countryview Berhad
(78320-K)

ANNUAL REPORT

2013 The Outstanding Year

Our Corporate Vision and Mission

Dear Valued Shareholders,

" On behalf of my colleagues on the Board of **Country View Berhad***,*
I am pleased to present the Company's Annual Report and the Financial Statements of the Company and the Group for the financial year ended 30th November 2013."

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

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
Choong Shiau Yoon

Members
Law Kee Kong
Azhar Bin Azizan @ Harun

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. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Tel : 03 – 6201 1120
Fax: 03 – 6201 3121

AUDITORS

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

PRINCIPAL PLACE OF BUSINESS

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

PRINCIPAL BANKERS

AmBank (M) Berhad
RHB Bank Berhad
Public Bank 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)

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 31st Annual General Meeting of the Company will be held at Rafflesia & Jasmine Room, Thistle Johor Bahru, Jalan Sungai Chat, 80100 Johor Bahru, Johor, Malaysia on Wednesday, 23 April 2014 at 10.00 am for the following purposes:-

AGENDA

ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements for the year ended 30 November 2013 together with the Reports of the Directors and Auditors thereon. **[Resolution 1]**

2. To approve the payment of a single tier final dividend of 7 sen per ordinary share for the financial year ended 30 November 2013. **[Resolution 2]**

3. To approve the payment of a sum totalling RM296,000 as Directors' fees for the financial year ended 30 November 2013 (RM242,000 for 30 November 2012) which represents an increase from the previous financial year. **[Resolution 3]**

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

   a) Mr. Law Kit Tat **[Resolution 4]**
   b) Mr. Choong Shiau Yoon **[Resolution 5]**

5. To re-appoint Messrs BDO as Auditors of the Company for the year ending 30 November 2014 and to authorise the Directors to fix their remuneration. **[Resolution 6]**

SPECIAL BUSINESS

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

Ordinary Resolution

6. PROPOSED RETENTION OF INDEPENDENT DIRECTORS

   a) "THAT Mr. Choong Shiau Yoon be retained and remain as an Independent Director of the Company in accordance with the Malaysian Code of Corporate Governance 2012" **[Resolution 7]**

   b) "THAT En. Azhar Bin Azizan @ Harun be be retained and remain as an Independent Director of the Company in accordance with the Malaysian Code of Corporate Governance 2012" **[Resolution 8]**

7. 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.

NOTE ON DIVIDEND ENTITLEMENT AND PAYMENT

The single tier final dividend of 7 sen per ordinary share for the financial year ended 30 November 2013, if so approved by the shareholders at the 31st Annual General Meeeting will be payable on 5 May 2014 to shareholders whose name appear in the Record of Depositors on 23 April 2014.

A depositor shall qualify for entitlement only in respect of :

1. Shares transferred into the depositor's securities account before 4.00 pm on 23 April 2014; and
2. Share bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

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

31 March 2014

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. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of him at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
2. Where a member is an Authorised Nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorized Nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("omnibus account") there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
3. 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.
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.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 April 2014, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Statement Regarding Effect of Resolution Under Special Business:

7. Proposed Retention of Independent Directors

   The proposed Ordinary Resolution 7 and 8, if passed, will allow Mr Choong Shiau Yoon and En. Azhar Bin Azizan @ Harun to be retained and continue acting as Independent Directors to fulfil the requirements of Paragraph 3.04 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and in line with the recommendation No.3.2 of the Malaysian Code of Corporate Governance 2012. The full detail of the Board's justification and recommendations for the retention of Mr Choong Shiau Yoon and En Azhar Bin Azizan @ Harun are set out on pages 16 and 17 of the Board's Corporate Governance Statement in the 2013 Annual Report.

CHAIRMAN'S STATEMENT

PERFORMANCE AND FINANCIAL REVIEW

The Group turned in an exceptional performance with a profit before tax of RM104.3 million compared to RM52.7 million in the previous financial year.

Profit after tax for the financial year ended 30 November 2013 was RM77.8 million compared to RM38.0 million registered in the previous financial year.

The Group's revenue of RM272.9 million for the financial year ended 30 November 2013 represented an increase of RM81.7 million or 43% compared to RM191.2 million recorded in the previous financial year.

The Group's revenue and profit before tax recorded was the highest recorded since the Company's listing in 2003.

The increase in revenue and profit before tax was derived from the increase in sales of residential properties and triple storey shop offices in Taman Nusa Sentral as well as the bungalow units, Residence At The Peak together with a higher percentage of completion recognised for all the properties under development by the Group.

The net assets per share as at 30 November 2013 is RM2.35 and the Group's earnings per share for the financial year is 77.8 sen, an increase of 105% compared to the previous year.

PROPERTY DEVELOPMENT

Taman Nusa Sentral

The Group's key development project at Nusa Sentral in Bandar Nusajaya, continued to be the main development driving the Group's performance for the financial year ended 30 November 2013.

The sales of our double storey terrace houses under Phase 1, 2, 3 and 4 which had recorded remarkable take up rates previously had continued to contribute to the exceptional performance for the financial year ended 30 November 2013.

During the financial year, the Group launched Phase 5 comprising of double storey terrace houses which recorded strong sales from both Malaysian and foreign buyers.

We are proud to report that the Group also launched our first serviced apartment project at Nusa Sentral called One Sentral Service Residences which consist of 426 units of serviced apartments and 21 units of commercial shops. The take up rate was encouraging given that this is our first foray into the serviced apartment segment.

Phase 1, 2, 3 and 4 of our Three Storey Shop-office development continued to register sales including bumiputera released units.

The Group successfully delivered 583 units of Double Storey Terrace House ('DSTH') with Certificate of Completion and Compliance for phases 1 and 2 during the financial year. We have further delivered 173 units of Double Storey Terrace House ('DSTH') with Certificate of Completion and Compliance in December 2013.

Residence At The Peak

Of the 12 units of up market bungalow development, Residence At The Peak, developed by Country View Greens Sdn. Bhd. a total of 10 units had been sold to date. All 12 units have been completed during the last quarter of the financial year end with Certificate of Completion and Compliance.

CHAIRMAN'S STATEMENT (Cont'd)

PROSPECTS

Barring unforeseen circumstances, the Group is cautious of its prospects for the financial year ending 30 November 2014. This is in view of factors such as the new cooling measures introduced under the Malaysian Budget 2014, stricter mortgage lending requirements by the financial institutions and intensifying competition resulting from the entry of new local and foreign developers into Iskandar Malaysia.

The Group expects its revenue and profit to be driven by the residential properties, triple storey shop offices and serviced apartments at Taman Nusa Sentral, Bandar Nusajaya that were sold as the construction of the said properties progresses. The Group also expects the continuing sales of its properties in Taman Nusa Sentral in 2014 to contribute positively to its financial results.

DIVIDEND

Based on the exceptional performance recorded for the financial year ended 30 November 2013, the Company declared the following Interim Dividends in respect of financial year ended 30 November 2013:

	Rate	Amount	Date Paid
1st Interim Dividend	6 sen per ordinary share of RM1.00 each less tax of 25%	RM4,500,000	22 February 2013
2nd Interim Dividend	4 sen per ordinary share of RM1.00 each less tax of 25%	RM3,000,000	30 May 2013
3rd Interim Dividend	4 sen per ordinary share of RM1.00 each less tax of 25%	RM3,000,000	28 August 2013
4th Interim Dividend	6 sen per ordinary share of RM1.00 each less tax of 25%	RM4,500,000	14 November 2013

The Board has proposed a single tier final dividend of 7 sen per ordinary share of RM1.00 each for the financial year ended 30 November 2013 which is subject to the approval of the shareholders at the Annual General Meeting. The dividend, if so approved by the shareholders at the 31st Annual General Meeting will be payable on 5 May 2014 to shareholders whose names appear in the Record of Depositors on 23 April 2014.

The Board aims to maintain its performance to ensure that it will be able to deliver consistent dividend payments to its shareholders going forward.

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 has and 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 our shareholders, bankers, business partners, associates and our esteemed customers. Our appreciation also goes out to the relevant regulatory authorities, the various government agencies and local authorities. Our success would not have been possible without their continuous support and confidence in 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
58 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, United Kingdom from which he was also conferred an Honorary Doctorate Degree – Doctor of Science. He is also a Corporate Member of Institute of Engineers (IEM), Malaysia and a professional engineer (PE).

He has served Perbadanan Kemajuan Negeri Perak (PKNP) as a Project Engineer in 1979 and was later appointed as Executive Director of Maju Bangun Sdn Bhd, a subsidiary of PKNP.

He currently holds various positions in a few listed and non-listed companies, namely as Executive Chairman of Nylex (M) Berhad and Redberry Sdn Bhd; as Chairman of MCIS Zurich Insurance Berhad and as Director of Ancom Berhad.

He was appointed Chairman of SME Corporate Malaysia (formally known as Small and Medium Industries Development Corporation), an important government agency in the development and enhancement of small and medium enterprises in Malaysia under the Ministry of International Trade and Industry since October 2006.

Datuk Ir (Dr) Mohamed Al Amin has been appointed by the Prime Minister as Council Member of National Information Technology Council (NITC), an organisation that strategically manages ICT in the interest of the nation in October 2010.

He attended four out of five board meetings held during the financial year ended 30 November 2013. 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 698,000 ordinary shares of the Company.

LAW KIT TAT
53 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 27 years.

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 board meetings held during the financial year ended 30 November 2013. 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
44 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 20 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 board meetings held during the financial year ended 30 November 2013. 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
56 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 board meetings held during the financial year ended 30 November 2013. 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
51 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 board meetings held during the financial year ended 30 November 2013. 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
56 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, Risk Management Working Committee and 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 attended all the five board meetings held during the financial year ended 30 November 2013. 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
51 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 now practising law in Messrs Hisham Sobri and Kadir. He is also a member of Audit Committee, Nomination Committee and Risk Management Working Committee and also the Chairman of Remuneration Committee of CVB. He is also a Non-Independent Non-Executive Director and Chairman of the Board of Destini Berhad, a public company listed on the Main Market of Bursa Malaysia Securities Berhad.

He attended all the five board meetings held during the financial year ended 30 November 2013. 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.

STATEMENT OF CORPORATE GOVERNANCE

The Board of Country View Berhad ('CVB') subscribes to and is committed to upholding good Corporate Governance practices in conformity with the Malaysian Code of Corporate Governance 2012.

During the year the Group has conducted a review of its current practices and proceedings against the principle and recommendations in the Malaysian Code on Corporate Governance 2012 ("the Code") and is currently in the process of aligning the Group's Governance Practices to further improve its practices in line with the Code.

The Board is pleased to set out below, the manner in which the Group has applied the Corporate Governance Principles and Recommendations set out in the Code and the extent to which the Company has complied during the financial year under review.

1. Establishment of Clear Roles and Responsibilities

The Board is responsible for the overall performance and management of the Group, focusing mainly on the following six specific responsibilities:-

- the setting of the Group's strategic direction
- control and oversight of the Group's business
- risk management
- succession planning
- development and implementation of plans to enhance and sustain the long term shareholders value
- ensuring the integrity of the Group's processes and control systems

The Board maintains specific Board committees with clear responsibilities and terms of reference to assist the Board in carrying out its stewardship role and function, and fulfilling its fiduciary responsibilities.

▪ **Oversight of Group's Business**

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

The Board is currently looking to formalize and adopt a Board Charter which will set out clear roles and responsibilities for the Board and Management, adoption of a code of conduct and ethics and review its governance practices in line with the recommendations of the Code.

▪ **Access to Information and Advice**

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

All Directors also have full and unrestricted access to the advice and services of the Company Secretaries and may obtain independent professional advice at the Company's expense in order to discharge their duties effectively. The Board is regularly updated on new guidelines, directions and new regulatory issues affecting the Group by the Company Secretaries. The Board is satisfied with the support and performance provided by the Company Secretaries in assisting the Board to discharge its duties.

STATEMENT OF CORPORATE GOVERNANCE (Cont'd)

- **Risk Management System, Integrity of Management Information and Internal Control**

  The Board has an effective risk management system which is overseen by a Risk Management Working Committee that reports to the Audit Committee and ultimately to the Board. Risk Management is regarded by the Board to be an integral part of the business operations. Key management staff and Heads of Department are responsible for managing the identified risks within defined parameters and standards. In the periodic management meetings, key risks and mitigating controls are deliberated.

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

  Further details of the Group's systems of risk management and internal control and the function of the internal auditors are reported in the Statement on Risk Management and Internal Control on pages 25 to 26.

- **Shareholder Communication Policy**

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

  The Group's Annual General Meeting serves as a principal forum for dialogue with shareholders. Shareholders are encouraged to raise questions pertaining to the operations and financials of the Group.

2. Strengthen Composition

The Board currently consists of seven (7) members, comprising four (4) Executive Directors, one (1) Non-Independent Non-Executive Director and two (2) Independent Non-Executive Directors. The current composition of 2 Independent Non-Executive Directors meets the current 1/3 requirement for Independent Non-Executive Directors under Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

CVB is led and managed by a diverse and experienced Board of Directors with a wide and varied spectrum of expertise that ensures accountability and competence. The Executive Directors are overall responsible for implementing the strategies and decisions of the Board, overseeing the Group's day-to-day operations and businesses, whilst the Independent Non-Executive Directors provide their independent view, unbiased judgment and knowledge to the management as well as safeguarding the interests of the shareholders. Non-Executive Directors do not participate in the day-to-day management of the Group.

Nomination Committee

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

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

- **Members**
  Azhar Bin Azizan @ Harun –Independent Non-Executive Director
  Law Kee Kong – Non-Independent Non-Executive Director

STATEMENT OF CORPORATE GOVERNANCE (Cont'd)

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

The primary responsibilities of the BNC are as follows:

1. To oversee the selection criteria and recruitment process and recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board taking into consideration the candidates' :-

   - competencies, commitment, contribution and performance ;
   - professionalism ;
   - integrity ; and
   - in the case of candidates for the position of independent non-executive directors, the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.

   including formalising its stand and approach to boardroom diversity.

2. Consider, in making its recommendations, candidates for directorships proposed by the Chairman or Executive Directors and, within the bounds of practicability, by any other senior executive or any director or shareholder.

3. Recommend to the Board, Directors to fill the seats on Board Committee.

4. Reviewing on an annual basis, that the Board's size, composition and balance is appropriate and in particular that the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board are present.

5. To oversee the development, maintenance and review of the criteria to be used in the recruitment process and the annual review and assessment of the effectiveness of the Board as a whole, the committees of the Board, and the contributions of each individual director, including an assessment of the independence of the independent non-executive directors and their length of tenure in office in line with the recommendations of the Code.

6. To make assessment, consider justifications and make recommendations on the element of independence of an Independent Director should the Board wish to retain as an Independent Director, a person who has served in that capacity for more than nine years.

7. Review of Board's succession plans and facilitate induction and training programme.

Remuneration Committee

The Board has also established a Board Remuneration Committee ('BRC') comprised of a majority of Non-Executive Directors as follows:

- **Chairman**
- Azhar Bin Azizan @ Harun – Independent Non-Executive Director

- **Members**
- Law Kee Kong – Non-Independent Non-Executive Director
- Wong Chee Sean @ Wong Sean - Executive Director

The primary objectives of the BRC are to:-

1. Recommend to the Board the remuneration of the Executive and Non-Executive Directors.

2. Assist the Board in assessing the responsibility and commitment undertaken by the Board membership.

3. Assist the Board in ensuring the remuneration of the Directors reflects the responsibility and commitment of the Director concerned.

