interest in equity held by Company 2019	Principal activities
Country View Avenue Sdn. Bhd. ('CVA')^	**100%**	100%	Dormant
Country View Construction Sdn. Bhd. ('CVC')^	**100%**	100%	Dormant
Country View Equities Sdn. Bhd. ('CVE')^	**100%**	100%	Dormant
Country View Greens Sdn. Bhd. ('CVG')#	**100%**	100%	Property development
Country View Land Sdn. Bhd. ('CVL')#	**100%**	100%	Property development
Country View Property Management Sdn. Bhd. ('CVPM')#	**100%**	100%	Property management
Country View Properties Sdn. Bhd. ('CVP')#	**100%**	100%	Property development
Country View Resources Sdn. Bhd. ('CVR')#	**100%**	100%	Property development
Country View Ventures Sdn. Bhd. ('CVV')^	**100%**	100%	Dormant

Subsidiaries audited by BDO PLT Malaysia.

^ Consolidated based on unaudited management accounts, as these subsidiaries are in the process of striking off or Member's Voluntary Winding Up.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

11. DEFERRED TAX ASSETS

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

	Group	
	2020 RM'000	**2019 RM'000**
At beginning of year	**726**	780
Recognised in profit or loss (Note 30)	**95**	(54)
At end of year (presented after appropriate offsetting)	**821**	726

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

	Property, plant and equipment RM'000	Other deductible temporary differences RM'000	Total RM'000
At 1 December 2018	(65)	845	780
Recognised in profit or loss	4	(58)	(54)
At 30 November 2019	(61)	787	726
At 1 December 2019	**(61)**	**787**	**726**
Recognised in profit or loss	**(1)**	**96**	**95**
At 30 November 2020	**(62)**	**883**	**821**

(c) The amounts of temporary differences for which no deferred tax assets have been recognised in the statements of financial position are as follows:

	Group		Company	
	2020 RM'000	**2019 RM'000**	**2020 RM'000**	**2019 RM'000**
Unused tax losses				
- Expires by 30 November 2025	**20,287**	20,231	**16,843**	16,829
- Expires by 30 November 2026	**322**	322	**-**	-
- Expires by 30 November 2027	**433**	-	**425**	-
Unabsorbed capital allowances				
- No expiry date	**86**	79	**86**	79
Accrued liabilities - No expiry date	**722**	1,326	**653**	1,210
	21,850	21,958	**18,007**	18,118

Deferred tax assets of the Company and certain subsidiaries have not been recognised in respect of these items as it is not probable that taxable profits of the subsidiaries would be available against which the deductible temporary differences could be utilised.

12. INVENTORIES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Non-current				
Land held for property development (Note 13)	**437,848**	412,289	**-**	-
Current				
Completed properties held for sale, at cost	**79,011**	80,890	**24**	24
Property development costs (Note 14)	**67,083**	95,358	**-**	-
	146,094	176,248	**24**	24

Certain completed properties held for sale of the Group amounted to RM16,458,000 (2019: RM21,617,000) have been pledged to financial institutions as security for facilities granted to the Group and the Company as disclosed in Notes 19, 21 and 22 to the financial statements.

13. LAND HELD FOR PROPERTY DEVELOPMENT

Group	Balance as at 1.12.2019 RM'000	Additions RM'000	Balance as at 30.11.2020 RM'000
Carrying amount			
Freehold land, at cost	**331,604**	**-**	**331,604**
Leasehold land, at cost	**53,698**	**-**	**53,698**
Development costs	**26,987**	**25,559**	**52,546**
	412,289	**25,559**	**437,848**

Group	Balance as at 1.12.2018 RM'000	Additions RM'000	Balance as at 30.11.2019 RM'000
Carrying amount			
Freehold land, at cost	331,604	-	331,604
Leasehold land, at cost	53,698	-	53,698
Development costs	555	26,432	26,987
	385,857	26,432	412,289

(a) As at 30 November 2020, the carrying amount of the land held for property development of the Group of RM383,457,770 (2019: RM357,975,314) have been pledged to financial institutions for borrowings granted to the Group as disclosed in Note 22 to the financial statements.

13. LAND HELD FOR PROPERTY DEVELOPMENT (Cont'd)

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

	Group 2020 RM'000	Group 2019 RM'000
Interest expense	**10,978**	16,049

Interest is capitalised in land held for property development at rates ranging from 3.94% to 5.97% (2019: 4.94% to 7.92%) per annum.

14. PROPERTY DEVELOPMENT COSTS

Group	Freehold land, at cost RM'000	Development costs RM'000	Total RM'000
Balance as at 1 December 2019	**30,632**	**64,726**	**95,358**
Cost incurred during the financial year	**-**	**35,794**	**35,794**
Recognised during the year	**(3,118)**	**(39,417)**	**(42,535)**
Transfer to completed properties held for sale	**(1,523)**	**(20,011)**	**(21,534)**
Balance as at 30 November 2020	**25,991**	**41,092**	**67,083**
Balance as at 1 December 2018	38,726	68,186	106,912
Cost incurred during the financial year	-	87,291	87,291
Recognised during the year	(7,314)	(82,151)	(89,465)
Transfer to completed properties held for sale	(780)	(8,600)	(9,380)
Balance as at 30 November 2019	30,632	64,726	95,358

(a) Comparative figures have been reclassified to conform with the current year's presentation.

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

	Group 2020 RM'000	Group 2019 RM'000
Interest expense	**50**	603

Interest is capitalised in property development cost at rates ranging from 6.41% to 7.41% (2019: 5.70% to 7.92%) per annum.

Freehold land under development have been charged to financial institutions for credit facilities granted to the Group as disclosed in Notes 21 and 22 to the financial statements.

15. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Trade receivables				
Third parties	**16,803**	17,803	**-**	-
Other receivables				
Amounts owing by subsidiaries	**-**	-	**17,536**	32,858
Other receivables	**696**	1,429	**13**	1
Deposits	**1,523**	1,424	**201**	201
	2,219	2,853	**17,750**	33,060
Less: Impairment losses on amounts owing by subsidiaries	**-**	-	**(3,762)**	(3,704)
	2,219	2,853	**13,988**	29,356
	19,022	20,656	**13,988**	29,356
Prepayments	**277**	185	**14**	12
	19,299	20,841	**14,002**	29,368

(a) The normal credit terms of the trade receivables granted by the Group range from 14 days to 90 days (2019: 14 days to 90 days). They are recognised at their original invoiced amounts, which represent their fair value on initial recognition.

(b) Amounts owing by subsidiaries represents advances and payments made on behalf, which are unsecured, interest-free and repayable within the next twelve (12) months.

(c) Trade and other receivables are denominated in RM.

(d) Impairment for trade receivables that do not contain a significant financing component are recognised based on the simplified approach using the lifetime expected credit losses.

During this process, the probability of non-payment by the trade receivables is adjusted by forward looking information and multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such impairments are recorded in a separate impairment account with the loss being recognised in the statements of profit or loss and other comprehensive income. On confirmation that the trade receivable would not be collectible, the gross carrying value of the asset would be written off against the associated impairment.

It requires management to exercise significant judgement in determining the probability of default by trade receivables and appropriate forward looking information. The Group has identified the gross domestic product (GDP), unemployment rate and inflation rate as the key forward looking information.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

15. TRADE AND OTHER RECEIVABLES (Cont'd)

(e) Lifetime expected loss provision for trade receivables of the Group are as follows:

	Gross carrying amount RM'000	Lifetime ECL allowance RM'000	Net carrying amount RM'000
As at 30 November 2020			
Not past due	**16,026**	**-**	**16,026**
Past due:			
Below 30 days	**239**	**-**	**239**
31 days to 60 days	**463**	**-**	**463**
61 days to 90 days	**75**	**-**	**75**
		-	
	777		**777**
	16,803	**-**	**16,803**
As at 30 November 2019			
Not past due	15,649	-	15,649
Past due:			
Below 30 days	430	-	430
31 days to 60 days	1,365	-	1,365
61 days to 90 days	359	-	359
Over 90 days	-	-	-
	2,154	-	2,154
	17,803	-	17,803

No expected credit loss is recognised arising from trade receivables as it is negligible.

None of the trade receivables of the Group that are past due but not impaired have been renegotiated during the financial year. These receivables are not secured by any collateral.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

15. TRADE AND OTHER RECEIVABLES (Cont'd)

(f) Impairment for other receivables and amounts owing by subsidiaries are recognised based on the general approach within MFRS 9 using the forward looking expected credit loss model. The Group and the Company defined significant increase in credit risk when there is changes in contractual terms and delay in payment from its other receivables. No expected credit loss is recognised arising from other receivables as it is negligible.

The reconciliation of movements in the impairment losses on amount owing by subsidiaries is as follows:

	Lifetime ECL - credit impaired RM'000
Company	
At 1 December 2019	**3,704**
Charge for the financial year	**58**
At 30 November 2020	**3,762**
At 1 December 2018	3,582
Charge for the financial year	122
At 30 November 2019	3,704

Other receivables that are individually determined to be impaired at the end of the reporting period relate to those debtors that exhibit significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

(g) Information on financial risks of trade and other receivables is disclosed in Note 38 to the financial statements.

16. CONTRACT ASSETS/(LIABILITIES)

	Group	
	2020 RM'000	2019 RM'000
Contract assets		
Property development contracts	**6,253**	26,681
Contract liabilities		
Property development contracts	**(374)**	(374)
	5,879	26,307
At 1 December	**26,307**	9,163
Revenue recognised during the year	**89,855**	162,420
Progress billings	**(110,283)**	(145,276)
At 30 November	**5,879**	26,307

16. CONTRACT ASSETS/(LIABILITIES) (Cont'd)

Contract value yet to be recognised as revenue:

Revenue expected to be recognised in the future relating to performance obligations that are unsatisfied (or partially unsatisfied) at the end of the reporting period, are as follows:

	2020 RM'000	2019 RM'000
Within 1 year	**19,842**	21,595

17. CASH AND BANK BALANCES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Cash and bank balances	**14,185**	13,450	**86**	131

(a) Included in the Group's and the Company's cash and bank balances are RM10,331,000 (2019: RM8,273,000) and RM1,000 (2019: RM1,000) respectively held under the Housing Development Account pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966, (as amended by the Housing Developers (Housing Development Account) (Amendment), Regulations, 2002), which are not available for general use by the Group and the Company.

(b) The currency exposure profile of cash and bank balances is as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Ringgit Malaysia	**14,183**	13,450	**86**	131
Singapore Dollar	**2**	-	**-**	-
	14,185	13,450	**86**	131

(c) For the purpose of the statements of cash flows, cash and cash equivalents comprise the following as at the end of each reporting period:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Cash and bank balances	**14,185**	13,450	**86**	131
Less: Bank overdrafts included in borrowings (Note 19)	**(8,089)**	(6,612)	**(1,434)**	(1,391)
	6,096	6,838	**(1,348)**	(1,260)

(d) No expected credit losses are recognised arising from the deposits with financial institutions because the probability of default by these financial institutions is negligible.

(e) Information on financial risks of cash and bank balances is disclosed in Note 38 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

18. SHARE CAPITAL

	Group and Company			
	2020		2019	
	Number of shares '000	RM'000	Number of shares '000	RM'000
Issued and fully paid up ordinary shares				
At beginning/end of financial year	**100,000**	**100,124**	100,000	100,124

The owners of the parent are entitled to receive dividends as and when declared by the Company and are entitled to one (1) vote per ordinary share at meetings of the Company. All ordinary shares rank pari passu with regard to the residual assets of the Company.

