countryview Berhad
(78320-K)

Annual Report 2009

Datuk Ir. (Dr) Mohamed Al Amin Bin Abdul Majid JP
(Executive Chairman)

Our Corporate VISION and MISSION

Dear Valued Shareholders,

"Once again it gives me great pleasure, on behalf of my colleagues on the Board of Country View Berhad, to present the Company's Annual Report and the Financial Statements of the Company and the Group for the financial year ended 30th November 2009."

VISION

We, the Country View Group, aspire to be a premier property developer providing excellent products and services that enhance our customers' lifestyle.

MISSION

- Strive to be ethical, efficient and effective in everything we do.
- Strive to provide excellent products and services to our customers.
- Strive to enhance shareholders' value.
- Strive to provide a conducive business environment for our employees to maximize their individual potential.
- Strive to contribute to our community and enhance the quality of life in our society.
- Strive to contribute to our country in supporting socio-economic development.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Chairman
Datuk Ir. (Dr) Mohamed Al Amin Bin Abdul Majid JP

Executive Directors
Law Kit Tat
Wong Chee Sean @ Wong Sean
Wong Joon Chin

Non-Independent Non-Executive Director
Law Kee Kong

Senior Independent Non-Executive Director
Choong Shiau Yoon

Independent Non-Executive Director
Azhar Bin Azizan @ Harun

AUDIT COMMITTEE

Chairman
Choong Shiau Yoon

Members
Azhar Bin Azizan @ Harun
Law Kee Kong

REMUNERATION COMMITTEE

Chairman
Azhar Bin Azizan @ Harun

Members
Wong Chee Sean @ Wong Sean
Law Kee Kong

NOMINATION COMMITTEE

Chairman
Azhar Bin Azizan @ Harun

Members
Law Kee Kong
Choong Shiau Yoon

RISK MANAGEMENT WORKING COMMITTEE

Chairman
Choong Shiau Yoon

Members
Wong Joon Chin
Azhar Bin Azizan @ Harun
Yee Gee Min (Group General Manager)
Ong Seng Piow (Senior Manager, Accounts & Services)

SECRETARIES

Lee Wee Hee (MAICSA 0773340)
Hung Siow Ping (MAICSA 7039825)

REGISTERED OFFICE

Suite 5.11 & 5.12
5th Floor Menara TJB
9 Jalan Syed Mohd. Mufti
80000 Johor Bahru, Johor
Tel : 07 – 224 2823
Fax: 07 – 223 0229

SHARE REGISTRAR

ShareWorks Sdn. Bhd. (229948-U)
No. 10-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Tel : 03 – 6201 1120
Fax: 03 – 6201 3121

AUDITORS

K. S Chua & Co. (AF 0255)
Unit 5.10, Level 5
Plaza DNP
No. 59, Jalan Dato' Abdullah Tahir
80250 Johor Bahru, Johor

PRINCIPAL PLACE OF BUSINESS

Unit 26-01, Mail Box 261
Menara Landmark
No. 12, Jalan Ngee Heng
80000 Johor Bahru
Johor, Malaysia

PRINCIPAL BANKERS

AmBank (M) Berhad
RHB Bank Berhad
Public Bank Berhad
CIMB Bank Berhad
Malayan Banking Berhad

STOCK EXCHANGE

Main Market of Bursa Malaysia Securities Berhad

WEBSITE

www.countryview.com.my

GROUP STRUCTURE

country view Berhad
(78320-K)

100%
OWNED
SUBSIDIARIES

Country View Resources Sdn. Bhd.
(523855-A)

Country View Construction Sdn. Bhd.
(525891-K)

Country View Equities Sdn. Bhd.
(444790-T)

Country View Properties Sdn. Bhd.
(388490-A)

Country View Avenue Sdn. Bhd.
(704558-W)

Country View Land Sdn. Bhd.
(490265-X)

Country View Property Management Sdn. Bhd.
(609466-K)

Country View Greens Sdn. Bhd.
(627420-K)

Country View Ventures Sdn. Bhd.
(444788-X)

Optima Bestari Sdn. Bhd.
(487495-W)
(24% Associated Company of Country View Ventures Sdn. Bhd.)

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 27th Annual General Meeting of the Company will be held at Dewan Johor, 2nd Floor, Mutiara Johor Bahru, Jalan Dato Sulaiman, Taman Century, 80250 Johor Darul Takzim, Malaysia on Wednesday, 28 April 2010 at 10.00 am for the following purposes:-

AGENDA

ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements for the financial year ended 30 November 2009 together with the Reports of the Directors and Auditors thereon. **[Resolution 1]**

2. To approve the payment of Directors' fees. **[Resolution 2]**

3. To re-elect the following Directors who retire in accordance with Article 84 of the Company's Articles of Association:

   i. Datuk Ir. (Dr) Mohamed Al Amin Bin Abdul Majid JP **[Resolution 3]**
   ii. Mdm Wong Joon Chin **[Resolution 4]**

4. To re-appoint Messrs K.S. Chua & Co. as Auditors of the Company for the year ending 30 November 2010 and to authorise the Directors to fix their remuneration. **[Resolution 5]**

5. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board

Lee Wee Hee (MAICSA 0773340)
Hung Siow Ping (MAICSA 7039825)
Company Secretaries

31 March 2010

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.

2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

3. 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.

4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.

5. To be valid, the form of proxy must be deposited at the Registered Office of the Company, Suite 5.11 & 5.12, 5th Floor Menara TJB, 9 Jalan Syed Mohd. Mufti, 80000 Johor Bahru, Johor not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

CHAIRMAN'S STATEMENT

PERFORMANCE AND FINANCIAL REVIEW

As expected the financial year ended 30th November 2009 proved to be an extremely challenging and difficult year. The unprecedented credit and liquidity crisis that started in the United States in the last quarter of 2008 turned into a worldwide financial meltdown that drove the global economy into recession.

The Malaysian economy was not spared and this impacted negatively on business and consumer confidence and sentiment. During the year under review, the Group braced itself for the anticipated tough and challenging business environment by implementing initiatives and pro-active measures.

Against this backdrop, Country View Berhad recorded a substantially lower pre-tax loss of RM1.1 million compared to a pre-tax loss of RM11.06 million in the previous financial year.

Loss after tax for the financial year ended 30th November 2009 was RM3.75 million representing an improvement over the loss after tax of RM10.61 million registered in the previous financial year.

The Group's overall revenue registered an increase to RM51.5 million compared to RM24.7 million recorded in the previous financial year end.

The increase in revenue by more than twofold and decrease in pre-tax loss was mainly due to improved sales of properties and profit recognition from advanced stages of construction.

PROPERTY DEVELOPMENT

The year under review started on a subdued note in the midst of the unfolding global financial meltdown with property buyer's confidence hampered.

However with the initiatives and pro-active measures taken, sales for the double storey terrace houses (Tropicana and Kiara Series) in Taman Nusa Indah improved significantly. The strategic location of the Group's project within the Bandar Nusajaya Development region of Iskandar Malaysia, competitive pricing combined with practical and innovative designs were the main attraction for buyers.

As at the end of the financial year under review, the Group had recorded sales of 96% for its Taman Nusa Indah Project, 100% for its Amanseri Terrace Condominiums in Taman Nusa Bestari Jaya and 25% of the up market bungalow development "Residence at the Peak" in Johor Bahru.

As at the end of the financial year under review, out of the total of 1194 units in Taman Nusa Indah, the Group have completed and handed over 938 units to our purchasers with CFO and the balance 256 units of double storey terrace houses are expected to be completed with CFO within financial year 2010.

PROSPECTS

Despite signs of improvements in the general economic climate, the Group is adopting a cautious outlook for the financial year ending 30th November 2010, given the still fragile global recovery.

The Group views positively the Government's commitment to the development of Iskandar Malaysia and expects its revenue for FY2010 to be mainly derived from the sales of its existing development properties in Taman Nusa Indah, the 12 units of up market bungalows in Johor Bahru, Residence at the Peak and the first phase of development on its new parcel of land situated in Bandar Nusajaya, all located within Iskandar Malaysia.

Going forward, the Group's focus will be on the medium to high end landed property segment with particular attention being paid to the strategic locations of the Group's development projects, competitive pricing and design concepts.

CHAIRMAN'S STATEMENT (Cont'd)

CORPORATE SOCIAL RESPONSIBILITY

"Corporate Social Responsibility is defined as open and transparent business practices that are based on ethical values and respect for the community, employees, the environment, shareholders and other stakeholders."

(Source : Bursa Malaysia Securities Berhad Corporate Social Responsibility Framework For Public Listed Companies Issued on 11th September 2006)

The principle and practice of corporate social responsibility as envisioned in the above definition has been observed & intertwined to varying degrees since the inception of the Country View Berhad Group except that these practices have not been reduced into a written document or framework.

Elements of Country View Berhad's principles and philosophy on corporate social responsibility are already reflected in the Group's mission statement published after the Group's listing on Bursa Malaysia Berhad in 2002, which emphasizes on striving to :

- Be ethical, efficient and effective in everything we do.
- Provide excellent products and services to our customers.
- Enhance shareholders value.
- Provide a conducive business environment for our employees to maximise their individual potential.
- Contribute to our community and enhance the quality of our society.
- Contribute to our country in supporting socio-economic development.

Country View Berhad will continue to conduct and enhance its business practices in an open and transparent manner based on good ethical and moral values with due consideration and respect to the community, employees, the environment, shareholders and other stakeholders.

APPRECIATION

On behalf of the Board, I would like to thank all the regulatory authorities for their assistance. My appreciation also goes out to our shareholders, bankers, business partners, associates and our esteemed customers. Our success would not have been possible without their continuous support and confidence in the 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.

DATUK Ir. (Dr) MOHAMED AL AMIN BIN ABDUL MAJID JP
Executive Chairman

PROFILE OF DIRECTORS

DATUK Ir. (Dr) MOHAMED AL AMIN BIN ABDUL MAJID JP
54 years of age – Malaysian
Executive Chairman

He 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 also holds a degree in Bachelor of Science in Civil Engineering from the University of Aston, Birmingham. He is also a Corporate Member of Institute of Engineers (IEM), Malaysia and a professional engineer (P.Eng). Recently, he was conferred an Honorary Doctorate Degree – Doctor of Science from Aston University, United Kingdom.

He has extensive experience in business and corporate management which includes serving as Chairman for Gabongan Pemborong Bumiputra Perak Berhad since 1988 and Zurich Insurance (M) Berhad since 1989. He is the Chairman of Nylex (Malaysia) Berhad and a Director of Ancom Berhad, both listed on Bursa Malaysia Securities Berhad. He is also the Chairman of Small Medium Industries Development Corporation (SMIDEC).

He also holds stewardship position in several private companies which are involved in a wide range of businesses such as construction, investment, distributorship, general trading and project maagement.

He attended all the five (5) board meetings held during the financial year ended 30 November 2009. 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 10 years. He directly holds 950,000 ordinary shares of the Company.

LAW KIT TAT
49 years of age – Malaysian
Executive Director

He 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 23 years.

He is also the advisor for the Johor Bahru's chapter of Malaysian Red Crescent Society since 1 January 1996. He is a director of Target Prestige Berhad, a non-listed public company and he also sits in the board of several other private limited companies.

He attended all the five (5) board meetings held during the financial year ended 30 November 2009. He is the brother of Mr Law Kee Kong, a Non-Independent Non-Executive Director and major shareholder 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 10 years. He directly holds 15,875,000 ordinary shares of the Company.

PROFILE OF DIRECTORS (Cont'd)

WONG CHEE SEAN @ WONG SEAN
40 years of age – Malaysian
Executive Director

He 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 and associated company. He is also a member of Remuneration Committee.

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

He has over 16 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 public company.

He attended all the five (5) board meetings held during the financial year ended 30 November 2009. 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 10 years. He directly holds 10,608,736 ordinary shares of the Company.

WONG JOON CHIN
52 years of age – Malaysian
Executive Director

She 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 is presently a member of Risk Management Working Committee of the Company.

She also has extensive experience in business and is a director of Target Prestige Berhad, a non-listed public company. She also sits in the board of several other private limited companies.

She attended all the five (5) board meetings held during the financial year ended 30 November 2009. 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 10 years. She directly holds 2,150,000 ordinary shares of the Company.

PROFILE OF DIRECTORS (Cont'd)

LAW KEE KONG
47 years of age – Malaysian
Non-Independent Non-Executive Director

He 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 presently a member of Audit, Remuneration and Nomination Committees of CVB, He is a director of several other private limited companies. He does not hold directorship in any other public company.

He attended all the five (5) board meetings held during the financial year ended 30 November 2009. He is the younger brother of Mr Law Kit Tat, an Executive Director and major shareholder 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 10 years. He directly holds 6,250,000 ordinary shares of the Company.

CHOONG SHIAU YOON
52 years of age – Malaysian
Senior Independent Non-Executive Director

He 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 Malaysian Institute of Taxation. He also gained a Master of Science in Business Finance from Brunel University, London. He is presently the Chairman of the Audit Committee and Risk Management Working Committee and a member of the Nomination Committee of the Company.

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.

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 public company.

He is currently the Chairman of Malaysia Institute of Accountants, Johor Branch.

He attended all the five (5) board meetings held during the financial year ended 30 November 2009. 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 10 years. He does not hold any shares of the Company.

PROFILE OF DIRECTORS (Cont'd)

AZHAR BIN AZIZAN @ HARUN
47 years of age – Malaysian
Independent Non-Executive Director

He was appointed to the Board of Country View Berhad ("CVB") on 27 March 2002. He graduated from the University of Malaya with an LLB (Hons) degree in 1986. He was admitted as an Advocate and Solicitor of High Court of Malaya on 27 February 1987. In 1990, he obtained his Master of Law degree with merit from King's College, University of London specialising in Corporate and Commercial Law. He has extensive experience as an Advocate & Solicitor and currently concentrates his practice in litigation matters involving shareholders right and remedies, corporate liquidation and receivership; corporate debts restructuring and building and construction claims.

He is presently a partner of a legal firm, Cheang & Ariff in Kuala Lumpur. He is also a member of Audit Committee and Risk Management Working Committee and also the Chairman of Remuneration and Nomination Committees of CVB. He does not hold directorship in any other public company.

He attended all the five (5) board meetings held during the financial year ended 30 November 2009. 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 10 years. He does not hold any shares of the Company.

CORPORATE GOVERNANCE STATEMENT

The Board of Country View Berhad subscribes to and supports the Malaysian Code on Corporate Governance ("Code") as a minimum basis for practices on corporate governance. The Board has always supported appropriate standards of corporate governance to be practiced throughout the Group.

Corporate Governance within Country View Berhad

The Board of Country View Berhad ("CVB") acknowledges that corporate governance is an ongoing process that from time to time requires reassessment and refinement.

The Board has also taken note of the revision made to the Malaysian Code of Corporate Governance on 1 October 2007 and the subsequent amendments made to the Listing Requirements in relation to Corporate Governance and the timeline for compliance.

The Board will ensure that the amendments introduced under the Listing Requirements are complied with within the given timeframe and that the revisions to the Malaysian Code of Corporate Governance are observed and applied where possible.

Set out below is a statement of how CVB has applied the Principles of the Code and compliance with the Best Practices provisions.

The CVB Group was substantially in compliance with the principles of Corporate Governance and best practices provisions as set out in the Code throughout the financial year ended 30 November 2009.

DIRECTORS

The Board

The Board acknowledges the need for direction and control of the Group being firmly in its own hands. The Board reserves appropriate strategic, financial and organisational matters for its collective decision and monitoring. The Board meets at least 4 times a year, with additional meetings convened as and when necessary. All non-executive directors bring independent judgment to bear on issues of strategy, performance, resources and standards of conduct. 2 out of 7 members of the Board are independent in accordance with the definition provided in the Bursa Malaysia Securities Berhad's Listing Requirements.

All Directors have attended and completed the Mandatory Accreditation Programme conducted by Research Institute of Investment Analysts Malaysia (now known as Bursatra Sdn. Bhd.). Each Director has also accumulated the requisite total of 72 Continuing Education Programmes points for the year 2003, 2004 and 2005 as specified by Bursa Malaysia Securities Berhad.