STATEMENT OF CORPORATE GOVERNANCE (Cont'd)

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	947,120	80,000	347,000	88,862	1,462,982
NON-EXECUTIVE DIRECTORS	-	216,000	-	-	216,000

The proposed Directors' fees of RM80,000 for the Executive Directors and RM216,000 for Non-Executive Directors for the financial year ended 30 November 2013 are subject to shareholders approval at the forthcoming AGM.

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	Non-Executive
RM50,001-RM100,000		3
RM100,001-RM150,000	-	-
RM150,001-RM200,000	-	-
RM200,001-RM250,000	-	-
RM250,001-RM300,000	1	-
RM300,000-RM350,000	1	-
RM350,001-RM400,000	1	-
RM400,001-RM450,000	1	-
	4	3

3. Reinforce Independence

- **Assessment of Independent Directors**

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

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

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

STATEMENT OF CORPORATE GOVERNANCE (Cont'd)

The Board notes that Mr. Choong Shiau Yoon and Encik Azhar Bin Azizan @ Harun who were appointed as Independent Non-Executive Director since 27 March 2002 will have served for a period of more than a cumulative period of nine years by 23 April 2014.

Pursuant to Recommendation 3.3 of the Code, and notwithstanding their long tenure in office, the Board based on the review and, recommendations made by the Nomination Committee, is unanimous in its opinion that Mr Choong's and En Azhar's independence has not been compromised or impaired in any way after having noted the following considerations during the review and assessment of Mr Choong's and En Azhar's independence:

- Both Mr. Choong and En. Azhar continue to fulfill the criteria and definition of an Independent Director as set out under Paragraph 1.01 of Bursa Malaysia's Main Market Listing Requirement;

- During their tenure in office, both Mr. Choong and En. Azhar have not developed, established or maintained any significant relationship which would impair their independence as an Independent Director with the Executive Directors and major shareholders other than normal engagements and interactions on a professional level consistent and expected of them to carry out their duties as Independent Non-Executive Directors, Chairman or member of the Board's Committees;

- During their tenure in office, both Mr. Choong and En. Azhar have never transacted or entered into any transactions with, nor provided any services to the Company and its subsidiaries, within the scope and meaning as set forth under Paragraph 5 of Practice Note 13 of Bursa Malaysia's Main Market Listing Requirements; and

- During their tenure in office as Independent Non-Executive Directors in the Company, both Mr. Choong and En. Azhar have not been offered or granted any options by the Company. Other than Director's fees and allowances paid which has been an industry norm and within acceptable market rates, duly disclosed in the Annual Reports, no other incentives or benefits of whatsoever nature had been paid to them by the Company.

Accordingly the Board strongly recommends retaining both Mr. Choong and En. Azhar as Independent Non-Executive Directors and will be tabling an Ordinary Resolution to shareholders at the forthcoming Annual General Meeting for the said purpose.

- **Separation of positions of Chairman and Executive Directors**

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

The Board is mindful of Recommendation 3.5 of the Code which recommends that if the Chairman is not an Independent Director, the Board must be comprised of a majority of Independent Directors.

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

STATEMENT OF CORPORATE GOVERNANCE (Cont'd)

4. Foster Commitment

- **Time Commitment**

The Board based on its annual assessment carried out by the Board Nomination Committee is satisfied with the time commitments given by its Directors as evidenced by the attendance record of the Directors at Board and Committee meetings as set out below:

Name of Director	Position	Attendance			
		Board	AC	NC	RC
DATUK Ir. (Dr) MOHAMED AL AMIN BIN ABDUL MAJID	Executive Chairman	4/5	-	-	-
LAW KIT TAT	Executive Director	5/5	-	-	-
WONG JOON CHIN (F)	Executive Director	5/5	-	-	-
WONG CHEE SEAN @ WONG SEAN	Executive Director	5/5	-	-	1/1
LAW KEE KONG	Non-Independent Non-Executive Director	5/5	5/5	1/1	1/1
CHOONG SHIAU YOON	Senior Independent Non-Executive Director	5/5	5/5	1/1	1/1
AZHAR BIN AZIZAN @ HARUN	Independent Non-Executive Director	5/5	5/5	1/1	1/1

Note: AC – Audit Committee; NC – Nomination Committee; RC – Remuneration Committee.

- **Directors' Training**

The Directors of the Company have attended the Mandatory Accreditation Programme ("MAP") conducted by Bursatra Sdn Bhd in compliance with the Listing Requirements. The Directors were encouraged to attend relevant training programmes/seminars/briefings to further enhance their skills and knowledge in the latest statutory and regulatory requirements as well as to keep abreast with the business development to assist them in discharging their duties as Directors.

All the Directors except Mr Choong Shiau Yoon attended an in-house seminar titled "New Companies Bill" conducted by an external consultant, Training Axis on 21 January 2014.

During the financial year, Mr Choong Shiau Yoon had also attended the following seminars:

Date	Topic	Conducted by
11 & 12 June 2013	Persidangan Cukai Malaysia 2013	Malaysian Institute of Accountants (MIA) & Persatuan Akuantan Percukaian Malaysia (M.A.T.A)
25 November 2013	The 2014 Budget Seminar	Malaysian Institute of Accountants (MIA) & Persatuan Akuantan Percukaian Malaysia (M.A.T.A)

5. Uphold Integrity In Financial Reporting

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

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

STATEMENT OF CORPORATE GOVERNANCE (Cont'd)

The first assessment after this policy was carried out in March 2014 in respect of financial year ended 30 November 2013. The Audit Committee and Board following this review are satisfied with the independence of the external auditors.

Statement of Directors' Responsibility in Relation to the Financial Statements

The Directors are responsible for the preparation of the Annual Audited Financial Statements which give a true and fair view of the state of affairs of the Group and will ensure that they are presented in accordance with the provisions of the Companies Act, 1965 and the applicable approved accounting standards in Malaysia.

In the preparation of the financial statements for the financial year ended 30 November 2013, the Directors are satisfied that the Group had used appropriate accounting policies that were consistently applied and supported by reasonable and prudent judgment and estimates.

6. Recognise and Manage Risks

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

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

The Internal Audit function currently reviews and appraises the risk management and internal control processes of the Group and going forward will look into the effectiveness of the Group's governance processes as well. The Statement on Risk Management and Internal Control set out on pages 25 to 27 of this Annual Report provides an overview of the Group's approach to ensuring the effectiveness of the risk management and internal processes within the Group.

7. Ensure Timely and High Quality Disclosure

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

The Company currently observes and complies with the disclosure requirements as set out in Bursa Malaysia's Main Market Listing Requirements, guided by Bursa's Corporate Disclosure Guide (Issued on 22nd September 2011).

Going forward, the Board will look into adopting a formal corporate disclosure policy forming part of the Board's Charter.

8. Strengthen Relationship between Company and Shareholders

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

This includes the Chairman highlighting to shareholders and proxy holders, their right to speak up at general meetings, conducting of poll voting in respect of resolutions involving related party transactions and a review of the performance of the company during Annual General Meeting.

Compliance Statement

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

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, its directors and management by the relevant regulatory authorities during the financial year up to the latest practicable date of this report.

6. **Non-audit fees**

   The non-audit fees paid or payable to Messrs BDO, the external auditors by the Company and its subsidiaries during the financial year ended 30 November 2013 amounted to RM5,000.

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 and its 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. **Employee Share Scheme**

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

AUDIT COMMITTEE REPORT

COMPOSITON AND MEETING

The Audit Committee comprises of two Independent Non-Executive Directors and one Non Independent Non Executive Director 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 held 5 meetings during the financial year ended 30 November 2013 (i.e. 22 January 2013; 14 March 2013, 25 April 2013, 30 July 2013 and 22 October 2013), 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. Met with the External Auditors in the absence of Executive Board members and management on two (2) occasions.
9. Reviewed Related Party Transaction before recommending for Board's approval.
10. Reviewed the Chairman's Statement inclusive of Corporate Social Responsibility Statement, Corporate Governance Statement and the Statement on Risk Management and Internal Control before recommending for Board approval for the purpose of inclusion in the Annual Report.
11. Reviewed recommendations from the Risk Management Working Committee on the Group's Risk Management framework.

INTERNAL AUDIT FUNCTION

The Group's Internal Audit Function, which is outsourced to a professional services firm, is an integral part of the assurance mechanism in ensuring that the Group's system of internal control is adequate and effective. The outsourced internal audit function reports directly to the Audit Committee.

On an annual basis, an internal audit plan is tabled to the Audit Committee for review and approval, and the outsourced internal audit function executes audits based on the approved audit plan. The results of the audit reviews are periodically reported to the Audit Committee. In addition, the outsourced internal audit function carries out follow up reviews to ensure that previously reported issues have been adequately addressed by Management and the results of such reviews are also periodically reported to the Audit Committee.

The internal audits conducted did not reveal weaknesses which would result in material losses, contingencies or uncertainties that would require a separate disclosure in the Annual Report.

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 as defined in Bursa Malaysia Securities Berhad Listing Requirements.

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.

6. If a member of the Audit Committee retires, resigns, dies or for any reason ceases to be a member resulting in the non-compliance of paragraph 1 and 4 above, the Board shall within three(3) months of events, fill the vacancy.

7. The company secretary or such other person as the Audit Committee may determine shall be the Secretary 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 and in particular to assess the suitability and independence of the external auditors on an annual basis.

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

AUDIT COMMITTEE REPORT (Cont'd)

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).

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 and thereafter to submit them to the Directors of the Company focusing particularly on:-
     i) changes in or implementation of major accounting policies changes and practices;
     ii) significant adjustments arising from the audit; and
     iii) compliance with accounting applicable financial reporting 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. Establishment of an internal audit function which is independent of the activities it audit and in relation thereto:-

   - ensure that the head of the internal audit function reports directly to the Audit Committee
   - 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; and
   - conduct regular reviews and appraisals of the effectiveness of the governance, risk management and internal controls processes within the company.

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 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 proceedings 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 RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors ("Board") of Country View Berhad is pleased to present its Statement on Risk Management and Internal Control ("Statement") for the financial year ended 30 November 2013, which has been prepared pursuant to paragraph 15.26 (b) of Bursa Malaysia Securities Berhad ("Bursa Securities") Listing Requirements for the Main Market and as guided by Statement on Risk Management and Internal Control: Guidance for Directors of Listed Issuers ("the Guidance"). This Statement outlines the nature and state of the risk management and internal controls of the Group during the financial year.

BOARD RESPONSIBILITY

The Board acknowledges its overall responsibility and re-affirms its commitment for the Group's system of internal control as well as risk management, which includes the establishment of an appropriate control environment and framework, and the review of its integrity, effectiveness and adequacy with the view to ensure that the Group's assets and shareholders' interests are safeguarded.

Due to the inherent limitations in any system of internal control and risk management, such system put in place by Management can only manage rather than eliminate the risks that may impede the achievement of the Group's business objectives or goals. Therefore, such system of internal control and risk management can only provide reasonable and not absolute assurance against material misstatement or loss.

RISK MANAGEMENT FRAMEWORK

The Board acknowledges that the Group's business activities involve some degree of risk, and key management staff and head of department are delegated with the responsibility to manage identified risks within defined parameters and standards.

The Board maintains an ongoing commitment to strengthen the Group's Risk Management framework. The Board has an on-going process for identifying, evaluating and managing the significant risks it faces. During the periodic management meetings, key risks and mitigating controls are deliberated. Significant risks affecting the Group's strategic and business plans are escalated to the Risk Management Working Committee before reporting to the Audit Committee and ultimately to the Board at their scheduled meetings.

The above mentioned practices and initiatives by Management serves as the on-going process used to identify, evaluate and managed significant risks.

INTERNAL AUDIT

Presently, the Group's Internal Audit function is outsourced to a professional services firm to review the adequacy and effectiveness of the Group's internal control system. The Internal Audit function reports directly to the Audit Committee.

A risk based internal audit plan was tabled to the Audit Committee for review and approval. The internal audit function executes the audits based on the approved plan for financial year ended 30 November 2013 and the results of the audit reviews were periodically reported to the Audit Committee. Based on results of the review, discussions with the Management were held to deliberate on the actions that are required to be taken to address internal control weaknesses identified by the outsourced internal audit function. Although a number of internal control weaknesses were identified, none of the weaknesses have resulted in any material losses that would require a separate disclosure in this annual report.

The total cost incurred for the internal audit function for the financial year ended 30 November 2013 was RM57,000.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (Cont'd)

OTHER KEY ELEMENTS OF INTERNAL CONTROL

The other key elements of the Group's System of internal control are:

a) Management Structure

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

b) Reporting and Review

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

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

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

c) Internal Policies and Procedures

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

d) External Audit

In accordance with Paragraph 15.23 of Bursa Securities' Listing Requirements for the Main Market, the external auditors have performed a review on the Statement for its inclusion into the annual report of the Company for financial year ended 30 November 2013, and reported to the Board that nothing has come to their attention that causes them to believe that the statement is inconsistent with their understanding on the state of internal control of the Group.

e) Related Party Transactions

Related party transactions are disclosed, reviewed, and monitored by the Audit Committee and presented to the Board on a periodic basis.

f) Audit Committee

Audit Committee is established to assist the Board in carrying out its responsibilities and meeting the Corporate Governance requirements. The Audit Committee reviews the quarterly financial information before recommending to the Board for adoption and release to Bursa Securities. In addition to this, the Audit Committee reviews the systems of internal controls that have been established, and make recommendations to management on actions to be taken, if any, based on the reports of the independent internal and external auditors.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (Cont'd)

ASSURANCE PROVIDED BY THE EXECUTIVE DIRECTORS AND CHIEF FINANCIAL OFFICER

The Board has obtained assurance from the *Executive Directors and Chief Financial Officer that the Company's risk management and internal control systems are adequate and effective, in all material aspects.