19. BORROWINGS

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Current liabilities				
Bank overdrafts	**8,089**	6,612	**1,434**	1,391
Finance lease creditors	**-**	592	**-**	-
Revolving credits	**-**	13,249	**-**	12,000
Term loans	**24,054**	39,863	**-**	-
	32,143	60,316	**1,434**	13,391
Non-current liabilities				
Finance lease creditors	**-**	515	**-**	-
Revolving credits	**22,000**	-	**-**	-
Term loans	**167,963**	152,477	**-**	-
	189,963	152,992	**-**	-
Total borrowings				
Bank overdrafts (Note 17)	**8,089**	6,612	**1,434**	1,391
Finance lease creditors (Note 20)	**-**	1,107	**-**	-
Revolving credits (Note 21)	**22,000**	13,249	**-**	12,000
Term loans (Note 22)	**192,017**	192,340	**-**	-
	222,106	213,308	**1,434**	13,391

(a) Borrowings are denominated in RM.

(b) Bank overdrafts of the Group and of the Company were secured by the following:

(i) Legal charges over certain units of the investment properties (Note 9) and completed properties held for sale (Note 12) of the Group; and

(ii) Guaranteed by the Company.

(c) Information on financial risks of borrowings and its remaining maturity is disclosed in Note 38 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

20. FINANCE LEASE CREDITORS

	Group	
	2020 RM'000	2019 RM'000
Minimum finance lease payments		
- not later than one (1) year	-	629
- later than one (1) year and not later than five (5) years	-	545
Total minimum finance lease payments	-	1,174
Less: Future interest charges	-	(67)
Present value of finance lease payments	-	1,107
Repayable as follows:		
Current liabilities		
- not later than one (1) year	-	592
Non-current liabilities		
- later than one (1) year and not later than five (5) years	-	515
	-	1,107

21. REVOLVING CREDITS

(a) Revolving credits of the Group and of the Company are secured by the following:

(i) Legal charges over property development costs (Note 14) and completed properties held for sale (Note 12) of the Group and of the Company;

(ii) Debentures by way of fixed and floating charges over the present and future assets of the Company and certain subsidiaries; and

(iii) Revolving credits of the Group are guaranteed by the Company.

(b) Revolving credits in prior year were repayable in full at the end of the rolled over period.

Revolving credit facility granted and utilised in current year is repayable at the end of 120 months after initial drawdown.

22. TERM LOANS

	Group	
	2020 RM'000	2019 RM'000
Current liabilities (Note 19)		
- not later than one (1) year	**24,054**	39,863
Non-current liabilities (Note 19)		
- later than one (1) year and not later than five (5) years	**167,963**	152,477
	192,017	192,340

22. TERM LOANS (Cont'd)

Term loans of the Group are secured by:

(i) Legal charges over certain units of investment properties (Note 9), property development costs (Note 14) and land held for property development (Note 13) of the Group;

(ii) Debentures by way of fixed and floating charges over the present and future assets of the Group; and

(iii) Term loans of the Group are guaranteed by the Company.

23. TRADE AND OTHER PAYABLES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Trade payables				
Third parties	**30,687**	56,661	**9**	91
Other payables				
Amounts owing to subsidiaries	**-**	-	**4,791**	4,752
Other payables	**2,597**	4,079	**86**	57
Accruals	**6,182**	10,167	**1,034**	1,656
	8,779	14,246	**5,911**	6,465
	39,466	70,907	**5,920**	6,556

(a) Trade payables are non-interest bearing and the normal trade credit terms granted to the Group and the Company range from one (1) month to three (3) months (2019: one (1) month to three (3) months).

(b) Amounts owing to subsidiaries represents advances and payments made on behalf, which are unsecured, interest-free and payable upon demand.

(c) Included in trade payables of the Group are retention monies of RM8,400,000 (2019: RM8,200,000).

(d) Trade and other payables are denominated in RM.

(e) Information on financial risks of trade and other payables is disclosed in Note 38 to the financial statements.

24. COMMITMENTS

Operating lease commitments

The Group as lessee
The Group had entered into non-cancellable operating lease agreements for shop-office, office buildings and office equipment, resulting in future rental commitments.

24. COMMITMENTS (Cont'd)

Operating lease commitments (Cont'd)

The lease terms do not contain restrictions on the Group's activities concerning dividends or additional debt. Certain lease terms entered into by the Group include restrictions on further leasing. The Group has aggregate future minimum lease commitment as at the end of the reporting period as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Not later than one year	-	403	-	209
Later than one year and not later than five years	-	42	-	8
	-	445	-	217

25. CONTINGENT LIABILITIES

	Company	
	2020 RM'000	2019 RM'000
Secured		
Corporate guarantees given to a licensed bank for banking facilities granted to subsidiaries ^^		
- Limit of guarantee	**343,500**	373,860
- Amount utilised	**224,728**	215,769

^^ The Directors are of the view that the fair value of such corporate guarantees given by the Company is negligible as the chances of the financial institutions to call upon the corporate guarantees are remote.

26. REVENUE

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Revenue from contracts with customers				
Recognised over time:				
Property development	**30,063**	112,922	-	-
Recognised at point in time:				
Sales of completed properties	**59,792**	49,499	-	-
Others	**366**	316	-	-
Others				
Dividend income from a subsidiary	-	-	**6,024**	1,702
	90,221	162,737	**6,024**	1,702

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

27. COST OF SALES

	Group	
	2020	2019
	RM'000	RM'000
Property development costs	**42,535**	89,465
Sales of completed properties	**17,239**	23,672
	59,774	113,137

28. FINANCE COSTS

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Interest expenses on:				
- bank overdrafts	**406**	266	**80**	40
- finance lease creditors	**-**	64	**-**	-
- lease liabilities	**117**	-	**36**	-
- revolving credits	**1,059**	901	**582**	901
- term loans	**367**	1,458	**-**	-
	1,949	2,689	**698**	941

29. PROFIT BEFORE TAX

Other than those disclosed elsewhere in the financial statements, the following amounts have been included in arriving at profit before tax:

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Profit before tax is arrived at after charging:				
Auditors' remuneration				
- statutory audit	**103**	130	**42**	54
Expenditure of office	**-**	428	**-**	195
And crediting:				
Interest income received from:				
- deposits with licensed banks	**288**	1,164	**2**	694
- housing development accounts	**64**	116	**-**	-
- late payment charged to house buyers	**226**	35	**-**	-
Rental income	**740**	1,215	**-**	-

30. TAX EXPENSE

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Current tax expense				
- current year	**6,242**	8,750	**-**	28
- prior years	**196**	217	**-**	-
	6,438	8,967	**-**	28
Deferred tax (Note 11)				
- current year	**(95)**	54	**-**	-
	6,343	9,021	**-**	28

(a) The Malaysian income tax is calculated at the statutory rate of twenty-four percent (24%) (2019: 24%) of the estimated taxable profits for the fiscal year.