Under the revised Bursa Malaysia Listing Requirements, the Board has assumed the onus of determining or overseeing the training needs of their Directors from year 2005 onwards.

CORPORATE GOVERNANCE STATEMENT (Cont'd)

During the financial year ended 30 November 2009, the Directors had attended the following seminar:

Directors	Seminar	Organisers
1. Datuk Ir. (Dr) Mohamed Al Amin Bin Abdul Majid JP	New Framework for Listing And Equity Fund Raising and Key Changes to the Listing Requirements	MAICSA
2. Law Kit Tat	Corporate Governance Guide – Towards Boardroom Excellence	MIA
3. Wong Chee Sean @ Wong Sean	Corporate Governance Guide – Towards Boardroom Excellence	MIA
4. Wong Joon Chin	Corporate Governance Guide – Towards Boardroom Excellence	MIA
5. Law Kee Kong	Corporate Governance Guide – Towards Boardroom Excellence	MIA
6. Choong Shiau Yoon	Corporate Governance Guide – Towards Boardroom Excellence	MIA
7. Azhar Bin Azizan @ Harun	Corporate Governance Guide – Towards Boardroom Excellence	MIA

Besides this, the Directors are also encouraged to attend seminar and briefings in order to keep themselves abreast with the latest developments in the business environment and to enhance their skill and knowledge for the effective discharge of their roles as Directors.

There were 5 Board Meetings held during the financial year ended 30 November 2009. Details of each Director's attendance are given below:

Directors	Total	Percentage of Attendance (%)
1. Datuk Ir. (Dr) Mohamed Al Amin Bin Abdul Majid JP	5/5	100
2. Law Kit Tat	5/5	100
3. Wong Chee Sean @ Wong Sean	5/5	100
4. Wong Joon Chin	5/5	100
5. Law Kee Kong	5/5	100
6. Choong Shiau Yoon	5/5	100
7. Azhar Bin Azizan @ Harun	5/5	100

All the Directors have complied with the minimum 50% attendance requirement at Board Meeting during the financial year as stipulated by the Listing Requirements of Bursa Malaysia Securities Berhad.

The Board has delegated specific responsibilities to other Board Committees, all of which have written constitutions and term of references. Standing committees of the Board include the Audit Committee, the Nomination Committee, the Remuneration Committee and Risk Management Working Committee.

CORPORATE GOVERNANCE STATEMENT (Cont'd)

Board Balance

The Board currently has 7 members, comprising of 2 independent non-executive directors, 1 non-independent non-executive director and 4 executive directors (including the Chairman). Together, the Directors bring wide business, regulatory, industry and financial experience relevant to the direction of the CVB Group. A brief description of the background of each Director is presented on pages 7 to 10 of this Annual Report.

Independence and balance of the Board is ensured through the presence of independent non-executive Directors of the caliber necessary to carry sufficient unbiased weight in Board decisions. Although all the Directors have an equal responsibility for the Group's operations, the roles of these independent directors is particularly important in ensuring that the strategies proposed by the executive management are fully discussed and examined, and take account of the long term interest of all shareholders, employees, customers, suppliers and the community.

The Board has identified Choong Shiau Yoon as the senior independent non-executive director.

Supply of information

The management has a responsibility and duty to provide the whole Board with all the information, of which it is aware, to facilitate the discharge of the Board's responsibilities. The Board therefore expects to receive all material information about the Group, its operating units, its activities and performance. As a general rule, papers on specific subjects are sent to the Board in advance so that time at the Board meeting can be conserved and used for focused discussion. All directors have the right and duty to make further enquiries where they consider this necessary.

All Directors have access to the advice and services of the Company Secretary and may take independent advice, at the Group's expense, in the furtherance of their duties if so required.

Appointments to the Board

A Board Nomination Committee, with appropriate terms of reference, was set up on 26 February 2003. The committee comprising wholly of non-executive directors, a majority of whom are independent, are as follows:

Board Nomination Committee

1. Azhar Bin Azizan @ Harun (Chairman)
2. Choong Shiau Yoon
3. Law Kee Kong

The Board Nomination Committee is responsible to assist the Board in reviewing its size and composition, and recommend to the Board, appointment of new Directors of the Company and Board Committees.

The Board, through the Board Nomination Committee will review annually its mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board.

The process of assessing the effectiveness of the Board as a whole, the Board Committees and the individual contribution of each Board members will be carried out by the Nomination Committee. The ultimate decision for all matters, however lies with the Board as a whole.

Subsequent to the close of the financial year, the Nomination Committee had carried out its annual process of evaluation and both the Nomination Committee and Board has concurred that the Board's dynamics are healthy and effective.

As part of the process in appointing new directors, the Board Nomination Committee will provide for adequate training and orientation of new directors on the business structure and management of the Group as well as the expectations of the Board with regards to their contributions to the Board and the Group.

CORPORATE GOVERNANCE STATEMENT (Cont'd)

Re-election

In accordance with the Company's Articles of Association, all directors are subject to election by shareholders at the first opportunity after their appointment. The Articles provides that one-third or the number nearest to one-third of the directors are subject to re-election by rotation at each Annual General Meeting provided always that all Directors, including the Managing Director, shall retire from office at least once every three (3) years but shall be eligible for re-election.

Directors' Remuneration

A Board Remuneration Committee with appropriate terms of reference was established by the Board on 26 February 2003. The committee comprising majority of non-executive directors, are as follows:

1. Azhar Bin Azizan @ Harun (Chairman)
2. Law Kee Kong
3. Wong Chee Sean @ Wong Sean

The Board Remuneration Committee is responsible for the following:

1. Reviewing the Company's directors overall performance and the level of remuneration of the member of the Board.

2. Recommending policy framework to the Board on all elements of remuneration, terms of employment, reward structure and fringe benefits for Executive Directors with the aim to attract, retain and motivate individual of the highest quality.

In respect of the non-executive directors, the level of remuneration reflects the experience and level of responsibilities undertaken and is a matter for consideration by the Board as a whole. The non-executive directors shall abstain from discussions pertaining to their own remuneration.

The details of the directors' remuneration for the financial year are summarised below:

Directors	Salaries and other emoluments (RM)	Fees (RM)	Bonus (RM)	Benefits-in-kind (RM)	Total (RM)
EXECUTIVE DIRECTORS	778,000	-	-	34,000	812,000
NON-EXECUTIVE DIRECTORS	-	108,000	-	-	108,000

CORPORATE GOVERNANCE STATEMENT (Cont'd)

The number of directors whose total remuneration fell within the following bands for the financial year was as follows:

Range of Remuneration	No. of Directors Executive	No. of Directors Non-Executive
Below RM50,000	0	3
RM50,001-RM100,000	0	0
RM100,001-RM150,000	0	0
RM150,001-RM200,000	2	0
RM200,001-RM250,000	1	0
RM250,001-RM300,000	1	0
	4	3

The disclosure of directors' remuneration is made in accordance with Appendix 9C, item 10 of the Bursa Malaysia Securities Berhad's Listing Requirements. This method of disclosure represents a deviation from the Best Practices set out in the Malaysian Code of Corporate Governance, which suggests separate disclosure of each director's remuneration. The Board of Directors is of the opinion that separate disclosure will impinge upon the directors' right of privacy.

SHAREHOLDERS

Dialogue between the Company and Investors

The Annual General Meeting will be the principal forum for dialogue with shareholders. To ensure that shareholders and investors are well informed of major developments of the Group, information is disseminated to shareholders and investors through various disclosures and announcements to Bursa Malaysia Securities Berhad which include quarterly financial results, as well through the annual report and where appropriate, circulars and press releases.

The Board will regularly review the above shareholder communications policy to ensure consistent and accurate information is provided to shareholders and fund managers on the Group and to provide prompt feedback to senior management on shareholders and investors' concerns and market perceptions thus ensuring effectiveness of the information dissemination.

The Group also maintains a website *www.countryview.com.my* for shareholders and public to access corporate information and new events related to the group.

Annual General Meeting

At the coming Annual General Meeting, the Board encourages shareholders to participate in the question and answer session. The Board of Directors will be available to respond to shareholders' questions during the meeting.

Each item of special business included in the notice of the meeting will be accompanied by a full explanation of the effects of a proposed resolution.

CORPORATE GOVERNANCE STATEMENT (Cont'd)

ACCOUNTABILITY AND AUDIT

Financial reporting

In presenting the annual financial statements and quarterly announcements to shareholders, the directors aim to present a balanced and understandable assessment of the Group's position and prospect. This also applies to other price-sensitive public reports and reports to regulators.

Internal Control

The Board has outsourced its internal audit functions with the objective of assisting the Audit Committee to discharge its duties and responsibilities more effectively.

The Statement on Internal Control set out on page 22 of this Annual Report provides an overview of the Group's approach in maintaining a sound system of internal control to safeguard shareholders' investment and the Group's assets.

For the financial year ended 30 November 2009, the amount of fees paid in respect of the internal audit services provided was RM57,000.

Relationship with the Auditors

Through the Board Audit Committee, the Group has established transparent and appropriate relationship with the Group's Auditors.

A report of the Board Audit Committee is provided in page 18 of this Annual Report.

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. **Share buybacks**

   During the financial year, there were no share buybacks by the Company.

3. **Options, warrant or convertible securities**

   There were no options, warrants or convertible securities issued during the financial year.

4. **American Depository Receipt (ADR) or Global Depository Receipt (GDR) programme**

   During the financial year under review, the Company did not sponsor any ADR or GDR programme.

5. **Impositions of sanctions/penalties**

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

6. **Non-audit fees**

   During the financial year ended 30 November 2009, non-audit fees paid to Messrs K.S Chua & Co. by the Company and its subsidiaries amounted to RM 21,000.

7. **Profit estimate, forecast or projection**

   The Company did not release any profit estimate, forecast or projection during the financial year.

8. **Profit guarantee**

   There was no profit guarantee given by the Company in respect of the financial year.

9. **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 entered into by the Company and subsidiaries which involved the interests of the Directors and major shareholders.

10. **Contract relating to loan**

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

11. **Revaluation of landed properties**

    The Group does not adopt any revaluation policy on the landed properties.

AUDIT COMMITTEE REPORT

COMPOSITION AND MEETING

The Audit Committee comprises of two Independent Non-Executive Directors and one Non Independent Non-Executive Director who are as follows:

1.	Choong Shiau Yoon	~	Chairman, Senior Independent Non-Executive Director
2.	Azhar Bin Azizan @ Harun	~	Independent Non-Executive Director
3.	Law Kee Kong	~	Non-Independent Non-Executive Director

The Audit Committee convened 5 meetings during the financial year ended 30 November 2009 (i.e. 19 January 2009; 11 March 2009, 27 April 2009, 29 July 2009 and 12 October 2009.), which were attended by all the members.

SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE

The activities of the Audit Committee during the financial year under review are summarised as follows:

1. Reviewed and recommended the unaudited interim quarterly financial reports and the annual audited financial statements for the Board's approval prior to their release to Bursa Malaysia Securities Berhad.

2. Reviewed the results of the External Auditors' audit report.

3. Reviewed the audit strategy and plan of the external auditors.

4. Discussed the updates of new developments in accounting standards issued by The Malaysian Accounting Standards Board.

5. Reviewed the Company's Internal Auditors' report on the Company's control weaknesses and recommended the necessary actions for the Board's consideration.

6. Reviewed and recommended the appointment and audit fee of the external auditors for the Board's consideration.

7. Reviewed the Audit Committee Report and Statement on Internal Control before recommending for Board approval for the purpose of inclusion in the Annual Report.

8. Reviewed the Group's Policy on authority limits and recommended the necessary amendment to the Board for approval.

INTERNAL AUDIT FUNCTION

The internal audit function of the Group was outsourced to a professional services firm to assume the responsibilities of the internal audit function and to assist the Audit Committee in reviewing the adequacy and effectiveness of the internal control system of the Group.

During the financial year, the outsourced internal audit function provided reasonable assurance to the Audit Committee through the effective and efficient execution of an internal audit plan approved by the Audit Committee. Internal audit visits which were scheduled for audit execution during the financial year have been completed according to the approved internal audit plan.

AUDIT COMMITTEE REPORT (Cont'd)

TERMS OF REFERENCE

Composition

1. The Audit Committee shall be appointed by the Board of Directors and shall comprise of a minimum of three (3) Directors subject to a maximum of five (5) Directors or such number as may be determined by the Board of Directors from time to time.

2. All the audit committee member must be non-executive directors, with a majority of them being independent directors;

3. The members of Audit Committee shall elect a Chairman from among themselves who shall be an Independent Director; and

4 At least one (1) member of the Audit Committee:-

   i) must be a member of the Malaysian Institute of Accountants ("MIA"), or

   ii) if he is not a member of the MIA, he must have at least 3 years' working experience and:-

      a) he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act, 1967; or

      b) he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act, 1967; or

   iii) Fulfils such other requirements as prescribed or approved by the Exchange.

5. No Alternate Director shall be appointed as a member of the Audit Committee.

Policy

It is the policy of Country View Berhad ("CVB") to establish an Audit Committee to provide assistance to the Board in relation to fulfilment of the Board's statutory as well as fiduciary responsibilities and ensure that the internal and external audit functions of the CVB Group are being carried out adequately and effectively.

Functions

The Audit Committee shall review, report and make recommendations to the Board on the following matters:

1. The appointment of the external auditors, the audit fee and any questions of re-appointment, resignation or dismissal.

2. To discuss with the external auditors, before the audit commences, the nature and scope of the audit.

3. To review with the external auditors:-

   - the audit plan;
   - his evaluation of the system of internal controls;
   - his audit report;
   - his management letter and management's response
   - the assistance given by the Company's employees to the external auditors;
   - to discuss problems and reservations arising from the interim and final audit, and any matter the auditors may wish to discuss (in the absence of management where necessary).

AUDIT COMMITTEE REPORT (Cont'd)

4. To review:-

    - the Annual Financial Statements of the Company and the Group and thereafter to submit them to the Directors of the Company;
    - the quarterly results and year-end financial statements of the Company and Group prior to the approval of the Board of Directors, focusing particularly on:-
      i) changes in or implementation of major accounting policies changes and practices;
      ii) significant and unusual events; and ;
      iii) compliance with accounting standards and other legal requirements.
    - any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity.

5. In relation to the internal audit function where it exists:-

    - review the adequacy of the scope, functions, competency and resources of the internal audit functions and that it has the necessary authority to carry out its works;
    - review the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;
    - review any appraisal or assessment of the performance of members of the internal audit function;
    - approve any appointment or termination of senior staff members of the internal audit function;
    - inform itself of changes in personnel of the internal audit staff members and make available the opportunity for resigning staff members to submit his reason for resigning.

6. To propose best practices on disclosure in financial results and annual reports of the Company in line with the principles and spirit set out in the Malaysian Code of Corporate Governance, other applicable laws, rules, directives and guidelines.

Authority

The Audit Committee is authorised by the Board to:-

a) investigate any matter or activity within its terms of reference;
b) have the resources which are required to perform its duties;
c) have full and unrestricted access to any information pertaining to the Company and Group;
d) have direct communication channels with the external auditors, and person(s) carrying out the internal audit function or activity (if any);
e) obtain independent professional or other advice when needed and to secure the attendance of third parties with relevant experience and expertise if it considers this necessary; and
f) convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the Company whenever deemed necessary.

AUDIT COMMITTEE REPORT (Cont'd)

Procedure of Audit Committee

1. The Committee may meet together for the despatch of business, adjourn and subject to Articles 121 to 123 otherwise regulate their meetings as they think fit, provided that the Committee shall meet at least four (4) times in a calendar year.

2. Any member of the Committee may at any time and the Secretary shall on such request summon a meeting of the Committee.

3. At least seven (7) days notice of a meeting of the Committee shall be given to all Committee Members in writing at his last known address or other address given by him for the purpose. The Committee Members may meet on shorter notice and waive notice of any meetings as they deem necessary subject to the consent and agreement of all Committee Members.

   The quorum necessary for the transaction of business shall be two (2) comprised of a majority of Independent Directors.

4. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.

5. The external auditors may request a meeting if they consider that one is necessary and the Chairman upon such request will convene a meeting for the purpose.

