

ANNUAL REPORT 2002



SunCity, Beijing



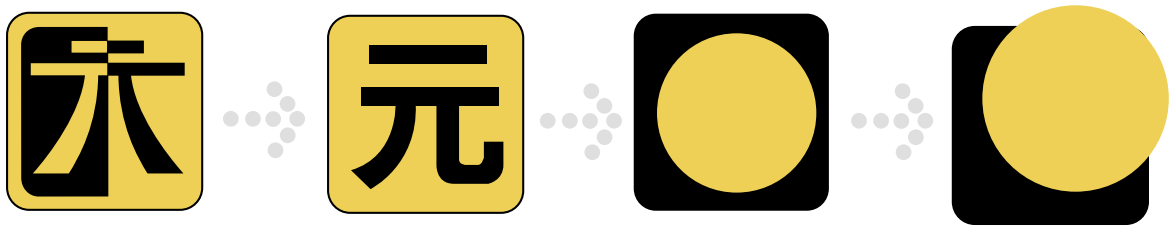
GOLD IS BERHAD
(515802-U)

“What is Gold?”

*“All that is gold does not glitter,
Not all those who wander are lost,
The old that is strong does not wither,
Deep roots are not reached by the frost.
From the ashes a fire shall be woken,
A light from the shadows shall spring;
Renewed shall be blade that was broken,
The crownless again shall be king.”*

“ L o g o ”

The original Tan & Tan logo reflected a circle (wealth) in a square (land). The new logo shows the same circle (wealth) but now moving out of the square. This symbolizes the aspiration of Gold IS to create value in the new economy while retaining its roots in innovation, quality and integrity.



元

'Yuen' in chinese, means garden and land.

元

'Yuen' also brings the meaning of money (wealth)

○

Pronounced as 'yuen' in chinese.

'Circle'

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CORPORATE INFORMATION

Board of Directors

**Executive Chairman &
Chief Executive Officer**

Tan Lei Cheng

Independent Directors

Tan Kim Leong

Tan Kee Keat

Non-Executive Non-Independent Directors

Pauline Tan Suat Ming

Osman bin Hj Ismail

Tan Boon Lee

Audit Committee

Tan Kim Leong (Chairman-Independent director)

Tan Kee Keat (Independent director)

Tan Boon Lee (Non-Independent Director)

Remuneration Committee

Osman bin Hj Ismail (Chairman)

Tan Kim Leong

Tan Lei Cheng

Pauline Tan Suat Ming

Tan Boon Lee

Tan Kee Keat

Nomination Committee

Pauline Tan Suat Ming (Chairman)

Tan Kim Leong

Tan Lei Cheng

Osman bin Hj Ismail

Tan Boon Lee

Tan Kee Keat

Secretaries

Mary Wong

Chai Lai Sim

Registered Office

Penthouse, Menara Tan & Tan

207 Jalan Tun Razak

50400 Kuala Lumpur

Tel : 603-2163 1111

Fax: 603-2163 7020

Share Registrars

IGB Corporation Berhad ^(5745-A)

[Share Registration Department]

23rd Floor Menara IGB

No. 1 The Boulevard

Mid Valley City

Lingkar Syed Putra

59200 Kuala Lumpur

Tel : 603-2289 8989

Fax : 603-2289 8899

Principal Bankers

Malayan Banking Berhad

Bank of East Asia Limited

United Overseas Bank (Malaysia) Bhd

Hong Leong Bank Bhd

Auditors

PricewaterhouseCoopers

Solicitors

Jeyaratnam & Chong

Stock Exchange Listing

Kuala Lumpur Stock Exchange

Main Board (May 8, 2002)

Date of Incorporation

1.6.2000

Website

www.goldis.com.my



NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of Gold IS Berhad will be held at Function Room, Mezzanine Floor, Menara Tan & Tan, 207 Jalan Tun Razak, 50400 Kuala Lumpur on Tuesday 30 July 2002 at 10.00 a.m. for the transaction of the following business :

1. To receive and adopt the audited financial statements for the year ended 31 January 2002 and the Reports of the Directors and Auditors thereon. Resolution 1

2. To re-elect the following Directors who retire pursuant to Article 104 of the Articles of Association:
 - (a) Mr Tan Kim Leong Resolution 2
 - (b) Ms Pauline Tan Suat Ming Resolution 3
 - (c) Encik Osman bin Hj Ismail Resolution 4
 - (d) Mr Tan Boon Lee Resolution 5
 - (e) Mr Tan Kee Keat Resolution 6

3. To re-appoint PricewaterhouseCoopers as auditors and to authorise the Directors to fix their remuneration. Resolution 7

4. As SPECIAL BUSINESS, to consider and if thought fit, pass the following as an Ordinary Resolution:

Authority to Directors to issue Shares

"That, subject to the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant government and regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital for the time being of the Company, and that the Directors be and are also empowered to obtain the approval of the Kuala Lumpur Stock Exchange for the listing and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting."

Resolution 8

5. To transact any other business of which due notice shall have been given.

By Order of the Board
Mary Wong
Chai Lai Sim

Secretaries

Kuala Lumpur
4 July 2002

Notes:

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy who need not be a member to attend and vote in his stead. In the case of a corporate member, the instrument appointing a proxy shall be under its common seal or under the hand of a duly authorised officer or attorney. The Form of Proxy shall be deposited at the Registered Office of the Company, Penthouse, Menara Tan & Tan, 207 Jalan Tun Razak, 50400 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting.*

2. *Ordinary Resolution on Authority to Directors to issue Shares*

The Ordinary Resolution 8 proposed under item no. 4, if passed, will empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.



STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.28(2) of the Listing Requirements of the Kuala Lumpur Stock Exchange

1. The Directors who are standing for re-election, pursuant to Article 104 of the Articles of Association are:

Names of Directors	Date of Appointment	Shareholdings in the Company as at 31.1.2002			
		Direct	%	Indirect	%
Ms Pauline Tan Suat Ming	07.1.2002	120,833	0.04	73,541,735	22.94%
Encik Osman bin Hj Ismail	11.1.2002	-	-	-	-
Mr Tan Boon Lee	11.1.2002	1,548,657	0.48	-	-
Mr Tan Kim Leong	11.1.2002	-	-	-	-
Mr Tan Kee Keat	11.1.2002	-	-	-	-

Further details on the Directors standing for re-election at the Second Annual General meeting are set out on pages 9 & 10 of this Annual Report.



CHAIRMAN'S LETTER TO SHAREHOLDERS

Dear Shareholder,

It is expected that a letter from the Chairman and CEO would address the review of last year's operations. However, as Gold IS Berhad started with a new balance sheet on 31 January 2002 comprising assets and liabilities of the previous Tan & Tan Developments Berhad Group that were neither sold nor distributed back to the shareholders, I will use this opportunity to report on the progress of the Company in the first three months of the financial year from 1 February 2002 to 30 April 2002.

The Business Environment

The first three months of the year are traditionally a slower period for the Group especially for our operations in China. Most employees go back to their hometown for Chinese New Year. But the continuing low interest environment has been beneficial for the sales of residential units especially in the Klang Valley. As for the commercial assets of the Group, the office sector continues to be weak in line with the restructuring of the banks and the slow take-up by the rest by the private sector but the Mid-Valley Megamall continues to register increasing sales.

Financial Results

As announced to the Kuala Lumpur Stock Exchange ("KLSE"), the net profit attributable to shareholders for the three month period ended 30 April 2002 was RM11.2 million or 3.5 cents per share. The bulk of the profits of RM9.6 million was equity accounted from our 29.5% shareholding in IGB Corporation Berhad and from our share of the Beijing property development project (Sun City) of RM4.6 million.

Turnover for the first quarter amounted to RM15.0 million was mainly from pharmaceuticals and our operations in China. If a share of the turnover from our associate companies were taken to account, turnover for the period would be RM105.6 million.

IGB Corporation Berhad ("IGB")

For the quarter, IGB recorded a turnover of RM65.3 million compared with RM43.1 million for the same period last year.

The profit attributable to shareholders was RM26.3 million compared to RM19.2 million last year.

As the low interest environment is expected to continue for the rest of the year, we expect the property development division to continue registering higher sales. With IGB's continued efforts to sell underperforming assets, we can expect higher yields from its commercial property assets and hotels division.

China Investments

The first quarter is a slow period for the Jili Trademart and Hotel in Ya Bao Lu, Beijing. The trading grinds to a halt for Chinese New Year.

As for the Sun City development in the Dong Zhen district, we recognized some of the profit from earlier blocks sold and completed in this quarter. The sales of the last two blocks under construction continue to be encouraging.

A picture of the showroom in Sun City is featured at the back cover of the Annual Report.



CHAIRMAN'S LETTER TO SHAREHOLDERS

Pharmaceutical Division

Quarter-on-quarter sales for the pharmaceutical division increased by 13% from RM7.5 million last year to RM8.5 million for the first quarter. Profit for this quarter was RM145,000. We expect Hoe Pharmaceuticals Sdn Bhd to continue registering higher sales but minimal profit for the rest of the year as we continue with our strategy of investing in new markets overseas and the launching of new products locally.

The growth of the ethical sector (i.e. sales to doctors and pharmacists) is slowing in Malaysia but is expected to be higher in the rest of the region. In the O-T-C (over-the-counter) sector, in this quarter we added new products to our Neucare T3 range for young adults. We have also launched our Elgy Cracked Heel Cream in our footcare range.

For further information on Hoe Pharmaceuticals Sdn Bhd, please visit www.hoepharma.com.my.

Information and Communication Technology (ICT) Investments

The Gold IS Group - ICT business encompasses broadband internet solutions under Gold Information Systems Sdn Bhd and mobile communications technology ("SMS") under Macro Kiosk Sdn Bhd ("Macro Kiosk").

ICT investments continue to operate in a difficult environment as we are dependent on local telcos as our main suppliers of bandwidth and SMS delivery systems. In spite of this, customer base for our subsidiary Hibits Sdn Bhd continues to grow. 'Hi-Bits' is our brand name for the provision of wireless broadband services.

As for Macro Kiosk, with the first launch of SNAP Card, a prepaid card for information services such as football scores, KLSE financial information and ring tones, etc. we have tested the capacity of our SMS center. We are now confident of our future as a technology partner to the Malaysian corporate sector for the cheap and timely delivery of reminders and information to their customers.

For further information on Gold Information System Sdn Bhd, please visit www.gissb.com.

For further information on Macro Kiosk , please visit www/macrokiosk.com.

New Investments

Gold IS Berhad will continue to pursue high growth, high margin investments and it is expected that we will invest approximately RM60 million in 3 to 5 new ventures over the next two years. In assessing new investments, the board will continue to be guided by the following principles :-

1. Manage your downside and let the upside take care of itself
- Paul Samuelson.
2. My ventures are not in one bottom ('company') trusted, nor to one place;
Nor is my whole estate upon the fortune of this present year.
- Shakespeare.



CHAIRMAN'S LETTER TO SHAREHOLDERS

Board of Directors

On behalf of the board, we wish to express our appreciation and thanks to Tan Sri Abu Talib for his help and guidance during the formation of the company. I also take this opportunity to welcome Mr. Tan Kee Keat to the Board as an independent director. His experience as a fund manager will be invaluable to the board.

Mr. Tan Kim Leong has been appointed as the Senior Independent Non-Executive Director and the Chairman of the Audit Committee.

Appreciation

On behalf of the Board of Directors, I would also like to express our appreciation to our bankers, business associates and shareholders of the company for their continued support and the management and staff for their efforts, dedication and commitment to the Group.