(b) The numerical reconciliation between the tax expense and the product of accounting profit multiplied by the applicable tax rate of the Group and of the Company are as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Profit before tax	**19,592**	33,892	**5,152**	694
Tax at Malaysian statutory tax rate of 24% (2019: 24%)	**4,702**	8,134	**1,236**	167
Non-allowable expenses	**1,471**	639	**236**	308
Non-taxable income	**-**	-	**(1,446)**	(408)
(Utilisation of previously unrecognised deferred tax assets)/Deferred tax assets not recognised	**(26)**	31	**(26)**	(39)
	6,147	8,804	**-**	28
Under provision in prior years				
- current tax	**196**	217	**-**	-
	6,343	9,021	**-**	28

31. EARNINGS PER ORDINARY SHARE

(a) Basic

Basic earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2020 RM'000	2019 RM'000
Profit attributable to equity holders of the parent (RM'000)	**13,249**	24,871
Weighted average number of ordinary shares in issue ('000)	**100,000**	100,000
Basic (sen)	**13.25**	24.87

(b) Diluted

The diluted earnings per share of the Group for the financial years 2020 and 2019 are same as the basic earnings per ordinary share of the Group as there are no dilutive potential ordinary shares.

32. DIVIDENDS

	Group and Company	
	2020 RM'000	2019 RM'000
In respect of financial year ended 30 November 2020:		
First interim single tier dividend of 3 sen per ordinary share, paid on 1 December 2020	**3,000**	-
In respect of financial year ended 30 November 2019:		
Final single tier dividend of 5 sen per ordinary share, paid on 24 August 2020	**5,000**	-
First interim single tier dividend of 3 sen per ordinary share, paid on 25 November 2019	**-**	3,000
	8,000	3,000

The Directors do not recommend any payment of final dividend in respect of the current financial year ended 30 November 2020.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

33. EMPLOYEE BENEFITS

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Wages and salaries	**7,497**	7,155	**2,134**	2,049
Contributions to defined contribution plan	**953**	989	**232**	280
Social security contribution	**66**	62	**3**	3
Other benefits	**619**	2,464	**149**	1,134
	9,135	10,670	**2,518**	3,466

Included in the employee benefits of the Group and of the Company are Executive Directors' remuneration of RM1,974,000 (2019: RM2,328,000) as disclosed in Note 34 to the financial statements.

34. DIRECTORS' AND KEY MANAGEMENT'S REMUNERATION

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Executive Directors:				
- salaries and other emoluments	**1,974**	2,328	**1,974**	2,328
- benefit-in-kind	**86**	87	**26**	27
- Directors' fees	**80**	80	**80**	80
	2,140	2,495	**2,080**	2,435
Non-Executive Directors' fees	**270**	270	**270**	270
Directors' of the Company	**2,410**	2,765	**2,350**	2,705
Approve and under provision in previous years				
- Non-Executive Directors' fees	**-**	18	**-**	18
	2,410	2,783	**2,350**	2,723
Other members of key management:				
- salaries and other emoluments	**1,571**	1,090	**835**	1,068
- other benefits	**74**	46	**-**	1
	1,645	1,136	**835**	1,069
	4,055	3,919	**3,185**	3,792

35. RELATED PARTY DISCLOSURES

(a) Identities of related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties could be individuals or other entities.

Related parties of the Group include:

(i) Direct subsidiaries of the Group; and

(ii) Key management personnel are defined as those persons having the authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include the Executive Directors of the Group.

(b) In addition to the transactions and balances detailed elsewhere in the financial statements, the Group and the Company had the following transactions with related parties during the financial year:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Transactions with subsidiaries				
Management services charges	**-**	-	**3,485**	4,079

(c) The related party transactions described above were carried out on mutually agreed and negotiated terms.

Material balances with related parties as at the end of the reporting year are disclosed in Notes 15 and 23 to the financial statements.

(d) Compensation of key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any Director (whether executive or otherwise) of the Group.

The remuneration of Directors and key management personnel are disclosed in Note 34 to the financial statements.

36. OPERATING SEGMENTS

The Group adopts business segments analysis as its primary reporting format. No geographical segment analysis is reported as the Group only operates in Malaysia. Inter-segment pricing is determined based on terms mutually agreed between the respective companies. Segment revenues, expenses, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise current tax assets, current tax liabilities, deferred tax assets and liabilities. Segment capital expenditure is the total cost incurred during the year to acquire segment assets that are expected to be used for more than one period.

The chief operating decision-maker reviews the resource allocation and performance evaluation at least on a quarterly basis.

36. OPERATING SEGMENTS (Cont'd)

The Group's major business segments are as follows:

(a) Property development
- Development of residential and commercial properties; and

(b) Investment holding
- Investing in subsidiaries which are long term in nature.

The accounting policies of operating segments are the same as those described in the summary of significant accounting policies.

Segment performance is evaluated based on operating profit, excluding non-recurring losses, and in certain respect as explained in the table below, it is measured differently from operating profit in the consolidated financial statements.