   The external auditors are entitled to written notice of any meetings of the Committee at the same time as members of the Committee and shall have the right to appear and be heard at any meetings of the Committee.

   The Committee shall meet with the external auditors at least twice a year and if deemed necessary without the presence of any executive Board member.

6. The Financial Controller/ Head of Finance, the Head of Internal Audit (where such function exists) shall normally attend meetings or be excluded at the discretion of the Chairman. The Chairman shall, where he deems appropriate, invite any other Board members, employees, third party professionals and/or any person(s) with the relevant experience and expertise to attend any meetings of the Committee.

7. The Committee shall cause minutes to be duly entered into books provided for the purposes:-

   a) of the names of all committee members and other participants at each meeting of the Committee;
   b) of all resolutions and proceedings of committee meetings;
   c) of all orders, recommendations and reports made by the Committee.

   Such minutes shall be signed by the Chairman of the Committee at which the proceedgs were held or by the Chairman of the next succeeding meeting, and if so signed, shall be conclusive evidence without any further proof of the facts therein stated.

8. The books containing the Minutes of proceedings of the Committee shall be kept by the Company at the Registered Office of the Company subject to the provisions of the Companies Act, 1965, relating to keeping of Minutes of the Board of Directors and any Committee of the Board of Directors.

STATEMENT ON INTERNAL CONTROL

INTRODUCTION

Pursuant to Rule 15.26(b) of Bursa Malaysia's Listing Requirements for the Main Market, the Board of Directors ("the Board") of Country View Berhad ("CVB") is pleased to include a statement on the state of the Group's internal controls as guided by the Bursa Malaysia's Statement on Internal Control: Guidance for Directors of Public Listed Companies.

BOARD RESPONSIBILITY

The Board recognizes the importance of sound internal control and risk management systems and its contribution towards good corporate governance. The Board affirms its overall responsibility for CVB Group's system of internal control and risk management, and for reviewing its adequacy and integrity. However, due to inherent limitations in any system of internal control, such a system is designed to manage rather than eliminate the risk of failure in achieving its business objectives. Hence, such a system can only provide reasonable and not absolute assurance against material misstatement or loss.

RISK MANAGEMENT FRAMEWORK

The Board acknowledges that it is essential to effectively monitor, review and manage on a continuous basis the significant risks that may affect the achievement of the Group's business objectives. Key management staff and Heads of Department are empowered with the responsibility of identifying and managing risks related to their functions/departments. At periodic management meetings, such risks identified and the related internal controls are communicated to the Senior Management. In addition, significant risks identified are brought to the attention of the Board at their scheduled meetings.

During the year, reviews on the existence of new risks and the relevance of the Group's existing key risk profile are carried out by the Risk Management Working Committee. Significant risks that may affect the Group's business objectives are assessed in terms of possibility of occurrence and the impact on the Group. Based on the risk profile, resources are being allocated to mitigate the significant risks identified.

The abovementioned practice serves as the ongoing process to identify, assess and manage risks.

KEY FEATURES OF GROUP'S INTERNAL CONTROL SYSTEM

i. Executive Management

The Board is committed towards maintaining an effective control environment and structure to facilitate the proper conduct of the Group's businesses. The Executive Directors ("EDs") and the General Manager ("GM") are assisted by the line managers in managing the Group. The EDs and GM are responsible for the conduct of daily operations and the performance of the Group's businesses through review of performance and operational reports, as well as their involvement in the day-to-day affairs of the Group. Other than through the above reports, the EDs and GM also informally meet to address any matters arising. Significant issues are brought to the attention of the Board, if necessary.

ii. Reporting And Review

A formal organisational structure with defined lines of responsibility and delegation of authority is in place. A review and approval process in accordance with the Group's reporting hierarchy has been established. Clear reporting structure that ensures financial and operational reports are periodically prepared and presented to the EDs and GM for discussion and review on a timely basis. Ad-hoc and scheduled meetings are held at operational and management levels to identify, discuss and resolve busines and operational issues.

STATEMENT ON INTERNAL CONTROL (Cont'd)

iii. Management Structure

The Board maintains control over appropriate strategic, financial, operational, risk management and compliance issues. The Group's EDs and GM ensure that the Board is involved in approving major decisions.

iv. Audit Committee

The Audit Committee will examine the adequacy and effectiveness of the Company's system of internal control via the review of reports it receives from:
- Internal audit function;
- External auditors;
- Management; and
- Others

The Audit Committee reports to the Board the significant results of their review. The Board then take the necessary actions and mandate changes where necessary.

v. Internal Audit

The internal audit function of the Group is presently outsourced to a professional service provider firm to review the adequacy and effectiveness of the Group's internal control system and to monitor compliance with established policies and procedures of the Group. The areas of review are set out in a risk-based internal audit plan which has been approved by the Audit Committee.

During the financial year under review, periodic internal audit reviews had been executed based on an approved internal audit plan. Based on results of internal audit reviews, significant internal control matters were brought to the attention of the Audit Committee and corrective action plans were co-developed with Management to address the internal control weaknesses identified. Follow-up reviews were performed to ensure corrective action plans were adopted. Although a number of internal control weaknesses were identified during the audit reviews, none of the weaknesses have resulted in any material losses, contingencies or uncertainties that would require separate disclosure in this annual report.

vi. External Audit

In accordance with Rule 15.23 of Bursa Malaysia's Listing Requirements for the Main Market, the external auditors have performed a review on the statement on internal control for its inclusion into the annual report of the Company for the financial year ended 30 November 2009, and reported to the Board that nothing has come to their attention which may cause them to believe that this statement is inconsistent with their understanding of the processes adopted by the Board in reviewing the adequacy and integrity of the system of internal control.

In addition to the above, the Group has established the following to review the integrity and adequacy of the Group's system of internal control:

- The Board and Senior Management are provided with up-to-date financial information of the Group to enable timely discussion and resolution of strategic, operational, financial and corporate matters;

- Annual review and assessment of the Group's strategic direction after taking into consideration changes in the market condition and key business risks;

- Periodic budgeting and forecasting are performed and deviation from budgets/forecast is reported to the Board on a quarterly basis;

- A formal delegation of authority with clear lines of responsibility serves as a risk management tool of the Board; and

STATEMENT ON INTERNAL CONTROL (Cont'd)

- Executive Directors and Management practice “open-door” policy and meet with staff regularly to discuss and resolve any matter arising.

CONCLUSION

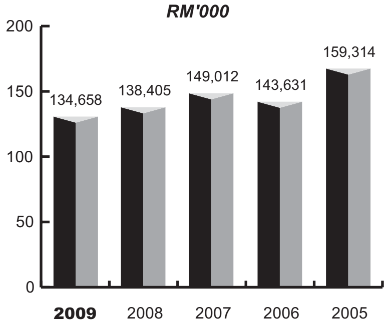
The Board is of the view that the risks faced by the Group are within tolerable levels in the context of the business environment the Group operates in, and the risk management and internal control system that existed throughout the year is adequate and effective to safeguard the interest of the Group and to facilitate the evolution of its businesses.

FIVE YEARS FINANCIAL HIGHLIGHTS

	2009	2008	2007	2006	2005
Paid-up capital (RM'000)	100,000	100,000	100,000	100,000	100,000
Shareholders' funds (RM'000)	134,658	138,405	149,012	143,631	159,314
NTA (RM'000)	134,658	138,405	149,012	143,631	159,314
NTA per share (sen)	135	138	149	144	159
Revenue (RM'000)	51,496	24,721	62,198	18,744	55,819
(Loss)/Profit before taxation (RM'000)	(1,051)	(11,060)	5,736	(16,255)	5,058
(Loss)/Profit after taxation (RM'000)	(3,747)	(10,607)	5,381	(14,603)	3,158
Earnings per share (sen)	(3.75)	(10.61)	5.38	(14.60)	3.16
Pretax profit/(loss) margin (%)	(2.04)	(44.74)	9.22	(86.7)	9.1
Current ratio	1.47	2.26	2.11	2.22	3.79
Return on capital employed (%)	(0.78)	(7.99)	3.85	(11.3)	3.2
Total borrowings (RM'000)	99,467	106,226	108,998	124,359	38,923
Gearing (times)	0.74	0.77	0.73	0.87	0.24
Gross dividend per share (sen)	-	-	-	-	1.50
Gross dividend cover (number of times)	-	-	-	-	3.37

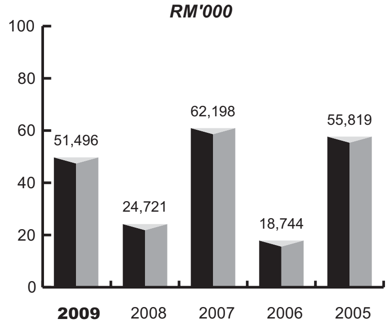
SHAREHOLDERS' FUNDS

RM'000



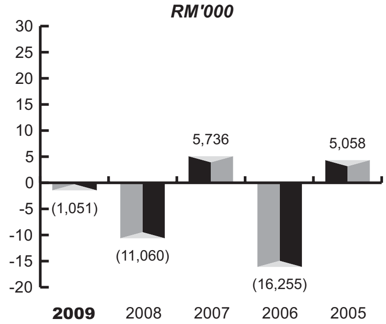
REVENUE

RM'000



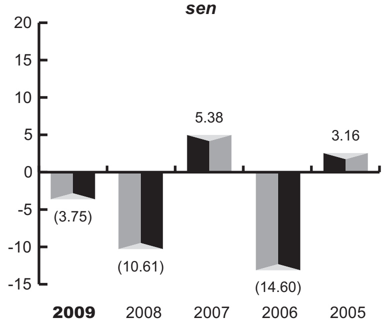
(LOSS)/PROFIT BEFORE TAXATION

RM'000



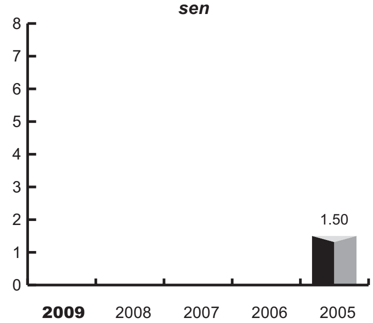
EARNINGS PER SHARE

sen



GROSS DIVIDEND PER SHARE

sen



ANALYSIS OF SHAREHOLDINGS

Share Capital as at 25 February 2010

Authorised Capital	:	RM500,000,000.00
Issued and Fully Paid up Capital	:	RM100,000,000.00
Class of Shares	:	Ordinary Shares of RM1.00 each
Voting Rights	:	One (1) vote per Ordinary Share

Distribution of Shareholders as at 25 February 2010

No. of Holders	Size of the Shareholdings	Total Holdings	%
3	Less than 100	101	0.0001
758	100 to 1,000	638,400	0.6384
203	1,001 to 10,000	829,599	0.8296
38	10,001 to 100,000	1,018,300	1.0183
34	100,001 to less than 5% of issued shares	46,758,614	46.7586
6	5% and above of issued shares	50,754,986	50.7550
1,041	**Total**	**100,000,000**	**100**

List of Thirty Largest Shareholders as at 25 February 2010
(As per Record of Depositors)

No.	Name of Holders	No. of Shares	%
1	Law Kit Tat	12,375,000	12.3750
2	Jalur Bahagia Sdn. Bhd.	9,350,000	9.3500
3	Hang Ah Jee @ Hung Ah Jee	8,796,250	8.7963
4	Neoasas Teknik Sdn. Bhd.	8,500,000	8.5000
5	Law Kee Kong	6,250,000	6.2500
6	EB Nominees (Tempatan) Sendirian Berhad pledged securities account for Wong Chee Sean @ Wong Sean	5,483,736	5.4837
7	Kho Kwok, Kwan Ying	4,250,000	4.2500
8	Wong Chee Sean @ Wong Sean	3,425,000	3.4250
9	Tan Chee Kwang	3,400,000	3.4000
10	Jimmy Purwonegoro	2,571,200	2.5712
11	Yee Gee Min	2,320,014	2.3200
12	A.A. Anthony Nominees (Asing) Sdn. Bhd. pledged securities account for Kong Fu Tak	2,157,600	2.1576
13	Wong Joon Chin	2,150,000	2.1500
14	Chan Teng Hon	2,056,534	2.0565
15	MAYBAN Nominees (Tempatan) Sdn. Bhd. pledged securities account for Law Kit Tat	2,000,000	2.0000
16	Lau Eng @ Lam Eng	1,980,000	1.9800
17	Sadiah Binti Suleiman	1,700,000	1.7000
18	ALLIANCEGROUP Nominees (Tempatan) Sdn. Bhd. pledged securities account for Wong Chee Sean @ Wong Sean	1,700,000	1.7000
19	CIMSEC Nominees (Tempatan) Sdn. Bhd. EON Finance Berhad for Mohd Adnan Bin Mohd Nor	1,650,000	1.6500
20	Lee Hin Meng @ Lee Sing Lee	1,630,000	1.6300

ANALYSIS OF SHAREHOLDINGS (Cont'd)

List of Thirty Largest Shareholders as at 25 February 2010 (cont'd)
(As per Record of Depositors)

No.	Name of Holders	No. of Shares	%
21	ALLIANCEGROUP Nominees (Tempatan) Sdn. Bhd. pledged securities account for Law Kit Tat	1,500,000	1.5000
22	ALLIANCEGROUP Nominees (Tempatan) Sdn. Bhd. pledged securities account for Chan Teng Hon	1,466,666	1.4667
23	Lai Boo Luck	1,340,000	1.3400
24	OSK Nominees (Asing) Sdn Berhad pledged securities account for Khiu Kuet-Vin	1,329,800	1.3298
25	Khiu Kuet-Vin	1,324,000	1.3240
26	How Keng Chee	1,211,900	1.2119
27	Syarikat Ajaib Jaya Sdn. Bhd.	1,189,000	1.1890
28	Mohamed Al Amin Bin Abdul Majid	950,000	0.9500
29	Kong Fu Tak	654,000	0.6540
30	Lau Kang @ Lau Bok Swee	536,700	0.5367

Substantial Shareholders (Excluding Bare Trustees) as at 25 February 2010
(As per the Register of Substantial Shareholders)

		No. of Shares			
No.	Name of Holders	Direct Interest	%	Deemed Interest	%
1	Law Kit Tat	15,875,000	15.88	-	-
2	Wong Chee Sean @ Wong Sean	10,608,736	10.61	-	-
3	Jalur Bahagia Sdn. Bhd.	9,350,000	9.35	-	-
4	Hang Ah Jee @ Hung Ah Jee	8,796,250	8.80	-	-
5	Neoasas Teknik Sdn. Bhd.	8,500,000	8.50	-	-
6	Law Kee Kong	6,250,000	6.25	-	-
7	Sadiah Binti Suleiman	1,700,000	1.70	17,850,000[a]	17.85
8	Munawir Bin Khadri	-	-	8,500,000[b]	8.50
9	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 6A of the Companies Act, 1965.

b. Deemed interested by virtue of his substantial shareholdings in Neosas Teknik Sdn. Bhd. by virtue of Section 6A of the Companies Act, 1965.

c. Deemed interested by virtue of her substantial shareholdings in Jalur Bahagia Sdn. Bhd. by virtue of Section 6A of the Companies Act, 1965.