Tan Lei Cheng

Chairman & CEO

4 July 2002



DIRECTORS' PROFILE

TAN LEI CHENG (Non-Independent Executive Chairman & Chief Executive Officer)

Tan Lei Cheng, aged 45, a Malaysian, was appointed a director on 20.9.2000. She was appointed Executive Chairman and Chief Executive Officer ("CEO") on 6 May 2002. She was the CEO of Tan & Tan Developments Berhad ("Tan & Tan") from March 1995, a property development company that was listed on the Kuala Lumpur Stock Exchange until Gold IS Berhad took over its listing on 8 May 2002, following the completion of the merger between the Company, Tan & Tan and IGB Corporation Berhad. She is the prime mover in identifying and developing projects that are in the growth industries sector. She has twenty two years experience in the property industry and the corporate sector. She holds a Bachelor of Commerce from the University of Melbourne, Australia, and a Bachelor of Law from King's College, London (LLB Hons). She is also a member of Lincoln's Inn and was admitted to the English Bar in 1983. She is still a director of Tan & Tan Developments Berhad.

She is a member of the Remuneration and Nomination Committee.

She is a sister of Tan Boon Lee and a daughter of Dato' Tan Chin Nam, who is an indirect major shareholder of Gold IS Berhad. She is a cousin of Pauline Tan Suat Ming, Robert Tan Chung Meng and Tony Tan Choon Keat, who are indirect major shareholders.

She does not have any conflict of interest with the Company nor does she have any convictions for offences within the past 10 years.

TAN KIM LEONG, J.P. (Senior Independent Director - Non-Executive)

Tan Kim Leong, J.P. aged 63, a Malaysian, was appointed a director on 11 January 2002. He is the Executive Chairman of BDO Binder. He is a successful chartered accountant with 38 years of experience. He holds professional memberships at the Malaysian Institute of Accountants (MIA) and the Malaysian Institute of Certified Public Accountants (MICPA). He is a Fellow of the Institute of Chartered Accountants, Australia (ICAA) and the Institute of Chartered Secretaries and Administrators and MAICSA. He is a Government appointee to sit in the Committee of the Kuala Lumpur Stock Exchange (KLSE). He was also appointed a Special Administrator of Pengurusan Danaharta Nasional Berhad. He is also a director of Malaysian Plantations Berhad.

He is the Senior Independent Director, Chairman of the Audit Committee and a member of the Remuneration and Nomination Committee.

He does not have any conflict of interest with the Company nor does he have any convictions for offences within the past 10 years. He is not related to any member of the board or substantial shareholders.

PAULINE TAN SUAT MING (Non Independent Non-Executive Director)

Pauline Tan Suat Ming, aged 57, a Malaysian, was appointed a director of the Company on 7.1.2002. She holds a Bachelor of Science (Honours) in Biochemistry from University of Sussex, England and is also an Associate of the Chartered Institute of Secretaries and Administrators. She worked as a chemist in Malayan Sugar Manufacturing Co Berhad from 1969 to 1972. She joined Tan Kim Yeow Sdn Bhd as an Executive Director in 1976 and joined Wah Seong Group of Companies in 1983. She is a director of Wah Seong Corporation Berhad and Tan & Tan Developments Berhad.

Ms Tan is Chairman of the Nomination Committee and a member of the Remuneration Committee. She is a cousin of Tan Lei Cheng and Tan Boon Lee and is an indirect major shareholder.

She does not have any conflict of interest with the Company nor does she have any convictions for offences within the past 10 years.



DIRECTORS' PROFILE

OSMAN BIN HJ ISMAIL (Non Independent Non-Executive Director)

Osman bin Hj Ismail, aged 44, a Malaysian, was appointed a director of the Company on 11.1.2002 and is a representative of Permodalan Nasional Berhad ("PNB"), a major shareholder of Gold IS. He is Assistant General Manager, Financial and Management Audit Department in the PNB Group and has been with the PNB Group since 1980.

He obtained a Diploma in Accountancy from MARA Institute of Technology in 1980, an Advanced Diploma in Accounting from University of Luton, England in 1983 and a Certificate in Internal Quality Auditor (Neville Clark) in 1996. He is also a member of the Institute of Internal Auditors Malaysia.

Other directorships in public companies include IGB Corporation Berhad, IJM Corporation Berhad, HeiTech Padu Berhad and Tan & Tan Developments Berhad.

He is the Chairman of the Remuneration Committee and a member of the Nomination Committee

He does not have any conflict of interest with the Company nor does he have any convictions for offences within the past 10 years. He is not related to any member of the board or substantial shareholders.

TAN BOON LEE (Non Independent Non-Executive Director)

Tan Boon Lee, aged 38, a Malaysian, was appointed a director of the Company on 11.1.2002 and is a Non-Executive Director of Gold IS Berhad. He holds a Bachelor of Economics from Monash University, Australia and a Masters in Business Administration from Cranfield School of Management, United Kingdom. He has 17 years experience in the property and hotel industry, giving management and technical assistance to hotel and hospitality projects in Malaysia and Asia.

He is a member of the Audit, Nomination and Remuneration Committee.

He is a sister of Tan Lei Cheng and a son of Dato' Tan Chin Nam, who is an indirect major shareholder of Gold IS Berhad. He is a cousin of Pauline Tan Suat Ming, Robert Tan Chung Meng and Tony Tan Choon Keat, who are indirect major shareholders.

He does not have any conflict of interest with the Company nor does he have any convictions for offences within the past 10 years.

TAN KEE KEAT (Independent Non-Executive Director)

Tan Kee Keat, aged 45, a Malaysian, has over 20 years experience in the finance and property sector. He is presently the Associate Director of Investment in Southern Investment Bank Berhad since 1996.

He has also worked 8 years in Singapore in Investments in a large life insurance company. He has a Bachelor of Civil Engineering (Honours) from the University of Melbourne and a Master of Business Administration from the Australian Graduate School of Management.

He is a member of the Audit, Remuneration and Nomination Committee.

He does not have any conflict of interest with the Company nor does he have any convictions for offences within the past 10 years. He is not related to any member of the board or substantial shareholders.



CORPORATE GOVERNANCE STATEMENT

The Merger exercise between Tan & Tan Developments Berhad (“Tan & Tan”), IGB Corporation Berhad and the Company was completed on 31 January 2002. The Company was formerly known as Dimensi Subuh Sdn Bhd and changed to its present name on 31 January 2001. Subsequently, the Company was listed on Kuala Lumpur Stock Exchange (KLSE) Main Board on 8 May 2002.

The Company is principally an investment holding company. The operations of the Company and its day to day operations is mainly managed by two senior executives : the Chief Executive Officer (“CEO”) and Chief Financial Officer. The primary functions of the senior executives, together with the Board are to review and monitor investments of the Company in its investee companies

The Company’s authority in its investee companies is through the Board of Directors. Individual CEOs of investee companies are empowered to make executive and day-to-day operational decisions.

By nature of its size and operations, the Company has taken a more liberal approach in complying with the Best Practices set out in Part 2 of the Malaysian Code on Corporate Governance (the “Code”) as most of its practices and communications are informal and subsequently documented. The statement below reports on how the Group has applied the Principles as set out in Part 1 of the Code and the extent of its compliance with Part 2 of the Code.

1. The Board

(a) Composition of the Board

The Company is led and managed by a Board of Directors with vast experience in business, commercial, finance and legal matters. A brief description on the background of each Director is presented on pages 9 & 10 of the Annual Report.

The Board currently has six members, one Executive Director who also serves as the CEO and five Non-Executive Directors (of whom two are independent). This is in compliance with Paragraph 15.02 of the Revised KLSE Listing Requirements, which require that one third or two, whichever is higher, of the total number of Directors to be Independent Directors.

All the Directors have given their undertaking to comply with the KLSE Listing Requirements and the Independent Directors have confirmed their independence in writing.

Due to the size and the business nature of the Company, the positions of the Chairman and CEO of the Company are held by the same person. The Board, together with the CEO, develop position descriptions for the Board and for the CEO, involving definition of the limits to the Management’s responsibilities. The Board also approves and develops with the CEO, the corporate objectives, which the CEO shall be responsible for meeting. The function of the Chairman that is currently held by the CEO is to ensure the orderly conduct and working of the Board, running the business and implementation of policies and strategies adopted by the Board.

The Board has appointed Tan Kim Leong as Senior Independent Non-Executive Director on 3 June 2002 to whom concerns may be conveyed.

The Independent Directors also have the necessary skill and experience to bring an independent judgement to bear the issues of strategy, performance, resources including key appointments and standards of conduct.

The Independent Directors are independent of the Management and majority shareholders. They provide independent views and judgement and also safeguard the interests of parties such as minority shareholders.

No individual or group of individuals dominate the Board’s decision making and the number of directors fairly reflect the investment of the shareholders.

The Board shall have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Group is firmly in its hands.



CORPORATE GOVERNANCE STATEMENT

(b) Appointment and Re-election of Directors

In accordance with the Company's Articles of Association, all Directors retire from office at least once in every three years and offer themselves for re-election.

(c) Board Meetings

There were two Board meetings held after the financial year end, on 6 May 2002 and 20 June 2002. The attendance of the meetings is as follows :

Directors	Meetings Attended by the Directors / Total Number of Meetings held as at 4 July 2002	% of Attendance
Executive Director		
Tan Lei Cheng	2/2	100
Non-Executive Directors		
Osman bin Haji Ismail	2/2	100
Pauline Tan Suat Ming	2/2	100
Tan Kim Leong	2/2	100
Tan Boon Lee	2/2	100
Tan Kee Keat*	1/1	100
Tan Sri Abu Talib bin Othman#	0/1	0

* Tan Kee Keat was appointed on 20 May 2002.

Tan Sri Abu Talib bin Othman resigned on 10 June 2002

(d) Restriction on Directorships

The number of Directorships held by the Directors are as stated on pages 9 & 10 of the Annual Report.

(e) Responsibilities and Supply of Information

The Board assumes the following responsibilities:-

- reviewing and adopting a strategic plan for the Group and the Company;
- overseeing the conduct of the Group and the Company's businesses to evaluate whether these businesses are being properly managed;
- identifying principal risks the Group and the Company are facing and ensure that appropriate systems are implemented or steps are taken to manage these risks. The Board, directly or through its committees, sets, where appropriate, objectives, performance targets and policies for management of the key risks faced by the Group and the Company;
- succession planning, including appointing, training, fixing the compensation of and where appropriate, replacing senior management;
- developing and implementing an investor relations programme or shareholder communications policy for the Company; and
- reviewing the adequacy and the integrity of the Group's internal control systems and management information systems, including system for compliance with applicable laws, regulations, rules, directives and guidelines.



CORPORATE GOVERNANCE STATEMENT

All Directors have full access to information pertaining to all matters for the purpose of making decisions.

There shall be an agreed procedure for the Directors to obtain independent professional advice at the Company's expense, if necessary. All Directors have access to the advice and services of the Company Secretary who ensures compliance with statutory obligations, Listing Rules of the KLSE or other regulatory requirements.

(f) Directors' Remuneration

(i) Remuneration Procedure

The Remuneration Committee shall propose to the Board the remuneration of the Executive Director in all its forms, drawing from outside advice as necessary. However, the determination of remuneration packages of all Directors shall be a matter of the Board as a whole. The Directors do not participate in discussion and decision of their own remuneration.

(ii) Remuneration Package

No remuneration was paid to Directors throughout the financial year.

(g) Directors' Training

Every Director of the Company undergoes continuous training to equip himself to effectively discharge his duties as a Director and for that purpose, he ensures that he attends such training programmes as prescribed by the KLSE from time to time. The Company also provides briefings for new appointments to the Board, to ensure they have a comprehensive understanding on the operations of the Group and the Company.

