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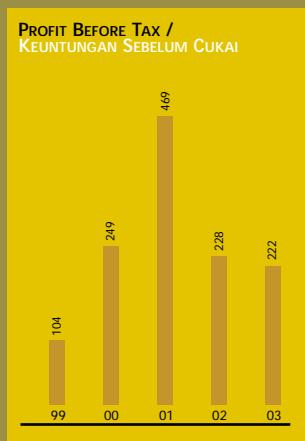
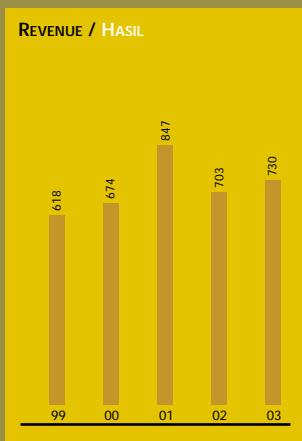
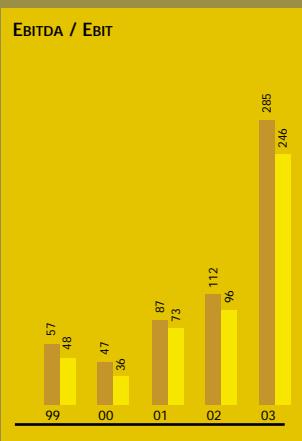
MALAYSIA MINING CORPORATION BERHAD 30245-H
Incorporated in Malaysia / Diperbadankan di Malaysia

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FINANCIAL HIGHLIGHTS

[maklumat penting kewangan]



[penyata wawasan]

VISION STATEMENT

To be **recognised** as a **premier**
Infrastructure, Utilities & Engineering Group

Diiktiraf sebagai Kumpulan Infrastruktur, Utiliti dan Kejuruteraan yang unggul



STRATEGIC OBJECTIVES [objektif strategik]

Maximise shareholder value

Memaksimumkan nilai pemegang saham

Practise good corporate governance and uphold ethics and values

Mengamalkan tadbir urus korporat yang baik serta berpegang teguh kepada etika dan nilai

1

Exceed customer expectations and gain customers' and partners' respect and loyalty

Melepas jangkaan pelanggan dan meraih penghormatan dan kesetiaan pelanggan serta rakan kongsi

Strengthen MMC into an innovative and dynamic group

Mengukuhkan MMC menjadi kumpulan yang inovatif dan dinamik

Be the preferred employer providing challenging career opportunities

Menjadi majikan terpilih yang menawarkan peluang karier yang mencabar

1

MALAYSIA MINING CORPORATION BERHAD

| | 2003 | 2002 | 2001 | 2000 | 1999 |
|--|---------|---------|---------|---------|---------|
| Profit before tax Keuntungan sebelum cukai | 222.2 | 228.8 | 469.1 | 249.3 | 104.2 |
| Profit after tax and minority interest Keuntungan selepas cukai dan kepentingan minoriti | 110.9 | 165.4 | 400.0 | 104.5 | 5.8 |
| Profit attributable to shareholders Keuntungan yang boleh diagihkan kepada pemegang saham | 110.9 | 165.4 | 400.0 | 104.5 | 5.8 |
| Gross assets / Aset kasar | 6,999.6 | 2,977.8 | 3,438.0 | 2,600.8 | 2,555.8 |
| Shareholders' funds / Dana pemegang saham | 2,993.3 | 2,043.4 | 1,904.2 | 1,579.7 | 1,514.2 |
| Market value of quoted investments Nilai pasaran pelaburan disebut harga | 1,761.1 | 1,676.2 | 1,593.1 | 1,503.3 | 1,757.7 |
| Pre-tax return on shareholders' funds (%) Pulangan sebelum cukai daripada dana pemegang saham (%) | 7.4 | 11.2 | 24.6 | 15.8 | 6.9 |
| Earnings per share (sen) / Pendapatan sesaham (sen) | 12.9 | 19.8 | 47.8 | 12.5 | 0.7 |
| Net dividend per share (sen) / Dividen bersih sesaham (sen) | 5.0 | 5.0 | 7.0 | 6.0 | 4.0 |
| Net asset per share (sen) / Aset bersih sesaham (sen) | 348.0 | 244.0 | 228.0 | 189.0 | 181.0 |

(RM in millions / RM dalam juta)

BOARD OF DIRECTORS
LEMBAGA PENGARAH

- Dato' Syed Abdul Jabbar Shahabudin
- Dato' Ismail Shahudin
- Tan Sri Dato' Thong Yaw Hong
- Tan Sri Dato' Dr. Abdul Khalid bin Sahan
- Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob
- Dato' Hilmi bin Mohd. Noor
- Dato' Abdullah bin Mohd. Yusof
- Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Laidin
- Encik Halim bin Haji Din
- Datuk Mohd. Sidik bin Shaik Osman

**CORPORATE
INFORMATION**
[maklumat korporat]

Secretaries
Setiausaha-Setiausaha

Elina Mohamed
Muhammad Firdaus Abdullah

Registered Office
Pejabat Berdaftar
10th Floor, Block B
Wisma Semantan, No. 12
Jalan Gelenggang, Bukit Damansara

50490 Kuala Lumpur
Tel: +603 2092 5588
Facsimile: +603 2093 9917
E-mail: cosec@mmc.com.my
Website: www.mmc.com.my

Share Registrar
Pendaftar Saham

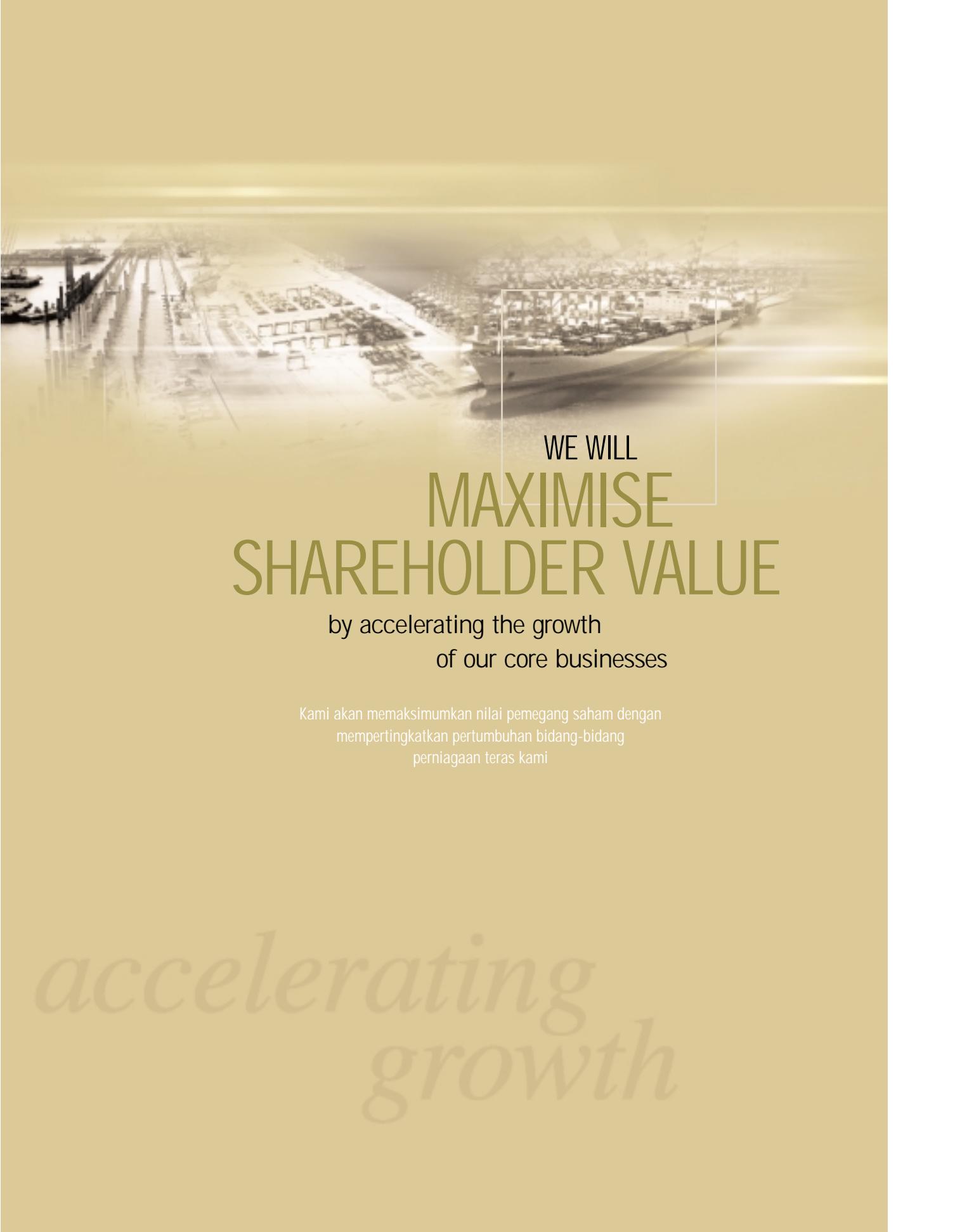
Pernas Charter Management
Sdn Bhd
10th Floor, Block B
Wisma Semantan
No. 12, Jalan Gelenggang
Bukit Damansara
50490 Kuala Lumpur

Auditors
Juruaudit
PricewaterhouseCoopers
Chartered Accountants
Akauntan Bertauliah

Principal Banker
Bank Utama

Bumiputra-Commerce Bank Berhad

Stock Exchange Listing
Penyenaraian Bursa Saham
Main Board
Kuala Lumpur Stock Exchange
Papan Utama
Bursa Saham Kuala Lumpur



WE WILL
MAXIMISE
SHAREHOLDER VALUE

by accelerating the growth
of our core businesses

Kami akan memaksimumkan nilai pemegang saham dengan
mempertingkatkan pertumbuhan bidang-bidang
perniagaan teras kami

*accelerating
growth*

[profil lembaga pengarah]

PROFILE OF DIRECTORS



1. Dato' Syed Abdul Jabbar Shahabudin

A former Executive Chairman of the Malaysia Monetary Exchange from 1996 to 1998, Commodity and Monetary Exchange of Malaysia from 1998 to June 2000 and Chief Executive Officer of the Kuala Lumpur Commodity Exchange from 1980 to 1996, Dato' Syed Abdul Jabbar Shahabudin, 64, was appointed as non-independent, non-executive Chairman of the Company on 7 July 2000. Dato' Syed Abdul Jabbar Shahabudin is also the Chairman of the Nomination, Remuneration and Executive Committees of the Board.

Dato' Syed Abdul Jabbar Shahabudin is a Malaysian citizen and holds a Bachelor of Economics degree and a Master of Science degree in Marketing.

Dato' Syed Abdul Jabbar Shahabudin is also a Board member of Star Publications Berhad and Malaysia Smelting Corporation Berhad.

Dato' Syed Abdul Jabbar Shahabudin, 64 tahun, yang dilantik sebagai Pengerusi bukan bebas, bukan eksekutif Syarikat pada 7 Julai 2000 adalah bekas Pengerusi Eksekutif Bursa Kewangan Malaysia dari tahun 1996 hingga 1998, Bursa

Komoditi dan Kewangan Malaysia dari tahun 1998 hingga Jun 2000 dan Ketua Pegawai Eksekutif Bursa Komoditi Kuala Lumpur dari tahun 1980 hingga 1996. Dato' Syed Abdul Jabbar Shahabudin juga merupakan Pengerusi Jawatankuasa Pencalonan, Imbuhan dan Eksekutif Lembaga Pengarah.

Dato' Syed Abdul Jabbar Shahabudin adalah warganegara Malaysia dan berkelulusan ijazah Sarjana Muda Ekonomi dan ijazah Sarjana Sains dalam jurusan Pemasaran.

Dato' Syed Abdul Jabbar Shahabudin juga adalah seorang ahli Lembaga Pengarah Star Publications Berhad dan Malaysia Smelting Corporation Berhad.

2. Dato' Ismail Shahudin

Dato' Ismail Shahudin, 52, a Malaysian, was appointed Group Chief Executive of Malaysia Mining Corporation Berhad on 1 August 2002 and is a member of the Executive Committee of the Board. He holds a Bachelor of Economics (Hons.) degree from University of Malaya, Malaysia, majoring in Business Administration. Upon his graduation in 1974, he joined ESSO Malaysia Berhad and served for five (5) years within its Finance Division.



Thereafter, he joined Citibank Malaysia in 1979 and served at the Bank's HQ in New York in 1984 as part of the team in the Asia Pacific Division. Upon his return to Malaysia in 1986, he was promoted to the position of Vice President & Group Head of Public Sector and Financial Institutions Group in Citibank Malaysia. In 1988 he served United Asian Bank Berhad (UAB) as its Deputy General Manager until 1992 when UAB was taken over by Bank of Commerce. Subsequently, he joined Maybank as its General Manager, Corporate Banking Division. In September 1997, he was appointed as the Executive Director of Maybank. He left Maybank in July 2002 to assume his current post as Group Chief Executive.

Dato' Ismail also sits on the Boards of MMC Engineering Group Berhad, Berjuntai Tin Dredging Berhad, Kramat Tin Dredging Berhad, Malaysia Smelting Corporation Berhad and Malakoff Berhad.

Dato' Ismail Shahudin, 52 tahun dan seorang warganegara Malaysia, telah dilantik sebagai Ketua Eksekutif Kumpulan Malaysia Mining Corporation Berhad pada 1 Ogos 2002 dan adalah seorang ahli Jawatankuasa Eksekutif

Lembaga Pengarah. Beliau berkelulusan ijazah Sarjana Muda Ekonomi (Kepujian) dari Universiti Malaya, Malaysia dengan pengkhususan dalam jurusan Pentadbiran Perniagaan. Selepas menamatkan pengajian pada tahun 1974, beliau menyertai ESSO Malaysia Berhad dan berkhidmat selama lima (5) tahun dalam Bahagian Kewangan. Selepas itu, beliau menyertai Citibank Malaysia pada tahun 1979 dan berkhidmat di ibu pejabat Bank di New York pada tahun 1984 sebagai sebahagian daripada pasukan bagi Bahagian Asia Pasifik. Selepas kembali ke Malaysia pada tahun 1986, beliau dinaikkan pangkat ke jawatan Naib Presiden dan Ketua Kumpulan Sektor Awam dan Kumpulan Institusi Kewangan di Citibank Malaysia. Pada tahun 1988 beliau berkhidmat dengan United Asian Bank Berhad (UAB) sebagai Timbalan Pengurus Besar hingga tahun 1992 apabila UAB diambil alih oleh Bank of Commerce. Selepas itu, beliau menyertai Maybank sebagai Pengurus Besar, Bahagian Perbankan Korporat. Pada bulan September 1997, beliau dilantik sebagai Pengarah Eksekutif Maybank. Beliau meninggalkan Maybank pada bulan Julai 2002 untuk memegang jawatan kini sebagai Ketua Eksekutif Kumpulan.

Dato' Ismail juga menganggotai Lembaga Pengarah MMC Engineering Group Berhad, Berjuntai Tin Dredging Berhad, Kramat Tin Dredging Berhad, Malaysia Smelting Corporation Berhad dan Malakoff Berhad.

3. Tan Sri Dato' Thong Yaw Hong

A former Secretary General of the Ministry of Finance and Director General of the Economic Planning Unit, Prime Minister's Department, Tan Sri Dato' Thong Yaw Hong, 73, joined the Board on 27 October 1986 and is an independent, non-executive Director. He is also a member of the Audit, Nomination and Remuneration Committees and the Senior Independent Director of the Board.

Tan Sri Dato' Thong Yaw Hong is currently the Co-Chairman of Public Bank Berhad and the Public Bank Group of companies. He is also a Board member of Batu Kawan Berhad, Berjaya Land Berhad, Gleannealy Plantations (M) Berhad, Kuala Lumpur Kepong Berhad, Public Finance Berhad, Malaysia Airports Holdings Berhad, HHB Holdings Berhad and Berjaya Sports Toto Berhad.

Tan Sri Dato' Thong Yaw Hong is a Malaysian citizen and holds a Bachelor of Arts (Hons) degree in Economics (Universiti Malaya), MPA Specialising in Development Planning and Public Administration (Harvard University) and attended the Advanced Management Programme (Harvard University). He is also a member of the Institute of Bankers (Malaysia).

Tan Sri Dato' Thong Yaw Hong, 73 tahun, bekas Ketua Setiausaha Kementerian Kewangan dan Ketua

Pengarah Unit Perancang Ekonomi, Jabatan Perdana Menteri, telah menyertai Lembaga Pengarah pada 27 Oktober 1986 dan adalah Pengarah bebas, bukan eksekutif. Beliau juga merupakan ahli Jawatankuasa Audit, Pencalonan dan Imbuhan dan adalah Pengarah Bebas Kanan Lembaga Pengarah.

Tan Sri Dato' Thong Yaw Hong adalah Pengerusi Bersama Public Bank Berhad dan syarikat-syarikat dalam Kumpulan Public Bank. Beliau turut menganggotai Lembaga Pengarah Batu Kawan Berhad, Berjaya Land Berhad, Gleannealy Plantations (M) Berhad, Kuala Lumpur Kepong Berhad, Public Finance Berhad, Malaysia Airports Holdings Berhad, HHB Holdings Berhad dan Berjaya Sports Toto Berhad.

Tan Sri Dato' Thong Yaw Hong adalah seorang warganegara Malaysia dan berkelulusan ijazah Sarjana Muda Sastera (Kepujian) dalam jurusan Ekonomi (Universiti Malaya), MPA dengan Penghusus dalam Perancangan Pembangunan dan Pentadbiran Awam (Harvard University) dan telah mengikuti Program Pengurusan Lanjutan (Harvard University). Beliau juga adalah ahli Institut Bank-Bank Malaysia.

4. Tan Sri Dato' Dr. Abdul Khalid bin Sahan

A former Director General of Health Malaysia, Tan Sri Dato' Dr. Abdul Khalid Sahan, 69, joined the Board on 10 March 1989 and is a non-independent, non-executive Director. He is also a member of the Executive Committee of the Board.

Tan Sri Dato' Dr. Abdul Khalid Sahan is currently the Chairman of Tronoh Mines Malaysia Berhad and Rating Agency Malaysia Berhad. He is also a Board member of Daibochi Plastic & Packaging Industry Berhad and Kejora Harta Berhad.

Tan Sri Dato' Dr. Abdul Khalid Sahan is a Malaysian citizen and holds M.B.B.S. (Malaya), D.P.H. (London) and D.I.H. (England). He is also a member of the Malaysian Medical Association.

Tan Sri Dato' Dr. Abdul Khalid Sahan, 69 tahun, bekas Ketua Pengarah Kementerian Kesihatan, telah menyertai Lembaga Pengarah pada 10 Mac 1989 dan merupakan seorang Pengarah bukan bebas, bukan eksekutif. Beliau juga merupakan ahli Jawatankuasa Eksekutif Lembaga Pengarah.

Tan Sri Dato' Dr. Abdul Khalid Sahan adalah Pengerusi Tronoh Mines Malaysia Berhad dan Rating Agency Malaysia Berhad. Beliau juga merupakan ahli Lembaga Pengarah Daibochi Plastic & Packaging Industry Berhad dan Kejora Harta Berhad.

Tan Sri Dato' Dr. Abdul Khalid Sahan adalah seorang warganegara Malaysia dan berkelulusan M.B.B.S. (Malaya), D.P.H. (London) dan D.I.H. (England). Beliau juga adalah ahli Persatuan Perubatan Malaysia.

5. Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob

Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob, a Malaysian aged 62, was appointed to the Board on 26 August 1999 as a non-independent, non-executive Director.

Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob holds a Diploma in Civil & Structural Engineering from Brighton College of Technology United Kingdom. He is a Fellow of I.C.E, Fellow of CIOB, IEM and also Academys Sciences of Malaysia.

He has had a distinguished career with the Government of Malaysia primarily in the field of civil engineering. He had served in the Public Works Department since 1964 and became its Director General from 1990 until his retirement in 1996.

In recognition of his contributions to the engineering industry, he was conferred an Honanary Doctorate in Engineering by the University of Birmingham, United Kingdom in 1993. He received The Institution of Engineers, Malaysia (IEM) Award in 1994 for his contributions and role in the nation's infrastructural development.

Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman is the Chairman of IJM Corporation Berhad, Lysaght Galvanized Steel Berhad and Lingkaran Trans Kota Holdings Berhad. He also holds directorships in Malaysian Industrial Development Finance Berhad, Powertek Berhad, Sime UEP Properties Berhad, Saujana Consolidated Berhad and NCB Holdings Berhad.

Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob, 62 tahun dan seorang warganegara Malaysia, telah dilantik menganggotai Lembaga Pengarah sebagai Pengarah bukan bebas, bukan eksekutif pada 26 Ogos 1999.

Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman berkelulusan Diploma Kejuruteraan Awam dan Struktur dari

Brighton College of Technology United Kingdom. Beliau merupakan seorang Fellow I.C.E., I.H.T, CIOB, IEM dan juga Akademi Sains Malaysia.

Beliau telahpun mempunyai kerjaya yang cemerlang dengan Kerajaan Malaysia terutamanya dalam bidang kejuruteraan awam. Perkhidmatan beliau dengan Jabatan Kerja Raya bermula sejak 1964 dan beliau telah memegang jawatan sebagai Ketua Pengarahnya dari tahun 1990 sehingga persaraan beliau pada tahun 1996.

Sebagai penghargaan terhadap sumbangan beliau kepada industri kejuruteraan, beliau telah dikurniakan Anugerah Kehormat Kejuruteraan oleh University of Birmingham, United Kingdom pada tahun 1993. Beliau juga telah menerima Anugerah Institut Kejuruteraan, Malaysia (IEM) pada tahun 1994 kerana sumbangan dan perannnya dalam pembangunan infrastruktur negara.

Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman adalah Pengerusi IJM Corporation Berhad, Lysaght Galvanized Steel Berhad and Lingkaran Trans Kota Holdings Berhad. Beliau juga memegang jawatan sebagai pengarah bagi Malaysian Industrial Development Finance Berhad, Powertek Berhad, Sime UEP Properties Berhad, Saujana Consolidated Berhad and NCB Holdings Berhad.

6. Dato' Hilmi bin Mohd. Noor

A former Secretary General of the Ministry of Energy & Multimedia, Dato' Hilmi bin Mohd. Noor, 61, joined the Board on 10 October 2000 as a non-independent, non-executive Director. Dato' Hilmi is also a

member of the Remuneration and Executive Committees of the Board.

Dato' Hilmi is the Chairman of Kramat Tin Dredging Berhad and is also a Board member of CN Asia Berhad, Johor Port Berhad and Crimson Land Berhad.

Dato' Hilmi is a Malaysian citizen and holds a Masters degree in Business Administration from Marshall University, U.S.A. and is a member of the Chartered Institute of Purchasing and Supply.

Dato' Hilmi bin Mohd. Noor, 61 tahun, bekas Ketua Setiausaha Kementerian Tenaga & Multimedia, telah menyertai Lembaga Pengarah pada 10 Oktober 2000 dan merupakan seorang Pengarah bukan bebas, bukan eksekutif. Dato' Hilmi juga merupakan seorang ahli Jawatankuasa Imbuhan dan Eksekutif Lembaga Pengarah.

Dato' Hilmi adalah Pengerusi Kramat Tin Dredging Berhad dan juga merupakan seorang ahli Lembaga Pengarah CN Asia Berhad, Johor Port Berhad and Crimson Land Berhad.

Dato' Hilmi adalah seorang warganegara Malaysia dan berkelulusan ijazah Sarjana Pentadbiran Perniagaan dari Marshall University, Amerika Syarikat dan ahli Chartered Institute of Purchasing and Supply.

7. Dato' Abdullah bin Mohd. Yusof

A partner in the legal firm of Abdullah & Zainuddin, Dato' Abdullah bin Mohd. Yusof, 64, joined the Board as an independent, non-executive Director on 31 October 2001. Dato' Abdullah is also a

member of the Audit and Nomination Committees of the Board.

Dato' Abdullah is currently the Chairman of Jaya Jusco Berhad and United Malayan Land Berhad.

He is also a Board member of Sistem Televisyen (M) Berhad, Pernas International Holdings Berhad, MMC Engineering Group Berhad and Tronoh Mines Malaysia Berhad.

Dato' Abdullah bin Mohd. Yusof is a Malaysian citizen and holds a LLB (Honours) degree from the University of Singapore.

Dato' Abdullah bin Mohd. Yusof, 64 tahun, seorang rakan kongsi dalam firma guaman Abdullah & Zainuddin, telah menyertai Lembaga Pengarah sebagai Pengarah bebas, bukan eksekutif pada 31 Oktober 2001. Dato' Abdullah juga merupakan ahli jawatankuasa Audit dan Pencalonan Lembaga Pengarah.

Dato' Abdullah adalah Pengerusi Jaya Jusco Berhad dan United Malayan Land Berhad.

Beliau juga merupakan ahli Lembaga Pengarah Sistem Televisyen (M) Berhad, Pernas International Holdings Berhad, MMC Engineering Group Berhad dan Tronoh Mines Malaysia Berhad.

Dato' Abdullah bin Mohd. Yusof adalah seorang warganegara Malaysia dan berkelulusan LLB (Kepujian) dari University of Singapore.

8. Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Ladin

Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Ladin, aged 60, was appointed a non-independent, non-executive Director on 1 August 2002.

Datuk Ir. (Dr.) Haji Ahmad Zaidee is a Malaysian citizen and holds a Diploma (Professional) in Electrical Engineering from Brighton College of Technology (now known as University of Brighton), United Kingdom and a Master of Science degree in Technological Economics from University of Stirling, Scotland. He was made a Doctor of University by University of Stirling, Scotland and conferred an Honorary Doctor of Technology by Oxford Brookes University, United Kingdom, an Honorary Doctor of Letters by Manchester Metropolitan University, United Kingdom, and an Honorary Professorship by Napier University, United Kingdom. He is a Fellow of the Institute of Engineers, Malaysia.

Datuk Ir. (Dr.) Haji Ahmad Zaidee joined the National Electricity Board (NEB) [now known as Tenaga Nasional Berhad (TNB)] as Distribution Engineer in 1967, after serving an apprenticeship at General Electric Company and North-Western Electricity Board, United Kingdom. From 1973 to 1978, he served as in-house Consultant, before being appointed Deputy Director and subsequently, Director of NEB Training Centre. The following year, he was appointed Corporate Organisational and Manpower Planner, and in 1998, Director of Management Services and Development. From 1990 to 1993, he served as Deputy General Manager Corporate Services (Management Development Services). In 1994, he was made a Director of Institut Teknologi Mara (ITM) (now known as Universiti Teknologi MARA or UiTM), and two years later, became the first Rector of ITM. Subsequently in 1999, he was appointed the first Vice-Chancellor of UiTM.

Datuk Ir. (Dr.) Haji Ahmad Zaidee is the Chairman of SIRIM Berhad and MMC Engineering Group Berhad and a Board member of Edaran Otomobil Nasional Berhad.

Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Ladin, 60 tahun, telah dilantik sebagai Pengarah bukan bebas, bukan eksekutif pada 1 Ogos 2002.

Datuk Ir. (Dr.) Haji Ahmad Zaidee adalah seorang warganegara Malaysia dan berkelulusan Diploma (Profesional) dalam jurusan Kejuruteraan Elektrik dari Brighton College of Technology (kini dikenali sebagai University of Brighton), United Kingdom dan ijazah Sarjana Sains dalam jurusan Ekonomi Teknologi dari University of Stirling, Scotland. Beliau telah dilantik menjadi Doktor Universiti oleh University of Stirling, Scotland dan dikurniakan anugerah Doktor Kehormat Teknologi oleh Oxford Brookes University, United Kingdom, Doktor Kehormat Persuratan oleh Manchester Metropolitan University, United Kingdom, dan Profesor Kehormat oleh Napier University, United Kingdom. Beliau adalah seorang Fellow Institut Jurutera Malaysia.

Datuk Ir. (Dr.) Haji Ahmad Zaidee menyertai Lembaga Letrik Negara (LLN) [kini dikenali sebagai Tenaga Nasional Berhad (TNB)] sebagai Jurutera Pembahagian pada tahun 1967, selepas menjalani latihan perantisan di General Electric Company dan North-Western Electricity Board, United Kingdom. Dari tahun 1973 hingga 1978, beliau berkhidmat sebagai Pakar Perunding Dalaman sebelum dilantik menjadi Pengarah Pusat Latihan LLN. Pada tahun berikutnya, beliau telah

dilantik sebagai Perancang Organisasi Korporat dan Sumber Manusia, dan pada tahun 1998 sebagai Pengarah Perkhidmatan Pengurusan dan Pembangunan. Dari tahun 1990 hingga 1993, beliau berkhidmat sebagai Timbalan Pengurus Besar Perkhidmatan Korporat (Perkhidmatan Pembangunan Pengurusan). Pada tahun 1994, beliau dilantik sebagai seorang Pengarah Institut Teknologi MARA (ITM) (kini dikenali sebagai Universiti Teknologi MARA atau UiTM), dan dua tahun kemudian menjadi Rektor pertama ITM. Seterusnya pada tahun 1999, beliau dilantik menjadi Naib Canselor UiTM yang pertama.

Datuk Ir. (Dr.) Haji Ahmad Zaidee adalah Pengerusi SIRIM Berhad dan MMC Engineering Group Berhad dan merupakan ahli Lembaga Pengarah Edaran Otomobil Nasional Berhad.

9. Encik Halim bin Haji Din

A former partner in charge of Management Consulting Division of Ernst & Young, Encik Halim bin Haji Din, 57, was appointed to the Board of the Company as an independent non-executive Director on 10 September 2002. He is also the Chairman of the Audit Committee of the Board.

Encik Halim is also a Board member of MMC Engineering Group Berhad, SCB Berhad, Kuala Sidim Berhad and Wah Seong Corporation Berhad.

Encik Halim is a Malaysian citizen and a member of the Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants.

Encik Halim bin Haji Din, 57 tahun, bekas rakan kongsi yang bertanggungjawab terhadap Bahagian Perunding Pengurusan Ernst & Young, telah dilantik menganggotai Lembaga Pengarah Syarikat sebagai Pengarah bebas, bukan eksekutif pada 10 September 2002. Beliau juga merupakan Pengerusi Jawatankuasa Audit Lembaga Pengarah.

Encik Halim juga adalah ahli Lembaga Pengarah MMC Engineering Group Berhad, SCB Berhad, Kuala Sidim Berhad dan Wah Seong Corporation Berhad. Encik Halim adalah seorang warganegara Malaysia dan ahli Institut Akauntan Awam Bertauliah Malaysia dan Institut Akauntan Malaysia.

Datuk Mohd. Sidik bin Shaik Osman, 54 tahun yang dilantik pada 23 Januari 2003 untuk menganggotai Lembaga Pengarah Syarikat sebagai Pengarah bukan bebas, bukan eksekutif adalah bekas Timbalan Ketua Pengarah di Jabatan Perdana Menteri dan adalah Ketua Pegawai Eksekutif Pelabuhan Tanjung Pelepas Sdn Bhd.

Datuk Mohd. Sidik juga adalah ahli Lembaga Pengarah Johor Port Berhad.

Datuk Mohd. Sidik adalah warganegara Malaysia dan berkelulusan ijazah Sarjana Sains (Maritim) dari World Maritime University, Sweden dan ijazah Sarjana Muda Sains (Kepujian) (Ekonomi) dari Universiti Sains Malaysia.

10. Datuk Mohd. Sidik bin Shaik Osman

A former Deputy Director General in the Prime Minister's Department and the current Chief Executive Officer of Pelabuhan Tanjung Pelepas Sdn Bhd, Datuk Mohd. Sidik bin Shaik Osman, 54, was appointed to the Board of the Company as a non-independent, non-executive Director on 23 January 2003.

Datuk Mohd. Sidik is also a Board member of Johor Port Berhad.

Datuk Mohd. Sidik is a Malaysian citizen and holds a Master of Science (Maritime) degree from World Maritime University, Sweden and a Bachelor of Science (Hons.) (Econs) degree from University of Science, Malaysia.

MANAGEMENT TEAM

[kumpulan pengurusan syarikat]



Seated from left / Duduk dari kiri: Elina Mohamed, Dato' Ismail Shahudin, Feizal Ali, Zafer Hashim
Standing from left / Berdiri dari kiri: Azlan Shahrim, Mabel Lee Khuan Eoi, Razman Radzi

Dato' Ismail Shahudin
Group Chief Executive
Ketua Eksekutif Kumpulan

Feizal Ali
Group Chief Financial Officer
Ketua Pegawai Kewangan Kumpulan

Elina Mohamed
Group Company Secretary/
Legal Adviser
Setiausaha Syarikat Kumpulan/
Penasihat Undang-Undang

Zafer Hashim
Group Internal Auditor
Juruaudit Dalaman Kumpulan

Mabel Lee Khuan Eoi
General Manager, Corporate Planning
Pengurus Besar, Perancangan Korporat

Azlan Shahrim
General Manager, Corporate
Communications & Investor Relations
Pengurus Besar, Komunikasi Korporat &
Perhubungan Pelabur

Razman Radzi
General Manager, Human Resources
Pengurus Besar, Sumber Manusia



WE WILL
**PRACTISE GOOD
CORPORATE GOVERNANCE**

and uphold ethics and values in building
a credible and trustworthy company

Kami akan mengamalkan tadbir urus korporat yang baik serta
berpegang teguh kepada etika dan nilai dalam
membangunkan sebuah syarikat yang mempunyai kredibiliti
dan boleh dipercaya

*accelerating
growth*



12

MALAYSIA MINING CORPORATION BERHAD

CHAIRMAN'S STATEMENT

[penyata pengurus]

TO OUR SHAREHOLDERS, CUSTOMERS AND EMPLOYEES...

A New MMC

We have undergone a metamorphosis and have emerged a more resilient and dynamic Malaysia Mining Corporation Berhad (MMC). All this is the result of the many initiatives we have undertaken these last few years to transform ourselves from a predominantly mining company into a premier infrastructure, utilities and engineering entity. Today, the revenue derived from the MMC Group's original mining businesses represents less than 1.0% of our total revenue.

13

MALAYSIA MINING CORPORATION BERHAD

KEPADА PEMEGANG SAHAM, PELANGGAN DAN KAKITANGAN SEKALIAN...

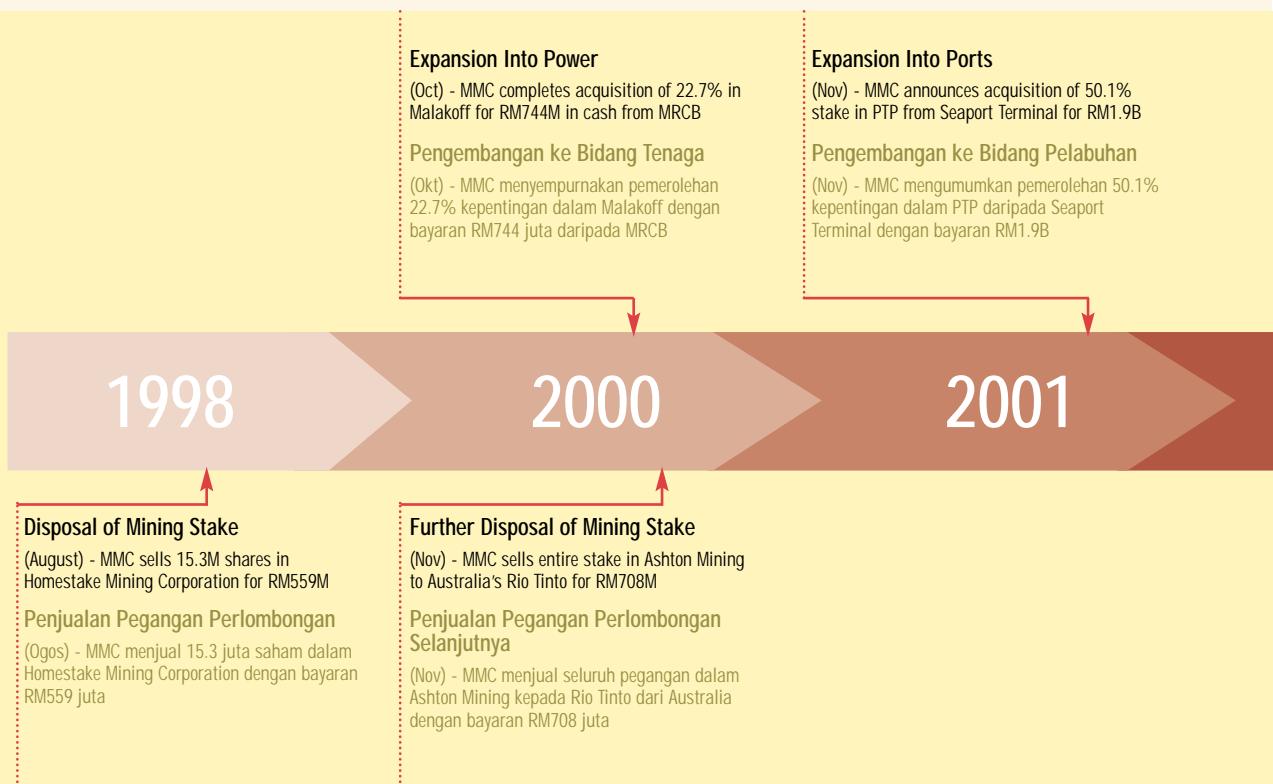
MMC Baru

Kami telah mengalami metamorfosis dan telah muncul sebagai Malaysia Mining Corporation Berhad (MMC) yang lebih kukuh dan dinamik. Semuanya adalah hasil pelbagai inisiatif yang telah diambil dalam beberapa tahun kebelakangan ini untuk mengubah identiti kami daripada sebuah syarikat perlombongan kepada sebuah entiti infrastruktur, utiliti dan kejuruteraan yang unggul. Kini, hasil yang diperolehi daripada kegiatan asal Kumpulan MMC dalam bidang perlombongan mewakili kurang daripada 1.0% jumlah hasil kami.

The financial year ended 31 January 2003 drew to a close on a positive note. MMC and its subsidiaries took decisive steps to complement our stable of businesses with a number of potentially profitable entities as well as several large projects that will generate good returns to the Group in the long run. From here on, we will work to accelerate the growth of our core businesses.

Tahun kewangan berakhir 31 Januari 2003 menutup tirai dengan nada yang positif. MMC dan syarikat-syarikat subsidiarinya telah mengambil langkah-langkah tegas untuk melengkapi bidang-bidang perniagaan kami dengan sebilangan entiti yang berpotensi untuk memperolehi keuntungan serta beberapa projek besar yang akan menjana pulangan yang baik bagi Kumpulan pada tempoh jangka panjang. Bermula dari sini, kami akan terus berusaha untuk mempertingkatkan kadar pertumbuhan bidang-bidang perniagaan teras kami.

ACCELERATING GROWTH / MEMPERTINGKATKAN PERTUMBUHAN



Charting A New Course

We concluded the acquisition of a 50.1% equity interest in Pelabuhan Tanjung Pelepas Sdn Bhd (PTP) in December 2002. This initiative is expected to drive the Group's long-term earnings growth in the infrastructure sector. It has also given MMC a controlling stake in a world-class port and Malaysia's leading port operations. Lloyd's List Maritime Asia, for the second consecutive year since 2000, awarded PTP the title "Best Emerging

Menentukan Haluan Baru

Kami menyempurnakan pemerolehan 50.1% kepentingan ekuiti dalam Pelabuhan Tanjung Pelepas Sdn Bhd (PTP) pada bulan Disember 2002. Inisiatif ini dijangka akan mendorong pertumbuhan pendapatan jangka panjang Kumpulan bagi sektor infrastruktur. Pemerolehan ini juga memberi MMC pegangan berpengaruh dalam pelabuhan bertaraf antarabangsa dan operasi pelabuhan utama di Malaysia. Selama dua tahun berturut-turut sejak tahun 2000, Lloyd's List Maritime Asia menganugerahkan PTP gelaran "Terminal Kontena

Container Terminal." It lauded PTP's phenomenal growth in volume despite the global economic slowdown. In 2002, PTP's volume totalled 2.7 million twenty-foot equivalent units (TEUs).

Port throughput is expected to rise to 3.5 million TEUs or by 30.0% in 2003 with the entry of Evergreen Marine Corporation of Taiwan. With both Maersk Sealand and Evergreen, the world's two largest main line operators having their regional Southeast Asian hubs at PTP, the port is poised to

Membangun Terbaik". Terbitan ini memuji pertumbuhan luar biasa dalam jumlah isi padu yang dikendalikan meskipun kelembapan ekonomi seluruh dunia. Pada tahun 2002, jumlah isipadu yang dikendali PTP adalah sebanyak 2.7 juta unit bersamaan dua puluh kaki (TEU).

Jumlah pengendalian pelabuhan dijangka akan meningkat kepada 3.5 juta TEU atau sebanyak 30.0% pada tahun 2003 dengan penyertaan Evergreen Marine Corporation dari Taiwan. Dengan langkah yang diambil oleh kedua-dua Maersk

Expanding Power

(May) - Malakoff announces acquisition of 100% of Prai Power

Mengembangkan Bidang Tenaga

(Mei) - Malakoff mengumumkan pemerolehan 100% kepentingan dalam Prai Power

Expanding Engineering

(July) - MMCEG and Gamuda sign JV agreement to negotiate terms for the Stormwater Management and Road Tunnel (SMART) project

Mengembangkan Bidang Kejuruteraan

(Julai) - MMCEG dan Gamuda menandatangani perjanjian usahasama bagi merunding syarat-syarat untuk projek Stormwater Management and Road Tunnel (SMART)

Voluntary Offer for Engineering

(Jan) - MMC undertakes RM34.0M VO to privatise MMCEG

Tawaran Sukarela bagi Bidang Kejuruteraan

(Jan) - MMC membuat tawaran sukarela berjumlah RM34.0 juta bagi menswastakan MMCEG

2002

2003

Refocus Mining Subsidiary Into Engineering

(June) - Tronoh announces acquisition of 19.6% stake in IJM Corp and 100% stake in Zelan

Mengalihkan Fokus Subsidiari Perlobongan kepada Kejuruteraan

(Jun) - Tronoh mengumumkan pemerolehan 19.6% pegangan dalam IJM dan 100% pegangan dalam Zelan

Completion of Port Acquisition

(Dec) - MMC completes acquisition of 50.1% of PTP for RM1.9B

Penyempurnaan Pemerolehan Pelabuhan

(Dis) - MMC menyempurnakan pemerolehan 50.1% kepentingan dalam PTP dengan bayaran RM1.9B

experience strong throughput and revenue growth. PTP has also kicked off Phase 2 of its expansion and development programme which will see additional facilities being developed to cater for the next generation of container vessels. The outlook for the Group is promising as we continue to expand this core business.

PTP is a strategic acquisition for MMC rather than an immediate earnings contributor. While a loss

Sealand dan Evergreen yang merupakan pengusaha perkapalan utama terbesar di dunia, menempatkan hab serantau bagi Asia Tenggara di PTP, pelabuhan ini bersedia untuk mengalami pertumbuhan jumlah pengendalian dan hasil yang kukuh. PTP juga telah melancarkan Fasa 2 program perkembangan dan pembangunan yang akan menyaksikan kemudahan-kemudahan tambahan dibangunkan untuk membolehkan pengendalian kapal kontena generasi seterusnya. Kumpulan mempunyai prospek masa hadapan yang cerah sambil kami terus memperkembangkan bidang perniagaan teras ini.

was incurred as expected for the year ended 31 December 2002, due to the funding cost of its development, PTP registered a positive EBITDA in the same period and is expected to register a profit by 2004. The year 2005 will see PTP contributing positively to the Group's earnings.

Powerful Earnings

Our 22.8% stake in Malaysia's largest independent power producer (IPP) Malakoff Berhad (Malakoff) and our 41.8% effective interest in Gas Malaysia Sdn Bhd (Gas Malaysia) continue to yield commendable revenues.

Malakoff continues to increase its power generation capacity on the back of a steady growth in the power generation industry and increasing electricity demand. The commercial operation of Malakoff's wholly-owned subsidiary GB3 open cycle gas turbine power plant in February 2002, and its subsequent conversion to 640MW combined cycle gas turbine mode in November 2002, is expected to contribute positively to earnings in the forthcoming years.

Given the anticipated increased demand for electricity consumption in the current financial year, Malakoff will capitalise on the growth opportunities within the domestic power sector. The proposed acquisitions of the entire equity interest in Prai Power Sdn Bhd (Prai Power) and a 40.0% stake in the Kapar Power Station will further increase Malakoff's total effective generation capacity by 76.0% to approximately 3,000MW. This will reinforce its position as the leading independent power producer in the country and we can expect higher earnings in the forthcoming years.

Gas Malaysia, a total energy solutions provider, views the recent downward revision of tariffs by the Energy Commission as delivering immediate and tangible benefits. With the reduction in gas prices, natural gas is now effectively positioned as

PTP lebih merupakan satu pemerolehan yang strategik bagi MMC dan bukan penyumbang pendapatan yang segera. Meskipun PTP mencatat kerugian bagi tahun berakhir 31 Disember 2002 berikutan kos pembiayaan bagi pembangunannya, PTP mencatat Pendapatan Sebelum Faedah, Cukai, Susutnilai dan Pelunasan (EBITDA) positif bagi tempoh yang sama dan dijangka mencatat keuntungan menjelang tahun 2004. Tahun 2005 akan menyaksikan PTP memberi sumbangan positif kepada pendapatan Kumpulan.

Pendapatan Kukuh

Pegangan kami sebanyak 22.8% dalam pengeluar tenaga bebas (IPP) terbesar di Malaysia iaitu Malakoff Berhad (Malakoff) dan 41.8% kepentingan efektif kami dalam Gas Malaysia Sdn Bhd (Gas Malaysia) terus menyumbangkan hasil yang boleh dibanggakan.

Malakoff terus meningkatkan keupayaan penjanaan tenaganya berikutan pertumbuhan stabil industri penjanaan tenaga dan peningkatan permintaan bekalan elektrik. Operasi komersial loji janakuasa turbin gas kitar terbuka kepunyaan GB3, syarikat subsidiari milik penuh Malakoff pada bulan Februari 2002, dan penukaran seterusnya kepada mod turbin gas kitar padu pada bulan November 2002, dijangka akan memberi sumbangan positif kepada pendapatan pada tahun-tahun akan datang.

Memandangkan jangkaan permintaan bekalan elektrik yang bertambah pada tahun kewangan ini, Malakoff akan mengambil kesempatan daripada peluang-peluang pertumbuhan yang ada di sektor tenaga domestik. Cadangan pemerolehan seluruh kepentingan ekuiti dalam Prai Power Sdn Bhd (Prai Power) dan 40.0% pegangan dalam Stesen Janakuasa Kapar akan meningkatkan lagi jumlah keupayaan penjanaan efektif Malakoff sebanyak 76.0% kepada kira-kira 3,000MW. Ini akan memperkuatkannya lagi kedudukannya sebagai pengeluar tenaga bebas utama negara ini dan dijangka akan memberi pendapatan lebih tinggi pada tahun-tahun akan datang.

Gas Malaysia, sebuah syarikat yang menawarkan penyelesaian tenaga menyeluruh, berpendapat bahawa tindakan Suruhanjaya Tenaga menurunkan tarif baru-baru ini dapat memberi manfaat segera dan ketara. Penurunan harga gas menjadikan gas asli sebagai sumber tenaga yang lebih murah dan

a more affordable and attractive energy solution in relation to competing fuels like liquefied petroleum gas, medium fuel oil and diesel. Gas Malaysia is expecting a sharp increase in the demand for natural gas as the preferred energy solution, and the MMC Group in turn, can look forward to tremendous growth opportunities in this sector.

The near future will see Gas Malaysia continuing to increase its market penetration and customer service efforts. The company will also continue to introduce new value-added services in line with its vision of becoming a household name associated with innovative value-added energy solutions.

Business Re-engineering

We have embarked on a rationalisation exercise and plan to acquire the remaining shares in MMC Engineering Group Berhad (MMCEG), not already owned by MMC. This acquisition will provide us a more flexible structure to carry out rationalisation programmes aimed at fully tapping the synergistic benefits and economies of scale of the enlarged Group. MMCEG is also set to bid for several urban transportation projects with other parties including one with Metrail Holdings for a monorail system in Malaysia.

MMCEG will continue to pursue high value projects, while maintaining positive performance in ongoing projects. In addition, it will also provide services to the Group's other core businesses in order to leverage on intra-group opportunities and synergies.

Our 52.3% subsidiary, Tronoh Mines Malaysia Berhad (Tronoh), has proposed to acquire a 19.6% stake in IJM Corporation Berhad (IJM) and the entire equity interest in Zelan Holdings (M) Sdn Bhd (Zelan), which will effectively transform Tronoh into a significant player in the construction market.

IJM is a leading player in the construction sector and has an excellent track record in both the local

menarik berbanding sumber-sumber saingenan lain seperti gas petroleum cecair, minyak bahan api sederhana dan diesel. Gas Malaysia menjangkakan bahawa permintaan untuk gas asli sebagai sumber tenaga pilihan akan meningkat dengan mendadak, dan seterusnya, Kumpulan MMC boleh mengharapkan peluang pertumbuhan yang besar dalam sektor ini.

Dalam masa terdekat ini, Gas Malaysia akan terus mempertingkatkan usahanya menembusi pasaran dan mempertingkatkan tahap perkhidmatan pelanggannya. Syarikat juga akan terus memperkenalkan perkhidmatan ditambah nilai yang baru selaras dengan wawasannya untuk menjadi penyedia penyelesaian tenaga ditambah nilai yang inovatif serta menjadi sebutan ramai.

Penyusunan Semula Perniagaan

Kami telah memulakan langkah rasionalisasi dan bercadang untuk memperoleh baki saham dalam MMC Engineering Group Berhad (MMCEG) yang belum dimiliki oleh MMC. Pemerolehan ini akan memberi kami satu struktur yang lebih fleksibel bagi melaksanakan program rasionalisasi kami yang bertujuan untuk memanfaatkan sepenuhnya sinergi serta penjimatan kos menurut skala operasi bagi Kumpulan yang telah diperbesarkan. MMCEG juga bersedia membida untuk beberapa projek pengangkutan bandar dengan pihak-pihak lain termasuk Metrail Holdings untuk sistem monorel di Malaysia.

MMCEG akan terus berusaha untuk mendapatkan projek bernilai tinggi, sambil mengekalkan prestasi positif bagi projek-projek yang sedang dilaksanakan. Di samping itu, ia juga akan menyediakan perkhidmatan kepada bidang-bidang perniagaan teras yang lain dalam Kumpulan demi untuk mengambil kesempatan daripada peluang dan sinergi yang wujud dalam Kumpulan.

Syarikat subsidiari milik 52.3% kami, Tronoh Mines Malaysia Berhad (Tronoh), telah mengemukakan cadangan untuk pemerolehan 19.6% pegangan dalam IJM Corporation Berhad (IJM) dan seluruh kepentingan ekuiti dalam Zelan Holdings (M) Sdn Bhd (Zelan), yang akan menjadikan Tronoh sebuah syarikat terkemuka dalam pasaran pembinaan.

IJM memainkan peranan utama dalam sektor pembinaan dan mempunyai rekod prestasi yang cemerlang di arena tempatan dan antarabangsa. Pemerolehan IJM akan memberi peluang kepada Kumpulan untuk menerokai peluang bagi

and international markets. Its acquisition will open doors for the Group to venture into related overseas projects. Zelan has been principally involved in construction works related to the power industry and will further strengthen our position by providing support services to Malakoff and other business units within the Group. Overall, the inclusion of the construction businesses will enhance Tronoh's earnings profile and increase shareholder value.

Group Performance

The financial year ended 31 January 2003 saw the Group registering a consolidated profit before tax of RM222.2 million compared to RM228.8 million in 2002. This financial performance was in line with our expectations and the slight decline in profit was attributable to the consolidation of the net loss of PTP and additional interest on new loans.

The Board has recommended a final dividend of 4.0 sen per share, comprising 3.0 sen per share less tax of 28.0% and 1.0 sen per share tax exempt. Together with the interim dividend of 1.0 sen per share less 28.0% tax paid on 27 December 2002, the total annual gross dividend is 5.0 sen.

Accelerating Growth

As we move beyond the transformation stage and start gearing ourselves up for accelerated growth, this is an opportune time to share the new vision and strategies of the MMC Group with as many of our shareholders, customers, employees and partners as possible. Our "Vision Statement" and "Strategic Objectives" are set out on page 19. As we commit ourselves wholeheartedly to translating these tenets into tangibles, we will help quicken MMC's journey to success.

In the Management's Discussion and Analysis further on in this annual report, you will find an introduction to MMC's The Way Forward for Success - our blueprint for running the new MMC. This new MMC is looking to instil a culture of

mendapatkan projek berkaitan di seberang laut. Zelan selama ini terlibat terutamanya dalam kerja-kerja pembinaan berkaitan industri tenaga dan akan memperkuatkan lagi kedudukan kami dengan menyediakan perkhidmatan sokongan kepada Malakoff dan unit-unit perniagaan yang lain dalam Kumpulan. Pada keseluruhannya, penyertaan bidang pembinaan akan mempertingkatkan profil pendapatan Tronoh dan nilai pemegang saham.

Prestasi Kumpulan

Tahun kewangan berakhir 31 Januari 2003 menyaksikan Kumpulan mencatat keuntungan sebelum cukai yang disatukan sebanyak RM222.2 juta berbanding RM228.8 juta pada tahun 2002. Prestasi kewangan ini selaras dengan jangkaan kami, dan kejatuhan sedikit keuntungan berpunca daripada penyatuan kerugian bersih PTP dan faedah tambahan bagi pinjaman baru.

Lembaga Pengarah telah mengesyorkan dividen akhir sebanyak 4.0 sen sesaham, yang terdiri daripada 3.0 sen sesaham ditolak cukai 28.0% dan 1.0 sen sesaham dikecualikan cukai. Bersama-sama dengan dividen interim sebanyak 1.0 sen sesaham ditolak cukai 28.0% yang dibayar pada 27 Disember 2002, jumlah dividen kasar tahunan ialah 5.0 sen.

Mempertingkatkan Pertumbuhan

Sambil kami melepas peringkat transformasi dan melengkapkan diri untuk menghadapi peningkatan pertumbuhan, ini merupakan masa yang sesuai untuk berkongsi wawasan serta strategi-strategi baru Kumpulan MMC dengan seberapa ramai pemegang saham, pelanggan, kakitangan dan rakan perniagaan kami yang mungkin. "Penyata Wawasan" dan "Objektif Strategik" kami dikemukakan seperti di muka surat 19. Sambil kami berusaha untuk merealisasikan prinsip tersebut, kami akan mempercepatkan perjalanan MMC ke arah kejayaan.

Dalam Perbincangan dan Analisis Pengurusan seterusnya dalam laporan tahunan ini, kami kemukakan pengenalan kepada Menuju Kejayaan Masa Hadapan MMC – pelan tindakan kami bagi mengendalikan MMC yang baru. MMC baru ini sedang berusaha untuk menerapkan budaya

VISION STATEMENT / PENYATA WAWASAN

To be recognised as a premier Infrastructure, Utilities and Engineering Group

Diiktiraf sebagai Kumpulan Infrastruktur, Utiliti dan Kejuruteraan yang unggul

STRATEGIC OBJECTIVES / OBJEKTIF STRATEGIK

1. Maximise shareholder value
2. Practise good corporate governance and uphold ethics and values
3. Exceed customer expectations and gain customers' and partners' respect and loyalty
4. Strengthen MMC into an innovative and dynamic group
5. Be the preferred employer providing challenging career opportunities

1. Memaksimumkan nilai pemegang saham
2. Mengamalkan tadbir urus korporat yang baik serta berpegang teguh kepada etika dan nilai
3. Melepas jangkaan pelanggan dan meraih penghormatan dan kesetiaan pelanggan serta rakan kongsi
4. Mengukuhkan MMC menjadi kumpulan yang inovatif dan dinamik
5. Menjadi majikan terpilih yang menawarkan peluang karier yang mencabar

transformation throughout the Group. Various resources, business practices and values will be utilised to create more value for our shareholders.

We believe in good corporate governance

Integrity is the cornerstone of our business. In ensuring that the highest standards of corporate governance are practiced throughout the Group, we formally adopted the six principal responsibilities of the Board, as prescribed by the Best Practices of the Malaysian Code on Corporate Governance. During the year, a Group-wide risk assessment review was undertaken to formalise the Group's risk management framework.

To foster better relations and mutual understanding, we have established a structured communications programme spanning formal announcements and interim results. We also participate regularly in dialogues with institutional shareholders, investors and analysts. Updates on the latest developments within the Group can be assessed via our website at www mmc com my.

We believe in people

Good people are attracted to strong values. Our culture of transformation will see us continuing to provide our employees with appropriate training

transformasi bagi seluruh Kumpulan. Pelbagai sumber, amalan perniagaan dan nilai akan digunakan untuk mempertingkatkan nilai pemegang-pemegang saham kami.

Kami mengamalkan tadbir urus korporat yang baik

Integriti merupakan asas perniagaan kami. Dalam memastikan Kumpulan mengamalkan piawaian tadbir urus korporat yang tertinggi, kami menerima pakai enam tanggungjawab utama Lembaga Pengarah, seperti yang disarankan oleh Amalan Terbaik Kod Tadbir Urus Korporat Malaysia. Pada tahun ini, kajian semula penilaian risiko seluruh Kumpulan dilaksanakan untuk memformalkan rangka pengurusan risiko Kumpulan.

Untuk memupuk perhubungan lebih erat dan persefahaman bersama, kami telah mewujudkan program komunikasi berstruktur yang merangkumi pengumuman rasmi serta keputusan kewangan interim. Kami juga kerap terlibat dalam dialog dengan pemegang-pemegang saham institusi, para pelabur dan penganalisis. Perkembangan terkini dalam Kumpulan boleh didapati melalui laman web kami di www mmc com my.

Kami meletakkan kepercayaan kepada kakitangan kami

Pekerja yang baik tertarik kepada nilai yang kukuh. Budaya transformasi kami akan memastikan kami terus memberi latihan yang

and career enhancement opportunities. Only by upgrading employees' skills and capabilities will we achieve greater productivity and efficiency, which in turn will ensure the success of the Group's transformation process.

The year under review saw us reviewing employee benefits and putting new human resource provisions in place. We trust these initiatives will further motivate and inculcate commitment and loyalty among all employees. In recognition of our long-standing employees who had served for 15 and 25 years respectively, we held our annual Long Service Awards Ceremony on 24 October 2002.

In line with our commitment to corporate governance, we successfully conducted two sessions of the Compulsory Corporate Director Training Programme for all our directors with the cooperation of the Companies Commission of Malaysia.

We believe in our community

Good corporate citizenship is at the centre of all that we do. Among the many community activities the Group participated in was the Minggu Saham Amanah Malaysia, 2002 held in Alor Setar, Kedah from 20 to 26 April 2002. This annual event enlightens the public on the benefits of investing in unit trusts. In conjunction with this, the Group made contributions to PNB Endah, a special programme dedicated to the orphaned and physically challenged children from 10 homes.

We believe in leading-edge technology

Information technology continues to take centre stage in the Group's pursuit to enhance efficiency and productivity. The many technology initiatives undertaken included the implementation of SAP tools throughout the Group and the use of SAP/Business Warehouse as an Executive Information System for management. An Electronic Document Management System was also implemented to create a repository of critical documents to ensure secure and efficient dissemination.

sesuai dan peluang mempertingkatkan kerjaya yang sewajarnya bagi kakitangan kami. Dengan mempertingkatkan kemahiran dan keupayaan kakitangan kami, tahap produktiviti dan kecekapan yang lebih tinggi akan dapat dicapai, yang seterusnya akan memastikan kejayaan proses transformasi Kumpulan.

Kami mengkaji semula manfaat kakitangan kami dan menyediakan peruntukan sumber manusia yang baru pada tahun yang ditinjau. Kami percaya bahawa inisiatif tersebut akan mendorong dan menerapkan komitmen serta kesetiaan di kalangan kakitangan kami. Sebagai menghargai kakitangan kami yang telah berkhidmat selama 15 dan 25 tahun, kami menganjurkan Upacara Anugerah Lama Berkhidmat tahunan pada 24 Oktober 2002.

Selaras dengan komitmen kami terhadap tadbir urus korporat, kami telah berjaya menganjurkan dua sesi Program Latihan Wajib bagi Pengarah Syarikat bagi semua pengarah kami dengan kerjasama Suruhanjaya Syarikat Malaysia.

Kami tidak mengabaikan masyarakat setempat

Kewarganegaraan korporat yang baik menjadi asas kepada semua tindakan kami. Kami melibatkan diri dengan pelbagai aktiviti kemasyarakatan, antaranya, Minggu Saham Amanah Malaysia, 2002 yang diadakan di Alor Setar, Kedah dari 20 hingga 26 April 2002. Acara tahunan ini memberi penerangan kepada orang ramai mengenai faedah melabur dalam unit amanah. Sempena acara ini, Kumpulan telah menghulurkan sumbangan kepada PNB Endah, sebuah program khas yang melibatkan penghuni 10 buah rumah anak-anak yatim dan kurang upaya.

Kami menggunakan teknologi terkini

Teknologi maklumat terus memainkan peranan penting dalam usaha Kumpulan untuk mempertingkatkan kecekapan dan produktiviti. Pelbagai inisiatif teknologi telah dilaksanakan seperti penggunaan alat-alat SAP seluruh Kumpulan dan penggunaan "SAP/Business Warehouse" sebagai Sistem Maklumat Eksekutif untuk pengurusan. Satu sistem Pengurusan Dokumen Elektronik juga telah dilaksanakan bagi mewujudkan tempat simpanan bagi dokumen kritikal untuk memastikan penyebaran yang selamat dan cekap.

As part of the Group's risk management initiatives, the Risk Assessment Tool software is being implemented throughout the Group to facilitate regular reporting to management on our risk-mitigating activities. In an effort to improve the efficiency and effectiveness of our internal processes, the Group is installing a Corporate Information System as part of our corporate governance initiatives.

Positive Outlook, Cautious Approach

The outlook for MMC is promising as we continue to consolidate and expand our core businesses. The favourable forecast for the Malaysian economy and expectations of gross domestic product growing at approximately 4.5% in 2003, augur well for us. Given the nation's strong economic fundamentals, its proven socio-political economic stability, its expansionary and accommodative fiscal and monetary policies, together with other Government measures to stimulate the economy, the Group is confident of overcoming the challenges that may lie ahead. However, in view of global uncertainties and the competitive environment, we must temper our optimistic outlook with a cautious approach.

In Appreciation

2002 was a challenging time of transition at MMC. On behalf of the Board of Directors, I wish to extend our sincere appreciation to (Dr.) Abdul Samad Haji Alias and Datuk Alladin Hashim who retired from the Board on 18 July 2002 and 1 January 2003 respectively, for their invaluable contributions.

We welcome on board Dato' Ismail Shahudin, our new Group Chief Executive and Director of MMC, effective 1 August 2002. We are confident that under his leadership, the MMC team will propel the Group into new areas of consistent and high-margin growth.

Perisian Alat Penilaian Risiko sedang dilaksanakan di seluruh Kumpulan sebagai sebahagian daripada inisiatif pengurusan risiko Kumpulan untuk memudahkan penghantaran laporan tetap kepada pengurusan berkenaan aktiviti pengurangan risiko kami. Dalam usaha untuk mempertingkatkan kecekapan dan keberkesanan proses dalaman kami, Kumpulan telah memasang Sistem Maklumat Korporat sebagai sebahagian daripada inisiatif tadbir urus korporat kami.

Prospek Masa Hadapan Positif, Pendekatan Berhati-hati

MMC mempunyai prospek yang cerah sambil kami terus menggabungkan dan mengembangkan bidang-bidang perniagaan teras kami. Ramalan positif bagi ekonomi Malaysia dan jangkaan keluaran dalam negara kasar berkembang sekitar 4.5% pada tahun 2003, memberi petanda baik bagi kami. Berdasarkan asas ekonomi negara yang kukuh, kestabilan ekonomi sosiopolitik yang terbukti, dasar fiskal dan monetari bersifat pengembangan dan akomodatif, serta langkah-langkah lain yang diambil oleh Kerajaan untuk merangsang ekonomi, kami yakin akan dapat mengatasi cabaran-cabaran pada masa hadapan. Namun, memandangkan suasana yang tidak menentu serta keadaan persekitaran yang begitu bersaing, kami mengambil sikap berhati-hati meskipun dengan prospek optimistik kami.

Penghargaan

Tahun 2002 merupakan tempoh peralihan yang mencabar di MMC. Bagi pihak Lembaga Pengarah, saya ingin merakamkan ucapan setinggi-tinggi penghargaan kepada (Dr.) Abdul Samad Haji Alias dan Datuk Alladin Hashim yang masing-masing telah bersara daripada Lembaga Pengarah pada 18 Julai 2002 dan 1 Januari 2003, atas sumbangan mereka yang tidak ternilai.

Kami mengalu-alukan perlantikan Dato' Ismail Shahudin sebagai Ketua Eksekutif Kumpulan dan Pengarah MMC yang baru, berkuatkuasa pada 1 Ogos 2002. Kami percaya bahawa di bawah pimpinan beliau, pihak pengurusan MMC akan mendorong penglibatan Kumpulan dalam bidang-bidang baru yang mempunyai pertumbuhan yang konsisten dan berkeuntungan tinggi.

We also welcome Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Ladin, En. Halim bin Haji Din and Datuk Mohd. Sidik bin Shaik Osman who joined the Board on 1 August 2002, 10 September 2002 and 23 January 2003 respectively. We look forward to their wise counsel and contributions.

Our sincere thanks to our shareholders for your continued support; and to our management and our employees for your contributions and dedication to MMC. To the relevant authorities, our business partners, financiers, bankers and customers - A big "Thank You" is in order for your confidence and support. My appreciation also goes to my esteemed colleagues on the Board for your wise counsel and guidance amidst the challenges of the year.

Dato' Syed Abdul Jabbar Shahabudin
Chairman
Kuala Lumpur
29 May 2003

Kami juga mengalu-alukan Datuk Ir. (Dr.) Haji Ahmad Zaidee Ladin, En. Halim Haji Din dan Datuk Mohd. Sidik bin Shaik Osman yang masing-masing menyertai Lembaga Pengarah pada 1 Ogos 2002, 10 September 2002 dan 23 Januari 2003. Kami amat mengharapkan nasihat serta sumbangan mereka seterusnya.

Setinggi-tinggi ucapan penghargaan kami rakamkan kepada pemegang-pemegang saham kami atas sokongan berterusan anda dan kepada pihak pengurusan serta kakitangan kami atas sumbangan dan dedikasi anda terhadap MMC. Kepada pihak berkuasa berkaitan, rakan niaga, pembiaya, bank dan pelanggan kami – kami mengucapkan terima kasih yang tidak terhingga atas keyakinan dan sokongan anda. Saya juga ingin menyatakan ucapan penghargaan saya kepada rakan Lembaga Pengarah yang dihormati atas nasihat serta bimbingan anda dalam menghadapi cabaran-cabaran pada tahun ini.

Dato' Syed Abdul Jabbar Shahabudin
Pengerusi
Kuala Lumpur
29 Mei 2003

*accelerating
growth*



WE WILL
**EXCEED CUSTOMER
EXPECTATIONS**

and gain customers' and partners' respect and loyalty
in our unwavering pursuit of excellence

Kami akan melepassi jangkaan pelanggan dan meraih penghormatan
dan kesetiaan pelanggan serta rakan kongsi, dalam usaha teguh
kami untuk mencapai kecemerlangan

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND OPERATIONS

[perbincangan dan analisis pengurusan tentang kedudukan kewangan dan operasi]



We have gone through a challenging transition, and have shed our past image of a giant mining conglomerate. Today, we are a more dynamic Group accelerating forward in the infrastructure, utility and engineering sectors.