ANALYSIS OF SHAREHOLDINGS (Cont'd)

Directors' Shareholdings as at 25 February 2010
(As per the Register of Directors' Shareholdings)

No.	Name of Directors	No. of Shares			
		Direct Interest	%	Deemed Interest	%
1	Datuk Ir. (Dr) Mohamed Al Amin Bin Abdul Majid JP	950,000	0.95	-	-
2	Law Kit Tat	15,875,000	15.88	-	-
3	Wong Chee Sean @ Wong Sean	10,608,736	10.61	-	-
4	Wong Joon Chin	2,150,000	2.15	-	-
5	Law Kee Kong	6,250,000	6.25	-	-
6	Choong Shiau Yoon	-	-	-	-
7	Azhar Bin Azizan @ Harun	-	-	-	-

GROUP PROPERTIES
As At 30 November 2009

Location	Tenure	Land area	Usage	Net book value as at 30 November 2009 (RM'000)	Year of acquisition
Taman Universiti, Skudai, Johor Lots 244, 1050 and 3056 to 3058 in Mukim of Pulai, Daerah Johor Bahru, Johor Darul Takzim	Freehold	3.98 acres	On-going mixed development project	4,277	1984
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	54,173	1997
HS(D) 1875/97 and 1876/97 PT Nos. 4182 & 4183, Mukim of Padang Meha, Daerah Kulim, Kedah Darul Aman	Freehold	550.73 acres	Future development land	26,667	2000
Nusa Bestari Jaya, Bandar Nusajaya, Johor Bahru HS(D) 257246 & 257247 PTD 71043 & 71044, Mukim of Pulai, Daerah Johor Bahru, Johor Darul Takzim	Freehold	1.00 acres	On-going mixed development land	1,693	2001
Nusa Indah, Bandar Nusajaya, Johor Bahru HS(D) 317215 & 317217 PTD 116767 & 116769, Mukim of Pulai, Daerah Johor Bahru, Johor Darul Takzim	Freehold	28.86 acres	On-going mixed development project	25,454	2001
HS(D) 21525 PTB 11080 and HS(D) 21516 PTB 11081, Bandar Johor Bahru, Daerah Johor Bahru, Johor Darul Takzim	Freehold	80,616 sq. ft.	On-going residential bungalow development land	9,814	2005
Plot E-2, comprising whole of HS(D) 317247 PTD116774 and part of HS(D) 317251 PTD 116778; and Plot E-4, forming part of HS(D) 317216 PTD 116768, all in Mukim of Pulai, Daerah Johor Bahru, Johor Darul Takzim	Freehold	290.3196 acres	Future development land	100,150	2005

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

The Directors are required by the Companies Act, 1965 ("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 2009, 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.

REPORTS AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2009

Contents

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 NOVEMBER 2009

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

PRINCIPAL ACTIVITIES

The principal activities of the Company are those of property development, investment holding and property investment.

The principal activities of the subsidiary and associated companies are described in Notes 6 and 7 respectively to the financial statements.

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

FINANCIAL RESULTS

	Group RM'000	Company RM'000
Loss for the year	(3,747)	(5,026)

DIVIDENDS

No dividends have been paid or declared by the Company since the end of the previous financial year and the Directors do not recommend any payment for the financial year.

RESERVES AND PROVISIONS

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

BAD AND DOUBTFUL DEBTS

Before the income statements and balance sheets of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and that all known bad debts had been written off and adequate allowance been made for doubtful debts.

At the date of this report, the Directors are not aware of any circumstances that would render the amount written off for bad debts, or the amount of the allowance for doubtful debts, in the Group and the Company inadequate to any substantial extent.

CURRENT ASSETS

Before the income statements and balance sheets of the Group and of the Company were made out, the Directors took reasonable steps to ascertain whether any current assets, other than debts, were unlikely to realise in the ordinary course of business their values as shown in the accounting records of the Group and of the Company and to the extent so ascertained were written down to an amount that they might be expected to realise.

At the date of this report, the Directors are not aware of any circumstances that would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

VALUATION METHODS

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

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 NOVEMBER 2009 (Cont'd)

CONTINGENT AND OTHER LIABILITIES

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

(i) any charge on the assets of the Group or of the Company that has arisen since the end of the financial year which secures the liabilities of any other person; or

(ii) any contingent liability of the Group or of the Company that has arisen since the end of the financial year.

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

CHANGE OF CIRCUMSTANCES

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

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company for the financial year were not, in the opinion of the Directors, substantially affected by any item, transaction or event of a material and unusual nature.

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

ISSUE OF SHARES OR DEBENTURES

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

DIRECTORS

The Directors who served since the date of the last report are as follows:-

Wong Joon Chin (F)
Law Kit Tat
Wong Chee Sean @ Wong Sean
Datuk Ir. (Dr) Mohamed Al Amin Bin Abdul Majid
Choong Shiau Yoon
Azhar Bin Azizan @ Harun
Law Kee Kong

In accordance with Article 84 of the Company's Articles of Association, DATUK Ir. (Dr) MOHAMED AL AMIN BIN ABDUL MAJID and WONG JOON CHIN (F) retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

DIRECTORS' REPORT
FOR THE YEAR ENDED 30 NOVEMBER 2009 (Cont'd)

DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings, none of the Directors in office at the end of the financial year have any interest in the shares of the Company other than as follows:-

	Number of ordinary shares of RM1 each			
Name of Directors	**As at 01.12.2008**	**Addition**	**Disposal**	**As at 30.11.2009**
Wong Joon Chin (F)	2,150,000	-	-	2,150,000
Law Kit Tat	15,875,000	-	-	15,875,000
Wong Chee Sean @ Wong Sean	10,608,736	-	-	10,608,736
Datuk Ir. (Dr) Mohamed Al Amin Bin Abdul Majid	950,000	-	-	950,000
Law Kee Kong	6,250,000	-	-	6,250,000

By virtue of their interest in the shares of the Company, the above Directors are deemed interested in the shares of the subsidiary companies to the extent that the Company has an interest.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors, as shown in Note 22 to the financial statements or the fixed salary of a full-time employee of the Company) 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 except as disclosed in Note 27 to the financial statements.

Neither during nor at the end of the financial year, was the Company or any of its subsidiary companies a party to any arrangements whose object is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

AUDITORS

The auditors, Messrs. K. S. Chua & Co., Chartered Accountants, have indicated their willingness to continue in office.

On behalf of the Board of Directors,

LAW KIT TAT
Director

WONG CHEE SEAN @ WONG SEAN
Director

Johor Bahru
Date: 19 March 2010

BALANCE SHEETS
AS AT 30 NOVEMBER 2009

	Note	Group 2009 RM'000	Group 2008 RM'000	Company 2009 RM'000	Company 2008 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	**4**	**241**	563	**14**	42
Land held for property development	**5**	**180,990**	176,884	**-**	-
Investment in subsidiaries	**6**	**-**	-	**12,650**	12,650
Investment in an associate	**7**	**-**	-	**-**	-
Deferred tax assets	**15**	**3,193**	5,328	**-**	1,677
		184,424	182,775	**12,664**	14,369
Current assets					
Property development costs	**8**	**28,593**	34,322	**-**	-
Inventories	**9**	**12,323**	15,967	**4,277**	4,502
Receivables, deposits and prepayments	**10**	**25,503**	10,872	**206,450**	216,889
Tax recoverable		**84**	1,351	**57**	57
Cash and bank balances	**11**	**3,402**	8,369	**98**	99
		69,905	70,881	**210,882**	221,547
TOTAL ASSETS		**254,329**	253,656	**223,546**	235,916
EQUITY AND LIABILITIES					
Equity attributable to equity holders of the Company					
Share capital	**16**	**100,000**	100,000	**100,000**	100,000
Retained profits	**17**	**34,534**	38,281	**27,074**	32,100
Share premium	**17**	**124**	124	**124**	124
Total equity		**134,658**	138,405	**127,198**	132,224
Non-current liabilities					
Borrowings	**14**	**72,243**	83,849	**63,883**	77,130
Deferred tax liabilities	**15**	**-**	3	**-**	-
		72,243	83,852	**63,883**	77,130
Current liabilities					
Provision for liabilities	**12**	**11**	11	**-**	-
Payables and accruals	**13**	**20,041**	8,971	**6,467**	6,711
Borrowings	**14**	**27,224**	22,417	**25,998**	19,851
Current tax payable		**152**	-	**-**	-
		47,428	31,399	**32,465**	26,562
Total liabilities		**119,671**	115,251	**96,348**	103,692
TOTAL EQUITY AND LIABILITIES		**254,329**	253,656	**223,546**	235,916

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

INCOME STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2009

		Group		Company	
		2009	2008	**2009**	2008
	Note	**RM'000**	RM'000	**RM'000**	RM'000
Revenue	**18**	**51,496**	24,721	**422**	(175)
Cost of goods sold	**18**	**(40,641)**	(20,115)	**(455)**	(35)
Gross profit/(loss)		**10,855**	4,606	**(33)**	(140)
Other operating income		**429**	490	**15**	3
Administrative expenses		**(10,142)**	(13,105)	**(2,333)**	(4,654)
Finance costs	**19**	**(2,193)**	(3,051)	**(998)**	(1,188)
Loss from operations		**(1,051)**	(11,060)	**(3,349)**	(5,979)
Share of losses of an associate	**7**	**-**	-	**-**	-
Loss before tax	**20**	**(1,051)**	(11,060)	**(3,349)**	(5,979)
Tax (expense)/income	**23**	**(2,696)**	453	**(1,677)**	(63)
Loss for the year		**(3,747)**	(10,607)	**(5,026)**	(6,042)
Attributable to: Equity holders of the Company		**(3,747)**	(10,607)	**(5,026)**	(6,042)
Basic earnings per ordinary share (sen)		**(3.75)**	(10.61)	**(5.03)**	(6.04)
Net dividend per ordinary share (sen)		**-**	-	**-**	-

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

STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 NOVEMBER 2009

	Attributable to Equity Holders of the Company			
	Share Capital	Distributable Reserve	Non-distributable Reserve	
	Ordinary shares RM'000	Retained profits RM'000	Share premium RM'000	Total Equity RM'000
Group				
Balance as at 1 December 2007	100,000	48,888	124	149,012
Loss for the year	-	(10,607)	-	(10,607)
Balance as at 30 November 2008	100,000	38,281	124	138,405
Balance as at 1 December 2008	**100,000**	**38,281**	**124**	**138,405**
Loss for the year	**-**	**(3,747)**	**-**	**(3,747)**
Balance as at 30 November 2009	**100,000**	**34,534**	**124**	**134,658**
Company				
Balance as at 1 December 2007	100,000	38,142	124	138,266
Loss for the year	-	(6,042)	-	(6,042)
Balance as at 30 November 2008	100,000	32,100	124	132,224
Balance as at 1 December 2008	**100,000**	**32,100**	**124**	**132,224**
Loss for the year	**-**	**(5,026)**	**-**	**(5,026)**
Balance as at 30 November 2009	**100,000**	**27,074**	**124**	**127,198**

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

CASH FLOW STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2009

	Note	Group 2009 RM'000	Group 2008 RM'000	Company 2009 RM'000	Company 2008 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Loss before tax		**(1,051)**	(11,060)	**(3,349)**	(5,979)
Adjustments for :					
Depreciation of property, plant and equipment	4	**340**	501	**30**	60
(Reversal of Impairment loss)/ Impairment loss	9	**(230)**	230	**(230)**	230
Interest from bank deposits		**(11)**	(11)	**(3)**	(3)
Interest expense		**2,193**	3,051	**998**	1,188
Allowance for doubtful debts written back	10	**(1)**	(13)	**-**	-
Operating profit/(loss) before working capital changes		**1,240**	(7,302)	**(2,554)**	(4,504)
Decrease in property development costs		**1,623**	14,042	**-**	-
Decrease/ (Increase) in inventories		**3,874**	(8,939)	**455**	188
(Increase)/ Decrease in receiveables, deposits and prepayments		**(14,628)**	16,641	**10,476**	11,708
Increase/(Decrease) in payables, deposits and accruals		**11,069**	(6,879)	**(10,118)**	(8,955)
Cash Generated From Operations		**3,178**	7,563	**(1,741)**	(1,563)
Tax paid		**(421)**	(2,855)	**-**	-
Tax refunded		**1,275**	749	**-**	749
Net Cash Generated From Operating Activities		**4,032**	5,457	**(1,741)**	(814)
CASH FLOWS FROM INVESTING ACTIVITIES					
Interest from bank deposits		**11**	11	**3**	3
Proceeds from disposal of property, plant and equipment		**-**	19	**-**	-
Purchase of property, plant and equipment	4	**(18)**	(17)	**(2)**	-
Net Cash (Used In)/Generated From Investing Activities		**(7)**	13	**1**	3
CASH FLOWS FROM FINANCING ACTIVITIES					
Drawdown of bank borrowings		**1,122**	5,049	**-**	1,549
Interest expense		**(2,193)**	(3,051)	**(998)**	(1,188)
Repayment to subsidiaries		**-**	-	**(38)**	(317)
Repayment from subsidiaries		**-**	-	**9,874**	8,185
Repayment of bank borrowings		**(8,042)**	(9,242)	**(7,399)**	(9,241)
Repayment of finance leases		**(179)**	(208)	**-**	-
Net Cash (Used In)/Generated From Financing Activities		**(9,292)**	(7,452)	**1,439**	(1,012)
Net decrease in cash and cash equivalents		**(5,267)**	(1,982)	**(301)**	(1,823)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS		**5,052**	7,034	**(3,218)**	(1,395)
Cash and cash equivalents at end of year (Note i)	11	**(215)**	5,052	**(3,519)**	(3,218)

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

CASH FLOW STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2009 (Cont'd)

Note:

(i) Cash And Cash Equivalents

Cash and cash equivalents included in the cash flow statements comprise the following balance sheet amounts:

		Group		Company	
		2009	2008	**2009**	2008
	Note	**RM'000**	RM'000	**RM'000**	RM'000
Deposits with financial institutions	**11**	**320**	309	**85**	82
Cash in hand and at banks	**11**	**3,082**	8,060	**13**	17
Cash and bank balances		**3,402**	8,369	**98**	99
Bank overdrafts	**14**	**(3,617)**	(3,317)	**(3,617)**	(3,317)
		(215)	5,052	**(3,519)**	(3,218)

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

NOTES TO THE FINANCIAL STATEMENTS

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 addresses of its registered office and principal place of business are as follows :

Registered Office

Suite 5.11 & 5.12,
5th Floor, Menara TJB,
9, Jalan Syed Mohd. Mufti,
80000 Johor Bahru.

Principal place of business

Unit 26-01, Mail Box 261,
Menara Landmark,
No. 12, Jalan Ngee Heng,
80000 Johor Bahru

The consolidated financial statements as at and for the year ended 30 November 2009 comprise the Company and its subsidiaries (together referred to as the Group) and the Group's interest in an associate.

The principal activities of the Company are those of property development, investment holding and property investment.

The principal activities of the subsidiary and associated companies are described in Notes 6 and 7 respectively to the financial statements.

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

The financial statements were approved by the Board of Directors on 19 March 2010.

2. Basis of preparation

(a) Statement of compliance

The financial statements of the Group and of the Company have been prepared in accordance with applicable approved Financial Reporting Standards (FRS) issued by the Malaysian Accounting Standards Board (MASB), accounting principles generally accepted in Malaysia and the provisions of the Companies Act 1965.

These financial statements also comply with the applicable disclosure provisions of the Listing Requirements of Bursa Malaysia Securities Berhad.

There are no new FRS, Amendments to FRS or IC Interpretations which are effective for the current financial year.

The Group and the Company have not applied the following accounting standards, amendments and interpretations that have been issued by the Malaysian Accounting Standards Board (MASB) but are not yet effective:

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

2. Basis of preparation (cont'd)

(a) Statement of compliance (cont'd)

FRS/ Interpretation	Effective date
Amendments to FRS 1, First-time Adoption of Financial Reporting Standards and FRS 127, Consolidated and Separate Financial Statements; Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	01 January 2010
Amendment to FRS 2: Share-based payment: Vesting Conditions And Cancellations	01 January 2010
FRS 4, Insurance Contracts	01 January 2010
Amendment to FRS 5 : Non-current assets Held for Sale and Discontinued Operations	01 January 2010
FRS 7, Financial Instruments: Disclosures	01 January 2010
FRS 8, Operating Segments	01 July 2009
FRS 101, Presentation of Financial Statements	01 January 2010
Amendment to FRS 118: Revenue	01 January 2010
Amendment to FRS 119: Employee Benefits	01 January 2010
FRS 123, Borrowing Costs	01 January 2010
Amendment to FRS 128: Investments in Associates	01 January 2010
Amendment to FRS 131: Interests in Joint Venture	01 January 2010
Amendments to FRS 132, Financial Instruments: Presentation	01 January 2010
Amendment to FRS 134: Interim Financial Reporting	01 January 2010
Amendment to FRS 136: Impairment of Assets	01 January 2010
Amendment to FRS 138: Intangible Assets	01 January 2010
FRS 139, Financial Instruments: Recognition and Measurement	01 January 2010
Amendments to FRS 139, Financial Instruments: Recognition and Measurement, FRS 7, Financial Instruments: Disclosures and IC Interpretation 9, Reassessment of Embedded Derivatives	01 January 2010
Amendment to FRS 140: Investment Property	01 January 2010
Improvements to FRSs 2009	01 January 2010
IC Interpretation 9, Reassessment of Embedded Derivatives	01 January 2010
IC Interpretation 10, Interim Financial Reporting and Impairment	01 January 2010

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

2. Basis of preparation (cont'd)

(a) Statement of compliance (cont'd)

FRS / Interpretation	Effective date
IC Interpretation 11, FRS 2 - Group and Treasury Share Transactions	01 January 2010
IC Interpretation 12: Service Concession Arrangements	01 July 2010
IC Interpretation 13, Customer Loyalty Programmes	01 January 2010
IC Interpretation 14, FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and Their Interaction	01 January 2010
IC Interpretation 15 :Agreements for the Construction of Real Estate	01 July 2010

The Group plans to apply FRS 8 from the annual period beginning 1 December 2009. The Group and the Company plan to apply the other standards, amendments and interpretations except for the following which are not relevant to the Group and Company: Amendments to FRS 2, FRS 4, Amendments to FRS 131, IC Interpretation 9, 11, 13 and 14 from the annual period beginning 1 December 2010.