Except for Tan Kee Keat who was appointed on 20 May 2002, all Directors have attended the Mandatory Accreditation Programme ("MAP") prescribed by the KLSE.

2. The Board Committees

The following committees were established to assist the Board to discharge its duties and responsibilities. They have the authority to examine a particular issue and report back to the Board with their recommendations.

- (i) Audit Committee
Please refer to pages 19-21.
- (ii) Nomination Committee
Please refer to pages 15-16.
- (iii) Remuneration Committee
Please refer to pages 16-17.



CORPORATE GOVERNANCE STATEMENT

3 Relationship with Shareholders

The Board maintains an effective communications policy that enables both the Board and the management to communicate effectively with its shareholders, stakeholders and the public. The policy effectively interprets the operations of the Group to the shareholders and accommodate feedback from shareholders, which are factored into the Group's business decision.

The Board communicates information on the operations, activities and performance of the Group to the shareholders, stakeholders and the public through the following :

- (i) the Annual Report, which contains the financial and operational review of the Group's business, corporate information, financial statements, and information on Audit Committee and Board of Directors;
- (ii) various announcements made to the KLSE which includes announcement on quarterly results;
- (iii) the Company's website at www.goldis.com.my

The Annual General Meeting serves as an important means for shareholders communication. Notice of the Annual General Meeting and the Annual Report are sent to shareholders twenty one days prior to the meeting. At the Annual General Meeting, the Board shall present the performance and progress of the Group and provide shareholders with the opportunity to raise questions pertaining to the Group. The Chairman and the Board will respond to the questions raised by the shareholders during the Annual General Meeting.

The Board ensures each item of special business included in the notice of meeting shall be accompanied by an explanatory statement on the effects of the proposed resolution.

4 Accountability and Audit

The Board aims to present a balanced and understandable assessment of the Group's position and prospect through the annual financial statements and quarterly announcements of results to the KLSE. The Directors are responsible to ensure the annual financial statements are prepared in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia.

(a) Internal Control

The Directors acknowledge their responsibilities for maintaining a sound system of internal control to safeguard shareholders' investment and the Group's assets. The internal control system covers not only financial controls but operational, compliance controls and risk management. The internal control system is designed to enable the Group and the Company to manage the risk of failure to achieve business objectives. The internal control system is designed to provide reasonable and not absolute assurance against material misstatement and losses. The Group is continuously looking into the adequacy and integrity of its systems of internal control.

Internal Audit Function

With effect from 15 June 2001, the Board of Tan & Tan has, based on the recommendation of the Audit Committee, outsourced the internal audit function to an external party. During the financial year, certain areas have been identified and prioritized for audit under Tan & Tan. After the Merger, the outsourcing company continued and completed its previously assigned auditable areas .

The Board, on the recommendation of the Audit Committee intends to continue with the policy of outsourcing the internal audit function. The outsourcing company will advice the Audit Committee on all matters relating to the Internal Audit function.



CORPORATE GOVERNANCE STATEMENT

(b) Relationship with the External Auditors

The Board has established formal and transparent arrangements for maintaining an appropriate relationship with the Group's external auditors.

5. Risk Management

The Board is responsible to ensure an appropriate system is in place to manage risks.

6. Directors' Responsibility Statement

The Directors are responsible in the preparation of financial statements prepared for each financial year to give a true and fair view of the state of affairs of the Group and the Company and of the results and cash flow of the Group and the Company for the financial year then ended.

In ensuring the preparation of these financial statements, the Directors have:

- adopted suitable accounting policies and applied them consistently;
- made judgements and estimates that are reasonable and prudent; and
- ensured that applicable approved accounting standards have been complied with.

The Directors are responsible for ensuring that proper accounting and other records are kept which disclose with reasonable accuracy at any time the financial position of the Group and the Company and to enable them to ensure that the financial statements comply with the applicable approved Accounting Standards of Malaysia, the Companies Act, 1965 and KLSE Listing Requirements.

AUDIT COMMITTEE

The terms of reference of the Audit Committee, composition of its membership and other pertinent information about the Audit Committee and its activities are highlighted in the Audit Committee Report on pages 19-21.

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. Constitution and Purpose

The Nomination Committee was established on 6 May 2002. The Nomination Committee's primary function is to propose new nominees for the Board and assess Directors on an on-going basis. The actual decision as to who shall be nominated should be the responsibility of the full Board after considering the recommendations of the Nomination Committee.

2. Composition

Due to the nature of operations as explained in the earlier section of this statement, the Nomination Committee comprises six members, of which one is an Executive Director and two are Independent Directors. The term of appointment shall be reviewed at least once in every three years.

The present members of the Nomination Committee of the Company are :

- Pauline Tan Suat Ming (Chairman)
- Osman bin Haji Ismail (Member)
- Tan Kee Keat (Member)
- Tan Kim Leong (Member)
- Tan Lei Cheng (Member)
- Tan Boon Lee (Member)



CORPORATE GOVERNANCE STATEMENT

Pauline Tan Suat Ming who is an Independent Non-Executive Director has been appointed as the Chairman of the Nomination Committee on 4 June 2002. The Chairman shall attend all meetings of the Committee other than when matters concerning herself are under discussion.

The Company Secretary is the secretary of the Nomination Committee. The Secretary shall maintain minutes of the proceedings of the Committee and circulate such minutes to all members of the Board.

3. Rights

The Board must ensure that whatever necessary and reasonable for the performance of its functions, the Nomination Committee shall have the following rights :

- i. to resources which are required to perform its duties;
- ii. full and unrestricted access to any information on the profile of directors;
- iii. direct communication channels with key management staff such as personnel, accounts, secretarial or independent consultants engaged by the Company;
- iv. to obtain independent professional or other advice.

The Board however, shall retain full powers to decide on the suitability of the nominees and approve their appointments.

4. Functions

The functions of the Nomination Committee include the following :

- i. Recommends to the Board, the suitable candidates for all directorships to be filled by the shareholders or the Board.
- ii. Considers, in making its recommendations, candidates for directorships proposed by the Managing Director and, within the bounds of practicability, by any other senior executive or director or shareholders.
- iii. Recommends to the Board, Directors to fill the seats on the Committees of the Board.
- iv. Annually reviews the required mix of skills and experience and other qualities, including core competencies, which the Non-Executive Directors should bring to the Board.
- v. Assess on an annual basis; 1) the effectiveness of the Board as a whole; 2) the committees of the Board; and 3) the contribution of each individual Director. The assessment process should be pre-determined by the Board.
- vi. Develops succession planning policy and ensure that the policy is kept under review.
- vii. Ensures that the policy on selection criteria and succession planning is well documented and approved by the full Board and any change thereto should be subject to the endorsement of the full Board.
- viii. Review the term of office and performance of each of the Committee members of its various standing committees at least once in every three years.

5. Meetings

Meetings of the Nomination Committee shall be held at least once a year and each meeting shall be attended by at least two members.

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

1. Constitution and Purpose

The Remuneration Committee was established on 6 May 2002. Its primary function is to set the policy framework and recommend to the Board on remuneration packages and benefits extended to the Directors, drawing from outside advice as necessary. The determination of the remuneration package for Directors shall be a matter of the Board as a whole. The Director concerned shall abstain from deliberations and voting on decisions in respect of his individual remuneration package.



CORPORATE GOVERNANCE STATEMENT

2. Composition

The Remuneration Committee comprises six members, five of whom are Non-Executive Directors, including two independent, and one Executive Director. The term of appointment shall be reviewed at least once in every three years.

The present members of the Remuneration Committee of the Company are :

- i. Osman bin Haji Ismail (Chairman)
- ii. Tan Kee Keat (Member)
- iii. Tan Kim Leong (Member)
- iv. Pauline Tan Suat Ming (Member)
- v. Tan Lei Cheng (Member)
- vi. Tan Boon Lee (Member)

The Company Secretary is the secretary of the Remuneration Committee. The Secretary shall maintain minutes of the proceeding of the Committee and circulate such minutes to all members of the Board.

3. Rights

The Board must ensure that whenever necessary and reasonable for the performance of its function, the Remuneration Committee has the following rights:

- i. to resources which are required to perform its duties;
- ii. full and unrestricted access to any information pertaining to the Executive Directors;
- iii. direct communication channels with key management staff such as personnel, accounts or independent consultants engaged by the Company;
- iv. to obtain independent professional or other advice.

The Committee has the right to propose a remuneration package for a director, however, the Board shall have the ultimate authority to approve the remuneration package of the director concerned.

4. Functions

The functions of the Remuneration Committee include the following :

- i. To adopt a formal and transparent procedure for developing the policy on remuneration packages.
- ii. To ensure the remuneration is sufficient to attract and retain the Directors needed to run the Company successfully. The remuneration package should comprise a number of separate elements which include basic salary, bonus arrangements and certain non-cash benefits. In the case of Executive Directors, the component parts of remuneration should be structured so as to link rewards to corporate and individual performance. In the case of Non-Executive Directors, the level of remuneration should be linked to their experience and level of responsibilities undertaken by the particular Non-Executive Director concerned.

5. Meetings

Meetings of the Remuneration Committee shall be held at least once a year and each meeting must be attended by at least two members.



STATEMENT OF INTERNAL CONTROL

Directors' Responsibilities

1. The Board acknowledges its responsibilities for maintaining a sound system of internal control to safeguard shareholders' investment and assets. Internal control system covers not only financial controls but operational and compliance controls, and risk management. The internal control system is designed to manage the risk of failure to achieve business objectives. The internal control system is designed to provide reasonable and not absolute assurance against material misstatement and losses.
2. Upon completion of the Merger, the Board reviewed the process adopted by Tan & Tan Developments Berhad to identify, assess and manage significant risks of the Group's operations. The process was subsequently adopted by the Company on 20 June 2002 and is subject to continuous improvement.
3. In reviewing the adequacy and integrity of the system of internal control and management information systems, the Board has taken account of the results of all the work carried out to audit and review the activities of the Group.
4. The Board believes that the Group complies with the guidance contained in the publication "Statement of Internal Control: Guidance for Directors of Public Listed Companies."

The Risk Management System

1. Management is responsible for the ongoing identification, evaluation and managing of significant risks within their areas of responsibility. A risk assessment workshop was conducted for the Pharmaceutical Division on 12 October 2001 to identify principal risks and to ensure the implementation of appropriate systems to manage those risks. An annual plan was then developed and approved to review the effectiveness of the Pharmaceutical Division's system of internal control and mitigate risks including financial, operational and compliance risks. During the financial year, internal audit work was performed on audit areas identified in the five year audit plan, The Plan was subsequently adopted by the Group Management will be identifying and evaluating significant risks of the other divisions within the Group during the financial year ending 31.1.2003.
2. A three year audit plan shall be reviewed annually as the risks the Group faces are continually changing as the Group's objectives, the organization and the environment in which it operates are continuously evolving.



AUDIT COMMITTEE REPORT

COMPOSITION OF AUDIT COMMITTEE

Tan Kim Leong	(Chairman)	Independent Non-Executive Director	(appointed on 20.5.2002)
Tan Kee Keat	(member)	Independent Non-Executive Director	(appointed on 20.5.2002)
Tan Boon Lee	(member)	Non-Executive Non-Independent Director	(appointed on 20.5.2002)

TERMS OF REFERENCE OF AUDIT COMMITTEE

Objectives

The primary objectives of the Audit Committee are:

- (1) To ensure transparency, integrity and accountability in the Group's activities so as to safeguard the rights and interests of the shareholders.
- (2) To provide assistance to the board in discharging its responsibilities relating to the Group's management of principal risks, internal control, financial reporting and compliance of statutory and legal requirements.
- (3) To maintain through regularly scheduled meetings, a direct line of communication between the board, senior management and external auditors.