Kami telah melalui satu proses peralihan yang mencabar, dan telah menukar imej lama kami sebagai sebuah konglomerat perlombongan gergasi. Kini, kami merupakan kumpulan yang lebih dinamik yang terus maju ke hadapan di dalam sektor-sektor infrastruktur, utiliti dan kejuruteraan.

CONSOLIDATED OPERATIONS

[operasi yang disatukan]

Encouraging Developments

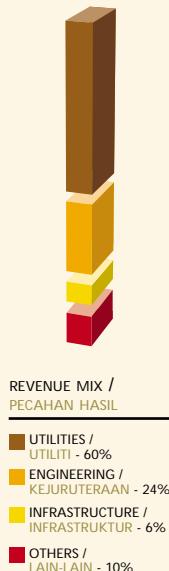
The financial year ended 31 January 2003 saw the Group making great strides in transforming ourselves into a premier infrastructure, utilities and engineering entity. As we focused on strengthening our business portfolio, revenues climbed to RM729.9 million, almost 4.0% above last year's figure of RM703.5 million. This higher figure reflects a 166.0% increase in infrastructure revenues, primarily driven by our acquisition of PTP; a 7.0% increase in engineering revenues, a 2.5% drop in utilities revenues, and a 21.0% increase in investment income. Mining revenues decreased by 86.0%, reflecting our deliberate shift away from this business.

The utilities business was the largest contributor to Group revenue, generating 60.0% of our revenue. This was primarily due to the consolidation of Gas Malaysia's results in the year under review. Our engineering business contributed 24.0% to Group revenue, while 6.0% of Group revenue came from our infrastructure business and 10.0% from our other businesses. We can expect larger revenue contributions from our infrastructure business next year as we consolidate the full year results of PTP.

Profit before tax and non-operating items was RM222.2 million this year, a decrease of 0.7% from RM228.8 million in 2002, principally reflecting losses from infrastructure and a 3.0% decrease in utilities profits. Earnings per share on a fully diluted basis were 13.0 sen versus 20.0 sen in the previous year.

Changes in Accounting Policy and Treatment

The Group has changed its accounting policy in respect of the treatment of goodwill. Goodwill arising from the PTP acquisition will now be amortised over the remaining 52-year concession period and will result in a charge of RM35.6 million in the Income Statement each year, beginning the next financial year. For the financial



Perkembangan Memberangsangkan

Tahun kewangan berakhir 31 Januari 2003 menyaksikan Kumpulan maju kehadapan dalam usahanya untuk menjadi entiti infrastruktur, utiliti dan kejuruteraan yang unggul. Dalam usaha untuk mengukuhkan portfolio perniagaan kami, hasil kami telah pun meningkat kepada RM729.9 juta, hampir 4.0% lebih tinggi daripada hasil tahun lepas sebanyak RM703.5 juta. Pencapaian ini mencerminkan peningkatan sebanyak 166.0% bagi hasil dalam sektor infrastruktur, didorong terutamanya oleh pemerolehan PTP; peningkatan 7.0% dalam hasil sektor kejuruteraan; kemerosotan 2.5% dalam hasil sektor utiliti; dan peningkatan 21.0% dalam pendapatan pelaburan. Hasil bagi sektor perlombongan merosot sebanyak 86.0%, mencerminkan hasrat kami untuk mengurangkan penglibatan dalam bidang perniagaan ini.

Bidang utiliti merupakan penyumbang hasil terbesar kepada Kumpulan, dengan sumbangan sebanyak 60.0% daripada jumlah hasil kami. Ini disebabkan terutamanya oleh penyatuan keputusan kewangan Gas Malaysia pada tahun yang ditinjau. Bidang kejuruteraan kami menyumbangkan 24.0% daripada hasil Kumpulan, sementara 6.0% diperolehi daripada bidang infrastruktur dan 10.0% pula daripada bidang-bidang lain. Pada tahun hadapan, kami menjangkakan sumbangan hasil yang lebih besar daripada bidang infrastruktur dengan penyatuan keputusan kewangan PTP sepenuhnya.

Keuntungan sebelum cukai dan perkara-perkara bukan operasi bagi tahun ini adalah sebanyak RM222.2 juta, merosot 0.7% daripada RM228.8 juta pada tahun 2002. Ini mencerminkan terutamanya kerugian daripada sektor infrastruktur serta kemerosotan sebanyak 3.0% keuntungan bagi sektor utiliti. Pendapatan sesama yang dicairkan sepenuhnya adalah 13.0 sen berbanding 20.0 sen pada tahun sebelumnya.

Perubahan Dasar dan Kaedah Perakaunan

Kumpulan telah mengubah dasar perakaunannya berhubung dengan kaedah muhibah. Muhibah yang timbul daripada pemerolehan PTP kini akan dilunaskan sepanjang baki tempoh konsesi selama 52 tahun dan akan menghasilkan caj sebanyak RM35.6 juta dalam Penyata Pendapatan setiap tahun, bermula dari tahun kewangan berikutnya. Bagi tahun kewangan berakhir 31

year ended 31 January 2003, the charge to the Income Statement was RM2.9 million (representing a one (1) month charge following the consolidation of one (1) month of PTP's results).

Gas Malaysia was reclassified a 'subsidiary' this financial year. This reclassification was carried out after a review of Gas Malaysia's Memorandum and Articles of Association, confirmed that the Group has control over Gas Malaysia's financial and operating policies. In the financial year 2002, unquoted investments included an investment of RM24.8 million in Gas Malaysia. Given that the Group had control over Gas Malaysia in prior years, the effect of the change from an associate to a subsidiary was shown as a prior year adjustment.

Leverage and Interest Cost

The Group's total borrowings were RM3.1 billion, a significant increase from last year's RM103.0 million. Our net debt position was RM2.9 billion and debt-to-equity ratio 1:1.14 times. This increase was largely due to additional borrowings obtained to part finance the PTP acquisition and the consolidation of PTP's debts.

Our interest cost rose to RM42.7 million, an increase of 41.0% from RM30.3 million last year, largely due to net borrowings by the Group to part finance the acquisition of PTP. Of this amount, RM11.6 million was PTP's interest expense for one (1) month.

Future Prospects

We anticipate lower profits for the financial year ending 31 January 2004, due to the full year consolidation of PTP's results. Operationally, PTP is growing according to plan and with continued increase in throughput, PTP is set to bring positive contributions to the Group in 2005. Our utilities and engineering businesses will continue to contribute stable cash flows and earnings, with Malakoff continuing to be the major earnings contributor in the short term. Contributions from our mining and other businesses will remain minimal.

Januari 2003, caj kepada Penyata Pendapatan adalah sebanyak RM2.9 juta (merupakan caj bagi tempoh satu (1) bulan berikut penyatuan keputusan kewangan PTP bagi satu (1) bulan).

Gas Malaysia telah diklasifikasikan sebagai sebuah syarikat subsidiari pada tahun kewangan ini. Klasifikasi ini dibuat selepas mengkaji semula Memorandum dan Tataurusan Pertubuhan Gas Malaysia yang telah mengesahkan bahawa Kumpulan mempunyai kawalan terhadap dasar kewangan dan operasi Gas Malaysia. Pada tahun kewangan 2002, pelaburan yang tidak disebut harga merangkumi pelaburan sebanyak RM24.8 juta dalam Gas Malaysia. Memandangkan Kumpulan mempunyai kawalan terhadap Gas Malaysia pada tahun-tahun sebelumnya, kesan perubahan daripada syarikat bersekutu kepada syarikat subsidiari dinyatakan sebagai pelarasan tahun sebelumnya.

Pinjaman dan Kos Faedah

Jumlah pinjaman Kumpulan adalah sebanyak RM3.1 bilion, penambahan ketara berbanding sebanyak RM103.0 juta pada tahun lepas. Kedudukan hutang bersih kami adalah sebanyak RM2.9 bilion dan nisbah hutang berbanding ekuiti adalah sebanyak 1:1.14 kali. Peningkatan ini disebabkan terutamanya oleh pinjaman tambahan bagi membiayai pemerolehan PTP dan penyatuan hutang PTP.

Kos faedah kami meningkat kepada RM42.7 juta, kenaikan sebanyak 41.0% berbanding RM30.3 juta pada tahun lepas, disebabkan terutamanya oleh pinjaman bersih Syarikat yang diambil untuk membiayai pemerolehan PTP. Daripada jumlah ini, RM11.6 juta merupakan perbelanjaan faedah PTP bagi satu (1) bulan.

Prospek Masa Depan

Kami menjangka keuntungan lebih rendah bagi tahun kewangan berakhir 31 Januari 2004, disebabkan oleh penyatuan keputusan kewangan tahunan PTP sepenuhnya. Operasi PTP berkembang seperti yang dirancangkan dan dengan jangkaan peningkatan jumlah pengendalian, PTP dijangka akan memberi sumbangan positif kepada Kumpulan pada tahun 2005. Bidang-bidang utiliti dan kejuruteraan pula akan terus menyumbangkan aliran tunai dan pendapatan stabil, dan Malakoff dijangka menjadi penyumbang pendapatan terbesar dalam tempoh jangka pendek ini. Sumbangan daripada bidang perlombongan serta bidang-bidang lain akan kekal di tahap minimum.

SEGMENT OPERATIONS

[operasi segmen]



[Infrastruktur]

Infrastructure

27

MALAYSIA MINING CORPORATION BERHAD

| | | |
|---|--|---------|
| 03 | | RM47.2M |
| 02 | | RM17.7M |
| <hr/> <small>REVENUE / HASIL INFRASTRUCTURE / INFRASTRUKTUR</small> | | |

| | | |
|--|--|----------|
| 03 | | (RM3.1M) |
| 02 | | RM1.7M |
| <hr/> <small>PROFIT BEFORE TAX / KEUNTUNGAN SEBELUM CUKAI INFRASTRUCTURE / INFRASTRUKTUR</small> | | |

Our infrastructure business posted a revenue of RM47.2 million, an increase of 166.0% from RM17.7 million last year. About 62.0% of this revenue was generated by PTP's operations while 38.0% was generated by Konsortium Lebuhraya Butterworth-Kulim (KLK) Sdn Bhd (KLK). The infrastructure business incurred a loss of RM3.1 million, compared to last year's profit of RM1.7 million. Both the increase in revenue and the loss for this division were due to the consolidation of one (1) month of PTP's results following the completion of our acquisition of PTP in December 2002.

Perniagaan infrastruktur kami mencatat hasil sebanyak RM47.2 juta, peningkatan sebanyak 166.0% berbanding RM17.7 juta pada tahun lepas. Sebanyak 62.0% daripada hasil ini disumbangkan oleh operasi PTP sementara 38.0% lagi disumbang oleh Konsortium Lebuhraya Butterworth-Kulim (KLK) Sdn Bhd (KLK). Bidang infrastruktur menanggung kerugian sebanyak RM3.1 juta, berbanding keuntungan RM1.7 juta yang dicatat pada tahun sebelumnya. Peningkatan hasil dan kerugian disebabkan oleh penyatuan keputusan kewangan PTP bagi satu bulan berikutan penyempurnaan pemerolehan PTP pada bulan Disember 2002.



Port Operations - On Course for Success

03  RM29.1M

REVENUE / HASIL
PELABUHAN TANJUNG PELEPAS SDN BHD
(One (1) month only / Satu (1) bulan sahaja)

03  (RM7.7M)

LOSS BEFORE TAX / KERUGIAN SEBELUM CUKAI
PELABUHAN TANJUNG PELEPAS SDN BHD
(One (1) month only / Satu (1) bulan sahaja)

PTP posted revenues of RM29.1 million in the one month following its acquisition. Currently, PTP contributes positively to Group Earnings before Interest, Tax, Depreciation and Amortisation. However, due to the long gestation period for ports and interest

payments for its borrowings, PTP recorded a loss of RM7.7 million for the relevant 1-month period. PTP will now be a key player in our new strategic focus on infrastructure. It is positioned to become a leading transhipment hub in Southeast Asia and to drive our long-term earnings growth in the infrastructure sector.

The outlook is promising as the Group continues to consolidate and expand this core business. The presence of the regional Southeast Asian hubs of both Maersk Sealand and Evergreen Marine Corporation augurs well for PTP. Moreover, PTP is poised to experience strong throughput and revenue growth due to the expected increase in world containerisation and trade.

The port has embarked on Phase 2 of an expansion and development programme. This involves dredging and reclamation for an additional 8 berths, with physical construction of the first 2 berths by the end of 2003.



The access channel will also be deepened and widened to cater for the next generation of container vessels.

Highway Privatisation - The Road to Profitability

The Group's wholly owned subsidiary KL BK is the concessionaire for the 17km Butterworth-Kulim Expressway (BKE), which forms part of the new East-West route linking Penang to Kelantan. Despite the gloomy economic scenario, the company experienced higher growth due to a 2.5% increase in traffic volume. KL BK posted a revenue of RM18.2 million, an increase of 2.0% in comparison to RM17.7 million the year before. Its profit before tax stood at RM4.6 million, up RM2.9 million from last year's RM1.7 million. This achievement is all the more noteworthy considering the fact that an increase in toll rates had been deferred.

Prospects for continual traffic growth along the BKE look encouraging considering the growing number of large-scale mixed developments in the vicinity. The substantially completed East-West Highway will continue to add to the lustre of the BKE. It is envisaged that more traffic will ply the expressway once development and tourism activities are fully implemented upon the economy's revival.

Operasi Pelabuhan - Haluan Menuju Kejayaan

PTP mencatat hasil sebanyak RM29.1 juta dalam tempoh satu bulan berikutan pemerolehannya. Kini, PTP memberi sumbangan positif kepada Pendapatan sebelum Faedah, Cukai, Susutnilai dan Pelunasan Kumpulan. Namun, tempoh gestasi yang lama bagi pelabuhan serta pembayaran faedah bagi pinjamannya mengakibatkan PTP mencatat kerugian sebanyak RM7.7 juta bagi tempoh 1 bulan berkaitan. PTP akan menjadi syarikat utama dalam fokus strategik kami kepada sektor infrastruktur. PTP memang mampu untuk menjadi hab pemindahan utama bagi Asia Tenggara serta sebagai pendorong pertumbuhan pendapatan jangka panjang bagi sektor infrastruktur.

Kumpulan mempunyai prospek masa hadapan yang cerah dengan usaha berterusan Kumpulan dalam mengukuh serta mengembangkan bidang kegiatan terasnya. Tindakan Maersk Sealand dan Evergreen Marine Corporation menjadikan PTP hab serantau bagi Asia Tenggara adalah petanda baik bagi PTP. Di samping itu, PTP bersedia menghadapi pertumbuhan jumlah pengendalian dan hasil yang kukuh berikutan peningkatan pengkontenaan dan perdagangan di peringkat dunia.

Fasa 2 program perkembangan dan pembangunan pelabuhan telah bermula. Ini melibatkan pengorekan dan penebusgunaan bagi 8 himpitan tambahan, dengan pembinaan fizikal bagi 2 himpitan yang pertama dimulakan menjelang akhir tahun 2003. Saluran masuk juga akan diperdalam dan dilebarkan bagi menerima kapal kontena generasi berikutnya.



Penswastaan Lebuhraya - Ke arah Keuntungan

| | | |
|----|--|---------|
| 03 | | RM18.2M |
| 02 | | RM17.7M |

REVENUE / HASIL
KLBK SDN BHD

| | | |
|----|--|--------|
| 03 | | RM4.6M |
| 02 | | RM1.7M |

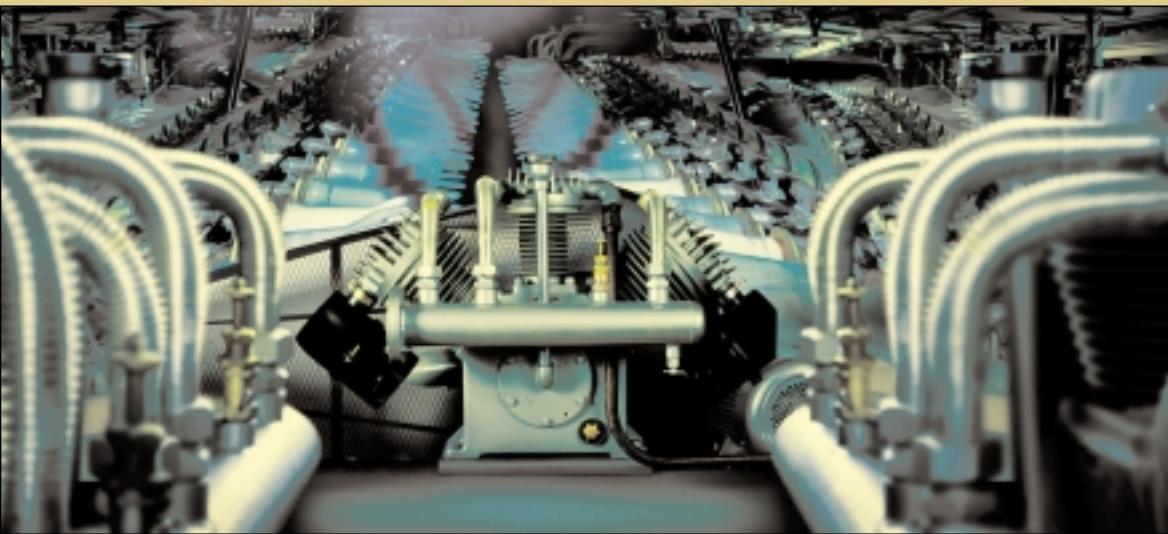
PROFIT BEFORE TAX / KEUNTUNGAN SEBELUM CUKAI
KLBK SDN BHD

KLBK, sebuah syarikat subsidiari milik penuh Kumpulan, merupakan pemegang konsesi bagi Lebuhraya Butterworth-Kulim (BKE) sepanjang 17 km, yang membentuk sebahagian daripada laluan Timur-Barat yang menghubungkan Pulau Pinang dengan Kelantan. Meskipun

berhadapan dengan senario ekonomi yang suram, syarikat ini mencatat pertumbuhan lebih tinggi berikutan kenaikan bilangan lalulintas sebanyak 2.5%. KL BK mencatat hasil sebanyak RM18.2 juta, peningkatan 2.0% berbanding RM17.7 juta pada tahun sebelumnya. Keuntungan sebelum cukai pula berjumlah RM4.6 juta, peningkatan sebanyak RM2.9 juta

berbanding RM1.7 juta pada tahun lalu. Pencapaian ini lebih bermakna lagi memandangkan kenaikan kadar tol telah ditangguhkan.

Prospek bagi pertumbuhan lalulintas yang berterusan di sepanjang BKE adalah menggalakkan memandangkan pembangunan bercampur berskala besar di sekitar kawasan ini. Lebuhraya Timur-Barat yang sudah hampir siap akan terus memanfaatkan BKE. Jumlah lalulintas yang menggunakan lebuhraya tersebut dijangka bertambah apabila aktiviti pembangunan dan pelancongan dilaksanakan sepenuhnya selepas pemulihian ekonomi.



[utiliti]

Utilities

| | |
|-------------------------------------|----------|
| 03 | RM436.9M |
| 02 | RM448.2M |
| REVENUE / HASIL UTILITIES / UTILITI | |

| | |
|--|----------|
| 03 | RM178.5M |
| 02 | RM184.8M |
| PROFIT BEFORE TAX / KEUNTUNGAN SEBELUM CUKAI UTILITIES / UTILITI | |

The Group continues to derive solid returns from our stake in Malaysia's largest independent power producer, Malakoff, and our interest in Gas Malaysia. Profit before tax for the entire utilities business stood at RM178.5 million, a 3.4% decline in comparison to last year's RM184.8 million. Gas Malaysia brought in revenues of RM436.9 million, a 2.5% drop from last year's RM448.2 million, due to rebates given to customers.

Kumpulan terus mengaut pulangan yang baik daripada kepentingannya dalam pengeluar tenaga bebas terbesar Malaysia, Malakoff, dan kepentingan kami dalam Gas Malaysia. Keuntungan sebelum cukai bagi seluruh bidang utiliti adalah sebanyak RM178.5 juta, kemerosotan 3.4% berbanding RM184.8 juta yang dicatat pada tahun lalu. Gas Malaysia mendatangkan hasil sebanyak RM436.9 juta, 2.5% lebih rendah berbanding RM448.2 juta yang dicatat pada tahun lalu, disebabkan pemberian rebet kepada para pelanggan.



Power Generation - Continuing its Powerful Performance

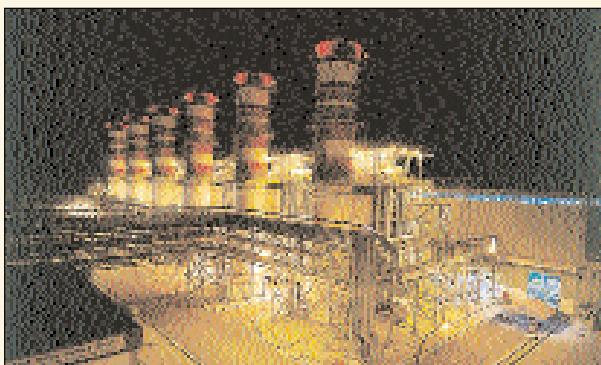
| | |
|---------------------------------|------------|
| 03 | RM1,717.5M |
| 02 | RM1,513.5M |
| REVENUE / HASIL MALAKOFF BERHAD | |

| | |
|--|----------|
| 03 | RM588.2M |
| 02 | RM527.0M |
| PROFIT BEFORE TAX / KEUNTUNGAN SEBELUM CUKAI MALAKOFF BERHAD | |

Malakoff continues to be our key earnings driver, accounting for over 60.0% of the Group's profits before tax. For the financial year ended 31 August 2002, revenue of the Malakoff group increased by 13.5%, rising from RM1,513.5 million last year to RM1,717.5 million this year. Malakoff's profit before tax and minority interest rose by 12.0%, from RM527.0 million in the preceding year to RM588.2 million this year. The better performance is a result of

Malakoff being able to increase its power generation capacity within a remarkably short time. The conversion of GB3's open cycle gas turbine power plant to combined-cycle mode in November last year, allowed Malakoff to increase its power generation capacity by a further 15.0% in just under nine (9) months after open cycle operations.

Malakoff is focusing on capitalising on growth opportunities within the domestic power sector. In line with this focus, Malakoff is on course to acquire the entire equity interest in Prai Power, which owns a 350MW combined cycle gas turbine power plant, and a 40.0% stake in the 2,420MW coal-fired Kapar Power Station, which will increase its total effective power generation capacity by 76.0% to approximately 3,000MW. The proposed acquisition of Kapar Power Station is a move to diversify Malakoff's generation portfolio; this power station is also strategically located within a high-load growth centre of the Klang Valley which will enable the power plant to enjoy a high despatch of electricity. Malakoff will provide us with a steady income stream to balance our longer-term investments such as PTP.



Natural Gas Distribution - Pipeline to Success

It was a particularly challenging period for Gas Malaysia, as the company struggled with increasing gas costs and energy rebates of up to RM56.5 million for customers. These rebates coupled with the lower average tariff charged, resulted in Gas Malaysia posting a revenue of RM436.9 million, 2.5% lower than the previous year. Profit before tax for the same period was RM44.3 million compared to RM63.4 million last year. Total gas sold for the same period was 26.8 million mmBtu, reflecting an increase of 9.0% from the previous year.

Gas Malaysia has in operation a total of 662 km of pipelines. During the year, the company adopted an accelerated pipeline development plan which resulted in 111 km of new pipelines being completed and gas supply being expanded to Alor Gajah, Kuala Selangor and Ayer Hitam. Another 227 km of pipelines are under construction in the central, southern and northern regions.

The recent downward revision of tariffs of natural gas by the Energy Commission has effectively positioned natural gas as a more affordable and attractive energy solution against competing fuels. Accordingly, Gas Malaysia is expecting a sharp increase in the demand for natural gas as the preferred energy solution for residential, commercial and industrial applications. In line with this, Gas Malaysia will embark on a strategy of accelerating its network development and expanding its services leveraging on its distribution network.

Penjanaan Tenaga - Meneruskan Prestasi Kukuhnya

Malakoff terus menjadi penyumbang utama kepada pendapatan kami, dengan menyumbang lebih 60.0% daripada keuntungan sebelum cukai Kumpulan. Bagi tahun kewangan berakhir 31 Ogos 2002, hasil kumpulan Malakoff meningkat sebanyak 13.5% kepada RM1,717.5 juta pada tahun ini daripada RM1,513.5 juta pada tahun lalu. Keuntungan sebelum cukai dan kepentingan minoriti Malakoff meningkat sebanyak 12.0%, daripada RM527.0 juta pada tahun sebelumnya kepada RM588.2 juta pada tahun ini. Keputusan lebih baik ini terhasil berikutan kejayaan Malakoff mempertingkatkan keupayaan penjanaan tenaganya dalam waktu yang begitu singkat. Penukaran operasi loji janakuasa GB3 daripada mod kitar terbuka kepada kitar padu pada bulan November tahun lepas telah membolehkan Malakoff mempertingkatkan keupayaan penjanaan tenaganya sebanyak 15.0% dalam masa kurang dari sembilan (9) bulan selepas operasi kitar terbuka.

Malakoff sedang memberi tumpuan untuk memanfaatkan peluang-peluang pertumbuhan dalam sektor tenaga domestik. Sejarah dengan tumpuan ini, Malakoff meneruskan langkah pemerolehan kepentingan ekuiti sepenuhnya dalam Prai Power, yang memiliki turbin gas kitar padu 350MW, dan pegangan ekuiti sebanyak 40.0% dalam Stesen Janakuasa Kapar 2,420MW, yang akan menambah jumlah keupayaan penjanaan tenaga efektifnya sebanyak 76.0% kepada sekitar 3,000MW. Cadangan pemerolehan Stesen Janakuasa Kapar merupakan satu langkah untuk mempelbagaikan portfolio

penjanaan Malakoff. Stesen janakuasa ini juga mempunyai lokasi strategik di kawasan yang mempunyai pertumbuhan pesat di Lembah Klang yang akan membolehkan loji janakuasa tersebut menikmati peranan sebagai pembekal tenaga elektrik yang lumayan. Malakoff akan menyumbangkan aliran pendapatan yang stabil bagi mengimbangi pelaburan jangka panjang kami seperti PTP.



Pengedaran Gas Asli - Saluran yang Membawa Kejayaan

| | | |
|---|--|----------|
| 03 | | RM436.9M |
| 02 | | RM448.0M |
| REVENUE / HASIL GAS MALAYSIA SDN BHD | | |

| | | |
|--|--|---------|
| 03 | | RM44.3M |
| 02 | | RM63.4M |
| PROFIT BEFORE TAX / KEUNTUNGAN SEBELUM CUKAI GAS MALAYSIA SDN BHD | | |

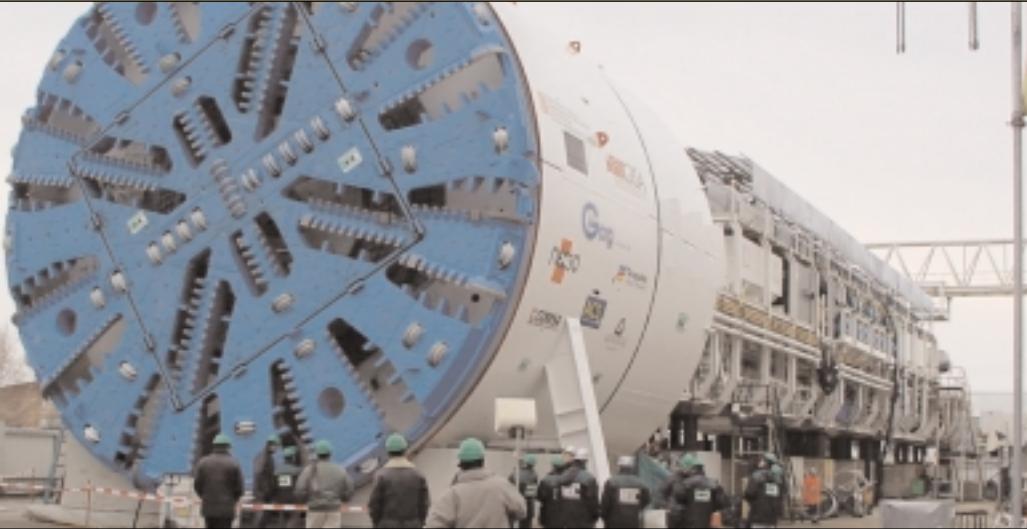
Gas Malaysia menghadapi tempoh yang mencabar, sambil syarikat ini berusaha untuk mengatasi kesan daripada kenaikan kos gas serta rebet tenaga yang berjumlah sehingga RM56.5 juta bagi pelanggan. Rebet ini, berserta caj tarif purata yang lebih rendah, menyebabkan Gas Malaysia mencatat hasil sebanyak RM436.9 juta, 2.5% lebih rendah berbanding tahun sebelumnya. Keuntungan

sebelum cukai bagi tempoh yang sama adalah sebanyak RM44.3 juta berbanding RM63.4 juta pada tahun lalu. Jumlah gas yang dijual bagi tempoh yang sama adalah sebanyak 26.8 juta mmBtu, peningkatan sebanyak 9.0% berbanding tahun sebelumnya.

Gas Malaysia mengendalikan saluran paip sepanjang 662 km. Pada tahun ini, syarikat ini menerima pakai rancangan pembangunan saluran paip dipercepatkan yang berjaya menyiapkan 111 km saluran paip baru dan bekalan gas dipertingkatkan lagi sehingga ke Alor Gajah, Kuala Selangor dan Ayer Hitam. Saluran paip sejauh 227 km lagi sedang dibina di kawasan tengah, selatan dan utara.

Tindakan Suruhanjaya Tenaga menurunkan tarif gas asli baru-baru ini telah menjadikan gas asli sumber tenaga yang lebih murah dan menarik berbanding bahan api pesaing yang lain. Dengan ini, Gas Malaysia menjangkakan bahawa permintaan untuk gas asli sebagai sumber tenaga pilihan bagi kegunaan perumahan, komersial dan perindustrian akan naik dengan mendadak. Selaras ini, Gas Malaysia akan mula melaksanakan strategi mempercepatkan pembangunan rangkaian dan memperluaskan perkhidmatannya dengan menggunakan rangkaian pengedarannya.





[kejuruteraan]

Engineering

| | |
|---|----------|
| 03 | RM177.0M |
| 02 | RM166.0M |
| REVENUE / HASIL ENGINEERING / KEJURUTERAAN | |

| | |
|--|---------|
| 03 | RM16.5M |
| 02 | RM11.9M |
| PROFIT BEFORE TAX / KEUNTUNGAN SEBELUM CUKAI ENGINEERING / KEJURUTERAAN | |

Our engineering business posted a revenue of RM177.0 million, an increase of 7.0% in comparison to RM166.0 million last year. Profit before tax stood at RM16.5 million, up 38.0% from last year's RM11.9 million. About 33.0% of this profit was contributed by MMC Metal Industries Sdn Bhd (MMC Metal), while MMC Oil & Gas Engineering Sdn Bhd (MMC Oil & Gas) and Tepat Teknik Sdn Bhd (Tepat Teknik) contributed 29.0% and 22.0% to the engineering business's profits respectively.

Bidang kejuruteraan kami mencatat hasil sebanyak RM177.0 juta, peningkatan 7.0% berbanding RM166.0 juta yang dicatat pada tahun lalu. Keuntungan sebelum cukai adalah sebanyak RM16.5 juta, kenaikan sebanyak 38.0% berbanding RM11.9 juta pada tahun lalu. MMC Metal Industries Sdn Bhd (MMC Metal) menyumbangkan 33.0% daripada keuntungan ini, sementara MMC Oil & Gas Engineering Sdn Bhd (MMC Oil & Gas) dan Tepat Teknik Sdn Bhd (Tepat Teknik) masing-masing menyumbangkan 29.0% dan 22.0% kepada keuntungan bidang kejuruteraan.



Engineering and Construction - Gearing Up for Future Growth



REVENUE / HASIL
MMC ENGINEERING & CONSTRUCTION SDN BHD



PROFIT BEFORE TAX / KEUNTUNGAN SEBELUM CUKAI
MMC ENGINEERING & CONSTRUCTION SDN BHD

For the year under review, MMC Engineering & Construction Sdn Bhd (MMCEC) posted a lower revenue of RM5.6 million compared to RM13.8 million the year before. However, profit before tax stood at RM2.6 million, higher than last year's profit of RM0.6 million.

The majority of income was derived from the company's involvement in various construction projects including the construction of the GB3 Coal Fired Segari-Lumut Power Plant together with Zelan; the construction of the Rail Container Transfer Station for PTP; and the



engineering, procurement, construction & commissioning of the Natural Gas Distribution System to Prai for Gas Malaysia.

To counter stiff competition, MMCEC will compete only in niche markets where specialisation will offer a competitive edge. It has identified civil engineering works related to natural gas pipelines construction, marine facilities and power plants, as the primary target sectors from which future revenue will be derived. MMCEC also expects to participate in major projects in which the Group is involved, in particular the SMART project. It will also tap opportunities made available by clients of other subsidiaries, notably the Ministry of Defence (MINDEF) and the Ministry of Transport.

performance. The company recorded a 32.0% increase in revenue to RM37.2 million, returning a profit before tax of RM4.9 million compared to RM3.0 million the previous year. MMC Oil & Gas also secured some 330,000 man hours of engineering design services in oil and gas projects.

The year 2002/2003 saw market demand for engineering design services in the oil and gas industry in Malaysia maintain a steady pace. High crude oil prices in the world market and an increase in gas demand, resulted in major green-field developments by major oil companies. Small-field development was also put on a fast-track schedule in view of the current favourable market situation.



Oil And Gas - Designed for Performance



REVENUE / HASIL
MMC OIL & GAS ENGINEERING SDN BHD



PROFIT BEFORE TAX / KEUNTUNGAN SEBELUM CUKAI
MMC OIL & GAS ENGINEERING SDN BHD

MMC Oil & Gas surpassed the results of the previous year and again delivered a commendable

In the coming few years, the country's oil and gas development will be breaking new grounds in the deep-water area and the application of innovative production methods. MMC Oil & Gas is positioning itself technologically to capitalise on these opportunities and at the same time is studying strategic markets abroad where it can push its current engineering design expertise.

Kejuruteraan dan Pembinaan - Melengkap Diri untuk Pertumbuhan

Pada tahun yang ditinjau, MMC Engineering & Construction Sdn Bhd (MMCEC) mencatat hasil lebih rendah sebanyak RM5.6 juta berbanding RM13.8 juta pada tahun sebelumnya. Namun, keuntungan sebelum cukai sebanyak RM2.6 juta adalah lebih tinggi berbanding keuntungan tahun lepas sebanyak RM0.6 juta.

Sebahagian besar pendapatan berpunca daripada penglibatan syarikat dalam pelbagai projek pembinaan termasuk pembinaan Loji Janakuasa Pembakaran Arang Batu Segari-Lumut GB3 bersama dengan Zelan; pembinaan Stesen Pemindahan Kontena Rel bagi PTP; dan kejuruteraan, pemerolehan, pembinaan dan pentaulahan Sistem Pengagihan Gas Asli ke Prai bagi Gas Malaysia.

Memandangkan persaingan yang sengit, MMCEC akan memberi tumpuan dalam pasaran khusus yang memberikannya kelebihan daya saing. Ia telah mengenal pasti kerja-kerja kejuruteraan awam berkaitan pembinaan saluran paip gas asli, kemudahan marin dan loji-loji janakuasa, sebagai sektor sasaran utama yang akan mendatangkan hasil pada masa hadapan. MMCEC juga dijangka akan terlibat dengan projek besar yang melibatkan Kumpulan, terutamanya projek SMART. Ia juga akan menggunakan peluang-peluang diperolehi melalui pelanggan syarikat-syarikat subsidiari lain, khususnya Kementerian Pertahanan (MINDEF) dan Kementerian Pengangkutan.

Minyak dan Gas - Menekankan Prestasi

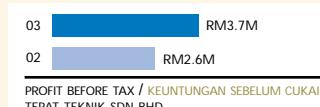
MMC Oil & Gas mencatat keputusan yang lebih baik berbanding tahun sebelumnya dan sekali lagi mencapai prestasi yang boleh dibanggakan. Syarikat mencatat peningkatan hasil sebanyak 32.0% kepada RM37.2 juta, dengan keuntungan sebelum cukai sebanyak RM4.9 juta berbanding RM3.0 juta pada tahun sebelumnya. MMC Oil & Gas juga berjaya mendapatkan kerja-kerja bagi perkhidmatan rekabentuk kejuruteraan berkaitan projek minyak dan gas berjumlah 330,000 jam manusia.

Permintaan pasaran bagi perkhidmatan rekabentuk kejuruteraan dalam industri minyak dan gas di Malaysia mengekalkan pertumbuhan stabil pada tahun 2002/2003. Harga minyak mentah yang tinggi di pasaran dunia dan permintaan gas yang semakin meningkat, menyebabkan syarikat minyak utama memulakan pembangunan besar-besaran di kawasan-kawasan berpotensi. Pembangunan medan-medan kecil juga dilaksanakan secara pantas memandangkan situasi pasaran semasa yang baik.

Pada masa hadapan, pembangunan minyak dan gas negara akan merintis jalan baru di bidang laut dalam dan penggunaan kaedah pengeluaran yang inovatif. MMC Oil & Gas sedang mempertingkatkan tahap teknologinya supaya dapat memanfaatkan peluang-peluang tersebut sambil mengkaji pasaran strategik di luar negara di mana ia boleh mengembangkan pasaran bagi kepakaran rekabentuk kejuruteraannya.



Industri Berat dan Fabrikasi Mekanikal - Bersedia Menghadapi Pertumbuhan Dinamik



Meskipun perlu beroperasi dalam persekitaran yang mencabar, Kumpulan Tepat Teknik telah mencatat keputusan kewangan yang mampu bertahan. Syarikat ini mencatat hasil sebanyak RM58.6 juta, kemerosotan sebanyak 7.0% berbanding RM63.1 juta pada tahun lepas. Keuntungan sebelum cukai meningkat daripada RM2.6 juta kepada RM3.7 juta, peningkatan sebanyak 42.0%. Keputusan yang lebih baik ini berpunca terutamanya daripada peningkatan dalam tahap kecekapan operasi dan usaha-usaha berterusan Kumpulan untuk mengawal kos projek. Pesanan terus diterima daripada sektor-sektor perniagaan tradisi seperti minyak dan gas, penjanaan tenaga dan petrokimia.

Tepat Teknik akan terus membentuk hubungan perniagaan yang strategik dan bekerja rapat dengan rakan niaga asing yang mempunyai kepakaran teknologi untuk menerokai bidang perniagaan yang baru dan menawarkan produk bernilai lebih tinggi. Kumpulan akan mengambil sikap berhati-hati mengenai prospek perniagaan pada masa hadapan dan mencari peluang-peluang perniagaan yang baru.



Heavy Industry and Mechanical Fabrication - Poised for Dynamic Growth

Despite having to operate in a challenging environment, the Tepat Teknik Group posted fair results. Revenue for the year under review decreased by 7.0% to RM58.6 million from RM63.1 million the previous year. Profit before tax, however, increased from RM2.6 million to RM3.7 million, a 42.0% increase. The improved results were primarily attributable to the increase in operational efficiencies and the Group's continual efforts to control project costs. Orders continued to come in from the traditional business sectors such as oil and gas, power generation and petrochemicals.

Tepat Teknik will continue to form strategic business alliances and work closely with foreign technology-based partners to develop new business areas and provide higher-value products. The Group will maintain a cautious outlook for the coming years and be on the lookout for new business opportunities.

Defence Contracting - Preparing To Engage

| | | |
|----|--|---------|
| 03 | | RM9.8M |
| 02 | | RM15.0M |

REVENUE / HASIL
MMC DEFENCE SDN BHD

| | | |
|----|--|--------|
| 03 | | RM1.2M |
| 02 | | RM3.0M |

PROFIT BEFORE TAX / KEUNTUNGAN SEBELUM CUKAI
MMC DEFENCE SDN BHD

MMC Defence Sdn Bhd (MMC Defence) posted a revenue of RM9.8 million, down 35.0% from the previous year's revenue of RM15.0 million. Profit before tax declined by 60.0% to RM1.2 million, from RM3.0 million last year.

MMC Defence continued to service MINDEF's contract for the complete overhaul, refurbishment and re-commissioning of 60 units of Condor Armoured Personnel Carriers (APC). The last 20 APCs were completed, tested and handed over to the Malaysian Armed Forces in February this year. We expect to continue to service MINDEF in the overhaul and refurbishment of APCs.

MMC Defence is also in negotiations with MINDEF for the logistical support and maintenance of the Malaysian army's 48 new Polish PT-91M main battle tanks (MBTs) and 14 variants. The company has signed a 10-year partnership agreement with Foreign Trade

Enterprise (FTE) Bumar Ltd of Poland, the OEM manufacturer of the MBTs, to carry out maintenance works on these vehicles throughout their lifespan of 15 to 20 years. Under the agreement, the company will be the recipient of a transfer of technology, training, spare parts and integrated logistics support management. MMC Defence will continue to invest to upgrade its facilities and infrastructure to meet these new commitments. Once completed, MMC Defence will have one of the best facilities capable of doing all works related to armoured vehicles, including the local assembly of MBTs.

Transport Engineering - On Track For Growth

MMC Metal posted a revenue of RM42.0 million, an increase of 234.0% in comparison to RM13.0 million last year. The company also experienced a turnaround to profitability from a loss of RM0.22 million, to a profit before tax of RM5.5 million.

MMC Metal successfully completed the contract for the design, manufacture, fabrication, testing and commissioning of 195 units of Bogie Container Flat wagons for Keretapi Tanah Melayu Berhad (KTMB) from the Ministry of Transport. Currently, all the units delivered form part of KTMB's land bridge fleet connecting ports in Malaysia and Thailand.

MMC Metal forecasts that there will be further demand for freight wagons in line with the expected growth in freight traffic. This is in tandem with the expected growth following the eventual construction of the double tracking railway system from Padang Besar to Johor. Meanwhile, the company is actively pursuing more orders from the cement milling and precision casting sectors.

Melaksanakan Kontrak Pertahanan - Bersedia untuk Bertindak

MMC Defence Sdn Bhd (MMC Defence) mencatat hasil sebanyak RM9.8 juta, merosot sebanyak 35.0% berbanding RM15.0 juta pada tahun lepas. Keuntungan sebelum cukai merosot sebanyak 60.0%, daripada RM3.0 juta pada tahun lalu kepada RM1.2 juta pada tahun ini.

MMC Defence terus melaksanakan kontrak dengan MINDEF bagi projek baik pulih menyeluruh, peningkatan dan pentaulahan semula 60 unit Kenderaan Pengangkut Berperisai (KPB) Condor. Kerja-kerja bagi 20 KPB terakhir sudah diselesaikan, diuji dan diserahkan kepada Angkatan Tentera Malaysia pada bulan Februari tahun ini. Kami menjangka akan terus memberi perkhidmatan baik pulih dan peningkatan KPB kepada MINDEF pada masa terdekat ini.

MMC Defence juga sedang mengadakan rundingan dengan MINDEF bagi kerja-kerja sokongan logistik dan penyelenggaraan 48 buah kereta kebal tempur utama (KKTU) PT-91M buatan Poland yang baru serta 14 varian kepunyaan tentera Malaysia. Syarikat ini telah menandatangani perjanjian perkongsian selama 10 tahun dengan Foreign Trade Enterprise (FTE) Bumar Ltd dari Poland, pengeluar pasaran peralatan asal (OEM) bagi KKTU, untuk menjalankan kerja-kerja penyelenggaraan terhadap kenderaan tersebut sepanjang

jangka hayatnya selama 15 hingga 20 tahun. Di bawah perjanjian ini, Syarikat akan menjadi penerima pemindahan teknologi, latihan, alat ganti dan pengurusan sokongan bersepadu. MMC Defence akan terus membuat pelaburan bagi menaik taraf kemudahan serta infrastruktur untuk memenuhi komitmen baru ini. Apabila siap, MMC Defence akan mempunyai antara kemudahan terbaik yang berupaya melaksanakan semua kerja-kerja berkaitan kenderaan berperisai, termasuk pemasangan KKTU dalam negeri.

MMC Metal berjaya melaksanakan kontrak rekabentuk, pembuatan, fabrikasi, pengujian dan pentaulahan 195 unit gerabak 'Bogie Container Flat' bagi Keretapi Tanah Melayu Berhad (KTMB) yang diberi oleh Kementerian Pengangkutan. Pada masa ini, semua unit yang telah dihantar membentuk sebahagian daripada pengangkutan laluan darat yang menghubungkan pelabuhan-pelabuhan di Malaysia dan Thailand.

MMC Metal meramalkan bahawa permintaan bagi gerabak muatan akan meningkat selaras dengan



Kejuruteraan Pengangkutan - Bersedia untuk Pertumbuhan

| | |
|---|---------|
| 03 | RM42.0M |
| 02 | RM13.0M |
| REVENUE / HASIL MMC METAL INDUSTRIES SDN BHD | |
| | |

| | |
|--|-----------|
| 03 | RM5.5M |
| 02 | (RM0.22M) |
| PROFIT BEFORE TAX / KEUNTUNGAN SEBELUM CUKAI MMC METAL INDUSTRIES SDN BHD | |
| | |

MMC Metal mencatat hasil sebanyak RM42.0 juta, peningkatan sebanyak 234.0% berbanding RM13.0 juta pada tahun lepas. Syarikat ini juga kembali mencatat keuntungan setelah mengalami kerugian sebanyak RM0.22 juta kepada keuntungan sebelum cukai sebanyak RM5.5 juta.

jangkaan pertumbuhan dalam lalulintas muatan. Ini juga selari dengan jangkaan pertumbuhan berikutnya pembinaan sistem landasan kereta api berkembar dari Padang Besar ke Johor. Sementara itu, syarikat ini juga aktif berusaha untuk meningkatkan pesanan bagi pengilangan simen dan pengacuan kepersisan.

Other businesses

[perniagaan-perniagaan lain]

Smelting - Strong Growth Despite the Downturn

Despite the continued downturn in the global tin industry and the world economy, Malaysia Smelting Corporation Berhad (MSC) achieved an impressive overall improvement in its financial results and recorded another year of growth in earnings. Despite a 7.8% lower average tin price in 2002, the Group's revenue increased by RM136.8 million or 24.0% to RM719.5 million. Profit before tax surpassed last year's record level by 18.0% at a new high of RM39.7 million.

Weather-strip Manufacturing - Preparing to Weather the AFTA Storm

Seginiaga Rubber Industries Sdn Bhd (SRI) recorded a lower profit before tax of RM5.4 million compared to RM6.1 million the year before. This was achieved on the back of a marginally lower revenue of RM37.5 million, compared to RM38.5 million the previous year. SRI also received a tax credit amounting to RM3.3 million from the Inland Revenue Department for the pioneer status it obtained in 1991. The continuous improvement in productivity and efficiency implemented by management is expected to generate better returns.

Peleburan - Pertumbuhan Kukuh di Sebalik Kemelesetan

Meskipun industri timah global dan ekonomi dunia menghadapi kemelesetan, Malaysia Smelting Corporation Berhad (MSC) mencatat peningkatan keseluruhan yang mengagumkan bagi keputusan kewangannya dan sekali lagi mencatat pertumbuhan dalam pendapatan tahunannya. Meskipun harga purata timah adalah 7.8% lebih rendah pada tahun 2002, hasil Kumpulan meningkat sebanyak RM136.8 juta atau 24.0% kepada RM719.5 juta. Keuntungan sebelum cukai melepas rekod yang dicapai pada tahun lepas sebanyak 18.0% dengan mencatat paras tertinggi yang baru sebanyak RM39.7 juta pada tahun ini.

Pengilangan Getah Kalis Cuaca - Bersedia Menghadapi Cabaran AFTA

Seginiaga Rubber Industries Sdn Bhd (SRI) mencatat keuntungan sebelum cukai yang lebih rendah sebanyak RM5.4 juta berbanding RM6.1 juta pada tahun sebelumnya. Keputusan ini telah dapat dicapai meskipun hasil yang lebih rendah sebanyak RM37.5 juta berbanding RM38.5 juta pada tahun sebelumnya. SRI turut menerima kredit cukai dari Lembaga Hasil Dalam Negeri bagi status perintis yang diperolehnya pada tahun 1991. Aktiviti pengurangan kos yang dilaksanakan oleh pihak pengurusan dan peningkatan berterusan dalam produktiviti dan kecekapan dijangka akan menyumbang keputusan yang lebih baik.

SRI is continuously embarking on cost-down activities, as well as productivity and quality enhancement programmes, to prepare for AFTA in 2005. With the recent installation of a fifth line and available capacity, SRI is exploring the possibility of exporting its products to ASEAN countries and Middle Eastern markets. Proton has selected SRI to supply weather strips for its future production in Iran. These will either be exported from Malaysia or manufactured in Iran through a joint venture with a local party. SRI is also exploring the possibility of diversifying its product range in order not to be too dependent on the automobile industry.



Tronoh - In the Throes of Transformation

Our 52.3% subsidiary, Tronoh, posted a profit before tax of RM5.5 million, an increase of 16.0% from last year's figure of RM4.0 million. Tronoh is a company very much in

the throes of transformation. With the proposed acquisition of a 19.6 % stake in IJM and a 100% stake in Zelan on the cards, Tronoh is focusing on repositioning itself as a construction company.

IJM is principally engaged in construction, property development, manufacturing and quarrying, oil palm cultivation and investment holding. IJM's solid construction track record in both the local and international markets will effectively allow Tronoh to venture into overseas projects. Zelan on the other hand, is involved in construction works related to the power industry. The acquisition of Zelan further strengthens the synergies within the

Mining & Exploration - Strategic Withdrawal

MMC's last remaining dredge in Malaysia, which was operated under a contract arrangement, was sold in April 2002, bringing to a close the Group's tin dredging operations. However, the Group is active in tin mining through its associate MSC, which acquired a 75.0% interest in PT Koba Tin, Indonesia in April 2002.

Only minimal exploration activities were carried out. In line with the Group's decision, efforts were focused on winding down and outsourcing exploration projects and negotiations in these areas are currently on-going.

Other Sources of Income

Sime Darby Berhad continued to give us good returns, paying out a dividend of 22.5 sen per share amounting to RM27.7 million in total. Berjuntai Tin Dredging Berhad has made an announcement on its proposed restructuring scheme which will enable the company to regularise its financial condition pursuant to PN4/2001 and PN10/2001 of the KLSE's Listing Requirements whilst Kramat Tin Dredging Berhad is currently continuing its efforts in identifying a suitable new business that would contribute to its future growth.

Group as Tronoh will now be able to provide support services to power-related business units within the Group. Overall, the inclusion of the construction businesses will provide Tronoh with opportunities to generate sustainable positive return and steady income streams.

SRI berterusan menjalankan aktiviti mengurangkan kos, serta program mempertingkatkan produktiviti dan kualiti, sebagai persediaan bagi AFTA pada tahun 2005. Berikutan pemasangan barisan kelima baru-baru ini dan keupayaan yang sedia ada, SRI sedang mengkaji kemungkinan mengeksport



produknya ke negara-negara ASEAN dan pasaran Timur Tengah. Proton telah memilih SRI sebagai pembekal getah kalis cuaca untuk pengeluaran masa hadapannya di Iran. Produk ini akan dieksport dari Malaysia atau dibuat di Iran melalui satu usahasama dengan pihak tempatan. SRI juga mengkaji kemungkinan mempelbagaikan rangkaian produknya supaya tidak terlalu bergantung kepada industri automobil.

Tronoh - Sedang Giat Melaksanakan Transformasi

Syarikat subsidiari milik 52.3% kami, Tronoh mencatat keuntungan sebelum cukai sebanyak RM5.5 juta, peningkatan 16.0% berbanding angka tahun lepas sebanyak RM4.0 juta.

Tronoh merupakan sebuah syarikat yang sedang sibuk melaksanakan transformasi. Menerusi cadangan pemerolehan 19.6% pegangan dalam IJM dan 100.0% pegangan dalam Zelan Holdings yang sedang dilaksanakan, Tronoh sedang memberi tumpuan terhadap kedudukan seterusnya sebagai sebuah syarikat pembinaan.

IJM terlibat terutamanya dalam pembinaan, pembangunan harta tanah, pengilangan dan perkuarian, penanaman kelapa sawit dan pegangan pelaburan. Rekod prestasi pembinaan IJM yang baik di kedua-dua pasaran tempatan dan antarabangsa akan membolehkan Tronoh menerokai pasaran bagi projek-projek seberang laut. Zelan pula terlibat dengan kerja-kerja pembinaan bagi industri tenaga. Pemerolehan Zelan mengukuhkan lagi sinergi dalam Kumpulan memandangkan Tronoh akan dapat memberi perkhidmatan sokongan kepada unit-unit perniagaan berkaitan tenaga dalam Kumpulan. Pada keseluruhannya, penyertaan kegiatan-kegiatan pembinaan tersebut akan memberi Tronoh peluang untuk menjana pulangan positif yang berterusan dan aliran pendapatan yang stabil.

Perlombongan & Eksplorasi - Pengunduran Strategik

Kapal korek terakhir MMC di Malaysia, yang telah dikendalikan di bawah perjanjian kontrak, telah dijual pada bulan April 2002, seterusnya mengakhiri operasi perlombongan bijih timah Kumpulan.

Namun, Kumpulan masih aktif dalam bidang perlombongan bijih timah menerusi syarikat bersekutunya MSC, yang telah mengambil alih 75.0% kepentingan dalam PT Koba Tin, Indonesia pada bulan April 2002.

Aktiviti eksplorasi dijalankan pada tahap minimum. Selaras dengan keputusan Kumpulan, usaha tertumpu kepada langkah-langkah menamatkan serta mencari pengusaha luar bagi projek eksplorasi dan perkara ini masih di dalam perundingan.

Sumber-sumber Pendapatan Lain

Pelaburan dalam Sime Darby Berhad terus memberi pulangan yang baik dengan bayaran dividen sebanyak 22.5 sen sesaham dengan pembayaran penuh berjumlah RM27.7 juta. Berjuntai Tin Dredging Berhad telah mengumumkan cadangan skim penyusunan semula yang akan membolehkan syarikat memulihkan kedudukan kewangannya menurut PN4/2001 dan PN10/2001 Keperluan Penyenaraian BSKL. Sementara itu, Kramat Tin Dredging Berhad sedang meneruskan usaha untuk mengenal pasti bidang perniagaan baru yang boleh menyumbang kepada pertumbuhan masa depannya.

THE WAY FORWARD FOR SUCCESS: MMC'S BLUEPRINT FOR SUCCESS

As we embrace the future, the management team have formulated a blueprint for success that will allow us to communicate our sense of purpose to our shareholders, customers, employees and partners among others. Our blueprint, The Way Forward For Success, spells out the tenets that will enable us to accelerate the growth of our businesses while ensuring our strategic objectives are met.

We have identified four (4) key strategic initiatives to achieve our strategic objectives:

committing ourselves wholeheartedly to the cause of translating these tenets into tangibles, can we steer MMC on its journey to success.

Our New Business Model

As the new MMC propels forward, we will continue to concentrate on the core businesses of infrastructure, utilities and engineering. Each of these businesses will in turn, utilise core processes to serve our customers. We will centralise shared services in the areas of finance, IT, human resources, corporate planning, internal audit, corporate

presented here will help in building a better understanding of the Group and share our confidence in the Group's future.

MMC, with its new revenue mix, has all the right synergies and ingredients for success. Together, we shall succeed.



Dato' Ismail Shahudin

Group Chief Executive

Kuala Lumpur

29 May 2003

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MALAYSIA MINING CORPORATION BERHAD |

4 KEY STRATEGIC INITIATIVES

- Maximising profitability
- Promoting continuous improvement for greater efficiency
- Strengthening the MMC branding
- Promoting a proactive corporate culture

The corporate exercise undertaken to acquire the remaining interest in MMCEG not already owned by MMC, falls in line with our strategic initiatives. This exercise will also provide us a more flexible structure to carry out rationalisation programmes aimed at fully tapping the synergistic benefits and economies of scale arising from the enlarged MMC Group. Only by

communications and investor relations and corporate secretarial and legal.

Sustaining Shareholder Confidence

Credible companies are built on the foundation of accurate financial reporting and good corporate governance. We trust the information

MENUJU KEJAYAAN MASA HADAPAN: PELAN TINDAKAN KEJAYAAN MMC

Sambil kami mengalau-alukan peluang masa hadapan, pihak pengurusan telah menghasilkan pelan tindakan kejayaan, yang akan membolehkan kami menyampaikan maksud arah tujuan kami kepada para pemegang saham, pelanggan, kakitangan dan rakan kongsi kami, antara lainnya. Pelan tindakan kami, Menuju Kejayaan Masa Depan, mengemukakan prinsip-prinsip yang akan membolehkan kami mempercepatkan pertumbuhan bidang-bidang perniagaan kami, sambil memastikan pencapaian objektif-objektif strategik kami.

Kami telah mengenal pasti empat (4) inisiatif strategik untuk mencapai objektif-objektif strategik tersebut:

melaksanakan program-program rasionalisasi yang bertujuan untuk memanfaatkan sepenuhnya sinergi dan penjimatan kos menurut skala operasi Kumpulan MMC. Komitmen yang bersungguh-sungguh untuk merealisasikan prinsip ini akan membolehkan kami membantu MMC menentukan haluan terus dalam perjalannya menuju kejayaan.

Model Perniagaan Baru

Sambil melangkah ke hadapan, kami akan terus memberi tumpuan kepada bidang-bidang perniagaan teras kami iaitu infrastruktur, utiliti dan kejuruteraan. Setiap perniagaan ini kelak akan menggunakan proses teras dalam memberi perkhidmatan kepada pelanggan. Kami akan

Memelihara Keyakinan

Pemegang Saham

Syarikat yang mempunyai kredibiliti adalah dibina berdasarkan laporan kewangan yang tepat dan amalan tadbir urus korporat yang baik. Kami percaya bahawa maklumat yang dikemukakan di sini akan membantu pembaca memahami MMC dengan lebih baik dan berkongsi keyakinan kami terhadap masa hadapan Kumpulan.

MMC, dengan gabungan hasil yang baru, mempunyai sinergi dan unsur-unsur yang tepat untuk mencapai kejayaan. Bersama, kita akan berjaya.



Dato' Ismail Shahudin

Ketua Eksekutif Kumpulan

Kuala Lumpur

29 Mei 2003

4 INISIATIF STRATEGIK UTAMA

- Memaksimumkan keuntungan
- Menggalakkan usaha peningkatan diri secara berterusan untuk mencapai kecekapan yang lebih baik
- Mengukuhkan jenama MMC
- Menerapkan budaya korporat yang proaktif

Langkah korporat untuk memperolehi baki kepentingan dalam MMCEG yang belum dimiliki MMC, adalah selaras dengan objektif-objektif strategik kami. Pemerolehan ini juga akan memberikan kami satu struktur yang lebih fleksibel bagi

memusatkan perkhidmatan kongsian dalam bidang kewangan, IT, sumber manusia, perancangan korporat, audit dalaman, komunikasi korporat dan perhubungan pelabur, serta kesetiausahaan syarikat dan undang-undang.

*accelerating
growth*

WE WILL STRENGTHEN MMC INTO AN
**INNOVATIVE AND
DYNAMIC GROUP**

as we implement a culture of continuous
and proactive transformation

Kami akan mengukuhkan MMC menjadi kumpulan yang inovatif
dan dinamik sambil kami menerapkan budaya transformasi yang
berterusan dan proaktif



[sorotan penting tahun]

HIGHLIGHTS OF THE YEAR



25 February 2002

Malakoff's wholly-owned subsidiary, GB3, commenced commercial operations of its 430MW open cycle gas turbine power plant at Segari, Perak.

9 April 2002

MSC acquired a 75.0% equity interest in PT Koba Tin in Indonesia.

29 May 2002

Malakoff entered into a conditional Share Sale Agreement with SKS Ventures for the acquisition of the entire equity interest in Prai Power.

27 June 2002

Tronoh announced the proposed acquisition of a 19.6% stake in IJM, and the signing of a Heads of Agreement to acquire the entire equity interest in Zelan.

25 Februari 2002

Subsidiari milik penuh Malakoff, GB3, memulakan operasi komersial loji janakuasa turbin gas kitar terbuka berkapasiti 430MW di Segari, Perak.

9 April 2002

MSC memperolehi 75.0% kepentingan ekuiti dalam PT Koba Tin di Indonesia.

29 Mei 2002

Malakoff memeterai Perjanjian Jualan Saham bersyarat dengan SKS Ventures bagi pemerolehan seluruh kepentingan ekuiti dalam Prai Power.

27 Jun 2002

Tronoh mengumumkan cadangan pemerolehan 19.6% pegangan dalam IJM, dan pemeteraan Perjanjian Asas untuk pemerolehan seluruh kepentingan ekuiti dalam Zelan.

9 July 2002

The Securities Commission approved MMC's proposed acquisition of a 50.1% equity interest in PTP for a purchase consideration of RM1,605.8 million.

16 July 2002

Further to the Heads of Agreement of 26 June 2002, Tronoh entered into a Share Sale Agreement to acquire the entire equity interest in Zelan for RM140.0 million.

26 July 2002

MMCEG and Gamuda executed a joint venture agreement to form a 50:50 MMCEG-GAMUDA JV which will jointly negotiate and undertake the design, engineering, procurement, construction, installation, testing and commissioning as the EPC contractor for the SMART project aimed at alleviating flood and traffic congestion problems in Kuala Lumpur.

1 August 2002

Dato' Ismail Shahudin was appointed as the Group Chief Executive and a Director of MMC.

5 August 2002

MMC accepted MMCEG's offer to participate as the EPC contractor for the SMART project. The participating interests held by Gamuda, MMCEG and MMC become 50.0%, 30.0% and 20.0% respectively.

9 Julai 2002

Suruhanjaya Sekuriti meluluskan cadangan pemerolehan 50.1% kepentingan ekuiti dalam PTP oleh MMC dengan pembayaran sebanyak RM1,605.8 juta.

16 Julai 2002

Susulan daripada Perjanjian Asas yang ditandatangani pada 26 Jun 2002, Tronoh memeterai Perjanjian Jualan Saham untuk memperoleh seluruh kepentingan ekuiti dalam Zelan dengan harga RM140.0 juta.

26 Julai 2002

MMCEG dan Gamuda menandatangani perjanjian usahasama untuk membentuk usahasama 50:50 MMCEG-GAMUDA JV yang akan membuat rundingan dan pelaksanaan bersama bagi rekabentuk, kejuruteraan, perolehan, pembinaan, pemasangan, pengujian dan pentaulahan sebagai kontraktor kejuruteraan, pemerolehan dan pembinaan (EPC) bagi projek SMART yang bertujuan mengurangkan masalah banjir dan kesesakan lalu lintas di Kuala Lumpur.



18 October 2002

MMCEG entered into a joint venture agreement with Metrail Holdings to form a JV company to design and build a public monorail system.

10 December 2002

MMC completed its acquisition of a 50.1% equity interest in PTP.

30 December 2002

An additional 285,270,000 new ordinary shares of RM0.10 each in MMC were listed and quoted on the KLSE, pursuant to the acquisition of the 50.1% equity interest in PTP.

17 January 2003

Aseambankers, on behalf of MMC, served a notice of voluntary offer on the Board of Directors of MMCEG to acquire the remaining shares in MMCEG, not already owned by MMC.

31 January 2003

Following its conversion to combined-cycle mode and an increase in generation capacity to 640MW in November 2002, GB3's power plant commenced commercial operations.

**1 Ogos 2002**

Dato' Ismail Shahudin dilantik sebagai Ketua Eksekutif Kumpulan dan Pengarah MMC.

5 Ogos 2002

MMC menerima tawaran MMCEG untuk melibatkan diri sebagai kontraktor EPC bagi projek SMART. Kepentingan penyertaan yang dipegang oleh Gamuda, MMCEG dan MMC masing-masing menjadi 50.0%, 30.0% dan 20.0%.

18 Oktober 2002

MMCEG memeterai perjanjian usahasama dengan Metrail Holdings untuk membentuk sebuah syarikat usahasama bagi merekabentuk dan membina sistem monorel awam.

10 Disember 2002

MMC menyempurnakan pemerolehan 50.1% kepentingan ekuiti dalam PTP.

30 Disember 2002

Sebanyak 285,270,000 lagi saham biasa terbitan baru MMC berharga RM0.10 sesaham telah disenaraikan dan disebut harga di BSKL, berikutnya pemerolehan 50.1% kepentingan ekuiti dalam PTP.

17 Januari 2003

Aseambankers, bagi pihak MMC, menyerahkan notis tawaran sukarela kepada Lembaga Pengarah MMCEG untuk memperoleh baki saham dalam MMCEG, yang belum dimiliki oleh MMC.

31 Januari 2003

Loji janakuasa turbin gas kitar padu GB3 memulakan operasi komersialnya, berikutnya penukarannya kepada mod kitar padu dan peningkatan keupayaan penjanaannya kepada 640MW pada bulan November 2002.

[kalendar peristiwa penting]

CALENDAR OF EVENTS



March 2002

3 March - SRI Chairman, (Dr.) Abdul Samad Haji Alias, receiving the QS 9000 certification for SRI from President of SIRIM Berhad, Dato' Dr. Ariffin Haji Aton.

3 Mac - Pengurus SRI, (Dr.) Abdul Samad Haji Alias, menerima sijil pautualihan QS 9000 bagi SRI daripada Presiden SIRIM Berhad, Dato' Dr. Ariffin Haji Aton.

6 March - HE Abdel Rahim Hamdi, Finance Minister of Sudan, receiving a memento from MMC Chairman, Dato' Syed Abdul Jabbar Shahabudin on the occasion of the Sudanese Minister's visit to MMC's Head Office.

6 Mac - TYT Abdel Rahim Hamdi, Menteri Kewangan Sudan, menerima cenderamata daripada Pengurus MMC, Dato' Syed Abdul Jabbar Shahabudin, sempena lawatan rasmi beliau ke ibu pejabat MMC.



11 March - Dato' Syed Abdul Jabbar Shahabudin with Ir. Eko Maulana Ali during the Regent of Bangka's official visit to MMC.

11 Mac - Dato' Syed Abdul Jabbar Shahabudin bersama Ir. Eko Maulana Ali semasa lawatan rasmi Pemangku Raja Bangka ke MMC.



April 2002



8 - 11 April - Defence Minister, YB Dato' Seri Mohd. Najib Tun Abdul Razak, visiting MMC Defence's exhibition booth at Defence Services Asia 2002 at the Mines Exhibition Centre.

8 - 11 April - Menteri Pertahanan, YB Dato' Seri Mohd. Najib Tun Abdul Razak, mengunjungi gerai pameran Pertahanan MMC di pameran Defence Services Asia 2002 di Pusat Pameran The Mines.

9 April - A visit by the 12-member Polish delegation led by 1st Deputy Minister of National Defence of Poland, HE Janusz Zzemke and 1st Deputy Minister of Economy, HE Andrzej Szarawarski.

9 April - Kunjungan delegasi seramai 12 orang dari Poland diketuai Timbalan Pertama Menteri Pertahanan Negara Poland, TYT Janusz Zzemke dan Timbalan Pertama Menteri Ekonomi, TYT Andrzej Szarawarski.





20 - 26 April - MMC showcasing its transformation from a mining company into a premier infrastructure, utilities and engineering entity at Minggu Saham Amanah Malaysia 2002.