The impact of applying FRS 7 and FRS 139 on the financial statements upon first adoption as required by paragraph 30(b) of FRS 108, Accounting Policies, Changes in Accounting Estimates and Errors is not disclosed by virtue of the exemptions given in the respective FRSs. The initial application of the other standards, amendments and interpretations is not expected to have any material impact on the financial statements or any material change in accounting policy.

FRS 8 will become effective for financial statements of the Group for the financial year ending 30 November 2010. FRS 8, which replaces FRS 114 2004, Segment Reporting, requires identification and reporting of operating segments based on internal reports that are regularly reviewed by the chief operating decision maker of the Group in order to allocate resources to the segment and to assess its performance. Currently, the Group presents segment information in respect of its business segments (see Note 29). Under FRS 8, the Group will present segment information in respect of its operating segments.

FRS 101 will become effective for the Group's financial statements for the year ending 30 November 2011. The standard requires an entity to present, in a statement of changes in equity, all owner changes in equity. All non-owner changes in equity (i.e. comprehensive income) are required to be presented in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). Components of comprehensive income are not permitted to be presented in the statement of changes in equity. In addition, a statement of financial position is required at the beginning of the earliest comparative period following a change in accounting policy, the correction of an error or the reclassification of items in the financial statements. FRS 101 does not have any impact on the Group's financial position or results.

The amendments to FRS 139 on eligible hedged items will become effective for the Group's financial statements for the year ending 30 November 2011. The amendments clarify how the principles that determine whether a hedged risk or portion of cash flows is eligible for designation should be applied in two particular situations: (i) the designation of a one-sided risk in a hedged item; and (ii) the designation of inflation in particular situations. The application of these amendments is not expected to have any significant impact on the Group's financial statements.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

2. Basis of preparation (cont'd)

(a) Statement of compliance (cont'd)

Improvements to FRSs 2009 will become effective for the Group's financial statements for the year ending 30 November 2011 for amendments relating to 22 FRS standards. Improvements to FRSs 2009 contain amendments to numerous accounting standards that result in accounting changes for presentation, recognition or measurement and disclosure purposes. The Group will assess the impact of these amendments.

IC Interpretation 10 prohibits the reversal of an impairment loss recognised in an interim period during a financial year in respect of goodwill, an investment in an equity instrument or a financial asset carried at cost. IC Interpretation 10 will become effective for the financial statements of the Group and the Company for the financial year ending 30 November 2011, and will apply to goodwill, investments in equity instruments, and financial assets carried at cost prospectively from the date the Group and the Company first applied the measurement criteria of FRS 136, Impairment of Assets and FRS 139, Financial Instruments: Recognition and Measurement respectively. The adoption of IC Interpretation 10 will not have any material impact on the Group and the Company.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis unless otherwise disclosed in the notes to the financial statements.

(c) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia (RM), which is the Company's functional currency and all values are rounded to the nearest thousand (RM'000) except when otherwise indicated.

(d) Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Contracts

The Company recognises contract revenue to the extent of contract costs incurred where it is probable those costs will be recoverable or based on the stage of completion method. The stage of completion is measured by reference to the contract costs incurred to date to the estimated total costs for the contract.

Significant judgement is required in determining the stage of completion, the extent of the contract cost incurred, the estimated total contract revenue and contract cost, as well as the recoverability of the contracts. In making the judgement, the Company evaluates by relying on past experience and the work of engineers.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

2. Basis of preparation (cont'd)

(d) Use of estimates and judgements (cont'd)

ii) Income taxes

The Group is subject to income taxes. Significant judgement is required in determining the capital allowances, deductibility of certain expenses, qualifying income and contract revenue including determinable and probable back-duty taxes, if any, during the estimation of the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit and/or investigation issues based on estimates of whether additional taxes and/or back-duty taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax provisions in the period in which such determination is made.

(iii) Deferred tax assets and liabilities

Deferred tax liability is recognised for all taxable temporary differences. A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary difference can be utilised. The recognition of deferred tax assets and liabilities is subject to estimation uncertainties which include changes in the expected launching dates, expected sales take-up rates and any future changes in development costs.

3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, and have been applied consistently by Group entities, unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiaries

Business combinations are accounted for under the purchase method. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

The excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is credited to the income statement in the period of the acquisition.

Subsidiaries are entities controlled by the Group. Control exists when the Group has the ability to exercise its power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Investments in subsidiaries are stated in the Company's balance sheet at cost less impairment losses, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale) in which case, it shall be stated at the lower of its carrying amount and its fair value less costs to sell.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

3. Significant accounting policies (cont'd)

(a) Basis of consolidation (cont'd)

ii) Associates

Associates are entities in which the Company has significant influence, but not control, over the financial and operating policies.

Associates are accounted for in the consolidated financial statements using the equity method unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The consolidated financial statements include the Group's share of the income and expenses of the equity accounted associates, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an equity accounted associate, the carrying amount of that interest (including any long-term investments) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

Investments in associates are stated in the Company's balance sheet at cost less impairment losses, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale) in which case, it shall be stated at the lower of its carrying amount and its fair value less costs to sell.

(iii) Minority interest

Minority interest at the balance sheet date, being the portion of the net identified assets of subsidiaries attributable to equity interests that are not owned by the Company, whether directly or indirectly through subsidiaries, are presented in the consolidated balance sheet and statement of changes in equity within equity, separately from equity attributable to the equity shareholders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between minority interest and the equity shareholders of the Company.

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

(iv) Changes in Group composition

Where a subsidiary issues new equity shares to minority interest for cash consideration and the issue price has been established at fair value, the reduction in the Group's interests in the subsidiary is accounted for as a disposal of equity interest with the corresponding gain or loss recognised in the income statement.

When a group purchases a subsidiary's equity shares from minority interest for cash consideration and the purchase price has been established at fair value, the accretion of the Group's interests in the subsidiary is accounted for as a purchase of equity interest for which the acquisition method of accounting is applied.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

3. Significant accounting policies (cont'd)

(a) Basis of consolidation (cont'd)

(iv) Changes in Group composition (cont'd)

The Group treats all other changes in group composition as equity transactions between the Group and its minority shareholders. Any difference between the Group's share of net assets before and after the change, and any consideration received or paid, is adjusted to or against Group reserves.

(v) Transactions eliminated on consolidation

Intra-group balances, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Company's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. The cost of self-constructed assets includes the cost of materials and direct labour and for qualifying assets, borrowing costs are capitalised in accordance with the Group's accounting policy. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment

The cost of property, plant and equipment recognised as a result of a business combination is based on fair value at acquisition date. The fair value of property is the estimated amount for which a property could be exchanged between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The fair value of other items of plant and equipment is based on the quoted market prices for similar items.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within "other income" or "other operating expenses" respectively in the income statement.

(ii) Reclassification to investment property

Property that is being constructed for future use as investment property is accounted for as property, plant and equipment until construction or development is complete, at which time it is reclassified as investment property. When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

3. Significant accounting policies (cont'd)

(b) Property, plant and equipment (cont'd)

iii) Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of those parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the income statement as incurred.

(iv) Depreciation

Depreciation is recognised in the income statement on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives when it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

The depreciation rates for the current and comparative periods based on their estimated useful lives are as follows :

Furniture & fittings, office equipment, office renovation, site and sport equipment	15%
Motor vehicles	20%

The depreciable amount is determined after deducting the residual value.

Depreciation methods, useful lives and residual values are reassessed at the reporting date.

(c) Leases

(i) Finance lease

Finance lease in terms of which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

(ii) Operating lease

Payments made under operating leases are recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

3. Significant accounting policies (cont'd)

(d) Land held for property development

Land held for property development consists of land or such portions thereof on which no development activities have been carried out or where development activities are not expected to be completed within the Group's normal operating cycle of 2 to 3 years. Such land is classified as non-current asset and is stated at cost less accumulated impairment losses.

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 Group's normal operating cycle of 2 to 3 years.

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.

(e) Financial instruments

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

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

The Group and Company have no off balance sheet financial instruments.

(f) Property development costs

Property development costs comprise costs associated with the acquisition of land and all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities, including interest expense incurred during the period of active development.

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

The excess of revenue recognised in the income statement over billings to purchasers is shown as accrued billings under receivables, deposits and prepayments and the excess of billings to purchasers over revenue recognised in the income statement is shown as progress billings under payables and accruals.

(g) Construction contracts

Construction contracts are stated at cost plus attributable profits less applicable progress billings and allowances for foreseeable losses, if any.

Where the outcome of a construction contract can be reliably estimated, contract revenue and contract costs are recognised as revenue and expenses respectively by using the stage of completion method. The stage of completion is measured by reference to the contract costs incurred up to the balance sheet date as a percentage of total estimated costs for each contract. Costs incurred in the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. They are presented as inventories, pre-payments or other assets, depending on their nature.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

3. Significant accounting policies (cont'd)

(g) Construction contracts (cont'd)

Where the outcome of a construction contract cannot be reliably estimated, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

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

Variations in contract work, claims and incentive payments are included in contract revenue to the extent that they have been agreed with the customer and are capable of being reliably measured.

When the total of costs incurred on construction contracts plus, recognised profits (less recognised losses), exceeds progress billings, the balance is classified as amount due from customer on contracts under receivables, deposits and prepayments (within current assets). When progress billings exceed costs incurred plus, recognised profits (less recognised losses), the balance is classified as amount due to customers on contracts under payables (within current liabilities).

(h) Receivables

Receivables are initially recognised at their cost when the contractual right to receive cash or another financial asset from another entity is established.

Subsequent to initial recognition, receivables are stated at cost less allowance for doubtful debts.

Receivables are not held for the purpose of trading.

(i) Inventories

Completed development properties

Completed development properties are stated at the lower of cost and net realisable value. Cost is determined on the specific identification basis and includes costs of land, direct building costs and other related development cost.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The fair value of inventory acquired in a business combination is determined based on its estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventory.

(j) Cash and cash equivalents

Cash and cash equivalents consist of cash in hand, balances and deposits with banks and highly liquid investments which have an insignificant risk of changes in value. For the purpose of the cash flow statement, cash and cash equivalents are presented net of bank overdrafts.

(k) Equity instruments

Ordinary shares are recorded at nominal value and proceeds received in excess of the nominal value of shares issued, if any, are accounted for as share premium. Both ordinary shares and share premium are classified as equity. Costs incurred directly attributable to the issuance of the shares are accounted for as a deduction from share premium, if any, otherwise they are charged to the income statement.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

3. Significant accounting policies (cont'd)

(k) Equity instruments (cont'd)

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

(l) Impairment of assets

The carrying amount of assets, other than inventories, construction contracts, property development costs and financial assets (other than investment in subsidiaries and associates), are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (groups of units) on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. 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. Reversals of impairment losses are credited to the income statement in the year in which the reversals are recognised.

(m) Borrowings

Borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings using the effective interest method.

(n) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

3. Significant accounting policies (cont'd)

(n) Provisions (cont'd)

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the Company considers these to be insurance arrangements, and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

(o) Payables

Payables are measured initially and subsequently at cost.

(p) Employee benefits

(i) Short term benefits

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

A provision is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Defined Contribution Plans

As required by law, the Group makes contribution to the Employee's Provident Fund and are charged to the income statements in the year to which they relate. Once the contributions have been paid, the Group has no further payment obligations.

(q) Revenue recognition

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. Revenue is shown net of rebates and discounts.

(i) Revenue from property development

Revenue from property development activities is recognised based on the stage of completion measured by reference to the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

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

Any expected loss on a development project, including costs to be incurred over the defects liability period, is recognised immediately in the income statement.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

3. Significant accounting policies (cont'd)

(q) Revenue recognition (cont'd)

(ii) Completed development properties

Revenue relating to sale of completed development properties is recognised net of discounts when transfer of risks and rewards have been completed.

(iii) Revenue from sale of commercial land

Revenue from sales of commercial land is recognised upon fulfillment of all terms and conditions under the sale and purchase agreement. Proceeds from the disposal of sales of commercial land are net of legal fees, duties and brokerage fees.

(iv) Revenue from construction contracts

Revenue from work done on construction contracts is accounted for by the stage of completion as described in Note 3 (g).

(v) Dividend income

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

(vi) Interest income

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

(vii) Revenue from service and maintenance charges

Revenue from property management services rendered is recognised net of service taxes and discount as and when the services are performed.

(viii) Other revenues earned by the Group and the Company

(i) Management fee from subsidiary companies - on accrual basis.

(ii) Rental of premises, land and buildings – on accrual basis.

(r) Borrowing costs

All borrowing costs are recognised in the income statement using the effective interest method, in the period in which they are incurred except to the extent that they are capitalised as being directly attributable to property development costs (refer Note 3 f), acquisition, construction or production of an asset which necessarily takes a substantial period of time to be prepared for its intended use.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended sale are interrupted or completed.

(s) Tax expense

Tax expense comprises current and deferred tax. Tax expense is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

3. Significant accounting policies (cont'd)

(s) Tax expense (cont'd)

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit (tax loss). Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax liability is recognised for all taxable temporary differences.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(t) Earnings per share

The Group presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

(u) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

4. Property, Plant & Equipment

Group

	Furniture & Fittings RM'000	Office Equipment RM'000	Renovation RM'000	Motor Vehicles RM'000	Site & Sport Equipment RM'000	Total RM'000
Cost						
At 1 December 2007	398	962	604	3,210	44	5,218
Additions	-	11	-	6	-	17
Write offs	(10)	(27)	-	(4)	(3)	(44)
At 30 November 2008/ 1 December 2008	388	946	604	3,212	41	5,191
Additions	-	18	-	-	-	18
Write-offs	-	-	-	-	-	-
At 30 November 2009	388	964	604	3,212	41	5,209
Accumulated Depreciation						
At 1 December 2007	299	722	424	2,669	37	4,151
Depreciation for the year	50	88	86	274	3	501
Write-offs	(4)	(13)	-	(5)	(2)	(24)
At 30 November 2008/ 1 December 2008	345	797	510	2,938	38	4,628
Depreciation for the year	37	65	60	176	2	340
Write-offs	-	-	-	-	-	-
At 30 November 2009	382	862	570	3,114	40	4,968
Carrying amounts						
At 1 December 2007	99	240	180	541	7	1,067
At 30 November 2008/ 1 December 2008	43	149	94	274	3	563
At 30 November 2009	6	102	34	98	1	241

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

4. Property, Plant & Equipment (cont'd)

Company

	Furniture & Fittings RM'000	Office Equipment RM'000	Renovation RM'000	Motor Vehicles RM'000	Site & Sport Equipment RM'000	Total RM'000
Cost						
At 1 December 2007	196	447	217	1,086	28	1,974
Write-offs	(1)	(3)	-	-	(2)	(6)
At 30 November 2008/ 1 December 2008	195	444	217	1,086	26	1,968
Additions	-	2	-	-	-	2
Write-offs	-	-	-	-	-	-
At 30 November 2009	195	446	217	1,086	26	1,970
Accumulated Depreciation						
At 1 December 2007	159	423	176	1,086	28	1,872
Depreciation for the period	20	12	28	-	-	60
Write-offs	(1)	(3)	-	-	(2)	(6)
At 30 November 2008/ 1 December 2008	178	432	204	1,086	26	1,926
Depreciation for the year	16	4	10	-	-	30
Write-offs	-	-	-	-	-	-
At 30 November 2009	194	436	214	1,086	26	1,956
Carrying amounts						
At 1 December 2007	37	24	41	-	-	102
At 30 November 2008/ 1 December 2008	17	12	13	-	-	42
At 30 November 2009	1	10	3	-	-	14

Included in property, plant and equipment of the Group and the Company are cost of fully depreciated assets which are still in use.