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

CONCLUSION

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

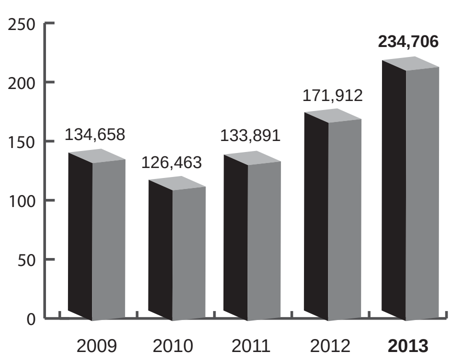
The Board recognises the necessity to continuously improve the Group's system of internal control and risk management practices to safeguard shareholders' investments and the Group's assets. Therefore, the Board will continuously evolve the Group's system of internal control and risk management to meet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

FIVE YEARS FINANCIAL HIGHLIGHTS

	2013	2012	2011	2010	2009
Paid-up capital (RM'000)	100,000	100,000	100,000	100,000	100,000
Shareholders' funds (RM'000)	234,706	171,912	133,891	126,463	134,658
NTA (RM'000)	234,706	171,912	133,891	126,463	134,658
NTA per share (sen)	235	172	134	126	135
Revenue (RM'000)	272,940	191,181	96,297	23,258	51,496
Profit/(loss) before taxation (RM'000)	104,342	52,740	11,763	(8,545)	(1,051)
Profit/(loss) after taxation (RM'000)	77,794	38,021	7,708	(8,195)	(3,747)
Earnings per share (sen)	77.79	38.02	7.71	(8.20)	(3.75)
Pretax profit/(loss) margin (%)	38.23	27.39	12.22	(36.74)	(2.04)
Current ratio	2.26	2.48	2.49	3.23	1.47
Return on capital employed (%)	44.46	30.68	8.79	(6.76)	(0.78)
Total borrowings (RM'000)	83,867	118,224	119,698	104,769	99,467
Gearing (times)	0.36	0.69	0.89	0.83	0.74
Gross dividend per share (sen)	20	-	-	-	-
Gross dividend cover (number of times)	5.19	-	-	-	-

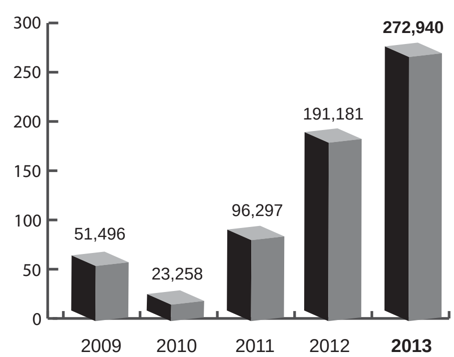
SHAREHOLDERS' FUNDS

RM'000



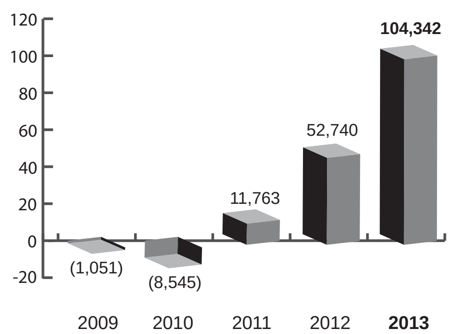
REVENUE

RM'000



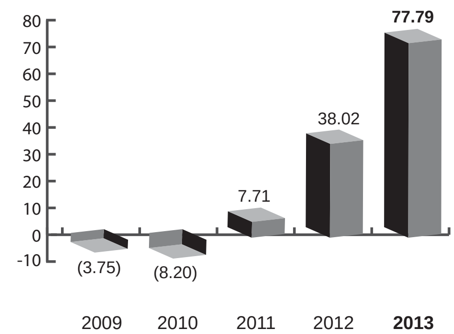
PROFIT/(LOSS) BEFORE TAXATION

RM'000



EARNINGS PER SHARE

sen



ANALYSIS OF SHAREHOLDINGS

Share Capital as at 28 February 2014

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 28 February 2014

No. of Holders	Size of the Shareholdings	Total Holdings	%
8	Less than 100	300	0.0003
593	100 to 1,000	463,500	0.4635
294	1,001 to 10,000	1,201,600	1.2016
79	10,001 to 100,000	2,335,100	2.3351
36	100,001 to less than 5% of issued shares	46,469,514	46.4695
6	5% and above of issued shares	49,529,986	49.5300
1016	**Total**	**100,000,000**	**100**

List of Thirty Largest Shareholders as at 28 February 2014
(As per Record of Depositors)

No.	Name of Holders	No. of Shares	%
1.	Jalur Bahagia Sdn. Bhd.	9,350,000	9.3500
2.	Wong Chee Sean @ Wong Sean	8,908,736	8.9087
3.	Hang Ah Jee @ Hung Ah Jee	8,796,250	8.7963
4.	Neoasas Teknik Sdn. Bhd.	8,500,000	8.5000
5.	Law Kit Tat	7,725,000	7.7250
6.	Law Kee Kong	6,250,000	6.2500
7.	Kho Kwok, Kwan Ying	4,250,000	4.2500
8.	Tan Chee Kwang	3,400,000	3.4000
9.	HLB Nominees (Tempatan) Sdn Bhd pledged Securities Account for Law Kit Tat	3,000,000	3.0000
10.	Jimmy Purwonegoro	2,571,200	2.5712
11.	UOB Kay Hian Nominees (Asing) Sdn Bhd - Kong Fu Tak	2,157,600	2.1576
12.	Wong Joon Chin	2,150,000	2.1500
13.	MAYBAN Nominees (Tempatan) Sdn. Bhd. pledged securities account for Law Kit Tat	2,000,000	2.0000
14.	Lau Eng @ Lam Eng	1,957,000	1.9570
15.	Chan Teng Hon	1,950,000	1.9500
16.	ALLIANCEGROUP Nominees (Tempatan) Sdn. Bhd. pledged securities account for Wong Chee Sean @ Wong Sean	1,700,000	1.7000
17.	Yee Gee Min	1,650,014	1.6500
18.	CIMSEC Nominees (Tempatan) Sdn. Bhd. Hong Leong Bank Berhad for Mohd Adnan Bin Mohd Nor	1,650,000	1.6500
19.	Mayban Nominees (Tempatan) Sdn Bhd pledged securities account for Law Kit Tat	1,650,000	1.6500
20.	Lee Hin Meng @ Lee Sing Lee	1,630,000	1.6300
21.	ALLIANCEGROUP Nominees (Tempatan) Sdn. Bhd. pledged securities account for Law Kit Tat	1,500,000	1.5000

ANALYSIS OF SHAREHOLDINGS (Cont'd)

List of Thirty Largest Shareholders as at 28 February 2014 (Cont'd)
(As per Record of Depositors)

No.	Name of Holders	No. of Shares	%
22.	RHB Nominees (Asing) Sdn Bhd pledged securities account for Khiu Kuet-Vin	1,418,800	1.4188
23.	Lai Boo Luck	1,340,000	1.3400
24.	Khiu Kuet-Vin	1,324,000	1.3240
25.	PM Nominees (Tempatan) Sdn Bhd pledged securities account for Sadiah Binti Suleiman	1,248,000	1.2480
26.	How Keng Chee	1,211,900	1.2119
27.	Syarikat Ajaib Jaya Sdn. Bhd.	1,189,000	1.1890
28.	ALLIANCEGROUP Nominees (Tempatan) Sdn. Bhd. pledged securities account for Chan Teng Hon	1,000,000	1.0000
29.	Kong Fu Tak	654,000	0.6540
30.	Mohamed Al Amin Bin Abdul Majid	626,200	0.6262

Substantial Shareholders (Excluding Bare Trustees) as at 28 February 2014
(As per the Register of Substantial Shareholders)

No.	Name of Shareholders	No. of Shares Held			
		Direct Interest	%	Deemed Interest	%
1.	Law Kit Tat	15,875,000	15.8750	-	-
2.	Wong Chee Sean @ Wong Sean	10,608,736	10.6087	-	-
3.	Jalur Bahagia Sdn. Bhd.	9,350,000	9.3500	-	-
4.	Hang Ah Jee @ Hung Ah Jee	8,796,250	8.7962	-	-
5.	Neoasas Teknik Sdn. Bhd.	8,500,000	8.5000	-	-
6.	Law Kee Kong	6,250,000	6.2500	-	-
7.	Sadiah Binti Suleiman	1,248,000	1.2480	17,850,000[a]	17.8500
8.	Munawir Bin Khadri	-	-	8,500,000[b]	8.5000
9.	Haliah Binti Khadri	-	-	9,350,000[c]	9.3500

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 28 February 2014
(As per the Register of Directors' Shareholdings)

No.	Name of Directors	No. of Shares Held			
		Direct Interest	%	Deemed Interest	%
1.	Datuk Ir. Mohamed Al Amin Bin Abdul Majid	626,200	0.6262	-	-
2.	Law Kit Tat	15,875,000	15.8750	-	-
3.	Wong Chee Sean @ Wong Sean	10,608,736	10.6087	-	-
4.	Wong Joon Chin	2,150,000	2.1500	-	-
5.	Law Kee Kong	6,250,000	6.2500	-	-
6.	Choong Shiau Yoon	-	-	-	-
7.	Azhar Bin Azizan @ Harun	-	-	-	-

GROUP PROPERTIES
As At 30 November 2013

Location	Tenure	Land area	Usage	Net book value as at 30 November 2013 (RM'000)	Year of acquisition
HS(D) 10783 PT 10457, Mukim of Serendah, Daerah Hulu Selangor, Selangor Darul Ehsan	99 years leasehold interest expiring on 4 January 2095	364.80 acres	Future development land	54,189	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	27,378	2000
Nusa Indah, Bandar Nusajaya, Johor Bahru HS(D) 317217 PTD 116769, Mukim of Pulai, Daerah Johor Bahru, Johor Darul Takzim	Freehold	4.21 acres	On-going mixed development project	5,206	2001
Plot E-2, comprising whole of HS(D) 317247 PTD116774 and part of HS(D) 317251 PTD 116778; Plot E-4, forming part of HS(D) 317216 PTD 116768; and HSD (D) 317215 PTD116767, all in Mukim of Pulai, Daerah Johor Bahru, Johor Darul Takzim	Freehold	291.58 acres	On-going mixed development project	150,833	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 financial position of the Group and of the Company as at 30 November 2013 and of the financial performance and cash flows of the Group and the Company for the financial year then ended.

In preparing the financial statements for the year ended 30 November 2013, 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.

country view Berhad
(78320-K)

Directors' Report And Audited

Financial Statements

For The Year Ended 30 November 2013

Country View Berhad Annual Report 2013

DIRECTORS' REPORT

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 30 November 2013.

PRINCIPAL ACTIVITIES

The principal activities of the Company are property development, investment holding and property investment. The principal activities of the subsidiaries are set out in Note 9 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM'000	Company RM'000
Profit for the financial year	**77,794**	**41,519**

DIVIDENDS

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

	Company RM'000
In respect of financial year ended 30 November 2013:	
First interim dividend of 6 sen per ordinary share, of RM1.00 each, less tax of 25%, paid on 22 February 2013	**4,500**
Second interim dividend of 4 sen per ordinary share, of RM1.00 each, less tax of 25%, paid on 30 May 2013	**3,000**
Third interim dividend of 4 sen per ordinary share, of RM1.00 each, less tax of 25%, paid on 28 August 2013	**3,000**
Fourth interim dividend of 6 sen per ordinary share, of RM1.00 each, less tax of 25%, paid on 14 November 2013	**4,500**
	15,000

The Directors propose a single tier final dividend of 7 sen per ordinary share of RM1.00 each, amounting to RM7,000,000 in respect of the financial year ended 30 November 2013, subject to the approval of members at the forthcoming Annual General Meeting.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES AND DEBENTURES

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

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued ordinary shares of the Company during the financial year.

DIRECTORS

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

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

DIRECTORS' REPORT (Cont'd)

DIRECTORS' INTERESTS

The Directors holding office at the end of the financial year and their beneficial interests in the ordinary shares of the Company and of its related corporations during the financial year ended 30 November 2013 as recorded in the Register of Directors' Shareholdings kept by the Company under Section 134 of the Companies Act, 1965 in Malaysia were as follows:

	---- Number of ordinary shares of RM1.00 each ----			
	Balance as at 1.12.2012	Bought	Sold	Balance as at 30.11.2013
Shares in the Company				
Direct interests:				
Datuk Ir. (Dr) Mohamed Al Amin Bin Abdul Majid	950,000	-	(252,000)	698,000
Law Kit Tat	15,875,000	-	-	15,875,000
Wong Chee Sean @ Wong Sean	10,608,736	-	-	10,608,736
Wong Joon Chin (F)	2,150,000	-	-	2,150,000
Law Kee Kong	6,250,000	-	-	6,250,000

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

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

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors have received or become entitled to receive any benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the Directors as shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director, or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest except for any benefits which may be deemed to have arisen from those transactions as disclosed in Note 36 to the financial statements.

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

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

(a) Before the statements of profit or loss and other comprehensive income and statements of financial position of the Group and of the Company were made out, the Directors took reasonable steps:

(i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that there are no known bad debts and that provision need not be made for doubtful debts; and

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

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

DIRECTORS' REPORT (Cont'd)

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY (Cont'd)

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

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

(i) which would necessitate the writing off of bad debts or the making of provision for doubtful debts in the financial statements of the Group and of the Company;

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

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

(d) In the opinion of the Directors:

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

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

(III) AS AT THE DATE OF THIS REPORT

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

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

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

AUDITORS

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

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
19 March 2014

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 42 to 99 have been drawn up in accordance with Financial Reporting Standards and the provisions of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 November 2013 and of the financial performance and cash flows of the Group and of the Company for the financial year then ended.

In the opinion of the Directors, the information set out in Note 40 to the financial statements on page 100 has been compiled in accordance with the Guidance on Special Matter No.1, *Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants,* and presented based on the format prescribed by Bursa Malaysia Securities Berhad.

On behalf of the Board,

Law Kit Tat
Director

Wong Chee Sean @ Wong Sean
Director

Johor Bahru
19 March 2014

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 the financial statements set out on pages 42 to 100 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly)
declared by the abovenamed at)
Johor Bahru, Johor this)
19 March 2014) **Ong Seng Piow**

Before me:

Gubachen Singh A/L Mana Singh P.I.S
(No. J119)

Commissioner for Oaths

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Johor Darul Ta'zim
Malaysia

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COUNTRY VIEW BERHAD

Report on the Financial Statements

We have audited the financial statements of Country View Berhad, which comprise statements of financial position as at 30 November 2013 of the Group and of the Company, and statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 42 to 99.

Directors' Responsibility for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements so as to give a true and fair view in accordance with Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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 about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of 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 give a true and fair view of the financial position of the Group and of the Company as at 30 November 2013 and of their financial performance and cash flows for the year then ended in accordance with Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COUNTRY VIEW BERHAD (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) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

Other Reporting Responsibilities

The supplementary information set out in Note 40 to the financial statements is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The Directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ('MIA Guidance') and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

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.

BDO
AF : 0206
Chartered Accountants

Se Kuo Shen
2949/05/14 (J)
Chartered Accountant

Johor Bahru
19 March 2014

STATEMENTS OF FINANCIAL POSITION AS AT 30 NOVEMBER 2013

	Note	Group 2013 RM'000	Group 2012 RM'000	Company 2013 RM'000	Company 2012 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	7	**2,779**	1,820	**454**	223
Land held for property development	8	**81,567**	81,307	**-**	-
Investments in subsidiaries	9	**-**	-	**12,690**	12,650
Deferred tax assets	10	**1,483**	1,956	**-**	-
		85,829	85,083	**13,144**	12,873
Current assets					
Property development costs	11	**150,833**	164,522	**-**	-
Inventories	12	**12,262**	6,802	**60**	1,307
Trade and other receivables	13	**101,986**	72,176	**219,790**	223,260
Current tax assets		**178**	248	**79**	79
Cash and cash equivalents	14	**21,051**	16,382	**137**	5
		286,310	260,130	**220,066**	224,651
TOTAL ASSETS		**372,139**	345,213	**233,210**	237,524
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	15	**100,000**	100,000	**100,000**	100,000
Reserves	16	**134,706**	71,912	**50,098**	23,579
TOTAL EQUITY		**234,706**	171,912	**150,098**	123,579
LIABILITIES					
Non-current liabilities					
Borrowings	17	**10,816**	68,468	**7,877**	65,404
Current liabilities					
Trade and other payables	23	**42,828**	47,839	**3,059**	3,562
Provision for liabilities	24	**524**	766	**-**	-
Borrowings	17	**73,051**	49,756	**72,176**	44,979
Current tax liabilities		**10,214**	6,472	**-**	-
		126,617	104,833	**75,235**	48,541
TOTAL LIABILITIES		**137,433**	173,301	**83,112**	113,945
TOTAL EQUITY AND LIABILITIES		**372,139**	345,213	**233,210**	237,524