20 - 26 April - MMC mempamerkan transformasinya daripada sebuah syarikat perlombongan kepada sebuah syarikat infrastruktur, utiliti dan kejuruteraan yang unggul di Minggu Saham Amanah Malaysia 2002.

May 2002



9 May - Lt. Jen. Datuk Abdul Ghafir, 1st Deputy Chief of the Army, and his entourage being taken on a tour of the MMC Defence workshop during a visit by the Army Equipment Committee.

9 Mei - Lt. Jen. Datuk Abdul Ghafir, Timbalan Panglima Tentera Darat, dan rombongan beliau dibawa melawat bengkel MMC Defence sempena lawatan Jawatankuasa Peralatan Tentera Darat.

17 May - Members of the delegation from the state-owned Enterprises Supervisory Panels Office, People's Republic of China, being briefed by MMC senior management led by Dato' Syed Abdul Jabbar Shahabudin and Datuk Ir. (Dr.) Hj. Ahmad Zaidee bin Ladin.

17 Mei - Ahli delegasi dari Pejabat Panel Penguatkuasa Perusahaan Republik Rakyat China, diberi taklimat oleh pengurusan kanan MMC diketuai Dato' Syed Abdul Jabbar Shahabudin dan Datuk Ir. (Dr.) Hj. Ahmad Zaidee bin Ladin.



June 2002

13 June - MMC hosted a charity dinner for 16 special children from Pusat Sinar Harapan, Alor Setar during their visit to Kuala Lumpur.

13 Jun - MMC menganjurkan majlis makan malam amal untuk 16 kanak-kanak istimewa dari Pusat Sinar Harapan, Alor Setar sempena lawatan mereka ke Kuala Lumpur.

24 - 28 June - The official launch of Customers' Service Week at KLBK by YB Dr. Radin Muhamad Amin Hj. Hadi Munir, State Assemblyman for Seberang Jaya, Pulau Pinang.

24 - 28 Jun - Pelancaran rasmi Minggu Perkhidmatan Pelanggan di KLBK yang disempurnakan oleh YB Dr. Radin Muhamad Amin Hj. Hadi Munir, Ahli Dewan Undangan Negeri Seberang Jaya, Pulau Pinang.





July 2002

16 July - Ms. Mabel Lee, GM of Corporate Planning, briefing participants at the Induction Programme for new recruits at Wisma Semantan.

16 Julai - Cik Mabel Lee, Pengurus Besar Perancangan Korporat, memberi taklimat kepada peserta Program Induksi bagi kakitangan baru di Wisma Semantan.

17 July - The Board of Directors of MMCEG at its AGM at the PNB Theatrette.

17 Julai - Lembaga Pengarah MMCEG di Mesyuarat Agung Tahunan MMCEG di Teatret PNB.



September 2002

17 September - New Directors being briefed by MMC senior management during the Directors' Induction Programme.



17 September - Para Pengarah baru mendengar taklimat daripada pengurusan kanan MMC sempena Program Induksi Pengarah.

October 2002

18 October - Tuan Haji Redha Talib, GM of SRI, receiving the "Most Improved Delivery Vendor 2002 Award" from Perodua Executive Director, Mr. Rajan Chitty, at the Kelab Vendor Perodua event.

18 Oktober – Tuan Haji Redha Talib, Pengurus Besar SRI, menerima "Anugerah Vendor Pengedaran Paling Meningkat Tahun 2002" daripada Pengarah Eksekutif Perodua, En. Rajan Chitty, di acara Kelab Vendor Perodua.



19 October - Some of the over 2,000 happy folk at the MMC Group Family Day 2002 celebrations held at Pedas Wet World Hot Spring Water Park, Negeri Sembilan.

19 Oktober - Antara wajah ceria lebih 2,000 kakitangan yang menghadiri sambutan Hari Keluarga Kumpulan MMC Tahun 2002 yang diadakan di Taman Air Panas Pedas Wet World, Negeri Sembilan.



23 October - MMC's new Group Chief Executive, Dato' Ismail Shahudin, meeting members of the media at a media luncheon at KLGCC.

23 Oktober - Ketua Eksekutif Kumpulan baru MMC, Dato' Ismail Shahudin, bertemu anggota media di jamuan makan tengah hari bagi media di KLGCC.

23 October - Recipients of the Long Service Awards 2002.

23 Oktober - Para penerima Anugerah Lama Berkhidmat Tahun 2002.



31 October - The Board of Directors of MMC at its EGM for the proposed acquisition of a 50.1% equity interest in PTP at the Crown Princess Hotel, Kuala Lumpur.

31 Oktober - Lembaga Pengarah MMC di Mesyuarat Agung Luarbiasa MMC berhubung pemerolehan 50.1% kepentingan ekuiti dalam PTP di Hotel Crown Princess, Kuala Lumpur.



November 2002

22 November - The Company hosts a Majlis Berbuka Puasa for employees at the Islamic Arts Museum.

22 November - MMC mengadakan Majlis Berbuka Puasa untuk kakitangan di Muzium Kesenian Islam.



December 2002

20 December - Dato' Ismail Shahudin, Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Ladin and En. Khalid Sufat at the MMC Group Hari Raya Open House.

20 Disember - Dato' Ismail Shahudin, Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Ladin dan En. Khalid Sufat di Majlis Rumah Terbuka Hari Raya Kumpulan MMC.

January 2003

13 January - Dato' Lew Chin Hoi, CEO of MMC Metal, briefing YB Datuk Seri (Dr.) Ling Liang Sik before the handing-over ceremony for the BCF wagon held at the Kuala Lumpur Old Railway Station.

13 Januari - Dato' Lew Chin Hoi, Ketua Pegawai Eksekutif MMC Metal, memberi taklimat kepada YB Datuk Seri (Dr.) Ling Liang Sik sebelum majlis penyerahan gerabak BCF di Stesen Keretapi Lama Kuala Lumpur.



16 January - MMC Oil & Gas' first branch is officially opened in Kerteh, Terengganu.

16 Januari - Cawangan pertama MMC Oil & Gas dibuka dengan rasminya di Kerteh, Terengganu.



WE WILL BE THE PREFERRED EMPLOYER PROVIDING

CHALLENGING CAREER OPPORTUNITIES

as we inculcate strong values
that attract good employees

Kami akan menjadi majikan terpilih yang menawarkan peluang kerjaya yang mencabar sambil kami menyemai nilai-nilai murni yang dapat menarik kakitangan yang berkualiti

*accelerating
growth*

[laporan jawatankuasa audit]

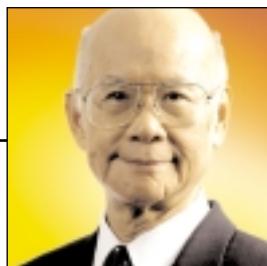
AUDIT COMMITTEE REPORT



Dato' Abdullah bin Mohd. Yusof



Halim bin Haji Din
(Chairman)



Tan Sri Dato' Thong Yaw Hong

Membership and Meetings

The Audit Committee comprises three (3) independent, non-executive Directors of the Board with Encik Halim bin Haji Din as Chairman. The composition of the Audit Committee is set out on page 57.

The Audit Committee had eight (8) meetings during the financial year. Members of senior management attended all these meetings upon invitation by the Chairman of the Committee.

The external auditors attended four (4) meetings during the period.

Summary of Activities

During the period, the Audit Committee carried out its duties as set out in the terms of reference.

Amongst the main activities performed by the Audit Committee during the financial year ended 31 January 2003 were as follows:

- Reviewed and approved the Annual Audit Plan for the financial year ending 31 January 2004. In its review of the Annual Audit Plan, the Audit Committee reviewed the scope and coverage of the activities of the respective business units of the Group and the Internal

Keahlian dan Mesyuarat

Jawatankuasa Audit terdiri daripada tiga (3) Pengarah bebas, bukan eksekutif dengan dipengerusikan oleh Encik Halim bin Haji Din. Komposisi Jawatankuasa Audit dibentangkan di muka surat 57.

Jawatankuasa Audit bermesyuarat sebanyak lapan (8) kali pada tahun kewangan ini. Ahli-ahli pengurusan kanan menghadiri semua mesyuarat ini atas jemputan Pengerusi Jawatankuasa.

Juruaudit luar menghadiri empat (4) mesyuarat sepanjang tempoh tersebut.

Ringkasan Aktiviti

Sepanjang tempoh ini, Jawatankuasa Audit menjalankan tugas seperti yang ditetapkan di bawah bidang tugasannya.

Antara aktiviti-aktiviti utama yang dijalankan oleh Jawatankuasa Audit pada tahun kewangan berakhir 31 Januari 2003 adalah seperti berikut:

- Mengkaji dan meluluskan Rancangan Audit Tahunan bagi tahun berakhir 31 Januari 2004. Semasa mengkaji Rancangan Audit Tahunan ini, Jawatankuasa Audit mengkaji skop dan liputan aktiviti-aktiviti unit perniagaan Kumpulan masing-masing dan asas penilaian Audit Dalaman serta

Audit's basis of assessment and risk rating of the proposed audit areas.

- Reviewed with the external auditors the audit strategy and scope for statutory audits of the Group financial statements for the financial year ended 31 January 2003.
- Reviewed the unaudited quarterly financial statements and the Audited Financial Statements of the Company and the Group and recommended the same for approval by the Board, upon being satisfied that the financial reporting and disclosure requirements from the audit of the financial statements by the external auditors were deliberated.
- Reviewed the findings of the external auditors and followed up on the recommendations.
- Reviewed the performance / operations audit of subsidiaries / associates and making appropriate recommendations relating thereto.
- Reviewed and appraised the adequacy and effectiveness of management's response in resolving the audit issues reported.
- Met with the external auditors without the presence of the management team to ensure an adequate level of co-operation between the external auditors and the management.
- Reviewed the processes and investigations undertaken by the Internal Audit, the audit findings and risk analysis on each audit assignment and emphasised on follow-up audits to ensure that appropriate corrective actions are taken and recommendations of the Internal Audit are implemented.

Other main issues discussed by the Audit Committee were as follows:

- The new accounting standards applicable to the consolidated financial statements; and
- The additional disclosure requirements in accordance with the KLSE's Revamped Listing Requirements.

Internal Audit Function

The Group has an Internal Audit Department, which reports to the Audit Committee and assists the Board of Directors in monitoring and managing risks and internal controls. The Internal Audit Department is responsible for providing independent assessments for adequate, efficient and effective internal control systems in anticipating potential risks exposures over key business processes within the Group.

pemeringkatan risiko bidang-bidang audit yang dicadangkan.

- Bersama juruaudit luar, mengkaji strategi audit dan skop audit berkanan bagi penyata kewangan Kumpulan bagi tahun berakhir 31 Januari 2003.
- Mengkaji penyata kewangan suku tahunan yang tidak diaudit dan Penyata Kewangan Syarikat dan Kumpulan yang telah diaudit, serta mengesyorkannya untuk diluluskan oleh Lembaga Pengarah, setelah berpuas hati bahawa keperluan laporan kewangan dan pendedahan maklumat daripada audit penyata kewangan oleh juruaudit luar telah dibincangkan.
- Mengkaji penemuan Juruaudit Luar dan membuat tindakan susulan daripada cadangan-cadangan yang dibuat.
- Mengkaji audit terhadap prestasi / operasi syarikat subsidari / bersekutu dan membuat cadangan-cadangan yang sesuai berkaitan dengannya.
- Mengkaji dan membuat penilaian ke atas kecukupan dan keberkesanan tindakbalas daripada pihak pengurusan dalam menyelesaikan isu audit yang dilaporkan.
- Bermesyuarat dengan juruaudit luar tanpa kehadiran pihak pengurusan untuk memastikan kerjasama diantara pihak pengurusan dan juruaudit luar.
- Mengkaji proses dan penyiasatan yang dilakukan oleh Juruaudit Dalaman, penemuan audit dan analisis risiko terhadap setiap tugas audit dan menekankan audit susulan untuk memastikan tindakan pembetulan yang sewajarnya diambil dan cadangan-cadangan yang dikemukakan oleh Audit Dalaman dilaksanakan.

Isu-isu utama lain yang dibincangkan oleh Jawatankuasa Audit adalah seperti berikut:

- Piawaian perakaunan baru yang diterimakai dalam penyata kewangan yang disatukan; dan
- Keperluan pendedahan maklumat tambahan menurut Keperluan Penyenaraian BSKL yang Diubahsuai.

Fungsi Audit Dalaman

Kumpulan mempunyai Jabatan Audit Dalaman, yang melapor kepada Jawatankuasa Audit dan membantu Lembaga Pengarah memantau dan mengurus risiko dan kawalan dalaman. Jabatan Audit Dalaman bertanggungjawab membuat penilaian bebas sama ada sistem kawalan dalaman mencukupi, cekap dan berkesan dalam mengenal pasti potensi pendedahan kepada risiko bagi proses perniagaan utama dalam Kumpulan.

The Audit Committee approves the internal audit plan prior to the commencement of a new financial year. The scope of Internal Audit covers the audits of all units and operations, including subsidiaries.

The Group practices a risk-based approach to the implementation and monitoring of controls. The monitoring process also forms the basis for continually improving the risk management process in achieving the Group's overall goals.

Throughout the financial year, audit assignments, investigations and follow-up were carried out on units of operations and subsidiary companies. These were carried out in accordance with the Annual Audit Plan or as special ad-hoc audits at management's request. The resulting reports of the audits undertaken were presented to the Audit Committee and forwarded to the parties concerned for their attention and necessary action.

The management is responsible for ensuring that corrective actions on reported weaknesses as recommended are taken within the required timeframe. The management is also responsible for ensuring a written report on action planned or completed is sent to the Chairman of the Audit Committee and the Group Internal Auditor.

Terms of Reference of The Audit Committee

The terms of reference of the Audit Committee are set out on pages 55 to 57.

Membership

The members of the Audit Committee shall be appointed by the Board amongst the Directors and shall consist of not less than three (3) members, the majority of whom shall be independent Directors. The members of the Audit Committee shall elect a Chairman (who shall be an independent Director) from among their members.

All members of the Audit Committee shall be non-executive Directors.

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

- must be a member of the Malaysian Institute of Accountants; or
- if he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years' working experience; and

Jawatankuasa Audit meluluskan rancangan audit dalam sebelum tahun kewangan yang baru. Skop Audit Dalaman meliputi pengauditan semua unit dan operasi, termasuk syarikat-syarikat subsidiari.

Kumpulan mengamalkan pendekatan berteraskan risiko dalam pelaksanaan dan pemantauan kawalan. Proses pemantauan turut dijadikan asas untuk terus mempertingkatkan proses pengurusan risiko dalam mencapai matlamat keseluruhan Kumpulan.

Sepanjang tahun kewangan ini, tugasan, penyiasatan dan tindakan susulan audit dijalankan terhadap unit operasi dan syarikat-syarikat subsidiari. Ini dijalankan menurut Rancangan Audit Tahunan atau sebagai audit khas secara ad hoc atas permintaan pengurusan. Laporan yang terhasil daripada pengauditan tersebut dibentangkan kepada Jawatankuasa Audit dan dikemukakan kepada pihak yang berkaitan untuk perhatian dan tindakan mereka.

Pihak pengurusan bertanggungjawab untuk memastikan bahawa tindakan pembetulan terhadap kelemahan yang dilaporkan seperti yang dicadangkan, diambil dalam tempoh masa yang dikehendaki. Pihak pengurusan juga bertanggungjawab untuk memastikan laporan bertulis mengenai tindakan yang dirancang atau disiapkan dikemukakan kepada Pengurus Jawatankuasa Audit dan Juruaudit Dalaman Kumpulan.

Bidang Tugasan Jawatankuasa Audit

Bidang tugasan Jawatankuasa Audit dinyatakan di muka surat 56 dan 57.

Keahlian

Ahli-ahli Jawatankuasa Audit hendaklah dilantik oleh Lembaga Pengarah daripada kalangan para Pengarah dan hendaklah terdiri daripada sekurang-kurangnya tiga (3) orang ahli, yang majoritinya merupakan Pengarah bebas. Ahli-ahli Jawatankuasa Audit hendaklah memilih seorang Pengurus daripada kalangan mereka yang merupakan seorang Pengarah bebas.

Semua ahli Jawatankuasa Audit hendaklah merupakan Pengarah bukan eksekutif.

Sekurang-kurangnya seorang (1) ahli Jawatankuasa Audit:

- mestilah merupakan seorang ahli Institut Akauntan Malaysia; atau
- Jika beliau bukan seorang ahli Institut Akauntan Malaysia, beliau mestilah

- he must have passed the examinations specified in Part 1 of the 1st Schedule of the Accountants Act 1967; or
- he must be a member of one of the Association of Accountants specified in Part II of the 1st Schedule of the Accountants Act 1967.

Meetings and Minutes

Meetings shall be held not less than four (4) times a year, and will normally be attended by the Group Chief Executive, Group Chief Financial Officer, Group Internal Auditor and upon invitation, a representative of the external auditor. Other Board members may attend meetings upon the invitation of the Audit Committee. At least once a year the Audit Committee shall meet with the external auditors without any executive officer of the Group being present. The Auditors, both internal and external, may request a meeting if they consider that one is necessary.

The Secretary to the Audit Committee shall be one of the Company Secretaries. Minutes of each meeting shall be distributed to each member of the Board. The Chairman of the Audit Committee shall report on each meeting to the Board.

Authority

The Audit Committee shall have the following authority as empowered by the Board of Directors:

- The authority to investigate any matters within its terms of reference;
- The resources which are required to perform its duties;
- Full, free and unrestricted access to any information, records, properties and personnel of the Company and any other companies within the Group;
- Direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity (if any);
- The ability to obtain independent professional or any other advice; and
- The ability to convene meetings with the external auditors.

Duties and Terms of Reference

- i) Consider the appointment of the external auditors, the audit fee and any questions of resignation or dismissal, and inquire into staffing and competence of the external auditors in performing their work.

mempunyai sekurang-kurangnya tiga (3) tahun pengalaman bekerja; dan:

- beliau mestilah telah lulus peperiksaan seperti yang ditetapkan dalam Bahagian I Jadual I Akta Akauntan 1967; atau
- beliau mestilah seorang ahli salah sebuah Persatuan Akauntan yang dinyatakan dalam Bahagian II Jadual I Akta Akauntan 1967.

Mesyuarat dan Minit

Mesyuarat hendaklah diadakan sekurang-kurangnya empat (4) kali setahun, dan biasanya akan dihadiri oleh Ketua Eksekutif Kumpulan, Ketua Pegawai Kewangan Kumpulan, Juruaudit Dalaman Kumpulan dan jika diundang, seorang wakil daripada juruaudit luar. Ahli Lembaga Pengarah yang lain boleh menghadiri mesyuarat atas jemputan Jawatankuasa Audit. Sekurang-kurangnya sekali dalam setahun, Jawatankuasa Audit akan bermesyuarat dengan Juruaudit luar tanpa kehadiran mana-mana pegawai eksekutif Kumpulan. Kedua-dua Juruaudit Dalaman dan luar, boleh meminta diadakan mesyuarat jika mereka menganggapnya perlu.

Salah seorang daripada Setiausaha Syarikat hendaklah menjadi Setiausaha Jawatankuasa Audit. Minit setiap mesyuarat hendaklah diedarkan kepada setiap ahli Lembaga Pengarah. Pengurus Jawatankuasa Audit hendaklah melaporkan kepada Lembaga Pengarah mengenai setiap mesyuarat yang diadakan.

Kuasa

Jawatankuasa Audit hendaklah diberi kuasa oleh Lembaga Pengarah seperti berikut:

- Mempunyai kuasa untuk menyiasat sebarang perkara dalam bidang tugasannya;
- Sumber yang diperlukan untuk melaksanakan tugasnya;
- Hak penuh, bebas dan tanpa sekat terhadap sebarang maklumat, rekod, hartaanah dan kakitangan Syarikat dan mana-mana syarikat lain dalam Kumpulan;
- Saluran komunikasi terus dengan juruaudit luar dan mereka yang melaksanakan fungsi atau aktiviti juruaudit dalaman (jika ada);
- Boleh memperolehi nasihat profesional bebas atau sebarang nasihat lain;
- Boleh mengadakan mesyuarat dengan juruaudit luar.

- ii) Discuss the nature and scope of the audit in general terms and any significant problems that may be foreseen with the external auditors before the audit commences and ensure that adequate tests to verify the financial statements and procedures of the Group are performed.
- iii) Discuss the impact of any proposed changes in accounting principles on future financial statements.
- iv) Review the results and findings of the audit and monitor the implementation of any recommendations made therein.
- v) Review the quarterly, half-yearly and annual financial statements before submission to the Board, focusing particularly on:
 - any changes in accounting policies and practices;
 - major judgmental areas;
 - significant adjustments resulting from the audit;
 - the going concern assumptions;
 - compliance with accounting standards; and
 - compliance with the stock exchange and legal requirements.
- vi) Discuss problems and reservations arising from the interim and final audits, and any other matter the Auditor may wish to discuss (in the absence of management where necessary).
- vii) Ensure that the Internal Audit function is adequately resourced and has appropriate standing within the Company.
- viii) Review the internal audit programme, consider the major findings of Internal Audit investigations and management's response and ensure co-ordination between the internal and external auditors.
- ix) Keep under review the effectiveness of internal control systems and, in particular, review the external auditor's management letter and management's response.
- x) Consider any related party transactions that may arise within the Company or Group.
- xi) Carry out such other assignments as defined by the Board.

Tanggungjawab dan Bidang Tugasan

- i) Mempertimbangkan pelantikan Juruaudit Luar, yuran audit dan sebarang persoalan berhubung perletakan jawatan atau pemecatan, dan menyiasat mengenai pengambilan kakitangan dan kecekapan Juruaudit Luar dalam menjalankan tugas mereka.
- ii) Membincangkan bentuk dan skop audit secara umum dan sebarang masalah besar yang boleh dijangka sebelum Juruaudit Luar memulakan audit dan memastikan ujian yang secukupnya dibuat untuk mengesahkan penyata kewangan dan prosedur Kumpulan.
- iii) Membincangkan kesan sebarang cadangan pindaan dalam prinsip perakaunan terhadap penyata kewangan pada masa hadapan.
- iv) Mengkaji keputusan dan penemuan audit dan memantau pelaksanaan sebarang cadangan yang dikemukakan mengenainya.
- v) Mengkaji semula penyata kewangan suku tahunan, setengah tahun dan tahunan sebelum dikemukakan kepada Lembaga Pengarah, dengan memfokus terutamanya kepada:
 - sebarang pindaan kepada dasar dan amalan perakaunan;
 - perkara-perkara yang banyak bergantung kepada pendapat;
 - pelarasaran ketara yang timbul daripada audit;
 - andaian usaha niaga berterusan;
 - pematuhan kepada piawaian perakaunan; dan
 - pematuhan kepada keperluan bursa saham dan undang-undang.
- vi) Membincangkan masalah dan keraguan yang timbul daripada audit interim dan akhir, dan sebarang perkara yang ingin dibincangkan oleh Juruaudit (tanpa kehadiran pihak pengurusan jika perlu).
- vii) Memastikan bahawa fungsi Audit Dalaman mempunyai sumber yang cukup dan mempunyai kedudukan yang sewajarnya dalam Syarikat.
- viii) Mengkaji program Audit Dalaman, mempertimbangkan penemuan utama penyiasatan Audit Dalaman dan respons pihak pengurusan serta memastikan penyelarasan antara Juruaudit Dalaman dan Luar.
- ix) Sentiasa mengkaji keberkesanan sistem kawalan dalaman dan, khususnya, mengkaji surat pengurusan Juruaudit Luar dan respons pihak Pengurusan.
- x) Mempertimbangkan sebarang transaksi pihak berkaitan yang mungkin timbul dalam Kumpulan.

- xii) To report promptly to KLSE on any matters reported by KLSE to the Board of Directors which has not been satisfactorily resolved resulting in a breach of the KLSE Listing Requirements.
 - xiii) Where the review of audit reports of subsidiaries and any related entity also falls under the jurisdiction of the Audit Committee, all the abovementioned functions shall be performed by the Audit Committee in co-ordination with the Board of Directors of the subsidiaries and related entities.
 - xiv) To review arrangements established by management for compliance with any regulatory or other external reporting requirements, by-laws and regulation related to the Group's operations.
- xi) Melaksanakan tugas lain sebegini seperti yang ditentukan oleh Lembaga Pengarah.
 - xii) Mengemukakan laporan segera kepada BSKL berhubung sebarang perkara yang dilaporkan oleh BSKL kepada Lembaga Pengarah yang masih belum diselesaikan dengan memuaskan sehingga boleh menyebabkan pelanggaran Keperluan Penyenaraian BSKL.
 - xiii) Sekiranya kajian terhadap laporan audit syarikat-syarikat subsidiari dan mana-mana syarikat berkaitan juga berada di bawah bidang kuasa Jawatankuasa Audit, semua fungsi yang dinyatakan di atas hendaklah dilaksanakan oleh Jawatankuasa Audit dengan kerjasama Lembaga Pengarah syarikat subsidiari dan syarikat berkaitan tersebut.
 - xiv) Untuk mengkaji semua persediaan yang diwujudkan oleh pihak pengurusan untuk mematuhi mana-mana keperluan penguatkuasaan atau lain-lain laporan luaran, undang-undang kecil dan peraturan yang berkaitan dengan operasi Kumpulan.

AUDIT COMMITTEE

Members

- Encik Halim bin Haji Din
Chairman (Independent, non-executive)
- Tan Sri Dato' Thong Yaw Hong
(Independent, non-executive)
- Dato' Abdullah bin Mohd. Yusof
(appointed on 20 January 2003)
(Independent, non-executive)

The term of office of each member is subject to review every three (3) years.

Secretary

At least one (1) of the Company Secretaries as decided by the Chairman of the Audit Committee.

Quorum

Two (2).

Frequency of Meeting

At least four (4) times a year with additional meetings as and when required. At least once a year, the Audit Committee shall meet with the external auditors without executives being present.

JAWATANKUASA AUDIT

Ahli-ahli

- Encik Halim bin Haji Din
Pengerusi (Bebas, bukan eksekutif)
- Tan Sri Dato' Thong Yaw Hong
(Bebas, bukan eksekutif)
- Dato' Abdullah bin Mohd. Yusof
(dilantik pada 20 Januari 2003)
(Bebas, bukan eksekutif)

Tempoh perkhidmatan setiap ahli tertakluk kepada kajian semula setiap tiga (3) tahun.

Setiausaha

Sekurang-kurangnya seorang (1) daripada Setiausaha Syarikat seperti yang diputuskan oleh Pengerusi Jawatankuasa Audit.

Kuorum

Dua (2).

Kekerapan Mesyuarat

Sekurang-kurangnya empat (4) kali setahun dan apabila diperlukan. Sekurang-kurangnya sekali setahun, Jawatankuasa Audit hendaklah bermesyuarat dengan juruaudit luar tanpa kehadiran mana-mana eksekutif.

During the financial year ended 31 January 2003, the Audit Committee held a total of eight (8) meetings. The attendance by each member at the meetings during the financial year are as follows:

Pada tahun kewangan berakhir 31 Januari 2003, Jawatankuasa Audit bermesyuarat sebanyak lapan (8) kali. Rekod kehadiran setiap ahli di mesyuarat tersebut adalah seperti berikut:

| Name / Nama | Attendance / Kehadiran |
|--|------------------------|
| (Dr.) Abdul Samad Haji Alias (resigned on / meletak jawatan pada 18 July / Julai 2002) | 3 / 4 |
| Tan Sri Dato' Thong Yaw Hong | 8 / 8 |
| Datuk Alladin Hashim (resigned on / meletak jawatan pada 1 January / Januari 2003) | 7 / 7 |
| Halim bin Haji Din (appointed on / dilantik pada 10 September 2002) | 4 / 4 |
| Dato' Abdullah bin Mohd. Yusof (appointed on / dilantik pada 20 January / Januari 2003) | 1 / 1 |

Terms of Reference

The terms of reference of the Audit Committee are set out on pages 55 and 57.

Audit Committee Report

During the financial year, the Audit Committee met eight (8) times. The activities and the issues covered are set out on pages 52 and 53.

Internal Audit Activity Report

A summary of the activities of the Group Internal Audit function during the financial year is as follows:

- Regularly examine the controls over all significant Group operations and systems to ascertain whether the system provides reasonable assurance that the Group's objectives and goals will be met efficiently and economically;
- Prepare the annual audit plan for deliberation by the Audit Committee;
- Act on suggestions made by external examiners and/or senior management on concerns over operations or control;
- Issue audit reports which identify weaknesses and problems and contain recommendations for improvement;
- Issue audit reports to the appropriate level of management capable of achieving satisfactory audit results; and
- Determine whether corrective actions are taken and are achieving the desired results.

Bidang Tugasan

Bidang tugas Jawatankuasa Audit dikemukakan di muka surat 56 dan 57.

Laporan Jawatankuasa Audit

Pada tahun kewangan ini, Jawatankuasa Audit bermesyuarat sebanyak lapan (8) kali. Aktiviti dan isu yang diliputi dikemukakan di muka surat 52 dan 53.

Laporan Aktiviti Audit Dalaman

Ringkasan aktiviti fungsi Juruaudit Dalaman Kumpulan sepanjang tahun kewangan adalah seperti berikut:

- Memeriksa secara kerap kawalan ke atas semua operasi dan sistem penting Kumpulan untuk menentukan sama ada sistem yang sedia ada memberi jaminan berpatut bahawa objektif dan matlamat Kumpulan mampu dipenuhi secara cekap dan ekonomik;
- Menyediakan rancangan audit tahunan untuk dibincangkan oleh Jawatankuasa Audit;
- Bertindak ke atas syor yang dikemukakan oleh pemeriksa luar dan/atau pengurusan kanan mengenai perkara-perkara berhubung operasi dan kawalan;
- Mengemukakan laporan audit yang mengenal pasti kelemahan dan masalah serta mengandungi cadangan-cadangan untuk memperbaikinya;
- Mengemukakan laporan audit kepada tahap pengurusan yang sesuai dan berupaya menghasilkan keputusan audit yang memuaskan; dan
- Menentukan sama ada tindakan pembetulan telah diambil dan mencapai keputusan yang dikehendaki.

STATEMENT OF CORPORATE GOVERNANCE

[penyata tadbir urus korporat]

The Directors acknowledge that sound principles of corporate governance are critical to achieving the Company's overall goal of performance with integrity and obtaining and retaining the trust of investors and other stakeholders.

The maintenance of effective corporate governance is therefore a key priority for the Board. A narrative statement on how the Company has applied the Principles and Best Practices of the Malaysian Code on Corporate Governance is set out in the following pages.

A. DIRECTORS

The Board

The Company is controlled and led by a Board of Directors which is responsible to the shareholders for the management of the Company. The Board is responsible for the Company's overall strategy, its acquisition and divestment policy, the approval of major capital expenditure and the consideration of significant financial matters. It monitors the exposure to key business risks and reviews the direction of individual business units, their annual budgets, and their progress in relation to these budgets.

During the year ended 31 January 2003, a total of eight (8) board meetings were held. Each Director, during their term of office, has attended at least 50% of these meetings to ensure compliance with the Listing Requirements.

The roles of the Chairman and Group Chief Executive do not vest in the same person. In fact, specific terms of reference are set out for the Chairman and the Group Chief Executive to ensure that their roles are clearly distinguished. The Chairman encourages a healthy debate on the issues deliberated by the Board and ensures that every Board resolution is put to a vote.

Para Pengarah mengakui bahawa prinsip tadbir urus korporat yang baik adalah penting untuk mencapai matlamat prestasi keseluruhan Syarikat dengan integriti dan memperolehi dan mengekalkan kepercayaan pelabur dan pihak berkepentingan yang lain.

Oleh itu, pengekalan tadbir urus korporat yang berkesan adalah keutamaan penting Lembaga Pengarah. Penjelasan mengenai bagaimana Syarikat telah menggunakan Prinsip dan Amalan Terbaik Kod Tadbir Urus Korporat Malaysia dibentangkan di muka surat-muka surat seterusnya.

A. PENGARAH

Lembaga Pengarah

Syarikat dikawal dan diterajui oleh Lembaga Pengarah yang bertanggungjawab kepada para pemegang saham bagi pengurusan Syarikat. Lembaga bertanggungjawab bagi strategi keseluruhan Syarikat, dasar pemerolehan dan pelupusan, kelulusan perbelanjaan modal yang besar dan mempertimbangkan perkara-perkara berhubung kewangan yang ketara. Lembaga memantau pendedahan kepada risiko utama perniagaan dan mengkaji arah tuju semua unit perniagaan berasingan, belanjawan tahunan mereka, dan perkembangan berhubung belanjawan tersebut.

Pada tahun berakhir 31 Januari 2003, sebanyak lapan (8) mesyuarat Lembaga telah diadakan. Setiap Pengarah, semasa tempoh memegang jawatan, telah menghadiri sekurang-kurangnya 50% daripada mesyuarat tersebut bagi memastikan pematuhan terhadap Keperluan Penyenaraian.

Tugas Pengerusi dan Ketua Eksekutif Kumpulan tidak dipertanggungjawabkan kepada orang yang sama. Malah, bidang tugas yang khusus ditetapkan bagi Pengerusi dan Ketua Eksekutif Kumpulan untuk memastikan tugas-tugas mereka dibezakan dengan jelas. Pengerusi menggalakkan perbincangan aktif berhubung isu-isu yang dipertimbangkan oleh Lembaga dan memastikan setiap resolusi Lembaga dikemukakan untuk pengundian.

In fully embracing the spirit of corporate governance and to facilitate the discharge of the Board's stewardship responsibilities, the Board has assumed the six (6) specific responsibilities of the Board, as prescribed by the Best Practices of the Malaysian Code on Corporate Governance.

Board Balance

The Board comprises one (1) executive Director and nine (9) non-executive Directors, three (3) of whom are independent. The biographies of the Directors appear on pages 4 to 9. They demonstrate the range of experience necessary for applying independent judgment on issues of strategy, performance, resource utilisation and standards of conduct, all of which are considered vital to the Company. The mixture of technical, entrepreneurial, financial and business skills of the Directors, also enhances the effectiveness of the Board.

The Board is structured to ensure that one third (1/3) should comprise independent Directors with expertise and skills from various fields. Major shareholders' interests are fairly reflected by the representation of their nominees on the Board. To further ensure a balance of power and authority, the Board has appointed Tan Sri Dato' Thong Yaw Hong as its senior independent, non-executive Director, to whom the concerns of fellow Board members may be conveyed.

The non-executive Directors monitor the Company and the management. They play a significant role in the development of Group policy and form a number of Board committees which consist exclusively of non-executive Directors. There is an adequate degree of independence and a practice in place to allow Directors to meet and actively exchange views to ensure that the Board can effectively assess the direction of the Company and the performance of its management.

Supply of Information

The Board has a formal schedule of matters reserved specifically for its decision. It

Dalam menyokong sepenuhnya prinsip tadbir urus korporat dan untuk memudahkan Lembaga melaksanakan tanggungjawab pengawasannya, Lembaga telah menerima enam (6) tanggungjawab Lembaga yang khusus, sebagaimana yang disarankan oleh Amalan Terbaik Kod Tadbir Urus Korporat Malaysia.

Keseimbangan Lembaga Pengarah

Lembaga terdiri daripada seorang (1) Pengarah eksekutif dan sembilan (9) Pengarah bukan eksekutif, yang mana tiga (3) daripada mereka adalah bebas. Biografi para Pengarah dikemukakan di muka surat 4 hingga 9. Latar belakang para Pengarah mencerminkan pelbagai pengalaman yang diperlukan untuk memberi keputusan bebas mengenai isu-isu yang berkaitan dengan strategi, prestasi, penggunaan sumber dan piawaian tatalaku, yang kesemuanya dianggap penting bagi Syarikat. Gabungan kepakaran teknikal, keusahawanan, kewangan dan perniagaan para Pengarah, juga mempertingkatkan keberkesanan Lembaga.

Lembaga distruktur untuk memastikan bahawa satu pertiga (1/3) daripada ahlinya merupakan Pengarah bebas dengan kemahiran dan kepakaran dalam pelbagai bidang. Kepentingan pemegang saham utama dicerminkan oleh nomini-nomini pemegang saham tersebut dalam Lembaga. Untuk memastikan lagi keseimbangan kuasa dan autoriti, Lembaga telah melantik Tan Sri Dato' Thong Yaw Hong sebagai Pengarah bebas, bukan eksekutif kanan, di mana rakan-rakan ahli Lembaga boleh mengutarakan semua persoalan kepada beliau.

Para Pengarah bukan eksekutif memantau Syarikat dan pengurusannya. Mereka memainkan peranan penting dalam pembentukan dasar Kumpulan dan membentuk beberapa jawatankuasa Lembaga yang hanya dianggotai oleh Pengarah bukan eksekutif. Terdapat tahap kebebasan yang cukup dan amalan tetap bagi membolehkan para Pengarah bermesyuarat dan bertukar-tukar fikiran secara aktif bagi memastikan Lembaga boleh menilai arah tuju Syarikat serta prestasi pengurusannya secara berkesan.

meets at least five (5) times a year, with additional meetings as and when necessary for any matters arising between regular Board meetings.

The Board of Directors acknowledges that it should be supplied with information in a timely fashion and of an appropriate quality to enable it to discharge its duties. Therefore, due notice is given to Directors with regard to the issues to be discussed. All resolutions are recorded and thereafter circulated to the Directors for comments before the minutes of Board proceedings are finalised and confirmed.

The number of Board meetings held during the year under review, and the details of attendance of each individual Director in respect of the meetings held, are set out on page 71.

The Directors are given access to all information within the Company and are free to seek independent professional advice at the Company's expense, if necessary, in furtherance of their duties. Towards this end, there is an agreed procedure in place for Directors to acquire independent professional advice to ensure the Board functions effectively.

All Directors have access to the advice and services of two (2) Company Secretaries whose appointment and removal is a matter for the Board as a whole. The Company Secretaries are responsible for ensuring that Board procedures are met and advise the Board on compliance issues.

Appointments to the Board

As an integral element of the process of appointing new Directors, the Company has an orientation and education program for incoming Directors to help them familiarise themselves with information on the Company's businesses, competitive position and strategic plans and objectives. Regular training sessions are thereafter continuously held to ensure that Directors are kept abreast of the latest development and changes in law and commercial practices and risks.

Bekalan Maklumat

Lembaga mempunyai senarai rasmi perkara-perkara yang diperuntukkan khusus untuk keputusannya. Lembaga bermesyuarat sekurang-kurang lima (5) kali setahun, dan apabila perlu jika timbul perkara-perkara antara mesyuarat tetap Lembaga.

Lembaga Pengarah mengakui bahawa mereka perlu dibekalkan dengan maklumat tepat pada masanya dan dengan kualiti yang berpatutan bagi membolehkan mereka melaksanakan tugas mereka. Oleh itu, Pengarah diberi tempoh yang cukup berhubung isu-isu yang akan dibincangkan. Semua resolusi dicatat dan selepas itu diedarkan untuk komen para Pengarah sebelum minit mesyuarat Lembaga menjadi muktamad dan disahkan.

Bilangan mesyuarat Lembaga Pengarah pada tahun yang ditinjau, dan butir-butir kehadiran setiap Pengarah di mesyuarat yang diadakan, dikemukakan di muka surat 71.

Para Pengarah boleh mendapatkan semua maklumat dalam Syarikat dan bebas untuk mendapatkan nasihat para profesional bebas atas perbelanjaan Syarikat, jika perlu, dalam melaksanakan tugas mereka. Sehubungan ini, terdapat prosedur yang telah dipersetujui jika para Pengarah ingin mendapatkan nasihat para profesional bebas untuk memastikan Lembaga berfungsi dengan berkesan.

Semua Pengarah boleh mendapatkan nasihat dan khidmat dua (2) Setiausaha Syarikat di mana perlantikan dan pemecatan adalah keputusan Lembaga secara keseluruhannya. Setiausaha-setiausaha Syarikat bertanggungjawab bagi memastikan prosedur Lembaga diikuti dan menasihati Lembaga mengenai isu-isu berhubung pematuhan.

Pelantikan ke Dalam Lembaga Pengarah

Unsur penting dalam proses pelantikan Pengarah baru melibatkan program orientasi dan pendidikan bagi Pengarah yang baru bagi membolehkan mereka membiasakan diri dengan maklumat mengenai perniagaan, kedudukan kompetitif, rancangan strategik dan objektif

In embracing the Best Practices in Corporate Governance, the Board has established a Nomination Committee, composed exclusively of non-executive Directors, the majority of whom are independent. Their function is to propose new nominees to the Board and Board committees, and to assess Directors within the Group on an ongoing basis.

To ensure that the Board and their committees are effective, the Nomination Committee has developed and implemented an annual evaluation process to assess the effectiveness of the Board, the committees and each individual Director. The Board, through the Nomination Committee, also reviews its size and overall composition, to ensure that the Board has the required mix of skills and experience to effectively discharge its duties.

The Company Secretaries have the obligation to ensure that all appointments are properly made in accordance with the regulatory requirements.

Re-election

All Directors are required to submit themselves for re-election by shareholders at least once every three (3) years in accordance with the Company's Articles of Association. However, retiring Directors are eligible under the Articles, for re-election.

In addition, pursuant to the Companies Act, 1965, the Directors who are over the age of seventy (70) years, are required to retire from office at every AGM and shall be eligible for re-appointment to hold office until the next AGM.

B. DIRECTORS' REMUNERATION

The Level and Make-up of Remuneration

The Board, through its Remuneration Committee, annually reviews the performance of the executive Director as a prelude to determining his annual remuneration, bonus and other benefits / incentive awards.

The Board also, as a whole, reviews the level of remuneration to ensure that it is sufficient

Syarikat. Sesi latihan tetap kemudiannya terus diadakan untuk memastikan para Pengarah dimaklumkan mengenai perkembangan terkini dan pindaan undang-undang dan perubahan amalan dan risiko komersial.

Demi menyokong Amalan Terbaik Tadbir Urus Korporat, Lembaga telah menuhubkan Jawatankuasa Pencalonan yang hanya dianggotai oleh Pengarah bukan eksekutif, yang majoritinya adalah bebas. Jawatankuasa ini berfungsi untuk mencadangkan calon baru ke dalam Lembaga dan Jawatankuasa-jawatankuasa Lembaga, dan untuk menilai para Pengarah dalam Kumpulan secara berterusan.

Bagi memastikan keberkesanan Lembaga dan jawatankuasanya, Jawatankuasa Pencalonan telah menyediakan dan melaksanakan proses penilaian tahunan untuk menilai keberkesanan Lembaga, jawatankuasanya dan setiap Pengarah secara persendirian. Menerusi Jawatankuasa Pencalonan, Lembaga turut membuat kajian semula terhadap saiz dan komposisi keseluruhannya, bagi memastikan bahawa Lembaga mempunyai gabungan kepakaran dan pengalaman yang tepat agar dapat melaksanakan tugas dengan berkesan.

Setiausaha-setiausaha Syarikat bertanggungjawab untuk memastikan bahawa semua pelantikan dibuat menurut undang-undang yang berkuatkuasa.

Pemilihan Semula

Semua Pengarah dikehendaki menawarkan diri mereka untuk dipilih semula oleh para pemegang saham sekurang-kurangnya sekali dalam setiap tiga (3) tahun menurut Tataurusan Pertubuhan Syarikat. Namun, Pengarah yang bersara layak untuk dipilih semula di bawah Tataurusan tersebut.

Di samping itu, menurut Akta Syarikat, 1965, Pengarah yang sudah melebihi umur tujuh puluh (70) tahun, dikehendaki bersara daripada memegang jawatan di setiap mesyuarat agung tahunan dan akan layak untuk dilantik semula untuk memegang jawatan sehingga mesyuarat agung tahunan berikutnya.

to attract and retain Directors needed to run the Company successfully. However, individual Directors are not allowed to deliberate on their own remuneration.

The Board's expectations of the Group Chief Executive and his job description are clearly set out to ensure that the Group Chief Executive fully understands the corporate objectives necessary in meeting the goals set by the Board.

Procedure

The Remuneration Committee has the responsibility to recommend to the Board, the compensation and benefits of the executive Director. In discharging this duty, the Remuneration Committee will evaluate the executive Director's performance against the goals and objectives set by the Board. Towards this end, the Company has in place a formal and transparent evaluation procedure to ensure that the executive Director's remuneration package is competitive and attractive.

In relation to non-executive Directors, their remuneration is reviewed by the Board as a whole from time to time to ensure that it is aligned to their duties and responsibilities. The Board shall, where appropriate, retain compensation consultants to ensure that Directors are fairly compensated for their duties.

Every year, a questionnaire will be sent to each Director for the Director to assess the effectiveness of the full Board and the committee(s) which the Director serves. In principle, the questionnaire will ask the Directors to evaluate the quality of information and analysis presented to them. It will also solicit their comments on the effectiveness of the Board or committee's discussions as well as their suggestions for improving the function of the Board and the relevant committees. The Directors would be asked to provide their responses to the Chairman of the Board who is also the Chairman of the Nomination Committee.

Disclosure

The report of the Board on the Directors' remuneration is set out on page 72.

B. IMBUHAN PENGARAH

Tahap dan Komponen Imbuhan

Menerusi Jawatankuasa Imbuhan, Lembaga membuat kajian semula terhadap prestasi Pengarah eksekutif sebelum menentukan imbuhan dan bonus tahunan, serta manfaat-manfaat / insentif lain.

Lembaga juga secara keseluruhan, mengkaji semula tahap imbuhan bagi memastikan ianya mencukupi untuk menarik dan mengekalkan perkhidmatan Pengarah yang diperlukan untuk mengendalikan Syarikat dengan jayanya. Namun, Pengarah tidak menyertai perbincangan mengenai imbuhan mereka sendiri.

Harapan Lembaga terhadap Ketua Eksekutif Kumpulan dan penerangan tugas beliau dinyatakan dengan jelas untuk memastikan Ketua Eksekutif Kumpulan memahami objektif korporat yang diperlukan untuk mencapai matlamat yang ditentukan oleh Lembaga.

Prosedur

Jawatankuasa Imbuhan mempunyai tanggungjawab untuk mengesyorkan kepada Lembaga, ganjaran dan manfaat Pengarah eksekutif. Dalam melaksanakan tugas, Jawatankuasa Imbuhan akan menilai prestasi Pengarah eksekutif berdasarkan matlamat dan objektif yang telah ditetapkan oleh Lembaga. Bagi tujuan ini, Syarikat telah mewujudkan prosedur penilaian yang formal dan telus untuk memastikan pakej imbuhan Pengarah eksekutif kompetitif dan menarik.

Imbuhan para Pengarah bukan eksekutif pula dikaji semula oleh Lembaga secara keseluruhan dari masa ke semasa untuk memastikan bahawa ianya selaras dengan tugas dan tanggungjawab. Jika sesuai, Lembaga akan mempergunakan khidmat pakar perunding ganjaran untuk memastikan Pengarah diberi ganjaran yang setimpal dengan tugas mereka.

Setiap tahun, borang soal selidik akan dihantar kepada setiap Pengarah bagi membolehkan Pengarah membuat penilaian terhadap keberkesanan Lembaga penuh dan jawatankuasa yang dianggotai oleh Pengarah tersebut. Secara dasarnya, soal selidik akan meminta para Pengarah untuk

C. SHAREHOLDERS

Dialogue between the Company and Investors

The Company views investor relations as encompassing three (3) vital and inter-related components:

- **Communications**
Our objective is to give investors the best information possible so that they can accurately apply it to evaluate the Company. As we report new developments and financial results, investors assess how each piece of information fits into the Company's overall strategy. Information creates insights that help investors make informed decisions about the fundamental strengths and prospects of the Company.
- **Building mutually beneficial relationships with investors**
Relationships are built on integrity, qualitative and timely information and management's ability to deliver on its promises.
- **Providing feedback to management on how the market views the Company**
We seek to understand the current attitudes of investors towards the Company, our strategies and key initiatives. This requires having a strong sense of how the market will react to strategies and gaining insight into actions investors will favour.

The Company communicates with investors through the following means:
 - Printed material: annual reports, press releases, and fact sheets;
 - Electronic means: quarterly reports, website, e-mail and video conferences; and
 - Oral communication: the AGM, the EGM, one-on-one meetings and group analyst meetings.In February 2003, the Company established a Corporate Communications & Investor Relations department, which is tasked among others, to develop and implement an investor relations programme for the

menilai kualiti maklumat dan analisis yang dibentangkan kepada mereka. Soal selidik ini juga akan meminta komen mereka mengenai keberkesanan perbincangan Lembaga atau jawatankuasa serta saranan mereka untuk memperbaiki fungsi Lembaga dan jawatankuasa berkaitan. Pengarah akan diminta memberi maklum balas kepada Pengurus Lembaga yang juga merupakan Pengurus Jawatankuasa Pencalonan.

Pendedahan

Laporan Lembaga berkenaan imbauhan Pengarah dibentangkan di muka surat 72.

C. PEMEGANG SAHAM

Dialog antara Kumpulan dan Pelabur

Syarikat berpendapat bahawa perhubungan pelabur merangkumi tiga (3) komponen penting dan saling berkaitan:

- **Komunikasi**
Matlamat kami ialah untuk memberi para pelabur maklumat yang sebaik mungkin supaya mereka boleh menggunakan maklumat tersebut dengan tepat untuk membuat penilaian terhadap Syarikat. Sambil kami melaporkan perkembangan baru dan keputusan kewangan, para pelabur boleh menilai bagaimana setiap maklumat yang diberi berkaitan dengan strategi keseluruhan Syarikat. Maklumat dapat memberi gambaran yang dapat membantu pelabur membuat keputusan yang lebih bijak mengenai kekuahan fundamental dan prospek Syarikat.
- **Mengeratkan hubungan dengan pelabur untuk kebaikan bersama**
Hubungan yang baik berdasarkan integriti, maklumat yang berkualiti dan tepat pada masanya, serta kebolehan pengurusan untuk menepati janji mereka.
- **Memberi maklum balas mengenai pandangan pasaran terhadap Syarikat**
Kami cuba memahami sikap kini pelabur terhadap Syarikat, strategi kami dan inisiatif utama. Ini memerlukan pemahaman tentang reaksi pasaran terhadap strategi dan tindakan yang disenangi pelabur.

Company and the Group, and to take charge of all corporate communications initiatives and manage shareholder inquiries. This department also organises meetings between top management and research analysts and fund managers, and participates in road shows and investor conferences. Feedback from these meetings are analysed and relayed to management for any follow-up action.

The AGM

The Company values feedback from its shareholders and encourages them to actively participate in discussions and deliberations. An AGM is held each year to consider the ordinary business of the Company and any other special business. Each item of special business included in the notice is accompanied by a full explanation of the effects of the proposed resolution.

During the annual and other general meetings, shareholders have direct access to Board members who are on hand to answer their questions, either on specific resolutions or on the Company generally. The Chairman ensures that a reasonable time is provided to the shareholders for discussion at the meeting before each resolution is proposed.

D. ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board subscribes to the philosophy of transparent, fair, reliable and easily comprehensible reporting to stakeholders. The Board acknowledges and accepts full responsibility for preparing a balanced and comprehensive assessment of the Group's operation and prospects each time it releases its quarterly and annual financial statement to shareholders.

The Company also holds, where necessary, press announcements, press conferences and briefings to analysts and fund managers.

Syarikat berkomunikasi dengan pelabur menerusi cara-cara berikut:

- Bahan bercetak: laporan tahunan, siaran akhbar, dan risalah maklumat;
- Secara elektronik: laporan suku tahunan, laman web, e-mel dan persidangan video; dan
- Komunikasi lisan: Mesyuarat Agung Tahunan, Mesyuarat Agung Luar Biasa, mesyuarat secara perseorangan dan mesyuarat penganalisis secara berkumpulan.

Pada bulan Februari 2003, Syarikat menubuhkan jabatan Komunikasi Korporat & Perhubungan Pelabur, yang antara lainnya, ditugaskan untuk menyediakan dan melaksanakan program perhubungan pelabur bagi Syarikat dan Kumpulan, dan untuk mengendalikan semua inisiatif komunikasi korporat dan menguruskan pertanyaan daripada pemegang saham. Jabatan ini menganjurkan mesyuarat antara pengurus kanan dan penganalisis penyelidikan serta pengurus dana, dan menyertai taklimat dalam kunjungan dan persidangan pelabur. Maklum balas daripada mesyuarat tersebut di analisa dan dimaklumkan kepada pengurusan bagi sebarang tindakan susulan.

Mesyuarat Agung Tahunan

Syarikat menghargai maklum balas daripada pemegang sahamnya dan menggalakkan mereka menyumbang secara aktif dalam perbincangan dan pertimbangan. Satu mesyuarat agung tahunan diadakan setiap tahun untuk mempertimbangkan perkara-perkara biasa Syarikat dan sebarang perkara khas. Setiap perkara urusan khas dalam notis disertai dengan penjelasan penuh mengenai kesan daripada cadangan resolusi tersebut.

Pada mesyuarat agung tahunan dan mesyuarat agung lain, pemegang saham boleh berhubung terus dengan ahli Lembaga yang bersedia menjawab soalan mereka, sama ada berhubung resolusi yang khusus atau mengenai Syarikat pada keseluruhannya. Pengerusi akan memastikan masa yang sewajarnya diberikan bagi perbincangan pemegang saham sebelum setiap resolusi dicadangkan.

Internal Control

The Board is responsible to review the adequacy and integrity of the Company's internal control system. The Board has appointed experts, both internal and external, to ensure that the Company maintains a sound system of internal control to safeguard the shareholders' investment and the Company's assets.

The Board reviews the effectiveness of the internal control system by the work of the internal auditors, the Audit Committee which oversees the work of the Internal Audit Division and findings made by the external auditors in their management letter and other reports.

Relationship with Auditors

The Board on its own and through the Audit Committee, has a formal and transparent arrangement for maintaining an appropriate relationship with the Company's auditors.

The Audit Committee seeks regular assurance on the effectiveness of the internal control system through independent appraisal by the auditors. Liaison and unrestricted communication exists between the Audit Committee and the external auditors.

E. BOARD COMMITTEES

The Board has established four (4) standing committees, each operating within defined terms of reference, to assist the Board in discharging its responsibilities. The committees are the Audit Committee, the Executive Committee, the Nomination Committee and the Remuneration Committee. The minutes of each committee's meetings are circulated to all Board members so that each Director is aware of the deliberations and resolutions made thereat.

The Audit Committee comprises three (3) independent, non-executive Directors and is chaired by Encik Halim bin Haji Din. The committee meets routinely four (4) times a year with additional meetings held where necessary. The Group Chief Executive, the

D. KEBERTANGGUNGJAWABAN DAN AUDIT

Laporan Kewangan

Lembaga berpegang pada falsafah memberi laporan kepada pihak yang berkepentingan secara telus, saksama, boleh dipercayai dan senang difahami. Lembaga mengakui bahawa ia bertanggungjawab sepenuhnya terhadap penyediaan penilaian yang seimbang dan menyeluruh tentang operasi dan prospek Kumpulan setiap kali ia mengumumkan pernyataan kewangan suku tahunan dan tahunan kepada para pemegang saham.

Jika perlu, Syarikat juga mengadakan pengumuman akhbar, persidangan akhbar dan taklimat kepada penganalisis dan pengurus dana.

Kawalan Dalaman

Lembaga bertanggungjawab mengkaji kecukupan dan integriti sistem kawalan dalaman Syarikat. Lembaga telah melantik pakar, dari dalam dan luar untuk memastikan bahawa Syarikat memelihara sistem kawalan dalaman yang baik bagi melindungi pelaburan pemegang saham dan aset Syarikat.

Lembaga mengkaji keberkesanan sistem kawalan dalaman menerusi kerja yang dilakukan oleh juruaudit dalaman, Jawatankuasa Audit yang mengawasi kerja Bahagian Audit Dalaman, dan penemuan yang dibuat oleh juruaudit luar dalam surat kepada pengurusan dan laporan-laporan lain.

Perhubungan dengan Juruaudit

Lembaga dengan sendirinya dan menerusi Jawatankuasa Audit, memelihara hubungan yang sesuai dengan juruaudit Syarikat secara formal dan telus.

Jawatankuasa Audit kerap mendapatkan jaminan mengenai keberkesanan sistem kawalan dalaman melalui penilaian bebas oleh juruaudit. Komunikasi perantara dan tidak terhad wujud antara Jawatankuasa Audit dan juruaudit luar.

E. JAWATANKUASA LEMBAGA

Lembaga telah menubuhkan empat (4) jawatankuasa, setiap sebuahnya beroperasi

Group Chief Financial Officer, the Group Internal Auditor and external auditors attend such meetings by invitation and provide reports as required by the committee. At least one (1) meeting is held each year with the external auditors in private, in the absence of executive officers.

The Executive Committee comprises one (1) executive Director and three (3) non-executive Directors. The committee is responsible for strategic and operational plans which fall within their levels of authority. Where appropriate, recommendations are made to the Board on matters reserved to the Board.

The Nomination Committee comprises three (3) non-executive Directors, two (2) of whom are independent Directors. The committee makes recommendations to the Board on new Board appointments, taking into account the balance and structure of the Board.

The Remuneration Committee comprises three (3) non-executive Directors, two (2) of whom are independent Directors. The committee considers the remuneration of executive Directors.

dalam bidang tugas yang telah ditetapkan, untuk membantu Lembaga melaksanakan tanggungjawabnya. Jawatankuasa-jawatankuasa ini adalah Jawatankuasa Audit, Jawatankuasa Eksekutif, Jawatankuasa Pencalonan dan Jawatankuasa Imbuhan. Minit setiap mesyuarat Jawatankuasa diedarkan kepada semua ahli Lembaga agar setiap Pengarah dimaklumkan tentang perbincangan dan resolusi yang dibuat.

Jawatankuasa Audit terdiri daripada tiga (3) Pengarah bebas, bukan eksekutif dan dipengerusikan oleh Encik Halim bin Haji Din. Jawatankuasa ini bermesyuarat secara tetap empat (4) kali setahun dan mengadakan mesyuarat tambahan jika perlu. Ketua Eksekutif Kumpulan, Ketua Pegawai Kewangan Kumpulan, Juruaudit Dalaman dan jruaudit luar Kumpulan menghadiri mesyuarat tersebut jika dijemput dan menyediakan laporan seperti yang dikehendaki oleh jawatankuasa. Sekurang-kurangnya satu (1) mesyuarat diadakan setiap tahun dengan jruaudit luar secara tertutup, tanpa kehadiran para pegawai eksekutif.

Jawatankuasa Eksekutif terdiri daripada seorang (1) Pengarah eksekutif dan tiga (3) Pengarah bukan eksekutif. Jawatankuasa ini bertanggungjawab terhadap rancangan strategik dan operasi dalam lingkungan tahap kuasa mereka. Sekiranya wajar, syor-syor dikemukakan berhubung keputusan yang diperuntukkan kepada Lembaga.

Jawatankuasa Pencalonan terdiri daripada tiga (3) Pengarah bukan eksekutif, dua (2) daripada mereka merupakan Pengarah bebas. Jawatankuasa ini mengemukakan syor-syor mengenai pelantikan baru ke dalam Lembaga, dengan mengambil kira keseimbangan dan struktur Lembaga.

Jawatankuasa Imbuhan terdiri daripada tiga (3) Pengarah bukan eksekutif, dua (2) daripada mereka merupakan Pengarah bebas. Jawatankuasa ini mempertimbangkan imbuhan para Pengarah eksekutif.

[penyata kawalan dalaman]

INTERNAL CONTROL STATEMENT

Introduction

The Malaysian Code on Corporate Governance requires listed companies to maintain a sound system of internal control to safeguard shareholders' investments and the Group's assets. The KLSE's Revamped Listing Requirements require directors of listed companies to include a statement in the annual reports on the state of their internal controls. The KLSE's Statement on Internal Control: Guidance for Directors of Public Companies (Guidance) provides guidance for compliance with these requirements. Set out below is the Board's Internal Control Statement, which has been prepared in accordance with the Guidance.

Responsibility

The Board of Directors recognises the importance of sound internal control and risk management practices and its responsibility for the Group's system of internal controls and risk management, and for reviewing the adequacy and integrity of those systems. It is acknowledged that such systems can only manage rather than eliminate the risks and that any system can only provide reasonable and not absolute assurance against material misstatement or loss.

Associated companies, Malakoff Berhad and Malaysia Smelting Corporation Berhad that contribute to the Group's results have not been dealt with as part of the Group for the purpose of this Internal Control Statement. However, both companies are listed on the main board of the KLSE and would comply with this reporting requirement in their own right.

Pengenalan

Kod Tadbir Urus Korporat Malaysia menghendaki syarikat tersenarai supaya mempunyai satu sistem kawalan dalaman yang baik untuk melindungi pelaburan pemegang saham dan aset Kumpulan. Keperluan Penyenaraian BSKL yang Diubahsuai menghendaki para pengarah syarikat tersenarai membentangkan penyata mengenai keadaan kawalan dalaman syarikat dalam laporan tahunan. Penyata Kawalan Dalaman BSKL: Panduan bagi Pengarah Syarikat Awam (Panduan) memberi panduan tentang pematuhan terhadap keperluan ini. Penyata Kawalan Dalaman Lembaga Pengarah, yang telah disediakan menurut Panduan tersebut dinyatakan di bawah.

Tanggungjawab

Lembaga Pengarah mengakui kepentingan kawalan dalaman dan amalan pengurusan risiko yang baik dan tanggungjawabnya terhadap sistem kawalan dalaman dan pengurusan risiko Kumpulan, dan mengkaji semula kecukupan dan integriti sistem tersebut. Adalah disedari bahawa sistem sebegini hanya boleh mengurus dan bukan menghapuskan risiko tersebut, manakala mana-mana sistem hanya boleh memberi jaminan berpututan dan bukan mutlak terhadap berlakunya salah nyata atau kerugian ketara.

Syarikat bersekutu iaitu Malakoff Berhad dan Malaysia Smelting Corporation Berhad yang menyumbang kepada keputusan Kumpulan, dianggap sebagai bukan sebahagian daripada Kumpulan apabila menyediakan Penyata Kawalan Dalaman. Namun, kedua-dua syarikat tersebut yang tersenarai di papan utama BSKL membuat laporan berhubung kawalan dalaman mereka sendiri sebagaimana yang dikehendaki bagi syarikat tersenarai.

INTERNAL CONTROL AND RISK MANAGEMENT / KAWALAN DALAMAN DAN PENGURUSAN RISIKO

The Board regards risk management as an integral part of the business operations. During the year under review, the Board engaged external consultants to assist with the development and implementation of a formalised risk management framework within the Group with the aim of formalising the risk management functions across the Group. The effective implementation of this framework would take place within the first half of the current financial year.

This formalised risk management framework incorporates a monitoring and reporting module that is embedded within the process and will result with risks being identified, analysed and treated on a periodic basis and will permit the various operations of the Group, at transactional level, to report on adequacy and compliance with controls. This process will be regularly reviewed by the Board, which dedicates separate time for discussion of this subject and Internal Audit providing independent assurance.

During the current year under review, the Audit Committee has reviewed the internal control framework that currently exists within the Group and assessed the applicability of the existing controls with regards to their effectiveness and efficiency. The Company, its subsidiaries and joint venture companies have identified, analysed and treated their risks and have confirmed on the adequacy and compliance with controls both at transactional, tactical and strategic level with the exception of Kramat and Berjuntai; i.e. they were not included in the Risk Management Implementation. These two companies were not included as these companies are looking into restructuring their operations to comply with the KLSE Listing Requirements.

Lembaga Pengarah menganggap bahawa pengurusan risiko merupakan sebahagian penting operasi perniagaan. Pada tahun dalam tinjauan, Lembaga Pengarah menggunakan perkhidmatan pakar runding luar untuk membantu dalam pembangunan dan pelaksanaan rangka kerja pengurusan risiko dalam Kumpulan dengan matlamat untuk memformalkan fungsi pengurusan risiko di seluruh Kumpulan. Pelaksanaan berkesan rangka kerja ini dijadualkan pada separuh pertama tahun kewangan ini.

Rangka kerja pengurusan risiko yang formal ini mengandungi modul pemantauan dan laporan yang disertakan dalam proses ini dan akan memastikan risiko dapat dikenal pasti, dinilai dan diuruskan secara tetap dan akan melibatkan pelbagai operasi Kumpulan di peringkat transaksi untuk melaporkan kecukupan dan pematuhan terhadap kawalan. Proses ini akan dikaji semula secara tetap oleh Lembaga Pengarah, yang meluangkan masa khusus untuk membincangkan perkara ini manakala Audit Dalam memberi jaminan bebas.

Pada tahun kewangan semasa yang ditinjau, Jawatankuasa Audit telah mengkaji semula rangka kerja kawalan dalam yang wujud dalam Kumpulan dan menilai kesesuaian kawalan yang wujud dari segi keberkesaan dan kecekapananya. Syarikat serta syarikat-syarikat subsidiari dan usaha sama telah mengenal pasti, menganalisis dan menguruskan risiko-risiko mereka serta telah mengesahkan kecukupan dan pematuhan terhadap kawalan pada peringkat transaksi, taktilik dan strategik kecuali Kramat dan Berjuntai yang dikecualikan daripada Pelaksanaan Pengurusan Risiko. Kedua-dua syarikat ini dikecualikan sementara menunggu penyusunan semula operasi untuk mematuhi Keperluan Penyenaraian BSCL.

Other key elements of internal control

The other key elements of the Group's internal control system are described below:

- Clearly defined delegation of responsibilities to committees of the Board and to the management of Head Office and companies in the Group, including authority limits as set out in the Financial Authority Limits.
- Where appropriate, certain companies have ISO 9001 and ISO 9002 accreditation for their operational processes.
- Review of all proposals for material capital and investment acquisitions by the Executive Committee before review and approval by the Board.
- Budgeting process where companies under the Group prepare budgets every year which are approved at Company level, reviewed by the Executive Committee and the Board.

Unsur-unsur penting lain kawalan dalaman

Unsur-unsur penting lain sistem kawalan dalaman Kumpulan adalah seperti berikut:

- Mentakrifkan dengan jelas penugasan tanggungjawab kepada pelbagai jawatankuasa Lembaga Pengarah dan pengurusan ibu Pejabat dan syarikat-syarikat dalam Kumpulan, termasuk had kuasa seperti yang dinyatakan dalam Had Kuasa Kewangan.
- Syarikat-syarikat tertentu mempunyai akreditasi ISO 9001 dan ISO 9002 bagi proses operasi mereka, mengikut kesesuaian.
- Jawatankuasa Eksekutif mengkaji semula semua cadangan pemerolehan modal dan pelaburan ketara sebelum dikemukakan untuk pertimbangan dan kelulusan Lembaga Pengarah.
- Proses pembelanjawan di mana Jawatankuasa Eksekutif dan Lembaga Pengarah mengkaji semula belanjawan yang disediakan oleh syarikat-syarikat dalam Kumpulan dan telah diluluskan di peringkat Syarikat.

- Monthly Performance Reports, benchmarked against budgets and objectives, are regularly provided to Directors and discussed at Executive Committee and Board meetings.
- Monitoring of performance, including discussion of any significant issues at monthly Group Senior Management Committee meetings, which are attended by heads of companies within the Group.
- Board representation in companies for which material interests exist to facilitate the review of performance of the companies.
- Periodic reviews by the Group Internal Auditor, providing an independent assurance on the effectiveness of the Group's system on internal control and advising management on areas for further improvement.
- The Audit Committee, on behalf of the Board, considers the effectiveness of the operation of internal control procedures in the Group during the financial year. Each listed company in the Group has its own Audit Committee. Each Audit Committee will review reports from the Group Internal Auditor and from the external auditors and report its conclusion to their Board. In addition, the Company's Audit Committee is provided with a summary of the Group internal audit reports for the listed companies.