The net carrying amounts of property, plant and equipment pledged to financial institutions for borrowings granted to the Company as referred to in Note 14 are as follows:

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Furniture & Fittings	**6**	34	**1**	17
Offfice Equipment	**102**	134	**10**	12
Office Renovation	**34**	78	**3**	13
Motor Vehicles	**98**	268	**-**	-
Site and Sport Equipment	**1**	1	**-**	-
	241	515	**14**	42

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

4. Property, Plant & Equipment (cont'd)

The net carrying amounts of property, plant and equipment held under finance lease arrangement as referred to in Note 14.6 are as follows: -

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Motor Vehicles	**98**	256	**-**	-

5. Land Held For Property Development

	Group	
	2009	2008
	RM'000	RM'000
Cost		
At 1 December 2008/2007		
Freehold land	**117,039**	117,039
Leasehold land	**53,698**	53,698
Development expenditure	**6,147**	1,287
	176,884	172,024
Additions	**4,106**	4,860
At 30 November 2009/2008		
Freehold land	**117,039**	117,039
Leasehold land	**53,698**	53,698
Development expenditure	**10,253**	6,147
	180,990	176,884

The freehold land has been pledged to financial institutions as security for borrowings granted to the Company and subsidiaries as disclosed in Note 14.

The land stated at cost was not revalued since acquisition which is consistent with the Group's policy of not revaluing its land held for property development.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

6. Subsidiaries

	Company	
	2009	2008
	RM'000	RM'000
Investment in subsidiaries:		
Unquoted shares, at cost	**12,650**	12,650

The shares in subsidiaries are held directly by the Company. The principal activities of the companies in the Group, their places of incorporation and the effective ownership interest are as follows:

Name of Subsidiaries	Country of incorporation	Equity Ownership Interest		Principal activities
		2009	2008	
Country View Avenue Sdn Bhd	Malaysia	100%	100%	Dormant
Country View Construction Sdn Bhd	Malaysia	100%	100%	Construction
Country View Equities Sdn Bhd	Malaysia	100%	100%	Property development
Country View Greens Sdn Bhd	Malaysia	100%	100%	Property development
Country View Land Sdn Bhd	Malaysia	100%	100%	Property development
Country View Property Management Sdn Bhd	Malaysia	100%	100%	Property management
Country View Properties Sdn Bhd	Malaysia	100%	100%	Property development
Country View Resources Sdn Bhd	Malaysia	100%	100%	Property development
Country View Ventures Sdn Bhd	Malaysia	100%	100%	Investment holding

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

7. Investment in an Associate

	Group 2009 RM'000	Group 2008 RM'000
Unquoted shares, at cost	**720**	720
Less: Share of post-acquisition losses		
At 1 December	**720**	720
Additions	**-**	-
At 30 November	**720**	720
Net	**-**	-

The associate company, Optima Bestari Sdn Berhad has a different reporting year end from the Group. For the purpose of applying the equity method of accounting, the financial statements of Optima Bestari Sdn Berhad for period ended 30 November 2009 has been used.

Details of the associate are as follows:

Name of Company	Country of incorporation	Effective Interest 2009	Effective Interest 2008	Principal activity
Optima Bestari Sdn Bhd #	Malaysia	24%	24%	Property development

- Not audited by Messrs. K. S. Chua & Co.

The summarised financial information of the associate is as follows:

	Group 2009 RM'000	Group 2008 RM'000
Assets and liabilities		
Non-current assets	**-**	1
Current assets	**1**	4
Non-current liabilities	**(440)**	(432)
Current liabilites	**(1,302)**	(1,306)
Net liabilities	**(1,741)**	(1,733)
Results		
Revenue	**-**	-
Loss for the year	**8**	8

The Group's share of the current year losses of the associate amounting to RM1,998 (2008: RM1,993) has not been recognised in the Group's income statement as equity accounting ceased when the Group's share of post acquisition losses of the associate exceeded the carrying amount of its investment in the associate. Share of cumulative losses not recognised amount to RM417,695 (2008: RM415,965).

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

8. Property Development Costs

	Group	
	2009	2008
	RM'000	RM'000
At 1 December 2008/2007:		
- Freehold land	**32,349**	36,136
- Development expenditure	**63,765**	61,212
	96,114	97,348
Less :		
Reversal in development expenditure of completed properties during the year:		
- Freehold land	**(10,134)**	-
- Development expenditure	**(52,519)**	-
	(62,653)	-
Add :		
Costs incurred during the financial year:		
- Development expenditure	**31,775**	10,639
Less :		
Transfer to inventories:	**(41)**	(3,786)
- Freehold land	**(213)**	(8,087)
- Development expenditure	**(254)**	(11,873)
Less :		
Costs charged to income statement:		
- As at 1 December 2008/2007	**(61,792)**	(44,125)
- Adjustment to completed projects during the financial year	**62,653**	-
- Recognised during the financial year	**(37,250)**	(17,667)
- At 30 November 2009/2008	**(36,389)**	(61,792)
At 30 November 2009/2008	**28,593**	34,322

Freehold land of the Group amounting to RM22,174,000 (2008: RM32,349,000) have been pledged to a financial institution as security for borrowings granted to the Group and the Company as disclosed in Note 14.

Included in the development expenditure of the Group is interest expense capitalised during the year amounting to RM334,000 (2008: RM1,348,000).

9. Inventories

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Completed development properties:				
- At cost	**12,323**	16,197	**4,277**	4,732
Less: Accumulated impairment losses	**-**	(230)	**-**	(230)
	12,323	15,967	**4,277**	4,502

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

9. Inventories (cont'd)

Inventories of the Group and of the Company amounting to RM12,215,000 (2008: RM15,859,000) and RM4,169,000 (2008 : RM4,394,000) respectively have been pledged to financial institutions as security for borrowings granted to the Group and the Company as disclosed in Note 14.

The cost of inventories recognised as an expense during the year in the Group and the Company amounted to RM4,128,000 (2008 : RM2,953,000) and RM455,000 (2008 : RM188,000) respectively as disclosed in Note 18 to the financial statements.

10. Receivables, Deposits and Prepayments

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Trade				
Trade receivables	**8,996**	6,970	**451**	1,017
Less : Allowance for doubtful debts	**(44)**	(45)	**(18)**	(18)
	8,952	6,925	**433**	999
Accrued billings in respect of property development costs	**16,014**	3,235	**-**	-
Amount due from customers on contracts (Note a)	**44**	-	**-**	-
Trade receivables, net	**25,010**	10,160	**433**	999
Non-trade				
Amounts due from subsidiaries				
- Interest bearing	**-**	-	**75,179**	82,578
- Non-interest bearing	**-**	-	**130,587**	133,061
Deposits and prepayments	**493**	712	**251**	251
Advances to a shareholder of an associated company, which is interest free, unsecured and have no fixed term of repayment (Note 7)	**750**	750	**-**	-
Less : Allowance for doubtful debts	**(750)**	(750)	**-**	-
	-	-	**-**	-
	493	712	**206,017**	215,890
	25,503	10,872	**206,450**	216,889

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

10. Receivables, deposits and prepayments (cont'd)

Note a: Amount due from customers on contracts

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Aggregate cost incurred to date	**1,422**	-	-	-
Add: Attributable profits	**54**	-	-	-
	1,476	-	-	-
Less: Progress billings	**1,432**	-	-	-
Represented by:				
Amount due from customers on contracts	**44**	-	-	-

Normal credit period of trade receivables ranges from 14 to 90 days.

The amounts due from the subsidiaries are unsecured and have no fixed terms of repayment.

The indebtedness arose out of advances granted by the Company to mainly finance the acquisition of land and related development expenditure of certain subsidiaries. The interest bearing advances relate to those which are financed by the Company's bank borrowings and interest incurred by the Company are absorbed by these subsidiaries on these advances at interest rates of 2.25% per annum (2008: 2.25% per annum) and 1.50% per annum (2008:1.5%) above the lending banks' cost of funds and base lending rate respectively.

11. Cash and Cash Equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise the following as at the balance sheet date:

		Group		Company	
		2009	2008	**2009**	2008
	Note	**RM'000**	RM'000	**RM'000**	RM'000
Deposits with licensed banks	(i)	**320**	309	**85**	82
Cash in hand and at banks	(ii)	**3,082**	8,060	**13**	17
Cash and bank balances		**3,402**	8,369	**98**	99
Less : Bank overdrafts		**(3,617)**	(3,317)	**(3,617)**	(3,317)
Cash and cash equivalents		**(215)**	5,052	**(3,519)**	(3,218)

(i) Deposits With Financial Institutions

Deposits with licensed banks of the Company amounting to RM85,000 (2008: RM82,000) are pledged as security for bank guarantee facilities in favour of third parties as referred to in Note 26.

Deposit with a licensed bank of a subsidiary company amounting to RM235,000 (2008: RM227,000) is pledged as security for borrowing granted to the subsidiary company as disclosed in Note 14.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

11. Cash and Cash Equivalents (cont'd)

(ii) Cash and Bank Balances

Included in the cash and bank balances of the Group and of the Company are restricted bank balances of RM2,980,000 (2008: RM7,532,000) and RM2,000 (2008 : RM2,000) respectively held under Housing Development Accounts pursuant to section 7A of the Housing Development (Control and Licensing) Act 1966 and therefore are restricted from use in other operations.

Included in bank balances of the Group is RM24,000 (2008 : RM65,000), which had been earmarked as security for performance guarantee given to a third party as referred to in Note 26.

12. Provision

This represents the provision for ascertained liquidated damages.

	Group	
	2009 RM'000	2008 RM'000
At 1 December 2008/2007	**11**	16
Provision for the year	**-**	6
Payment during the year	**-**	(11)
As 30 November	**11**	11

Provision for ascertained liquidated damages is in respect of projects undertaken by a wholly owned subsidiary of the Group. The provision is recognised for expected liquidated ascertained damages claims based on the applicable sale and purchase agreements.

13. Payables and Accruals

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Trade				
Trade payables	**19,492**	8,221	**1,879**	2,064
Amounts due to a subsidiary	**-**	-	**198**	209
	19,492	8,221	**2,077**	2,273
Non-trade				
Amounts due to subsidiaries	**-**	-	**4,161**	4,198
Deposits and accruals	**549**	750	**229**	240
	549	750	**4,390**	4,438
	20,041	8,971	**6,467**	6,711

Trade payables are non-interest bearing and the normal trade credit terms granted to the Group range from one month to three months.

The amounts due to a subsidiary is unsecured, non-interest bearing and have no fixed terms of repayment.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

14. Borrowings (Secured)

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Non-Current				
Term loans	**61,791**	68,940	**54,600**	62,425
Bridging loans	**2,322**	3,745	**1,200**	3,745
Revolving credits	**8,083**	10,960	**8,083**	10,960
Finance lease	**47**	204	**-**	-
	72,243	83,849	**63,883**	77,130
Current				
Term loans	**8,893**	2,387	**7,824**	-
Bridging loans	**1,680**	6,534	**1,680**	6,534
Revolving credits	**12,877**	10,000	**12,877**	10,000
Bank overdrafts	**3,617**	3,317	**3,617**	3,317
Finance lease	**157**	179	**-**	-
	27,224	22,417	**25,998**	19,851
Total borrowings				
Term loans	**70,684**	71,327	**62,424**	62,425
Bridging loans	**4,002**	10,279	**2,880**	10,279
Revolving credits	**20,960**	20,960	**20,960**	20,960
Bank overdrafts	**3,617**	3,317	**3,617**	3,317
Finance lease	**204**	383	**-**	-
	99,467	106,266	**89,881**	96,981

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

14. Borrowings (Secured) (cont'd)

Terms and debt repayment schedule

Group	Total RM'000	Under 1 year RM'000	1 to 2 years RM'000	2 to 5 years RM'000	More than 5 years RM'000
2009					
Financial Liabilities:-					
Term loans	70,684	8,893	16,684	45,107	-
Bridging loans	4,002	1,680	2,322	-	-
Revolving credits	20,960	12,877	3,000	5,083	-
Bank overdrafts	3,617	3,617	-	-	-
Finance lease creditors	204	157	40	7	-
2008					
Financial Liabilities:-					
Term loans	71,327	2,387	10,309	55,981	2,650
Bridging loans	10,279	6,534	2,545	1,200	-
Revolving credits	20,960	10,000	2,877	8,083	-
Bank overdrafts	3,317	3,317	-	-	-
Finance lease creditors	383	179	157	47	-

Company	Total RM'000	Under 1 year RM'000	1 to 2 years RM'000	2 to 5 years RM'000	More than 5 years RM'000
2009					
Financial Liabilities:-					
Term loans	62,424	7,824	14,200	40,400	-
Bridging loans	2,880	1,680	1,200	-	-
Revolving credits	20,960	12,877	3,000	5,083	-
Bank overdrafts	3,617	3,617	-	-	-
2008					
Financial Liabilities:-					
Term loans	62,425	-	7,825	51,950	2,650
Bridging loans	10,279	6,534	2,545	1,200	-
Revolving credits	20,960	10,000	2,877	8,083	-
Bank overdrafts	3,317	3,317	-	-	-

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

14. Borrowings (Secured) (cont'd)

14.1 Term Loans

The term loans of the Company are secured by the following:-

(a) Legal charges over certain of the Group's freehold land and buildings as referred to in Notes 5, 8 and 9; and

(b) Debentures by way of fixed and floating charges over the present and future assets of the Company and certain subsidiary companies.

The term loan of a subsidiary company is secured by the following:-

(a) Legal charges over the subsidiary company's freehold land and buildings as referred to in Note 8;

(b) A Debt Service Reserve Account as referred to in Note 11; and

(c) Corporate guarantee of the Group.

The subsidiary company's term loan is repayable by installments commencing in March 2011 and followed by thirty six (36) monthly installments or from redemption of development properties sold whichever is earlier.

14.2 Bridging Loans

The bridging loans of the Company are secured by the following:-

(a) Legal charges over certain of the Group's freehold land and buildings as referred to in Notes 5, 8 and 9; and

(b) Debentures by way of fixed and floating charges over the present and future assets of the Group and certain subsidiary companies.

These bridging loans are repayable in various installments or from redemption proceeds of development properties sold, whichever is earlier.

The bridging loan of a subsidiary company is repayable via an installment commencing in March 2011 or from redemption of development properties, whichever is earlier.

14.3 Revolving Credits

The revolving credits of the Company are secured by the following:-

(a) Legal charges over certain of the Group's freehold land and buildings as referred to in Notes 5, 8 and 9; and

(b) Debentures by way of fixed and floating charges over the present and future assets of the Group and certain subsidiary companies.

Certain of these revolving credits are repayable by way of redemption of development properties sold and are further subject to progressive reduction in the limits.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

14. Borrowings (Secured) (cont'd)

14.4 Fixed Loan

The fixed loan of a subsidiary company is secured by the following:-

(a) Legal charges over the subsidiary company's freehold land as referred to in Notes 8 and 9;

(b) Corporate guarantee of the Company.

14.5 Bank Overdrafts

The bank overdrafts of the Company are secured by legal charges over certain of the Group's freehold land and buildings as referred to in Notes 8 and 9.