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2013

		Group		Company	
	Note	**2013 RM'000**	2012 RM'000	**2013 RM'000**	2012 RM'000
Revenue	27	**272,940**	191,181	**54,489**	1,238
Cost of sales	28	**(143,397)**	(117,272)	**(1,247)**	(247)
Gross profit		**129,543**	73,909	**53,242**	991
Other income		**2,149**	1,005	**222**	64
Marketing and promotion expenses		**(10,613)**	(7,118)	**-**	(9)
Administrative expenses		**(14,906)**	(13,039)	**(1,323)**	(1,494)
Finance costs	29	**(1,831)**	(2,017)	**(50)**	(351)
Profit/(Loss) before tax	30	**104,342**	52,740	**52,091**	(799)
Tax expense	31	**(26,548)**	(14,719)	**(10,572)**	(297)
Profit/(Loss) for the financial year		**77,794**	38,021	**41,519**	(1,096)
Other comprehensive income, net of tax		**-**	-	**-**	-
Total comprehensive income/(loss) for the year		**77,794**	38,021	**41,519**	(1,096)
Profit/(Loss) attributable to:					
Owners of the parent		**77,794**	38,021	**41,519**	(1,096)
Total comprehensive income/(loss) attributable to :					
Owners of the parent		**77,794**	38,021	**41,519**	(1,096)
Earnings per ordinary share attributable to owners of the parent Company (sen):					
Basic and diluted	33	**77.79**	38.02		

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

STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2013

	Note	Share capital RM'000	Non-distributable Share premium RM'000	Distributable Retained earnings RM'000	Total equity RM'000
Group					
Balance as at 1 December 2011		100,000	124	33,767	133,891
Profit for the financial year		-	-	38,021	38,021
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive income		-	-	38,021	38,021
Balance as at 30 November 2012		100,000	124	71,788	171,912
Balance as at 1 December 2012		**100,000**	**124**	**71,788**	**171,912**
Profit for the financial year		**-**	**-**	**77,794**	**77,794**
Other comprehensive income, net of tax		**-**	**-**	**-**	**-**
Total comprehensive income		**-**	**-**	**77,794**	**77,794**
Transaction with owners					
Dividends paid	32	**-**	**-**	**(15,000)**	**(15,000)**
Total transaction with owners		**-**	**-**	**(15,000)**	**(15,000)**
Balance as at 30 November 2013		**100,000**	**124**	**134,582**	**234,706**
Company					
Balance as at 1 December 2011		100,000	124	24,551	124,675
Loss for the financial year		-	-	(1,096)	(1,096)
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive loss		-	-	(1,096)	(1,096)
Balance as at 30 November 2012		100,000	124	23,455	123,579
Balance as at 1 December 2012		**100,000**	**124**	**23,455**	**123,579**
Profit for the financial year		-	-	**41,519**	**41,519**
Other comprehensive income, net of tax		-	-	**-**	**-**
Total comprehensive income		-	-	**41,519**	**41,519**
Transaction with owners:					
Dividends paid	32	-	-	**(15,000)**	**(15,000)**
Total transaction with owners		-	-	**(15,000)**	**(15,000)**
Balance as at 30 November 2013		**100,000**	**124**	**49,974**	**150,098**

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

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 NOVEMBER 2013

	Note	Group 2013 RM'000	Group 2012 RM'000	Company 2013 RM'000	Company 2012 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit/(Loss) before tax		**104,342**	52,740	**52,091**	(799)
Adjustments for:					
Bad debts recovered		**-**	(27)	**-**	-
Depreciation of property, plant and equipment	7	**848**	556	**83**	99
Dividend income	27	**-**	-	**(49,842)**	(753)
Gain on disposal of property, plant and equipment		**(33)**	(32)	**(20)**	(23)
Interest income		**(1,717)**	(719)	**(15)**	-
Interest expense	29	**1,831**	2,017	**50**	351
Operating profit /(loss) before changes in working capital		**105,271**	54,535	**2,347**	(1,125)
Changes in working capital:					
Land held for development	8	**(260)**	(430)	**-**	-
Property development costs		**13,689**	(6,021)	**-**	-
Inventories		**(5,460)**	247	**1,247**	247
Trade and other receivables		**(28,219)**	(28,827)	**107**	(77)
Trade and other payables		**(5,253)**	1,808	**(444)**	75
Cash generated from/(used in) operations		**79,768**	21,312	**3,257**	(880)
Tax paid		**(22,561)**	(8,787)	**-**	-
Tax refunded		**297**	-	**-**	-
Net cash from/(used in) operating activities		**57,504**	12,525	**3,257**	(880)
CASH FLOWS FROM INVESTING ACTIVITIES					
Repayment from /(Advances to) subsidiaries		**-**	-	**8,284**	(918)
Dividend received from subsidiary		**-**	-	**34,250**	585
Interest received		**126**	8	**15**	-
Placement of deposits		**(362)**	(1,218)	**-**	-
Proceeds from disposal of property, plant and equipment		**229**	32	**216**	23
Purchase of property, plant and equipment		**(811)**	(105)	**(198)**	(1)
Net cash (used in)/from investing activities		**(818)**	(1,283)	**42,567**	(311)
CASH FLOWS FROM FINANCING ACTIVITIES	7(a)				
Drawdown of borrowings		**8,366**	45,569	**8,366**	44,512
Interest paid		**(1,831)**	(2,017)	**(50)**	(351)
Repayments of borrowings		**(38,411)**	(44,704)	**(34,092)**	(40,439)
Repayments of finance lease creditors		**(828)**	(450)	**(241)**	(82)
Dividend paid		**(15,000)**	-	**(15,000)**	-
Net cash (used in)/from financing activities		**(47,704)**	(1,602)	**(41,017)**	3,640
Net increase in cash and cash equivalents		**8,982**	9,640	**4,807**	2,449
Cash and cash equivalents at beginning of financial year		**8,652**	(988)	**(6,258)**	(8,707)
Cash and cash equivalents at end of financial year		**17,634**	8,652	**(1,451)**	(6,258)

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

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013

1. CORPORATE INFORMATION

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

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

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

The consolidated financial statements for the financial year ended 30 November 2013 comprise the Company and its subsidiaries. These financial statements are presented in Ringgit Malaysia ('RM'), which is also the functional currency of the Company. All financial information presented in RM has been rounded to the nearest thousand, unless otherwise stated.

The financial statements were authorised for issue in accordance with a resolution by the Board of Directors on 19 March 2014.

2. PRINCIPAL ACTIVITIES

The principal activities of the Company are property development, investment holding and property investment. The principal activities of the subsidiaries are set out in Note 9 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group and of the Company set out on pages 42 to 99 have been prepared in accordance with the Financial Reporting Standards ('FRSs') and the provisions of the Companies Act, 1965 in Malaysia.

However, Note 40 to the financial statements set out on page 100 has been prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ('MIA Guidance') and the directive of Bursa Malaysia Securities Berhad.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Basis of accounting

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

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

4.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiaries. Subsidiaries are entities over which the Company has the power to govern the financial operating policies, generally accompanied by a shareholding giving rise to the majority of the voting rights, as to obtain benefits from their activities.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.2 Basis of consolidation (Cont'd)

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intragroup balances, transactions, income and expenses are eliminated on consolidation. Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group'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 impairment.

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

Non-controlling interests represents the equity in subsidiaries that are not attributable, directly or indirectly, to owners of the Company, and is presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

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

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

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

Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under FRS 139 *Financial Instruments: Recognition and Measurement* or, where applicable, the cost on initial recognition of an investment in associate or jointly controlled entity.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.3 Business combinations

Business combinations from 1 December 2010 onwards

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

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

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

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

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

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

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

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

(b) Subsequent changes to contingent consideration classified as an asset or liability that is a financial instrument within the scope of FRS 139 are recognised either in profit or loss or in other comprehensive income in accordance with FRS 139. All other subsequent changes are recognised in profit or loss.

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

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any) is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

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

Business combinations before 1 December 2010 onwards

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

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.3 Business combinations (Cont'd)

Business combinations before 1 December 2010 onwards (Cont'd)

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

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

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

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

4.4 Property, plant and equipment and depreciation

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

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

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

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

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

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

At the end of each reporting period, the carrying amount of an item of property, plant and equipment is assessed for impairment when events or changes in circumstances indicate that its carrying amount may not be recoverable. A write down is made if the carrying amount exceeds the recoverable amount (see Note 4.9 to the financial statements on impairment of non-financial assets).

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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

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

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

4.5 Leases and hire purchase

(a) Finance leases and hire purchase

Assets acquired under finance leases and hire purchase which transfer substantially all the risks and rewards of ownership to the Group are recognised initially at amounts equal to the fair value of the leased assets or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease.

The discount rate used in calculating the present value of the minimum lease payments is the interest rate implicit in the leases, if this is practicable to determine; if not, the Group's incremental borrowing rate is used. Any initial direct costs incurred by the Group are added to the amount recognised as an asset. The assets are capitalised as property, plant and equipment and the corresponding obligations are treated as liabilities. The property, plant and equipment capitalised are depreciated on the same basis as owned assets.

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

(b) Operating leases

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

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

4.6 Property development activities

(a) Land held for property development

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

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

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

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.6 Property development activities (Cont'd)

(b) Property development costs

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

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

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

4.7 Construction contracts

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

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

4.8 Investments

Subsidiaries

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

An investment in subsidiary, which is eliminated on consolidation, is stated in the Company's separate financial statements at cost less impairment losses, if any. Investments accounted for at cost shall be accounted for in accordance with FRS 5 *Non-current Assets Held for Sale and Discontinued Operations* when they are classified as held for sale in accordance with FRS 5.

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

4.9 Impairment of non-financial assets

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

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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

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

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

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

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

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

4.10 Inventories

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

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

4.11 Financial instruments

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

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

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

Financial instruments are recognised on the statement of financial position when the Group has become a party to the contractual provisions of the instrument. At initial recognition, a financial instrument is recognised at fair value plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issuance of the financial instrument.

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.11 Financial instruments (Cont'd)

An embedded derivative is separated from the host contract and accounted for as a derivative if, and only if the economic characteristics and risks of the embedded derivative is not closely related to the economic characteristics and risks of the host contract, a separate instrument with the same terms as the embedded derivative meets the definition of a derivative, and the hybrid instrument is not measured at fair value through profit or loss.

(a) Financial assets

A financial asset is classified into the following four (4) categories after initial recognition for the purpose of subsequent measurement:

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss comprise financial assets that are held for trading (i.e. financial assets acquired principally for the purpose of resale in the near term), derivatives (both, freestanding and embedded) and financial assets that were specifically designated into this classification upon initial recognition.

Subsequent to initial recognition, financial assets classified as at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in the fair value of financial assets classified as at fair value through profit or loss are recognised in profit or loss. Net gains or losses on financial assets classified as at fair value through profit or loss exclude foreign exchange gains and losses, interest and dividend income. Such income is recognised separately in profit or loss as components of other income or other operating losses.

However, derivatives that is linked to and must be settled by delivery of unquoted equity instruments that do not have a quoted market price in an active market are recognised at cost.

(ii) Held-to-maturity investments

Financial assets classified as held-to-maturity comprise non-derivative financial assets with fixed or determinable payments and fixed maturity that the Group has the positive intention and ability to hold to maturity.

Subsequent to initial recognition, financial assets classified as held-to-maturity are measured at amortised cost using the effective interest method. Gains or losses on financial assets classified as held-to-maturity are recognised in profit or loss when the financial assets are derecognised or impaired, and through the amortisation process.

(iii) Loans and receivables

Financial assets classified as loans and receivables comprise non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Subsequent to initial recognition, financial assets classified as loans and receivables are measured at amortised cost using the effective interest method. Gains or losses on financial assets classified as loans and receivables are recognised in profit or loss when the financial assets are derecognised or impaired, and through the amortisation process.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.11 Financial instruments (Cont'd)

(a) Financial assets (Cont'd)

(iv) Available-for-sale financial assets

Financial assets classified as available-for-sale comprise non-derivative financial assets that are designated as available for sale or are not classified as loans and receivables, held-to-maturity investments or financial assets at fair value through profit or loss.

Subsequent to initial recognition, financial assets classified as available-for-sale are measured at fair value. Any gains or losses arising from changes in the fair value of financial assets classified as available-for-sale are recognised directly in other comprehensive income, except for impairment losses and foreign exchange gains and losses, until the financial asset is derecognised, at which time the cumulative gains or losses previously recognised in other comprehensive income are recognised in profit or loss. However, interest calculated using the effective interest method is recognised in profit or loss whilst dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive payment is established.

Cash and cash equivalents include cash and bank balances, bank overdrafts, deposits and other short term, highly liquid investments with original maturities of three (3) months or less, which are readily convertible to cash and are subject to insignificant risk of changes in value.

A financial asset is derecognised when the contractual right to receive cash flows from the financial asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised directly in other comprehensive income shall be recognised in profit or loss.

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or marketplace convention.

A regular way purchase or sale of financial assets shall be recognised and derecognised, as applicable, using trade date accounting.

(b) Financial liabilities

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. A financial liability is classified into the following two (2) categories after initial recognition for the purpose of subsequent measurement:

(i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss comprise financial liabilities that are held for trading, derivatives (both, freestanding and embedded) and financial liabilities that were specifically designated into this classification upon initial recognition.

Subsequent to initial recognition, financial liabilities classified as at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in the fair value of financial liabilities classified as at fair value through profit or loss are recognised in profit or loss. Net gains or losses on financial liabilities classified as at fair value through profit or loss exclude foreign exchange gains and losses, interest and dividend income. Such income is recognised separately in profit or loss as components of other income or other operating losses.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.11 Financial instruments (Cont'd)

(b) Financial liabilities (Cont'd)

(ii) Other financial liabilities

Financial liabilities classified as other financial liabilities comprise non-derivative financial liabilities that are neither held for trading nor initially designated as at fair value through profit or loss.

Subsequent to initial recognition, other financial liabilities are measured at amortised cost using the effective interest method. Gains or losses on other financial liabilities are recognised in profit or loss when the financial liabilities are derecognised and through the amortisation process.

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

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

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

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

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

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

(c) Equity

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

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.11 Financial instruments (Cont'd)

(c) Equity (Cont'd)

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

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

The Group measures a liability to distribute non-cash assets as a dividend to the owners of the Company at the fair value of the assets to be distributed. The carrying amount of the dividend is remeasured at each reporting date and at the settlement date, with any changes recognised directly in equity as adjustments to the amount of the distribution. On settlement of the transaction, the Group recognises the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the liability in profit or loss.

No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Where such shares are issued by resale, the differences between the sales consideration and the carrying amount is shown as a movement in equity.

4.12 Impairment of financial assets

The Group assesses whether there is any objective evidence that a financial asset is impaired at the end of each reporting period.

<u>Loans and receivables</u>

The Group collectively considers factors such as the probability of bankruptcy or significant financial difficulties of the receivable, and default or significant delay in payments to determine whether there is objective evidence that an impairment loss on loans and receivables has occurred. Other objective evidence of impairment include historical collection rates determined on an individual basis and observable changes in national or local economic conditions that are directly correlated with the historical default rates of receivables.

If any such objective evidence exists, the amount of impairment loss is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The impairment loss is recognised in profit or loss.

The carrying amount of loans and receivables is reduced through the use of an allowance account.

If in a subsequent period, the amount of the impairment loss decreases and it objectively relates to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of impairment reversed is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.13 Employee benefits

4.13.1 Short term employee benefits

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

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

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

4.13.2 Defined contribution plan

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

4.14 Provisions

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

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

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

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

<u>Provision for liquidated ascertained damages</u>

Provision are recognised for expected liquidated ascertained damages claims based on the applicable sale and purchase agreements.

4.15 Income taxes

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

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.15 Income tax (Cont'd)

(a) Current tax

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

(b) Deferred tax

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

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

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

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

(i) same taxable entity; or

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws by the Government in the annual budgets which have the substantive effect of actual enactment by the end of reporting period.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.16 Contingent liabilities and contingent assets

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

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

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

4.17 Revenue recognition

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

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

(a) Property development

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

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

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

(b) Construction contracts

Profit from contract works are recognised on a percentage of completion method. Percentage of completion is determined on the proportion of contract costs incurred for work performed to date against total estimated costs where the outcome of the project can be estimated reliably.