The Board believes that the development of the system of internal controls is an ongoing process and continues to take steps to improve the internal control system.

A number of minor internal control weaknesses were identified during the period, all of which have been, or are being, addressed. None of the weaknesses have resulted in any material losses, contingencies or uncertainties that would require disclosure in the Group's annual report.

Relationship with the Auditors

The role of the Audit Committee in relation to the external auditors is described on page 53.

Audit Committee

The report by the Audit Committee for the period is set out on pages 52 and 53.

- Laporan prestasi bulanan, yang dibandingkan dengan belanjawan dan objektif dikemukakan secara kerap kepada para Pengarah dan dibincangkan di mesyuarat Jawatankuasa Eksekutif dan Lembaga Pengarah.
- Pemantauan prestasi termasuk membincangkan sebarang isu penting di mesyuarat bulanan Jawatankuasa Pengurusan Kanan Kumpulan, yang dihadiri oleh ketua-ketua syarikat dalam Kumpulan.
- Wakil Lembaga Pengarah dalam syarikat di mana Kumpulan mempunyai kepentingan penting untuk memudahkan kajian prestasi syarikat-syarikat tersebut.
- Kajian secara berkala oleh Juruaudit Dalaman Kumpulan yang menyediakan jaminan bebas mengenai keberkesanan sistem kawalan dalam Kumpulan dan menasihati pihak pengurusan berhubung bidang-bidang yang perlu dipertingkatkan.
- Pada tahun kewangan ini, Jawatankuasa Audit, bagi pihak Lembaga Pengarah, telah mempertimbangkan keberkesanan prosedur operasi dan kawalan dalam Kumpulan. Setiap syarikat yang tersenarai dalam Kumpulan mempunyai Jawatankuasa Auditnya sendiri. Setiap Jawatankuasa Audit akan mengkaji laporan daripada Juruaudit Dalaman Kumpulan dan daripada Juruaudit Luar dan melaporkan hasilnya kepada Lembaga Pengarah masing-masing. Selain itu, Jawatankuasa Audit Syarikat diberi ringkasan laporan audit dalaman Kumpulan bagi syarikat-syarikat yang tersenarai.

Lembaga Pengarah percaya bahawa pembangunan sistem kawalan dalam merupakan satu proses berterusan dan mengambil pelbagai langkah untuk mempertingkatkan sistem kawalan dalamannya.

Beberapa kelemahan kecil dalam sistem kawalan dalam telah dikenal pasti pada tempoh ini, yang mana semuanya telah atau sedang diuruskan. Kelemahan ini tidak memberi sebarang kerugian, luar jangka atau ketidaktentuan ketara yang perlu dilaporkan dalam laporan tahunan Kumpulan.

Perhubungan dengan Juruaudit

Peranan Jawatankuasa Audit berhubung dengan juruaudit luar dinyatakan di muka surat 53.

Jawatankuasa Audit

Laporan Jawatankuasa Audit bagi tempoh ini dibentangkan di muka surat 52 dan 53.

Board and Committee Attendance

The number of Directors' meetings and Committee meetings held in the period each Director held office during the financial year and the number of meetings attended by each Director are as follows:

Kehadiran Lembaga dan Jawatankuasa

Bilangan mesyuarat Lembaga Pengarah dan Jawatankuasa Lembaga Pengarah yang diadakan pada tempoh ini bagi setiap Pengarah yang memegang jawatan pada tahun kewangan dan bilangan mesyuarat yang dihadiri oleh setiap Pengarah adalah seperti berikut:

Number of meetings attended (first figure)/number of meetings held while in office (second figure).

Bilangan mesyuarat yang dihadiri (angka pertama)/bilangan mesyuarat yang diadakan semasa memegang jawatan (angka kedua).

| Name / Nama | Directors' Meeting / Mesyuarat Pengarah | Audit Committee Meeting / Mesyuarat Jawatankuasa Audit | Nomination Committee Meeting / Mesyuarat Jawatankuasa Pencalonan | Remuneration Committee Meeting / Mesyuarat Jawatankuasa Imbuhan | Executive Committee Meeting / Mesyuarat Jawatankuasa Eksekutif |
|--|---|--|--|---|--|
| 1. Dato' Syed Abdul Jabbar Shahabudin | 8/8 | - | 4/4 | 1/1 | 9/9 |
| 2. Dato' Ismail Shahudin (appointed on 1 August 2002) (dilantik pada 1 Ogos 2002) | 5/5 | - | - | - | 5/5 ⁽¹⁾ |
| 3. Tan Sri Dato' Thong Yaw Hong | 6/8 | 8/8 | 2/2 ⁽²⁾ | 1/1 | - |
| 4. Tan Sri Dato' Dr. Abdul Khalid bin Sahan | 6/8 | - | 2/2 ⁽³⁾ | - | 9/9 |
| 5. Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob | 7/8 | - | - | - | - |
| 6. Dato' Hilmi bin Mohd. Noor | 8/8 | - | - | 1/1 | 9/9 ⁽⁴⁾ |
| 7. Dato' Abdullah bin Mohd. Yusof | 6/8 | 1/1 ⁽⁵⁾ | 2/2 ⁽⁶⁾ | - | - |
| 8. Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Laidin (appointed on 1 August 2002) (dilantik pada 1 Ogos 2002) | 4/5 | - | - | - | - |
| 9. Halim bin Haji Din (appointed on 10 September 2002) (dilantik pada 10 September 2002) | 4/5 | 4/4 ⁽⁷⁾ | - | - | - |
| 10. Datuk Mohd. Sidik bin Shaik Osman (appointed on 23 January 2003) (dilantik pada 23 Januari 2003) | 1/1 | - | - | - | - |
| 11. (Dr.) Abdul Samad Haji Alias (resigned on 18 July 2002) (meletak jawatan pada 18 Julai 2002) | 2/2 | 3/4 ⁽⁸⁾ | 2/2 ⁽⁹⁾ | - | - |
| 12. Datuk Alladin Hashim (resigned on 1 January 2003) (meletak jawatan pada 1 Januari 2003) | 6/6 ⁽¹⁰⁾ | 7/7 ⁽¹¹⁾ | - | - | - |

NOTE / NOTA:

Date of appointment/resignation to/from the respective Committees:

Tarikh pelantikan/perletakan jawatan ke dalam/daripada Jawatankuasa masing-masing:

- (1) Appointed on 1 August 2002
Dilantik pada 1 Ogos 2002
- (2) Appointed on 21 October 2002
Dilantik pada 21 Oktober 2002
- (3) Resigned on 21 October 2002
Meletak jawatan pada 21 Oktober 2002
- (4) Appointed on 25 February 2002
Dilantik pada 25 Februari 2002
- (5) Appointed on 20 January 2003
Dilantik pada 20 Januari 2003
- (6) Appointed on 21 October 2002
Dilantik pada 21 Oktober 2002
- (7) Appointed on 10 September 2002
Dilantik pada 10 September 2002
- (8) Resigned on 18 July 2002
Meletak jawatan pada 18 Julai 2002
- (9) Resigned on 18 July 2002
Meletak jawatan pada 18 Julai 2002
- (10) Resigned on 1 January 2003
Meletak jawatan pada 1 Januari 2003
- (11) Resigned on 1 January 2003
Meletak jawatan pada 1 Januari 2003

Directors' Remuneration

The fees and meeting allowances payable to non-executive Directors are approved by the shareholders at the AGM based on the recommendation of the Board. The fees payable to each of the non-executive Directors are determined by the Board as a whole. The Company reimburses reasonable expenses incurred by the Directors in the course of their duties as Directors.

Imbuhan Pengarah

Yuran dan eluan mesyuarat yang akan dibayar kepada Pengarah bukan eksekutif yang diluluskan oleh para pemegang saham di Mesyuarat Agung Tahunan adalah berdasarkan kepada syor Lembaga Pengarah. Yuran yang akan dibayar kepada setiap Pengarah bukan eksekutif ditentukan oleh seluruh Lembaga Pengarah. Syarikat akan membayar kembali perbelanjaan berpatutan yang ditanggung oleh para Pengarah dalam menjalankan tugas mereka sebagai Pengarah.

The aggregate remuneration of the Directors categorised into the appropriate components are as follows:
Imbuhan agregat para Pengarah dikategorikan mengikut komponen yang sepatutnya adalah seperti berikut:

| Category / Kategori | Fees / Yuran (RM) | Salaries / Gaji (RM) | Meeting and other allowances / Eluan Mesyuarat dan lain-lain (RM) | Benefits in Kind / Manfaat Barang (RM) |
|--|-------------------|----------------------|---|--|
| Executive Director / Pengarah Eksekutif | - | 280,800 | - | 12,847 |
| Non-Executive Directors / Pengarah Bukan Eksekutif | 460,149 | - | 215,250 | 19,100 |

The remuneration paid to the Directors within the following bands are as follows:

Imbuhan yang telah dibayar kepada Pengarah dalam kelompok di bawah adalah seperti berikut:

| Amount of Remuneration / Jumlah Imbuhan | Number of Executive Directors / Bilangan Pengarah Eksekutif | Number of Non-Executive Directors / Bilangan Pengarah Bukan Eksekutif |
|---|---|---|
| Less than / Kurang daripada RM50,000 | - | 5 |
| RM 50,000 to / hingga RM100,000 | - | 5 |
| RM150,001 to / hingga RM200,000 | - | - |
| RM250,001 to / hingga RM400,000 | 1 | 1 |

The disclosure of Directors' remuneration is made in accordance with Appendix 9C, Part A, item 10 of the KLSE Listing Requirements. The Board of Directors is of the opinion that separate disclosure would not add significantly to the understanding of shareholders and other interested stakeholders in this area.

Pendedahan mengenai imbuhan para Pengarah disediakan menurut Lampiran 9C, Bahagian A, perkara 10 Keperluan Penyenaraian BSCL. Lembaga Pengarah berpendapat pendedahan berasingan tersebut tidak akan dapat membantu dengan ketara pemahaman para pemegang saham dan pihak berkepentingan yang lain dalam perkara ini.

Directors' Responsibility Statement

In respect of the preparation of the audited financial statements (as required under paragraph 15.27(a) of the KLSE's Listing Requirements):

The Directors are required to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and the Company and of the income statement for that year. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare financial statements on the going concern basis.

The Directors are responsible for keeping proper accounting records 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 Companies Act, 1965. They have general responsibility for taking such steps that are reasonably open to them to safeguard the assets of the Group and the Company and to prevent and detect fraud and other irregularities.

The report by the Audit Committee for the period is set out on pages 52 to 58.

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

Dato' Syed Abdul Jabbar Shahabudin
Chairman

Dato' Ismail Shahudin
Director

Kuala Lumpur
27 March 2003

Penyata Tanggungjawab Pengarah

Berhubung penyediaan penyata kewangan yang telah diaudit (seperti yang dikehendaki di bawah perenggan 15.27(a) Keperluan Penyenaraian Bursa Saham Kuala Lumpur):

Para Pengarah dikehendaki menyediakan penyata kewangan bagi setiap tahun kewangan yang memberi gambaran yang benar dan saksama tentang kedudukan hal ehwal Kumpulan dan Syarikat serta penyata pendapatan bagi tahun tersebut. Semasa menyediakan penyata kewangan, para Pengarah dikehendaki:

- memilih dasar perakaunan yang sesuai dan menggunakan secara konsisten;
- membuat pertimbangan dan anggaran yang berpatutan dan berhemat;
- menyatakan sama ada piawaian perakaunan yang diterima pakai telah dipatuhi; dan
- menyediakan penyata kewangan berdasarkan andaian perniagaan berterusan.

Para Pengarah bertanggungjawab untuk menyimpan rekod perakaunan yang sempurna yang memberi kedudukan kewangan Kumpulan dan Syarikat pada bila-bila masa dengan ketepatan yang berpatutan, dan untuk membolehkan mereka memastikan bahawa penyata kewangan berkenaan mematuhi Akta Syarikat, 1965. Mereka mempunyai tanggungjawab keseluruhan untuk mengambil langkah-langkah yang tersedia secara berpatutan untuk melindungi aset Kumpulan dan Syarikat dan menghalang serta mengesan penipuan dan pelanggaran peraturan lain.

Laporan Jawatankuasa Audit bagi tempoh ini dikemukakan di muka surat 52 hingga 58.

Ditandatangani bagi pihak Lembaga Pengarah menurut sebuah resolusi:

Dato' Syed Abdul Jabbar Shahabudin
Pengerusi

Dato' Ismail Shahudin
Pengarah

Kuala Lumpur
27 Mac 2003

ADDITIONAL COMPLIANCE INFORMATION

[maklumat pematuhan tambahan]

Conflict of Interest

None of the Directors have any family relationship with other Directors or major shareholders of the Company. However, Dato' Ismail Shahudin and Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Laidin each hold 6,000 shares indirectly in the capital of the Company.

Convictions for Offences

None of the Directors have been convicted for offences within the past 10 years other than traffic offences, if any.

Utilisation of Proceeds

No proceeds were raised by the Company from any corporate proposal.

Share Buybacks

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

Options, Warrants or Convertible Securities

No options, warrants or convertible securities were issued by the Company during the financial year.

American Depository Receipt (ADR) or Global Depository Receipt (GDR) Programme

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

Impositions of Sanctions / Penalties

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

Non-Audit Fees

The non-audit fees paid to the external auditors by the Company for the financial year amounts to RM146,944.

Profit Estimate, Forecast or Projection

Profit after tax for the financial year ended 31 January 2003 was RM33.0 million or 43.0%

Konflik Kepentingan

Tiada Pengarah yang mempunyai sebarang hubungan kekeluargaan dengan Pengarah lain atau pemegang saham utama Syarikat. Dato' Ismail Shahudin dan Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Laidin masing-masing memegang 6,000 saham secara tidak langsung dalam modal Syarikat.

Sabitan Kesalahan

Tiada Pengarah yang telah disabitkan dengan kesalahan sepanjang tempoh 10 tahun lepas selain daripada kesalahan lalulintas, jika ada.

Penggunaan Kutipan

Tiada kutipan wang yang telah dikumpulkan Syarikat daripada sebarang cadangan korporat.

Pembelian Balik Saham

Pada tahun kewangan ini, Syarikat tidak membuat sebarang pembelian balik saham.

Opsyen, Waran atau Sekuriti Boleh Tukar

Tiada opsyen, waran atau sekuriti boleh tukar diterbitkan oleh Syarikat pada tahun kewangan ini.

Program 'American Depository Receipt' (ADR) atau 'Global Depository Receipt' (GDR)

Pada tahun kewangan ini, Syarikat tidak menaja sebarang program ADR atau GDR.

Pengenaan Sekatan / Penalti

Tidak ada sekatan dan/atau penalti yang dikenakan terhadap Syarikat dan subsidiari-subsidiarinya, Pengarah atau pihak Pengurusannya oleh badan penguatkuasaan berkaitan.

Yuran Bukan Audit

Yuran bukan audit yang dibayar kepada juruaudit luar oleh Syarikat bagi tahun kewangan ini berjumlah RM146,944.

Anggaran, Ramalan atau Sasaran Keuntungan

Keuntungan selepas cukai bagi tahun kewangan berakhir 31 Januari 2003 adalah sebanyak RM33.0 juta atau 43.0% lebih tinggi daripada ramalan dalam surat pekeliling pemegang saham bertarikh 4 Oktober 2002. Ini disebabkan terutamanya oleh:

- sumbangan lebih besar daripada syarikat-syarikat bersekutu;

higher than the forecast in the shareholders' circular dated 4 October 2002. This was mainly due to:

- higher contribution from associated companies;
- lower operating expenditure incurred by engineering and construction division;
- lower interest expense due to delay in the completion of the acquisition of PTP; and
- higher interest income earned on foreign deposits.

Variance of Actual Profit from Forecast Profit

| | Actual RM'million | Forecast RM'million | Difference RM'million |
|---|-------------------|---------------------|-----------------------|
| Profit after tax and minority interest | 111 | 78 | 33 |
| Lower operating expenditure incurred by Engineering & Construction Division | | | 10 |
| Improved contributions from associated companies: | | | |
| - Malaysia Smelting Corporation Berhad | | 7.4 | |
| - Malakoff Berhad | | 6.8 | |
| Higher interest income earned on foreign deposits | | | 3.2 |
| Lower interest expense due to delay in the completion of the acquisition of PTP | | | 6.2 |

Profit Guarantee

During the year, there was no profit guarantee given by the Company.

Material Contracts

There were no material contracts on the Company and its subsidiaries involving Directors' and major shareholders' interests.

Contracts Relating to Loan

There were no contracts relating to loans by the Company involving Directors and major shareholders.

Revaluation of Landed Properties

The Company does not have a revaluation policy on landed properties.

- perbelanjaan operasi lebih rendah yang ditanggung oleh bahagian kejuruteraan dan pembinaan;
- perbelanjaan faedah lebih rendah disebabkan oleh kelewatan penyempurnaan pemerolehan PTP; dan
- pendapatan faedah lebih tinggi daripada deposit asing.

Bezaan Keuntungan Sebenar Berbanding Keuntungan Ramalan

| | Sebenar RM'juta | Ramalan RM'juta | Perbezaan RM'juta |
|--|-----------------|-----------------|-------------------|
| Keuntungan selepas cukai dan Kepentingan minoriti | 111 | 78 | 33 |
| Perbelanjaan operasi lebih rendah yang ditanggung oleh Bahagian Kejuruteraan dan Pembinaan | | | 10 |
| Sumbangan lebih baik daripada syarikat bersekutu: | | | |
| - Malaysia Smelting Corporation Berhad | | 7.4 | |
| - Malakoff Berhad | | 6.8 | |
| Pendapatan faedah lebih tinggi daripada deposit asing | | | 3.2 |
| Perbelanjaan faedah lebih rendah disebabkan oleh kelewatan penyempurnaan pemerolehan PTP | | | 6.2 |

Jaminan Keuntungan

Pada tahun kewangan ini, Syarikat tidak memberi sebarang jaminan keuntungan.

Kontrak Penting

Syarikat dan subsidiari-subsidiarinya tidak memeterai sebarang kontrak penting yang melibatkan kepentingan Pengarah dan pemegang saham utamanya.

Kontrak Berkaitan Pinjaman

Syarikat tidak memeterai sebarang kontrak berkaitan pinjaman yang diambilnya yang melibatkan Pengarah-pengarah dan pemegang-pemegang saham utamanya.

Penilaian Semula Harta Tanah

Syarikat tidak mempunyai dasar penilaian semula bagi harta tanah.

SHAREHOLDING STATISTICS as at 29 May 2003

[statistik pegangan saham pada 29 Mei 2003]

| | No. of Shareholders Bilangan Pemegang Saham | % of Shareholders % Pemegang Saham | No. of Shares held Bilangan Saham Dipegang | % of Issued Capital % Modal Diterbitkan |
|---|--|---------------------------------------|---|--|
| Size of Holdings / Saiz Pegangan | | | | |
| Less than 100 shares / Kurang daripada 100 saham | 180 | 1.56 | 5,446 | 0.00 |
| 100 to / hingga 1,000 | 2,713 | 23.55 | 2,444,532 | 0.22 |
| 1,001 to / hingga 10,000 | 7,014 | 60.88 | 28,866,501 | 2.57 |
| 10,001 to / hingga 100,000 | 1,354 | 11.75 | 38,105,858 | 3.40 |
| 100,001 to less than 5% of issued shares 100,001 dan kurang daripada 5% saham terbitan | 256 | 2.22 | 288,144,941 | 25.70 |
| 5% and above of issued shares 5% dan lebih daripada saham terbitan | 5 | 0.04 | 763,841,932 | 68.11 |
| Total / Jumlah | 11,522 | 100.00 | 1,121,409,210 | 100.00 |
| Geographical / Kedudukan Geografi | | | | |
| Malaysia | 9,203 | 79.87 | 1,025,121,261 | 91.41 |
| Singapore / Singapura | 2,178 | 18.90 | 95,038,471 | 8.48 |
| United Kingdom and Others United Kingdom dan Lain-lain | 141 | 1.23 | 1,249,478 | 0.11 |
| Total / Jumlah | 11,522 | 100.00 | 1,121,409,210 | 100.00 |
| Category / Kategori | | | | |
| Individuals / Individu | 8,234 | 71.46 | 45,823,703 | 4.09 |
| Banks / Bank | 32 | 0.28 | 240,000 | 0.02 |
| Nominee Companies / Syarikat Nomini | 2,993 | 25.98 | 710,495,314 | 63.36 |
| Insurance Companies / Syarikat Insurans | 4 | 0.03 | 1,825,000 | 0.16 |
| Other Limited Companies Syarikat Berhad Lain | 228 | 1.98 | 291,138,167 | 25.96 |
| Pension Fund and Trustees Tabung Pencen dan Pemegang Amanah | 21 | 0.18 | 16,686,708 | 1.49 |
| Others / Lain-lain | 10 | 0.09 | 55,200,318 | 4.92 |
| Total / Jumlah | 11,522 | 100.00 | 1,121,409,210 | 100.00 |

THIRTY LARGEST SHAREHOLDERS as at 29 May 2003
TIGA PULUH PEMEGANG SAHAM TERBESAR pada 29 Mei 2003

| Name / Nama | No. of Share held Bilangan Saham Dipegang | % of Issued Capital % Modal Diterbitkan |
|--|--|--|
| 1. Amanah Raya Nominees (Tempatan) Sendirian Berhad - Skim Amanah Saham Bumiputera | 259,670,000 | 23.16 |
| 2. Mohaiyani Nominees (Tempatan) Sendirian Berhad - Impian Teladan Sendirian Berhad | 147,500,000 | 13.15 |
| 3. Seaport Terminal (Johore) Sendirian Berhad | 145,487,700 | 12.97 |
| 4. Permodalan Nasional Berhad | 110,184,232 | 9.83 |
| 5. Mohaiyani Nominees (Tempatan) Sendirian Berhad - Seaport Terminal (Johore) Sendirian Berhad | 101,000,000 | 9.01 |
| 6. Employees Provident Fund Board | 51,787,300 | 4.62 |
| 7. Seaport Terminal (Johore) Sendirian Berhad | 28,782,300 | 2.57 |
| 8. Kenanga Nominees (Tempatan) Sendirian Berhad - Impian Teladan Sendirian Berhad | 18,892,000 | 1.68 |
| 9. Mayban Nominees (Asing) Sendirian Berhad - The Straits Trading Company Limited | 15,400,947 | 1.37 |
| 10. HDM Nominees (Tempatan) Sendirian Berhad - Seaport Terminal (Johore) Sendirian Berhad | 10,000,000 | 0.89 |
| 11. Amanah Raya Nominees (Tempatan) Sendirian Berhad - Amanah Saham Didik | 9,657,000 | 0.86 |
| 12. Universal Trustee (Malaysia) Berhad - Mayban Unit Trust Fund | 5,600,000 | 0.50 |
| 13. Mayban Nominees (Tempatan) Sendirian Berhad - Kumpulan Wang Simpanan Pekerja | 4,800,000 | 0.43 |
| 14. Cartabon Nominees (Asing) Sendirian Berhad - Investors Pacific International Fund | 4,660,000 | 0.42 |
| 15. Malaysia Nominees (Tempatan) Sendirian Berhad - Great Eastern Life Assurance (Malaysia) Berhad | 4,218,000 | 0.38 |
| 16. Citicorp Nominees (Asing) Sendirian Berhad - Sunnival Holdings Limited | 4,177,000 | 0.37 |
| 17. Universal Trustee (Malaysia) Berhad - Mayban Balanced Trust Fund | 3,684,000 | 0.33 |
| 18. Amanah Raya Nominees (Tempatan) Sendirian Berhad - Sekim Amanah Saham Nasional | 3,416,400 | 0.30 |
| 19. OSK Nominees (Asing) Sendirian Berhad - DBS Vickers Secs (S) Pte Ltd | 2,899,718 | 0.26 |
| 20. Amanah Raya Nominees (Tempatan) Sendirian Berhad - Amanah Saham Nasional 2 | 2,792,000 | 0.25 |
| 21. HSBC Nominees (Tempatan) Sendirian Berhad - OSK-UOB Equity Trust | 2,600,000 | 0.23 |
| 22. Mayban Nominees (Tempatan) Sendirian Berhad - Public Regular Savings Fund | 2,411,000 | 0.22 |
| 23. Menteri Kewangan Malaysia - Section 29 (SICDA) | 2,283,018 | 0.20 |
| 24. AMMB Nominees (Tempatan) Sendirian Berhad - Employees Provident Fund Board | 2,271,000 | 0.20 |
| 25. Cartabon Nominees (Asing) Sendirian Berhad - National Investment Trust | 2,150,000 | 0.19 |
| 26. HSBC Nominees (Asing) Sendirian Berhad - Asia Growth Fund | 2,141,000 | 0.19 |
| 27. BBMB Securities Nominees (Tempatan) Sendirian Berhad - Petroliana Nasional Berhad | 2,108,000 | 0.19 |
| 28. HSBC Nominees (Tempatan) Sendirian Berhad - Employees Provident Fund Board | 2,066,000 | 0.18 |
| 29. Amanah Raya Nominees (Tempatan) Sendirian Berhad - Amanah Saham Malaysia | 2,059,000 | 0.18 |
| 30. Citicorp Nominees (Asing) Sendirian Berhad - Stichting Shell Pension Fonds | 2,053,000 | 0.18 |
| Total / Jumlah | 956,750,615 | 85.31 |

SUBSTANTIAL SHAREHOLDERS as at 29 May 2003

[pemegang saham utama pada 29 Mei 2003]

| Name Nama | Direct Kepentingan Langsung | No. Of Shares Held Bilangan Saham Dipegang | | | % |
|--|-----------------------------------|---|--|-------------|-------|
| | | % | Deem Interested Kepentingan Tidak Langsung | | |
| Permodalan Nasional Berhad (PNB) | 110,158,232 | 9.82 | - | - | - |
| Amanah Raya Nominees (Tempatan) Sdn Bhd (Skim Amanah Saham Bumiputra) | 259,670,000 | 23.16 | - | - | - |
| Impian Teladan Sdn Bhd (ITSB) | 166,392,000 | 14.84 | - | - | - |
| Seaport Terminal (Johor) Sdn Bhd (Seaport) | 285,270,000 | 25.44 | - | - | - |
| Employees Provident Fund | 60,272,300 | 5.37 | - | - | - |
| Yayasan Pelaburan Bumiputera | - | - | (12) 110,158,232 | 110,158,232 | 9.82 |
| Zainal Rashid bin Ab Rahman | - | - | (1) 166,392,000 | 166,392,000 | 14.84 |
| Abd. Rauf bin Salim | - | - | (1) 166,392,000 | 166,392,000 | 14.84 |
| Indra Cita Sdn Bhd | - | - | (2) 285,270,000 | 285,270,000 | 25.44 |
| Gugusan Melati Sdn Bhd | - | - | (3) 285,270,000 | 285,270,000 | 25.44 |
| Embung Salju Sdn Bhd | - | - | (3) 285,270,000 | 285,270,000 | 25.44 |
| Geliga Kekal Sdn Bhd | - | - | (3) 285,270,000 | 285,270,000 | 25.44 |
| Golden Viewpoint Sdn Bhd | - | - | (3) 285,270,000 | 285,270,000 | 25.44 |
| Sutera Bakti Sdn Bhd | - | - | (4) 285,270,000 | 285,270,000 | 25.44 |
| Perkasa Sutera Sdn Bhd | - | - | (4) 285,270,000 | 285,270,000 | 25.44 |
| Tegak Megah Sdn Bhd | - | - | (4) 285,270,000 | 285,270,000 | 25.44 |
| Ultimate Quest Sdn Bhd | - | - | (4) 285,270,000 | 285,270,000 | 25.44 |
| Muhammad bin Mohd Taib | - | - | (5) 285,270,000 | 285,270,000 | 25.44 |
| Md Najib bin Md Nasir | - | - | (5) 285,270,000 | 285,270,000 | 25.44 |
| Ahmad Zaed bin Saleh Hamdi | - | - | (6) 285,270,000 | 285,270,000 | 25.44 |
| Abdullah bin Md. Sa'aban | - | - | (6) 285,270,000 | 285,270,000 | 25.44 |
| Samsudin bin Ishak | - | - | (7)&(9) 285,270,000 | 285,270,000 | 25.44 |
| Shaari bin Nasir | - | - | (7)&(10) 285,270,000 | 285,270,000 | 25.44 |
| Sy Ahmad Bokharey bin Syed Omar | - | - | (8) 285,270,000 | 285,270,000 | 25.44 |
| Ahmad Zaki bin Hawari | - | - | (8) 285,270,000 | 285,270,000 | 25.44 |
| Dato' Mohamed Feisal bin Ibrahim | - | - | (9) 285,270,000 | 285,270,000 | 25.44 |
| Abdul Rashid bin Feroze Din | - | - | (10) 285,270,000 | 285,270,000 | 25.44 |
| Zul Azri bin A. Aziz | - | - | (9)&(10) 285,270,000 | 285,270,000 | 25.44 |
| Ismail Khan bin Lall Khan | - | - | (11) 285,270,000 | 285,270,000 | 25.44 |
| Mohammad Shaker bin Ismail | - | - | (11) 285,270,000 | 285,270,000 | 25.44 |

Notes:

- (1) Deemed interested by virtue of their substantial shareholding in ITSB
- (2) Deemed interested by virtue of its substantial shareholding in Seaport
- (3) Deemed interested by virtue of its substantial shareholdings in Indra Cita Sdn Bhd
- (4) Deemed interested by virtue of its substantial shareholdings in Gugusan Melati Sdn Bhd
- (5) Deemed interested by virtue of their substantial shareholdings in Embun Salju Sdn Bhd
- (6) Deemed interested by virtue of their substantial shareholdings in Geliga Kekal Sdn Bhd
- (7) Deemed interested by virtue of their substantial shareholdings in Golden Viewpoint Sdn Bhd
- (8) Deemed interested by virtue of their substantial shareholdings in Sutera Bakti Sdn Bhd
- (9) Deemed interested by virtue of their substantial shareholdings in Perkasa Sutera Sdn Bhd
- (10) Deemed interested by virtue of their substantial shareholdings in Ultimate Quest Sdn Bhd
- (11) Deemed interested by virtue of their substantial shareholdings in Tegak Megah Sdn Bhd
- (12) Deemed interested by virtue of its substantial shareholdings in PNB

Nota-nota:

- (1) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam ITSB
- (2) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam Seaport
- (3) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam Indra Cita Sdn Bhd
- (4) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam Gugusan Melati Sdn Bhd
- (5) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam Embun Salju Sdn Bhd
- (6) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam Geliga Kekal Sdn Bhd
- (7) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam Golden Viewpoint Sdn Bhd
- (8) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam Sutera Bakti Sdn Bhd
- (9) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam Perkasa Sutera Sdn Bhd
- (10) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam Ultimate Quest Sdn Bhd
- (11) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam Tegak Megah Sdn Bhd
- (12) Kepentingan tidak langsung disebabkan oleh kepentingan ketara dalam PNB

Class of Shares / Kelas Saham : Ordinary shares of 10 sen each / Saham biasa berharga 10 sen sesaham
 Voting Right / Hak Mengundi : One (1) vote per share / Satu (1) undi bagi satu saham

LIST OF PROPERTIES held by MMC and its subsidiaries as at 31 January 2003
 [senarai hartaan yang dipegang oleh MMC dan syarikat-syarikat subsidiarinya pada 31 Januari 2003]

| Location Lokasi | Tenure Hakmilik | Area (Hectares) Keluasan (Hektar) | Description/ Existing Use Keterangan/ Kegunaan Semasa | Year of Expiry Tahun Tamat | Net Book Value (RM'000) Nilai Buku Bersih (RM'000) | Age of Building (Years) Usia Bangunan (Tahun) | Year of Acquisition Tahun Dibeli |
|--|----------------------------------|--|--|-------------------------------------|---|--|---|
| MALAYSIA | | | | | | | |
| Perak Darul Ridzuan | | | | | | | |
| Lot Nos. 1023, 2447, 2669, 2907, 2951, 2954, 3031, 3064, 3065, 4263 & 6680 Batang Padang Daerah Batang Padang | Freehold Milik bebas | 12.91 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 190 | - | 1968 - 1973 |
| Lot Nos. 999, 1675, 2675, 2677 - 2679 Batang Padang Daerah Batang Padang | Freehold Milik bebas | 7.50 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 42 | - | 1979 |
| Lot Nos. 712 & 3501 Bidor Daerah Batang Padang | Freehold Milik bebas | 1.21 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 14 | - | 1968 & 1978 |
| Lot Nos. 5072, 5073 & 5708 Changkat Jong Daerah Hilir Perak | Freehold Milik bebas | 8.51 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 99 | - | 1975 |
| Lot Nos. 1894 & 2136 Chenderiang Daerah Batang Padang | Freehold Milik bebas | 2.82 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 28 | - | 1990 |
| Lot Nos. 3386 - 3389, 3564, 3576, 3581 - 3583, 3586, 3631, 3634, 3794, 3796, 3798, 4095, 4100, 4101, 4124, 4127, 4129, 4131, 4132, 4157, 4163, 4788, 4793, 4794, 5532, 5533, 5828, 5853, 5856, 6236, 6543 - 6545, 6550, 6551, 6555 - 6557, 6569 - 6580, 6585, 6586, 6588, 6593 & 6961 Chenderiang Daerah Batang Padang | Freehold Milik bebas | 78.67 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 582 | - | 1979 |
| Lot No. 6654 Chenderiang Daerah Batang Padang | Freehold Milik bebas | 5.73 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 85 | - | 1959 |
| PT 2526 Chenderiang Daerah Batang Padang | Leasehold Pegangan pajakan | 1.21 | Agricultural land/ Vacant Tanah pertanian/ Kosong | 2053 | 1 | - | 1995 |
| Lot Nos. 1257, 1258, 1513 - 1516, 1682, 1683, 1685, 1687 - 1689, 1765, 1767 - 1784, 1786, 1789 - 1792, 2116 - 2119, 2448 - 2450, 2446, 2447, 2451, 2452 - 2469, 2539, 2573, 2900 - 2902, 4070 - 4077 Pasir Panjang Ulu Daerah Perak Tengah | Freehold Milik bebas | 110.86 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 605 | - | 1982 - 1992 |

MALAYSIA MINING CORPORATION BERHAD

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| Location Lokasi | Tenure Hakmilik | Area (Hectares) Keluasan (Hektar) | Description/ Existing Use Keterangan/ Kegunaan Semasa | Year of Expiry Tahun Tamat | Net Book Value (RM'000) Nilai Buku Bersih (RM'000) | Age of Building (Years) Usia Bangunan (Tahun) | Year of Acquisition Tahun Dibeli |
|---|----------------------------------|--|--|-------------------------------------|---|--|---|
| Perak Darul Ridzuan | | | | | | | |
| Lot Nos. 3741, 4871, 9472, 18023 & 33344 Kampar, Daerah Kinta | Freehold Milik bebas | 3.73 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 43 | - | 1935 - 1938 |
| Lot No. 1642 Kampung Gajah Daerah Perak Tengah | Freehold Milik bebas | 1.12 | Agricultural land Tanah pertanian | - | 6 | - | 1988 |
| Lot Nos. 2909 & 3156 Pasir Panjang Ulu Daerah Perak Tengah | Leasehold Pegangan pajakan | 71.88 | Mining land Tanah perlombongan | 2003 & 2004 | 1 | - | 1992 |
| Lot Nos. 1007, 74651 & 158405, Sungai Terap Daerah Kinta | Leasehold Pegangan pajakan | 7.29 | Office/ Workshop Pejabat/Bengkel | 2030 - 2050 | 4,384 | 11-33 | 1970 - 1990 |
| Lot No. 10407 Batang Padang Daerah Batang Padang | Leasehold Pegangan pajakan | 71.08 | Mining land Tanah perlombongan | 2004 | 1 | - | 1981 |
| Batang Padang Daerah Batang Padang | Leasehold Pegangan pajakan | 59.09 | Awaiting issue of mining title Menunggu pengeluaran hakmilik tanah perlombongan | - | - | - | - |
| Batang Padang Daerah Batang Padang | Leasehold Pegangan pajakan | 48.16 | Awaiting issue of mining title Menunggu pengeluaran hakmilik tanah perlombongan | - | - | - | - |
| Lot Nos. 11473 - 11475 Chenderiang Daerah Batang Padang | Leasehold Pegangan pajakan | 26.24 | Mining land Tanah perlombongan | 2004 | 1 | - | 1994 |
| Lot No. 3436 Kg. Gajah Daerah Perak Tengah | Leasehold Pegangan pajakan | 7.00 | Mining land Tanah perlombongan | 2008 | 1 | - | 1988 |
| Lot No. 35701 Tanjung Tualang Daerah Kinta | Leasehold Pegangan pajakan | 15.35 | Industrial land/ Campsites Tanah perindustrian/ Tapak perkhemanan | 2011 | 122 | - | 1991 |
| Lot Nos. 42772 & 155488 Sungai Terap Daerah Kinta | Leasehold Pegangan pajakan | 35.63 | Housing development site (pending payment of premium and issue of replacement title for 99 years lease) Tapak pembangunan perumahan (menunggu pembayaran premium dan pengeluaran gantian hakmilik tanah untuk tempoh 99 tahun) | - | 1 | - | - |

| Location Lokasi | Tenure Hakmilik | Area (Hectares) Keluasan (Hektar) | Description/ Existing Use Keterangan/ Kegunaan Semasa | Year of Expiry Tahun Tamat | Net Book Value (RM'000) Nilai Buku Bersih (RM'000) | Age of Building (Years) Usia Bangunan (Tahun) | Year of Acquisition Tahun Dibeli |
|---|----------------------------------|--|--|-------------------------------------|---|--|---|
| Perak Darul Ridzuan | | | | | | | |
| Lot No. 12803 Sungai Terap Daerah Kinta | Freehold Milik bebas | 1.08 | Residential building Bangunan kediaman | - | 97 | 46 | 1957 |
| Lot Nos. 31672, 31673 & 42229 Sungai Terap Daerah Kinta | Freehold Milik bebas | 1.34 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 7 | - | 1934 & 1963 |
| Lot No. 10318 Sungai Raia Daerah Kinta | Freehold Milik bebas | 1.07 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 6 | - | 1934 |
| Lot No. 437 Kampar Daerah Kinta | Leasehold Pegangan pajakan | 0.41 | Agricultural land/ Vacant Tanah pertanian/ Kosong | 2885 | 4 | - | 1937 |
| PT 1338 Chenderiang Daerah Batang Padang | Leasehold Pegangan pajakan | 52.21 | Industrial land Tanah perindustrian | 2031 | 208 | - | 2001 |
| PT 3087 Batang Padang Daerah Batang Padang | Leasehold Pegangan pajakan | 5.62 | Industrial land Tanah perindustrian | 2031 | 22 | - | 2001 |
| PT 1341 Chenderiang Daerah Batang Padang | Leasehold Pegangan pajakan | 4.86 | Proposed lime plant site Cadangan tapak kilang kalsium oksida | 2101 | 192 | - | 2002 |
| Lot Nos. 3906, 5009 & 5010 Chenderiang Daerah Batang Padang | Freehold Milik bebas | 3.44 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 84 | - | 1965 |
| Selangor Darul Ehsan | | | | | | | |
| Lot Nos. 552, 596, 866, 867 & 1833 Batang Kali Daerah Ulu Selangor | Freehold Milik bebas | 6.37 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 53 | - | 1940 - 1968 |
| Lot Nos. 552, 596, 866, 867 & 1833 Batang Kali Daerah Ulu Selangor | Freehold Milik bebas | 6.37 | Agricultural land/ Vacant Tanah pertanian/ Kosong | - | 53 | - | 1940 - 1968 |
| Lot No. 25176 Bukit Raja Daerah Klang | Leasehold Pegangan pajakan | 2.33 | Industrial land Tanah perindustrian | 2088 | 1,493 | 22 | 1992 |
| PT 720 Shah Alam Daerah Petaling | Leasehold Pegangan pajakan | 0.71 | Workshop/ Office building Bengkel/Bangunan pejabat | 2018 | 2,649 | 13 | 1988 |

| Location Lokasi | Tenure Hakmilik | Area (Hectares) Keluasan (Hektar) | Description/ Existing Use Keterangan/ Kegunaan Semasa | Year of Expiry Tahun Tamat | Net Book Value (RM'000) Nilai Buku Bersih (RM'000) | Age of Building (Years) Usia Bangunan (Tahun) | Year of Acquisition Tahun Dibeli |
|---|----------------------------------|--|---|-------------------------------------|---|--|---|
| Selangor Darul Ehsan | | | | | | | |
| Lot Nos. 1604, 1605 & 1608 Klang, Daerah Klang | Freehold Milik bebas | 4.25 | Workshop Bengkel | - | 7,753 | 7-12 | 1990 - 1995 |
| Lot Nos. 3521, 3522 & 7437 Ulu Langat Daerah Kajang | Freehold Milik bebas | 5.25 | Residential building/ Vacant Bangunan kediaman/ Kosong | - | 424 | 34 | 1987 |
| PT 15752 Damansara Daerah Petaling | Leasehold Pegangan pajakan | 2.13 | Office building Bangunan pejabat | 2094 | 14,012 | 8 | 1994 |
| Kajang Daerah Ulu Langat | Leasehold Pegangan pajakan | 1,653 sq. m. | Office building Bangunan pejabat | 2099 | 384 | 3 | 2000 |
| Serendah Daerah Shah Alam | Leasehold Pegangan pajakan | 227 sq. m. | District station Stesen daerah | 2101 | 99 | - | 2002 |
| Negeri Sembilan Darul Khusus | | | | | | | |
| PT 13199 Labu, Daerah Seremban | Freehold Milik bebas | 0.43 | Residential building Bangunan kediaman | - | 1,351 | 3 | 2000 |
| Lot Nos. 762 & 763 Setul, Daerah Seremban | Leasehold Pegangan pajakan | 5.56 | Factory building Bangunan kilang | 2088 | 28,497 | 11 | 1992 |
| Lot No. 752 Setul, Daerah Seremban | Leasehold Pegangan pajakan | 2.02 | Defence workshop Bengkel pertahanan | 2089 | 2,564 | 12 | 1992 |
| Lot Nos. 627 & 760 Pasir Panjang Daerah Port Dickson | Freehold Milik bebas | 0.51 | Residential building/ Holiday bungalow Bangunan kediaman/ Banglo percutian | - | 1,892 | 55 | 1956 |
| Lot Nos. 3920 & 3921 Pasir Panjang Daerah Port Dickson | Freehold Milik bebas | 0.11 | Residential building/ Holiday bungalow Bangunan kediaman/ Banglo percutian | - | 268 | 22 | 1983 |
| Lot No. 15698 Senawang Daerah Seremban | Freehold Milik bebas | 153 sq. m. | Office building Bangunan pejabat | - | 241 | 8 | 1995 |
| PT 1287 Senawang Daerah Seremban | Freehold Milik bebas | 168 sq. m. | District station Stesen daerah | - | 24 | - | 1995 |
| Pulau Pinang | | | | | | | |
| Lot Nos. 87, 88, 394 & 395 Mukim 17 Daerah Batu Ferringhi | Freehold Milik bebas | 11.97 | Building site Tapak bangunan | - | 6,707 | - | 1950 |
| Mukim 11 Daerah Seberang Perai Tengah | Leasehold Pegangan pajakan | 0.14 | District station Stesen daerah | 2060 | 300 | - | 2000 & 2001 |

| Location Lokasi | Tenure Hakmilik | Area (Hectares) Keluasan (Hektar) | Description/ Existing Use Keterangan/ Kegunaan Semasa | Year of Expiry Tahun Tamat | Net Book Value (RM'000) | Age of Building (Years) Usia Bangunan (Tahun) | Year of Acquisition Tahun Dibeli |
|---|----------------------------------|--|---|-------------------------------------|----------------------------------|--|---|
| | | | | | Nilai Buku Bersih (RM'000) | | |
| Pahang Darul Makmur | | | | | | | |
| Lot No. 211 Tanah Rata, Daerah Cameron Highland | Leasehold Pegangan pajakan | 0.35 | Building site Tapak bangunan | 2040 | 138 | - | 1982 |
| PT 2846 Chenor, Daerah Maran | Leasehold Pegangan pajakan | 0.81 | Sawmill Kilang papan | 2045 | 364 | 18 | 1985 |
| Lot No. 1821 Tras, Daerah Raub | Leasehold Pegangan pajakan | 0.40 | Residential building/ Holiday bungalow Bangunan kediaman/ Banglo percutian | 2028 | 343 | 51 | 1956 |
| PT 7503 Sungai Karang Daerah Kuantan | Leasehold Pegangan pajakan | 1.21 | Office building Bangunan pejabat | 2064 | 2,812 | 7 | 1994 |
| Lot No. 102 Sungai Karang Daerah Kuantan | Leasehold Pegangan pajakan | 307 sq. m. | District station Stesen daerah | 2101 | 69 | - | 2002 |
| Terengganu Darul Iman | | | | | | | |
| Lot No. 580 Banggul Daerah Kemaman | Freehold Milik bebas | 0.81 | Workshop Bengkel | - | 1,326 | - | 1990 |
| PT 4734 Teluk Kelung Daerah Kemaman | Leasehold Pegangan pajakan | 4.05 | Industrial land/ Vacant Tanah perindustrian/ Kosong | 2056 | 524 | - | 1996 |
| Lot Nos. 986-1009, 1072-1095 Banggul Daerah Kemaman | Freehold Milik bebas | 1.145 | Building/Vacant Bangunan/Kosong | - | 503 | 12 | 1995 |
| Melaka | | | | | | | |
| PT 1510 Kelamak Daerah Alor Gajah | Leasehold Pegangan pajakan | 143 sq. m. | Office building Bangunan pejabat | 2091 | 187 | 3 | 2000 |
| PT 4135 Kelamak Daerah Alor Gajah | Leasehold Pegangan pajakan | 168 sq. m. | District station Stesen daerah | 2100 | 27 | - | 2001 |
| Johor Darul Takzim | | | | | | | |
| PT 115555 Plentong Daerah Pasir Gudang | Leasehold Pegangan pajakan | 1.30 | Office building Bangunan pejabat | 2055 | 3,443 | 7 | 1993 |
| PT 20267 Kluang Daerah Kluang | Freehold Milik bebas | 153 sq. m. | Office building Bangunan pejabat | - | 143 | 8 | 1995 |
| Plentong Daerah Pasir Gudang | Leasehold Pegangan pajakan | 0.12 | District station Stesen daerah | 2058 | 49 | - | 1998 |

| Location Lokasi | Tenure Hakmilik | Area (Hectares) Keluasan (Hektar) | Description/ Existing Use Keterangan/ Kegunaan Semasa | Year of Expiry Tahun Tamat | Net Book Value (RM'000) Nilai Buku Bersih (RM'000) | Age of Building (Years) Usia Bangunan (Tahun) | Year of Acquisition Tahun Dibeli |
|--|--|--|---|-------------------------------------|---|--|---|
| Johor Darul Takzim | | | | | | | |
| PT 148061 & 128156 Plentong Daerah Pasir Gudang | Leasehold Pegangan pajakan | 336 sq. m. | District station Stesen daerah | 2097 | 81 | - | 1995 & 1996 |
| Kluang Daerah Kluang | Leasehold Pegangan pajakan | 226 sq. m. | District station Stesen daerah | 2055 | 40 | - | 1995 & 1998 |
| Tebrau Daerah Johor Bahru | Leasehold Pegangan pajakan | 182 sq. m. | District station Stesen daerah | 2062 | 83 | - | 2002 |
| Senai Daerah Johor Bahru | Leasehold Pegangan pajakan | 168 sq. m. | District station Stesen daerah | 2062 | 77 | - | 2002 |
| Lot Nos. 2423 - 2504, 2514, 2516, 2517, 2519 - 2521 Tanjung Kupang Daerah Johor Bahru | Leasehold Pegangan pajakan | 1,075.56 | Port terminal and building/Vacant Terminal pelabuhan dan bangunan/ Kosong | 2099 | 1,409,666 | 3 | 2000 |
| Lot No. 1586 Serkat Daerah Pontian | Grant in perpetuity Hakmilik selama- lamanya | 114.92 | Building land for port activities Tanah bangunan untuk kegunaan pelabuhan | - | - | - | 2001 |
| Kuala Lumpur | | | | | | | |
| 33 to 33-3 Jalan Setiawangsa 11-55A, Tmn. Setiawangsa | Freehold Milik bebas | 450 sq. m. | Shop house/ Office building Rumah kedai/ Bangunan pejabat | - | 273 | 15 | 1994 |
| 2, Persiaran Hampshire | Freehold Milik bebas | 0.51 | Residential building Bangunan kediaman | - | 2,385 | 51 | 1950 |
| 4, Persiaran Hampshire | Freehold Milik bebas | 0.52 | Residential building Bangunan kediaman | - | 2,408 | 60 | 1992 |
| 26, Langgak Golf | Freehold Milik bebas | 0.53 | Residential building Bangunan kediaman | - | 3,173 | 50 | 1951 |
| 28, Langgak Golf | Freehold Milik bebas | 0.61 | Residential building Bangunan kediaman | - | 3,226 | 50 | 1951 |
| PT 21 Persiaran Raja Chulan | Freehold Milik bebas | 0.61 | Vacant land Tanah kosong | - | 3,382 | - | 2000 |
| 34, Ampang Hilir | Freehold Milik bebas | 0.42 | 18 units of apartment 18 unit pangaspuri | - | 1,961 | 1 | 1994 |
| Strata title (22 units) "Sri Kenny" 28, Jalan Tun Ismail | Freehold Milik bebas | 61,386 sq. ft. | Apartments Pangaspuri | - | 3,824 | 9 | 1994 |

FINANCIAL STATEMENTS

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DIRECTORS' REPORT

for the financial year ended 31 January 2003

The Directors are pleased to submit their annual report to the members together with the audited financial statements of the Group and the Company for the financial year ended 31 January 2003.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and undertaking mining and mineral exploration activities. The principal activities of the Group are described in Note 36 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year except that the Company has acquired a 50.1% equity interest in Pelabuhan Tanjung Pelepas Sdn Bhd ("PTP"), the principal activity of which is port operation.

FINANCIAL RESULTS

| | <i>Group</i> <i>RM'000</i> | <i>Company</i> <i>RM'000</i> |
|-----------------------------------|-------------------------------|---------------------------------|
| Profit after taxation | 153,921 | 53,471 |
| Minority interest | (43,057) | - |
| Net profit for the financial year | 110,864 | 53,471 |

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DIVIDENDS

The dividends paid or declared by the Company since 31 January 2002 were as follows:

| | <i>RM'000</i> |
|--|---------------|
| In respect of the financial year ended 31 January 2002, as shown in the Directors' report of that financial year, a final gross dividend of 2.0 sen per share on 836,139,210 ordinary shares, less 28% tax, was paid on 12 August 2002 | 12,040 |
| In respect of the financial year ended 31 January 2003, an interim gross dividend of 1.0 sen per share on 836,139,210 ordinary shares, less 28% tax, was paid on 27 December 2002 | 6,020 |

The Directors now recommend the payment of a final gross dividend comprising 3.0 sen per share, less 28% income tax and 1.0 sen per share, tax exempt on 1,121,409,210 ordinary shares amounting to RM35.436 million which, subject to the approval of members at the forthcoming Annual General Meeting of the Company, will be paid on 22 August 2003 to shareholders registered on the Company's Register of Members at the close of business on 25 July 2003.

RESERVES AND PROVISIONS

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

SHARE CAPITAL

On 31 October 2002, the Company increased its authorised share capital to 2,000,000,000 ordinary shares of RM0.10 each.

On 20 December 2002, 285,270,000 new ordinary shares of RM0.10 each were issued at RM3.00 per share to part finance the acquisition of a 50.1% equity interest in PTP.

The new ordinary shares issued during the year ranked pari passu in all respects with the existing ordinary shares of the Company except that these shares do not rank for the interim dividends declared during the financial year ended 31 January 2003.

DIRECTORS' REPORT

for the financial year ended 31 January 2003 (continued)

OPTIONS GRANTED OVER UNISSUED SHARES

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

DIRECTORS

The Directors who have held office during the period since the date of the last report are as follows:

| | |
|---|---------------------------|
| Dato' Syed Abdul Jabbar Syed Hassan, Chairman | |
| Dato' Ismail Shahudin | (appointed on 01.08.2002) |
| Tan Sri Dato' Thong Yaw Hong | |
| Tan Sri Dato' Dr. Abdul Khalid bin Sahan | |
| Dato' Hilmi bin Mohd. Noor | |
| Dato' Abdullah bin Mohd. Yusof | |
| Tan Sri Dato' Ir (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob | |
| Datuk Ir. (Dr.) Haji Ahmad Zaidee Laidin | (appointed on 01.08.2002) |
| Halim Haji Din | (appointed on 10.09.2002) |
| Mohd Sidik Shaik Osman | (appointed on 23.01.2003) |
| Datuk Alladin Hashim | (resigned on 01.01.2003) |
| (Dr.) Abdul Samad Haji Alias | (resigned on 18.07.2002) |

In accordance with Article 80 of the Company's Articles of Association, Halim Haji Din, Dato' Ismail Shahudin, Datuk Ir. (Dr.) Haji Ahmad Zaidee Laidin and Mohd Sidik Shaik Osman, who were appointed during the year, retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

In accordance with Article 77 of the Company's Articles of Association, Dato' Syed Abdul Jabbar Syed Hassan and Tan Sri Dato' Ir (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob retire by rotation and being eligible, offer themselves for re-election.

Tan Sri Dato' Thong Yaw Hong, having attained the age of seventy years, retires in accordance with Section 129 of the Companies Act 1965 and offers himself for re-appointment in accordance with Section 129(6) of the said Act, to hold office until the conclusion of the next Annual General Meeting of the Company.

DIRECTORS' BENEFITS

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, being arrangements with the object or objects of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Since the end of the financial year, no Director of the Company has received or become entitled to receive any benefit (other than benefits included in the aggregate amount of emoluments and benefit-in-kind received or due and receivable by Directors as shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.

DIRECTORS' REPORT

for the financial year ended 31 January 2003 (continued)

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

According to the register of Directors' shareholdings, particulars of deemed interests of Directors who held office at the end of the financial year in shares in the Company and its related corporations (other than wholly owned subsidiaries) are as follows:

| | <i>At 1.2.2002/date of appointment</i> | <i>Bought</i> | <i>Sold</i> | <i>31.1.2003</i> |
|---|--|---------------|-------------|------------------|
| Shareholdings in which Directors have deemed interest in Malaysia Mining Corporation Berhad | | | | |
| Dato' Ismail Shahudin* | 6,000 | - | - | 6,000 |
| Datuk Ir. (Dr.) Haji Ahmad Zaidee Laidin* | - | 14,000 | (8,000) | 6,000 |

* Deemed interest through his spouse

None of the other Directors held any interest in shares in the Company and its related corporations during the financial year. No Directors held any interest in debentures of the Company and its related corporations during the financial year.

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 affect the ability of the Group or the Company to meet their obligations when they fall due.

DIRECTORS' REPORT

for the financial year ended 31 January 2003 (continued)

STATUTORY INFORMATION ON THE FINANCIAL STATEMENTS (CONTINUED)

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

- (a) any charge on the assets of the Group or the Company which has 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 the Company which has 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 the Company's operations during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature except as disclosed in the financial statements; and
- (b) except as disclosed in 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 the Company for the financial year in which this report is made.

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MALAYSIA MINING CORPORATION BERHAD |

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

- (i) Tronoh Mines Malaysia Berhad ("Tronoh"), a 52.3% subsidiary had on 16 September 2002, submitted an application to the Securities Commission in relation to the proposed acquisitions of a 19.58% equity interest and 19.90% of the existing unexercised warrants in IJM Corporation Berhad (a construction based company) and a 100% equity interest in Zelan Holdings (M) Sdn Bhd (a construction based group specialising in the construction of power plants). These proposal are subject to the approval of the company's shareholders and the relevant authorities.
- (ii) On 10 December 2002, the Company completed its acquisition of a 50.1% equity interest in PTP.
- (iii) On 17 January 2003, the Company issued a Notice of Voluntary Offer through Aseambankers Malaysia Berhad to acquire all the remaining 7,910,268 ordinary shares of RM1.00 each in MMC Engineering Group Berhad ("MMCEG"), representing approximately 25.01% of the issued and paid up share capital of MMCEG which are not already held by the Company. The Voluntary Offer will be satisfied by a cash payment of RM4.30 for every one (1) existing share of RM1.00 each in MMCEG or the issuance of two (2) ordinary shares of RM0.10 each in the Company for every one (1) existing ordinary share of RM1.00 each in MMCEG. It is the intention of the Company to delist MMCEG from the official list of the Kuala Lumpur Stock Exchange ("KLSE") pursuant to the completion of the Voluntary Offer.
- (iv) In 2001, Kramat Tin Dredging Berhad ("KTDB") a 52.9% owned subsidiary, made an Initial Announcement in accordance with the requirement of Practice Note 10/2001 issued pursuant to paragraph 8.16 of the KLSE Listing Requirements (Revamped Listing Requirements) that KTDB is an affected listed issuer. KTDB has been granted an extension up to 3 April 2003 to make a Requisite Announcement with a detailed proposal, the implementation of which will enable KTDB to ensure a level of operations that is adequate to warrant continued trading and/or listing.

In this regard, KTDB's Board of Directors is continuously attempting to identify suitable business opportunities that would contribute to the future growth of KTDB and fulfil KLSE's Listing Requirements, including the requirement to increase the issued and paid-up capital of the company to RM60 million.

DIRECTORS' REPORT

for the financial year ended 31 January 2003 (continued)

SIGNIFICANT POST BALANCE SHEET EVENT

The Securities Commission had on 10 March 2003 approved the proposal by Tronoh following the approval from the Foreign Investment Committee on 22 November 2002 as detailed above. Approval from the KLSE and shareholders have yet to be obtained for the completion of the proposed acquisition exercise.

AUDITORS

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

Signed on behalf of the Board of Directors in accordance with their resolution dated 27 March 2003



DATO' SYED ABDUL JABBAR SYED HASSAN



DATO' ISMAIL SHAHUDIN

Kuala Lumpur
27 March 2003

STATEMENT BY DIRECTORS

pursuant to Section 169(15) of the Companies Act 1965

We, Dato' Syed Abdul Jabbar Syed Hassan and Dato' Ismail Shahudin, two of the Directors of Malaysia Mining Corporation Berhad, state that, in the opinion of the Directors, the financial statements set out on pages 93 to 150 are drawn up so as to give a true and fair view of the state of affairs of the Group and Company as at 31 January 2003 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 the Companies Act 1965.

Signed on behalf of the Board of Directors in accordance with their resolution dated 27 March 2003

DATO' SYED ABDUL JABBAR SYED HASSAN

DATO' ISMAIL SHAHUDIN

Kuala Lumpur
27 March 2003

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MALAYSIA MINING CORPORATION BERHAD |

STATUTORY DECLARATION

pursuant to Section 169(16) of the Companies Act 1965

I, Ayyaril Karikulath Feizal Ali, the officer primarily responsible for the financial management of Malaysia Mining Corporation Berhad, do solemnly and sincerely declare that the financial statements set out on pages 93 to 150 are, in my opinion, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act 1960.

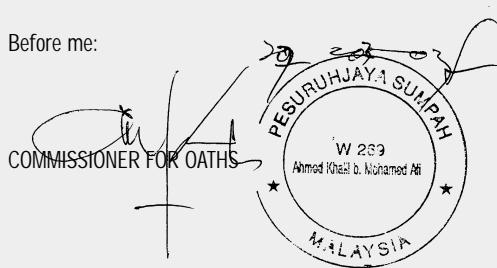
Subscribed and solemnly declared by the abovenamed Ayyaril Karikulath Feizal Ali

Balai Permodalan Nasional Berhad

At: 201A, Jalan Tun Razak
50400 Kuala Lumpur

On:

Before me:



COMMISSIONER FOR OATHS

REPORT OF THE AUDITORS to the members of Malaysia Mining Corporation Berhad (30245-H)

We have audited the financial statements set out on pages 93 to 150. 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 the Directors, as well as evaluating the overall financial statement 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 2003 and of the results and cash flows of the Group and Company for the financial year ended on that date;

and

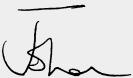
- (b) the accounting and other records and the registers required by the Act to be kept by the Company and by the subsidiary companies of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

The names of the subsidiary companies of which we have not acted as auditors are indicated in Note 36 to the financial statements. We have considered the financial statements of these subsidiaries 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.

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
(No. AF: 1146)
Chartered Accountants


DATO' AHMAD JOHAN BIN MOHAMMAD RASLAN
(No. 1867/09/04 (J))
Partner of the firm

Kuala Lumpur
27 March 2003

INCOME STATEMENTS

for the financial year ended 31 January 2003

| | Note | Group | | Company | |
|----------------------------------|------|----------------|----------------|----------------|----------------|
| | | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Revenue | 3 | 729,883 | 703,486 | 82,801 | 46,155 |
| Cost of sales | 4 | (537,644) | (520,016) | - | - |
| Gross profit | | 192,239 | 183,470 | 82,801 | 46,155 |
| Distribution costs | | (6,454) | (1,034) | - | - |
| Administrative expenses | | (92,829) | (78,131) | (20,525) | (18,084) |
| Operating expenses | | (18,331) | (15,462) | (528) | (524) |
| Interest income | | 14,241 | 26,566 | 9,047 | 12,831 |
| Profit from Islamic deposits | | 4,992 | - | 90 | - |
| Other operating income | | 19,105 | 16,105 | 4,930 | 7,179 |
| Profit from operations | 5 | 112,963 | 131,514 | 75,815 | 47,557 |
| Finance costs | | (42,730) | (30,324) | (14,246) | (3,435) |
| Share of results of: | | | | | |
| - associates | | 149,847 | 133,661 | - | - |
| - jointly controlled entities | | (989) | 428 | - | - |
| Items relating to investments: | | | | | |
| Impairment of cost of investment | | | | | |
| - subsidiaries | | - | - | (5,929) | - |
| - associates | | - | - | (60) | - |
| - other investments | | (11,620) | - | (2,000) | - |
| Interest in mineral properties | | | | | |
| written down | | (3,334) | - | - | - |
| Write back of closure costs | | | | | |
| for subsidiaries | | 3,494 | - | - | - |
| Goodwill amortisation | 17 | (2,907) | - | - | - |
| Write down in respect of | | | | | |
| subsidiary in receivership | | | | | |
| - advances and closure costs | | - | (94,965) | - | - |
| - balance of investment | | - | (17,193) | - | - |
| Expenses of aborted acquisition | | - | (2,689) | - | (2,689) |
| Allowance for closure cost of | | | | | |
| an associate | | - | (2,470) | - | - |
| Allowance for doubtful debts in | | | | | |
| subsidiaries | | - | - | (109) | - |
| Bad debts in respect of loan | | | | | |
| to associates | | - | (739) | - | - |
| Projects written off | | - | (1,845) | - | (75) |
| Gain on sale of investments | | 17,453 | 113,420 | - | - |
| | | 3,086 | (6,481) | (8,098) | (2,764) |

INCOME STATEMENTS

for the financial year ended 31 January 2003 (continued)

| | Note | Group | | Company | |
|---|------|----------------|----------------|----------------|----------------|
| | | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Profit from ordinary activities before taxation | | 222,177 | 228,798 | 53,471 | 41,358 |
| Tax expense | | | | | |
| - subsidiaries | 6 | (20,810) | (23,499) | - | - |
| - associates | 6 | (47,446) | (41,881) | - | - |
| | | (68,256) | (65,380) | - | - |
| Profit from ordinary activities after taxation | | 153,921 | 163,418 | 53,471 | 41,358 |
| Less: Minority interests | | (43,057) | 1,991 | - | - |
| Net profit for the financial year | | 110,864 | 165,409 | 53,471 | 41,358 |
| Basic earnings per ordinary share (sen) | 7 | 12.9 | 19.8 | | |
| Dividends per ordinary share (sen): | | | | | |
| - Interim | 8 | 1.0 | 3.0 | 1.0 | 3.0 |
| - Proposed final | 8 | 4.0 | 2.0 | 4.0 | 2.0 |

BALANCE SHEETS as at 31 January 2003

| Note | Group | | Company | |
|--|----------------|------------------|------------------|------------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| NON CURRENT ASSETS | | | | |
| Property, plant and equipment | 9 | 2,984,132 | 750,957 | 11,296 |
| Investments in subsidiaries | 10 | - | - | 2,482,340 |
| Investments in associates | 11 | 1,008,758 | 932,527 | 46,994 |
| Investments in jointly controlled entities | 12 | 7,659 | 8,601 | - |
| Other investments | 13 | 265,186 | 280,541 | - |
| Amount due from subsidiaries | 14 | - | - | 596,356 |
| Amount due from associates | 15 | 21,012 | 20,093 | 21,267 |
| Other assets | 16 | 46,121 | 49,589 | - |
| Goodwill | 17 | 1,816,972 | 6,092 | - |
| | | 6,149,840 | 2,048,400 | 3,158,253 |
| | | | | 1,595,092 |
| CURRENT ASSETS | | | | |
| Inventories | 18 | 19,254 | 15,633 | - |
| Trade and other receivables | 19 | 317,027 | 542,747 | 46,231 |
| Tax recoverable | | 11,742 | 6,649 | - |
| Deposits, bank and cash balances | 20 | 501,764 | 364,394 | 19,302 |
| | | 849,787 | 929,423 | 65,533 |
| | | | | 362,846 |
| CURRENT LIABILITIES | | | | |
| Trade and other payables | 21 | 363,698 | 264,547 | 55,394 |
| Borrowings (interest bearing) | | | | 31,843 |
| - bank overdraft | 22 | 365 | 2,132 | - |
| - others | 22 | 93,000 | 81,281 | - |
| Taxation | | 21,741 | 23,313 | - |
| | | 478,804 | 371,273 | 55,394 |
| | | | | 89,178 |
| NET CURRENT ASSETS | | 370,983 | 558,150 | 10,139 |
| | | | | 273,668 |
| | | 6,520,823 | 2,606,550 | 3,168,392 |
| | | | | 1,868,760 |

BALANCE SHEETS

as at 31 January 2003 (continued)

| Note | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| FINANCED BY: | | | | |
| CAPITAL AND RESERVES | | | | |
| Share capital | 23 | 112,141 | 83,614 | 112,141 |
| Reserves | 24 | 2,881,209 | 1,959,844 | 1,958,141 |
| Shareholders' equity | | 2,993,350 | 2,043,458 | 2,070,282 |
| Minority shareholders' interests | 25 | 151,953 | 316,759 | - |
| | | 3,145,303 | 2,360,217 | 2,070,282 |
| | | | | 1,199,621 |
| LONG TERM AND DEFERRED LIABILITIES | | | | |
| Amount due to subsidiaries | 14 | - | - | 298,110 |
| Redeemable convertible subordinated loans | 26 | 336,769 | - | - |
| Borrowings | 22 | 2,980,924 | 199,889 | 800,000 |
| Deferred taxation | 27 | 56,887 | 46,444 | - |
| Finance lease liabilities | 28 | 940 | - | - |
| | | 3,375,520 | 246,333 | 1,098,110 |
| | | 6,520,823 | 2,606,550 | 3,168,392 |
| | | | | 1,868,760 |

STATEMENT OF CHANGES IN EQUITY for the financial year ended 31 January 2003

| Group | Note | Non-distributable | | | | Distributable | | | Total RM'000 |
|---------------------------------------|--------|----------------------------|----------------------------|--|----------------------------------|---------------------------------|--------------------------------|--------------------------------|-----------------|
| | | Share capital RM'000 | Share premium RM'000 | Foreign exchange reserve RM'000 | Revaluation reserve RM'000 | **Capital reserves RM'000 | *Capital reserves RM'000 | Retained earnings RM'000 | |
| At 1 February 2002 | | 83,614 | 487,129 | - | 30,139 | 205,750 | 997,230 | 217,556 | 2,021,418 |
| - prior year adjustment | 34 (b) | - | - | - | - | - | - | 12,040 | 12,040 |
| - overstatement of minority interests | 34 (c) | - | - | - | - | - | - | 10,000 | 10,000 |
| - reclassification | 35 | - | - | (53,308) | - | 105,351 | (77,242) | 25,199 | - |
| - as restated | | 83,614 | 487,129 | (53,308) | 30,139 | 311,101 | 919,988 | 264,795 | 2,043,458 |
| Net profit for the financial year | | - | - | - | - | - | - | 110,864 | 110,864 |
| Currency translation differences | | - | - | 1,278 | - | - | - | - | 1,278 |
| Dividend for financial year ended: | | | | | | | | | |
| - 31 January 2002 (final) | 8 | - | - | - | - | - | - | (12,040) | (12,040) |
| - 31 January 2003 (interim) | 8 | - | - | - | - | - | - | (6,020) | (6,020) |
| Issue of shares: | | | | | | | | | |
| - acquisition of a subsidiary | | 28,527 | 827,283 | - | - | - | - | - | 855,810 |
| Balance at 31 January 2003 | | 112,141 | 1,314,412 | (52,030) | 30,139 | 311,101 | 919,988 | 357,599 | 2,993,350 |

* The distributable capital reserves represent mainly the net gain from disposals of investments.