Membership

The Audit Committee shall be appointed by the board of directors from among its directors, and shall consist of no fewer than three (3) members, a majority of whom shall be independent directors. If membership for any reason falls below three (3) members, the board of directors shall, within three (3) months of that event, appoint such number of new members as may be required to fulfill the minimum requirement.

- (1) The members of the Audit Committee shall elect a chairman from among their number who shall be an independent director.
- (2) No alternate directors shall be appointed to the Committee.
- (3) At least one member of the audit Committee:
 - (a) must be a member of the Malaysian Institute of Accountants ("MIA"); or
 - (b) if he is not a member of the MIA, he must have at least 3 years' working experience and he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or 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.

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



AUDIT COMMITTEE REPORT

Authority

The Committee is authorized by the board to:

- (1) investigate any activity within its terms of reference
- (2) seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- (3) Obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Committee shall have direct access to the external auditors and persons carrying out the internal audit procedure or activity (if any) and be able to convene meetings with the external auditors, excluding the attendance of the executive members of the Committee, whenever necessary.

Functions

The functions of the Committee are:

- (1) to review the following and report the same to the Board of Directors:
 - (a) with the external auditor, the audit plan;
 - (b) with the external auditor, his evaluation of the systems of internal controls;
 - (c) with the external auditor, his audit report;
 - (d) the assistance given by the employees of the Company to the external auditor;
 - (e) the adequacy of the scope, functions and resources of the internal audit functions and that it has the necessary authority to carry out its works;
 - (f) the quarterly results and year end financial statements, prior to the approval by the board of directors, focusing particularly on:-
 - i) changes in or implementation of major accounting policy changes;
 - ii) significant and unusual events; and
 - iii) compliance with accounting standards and other legal requirements;
 - (g) 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;
 - (h) any letter of resignation from the external auditors of the Company; and
 - (i) whether there is a reason (supported by grounds) to believe that the Company's external auditor is not suitable for re-appointment; and
- (2) to recommend the nomination of a person or persons as external auditors;

and such other functions as may be agreed to by the Audit Committee and the board of directors.



AUDIT COMMITTEE REPORT

Meetings

Meetings shall be held not less than 4 times a year. The external auditors may request a meeting if they consider that one is necessary and shall have the right to appear and be heard any any meeting of the Committee. The Chairman shall convene a meeting whenever any member of the Committee requests for a meeting. Written notice of the meeting together with the agenda shall be given to the members of the Committee and the external auditor where applicable.

The external auditor shall have the right to appear and be heard at any meeting.

The quorum for a meeting shall be two Provided Always that the majority of members present must be independent directors and any decision shall be by a simple majority. The Chairman shall not have a casting vote.

Other board members and employees may attend any particular meeting only at the Committee's invitation.

The Company Secretary shall be the Secretary of the Committee.

Since its formation on 20 May 2002, the Audit Committee has held one meeting on 20 June 2002. It was attended by all its members.

Reporting Procedures

The Company Secretary shall circulate the minutes of meeting of the Committee to all members of the board.

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C O N T E N T S

REPORTS AND FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

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DIRECTORS' REPORT

for the financial year ended 31 January 2002

The Directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 January 2002.

PRINCIPAL ACTIVITIES AND CORPORATE INFORMATION

The principal activity of the Company is investment holding. The principal activities of the subsidiary companies, associated companies and joint ventures are disclosed in Notes 7, 8 and 9 to the financial statements.

There was no significant change in the nature of these activities during the financial year except for the acquisition of subsidiary companies, associated companies and joint ventures as disclosed in Note 30 to the financial statements.

The number of employees in the Group at the end of the financial year amounted to 246 employees. There were no employees in the Company at the end of the financial year (2001: Nil).

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

The address of the registered office and principal place of business of the Company is as follows :

Penthouse, Menara Tan & Tan
207 Jalan Tun Razak
50400 Kuala Lumpur

FINANCIAL RESULTS

	Group RM	Company RM
Net loss for the financial year	<u>(94,651)</u>	<u>(94,651)</u>

The Group results do not include the results of the subsidiary companies, associated companies and joint ventures, as the acquisition was only completed on 31 January 2002.

DIVIDEND

There was no dividend paid, declared or proposed since 31 January 2001. The Directors do not recommend the payment of any dividend for the financial year ended 31 January 2002.

MOVEMENTS ON RESERVES AND PROVISIONS

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



DIRECTORS' REPORT

for the financial year ended 31 January 2002

ISSUE OF SHARES

During the financial year, the Company's authorized share capital was increased from RM100,000 to RM1,000,000,000 by the creation of 999,900,000 new ordinary shares of RM1 each. On 31 January 2002, 320,632,828 new ordinary shares of RM1 each were issued by the Company at an issue price of RM 3.60 per share to acquire the entire equity interest in Tan & Tan Developments Berhad ("Tan & Tan"), pursuant to the merger agreement between the Company, Tan & Tan and IGB Corporation Berhad ("IGB"). This resulted in the increase of the issued share capital of the Company from RM2 to RM320,632,830. The newly issued ordinary shares rank pari passu in all respects with the existing ordinary shares of the Company.

EMPLOYEES' SHARE OPTION SCHEME

The Company implemented a revised Employees Share Option Scheme ("ESOS") to replace the ESOS offered to the employees of Tan & Tan pursuant to the acquisition of the entire equity interest in Tan & Tan on 31 January 2002 as disclosed in Note 30 to the financial statements.

The Company's ESOS was approved by the shareholders at the Extraordinary General Meeting held on 21 December 2001 and became effective on 31 January 2002 and is valid for a period of five years. As at 31 January 2002, no share option has been granted to eligible employees and Executive Directors of the Company and its subsidiary companies.

The main features of the ESOS are set out in Note 23 to the financial statements.

DIRECTORS

The Directors in office since the date of the last report are:-

Tan Lei Cheng	
Pauline Tan Suat Ming	(appointed 07.01.2002)
Tan Sri Abu Talib bin Othman	(appointed 11.01.2002)
Tan Kim Leong	(appointed 11.01.2002)
Tan Boon Lee	(appointed 11.01.2002)
Osman bin Hj. Ismail	(appointed 11.01.2002)
Tan Kee Keat	(appointed 20.05.2002)
Chai Lai Sim	(resigned 12.01.2002)
Lim Kim Eng @ Lim Yoke Eng	(resigned 12.01.2002)



DIRECTORS' REPORT

for the financial year ended 31 January 2002

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit by reason of a contract made by the Company or by a related corporation with the Director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

Neither during nor at the end of the financial year was the Company or any of its related corporations a party to any arrangement whose object was to enable the Directors to acquire benefits through the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES

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

	————— No. of Ordinary Shares of RM1.00 each —————			
	As at 1.2.2001/ At date of appointment	Additions (Note)	Disposals	Balance as at 31.1.2002
Direct Shareholdings in the Company				
Tan Sri Abu Talib bin Othman	0	500,000	0	500,000
Tan Lei Cheng	0	1,505,907	0	1,505,907
Tan Boon Lee	0	1,548,657	0	1,548,657
Pauline Tan Suat Ming	0	120,833	0	120,833
Indirect Shareholdings in the Company				
Tan Lei Cheng	0	1,931,586	0	1,931,586
Pauline Tan Suat Ming	0	73,541,735	0	73,541,735

Note : Shares received in exchange for ordinary shares of RM1 each in Tan & Tan ("Tan & Tan shares") pursuant to the merger of the property related businesses of both Tan & Tan and IGB ("Merger").

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



DIRECTORS' REPORT

for the financial year ended 31 January 2002

STATUTORY INFORMATION ON THE FINANCIAL STATEMENTS

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

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

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

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

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

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

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

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

In the opinion of the Directors :

- (a) the results of the Group's and Company's operations during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (b) except as disclosed in Note 30 to the financial statements, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group or Company for the financial year in which this report is made.



DIRECTORS' REPORT

for the financial year ended 31 January 2002

MERGER OF TAN & TAN AND IGB

On 25 July 2000, the Company, Tan & Tan and IGB signed a Merger Agreement to merge the property related businesses of both IGB and Tan & Tan .

All approvals have been obtained from the relevant regulatory authorities and shareholders of IGB and Tan & Tan. A Court Order was obtained on 29 January 2002 from the High Court of Malaya sanctioning the scheme of arrangement under Section 176 of the Companies Act and was filed with the Registrar of Companies on 31 January 2002. Consequently, the Merger involving the following transactions which occurred simultaneously, became effective on that date :

- a) The acquisition of the entire equity interest in Tan & Tan comprising 320,632,828 Tan & Tan shares for a total purchase consideration of RM1,153,111,781, satisfied by the issuance of 320,632,828 new ordinary shares of RM1 each in the Company.
- b) The distribution of Tan & Tan's entire shareholding in the subsidiary companies, associated companies and joint ventures, as disclosed in Notes 7, 8 and 9 to the financial statements, to the Company by the cancellation of Tan & Tan's share premium account of RM341,301,231 and the reduction of Tan & Tan issued and paid-up capital by RM100,514,555 comprising 100,514,555 Tan & Tan Shares.
- c) The disposal by the Company of its entire equity interest in Tan & Tan, subsequent to the capital repayment mentioned in paragraph (b) above, comprising 220,118,273 Tan & Tan Shares to IGB for a disposal consideration of RM644,816,121 to be satisfied by RM50 million in cash, the issuance of 166,548,514 new IGB ordinary shares at RM0.50 each ("IGB Shares") at an issue price of RM2.50 per share and 178,444,836 Irredeemable Convertible Preference Shares ("ICPS") at par.
- d) The distribution of 160,316,415 IGB shares and 160,316,415 ICPS to the entitled shareholders of the Company by the reduction of the share premium account of the Company by RM444,480,952.

Pursuant to the completion of the Merger, the entire issued and paid up share capital of Gold IS Bhd comprising RM320,632,830 ordinary shares of RM1 each was admitted to the Main Board of the Kuala Lumpur Stock Exchange on 8 May 2002 in place of Tan & Tan.

AUDITORS

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

Signed on behalf of the Board of Directors in accordance with a resolution of the Board of Directors dated 31 May 2002

TAN LEI CHENG

Director

TAN BOON LEE

Director



INCOME STATEMENTS

for the financial year ended 31 January 2002

	Note	Group	Company	
		Year ended 31.1.2002 RM	Year ended 31.1.2002 RM	8 months ended 31.1.2001 RM
Revenue		0	0	0
Cost of sales		0	0	0
Gross profit		0	0	0
Administrative expenses		(94,651)	(94,651)	(2,792)
Loss from ordinary activities before tax	3	(94,651)	(94,651)	(2,792)
Tax	4	0	0	0
Net loss for the financial year/period		(94,651)	(94,651)	(2,792)
Weighted average number of ordinary shares		2		
Basic loss per share	5	47,325.5		

The notes on pages 33 to 51 form an integral part of these financial statements.