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.17 Revenue recognition (Cont'd)

(b) Construction contracts (Cont'd)

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

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

(c) Dividend income

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

(d) Interest income

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

(e) Rental income

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

4.18 Borrowing costs

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

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

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

4.19 Operating segments

Operating segments are defined as components of the Group that:

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

(b) whose operating results are regularly reviewed by the Group's chief operating decision maker (i.e. the Group's Chief Executive Officer) in making decisions about resources to be allocated to the segment and assessing its performance; and

(c) for which discrete financial information is available.

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

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.19 Operating segments (Cont'd)

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

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

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

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

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

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

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

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

4.20 Earnings per share

(a) Basic

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

(b) Diluted

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

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs

5.1 New FRSs adopted during the current financial year

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

Title	Effective Date
Amendments to FRS 1 *Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters*	1 January 2012
Amendments to FRS 7 *Disclosures- Transfers of Financial Assets*	1 January 2012
Amendments to FRS 112 *Deferred Tax: Recovery of Underlying Assets*	1 January 2012
FRS 124 *Related Party Disclosures*	1 January 2012
Amendments to FRS 101 *Presentation of Items of Other Comprehensive Income*	1 July 2012

There is no impact upon adoption of these FRSs during the financial year.

5.2 New FRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2013

The following are accounting standards, amendments and interpretations of the FRS Framework that have been issued by the MASB but have not been early adopted by the Group and the Company.

Title	Effective Date
FRS 10 *Consolidated Financial Statements*	1 January 2013
FRS 11 *Joint Arrangements*	1 January 2013
FRS 12 *Disclosure of Interests in Other Entities*	1 January 2013
FRS 13 *Fair Value Measurement*	1 January 2013
FRS 119 *Employee Benefits*	1 January 2013
FRS 127 *Separate Financial Statements*	1 January 2013
FRS 128 *Investments in Associates and Joint Ventures*	1 January 2013
Amendments to FRS 1 *First-time Adoption of Financial Reporting Standards – Government Loans*	1 January 2013
Amendments to FRS 7 *Disclosures – Offsetting Financial Assets and Financial Liabilities*	1 January 2013
Improvements to FRSs (2012)	1 January 2013
Amendments to FRS 10, FRS 11 and FRS 12 *Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance*	1 January 2013
IC Interpretation 20 *Stripping Costs in the Production Phase of a Surface Mine*	1 January 2013
Amendments to FRS 132 *Offsetting Financial Assets and Financial Liabilities*	1 January 2014
Amendments to FRS 136 *Recoverable Amount Disclosures for Non-Financial Assets*	1 January 2014
Amendments to FRS 139 *Novation of Derivatives and Continuation of Hedge Accounting*	1 January 2014
IC Interpretation 21 *Levies*	1 January 2014
Defined Benefit Plan Employee Contributions (Amendments to FRS119)	1 July 2014
Mandatory Effective Date of FRS 9 and Transition Disclosures	Deferred
FRS 9 *Financial Instruments*	Deferred

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs (Cont'd)

5.2 New FRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2013 (Cont'd)

The Group is in the process of assessing the impact of the adoption of these FRSs, amendments to FRSs and IC Interpretations, since the effects would only be observable in the future financial years.

5.3 New MFRSs that have been issued, but have yet to be adopted during the current financial year

The Group and the Company have yet to adopt the following Standards of the Malaysian Financial Reporting Standards ('MFRS') Framework that were issued by the MASB during the financial year.

Title	**Effective Date**
MFRS 1 *First-time Adoption of Malaysian Financial Reporting Standards*	1 January 2015
Amendments to MFRS 1 *Government Loans*	1 January 2015
MFRS 2 *Share-based Payment*	1 January 2015
MFRS 3 *Business Combinations*	1 January 2015
MFRS 4 *Insurance Contracts*	1 January 2015
MFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*	1 January 2015
MFRS 6 *Exploration for and Evaluation of Mineral Resources*	1 January 2015
MFRS 7 *Financial Instruments: Disclosures*	1 January 2015
Amendments to MFRS 7 *Disclosures – Offsetting Financial Assets and Financial Liabilities*	1 January 2015
MFRS 8 *Operating Segments*	1 January 2015
Mandatory Effective Date of MFRS 9 and Transition Disclosures	1 January 2015
MFRS 9 *Financial Instruments*	1 January 2015
MFRS 10 *Consolidated Financial Statements*	1 January 2015
MFRS 11 *Joint Arrangements*	1 January 2015
MFRs 12 *Disclosure of Interests in Other Entities*	1 January 2015
MFRS 13 *Fair Value Measurement*	1 January 2015
Amendments to MFRS 10, MFRS 11 and MFRS 12 *Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance*	1 January 2015
Amendments to MFRS 10, MFRS 12 and MFRS 127 *Investment Entities*	1 January 2015
MFRS 101 *Presentation of Financial Statements*	1 January 2015
Amendments to MFRS 101 *Presentation of Items of Other Comprehensive Income*	1 January 2015
MFRS 102 *Inventories*	1 January 2015
MFRS 107 *Statement of Cash Flows*	1 January 2015
MFRS 108 *Accounting Policies, Changes in Accounting Estimates and Errors*	1 January 2015
MFRS 110 *Events After the Reporting Period*	1 January 2015
MFRS 111 *Construction Contracts*	1 January 2015
MFRS 112 *Income Taxes*	1 January 2015
MFRS 116 *Property, Plant and Equipment*	1 January 2015
MFRS 117 *Leases*	1 January 2015
MFRS 118 *Revenue*	1 January 2015
MFRS 119 *Employee Benefits (revised)*	1 January 2015
MFRS 120 *Accounting for Government Grants and Disclosure of Government Assistance*	1 January 2015

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs (Cont'd)

5.3 New MFRSs that have been issued, but have yet to be adopted during the current financial year (continued)

Title	Effective Date
MFRS 121 *The Effects of Changes in Foreign Exchange Rates*	1 January 2015
MFRS 123 *Borrowing Costs*	1 January 2015
MFRS 124 *Related Party Disclosures*	1 January 2015
MFRS 126 *Accounting and Reporting by Retirement Benefit Plans*	1 January 2015
MFRS 127 *Separate Financial Statements*	1 January 2015
MFRS 128 *Investments in Associates and Joint Ventures*	1 January 2015
MFRS 129 *Financial Reporting in Hyperinflationary Economies*	1 January 2015
MFRS 132 *Financial Instruments: Presentation*	1 January 2015
Amendments to MFRS 132 *Offsetting Financial Assets and Financial Liabilities*	1 January 2015
MFRS 133 *Earnings Per Share*	1 January 2015
MFRS 134 *Interim Financial Reporting*	1 January 2015
MFRS 136 *Impairment of Assets*	1 January 2015
Amendments to MFRS 136 *Recoverable Amount Disclosures for Non-Financial Assets*	1 January 2015
MFRS 137 *Provisions, Contingent Liabilities and Contingent Assets*	1 January 2015
MFRS 138 *Intangible Assets*	1 January 2015
MFRS 139 *Financial Instruments: Recognition and Measurement*	1 January 2015
Amendments to MFRS 139 *Novation of Derivatives and Continuation of Hedge Accounting*	1 January 2015
MFRS 140 *Investment Property*	1 January 2015
MFRS 141 *Agriculture*	1 January 2015
Amendments to MFRSs *Annual Improvements 2009 - 2011 Cycle*	1 January 2015
Improvements to MFRSs (2008)	1 January 2015
Improvements to MFRSs (2009)	1 January 2015
Improvements to MFRSs (2010)	1 January 2015
IC Interpretation 1 *Changes in Existing Decommissioning, Restoration and Similar Liabilities*	1 January 2015
IC Interpretation 2 *Members' Shares in Co-operative Entities and Similar Instruments*	1 January 2015
IC Interpretation 4 *Determining Whether an Arrangement Contains a Lease*	1 January 2015
IC Interpretation 5 *Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds*	1 January 2015
IC Interpretation 6 *Liabilities Arising from Participating in a Specific Market-Waste Electrical and Electronic Equipment*	1 January 2015
IC Interpretation 7 *Applying the Restatement Approach under MFRS 129 Financial Reporting in Hyper inflationary Economies*	1 January 2015
IC Interpretation 9 *Reassessment of Embedded Derivatives*	1 January 2015
IC Interpretation 10 *Interim Financial Reporting and Impairment*	1 January 2015
IC Interpretation 12 *Service Concession Arrangements*	1 January 2015
IC Interpretation 13 *Customer Loyalty Programmes*	1 January 2015
IC Interpretation 14 MFRS 119 – *The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction*	1 January 2015
IC Interpretation 15 *Agreements for the Construction of Real Estate*	1 January 2015
IC Interpretation 16 *Hedges of a Net Investment in a Foreign Operation*	1 January 2015

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

5. ADOPTION OF NEW FRSs AND AMENDMENT TO FRSs (Cont'd)

5.3 New MFRSs that have been issued, but have yet to be adopted during the current financial year (continued)

Title	Effective Date
IC Interpretation 17 *Distributions of Non-cash Assets to Owners*	1 January 2015
IC Interpretation 18 *Transfers of Assets from Customers*	1 January 2015
IC Interpretation 19 *Extinguishing Financial Liabilities with Equity Instruments*	1 January 2015
IC Interpretation 20 *Stripping Costs in the Production Phase of a Surface Mine*	1 January 2015
IC Interpretation 21 *Levies*	1 January 2015
IC Interpretation 107 *Introduction of the Euro*	1 January 2015
IC Interpretation 110 *Government Assistance – No Specific Relation to Operating Activities*	1 January 2015
IC Interpretation 112 *Consolidation – Special Purpose Entities*	1 January 2015
IC Interpretation 113 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*	1 January 2015
IC Interpretation 115 *Operating Leases – Incentives*	1 January 2015
IC Interpretation 125 *Income Taxes – Changes in the Tax Status of an Entity or its Shareholders*	1 January 2015
IC Interpretation 127 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*	1 January 2015
IC Interpretation 129 *Service Concession Arrangements: Disclosures*	1 January 2015
IC Interpretation 131 *Revenue – Barter Transactions Involving Advertising Services*	1 January 2015
IC Interpretation 132 *Intangible Assets – Web Site Costs*	1 January 2015
Defined Benefit Plan Employee Contributions (Amendments to MFRS 119)	1 January 2015
Mandatory Effective Date of MFRS 9 and Transition Disclosures	Deferred
MFRS 9 *Financial Instruments*	Deferred

The Group is in the process of assessing the impact of implementing these accounting standards, amendments and interpretations, since the effects would only be observable for the future financial years.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

6.1 Changes in estimates

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

The Directors are of the opinion that there are no changes in estimates at the end of the reporting period.

6.2 Critical judgements made in applying accounting policies

The following is judgment made by the management in the process of applying the Group's accounting policies that has a significant effect on the amounts recognised in the financial statements.

(a) Contingent liabilities

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

(b) Classification of current and non-current borrowings

Term loan agreements entered by the Group include repayment on demand clauses at the discretion of the financial institutions. The Group believes that in the absence of a default being committed by the Group, these financial institutions are not entitled to exercise its right to demand for repayment. Accordingly, the carrying amount of the borrowings have been classified between current and non-current borrowings based on their repayment period.

(c) Contingent liabilities on corporate guarantees

The Directors are of the view that the chances of the financial institutions to call upon the corporate guarantees are remote.

6.3 Key sources of estimation uncertainty

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

(i) Income taxes

Judgement is required in determining the capital allowances and deductibility of certain expenses when estimating the provision for income taxes. There were transactions and calculations for which the ultimate tax determination of whether additional tax will be due is uncertain during the ordinary course of business. The Group and the Company recognise tax liabilities based on estimates of additional taxes that will be due. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax in the period in which the outcome is known.

(ii) Property development

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

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

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

6.3 Key sources of estimation uncertainty (Cont'd)

(iii) Recognition of revenue from construction contract

The Group recognises construction contract revenue and expenses in the statement of comprehensive income using the 'percentage of completion' method. The percentage of completion is determined by the proportion of property development costs incurred for work performed up to the reporting period over the estimated total property development costs.

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

(iv) Impairment of investments in subsidiaries

The Directors review investments in subsidiaries for impairment when there is an indication of impairment. The recoverable amounts of the investments in subsidiaries are estimated based on fair value less cost to sell or value-in-use. Where expectation differ from the estimated recoverable amounts, the difference will impact the carrying amount of the investments in subsidiaries.

(v) Impairment of receivables

The Group makes impairment of receivables based on an assessment of the recoverability of receivables. Impairment is applied to receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. The management specifically analyses historical bad debt, customer concentration, customer creditworthiness, current economic trends and changes in customer payment terms when making a judgement to evaluate the adequacy of impairment of receivables. Where expectations differ from the original estimates, the differences will impact the carrying amount of receivables.

(vi) Fair value of borrowings

The fair value of borrowings are estimated by discounting future contractual cash flows at the current market interest rates available to the Group for similar financial instruments. It is assumed that the effective interest rates approximate the current market interest rates available to the Group based on its size and its business risk.

(vii) Deferred tax assets

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

(viii) Depreciation of property, plant and equipment

The cost of property, plant and equipment is depreciated on a straight line basis over the assets' useful lives. Management estimates the useful lives of these property, plant and equipment in accordance with accounting policy stated in Note 4.4 on property, plant and equipment and depreciation. These are common life expectancies applied in this industry. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, and therefore future depreciation charges could be revised.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

7. PROPERTY, PLANT AND EQUIPMENT

Group	Balance as at 1.12.2012 RM'000	Additions RM'000	Disposals RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.11.2013 RM'000
Carrying amount					
Furniture and fittings	**-**	**67**	**-**	**(4)**	**63**
Office equipment	**101**	**65**	**-**	**(27)**	**139**
Renovation	**-**	**337**	**-**	**(23)**	**314**
Motor vehicles	**1,719**	**1,517**	**(196)**	**(792)**	**2,248**
Site and sports equipment	**-**	**17**	**-**	**(2)**	**15**
	1,820	**2,003**	**(196)**	**(848)**	**2,779**

Group	[------------------ At 30.11.2013 ------------------] Cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
Furniture and fittings	**454**	**(391)**	**63**
Office equipment	**1,058**	**(919)**	**139**
Renovation	**939**	**(625)**	**314**
Motor vehicles	**5,382**	**(3,134)**	**2,248**
Site and sports equipment	**59**	**(44)**	**15**
	7,892	**(5,113)**	**2,779**

Group	Balance as at 1.12.2011 RM'000	Additions RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.11.2012 RM'000
Carrying amount				
Furniture and fittings	-	-	-	-
Office equipment	65	57	(21)	101
Renovation	1	-	(1)	-
Motor vehicles	1,643	610	(534)	1,719
Site and sports equipment	-	-	-	-
	1,709	667	(556)	1,820

Group	[----------------- At 30.11.2012 -------------------] Cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
Furniture and fittings	387	(387)	-
Office equipment	993	(892)	101
Renovation	603	(603)	-
Motor vehicles	4,502	(2,783)	1,719
Site and sports equipment	42	(42)	-
	6,527	(4,707)	1,820

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

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

Company	Balance as at 1.12.2012 RM'000	Additions RM'000	Disposals RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.11.2013 RM'000
Carrying amount					
	-	**5**	**-**	**-**	**5**
Furniture and fittings	**2**	**-**	**-**	**(1)**	**1**
Office equipment	**-**	**144**	**-**	**(9)**	**135**
Renovation	**221**	**361**	**(196)**	**(73)**	**313**
Motor vehicles	**-**	**-**	**-**	**-**	**-**
Site and sports equipment	**223**	**510**	**(196)**	**(83)**	**454**

Company	[---------------- At 30.11.2013 Cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000 -------------------]
Furniture and fittings	**201**	**(196)**	**5**
Office equipment	**373**	**(372)**	**1**
Renovation	**361**	**(226)**	**135**
Motor vehicles	**605**	**(292)**	**313**
Site and sports equipment	**26**	**(26)**	**-**
	1,566	**(1,112)**	**454**

Company	Balance as at 1.12.2011 RM'000	Additions RM'000	Depreciation charge for the financial year RM'000	Balance as at 30.11.2012 RM'000
Carrying amount				
Furniture and fittings	-	-	-	-
Office equipment	2	1	(1)	2
Renovation	-	-	-	-
Motor vehicles	319	-	(98)	221
Site and sports equipment	-	-	-	-
	321	1	(99)	223

Company	[---------------- At 30.11.2012 Cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000 -------------------]
Furniture and fittings	195	(195)	-
Office equipment	373	(371)	2
Renovation	217	(217)	-
Motor vehicles	847	(626)	221
Site and sports equipment	26	(26)	-
	1,658	(1,435)	223

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

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

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

	Group		Company	
	2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Purchase of property, plant and equipment	**2,003**	667	**510**	1
Financed by finance lease creditors	**(1,192)**	(562)	**(312)**	-
Cash payments on purchase of property, plant and equipment	**811**	105	**198**	1

(b) As at 30 November 2013, the carrying amount of the property, plant and equipment of the Group and of the Company under finance lease arrangements were as follows:

	Group		Company	
	2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Motor vehicles	**2,164**	1,711	**313**	221

Details of the terms and conditions of the finance lease arrangements are disclosed in Note 20 and Note 39 to the financial statements.