** The non-distributable capital reserves mainly consist of share premium of another company that merged with the Group in 1976.

The notes on pages 104 to 150 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY for the financial year ended 31 January 2003 (continued)

| Group | Note | Non-distributable | | | | | Distributable | | |
|--|--------|-------------------------|-------------------------|------------------------------------|-------------------------------|------------------------------|-----------------------------|-----------------------------|-----------------|
| | | Share capital RM'000 | Share premium RM'000 | Foreign exchange reserve RM'000 | Revaluation reserve RM'000 | **Capital reserves RM'000 | *Capital reserves RM'000 | Retained earnings RM'000 | Total RM'000 |
| At 1 February 2001 | | 83,614 | 487,129 | - | 30,139 | 205,750 | 919,502 | 178,104 | 1,904,238 |
| - prior year adjustment | 34 (b) | - | - | - | - | - | - | 50,168 | 50,168 |
| - overstatement of minority interests | 34 (c) | - | - | - | - | - | - | 10,000 | 10,000 |
| - reclassification | 35 | - | - | (42,203) | - | 105,351 | (77,242) | 14,094 | - |
| - as restated | | 83,614 | 487,129 | (42,203) | 30,139 | 311,101 | 842,260 | 252,366 | 1,964,406 |
| Net profit for the financial year | | - | - | - | - | - | - | 165,409 | 165,409 |
| Currency translation differences | | - | - | (11,105) | - | - | - | - | (11,105) |
| Dividend for financial year ended: | | | | | | | | | |
| - 31 January 2001 (final) | 8 | - | - | - | - | - | - | (50,168) | (50,168) |
| - 31 January 2002 (interim) | 8 | - | - | - | - | - | - | (25,084) | (25,084) |
| Transfer to distributable capital reserves | | - | - | - | - | - | 77,728 | (77,728) | - |
| Balance at 31 January 2002 | | 83,614 | 487,129 | (53,308) | 30,139 | 311,101 | 919,988 | 264,795 | 2,043,458 |

* The distributable capital reserves represent mainly the net gain from disposals of investments.

** The non-distributable capital reserves mainly consist of share premium of another company that merged with the Group in 1976.

The notes on pages 104 to 150 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY for the financial year ended 31 January 2003 (continued)

| Company | Note | Non-distributable | | | | Distributable | | | <i>Total</i> RM'000 |
|-------------------------------------|--------|--------------------------------|--------------------------------|---|-------------------------------------|------------------------------------|------------------------------------|-----------|------------------------|
| | | <i>Share capital</i> RM'000 | <i>Share premium</i> RM'000 | <i>Foreign exchange reserve</i> RM'000 | <i>**Capital reserves</i> RM'000 | <i>*Capital reserves</i> RM'000 | <i>Retained earnings</i> RM'000 | | |
| At 1 February 2002 | | | | | | | | | |
| - as previously reported | | 83,614 | 487,129 | - | 211,963 | 243,074 | 161,801 | 1,187,581 | |
| - prior year adjustment | 34 (b) | - | - | - | - | - | 12,040 | 12,040 | |
| - as restated | | 83,614 | 487,129 | - | 211,963 | 243,074 | 173,841 | 1,199,621 | |
| Net profit for the financial year | | - | - | - | - | - | 53,471 | 53,471 | |
| Currency translation differences | | - | - | (20,560) | - | - | - | (20,560) | |
| Dividends for financial year ended: | | | | | | | | | |
| - 31 January 2002 (final) | 8 | - | - | - | - | - | (12,040) | (12,040) | |
| - 31 January 2003 (interim) | 8 | - | - | - | - | - | (6,020) | (6,020) | |
| Issue of shares: | | | | | | | | | |
| - acquisition of a subsidiary | | 28,527 | 827,283 | - | - | - | - | 855,810 | |
| Balance at 31 January 2003 | | 112,141 | 1,314,412 | (20,560) | 211,963 | 243,074 | 209,252 | 2,070,282 | |

* The distributable capital reserves represent mainly the net gain from disposals of investments.

** The non-distributable capital reserves mainly consist of share premium of another company that merged with the Group in 1976.

The notes on pages 104 to 150 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY for the financial year ended 31 January 2003 (continued)

| Company | Note | Non-distributable | | | | Distributable | | | <i>Total</i> <i>RM'000</i> |
|-------------------------------------|--------|---------------------------------|---------------------------------|--|--------------------------------------|-------------------------------------|-------------------------------------|-----------|-------------------------------|
| | | <i>Share capital RM'000</i> | <i>Share premium RM'000</i> | <i>Foreign exchange reserve RM'000</i> | <i>**Capital reserves RM'000</i> | <i>*Capital reserves RM'000</i> | <i>Retained earnings RM'000</i> | | |
| At 1 February 2001 | | | | | | | | | |
| - as previously reported | | 83,614 | 487,129 | - | 211,963 | 243,074 | 157,567 | 1,183,347 | |
| - prior year adjustment | 34 (b) | - | - | - | - | - | 50,168 | 50,168 | |
| - as restated | | 83,614 | 487,129 | - | 211,963 | 243,074 | 207,735 | 1,233,515 | |
| Net profit for the financial year | | - | - | - | - | - | 41,358 | 41,358 | |
| Dividends for financial year ended: | | | | | | | | | |
| - 31 January 2001 (final) | 8 | - | - | - | - | - | (50,168) | (50,168) | |
| - 31 January 2002 (interim) | 8 | - | - | - | - | - | (25,084) | (25,084) | |
| Balance at 31 January 2002 | | 83,614 | 487,129 | - | 211,963 | 243,074 | 173,841 | 1,199,621 | |

* The distributable capital reserves represent mainly the net gain from disposals of investments.

** The non-distributable capital reserves mainly consist of share premium of another company that merged with the Group in 1976.

The notes on pages 104 to 150 form an integral part of these financial statements.

CASH FLOW STATEMENTS

for the financial year ended 31 January 2003

| Note | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| OPERATING ACTIVITIES | | | | |
| Net profit for the financial year | 110,864 | 165,409 | 53,471 | 41,358 |
| Adjustments for: | | | | |
| Depreciation | 39,461 | 29,723 | 2,089 | 712 |
| Dividend income | (27,862) | (22,920) | (82,801) | (46,155) |
| Items relating to investments | (3,086) | 6,481 | 8,098 | 2,764 |
| Gain on disposal of property, plant and equipment | (472) | (785) | (20) | (282) |
| Property, plant and equipment written off | 776 | - | 15 | - |
| Impairment losses of property, plant and equipment | 290 | - | - | - |
| Write back of allowance for doubtful debts | (12,373) | - | - | - |
| Inventories written off | 302 | 499 | - | - |
| Allowance for doubtful debts | 4,381 | 4,727 | - | - |
| Allowance for slow moving inventories | 808 | 625 | - | - |
| Allowance for claims and foreseeable losses | 2,714 | 3,756 | - | - |
| Reversal of allowance for claims and foreseeable losses | (684) | (2,567) | - | - |
| Reversal of allowance for slow moving inventories | (132) | - | - | - |
| Interest income | (19,233) | (26,566) | (9,137) | (12,831) |
| Interest expense | 42,730 | 30,324 | 14,246 | 3,435 |
| Minority interest in subsidiary deconsolidated | - | (14,978) | - | - |
| Share of results in: - associates | (137,750) | (127,524) | - | - |
| - jointly controlled entities | 989 | (428) | - | - |
| Allowance for mining exploration expenditure | 1,322 | 524 | 1,322 | 524 |
| Exchange translation adjustments | - | - | (20,560) | - |
| Unrealised foreign exchange (gain)/loss | 116 | (2,074) | (99) | (5,980) |
| Reversal of prepayment of other assets | 2,307 | 2,307 | - | - |
| Taxation | 68,256 | 65,380 | - | - |
| Minority interest | 43,057 | (1,991) | - | - |
| | 116,781 | 109,922 | (33,376) | (16,455) |
| Changes in working capital: | | | | |
| Inventories | 3,294 | (8,716) | - | - |
| Trade and other receivables | 319,000 | (113,279) | 272,426 | (113,597) |
| Trade and other payables | (49,753) | 26,631 | 23,551 | (2,812) |
| Designated accounts | (674) | - | - | - |
| Cash from/(used in) operations | 388,648 | 14,558 | 262,601 | (132,864) |
| Income taxes paid | (14,625) | (42,624) | (7,335) | (1,177) |
| Interest paid | - | (8,711) | - | - |
| Mining exploration expenditure | (1,322) | (524) | (1,322) | (524) |
| Net cash flow from/(used in) operating activities | 372,701 | (37,301) | 253,944 | (134,565) |

CASH FLOW STATEMENTS

for the financial year ended 31 January 2003 (continued)

| | Note | Group | | Company | |
|--|--------|----------------|----------------|----------------|----------------|
| | | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| INVESTING ACTIVITIES | | | | | |
| Acquisition of subsidiary | 10 (i) | (567,342) | - | (769,812) | - |
| Cash outflow following deconsolidation of a subsidiary in receivership | | - | (1,084) | - | - |
| Dividends received from: | | | | | |
| - subsidiaries | | - | - | 77,185 | 5,054 |
| - associates | | 36,837 | 15,117 | - | - |
| - others | | 27,862 | 22,920 | 5,616 | 41,101 |
| Expenses of aborted investment acquisitions | | - | (2,689) | - | (2,689) |
| Interest received | | 19,233 | 26,566 | 9,137 | 12,831 |
| Amounts due from: | | | | | |
| - subsidiaries | | - | - | 55,491 | (261,132) |
| - associates | | (919) | (1,345) | (1,396) | (2,217) |
| Amounts due to: | | | | | |
| - subsidiaries | | - | - | (371,033) | 500,143 |
| Loan to unconsolidated subsidiary | | - | (14,965) | - | - |
| Proceeds from sale of investments | | 25,837 | 191,964 | - | - |
| Proceeds from sale of property, plant and equipment | | 595 | 1,723 | 68 | 330 |
| Purchase of interest in associates | | (22,860) | (25,921) | - | - |
| Purchase of investments | | (4,552) | - | - | - |
| Purchase of property, plant and equipment | | (133,417) | (101,722) | (1,886) | (5,145) |
| Capital contributions received | | 96 | 694 | - | - |
| Pledged deposits | | (726) | - | - | - |
| Net cash flow (used in)/ from investing activities | | (619,356) | 111,258 | (996,630) | 288,276 |
| FINANCING ACTIVITIES | | | | | |
| Dividends paid | | (18,060) | (75,252) | (18,060) | (75,252) |
| Dividends paid to minority interests of a subsidiary company | | (10,233) | - | - | - |
| Interest paid | | (42,730) | (21,613) | (14,246) | (3,435) |
| Term loans | | | | | |
| - new drawdown | | 800,000 | - | 800,000 | - |
| - repayment | | (13,282) | - | - | - |
| Short term borrowings | | | | | |
| - new drawdown | | 56,001 | 68,371 | - | 50,000 |
| - repayment | | (50,000) | (569,865) | (50,000) | (450,000) |
| Advance payment for redeemable convertible subordinated loans | | (338,582) | - | - | - |
| Repayment of corporate guarantee | | - | (38,741) | - | - |
| Net cash flow from/(used in) financing activities | | 383,114 | (637,100) | 717,694 | (478,687) |

The notes on pages 104 to 150 form an integral part of these financial statements.

CASH FLOW STATEMENTS

for the financial year ended 31 January 2003 (continued)

| Note | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Net increase/(decrease) in cash and cash equivalents | 136,459 | (563,143) | (24,992) | (324,976) |
| Foreign exchange differences on opening balances | 1,278 | (6,530) | - | - |
| Cash and cash equivalents at beginning of financial year | 362,262 | 931,935 | 44,294 | 369,270 |
| Cash and cash equivalents at end of financial year | 499,999 | 362,262 | 19,302 | 44,294 |
| Cash and cash equivalents comprise: | | | | |
| Cash and bank balances | 14,285 | 18,322 | 592 | 3,295 |
| Deposits | 487,479 | 346,072 | 18,710 | 40,999 |
| Bank overdrafts | (365) | (2,132) | - | - |
| | 501,399 | 362,262 | 19,302 | 44,294 |
| Less: | | | | |
| Designated accounts (Note 22) | (674) | - | - | - |
| Deposits pledged for banking facilities | (726) | - | - | - |
| | 499,999 | 362,262 | 19,302 | 44,294 |

Included in the deposits of the Group is:

- (a) an amount of RM674,000 being assigned as Designated Accounts for the loans as disclosed in Note 22; and
- (b) deposits of RM726,000 which is pledged for certain bank facilities.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

for the financial year ended 31 January 2003

The following accounting policies are adopted by the Group and the Company and are consistent with those adopted in previous years except as indicated below.

(a) Basis of preparation

The financial statements of the Group and Company are prepared under the historical cost convention except as disclosed in this summary of significant accounting policies. The financial statements comply with applicable approved accounting standards in Malaysia and the provisions of the Companies Act 1965.

The new applicable approved accounting standards adopted in these financial statements are as follows:

(i) Retrospective application

Comparative figures have been adjusted or extended to conform with changes in presentation due to the requirements of the following new MASB Standards that have been applied retrospectively:

- MASB Standard 19 "Events After Balance Sheet Date"
- MASB Standard 20 "Provisions, Contingent Liabilities and Contingent Assets"
- MASB Standard 22 "Segment Reporting"

With the exception of MASB Standard 19 (see Note 34), there are no changes in accounting policy that affect net profit for the financial year as a result of the adoption of the above standards in these financial statements as the Group was already following the recognition and measurement principles in those standards.

(ii) Prospective application from 1 February 2002

MASB Standard 21
"Business Combination" Business combinations entered into prior to 1 February 2002 have not been restated under the exemption provided by this Standard.

MASB Standard 23
"Impairment of Assets" The Group has adopted the Standard and there are no prior year adjustments made as the Standard does not allow retrospective application.

MASB Standard 24
"Financial Instruments:
Disclosure and Presentation" As the exemption provided under this Standard, comparatives are not disclosed upon first application of MASB Standard 24.

- Classification of financial instruments that contain both a liability and an equity element ("compound instruments").
- The equity and liability components of compound instruments issued during the financial year have been classified in accordance with this Standard. Compound instruments issued prior to 31 January 2003 have not been reclassified.

The preparation of financial statements in conformity with the applicable approved accounting standards in Malaysia and the provisions of the Companies Act 1965 requires 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 amount of revenues and expenses during the financial year. Actual results could differ from those estimates.

(b) Basis of consolidation

The consolidated financial statements made up to 31 January 2003 include the financial statements of the Company and all its subsidiaries unless otherwise stated.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

for the financial year ended 31 January 2003 (continued)

(b) Basis of consolidation (continued)

Subsidiaries are those enterprises controlled by the Company. Control exists when the Company has the power, directly or indirectly to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control effectively commences until the date that control effectively ceases.

A subsidiary is excluded from consolidation when control is intended to be temporary if the subsidiary is acquired and held exclusively with a view of its subsequent disposal in the near future and it has not previously been consolidated or it operates under severe long term restrictions which significantly impair its ability to transfer funds to the Company. Subsidiaries excluded on these grounds are accounted for as investments.

Where there is a continuity of the amalgamating businesses and the ownership of the separate companies have been pooled into one common ownership, the consolidation of the Company and its subsidiaries has been carried out on the basis of merger accounting. All other subsidiaries have been consolidated using the acquisition method and goodwill, if any, arising on consolidation is dealt with in accordance with the policy stated in Note (j).

Under the acquisition method of accounting, the results of subsidiaries acquired or disposed off during the financial year are included from the date of acquisition up to the date of disposal. At the date of acquisition, the fair values of the subsidiaries' net assets are determined and these values are reflected in the Group's financial statements. The difference between the acquisition cost and the fair value of the subsidiary net assets is reflected as goodwill or reserve on consolidation as appropriate.

Under the merger method of accounting, the difference between the cost of acquisition and the nominal value of the share capital and reserves of the subsidiaries is taken to merger reserve.

Intragroup transactions, balances and the resulting unrealised profits are eliminated on consolidation. Unrealised losses resulting from intragroup transactions are also eliminated unless cost cannot be recovered.

Minority interest is measured at the minorities' share of the post acquisition fair values of the identifiable assets and liabilities of the acquiree. Separate disclosure is made of minority interest.

(c) Associates

Associates are enterprises in which the Group exercises significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the associates but not control over those policies. Investments in associates are accounted for in the consolidated financial statements by the equity method of accounting.

Equity accounting involves recognising in the income statement the Group's share of the results of associates for the financial year. The Group's investments in associates are carried in the balance sheet at an amount that reflects its share of the net assets of the associates and includes goodwill (net of accumulated amortisation) on acquisition. Equity accounting is discontinued when the carrying amount of the investment in an associate reaches zero, unless the Group has incurred obligations or guaranteed obligations in respect of the associate.

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

(d) Jointly controlled entities

Jointly controlled entities are corporations, partnerships or other entities over which there is contractually agreed sharing of control by the Group with one or more parties. The Group's interest in jointly controlled entities are accounted for in the consolidated financial statements by the equity method of accounting.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

for the financial year ended 31 January 2003 (continued)

(d) Jointly controlled entities (continued)

Equity accounting involves recognising in the income statement the Group's share of the results of jointly controlled entities for the financial year. The Group's investments in jointly controlled entities are carried in the balance sheet at an amount that reflects its share of the net assets of the jointly controlled entities and includes goodwill on acquisition.

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

(e) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Revaluation of certain properties in 1988 was carried out primarily as a one-off exercise and was not intended to effect a change in the accounting policy to one of revaluation of properties. Surpluses arising from revaluation were dealt with in the revaluation reserve account.

The carrying amounts of property, plant and equipment are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an item of property, plant and equipment exceeds its recoverable amount. The impairment loss is charged to the income statement, unless it reverses a previous revaluation, in which case it will be charged to equity. Any subsequent increase in recoverable amount is reduced by the amount that would have been recognised as depreciation had the write-down or write-off not occurred. Such subsequent increase in recoverable amount is recognised in the income statement unless it reverses an impairment loss on a revalued asset, in which case it is taken to equity.

(f) Depreciation

Depreciation on non-mining assets is provided at rates which are considered adequate to write off property, plant and equipment over their estimated useful lives. No amortisation is provided on freehold land while leasehold land is amortised over the period of the lease. No depreciation is provided on capital work-in-progress.

Depreciation and depletion on mining assets is calculated by reference to output for the financial year so as to write off these assets, less estimated residual value, over the estimated life of the ore reserves which will be worked before the expiry of the leases.

Expressway development expenditure comprises development and upgrading expenditure (including interest charges relating to financing of the development) incurred in connection with a privatised highway project. The cumulative actual expenditure incurred is amortised to each balance sheet date over the concession period based on the following formula:

$$\frac{\text{Cumulative toll revenue to date}}{\text{Projected total toll revenue of the concession}} \times \frac{\text{Cumulative actual expressway expenditure}}{}$$

The straight-line method is used to write off the cost of the other assets over the term of their estimated useful lives at the following principal annual rates:

| | |
|--------------------------------|----------------|
| Buildings | 2% |
| Plant, machinery and equipment | 10% to 33 1/3% |

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in profit/(loss) from operations. On disposal of revalued assets, amounts in revaluation reserve relating to those assets are transferred to retained earnings.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

for the financial year ended 31 January 2003 (continued)

(g) Investments

Subsidiaries accounted for under the merger accounting are stated at nominal value of shares acquired or issued.

Investments in other subsidiaries are stated at cost. Investments in associates are stated at cost and, in the Group, inclusive of share of post acquisition retained results. Other investments are stated at cost. An allowance is made when the Directors are of the view that there is a diminution in value that is other than temporary and is charged to the income statement in the period it is identified.

Current unquoted investments are stated at cost while current quoted investments are stated at the lower of cost and market value on a portfolio basis. An allowance is made when the Directors are of the view that there is a diminution in value that is other than temporary and is charged to the income statement in the period it is identified.

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

(h) Mining exploration expenditure

Expenditure on exploration and evaluation of mining areas of interest is charged to the income statement as incurred until such time as an area of interest reaches the stage where such expenditure is considered to be capable of being recouped through development or sale.

Where a mining area of interest is expected to proceed to commercial development or where its value is capable of recoupmment through sale, the deferred expenditure relating to the expenditure incurred is credited to the income statement to the extent it reflects the present estimate of the recoverable value of the area of interest concerned. The accumulated expenditure attributable to an area of interest which is no longer considered to have any commercial value is written off against the deferred expenditure.

(i) Construction, engineering and fabrication contracts

When the outcome of a construction or engineering and fabrication contract can be estimated reliably, contract revenue and contract costs are recognised over the period of the contract as revenue and expenses respectively. The Group uses the percentage of completion method to determine the appropriate amount of revenue and costs to recognise in a given period; the stage of completion is measured by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total costs for the contract.

When the outcome of such a contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that is probable will be recoverable; contract costs are recognised when incurred.

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

The aggregate of the costs incurred and the profit/loss recognised on each contracts is compared against the progress billings up to the period end. Where cost incurred and recognised profit (less recognised losses) exceed progress billings, the balance is shown as amounts due from contract customers under trade and other receivables. Where progress billings exceed cost incurred plus recognised profit (less recognised losses), the balance is shown as amounts due to contract customers under trade and other payables.

(j) Goodwill

Goodwill arising on an acquisition represents the excess of the cost of acquisition of subsidiaries and associates over the fair value of the Group's shares of their net identifiable assets at the date of acquisition.

Goodwill on acquisition of subsidiaries are amortised using the straight line method over its estimated useful life.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

for the financial year ended 31 January 2003 (continued)

(j) Goodwill (continued)

In respect of associates, the carrying amount of goodwill is included in the carrying amount of the investment in the associates. An impairment loss is recognised when the Directors are of the view that there is a diminution in its value which is other than temporary.

The carrying amounts of goodwill for associates are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such an indication exist, the goodwill recoverable amount is estimated. An impairment loss is recognised in the income statement whenever the carrying amount exceeds the recoverable amount.

(k) Inventories

Inventories are stated at the lower of cost and net realisable value with cost being either on the first-in, first-out or weighted average cost basis. For work-in-progress and manufactured inventories, cost consists of materials, direct labour and an appropriate proportion of fixed and variable production overheads. Net realisable value is the estimated selling price in the ordinary course of business.

(l) Trade receivables

Trade receivables are carried at invoiced amount less an estimate made for doubtful debts based on a review of outstanding amounts at the period end. Bad debts are written off when identified.

(m) Cash and cash equivalents

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

(n) Taxation

The tax expense in the income statement represents taxation at current tax rates based on profit earned during the financial year.

Deferred taxation is provided using the liability method for all timing differences between taxable and accounting profits. Deferred tax benefits are only recognised where there is a reasonable expectation of realisation in the near future.

Where there is intention to dispose of revalued assets, the deferred tax relating to such assets is recognised through a transfer from the related revaluation surplus. No provision nor disclosure is made of this tax effect where the Group intends to hold such assets for the foreseeable future.

(o) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

(p) Revenue

(i) Sales of goods and services

Sales are recognised upon delivery of products and customer acceptance, if any, or performance of services, net of sales tax and discount and after eliminating sales within the Group.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

for the financial year ended 31 January 2003 (continued)

(p) Revenue (continued)

(ii) Construction contracts

(a) Fixed price contracts

Revenue from fixed price contracts where a fixed contract price is agreed upon are recognised under the percentage of completion method.

(b) Cost plus contracts

Cost plus contracts where reimbursements are made on costs incurred for works carried out on an agreed contract rate, are recognised as revenue attributed to the proportion of work done progressively over the duration of the contracts.

(c) Profit guarantee contracts

Revenue from profit guarantee contracts are recognised based on percentage on the billings made by the main contractor to the client.

(iii) Port operations, repairing and cleaning containers

Income from port operations, repair, preparation and trade of containers and containerisation system are recognised upon performance of services.

(iv) Dividend income

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

(v) Interest income

Interest income is recognised in the income statement as it accrues, taking into account the effective yield on the asset.

(vi) Profit from Islamic deposits

Profit from Islamic deposits is recognised in the income statement as it accrues, taking into account the effective yield on the assets.

(vii) Rental income

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

(q) Finance costs

All interest and other costs' incurred in connection with borrowings are expensed as incurred.

Interest on borrowed funds utilised for assets that require a substantial period of time to get them ready for their intended use is capitalised as part of the cost of the assets up to the date of commencement of operations.

Post construction interest i.e. the interest incurred on borrowings after completion of construction of privatised projects until full repayment of these borrowings, are expensed as incurred.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

for the financial year ended 31 January 2003 (continued)

(r) Foreign currencies

(i) Foreign entities

The Group's foreign entities are those entities with operations that are not an integral part of the operations of the Company. Income statements of foreign entities are translated into Ringgit Malaysia at average exchange rates for the period and the balance sheets are translated at exchange rates ruling at the balance sheet date. Exchange differences arising from the retranslation of the net investment in foreign entities and of borrowings that hedge such investments are taken to exchange reserves in shareholders' funds. On disposal of the foreign entity, 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 the transaction.

(ii) Foreign currency transactions

Foreign currency transactions in Group companies are accounted for at exchange rates prevailing at the transaction dates, unless hedged by forward foreign exchange contracts, in which case the rates specified in such forward contracts are used. Foreign currency monetary assets and liabilities are translated at exchange rates prevailing at the balance sheet date, unless hedged by forward foreign exchange contracts, in which case the rates specified in such forward contracts are used. Exchange differences arising from the settlement of foreign currency transactions and from the translation of foreign currency monetary assets and liabilities are included in the income statement.

(iii) Closing rates

The principal closing rates used in translation of foreign currency amounts and monetary assets and liabilities in the financial statements of foreign entities are as follows:

| | 2003 RM | 2002 RM |
|---------------------|--------------------------|--------------------------|
| 1 US Dollar | 3.80 | 3.80 |
| 1 Australian Dollar | 2.24 | 1.93 |
| 1 Euro Dollar | 4.11 | 3.27 |

(s) Financial instruments

(i) Financial instruments recognised on the balance sheet

The particular recognition method adopted for financial instruments recognised on the balance sheet is disclosed in the individual accounting policy notes associated with each item.

(ii) Fair value estimation for disclosure purposes

The face values, less any estimated adjustments, for financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values.

The fair values for financial assets and liabilities with a maturity of more than one year are estimated using a variety of methods and assumptions that are based on market conditions existing at each balance sheet date including estimated discounted value of future cash flows, quoted market price or dealer quotes.

(t) Prepayment against future revenues

Expenditure incurred in developing pipelines over the five years base period which is considered to give significant future benefits is deferred and considered a prepayment against future revenues and is expensed from 1993/1994 (the first full year of operation) on the basis of thirty years, the estimated useful life of the pipelines system.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003

1 GENERAL INFORMATION

The principal activities of the Company are investment holding and undertaking mining and mineral exploration activities. The principal activities of the Group are described in Note 36 to the financial statements.

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

The number of employees in the Group and Company as at 31 January 2003 was 2,804 (2002: 1,629) and 118 (2002: 126) respectively.

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

The address of the registered office of the Company is 10th Floor, Block B, Wisma Semantan, No. 12, Jalan Gelenggang, Bukit Damansara, 50490 Kuala Lumpur.

2 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities expose it to a variety of financial risks, including foreign currency exchange risk, interest rate risk, market risk, credit risk, liquidity and cash flow risk. The Group's overall financial risk management objective is to ensure that the Group creates value for its shareholders. The Group focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. Financial risk management is carried out through risk reviews, internal control systems, an insurance programme and adherence to Group financial risk management policies.

The Group uses instruments such as foreign exchange contracts to hedge certain exposures. It does not trade in financial instruments.

(a) Foreign currency exchange risk

Certain subsidiaries of the Group are exposed to foreign currency exchange risk as a result of the foreign currency transactions entered into in currencies other than their functional currency. These companies enter into forward foreign currency exchange contracts to limit their exposure on foreign currency with a value payable higher than RM100,000. However, these transactions are not significant.

(b) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. Interest rate exposure arises from the Group's borrowings and deposits denominated in Ringgit Malaysia, and is managed through the use of fixed and floating rate.

(c) Market risk

The Group's operations are subject to market risk factors inherent within the industries which include ability to procure new projects and to maintain its existing market share in the future. These are prevalent for all economic entities and any change in these will adversely affect the overall performance of Group's business. For major purchases of materials for projects, the Group establishes floating and fixed price levels in accordance with a budget that the Group considers acceptable and enters into a physical supply agreement, where necessary, to achieve these levels.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

2 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(d) Credit risk

Credit risk arises when sales are made on deferred credit terms. The Group seeks to control credit risk by ensuring its customers have sound financial standing and credit history.

(e) Liquidity and cash flow risk

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group aims at maintaining flexibility in funding by keeping committed credit lines available.

3 REVENUE

| | <i>Group</i> | | <i>Company</i> | |
|---------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Revenue: | | | | |
| - contract revenue | 166,487 | 155,619 | - | - |
| - sale of goods | 484,924 | 504,532 | - | - |
| - services | 50,610 | 20,415 | - | - |
| - dividends (Note 5 (ii)) | 27,862 | 22,920 | 82,801 | 46,155 |
| | 729,883 | 703,486 | 82,801 | 46,155 |

4 COST OF SALES

| | | | | |
|--|------------------|------------------|----------|----------|
| Contract cost recognised as an expense | (98,155) | (123,002) | - | - |
| Cost of goods sold | (426,976) | (391,547) | - | - |
| Cost of services | (12,513) | (5,467) | - | - |
| | (537,644) | (520,016) | - | - |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

5 PROFIT FROM OPERATIONS

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (i) Profit from operations is arrived at after charging/(crediting): | | | | |
| Allowance for mining exploration expenditure | 1,322 | 524 | 1,322 | 524 |
| Auditors' remuneration: | | | | |
| - Malaysia | 482 | 393 | 50 | 50 |
| - Overseas | 15 | 15 | - | - |
| Bad debts written off | - | 336 | - | - |
| Depreciation | 39,461 | 29,723 | 2,089 | 712 |
| Allowance for claim and foreseeable losses | 2,714 | 3,756 | - | - |
| Allowance for doubtful debts | 4,381 | 4,727 | - | - |
| Allowance for slow moving inventories | 808 | 625 | - | - |
| Reversal of allowance for slow moving inventories | (132) | - | - | - |
| Gain on disposal of property, plant and equipment | (472) | (785) | (20) | (282) |
| Impairment losses of property, plant and equipment | 290 | - | - | - |
| Property, plant and equipment written off | 776 | - | 15 | - |
| Inventories written off | 302 | 499 | - | - |
| Hire of plant and machinery | 856 | 838 | 98 | 98 |
| Realised (gain)/loss on foreign exchange | (118) | 436 | - | 38 |
| Unrealised loss/(gain) on foreign exchange | 116 | (2,074) | (99) | (5,980) |
| Rental income | (2,580) | (2,812) | (86) | (72) |
| Rent of land and buildings | 3,116 | 3,476 | 984 | 1,463 |
| Reversal of allowance for foreseeable losses and claims | (684) | (2,567) | - | - |
| Write back of allowance for doubtful debts | (12,373) | - | - | - |
| Bad debts recovered | (2,895) | (768) | - | - |
| Reversal of prepayment | 2,307 | 2,307 | - | - |
| (ii) Gross dividend income is from: | | | | |
| Investments quoted in Malaysia | 27,711 | 22,770 | - | - |
| Investments quoted outside Malaysia | 151 | 150 | - | - |
| Associates: | | | | |
| Quoted in Malaysia | - | - | 5,616 | 5,054 |
| Subsidiaries: | | | | |
| Quoted in Malaysia | - | - | 2,592 | 2,757 |
| Unquoted in Malaysia | - | - | 74,593 | 38,344 |
| | 27,862 | 22,920 | 82,801 | 46,155 |
| (iii) Directors' remuneration: | | | | |
| Non-executive directors: | | | | |
| - fees | 1,025 | 469 | 460 | 251 |
| - salaries and other emoluments | 1,393 | 244 | 123 | 123 |
| - estimated money value of benefits | 44 | 27 | 19 | 27 |
| Executive directors: | | | | |
| - salaries and other emoluments | 919 | 2,902 | 281 | 2,902 |
| - estimated money value of benefits | 30 | 390 | 13 | 390 |
| | 3,411 | 4,032 | 896 | 3,693 |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

5 PROFIT FROM OPERATIONS (CONTINUED)

| | Group | | Company | |
|------------------|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (iv) Staff costs | 101,461 | 59,449 | 5,805 | 12,351 |

6 TAX EXPENSE

| | Group | Company |
|--|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Malaysian tax | | |
| Current expense | | |
| - current | (17,958) | (17,663) |
| - prior year | 7,591 | - |
| Deferred tax expense (Note 27) | | |
| - current | (11,719) | (9,287) |
| - prior year | 1,276 | 3,451 |
| | (20,810) | (23,499) |
| Tax expense on share of profit of associates | (47,446) | (41,881) |
| | (68,256) | (65,380) |

The Group's effective tax rate is higher than the statutory tax rate mainly due to certain expenses being disallowed for tax purposes and due to the absence of group relief for losses suffered by certain subsidiaries.

| | Company | |
|---|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Tax losses for which the related tax credit has not been recognised in the financial statements | 25,809 | 16,785 |

7 BASIC EARNINGS PER ORDINARY SHARE - GROUP

The calculation of basic earnings per share is based on the net profit for the financial year of RM110.9 million (2002: RM165.4 million) and the weighted average number of ordinary shares outstanding during the year of 859.912 million (2002: 836.139 million) ordinary shares.

8 DIVIDENDS

| | Group and Company | |
|---|-------------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Ordinary: | | |
| Interim: | | |
| 1.0 sen per share, less 28% tax (2002 - 3.0 sen per share, tax exempt) | 6,020 | 25,084 |
| Final proposed: | | |
| 3.0 sen per share, less 28% tax (2002 - 2.0 sen per share, less 28% tax) | 24,222 | 12,040 |
| 1.0 sen per share, tax exempt (2002 - nil) | 11,214 | - |
| | 41,456 | 37,124 |

The 285,270,000 new ordinary shares of RM0.10 each issued during the current financial year did not rank for the interim dividend declared for the financial year ended 31 January 2003.

9 PROPERTY, PLANT AND EQUIPMENT

NOTES TO THE FINANCIAL STATEMENTS
for the financial year ended 31 January 2003 (continued)

| Group | Freehold properties RM'000 | Long term leasehold properties RM'000 | Short term leasehold properties RM'000 | Mining leases properties RM'000 | Plant, machinery, dredges and other mining equipment RM'000 | Expressway development expenditure RM'000 | Pipeline RM'000 | Capital work in progress RM'000 | Total RM'000 |
|-------------------------------------|-------------------------------|--|---|------------------------------------|--|--|--------------------|------------------------------------|------------------|
| Net book value | | | | | | | | | |
| At 1 February 2002 | 45,221 | 52,859 | 7,612 | 1,614 | 54,862 | 289,890 | 245,311 | 53,588 | 750,957 |
| Acquisition of subsidiary (Note 10) | - | 1,416,437 | - | - | 694,617 | - | - | 29,450 | 2,140,504 |
| Additions | 2,775 | 3,070 | - | - | 26,694 | - | 6,398 | 94,480 | 133,417 |
| Disposals | (48) | - | - | - | (75) | - | - | - | (123) |
| Capital contribution received | - | - | - | - | - | - | (96) | - | (96) |
| Transfer | - | (7,105) | - | - | 11,359 | - | 51,040 | (55,294) | - |
| Write off | - | - | - | (307) | (8) | - | - | (461) | (776) |
| Depreciation (Note 5) | (623) | (1,048) | (242) | - | (22,677) | (4,423) | (10,448) | - | (39,461) |
| Impairment losses | - | (290) | - | - | - | - | - | - | (290) |
| At 31 January 2003 | <u>47,325</u> | <u>1,463,923</u> | <u>7,370</u> | <u>1,307</u> | <u>764,772</u> | <u>285,467</u> | <u>292,205</u> | <u>121,763</u> | <u>2,984,132</u> |
| At 31 January 2003 | | | | | | | | | |
| Cost | 24,720 | 1,466,335 | 10,240 | 1,307 | 907,631 | 306,050 | 335,799 | 121,763 | 3,173,845 |
| Valuation | 25,610 | 1,726 | 500 | - | - | - | - | - | 27,836 |
| Accumulated depreciation | (3,005) | (3,848) | (3,370) | - | (142,859) | (20,583) | (43,594) | - | (217,259) |
| Accumulated impairment losses | - | (290) | - | - | - | - | - | - | (290) |
| Net book value | <u>47,325</u> | <u>1,463,923</u> | <u>7,370</u> | <u>1,307</u> | <u>764,772</u> | <u>285,467</u> | <u>292,205</u> | <u>121,763</u> | <u>2,984,132</u> |
| At 31 January 2002 | | | | | | | | | |
| Cost | 21,993 | 53,933 | 10,240 | 1,614 | 175,044 | 306,050 | 278,457 | 53,588 | 900,919 |
| Valuation | 25,610 | 1,726 | 500 | - | - | - | - | - | 27,836 |
| Accumulated depreciation | (2,382) | (2,800) | (3,128) | - | (120,182) | (16,160) | (33,146) | - | (177,798) |
| Net book value | <u>45,221</u> | <u>52,859</u> | <u>7,612</u> | <u>1,614</u> | <u>54,862</u> | <u>289,890</u> | <u>245,311</u> | <u>53,588</u> | <u>750,957</u> |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

9 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

| Company | <i>Freehold properties</i> | <i>Leasehold properties</i> | <i>Mining leases, properties and building</i> | <i>Plant, machinery and equipment</i> | <i>Dredges and other mining equipment</i> | <i>Total</i> |
|---------------------------|----------------------------|-----------------------------|---|---------------------------------------|---|---------------|
| | <i>RM'000</i> | <i>RM'000</i> | <i>RM'000</i> | <i>RM'000</i> | <i>RM'000</i> | <i>RM'000</i> |
| Net book value | | | | | | |
| At 1 February 2002 | | | | | | |
| Additions | 826 | 4,948 | 347 | 5,441 | - | 11,562 |
| Write off | - | - | - | 1,886 | - | 1,886 |
| Disposals | - | - | - | (15) | - | (15) |
| Depreciation (Note 5) | - | (57) | - | (2,032) | - | (2,089) |
| At 31 January 2003 | 826 | 4,891 | 347 | 5,232 | - | 11,296 |
| At 31 January 2003 | | | | | | |
| Cost | 826 | 4,115 | 347 | 13,074 | - | 18,362 |
| Valuation | - | 1,506 | - | - | - | 1,506 |
| Accumulated depreciation | - | (730) | - | (7,842) | - | (8,572) |
| Net book value | 826 | 4,891 | 347 | 5,232 | - | 11,296 |
| At 31 January 2002 | | | | | | |
| Cost | 826 | 4,115 | 347 | 14,214 | 35 | 19,537 |
| Valuation | - | 1,506 | - | - | - | 1,506 |
| Accumulated depreciation | - | (673) | - | (8,773) | (35) | (9,481) |
| Net book value | 826 | 4,948 | 347 | 5,441 | - | 11,562 |

Certain of the Group's properties and the Company's leasehold properties in Malaysia are stated based on a professional valuation conducted in February 1988 using the open market basis. The valuation was a one-off exercise and was not intended to effect a change in the accounting policy to one of revaluation of properties.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

9 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Had the revalued properties been carried at historical cost less accumulated depreciation, the carrying amount of the revalued assets that would have been included in the financial statements at the end of the financial year would be as follows:

| | <i>Group</i> | | <i>Company</i> | |
|---------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Freehold property | 672 | 672 | - | - |
| Long term leasehold properties | 1,493 | 1,521 | 1,493 | 1,521 |
| Short term leasehold properties | 56 | 56 | - | - |
| | 2,221 | 2,249 | 1,493 | 1,521 |

Tin mining related property, plant and equipment and property, plant and equipment of a subsidiary which ceased operations are stated at their estimated realisable values.

Interest expense on borrowings directly related to construction in progress that has been capitalised at end of year amounted to RM5,238,000 is inclusive of which redeemable convertible subordinated loan interest capitalised amounted to RM759,000.

| | <i>Group and Company</i> | |
|--|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Net book values of assets pledged as security for borrowings (Note 22) | 2,143,371 | - |
| Assets under finance leases | | |
| Plant, machinery and equipment | | |
| - net book value at end of financial year | 3,941 | - |

10 INVESTMENTS IN SUBSIDIARIES

| | <i>Company</i> | |
|--|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Share quoted in Malaysia | 77,856 | 77,856 |
| Unquoted shares | 2,416,758 | 791,138 |
| | 2,494,614 | 868,994 |
| Less: Accumulated impairment losses of unquoted shares | (12,274) | (6,345) |
| | 2,482,340 | 862,649 |
| Market value of quoted investments: | | |
| Quoted In Malaysia | 178,446 | 143,697 |

Details of the Group's subsidiary companies are shown in Note 36.

Acquisition of subsidiary

- (i) On 10 December 2002, the Company completed the acquisition of 50.1% equity interest in Pelabuhan Tanjung Pelepas Sdn Bhd ("PTP"). The fair values of assets and liabilities assumed are as follows:-

| | <i>At date of acquisition</i> <i>RM'000</i> |
|-------------------------------|--|
| Property, plant and equipment | 2,140,504 |
| Current assets | 310,557 |
| Current liabilities | (159,141) |
| Non current liabilities | (2,667,436) |
| Minority interest | 187,351 |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

10 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

| | <i>At date of acquisition RM'000</i> |
|--|--|
| Net liabilities acquired | (188,165) |
| Goodwill (Note 17) | 1,813,787 |
| <hr/> | |
| Total purchase consideration | 1,625,622 |
| Purchase consideration discharged by shares issued (Note 23) | (855,810) |
| <hr/> | |
| Portion discharged by cash | 769,812 |
| Less: Cash and cash equivalents of subsidiary acquired | (202,470) |
| <hr/> | |
| Cash outflow on acquisition | 567,342 |
| <hr/> | |

- (ii) The effect of this acquisition on the financial position at the financial statements at the end of the financial year are as follows:

| | <i>1 month ended 31 December 2002*</i> <i>RM'000</i> |
|--|---|
| Income statement: | |
| Revenue | 29,057 |
| Operating costs (including amortisation of goodwill on acquisition) | (39,676) |
| <hr/> | |
| Loss from operations | (10,619) |
| Taxation | (10) |
| <hr/> | |
| Loss after taxation | (10,629) |
| Minority interest | 4,329 |
| <hr/> | |
| Decrease in the Group's net profit at the end of financial year | (6,300) |
| <hr/> | |
| Balance sheet: | <i>2003</i> <i>RM'000</i> |
| Property, plant and equipment | 2,135,665 |
| Current assets | 264,494 |
| Current liabilities | (115,986) |
| Non current liabilities | (2,338,393) |
| <hr/> | |
| Net liabilities acquired | (54,220) |
| Minority interest | 27,056 |
| <hr/> | |
| Group's share of net liabilities | (27,164) |
| Goodwill on acquisition | 1,813,787 |
| Less: Amortisation | (2,907) |
| <hr/> | |
| Increase in Group's net assets | 1,783,716 |
| <hr/> | |

* Consolidated based on audited financial statements for the financial year ended 31 December 2002 as indicated in Note 36.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

11 INVESTMENTS IN ASSOCIATES

| | Group | | Company | |
|--|------------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Shares quoted in Malaysia | 834,765 | 821,905 | 46,994 | 46,994 |
| Unquoted shares | 45,915 | 36,012 | - | 60 |
| Share of post-acquisition reserves | 128,078 | 74,610 | - | - |
| | 1,008,758 | 932,527 | 46,994 | 47,054 |
| Represented by: | | | | |
| Group's share of net assets other than goodwill | 650,033 | 574,652 | - | - |
| Group's share of goodwill in associates' own consolidated financial statements | 22,531 | 24,046 | - | - |
| Goodwill on acquisition (Note (i) below) | 336,194 | 333,829 | - | - |
| | 1,008,758 | 932,527 | - | - |
| Market value of quoted associates: | | | | |
| Shares quoted in Malaysia | 926,326 | 819,361 | 76,767 | 96,460 |

- (i) The preliminary calculation of the goodwill on acquisition of Malakoff Berhad ("Malakoff") was based on the net book value of net assets of Malakoff at the date of acquisition of the original 22.7% equity interest in Malakoff (31 October 2000) since there was restricted access to Malakoff's records as it is a listed entity. The Directors had reviewed the estimated fair value of Malakoff based on its book value at the date of acquisition and were of the opinion that the calculation of goodwill on acquisition was fairly stated.
- (ii) During the year, Gas Malaysia Sendirian Berhad ("Gas Malaysia"), a company in which MMCB has 41.8% effective interest has been reclassified from an associated company to a subsidiary. Please refer to Note 34 on the rationale and effect of the change.
- (iii) Details of the Group's associated companies are shown in Note 36.

12 INVESTMENTS IN JOINTLY CONTROLLED ENTITIES

The Group's interest in the assets and liabilities, revenue and expenses of jointly controlled entities are as follows:

| | Group | |
|---------------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Long-term assets | 172 | 195 |
| Current assets | 14,798 | 20,969 |
| Current liabilities | (7,311) | (12,563) |
| Net assets | 7,659 | 8,601 |
| Income | 480 | 50,081 |
| Expenses | (1,469) | (49,653) |
| | (989) | 428 |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

12 INVESTMENTS IN JOINTLY CONTROLLED ENTITIES (CONTINUED)

Details of jointly controlled entities are as follows:

| <i>Name of company</i> | <i>Principal activities</i> | <i>Proportion of ownership interest*</i> | |
|---|---|--|------------------|
| | | <i>2003</i> % | <i>2002</i> % |
| MMCE-IPCO-Murphy Joint Venture | Procurement, construction and commissioning of the Peninsular Gas Utilisation ("PGU") Loop 2 Gas Pipeline Project | 33 | 33 |
| MMCE-Franky Consortium Joint Venture | Construction and completion of Kuantan-Kertih Railway Project Civil Works Package 2 | 60 | 60 |
| Project Smart Sdn Bhd | Investment holding | 50 ** | - |
| MMC-Gamuda Joint Venture | Design, engineering, procurement construction, installation, testing and commissioning of Stormwater Management and Road Tunnel project | 50 | - |
| Syarikat Mengurus Air Banjir dan Terowong Sdn Bhd (A wholly owned subsidiary of Project Smart Sdn Bhd) | Dormant | 50 ** | - |

* Through a 75% owned subsidiary

** The shares of the company are still held by the promoters on behalf of the Company

13 OTHER INVESTMENTS

| | <i>Group</i> | | <i>Company</i> | |
|----------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| | <i>2003</i> RM'000 | <i>2002</i> RM'000 | <i>2003</i> RM'000 | <i>2002</i> RM'000 |
| Shares quoted in Malaysia | 259,841 | 255,289 | - | - |
| Shares quoted outside Malaysia | 13,172 | 21,555 | - | - |
| Unquoted shares | 3,697 | 3,697 | 2,000 | 2,000 |
| | 276,710 | 280,541 | 2,000 | 2,000 |
| Less impairment losses: | | | | |
| - Shares quoted outside Malaysia | (7,827) | - | - | - |
| - Unquoted shares | (3,697) | - | (2,000) | - |
| | 265,186 | 280,541 | - | 2,000 |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

13 OTHER INVESTMENTS (CONTINUED)

| | Group | | Company | |
|--|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Market value of quoted investments: | | | | |
| - Shares quoted in Malaysia | 650,997 | 610,487 | - | - |
| - Shares quoted outside Malaysia | 5,345 | 33,473 | - | - |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| | 656,342 | 643,960 | - | - |
| The currency exposure profile of investments are as follows: | | | | |
| - Ringgit Malaysia | 259,841 | | - | |
| - Australian Dollar | 5,345 | | - | |
| - US Dollar | - | | - | |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| | 265,186 | | - | |

14 AMOUNTS DUE FROM/(TO) SUBSIDIARIES

The amounts due from/(to) subsidiaries are non-trade in nature, unsecured, interest free and are not repayable during the next twelve months except in so far as such repayment will not adversely affect the ability of the respective subsidiaries to meet their liabilities when due. Included in the amounts due to subsidiaries (long term liabilities) are advances totalling RM136.8 million (2002: RM116.2 million) which represent part of the net investment in these subsidiaries.

For amounts due from/(to) subsidiaries which are not repayable during the next twelve months, it is not practicable to determine the fair values of loans that do not have fixed repayment terms and are interest free. However, the carrying amounts recorded are not anticipated to be significantly in excess of their fair values at the balance sheet date.

15 AMOUNT DUE FROM ASSOCIATES

The amounts due from associates are non-trade in nature, unsecured, interest free (except for shareholder's advances of RM21.012 million (2002: RM18.740 million) to Berjuntai Tin Dredging Berhad ("Berjuntai") which bear interest at 1.5% (2002: 1.5%) above the base lending rate of Bumiputra Commerce Bank Berhad) and are not repayable during the next twelve months except in so far as such repayments will not adversely affect the ability of the respective companies to meet their liabilities when due.

For amounts due from/(to) associates which are not repayable during the next twelve months, it is not practicable to determine the fair values of loans that do not have fixed repayment terms and are interest free. However, the carrying amounts recorded are not anticipated to be significantly in excess of their fair values at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

16 OTHER ASSETS

| | | Group | | Company | |
|-----|------------------------------------|----------------|----------------|----------------|----------------|
| | | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (a) | Mining exploration expenditure | | | | |
| | Cost | 35,049 | 41,866 | 32,600 | 39,417 |
| | Impairment losses: | | | | |
| | At 1 February | 41,866 | 44,670 | 39,417 | 42,221 |
| | Charge for the year | 1,322 | 524 | 1,322 | 524 |
| | Written off | (8,139) | (3,328) | (8,139) | (3,328) |
| | At 31 January | 35,049 | 41,866 | 32,600 | 39,417 |
| | Carrying value | - | - | - | - |
| (b) | Interest in mineral properties | - | 1,161 | - | - |
| (c) | Prepayment against future revenues | | | | |
| | At 1 February | 48,428 | 50,735 | - | - |
| | Reversed during the year | (2,307) | (2,307) | - | - |
| | At 31 January | 46,121 | 48,428 | - | - |
| | Total other assets | 46,121 | 49,589 | - | - |

17 GOODWILL ON CONSOLIDATION

| | Group | |
|-------------------------------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Net book value | | |
| At 1 February 2002 | 6,092 | 6,092 |
| Acquisition of subsidiary (Note 10) | 1,813,787 | - |
| Amortisation charge | (2,907) | - |
| At 31 January 2003 | 1,816,972 | 6,092 |
| At 31 January 2003 | | |
| Cost | 1,819,879 | 6,092 |
| Accumulated amortisation | (2,907) | - |
| Net book value | 1,816,972 | 6,092 |

Goodwill is amortised from the date of initial recognition over its estimated useful lives of the underlying assets which range from 17 to 52 years.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

18 INVENTORIES

| | <i>Group</i> | |
|--|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| At cost: | | |
| Spares, consumables and container repair materials | 8,382 | 1,564 |
| Raw materials | 4,869 | 5,159 |
| Work-in-progress | 2,586 | 5,466 |
| Goods in transit | 199 | - |
| Manufactured inventories | 1,797 | 3,214 |
| | 17,833 | 15,403 |
| At net realisable value: | | |
| Raw materials | 197 | - |
| Manufactured inventories | 1,224 | 230 |
| | 19,254 | 15,633 |

Inventories of the Group of RM8,187,000 comprising spare parts, consumables and container repair materials are pledged as security for borrowings as referred to in Note 22.

19 TRADE AND OTHER RECEIVABLES

| | <i>Group</i> | | <i>Company</i> | |
|---|------------------------------|------------------------------|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Trade receivables | 176,171 | 146,103 | - | - |
| Less: Allowance for doubtful debts | (22,755) | (17,813) | - | - |
| | 153,416 | 128,290 | - | - |
| Other receivables | 125,189 | 398,818 | 44,404 | 316,847 |
| Deposits | 11,485 | 2,156 | 1,649 | 1,517 |
| Prepayments | 4,095 | 587 | 178 | 188 |
| Less: Allowance for doubtful debts | (4,122) | (4,702) | - | - |
| | 136,647 | 396,859 | 46,231 | 318,552 |
| Contract advances | 4,714 | 5,029 | - | - |
| Less: Allowance for doubtful debts | (3,503) | (3,069) | - | - |
| | 1,211 | 1,960 | - | - |
| Amount due from contract customers (Note 29) | 21,213 | 8,409 | - | - |
| Amounts due from associated companies | 4,540 | 7,229 | - | - |
| | 317,027 | 542,747 | 46,231 | 318,552 |

Other receivables in the Group include an allowance of RM75 million (2002: RM75 million) of overseas tax withheld arising from the sale of Ashton Mining Limited.

Amounts due from associated companies are non-trade in nature, unsecured and interest free.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

19 TRADE AND OTHER RECEIVABLES (CONTINUED)

| | Group 2003 RM'000 | Company 2003 RM'000 |
|--|-------------------------|---------------------------|
| The currency exposure profile is as follows: | | |
| Trade receivables: | | |
| - Ringgit Malaysia | 149,790 | - |
| - US Dollar | 2,476 | - |
| - Australian Dollar | 1,106 | - |
| - Others | 44 | - |
| | 153,416 | - |

Credit terms of trade receivables range from payment in advance to 60 days.

Concentration of credit risk in respect of the receivable balances is limited to the Group's large number of customers, who are nationally dispersed, cover a spectrum of industries with variety end markets. The Group's historical experience shows that the allowances for doubtful debts have been adequate and due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Group's receivables.

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MALAYSIA MINING CORPORATION BERHAD

20 DEPOSITS, BANK AND CASH BALANCES

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Deposits are placed with: | | | | |
| Licensed banks | 390,592 | 138,463 | 14,452 | 6,936 |
| Finance companies | 39,073 | 51,928 | 2,003 | 34,063 |
| Other corporations | 58,639 | 155,681 | 2,255 | - |
| | 488,304 | 346,072 | 18,710 | 40,999 |
| Cash and bank balances | | | | |
| | 13,460 | 18,322 | 592 | 3,295 |
| | 501,764 | 364,394 | 19,302 | 44,294 |
| The currency exposure profile of the cash and cash equivalents: | | | | |
| - Ringgit Malaysia | 478,008 | | 9,444 | |
| - US Dollar | 11,906 | | 4,526 | |
| - Euro Dollar | 51 | | - | |
| - Australian Dollar | 11,799 | | 5,332 | |
| | 501,764 | | 19,302 | |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

20 DEPOSITS, BANK AND CASH BALANCES (CONTINUED)

The weighted average interest rates of cash and cash equivalents that were effective as at balance sheet date were as follows:

| | <i>Group</i> | | <i>Company</i> | |
|-----------------------|------------------|------------------|------------------|------------------|
| | <i>2003</i> % | <i>2002</i> % | <i>2003</i> % | <i>2002</i> % |
| Deposits placed with: | | | | |
| Licensed banks | 3.17 | 3.35 | 3.17 | 3.35 |
| Finance companies | 3.30 | 2.91 | 3.30 | 2.91 |
| Other corporations | 3.25 | 3.13 | 3.25 | 3.13 |

Deposits of the Group and Company have an average maturity of 39 days (2002: 90 days). Bank balances are deposits held at call with banks.

21 TRADE AND OTHER PAYABLES

| | <i>Group</i> | | <i>Company</i> | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | <i>2003</i> RM'000 | <i>2002</i> RM'000 | <i>2003</i> RM'000 | <i>2002</i> RM'000 |
| Trade payables | 99,134 | 57,351 | - | - |
| Other payables | 130,840 | 140,989 | 1,616 | 1,388 |
| Accruals | 114,846 | 54,526 | 53,778 | 30,455 |
| Finance lease liabilities (Note 28) | 1,403 | - | - | - |
| Advances received on contracts (Note 29) | 13,097 | 6,507 | - | - |
| Amounts due to contract customers (Note 29) | 4,378 | 5,174 | - | - |
| | <hr/> 363,698 | <hr/> 264,547 | <hr/> 55,394 | <hr/> 31,843 |

The currency exposure profile is as follows:

| | |
|--------------------|--------------|
| Trade payables: | |
| - Ringgit Malaysia | 96,471 |
| - US Dollar | 2,611 |
| - Others | 52 |
| | <hr/> 99,134 |

Credit terms of trade payables granted to the Group vary from no credit to 90 days.

Other payables in the Group include a provision of RM75 million (2002: RM75 million) equivalent to the overseas tax withheld as referred to in Note 19.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

22 BORROWINGS (INTEREST BEARING)

| | <i>Group</i> | <i>Company</i> | |
|--|------------------------------|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> | <i>2003</i> <i>RM'000</i> |
| Current | | | |
| US Dollar term loans - secured | 19,000 | 12,910 | - |
| Overdrafts - secured | - | 2,108 | - |
| | 365 | 24 | - |
| Revolving credits - secured | 9,000 | 2,800 | - |
| | 65,000 | 60,000 | 50,000 |
| Bankers' acceptances - secured | - | 5,571 | - |
| | 93,365 | 83,413 | - |
| | | | 50,000 |
| Non-current | | | |
| US Dollar term loans - secured | 77,459 | 96,824 | - |
| Infrastructure support loans - secured | | | |
| Loan 1 | 372,000 | - | - |
| Loan 2 | 128,000 | - | - |
| Refinancing term loans - secured | | | |
| Loan 3 | 650,000 | - | - |
| Loan 4 | 850,400 | - | - |
| Term loans - secured | 800,000 | - | 800,000 |
| Syndicated term loan - secured | 103,065 | 103,065 | - |
| | 2,980,924 | 199,889 | 800,000 |
| Total | 3,074,289 | 283,302 | 800,000 |
| | | | 50,000 |

The currency exposure profile is as follows:

| | | |
|--------------------|-----------|---------|
| - Ringgit Malaysia | 2,977,465 | 800,000 |
| - US Dollar | 96,824 | - |
| | 3,074,289 | 800,000 |

Fair values of term loans are as follows:

| | <i>Group</i> <i>2003</i> <i>RM'000</i> | <i>Company</i> <i>2003</i> <i>RM'000</i> |
|---|--|--|
| - US Dollar term loans | 98,161 | - |
| - Term loans | 783,753 | 783,753 |
| - Infrastructure support loans, refinancing and syndicated term loans | 1,900,000 to 2,000,000 | - |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

22 BORROWINGS (INTEREST BEARING) (CONTINUED)

- (i) The USD term loans of the Group of USD63 million was arranged with Japan Bank for International Co-operation and drawdown over nine instalments from 30 July 1993. Repayments are by 14 half yearly increasing instalments commencing 31 July 2000. The loan is subject to a fixed interest rate of 6.1% (2002 - 6.1%) and is secured by way of a debenture over all assets of a subsidiary company. USD26 million was prepaid last year.
- (ii) Bankers' acceptances, revolving credit, and bank overdrafts of a subsidiary secured by an "all monies" debentures of RM5.30 million by way of a floating charge over all the subsidiary's inventories, book debts, raw materials, work in progress and finished goods. The net book value of inventories and book debts of the subsidiary charged is approximately RM3,144,000 and RM12,444,000 respectively.
- (iii) Infrastructure support loans

The loans are owed to Bank Pembangunan & Infrastruktur Malaysia Berhad.

Interests on the loans are charged at a fixed rate of 5% per annum up to October 2010. From November 2010 onwards, interest on the loan is charged at a rate of 1.5% above the effective cost of funds of the lender.

Loan 1 is repayable in 26 equal semi-annual instalments stipulated in the agreement commencing June 2004.

Loan 2 is repayable in 24 equal semi-annual instalments stipulated in the agreement commencing June 2005.

The loans are secured by:

- (a) a fixed and floating charge by way of debenture over all assets and undertaking of a subsidiary company.
- (b) a charge on the Designated Accounts and all monies standing to the credit of a subsidiary company.
- (c) an assignment of all rights and benefits of a subsidiary under the Privatisation Agreement dated 24 March 1995.
- (d) an assignment of all rights under insurances.

- (iv) Refinancing term loan 3

The loan is owed to Bank Pembangunan & Infrastruktur Malaysia Berhad.

Interest on the loan is charged at a fixed rate of 6% per annum. The loan is repayable in 14 equal semi-annual instalments stipulated in the agreement commencing June 2005.

The loan is secured by:

- (a) a fixed and floating charge by way of debenture over all assets and undertaking of a subsidiary company.
- (b) a charge on the Designated Accounts and all monies standing to the credit of a subsidiary company.
- (c) an assignment of all rights and benefits of a subsidiary under the Privatisation Agreement dated 24 March 1995.
- (d) an assignment of all rights under insurances.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

22 BORROWINGS (INTEREST BEARING) (CONTINUED)

- (v) Refinancing term loan 4

The loan is owed to Employees Provident Fund Board.

Interest on the loan is charged at a fixed rate of 6% per annum. The loan is repayable in 14 unequal semi-annual instalments commencing September 2005, as follows:

| Instalment number | % of outstanding principal repayable |
|-------------------|--------------------------------------|
| 1-13 | 2.5 |
| 14 | 67.5 |

The loans are secured by a letter of comfort from Government of Malaysia.

- (vi) The syndicated term loan is secured by a fixed and floating charge over all assets amounting to RM301,284,000 (2002: RM300,910,000) and assignment of relevant contracts of a subsidiary company.
- (vii) The term loans are secured by certain assets of a subsidiary company. Interests on the loans are charged at floating rates between 1% - 1.75% over cost of funds of lenders and fixed rates between 6.65% - 6.85% per annum. The tenure of the loans ranges from 6 - 8 years with bullet repayments on maturity from the dates of drawdown. The loans were drawdown in December 2002.

Analysis of repayment schedule:

| | Group | | Company | |
|-------------------|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Within 1 year | 93,365 | 83,413 | - | 50,000 |
| From 1 to 2 years | 106,074 | - | - | - |
| From 2 to 5 years | 605,783 | 199,889 | - | - |
| After 5 years | 2,269,067 | - | 800,000 | - |
| | 3,074,289 | 283,302 | 800,000 | 50,000 |

The weighted average interest rates of borrowings (interest bearing) that were effective as at balance sheet date were as follows:

| | Group and Company | |
|--|-------------------|-----------|
| | 2003 % | 2002 % |
| US Dollar term loans | 6.10 | 6.10 |
| Bank overdrafts | 8.15 | 8.00 |
| Revolving credit | 5.28 | 5.42 |
| Bankers' acceptance | - | 3.77 |
| Term loans | 5.92 | - |
| Infrastructure support loans, refinancing and syndicated loans | 5.75 | 8.55 |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

23 SHARE CAPITAL

| | Group and Company | | | |
|---------------------------------------|---------------------------|--------------|----------------|----------------|
| | Number of ordinary shares | | Amount | |
| | 2003 '000 | 2002 '000 | 2003 RM'000 | 2002 RM'000 |
| Authorised: | | | | |
| Ordinary shares of RM0.10 each: | | | | |
| At 1 February | 1,000,000 | 1,000,000 | 100,000 | 100,000 |
| Created during the year | 1,000,000 | - | 100,000 | - |
| At 31 January | 2,000,000 | 1,000,000 | 200,000 | 100,000 |
| Issued and fully paid: | | | | |
| Ordinary shares of RM0.10 each: | | | | |
| At 1 February | 836,139 | 836,139 | 83,614 | 83,614 |
| Issued during the year: | | | | |
| - acquisition of subsidiary (Note 10) | 285,270 | - | 28,527 | - |
| At 31 January | 1,121,409 | 836,139 | 112,141 | 83,614 |

On 20 December 2002, the Company issued 285,270,000 new ordinary shares of RM0.10 each at an issue price of RM3.00 per ordinary share to part finance the acquisition of 50.1% equity interest in Pelabuhan Tanjung Pelepas Sdn Bhd ("PTP"). These shares ranked pari passu in all aspects with the existing ordinary shares of the Company except that the shares do not rank for the interim dividends declared during the financial year ended 31 January 2003.

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MALAYSIA MINING CORPORATION BERHAD |

24 RESERVES

Subject to the agreement of the Inland Revenue Board, the Section 108 tax credits under the Income Tax Act 1967 is sufficient to pay net dividends of RM16.5 million (2002: RM9 million) out of the distributable reserves of the Company as at 31 January 2003.

25 MINORITY SHAREHOLDERS' INTERESTS

These consists of minority shareholders' proportion of share capital and reserves of subsidiaries, net of their share of subsidiary's goodwill on consolidation.

26 REDEEMABLE CONVERTIBLE SUBORDINATED LOANS

- (i) The Redeemable Convertible Subordinated Loans ("RCSL") of a subsidiary are subordinated to the prior repayment of the term loans of the subsidiary as referred to in Note 22 (iii), (iv) and (v) and are due for a lump sum settlement at the end of the tenure on 30 June 2013.
- (ii) The holders of the RCSL are entitled to require the subsidiary to allot ordinary shares of the subsidiary commencing from 5 September 1997 (the date of first drawdown) until 30 June 2013 in exchange for and in satisfaction of the amount of the loans at RM1.00 of the loan to the equivalent number of shares of RM1.00 each.
- (iii) Interest on the loans is charged at a rate of 5% per annum.
- (iv) In the event any interest chargeable is not paid when due to the holders of the RCSL, the interest due and accruing may at the sole discretion of the holders be capitalised and added to the principal sum with interest chargeable on it.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

26 REDEEMABLE CONVERTIBLE SUBORDINATED LOANS (CONTINUED)

- (v) The loan facility limit is RM1.01 billion.

| | Group 2003 RM'000 |
|---|-------------------------|
| | Group 2002 RM'000 |
| | 2003 % |
| The currency exposure profile of redeemable convertible subordinated loans is as follows: | |
| - Ringgit Malaysia | 336,769 |
| Weighted average effective interest rate of redeemable convertible subordinated loans at the balance sheet date | 5.00 |
| | 5.00 |

27 DEFERRED TAXATION

| | Group 2003 RM'000 | Group 2002 RM'000 | Company 2003 RM'000 | Company 2002 RM'000 |
|--------------------------------------|-------------------------|-------------------------|---------------------------|---------------------------|
| At 1 February | 46,444 | 40,608 | - | - |
| Charged to income statement (Note 6) | 10,443 | 5,836 | - | - |
| At 31 January | 56,887 | 46,444 | - | - |

Deferred taxation is principally in respect of timing differences arising between the capital allowances and depreciation on property, plant and equipment.