2020	Property development RM'000	Investment holding RM'000	Others RM'000	Total RM'000
Total revenue	89,855	6,024	776	96,655
Inter-segment revenue	-	(6,024)	(410)	(6,434)
Revenue from external customers	89,855	-	366	90,221
Interest income	574	2	2	578
Finance costs	(1,251)	(698)	-	(1,949)
Net finance expense	(677)	(696)	2	(1,371)
Other non-cash items:				
Depreciation of:				
- Property, plant and equipment	604	19	-	623
- Right-of-use assets	867	216	-	1,083
Fair value gain adjustments on inventories transferred	12,569	-	-	12,569
Fair value losses adjustments	(2,304)	-	-	(2,304)
Segment profit/(loss) before tax	20,403	5,152	(12)	25,543
Taxation	(6,342)	-	(1)	(6,343)
Additions to non-current assets:				
- Property, plant and equipment	228	-	-	228
- Right-of-use assets	421	-	-	421
- Investment properties	18,597	-	-	18,597
- Inventories - Land held for property development	25,559	-	-	25,559
Segment assets	675,859	914	125	676,898
Segment liabilities	260,672	3,098	195	263,965

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

36. OPERATING SEGMENTS (Cont'd)

2019	Property development RM'000	Investment holding RM'000	Others RM'000	Total RM'000
Total revenue	162,421	1,702	782	164,905
Inter-segment revenue	-	(1,702)	(466)	(2,168)
Revenue from external customers	162,421	-	316	162,737
Interest income	620	693	2	1,315
Finance costs	(1,748)	(941)	-	(2,689)
Net finance expense	(1,128)	(248)	2	(1,374)
Other non-cash items:				
Depreciation of property, plant and equipment	(1,293)	(36)	-	(1,329)
Fair value gain on investment properties	10,272	-	-	10,272
Segment profit/(loss) before tax	34,868	694	(108)	35,454
Taxation	(8,993)	(28)	-	(9,021)
Additions to non-current assets:				
- Property, plant and equipment	1,933	3	-	1,936
- Investment properties	15,032	-	-	15,032
- Inventory - Land held for property development	26,432	-	-	26,432
Segment assets	692,592	449	89	693,130
Segment liabilities	269,237	15,195	157	284,589

36. OPERATING SEGMENTS (Cont'd)

Reconciliation of reportable segment profit or loss, assets and liabilities to the corresponding amounts of the Group are as follows:

	2020 RM'000	2019 RM'000
Profit for the financial year		
Total profit for reportable segments	**25,543**	35,454
Elimination of inter-segment gain and loss	**(5,951)**	(1,562)
Profit before taxation	**19,592**	33,892
Taxation	**(6,343)**	(9,021)
Profit for the financial year	**13,249**	24,871
Assets		
Total assets for reportable segments	**676,898**	693,130
Tax assets	**829**	726
Assets of the Group per consolidated statement of financial position	**677,727**	693,856
Liabilities		
Total liabilities for reportable segments	**263,965**	284,589
Tax liabilities	**2,021**	2,775
Liabilities of the Group per consolidated statement of financial position	**265,986**	287,364

37. FINANCIAL INSTRUMENTS

(a) Capital management

The primary objective of the Group's capital management is to ensure that the Group would be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity ratios. The overall strategy of the Group remains unchanged from previous financial year.

The Group manages its capital structure and makes adjustments to it in response to changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group and the Company monitor capital using a gearing ratio which is the amount of borrowings to the financial statements divided by equity attributable to owners of the parent. The Group's and the Company's policy is to keep the gearing ratio within manageable levels. At the end of the reporting period, the Group's gearing ratio is 0.54 times (2019: 0.52 times) and the Company's gearing ratio is 0.01 times (2019: 0.08 times).

Pursuant to the requirements of Practice Note No. 17/2005 of the Bursa Malaysia Securities, the Group is required to maintain a consolidated shareholders' equity equal to or not less than the twenty-five percent (25%) of the issued and paid-up capital (excluding treasury shares) and such shareholders' equity is not less than RM40.0 million. The Company has complied with this requirement for the financial year ended 30 November 2020.

37. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial instruments

Categories of financial instruments

Group	2020 RM'000	2019 RM'000
Financial assets		
Amortised cost		
Trade and other receivables, net of prepayments	**19,022**	20,656
Cash and bank balances	**14,185**	13,450
	33,207	34,106
Financial liabilities		
Amortised cost		
Trade and other payables	**39,466**	70,907
Borrowings	**222,106**	213,308
Lease liabilities	**2,019**	-
	263,591	284,215
Company		
Financial assets		
Amortised cost		
Other receivables, net of prepayments	**13,988**	29,356
Cash and bank balances	**86**	131
	14,074	29,487
Financial liabilities		
Amortised cost		
Trade and other payables	**5,920**	6,556
Borrowings	**1,434**	13,391
Lease liabilities	**535**	-
	7,889	19,947

37. FINANCIAL INSTRUMENTS (Cont'd)

(c) Methods and assumptions used to estimate fair value

The fair value of financial assets and financial liabilities are determined as follows:

(i) Financial instruments that are not carried at fair value and whose carrying amounts are a reasonable approximation of fair value.

The carrying amounts of financial assets and liabilities, such as trade and other receivables, trade and other payables and floating rate borrowings, are reasonable approximation of fair value, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

The carrying amounts of the current portion of loans and borrowings are reasonable approximation of fair value due to the insignificant impact of discounting.

(ii) Finance lease creditors

In the previous financial year, the fair value of finance lease creditors is estimated by discounting expected future cash flows at market incremental lending rate for similar types of instruments available to the Group at the end of the reporting period.

(d) Fair value hierarchy

As at the end of the reporting period, the Group and the Company have no financial instruments that are measured subsequent to initial recognition at fair value and hence fair value hierarchy is not presented.

The fair value of financial instruments that are not carried at fair value and whose carrying amounts do not approximate its fair value are as follows:

	Group	
2019	**Carrying amount RM'000**	**Fair value (Level 2) RM'000**
Financial liability		
Finance lease creditors	1,107	1,132

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial risk management objective is to optimise value creation for shareholders whilst minimising the potential adverse impact arising from fluctuations in interest rates and the unpredictability of the financial markets.