(c) As at 30 November 2013, the carrying amount of the property, plant and equipment of the Group and of the Company have been pledged to financial institutions for borrowings granted to the Group and the Company (Notes 18, 19, 21 and 22 to the financial statements).

8. LAND HELD FOR PROPERTY DEVELOPMENT

Group	**Balance as at 1.12.2012 RM'000**	**Additions RM'000**	**Balance as at 30.11.2013 RM'000**
Carrying amount			
Freehold land, at cost	**26,317**	**-**	**26,317**
Leasehold land, at cost	**53,698**	**-**	**53,698**
Development costs	**1,292**	**260**	**1,552**
	81,307	**260**	**81,567**

Group	Balance as at 1.12.2011 RM'000	Additions RM'000	Balance as at 30.11.2012 RM'000
Carrying amount			
Freehold land, at cost	26,317	-	26,317
Leasehold land, at cost	53,698	-	53,698
Development costs	862	430	1,292
	80,877	430	81,307

As at 30 November 2013, freehold land of the Group has been charged to financial institutions for borrowings granted to the Group as disclosed in Notes 18, 19, 21 and 22 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

9. INVESTMENT IN SUBSIDIARIES

	Company	
	2013	2012
	RM'000	RM'000
Unquoted equity shares, at cost	**12,690**	12,650

The details of the subsidiaries, which are all incorporated in Malaysia, are as follows:

Name of company	Interest in equity held by Company **2013**	2012	Principal activities
Country View Avenue Sdn. Bhd.	**100%**	100%	Dormant
Country View Construction Sdn. Bhd.	**100%**	100%	Construction
Country View Equities Sdn. Bhd.	**100%**	100%	Property development
Country View Greens Sdn. Bhd.	**100%**	100%	Property development
Country View Land Sdn. Bhd.	**100%**	100%	Property development
Country View Property Management Sdn. Bhd.	**100%**	100%	Property management
Country View Properties Sdn. Bhd.	**100%**	100%	Property development
Country View Resources Sdn. Bhd.	**100%**	100%	Property development
Country View Ventures Sdn. Bhd.	**100%**	100%	Investment holding

During the financial year, the Company increased its investment by subscribing and paying up in full at par, an additional 10,000 shares of RM1.00 each in Country View Greens Sdn. Bhd., Country View Land Sdn. Bhd., Country View Properties Sdn. Bhd. and Country View Resources Sdn. Bhd. amounting to RM10,000 in each subsidiary via capitalisation of the amounts owing by each of the respective subsidiaries.

10. DEFERRED TAX ASSETS

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

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Balance as at 1 December 2012/2011	**1,956**	2,381	-	-
Recognised in profit or loss (Note 31)	**(473)**	(425)	-	-
Balance as at 30 November 2013/2012	**1,483**	1,956	-	-
Presented after appropriate offsetting:				
Deferred tax assets, net	**1,580**	2,025	-	-
Deferred tax liabilities, net	**(97)**	(69)	-	-
	1,483	1,956	-	-

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

10. DEFERRED TAX ASSETS (Cont'd)

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

Deferred tax assets of the Group

	Other deductible temporary differences RM'000
At 1 December 2012	**2,025**
Recognised in profit or loss	**(445)**
At 30 November 2013	**1,580**
At 1 December 2011	2,418
Recognised in profit or loss	(393)
At 30 November 2012	2,025

Deferred tax liabilities of the Group

	Property, plant and equipment RM'000
At 1 December 2012	**(69)**
Recognised in profit or loss	**(28)**
At 30 November 2013	**(97)**
At 1 December 2011	(37)
Recognised in profit or loss	(32)
At 30 November 2012	(69)

(c) The amounts of temporary differences for which no deferred tax asset have been recognised in the statements of financial position are as follows:

	Group		**Company**	
	2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Unused tax losses	**26,713**	28,062	**16,139**	18,420
Unabsorbed capital allowance	**-**	203	**-**	199
	26,713	28,265	**16,139**	18,619

Deferred tax assets of certain subsidiaries have not been recognised in respect of these items as it is not probable that taxable profits of the subsidiaries will be available against which the deductible temporary differences can be utilised.

The unused tax losses and unabsorbed capital allowances do not expire under the current tax legislation.

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

11. PROPERTY DEVELOPMENT COSTS

Group	Freehold land, at cost RM'000	Development costs RM'000	Total RM'000
Cumulative property development costs			
Balance as at 1 December 2012	**110,290**	**245,492**	**355,782**
Incurred during the financial year	**-**	**135,168**	**135,168**
Transfer to inventories	**(3,429)**	**(19,507)**	**(22,936)**
Balance as at 30 November 2013	**106,861**	**361,153**	**468,014**
Cumulative cost recognised in the statements of profit or loss and other comprehensive income			
Balance as at 1 December 2012	**(28,535)**	**(162,725)**	**(191,260)**
Recognised during the financial year	**(10,810)**	**(115,111)**	**(125,921)**
Balance as at 30 November 2013	**(39,345)**	**(277,836)**	**(317,181)**
Property development cost as at 30 November 2013	**67,516**	**83,317**	**150,833**
Cumulative property development costs			
Balance as at 1 December 2011	110,290	122,446	232,736
Incurred during the financial year	-	123,046	123,046
Balance as at 30 November 2012	110,290	245,492	355,782
Cumulative cost recognised in the statements of profit or loss and other comprehensive income			
Balance as at 1 December 2011	(9,810)	(64,425)	(74,235)
Recognised during the financial year	(18,725)	(98,300)	(117,025)
Balance as at 30 November 2012	(28,535)	(162,725)	(191,260)
Property development cost as at 30 November 2012	81,755	82,767	164,522

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

	Group	
	2013 RM'000	2012 RM'000
Interest expense	**6,276**	7,228

Interest is capitalised in property development cost at rates ranging from 7.30% to 8.10% (2012: 7.30% to 8.10%) per annum.

Freehold land under development have been charged to financial institutions for credit facilities granted to the Group as disclosed in Notes 18, 19, 21 and 22 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

12. INVENTORIES

	Group		Company	
	2013	2012	**2013**	2012
At cost	**RM'000**	RM'000	**RM'000**	RM'000
Completed properties held for sale	**12,262**	6,802	**60**	1,307

Inventories of the Group and of the Company have been pledged to financial institutions as security for facilities granted to the Group and the Company as disclosed in Notes 18, 19, 21 and 22 to the financial statements.

13. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Trade receivables				
Third parties	**43,325**	25,911	**-**	44
Accrued billings in respect of property development	**48,796**	42,452	**-**	-
	92,121	68,363	**-**	44
Other receivables				
Amounts owing by subsidiaries				
- interest bearing	**-**	-	**78,485**	117,644
- non-interest bearing	**-**	-	**141,098**	105,301
Other receivables	**9,444**	4,196	**138**	149
	101,565	72,559	**219,721**	223,138
Less: Impairment loss				
- Other receivables	**-**	(750)	**-**	-
Loan and receivables	**101,565**	71,809	**219,721**	223,138
Prepayments	**421**	367	**69**	122
	101,986	72,176	**219,790**	223,260

(a) The normal trade credit terms of the trade receivables granted by the Group and the Company range from 14 days to 90 days (2012: 14 days to 90 days). They are recognised at their original invoiced amounts, which represent their fair value on initial recognition.

(b) Amounts owing by subsidiaries represent advances and payments made on behalf, which are unsecured, interest-free and repayable upon demand except for advances of RM78,485,000 (2012: RM117,644,000), which are interest bearing ranging from 7.30% to 8.10% (2012: 7.30% to 8.10%) per annum. The amounts are repayable in cash and cash equivalents.

(c) Trade and other receivables are denominated in Ringgit Malaysia.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

13. TRADE AND OTHER RECEIVABLES (Cont'd)

(d) The ageing analysis of trade receivables (third parties) of the Group and of the Company are as follows:

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Neither past due nor impaired	**-**	44	**-**	44
Past due but not impaired				
Below 30 days	**22,264**	13,732	**-**	-
31 days to 60 days	**14,556**	5,463	**-**	-
61 days to 90 days	**2,287**	1,090	**-**	-
Over 90 days	**4,218**	5,582	**-**	-
	43,325	25,867	**-**	-
	43,325	25,911	**-**	44

Trade receivables (third parties) that are neither past due nor impaired

Trade receivables (third parties) that are neither past due nor impaired mainly relate to the progress billings to be settled by end-buyers financiers, who are creditworthy debtors with good payment records with the Group and the Company.

None of the Group and of the Company's trade receivables (third parties) that are neither past due nor impaired have been renegotiated during the financial year.

Trade receivables (third parties) that are past due but not impaired

Trade receivables (third parties) of the Group that are past due but not impaired mainly relate to the progress billings to be settled by end-buyers financiers.

Trade receivables (third parties) that are past due but not impaired are unsecured in nature.

(e) The reconciliation of movement in the impairment loss are as follows:

	Group		Company	
	2013	2012	**2013**	2012
Other receivables	**RM'000**	RM'000	**RM'000**	RM'000
At 1 December	**750**	750	**-**	-
Written off	**(750)**	-	**-**	-
At 30 November	**-**	750	**-**	-

(f) Information on financial risks of trade and other receivables is disclosed in Note 39 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

14. CASH AND CASH EQUIVALENTS

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Cash and bank balances	**19,222**	14,915	**137**	5
Deposits with licensed banks	**1,829**	1,467	**-**	-
	21,051	16,382	**137**	5

(a) Included in the Group's and the Company's cash and bank balances are RM10,400,000 (2012: RM10,239,000) and RM1,300 (2012: RM1,400) respectively held under the Housing Development Account pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966, (as amended by the Housing Developers (Housing Development Account) (Amendment), Regulations, 2002), which are not available for general use by the Group and the Company.

(b) As at 30 November 2013, deposits with licensed banks of the Group of RM1,829,000 (2012: RM1,467,000), have been pledged to financial institutions for credit facilities granted to the Group and the Company. (Notes 22 and 26 to the financial statements).

(c) Cash and cash equivalents are denominated in Ringgit Malaysia.

(d) For the purpose of the statements of cash flows, cash and cash equivalents comprise the following as at the end of the reporting period:

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Cash and bank balances	**19,222**	14,915	**137**	5
Deposits with licensed banks	**1,829**	1,467	**-**	-
As reported in statements of financial position	**21,051**	16,382	**137**	5
Less: Deposits pledged to licensed banks	**(1,829)**	(1,467)	**-**	-
Bank overdrafts included in borrowings (Note 17)	**(1,588)**	(6,263)	**(1,588)**	(6,263)
	17,634	8,652	**(1,451)**	(6,258)

(e) Information on financial risks of cash and cash equivalents is disclosed in Note 39 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

15. SHARE CAPITAL

	2013 Number of shares '000	**2013** RM'000	2012 Number of shares '000	2012 RM'000
Ordinary shares of RM1.00 each:				
Authorised	**500,000**	**500,000**	500,000	500,000
Issued and fully paid:	**100,000**	**100,000**	100,000	100,000

The owners of the Company are entitled to receive dividends as and when declared by the Company and are entitled to one (1) vote per ordinary share at meetings of the Company. All ordinary shares rank pari passu with regard to the Company's residual assets.

16. RESERVES

	Group		**Company**	
	2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Non-distributable:				
Share premium	**124**	124	**124**	124
Distributable:				
Retained earnings	**134,582**	71,788	**49,974**	23,455
	134,706	71,912	**50,098**	23,579

(a) Share premium

Share premium represents premium arising from the issuance of shares.

(b) Retained earnings

Effective 1 January 2008, the Company is given the option to make an irrevocable election to move to a single tier system or continue to use its tax credit under Section 108 of the Income Tax Act, 1967 for the purpose of dividend distribution until the tax credit is fully utilised or latest by 31 December 2013.

The Company has decided not to make this election and has sufficient tax credit under Section 108 of the Income Tax Act, 1967 and balance in the tax exempt account to frank the payment of dividends out of its entire retained earnings without incurring additional tax liabilities.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

17. BORROWINGS

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Current liabilities				
Bank overdrafts	**1,588**	6,263	**1,588**	6,263
Bridging loans	**7,838**	4,119	**7,838**	-
Finance lease creditors	**714**	541	**58**	86
Revolving credits	**12,000**	12,000	**12,000**	12,000
Term loans	**50,911**	26,833	**50,692**	26,630
	73,051	49,756	**72,176**	44,979
Non-current liabilities				
Bridging loans	**7,656**	9,139	**7,656**	9,139
Finance lease creditors	**1,299**	1,109	**221**	122
Term loans	**1,861**	58,220	**-**	56,143
	10,816	68,468	**7,877**	65,404
Total borrowings				
Bank overdrafts (Note 18)	**1,588**	6,263	**1,588**	6,263
Bridging loans (Note 19)	**15,494**	13,258	**15,494**	9,139
Finance lease creditors (Note 20)	**2,013**	1,650	**279**	208
Revolving credits (Note 21)	**12,000**	12,000	**12,000**	12,000
Term loans (Note 22)	**52,772**	85,053	**50,692**	82,773
	83,867	118,224	**80,053**	110,383

(a) Borrowings are denominated in Ringgit Malaysia.

(b) Information on financial risks of borrowings is disclosed in Note 39 to the financial statements.

18. BANK OVERDRAFTS

The bank overdrafts of the Group and of the Company are secured by legal charges over property, plant and equipment, land held for property development, property development costs and inventories of the Group and of the Company as disclosed to in Notes 7, 8, 11 and 12 to the financial statements.

19. BRIDGING LOANS

The bridging loans of the Group and of the Company are secured by the following:

(a) Legal charges over property, plant and equipment, land held for property development, property development costs and inventories of the Group and of the Company as disclosed in Notes 7, 8, 11 and 12 to the financial statements; and

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

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

19. BRIDGING LOANS (Cont'd)

The bridging loans are repayable in various monthly and quarterly instalments ranging from RM542,000 to RM2,000,000 or from redemption proceeds of development properties sold, whichever is earlier.