28 FINANCE LEASE LIABILITIES

| | Group 2003 RM'000 | Group 2002 RM'000 | Company 2003 RM'000 | Company 2002 RM'000 |
|---|-------------------------|-------------------------|---------------------------|---------------------------|
| Minimum lease payment: | | | | |
| - not later than 1 year | 1,624 | - | - | - |
| - later than 1 year and not later than 2 years | 869 | - | - | - |
| - later than 2 years and not later than 5 years | 205 | - | - | - |
| | 2,698 | - | - | - |
| Less: Future finance charges on finance leases | (355) | - | - | - |
| Present value of finance lease liabilities | 2,343 | - | - | - |
| Present value of finance lease liabilities: | | | | |
| - not later than 1 year | 1,403 | - | - | - |
| - later than 1 year and not later than 2 years | 759 | - | - | - |
| - later than 2 years and not later than 5 years | 181 | - | - | - |
| | 2,343 | - | - | - |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

28 FINANCE LEASE LIABILITIES (CONTINUED)

| | Group | | Company | |
|--|-------------------------|---------------------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Representing finance lease liabilities: | | | | |
| - current liabilities (Note 21) | 1,403 | - | - | - |
| - non-current liabilities | 940 | - | - | - |
| | 2,343 | - | - | - |
| Weighted average effective interest rates of finance lease liabilities at the balance sheet date | | | | |
| | 2003 % | 2002 % | 2003 % | 2002 % |
| | 5.00 | 5.64 | - | - |
| Fair value of finance lease liabilities at the balance sheet date | | | | |
| | Group 2003 RM'000 | Company 2003 RM'000 | | |
| | 2,760 | - | | |

The finance lease liabilities are effectively secured as the right to the leased asset revert to the lessor in the event of default.

29 CONSTRUCTION CONTRACTS

| | Group | |
|---|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Aggregate costs incurred and recognised profits (less losses) to date | 150,855 | 105,015 |
| Progress billings | (134,020) | (101,780) |
| | 16,835 | 3,235 |
| Amount due from contract customers (Note 19) | 21,213 | 8,409 |
| Amount due to contract customers (Note 21) | (4,378) | (5,174) |
| | 16,835 | 3,235 |
| Advances received on contracts (Note 21) | 13,097 | 6,507 |
| Retentions on contracts | 4,643 | 4,109 |

The following expenses have been charged to current year's income statement via contract cost:

| | Group | |
|---|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Office rental | 82 | 574 |
| Depreciation of property, plant and equipment | 120 | 281 |
| Hire of plant and machinery | 11,374 | 134 |
| Staff costs | 8,958 | 3,882 |

30 SEGMENTAL INFORMATION

Segmental information is presented in respect of the Group's business and geographical segments. Inter-segment pricing is determined based on negotiated terms. Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

(a) Business segments:

NOTES TO THE FINANCIAL STATEMENTS
for the financial year ended 31 January 2003 (continued)

30 SEGMENTAL INFORMATION (CONTINUED)

| 2003 | <i>Infrastructure</i> <i>RM'000</i> | <i>Utilities</i> <i>RM'000</i> | <i>Engineering</i> <i>RM'000</i> | <i>Manufacturing</i> <i>RM'000</i> | <i>Investments</i> <i>RM'000</i> | <i>Others</i> <i>RM'000</i> | <i>Total</i> <i>RM'000</i> |
|--------------------------------|--|-----------------------------------|-------------------------------------|---------------------------------------|-------------------------------------|--------------------------------|-------------------------------|
| Other information | | | | | | | |
| Segment assets | 4,325,450 | 539,272 | 103,730 | 31,573 | 400,250 | 69,429 | 5,469,704 |
| Associates | - | 922,805 | 15,751 | 77,471 | (7,269) | - | 1,008,758 |
| Jointly controlled entities | - | - | 7,659 | - | - | - | 7,659 |
| Unallocated assets | | | | | | | |
| - Interest bearing instruments | | | | | | | 501,764 |
| - Tax recoverable | | | | | | | 11,742 |
| Total assets | | | | | | | 6,999,627 |
| Segment liabilities | 118,198 | 29,372 | 65,928 | 8,159 | 124,750 | 17,291 | 363,698 |
| Unallocated liabilities | | | | | | | |
| - Interest bearing instruments | | | | | | | 3,411,998 |
| - Tax liabilities | | | | | | | 21,741 |
| - Deferred tax liabilities | | | | | | | 56,887 |
| Total liabilities | | | | | | | 3,854,324 |
| Other disclosures | | | | | | | |
| Capital expenditure | 4,736 | 107,780 | 10,251 | 4,236 | 2,100 | 4,314 | 133,417 |
| Depreciation | (12,294) | (17,744) | (2,696) | (2,475) | (2,151) | (2,101) | (39,461) |
| Impairment loss | - | - | - | - | - | (290) | (290) |

30 SEGMENTAL INFORMATION (CONTINUED)

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

30 SEGMENTAL INFORMATION (CONTINUED)

| 2002 | <i>Mining</i> RM'000 | <i>Infrastructure</i> RM'000 | <i>Utilities</i> RM'000 | <i>Engineering</i> RM'000 | <i>Manufacturing</i> RM'000 | <i>Investments</i> RM'000 | <i>Others</i> RM'000 | <i>Total</i> RM'000 |
|--------------------------------|-------------------------|---------------------------------|----------------------------|------------------------------|--------------------------------|------------------------------|-------------------------|------------------------|
| Other information | | | | | | | | |
| Segment assets | 717 | 291,360 | 455,357 | 100,617 | 28,161 | 715,819 | 73,621 | 1,665,652 |
| Associates | - | - | 856,706 | 8,881 | 73,147 | (6,207) | - | 932,527 |
| Jointly controlled entities | - | - | - | 8,601 | - | - | - | 8,601 |
| Unallocated assets | | | | | | | | |
| - Interest bearing instruments | | | | | | | | 364,394 |
| - Tax recoverable | | | | | | | | 6,649 |
| Total assets | | | | | | | | <u>2,997,823</u> |
| Segment liabilities | - | 10,887 | 46,540 | 73,826 | 7,598 | 109,990 | 15,706 | 264,547 |
| Unallocated liabilities | | | | | | | | |
| - Interest bearing instruments | | | | | | | | 283,302 |
| - Tax liabilities | | | | | | | | 23,313 |
| - Deferred tax liabilities | | | | | | | | 46,444 |
| Total liabilities | | | | | | | | <u>617,606</u> |
| Other disclosures | | | | | | | | |
| Capital expenditure | 32,131 | 143 | 58,576 | 2,031 | 654 | 5,171 | 3,016 | 101,722 |
| Depreciation | (3,507) | (4,115) | (13,612) | (2,931) | (2,817) | (742) | (1,999) | (29,723) |

NOTES TO THE FINANCIAL STATEMENTS
for the financial year ended 31 January 2003 (continued)

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

30 SEGMENTAL INFORMATION (CONTINUED)

- (b) Geographical segments:

| | Revenue | | Gross assets | | Profit before taxation | |
|-------------|---------|---------|--------------|-----------|------------------------|-----------|
| | RM'000 | | RM'000 | | RM'000 | |
| | 2003 | 2002 | 2003 | 2002 | 2003 | 2002 |
| Malaysia | 729,883 | 696,014 | 6,999,012 | 2,997,146 | 222,177 | 349,810 |
| Australia | - | 7,472 | 564 | 486 | - | (121,012) |
| Netherlands | - | - | 51 | 191 | - | - |
| | 729,883 | 703,486 | 6,999,627 | 2,977,823 | 222,177 | 228,798 |

31 CONTINGENT LIABILITIES - UNSECURED

- (a) On 4 April 2002, Tri-Steel Engineering Services Sdn Bhd ("Tri-Steel") made a claim of approximately RM2,470,000 against one of MMC Engineering Group Berhad's subsidiary, MMC Engineering Services Sdn Bhd ("MMCES") for work performed on the Sultan Salahuddin Abdul Aziz Power Station Phase 3 project. Tri-Steel is claiming for inter-alia, the retention sum, variation claims and costs incurred by Tri-Steel when the project was undertaken. MMCES has filed its defence and counter claim of approximately RM2,747,000 on account of rectification works undertaken as a result of failure by Tri-Steel to complete the works.

The solicitors are of the opinion that there is a fair chance of success in the counter claim.

- (b) In 1999, a joint venture involving MMCES had instituted an arbitration proceeding against Pantai Bayu Indah Sdn Bhd ("Pantai Bayu") to claim an amount of RM24.3 million and HKD37.7 million for loss, expense and damages as a result of wrongful termination of contract. Pantai Bayu had filed a counter claim of RM56.7 million against the joint venture.

The solicitors are of the opinion that there is a fair chance of success.

- (c) On 16 November 2001, Pantai Bayu made an application for an order to establish whether Pantai Bayu has sustained any damage as a result of an ex-parte injunction amounting approximately RM2.5 million. The application was dismissed with costs on 26 June 2002 based on preliminary objection on the grounds that the mode of application was wrong. Pantai Bayu had made a fresh application (new Originating Summons) on 28 August 2002.

The solicitors are of the opinion that there is a fair chance of success of dismissing the application.

- (d) At 31 January 2003, the contingent liabilities in respect of guarantees issued are as follows:

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Bank guarantees issued to third parties for performance by: | | | | |
| - Jointly controlled entities | 10,397 | 33,397 | - | - |
| - Subsidiaries | 48,977 | 27,802 | - | - |
| | 59,374 | 61,199 | - | - |
| Parental guarantees relating to borrowings of: | | | | |
| - Jointly controlled entities | 36,263 | 36,263 | - | - |

Bank guarantees issued to third parties mainly comprise of customers and utilities suppliers. These are mainly in respect of performance bonds and payment guarantee for utilities facilities.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

31 CONTINGENT LIABILITIES - UNSECURED (CONTINUED)

- (e) In addition, the Group and Company have contingent liabilities which are not readily ascertainable in respect of filling and levelling conditions on the Group's and Company's mining leases and relating to the deviation of the Kinta River. There were similar contingent liabilities at 31 January 2002 for the Group and Company.
- (f) The Australian tax authority has indicated that a subsidiary, Golden Solitaire (Australia) B.V., may be subject to a capital gains tax liability of RM230 million in respect of disposal of shares in 1998. The issue arises as a result of a change in foreign tax legislation at the time of the disposal.

No provision has been made in the financial statements as the Group has received further legal advice to confirm that any gain should be protected from taxation by the operation of a tax treaty and that the disposal should not be subjected to capital gains tax.

- (g) A demand was received by the Company and a subsidiary, Projek Lebuhraya Timur Sdn Bhd, from a consultant in respect of alleged work undertaken. The Directors consider that at this juncture it is not practical to estimate the financial effect of the claim, if any.
- (h) There are claims and counter claims arising in the normal course of business of a subsidiary, Gas Malaysia Sdn Bhd, in respect of pipeline construction which, in some cases, involve litigation or arbitration. Having taken legal advice where appropriate, the Directors of Gas Malaysia Sdn Bhd are of the opinion that the claims are unlikely to succeed in full and have made an accrual of approximately RM2.2 million for the amounts considered payable.

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MALAYSIA MINING CORPORATION BERHAD

32 COMMITMENTS

Capital expenditure not provided for in the financial statements are as follows:

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (a) Capital commitments: | | | | |
| Property, plant and equipment | | | | |
| Authorised but not contracted for | 316,841 | 24,945 | 525 | 2,700 |
| Contracted but not provided for in the financial statements | 62,553 | 2,329 | - | - |
| | 379,394 | 27,274 | 525 | 2,700 |
| Investments: | | | | |
| Contracted but not provided for in the financial statements | 515,286 | 1,606,000 | - | 1,606,000 |
| | 515,286 | 1,606,000 | - | 1,606,000 |
| Total | 894,680 | 1,633,274 | 525 | 1,608,700 |
| (b) Non-cancelable operating lease commitments | | | | |
| (i) For port equipment | | | | |
| Not later than 1 year | 4,191 | - | - | - |
| Later than 1 year and not later than 5 years | 760 | - | - | - |
| | 4,951 | - | - | - |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

32 COMMITMENTS (CONTINUED)

(b) Non-cancelable operating lease commitments (continued)

| | Group | | Company | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (ii) For computer hardware | | | | |
| Not later than 1 year | 1,001 | - | - | - |
| Later than 1 year and not later than 5 years | 1,836 | - | - | - |
| | 2,837 | - | - | - |
| (iii) For the port area | | | | |
| Not later than 1 year | 2,000 | - | - | - |
| Later than 1 year and not later than 5 years | 107,373 | - | - | - |
| Later than 5 years | 580,578 | - | - | - |
| | 689,951 | - | - | - |
| (iv) For rental of office building and equipment | | | | |
| Not later than 1 year | 1,757 | 993 | - | - |
| Later than 1 year and not later than 5 years | 1,601 | 2,842 | - | - |
| | 3,358 | 3,835 | - | - |
| Total | 701,097 | 3,835 | - | - |

33 SIGNIFICANT RELATED PARTY DISCLOSURES

Identity of related parties

The Group has a controlling related party relationship with its substantial shareholders, subsidiaries, associates, joint ventures and with its Directors and key management personnel and close members of their families.

Related party transactions

Significant related party transactions other than those disclosed elsewhere in the financial statements are as follows:

| | Group | | Company | |
|------------------------------------|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Transactions: | | | | |
| Substantial shareholder | | | | |
| Permodalan Nasional Berhad | | | | |
| Rental payable | 1,897 | 2,584 | - | 1,318 |
| Associates: | | | | |
| Berjuntai Tin Dredging Berhad | | | | |
| Interest received | (1,594) | (1,460) | (1,460) | (1,400) |
| MMC-GTM Bina Sama Sendirian Berhad | | | | |
| Management fees receivable | (1,156) | (1,277) | - | - |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

33 SIGNIFICANT RELATED PARTY DISCLOSURES (CONTINUED)

| | <i>Group</i> | | <i>Company</i> | |
|--|------------------------------|------------------------------|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Jointly controlled entities: | | | | |
| MMC-IPCO-Murphy Joint Venture | | | | |
| Progress billings | - | (1,064) | - | - |
| MMCE-Franky Consortium Joint Venture | | | | |
| Progress billings | - | (470) | - | - |
| Balances in respect of non-trade transactions: | | | | |
| Associates: | | | | |
| Berjuntai Tin Dredging Berhad | | | | |
| Advances owing from | 21,047 | 19,676 | 21,047 | 19,676 |

These transactions have been entered into in the normal course of business and have been established under negotiated terms.

34 PRIOR YEAR ADJUSTMENTS

During the financial year, the Group changed the following:

(a) Accounting of Gas Malaysia Sdn Bhd as a subsidiary

In previous financial years, Gas Malaysia Sdn Bhd ("Gas Malaysia") has been treated as an associate on the basis of the Group's 41.8% effective interest. Review of the Memorandum of Articles of Association of Gas Malaysia confirms that the Group has control to govern its financial and operating policies and to account it as a subsidiary. Given that the control existed in prior years, the effect of the change of accounting Gas Malaysia from that of an associate to that of a subsidiary has been accounted for retrospectively and shown in Note 35(a).

(b) Adoption of MASB 19, Events After the Balance Sheet Date for the treatment of proposed dividends.

In previous financial years, dividends were accrued as a liability when proposed by the Directors. The Group and the Company have now changed this accounting policy to recognise dividends in shareholders' equity in the period the obligation to pay is established in accordance with MASB 19. Therefore, final dividends are now accrued as a liability only after approval by shareholders at the Annual General Meeting.

(c) Recomputation of minority interests

During the financial year, the Group reclassified RM10 million from minority interests to Groups' reserves after carrying out a recomputation of its minority interests.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

34 PRIOR YEAR ADJUSTMENT (CONTINUED)

These changes have been accounted for retrospectively.

The effects of the changes in the Group and Company's financial statements in Note 34 (a), (b), (c) are as follows:

| | <i>As previously reported RM'000</i> | <i>Effect of change in accounting policy on proposed dividends RM'000</i> | <i>Over statement of minority interests RM'000</i> | <i>As restated RM'000</i> |
|----------------------|--|---|--|-------------------------------|
| | | (b) | (c) | |
| Group: | | | | |
| At 1 February 2001: | | | | |
| - retained earnings | 178,104 | 60,168 | - | 238,272 |
| At 1 February 2002: | | | | |
| - retained earnings | 217,556 | 12,040 | 10,000 | 239,596 |
| At 31 January 2002: | | | | |
| - proposed dividends | 12,040 | (12,040) | - | - |
| - minority interests | 172,013 | - | (10,000) | 162,013 |
| Company: | | | | |
| At 1 February 2001: | | | | |
| - retained earnings | 157,567 | 50,168 | - | 207,735 |
| At 1 February 2002: | | | | |
| - retained earnings | 161,801 | 12,040 | - | 173,841 |
| At 31 January 2002: | | | | |
| - proposed dividends | 12,040 | (12,040) | - | - |

35 COMPARATIVES

The presentation and classification of certain items in the financial statements have been reclassified to ensure comparability with the current financial year.

| Note | <i>2002 As previously reported RM'000</i> | <i>Effect of change in treatment of Gas Malaysia RM'000</i> | <i>Reclassification RM'000</i> | <i>2002 As restated RM'000</i> |
|----------------------------------|---|---|------------------------------------|--|
| | | | | |
| Balance sheet: | | | | |
| Property, plant and equipment | (a) 419,259 | 331,698 | - | 750,957 |
| Investments in associates | (a) 1,052,808 | (120,281) | - | 932,527 |
| Other assets | (a) 1,161 | 48,428 | - | 49,589 |
| Goodwill | (a) - | 6,092 | - | 6,092 |
| Trade and other receivables | (a) 470,527 | 75,788 | - | 546,315 |
| Deposits, cash and bank balances | (a) 341,197 | 23,197 | - | 364,394 |
| Trade and other payables | (a) (215,560) | (46,540) | - | (262,100) |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

35 COMPARATIVES

| Note | 2002 As previously reported RM'000 | <i>Effect of change in accounting treatment of Gas Malaysia</i> RM'000 | <i>Reclassification</i> RM'000 | 2002 |
|---|---|---|-----------------------------------|-----------------------|
| | | | | As restated RM'000 |
| Borrowings | (a) (163,568) | (119,734) | - | (283,302) |
| Minority interests | (a) (172,013) | (154,746) | - | (326,759) |
| Deferred taxation | (a) (2,542) | (43,902) | - | (46,444) |
| Investment in jointly controlled entities | (b) - | - | 8,601 | 8,601 |
| Intercompany receivables | (c) 27,322 | - | (7,229) | 20,093 |
| Inventories | (d) 17,639 | - | (2,006) | 15,633 |
| Amount due from contract customers | (d) 3,956 | - | 4,453 | 8,409 |
| Amount due from associated companies | (c) - | - | 7,229 | 7,229 |
| Amount due to contract customers | (d) 2,727 | - | 2,447 | 5,174 |
| Retained earnings | (e) 239,596 | - | 25,199 | 264,795 |
| Foreign exchange reserve | (e) - | - | (53,308) | (53,308) |
| Non distributable capital reserves | (e) 205,750 | - | 105,351 | 311,101 |
| Distributable capital reserves | (e) 997,230 | - | (77,242) | 919,988 |

- (a) Effect of changes of Gas Malaysia Sdn Bhd as a subsidiary company as disclosed in Note 34(a).
- (b) Amount due from jointly controlled entities has been reclassified from trade receivables to reflect the share of net assets in these entities.
- (c) Amount due from associates has been reclassified from non current assets to current assets as the amount are trade in nature and repayable within the next twelve months.
- (d) Being reclassification of inventories to amount due (to)/from contract customers.
- (e) Being reclassification of foreign currency translation differences from retained earnings, non distributable capital reserves and distributable capital reserves to foreign exchange reserves.

36 COMPANIES IN THE GROUP

The principal activities of the companies in the Group, their places of incorporation and the interest of the Group are shown below:

Subsidiaries

| <i>Name of company</i> | <i>Country of incorporation</i> | <i>Issue and paid-up capital at 31.1.2003</i> | <i>Group's effective interest</i> | | <i>Principal activities during the financial year</i> |
|---|---------------------------------|---|-----------------------------------|---------------|---|
| | | | <i>2003 %</i> | <i>2002 %</i> | |
| Anglo-Oriental (Annuities) Sendirian Berhad | Malaysia | 572,642,318 shares of RM1 each | 100.0 | 100.0 | Investment holding |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

36 COMPANIES IN THE GROUP (CONTINUED)

Subsidiaries (continued)

| <i>Name of company</i> | <i>Country of incorporation</i> | <i>Issue and paid-up capital at 31.1.2003</i> | <i>Group's effective interest</i> | | <i>Principal activities during the financial year</i> |
|--|---------------------------------|--|-----------------------------------|---------------|---|
| | | | <i>2003 %</i> | <i>2002 %</i> | |
| Anglo-Oriental (Malaya) Sendirian Berhad | Malaysia | 2,142,857 shares of RM1 each | 100.0 | 100.0 | Property and investment holding |
| Anglo-Oriental (Malaya) Trustees Sendirian Berhad | Malaysia | 857 shares of RM1 each | 100.0 | 100.0 | Trust management |
| * Anglo-Oriental (Nominees) Australia Pty Limited | Australia | 70,400,001 shares and 43,480,000 cumulative redeemable preference shares with no par value | 100.0 | 100.0 | Investment holding |
| * Gas Malaysia ** Sendirian Berhad (a 76% owned subsidiary holds 55% of this company) | Malaysia | 42,800 shares of RM1,000 each | 41.8 | 41.8 | Construction and operation of natural gas distribution system |
| * Gas Malaysia (LPG) ** Sendirian Berhad (a 76% owned subsidiary holds 55% of this company) | Malaysia | 10,000,000 shares of RM1 each | 41.8 | 41.8 | Supply of liquefied petroleum gas via reticulation system |
| * Golden Solitaire ** (Australia) B.V. | Netherlands | 17,997 shares of NLG 1,000 each | 68.2 | 68.2 | Investment holding |
| Kilang Papan Bukit Indah Sendirian Berhad | Malaysia | 200,003 shares of RM1 each | 100.0 | 100.0 | Rental of sawmill |
| Konsortium Lebuh Raya Butterworth - Kulim (KLBK) Sendirian Berhad | Malaysia | 5,000,000 shares of RM1 each | 100.0 | 100.0 | Construction and operation of privatised highway |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

36 COMPANIES IN THE GROUP (CONTINUED)

Subsidiaries (continued)

| <i>Name of company</i> | <i>Country of incorporation</i> | <i>Issue and paid-up capital at 31.1.2003</i> | <i>Group's effective interest</i> | | <i>Principal activities during the financial year</i> |
|--|---------------------------------|---|-----------------------------------|---------------|---|
| | | | <i>2003 %</i> | <i>2002 %</i> | |
| ++ Kramat Tin Dredging Berhad | Malaysia | 3,960,000 shares of RM1 each | 52.9 | 52.9 | Tin mining operations (under restructuring) |
| Labohan Dagang Galian Sendirian Berhad | Malaysia | 2 shares of RM1 each | 100.0 | 100.0 | Investment holding |
| * Malaysia Mining Corporation Australia Pty Limited | Australia | 1,345,002 shares with no par value | 100.0 | 100.0 | Australian representation office of MMC |
| MMC Defence Sendirian Berhad (a 75% owned subsidiary holds 100% of this company) | Malaysia | 1,000,000 shares of RM1 each | 75.0 | 75.0 | Specialised defence engineering works |
| MMC Engineering and Construction Sendirian Berhad (a 75% owned subsidiary holds 100% of this company) | Malaysia | 2,000,000 shares of RM1 each | 75.0 | 75.0 | Civil engineering construction works |
| ++ MMC Engineering Group Berhad | Malaysia | 31,630,893 shares of RM1 each | 75.0 | 75.0 | Investment holding in engineering, construction and manufacturing |
| MMC Engineering Services Sendirian Berhad (a 75% owned subsidiary holds 100% of this company) | Malaysia | 35,000,000 shares of RM1 each | 75.0 | 75.0 | Specialised engineering construction works |
| MMC Oil & Gas Engineering Sendirian Berhad (a 75% owned subsidiary holds 100% of this company) | Malaysia | 500,002 shares of RM1 each | 75.0 | 75.0 | Specialised engineering design services |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

36 COMPANIES IN THE GROUP (CONTINUED)

Subsidiaries (continued)

| <i>Name of company</i> | <i>Country of incorporation</i> | <i>Issue and paid-up capital at 31.1.2003</i> | <i>Group's effective interest</i> | | <i>Principal activities during the financial year</i> |
|---|---------------------------------|---|-----------------------------------|---------------|--|
| | | | <i>2003 %</i> | <i>2002 %</i> | |
| MMC Power Sendirian Berhad | Malaysia | 100,000 shares of RM1 each | 75.0 | 75.0 | Erection of power transmission lines and installation of electrical and gas system |
| MMC Shapadu (Holdings) Sendirian Berhad | Malaysia | 25,255,000 shares of RM1 each | 76.0 | 76.0 | Investment holding |
| MMC Transport Engineering Sendirian Berhad (a 75% owned subsidiary holds 100% of this company) | Malaysia | 2 shares of RM1 each | 75.0 | 75.0 | Specialised engineering works |
| MMC Metal Industries Sendirian Berhad (a 75% owned subsidiary holds 75.8% of this company) | Malaysia | 9,720,000 shares of RM1 each | 56.9 | 56.9 | Manufacture and sale of steel castings |
| MMI Precision Sendirian Berhad (a 75% owned subsidiary holds 75.8% of this company) | Malaysia | 500,000 shares of RM1 each | 56.9 | 56.9 | Manufacture and sale of precision castings |
| MMCAK Sendirian Berhad | Malaysia | 2 shares of RM1 each | 41.3 | 41.3 | Civil construction works |
| * Pelantar Teknik (M) Sdn Bhd (a 76% owned subsidiary holds 55% of this company) | Malaysia | 5,000 shares of RM1 each | 41.8 | 41.8 | Property holding |
| Pernas Charter Management Sendirian Berhad | Malaysia | 1,000,000 shares of RM1 each | 100.0 | 100.0 | Mine management |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

36 COMPANIES IN THE GROUP (CONTINUED)

Subsidiaries (continued)

| <i>Name of company</i> | <i>Country of incorporation</i> | <i>Issue and paid-up capital at 31.1.2003</i> | <i>Group's effective interest</i> | | <i>Principal activities during the financial year</i> |
|---|---------------------------------|---|-----------------------------------|---------------|--|
| | | | <i>2003 %</i> | <i>2002 %</i> | |
| Pesiarian Properties Sendirian Berhad | Malaysia | 2 shares of RM1 each | 100.0 | 100.0 | Property investment |
| +++ Pelabuhan Tanjung Pelepas Sdn Bhd | Malaysia | 50,000,000 shares of RM1 each | 50.1 | - | Port operations |
| +++ Pelepas-Brigantine Container Services Sdn Bhd (a 50.1% owned subsidiary holds 70% of this company) | Malaysia | 50,000 shares of RM1 each | 35.1 | - | Repair, prepare and trade of containers, containerisation system and other related works |
| Seginiaga Rubber Industries Sendirian Berhad | Malaysia | 12,550,002 shares of RM1 each | 66.1 | 66.1 | Manufacture of weather strips |
| Tepat Teknik Sendirian Berhad (a 75% owned subsidiary holds 70% of this company) | Malaysia | 6,645,000 shares of RM1 each | 52.5 | 52.5 | Construction and fabrication |
| Tepat Teknik (Kejuruteraan) Sendirian Berhad (a 75% owned subsidiary holds 70% of this company) | Malaysia | 100,000 shares of RM1 each | 52.5 | 52.5 | Construction and fabrication |
| Timah Dermawan Sendirian Berhad | Malaysia | 10,000,000 shares of RM1 each | 55.7 | 55.7 | Tin mining operations |
| Timah Securities Berhad | Malaysia | 470,000 shares of RM1 each | 100.0 | 100.0 | Property investment |
| Tronoh Holdings (Selangor) Sendirian Berhad | Malaysia | 451,000 shares of RM1 each | 100.0 | 100.0 | Property investment |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

36 COMPANIES IN THE GROUP (CONTINUED)

Subsidiaries (continued)

| <i>Name of company</i> | <i>Country of incorporation</i> | <i>Issue and paid-up capital at 31.1.2003</i> | <i>Group's effective interest</i> | | <i>Principal activities during the financial year</i> |
|---------------------------------|---------------------------------|---|-----------------------------------|---------------|--|
| | | | <i>2003 %</i> | <i>2002 %</i> | |
| ++ Tronoh Mines Malaysia Berhad | Malaysia | 61,894,710 shares of RM1 each | 52.3 | 52.3 | Investment holding and tin mining operations (reduced scale) |

- i) The financial statements of all the above subsidiaries used for inclusion in the consolidated financial statements are those for the financial year ended 31 January 2003.
- ii) The keys to the symbols used against the subsidiaries are as follows:

- * Not audited by PricewaterhouseCoopers, Malaysia
- @@ Consolidated based on management financial statement
- ++ Quoted companies
- +++ The financial year end of these companies are 31 December 2002 and therefore the results of these companies have been consolidated up to 31 December 2002
- ** Companies under Gas Malaysia Sdn Bhd group that were previously treated as associates. These companies are now accounted for as subsidiaries as described in Note 34

Associates

| <i>Name of company (Particulars of issued share capital - fully paid shares of RM1 each, unless stated otherwise)</i> | <i>Country of incorporation</i> | <i>Group's effective interest</i> | | <i>Accounting date for inclusion of company results</i> | <i>Principal activities during the financial year</i> |
|---|---------------------------------|-----------------------------------|---------------|---|---|
| | | <i>2003 %</i> | <i>2002 %</i> | | |
| ++ Berjuntai Tin Dredging Berhad (30.5 million shares) | Malaysia | 28.6 | 28.6 | ** Half-year to 30.4.2002 + Half-year to 31.10.2002 | Tin dredging operations (under restructuring) |
| ++ Malakoff Berhad (861 million shares) | Malaysia | 22.9 | 22.9 | # 9 months to 31.8.2002 ## 3 months to 30.11.2002 | Power generation |
| ++ Malaysia Smelting Corporation Berhad (75 million shares) | Malaysia | 38.2 | 38.2 | = Year to 31.12.2002 | Tin smelting |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

36 COMPANIES IN THE GROUP (CONTINUED)

Associates (continued)

| <i>Name of company (Particulars of issued share capital - fully paid shares of RM1 each, unless stated otherwise)</i> | <i>Country of incorporation</i> | <i>Group's effective interest</i> | | <i>Accounting date for inclusion of company results</i> | <i>Principal activities during the financial year</i> |
|---|-------------------------------------|---------------------------------------|-------------|---|---|
| | | <i>2003</i> | <i>2002</i> | | |
| | | % | % | | |
| MMC-GTM Bina Sama Sendirian Berhad (5 million shares) | Malaysia | 37.5 | 37.5 | = Year to 31.12.2002 | Highway construction |
| MMC Metrail Sdn Bhd (a 75% owned subsidiary holds 20% of this company) | Malaysia | 15.0 | - | *** | Design and build public light rail system |
| M.O.S.T. Power JV Sendirian Berhad (0.25 million shares) | Malaysia | 22.5 | 22.5 | + Period to 31.12.2002 | Erection of power transmission lines |

The keys to the symbols used against the associates are as follows:

- = Audited financial statements
- ** Audited financial statements for the financial year less the previous half-yearly unaudited interim financial statements
- + Unaudited financial statements
- ## First quarter interim announcement
- # Audited financial statements for the financial year less the first quarter interim announcement
- ++ Quoted companies
- *** Not consolidated as the company's share are still held by the promoters on behalf of the Company

Principal investments (shown as part of Other Investments)

| <i>Name of company (Particulars of issued share capital - fully paid shares of RM1 each, unless stated otherwise)</i> | <i>Country of incorporation</i> | <i>Group's effective interest</i> | | <i>Principal activities during the financial year</i> |
|---|-------------------------------------|---------------------------------------|-------------|---|
| | | <i>2003</i> | <i>2002</i> | |
| | | % | % | |
| ++ Sime Darby Berhad | Malaysia | 5.3 | 5.3 | Plantations, trading, manufacturing and property development |
| City View Energy Corporation Limited | Australia | 12.3 | 12.3 | Investment holding with interests in the oil and gas industry |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

36 COMPANIES IN THE GROUP (CONTINUED)

Principal investments (shown as part of Other Investments) (continued)

| <i>Name of company (Particulars of issued share capital - fully paid shares of RM1 each, unless stated otherwise)</i> | <i>Country of incorporation</i> | <i>Group's effective interest</i> | | <i>Principal activities during the financial year</i> |
|---|-------------------------------------|---------------------------------------|-------------------|---|
| | | <i>2003 %</i> | <i>2002 %</i> | |
| Barrick Gold Corporation | USA | - | 0.1 | Gold mining and related activities |
| + Suasa Unik (M) Sendirian Berhad | Malaysia | 26.2 | 26.2 | Manufacture of ductile iron pipes (under receivership by Danaharta) |
| + Hillgrove Gold NL (a 52.3% owned subsidiary holds 61.9% of this company) | Australia | 32.4 | 32.4 | Gold and antimony mining (in receivership) |

The keys to the symbols used against the principal investments are as follows:

- + Not consolidated as the Group no longer has control due to these companies are under receivership
- ++ Quoted companies

Inactive subsidiaries

| <i>Name of company</i> | <i>Country of incorporation</i> | <i>Group's effective interest</i> | |
|---|---------------------------------|-----------------------------------|-------------------|
| | | <i>2003 %</i> | <i>2002 %</i> |
| Alam Dergahayu (Johor) Sendirian Berhad | Malaysia | 75.0 | 75.0 |
| Amalan Rantau (M) Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| Anglo-Oriental Nominees Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| Associated Mines (Malaya) Sendirian Berhad | Malaysia | 75.7 | 75.7 |
| Bidor Malaya Tin Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| * Bracken Services Limited | England | - | 100.0 |
| Dana Vision Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| D.V. Research Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| Eastern Waste Management Sendirian Berhad | Malaysia | 75.0 | 75.0 |
| Enzymas Naturales Sendirian Berhad | Malaysia | 52.3 | 52.3 |
| London Tin (Malaysia) Berhad | Malaysia | 100.0 | 100.0 |
| MMC Aviation Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| * MMC Belgium NV | Belgium | 100.0 | 100.0 |
| * MMC EG Co. Ltd | Mongolia | 90.0 | 90.0 |
| * MMC Exploration & Production (Thailand) Ltd | Thailand | 100.0 | 100.0 |
| * MMC Exploration & Production (BV) | Netherlands | 100.0 | 100.0 |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

36 COMPANIES IN THE GROUP (CONTINUED)

Inactive subsidiaries (continued)

| <i>Name of company</i> | <i>Country of incorporation</i> | <i>Group's effective interest</i> | |
|--|---------------------------------|-----------------------------------|------------------|
| | | <i>2003</i> % | <i>2002</i> % |
| * MMC Exploration & Production (Philippines) | Philippines | 100.0 | 100.0 |
| MMC Frigstad Offshore Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| * MMC Japan Limited (under liquidation) | Japan | 100.0 | 100.0 |
| MMC Marketing Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| MMC Ports Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| * MMC (US) Inc | USA | 100.0 | 100.0 |
| MMC Utilities Berhad | Malaysia | 100.0 | 100.0 |
| MMI Foundry Sendirian Berhad | Malaysia | 56.9 | 56.9 |
| More Furniture Ideas (M) Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| Projek Lebuhraya Timur Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| * Singapore Steel Pte. Ltd. | Singapore | 56.9 | 56.9 |
| * Southern Kinta Consolidated Limited | England | 100.0 | 100.0 |
| Southern Kinta Consolidated (M) Berhad | Malaysia | 100.0 | 100.0 |
| Southern Malayan Tin Dredging (M) Berhad | Malaysia | 100.0 | 100.0 |
| Sumbangan Rantau (M) Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| Tepat Teknik (Sarawak) Sendirian Berhad | Malaysia | 52.5 | 52.5 |
| Wangsa Struktur Sendirian Berhad | Malaysia | 65.0 | 65.0 |

The key to the symbol used against the inactive subsidiaries is as follows:

- * Not audited by PricewaterhouseCoopers, Malaysia

Inactive associates

| <i>Name of company</i> | <i>Country of incorporation</i> | <i>Group's effective interest</i> | |
|---|---------------------------------|-----------------------------------|------------------|
| | | <i>2003</i> % | <i>2002</i> % |
| Ajil Minerals Sendirian Berhad | Malaysia | 49.0 | 49.0 |
| Kuala Langat Mining Sendirian Berhad | Malaysia | 32.6 | 32.6 |
| Mining and General Management Company Limited | Thailand | 35.0 | 35.0 |
| MMC-LDAH Concrete Sendirian Berhad | Malaysia | 33.7 | 33.7 |
| PKB-MMC Sendirian Berhad | Malaysia | 49.0 | 49.0 |
| Taldy Bulak Mining Corporation | Kyrgyz Republic | 40.0 | 40.0 |

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 January 2003 (continued)

37 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

- (i) Tronoh Mines Malaysia Berhad ("TMMB"), a 52.3% subsidiary had on 16 September 2002, submitted an application to the Securities Commission in relation to the proposed acquisitions of 19.58% equity interest and 19.90% of the existing unexercised warrants in IJM Corporation Berhad (a construction based company) and 100% equity interest in Zelan Holdings (M) Sdn Bhd (a construction based group specialising in the construction of power plants). These proposal are subject to the approval of the company's shareholders and relevant authorities.
- (ii) On 10 December 2002, the Company completed its acquisition of 50.1% equity interest in Pelabuhan Tanjung Pelepas Sdn Bhd ("PTP").
- (iii) On 17 January 2003, the Company issued a Notice of Voluntary offer through Aseambankers Malaysia Berhad to acquire all the remaining 7,910,268 ordinary shares of RM1.00 each in MMC Engineering Group Berhad ("MMCEG"), representing approximately 25.01% of the issued and paid up share capital of MMCEG which are not already held by the Company. The Voluntary Offer will be satisfied by cash payment of RM4.30 for every one (1) existing share of RM1.00 each in MMCEG or the issuance of two (2) ordinary shares of RM0.10 each in the Company for every one (1) existing ordinary share of RM1.00 each in MMCEG. It is the intention of the Company to delist MMCEG from the official list of the Kuala Lumpur Stock Exchange pursuant to the completion of the Voluntary Offer.
- (iv) In 2001, Kramat Tin Dredging Berhad ("KTDB") a 52.9% owned subsidiary, made an Initial Announcement in accordance with the requirement of Practice Note 10/2001 issued pursuant to paragraph 8.16 of the Kuala Lumpur Stock Exchange ("KLSE") Listing Requirements (Revamped Listing Requirements) that KTDB is an affected listed issuer. KTDB has been granted an extension up to 3 April 2003 to make a Requisite Announcement with a detailed proposal, the implementation of which will enable KTDB to ensure a level of operations that is adequate to warrant continued trading and/or listing.

In this regard, KTDB's Board of Directors is continuously attempting to identify suitable business opportunities that would contribute to the future growth of KTDB and fulfil KLSE's listing requirements, including the requirement to increase the issued and paid-up capital of the company to RM60 million.

38 SIGNIFICANT POST BALANCE SHEET EVENT

The Securities Commission had on 10 March 2003 approved the proposal by TMMB following the approval from Foreign Investment Committee on 22 November 2002 as detailed in Note 37(i). Approval from the Kuala Lumpur Stock Exchange and shareholders have yet to be obtained for the completion of the proposed acquisition exercise.

39 FINANCIAL INSTRUMENTS

Credit risk

The Group and the Company have no significant concentrations of credit risk except that the majority of the deposits are placed with major financial institutions in Malaysia.

Fair value

The carrying amounts of financial assets and liabilities of the Group and Company at the balance sheet date approximate their fair values except as disclosed in Notes 22 and 28.

PENYATA KEWANGAN

| | |
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| 152 | Laporan Pengarah |
| 157 | Penyata Oleh Para Pengarah |
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| 158 | Laporan Juruaudit |
| 159 | Penyata Pendapatan |
| 161 | Kunci Kira-Kira |
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LAPORAN PENGARAH bagi tahun kewangan berakhir 31 Januari 2003

Para Pengarah dengan sukacitanya membentangkan laporan tahunan mereka dan penyata kewangan Kumpulan dan Syarikat yang telah diaudit bagi tahun kewangan berakhir 31 Januari 2003.

AKTIVITI UTAMA

Aktiviti utama Syarikat adalah pegangan pelaburan dan menjalankan aktiviti perlombongan dan mencarigali galian. Aktiviti utama Kumpulan dinyatakan dalam Nota 36 kepada penyata kewangan.

Tiada perubahan ketara dalam bentuk aktiviti tersebut pada tahun kewangan ini kecuali Syarikat telah memperoleh 50.1% ekuiti di dalam Pelabuhan Tanjung Pelepas Sdn Bhd ("PTP") yang mana aktiviti utamanya ialah operasi pelabuhan.

KEPUTUSAN KEWANGAN

| | <i>Kumpulan</i> <i>RM'000</i> | <i>Syarikat</i> <i>RM'000</i> |
|--|----------------------------------|----------------------------------|
| Keuntungan sebelum cukai Kepentingan minoriti | 153,921 (43,057) | 53,471 - |
| Keuntungan bersih bagi tahun kewangan | 110,864 | 53,471 |

DIVIDEN

Dividen yang dibayar atau diisyihar oleh Syarikat sejak 31 Januari 2002 adalah seperti berikut:

| | <i>RM'000</i> |
|---|---------------|
| Berhubung tahun kewangan berakhir 31 Januari 2002, seperti yang dinyatakan dalam laporan Pengarah bagi tahun kewangan tersebut, dividen akhir kasar sebanyak 2.0 sen sesaham bagi 836,139,210 saham biasa, ditolak 28% cukai, telah dibayar pada 12 Ogos 2002 | 12,040 |
| Berhubung tahun kewangan berakhir 31 Januari 2003, dividen interim kasar sebanyak 1.0 sen sesaham bagi 836,139,210 saham biasa, ditolak 28% cukai pendapatan, telah dibayar pada 27 Disember 2002 | 6,020 |

Para Pengarah kini mengesyorkan pembayaran dividen akhir kasar sebanyak 3.0 sen sesaham, ditolak 28% cukai pendapatan dan 1.0 sen sesaham dikecualikan cukai bagi 1,121,409,210 saham biasa, berjumlah RM35.436 juta yang jika diluluskan oleh para ahli di Mesyuarat Agung Tahunan Syarikat, akan dibayar pada 22 Ogos 2003 kepada pemegang saham yang berdaftar dalam Daftar Ahli-Ahli Syarikat pada penutup perniagaan pada 25 Julai 2003.

RIZAB DAN PERUNTUKAN

Semua pindahan penting kepada atau daripada rizab dan peruntukan pada tahun kewangan ini dinyatakan dalam penyata kewangan.

MODAL SAHAM

Pada 31 Oktober 2002, Syarikat menambah modal saham dibenar Syarikat kepada 2,000,000,000 saham biasa berharga RM0.10 sesaham.

Pada 20 Disember 2002, sebanyak 285,270,000 saham biasa baru berharga RM0.10 sesaham diterbitkan pada harga RM3.00 sesaham untuk membayai sebahagian daripada pemerolehan 50.1% kepentingan ekuiti dalam PTP.

Saham biasa baru yang diterbitkan pada tahun ini bertaraf pari passu dalam semua hal dengan saham biasa Syarikat yang sedia ada, kecuali saham ini tidak layak menerima dividen interim yang diisyiharkan pada tahun kewangan berakhir 31 Januari 2003.

LAPORAN PENGARAH bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

PEMBERIAN OPSYEN BAGI SAHAM YANG BELUM DITERBITKAN

Tiada opsyen telah diberi kepada sesiapa untuk mengambil saham Syarikat yang belum diterbitkan pada tahun ini.

PARA PENGARAH

Para Pengarah yang berkhidmat sejak tarikh laporan yang lepas adalah seperti berikut:

| | |
|---|-----------------------------------|
| Dato' Syed Abdul Jabbar Syed Hassan, Pengurus | |
| Dato' Ismail Shahudin | (dilantik pada 01.08.2002) |
| Tan Sri Dato' Thong Yaw Hong | |
| Tan Sri Dato' Dr. Abdul Khalid bin Sahan | |
| Dato' Hilmi bin Mohd. Noor | |
| Dato' Abdullah bin Mohd. Yusof | |
| Tan Sri Dato' Ir (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob | |
| Datuk Ir. (Dr.) Haji Ahmad Zaidee Ladin | (dilantik pada 01.08.2002) |
| Halim Haji Din | (dilantik pada 10.09.2002) |
| Mohd. Sidik Shaik Osman | (dilantik pada 23.01.2003) |
| Datuk Alladin Hashim | (meletak jawatan pada 01.01.2003) |
| (Dr.) Abdul Samad Haji Alias | (meletak jawatan pada 18.07.2002) |

Menurut Artikel 80 Tataurusan Pertubuhan Syarikat, Halim Haji Din, Dato' Ismail Shahudin, Datuk Ir. (Dr.) Haji Ahmad Zaidee Ladin dan Mohd. Sidik Shaik Osman, yang telah dilantik sejak Mesyuarat Agung Tahunan (AGM) yang lepas, bersara di Mesyuarat Agung Tahunan dan, oleh kerana layak, menawarkan diri mereka untuk pelantikan semula.

Menurut Artikel 77 Tataurusan Pertubuhan Syarikat, Dato' Syed Abdul Jabbar Syed Hassan dan Tan Sri Dato' Ir (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob bersara mengikut giliran dan oleh kerana layak, menawarkan diri mereka untuk pelantikan semula.

Tan Sri Dato' Thong Yaw Hong, yang telah mencapai usia tujuh puluh tahun, bersara menurut Seksyen 129 Akta Syarikat 1965 dan menawarkan diri beliau untuk pelantikan semula mengikut Seksyen 129(6) Akta tersebut, untuk memegang jawatan sehingga berakhir Mesyuarat Agung Tahunan Syarikat yang akan datang.

MANFAAT PENGARAH

Sepanjang tahun kewangan ini, tidak wujud sebarang perjanjian yang melibatkan Syarikat dengan tujuan untuk membolehkan Pengarah Syarikat memperoleh manfaat melalui pemerolehan saham atau debentur Syarikat, atau mana-mana badan korporat yang lain.

Sejak akhir tahun kewangan ini, tiada Pengarah Syarikat telah menerima atau layak menerima sebarang manfaat (selain daripada manfaat yang termasuk dalam agregat emolumen dan manfaat barang yang telah diterima atau menjadi layak untuk diterima oleh Pengarah seperti yang dinyatakan di dalam penyata kewangan) disebabkan oleh sebuah kontrak yang dibuat Syarikat atau syarikat berkaitan dengan Pengarah tersebut atau sebuah firma di mana Pengarah tersebut merupakan ahli, atau syarikat di mana Pengarah tersebut mempunyai kepentingan kewangan yang besar.

LAPORAN PENGARAH bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

KEPENTINGAN PENGARAH DALAM SAHAM DAN DEBENTUR

Butir-butir kepentingan di kalangan Pengarah yang dianggap berkepentingan dalam saham Syarikat dan syarikat-syarikat berkaitannya (selain daripada subsidiari milik penuh) yang memegang jawatan pada akhir tahun kewangan, menurut daftar pegangan saham Pengarah, adalah seperti berikut:

| | <i>Pada 1.2.2002/ tarikh pelantikan</i> | <i>Dibeli</i> | <i>Dijual</i> | <i>31.1.2003</i> |
|--|---|---------------|---------------|------------------|
| Pegangan saham dalam Malaysia Mining Corporation Berhad yang dianggap sebagai mewakili kepentingan Pengarah | | | | |
| Dato' Ismail Shahudin* | 6,000 | - | - | 6,000 |
| Datuk Ir. (Dr.) Haji Ahmad Zaidee Laidin* | - | 14,000 | (8,000) | 6,000 |

* Dianggap berkepentingan menerusi isteri beliau

Tiada Pengarah lain mempunyai sebarang kepentingan dalam saham Syarikat dan syarikat-syarikat berkaitannya pada tahun kewangan ini. Tiada Pengarah mempunyai sebarang kepentingan dalam debentur Syarikat dan syarikat-syarikat berkaitannya pada tahun kewangan ini.

MAKLUMAT BERKANUN MENGENAI PENYATA KEWANGAN

Sebelum penyata kewangan dan kunci kira-kira disediakan, para Pengarah telah mengambil langkah berpatutan untuk memastikan:

- tindakan sewajarnya telah diambil berhubung pelupusan hutang lapuk dan penyediaan peruntukan dan telah berpuashati bahawa semua hutang lapuk yang diketahui telah dilupuskan dan peruntukan yang mencukupi telah dibuat bagi hutang ragu; dan
- sebarang aset semasa, selain daripada hutang, yang tidak berkemungkinan akan direalisasi nilainya seperti yang dinyatakan dalam rekod perakaunan Kumpulan dan Syarikat telah diturunkan nilainya kepada satu jumlah yang dijangka boleh direalisasi.

Pada tarikh laporan ini, para Pengarah tidak menyedari sebarang keadaan:

- yang boleh menyebabkan jumlah hutang lapuk yang dilupuskan atau jumlah peruntukan bagi hutang ragu dalam penyata kewangan Kumpulan dan Syarikat tidak mencukupi dengan ketara; atau
- yang boleh menyebabkan nilai yang dinyatakan bagi aset semasa dalam penyata kewangan Kumpulan dan Syarikat mengelirukan; atau
- yang telah timbul yang boleh menyebabkan kepatuhan kepada kaedah sedia ada bagi penilaian aset atau liabiliti Kumpulan dan Syarikat mengelirukan atau tidak sesuai.

Tiada liabiliti luarjangka atau liabiliti lain telah berkuatkuasa atau berkemungkinan akan berkuatkuasa dalam tempoh dua belas bulan setelah akhir tahun kewangan ini, yang pada pendapat para Pengarah, akan atau boleh menjelaskan dengan ketara kemampuan Kumpulan dan Syarikat untuk memenuhi obligasi mereka apabila tiba masanya.

LAPORAN PENGARAH bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

MAKLUMAT BERKANUN MENGENAI PENYATA KEWANGAN (SAMBUNGAN)

Pada tarikh laporan ini, tidak wujud:

- (a) sebarang cagaran terhadap aset Kumpulan atau Syarikat yang telah timbul sejak akhir tahun kewangan ini yang menjamin liabiliti sebarang pihak lain; atau
- (b) sebarang liabiliti luarjangka Kumpulan atau Syarikat yang telah timbul sejak akhir tahun kewangan ini.

Pada tarikh laporan ini, para Pengarah tidak menyedari sebarang keadaan yang tidak diambilkira dalam laporan ini atau penyata kewangan ini yang boleh menyebabkan sebarang jumlah yang dinyatakan dalam penyata kewangan ini mengelirukan.

- (a) keputusan operasi Kumpulan dan Syarikat bagi tahun kewangan tidak terjejas dengan ketara oleh sebarang perkara, transaksi atau peristiwa penting dan berbentuk luar biasa selain perkara yang telah dinyatakan dalam penyata kewangan; dan
- (b) dalam tempoh antara akhir tahun kewangan hingga tarikh laporan ini, selain perkara yang telah dinyatakan dalam penyata kewangan, tidak timbul sebarang perkara, transaksi atau peristiwa penting dan berbentuk luar biasa yang berkemungkinan menjelaskan dengan ketara keputusan operasi Kumpulan atau Syarikat bagi tahun kewangan yang mana laporan ini dibuat.

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PERISTIWA PENTING PADA TAHUN KEWANGAN

- (i) Pada 16 September 2002, Tronoh Mines Malaysia Berhad ("Tronoh"), sebuah syarikat subsidiari milik 52.3%, telah membuat permohonan kepada Suruhanjaya Sekuriti berhubung cadangan pemerolehan 19.58% kepentinga ekuiti dan 19.90% waran sedia ada yang belum terlaksana dalam IJM Corporation Berhad (sebuah syarikat berasaskan pembinaan) dan 100% kepentingan ekuiti dalam Zelan Holdings (M) Sdn Bhd (sebuah kumpulan berasaskan pembinaan yang mengkhusus dalam pembinaan loji janakuasa). Cadangan tersebut tertakluk kepada kelulusan para pemegang saham syarikat tersebut serta pihak berkuasa berkenaan.
- (ii) Pada 10 Disember 2002, Syarikat telah menyempurnakan pemerolehan 50.1% kepentingan ekuiti dalam PTP.
- (iii) Pada 17 Januari 2003, Syarikat telah mengeluarkan Notis Tawaran Sukarela melalui Aseambankers Malaysia Berhad untuk memperoleh semua baki daripada 7,910,268 saham biasa berharga RM1.00 sesaham dalam MMC Engineering Group Berhad ("MMCEG"), yang mewakili kira-kira 25.01% modal saham diterbitkan dan berbayar dalam MMCEG yang belum dimiliki Syarikat. Tawaran Sukarela ini dibuat dengan bayaran tunai sebanyak RM4.30 bagi setiap satu (1) saham yang dipegang berharga RM1.00 sesaham dalam MMCEG atau terbitan dua (2) saham biasa berharga RM0.10 sesaham dalam Syarikat bagi setiap satu (1) saham biasa yang dipegang dalam MMCEG. Syarikat berhasrat untuk mengeluarkan MMCEG daripada senarai rasmi Bursa Saham Kuala Lumpur ("BSKL") selepas Tawaran Sukarela tersebut disempurnakan.
- (iv) Pada tahun 2001, Kramat Tin Dredging Berhad ("KTDB") sebuah syarikat subsidiari milik 52.9%, membuat Pengumuman Permulaan menurut keperluan Nota Amalan 10/2001 yang diterbitkan berikutnya perenggan 8.16 Keperluan Penyenaraian (Keperluan Penyenaraian yang Diubahsuai) BSKL bahawa KTDB merupakan sebuah syarikat tersenarai yang terlibat. KTDB telah diberi tempoh lanjutan sehingga 3 April 2003 untuk membuat Pengumuman Wajib dengan cadangan yang terperinci, yang mana pelaksanaannya akan membolehkan KTDB memastikan tahap operasi yang mencukupi untuk terus didagangkan dan/atau disenaraikan.

Sehubungan ini, Lembaga Pengarah KTDB terus berusaha untuk mengenalpasti peluang-peluang perniagaan yang sesuai yang akan menyumbang kepada pertumbuhan KTDB di masa depan dan memenuhi keperluan penyenaraian BSKL, termasuk keperluan untuk meningkatkan modal diterbit dan berbayar Syarikat kepada sebanyak RM60 juta.

LAPORAN PENGARAH bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

PERISTIWA PENTING SELEPAS TARIKH KUNCI KIRA-KIRA

Pada 10 Mac 2003, Suruhanjaya Sekuriti telah meluluskan cadangan oleh Tronoh berikutan kelulusan Jawatankuasa Pelaburan Asing pada 22 November 2002 seperti yang diterangkan di atas. Kelulusan BSKL dan para pemegang saham belum lagi diperolehi untuk menyempurnakan cadangan pemerolehan ini.

JURUAUDIT

Juruaudit, PricewaterhouseCoopers, telah menyatakan persetujuan mereka untuk meneruskan perkhidmatan.

Ditandatangani bagi pihak Lembaga Pengarah menurut sebuah resolusi bertarikh 27 Mac 2003

DATO' SYED ABDUL JABBAR SYED HASSAN

DATO' ISMAIL SHAHUDIN

Kuala Lumpur
27 Mac 2003

PENYATA OLEH PARA PENGARAH menurut Seksyen 169(15) Akta Syarikat 1965

Kami, Dato' Syed Abdul Jabbar Syed Hassan dan Dato' Ismail Shahudin, dua daripada Pengarah Malaysia Mining Corporation Berhad, menyatakan bahawa, pada pendapat para Pengarah, penyata kewangan yang dibentangkan di muka surat 159 hingga 218 disediakan untuk memberikan pandangan yang benar dan saksama mengenai hal-ehwal Kumpulan dan Syarikat pada 31 Januari 2003 serta keputusan dan aliran tunai Kumpulan dan Syarikat bagi tahun kewangan yang berakhir pada tarikh tersebut selaras dengan piawaian perakaunan diluluskan yang diterima pakai di Malaysia dan peruntukan Akta Syarikat 1965.

Ditandatangani bagi pihak Lembaga Pengarah menurut sebuah resolusi mereka bertarikh 27 Mac 2003

DATO' SYED ABDUL JABBAR SYED HASSAN

DATO' ISMAIL SHAHUDIN

Kuala Lumpur
27 Mac 2003

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MALAYSIA MINING CORPORATION BERHAD |

AKUAN BERKANUN menurut Seksyen 169(16) Akta Syarikat 1965

Saya, Ayyaril Karikulath Feizal Ali, pegawai utama yang bertanggungjawab terhadap pengurusan kewangan Malaysia Mining Corporation Berhad, dengan sesungguhnya dan seikhlasnya mengakui bahawa penyata kewangan yang dibentangkan di muka surat 159 hingga 218, pada pandangan saya, adalah betul dan saya membuat pengakuan ini dengan penuh keyakinan akan kebenarannya dan menurut peruntukan Akta Akuan Berkanun 1960.

Ditandatangani dan diakui oleh penama di atas, Ayyaril Karikulath Feizal Ali.

Balai Permodalan Nasional Berhad

Di: 201A, Jalan Tun Razak
50400 Kuala Lumpur

Pada:

Di hadapan saya:



LAPORAN JURUAUDIT kepada ahli-ahli Malaysia Mining Corporation Berhad (30245-H)

Kami telah mengaudit penyata kewangan yang dibentangkan di muka surat 159 hingga 218. Penyediaan penyata kewangan ini adalah tanggungjawab Pengarah Syarikat. Tanggungjawab kami adalah untuk menyatakan pendapat mengenai penyata kewangan berdasarkan audit kami.

Kami telah menjalankan audit kami menurut Piawaian Pengauditan yang diluluskan di Malaysia. Piawaian tersebut memerlukan kami merancang dan menjalankan audit untuk memperoleh jaminan yang berpatutan sama ada penyata kewangan ini bebas daripada salah nyata yang ketara. Sesebuah audit meliputi pemeriksaan, berasaskan ujian, bukti yang menyokong jumlah dan pendedahan dalam penyata kewangan. Sesebuah audit juga meliputi penilaian terhadap prinsip-prinsip perakaunan yang digunakan dan anggaran penting yang dibuat oleh para Pengarah, serta penilaian keseluruhan pembentangan penyata kewangan. Kami percaya audit kami memberikan asas yang berpatutan bagi pendapat kami.

Pada pendapat kami:

- (a) penyata kewangan ini telah disediakan menurut peruntukan Akta Syarikat, 1965, dan piawaian perakaunan diluluskan yang diterima pakai di Malaysia untuk memberi gambaran yang benar dan saksama mengenai:
 - (i) perkara-perkara yang perlu diambilkira dalam penyata kewangan menurut Seksyen 169 Akta Syarikat, 1965; dan
 - (ii) kedudukan Kumpulan dan Syarikat pada 31 Disember 2002 dan keputusan serta aliran tunai Kumpulan dan Syarikat bagi tahun kewangan berakhir pada tarikh tersebut;

dan

- (b) rekod perakaunan dan rekod-rekod lain serta daftar-daftar yang dikehendaki oleh Akta untuk disimpan oleh Syarikat dan subsidiari-subsiarinya, yang mana kami telah bertindak sebagai juruaudit, telah disimpan dengan sempurna menurut peruntukan Akta tersebut.

Subsidiari-subsidiari yang tidak diaudit oleh kami dinyatakan dalam Nota 36 kepada penyata kewangan. Kami telah mempertimbangkan penyata kewangan subsidiari-subsidiari tersebut dan laporan juruaudit mengenainya.

Kami berpuashati bahawa penyata kewangan subsidiari-subsidiari yang telah disatukan dengan penyata kewangan Syarikat adalah dalam bentuk dan kandungan yang sesuai untuk tujuan penyediaan penyata kewangan yang disatukan dan kami telah menerima maklumat dan penerangan memuaskan yang kami perlukan bagi tujuan tersebut.

Laporan juruaudit mengenai penyata kewangan subsidiari-subsidiari tidak tertakluk kepada sebarang syarat dan tidak meliputi sebarang teguran yang dikehendaki di bawah seksyen kecil (3) Seksyen 174 Akta tersebut.

PRICEWATERHOUSECOOPERS
(No. AF: 1146)
Aktauntan Bertauliah

DATO' AHMAD JOHAN BIN MOHAMMAD RASLAN
(No. 1867/09/04 (J))
Rakan dalam firma

Kuala Lumpur
27 Mac 2003

PENYATA PENDAPATAN bagi tahun kewangan berakhir 31 Januari 2003

| | Nota | Kumpulan | | Syarikat | |
|--|------|----------------|----------------|----------------|----------------|
| | | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Hasil | 3 | 729,883 | 703,486 | 82,801 | 46,155 |
| Kos jualan | 4 | (537,644) | (520,016) | - | - |
| Keuntungan kasar | | 192,239 | 183,470 | 82,801 | 46,155 |
| Kos pengedaran | | (6,454) | (1,034) | - | - |
| Perbelanjaan pentadbiran | | (92,829) | (78,131) | (20,525) | (18,084) |
| Perbelanjaan operasi | | (18,331) | (15,462) | (528) | (524) |
| Pendapatan faedah | | 14,241 | 26,566 | 9,047 | 12,831 |
| Keuntungan daripada deposit Islam | | 4,992 | - | 90 | - |
| Pendapatan operasi lain | | 19,105 | 16,105 | 4,930 | 7,179 |
| Keuntungan daripada operasi | 5 | 112,963 | 131,514 | 75,815 | 47,557 |
| Kos pembiayaan | | (42,730) | (30,324) | (14,246) | (3,435) |
| Bahagian keputusan dalam: | | | | | |
| - syarikat-syarikat bersekutu | | 149,847 | 133,661 | - | - |
| - entiti-entiti dikawal bersama | | (989) | 428 | - | - |
| Perkara berkaitan pelaburan: | | | | | |
| Kemerosotan nilai kos pelaburan | | | | | |
| - subsidiari | | - | - | (5,929) | - |
| - syarikat bersekutu | | - | - | (60) | - |
| - pelaburan lain | | (11,620) | - | (2,000) | - |
| Kepentingan dalam harta galian yang diturunkan nilai | | (3,334) | - | - | - |
| Masuk kira semula kos penutupan bagi subsidiari | | 3,494 | - | - | - |
| Pelunasan muhibah | 17 | (2,907) | - | - | - |
| Penurunan nilai berhubung sebuah subsidiari dalam pembubaran | | | | | |
| - pendahuluan dan kos penutupan | | - | (94,965) | - | - |
| - baki pelaburan | | - | (17,193) | - | - |
| Perbelanjaan pemerolehan dibatalkan | | - | (2,689) | - | (2,689) |
| Elaun bagi kos penutupan sebuah syarikat bersekutu | | - | (2,470) | - | - |
| Elaun bagi hutang rugu dalam subsidiari | | - | - | (109) | - |
| Hutang lapuk berhubung pinjaman kepada syarikat bersekutu | | - | (739) | - | - |
| Projek dilupuskan | | - | (1,845) | - | (75) |
| Keuntungan daripada jualan pelaburan | | 17,453 | 113,420 | - | - |
| | | 3,086 | (6,481) | (8,098) | (2,764) |

PENYATA PENDAPATAN bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

| Nota | <i>Kumpulan</i> | | <i>Syarikat</i> | |
|---|-----------------|----------------|-----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Keuntungan daripada aktiviti-aktiviti biasa sebelum cukai | 222,177 | 228,798 | 53,471 | 41,358 |
| Perbelanjaan cukai | | | | |
| - subsidiari-subsidiari | 6 (20,810) | 6 (23,499) | 6 - | 6 - |
| - syarikat-syarikat bersekutu | 6 (47,446) | 6 (41,881) | 6 - | 6 - |
| | (68,256) | (65,380) | - | - |
| Keuntungan daripada aktiviti-aktiviti biasa selepas cukai | 153,921 | 163,418 | 53,471 | 41,358 |
| Tolak: Kepentingan minoriti | (43,057) | 1,991 | - | - |
| Keuntungan bersih bagi tahun kewangan | 110,864 | 165,409 | 53,471 | 41,358 |
| Pendapatan asas sesaham biasa (sen) | 7 12.9 | 7 19.8 | | |
| Dividen sesaham biasa (sen): | | | | |
| - Interim | 8 1.0 | 8 3.0 | 8 1.0 | 8 3.0 |
| - Cadangan akhir | 8 4.0 | 8 2.0 | 8 4.0 | 8 2.0 |

KUNCI KIRA-KIRA pada 31 Januari 2003

| Nota | Kumpulan | | Syarikat | |
|--|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| ASET BUKAN SEMASA | | | | |
| Hartanah, loji dan peralatan | 9 | 2,984,132 | 750,957 | 11,296 |
| Pelaburan dalam subsidiari | 10 | - | - | 2,482,340 |
| Pelaburan dalam syarikat bersekutu | 11 | 1,008,758 | 932,527 | 46,994 |
| Pelaburan dalam entiti kawalan bersama | 12 | 7,659 | 8,601 | - |
| Pelaburan lain | 13 | 265,186 | 280,541 | - |
| Jumlah di hutang oleh subsidiari | 14 | - | - | 596,356 |
| Jumlah di hutang oleh syarikat bersekutu | 15 | 21,012 | 20,093 | 21,267 |
| Aset lain | 16 | 46,121 | 49,589 | - |
| Muhibah | 17 | 1,816,972 | 6,092 | - |
| | | 6,149,840 | 2,048,400 | 3,158,253 |
| | | | | 1,595,092 |
| ASET SEMASA | | | | |
| Inventori | 18 | 19,254 | 15,633 | - |
| Perdagangan dan penerimaan lain | 19 | 317,027 | 542,747 | 46,231 |
| Cukai boleh diperolehi semula | | 11,742 | 6,649 | - |
| Deposit, baki di bank dan tunai | 20 | 501,764 | 364,394 | 19,302 |
| | | 849,787 | 929,423 | 65,533 |
| | | | | 362,846 |
| LIABILITI SEMASA | | | | |
| Perdagangan dan pembayaran lain | 21 | 363,698 | 264,547 | 55,394 |
| Pinjaman (dikenakan faedah) | | | | 31,843 |
| - overdraf bank | 22 | 365 | 2,132 | - |
| - lain-lain | 22 | 93,000 | 81,281 | - |
| Cukai | | 21,741 | 23,313 | - |
| | | 478,804 | 371,273 | 55,394 |
| | | | | 89,178 |
| ASET SEMASA BERSIH | | | | |
| | | 370,983 | 558,150 | 10,139 |
| | | | | 273,668 |
| | | 6,520,823 | 2,606,550 | 3,168,392 |
| | | | | 1,868,760 |

KUNCI KIRA-KIRA pada 31 Januari 2003 (sambungan)

| Nota | Kumpulan | | Syarikat | |
|--|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| DIBIAYAI: | | | | |
| MODAL DAN RIZAB | | | | |
| Modal saham | 23 | 112,141 | 83,614 | 112,141 |
| Rizab | 24 | 2,881,209 | 1,959,844 | 1,958,141 |
| Ekuiti pemegang saham | | 2,993,350 | 2,043,458 | 2,070,282 |
| Kepentingan pemegang saham minoriti | 25 | 151,953 | 316,759 | - |
| | | 3,145,303 | 2,360,217 | 2,070,282 |
| | | | | 1,199,621 |
| LIABILITI JANGKA PANJANG DAN TERTUNDA | | | | |
| Jumlah di hutang kepada subsidiari | 14 | - | - | 298,110 |
| Pinjaman subordinat boleh | | | | 669,139 |
| tukar boleh tebus | 26 | 336,769 | - | - |
| Pinjaman | 22 | 2,980,924 | 199,889 | 800,000 |
| Cukai tertunda | 27 | 56,887 | 46,444 | - |
| Liabiliti pajakan kewangan | 28 | 940 | - | - |
| | | 3,375,520 | 246,333 | 1,098,110 |
| | | 6,520,823 | 2,606,550 | 3,168,392 |
| | | | | 1,868,760 |

PENYATA PERUBAHAN DALAM EKUITI bagi tahun kewangan berakhir 31 Januari 2003

| Kumpulan | Nota | Tidak boleh diagihkan | | | | | Boleh diagihkan | | |
|---------------------------------------|--------|-----------------------|-------------------------|----------------------------------|----------------------------------|-------------------------|------------------------|--------------------------------|------------------|
| | | Modal saham RM'000 | Premium saham RM'000 | Rizab pertukaran asing RM'000 | Rizab penilaian semula RM'000 | **Rizab modal RM'000 | *Rizab modal RM'000 | Pendapatan tersimpan RM'000 | Jumlah RM'000 |
| Pada 1 Februari 2002 | | 83,614 | 487,129 | - | 30,139 | 205,750 | 997,230 | 217,556 | 2,021,418 |
| - pelarasan tahun sebelumnya | 34 (b) | - | - | - | - | - | - | 12,040 | 12,040 |
| - salah nyata kepentingan minoriti | 34 (c) | - | - | - | - | - | - | 10,000 | 10,000 |
| - klasifikasi semula | 35 | - | - | (53,308) | - | 105,351 | (77,242) | 25,199 | - |
| - seperti dinyatakan semula | | 83,614 | 487,129 | (53,308) | 30,139 | 311,101 | 919,988 | 264,795 | 2,043,458 |
| Keuntungan bersih bagi tahun kewangan | | - | - | - | - | - | - | 110,864 | 110,864 |
| Perbezaan tukaran matawang | | - | - | 1,278 | - | - | - | - | 1,278 |
| Dividen bagi tahun kewangan | | | | | | | | | |
| - 31 Januari 2002 (akhir) | 8 | - | - | - | - | - | - | (12,040) | (12,040) |
| - 31 Januari 2003 (interim) | 8 | - | - | - | - | - | - | (6,020) | (6,020) |
| Terbitan saham: | | | | | | | | | |
| - pemerolehan sebuah subsidiari | | 28,527 | 827,283 | - | - | - | - | - | 855,810 |
| Baki pada 31 Januari 2003 | | 112,141 | 1,314,412 | (52,030) | 30,139 | 311,101 | 919,988 | 357,599 | 2,993,350 |

* Rizab modal yang boleh diagihkan kebanyakannya mewakili keuntungan bersih daripada penjualan pelaburan.