BALANCE SHEETS

as at 31 January 2002

	Note	Group 2002 RM	Company 2002 RM	2001 RM
NON-CURRENT ASSETS				
Property, plant & equipment	6	76,326,759	0	0
Subsidiary companies	7	0	867,247	0
Associated companies	8	618,699,634	559,509,876	0
Joint ventures	9	60,225,411	0	0
		755,251,804	560,377,123	0
CURRENT ASSETS				
Inventories	10	7,250,911	0	0
Quoted investments	11	255,100	0	0
Amounts receivable from subsidiary companies	12	0	110,292,078	0
Amounts receivable from associated companies	13	50,610,905	50,000,000	0
Receivables, deposits and prepayments	14	23,353,671	0	0
Cash and bank balances		3,203,649	2	2
		84,674,236	160,292,080	2
CURRENT LIABILITIES				
Payables and accruals	15	19,682,002	715,862	2,792
Amount payable to a related party	16	13,919,954	13,919,954	0
Amount payable to a joint venture and joint venture partner	17	4,645,225	0	0
Bank borrowings	18	72,774,151	0	0
Bank overdrafts	19	2,509,550	0	0
Tax		1,035,506	0	0
		114,566,388	14,635,816	2,792
NET CURRENT (LIABILITIES)/ ASSETS		(29,892,152)	145,656,264	(2,790)
LESS : NON-CURRENT LIABILITIES				
Deferred tax	20	255,000	0	0
Long term borrowings	21	11,061,043	0	0
Hire purchase and lease payables	22	1,246,616	0	0
		12,562,659	0	0
		712,796,993	706,033,387	(2,790)
CAPITAL AND RESERVES				
Share capital	23	320,632,830	320,632,830	2
Reserves		388,096,777	385,400,557	(2,792)
Shareholders' equity		708,729,607	706,033,387	(2,790)
MINORITY INTERESTS		4,067,386	0	0
		712,796,993	706,033,387	(2,790)

The notes on pages 33 to 51 form an integral part of these financial statements.



STATEMENTS OF CHANGES IN EQUITY

for the financial year ended 31 January 2002

Group

Note	Issued and fully paid ordinary shares of RM1.00 each		Non-distributable (Note 24)	Distributable	Total RM		
	Number of shares RM	Nominal value RM	Share premium RM	Other reserves RM		Retained earnings RM	
At 1 February 2001	2	2	0	0	(2,792)	(2,790)	
Issue of shares on acquisition of Tan & Tan	23	320,632,828	320,632,828	832,478,952	0	1,153,111,780	
Capital repayment	24	0	0	(444,480,952)	0	(444,480,952)	
Share issue costs		0	0	(2,500,000)	0	(2,500,000)	
Reserve arising on consolidation		0	0	2,696,220	0	2,696,220	
Net loss for the financial year		0	0	0	(94,651)	(94,651)	
At 31 January 2002		320,632,830	320,632,830	385,498,000	2,696,220	(97,443)	708,729,607

Company

Note	Issued and fully paid ordinary shares of RM1.00 each		Non-distributable (Note 24)	Distributable	Total RM	
	Number of shares RM	Nominal value RM	Share premium RM	Retained earnings		
At 1 June 2000	2	2	0	0	2	
Net loss for the financial year		0	0	0	(2,792)	(2,792)
At 31 January 2001		2	2	0	(2,792)	(2,790)
At 1 February 2001		2	2	0	(2,792)	(2,790)
Issue of shares on acquisition of Tan & Tan	23	320,632,828	320,632,828	832,478,952	0	1,153,111,780
Capital repayment	24	0	0	(444,480,952)	0	(444,480,952)
Share issue expenses		0	0	(2,500,000)	0	(2,500,000)
Net loss for the financial year		0	0	0	(94,651)	(94,651)
At 31 January 2002		320,632,830	320,632,830	385,498,000	(97,443)	706,033,387

The notes on pages 33 to 51 form an integral part of these financial statements.



CASH FLOW STATEMENTS

for the financial year ended 31 January 2002

		Group	Company	
	Note	Year ended	Year ended	8 months ended
		31.1.2002	31.1.2002	31.1.2001
		RM	RM	RM
INVESTING ACTIVITIES				
Acquisition of subsidiary companies	25	<u>694,097</u>	<u>0</u>	<u>0</u>
Net cash flow from investing activities		<u>694,097</u>	<u>0</u>	<u>0</u>
FINANCING ACTIVITIES				
Proceeds from issuance of shares		<u>0</u>	<u>0</u>	<u>2</u>
Net cash flow from financing activities		<u>0</u>	<u>0</u>	<u>2</u>
Net increase in cash and cash equivalents during the financial year/period		694,097	0	2
Cash and cash equivalents at beginning Of the financial year/period		2	2	0
Cash and cash equivalents at end of the financial year/period	26	<u>694,099</u>	<u>2</u>	<u>2</u>

The notes on pages 33 to 51 form an integral part of these financial statements.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

1 PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiary companies, associated companies and joint ventures are disclosed in Notes 7, 8 and 9 to the financial statements.

There was no significant change in these activities during the financial year except for the acquisition of subsidiary companies, associated companies and joint ventures as disclosed in Note 30 to the financial statements.

2 SIGNIFICANT ACCOUNTING POLICIES

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

(a) **Basis of preparation**

The financial statements of the Group and of the Company have been prepared under the historical cost convention and comply with the applicable approved accounting standards in Malaysia and the provisions of the Companies Act, 1965.

The preparation of financial statements in conformity with the applicable approved accounting standards and the provisions of the Companies Act, 1965 require the Directors to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported financial year. Actual results could differ from those estimates.

(b) **Basis of Consolidation**

The consolidated income statement and balance sheet include the financial statements of the Company and all its subsidiary companies made up to the end of the financial year. Subsidiary companies are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date the control ceases. Subsidiary companies are consolidated using the acquisition method of accounting. The results of the subsidiary companies acquired or disposed during the financial year are included in the consolidated income statement from the date of their acquisition or up to the date of their disposal. Consolidated financial statements reflect external transactions only. All inter company transactions, balances and unrealised gains on transactions between group companies are eliminated; unrealised losses are also eliminated unless cost cannot be recovered. Where necessary, accounting policies for subsidiary companies are changed to ensure consistency with the policies adopted by the Group. Separate disclosure is made of minority interests.

Minority interest is measured at the minorities' share of the post acquisition carrying value of the identifiable assets and liabilities of the subsidiary company.

At the date of acquisition, the fair values of the subsidiaries' net assets are determined and these values are incorporated in the Group financial statements. Any differences between the cost of investment and the net assets of the subsidiary companies that remains after the valuation is shown in the balance sheet as goodwill or reserve on consolidation and has been set off against reserves.

The net gain or loss on disposal of a subsidiary company is the difference between net disposal proceeds and the Group's share of its net assets together with the balance of goodwill on acquisition and exchange differences which were not previously recognised in the consolidated income statement.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Subsidiary Companies

A subsidiary company is a company in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities.

Investments in subsidiary companies are stated at cost except where the Directors are of the opinion that there is a permanent diminution in the value of the investment, in which case provision is made for the diminution in value. Permanent diminution in the value of an investment is recognised as an expense in the period in which diminution is identified.

(d) Associated Companies

The Group treats as associated companies those companies in which a long term equity interest of between 20 to 50 percent is held and where it exercises significant influence through management participation. Significant influence is the power to participate in the financial and operating policy decisions of the associated companies but not control over these policies.

Investments in associated companies are stated at cost less any provision for permanent diminution in value. Investments in associated companies are accounted for in the consolidated financial statements by the equity method of accounting. Equity accounting involve recognising the Group's share of results of associated companies in the consolidated income statement, and the Group's share of post-acquisition retained earnings, reserves and goodwill on consolidation is added to the cost of investments in the consolidated balance sheet. Equity accounting is discontinued when the carrying amount of the investment in an associated company reaches zero, unless the Group has incurred obligations or guaranteed obligations in respect of the associated company.

At the date of acquisition, the fair values of the associated companies' net assets are determined and these values are reflected in the consolidated financial statements. The excess of the cost of acquisition over the fair value of the Groups' share of the associated companies' identifiable net assets at the date of acquisition is reflected as reserve on consolidation/ goodwill on consolidation and has been set-off against reserves.

Unrealised gains on transactions between Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies; unrealised losses are also eliminated unless the transaction provides evidence on impairment of the asset transferred. When necessary, in applying the equity method, adjustments are made to the financial statements of associated companies to ensure consistency of accounting policies with the Group.

(e) Joint Ventures

Joint ventures represent contractual agreements with third parties to undertake property investment, development and other projects.

The Group's share of results of the joint ventures included in the consolidated financial statements are accounted for using the equity method of accounting. The Group's investments in joint ventures are carried in the balance sheet at an amount that reflects its share of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in joint ventures; unrealised losses are also eliminated. Where necessary, in applying the equity method, adjustments have been made to the financial statements of joint ventures to ensure consistency of accounting policies with the Group.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Currency Translations

Foreign currency monetary assets and liabilities are translated into Ringgit Malaysia at the rates of exchange ruling at the balance sheet date. Foreign currency transactions are accounted for at exchange rates ruling on the transaction dates. Exchange differences are reflected in the income statement.

The Group's foreign entities are those operations that are not an integral part of the operations of the Company. Assets and liabilities of its overseas subsidiary companies are translated at the rate of exchange ruling at the balance sheet date. Income statements are translated at the average rate of exchange for the financial year. Exchange differences arising on these translations are reflected in the exchange fluctuation reserve. On disposal of the overseas subsidiary companies, such translation differences are recognised in the income statement as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the Company and are translated accordingly at the exchange rate ruling at the date of transaction.

The principal closing rates used in the translation of foreign currencies for the financial year ended 31 January 2002 are as follows :

Foreign currency	RM
1 US Dollar	3.800
1 Singapore Dollar	2.075
1 Chinese Remenbi	0.459
1 British Pound	5.361
1 Hong Kong Dollar	0.487
1 Australian Dollar	1.931

(g) Property, plant and equipment

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

Freehold land is not depreciated as it is deemed to have an infinite useful life. Depreciation on capital work-in-progress commences when the assets are ready for their intended use.

Where an indication of impairment exists, the carrying amount of the assets is assessed and written down immediately to its recoverable amount.

Depreciation on all other property, plant and equipment is calculated so as to write off their cost on a straight line basis over the expected useful lives of the assets concerned. The annual rates are as follows:

	%
Leasehold land	2
Buildings and infrastructure	2 -10
Plant and machinery	12
Furniture, fixtures, fittings and equipment	10 - 20
Motor vehicles	20
Gymnasium and electrical equipment	12
Renovation	10



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) **Property, plant and equipment (continued)**

Interest costs on borrowings to finance the construction of property, plant and equipment are capitalised as part of the cost of the asset during the period of time that is required to complete and prepare the asset for its intended use. All other borrowing costs are expensed.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in profit/(loss) from operations.

(h) **Hire purchase and finance leases**

Leases of property, plant and equipment where the Group assumes substantially all the benefits and risks of ownership are classified as finance leases.

Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in borrowings. The interest element of the finance charge is charged to the income statement over the lease period.

Property, plant and equipment acquired under finance leases is depreciated over the estimated useful life of the asset. Where there is no reasonable certainty that the ownership will be transferred to the Group, the asset is depreciated over the shorter of the lease term and its estimated useful life.

(i) **Investments**

Short-term investments in quoted shares are stated at lower of cost and market value, determined on an aggregate portfolio basis by category of investments.

Market value is calculated by reference to stock exchange quoted selling prices at the close of business on the balance sheet date. Increases/decreases in the carrying amount of investments are credited/charged to the income statement.

On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged/credited to the income statement.

(j) **Inventories**

Inventories are stated at the lower of cost and net realisable value determined on a first-in, first-out basis.

The cost of work in progress and finished goods comprises raw materials, direct labour, other direct costs and an appropriate proportion of production overheads.