The Group operates within an established risk management framework and clearly defined guidelines that are regularly reviewed by the Board of Directors. Financial risk management is carried out through risk review programmes, internal control systems, insurance programmes and adherence to the Group financial risk management policies. The Group is exposed mainly to credit risk, liquidity and cash flow risk as well as interest rate risk. Information on the management of the related exposures is detailed below.

(a) Credit risk

Cash deposits and trade receivables may give rise to credit risk which requires the loss to be recognised if a counter party fails to perform as contracted. It is the Group's policy to monitor the financial standing of these counter parties on an ongoing basis to ensure that the Group is exposed to minimal credit risk.

The Group's exposure to credit risk arises through its trade receivables. The Group extends credit to its customers based upon evaluation of the customer's creditworthiness. Trade receivables are monitored on an ongoing basis via the Group's management reporting procedures. If necessary, the Group may obtain collaterals/assignments as a mean of mitigating the risk of default.

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(a) Credit risk (Cont'd)

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

Information regarding credit exposure for trade and other receivables is disclosed in Note 15 to the financial statements.

Credit risk concentration profile

The Group and the Company determine concentration of credit risk by identifying and monitoring any significant long outstanding balance owing by any major customer or counter party on an on-going basis.

The Group and the Company do not have any significant concentration of credit risk as at the end of the reporting period.

(b) Liquidity and cash flow risk

Liquidity risk is the risk that the Group is unable to service its cash obligations in the future. To mitigate this risk, the management measures and forecasts its cash commitments, monitors and maintain a level of cash and cash equivalents and credit facilities deemed adequate to finance the Group's operations and development activities.

The table below summarises the maturity profile of the Group's and the Company's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2020 CONT'D

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(b) Liquidity and cash flow risk (Cont'd)

	Within 1 year RM'000	1 - 5 years RM'000	More than 5 years RM'000	Total RM'000
As at 30 November 2020				
Financial liabilities				
Group				
Trade and other payables	**39,466**	**-**	**-**	**39,466**
Borrowings	**41,080**	**183,968**	**22,000**	**247,048**
Lease liabilities	**855**	**1,311**	**-**	**2,166**
Total undiscounted financial liabilities	**81,401**	**185,279**	**22,000**	**288,680**
Company				
Trade and other payables	**5,920**	**-**	**-**	**5,920**
Borrowings	**1,434**	**-**	**-**	**1,434**
Lease liabilities	**244**	**331**	**-**	**575**
Financial guarantees*	**343,500**	**-**	**-**	**343,500**
Total undiscounted financial liabilities	**351,098**	**331**	**-**	**351,429**
As at 30 November 2019				
Financial liabilities				
Group				
Trade and other payables	70,907	-	-	70,907
Borrowings	71,476	176,073	-	247,549
Total undiscounted financial liabilities	142,383	176,073	-	318,456
Company				
Trade and other payables	6,556	-	-	6,556
Borrowings	13,391	-	-	13,391
Financial guarantees*	373,860	-	-	373,860
Total undiscounted financial liabilities	393,807	-	-	393,807

* This disclosure represents the maximum liquidity risk exposure.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's and the Company's exposure to interest rate risk relates primarily to their interest-bearing borrowings on floating rates. The Group does not use derivative financial instruments to hedge this risk.

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(c) Interest rate risk (Cont'd)

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity analysis of the Group and the Company if interest rates at the end of each reporting period changed by one hundred (100) basis points with all other variables held constant:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Profit after tax				
- Increase by 1% (2019: 1%)	**(1,688)**	(1,613)	**(11)**	(102)
- Decrease by 1% (2019: 1%)	**1,688**	1,613	**11**	102

The sensitivity for the Group is higher in 2020 than in 2019 because of increase in outstanding borrowings during the financial year. The assumed movement in basis points for interest rate sensitivity analysis is based on current observable market environment.

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(c) Interest rate risk (Cont'd)

The following table sets out the carrying amounts, the weighted average effective interest rate as at the end of the reporting period and the remaining maturities of the Group's and the Company's financial instruments that are exposed to interest rate risk:

Group	Note	Weighted average effective interest rate %	Within 1 year RM'000	1 - 2 years RM'000	2 - 3 years RM'000	3 - 4 years RM'000	4 - 5 years RM'000	More than 5 years RM'000	Total RM'000
2020									
Fixed rates									
Lease liabilities	8	**5.39**	**(766)**	**(695)**	**(518)**	**(40)**	**-**	**-**	**(2,019)**
Floating rates									
Bank overdrafts	19	**6.83**	**(8,089)**	**-**	**-**	**-**	**-**	**-**	**(8,089)**
Revolving credits	21	**6.16**	**-**	**-**	**-**	**-**	**-**	**(22,000)**	**(22,000)**
Term loans	22	**5.49**	**(24,054)**	**(34,407)**	**(71,956)**	**(61,600)**	**-**	**-**	**(192,017)**
2019									
Fixed rates									
Finance lease creditors	20	4.64	(592)	(240)	(156)	(94)	(25)	-	(1,107)
Floating rates									
Bank overdrafts	19	7.65	(6,612)	-	-	-	-	-	(6,612)
Revolving credits	21	7.38	(13,249)	-	-	-	-	-	(13,249)
Term loans	22	7.00	(39,863)	(27,670)	(37,480)	(41,727)	(45,600)	-	(192,340)

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(c) Interest rate risk (Cont'd)

The following table sets out the carrying amounts, the weighted average effective interest rate as at the end of the reporting period and the remaining maturities of the Group's and the Company's financial instruments that are exposed to interest rate risk: (Cont'd)

Company	Note	Weighted average effective interest rate %	Within 1 year RM'000	1 - 2 years RM'000	2 - 3 years RM'000	3 - 4 years RM'000	4 - 5 years RM'000	More than 5 years RM'000	Total RM'000
2020									
Fixed rates									
Lease liabilities	8	**5.82**	**(215)**	**(207)**	**(113)**	**-**	**-**	**-**	**(535)**
Floating rates									
Bank overdrafts	19	**6.95**	**(1,434)**	**-**	**-**	**-**	**-**	**-**	**(1,434)**
2019									
Floating rates									
Bank overdrafts	19	7.95	(1,391)	-	-	-	-	-	(1,391)
Revolving credits	21	7.54	(12,000)	-	-	-	-	-	(12,000)

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(d) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument would fluctuate because of changes in foreign exchange rates.