** Rizab modal yang tidak boleh diagihkan kebanyakannya terdiri daripada premium saham sebuah syarikat lain yang bergabung dengan Kumpulan pada tahun 1976.

Nota-nota di muka surat 170 hingga 218 merupakan sebahagian penting daripada penyata kewangan ini.

| Kumpulan | Nota | Tidak boleh diagihkan | | | | | Boleh diagihkan | | |
|--|--------|-----------------------|-------------------------|----------------------------|----------------------------------|-------------------------|------------------------|--------------------------------|------------------|
| | | Modal saham RM'000 | Premium saham RM'000 | pertukaran asing RM'000 | Rizab penilaian semula RM'000 | **Rizab modal RM'000 | *Rizab modal RM'000 | Pendapatan tersimpan RM'000 | Jumlah RM'000 |
| Pada 1 Februari 2001 | | 83,614 | 487,129 | - | 30,139 | 205,750 | 919,502 | 178,104 | 1,904,238 |
| - pelarasan tahun sebelumnya | 34 (b) | - | - | - | - | - | - | 50,168 | 50,168 |
| - lebih nyata kepentingan minoriti | 34 (c) | - | - | - | - | - | - | 10,000 | 10,000 |
| klasifikasi semula | 35 | - | - | (42,203) | - | 105,351 | (77,242) | 14,094 | - |
| - seperti dinyatakan semula | | 83,614 | 487,129 | (42,203) | 30,139 | 311,101 | 842,260 | 252,366 | 1,964,406 |
| Keuntungan bersih bagi tahun kewangan | | - | - | - | - | - | - | 165,409 | 165,409 |
| Perbezaan tukaran matawang | | - | - | (11,105) | - | - | - | - | (11,105) |
| Dividen bagi tahun kewangan: | | | | | | | | | |
| - 31 Januari 2001 (akhir) | 8 | - | - | - | - | - | - | (50,168) | (50,168) |
| - 31 Januari 2002 (interim) | 8 | - | - | - | - | - | - | (25,084) | (25,084) |
| Dipindahkan kepada rizab modal boleh diagihkan | | - | - | - | - | - | 77,728 | (77,728) | - |
| Baki pada 31 Januari 2002 | | 83,614 | 487,129 | (53,308) | 30,139 | 311,101 | 919,988 | 264,795 | 2,043,458 |

* Rizab modal yang boleh diagihkan kebanyakannya mewakili keuntungan bersih daripada penjualan pelaburan.

** Rizab modal yang tidak boleh diagihkan kebanyakannya terdiri daripada premium saham sebuah syarikat lain yang bergabung dengan Kumpulan pada tahun 1976.

Nota-nota di muka surat 170 hingga 218 merupakan sebahagian penting daripada penyata kewangan ini.

PENYATA PERUBAHAN DALAM EKUITI bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

| Syarikat | Nota | Tidak boleh diagihkan | | | | Boleh diagihkan | | |
|---------------------------------------|--------|-----------------------|-------------------------|----------------------------|-------------------------|------------------------|--------------------------------|------------------|
| | | Modal saham RM'000 | Premium saham RM'000 | pertukaran asing RM'000 | **Rizab modal RM'000 | *Rizab modal RM'000 | Pendapatan tersimpan RM'000 | Jumlah RM'000 |
| Pada 1 Februari 2002 | | | | | | | | |
| - seperti dilaporkan sebelumnya | | 83,614 | 487,129 | - | 211,963 | 243,074 | 161,801 | 1,187,581 |
| - pelarasan tahun sebelumnya | 34 (b) | - | - | - | - | - | 12,040 | 12,040 |
| - seperti dinyatakan semula | | 83,614 | 487,129 | - | 211,963 | 243,074 | 173,841 | 1,199,621 |
| Keuntungan bersih bagi tahun kewangan | | - | - | - | - | - | 53,471 | 53,471 |
| Perbezaan tukaran matawang | | - | - | (20,560) | - | - | - | (20,560) |
| Dividen bagi tahun kewangan | | - | - | - | - | - | - | - |
| - 31 Januari 2002 (akhir) | 8 | - | - | - | - | - | (12,040) | (12,040) |
| - 31 Januari 2003 (interim) | 8 | - | - | - | - | - | (6,020) | (6,020) |
| Terbitan saham: | | | | | | | | |
| - pemerolehan sebuah subsidiari | | 28,527 | 827,283 | - | - | - | - | 855,810 |
| Baki pada 31 Januari 2003 | | 112,141 | 1,314,412 | (20,560) | 211,963 | 243,074 | 209,252 | 2,070,282 |

* Rizab modal yang boleh diagihkan kebanyakannya mewakili keuntungan bersih daripada penjualan pelaburan.

** Rizab modal yang tidak boleh diagihkan kebanyakannya terdiri daripada premium saham sebuah syarikat lain yang bergabung dengan Kumpulan pada tahun 1976.

Nota-nota di muka surat 170 hingga 218 merupakan sebahagian penting daripada penyata kewangan ini.

| Syarikat | Nota | Tidak boleh diagihkan | | | | Boleh diagihkan | | |
|---------------------------------------|--------|-----------------------|-------------------------|----------------------------------|-------------------------|------------------------|--------------------------------|------------------|
| | | Modal saham RM'000 | Premium saham RM'000 | Rizab pertukaran asing RM'000 | **Rizab modal RM'000 | *Rizab modal RM'000 | Pendapatan tersimpan RM'000 | Jumlah RM'000 |
| Pada 1 Februari 2001 | | | | | | | | |
| - seperti dilaporkan sebelumnya | | 83,614 | 487,129 | - | 211,963 | 243,074 | 157,567 | 1,183,347 |
| - pelarasan tahun sebelumnya | 34 (b) | - | - | - | - | - | 50,168 | 50,168 |
| - seperti dinyatakan semula | | 83,614 | 487,129 | - | 211,963 | 243,074 | 207,735 | 1,233,515 |
| Keuntungan bersih bagi tahun kewangan | | | | | | | | |
| Dividen bagi tahun kewangan: | | | | | | | | |
| - 31 Januari 2002 (akhir) | 8 | - | - | - | - | - | (50,168) | (50,168) |
| - 31 Januari 2003 (interim) | 8 | - | - | - | - | - | (25,084) | (25,084) |
| Baki pada 31 Januari 2002 | | 83,614 | 487,129 | - | 211,963 | 243,074 | 173,841 | 1,199,621 |

* Rizab modal yang boleh diagihkan kebanyakannya mewakili keuntungan bersih daripada penjualan pelaburan.

** Rizab modal yang tidak boleh diagihkan kebanyakannya terdiri daripada premium saham sebuah syarikat lain yang bergabung dengan Kumpulan pada tahun 1976.

Nota-nota di muka surat 170 hingga 218 merupakan sebahagian penting daripada penyata kewangan ini.

PENYATA ALIRAN TUNAI bagi tahun kewangan berakhir 31 Januari 2003

| Nota | Kumpulan | | Syarikat | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| AKTIVITI OPERASI | | | | |
| Kebersihan bersih bagi tahun | 110,864 | 165,409 | 53,471 | 41,358 |
| Pelarasan bagi: | | | | |
| Susuthnilai | 39,461 | 29,723 | 2,089 | 712 |
| Pendapatan dividen | (27,862) | (22,920) | (82,801) | (46,155) |
| Perkara berkaitan pelaburan | (3,086) | 6,481 | 8,098 | 2,764 |
| Keuntungan daripada penjualan harta tanah, loji dan peralatan | (472) | (785) | (20) | (282) |
| Pelupusan harta tanah, loji dan peralatan | 776 | - | 15 | - |
| Kerugian kemerosotan dalam nilai harta tanah, loji dan peralatan | 290 | - | - | - |
| Masuk kira semula elauan bagi hutang ragu | (12,373) | - | - | - |
| Pelupusan inventori | 302 | 499 | - | - |
| Peruntukan bagi hutang ragu | 4,381 | 4,727 | - | - |
| Peruntukan bagi inventori tersimpan lama | 808 | 625 | - | - |
| Peruntukan bagi tuntutan dan kerugian yang boleh diramalkan | 2,714 | 3,756 | - | - |
| Pembalikan peruntukan bagi tuntutan dan kerugian yang boleh diramalkan | (684) | (2,567) | - | - |
| Pembalikan peruntukan bagi inventori tersimpan lama | (132) | - | - | - |
| Pendapatan faedah | (19,233) | (26,566) | (9,137) | (12,831) |
| Perbelanjaan faedah | 42,730 | 30,324 | 14,246 | 3,435 |
| Kepentingan minoriti dalam subsidiari diasingkan | - | (14,978) | - | - |
| Bahagian keputusan dalam: | | | | |
| - syarikat-syarikat bersekutu | (137,750) | (127,524) | - | - |
| - entiti-entiti dikawal bersama | 989 | (428) | - | - |
| Peruntukan bagi perbelanjaan carigali perlombongan | 1,322 | 524 | 1,322 | 524 |
| Pelarasan tukaran matawang (Keuntungan)/kerugian tukaran matawang tidak direalisasi | 116 | (2,074) | (99) | (5,980) |
| Pembalikan prabayaran balik aset lain | 2,307 | 2,307 | - | - |
| Cukai | 68,256 | 65,380 | - | - |
| Kepentingan minoriti | 43,057 | (1,991) | - | - |
| | 116,781 | 109,922 | (33,376) | (16,455) |
| Perubahan modal kerja: | | | | |
| Inventori | 3,294 | (8,716) | - | - |
| Perdagangan dan penerimaan lain | 319,000 | (113,279) | 272,426 | (113,597) |
| Perdagangan dan pembayaran lain | (49,753) | 26,631 | 23,551 | (2,812) |
| Akaun-akaun yang ditetapkan | (674) | - | - | - |
| Tunai daripada/(digunakan) dalam operasi | 388,648 | 14,558 | 262,601 | (132,864) |
| Cukai pendapatan dibayar | (14,625) | (42,624) | (7,335) | (1,177) |
| Faedah dibayar | - | (8,711) | - | - |
| Perbelanjaan carigali perlombongan | (1,322) | (524) | (1,322) | (524) |
| Aliran tunai bersih daripada / (digunakan dalam) aktiviti operasi | 372,701 | (37,301) | 253,944 | (134,565) |

PENYATA ALIRAN TUNAI bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

| | Nota | Kumpulan | | Syarikat | |
|--|--------|----------------|----------------|----------------|----------------|
| | | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| AKTIVITI PELABURAN | | | | | |
| Pemerolehan subsidiari | 10 (i) | (567,342) | - | (769,812) | - |
| Aliran tunai keluar berikutnya pengasingan sebuah subsidiari yang dalam pembubaran | | - | (1,084) | - | - |
| Dividen diterima daripada: | | | | | |
| - syarikat-syarikat subsidiari | | - | - | 77,185 | 5,054 |
| - syarikat-syarikat bersekutu | | 36,837 | 15,117 | - | - |
| - lain-lain | | 27,862 | 22,920 | 5,616 | 41,101 |
| Perbelanjaan pemerolehan pelaburan dibatalkan | | - | (2,689) | - | (2,689) |
| Faedah diterima | | 19,233 | 26,566 | 9,137 | 12,831 |
| Jumlah yang dihutang oleh: | | | | | |
| - syarikat-syarikat subsidiari | | - | - | 55,491 | (261,132) |
| - syarikat-syarikat bersekutu | | (919) | (1,345) | (1,396) | (2,217) |
| Jumlah yang dihutang kepada: | | | | | |
| - syarikat-syarikat subsidiari | | - | - | (371,033) | 500,143 |
| Pinjaman kepada subsidiari yang diasingkan | | - | (14,965) | - | - |
| Kutipan daripada penjualan pelaburan | | 25,837 | 191,964 | - | - |
| Kutipan daripada penjualan harta tanah, loji dan peralatan | | 595 | 1,723 | 68 | 330 |
| Pembelian kepentingan dalam syarikat bersekutu | | (22,860) | (25,921) | - | - |
| Pembelian pelaburan | | (4,552) | - | - | - |
| Pembelian harta tanah, loji dan peralatan | | (133,417) | (101,722) | (1,886) | (5,145) |
| Sumbangan modal diterima | | 96 | 694 | - | - |
| Deposit sandaran | | (726) | - | - | - |
| Aliran tunai bersih (digunakan dalam)/ daripada aktiviti pelaburan | | (619,356) | 111,258 | (996,630) | 288,276 |
| AKTIVITI PEMBIAYAAN | | | | | |
| Dividen dibayar | | (18,060) | (75,252) | (18,060) | (75,252) |
| Dividen dibayar kepada kepentingan minoriti sebuah subsidiari | | (10,233) | - | - | - |
| Faedah dibayar | | (42,730) | (21,613) | (14,246) | (3,435) |
| Pinjaman berjangka | | | | | |
| - penggunaan baru | | 800,000 | - | 800,000 | - |
| - pembayaran balik | | (13,282) | - | - | - |
| Pinjaman jangka pendek | | | | | |
| - penggunaan baru | | 56,001 | 68,371 | - | 50,000 |
| - pembayaran balik | | (50,000) | (569,865) | (50,000) | (450,000) |
| Bayaran pendahuluan bagi pinjaman subordinat boleh tukar boleh tebus | | (338,582) | - | - | - |
| Pembayaran balik jaminan korporat | | - | (38,741) | - | - |
| Tunai bersih dijana daripada/ (digunakan dalam) aktiviti pembiayaan | | 383,114 | (637,100) | 717,694 | (478,687) |

Nota-nota di muka surat 170 hingga 218 merupakan sebahagian penting daripada penyata kewangan ini.

PENYATA ALIRAN TUNAI bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

| Nota | <i>Kumpulan</i> | | <i>Syarikat</i> | |
|--|-----------------|----------------|-----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Pertambahan/(pengurangan) bersih dalam tunai dan bersamaan tunai | 136,459 | (563,143) | (24,992) | (324,976) |
| Perbezaan tukaran asing pada baki pembukaan | 1,278 | (6,530) | - | - |
| Tunai dan bersamaan tunai pada awal tahun kewangan | 362,262 | 931,935 | 44,294 | 369,270 |
| Tunai dan bersamaan tunai pada akhir tahun kewangan | 499,999 | 362,262 | 19,302 | 44,294 |
| Tunai dan bersamaan tunai terdiri daripada: | | | | |
| Tunai dan baki di bank | 14,285 | 18,322 | 592 | 3,295 |
| Deposit | 487,479 | 346,072 | 18,710 | 40,999 |
| Overdraf bank | (365) | (2,132) | - | - |
| | 501,399 | 362,262 | 19,302 | 44,294 |
| Tolak: | | | | |
| Akaun-akaun yang ditetapkan (Nota 22) | (674) | - | - | - |
| Deposit sandaran bagi kemudahan perbankan | (726) | - | - | - |
| | 499,999 | 362,262 | 19,302 | 44,294 |

Deposit Kumpulan meliputi:

- (a) sejumlah RM674,000 yang ditentukan sebagai Akaun yang Ditetapkan bagi pinjaman seperti yang dikemukakan dalam Nota 22; dan
- (b) deposit sebanyak RM726,000 yang dicagarkan bagi kemudahan bank tertentu.

RINGKASAN DASAR-DASAR PERAKAUNAN PENTING

bagi tahun kewangan berakhir 31 Januari 2003

Dasar-dasar perakaunan berikut diterima pakai oleh Kumpulan dan Syarikat dan selaras dengan yang diterima pakai pada tahun-tahun sebelumnya kecuali seperti yang dinyatakan di bawah.

(a) Asas penyediaan

Penyata kewangan Kumpulan dan Syarikat disediakan mengikut konvensi kos sejarah kecuali seperti yang dinyatakan dalam ringkasan dasar-dasar perakaunan penting ini. Penyata kewangan ini mematuhi piawaian perakaunan diluluskan yang diterima pakai di Malaysia dan peruntukan Akta Syarikat 1965.

Piawaian perakaunan baru yang diluluskan dan diguna pakai dalam penyata kewangan ini adalah seperti berikut:

(i) Penggunaan retrospektif

Angka perbandingan telah dilaraskan atau diperluaskan untuk mematuhi perubahan dalam bentuk pembentangan disebabkan keperluan baru Piawaian Lembaga Piawaian Perakaunan Malaysia (MASB) yang telah digunakan secara retrospektif:

- Piawaian 19 MASB "Peristiwa Selepas Tarikh Kunci Kira-Kira"
- Piawaian 20 MASB "Peruntukan, Liabiliti Luarjangka dan Aset Luarjangka"
- Piawaian 22 MASB 22 "Laporan Segmen"

Selain daripada Piawaian 19 MASB (lihat Nota 34), tiada perubahan kepada dasar perakaunan yang menjelaskan keuntungan bersih bagi tahun kewangan yang disebabkan penggunaan piawaian di atas dalam penyata kewangan ini, memandangkan Kumpulan memang sudah menuruti dasar pengiktirafan dan pengukuran dalam piawaian ini.

(ii) Penggunaan prospektif dari 1 Februari 2002

Piawaian 21 MASB
"Gabungan Perniagaan"

Penggabungan perniagaan yang dilaksanakan sebelum 1 Februari 2002 tidak dinyatakan semula di bawah pengecualian yang dibenarkan oleh Piawaian ini.

Piawaian 23 MASB
"Kemerosotan Nilai Aset"

Kumpulan telah menggunakan Piawaian dan tiada pelarasan tahun terdahulu dibuat memandangkan Piawaian ini tidak membenarkan penggunaan retrospektif.

Piawaian 24 MASB
"Instrumen Kewangan:
Pendedahan dan
Pembentangan"

Piawaian ini memberi pengecualian dalam mengemukakan angka perbandingan bagi penggunaan Piawaian 24 MASB buat pertama kalinya.

- Klasifikasi instrumen kewangan yang mengandungi kedua-dua unsur liabiliti dan ekuiti ("instrumen majmuk").
- Komponen ekuiti dan liabiliti instrumen majmuk yang diterbitkan pada tahun kewangan ini telah dikelaskan menurut Piawaian ini. Instrumen majmuk yang diterbitkan sebelum 31 Januari 2003 belum dikelaskan semula.

Penyediaan penyata kewangan yang mematuhi piawaian perakaunan diluluskan yang diterima pakai di Malaysia dan peruntukan Akta Syarikat 1965 menghendaki para Pengarah membuat anggaran dan andaian yang mempengaruhi jumlah aset dan liabiliti yang dilaporkan, dan pembentangan aset dan liabiliti luarjangka pada tarikh penyata kewangan dan jumlah hasil dan perbelanjaan yang dilaporkan bagi tahun kewangan ini. Keputusan sebenar mungkin berbeza daripada anggaran tersebut.

(b) Asas penyataan

Penyata kewangan yang disatukan yang disediakan sehingga 31 Januari 2003 mengandungi penyata kewangan Syarikat dan subsidiari-subsidiarinya kecuali dinyatakan sebaliknya.

RINGKASAN DASAR-DASAR PERAKAUNAN PENTING

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

(b) Asas penyatuan (sambungan)

Subsidiari-subsidiari adalah syarikat yang dikawal oleh Syarikat. Kawalan wujud jika Syarikat mempunyai kuasa untuk mengawal dasar kewangan dan operasi sesebuah syarikat, sama ada secara langsung atau tidak langsung, agar dapat memperolehi manfaat daripada aktiviti syarikat tersebut. Penyata kewangan subsidiari diambilkira dalam penyata kewangan yang disatukan dari tarikh kawalan bermula secara efektif sehingga tarikh kawalan tamat.

Sesebuah subsidiari dikecualikan daripada penyatuan apabila kawalan hanya untuk sementara jika syarikat subsidiari tersebut diperolehi dan dipegang khususnya dengan hasrat untuk dijual dalam tempoh terdekat dan tidak pernah disatukan sebelum ini atau ia beroperasi di bawah larangan jangka panjang yang merosakkan kemampuannya untuk memindahkan dana kepada Syarikat. Subsidiari yang dikecualikan berasaskan sebab tersebut diambilkira sebagai pelaburan.

Apabila wujud kesinambungan penggabungan perniagaan dan pemilikan syarikat yang berasingan telah dikumpulkan di bawah sebuah pemilikan bersama, penyatuan Malaysia Mining Corporation Berhad ("MMC") dan subsidiari-subsidiarinya ("Kumpulan") telah dilaksanakan berdasarkan perakaunan penggabungan. Semua subsidiari lain telah disatukan menggunakan kaedah pemerolehan dan muhibah yang timbul daripada penyatuan tersebut, jika ada, diuruskan mengikut dasar yang dinyatakan dalam Nota 1(j).

Di bawah kaedah perakaunan pemerolehan, keputusan subsidiari-subsidiari yang diperolehi atau dijual pada tahun kewangan ini diambilkira dari tarikh pemerolehan atau sehingga tarikh penjualan. Pada tarikh pemerolehan, nilai saksama aset bersih subsidiari ditentukan dan nilai-nilai tersebut ditunjukkan dalam penyata kewangan Kumpulan. Perbezaan antara kos pemerolehan dan nilai saksama aset bersih subsidiari ditunjukkan sebagai muhibah atau rizab daripada penyatuan mengikut sebagaimana sesuai.

Di bawah kaedah perakaunan penggabungan, perbezaan antara kos pemerolehan dan nilai nominal modal saham dan rizab subsidiari tersebut dibawa kepada rizab penggabungan.

Transaksi dalam Kumpulan dan baki serta keuntungan tidak direalisasi yang berhasil daripadanya, dihapuskan semasa penyatuan. Kerugian tidak direalisasi yang berhasil daripada transaksi dalam Kumpulan turut dihapuskan kecuali jika kos tidak dapat diperolehi semula.

Kepentingan minoriti dikira berdasarkan bahagian minoriti terhadap nilai saksama selepas pemerolehan bagi aset dan liabiliti yang boleh dikenal pasti dalam syarikat yang diperolehi. Pembentangan berasingan dibuat bagi kepentingan minoriti.

(c) Syarikat-syarikat bersekutu

Syarikat-syarikat bersekutu adalah syarikat di mana Kumpulan mempunyai pengaruh yang besar. Pengaruh besar di sini bermakna mempunyai kuasa untuk turut terlibat dengan keputusan berhubung dasar kewangan dan operasi syarikat bersekutu tetapi bukan kawalan terhadap dasar-dasar tersebut. Pelaburan dalam syarikat bersekutu diambilkira dalam penyata kewangan yang disatukan dengan menggunakan kaedah perakaunan ekuiti.

Di bawah kaedah perakaunan ini, bahagian Kumpulan dalam keputusan syarikat bersekutu bagi tahun kewangan ini diiktiraf dalam penyata pendapatan. Pelaburan Kumpulan dalam syarikat bersekutu dibawa dalam kunci kira-kira sebagai jumlah yang mencerminkan bahagian Syarikat dalam aset bersih syarikat bersekutu dan mengambilkira muhibah (ditolak pelunasan terkumpul) daripada penyatuan. Kaedah perakaunan ekuiti berakhir apabila nilai bawa bagi pelaburan dalam syarikat bersekutu mencapai sifar, kecuali jika Kumpulan telah mempunyai obligasi atau obligasi yang dijamin berhubung syarikat bersekutu tersebut.

Keuntungan tidak direalisasi daripada transaksi antara Kumpulan dan syarikat-syarikat bersekutunya dihapuskan hingga setakat mana kepentingan Kumpulan dalam syarikat bersekutu tersebut; kerugian tidak direalisasi juga dihapuskan kecuali transaksi tersebut membekalkan bukti kemerosotan nilai pada aset yang dipindah. Jika perlu, apabila menggunakan kaedah ekuiti, pelarasian dibuat pada penyata kewangan syarikat bersekutu untuk memastikan ianya konsisten dengan dasar perakaunan Kumpulan.

RINGKASAN DASAR-DASAR PERAKAUNAN PENTING

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

(d) Entiti dikawal bersama

Entiti dikawal bersama adalah syarikat korporat, perkongsian atau entiti lain di mana terdapat persetujuan berkontrak antara Kumpulan dan satu pihak atau pihak-pihak berhubung perkongsian kawalan. Kepentingan Kumpulan dalam entiti dikawal bersama diambilkira dalam penyata kewangan yang disatukan dengan menggunakan kaedah perakaunan ekuiti.

Di bawah kaedah perakaunan ekuiti, bahagian Kumpulan dalam keputusan entiti dikawal bersama bagi tahun kewangan ini diiktiraf dalam penyata pendapatan Kumpulan. Pelaburan Kumpulan dalam entiti dikawal bersama dibawa dalam kunci kira-kira sebagai jumlah yang mencerminkan bahagian Kumpulan dalam aset bersih entiti dikawal bersama tersebut dan mengambilkira muhibah daripada penyataan.

Keuntungan tidak direalisasi daripada transaksi antara Kumpulan dan entiti kawalan bersamanya dihapuskan hingga setakat mana kepentingan Kumpulan dalam entiti dikawal bersama; kerugian tidak direalisasi juga dihapuskan kecuali transaksi tersebut memberikan bukti kemerosotan nilai pada aset yang dipindah. Jika perlu, apabila menggunakan kaedah ekuiti, pelarasian dibuat pada penyata kewangan entiti dikawal bersama untuk memastikan ianya konsisten dengan dasar perakaunan Kumpulan.

(e) Hartanah, loji dan peralatan

Hartanah, loji dan peralatan dinyatakan pada kos tolak susutnilai dan kerugian kemerosotan nilai. Penilaian semula harta tanah tertentu dilaksanakan pada tahun 1988 terutamanya sebagai langkah yang tidak berulang dan tidak mencerminkan perubahan dasar perakaunan menjadi dasar yang melibatkan penilaian semula harta tanah. Lebih hasil daripada penilaian semula tersebut dinyatakan dalam akaun rizab penilaian semula.

Nilai bawa harta tanah, loji dan peralatan dikaji semula pada setiap tarikh kunci kira-kira untuk menentukan sama ada terdapat sebarang tanda berlakunya kemerosotan dalam nilainya. Jika tanda sedemikian wujud, jumlah boleh diperolehi semula bagi aset tersebut dianggarkan. Kerugian kemerosotan diiktiraf apabila nilai bawa sesuatu harta tanah, loji dan peralatan melebihi nilai boleh diperolehi semula. Kerugian daripada kemerosotan dicaj kepada penyata pendapatan, kecuali ia membaliikan penilaian semula sebelumnya, di mana dalam keadaan sedemikian, ia akan dicaj kepada ekuiti. Sebarang peningkatan selanjutnya dalam jumlah boleh diperolehi semula dikurangkan oleh jumlah yang mungkin diiktiraf sebagai susutnilai jika penurunan nilai atau pelupusan tidak berlaku. Peningkatan sebegini dalam jumlah boleh diperolehi semula diiktiraf dalam penyata pendapatan kecuali ia membaliikan kerugian kemerosotan bagi aset yang dinilai semula, di mana dalam keadaan tersebut, ia diambilkira di ekuiti.

(f) Susutnilai

Aset bukan perlombongan disusutnilai pada kadar yang dianggap mencukupi untuk melupuskan harta tanah, loji dan peralatan sepanjang anggaran hayat bergunanya. Pelunasan tidak diperuntukkan bagi tanah milik bebas manakala tanah pegangan pajakan dilunaskan sepanjang tempoh pajakan. Modal kerja dalam pelaksanaan tidak disusutnilai.

Pengiraan susutnilai dan kesusutan terhadap aset perlombongan dibuat berdasarkan output bagi tahun tersebut untuk melupuskan aset-aset tersebut, tolak anggaran nilai sisanya, pada sepanjang tempoh anggaran rizab logam yang akan dikerjakan sebelum tamat tempoh pajakannya.

Perbelanjaan pembangunan lebuhraya terdiri daripada perbelanjaan pembangunan dan peningkatan taraf (termasuk caj faedah berhubung pembiayaan pembangunan) yang ditanggung sehubungan dengan sebuah projek penswastaan lebuhraya. Perbelanjaan kumulatif sebenar yang ditanggung dilunaskan pada setiap tarikh kunci kira-kira sepanjang tempoh konsesi berdasarkan formula berikut:

| | | |
|--|---|----------------------------------|
| <u>Hasil tol kumulatif sehingga kini</u> | x | Perbelanjaan lebuhraya kumulatif |
| Unjurian jumlah hasil tol bagi konsesi | | sebenar |

Kaedah garis lurus digunakan untuk melupuskan kos aset lain sepanjang tempoh anggaran hayat bergunanya pada kadar tahunan utama berikut:

| | |
|-----------------------------|----------------|
| Bangunan | 2% |
| Loji, jentera dan peralatan | 10% to 33 1/3% |

Keuntungan dan kerugian daripada penjualan ditentukan dengan membandingkan nilai kutipan dengan jumlah bawa, dan diambil kira dalam keuntungan/(kerugian) daripada operasi. Selepas penjualan aset yang dinilai semula, jumlah dalam rizab penilaian semula berkaitan aset tersebut dipindahkan kepada pendapatan tersimpan.

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(g) Pelaburan

Subsidiari yang diambilkira di bawah perakaunan penggabungan dinyatakan pada nilai nominal saham yang diperolehi atau diterbitkan.

Pelaburan dalam subsidiari lain dinyatakan pada kos. Pelaburan dalam syarikat bersekutu dinyatakan pada kos dan dalam Kumpulan, termasuk bahagian keputusan tersimpan selepas pemerolehan. Pelaburan lain dinyatakan pada kos. Peruntukan dibuat apabila para Pengarah berpendapat bahawa terdapat kemerosotan dalam nilai yang bukan berbentuk sementara dan dicaj kepada penyata pendapatan pada tempoh ia dikenal pasti.

Pelaburan tidak disebut harga semasa dinyatakan pada kos manakala pelaburan disebut harga semasa dinyatakan pada yang mana lebih rendah antara kos dan nilai pasaran berdasarkan portfolio. Peruntukan dibuat apabila para Pengarah berpendapat bahawa terdapat kemerosotan dalam nilai yang bukan berbentuk sementara dan dicaj kepada penyata pendapatan pada tempoh ia dikenal pasti.

Apabila pelaburan dijual, perbezaan antara kutipan penjualan bersih dan nilai dibawanya dicaj/kreditkan kepada penyata pendapatan.

(h) Perbelanjaan carigali perlombongan

Perbelanjaan carigali dan penilaian kawasan pelombongan yang berkepentingan dicaj kepada penyata pendapatan apabila ditanggung sehingga suatu masa apabila kawasan berkepentingan tersebut sampai ke tahap di mana perbelanjaan sebegini dianggap boleh dikembalikan menerusi pembangunan atau penjualan.

Apabila kawasan perlombongan berkepentingan dijangka akan masuki peringkat pembangunan komersial atau di mana nilai boleh dikembalikan melalui penjualan, peruntukan berhubung dengan perbelanjaan yang ditanggung dikreditkan kepada penyata pendapatan sehingga ke tahap ia menggambarkan anggaran semasa nilai boleh diperolehi semula bagi kawasan berkepentingan berkaitan. Perbelanjaan terkumpul bagi sebuah kawasan berkepentingan yang tidak lagi dianggap mempunyai sebarang nilai komersial dilupuskan daripada peruntukan.

(i) Kontrak pembinaan, kejuruteraan dan fabrikasi

Jika hasil sesebuah kontrak pembinaan atau kejuruteraan dan fabrikasi boleh dianggarkan dengan baik, hasil kontrak dan kos kontrak masing-masing diiktiraf sepanjang tempoh kontrak sebagai hasil dan perbelanjaan. Kumpulan menggunakan kaedah peratusan penyempurnaan untuk menentukan jumlah hasil dan kos yang sesuai untuk diiktiraf bagi sesuatu tempoh; tahap penyempurnaan diukur dengan merujuk kepada bahagian kos kontrak yang ditanggung bagi kerja yang dilaksanakan sehingga kini berbanding jumlah yang dianggarkan bagi kontrak tersebut.

Jika hasil kontrak sebegini tidak dapat dianggarkan dengan baik, hasil kontrak diiktiraf hanya setakat kos kontrak yang ditanggung yang berkemungkinan akan diperolehi semula; kos kontrak diiktiraf apabila ditanggung.

Jika jumlah kos kontrak berkemungkinan melebihi jumlah hasil kontrak, kerugian yang dijangka diiktiraf sebagai perbelanjaan dengan segera.

Jumlah kos yang ditanggung dan keuntungan/kerugian yang diiktiraf bagi setiap kontrak dibandingkan dengan pengebilan berperingkat hingga ke akhir tempoh. Jika kos yang ditanggung dan keuntungan yang diiktiraf (tolak kerugian yang diiktiraf) melebihi pengebilan berperingkat, baki dinyatakan sebagai jumlah yang boleh diterima daripada pelanggan kontrak bagi perdagangan penerimaan lain. Jika pengebilan berperingkat melebihi kos yang ditanggung campur keuntungan diiktiraf (tolak kerugian diiktiraf), baki dinyatakan sebagai jumlah yang boleh diterima daripada pelanggan kontrak bagi perdagangan pembayaran lain.

(j) Muhibah

Muhibah yang timbul daripada pemerolehan mewakili lebihan kos pemerolehan subsidiari dan syarikat bersekutu berbanding nilai saksama bahagian Kumpulan dalam aset bersih boleh dikenal pasti pada tarikh pemerolehan.

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(j) Muhibah (sambungan)

Muhibah yang timbul daripada pemerolehan dilunaskan menggunakan kaedah garis lurus sepanjang tempoh hayat bergunanya.

Bagi syarikat bersekutu, jumlah bawa bagi muhibah disertakan dalam jumlah bawa bagi pelaburan dalam syarikat bersekutu tersebut. Kerugian daripada kemerosotan diiktiraf apabila para Pengarah berpendapat bahawa terdapat kemerosotan dalam nilai yang bukan berbentuk sementara.

Jumlah bawa bagi muhibah berhubung syarikat bersekutu dikaji semula pada setiap tarikh kunci kira-kira untuk menentukan sama ada terdapat sebarang tanda kemerosotan nilai. Jika tanda sebegini wujud, jumlah muhibah yang boleh diperolehi semula dianggarkan. Kerugian kemerosotan diiktiraf dalam penyata pendapatan apabila jumlah bawa melebihi jumlah bawa diperolehi semula.

(k) Inventori

Inventori dinyatakan pada mana yang lebih rendah antara kos dan nilai boleh direalisasi bersih dengan menggunakan asas masuk-dulu keluar-dulu atau purata berwajaran bagi kos tersebut. Bagi kerja dalam pelaksanaan dan inventori yang dikilang, kos terdiri daripada bahan, tenaga buruh langsung dan bahagian yang sesuai bagi overhead tetap dan berubah-ubah. Nilai boleh direalisasi bersih merupakan harga jualan dalam perjalanan perniagaan biasa.

(l) Penerimaan perdagangan

Penerimaan perdagangan dibawa pada jumlah invois tolak anggaran yang dibuat bagi hutang rugu berdasarkan kajian jumlah yang dihitung pada akhir tempoh. Hutang lapuk dilupuskan apabila dikenal pasti.

(m) Tunai dan bersamaan tunai

Tunai dan bersamaan tunai terdiri daripada tunai dalam tangan, baki dan deposit dengan bank dan pelaburan berkecairan tinggi yang mempunyai risiko perubahan nilai yang tidak ketara. Untuk tujuan penyata aliran tunai, tunai dan bersamaan tunai dinyatakan selepas ditolak overdraf bank dan deposit yang dicagar.

(n) Cukai

Perbelanjaan cukai dalam penyata pendapatan merupakan cukai pada kadar cukai semasa berdasarkan keuntungan yang diperolehi pada tahun kewangan ini.

Cukai tertunda diperuntukkan menggunakan kaedah liabiliti bagi semua perbezaan masa antara keuntungan boleh dicukai dan perakaunan. Manfaat cukai tertunda hanya diiktiraf jika ada kemungkinan yang berpatutan ia boleh direalisasi pada masa hadapan yang terdekat ini.

Jika terdapat hasrat untuk menjual aset yang telah dinilai semula, cukai tertunda berhubung aset tersebut diiktiraf dengan membuat pindahan daripada lebihan penilaian semula berkaitan. Peruntukan atau pun pembentangan tidak dibuat bagi kesan cukai ini jika Kumpulan berhasrat memiliki aset tersebut sejauh yang nampak pada masa depan.

(o) Peruntukan

Peruntukan diiktiraf apabila Kumpulan mempunyai obligasi undang-undang atau konstruktif semasa disebabkan peristiwa lalu, apabila terdapat kemungkinan aliran keluar sumber untuk menyelesaikan obligasi tersebut, dan jika jumlah tersebut boleh dianggarkan dengan baik. Jika Kumpulan menjangka peruntukan tersebut akan dibayar ganti, pembayaran ganti ini diiktiraf sebagai aset berasingan hanya jika pembayaran ganti ini hampir-hampir pasti.

(p) Hasil

(i) Jualan barang dan perkhidmatan

Jualan diiktiraf selepas penghantaran barang dan penerimaan pelanggan, jika ada, atau pelaksanaan perkhidmatan, selepas ditolak cukai jualan dan diskau dan selepas menghapuskan jualan dalam Kumpulan.

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(p) Hasil (sambungan)

(ii) Kontrak pembinaan

(a) Kontrak berharga tetap

Hasil daripada kontrak berharga tetap yang melibatkan harga kontrak tetap dipersetujui dinyatakan menggunakan kaedah peratusan penyempurnaan.

(b) Kontrak tokok kos

Kontrak tokok kos yang melibatkan pembayaran ganti bagi kos ditanggung bagi kerja yang dilaksanakan pada kadar kontrak yang dipersetujui, diiktiraf sebagai hasil yang berpunca daripada bahagian kerja yang dibuat secara progresif sepanjang tempoh kontrak tersebut.

(c) Kontrak jaminan keuntungan

Hasil daripada kontrak jaminan keuntungan adalah berdasarkan peratusan pengebilan yang dikemukakan oleh kontraktor utama kepada pelanggan.

(iii) Operasi pelabuhan, pemberian dan pembersihan kontena

Pendapatan daripada operasi pelabuhan, pemberian, penyediaan dan perdagangan kontena dan sistem pengkontenaan diiktiraf selepas pelaksanaan perkhidmatan.

(iv) Pendapatan dividen

Pendapatan dividen diiktiraf apabila hak untuk menerima pembayaran ditentukan.

(v) Pendapatan faedah

Pendapatan faedah diiktiraf dalam penyata pendapatan apabila terakru, dengan mengambil kira pulangan efektif daripada tersebut aset tersebut.

(vi) Keuntungan daripada deposit secara Islam

Keuntungan daripada deposit secara Islam diiktiraf dalam penyata pendapatan apabila terakru, dengan mengambil kira pulangan efektif daripada aset berkenaan.

(vii) Pendapatan sewa

Pendapatan sewa diiktiraf apabila hak untuk menerima pembayaran ditentukan.

(q) Kos pembiayaan

Semua kos faedah dan kos lain yang ditanggung berhubung pinjaman dibelanjakan apabila ditanggung.

Faedah atas dana pinjaman digunakan bagi aset yang memerlukan tempoh yang panjang untuk disediakan bagi kegunaan yang dikehendaki dipermodalkan sebagai sebahagian daripada kos aset berkenaan sehingga ke tarikh operasi bermula.

Faedah selepas pembinaan iaitu faedah yang ditanggung bagi pinjaman selepas pembinaan projek penswastaan disiapkan sehingga pembayaran balik sepenuhnya pinjaman tersebut, dibelanjakan apabila ditanggung.

RINGKASAN DASAR-DASAR PERAKAUNAN PENTING

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

(r) Matawang asing

(i) Entiti-entiti asing

Entiti luar negeri Kumpulan merupakan operasi yang tidak dianggap sebahagian penting operasi Syarikat. Penyata pendapatan entiti luar negeri ditukar kepada Ringgit Malaysia pada kadar pertukaran purata yang berkuatkuasa pada tempoh tersebut dan kunci kira-kira ditukar pada kadar pertukaran yang berkuatkuasa pada tarikh kunci kira-kira. Perbezaan matawang asing yang timbul daripada pertukaran semula pelaburan bersih dalam entiti luar negeri berbanding pinjaman yang melindung nilai pelaburan tersebut dibawa ke rizab pertukaran matawang asing dalam dana pemegang saham. Selepas menjual entiti luar negeri tersebut, perbezaan pertukaran matawang asing sebegini diiktiraf dalam penyata pendapatan sebagai sebahagian daripada keuntungan atau kerugian daripada penjualan.

Muhibah dan pelarasannya nilai saksama yang timbul daripada pemerolehan entiti luar negeri diambilkira sebagai aset dan liabiliti Syarikat dan ditukar sewajarnya pada kadar pertukaran yang berkuatkuasa pada tarikh transaksi tersebut.

(ii) Transaksi dalam matawang asing

Transaksi matawang asing dalam syarikat-syarikat Kumpulan diambilkira pada kadar pertukaran yang berkuatkuasa pada tarikh transaksi, kecuali ianya dilindung nilai oleh kontrak pertukaran asing hadapan, jika sebegini, kadar yang digunakan adalah kadar yang dinyatakan dalam kontrak hadapan tersebut. Aset dan liabiliti monetari dalam matawang asing ditukar pada kadar pertukaran yang berkuatkuasa pada tarikh kunci kira-kira, kecuali dilindung nilai oleh kontrak pertukaran asing hadapan, jika sebegini, kadar yang digunakan adalah kadar yang dinyatakan dalam kontrak hadapan tersebut. Perbezaan pertukaran matawang asing yang timbul daripada pembayaran transaksi dalam matawang asing dan pertukaran aset dan liabiliti diambilkira di dalam penyata pendapatan.

(iii) Kadar penutup

Kadar penutup utama yang digunakan untuk menukar jumlah matawang asing serta aset dan liabiliti monetari dalam penyata kewangan operasi luar negeri adalah seperti berikut:

| | 2003 RM | 2002 RM |
|--------------------------|--------------------------|--------------------------|
| 1 Dolar Amerika Syarikat | 3.80 | 3.80 |
| 1 Dolar Australia | 2.24 | 1.93 |
| 1 Dolar Eropah | 4.11 | 3.27 |

(s) Instrumen kewangan

(i) Instrumen kewangan yang diiktiraf dalam kunci kira-kira.

Kaedah pengiktirafan tertentu yang digunakan bagi instrumen kewangan yang diiktiraf dalam kunci kira-kira dikemukakan dalam nota dasar perakaunan berasingan berkaitan setiap instrumen.

(ii) Anggaran nilai saksama bagi tujuan pembentangan

Nilai muka, tolak sebarang anggaran pelarasannya, bagi aset dan liabiliti kewangan yang mempunyai tempoh matang kurang dari satu tahun dianggap hampir sama dengan nilai saksamanya.

Nilai saksama bagi aset dan liabiliti kewangan yang mempunyai tempoh matang lebih dari satu tahun dianggarkan menggunakan pelbagai kaedah dan andaian yang berdasarkan keadaan pasaran semasa tarikh kunci kira-kira termasuk anggaran nilai terdiskaun bagi aliran tunai masa depan, harga pasaran disebut harga atau kadar disebut pedagang.

(t) Prabayaran untuk hasil masa depan

Perbelanjaan yang ditanggung bagi pembangunan saluran paip sepanjang tempoh asas lima tahun yang dianggap boleh memberi manfaat masa depan yang ketara ditunda dan dianggap sebagai prabayaran untuk hasil masa depan dan dibelanjakan dari tahun 1993/1994 (tahun penuh pertama beroperasi) berdasarkan tiga puluh tahun, anggaran hayat berguna sistem saluran paip tersebut.

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003

1 MAKLUMAT AM

Aktiviti utama Syarikat adalah pegangan pelaburan dan menjalankan aktiviti perlombongan dan mencarigali galian. Aktiviti utama Kumpulan dinyatakan dalam Nota 36 kepada penyata kewangan.

Tiada perubahan ketara dalam bentuk aktiviti tersebut pada tahun kewangan ini.

Bilangan kakitangan dalam Kumpulan dan Syarikat pada 31 Januari 2003 masing-masing adalah seramai 2,804 (2002: 1,629) dan 118 (2002: 126).

Syarikat adalah syarikat awam liabiliti terhad, diperbadankan dan bermastautin di Malaysia, tersenarai di Papan Utama Bursa Saham Kuala Lumpur.

Alamat pejabat berdaftar Syarikat adalah Tingkat 10, Blok B, Wisma Semantan, No. 12, Jalan Gelenggang, Bukit Damansara, 50490 Kuala Lumpur.

2 OBJEKTIF DAN DASAR PENGURUSAN RISIKO KEWANGAN

Aktiviti Kumpulan terdedah kepada pelbagai risiko kewangan, termasuk risiko pertukaran matawang asing, risiko kadar faedah, risiko pasaran, risiko kredit serta risiko kecairan dan aliran tunai. Objektif keseluruhan pengurusan risiko kewangan Kumpulan adalah untuk memastikan Kumpulan dapat mewujudkan nilai bagi pemegang sahamnya. Kumpulan memberi tumpuan kepada aspek tidak boleh ramal pasaran kewangan dan berusaha untuk meminimumkan potensi kesan buruk kepada prestasi kewangan Kumpulan. Pengurusan risiko kewangan dijalankan menerusi kajian risiko, sistem kawalan dalaman, program insurans dan pematuhan terhadap dasar pengurusan risiko kewangan Kumpulan.

Kumpulan menggunakan instrumen seperti kontrak pertukaran asing untuk melindung nilai pendedahan tertentu. Ia tidak berdagang instrumen kewangan.

(a) Risiko pertukaran matawang asing

Syarikat-syarikat subsidiari tertentu dalam Kumpulan terdedah kepada risiko pertukaran matawang berikutan transaksi dalam matawang asing yang dijalankan dalam matawang selain daripada matawang fungsian mereka. Syarikat subsidiari tersebut memasuki kontrak pertukaran matawang asing hadapan untuk menghadkan pendedahan kepada matawang asing bagi nilai pembayaran yang melebihi RM100,000. Namun, transaksi sebegini tidaklah ketara.

(b) Risiko kadar faedah

Pendapatan dan aliran tunai operasi Kumpulan tidak terlalu bergantung kepada perubahan dalam kadar faedah pasaran. Pendedahan kepada kadar faedah timbul daripada pinjaman dan deposit Kumpulan dalam Ringgit Malaysia, dan diurus dengan menggunakan pembilayaan jangka pendek dengan kadar faedah yang tetap dan terapung.

(c) Risiko pasaran

Operasi Kumpulan tertakluk kepada faktor risiko pasaran yang wujud dalam industri yang termasuk keupayaan untuk mendapatkan projek baru dan untuk mengekalkan bahagian pasaran semasanya pada masa depan. Faktor tersebut mempengaruhi semua entiti ekonomi dan sebarang perubahan padanya akan menjelaskan prestasi keseluruhan perniagaan-perniagaan Kumpulan. Bagi pembelian besar bagi bahan projek, Kumpulan menetapkan tahap harga terapung dan tetap mengikut belanjawan yang Kumpulan menganggap sebagai boleh diterima dan melaksanakan perjanjian bekalan fizikal, jika perlu, untuk mencapai tahap tersebut.

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

2 OBJEKTIF DAN DASAR PENGURUSAN RISIKO KEWANGAN (SAMBUNGAN)

(d) Risiko kredit

Risiko kredit timbul apabila jualan dibuat berdasarkan syarat kredit tertunda. Kumpulan berusaha untuk melabur aset tunai secara selamat dan menguntungkan. Ia juga berusaha untuk mengawal risiko kredit dengan memastikan para pelanggannya mempunyai kedudukan kewangan dan rekod kredit yang baik.

(e) Risiko kecairan dan aliran tunai

Pengurusan risiko kecairan secara berhemat melibatkan mengekalkan tunai yang mencukupi, adanya pendanaan menerusi jumlah kemudahan kredit terikat yang mencukupi dan keupayaan untuk menutup posisi pasaran. Memandangkan perniagaan atas Kumpulan berbentuk dinamik, ia berhasrat untuk mengekalkan kefleksibelan pendanaan dengan mengekalkan kemudahan kredit terikat yang ada.

3 HASIL

Hasil:

- hasil kontrak
- jualan barang
- perkhidmatan
- dividen (Nota 5 (ii))

| | Kumpulan | | Syarikat | |
|-------------------------|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| - hasil kontrak | 166,487 | 155,619 | - | - |
| - jualan barang | 484,924 | 504,532 | - | - |
| - perkhidmatan | 50,610 | 20,415 | - | - |
| - dividen (Nota 5 (ii)) | 27,862 | 22,920 | 82,801 | 46,155 |
| | 729,883 | 703,486 | 82,801 | 46,155 |

4 KOS JUALAN

Kos kontrak diiktiraf sebagai perbelanjaan

| | | | |
|------------------|------------------|----------|----------|
| (98,155) | (123,002) | - | - |
| (426,976) | (391,547) | - | - |
| (12,513) | (5,467) | - | - |
| (537,644) | (520,016) | - | - |

Kos barang dijual

Kos perkhidmatan

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

5 KEUNTUNGAN DARIPADA OPERASI

| | Kumpulan | | Syarikat | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (i) Keuntungan daripada operasi diperolehi selepas mengecaj/(mengkredit): | | | | |
| Elaun bagi perbelanjaan carigali galian | 1,322 | 524 | 1,322 | 524 |
| Imbuhan juruaudit: | | | | |
| - Malaysia | 482 | 393 | 50 | 50 |
| - Luar negeri | 15 | 15 | - | - |
| Hutang lapuk dilupuskan | - | 336 | - | - |
| Susutnilai | 39,461 | 29,723 | 2,089 | 712 |
| Peruntukan bagi tuntutan dan kerugian yang boleh diramalkan | 2,714 | 3,756 | - | - |
| Peruntukan bagi hutang rugu | 4,381 | 4,727 | - | - |
| Peruntukan bagi inventori tersimpan lama | 808 | 625 | - | - |
| Pembalikan peruntukan bagi inventori tersimpan lama | (132) | - | - | - |
| Keuntungan daripada penjualan hartanah, loji dan peralatan | (472) | (785) | (20) | (282) |
| Kerugian kemerosotan dalam nilai hartanah, loji dan peralatan | 290 | - | - | - |
| Hartanah, loji dan peralatan dilupuskan | 776 | - | 15 | - |
| Inventori dilupuskan | 302 | 499 | - | - |
| Sewa loji dan jentera | 856 | 838 | 98 | 98 |
| (Keuntungan)/kerugian direalisasi daripada pertukaran asing | (118) | 436 | - | 38 |
| Kerugian/(keuntungan) tidak direalisasi daripada pertukaran asing | 116 | (2,074) | (99) | (5,980) |
| Pendapatan sewa | (2,580) | (2,812) | (86) | (72) |
| Sewa tanah dan bangunan | 3,116 | 3,476 | 984 | 1,463 |
| Pembalikan peruntukan bagi kerugian yang boleh diramalkan dan tuntutan | (684) | (2,567) | - | - |
| Kemasukan semula peruntukan bagi hutang rugu | (12,373) | - | - | - |
| Hutang lapuk diperolehi semula | (2,895) | (768) | - | - |
| Pembalikan prabayaran | 2,307 | 2,307 | - | - |
| (ii) Pendapatan dividen kasar adalah daripada: | | | | |
| Pelaburan disebut harga di Malaysia | 27,711 | 22,770 | - | - |
| Pelaburan disebut harga di luar Malaysia | 151 | 150 | - | - |
| Syarikat bersekutu: | | | | |
| Disebut harga di Malaysia | - | - | 5,616 | 5,054 |
| Subsidiari: | | | | |
| Disebut harga di Malaysia | - | - | 2,592 | 2,757 |
| Tidak disebut harga di Malaysia | - | - | 74,593 | 38,344 |
| | 27,862 | 22,920 | 82,801 | 46,155 |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

5 KEUNTUNGAN DARIPADA OPERASI (SAMBUNGAN)

| | Kumpulan | | Syarikat | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (iii) Imbuhan Pengarah | | | | |
| Pengarah bukan eksekutif: | | | | |
| - yuran | 1,025 | 469 | 460 | 251 |
| - gaji dan emolumen lain | 1,393 | 244 | 123 | 123 |
| - anggaran nilai wang bagi manfaat barang | 44 | 27 | 19 | 27 |
| Pengarah eksekutif: | | | | |
| - gaji dan emolumen lain | 919 | 2,902 | 281 | 2,902 |
| - anggaran nilai wang bagi manfaat barang | 30 | 390 | 13 | 390 |
| | 3,411 | 4,032 | 896 | 3,693 |
| (iv) Kos kakitangan | 101,461 | 59,449 | 5,805 | 12,351 |

6 PERBELANJAAN CUKAI

| | | | | |
|--|----------|----------|---|---|
| Cukai Malaysia | | | | |
| Perbelanjaan semasa | | | | |
| - semasa | (17,958) | (17,663) | - | - |
| - tahun sebelumnya | 7,591 | - | - | - |
| Perbelanjaan cukai tertunda (Nota 27) | | | | |
| - semasa | (11,719) | (9,287) | - | - |
| - tahun sebelumnya | 1,276 | 3,451 | - | - |
| | (20,810) | (23,499) | - | - |
| Perbelanjaan cukai bagi bahagian keuntungan syarikat bersekutu | (47,446) | (41,881) | - | - |
| | (68,256) | (65,380) | - | - |

Kadar cukai efektif Kumpulan adalah lebih tinggi daripada kadar cukai berkanun terutamanya disebabkan oleh perbelanjaan tertentu yang tidak dibenarkan bagi tujuan cukai dan berikutan ketidaaan pelepasan cukai bagi kerugian yang ditanggung oleh syarikat-syarikat subsidiari tertentu.

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

6 PERBELANJAAN CUKAI (SAMBUNGAN)

| | <i>Syarikat</i> | |
|---|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Kerugian cukai yang mana kredit cukai berkaitan belum diiktiraf dalam penyata kewangan | 25,809 | 16,785 |

7 PENDAPATAN ASAS SESAHAM BIASA - KUMPULAN

Pengiraan pendapatan asas sesaham bersih berdasarkan keuntungan bersih untuk tahun kewangan sebanyak RM110.9 juta (2002: RM165.4 juta) dan purata bilangan saham biasa berwajaran tertunggak pada tahun ini sebanyak 859.912 juta (2002: 836.139 juta) saham biasa.

8 DIVIDEN

| | <i>Kumpulan dan Syarikat</i> | |
|--|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Biasa: | | |
| Interim: | | |
| 1.0 sen sesaham, tolak 28% cukai (2002 - 3.0 sen sesaham, dikecualikan cukai) | 6,020 | 25,084 |
| Cadangan akhir: | | |
| 3.0 sen sesaham, tolak 28% cukai (2002 - 2.0 sen sesaham, tolak 28% cukai) | 24,222 | 12,040 |
| 1.0 sen sesaham, dikecualikan cukai (2002 – tiada) | 11,214 | - |
| | 41,456 | 37,124 |

Sebanyak 285,270,000 saham biasa baru berharga RM0.10 sesaham diterbitkan pada tahun ini tidak layak menerima dividen interim yang diisyiharkan bagi tahun kewangan berakhir 31 Januari 2003.

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

9 HARTANAH, LOJI DAN PERALATAN

| Kumpulan | Hartanah milik bebas RM'000 | Hartanah pegangan pajakan jangka panjang RM'000 | Hartanah pegangan pajakan jangka pendek RM'000 | Pajakan perlombongan hartanah RM'000 | Jentera loji, kapal korek dan peralatan perlombongan lain RM'000 | Perbelanjaan pembangunan lebuhraya RM'000 | Saluran paip RM'000 | Modal kerja dalam pelaksanaan RM'000 | Jumlah RM'000 |
|-----------------------------------|-----------------------------------|--|---|---|---|--|---------------------------|--|------------------|
| | Nilai buku bersih | | | | | | | | |
| Pada 1 Februari 2002 | | | | | | | | | |
| Pemerolehan | 45,221 | 52,859 | 7,612 | 1,614 | 54,862 | 289,890 | 245,311 | 53,588 | 750,957 |
| subsidiari (Nota 10) | - | 1,416,437 | - | - | 694,617 | - | - | 29,450 | 2,140,504 |
| Tambahan | 2,775 | 3,070 | - | - | 26,694 | - | 6,398 | 94,480 | 133,417 |
| Penjualan | (48) | - | - | - | (75) | - | - | - | (123) |
| Sumbangan modal diterima | - | - | - | - | - | - | (96) | - | (96) |
| Pindahan | - | (7,105) | - | - | 11,359 | - | 51,040 | (55,294) | - |
| Dilupuskan | - | - | - | (307) | (8) | - | - | (461) | (776) |
| Susutnilai (Nota 5) | (623) | (1,048) | (242) | - | (22,677) | (4,423) | (10,448) | - | (39,461) |
| Kerugian kemerosotan | - | (290) | - | - | - | - | - | - | (290) |
| Pada 31 Januari 2003 | 47,325 | 1,463,923 | 7,370 | 1,307 | 764,772 | 285,467 | 292,205 | 121,763 | 2,984,132 |
| Pada 31 Januari 2003 | | | | | | | | | |
| Kos | 24,720 | 1,466,335 | 10,240 | 1,307 | 907,631 | 306,050 | 335,799 | 121,763 | 3,173,845 |
| Penilaian | 25,610 | 1,726 | 500 | - | - | - | - | - | 27,836 |
| Susutnilai terkumpul | (3,005) | (3,848) | (3,370) | - | (142,859) | (20,583) | (43,594) | - | (217,259) |
| Kerugian kemerosotan terkumpul | - | (290) | - | - | - | - | - | - | (290) |
| Nilai buku bersih | 47,325 | 1,463,923 | 7,370 | 1,307 | 764,772 | 285,467 | 292,205 | 121,763 | 2,984,132 |
| Pada 31 Januari 2002 | | | | | | | | | |
| Kos | 21,993 | 53,933 | 10,240 | 1,614 | 175,044 | 306,050 | 278,457 | 53,588 | 900,919 |
| Penilaian | 25,610 | 1,726 | 500 | - | - | - | - | - | 27,836 |
| Susutnilai terkumpul | (2,382) | (2,800) | (3,128) | - | (120,182) | (16,160) | (33,146) | - | (177,798) |
| Nilai buku bersih | 45,221 | 52,859 | 7,612 | 1,614 | 54,862 | 289,890 | 245,311 | 53,588 | 750,957 |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

9 HARTANAH, LOJI DAN PERALATAN (SAMBUNGAN)

| | <i>Hartanah milik bebas panjang</i> <i>RM'000</i> | <i>Pajakan pegangan perlombongan, pajakan jangka</i> <i>RM'000</i> | <i>Pajakan hartanah dan bangunan</i> <i>RM'000</i> | <i>Loji, jentera dan peralatan</i> <i>RM'000</i> | <i>Kapal korek dan peralatan perlombongan lain</i> <i>RM'000</i> | <i>Jumlah</i> <i>RM'000</i> |
|-----------------------------|--|---|---|---|---|--------------------------------|
| Syarikat | | | | | | |
| Nilai buku bersih | | | | | | |
| Pada 1 Februari 2002 | | | | | | |
| 826 | 4,948 | 347 | 5,441 | - | 11,562 | |
| Tambahan | - | - | 1,886 | - | 1,886 | |
| Pelupusan | - | - | (15) | - | (15) | |
| Penjualan | - | - | (48) | - | (48) | |
| Susutnilai (Nota 5) | - | (57) | - | (2,032) | - | (2,089) |
| | <hr/> | <hr/> | <hr/> | <hr/> | <hr/> | <hr/> |
| Pada 31 Januari 2003 | 826 | 4,891 | 347 | 5,232 | - | 11,296 |
| Pada 31 Januari 2003 | | | | | | |
| Kos | 826 | 4,115 | 347 | 13,074 | - | 18,362 |
| Penilaian | - | 1,506 | - | - | - | 1,506 |
| Susutnilai terkumpul | - | (730) | - | (7,842) | - | (8,572) |
| Nilai buku bersih | 826 | 4,891 | 347 | 5,232 | - | 11,296 |
| | <hr/> | <hr/> | <hr/> | <hr/> | <hr/> | <hr/> |
| Pada 31 Januari 2002 | | | | | | |
| Kos | 826 | 4,115 | 347 | 14,214 | 35 | 19,537 |
| Penilaian | - | 1,506 | - | - | - | 1,506 |
| Susutnilai terkumpul | - | (673) | - | (8,773) | (35) | (9,481) |
| Nilai buku bersih | 826 | 4,948 | 347 | 5,441 | - | 11,562 |
| | <hr/> | <hr/> | <hr/> | <hr/> | <hr/> | <hr/> |

Beberapa hartaanah tertentu milik Kumpulan dan hartaanah pegangan pajakan milik Syarikat di Malaysia dinyatakan berdasarkan penilaian profesional yang dilakukan pada bulan Februari 1988 menggunakan basis pasaran terbuka. Penilaian ini merupakan satu langkah yang dilakukan sekali sahaja dan tidak bertujuan untuk menyebabkan perubahan dalam dasar perakaunan kepada yang membuat penilaian semula hartaanah.

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

9 HARTANAH, LOJI DAN PERALATAN (SAMBUNGAN)

Jika hartaanah dinilai semula ini dibawa pada kos sejarah tolak susutnilai terkumpul, jumlah bawa bagi aset dinilai semula ini, yang mungkin telah diambilkira dalam penyata kewangan pada akhir tahun adalah seperti berikut:

| | Kumpulan | | Syarikat | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Hartaanah milik bebas | 672 | 672 | - | - |
| Hartaanah pegangan pajakan jangka panjang | 1,493 | 1,521 | 1,493 | 1,521 |
| Hartaanah pegangan pajakan jangka pendek | 56 | 56 | - | - |
| | 2,221 | 2,249 | 1,493 | 1,521 |

Hartaanah, loji dan peralatan berkaitan perlombongan timah serta hartaanah, loji dan peralatan sebuah subsidiari yang telah diberhentikan operasinya dinyatakan pada anggaran nilai boleh realisasi masing-masing.

Perbelanjaan faedah bagi pinjaman yang berkaitan secara langsung dengan pembinaan dalam pelaksanaan yang telah dipermodalkan pada akhir tahun berjumlah RM5,238,000 meliputi pinjaman subordinat boleh tukar boleh tebus yang dipermodalkan berjumlah RM759,000.

10 PELABURAN DALAM SUBSIDIARI

| | Syarikat | |
|--|-----------------------|--------------------|
| | 2003 RM'000 | 2002 RM'000 |
| Saham disebut harga di Malaysia | 77,856 | 77,856 |
| Saham tidak disebut harga | 2,416,758 | 791,138 |
| Tolak: Kerugian kemerosotan terkumpul bagi saham tidak disebut harga | 2,494,614 (12,274) | 868,994 (6,345) |
| | 2,482,340 | 862,649 |
| Nilai pasaran bagi pelaburan yang disebut harga: | | |
| Disebut harga di Malaysia | 178,446 | 143,697 |

Butir-butir mengenai syarikat-syarikat subsidiari Kumpulan dikemukakan dalam Nota 36.

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

10 PELABURAN DALAM SUBSIDIARI (SAMBUNGAN)

Pemerolehan subsidiari

- (i) Pada 10 Disember 2002, Syarikat menyempurnakan pemerolehan 50.1% kepentingan ekuiti dalam Pelabuhan Tanjung Pelepas Sdn Bhd ("PTP"). Nilai saksama aset dan liabiliti yang diperolehi adalah seperti berikut:

| | <i>Pada tarikh pemerolehan</i> <i>RM'000</i> |
|---|---|
| Hartanah, loji dan peralatan | 2,140,504 |
| Aset semasa | 310,557 |
| Liabiliti semasa | (159,141) |
| Liabiliti bukan semasa | (2,667,436) |
| Kepentingan minoriti | 187,351 |
| | <hr/> |
| Liabiliti bersih diperolehi | (188,165) |
| Muhibah (Nota 17) | 1,813,787 |
| | <hr/> |
| Jumlah bayaran pembelian | 1,625,622 |
| Bayaran pembelian dilaksanakan menerusi terbitan saham (Nota 23) | (855,810) |
| | <hr/> |
| Bahagian yang dilaksanakan dengan tunai | 769,812 |
| Tolak: Tunai dan bersamaan tunai dalam subsidiari yang diperolehi | (202,470) |
| | <hr/> |
| Aliran keluar tunai semasa pemerolehan | 567,342 |
| | <hr/> |

- (ii) Kesan daripada pemerolehan ini terhadap kedudukan kewangan bagi penyata kewangan pada akhir tahun kewangan adalah seperti berikut:

| | <i>1 bulan berakhir 31 Disember 2002*</i> <i>RM'000</i> |
|---|--|
| Penyata pendapatan | |
| Hasil | 29,057 |
| Kos operasi (termasuk pelunasan muhibah daripada pemerolehan) | (39,676) |
| | <hr/> |
| Kerugian daripada operasi | (10,619) |
| Cukai | (10) |
| | <hr/> |
| Kerugian selepas cukai | (10,629) |
| Kepentingan minoriti | 4,329 |
| | <hr/> |
| Pengurangan dalam keuntungan bersih | |
| Kumpulan pada akhir tahun kewangan | (6,300) |
| | <hr/> |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

10 PELABURAN DALAM SUBSIDIARI (SAMBUNGAN)

- (ii) Kesan daripada pemerolehan ini terhadap kedudukan kewangan bagi penyata kewangan pada akhir tahun kewangan adalah seperti berikut: (sambungan)

| | <i>2003</i> <i>RM'000</i> |
|--|------------------------------|
| Kunci kira-kira: | |
| Hartanah, loji dan peralatan | 2,135,665 |
| Aset semasa | 264,494 |
| Liabiliti semasa | (115,986) |
| Liabiliti bukan semasa | (2,338,393) |
| Liabiliti bersih yang diperolehi | (54,220) |
| Kepentingan minoriti | 27,056 |
| Bahagian Kumpulan dalam liabiliti bersih | (27,164) |
| Muhibah daripada pemerolehan | 1,813,787 |
| Tolak: Pelunasan | (2,907) |
| Pertambahan dalam aset bersih Kumpulan | 1,783,716 |

* Disatukan berdasarkan penyata kewangan yang telah diaudit bagi tahun kewangan berakhir 31 Disember 2002 seperti dinyatakan dalam Nota 36.