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

(k) **Receivables**

Trade receivables are carried at anticipated realisable values. Bad debts are written off in the period in which they are identified. An estimate is made for doubtful debts based on a review of all outstanding amounts at the financial year end.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

(l) **Deferred Tax**

Provision is made using the liability method for tax deferred in respect of all timing differences except where it is considered reasonably probable that the tax effects of such deferrals will continue in the foreseeable future.

No future income tax benefit is recognised in respect of unutilised tax losses and timing differences that result in a net debit unless it can be demonstrated that these benefits can be realised in the foreseeable future.

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

(m) **Cash and Cash Equivalents**

For the purpose of the cash flow statement, cash and cash equivalents comprise cash in hand, bank balances, demand deposits, bank overdrafts and short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(n) **Revenue and Profit Recognition**

(i) **Investment Income**

Dividend income is recognised when the shareholders' right to receive payment is established. Interest income is recognised as it accrues unless collectability is in doubt, in which case the recognition of such income is suspended.

(ii) **Income from Sale of Goods and Services Rendered**

Income from sales of goods and services rendered are recognised upon delivery of products and customer acceptance, if any, or performance of services, net of sales taxes, returns and discounts, and after eliminating sales within the Group.

3 LOSS FROM ORDINARY ACTIVITIES BEFORE TAX

The following item has been charged in arriving at loss from ordinary activities before tax :

	Group Year ended 31.1.2002 RM	Company Year ended 31.1.2002 RM	Company 8 months ended 31.1.2001 RM
Auditors' remuneration	25,000	25,000	1,200

4 TAX

There is no tax charge for the financial year as the Group and Company has no taxable income (2001: Nil).

5 BASIC LOSS PER SHARE

The basic loss per share of the Group for the financial year has been calculated by dividing the consolidated net loss for the financial year of RM94,651 by the weighted average number of ordinary shares in issue during the financial year of 2.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

6 PROPERTY, PLANT AND EQUIPMENT GROUP

	Freehold land and building RM	Leasehold land RM	Building RM	Plant & machinery RM	Furniture, fixtures & fittings & equipment RM	Motor vehicles RM	Gymnasium and electrical equipment RM	Renovation RM	Capital work-in-progress RM	TOTAL RM
Net Book Value										
Arising on acquisition of subsidiaries at 31 January 2002	4,632,584	2,888,091	2,230,275	6,184,231	5,137,506	236,390	1,597,737	540,684	52,879,261	76,326,759
As at 31 January 2002:										
Cost	4,632,584	2,888,091	2,230,275	6,184,231	5,137,506	236,390	1,597,737	540,684	52,879,261	76,326,759
Accumulated depreciation	0	0	0	0	0	0	0	0	0	0
Net book value	4,632,584	2,888,091	2,230,275	6,184,231	5,137,506	236,390	1,597,737	540,684	52,879,261	76,326,759

Net book value of assets pledged as security for term loan (Note 18 and 21)

- leasehold land	2,888,091
- building	2,230,275
- capital work-in-progress	15,640,233
	<u>20,758,599</u>

The net book value of plant and machinery under hire purchase and finance lease arrangements at the end of the financial year amounted to RM2,630,454.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

7 SUBSIDIARY COMPANIES

	Company	
	2002 RM	2001 RM
Unquoted shares, at cost	867,247	0
	867,247	0

The details of subsidiary companies are as follows :-

Name of company	Place of incorporation	Principal activities	Group's effective interest 2002 %
Diversified Healthcare Services Sdn Bhd	Malaysia	Healthcare management services	90
Gold Information Systems Sdn Bhd	Malaysia	Broadband web based solutions	100
LA Residence Sdn Bhd	Malaysia	Property holding	100
+Manax Limited	Hong Kong	Investment holding	100
Multistock Sdn Bhd	Malaysia	Investment trading	100
TTD China Ventures (M) Sdn Bhd	Malaysia	Investment holding	100
Sweat Club Sdn Bhd	Malaysia	Development and management of fitness centres, trading of sports equipment and sports wear	100
+TTD China Ventures Pte Ltd	Singapore	Investment holding	100
Held by Diversified Healthcare Services Sdn Bhd			
Ecofen Marketing Sdn Bhd	Malaysia	Sale of audiology products	90
Hoe Baby Product Sdn Bhd	Malaysia	Dormant	90
HOE Pharmaceuticals Sdn Bhd	Malaysia	Manufacturer of pharmaceuticals products	90
Langkah Motivasi (M) Sdn Bhd	Malaysia	Dormant	90
Living Tree Pharmacy Sdn Bhd	Malaysia	Retailer of pharmaceuticals products and herbal medicine	90
Held by Gold Information Systems Sdn Bhd			
Hibits Sdn Bhd	Malaysia	Broadband web based solutions	65
Macro Kiosk Sdn Bhd	Malaysia	Web based applications, development and messaging solutions	70
Held by Manax Limited			
+Tianjin Manax Natural Fibre Thin Film Co. Ltd	Republic of China	Paper manufacturing	80



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

7 SUBSIDIARY COMPANIES (CONTINUED)

Held by TTD China Ventures (M) Sdn Bhd

+Rowille Investment Co. Ltd	Hong Kong	Investment holding	100
+Tramex Pte Ltd	Singapore	Investment holding	100

Held by Tramex Pte Ltd

+Carney Investment Limited	Hong Kong	Investment holding	56
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+ Not audited by PricewaterhouseCoopers

8 ASSOCIATED COMPANIES

	Group		Company	
	2002	2002	2002	2001
	RM	RM	RM	RM
Investments, at cost:-				
Quoted in Malaysia				
- Ordinary shares	576,856,451	541,381,455	0	0
- Warrants	0	0	0	0
- * Irredeemable Cumulative Preference Shares	18,128,421	18,128,421	0	0
Unquoted ordinary shares outside Malaysia	23,714,762	0	0	0
	<u>618,699,634</u>	<u>559,509,876</u>	<u>0</u>	<u>0</u>
Add : Group's share of post-acquisition reserves	0	0	0	0
	<u>618,699,634</u>	<u>559,509,876</u>	<u>0</u>	<u>0</u>
Analysis of associates is as follows:-				
Share of net assets	653,545,552	0	0	0
Less : Reserve on consolidation	(34,845,918)	0	0	0
	<u>618,699,634</u>	<u>0</u>	<u>0</u>	<u>0</u>
Market value :				
- Ordinary shares	213,994,000	0	0	0
- Warrants	<u>16,065,260</u>	<u>0</u>	<u>0</u>	<u>0</u>

* Quoted subsequent to financial year end

Prior to the Merger, quoted shares in an associated company stated at cost of RM284,810,004, were used to secure borrowings of the Tan & Tan Group. As at 31 January 2002, the cost of these shares pledged as security for banking facilities granted to the Group and Tan & Tan, amounted to RM120,128,041 (Note 18) and RM164,681,963 respectively. Subsequent to the financial year end, the pledge to secure borrowings of Tan & Tan has been discharged.

The investment in the associated company quoted in Malaysia was acquired on 31 January 2002 with reference to the adjusted net tangible assets. Accordingly, even though at balance sheet date the cost of the these quoted shares exceeded their market values, the Directors are of the opinion that there is no permanent diminution in the value of this investment.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

8 ASSOCIATED COMPANIES (CONTINUED)

The associated companies are:

Name of company	Place of incorporation	Principal activities	Group's effective interest 2002 %
①+Diversified Healthcare Services (Hong Kong) Ltd	Hong Kong	Healthcare management services	45
②+GTB Holdings Limited	Hong Kong	Investment holding	26.31
③ IGB Corporation Berhad	Malaysia	Investment holding and property development	29.53

- ① Held by Diversified Healthcare Services Sdn Bhd
 ② Held by Carney Investment Limited
 ③ Includes an effective interest of 3.04% held by Multistock Sdn Bhd
+Not Audited by PricewaterhouseCoopers.

9 JOINT VENTURES

	Group 2002 RM
Share of net assets of the joint ventures	<u>60,225,411</u>

The Group has interest in joint ventures through subsidiary companies to undertake the development of various projects.

The joint ventures are :

Name of company	Place of incorporation	Principal activities	Group's effective interest 2002 %
Jili Plaza Development Co Ltd	Republic of China	Property investment	50
Star City Real Estate Development Co Ltd	Republic of China	Property development	44.4



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

9 JOINT VENTURES (CONTINUED)

The following amounts represents the Group's share of asset and liabilities of the joint ventures acquired on 31 January 2002:

	2002 RM
Property, plant and equipment	80,178,590
Investment	1,135,241
Current assets	73,266,215
Current liabilities	(92,375,705)
Non-current liabilities	(1,978,930)
Net assets	<u>60,225,411</u>

There are no contingencies and commitments relating to the Group's interest in the jointly controlled entity.

10 INVENTORIES

	Group 2002 RM
At cost :	
Raw materials	1,418,421
Work-in-progress	857,705
Finished goods	4,974,785
	<u>7,250,911</u>

11 QUOTED INVESTMENTS

	Group 2002 RM
Quoted shares in Malaysia, at cost	255,100
Market value of quoted shares in Malaysia	<u>255,100</u>

12 AMOUNTS RECEIVABLE FROM SUBSIDIARY COMPANIES

The amounts receivable from subsidiary companies are unsecured advances with no fixed terms of repayment.

13 AMOUNTS RECEIVABLE FROM ASSOCIATED COMPANIES

Included in the amounts receivable from associated companies is an amount of RM50,000,000 receivable from IGB Corporation Berhad ("IGB") as part of the purchase consideration for the disposal of Tan & Tan Developments Berhad ("Tan & Tan") to IGB as disclosed in Note 30 to the financial statements.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

14 RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Group 2002 RM
Trade receivables	18,719,191
Other receivables	3,008,262
Deposits	206,990
Prepayments	1,419,228
	23,353,671

15 PAYABLES AND ACCRUALS

	Group 2002 RM	Company 2002 RM	Company 2001 RM
Trade payables	7,529,411	0	0
Other payables	8,090,009	0	0
Accruals	3,235,237	715,862	2,792
Deposits received	80,784	0	0
Hire purchase and lease payables (Note 22)	746,561	0	0
	19,682,002	715,862	2,792

16 AMOUNT PAYABLE TO A RELATED PARTY

The amount payable to a related party, Tan & Tan is unsecured, interest free and is expected to be settled within the next 12 months.

17 AMOUNTS PAYABLE TO A JOINT VENTURE AND JOINT VENTURE PARTNER

	Group 2002 RM
Amount payable to a joint venture	835,226
Amount payable to a joint venture partner	3,809,999
	4,645,225

The amounts payable to a joint venture, Jili Plaza Development Co Ltd and the partner of that joint venture arose out of transactions between a subsidiary company and the respective parties prior to 31 January 2002 and are unsecured, interest free and have no fixed terms of repayment.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

18 BANK BORROWINGS

	Group 2002 RM
Secured :	
- Revolving credit	19,600,096
- Term loan (Note 21)	1,255,000
	<u>20,855,096</u>
Unsecured :	
- Trust receipts	1,577,635
- Revolving credit	50,341,420
	<u>51,919,055</u>
	<u>72,774,151</u>

The interest rates for the above bank borrowings ranged from 3.1% to 5.5% per annum. The secured revolving credit of the Group is secured by way of quoted shares in an associated company (Note 8). Both the secured and unsecured revolving credits are secured by a corporate guarantee by Tan & Tan. This will be replaced with a corporate guarantee by the Company.

The details of securities for the term loan is as disclosed in Note 21.

19 BANK OVERDRAFTS

The bank overdrafts are unsecured and bear interest rates ranging from 6.875% to 7.9% per annum.