The foreign currencies in which these transactions are denominated are mainly Singapore Dollar ('SGD'). The Company manages its transactional currency exposures by matching as far as possible, its receipts and payments in each individual currency. The Company monitors the foreign currency exchange rates closely so as to minimise the potential material adverse effects from these exposures in a timely manner.

Foreign currency sensitivity analysis

In view of the insignificant financial effect on the Company's profit net of tax with the possible change in SGD exchange rates of the Company, the management did not separately disclose the effect of the sensitivity in the financial statements.

39. SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

The World Health Organisation declared the 2019 Novel Coronavirus infection ('COVID-19') a pandemic on 11 March 2020.

The Group has maintained a prudent approach and taken proactive steps in managing the Group's finances. Given the continued uncertainty posed by the COVID-19 pandemic, the Group continues to monitor both global and local developments closely, and remain proactive and vigilant in mitigating any potential impacts to the Group's businesses.

ANALYSIS OF SHAREHOLDINGS
AS AT 26 FEBRUARY 2021

The total number of issued shares of the Company stands at 100,000,000 ordinary shares, with voting rights of one vote per ordinary share.

Distribution of Shareholders

No. of Holders	Size of the Shareholdings	Total Holdings	%
10	Less than 100	199	0.0002
555	100 to 1,000	403,000	0.4030
388	1,001 to 10,000	1,642,601	1.6426
126	10,001 to 100,000	3,394,820	3.3948
41	100,001 to less than 5% of issued shares	43,496,594	43.4966
5	5% and above of issued shares	51,062,786	51.0628
1,125	**Total**	**100,000,000**	**100**

List of Thirty Largest Shareholders as at 26 February 2021
(As per Record of Depositors)

No.	Name of Holders	No. of Shares	%
1.	AMSEC Nominees (Tempatan) Sdn Bhd pledged securities account – AMBank (M) Berhad for Law Kit Tat	17,507,800	17.5078
2.	Jalur Bahagia Sdn. Bhd.	9,350,000	9.3500
3.	Wong Chee Sean @ Wong Sean	8,908,736	8.9087
4.	Neoasas Teknik Sdn. Bhd.	8,500,000	8.5000
5.	Hang Ah Jee @ Hung Ah Jee	6,796,250	6.7963
6.	UOB Kay Hian Nominees (Asing) Sdn Bhd exempt AN for UOB Kay Hian Pte Ltd (A/C Clients)	3,761,900	3.7619
7.	Law Guek Eng	3,250,000	3.2500
8.	Law Kee Kong	3,000,000	3.0000
9.	Jimmy Purwonegoro	2,571,200	2.5712
10.	UOB Kay Hian Nominees (Asing) Sdn. Bhd. for Kong Fu Tak	2,157,600	2.1576
11.	Wong Joon Chin	2,150,000	2.1500
12	Hung Ah Jee @ Hang Ah Jee	2,000,000	2.0000
13.	Maybank Nominees (Tempatan) Sdn. Bhd. pledged securities account for Law Kit Tat	2,000,000	2.0000
14.	Lau Eng @ Lam Eng	1,957,000	1.9570
15.	Kho Kwok Kwan Ying	1,710,000	1.7100
16.	Public Nominees (Tempatan) Sdn Bhd pledged securities account for Wong Chee Sean @ Wong Sean	1,700,000	1.7000
17.	Maybank Nominees (Tempatan) Sdn Bhd pledged securities account for Law Kit Tat	1,650,000	1.6500
18.	Mohd Adnan Bin Mohd Nor	1,650,000	1.6500
19.	Lee Hin Meng @ Lee Sing Lee	1,630,000	1.6300
20.	Lai Boo Luck	1,340,000	1.3400
21.	Syarikat Ajaib Jaya Sdn. Bhd.	1,200,000	1.2000
22.	Yee Gee Min	1,070,014	1.0700
23.	Law Kit Tat	850,000	0.8500
24.	Public Nominees (Tempatan) Sdn Bhd. pledged securities account for Lee Kin Kheong	766,600	0.7666

ANALYSIS OF SHAREHOLDINGS
AS AT 26 FEBRUARY 2021 CONT'D

List of Thirty Largest Shareholders as at 26 February 2021 (Cont'd)
(As per Record of Depositors)

No.	Name of Holders	No. of Shares	%
25.	Chan Chee Wai	744,600	0.7446
26.	Sadiah Binti Suleiman	682,600	0.6826
27.	Lim Ming Lang @ Lim Ming Ann	666,300	0.6663
28.	Mohamed Al Amin Bin Abdul Majid	626,200	0.6262
29.	Public Nominees (Tempatan) Sdn Bhd. pledged securities account for Wong Chee Hao	516,000	0.5160
30.	Chiat Moh Sdn Bhd	402,000	0.4020

Substantial Shareholders (Excluding Bare Trustees) as at 26 February 2021
(As per the Register of Substantial Shareholders)

No.	Name of Shareholders	No. of Shares Held			
		Direct Interest	%	Deemed Interest	%
1.	Law Kit Tat	22,007,800	22.0078	-	-
2.	Wong Chee Sean @ Wong Sean	10,608,736	10.6087	-	-
3.	Jalur Bahagia Sdn. Bhd.	9,350,000	9.3500	-	-
4.	Hang Ah Jee @ Hung Ah Jee	8,796,250	8.7963	-	-
5.	Neoasas Teknik Sdn. Bhd.	8,500,000	8.5000	-	-
6.	Sadiah Binti Suleiman	682,600	0.6826	17,850,000[a]	17.85
7.	Munawir Bin Khadri	-	-	8,500,000[b]	8.50
8.	Haliah Binti Khadri	-	-	9,350,000[c]	9.35

Note:

a Deemed interested by virtue of her substantial shareholdings in Jalur Bahagia Sdn. Bhd. and Neosas Teknik Sdn. Bhd. by virtue of Section 8 of the Companies Act, 2016.

b Deemed interested by virtue of his substantial shareholdings in Neosas Teknik Sdn. Bhd. by virtue of Section 8 of the Companies Act, 2016.

c Deemed interested by virtue of her substantial shareholdings in Jalur Bahagia Sdn. Bhd. by virtue of Section 8 of the Companies Act, 2016.