20. FINANCE LEASE CREDITORS

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Minimum finance lease payments:				
- not later than one year	**795**	624	**70**	95
- later than one year but not later than five years	**1,386**	1,166	**238**	126
Total minimum finance lease payments	**2,181**	1,790	**308**	221
Less: Future interest charges	**(168)**	(140)	**(29)**	(13)
Present value of finance lease payments	**2,013**	1,650	**279**	208
Repayable as follows:				
Current liabilities				
- not later than one year	**714**	541	**58**	86
Non-current liabilities				
- later than one year and not later than five years	**1,299**	1,109	**221**	122
	2,013	1,650	**279**	208

21. REVOLVING CREDITS

The revolving credits of the Group and of the Company are secured by the following:

(a) Legal charges over property, plant and equipment, land held for property development, property development costs and inventories of the Group and of the Company as disclosed in Notes 7, 8, 11 and 12 to the financial statements; and

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

22. TERM LOANS

The term loans of the Group are secured by the following:

(a) Legal charges over the Group's land held for property development, property development costs and inventories as disclosed in Notes 8, 11, and 12 to the financial statements;

(b) Debentures by way of fixed and floating charges over the present and future assets of the Company and certain subsidiaries;

(c) Deposits with licensed banks (Note 14 to the financial statements); and

(d) Term loan of the Group and of the Company are guaranteed by the Company and jointly guaranteed by certain Directors of the Company.

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

22. TERM LOANS (Cont'd)

Term loans are repayable in various monthly instalments ranging from RM362,000 to RM950,000 or from the redemption of development properties sold, whichever is earlier.

23. TRADE AND OTHER PAYABLES

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Trade payables				
Third parties	**37,457**	43,350	**91**	91
Amounts owing to subsidiaries	**-**	-	**-**	26
Progress billings in respect of property development	**-**	435	**-**	-
	37,457	43,785	**91**	117
Other payables				
Amounts owing to subsidiaries	**-**	-	**2,488**	2,547
Other payables	**3,414**	2,859	**163**	613
Accruals	**1,957**	1,195	**317**	285
	5,371	4,054	**2,968**	3,445
	42,828	47,839	**3,059**	3,562

(a) Trade payables are non-interest bearing and the normal trade credit terms granted to the Group and the Company range from one (1) month to three (3) months (2012: one (1) month to three (3) months).

(b) Amounts owing to subsidiaries are unsecured, interest-free and payable upon demand in cash and cash equivalents.

(c) Included in trade payables of the Group are retention monies of RM10,259,357 (2012: RM8,646,453).

(d) Trade and other payables are denominated in Ringgit Malaysia.

(e) Information on financial risks of trade and other payables is disclosed in Note 39 to the financial statements.

24. PROVISION FOR LIABILITIES

	Group	
	2013	2012
	RM'000	RM'000
At 1 December 2012/2011	**766**	270
Provision made	**930**	682
Amount utilised	**(1,172)**	(186)
As 30 November 2013/2012	**524**	766

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

24. PROVISION FOR LIABILITIES (Cont'd)

The provision for liabilities represented the liquidated ascertained damages in respect of projects undertaken by the Group. The provision is recognised for expected liquidated ascertained damages claims based on the applicable sale and purchase agreements.

25. COMMITMENTS

Operating lease commitments

<u>The Group as lessee</u>

The Group had entered into non-cancellable operating lease agreements for shop-office, office buildings and office equipment, resulting in future rental commitments.

The lease terms do not contain restrictions on the Group's activities concerning dividends or additional debt. Certain lease terms entered into by the Group include restrictions on further leasing. The Group has aggregate future minimum lease commitment as at the end of the reporting period as follows:

Group	2013 RM'000	2012 RM'000
Not later than one year	**444**	743
Later than one year and not later than five years	**47**	336
	491	1,079

26. CONTINGENT LIABILITIES

		Group		Company	
	Note	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
<u>Secured</u>					
Performance guarantees given to third parties, which are secured by:					
Deposits of a subsidiary with a licensed bank	14	**1,564**	1,210	**-**	-
Marginal deposits of a subsidiary with a licensed bank		**183**	-	**-**	-
<u>Unsecured</u>					
Potential liability/loss arising from the put option offered to purchasers of properties under a sale promotion of a property development project. The Options are valid for a period of 2 years and expired on 13 December 2012		**-**	16,443	**-**	-
Corporate guarantees given to a licensed bank for banking facilities granted to subsidiaries ^		**-**	-	**2,080**	6,399
Potential damages payable arising from a litigation against a subsidiary		*****	*	**-**	-

^ The Company is of the view that the fair value of such corporate guarantees is negligible as the chances of the financial institutions to call upon the corporate guarantees are remote.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

26. CONTINGENT LIABILITIES (Cont'd)

* On 5 April 2013, Country View Resources Sdn. Bhd. ('CVR'), a wholly owned subsidiary had been served with a Writ Of Summons dated 22 March 2013 through CVR's solicitors by 174 owners/residents of a housing area located at Kiara Hills, Taman Nusa Indah, Nusajaya, Johor Darul Ta'zim. The suit has been fixed for further case management on 23 March 2014.

The Plaintiffs claimed for various declarations, orders, injunction and damages plus other reliefs against the Medini Iskandar Malaysia Sdn. Bhd. ('first Defendant'), Majlis Perbandaran Johor Bahru Tengah ('second Defendant') and CVR as the third Defendant under the Writ Of Summons in respect of construction and explosive works (blasting and earthworks) for levelling a hill on Lot PTD 116768, which is adjacent to the Plaintiffs' residences carried out by the first Defendant.

The Plaintiffs further claim:

(a) interest at the rate of 4% per annum on general damages from the date of filing the Summons to the date of full settlement;

(b) interest at the rate of 4% per annum on special damages from the date of filing summons to the date of full settlement; and

(c) interest at the rate of 5% per annum on the Judgement sum from the date of Judgement to the date of full settlement.

The Company is of the opinion that the possibility of an outflow of resources to settle the obligation is remote. On that basis, no liability is recognised in the Group's financial statements as of the end of the reporting period.

27. REVENUE

	Group		Company	
	2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Property development	**272,940**	191,181	**4,647**	485
Dividend income	**-**	-	**49,842**	753
	272,940	191,181	**54,489**	1,238

28. COST OF SALES

	Group		Company	
	2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Property development costs	**125,921**	117,025	**-**	-
Cost of inventories	**17,476**	247	**1,247**	247
	143,397	117,272	**1,247**	247

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

29. FINANCE COSTS

	Group		Company	
	2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Interest expense on:				
- bank overdrafts	**317**	786	**38**	276
- bridging loan	**1**	-	**-**	-
- finance lease creditors	**105**	82	**12**	13
- revolving credits	**30**	963	**-**	62
- term loans	**1,378**	186	**-**	-
	1,831	2,017	**50**	351

30. PROFIT/(LOSS) BEFORE TAX

	Note	Group		Company	
		2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Profit/(Loss) before tax is arrived at after charging:					
Auditors' remuneration:					
- statutory audits:					
- current year		**110**	93	**45**	34
- under provision in prior year		**12**	5	**6**	-
- non-statutory audits		**5**	4	**3**	3
Depreciation of property, plant and equipment	7	**848**	556	**83**	99
Directors' remuneration:					
- fees		**260**	340	**260**	340
- emoluments other than fees		**1,383**	1,129	**1,325**	1,071
Office rental		**452**	466	**166**	180
Rental of premises paid according to rental return agreements		**277**	1,544	**-**	-
And crediting:					
Bad debts recovered		**-**	27	**-**	-
Gain on disposal of property, plant and equipment		**33**	32	**20**	23
Dividend income from a subsidiary	27	**-**	-	**49,842**	753
Interest income received from:					
- deposits with licensed banks		**126**	8	**14**	-
- housing development accounts		**237**	204	**-**	-
- late payment charges		**1,354**	507	**1**	-
Rental income		**41**	73	**6**	6

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

31. TAX EXPENSE

	Group		Company	
	2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Current tax expense				
- current year	**26,119**	14,082	**10,572**	159
- prior years	**(44)**	212	**-**	138
	26,075	14,294	**10,572**	297
Deferred tax (Note 10)				
- current year	**473**	437	**-**	-
- prior year	**-**	(12)	**-**	-
	473	425	**-**	-
	26,548	14,719	**10,572**	297

The numerical reconciliation between the tax expense and the product of accounting profit/(loss) multiplied by the applicable tax rate of the Group and of the Company are as follows:

	Group		Company	
	2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Profit/(Loss) before tax	**104,342**	52,740	**52,091**	(799)
Tax calculated using Malaysian tax rate of 25% (2012: 25%)	**26,086**	13,185	**13,023**	(200)
Non taxable income	**-**	-	**(1,888)**	-
Non deductible expenses	**894**	922	**57**	127
Utilisation of deferred tax assets previously not recognised	**(388)**	(1)	**(620)**	-
Deferred tax assets not recognised during the financial year	**-**	413	**-**	232
	26,592	14,519	**10,572**	159
(Over)/Under provision in prior years:				
- tax expense	**(44)**	212	**-**	138
- deferred tax	**-**	(12)	**-**	-
	26,548	14,719	**10,572**	297

Tax savings of the Group and the Company are as follows:

	Group		Company	
	2013 RM'000	2012 RM'000	**2013 RM'000**	2012 RM'000
Arising from utilisation of previously				
- unrecognised tax losses	**337**	1	**570**	-
- unabsorbed capital allowance	**51**	-	**50**	-
	388	1	**620**	-

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

32. DIVIDENDS

Dividends declared and paid by the Company since the end of previous financial year were as follows

	Company RM'000
In respect of financial year ended 30 November 2013:	
First interim dividend of 6 sen per ordinary share, of RM1.00 each, less tax of 25%, paid on 22 February 2013	**4,500**
Second interim dividend of 4 sen per ordinary share, of RM1.00 each, less tax of 25%, paid on 30 May 2013	**3,000**
Third interim dividend of 4 sen per ordinary share, of RM1.00 each, less tax of 25%, paid on 28 August 2013	**3,000**
Fourth interim dividend of 6 sen per ordinary share, of RM1.00 each, less tax of 25%, paid on 14 November 2013	**4,500**
	15,000

A single tier final dividend in respect of the financial year ended 30 November 2013 of 7 sen per ordinary share, of RM1.00 each, amounting to RM7,000,000 has been proposed by the Directors after the reporting period for shareholders' approval at the forthcoming Annual General Meeting. The financial statements for the current financial year do not reflect this proposed dividend. This dividend, if approved by shareholders, will be accounted for as an appropriation of retained earnings in the financial year ending 30 November 2014.

33. EARNINGS PER ORDINARY SHARE

(a) Basic

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

	Group 2013	Group 2012
Profit attributable to owners of the parent (RM'000)	**77,794**	38,021
Weighted average number of ordinary shares in issue ('000)	**100,000**	100,000
Basic (sen)	**77.79**	38.02

(b) Diluted

The diluted earnings per share of the Group for the financial years 2013 and 2012 are same as the basic earnings per ordinary share of the Group as the Company has no dilutive potential ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

34. EMPLOYEE BENEFITS

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Wages and salaries	**4,404**	3,805	**1,461**	1,341
Contribution to defined contribution plan	**653**	524	**242**	198
Other benefits	**1,321**	742	**569**	316
	6,378	5,071	**2,272**	1,855

Included in the employee benefits of the Group and of the Company are Executive Directors' remuneration of RM1,294,000 (2012: RM1,043,000) (Note 35).

35. DIRECTORS' AND KEY MANAGEMENT'S REMUNERATION

	Group		Company	
	2013	2012	**2013**	2012
Directors' of the Company	**RM'000**	RM'000	**RM'000**	RM'000
Executive Directors:				
- Salaries and other emoluments	**1,294**	1,043	**1,294**	1,043
- Benefit-in-kind	**89**	86	**31**	28
- Directors' fees				
- Current year	**80**	80	**80**	80
- Under provision in prior year	**-**	80	**-**	80
Non-Executive Directors' fees:				
- Current year	**162**	144	**162**	144
- Under provision in prior year	**18**	36	**18**	36
	1,643	1,469	**1,585**	1,411

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

	Executive Directors		Non-Executive Directors	
	2013	2012	**2013**	2012
Range of Remuneration	**No.**	No.	**No.**	No.
<RM50,000	**-**	-	**-**	-
RM50,001 – RM100,000	**-**	-	**3**	3
RM100,001 – RM150,000	**-**	-	**-**	-
RM150,001 – RM200,000	**-**	-	**-**	-
RM200,001 – RM250,000	**-**	1	**-**	-
RM250,001 – RM300,000	**1**	2	**-**	-
RM300,001 – RM350,000	**1**	1	**-**	-
RM350,001 – RM400,000	**1**	-	**-**	-
RM400,001 – RM450,000	**1**	-	**-**	-
	4	4	**3**	3

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

35. DIRECTORS' AND KEY MANAGEMENT'S REMUNERATION (Cont'd)

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

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Non-Executive Directors	**180**	180	**180**	180
Executive Directors	**1,463**	1,289	**1,405**	1,231
Other members of key management				
- Salaries and other emoluments	**1,184**	936	**606**	461
- Other benefits	**51**	47	**1**	6
	2,878	2,452	**2,192**	1,878

36. SIGNIFICANT RELATED PARTY DISCLOSURES

(a) Identities of related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other parties.

The Company has controlling related party relationships with its direct subsidiaries.

(b) In addition to the transactions and balances detailed elsewhere in the financial statements, the Group and the Company had the following transactions with related parties during the financial year:

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	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	**4**	27	**-**	-
(ii) Rental return paid to an Executive Director/major shareholder of the Company	**16**	121	**-**	-
(iii) Rental return paid to a major shareholder of the Company and a person connected to an Executive Director/major shareholder of the Company	**8**	60	**-**	-
(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	**85**	587	**-**	-

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

36. SIGNIFICANT RELATED PARTY DISCLOSURES (Cont'd)

(b) In addition to the transactions and balances detailed elsewhere in the financial statements, the Group and the Company had the following transactions with related parties during the financial year: (Cont'd)

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Transactions with Directors of the Company, major shareholders of the Company and persons connected to the Directors/major shareholders of the Company: (Cont'd)				
(v) Sales of development properties to an Executive Director of the Company	**(709)**	(780)	**-**	-
(vi) Sale of development property to a person connected to an Executive Director of the Company	**(555)**	-	**-**	-
(vii) Sale of development property to a Company connected to an Executive Director/major shareholder of the Company and a Non-Independent Non-Executive Director/major shareholder of the Company	**(6,745)**	-	**-**	-
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 key management personnel of the Company	**7**	56	**-**	-
(ii) Sale of development property to a key management personnel of the Company	**(348)**	(960)	**-**	-
(iii) Sale of development property to persons connected to a key management personnel of the Company	**(2,013)**	-	**-**	-
Transactions with key management personnel of a subsidiary company				
(i) Sale of development property to a key management personnel of the Company	**(688)**	-	**-**	-
Transactions with subsidiaries				
(i) Property management services expenses	**-**	-	**-**	10
(ii) Management services charges	**-**	-	**(2,031)**	(1,626)
(iii) Dividend income	**-**	-	**(49,842)**	(753)

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

36. SIGNIFICANT RELATED PARTY DISCLOSURES (Cont'd)

(c) The related party transactions described above were carried out on mutually agreed and negotiated terms.

(d) Compensation of key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of the Group.

The remuneration of Directors and other key management personnel are disclosed in Note 35 to the financial statements.