20 DEFERRED TAX

	Group 2002 RM
Arising on acquisition of subsidiaries at 31 January	<u>255,000</u>

The Group has estimated unabsorbed tax losses and unutilised capital allowances amounting to approximately RM4,233,000 and RM3,613,000 and the Company has estimated unabsorbed tax losses amounting to approximately RM93,000 (2001 : RM2,700) which can, subject to agreement with the Inland Revenue Board, be carried forward and utilised to set off against future taxable profits. The tax effects of these timing differences have not been accounted for.



NOTES TO THE FINANCIAL STATEMENTS
for the financial year ended 31 January 2002

21 LONG TERM BORROWINGS

	Group 2002 RM
Secured term loan	11,061,043

- (a) The term loan is secured by means of a fixed charge on the leasehold land and building of a subsidiary company. The interest rate is at 7.65% per annum.
- (b) The repayment terms of the term loan are as follows :

	Group 2002 RM
Current :	
Payable within 12 months (Note 18)	1,255,000
Non-current :	
Payable between 1 and 2 years	1,255,000
Payable between 2 to 5 years	7,530,000
Payable after 5 years	2,276,043
	11,061,043
	12,316,043

22 HIRE PURCHASE AND LEASE PAYABLES

	Group 2002 RM
Finance lease liabilities :	
Minimum lease payments:	
- not later than 1 year	840,112
- later than 1 year and not later than 5 years	1,399,149
	2,239,261
Future finance charges on finance leases	(246,084)
Present value of finance lease liabilities	1,993,177
 Present value of finance lease liabilities :	
- not later than 1 year (Note 15)	746,561
- later than 1 year and not later than 5 years	1,246,616
	1,993,177



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

23 SHARE CAPITAL

	Group and Company	
	2002	2001
	RM	RM
(a) Ordinary shares of RM1.00 each :		
Authorised :		
At 1 February/1 June	100,000	100,000
Created during the financial year/period	999,900,000	0
At 31 January	<u>1,000,000,000</u>	<u>100,000</u>
Issued and fully paid :		
At 1 February/1 June	2	2
Issued during the financial year/period	320,632,828	0
At 31 January	<u>320,632,830</u>	<u>2</u>

During the financial year, the Company's authorised share capital was increased from RM100,000 to RM1,000,000,000 by the creation of 999,900,000 new ordinary share of RM1 each. On 31 January 2002, 320,632,828 new ordinary shares of RM1.00 each were issued by the Company at an issue price of RM3.60 per share to acquire the entire equity interest in Tan & Tan, pursuant to the merger agreement between the Company, Tan & Tan and IGB. This resulted in an increase of the issued share capital of the Company from RM2 to RM320,632,830. The newly issued ordinary shares rank pari passu in all respects with the existing ordinary shares of the Company.

(b) Employees' Share Option Scheme

The Company implemented a revised Employees' Share Option Scheme ("ESOS") to replace the ESOS offered to the employees of Tan & Tan pursuant to the acquisition of the entire interest in Tan & Tan on 31 January 2002.

The Company's ESOS was approved by the shareholders at the Extraordinary General Meeting held on 21 December 2001 and became effective on 31 January 2002 and is valid for a period of five years. As at 31 January 2002, no share option has been offered to eligible employees and Executive Directors of the Company and its subsidiary companies.

The main features of the ESOS are as follows:

- (i) Eligible persons are employees and Executive Directors of the Company and its subsidiary companies who fall within the categories determined by the Company and must have been confirmed and served for at least two years in the employment of the Gold IS Group or the former Tan & Tan Group but subsequently employed by and on the payroll of any company comprised in the Gold IS Group, as the case may be, on or prior to the date of offer.
- (ii) The total number of new shares to be offered under the ESOS shall not exceed 10% of the issued and paid-up share capital of the Company at the time of the offer during the existence of the ESOS.
- (iii) The subscription price for each new share may be set at a discount of not more than 10% from the five day weighted average price of the shares at the time the option is granted or any subscription price in accordance with any guidelines, rules and regulations of the relevant authorities governing the ESOS at the time of the offer. Notwithstanding this, the subscription price shall in no event be less than the nominal value of the shares.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

23 SHARE CAPITAL (CONTINUED)

- (iv) No option shall be granted for less than 1,000 shares nor more than the maximum allowable allotment.
- (v) The number of shares under option or the subscription price or both, so far as the options remain unexercised, shall be adjusted following any variation in the issued share capital of the Company by way of capitalization of profit or reserves, rights issue, reduction, subdivision or consolidation of capital.

24 NON- DISTRIBUTABLE RESERVES

	Group 2002 RM	2002 RM	Company 2001 RM
Non-distributable reserves:			
Share premium	385,498,000	385,498,000	0
Other reserves	2,696,220	0	0
	388,194,220	385,498,000	0
Total non-distributable reserves:			
At start of financial year/period	0	0	0
Issue of shares on acquisition of Tan & Tan	832,478,952	832,478,952	0
Capital repayment	(444,480,952)	(444,480,952)	0
Share issue cost	(2,500,000)	(2,500,000)	0
Reserves arising on consolidation	2,696,220	0	0
At end of financial year/period	388,194,220	385,498,000	0

The capital repayment represents the distribution of 160,316,415 IGB ordinary shares of RM0.50 each ("IGB Shares") and 160,316,415 Irredeemable Convertible Preference Share ("ICPS") of RM1 each to the entitled shareholders of the Company.

The non-distributable reserves are not distributable as cash dividends.



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

25 EFFECTS OF THE MERGER EXERCISE

- (a) The cash flow effects of the Group and Company and the financial effects on the financial statements of the Group at end of the financial year of the acquisition of the subsidiary companies pursuant to the merger of the property related businesses of both IGB and Tan & Tan ("Merger") on 31 January 2002, as disclosed in Note 30 are set out below. The transactions which do not have any effect on the cash flow and financial position of the Group and Company have not been illustrated.

	RM
Property, plant and equipment	76,326,759
Joint ventures	60,225,411
Associate companies :	
- IGB	35,474,996
- Others	23,714,762
Inventories	7,250,911
Quoted investments	255,100
Amounts receivable from an associate company	610,905
Receivables, deposits and prepayments	23,353,671
Cash & bank balances	694,097
Payables and accruals	(18,966,141)
Amount payable to joint venture partner and joint ventures	(4,645,225)
Amount payable to holding company	(110,292,078)
Bank borrowings	(72,774,151)
Tax	(1,035,506)
Deferred tax	(255,000)
Hire purchase and lease payables	(1,246,616)
Long term borrowings	(11,061,043)
Fair value of total net assets	<u>7,630,852</u>
Minority interest	(4,067,386)
Fair value of net assets acquired at 31 January 2002	3,563,466
Reserve on consolidation	(2,696,220)
Purchase consideration discharged by share issue	<u>867,246</u>
Total purchase consideration	867,246
Purchase consideration discharged by share issued	(867,246)
Company cash effect	<u>0</u>
Add : Cash and cash equivalents of subsidiary companies acquired	694,097
Group cash inflow on acquisition	<u>694,097</u>
(b) Shares issued as consideration for :	
- Acquisition of subsidiary companies, as above	867,246
- Acquisition of direct interest in IGB	1,003,990,828
- Cash receivable from IGB	50,000,000
- Assumption of amounts receivable from subsidiary companies acquired	98,253,706
	<u>1,153,111,780</u>
Less : Capital repayment to shareholders (Note 24)	(444,480,952)
	<u>708,630,828</u>



NOTES TO THE FINANCIAL STATEMENTS
for the financial year ended 31 January 2002

25 EFFECTS OF THE MERGER EXERCISE (CONTINUED)

This acquisition does not affect the financial results of the Group during the financial year as the subsidiary companies were acquired at the end of financial year on 31 January 2002.

The effect of this acquisition on the financial position at the financial year end is as follows:

	RM
Property, plant and equipment	76,326,759
Joint ventures	60,225,411
Associate companies	59,189,758
Inventories	7,250,911
Quoted investments	255,100
Amounts receivable from an associate company	610,905
Receivables, deposits and prepayments	23,353,671
Cash & bank balances	694,097
Payables and accruals	(18,966,141)
Amount payable to joint venture partner and joint ventures	(4,645,225)
Amount payable to holding company	(110,292,078)
Bank borrowings	(72,774,151)
Tax	(1,035,506)
Deferred tax	(255,000)
Hire purchase and lease payables	(1,246,616)
Long term borrowings	(11,061,043)
Minority interest	(4,067,386)
Increase in Group net assets	3,563,466

26 CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the cash flow statement comprise the following :-

	Group 2002 RM	Company 2002 RM	2001 RM
Cash and bank balances	3,203,649	2	2
Bank overdrafts	(2,509,550)	0	0
	694,099	2	2



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

27 NON CASH TRANSACTIONS

The principal non cash transactions during the financial year are the transactions disclosed in Note 30 to the financial statements.

28 SIGNIFICANT RELATED PARTY DISCLOSURES

There are no other significant related party disclosures, other than those disclosed elsewhere in the financial statements.

29 SEGMENT REPORTING

Analysis by business segment

2002	Pharmaceutical RM	Investment and hotels RM	Property investment, development & construction RM	Others RM	Group RM
Revenue :					
Segment revenue	0	0	0	0	0
Loss before tax :					
Segment results	0	(94,651)	0	0	(94,651)
Assets employed :					
Segment assets	37,156,114	27,161	86,530,778	37,286,942	161,000,995
Associates	0	155,886,036	462,813,598	0	618,699,634
Joint ventures	0	0	60,225,411	0	60,225,411
	<u>37,156,114</u>	<u>155,913,197</u>	<u>609,569,787</u>	<u>37,286,942</u>	<u>839,926,040</u>

Analysis by geographical location

2002	Revenue RM	Loss before tax RM	Total assets employed RM
Malaysia	0	(94,651)	727,213,460
People's Republic of China	0	0	112,657,091
Others	0	0	55,489
	<u>0</u>	<u>(94,651)</u>	<u>839,926,040</u>



NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2002

30 MERGER OF TAN & TAN AND IGB

On 25 July 2000, the Company, Tan & Tan and IGB signed a Merger Agreement to merge the property related businesses of both IGB and Tan & Tan.

All approvals have been obtained from the relevant regulatory authorities and shareholders of IGB and Tan & Tan. A Court Order was obtained on 29 January 2002 from the High Court of Malaya sanctioning the scheme of arrangement under Section 176 of the Companies Act and was filed with the Registrar of Companies on 31 January 2002. Consequently, the Merger involving the following transactions which occurs simultaneously, became effective on that date :

- a) The acquisition of the entire equity interest in Tan & Tan comprising 320,632,828 ordinary shares of RM1 each in Tan & Tan ("Tan & Tan shares") for a total purchase consideration of RM1,153,111,781, satisfied by the issuance of 320,632,828 new ordinary shares of RM1 each in the Company.
- b) The distribution of Tan & Tan's entire shareholding in the subsidiary companies, associated companies and joint ventures, as disclosed in Notes 7,8 and 9 to the financial statements, to the Company by the cancellation of Tan & Tan's share premium account of RM341,301,231 and the reduction of Tan & Tan issued and paid-up capital by RM100,514,555 comprising 100,514,555 Tan & Tan shares.
- c) The disposal by the Company of its entire equity interest in Tan & Tan, subsequent to the capital repayment mentioned in paragraph (b) above, comprising 220,118,273 Tan & Tan Shares to IGB for a disposal consideration of RM644,816,121 to be satisfied by RM50 million in cash, the issuance of 166,548,514 new IGB ordinary shares at RM0.50 each ("IGB shares") at an issue price of RM2.50 per share and 178,444,836 Irredeemable Convertible Preference Shares ("ICPS") at par.
- d) The distribution of 160,316,415 IGB shares and 160,316,415 ICPS to the entitled shareholders of the Company by the reduction of the share premium account of the Company by RM444,480,952.