Directors' Shareholdings as at 26 February 2021
(As per the Register of Directors' Shareholdings)

No.	Name of Directors	No. of Shares Held			
		Direct Interest	%	Deemed Interest	%
1	Tan Sri Mohamed Al Amin Bin Abdul Majid	626,200	0.6262	-	-
2.	Law Kit Tat	22,007,800	22.0078	-	-
3.	Wong Chee Sean @ Wong Sean	10,608,736	10.6087	-	-
4.	Wong Joon Chin	2,150,000	2.1500	-	-
5.	Law Kee Kong	3,000,000	3.0000	-	-
6.	Choong Shiau Yoon	-	-	-	-
7.	Han Hing Siew	-	-	-	-

GROUP PROPERTIES
AS AT 30 NOVEMBER 2020

The following table consists of properties of the Group with net book value amounting to 5% or more of the consolidated total assets of the Group:

Location	Tenure	Land area	Usage	Net book value as at 30 November 2020 (RM'000)	Year of acquisition
HS(D) 10783 PT 10457, Mukim of Serendah, Daerah Hulu Selangor, Selangor Darul Ehsan	99 years leasehold interest expiring on 4 January 2095	▪ 364.80 acres	Future development land	54,390	1997
Plot E-2, comprising whole of HS(D) 317247 PTD116774 and part of HS(D) 317251 PTD 116778; Plot E-4, forming part of HS(D) 317216 PTD 116768; and HSD (D) 317215 PTD116767, all in Mukim of Pulai, Daerah Johor Bahru, Johor Darul Takzim	Freehold	34.76 acres	On-going mixed development (Project: Taman Nusa Sentral	67,083	2005
HS(D) 598457 PTD 212951, HS(D) 598458 PTD 212956, HS(D) 598647 PTD 213154, HS(D) 598459 PTD 212957 – HS(D) 598570 PTD 213068, HS(D) 598574 PTD 213076 – HS(D) 598643 PTD 213145, Mukim of Pulai, District of Johor Bahru, State of Johor	Freehold	*111.78 acres	Future development land (Project: Aurora Sentral)	383,458	2018

▪ Land area as stated in the title

* Land area is calculated based on new sub-divided qualified titles from the original title HS(D) 309469 PTD 71080

●○○ PROXY FORM

COUNTRY VIEW BERHAD
Reg. No: 198101012190 (78320-K)
(Incorporated in Malaysia)

Building Homes for Generations

I/We,___________________________________, (NRIC / Company Registration No. __________________) of (full address)____, (email address)_____________________________ and (contact no.)_______________ a member/members of COUNTRY VIEW BERHAD hereby appoint:

Name of Proxy *(Full Name)*	**NRIC No./Passport No.**	**% of Shareholding to be Represented** *(Refer to Note 2)*
Address	**Email Address**	**Contact No.**

* and/or failing him/her

Name of Proxy *(Full Name)*	**NRIC No./Passport No.**	**% of Shareholding to be Represented** *(Refer to Note 2)*
Address	**Email Address**	**Contact No.**

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 38th Annual General Meeting of the Company, to be conducted entirely through live streaming from the Broadcast Venue at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur on Wednesday, 28 April 2021 at 11.00 a.m. and at every adjournment thereof to vote via the Remote Participation and Voting ("RPV") Platform which is available at www.swsb.com.my as indicated below in respect of the following Resolutions:
** Delete where applicable.*

ORDINARY BUSINESS		**For**	**Against**
Ordinary Resolution 1	Approval of Directors' Fees		
Ordinary Resolution 2	Re-election of Mr. Wong Chee Sean @ Wong Sean		
Ordinary Resolution 3	Re-election of Mr. Law Kee Kong		
Ordinary Resolution 4	Re-appointment of Auditors		
SPECIAL BUSINESS			
Ordinary Resolution 5	Retention of Independent Director - Mr. Choong Shiau Yoon		

(Please indicate with an "X" in the space provided above on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion)

Dated this day of 2021

....
Signature / Common Seal of member/s

CDS Account No.	
No. of Shares Held	

Notes:

1. The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
2. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
3. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
4. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
5. Where a member is an Authorised Nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account") there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
6. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Company's Share Registrar office situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur OR by email to ir@shareworks.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
7. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
8. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 April 2021, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Voting by Poll

Pursuant to Paragraph 8.29A of Bursa Malaysia Berhad's Main Market Listing Requirements, all resolutions set out in this notice is to be voted by poll.

ADDITIONAL NOTE:

Please refer to the Administrative Guide for the 38th Annual General Meeting for further details.

Fold Here

STAMP

Share Registrar

COUNTRY VIEW BERHAD

Reg. No: 198101012190 (78320-K)

c/o ShareWorks Sdn Bhd
No. 2-1, Jalan Sri Hartamas 8,
Sri Hartamas,
50480 Kuala Lumpur

Fold Here

COUNTRY VIEW BERHAD
Reg. No. 198101012190 (78320-K)

Unit 26-01, Mail Box 261, Level 26, Menara Landmark,
No.12, Jalan Ngee Heng, 80000 Johor Bahru, Johor, Malaysia
Tel: (607)223 6799 Fax:(607)224 6557
www.countryview.com.my