14.6 Finance Lease Creditors

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

Finance lease creditors are payable as follows:

	2009			2008		
	Total obligations RM'000	**Interest RM'000**	**Principal RM'000**	Total obligations RM'000	Interest RM'000	Principal RM'000
Group						
Less than 1 year	**183**	**26**	**157**	208	30	179
Between 1 year and 5 years	**55**	**8**	**47**	238	34	204
	238	**34**	**204**	446	64	383

Other information on financial risks of finance lease creditors are disclosed in Note 28.

14.7 Interest Rates

The effective interest rates per annum of loans and borrowings are as follows:

	2009 RM	2008 RM
Term loans	**6.53% to 7.5%**	7.95% to 8.5%
Bridging loans	**6.53%**	7.95%
Revolving credits	**6.53%**	7.95%
Bank overdrafts	**7.05% to 7.30%**	8.25% to 8.50%
Finance lease creditors	**2.28% - 3.50%**	2.28% - 3.50%

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

15. Deferred Tax Assets/(Liabilities)

Recognised deferred tax assets/(liabilities)

	Assets		Liabilities		Net	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000	**2009 RM'000**	2008 RM'000
Group						
Property, plant and equipment - excess of capital allowances over depreciation	**-**	-	**(15)**	(30)	**(15)**	(30)
Unabsorbed capital allowances	**-**	48	**-**	-	**-**	48
Tax losses carried forward	**180**	2,305	**-**	-	**180**	2,305
Other deductible temporary differences	**3,028**	3,002	**-**	-	**3,028**	3,002
Net tax assets	**3,208**	5,355	**(15)**	(30)	**3,193**	5,325

	Assets	
	2009 RM'000	2008 RM'000
Company		
Unabsorbed capital allowances	**-**	30
Tax losses carried forward	**-**	1,647
Net tax assets	**-**	1,677

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

15. Deferred Tax Assets/(Liabilities) (cont'd)

Recognised deferred tax assets/(liabilities) **(cont'd)**

The component and movement of deferred tax assets/(liabilities) during the year are as follows:

	At 1 December 2007 RM'000	Recognised in the income statement RM'000	At 30 November 2008 RM'000	Recognised in the income statement RM'000	At 30 November 2009 RM'000
Group					
Deferred tax assets					
Unabsorbed capital allowances	32	16	48	(48)	-
Tax losses carried forward	1,871	434	2,305	(2,125)	180
Other deductible temporarydifferences	3,014	(12)	3,002	26	3,028
	4,917	438	5,355	(2,147)	3,208
Deferred tax liabilities					
Property, plant and equipment - excess of capital allowances over depreciation	(42)	12	(30)	15	(15)
Net tax assets/(liabilities)	4,875	450	5,325	(2,132)	3,193
Company					
Deferred tax assets					
Unabsorbed capital allowances	32	(2)	30	(30)	-
Tax losses carried forward	1,708	(61)	1,647	(1,647)	-
	1,740	(63)	1,677	(1,677)	-

No deferred tax assets have been recognised in respect of the following items:

	Group 2009 RM'000	Group 2008 RM'000
Tax losses carried forward	**26,478**	15,936
Unabsorbed capital allowances	**169**	40
	26,647	15,976

Deferred tax assets have not been recognised in respect of these items because there are no firm dates to which the projects of the subsidiaries would be launched.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

16. Share Capital

	Group & Company	
	2009	2008
	RM'000	RM'000
Authorised: -		
500,000,000 ordinary shares of RM1 each	**500,000**	500,000
Issued and fully paid: -		
100,000,000 ordinary shares of RM1 each	**100,000**	100,000

17. Reserves

Subject to agreement by the Inland Revenue Board, the Company has sufficient Section 108 tax credit and tax exempt income to frank approximately RM51,985,614 (2008 : RM51,985,614) and RM10,952,784 (2008 : RM10,952,784) respectively of its distributable reserves at 30 November 2009 if paid out as dividends.

The Finance Act 2007 introduced a single tier company income tax system with effect from year of assessment 2008. As such, the Section 108 tax credit as at 31 December 2009 will be available to the Company until such time the credit is fully utilised or upon expiry of the six-year transitional period on 31 December 2013, or upon irrevocable election to disregard the Section 108 tax credit, whichever is earlier.

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Non-distributable				
Share premium	**124**	124	**124**	124
	124	124	**124**	124
Distributable				
Retained profits	**34,534**	38,281	**27,074**	32,100
	34,658	38,405	**27,198**	32,224

The movements in the reserves are shown in the Statement of Changes in Equity.

The nature and purpose of each category of reserve are as follows:

(i) Share premium represents premium arising from the issuance of shares.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

18. Revenue/Cost Of Goods Sold

Revenue is derived from the following sources: -

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Property development	**51,496**	24,630	**422**	(175)
Contract revenue	**-**	91	**-**	-
	51,496	24,721	**422**	(175)

Cost of goods sold comprises: -

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Property development costs (Note 8)	**36,513**	17,074	**-**	-
Cost of inventories sold (Note 9)	**4,128**	2,953	**455**	(35)
Contract cost recognised as an expense	**-**	88	**-**	-
	40,641	20,115	**455**	(35)

19. Finance Costs

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Interest expenses on:				
- finance leases	**30**	35	**-**	-
- term loans	**4,938**	5,824	**157**	218
- revolving credits	**1,354**	1,630	**1,354**	1,662
- bridging loans	**500**	1,068	**-**	-
- bank overdraft	**282**	282	**282**	282
	7,104	8,839	**1,793**	2,162
Less: Interest capitalised in property development costs (Note 8)	**(334)**	(1,348)	**-**	-
Interest capitalised in land held for property development	**(4,577)**	(4,440)	**-**	-
Interest apportionment to subsidiaries	**-**	-	**(795)**	(974)
Charged to income statement	**2,193**	3,051	**998**	1,188

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

20. Loss Before Tax

Loss before tax is stated after charging/(crediting):

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Auditors' remuneration				
- Audit services by auditors of the Company				
* Current year	**88**	85	**34**	31
* Under provision in prior year	**4**	5	**2**	1
- Other services by auditors of the Company	**21**	37	**10**	15
Depreciation of property, plant and equipment (Note 4)	**340**	501	**30**	60
Staff costs (Note 21)	**3,636**	3,855	**1,403**	1,442
Interest expense	**2,193**	3,051	**998**	1,188
Office rental	**465**	440	**227**	203
Provision for liquidated ascertained damages	**-**	6	**-**	-
Bad debts written off	**-**	2,198	**-**	1,778
(Reversal of Impairment loss)/Impairment loss	**(229)**	230	**(229)**	230
Rental return guarantee	**1,595**	1,314	**-**	-
Forfeiture of properties	**(33)**	(23)	**-**	-
Interest from bank deposits	**(11)**	(11)	**(3)**	(3)
Interest from housing development accounts	**(60)**	(156)	**-**	-
Interest on late payments	**(170)**	(98)	**-**	75
Allowance for doubtful debts written back (Note 10)	**(1)**	(13)	**-**	-
Rental income	**(51)**	(6)	**(6)**	(6)

21. Employee Information

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Wages and salaries	**3,245**	3,441	**1,252**	1,286
Social security costs	**391**	414	**151**	156
	3,636	3,855	**1,403**	1,442

Included in the staff cost of the Group and of the Company are executive directors' remuneration amounting to RM778,000 (2008: RM803,000) as further disclosed in Note 22.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

22. Directors' Remuneration

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Directors' of the Company				
Executive :				
- Salaries and other emoluments	**778**	778	**778**	778
- Bonus	**-**	28	**-**	28
- Benefit-in-kind	**34**	41	**34**	41
Non-executive				
- Fees	**108**	108	**108**	108
	920	955	**920**	955

The number of directors whose total remuneration fell within the following bands during the financial year is as follows: -

	Executive Director		Non-Executive Director	
	2009	2008	**2009**	2008
	No.	No.	**No.**	No.
Range of Remuneration				
<RM50,000	**-**	-	**3**	3
RM50,001 - RM100,000	**-**	-	**-**	-
RM100,001 - RM150,000	**-**	-	**-**	-
RM150,001 - RM200,000	**2**	2	**-**	-
RM200,001 - RM250,000	**1**	1	**-**	-
RM250,001 - RM300,000	**1**	1	**-**	-
	4	4	**3**	3

Remuneration of directors and other members of key management during the year was as follows:-

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Non-executive directors	**108**	108	**108**	108
Executive directors	**812**	847	**812**	847
Other members of key management	**589**	541	**167**	182
	1,509	1,496	**1,087**	1,137

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

23. Tax Expense/(Income)

Recognised in the income statement

	Group		Company	
	2009	2008	**2009**	2008
	RM'000	RM'000	**RM'000**	RM'000
Current tax expense				
- current year	**564**	-	**-**	-
- Over provision for prior years	**-**	(3)	**-**	-
Deferred tax (Note 15)				
- Current year				
- expense	**2,132**	63	**1,677**	63
- income	**-**	(513)	**-**	-
Total tax expense/(income)	**2,696**	(453)	**1,677**	63

Reconciliation of effective tax expense/(income):

	Group 2009 RM'000	Group 2008 RM'000	Company 2009 RM'000	Company 2008 RM'000
Loss before tax	**(1,051)**	(11,060)	**(3,349)**	(5,979)
Tax calculated using Malaysian tax rate of 25% (2008 : 26%)*	**(263)**	(2,876)	**(837)**	(1,554)
Non deductible expenses	**120**	499	**49**	122
Non taxable income	**(57)**	(1)	**(57)**	(1)
Utilisation of previously unabsorbed capital allowances in subsidiaries	**(1)**	-	**-**	-
Deferred tax assets recognised during the year	**-**	421	**-**	-
Deferred tax assets not recognised on current year's loss	**1,222**	1,330	**845**	1,433
Over provision of income tax in prior years	**-**	(3)	**-**	-
Over recognition of deferred tax assets in prior years	**1,677**	-	**1,677**	-
Over provision of deferred tax liabilities in subsidiary prior years	**(2)**	-	**-**	-
Effect on opening deferred tax resulting from reduction in tax rate	**-**	177	**-**	63
Total tax expense/(income)	**2,696**	(453)	**1,677**	63

* The corporate tax rates are 26% for year of assessment 2008 and 25% for the current and subsequent years of assessment.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

24. Earnings Per Share

Basic earnings/(loss) per ordinary share is calculated by dividing profit/(loss) for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year.

	Group	
	2009	2008
Loss attributable to ordinary equity holders of the Company (RM'000)	**(3,747)**	(10,607)
Weighted average number of ordinary shares in issue ('000)	**100,000**	100,000
Basic earnings/(loss) per share (sen)	**(3.75)**	(10.61)

The weighted average number of ordinary shares in calculating the basic earnings per ordinary share was arrived at as follows: -

	2009	2008
Issued at 1 December 2008/2007 ('000)	**100,000**	100,000
Effect of shares issued ('000)	**-**	-
Weighted average at 30 November ('000)	**100,000**	100,000

Diluted earnings per share is not applicable.

25. Commitments

(a) Operating Lease Commitments

The Group leases various shop-offices, office buildings and office equipment under non-cancellable operating lease agreements. The leases for office buildings and office equipment have fixed terms, no escalation clauses and with renewal rights. The leases for the shop-offices under Rental Return Agreements offered during a sales promotion have fixed terms, no escalation clauses and with non-renewal rights.

Income receivable when the said shop-offices are subsequently leased out would be taken up in the income statement for the year to which they relate, as rental income receivable.

The lease expenditure had been charged to the income statement during the financial year under office rental for leases of office buildings and printing and stationery for leases of office equipment.

The future aggregate minimum lease payable under non-cancellable operating leases contracted for at the balance sheet date but not recognised as liabilities, are analysed as follows:

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Not later than one year	**1,688**	1,706	**-**	-
Between two and five years	**308**	1,996	**-**	-
	1,996	3,702	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

26. Contingent Liabilities

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Performance guarantees given to third parties, which are secured by:				
- Fixed deposits of the Company with a licensed bank	**13**	13	**13**	13
- Earmark of cash at bank of a subsidiary company (Note 11)	**24**	65	**-**	-
	37	78	**13**	13
Purchase price payable for properties sold to purchasers under a sales promotion in the event the option to sell back is exercised upon the expiry of three (3) years from the date of issuance of Certificate of Fitness for Occupation for the said properties.	**16,732**	17,270	**-**	-
Corporate guarantees given to a licensed bank for term loan/fixedloan granted to subsidiaries (unsecured)	**-**	-	**15,475**	8,975
	16,769	17,348	**15,488**	8,988

27. Related Parties

27.1 Identity of Related Parties

For the purpose of these financial statements, parties are considered to be related to the Group or the Company if the Group or the Company 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 or the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

(i) The Company has controlling related party relationship with its direct subsidiaries as disclosed in Note 6 to the financial statements.

(ii) The Company has a related party relationship with its associate as disclosed in Note 7 to the financial statements.

(iii) The Company also has a related party relationship with certain of its Directors and key management personnel.

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include certain Directors of the Company.

27.2 Related Party Transactions

In addition to related party disclosures mentioned elsewhere in the financial statements, set out below are other related party transactions which were carried out on terms and conditions negotiated between the Group and the related parties.

There are transactions with the directors and key management personnel other than the remuneration package paid to them in accordance with the terms and conditions of their appointment granted as employees of the Group.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

27. Related Parties (cont'd)

27.2 Related Party Transactions (cont'd)

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Transactions with directors of the Company, major shareholders of the Company and persons connected to the directors/major shareholders of the Company				
(i) Rental return paid to an executive director of the Company	**27**	23	**-**	-
(ii) Rental return paid to an executive director/major shareholder of the Company	**121**	105	**-**	-
(iii) Rental return paid to a major shareholder of the Company and a person connected to an executive director/major shareholder of the Company	**60**	52	**-**	-
(iv) Rental return paid to persons connected to an executive director/major shareholder of the Company; and a non-independent non-executive director/major shareholder of the Company	**587**	502	**-**	-
Transactions with key management personnel of the Company and persons connected to key management personnel of the Company				
(i) Rental return paid to a key management personnel and a person connected to a key management personnel of the Company	**56**	49	**-**	-
Transactions with a subsidiary company				
Country View Property Management Sdn Bhd				
(i) Property management services	**-**	-	**80**	77
	851	731	**80**	77

The abovesaid transactions were based on a sales promotion offered by a subsidiary company upon the same terms and conditions generally available to the public, except for a property amounting to RM318,000 included in transactions with key management personnel and persons connected to key management personnel of the Company, as follows: -

- An annual rental return calculated at the rate of 10% on the purchase price for a period of 3 years with effect from issuance of Certificate of Fitness for Occupation or on the date of full payment of the purchase price, whichever shall be the later;
- An option to sell back the properties which shall be valid for a period of 30 days at the original purchase price at the option of the purchaser commencing from the expiry of 3 years from the date of issuance of the Certificate of Fitness for Occupation for the said properties; and

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

27. Related Parties (cont'd)

27.2 Related Party Transactions (cont'd)

- Requirements to pay down payment of either 20% or 50% whichever is applicable, of the purchase price upon signing of Sale and Purchase Agreements.

The directors are of the opinion that all the transactions above have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties.

28. Financial Instruments

Financial risk management objective and policies

Exposure to credit, interest rate and liquidity risk arises in the normal course of the Group and the Company's business. The Group and the Company have risk management policies and guidelines which sets out their overall business strategies, their tolerance to risk and their general risk management philosophy.

28.1 Credit risk

The Group and the Company's exposure to credit risk arises from trade receivables. The receivables are monitored on an ongoing basis via Group's management reporting procedures and action will be taken for long outstanding debts.

The Group is exposed to credit related losses in the event of non-performance by counterparties to financial instruments, but it does not expect any counterparties to fail to meet their obligations given the Group's policy of selecting only counterparties with high credit ratings.

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial assets.

Due to these factors, the management believes that no credit risk is inherent in the Group's receivables.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

28. Financial Instruments (cont'd)

28.2 Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Group has no significant interest bearing financial assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest bearing financial assets are mainly short term in nature and have been mostly placed in fixed deposits.