Pursuant to the completion of the Merger, the entire issued and paid up share capital of Gold IS Bhd comprising RM320,632,830 ordinary shares of RM1 each was admitted to the Main Board of the Kuala Lumpur Stock Exchange on 8 May 2002 in place of Tan & Tan.

31 COMPARATIVES

The comparatives balances for the Group financial statements are not available as the Group only existed on 31 January 2002 pursuant to the transactions disclosed in Note 30 to the financial statements.



STATEMENT BY DIRECTORS

pursuant to Section 169(15) Of the Companies Act, 1965

We, Tan Lei Cheng and Tan Boon Lee, two of the Directors of Gold IS Berhad, state that, in the opinion of the Directors, the financial statements set out on pages 29 to 51 are drawn up so as to exhibit a true and fair view of the state of affairs of the Group and of the Company as at 31 January 2002 and of the results and cash flows of the Group and Company for the financial year ended on that date in accordance with the applicable approved accounting standards in Malaysia and the provisions of Companies Act, 1965.

In accordance with a resolution of the Board of Directors dated 31 May 2002.

TAN LEI CHENG

Director

TAN BOON LEE

Director



STATUTORY DECLARATION
pursuant to Section 169(16) Of the Companies Act, 1965

I, Chai Lai Sim, the officer primarily responsible for the financial management of Gold IS Berhad, do solemnly and sincerely declare that the financial statements set out on pages 29 to 51 are, in my opinion, correct, and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

CHAI LAI SIM

Subscribed and solemnly declared by the abovenamed Chai Lai Sim at Kuala Lumpur on 31 May 2002,
before me.

KOK YOON WAH
Commissioner for Oaths
Kuala Lumpur



REPORT OF THE AUDITORS

to the members of GOLD IS BERHAD

We have audited the financial statements set out on pages 29 to 51. These financial statements are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion:-

- (a) the financial statements have been prepared in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia so as to give a true and fair view of :
 - (i) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements; and
 - (ii) the state of affairs of the Group and Company as at 31 January 2002 and of the results and cash flows of the Group and Company for the financial year ended on that date;

and

- (b) the accounting and other records and the registers required by the Act to be kept by the Company and by the subsidiary companies of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

The names of the subsidiary companies of which we have not acted as auditors are indicated in note 7 to the financial statements. We have considered the financial statements of these subsidiary companies and the auditors' reports thereon.

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



REPORT OF THE AUDITORS
to the members of GOLD IS BERHAD

The auditors' reports on the financial statements of the subsidiary companies were not subject to any qualification and did not include any comment made under subsection (3) of section 174 of the Act.

PRICEWATERHOUSECOOPERS

[AF: 1146]

Chartered Accountants

SHIRLEY GOH

[1778/8/02(I)]

Partner

31 May 2002



LIST OF PROPERTIES

as at 31 January 2002

<u>Location</u>	<u>Tenure</u>	<u>Land Area</u>	<u>Description</u>	<u>Age of Building</u>	<u>Net Book Value RM'000</u>	<u>%Owned by the Group</u>
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PROPERTIES HELD BY THE COMPANY AND ITS SUBSIDIARIES

Commercial Properties

199 Jalan Tun Razak Kuala Lumpur	Freehold	1.95 acres	Approved commercial land for development of a 40 storey office building	0	36,452	100
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OVERSEAS PROPERTIES

China

Jili Plaza & Hotel, Beijing	50 years	1.63 acres	An integrated 12-storey development comprising 60 storey podium containing speciality shops and a 185 rooms hotel with related facilities situated from level 7 to 12	3 yrs	120,605	50
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ANALYSIS OF SHAREHOLDINGS AS AT 11 JUNE 2002

SHARE CAPITAL

Authorised Share Capital	:	RM1,000,000,000
Issued and Paid-Up Capital	:	RM320,632,830
Type of Shares	:	Ordinary shares of RM1.00 each

DISTRIBUTION OF SHAREHOLDINGS

Range of Shareholdings	Number of Shareholders	Number of Shares	Percentage of Issued Capital
Less than 1,000	12	4,303	0.00
1,001 to 10,000	5,993	14,953,273	4.66
10,001 to 100,000	372	10,175,026	3.17
100,001 to less than 5% of issued shares	97	142,561,715	44.47
5% and above of issued shares	5	152,938,513	47.70
Total	6,479	320,632,830	100.00

THIRTY LARGEST SHAREHOLDERS

NAME	NUMBER OF SHARES	PERCENTAGE OF ISSUED CAPITAL
1 PERMODALAN NASIONAL BERHAD	41,929,000	13.08
2 UOBM NOMINEES (ASING) SDN BHD UNITED OVERSEAS BANK NOMINEES (H.K.) LIMITED FOR HK 28 LIMITED	41,040,910	12.80
3 WAH SEONG (MALAYA) TRADING CO SDN BHD	25,786,456	8.04
4 TAN KIM YEOW SENDIRIAN BERHAD	24,414,208	7.61
5 TAN CHIN NAM SDN BHD	19,767,939	6.17
6 HSBC NOMINEES (ASING) SDN BHD HRBS SG FOR KENDERLAY LTD	12,000,000	3.74
7 RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAN CHIN NAM SDN BHD (681046)	12,000,000	3.74



ANALYSIS OF SHAREHOLDINGS AS AT 11 JUNE 2002

NAME	NUMBER OF SHARES CAPITAL	PERCENTAGE OF ISSUED
8 TAN CHIN NAM SDN BHD	10,800,000	3.37
9 BIOYIELD TRADING LIMITED	7,976,000	2.49
10 WAH SEONG ENTERPRISES SDN BHD	5,647,071	1.76
11 EMPLOYEES PROVIDENT FUND BOARD	5,519,000	1.72
12 ARAB-MALAYSIAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WAH SEONG (M) TRADING CO SDN BHD	5,500,000	1.72
13 BBL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR DATO TAN CHIN NAM (100171)	5,470,377	1.71
14 MAYBAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAN CHIN NAM SDN BHD (514525100840)	5,000,000	1.56
15 MAYBAN NOMINEES (ASING) SDN BHD DBS BANK FOR TIMBARRA SERVICES LIMITED (200894)	4,153,000	1.30
16 HSBC NOMINEES (TEMPATAN) SDN BHD HSBC (MALAYSIA) TRUSTEE BERHAD FOR AMANAH SAHAM SARAWAK	3,593,000	1.12
17 MALAYSIAN NATIONAL REINSURANCE BERHAD	3,264,000	1.02
18 LEMBAGA TABUNG ANGKATAN TENTERA	3,231,000	1.01
19 TAN CHIN NAM	2,628,000	0.82
20 KE-ZAN NOMINEES (ASING) SDN BHD KIM ENG ONG ASIA SECURITIES PTE LTD FOR BIOYIELD TRADING LIMITED	2,535,000	0.79
21 TENTANG EMAS SDN BHD	2,447,000	0.76
22 SCANSTELL SDN BHD	2,328,000	0.73
23 BBL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAN CHIN NAM SDN BHD (106021)	2,300,000	0.72
24 SPI PTE LTD	2,001,000	0.62
25 BBL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WAH SEONG (M) TRADING CO SDN BHD	2,000,000	0.62
26 DASAR MUTIARA (M) SDN BHD	1,931,586	0.60



ANALYSIS OF SHAREHOLDINGS AS AT 11 JUNE 2002

NAME	NUMBER OF SHARES CAPITAL	PERCENTAGE OF ISSUED
27 WAH SEONG ENTERPRISES SDN BHD	1,903,000	0.59
28 MAYBAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WAH SEONG (MALAYA) TRADING CO SDN BHD	1,800,000	0.56
29 TAN BOON LEE	1,548,657	0.48
30 TAN LEI CHENG	1,505,907	0.47
TOTAL	262,020,111	81.72

SUBSTANTIAL SHAREHOLDERS

(excluding bare trustees)

NUMBER OF SHARES HELD

	<u>Direct</u>	<u>%</u>	<u>Indirect</u>	<u>%</u>
Dato' Tan Chin Nam	8,098,377	2.53	100,482,466	31.34
Tan Chin Nam Sdn Bhd	50,000,939	15.59	50,481,527	15.74
Tan Kim Yeow Sdn Bhd	25,388,208	7.92	48,153,527	15.02
Wah Seong (M) Trading Co. Sdn Bhd	35,836,456	11.18	12,317,071	3.84
HK 28 Limited	41,040,910	12.80	-	-
Permodalan Nasional Berhad	41,929,000	13.08	-	-
Robert Tan Chung Meng	745,787	0.23	73,541,735	22.94
Tony Tan Choon Keat	-	-	73,541,735	22.94
Pauline Tan Suat Ming	120,833	0.04	73,541,735	22.94
Lee Hing Development Limited	-	-	41,040,910	12.80
Parkway Holdings Limited	-	-	41,040,910	12.80
Yayasan Pelaburan Bumiputra	-	-	41,929,000	13.08

DIRECTORS' SHAREHOLDINGS

	<u>Direct</u>	<u>%</u>	<u>Indirect</u>	<u>%</u>
Tan Lei Cheng	1,505,907	0.47	1,931,586	0.60
Pauline Tan Suat Ming	120,833	0.04	73,541,735	22.94
Tan Boon Lee	1,548,657	0.48	-	-
Tan Kim Leong	-	-	-	-
Osman bin Hj. Ismail	-	-	-	-
Tan Kee Keat	-	-	-	-

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Gold IS Berhad

(515802-U)

FORM OF PROXY

No. of ordinary shares held

I/We

of

being a member(s) of Gold IS Berhad, hereby appoint

.....of.....

or failing him, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Second Annual General Meeting of the Company to be held on Tuesday, 30 July 2002 at 10.00 a.m. and at any adjournment thereof. My/our proxy is to vote as indicated below :

No.	Resolutions	For	Against
1.	Adoption of Financial Statements and Reports		
2.	Re-election of Mr Tan Kim Leong		
3.	Re-election of Ms Tan Pauline Tan Suat Ming		
4.	Re-election of Encik Osman bin Hj Ismail		
5.	Re-election of Mr Tan Boon Lee		
6.	Re-election of Mr Tan Kee Keat		
7.	Re-Appointment of auditors		
8.	Authorisation to issue shares		

Please indicate with an "X" in the space provided how you wish your vote to be cast. In the absence of specific directions, your Proxy will vote or abstain as he thinks fit.

Signature _____ Date _____

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. The Form of Proxy must be signed by the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
3. A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where two proxies are appointed, the proportions to be represented by each proxy must be specified in order for the appointment to be valid. Pursuant to paragraph 7.22 of the Listing Requirements of the Kuala Lumpur Stock Exchange, where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two proxies in respect of each securities account it holds with ordinary shares of the company standing to the credit of the said securities account
4. If there is no indication as to how you wish your vote to be cast, the proxy will vote or abstain from voting at his discretion.
5. All Forms of Proxy must be duly executed and deposited at the Registered Office of the Company at Penthouse, Menara Tan & Tan, 207 Jalan Tun Razak, 50400 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

AFFIX
STAMP

The Company Secretary

GOLD IS BERHAD (515802-U)

Penthouse, Menara Tan & Tan
207 Jalan Tun Razak
50400 Kuala Lumpur
MALAYSIA



A Step Ahead, Always



GOLD IS BERHAD
(515802-U)

Penthouse, Menara Tan & Tan
207 Jalan Tun Razak
50400 Kuala Lumpur
MALAYSIA