37. OPERATING SEGMENTS

The Group adopts business segments analysis as its primary reporting format. No geographical segment analysis is reported as the Group only operates in Malaysia. Inter-segment pricing is determined based on terms mutually agreed between the respective companies. Segment revenues, expenses, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise current tax assets, current tax liabilities, deferred tax assets and liabilities. Segment capital expenditure is the total cost incurred during the year to acquire segment assets that are expected to be used for more than one period.

The chief operating decision-maker reviews the resource allocation and performance evaluation at least on a quarterly basis.

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 subsidiaries and associate which are long term in nature; and

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

The accounting policies of operating segments are the same as those described in the summary of significant accounting policies.

Segment performance is evaluated based on operating profit, excluding non-recurring losses, and in certain respect as explained in the table below, it is measured differently from operating profit in the consolidated financial statements.

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

37. OPERATING SEGMENTS (Cont'd)

2013	Property development RM'000	Construction RM'000	Investment holding RM'000	Property management RM'000	Total RM'000
Total revenue	322,782	314	-	680	323,776
Inter-segment revenue	(49,842)	(314)	-	(680)	(50,836)
Revenue from external customers	272,940	-	-	-	272,940
Interest income	1,717	-	-	-	1,717
Finance costs	(1,831)	-	-	-	(1,831)
Net finance expense	(114)	-	-	-	(114)
Depreciation of property, plant and equipment	848	-	-	-	848
Segment profit/(loss) before tax	154,237	(319)	(12)	57	153,963
Tax expense	(26,548)	-	-	-	(26,548)
Additions to non-current assets other than financial instruments and deferred tax assets	2,264	-	-	-	2,264
Segment assets	370,287	44	-	147	370,478
Segment liabilities	127,004	200	4	11	127,219

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

37. OPERATING SEGMENTS (cont'd)

2012	Property development RM'000	Construction RM'000	Investment holding RM'000	Property management RM'000	Total RM'000
Total revenue	191,934	2,570	-	474	194,978
Inter-segment revenue	(753)	(2,570)	-	(474)	(3,797)
Revenue from external customers	191,181	-	-	-	191,181
Interest income	719	-	-	-	719
Finance costs	(2,017)	-	-	-	(2,017)
Net finance expense	(1,298)	-	-	-	(1,298)
Depreciation of property, plant and equipment	556	-	-	-	556
Segment profit/(loss) before tax	53,620	(44)	(12)	(15)	53,549
Tax expense	(14,719)	-	-	-	(14,719)
Additions to non-current assets other than financial instruments and deferred tax assets	1,097	-	-	-	1,097
Segment assets	342,850	120	-	39	343,009
Segment liabilities	166,309	503	4	13	166,829

Reconciliation of reportable segment profit or loss, assets and liabilities to the corresponding amounts of the Group are as follows:

Profit for the financial year	**2013 RM'000**	2012 RM'000
Total profit for reportable segments	**153,963**	53,549
Elimination of inter-segment profits	**(49,621)**	(809)
Profit before tax	**104,342**	52,740
Tax expense	**(26,548)**	(14,719)
Profit for the financial year	**77,794**	38,021
Assets		
Total assets for reportable segments	**370,478**	343,009
Tax assets	**1,661**	2,204
Assets of the Group per consolidated statement of financial position	**372,139**	345,213
Liabilities		
Total liabilities for reportable segments	**127,219**	166,829
Tax liabilities	**10,214**	6,472
Liabilities of the Group per consolidated statement of financial position	**137,433**	173,301

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

38. FINANCIAL INSTRUMENTS

(a) Capital management

The primary objective of the Group's capital management is to ensure that the Group would be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The overall strategy of the Group remains unchanged from that in financial year ended 30 November 2012.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group and the Company monitor capital using a gearing ratio which is the amount of borrowings (Note 17) to the financial statements divided by equity attributable to owners of the parent. The Group's and the Company's policy is to keep the gearing ratio within manageable levels. At the end of the reporting period, the Group's gearing ratio is 0.36 times (2012: 0.69 times) and the Company's gearing ratio is 0.53 times (2012: 0.89 times). No changes were made in the objectives, policies or processes during the financial years ended 30 November 2013 and 30 November 2012.

(b) Financial instruments

(i) Categories of financial instruments

Group	**2013 RM'000**	2012 RM'000
Financial assets		
Loan and receivables		
Trade and other receivables	**101,565**	71,809
Cash and cash equivalents	**21,051**	16,382
	122,616	88,191
Financial liabilities		
Other financial liabilities		
Trade and other payables	**42,828**	47,839
Borrowings	**83,867**	118,224
	126,695	166,063

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

38. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial instruments (Cont'd)

(i) Categories of financial instruments (Cont'd)

	2013 RM'000	2012 RM'000
Company		
Financial assets		
Loan and receivables		
Trade and other receivables	**219,721**	223,138
Cash and cash equivalents	**137**	5
	219,858	223,143
Financial liabilities		
Other financial liabilities		
Trade and other payables	**3,059**	3,562
Borrowings	**80,053**	110,383
	83,112	113,945

(ii) Fair value of financial instruments

The fair value of financial instruments that are not carried at fair value and whose carrying amounts do not approximate its fair values are as follows:

	Group		Company	
2013	**Carrying amount RM'000**	**Fair value RM'000**	**Carrying amount RM'000**	**Fair value RM'000**
Financial liabilities				
Finance lease creditors	**2,013**	**2,060**	**279**	**286**
2012				
Financial liabilities				
Finance lease creditors	1,650	1,732	208	217

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

38. FINANCIAL INSTRUMENTS (Cont'd)

(c) Methods and assumptions used to estimate fair value

The fair value of financial assets and financial liabilities are determined as follows:

(i) Financial instruments that are not carried at fair value and whose carrying amounts are a reasonable approximation of fair value.

The carrying amounts of financial assets and liabilities, such as trade and other receivables, trade and other payables and floating rate borrowings, are reasonable approximation of fair value, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

(ii) Finance lease creditors

The fair value of finance lease creditors is estimated by discounting expected future cash flows at market incremental lending rate for similar types of instruments available to the Group at the end of the reporting period.

(d) Fair value hierarchy

As at the end of the reporting period, the Group and the Company have no financial instruments that are measured subsequent to initial recognition at fair value and hence fair value hierarchy is not presented.

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial risk management objective is to optimise value creation for shareholders whilst minimising the potential adverse impact arising from fluctuations in interest rates and the unpredictability of the financial markets.

The Group operates within an established risk management framework and clearly defined guidelines that are regularly reviewed by the Board of Directors. Financial risk management is carried out through risk review programmes, internal control systems, insurance programmes and adherence to the Group financial risk management policies. The Group is exposed mainly to credit risk, liquidity and cash flow risk as well as interest rate risk. Information on the management of the related exposures is detailed below.

(a) Credit risk

Cash deposits and trade receivables may give rise to credit risk which requires the loss to be recognised if a counter party fails to perform as contracted. It is the Group's policy to monitor the financial standing of these counter parties on an ongoing basis to ensure that the Group is exposed to minimal credit risk.

The Group's exposure to credit risk arises through its trade receivables. The Group extends credit to its customers based upon evaluation of the customer's creditworthiness. Trade receivables are monitored on an ongoing basis via the Group's management reporting procedures. If necessary, the Group may obtain collaterals/assignments as a mean of mitigating the risk of default.

<u>Exposure to credit risk</u>

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

Information regarding credit exposure for trade and other receivables is disclosed in Note 13 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(a) Credit risk (Cont'd)

Credit risk concentration profile

The Group and the Company determine concentration of credit risk by identifying and monitoring any significant long outstanding balance owing by any major customer or counter party on an on-going basis.

The Group and the Company do not have any significant concentration of credit risk as at the end of the reporting period .

Financial assets that are neither past due nor impaired

Information regarding trade receivables that are neither past due nor impaired is disclosed in Note 13 to the financial statements. In view of the sound credit rating of counterparties, management does not expect any counterparties to fail to meet its obligations. Deposits with licensed banks that are neither past due nor impaired are placed with or entered into with reputable financial institutions with high credit ratings.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 13 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(b) Liquidity and cash flow risk

Liquidity risk is the risk that the Group is unable to service its cash obligations in the future. To mitigate this risk, the management measures and forecasts its cash commitments, monitors and maintain a level of cash and cash equivalents and credit facilities deemed adequate to finance the Group's operations and developments activities.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	Within 1 year RM'000	1 - 5 years RM'000	More than 5 years RM'000	Total RM'000
As at 30 November 2013				
Financial liabilities				
Group				
Trade and other payables	**42,828**	**-**	**-**	**42,828**
Borrowings	**73,132**	**10,900**	**1,150**	**85,182**
Total undiscounted financial liabilities	**115,960**	**10,900**	**1,150**	**128,010**
Company				
Trade and other payables	**3,059**	**-**	**-**	**3,059**
Borrowings	**72,187**	**8,453**	**-**	**80,640**
Total undiscounted financial liabilities	**75,246**	**8,453**	**-**	**83,699**
As at 30 November 2012				
Financial liabilities				
Group				
Trade and other payables	47,839	-	-	47,839
Borrowings	64,080	65,087	810	129,977
Total undiscounted financial liabilities	111,919	65,087	810	177,816
Company				
Trade and other payables	3,562	-	-	3,562
Borrowings	59,916	63,358	-	123,274
Total undiscounted financial liabilities	63,478	63,358	-	126,836

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's and the Company's exposure to interest rate risk relates primarily to their interest-bearing borrowings on floating rates. The Group does not use derivative financial instruments to hedge this risk.

<u>Sensitivity analysis for interest rate risk</u>

The following table demonstrates the sensitivity analysis of the Group if interest rates at the end of each reporting period changed by one hundred (100) basis points with all other variables held constant:

	Group		Company	
	2013	2012	**2013**	2012
	RM'000	RM'000	**RM'000**	RM'000
Profit/(Loss) after tax				
- Increase by 1% (2012: 1%)	**629**	887	**600**	(828)
- Decrease by 1% (2012: 1%)	**(629)**	(887)	**(600)**	828

The sensitivity is lower in 2013 than in 2012 because of decrease in outstanding borrowings during the financial year. The assumed movement in basis points for interest rate sensitivity analysis is based on current observable market environment.

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

39 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(c) Interest rate risk (Cont'd)

The following table set out the carrying amounts, the weighted average effective interest rate as at the end of the reporting period and the remaining maturities of the Group's and the Company's financial instruments that are exposed to interest rate risk:

Group 2013	Note	Weighted average effective interest rate %	Within 1 year RM'000	1 - 2 years RM'000	2 -3 years RM'000	3 - 4 years RM'000	4 - 5 years RM'000	More than 5 years RM'000	Total RM'000
Fixed rates									
Deposits with licensed banks	14	**3.03**	**1,829**	**-**	**-**	**-**	**-**	**-**	**1,829**
Finance lease creditors	20	**4.84**	**(714)**	**(508)**	**(365)**	**(350)**	**(76)**	**-**	**(2,013)**
Floating rates									
Bank overdrafts	17	**8.18**	**(1,588)**	**-**	**-**	**-**	**-**	**-**	**(1,588)**
Bridging loans	17	**7.30**	**(7,838)**	**(7,656)**	**-**	**-**	**-**	**-**	**(15,494)**
Revolving credits	17	**7.30**	**(12,000)**	**-**	**-**	**-**	**-**	**-**	**(12,000)**
Term loans	17	**7.70**	**(50,911)**	**(237)**	**(256)**	**(276)**	**(299)**	**(793)**	**(52,772)**
2012									
Fixed rates									
Deposits with licensed banks	14	3.03	1,467	-	-	-	-	-	1,467
Finance lease creditors	20	4.84	(541)	(1,109)	-	-	-	-	(1,650)
Floating rates									
Bank overdrafts	17	8.18	(6,263)	-	-	-	-	-	(6,263)
Bridging loans	17	7.30	(4,119)	(8,476)	(663)	-	-	-	(13,258)
Revolving credits	17	7.30	(12,000)	-	-	-	-	-	(12,000)
Term loans	17	7.70	(26,833)	(56,362)	(236)	(255)	(276)	(1,091)	(85,053)

NOTES TO THE FINANCIAL STATEMENTS 30 NOVEMBER 2013 (Cont'd)

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

(c) Interest rate risk (Cont'd)

The following table set out the carrying amounts, the weighted average effective interest rate as at the end of the reporting period and the remaining maturities of the Group's and the Company's financial instruments that are exposed to interest rate risk: (Cont'd)

Company	Note	Weighted average effective interest rate %	Within 1 year RM'000	1 - 2 years RM'000	2 -3 years RM'000	3 - 4 years RM'000	4 - 5 years RM'000	Total RM'000
2013								
Fixed rates								
Amounts owing by subsidiaries	13	**7.30**	**78,485**	**-**	**-**	**-**	**-**	**78,485**
Finance lease creditors	20	**4.46**	**(58)**	**(61)**	**(64)**	**(67)**	**(29)**	**(279)**
Floating rates								
Bank overdrafts	17	**8.18**	**(1,588)**	**-**	**-**	**-**	**-**	**(1,588)**
Bridging loans	17	**7.30**	**(7,838)**	**(7,656)**	**-**	**-**	**-**	**(15,494)**
Revolving credits	17	**7.30**	**(12,000)**	**-**	**-**	**-**	**-**	**(12,000)**
Term loans	17	**7.30**	**(50,692)**	**-**	**-**	**-**	**-**	**(50,692)**
2012								
Fixed rates								
Amounts owing by subsidiaries	13	7.30	117,644	-	-	-	-	117,644
Finance lease creditors	20	4.97	(86)	(122)	-	-	-	(208)
Floating rates								
Bank overdrafts	17	8.18	(6,263)	-	-	-	-	(6,263)
Bridging loans	17	7.30	-	(8,476)	(663)	-	-	(9,139)
Revolving credits	17	7.30	(12,000)	-	-	-	-	(12,000)
Term loans	17	7.70	(26,630)	(56,143)	-	-	-	(82,773)

NOTES TO THE FINANCIAL STATEMENTS
30 NOVEMBER 2013 (Cont'd)

40. SUPPLEMENTARY INFORMATION ON REALISED AND UNREALISED PROFITS OR LOSSES

The retained earnings as at the end of the reporting period may be analysed as follows:

	2013	
	Group RM'000	Company RM'000
Total retained earnings of Country View Berhad and its subsidiaries		
- Realised	133,099	49,974
- Unrealised	1,483	-
	134,582	49,974
Less: Consolidation adjustment	-	-
Total retained earnings	134,582	49,974

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 him (full name)...
of (address)...
as my/our proxy to vote for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held at Rafflesia & Jasmine Room, Thistle Johor Bahru, Jalan Sungai Chat, 80100 Johor Bahru, Johor, Malaysia on 23 April 2014 at 10.00 am and at every adjournment thereof to vote as indicated below in respect of the following Resolutions:

ORDINARY BUSINESS		For	Against
Ordinary Resolution 1	Receive the Audited Financial Statements and Reports		
Ordinary Resolution 2	Approve payment of final dividend		
Ordinary Resolution 3	Approval of Directors' Fees		
Ordinary Resolution 4	Re-election of Mr. Law Kit Tat		
Ordinary Resolution 5	Re-election of Mr. Choong Shiau Yoon		
Ordinary Resolution 6	Re-appointment of Auditors		
SPECIAL BUSINESS			
Ordinary Resolution 7	Retention of Independent Director - Mr. Choong Shiau Yoon		
Ordinary Resolution 8	Retention of Independent Director - En. Azhar Bin Azizan @ Harun		

(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 2014

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. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of him at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
2. Where a member is an Authorised Nominee as defined under The Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorized Nominee which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("omnibus account") there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
3. 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.
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.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 April 2014, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

FOLD HERE

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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