The Group's interest rate risk arises primarily from interest bearing borrowing. Borrowing at floating rates exposed the Group to cash flow interest rate risk. The Group manages its interest rate exposure by maintaining a mix of fixed and floating rate borrowings. The weighted average effective interest rates (WAEIR) on classes of financial assets and financial liabilities are as follows: -

Group	Under 1 year RM'000	1 to 2 years RM'000	2 to 5 years RM'000	More than 5 years RM'000	Total RM'000	Weighted Average Interest Rate for the year %
2009						
Financial Assets:						
Deposits with financial institutions	320	-	-	-	320	2.55 to 3.10
Financial Liabilities:						
Term loans	8,893	16,684	45,107	-	70,684	6.53 to 7.35
Bridging loans	1,680	2,322	-	-	4,002	6.53
Revolving credits	12,877	3,000	5,083	-	20,960	6.53
Bank overdrafts	3,617	-	-	-	3,617	7.05 to 7.30
Finance lease creditors	157	40	7	-	204	2.28 to 3.50
2008						
Financial Assets:						
Deposits with financial institutions	309	-	-	-	309	2.55 to 3.70
Financial Liabilities:						
Term loans	2,387	10,309	55,981	2,650	71,327	7.95 to 8.50
Bridging loans	6,534	2,545	1,200	-	10,279	7.95
Revolving credits	10,000	2,877	8,083	-	20,960	7.95
Bank overdrafts	3,317	-	-	-	3,317	8.25 to 8.50
Finance lease creditors	179	157	47	-	383	2.28 to 3.50

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

28. Financial Instruments (cont'd)

28.2 Interest rate risk (cont'd)

	Under 1 year RM'000	1 to 2 years RM'000	2 to 5 years RM'000	More than 5 years RM'000	Total RM'000	Weighted Average Interest Rate for the year %
Company						
2009						
Financial Assets:						
Amount due from subsidiary companies - interest bearing	75,179	-	-	-	75,179	6.53 to 7.35
Deposits with financial institutions	85	-	-	-	85	3.70
Financial Liabilities:						
Term loans	7,824	14,200	40,400	-	62,424	6.53 to 7.35
Bridging loans	1,680	1,200	-	-	2,880	6.53
Revolving credits	12,877	3,000	5,083	-	20,960	6.53
Bank overdrafts	3,617	-	-	-	3,617	7.05 to 7.30
2008						
Financial Assets:						
Amount due from subsidiary companies - interest bearing	82,578	-	-	-	82,578	7.95 to 8.25
Deposits with financial institutions	82	-	-	-	82	3.70
Financial Liabilities:						
Term loans	-	7,825	51,950	2,650	62,425	7.95 to 8.25
Bridging loans	6,534	2,545	1,200	-	10,279	7.95
Revolving credits	10,000	2,877	8,083	-	20,960	7.95
Bank overdrafts	3,317	-	-	-	3,317	8.25 to 8.50

28.3 Liquidity risk

The Group manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that refinancing, repayment and funding needs are met. As part of its overall liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities at a reasonable level to its overall debt position.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

28. Financial Instruments (cont'd)

28.4 Fair values

The aggregate net fair values of financial assets and financial liabilities which are not carried at fair value on the balance sheets of the Group and of the Company as at the end of the financial year are represented as follows: -

	Group		Company	
	Carrying Amount RM'000	Fair Value RM'000	Carrying Amount RM'000	Fair Value RM'000
2009				
Financial Assets:				
Amount due from subsidiary	-	-	205,766	Note (i)
Financial Liabilities:				
Term loans	61,791	57,399	54,600	50,794
Bridging loans	2,322	2,170	1,200	1,124
Revolving credits	8,083	7,700	8,083	7,700
Finance lease creditors	47	44	-	-
2008				
Financial Assets:				
Amount due from subsidiary	-	-	215,639	Note (i)
Financial Liabilities:				
Term loans	68,940	62,807	62,425	56,564
Bridging loans	3,745	3,343	3,745	3,343
Revolving credits	10,960	9,881	10,960	9,881
Finance lease creditors	204	224	-	-

The following methods and assumptions are used to estimate the fair values of the following classes of financial instruments.

(i) Interests in subsidiary companies

It is not practical to estimate the fair values of the interests in the subsidiary companies principally due to the:

- Lack of quoted market prices and the inability to estimate fair value for the unquoted investments without incurring excessive costs; and

- Impracticability to estimate the fair values of amounts due from/to the subsidiary companies due principally to a lack of fixed repayment term entered by the parties involved and without incurring excessive costs.

However, the Group does not anticipate the carrying amounts recorded at the balance sheet date to be significantly different from the values that would eventually be received or settled.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

28. Financial Instruments (cont'd)

28.4 Fair values (cont'd)

(ii) Cash and Cash Equivalents, Receivables, Deposits and Prepayments, Payables and Accruals, and Short Term Borrowings.

The carrying amounts approximate fair value due to the relatively short term nature of these financial instruments in respect of cash and cash equivalents, receivables, deposits and prepayments, payables and accruals, and short term borrowings.

(iii) Contingent Liabilities

It is not practicable to estimate the fair value of contingent liabilities reliably due to the uncertainties of timing, cost and eventual outcome.

(iv) Long Term Borrowings and Financial Guarantee

The fair values of the long term borrowings are estimated by discounting the expected future cash flows using the current interest rates offered for liabilities with similar risk profiles.

The Company provides financial guarantees to licensed banks for facilities granted to certain subsidiaries. The fair value of such financial guarantees are not expected to be material as the probability of the said subsidiaries defaulting on the facilities are remote.

29. Segment Information

The Group adopts business segments analysis as its primary reporting format. No geographical segment analysis is reported as the Group 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 tax recoverable, income 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 Group's major business segments are as follows:

(a) Property development
- development of residential and commercial properties;

(b) Construction
- building and infrastructure construction works;

(c) Investment holding
- investing in subsidiary and associated companies which are long term in nature; and

(d) Property management
- provision of maintenance and safety services, project management and property maintenance.

Capital expenditure comprises additions to property, plant and equipment as refer to Note 4 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

29. Segment Information (cont'd)

Business segments

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by business segment :

Group

2009	Property Development RM'000	Construction RM'000	Investment Holding RM'000	Property Management RM'000	Elimination RM'000	Consolidated RM'000
Revenue						
External sales	51,496	1,477	-	-	(1,477)	51,496
Inter-segment sales	-	-	-	277	(277)	-
Total revenue	51,496	1,477	-	277	(1,754)	51,496
Results						
Segment results	1,251	(1)	(6)	(102)	-	1,142
Share of losses of an associated company	-	-	-	-	-	-
						1,142
Finance costs						(2,193)
Loss before tax						(1,051)
Tax expense						(2,696)
Loss after tax						(3,747)
Other Information						
Segment assets	461,148	842	-	230	(211,168)	251,052
Associate company	-	-	-	-	-	-
Unallocated corporate assets						3,277
Total assets						254,329
Segment liabilities	327,533	572	1,538	721	(210,845)	119,519
Unallocated corporate liabilites						152
Total liabilities						119,671
Capital expenditure	18	-	-	-	-	18
Depreciation	332	2	-	6	-	340
Non-cash expenses other than depreciation	(231)	-	-	-	-	(231)

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

29. Segment Information (cont'd)

Group

2008	Property Development RM'000	Construction RM'000	Investment Holding RM'000	Property Management RM'000	Elimination RM'000	Consolidated RM'000
Revenue						
External sales	24,630	91	-	-	-	24,721
Inter-segment sales	-	-	-	705	(705)	-
Total revenue	24,630	91	-	705	(705)	24,721
Results						
Segment results	(7,556)	(55)	(7)	(391)	-	(8,009)
Share of losses of an associated company	-	-	-	-	-	-
						(8,009)
Finance costs						(3,051)
Loss before tax						(11,060)
Tax expense						453
Loss after tax						(10,607)
Other Information						
Segment assets	479,431	329	-	392	(233,175)	246,977
Associate company	-	-	-	-	-	-
Unallocated corporate assets						6,679
Total assets						253,656
Segment liabilities	333,086	50	1,531	783	(220,202)	115,248
Unallocated corporate liabilites						3
Total liabilities						115,251
Capital expenditure	17	-	-	-	-	17
Depreciation	490	4	-	7	-	501
Non-cash expenses other than depreciation	2,421	-	-	-	-	2,421

The directors are of the opinion that all inter-segment transactions have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from that obtainable in transactions with unrelated parties.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

30. Events After the Balance Sheet Date

(i) Acceptance of renewal of banking facilities.

The Company had on 30 December 2009 accepted a renewal of terms and conditions in relation to its existing banking facilities extended by AmBank (M) Berhad as per their Letters of Offer dated 29 December 2009.

The details of the banking facilities and the revised terms and conditions are set forth hereunder:

<table>
<tr><th>Type of Facilities</th><th colspan="4">Details of renewed terms</th></tr>
<tr><td rowspan="9">RM10 MILLION REVOLVING CREDIT FACILITY ("RC")
RM7.0 MILLION REVOLVING CREDIT FACILITY ("RC2")
RM5.0 MILLION REVOLVING CREDIT FACILITY ("RC3")
RM8.0 MILLION REVOLVING CREDIT FACILITY ("RC4")
RM5.0 MILLION TERM LOAN FACILITY ("TL4")
RM30.0 MILLION TERM LOAN FACILITY ("TL5")
RM5.0 MILLION JOINT BRIDGING LOAN/BANK GUARANTEE FACILITY ("BL3/BG3")
RM17.0 MILLION JOINT BRIDGING LOAN/BANK GUARANTEE FACILITY ("BL4/BG4")
(hereinafter collectively referred to as "the Facilities")</td><td colspan="4">The RC, RC2, RC3, RC4, BG3 and BG4 have been renewed for a further period to expire on 15 December 2010.

The Bank is agreeable to the Company's request to defer the principal repayment for the RM30.0 MILLION TERM LOAN FACILITY ('TL5") by 3 years and correspondingly extend the tenure by 9 months to expire in September 2014 as follows:</td></tr>
<tr><td rowspan="2">Period</td><td rowspan="2">No of months</td><td colspan="2">Principal Repayment (RM'000)</td></tr>
<tr><td>Monthly</td><td>Total</td></tr>
<tr><td>Dec 2009 to Nov 2012</td><td>36</td><td>-</td><td>-</td></tr>
<tr><td>Dec 2012 to Nov 2013</td><td>12</td><td>550</td><td>6,600</td></tr>
<tr><td>Dec 2013 to Aug 2014</td><td>9</td><td>550</td><td>4,950</td></tr>
<tr><td>Sept 2014</td><td>1</td><td>18,450</td><td>18,450</td></tr>
<tr><td></td><td></td><td></td><td>30,000</td></tr>
<tr><td colspan="4">The Company is to repay up to RM10.0 million towards the Facilities (except TL5) by the end of June 2010.</td></tr>
</table>

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

30. Events After the Balance Sheet Date (cont'd)

(ii) Acceptance of new banking facilities

The Company had on 4th January 2010 accepted the following new banking facilities amounting to RM60.0 million extended by AmBank (M) Berhad as per their Letters of Offer dated 29 December 2009.

Type of Facilities
Overdraft Facility of RM10.0 million
Term Loan Facility (TL6) up to RM50.0 million comprising 2 tranches as follows:-
TL6 - Tranche 1 : RM30.0 million
TL6- Tranche 2 : RM20.0 million

(iii) Acceptance of revised term loan facility

The Company had on 12 February 2010 accepted a revised RM30.0 MILLION TERM LOAN FACILITY granted by AmBank (M) Berhad ("AMB") subject to the revised terms and conditions set forth in the Bank's Letter of Offer dated 5 February 2010.

Pursuant to the revised terms set forth in the Bank's letter of offer, AMB has agreed:

(I) Term of Facility – Extend up to 1 September 2014 from date of first disbursement.

(II) Repayment – The Bank is agreeable to reschedule the principal repayment by way of 22 monthly principal instalments as follows:

Payment Period	No of Repayments	Monthly Principal Repayment (RM'000)	Total (RM'000)
01-12-2012 to 01-11-2013	12	550	6,600
01-12-2013 to 01-08-2014	9	550	4,950
01-09-2014	1	18,450	18,450
Total	22		30,000

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31. Comparative Figures

	Group		Company	
	As re-presented RM'000	As previously presented RM'000	As re-presented RM'000	As previously presented RM'000
Balance Sheet				
Deferred tax assets	**5,328**	5,355	**-**	-
Deferred tax liabilities	**3**	30	**-**	-
Income Statement				
Cost of goods sold	**(20,115)**	(20,708)	**35**	(188)
Other operating income	**490**	1,083	**3**	226
Cash Flow Statements				
Decrease in receivables, deposits and prepayments	**-**	-	**11,708**	11,391
Decrease in payables, deposits and accruals	**-**	-	**(8,955)**	(770)
Repayment to subsidiaries	**-**	-	**(317)**	-
Repayment from subsidiaries	**-**	-	**8,185**	-

The comparative figures are represented to conform with the current year's presentation.

STATEMENT BY DIRECTORS PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

In the opinion of the Directors, the financial statements set out on pages 35 to 86 are drawn up in accordance with the provisions of Companies Act, 1965 and applicable approved Financial Reporting Standards issued by the Malaysian Accounting Standards Board so as to exhibit a true and fair view of the state of affairs of the Group and of the Company as at 30 November 2009 and of the results of the operations and cash flows of the Group and of the Company for the year ended on that date.

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

LAW KIT TAT
Director

WONG CHEE SEAN @ WONG SEAN
Director

Johor Bahru
Dated: 19 March 2010

STATUTORY DECLARATION

I, ONG SENG PIOW, being the officer primarily responsible for the financial management of COUNTRY VIEW BERHAD, do solemnly and sincerely declare that to the best of my knowledge and belef the financial statements set out on pages 35 to 86 are 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.

ONG SENG PIOW

Subscribed and solemnly declared at Johor Bahru on 19 March 2010

Before me

Rusly B. Mohd Yunus P.I.S.
(No. J112)

Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COUNTRY VIEW BERHAD (Company No. 78320-K)

Report on the Financial Statements

We have audited the financial statements of Country View Berhad, which comprise the balance sheets as at 30 November 2009 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 35 to 86.

Directors' Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 30 November 2009 and of their financial performance and cash flows for the year then ended.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COUNTRY VIEW BERHAD (Company No. 78320-K) (cont'd)

Report on Other Legal and Regulatory Requirements

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

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

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

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

Other Matters

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

K.S. CHUA & CO.
NO. AF 0255
CHARTERED ACCOUNTANTS

SOONG AH CHYE
Approval Number : 1767/05/10 (J)
CHARTERED ACCOUNTANT

Johor Bahru
Dated : 19 March 2010

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country view Berhad (78320-K)

PROXY FORM

I/We (full name in block letters)..
of (address)..
being a member/members of Country View Berhad, hereby appoint (full name)..
of (address)..
or failing whom (full name)..
of (address)..
as my/our proxy to vote for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held at Dewan Johor, 2nd Floor, Mutiara Johor Bahru, Jalan Dato Sulaiman, Taman Century, 80250 Johor Darul Takzim Malaysia on Wednesday, 28th April 2010 at 10.00 am and at every adjournment thereof to vote as indicated below in respect of the following Resolutions:

		FOR	AGAINST
Ordinary Resolution 1	Receive the Audited Financial Statements and Reports		
Ordinary Resolution 2	Approval of Directors' Fees		
Ordinary Resolution 3	Re-election of Datuk Ir. (Dr) Mohamed Al Amin Bin Abdul Majid JP		
Ordinary Resolution 4	Re-election of Mdm Wong Joon Chin		
Ordinary Resolution 5	Re-appointment of Auditors		

(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.................... 2010

No. of Shares held :	

____
Signature of Member(s)

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.

2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

3. 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.

4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.

5. To be valid, the form of proxy must be deposited at the Registered Office of the Company, Suite 5.11 & 5.12, 5th Floor Menara TJB, 9 Jalan Syed Mohd. Mufti, 80000 Johor Bahru, Johor not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

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STAMP

The Company Secretary
COUNTRY VIEW BERHAD (78320-K)
Suite 5.11 & 5.12
5th Floor Menara TJB
9 Jalan Syed Mohd. Mufti
80000 Johor Bahru, Johor

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(78320-K)

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