11 PELABURAN DALAM SYARIKAT-SYARIKAT BERSEKUTU

| | <i>Kumpulan</i> | | <i>Syarikat</i> | |
|--|------------------------------|------------------------------|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Saham disebut harga di Malaysia | 834,765 | 821,905 | 46,994 | 46,994 |
| Saham tidak disebut harga | 45,915 | 36,012 | - | 60 |
| Bahagian dalam rizab selepas pemerolehan | 128,078 | 74,610 | - | - |
| | 1,008,758 | 932,527 | 46,994 | 47,054 |
| Diwakili oleh: | | | | |
| Bahagian Kumpulan dalam aset bersih selain daripada muhibah | 650,033 | 574,652 | - | - |
| Bahagian Kumpulan daripada muhibah dalam penyata kewangan syarikat bersekutu | 22,531 | 24,046 | - | - |
| Muhibah daripada pemerolehan (Nota (i) di bawah) | 336,194 | 333,829 | - | - |
| | 1,008,758 | 932,527 | - | - |
| Nilai pasaran syarikat bersekutu disebut harga: | | | | |
| Saham disebut harga di Malaysia | 926,326 | 819,361 | 76,767 | 96,460 |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

11 PELABURAN DALAM SYARIKAT-SYARIKAT BERSEKUTU (SAMBUNGAN)

- (i) Pengiraan awal bagi muhibah daripada pemerolehan Malakoff Berhad ("Malakoff") berdasarkan nilai buku bersih aset bersih Malakoff pada tarikh pemerolehan asal sebanyak 22.7% kepentingan ekuiti di Malakoff (31 Oktober 2000) memandangkan terdapat halangan mendapatkan semua rekod Malakoff kerana ianya adalah sebuah entiti yang tersenarai. Para Pengarah telah mengkaji semula anggaran nilai saksama Malakoff berdasarkan nilai bukunya pada tarikh pemerolehan dan berpendapat bahawa pengiraan muhibah daripada pemerolehan telah dinyatakan dengan saksama.
- (ii) Pada tahun ini, Gas Malaysia Sendirian Berhad ("Gas Malaysia"), sebuah syarikat di mana MMCB mempunyai 41.8% kepentingan ekuiti telah dikelaskan semula daripada syarikat bersekutu kepada syarikat subsidiari. Sila rujuk Nota 34 untuk rasional dan kesan daripada perubahan ini.
- (iii) Butir-butir mengenai syarikat-syarikat bersekutu Kumpulan dikemukakan dalam Nota 36.

12 PELABURAN DALAM ENTITI DIKAWAL BERSAMA

Kepentingan Kumpulan dalam aset dan liabiliti, hasil serta perbelanjaan entiti dikawal bersama adalah seperti berikut:

| | Kumpulan | |
|---------------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Aset jangka panjang | 172 | 195 |
| Aset semasa | 14,798 | 20,969 |
| Liabiliti semasa | (7,311) | (12,563) |
| Aset bersih | 7,659 | 8,601 |
| Pendapatan | 480 | 50,081 |
| Perbelanjaan | (1,469) | (49,653) |
| | (989) | 428 |

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MALAYSIA MINING CORPORATION BERHAD

Butir-butir mengenai entiti dikawal bersama adalah seperti berikut:

| <i>Nama syarikat</i> | <i>Aktiviti utama</i> | <i>Bahagian kepentingan pemilikan*</i> | |
|--------------------------------------|---|--|-----------|
| | | 2003 % | 2002 % |
| MMCE-IPCO-Murphy Joint Venture | Pemerolehan, pembinaan dan pentaulahan Projek Saluran Gas Peninsular Gas Utilisation ("PGU") Loop 2 | 33 | 33 |
| MMCE-Franky Consortium Joint Venture | Pembinaan dan penyiapan kerja-kerja Awam Projek Landasan Keretapi Kuantan-Kertih Paket 2 | 60 | 60 |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

12 KEPENTINGAN DALAM ENTITI DIKAWAL BERSAMA (SAMBUNGAN)

| Nama syarikat | Aktiviti utama | Bahagian kepentingan pemilikan* | |
|--|---|---------------------------------|-----------|
| | | 2003 % | 2002 % |
| Project Smart Sdn Bhd | Pegangan pelaburan | 50 ** | - |
| MMC-Gamuda Joint Venture | Merekabentuk, kejuruteraan, pemerolehan pembinaan, pemasangan, pengujian dan pantauan projek Pengurusan Air Ribut dan Terowong Jalan. | 50 | - |
| Syarikat Mengurus Air Banjir dan Terowong Sdn Bhd (Syarikat subsidiari milik penuh Project Smart Sdn Bhd) | Tidak aktif | 50 ** | - |

* Melalui subsidiari milik 75%

** Saham syarikat masih dipegang oleh pengangur bagi pihak Syarikat.

13 PELABURAN LAIN

| | Kumpulan | | Syarikat | |
|--|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Saham disebut harga di Malaysia | 259,841 | 255,289 | - | - |
| Saham disebut harga di luar Malaysia | 13,172 | 21,555 | - | - |
| Saham tidak disebut harga | 3,697 | 3,697 | 2,000 | 2,000 |
| | 276,710 | 280,541 | 2,000 | 2,000 |
| Tolak: kerugian kemerosotan | | | | |
| - Saham disebut harga di luar Malaysia | (7,827) | - | - | - |
| - Saham tidak disebut harga | (3,697) | - | (2,000) | - |
| | 265,186 | 280,541 | - | 2,000 |
| Nilai pasaran pelaburan disebut harga: | | | | |
| - Saham disebut harga di Malaysia | 650,997 | 610,487 | - | - |
| - Saham disebut harga di luar Malaysia | 5,345 | 33,473 | - | - |
| | 656,342 | 643,960 | - | - |
| Pendedahan matawang bagi pelaburan disebut adalah seperti berikut: | | | | |
| - Ringgit Malaysia | 259,841 | - | - | - |
| - Dolar Australia | 5,345 | - | - | - |
| - Dolar Amerika Syarikat | - | - | - | - |
| | 265,186 | - | - | - |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

14 JUMLAH DIHUTANG OLEH/(KEPADA) SUBSIDIARI

Jumlah dihutang oleh/(kepada) subsidiari adalah berbentuk bukan perdagangan, tidak bercagar, tanpa faedah dan tidak perlu dibayar balik dalam dua belas bulan akan datang kecuali selagi pembayaran balik ini tidak menjelaskan keupayaan subsidiari berkaitan untuk memenuhi liabilitinya apabila tiba masanya. Jumlah yang dihutang oleh subsidiari (liabiliti jangka panjang) termasuk pendahuluan berjumlah RM136.8 juta (2002: RM116.2 juta) yang mewakili sebahagian daripada pelaburan bersih dalam subsidiari-subsidiari berkenaan.

Bagi jumlah dihutang oleh/(kepada) subsidiari yang tidak perlu dibayar balik dalam tempoh dua belas bulan akan datang, nilai saksama pinjaman yang tidak mempunyai syarat pembayaran balik yang tetap dan tanpa faedah tidak boleh dilakukan. Namun, nilai bawa yang dicatat tidak dijangka melebihi nilai saksamanya dengan ketara pada tarikh kunci kira-kira.

15 JUMLAH DIHUTANG OLEH SYARIKAT BERSEKUTU

Jumlah dihutang oleh syarikat-syarikat bersekutu adalah berbentuk bukan perdagangan, tidak bercagar, tanpa faedah (kecuali pendahuluan pemegang saham sebanyak RM21.012 juta (2002: RM18,740 juta) kepada Berjuntai Tin Dredging Berhad ("Berjuntai") yang dikenakan faedah pada kadar 1.5% (2002: 1.5%) di atas kadar pinjaman asas Bumiputra Commerce Bank Berhad) dan tidak perlu dibayar balik dalam tempoh dua belas bulan akan datang kecuali selagi pembayaran balik sebegini tidak menjelaskan keupayaan syarikat berkaitan untuk memenuhi liabilitinya apabila tiba masanya.

Bagi jumlah dihutang oleh/(kepada) subsidiari yang tidak perlu dibayar balik dalam tempoh dua belas bulan akan datang, nilai saksama pinjaman yang tidak mempunyai syarat pembayaran balik yang tetap dan tanpa faedah tidak boleh dilakukan. Namun, nilai bawa yang dicatat tidak dijangka melebihi nilai saksamanya dengan ketara pada tarikh kunci kira-kira.

16 ASET-ASET LAIN

| | | Kumpulan | | Syarikat | |
|-----|--|----------------|----------------|----------------|----------------|
| | | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (a) | Perbelanjaan carigali perlombongan Kos | 35,049 | 41,866 | 32,600 | 39,417 |
| | Kerugian kemerosotan: | | | | |
| | Pada 1 Februari | 41,866 | 44,670 | 39,417 | 42,221 |
| | Caj bagi tahun | 1,322 | 524 | 1,322 | 524 |
| | Dilupuskan | (8,139) | (3,328) | (8,139) | (3,328) |
| | Pada 31 Januari | 35,049 | 41,866 | 32,600 | 39,417 |
| | Nilai bawa | - | - | - | - |
| (b) | Kepentingan dalam harta galian | - | 1,161 | - | - |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

16 ASET-ASET LAIN (SAMBUNGAN)

| | Kumpulan | | Syarikat | |
|--------------------------------------|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (c) Prabayaran bagi hasil masa depan | | | | |
| Pada 1 Februari | 48,428 | 50,735 | - | - |
| Disemak semula pada tahun ini | (2,307) | (2,307) | - | - |
| Pada 31 Januari | 46,121 | 48,428 | - | - |
| Jumlah aset lain | 46,121 | 49,589 | - | - |

17 MUHIBAH DARIPADA PENYATUAN

| | Kumpulan | |
|----------------------------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Nilai buku bersih | | |
| Pada 1 Februari 2002 | 6,092 | 6,092 |
| Pemerolehan subsidiari (Nota 10) | 1,813,787 | - |
| Caj pelunasan | (2,907) | - |
| Pada 31 Januari 2003 | 1,816,972 | 6,092 |
| Pada 31 Januari 2003 | | |
| Kos | 1,819,879 | 6,092 |
| Pelunasan terkumpul | (2,907) | - |
| Nilai buku bersih | 1,816,972 | 6,092 |

Muhibah dilunaskan dari tarikh ia mula diiktirafkan sepanjang anggaran tempoh hayat berguna aset meliputi antara 17 hingga 52 tahun.

18 INVENTORI

| | Kumpulan | |
|--|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Pada kos: | | |
| Alat ganti, bahan guna dan bahan pemberian kontena | 8,382 | 1,564 |
| Bahan mentah | 4,869 | 5,159 |
| Kerja dalam pelaksanaan | 2,586 | 5,466 |
| Barangan dalam perjalanan | 199 | - |
| Inventori pembuatan | 1,797 | 3,214 |
| | 17,833 | 15,403 |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

18 INVENTORI (SAMBUNGAN)

| | <i>Kumpulan</i> | |
|--------------------------------|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Pada nilai terealisasi bersih: | | |
| Bahan mentah | 197 | - |
| Inventori pembuatan | 1,224 | 230 |
| | 19,254 | 15,633 |

Inventori oleh Kumpulan sebanyak RM8,187,000 yang terdiri daripada alat gantian, bahan guna dan bahan pemberaikan kontena dicagarkan sebagai jaminan bagi pinjaman yang dinyatakan di Nota 22.

19 PERDAGANGAN DAN PENERIMAAN LAIN

| | <i>Kumpulan</i> | | <i>Syarikat</i> | |
|---|------------------------------|------------------------------|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Penerimaan perdagangan | 176,171 | 146,103 | - | - |
| Tolak: Peruntukan bagi hutang rugu | (22,755) | (17,813) | - | - |
| | 153,416 | 128,290 | - | - |
| Penerimaan lain | 125,189 | 398,818 | 44,404 | 316,847 |
| Deposit | 11,485 | 2,156 | 1,649 | 1,517 |
| Prabayaran | 4,095 | 587 | 178 | 188 |
| Tolak: Peruntukan bagi hutang rugu | (4,122) | (4,702) | - | - |
| | 136,647 | 396,859 | 46,231 | 318,552 |
| Pendahuluan kontrak | 4,714 | 5,029 | - | - |
| Tolak: Peruntukan bagi hutang rugu | (3,503) | (3,069) | - | - |
| | 1,211 | 1,960 | - | - |
| Jumlah dihutang oleh pelanggan kontrak (Nota 29) | 21,213 | 8,409 | - | - |
| Jumlah dihutang oleh syarikat-syarikat bersekutu | 4,540 | 7,229 | - | - |
| | 317,027 | 542,747 | 46,231 | 318,552 |

Penerimaan lain dalam Kumpulan termasuk peruntukan sebanyak RM75 juta (2002: RM75 juta) cukai luar negeri yang dipegang daripada penjualan Ashton Mining Limited.

Jumlah dihutang oleh syarikat bersekutu berbentuk bukan perdagangan, tidak bercagar dan tanpa faedah.

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

19 PERDAGANGAN DAN PENERIMAAN LAIN (SAMBUNGAN)

| | <i>Kumpulan 2003 RM'000</i> | <i>Syarikat 2003 RM'000</i> |
|--|-------------------------------------|-------------------------------------|
| Profil pendedahan matawang adalah seperti berikut: | | |
| Penerimaan perdagangan: | | |
| - Ringgit Malaysia | 149,790 | - |
| - Dolar Amerika Syarikat | 2,476 | - |
| - Dolar Australia | 1,106 | - |
| - Matawang lain | 44 | - |
| | 153,416 | - |

Syarat kredit bagi penerimaan perdagangan bermula daripada bayaran terdahulu hingga tempoh 60 hari.

Penumpuan risiko kredit berkaitan baki penerimaan dihadkan kepada bilangan pelanggan Kumpulan [yang besar], yang tersebar di seluruh negara, merangkumi rangkaian industri dengan pasaran sasaran yang berbeza. Pengalaman Kumpulan dalam memungut penerimaan berada dalam peruntukan yang direkod. [berdasarkan faktor tersebut, pihak pengurusan percaya bahawa penerimaan Kumpulan tidak mempunyai risiko kredit tambahan yang melebihi jumlah yang diperuntukkan bagi kerugian pemungutan dalam penerimaan Kumpulan].

20 DEPOSIT, BAKI DI BANK DAN TUNAI

| | <i>Kumpulan</i> | | <i>Syarikat</i> | |
|--|------------------------|------------------------|------------------------|------------------------|
| | <i>2003 RM'000</i> | <i>2002 RM'000</i> | <i>2003 RM'000</i> | <i>2002 RM'000</i> |
| Deposit ditempatkan dengan: | | | | |
| Bank-bank berlesen | 390,592 | 138,463 | 14,452 | 6,936 |
| Syarikat-syarikat kewangan | 39,073 | 51,928 | 2,003 | 34,063 |
| Syarikat-syarikat lain | 58,639 | 155,681 | 2,255 | - |
| | 488,304 | 346,072 | 18,710 | 40,999 |
| Baki tunai dan bank | 13,460 | 18,322 | 592 | 3,295 |
| | 501,764 | 364,394 | 19,302 | 44,294 |
| Profil pendedahan matawang bagi tunai dan bersamaan tunai: | | | | |
| - Ringgit Malaysia | 478,008 | | 9,444 | |
| - Dolar Amerika Syarikat | 11,906 | | 4,526 | |
| - Dolar Eropah | 51 | | - | |
| - Dolar Australia | 11,799 | | 5,332 | |
| | 501,764 | | 19,302 | |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

20 DEPOSIT, BAKI DI BANK DAN TUNAI (SAMBUNGAN)

Kadar faedah purata berwajaran bagi tunai dan bersamaan tunai yang efektif pada tarikh kunci kira-kira adalah seperti berikut:

| | <i>Kumpulan</i> | | <i>Syarikat</i> | |
|-----------------------------|------------------|------------------|------------------|------------------|
| | <i>2003</i> % | <i>2002</i> % | <i>2003</i> % | <i>2002</i> % |
| Deposit ditempatkan dengan: | | | | |
| Bank-bank berlesen | 3.17 | 3.35 | 3.17 | 3.35 |
| Syarikat-syarikat kewangan | 3.30 | 2.91 | 3.30 | 2.91 |
| Syarikat-syarikat lain | 3.25 | 3.13 | 3.25 | 3.13 |

Deposit Kumpulan dan Syarikat mempunyai tempoh matang selama 39 hari (2002: 90 hari). Baki bank adalah deposit yang sedia digunakan di bank.

21 PERDAGANGAN DAN PEMBAYARAN LAIN

| | <i>Kumpulan</i> | | <i>Syarikat</i> | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | <i>2003</i> RM'000 | <i>2002</i> RM'000 | <i>2003</i> RM'000 | <i>2002</i> RM'000 |
| Pembayaran perdagangan | 99,134 | 57,351 | - | - |
| Pembayaran lain | 130,840 | 140,989 | 1,616 | 1,388 |
| Akruan | 114,846 | 54,526 | 53,778 | 30,455 |
| Liabiliti pajakan kewangan (Nota 28) | 1,403 | - | - | - |
| Pendahuluan diterima bagi kontrak (Nota 29) | 13,097 | 6,507 | - | - |
| Jumlah di hutang kepada pelanggan kontrak (Nota 29) | 4,378 | 5,174 | - | - |
| | 363,698 | 264,547 | 55,394 | 31,843 |

Profil pendedahan matawang adalah seperti berikut:

| | |
|--------------------------|---------------|
| Pembayaran perdagangan: | |
| - Ringgit Malaysia | 96,471 |
| - Dolar Amerika Syarikat | 2,611 |
| - Lain-lain | 52 |
| | 99,134 |

Syarat kredit bagi pembayaran perdagangan yang diberi kepada Kumpulan adalah berbeza, iaitu daripada tiada kredit hingga 90 hari.

Pembayaran lain dalam Kumpulan termasuk peruntukan sebanyak RM75 juta (2002: RM75 juta) adalah bersamaan cukai di luar negeri dipegang seperti yang dikemukakan dalam Nota 19.

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

22 PINJAMAN (DIKENAKAN FAEDAH)

| | | Kumpulan | | Syarikat | |
|--|------------------|----------------|----------------|----------------|----------------|
| | | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Semasa | | | | | |
| Pinjaman berjangka | | | | | |
| Dolar Amerika Syarikat | - bercagar | 19,000 | 12,910 | - | - |
| Overdraft | - bercagar | - | 2,108 | - | - |
| | - tidak bercagar | 365 | 24 | - | - |
| Kredit pusingan | - bercagar | 9,000 | 2,800 | - | 50,000 |
| | - tidak bercagar | 65,000 | 60,000 | - | - |
| Penerimaan jurubank | - bercagar | - | 5,571 | - | - |
| | | 93,365 | 83,413 | - | 50,000 |
| Bukan semasa | | | | | |
| Pinjaman berjangka | | | | | |
| Dolar Amerika Syarikat | - bercagar | 77,459 | 96,824 | - | - |
| Pinjaman sokongan infrastruktur | - bercagar | | | | |
| Pinjaman 1 | | 372,000 | - | - | - |
| Pinjaman 2 | | 128,000 | - | - | - |
| Pinjaman berjangka pembiayaan | - bercagar | | | | |
| Pinjaman 3 | | 650,000 | - | - | - |
| Pinjaman 4 | | 850,400 | - | - | - |
| Pinjaman berjangka | - bercagar | 800,000 | - | 800,000 | - |
| Pinjaman berjangka bersindiket | - bercagar | 103,065 | 103,065 | - | - |
| | | 2,980,924 | 199,889 | 800,000 | - |
| Jumlah | | 3,074,289 | 283,302 | 800,000 | 50,000 |
| Profil pendedahan matawang adalah seperti berikut: | | | | | |
| - Ringgit Malaysia | | 2,977,465 | | 800,000 | |
| - Dolar Amerika Syarikat | | 96,824 | | - | |
| | | 3,074,289 | | 800,000 | |

| Kumpulan 2003 RM'000 | Syarikat 2003 RM'000 |
|----------------------------|----------------------------|
| 98,161 | - |
| 783,753 | 783,753 |
| 1,900,000 ke | |
| 2,000,000 | - |

Nilai saksama pinjaman berjangka adalah seperti berikut:

- Pinjaman berjangka Dolar Amerika Syarikat
- Pinjaman berjangka
- Pinjaman sokongan infrastruktur, pembiayaan semula dan pinjaman berjangka bersindiket

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

22 PINJAMAN (DIKENAKAN FAEDAH) (SAMBUNGAN)

- (i) Pinjaman berjangka USD Kumpulan sebanyak USD63 juta diperolehi daripada Japan Bank for International Co-operation dan penggunaan pinjaman dibuat menerusi sembilan ansuran dari 30 Julai 1993. Pembayaran balik adalah melalui 14 ansuran setengah tahun yang semakin meningkat bermula 31 Julai 2000. Pinjaman ini dikenakan kadar faedah tetap sebanyak 6.1% (2002 - 6.1%) dan dicagar oleh debentur ke atas semua aset sebuah syarikat subsidiari. Sejumlah USD26 juta dibayar dahulu tahun lalu.
- (ii) Penerimaan jurubank, kredit berpusing dan overdraf bank sebuah subsidiari dicagar oleh debentur "all monies" yang diluluskan bagi RM5.30 juta dengan cara mengapungkan caj ke atas semua inventori, hutang dalam buku, bahan mentah, kerja dalam pelaksanaan dan barang siap subsidiari tersebut. Nilai buku bersih inventori subsidiari tersebut yang dicaj adalah sekitar RM3,144,000 dan hutang dalam buku yang dicaj adalah sekitar RM12,444,000.
- (iii) Pinjaman sokongan infrastruktur

Pinjaman diberi oleh Bank Pembangunan & Infrastruktur Malaysia Berhad.

Faedah pinjaman dicaj pada kadar tetap 5% setahun sehingga bulan Oktober 2010. Dari bulan November 2010 seterusnya, faedah pinjaman dicaj dicaj pada kadar 1.5% di atas kos dana efektif pemberi pinjaman.

Pinjaman 1 boleh dibayar balik dalam 26 ansuran setengah tahunan sama bermula bulan Jun 2004 seperti yang disyaratkan dalam perjanjian.

Pinjaman 2 boleh dibayar balik dalam 24 ansuran setengah tahunan sama bermula bulan Jun 2005 seperti yang disyaratkan dalam perjanjian.

Pinjaman dicagar oleh:

- (a) caj tetap dan terapung melalui debentur terhadap semua aset dan urusan syarikat subsidiari.
- (b) Caj terhadap Akaun Ditetapkan dan semua jumlah kredit sebuah syarikat subsidiari.
- (c) penyerahan semua hak dan manfaat sebuah syarikat subsidiari di bawah Perjanjian Penswastaan bertarikh 24 Mac 1995.
- (d) penyerahan semua hak di bawah insurans.

- (iv) Pembentukan semula pinjaman berjangka 3

Pinjaman diberi oleh Bank Pembangunan & Infrastruktur Malaysia Berhad.

Faedah pinjaman dicaj pada kadar tetap 6% setahun. Pinjaman boleh dibayar balik dalam 14 ansuran setengah tahunan sama bermula Jun 2005 seperti yang disyaratkan dalam perjanjian.

Pinjaman dicagar oleh:

- (a) caj tetap dan terapung melalui debentur terhadap semua aset dan urusan syarikat subsidiari.
- (b) Caj terhadap Akaun Ditetapkan dan semua jumlah kredit sebuah syarikat subsidiari.
- (c) penyerahan semua hak dan manfaat sebuah syarikat subsidiari di bawah Perjanjian Penswastaan bertarikh 24 Mac 1995.
- (d) penyerahan semua hak di bawah insurans.

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

22 PINJAMAN (DIKENAKAN FAEDAH) (SAMBUNGAN)

- (v) Pembiayaan pinjaman berjangka 4

Pinjaman ini diberi oleh Kumpulan Wang Simpanan Pekerja.

Faedah terhadap pinjaman dicaj pada kadar tetap sebanyak 6% setahun. Pinjaman ini perlu dibayar balik secara 14 ansuran berbeza bermula bulan September 2005, seperti berikut:

| Nombor ansuran | % jumlah prinsipal tertunggak perlu dibayar balik |
|----------------|---|
| 1-13 | 2.5 |
| 14 | 67.5 |

Pinjaman ini dicagar oleh surat keselesaan daripada Kerajaan Malaysia.

- (vi) Pinjaman jangka bersindiket ini dicagar oleh caj tetap dan terapung terhadap semua aset berjumlah RM301,284,000 (2002: RM300,910,000) dan penugasan kontrak-kontrak berkenaan kepada sebuah syarikat subsidiari.

- (vii) Pinjaman berjangka ini dicagar oleh aset tertentu sebuah syarikat subsidiari. Faedah ke atas pinjaman ini dicaj pada kadar terapung antara 1% - 1.75% di atas kos dana pemberi pinjaman dan kadar tetap antara 6.65% - 6.85% setahun. Tempoh pinjaman adalah antara 6 - 8 tahun dengan pembayaran balik sekali gus apabila matang dari tarikh penggunaan pinjaman. Pinjaman telah digunakan pada bulan Disember 2002.

| Jadual analisis pembayaran balik: | Kumpulan | | Syarikat | |
|-----------------------------------|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Dalam 1 tahun | 93,365 | 83,413 | - | 50,000 |
| Dari 1 hingga 2 tahun | 106,074 | - | - | - |
| Dari 2 hingga 5 tahun | 605,783 | 199,889 | - | - |
| Selepas 5 tahun | 2,269,067 | - | 800,000 | - |
| | 3,074,289 | 283,302 | 800,000 | 50,000 |

Kadar faedah purata berwajaran bagi pinjaman (dikenakan faedah) yang berkuatkuasa pada tarikh kunci kira-kira adalah seperti berikut:

| | Kumpulan dan Syarikat | |
|--|-----------------------|-----------|
| | 2003 % | 2002 % |
| Pinjaman berjangka Dolar Amerika Syarikat | 6.10 | 6.10 |
| Overdraft Bank | 8.15 | 8.00 |
| Kredit berpusing | 5.28 | 5.42 |
| Penerimaan jurubank | - | 3.77 |
| Pinjaman berjangka | 5.92 | - |
| Pinjaman sokongan infrastruktur, pembiayaan dan pinjaman bersindiket | 5.75 | 8.55 |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

23 MODAL SAHAM

| | <i>Kumpulan dan Syarikat</i> | | | |
|--------------------------------------|------------------------------|---------------|---------------|-------------|
| | <i>Bilangan saham biasa</i> | <i>Jumlah</i> | <i>2003</i> | <i>2002</i> |
| | | <i>RM'000</i> | <i>RM'000</i> | |
| Dibenar: | | | | |
| Saham biasa berharga RM0.10 sesaham: | | | | |
| Pada 1 Februari | 1,000,000 | 100,000 | 1,000,000 | 100,000 |
| Diwujudkan pada tahun ini | 1,000,000 | 100,000 | - | - |
| Pada 31 Januari | 2,000,000 | 200,000 | 1,000,000 | 100,000 |
| Diterbitkan dan berbayar penuh: | | | | |
| Saham biasa berharga RM0.10 sesaham: | | | | |
| Pada 1 Februari | 836,139 | 83,614 | 836,139 | 83,614 |
| Diterbitkan pada tahun ini: | | | | |
| - pemerolehan subsidiari (Nota 10) | 285,270 | 28,527 | - | - |
| Pada 31 Januari | 1,121,409 | 112,141 | 836,139 | 83,614 |

Pada 20 Disember 2002, Syarikat menerbitkan 285,270,000 saham biasa baru berharga RM0.10 sesaham pada harga terbitan RM3.00 sesaham biasa untuk membayai sebahagian daripada pemerolehan Pelabuhan Tanjung Pelepas Sdn Bhd ("PTP"). Saham tersebut bertaraf pari passu dari semua segi dengan saham biasa sedia ada Syarikat kecuali saham tersebut tidak layak menerima dividen interim yang diisyiharkan pada tahun kewangan berakhir 31 Januari 2003.

24 RIZAB

Tertakluk kepada persetujuan Lembaga Hasil Dalam Negeri, kredit Seksyen 108 di bawah Akta Cukai Pendapatan 1967 adalah mencukupi untuk membayar dividen bersih sebanyak RM16.5 juta (2002: RM9 juta) daripada rizab boleh agih Syarikat pada 31 Januari 2003.

25 KEPENTINGAN PEMEGANG SAHAM MINORITI

Ini meliputi nisbah bahagian pemegang saham minoriti dalam modal saham dan rizab subsidiari-subsidiari, selepas ditolak bahagian mereka dalam muhibah daripada penyatuhan subsidiari.

26 PINJAMAN SUBORDINAT BOLEH TUKAR BOLEH TEBUS

- (i) Pinjaman Subordinat Boleh Tukar Boleh Tebus ("PSBB") sebuah subsidiari disubordinat kepada pembayaran balik terdahulu pinjaman berjangka subsidiari tersebut seperti yang dinyatakan dalam Nota 22 (iii), (iv) dan (v) dan perlu diselesaikan secara sekali gus pada akhir tempoh pada 30 Jun 2013.
- (ii) Para pemegang PSBB layak mendapat peruntukan saham biasa dalam subsidiari bermula 5 September 1997 (tarikh penggunaan pertama) hingga 30 Jun 2013 dengan pertukaran dan penyelesaian pinjaman pada kadar setiap RM1.00 pinjaman dengan sesaham berharga RM1.00.
- (iii) Faedah ke atas pinjaman ini dicaj pada kadar 5% setahun.
- (iv) Dalam keadaan faedah yang dikenakan tidak dibayar kepada para pemegang PSBB apabila tiba masanya, faedah yang terhutang dan terakru boleh dipermodalkan dan ditambah kepada jumlah pokok dengan dikenakan faedah, mengikut budi bicara para pemegang PSBB.

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

26 PINJAMAN SUBORDINAT BOLEH TUKAR BOLEH TEBUS (SAMBUNGAN)

(v) Had kemudahan pinjaman adalah RM1.01 billion.

Profil pendedahan matawang bagi pinjaman pinjaman subordinat boleh tukar boleh tebus adalah seperti berikut:
- Ringgit Malaysia

| <i>Kumpulan</i> <i>2003</i> <i>RM'000</i> |
|---|
| 336,769 |

Kadar faedah efektif purata berwajaran bagi pinjaman subordinat boleh tukar boleh tebus pada tarikh kunci kira-kira

| <i>Kumpulan</i> <i>2003</i> <i>%</i> | <i>Kumpulan</i> <i>2002</i> <i>%</i> |
|--|--|
| 5.00 | 5.00 |

27 CUKAI TERTUNDA

| | <i>Kumpulan</i> | | <i>Syarikat</i> | |
|--|------------------------------|------------------------------|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Pada 1 Februari | 46,444 | 40,608 | - | - |
| Dicaj kepada penyata pendapatan (Nota 6) | 10,443 | 5,836 | - | - |
| Pada 31 Januari | 56,887 | 46,444 | - | - |

Cukai tertunda terutamanya berkaitan perbezaan masa antara eluan modal dan susutnilai bagi harta tanah, loji dan peralatan.

28 LIABILITI PAJAKAN KEWANGAN

| | <i>Kumpulan</i> | | <i>Syarikat</i> | |
|---|------------------------------|------------------------------|------------------------------|------------------------------|
| | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> | <i>2003</i> <i>RM'000</i> | <i>2002</i> <i>RM'000</i> |
| Pembayaran pajakan minimum: | | | | |
| - tidak melebihi 1 tahun | 1,624 | - | - | - |
| - melebihi 1 tahun dan tidak melebihi 2 tahun | 869 | - | - | - |
| - melebihi 2 tahun dan tidak melebihi 5 tahun | 205 | - | - | - |
| | 2,698 | - | - | - |
| Tolak: Caj kewangan masa depan bagi pajakan kewangan | (355) | - | - | - |
| Nilai kini bagi liabiliti pajakan kewangan | 2,343 | - | - | - |
| Nilai kini bagi liabiliti pajakan kewangan | | | | |
| - tidak melebihi 1 tahun | 1,403 | - | - | - |
| - melebihi 1 tahun dan tidak melebihi 2 tahun | 759 | - | - | - |
| - melebihi 2 tahun dan tidak melebihi 5 tahun | 181 | - | - | - |
| | 2,343 | - | - | - |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

28 LIABILITI PAJAKAN KEWANGAN (SAMBUNGAN)

Liabiliti pajakan kewangan terdiri daripada:

- liabiliti semasa (Nota 21)
- liabiliti bukan semasa

| | Kumpulan | | Syarikat | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Liabiliti pajakan kewangan terdiri daripada: | | | | |
| - liabiliti semasa (Nota 21) | 1,403 | - | - | - |
| - liabiliti bukan semasa | 940 | - | - | - |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| | 2,343 | - | - | - |
| Kadar faedah efektif purata berwajaran bagi liabiliti pajakan kewangan kewangan pada tarikh kunci kira-kira | | | | |
| | Kumpulan | | Syarikat | |
| | 2003 % | 2002 % | 2003 % | 2002 % |
| Kadar faedah efektif purata berwajaran bagi liabiliti pajakan kewangan kewangan pada tarikh kunci kira-kira | 5.00 | 5.64 | - | - |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| Nilai saksama bagi liabiliti pajakan kewangan pada tarikh kunci kira-kira | | | 2,760 | - |
| Liabiliti pajakan kewangan secara efektifnya adalah dicagur memandangkan hak terhadap aset yang dipajak akan berpindah balik kepada pemberi pajakan dalam keadaan kegagalan membayar. | | | | |

29 KONTRAK PEMBINAAN

Kos agregat ditanggung dan keuntungan diiktiraf (tolak kerugian) hingga kini
Pengebalian berperingkat

Jumlah di hutang oleh pelanggan kontrak (Nota 19)
Jumlah di hutang kepada pelanggan kontrak (Nota 21)

Pendahuluan diterima bagi kontrak (Nota 21)

Simpanan berhubung kontrak

| | Kumpulan | |
|--|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Kos agregat ditanggung dan keuntungan diiktiraf (tolak kerugian) hingga kini | 150,855 | 105,015 |
| Pengebalian berperingkat | (134,020) | (101,780) |
| | <hr/> | <hr/> |
| | 16,835 | 3,235 |
| | <hr/> | <hr/> |
| Jumlah di hutang oleh pelanggan kontrak (Nota 19) | 21,213 | 8,409 |
| Jumlah di hutang kepada pelanggan kontrak (Nota 21) | (4,378) | (5,174) |
| | <hr/> | <hr/> |
| Pendahuluan diterima bagi kontrak (Nota 21) | 16,835 | 3,235 |
| | <hr/> | <hr/> |
| | 13,097 | 6,507 |
| | <hr/> | <hr/> |
| Simpanan berhubung kontrak | 4,643 | 4,109 |
| | <hr/> | <hr/> |

Perbelanjaan berikut telah dicaj kepada penyata pendapatan tahun semasa melalui kos kontrak:

| | Kumpulan | |
|--|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 |
| Sewa pejabat | 82 | 574 |
| Susutnilai harta tanah, loji dan peralatan | 120 | 281 |
| Sewa loji dan jentera | 11,374 | 134 |
| Kos kakitangan | 8,958 | 3,882 |

30 MAKLUMAT SEGMENT

Maklumat segmen dibentangkan berhubung segmen perniagaan dan geografi Kumpulan. Penentuan harga antara segmen ditentukan berdasarkan syarat yang dirunding. Keputusan, aset dan liabiliti mengikut segmen meliputi perkara yang berpunca daripada segmen tersebut secara langsung serta perkara yang boleh diperuntukkan secara berpatutan.

(a) Segmen perniagaan:

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

30 MAKLUMAT SEGMENT (SAMBUNGAN)

| 2003 | <i>Infrastruktur</i> <i>RM'000</i> | <i>Utiliti</i> <i>RM'000</i> | <i>Kejuruteraan</i> <i>RM'000</i> | <i>Perkilangan</i> <i>RM'000</i> | <i>Pelaburan</i> <i>RM'000</i> | <i>Lain-lain</i> <i>RM'000</i> | <i>Jumlah</i> <i>RM'000</i> |
|-------------------------------|---------------------------------------|---------------------------------|--------------------------------------|-------------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| Maklumat lain | | | | | | | |
| Aset segmen | 4,325,450 | 539,272 | 103,730 | 31,573 | 400,250 | 69,429 | 5,469,704 |
| Syarikat bersekutu | - | 922,805 | 15,751 | 77,471 | (7,269) | - | 1,008,758 |
| Entiti dikawal bersama | - | - | 7,659 | - | - | - | 7,659 |
| Aset tidak diperuntukkan | | | | | | | |
| - Instrumen membayar faedah | | | | | | | 501,764 |
| - Cukai diperolehi semula | | | | | | | 11,742 |
| Jumlah aset | | | | | | | 6,999,627 |
| Liabiliti segmen | 118,198 | 29,372 | 65,928 | 8,159 | 124,750 | 17,291 | 363,698 |
| Liabiliti tidak diperuntukkan | | | | | | | |
| - Instrumen membayar faedah | | | | | | | 3,411,998 |
| - Liabiliti cukai | | | | | | | 21,741 |
| - Liabiliti cukai tertunda | | | | | | | 56,887 |
| Jumlah liabiliti | | | | | | | 3,854,324 |
| Pendedahan lain | | | | | | | |
| Perbelanjaan modal | 4,736 | 107,780 | 10,251 | 4,236 | 2,100 | 4,314 | 133,417 |
| Susutnilai | (12,294) | (17,744) | (2,696) | (2,475) | (2,151) | (2,101) | (39,461) |
| Kerugian kemerosotan | - | - | - | - | - | (290) | (290) |

NOTA-NOTA KEPADA PENYATA KEWANGAN bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

bagi tahuh kewanggah berakhiri 31 Jularai 2003 (sambunggah)

30 MAKLUMAT SEGMENT (SAMBUNGAN)

30 MAKLUMAT SEGMENT (SAMBUNGAN)

| 2002 | <i>Perlombongan</i> <i>RM'000</i> | <i>Infrastruktur</i> <i>RM'000</i> | <i>Utiliti</i> <i>RM'000</i> | <i>Kejuruteraan</i> <i>RM'000</i> | <i>Perkilangan</i> <i>RM'000</i> | <i>Pelaburan</i> <i>RM'000</i> | <i>Lain-lain</i> <i>RM'000</i> | <i>Jumlah</i> <i>RM'000</i> |
|-------------------------------|--------------------------------------|---------------------------------------|---------------------------------|--------------------------------------|-------------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| Maklumat lain | | | | | | | | |
| Aset segmen | 717 | 291,360 | 455,357 | 100,617 | 28,161 | 715,819 | 73,621 | 1,665,652 |
| Syarikat bersekutu | - | - | 856,706 | 8,881 | 73,147 | (6,207) | - | 932,527 |
| Entiti dikawal bersama | - | - | - | 8,601 | - | - | - | 8,601 |
| Aset tidak diperuntukkan | | | | | | | | |
| - Instrumen membayar faedah | | | | | | | | 364,394 |
| - Cukai diperolehi semula | | | | | | | | 6,649 |
| Jumlah aset | | | | | | | | <u>2,977,823</u> |
| Liabiliti segmen | - | 10,887 | 46,540 | 73,826 | 7,598 | 109,990 | 15,706 | 264,547 |
| Liabiliti tidak diperuntukkan | | | | | | | | |
| - Instrumen membayar faedah | | | | | | | | 283,302 |
| - Liabiliti cukai | | | | | | | | 23,313 |
| - Liabiliti cukai tertunda | | | | | | | | 46,444 |
| Jumlah liabiliti | | | | | | | | <u>617,606</u> |
| Pendedahan lain | | | | | | | | |
| Perbelanjaan modal | 32,131 | 143 | 58,576 | 2,031 | 654 | 5,171 | 3,016 | 101,722 |
| Susutnilai | (3,507) | (4,115) | (13,612) | (2,931) | (2,817) | (742) | (1,999) | (29,723) |

NOTA-NOTA KEPADA PENYATA KEWANGAN
bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

30 MAKLUMAT SEGMENT (SAMBUNGAN)

- (b) Segmen geografi:

| | Hasil | | Aset kasar | | Keuntungan sebelum cukai | |
|----------------|----------------|----------------|----------------|----------------|--------------------------|----------------|
| | RM'000 2003 | RM'000 2002 | RM'000 2003 | RM'000 2002 | RM'000 2003 | RM'000 2002 |
| Malaysia | 729,883 | 696,014 | 6,999,012 | 2,997,146 | 222,177 | 349,810 |
| Australia | - | 7,472 | 564 | 486 | - | (121,012) |
| Negeri Belanda | - | - | 51 | 191 | - | - |
| | 729,883 | 703,486 | 6,999,627 | 2,977,823 | 222,177 | 228,798 |

31 LIABILITI LUARJANGKA – TIDAK BERCAGAR

- (a) Pada 4 April 2002, Tri-Steel Engineering Services Sdn. Bhd. ("Tri-Steel") membuat tuntutan sebanyak lebih kurang RM2,470,000 terhadap salah sebuah syarikat subsidiari MMC Engineering Group Berhad iaitu MMC Engineering Services Sdn. Bhd. ("MMCES") bagi kerja-kerja yang dilaksanakan berhubung projek Fasa 3 bagi Stesen Janakuasa Sultan Salahuddin Abdul Aziz. Antara lainnya, Tri-Steel menuntut jumlah tersimpan, tuntutan variasi dan kos ditanggung oleh Tri-Steel semas melaksanakan projek tersebut. MMCES telah memfailkan pembelaannya dan tuntutan balas sekitar RM2,747,000 berhubung kerja-kerja penerusan yang dijalankan berikut kegagalan Tri-Steel untuk menyiapkan kerja tersebut.

Peguam cara berpendapat bahawa tuntutan balas tersebut mempunyai peluang kemenangan yang baik.

- (b) Pada tahun 1999, sebuah usaha sama yang melibatkan MMCES telah mulakan prosiding penimbangtaraan terhadap Pantai Bayu Indah Sdn. Bhd. ("Pantai Bayu") untuk menuntut sejumlah RM24.3 juta dan HKD37.7 juta bagi kerugian, perbelanjaan dan ganti rugi berikutan penamatkan kontrak secara salah. Pantai Bayu telah memfailkan tuntutan balas sebanyak RM56.7 juta terhadap syarikat usaha sama tersebut.

Peguam cara berpendapat bahawa terdapat peluang kemenangan yang baik.

- (c) Pada 16 November 2001, Pantai Bayu membuat permohonan bagi perintah mahkamah untuk menentukan sama ada Pantai Bayu telah mengalami kerosakan berikutan injunksi ex parte berjumlah sekitar RM2.5 juta. Permohonan ini telah digugurkan bersama kos pada 26 June 2002 berdasarkan bantahan awal atas alasan mod permohonan tersebut adalah salah. Pantai Bayu telah membuat permohonan baru (Saman Pemula baru) pada 28 Ogos 2002.

Peguam cara berpendapat bahawa terdapat peluang kemenangan yang baik.

- (d) Pada 31 Januari 2003, liabiliti luarjangka berhubung jaminan yang diberi adalah seperti berikut:

| | Kumpulan | | Syarikat | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Jaminan bank yang diberi kepada pihak ketiga bagi pelaksanaan oleh: | | | | |
| - Entiti-entiti dikawal bersama | 10,397 | 33,397 | - | - |
| - Subsidiari-subsidiari | 48,977 | 27,802 | - | - |
| | 59,374 | 61,199 | - | - |
| Jaminan syarikat induk berhubung pinjaman oleh: | | | | |
| - Entiti-entiti dikawal bersama | 36,263 | 36,263 | - | - |

Jaminan bank yang diberi kepada pihak ketiga yang kebanyakannya terdiri daripada pelanggan dan pembekal utiliti. Jaminan tersebut kebanyakannya berhubung dengan bon prestasi dan jaminan pembayaran bagi kemudahan utiliti.

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31 LIABILITI LUARJANGKA – TIDAK BERCAGAR (SAMBUNGAN)

(e) Di samping itu, Kumpulan dan Syarikat mempunyai liabiliti luarjangka yang tidak mudah untuk ditentukan berkaitan aktiviti menimbus dan meratakan tanah pajakan perlombongan Kumpulan dan Syarikat dan berhubung dengan pelencongan Sungai Kinta. Pada 31 Januari 2002, terdapat liabiliti luarjangka yang serupa bagi Kumpulan dan Syarikat.

(f) Pihak berkuasa cukai Australia telah memaklumkan bahawa sebuah subsidiari, Golden Solitaire (Australia) B.V., boleh dikenakan liabiliti cukai keuntungan modal sebanyak RM230 juta berkaitan penjualan saham pada tahun 1998. Isu ini berpuncadaripada pindaan kepada undang-undang cukai asing pada masa penjualan tersebut.

Tiada peruntukan diambilkira dalam penyata kewangan memandangkan Kumpulan telah menerima nasihat undang-undang lanjutan yang mengesahkan bahawa sebarang keuntungan tidak dikenakan cukai berikutan penguatkuasaan perjanjian cukai dan bahawa penjualan tersebut tidak sepatutnya dikenakan cukai keuntungan modal.

(g) Satu tuntutan telah diterima oleh Syarikat dan subsidiarinya, Projek Lebuhraya Timur Sdn Bhd, daripada pakar runding berhubung kerja yang dikatakan telah dilaksanakan. Para Pengarah menganggap bahawa pada masa ini adalah tidak praktikal untuk menganggarkan kesan kewangan daripada tuntutan ini, jika ada.

(h) Terdapat tuntutan dan tuntutan balas yang timbul dalam urusan biasa perniagaan subsidiari, Gas Malaysia Sdn Bhd, berhubung pembinaan saluran paip yang, dalam beberapa keadaan, melibatkan litigasi dan penimbangtaraan. Setelah mendapatkan nasihat undang-undang jika wajar, para Pengarah Gas Malaysia Sdn Bhd berpendapat bahawa tuntutan tersebut berkemungkinan tidak berjaya dengan sepenuhnya dan telah membuat akruan sekitar RM2.2 juta bagi jumlah yang dianggap perlu dibayar.

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MALAYSIA MINING CORPORATION BERHAD

32 KOMITMEN

Perbelanjaan modal yang tidak diambilkira dalam penyata kewangan adalah seperti berikut:

| | Kumpulan | | Syarikat | |
|--|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (a) Komitmen modal: Hartanah, loji dan peralatan Dibenarkan tetapi tidak dikontrak Dikontrak tetapi tidak diperuntukkan dalam penyata kewangan | 316,841 | 24,945 | 525 | 2,700 |
| | 62,553 | 2,329 | - | - |
| | 379,394 | 27,274 | 525 | 2,700 |
| Pelaburan: Dikontrak tetapi tidak diperuntukkan dalam penyata kewangan | 515,286 | 1,606,000 | - | 1,606,000 |
| | 515,286 | 1,606,000 | - | 1,606,000 |
| Jumlah | 894,680 | 1,633,274 | 525 | 1,608,700 |
| (b) Komitmen pajakan operasi tidak boleh batal | | | | |
| (i) Bagi peralatan pelabuhan Tidak melebihi 1 tahun Melebihi 1 tahun dan tidak melebihi 5 tahun | 4,191 | - | - | - |
| | 760 | - | - | - |
| | 4,951 | - | - | - |

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32 KOMITMEN (SAMBUNGAN)

(b) Komitmen pajakan operasi tidak boleh batal (sambungan)

| | Kumpulan | | Syarikat | |
|---|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| (ii) Bagi perkakasan komputer | | | | |
| Tidak melebihi 1 tahun | 1,001 | - | - | - |
| Melebihi 1 tahun dan tidak melebihi 5 tahun | 1,836 | - | - | - |
| | 2,837 | - | - | - |
| (iii) Bagi kawasan pelabuhan | | | | |
| Tidak melebihi 1 tahun | 2,000 | - | - | - |
| Tidak melebihi 1 tahun tidak melebihi 5 tahun | 107,373 | - | - | - |
| Melebihi 5 tahun | 580,578 | - | - | - |
| | 689,951 | - | - | - |
| (iv) Bagi sewa bangunan dan peralatan pejabat | | | | |
| Tidak melebihi 1 tahun | 1,757 | 993 | - | - |
| Melebihi 1 tahun dan tidak melebihi 5 tahun | 1,601 | 2,842 | - | - |
| | 3,358 | 3,835 | - | - |
| Jumlah | 701,097 | 3,835 | - | - |

33 LAPORAN MENGENAI PIHAK BERKAITAN PENTING

Identiti pihak-pihak berkaitan

Kumpulan mempunyai hubungan pihak berkaitan dengan pemegang saham utama, syarikat subsidiari, syarikat bersekutu, syarikat usahasama dan para Pengaruhnya serta kakitangan pengurusan kanan dan ahli keluarga mereka.

Transaksi pihak berkaitan

Transaksi pihak berkaitan yang penting selain daripada yang dinyatakan di bahagian penyata kewangan ini adalah seperti berikut:

| | Kumpulan | | Syarikat | |
|------------------------------------|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Transaksi: | | | | |
| Pemegang saham utama | | | | |
| Permodalan Nasional Berhad | | | | |
| Sewa akan dibayar | 1,897 | 2,584 | - | 1,318 |
| Syarikat bersekutu: | | | | |
| Berjuntai Tin Dredging Berhad | | | | |
| Faedah diterima | (1,594) | (1,460) | (1,460) | (1,400) |
| MMC-GTM Bina Sama Sendirian Berhad | | | | |
| Yuran pengurusan akan diterima | (1,156) | (1,277) | - | - |

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33 LAPORAN MENGENAI PIHAK BERKAITAN PENTING (SAMBUNGAN)

| | Kumpulan | | Syarikat | |
|--------------------------------------|----------------|----------------|----------------|----------------|
| | 2003 RM'000 | 2002 RM'000 | 2003 RM'000 | 2002 RM'000 |
| Entiti dikawal bersama: | | | | |
| MMC-IPCO-Murphy Joint Venture | - | (1,064) | - | - |
| Pengebilan berperingkat | - | (470) | - | - |
| MMCE-Franky Consortium Joint Venture | | | | |
| Pengebilan berperingkat | - | - | - | - |

Baki berkaitan transaksi bukan perdagangan:

| Syarikat bersekutu: | | | |
|-------------------------------|--------|--------|--------|
| Berjuntai Tin Dredging Berhad | 21,047 | 19,676 | 21,047 |
| Pendahuluan dihitung oleh | | | 19,676 |

Transaksi ini dijalankan dalam perjalanan biasa perniagaan dan telah dilaksanakan di bawah syarikat dirunding.

34 PELARASAN TAHUN SEBELUMNYA

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Pada tahun kewangan ini, Kumpulan telah melaksanakan perubahan berikut:

- (a) Mengambil kira Gas Malaysia Sdn Bhd sebagai subsidiari

Pada tahun-tahun terdahulu, Gas Malaysia Sdn Bhd ("Gas Malaysia") telah diambil kira sebagai sebuah syarikat bersekutu berdasarkan 41.8% kepentingan efektif Kumpulan. Kajian terhadap Memorandum Tataurusan Pertubuhan Gas Malaysia mengesahkan bahawa Kumpulan berkuasa untuk mengawal dasar kewangan dan operasinya dan mengambil kira syarikat ini sebagai sebuah subsidiari. Memandangkan kawalan sudah wujud pada tahun-tahun sebelumnya, kesan perubahan dalam mengambil kira Gas Malaysia daripada syarikat bersekutu kepada subsidiari diambil kira secara retrospektif dan dinyatakan dalam Nota 35(a).

- (b) Mengguna pakai MASB 19, Peristiwa Selepas Tarikh Kunci Kira-Kira bagi kaedah mengambil kira cadangan dividen

Pada tahun-tahun kewangan sebelumnya, dividen terakru sebagai liabiliti apabila disyorkan oleh para Pengarah. Kumpulan dan Syarikat telah meminda dasar perakaunan ini untuk mengiktiraf dividen dalam ekuiti pemegang saham dalam tempoh obligasi untuk membuat pembayaran ditetapkan menurut MASB 19. Oleh itu, dividen akhir kini terakru sebagai liabiliti hanya selepas diluluskan oleh para pemegang saham di Mesyuarat Agung Tahunan.

- (c) Pengiraan semula kepentingan minoriti

Pada tahun kewangan ini, Kumpulan mengelaskan semula RM10 juta kepentingan minoriti kepada rizab Kumpulan setelah mengira semula kepentingan minoritinya.

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34 PELARASAN TAHUN SEBELUMNYA (SAMBUNGAN)

Perubahan ini telah diambil kira secara retrospektif.

Kesan perubahan ini kepada penyata kewangan Kumpulan dan Syarikat dalam Nota 34 (a), (b), (c) adalah seperti berikut:

| | <i>Seperti dinyatakan sebelumnya</i> <i>RM'000</i> | <i>Kesan pindaan kepada dasar perakaunan berhubung cadangan dividen</i> <i>RM'000</i> | <i>Lebih nyata kepentingan minoriti</i> <i>RM'000</i> | <i>Seperti dinyatakan semula</i> <i>RM'000</i> |
|---|---|--|--|---|
| | (b) | | (c) | |
| Kumpulan: | | | | |
| Pada 1 Februari 2001: - pendapatan tersimpan | 178,104 | 60,168 | - | 238,272 |
| Pada 1 Februari 2002: - pendapatan tersimpan | 217,556 | 12,040 | 10,000 | 239,596 |
| Pada 1 Februari 2002: - cadangan dividen - kepentingan minoriti | 12,040 172,013 | (12,040) - | - (10,000) | - 162,013 |
| Syarikat: | | | | |
| At 1 February 2001: - pendapatan tersimpan | 157,567 | 50,168 | - | 207,735 |
| At 1 February 2002: - pendapatan tersimpan | 161,801 | 12,040 | - | 173,841 |
| At 31 January 2002: - cadangan dividen | 12,040 | (12,040) | - | - |

35 ANGKA PERBANDINGAN

Pembentangan dan klasifikasi beberapa perkara di dalam penyata kewangan telah diselaraskan untuk memastikan kesesuaian dengan pembentangan tahun semasa.

| Nota | <i>Tahun 2002 seperti dilaporkan sebelumnya</i> <i>RM'000</i> | <i>Kesan pindaan kepada dasar perakaunan berhubung Gas Malaysia</i> <i>RM'000</i> | <i>Klasifikasi semula</i> <i>RM'000</i> | <i>Tahun 2002 seperti dinyatakan semula</i> <i>RM'000</i> |
|--------------------------------------|--|--|--|--|
| | | | | <i>dinyatakan semula</i> <i>RM'000</i> |
| Kunci kira-kira: | | | | |
| Hartanah, loji dan peralatan | (a) 419,259 | 331,698 | - | 750,957 |
| Pelaburan dalam syarikat bersekutu | (a) 1,052,808 | (120,281) | - | 932,527 |
| Aset Iain | (a) 1,161 | 48,428 | - | 49,589 |
| Muhibah | (a) - | 6,092 | - | 6,092 |
| Penerimaan perdagangan dan lain-lain | (a) 470,527 | 75,788 | - | 546,315 |
| Deposit, tunai dan baki bank | (a) 341,197 | 23,197 | - | 364,394 |
| Pembayaran perdagangan dan lain-lain | (a) (215,560) | (46,540) | - | (262,100) |

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35 ANGKA PERBANDINGAN (SAMBUNGAN)

| Nota | Tahun 2002 seperti dilaporkan sebelumnya RM'000 | Kesan pindaan kepada dasar perakaunan berhubung Gas Malaysia RM'000 | Klasifikasi semula RM'000 | Tahun 2002 seperti dinyatakan semula RM'000 |
|---|--|--|---------------------------------|--|
| | | | | Gas Malaysia |
| Pinjaman | (a) (163,568) | (119,734) | - | (283,302) |
| Kepentingan minoriti | (a) (172,013) | (154,746) | - | (326,759) |
| Cukai tertunda | (a) (2,542) | (43,902) | - | (46,444) |
| Pelaburan dalam entiti dikawal bersama | (b) - | - | 8,601 | 8,601 |
| Penerimaan antara syarikat | (c) 27,322 | - | (7,229) | 20,093 |
| Inventori | (d) 17,639 | - | (2,006) | 15,633 |
| Jumlah dihutang oleh pelanggan kontrak | (d) 3,956 | - | 4,453 | 8,409 |
| Jumlah dihutang oleh syarikat bersekutu | (c) - | - | 7,229 | 7,229 |
| Jumlah dihutang kepada pelanggan kontrak | (d) 2,727 | - | 2,447 | 5,174 |
| Pendapatan tersimpan | (e) 239,596 | - | 25,199 | 264,795 |
| Rizab pertukaran asing | (e) - | - | (53,308) | (53,308) |
| Rizab modal tidak boleh diagihkan | (e) 205,750 | - | 105,351 | 311,101 |
| Rizab modal boleh diagihkan | (e) 997,230 | - | (77,242) | 919,988 |

- (a) Kesan pindaan Gas Malaysia Sdn Bhd sebagai sebuah syarikat subsidiari seperti yang dinyatakan dalam Nota 34(a).
- (b) Jumlah dihutang oleh entiti-entiti dikawal bersama telah dikelaskan semula daripada penerimaan perdagangan untuk mencerminkan bahagian aset bersih dalam entiti tersebut.
- (c) Jumlah dihutang oleh syarikat-syarikat bersekutu telah dikelaskan semula daripada aset bukan semasa menjadi aset semasa memandangkan jumlah tersebut adalah berbentuk perdagangan dan perlu dibayar dalam tempoh dua belas bulan akan datang.
- (d) Merupakan klasifikasi semula inventori menjadi jumlah dihutang oleh/(kepada) pelanggan kontrak.
- (e) Merupakan klasifikasi semula perbezaan pertukaran matawang asing daripada pendapatan tersimpan, rizab modal tidak boleh diagihkan dan rizab modal boleh diagihkan menjadi rizab pertukaran asing.

36 SYARIKAT-SYARIKAT DALAM KUMPULAN

Aktiviti utama syarikat-syarikat dalam Kumpulan, negara diperbadankan dan kepentingan Kumpulan adalah seperti di bawah:

Subsidiari-subsidiari

| Nama Syarikat | Negara diperbadankan | Modal terbitan dan berbayar pada 31.1.2003 | Kepentingan efektif Kumpulan | | Aktiviti utama pada tahun kewangan ini |
|---|-------------------------|---|---------------------------------|-----------|---|
| | | | 2003 % | 2002 % | |
| Anglo-Oriental (Annuities) Sendirian Berhad | Malaysia | 572,642,318 saham berharga RM1 sesaham | 100.0 | 100.0 | Pegangan pelaburan |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

36 SYARIKAT-SYARIKAT DALAM KUMPULAN (SAMBUNGAN)

Subsidiari-subsidiari (sambungan)

| <i>Nama Syarikat</i> | <i>Negara diperbadankan</i> | <i>Modal terbitan dan berbayar pada 31.1.2003</i> | <i>Kepentingan efektif Kumpulan</i> | | <i>Aktiviti utama pada tahun kewangan ini</i> |
|--|-----------------------------|--|-------------------------------------|---------------|--|
| | | | <i>2003 %</i> | <i>2002 %</i> | |
| Anglo-Oriental (Malaya) Sendirian Berhad | Malaysia | 2,142,857 saham berharga RM1 sesaham | 100.0 | 100.0 | Pegangan hartanah dan pelaburan |
| Anglo-Oriental (Malaya) Trustees Sendirian Berhad | Malaysia | 857 saham berharga RM1 sesaham | 100.0 | 100.0 | Pentadbiran amanah |
| * Anglo-Oriental (Nominees) Australia Pty Limited | Australia | 70,400,001 saham dan 43,480,000 saham keutamaan boleh tebus tanpa nilai tara | 100.0 | 100.0 | Pegangan pelaburan |
| * Gas Malaysia ** Sendirian Berhad (subsidiari 76% memegang 55% syarikat ini) | Malaysia | 42,800 saham berharga RM1 sesaham | 41.8 | 41.8 | Pembinaan dan operasi sistem pengedaran gas |
| * Gas Malaysia (LPG) ** Sendirian Berhad (subsidiari 76% memegang 55% syarikat ini) | Malaysia | 10,000,000 saham berharga RM1 sesaham | 41.8 | 41.8 | Bekalan gas petroleum cecair melalui sistem retikulasi |
| * Golden Solitaire (Australia) B.V. | Negeri Belanda | 17,997 saham berharga NLG 1,000 sesaham | 68.2 | 68.2 | Pegangan pelaburan |
| Kilang Papan Bukit Indah Sendirian Berhad | Malaysia | 200,003 saham berharga RM1 sesaham | 100.0 | 100.0 | Penyewaan kilang papan |

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bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

36 SYARIKAT-SYARIKAT DALAM KUMPULAN (SAMBUNGAN)

Subsidiari-subsidiari (sambungan)

| <i>Nama Syarikat</i> | <i>Negara diperbadankan</i> | <i>Modal terbitan dan berbayar pada 31.1.2003</i> | <i>Kepentingan efektif Kumpulan</i> | | <i>Aktiviti utama pada tahun kewangan ini</i> |
|---|------------------------------------|--|--|----------------------|--|
| | | | <i>2003 %</i> | <i>2002 %</i> | |
| Konsortium Lebuh Raya Butterworth - Kulim (KLBK) Sendirian Berhad | Malaysia | 5,000,000 saham berharga RM1 sesaham | 100.0 | 100.0 | Pembinaan dan operasi penswastaan lebuhraya |
| ++ Kramat Tin Dredging Berhad | Malaysia | 3,960,000 saham berharga RM1 sesaham | 52.9 | 52.9 | Operasi perlombongan timah (di bawah penyusunan semula) |
| Labohan Dagang Galian Sendirian Berhad | Malaysia | 2 saham berharga RM1 sesaham | 100.0 | 100.0 | Pegangan pelaburan |
| * Malaysia Mining Corporation Australia Pty Limited | Australia | 1,345,002 saham tanpa nilai tara | 100.0 | 100.0 | Pejabat perwakilan MMC di Australia |
| MMC Defence Sendirian Berhad (subsidiari 75% memegang 100% syarikat ini) | Malaysia | 1,000,000 saham berharga RM1 sesaham | 75.0 | 75.0 | Kerja kejuruteraan pertahanan khusus |
| MMC Engineering and Construction Sendirian Berhad (subsidiari 75% memegang 100% syarikat ini) | Malaysia | 2,000,000 saham berharga RM1 sesaham | 75.0 | 75.0 | Kerja pembinaan kejuruteraan awam |
| ++ MMC Engineering Group Berhad | Malaysia | 31,630,893 saham berharga RM1 sesaham | 75.0 | 75.0 | Pegangan pelaburan dalam kejuruteraan, pembinaan dan perkilangan |
| MMC Engineering Services Sendirian Berhad (subsidiari 75% memegang 100% syarikat ini) | Malaysia | 35,000,000 saham berharga RM1 sesaham | 75.0 | 75.0 | Kerja kejuruteraan pembinaan khusus |

NOTA-NOTA KEPADA PENYATA KEWANGAN

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36 SYARIKAT-SYARIKAT DALAM KUMPULAN (SAMBUNGAN)

Subsidiari-subsidiari (sambungan)

| <u>Nama Syarikat</u> | <u>Negara diperbadankan</u> | <i>Modal terbitan dan berbayar pada 31.1.2003</i> | <i>Kepentingan efektif Kumpulan</i> | | <i>Aktiviti utama pada tahun kewangan ini</i> |
|--|-----------------------------|---|-------------------------------------|---------------|---|
| | | | <i>2003 %</i> | <i>2002 %</i> | |
| MMC Oil & Gas Engineering Sendirian Berhad (subsidiari 75% memegang 100% syarikat ini) | Malaysia | 500,002 saham berharga RM1 sesaham | 75.0 | 75.0 | Perkhidmatan kejuruteraan rekabentuk khusus |
| MMC Power Sendirian Berhad | Malaysia | 100,000 saham berharga RM1 sesaham | 75.0 | 75.0 | Pembinaan talian penghantaran tenaga dan pemasangan stesen pencawang elektrik |
| MMC Shapadu (Holdings) Sendirian Berhad | Malaysia | 25,255,000 saham berharga RM1 sesaham | 76.0 | 76.0 | Pegangan pelaburan |
| MMC Transport Engineering Sendirian Berhad (subsidiari 75% memegang 100% syarikat ini) | Malaysia | 2 saham berharga RM1 sesaham | 75.0 | 75.0 | Kerja kejuruteraan khusus |
| MMC Metal Industries Sendirian Berhad (subsidiari 75% memegang 75.8% syarikat ini) | Malaysia | 9,720,000 saham berharga RM1 sesaham | 56.9 | 56.9 | Pembuatan dan penjualan acuan tuangan keluli |
| MMI Precision Sendirian Berhad (subsidiari 75% memegang 75.8% syarikat ini) | Malaysia | 500,000 saham berharga RM1 sesaham | 56.9 | 56.9 | Pembuatan dan penjualan tuangan kepersisan |
| MMCAK Sendirian Berhad | Malaysia | 2 saham berharga RM1 sesaham | 41.3 | 41.3 | Kerja-kerja pembinaan awam |
| * Pelantar Teknik (M) ** Sdn Bhd (subsidiari 76% memegang 55% syarikat ini) | Malaysia | 5,000 saham berharga RM1 sesaham | 41.8 | 41.8 | Pegangan hartanah |
| Pernas Charter Management Sendirian Berhad | Malaysia | 1,000,000 saham berharga RM1 sesaham | 100.0 | 100.0 | Pengurusan lombong |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

36 SYARIKAT-SYARIKAT DALAM KUMPULAN (SAMBUNGAN)

Subsidiari-subsidiari (sambungan)

| <i>Nama Syarikat</i> | <i>Negara diperbadankan</i> | <i>Modal terbitan dan berbayar pada 31.1.2003</i> | <i>Kepentingan efektif Kumpulan</i> | | <i>Aktiviti utama pada tahun kewangan ini</i> |
|--|------------------------------------|--|--|----------------------|---|
| | | | <i>2003 %</i> | <i>2002 %</i> | |
| Pesiarian Properties Sendirian Berhad | Malaysia | 2 saham berharga RM1 sesaham | 100.0 | 100.0 | Pelaburan hartanah |
| +++ Pelabuhan Tanjung Pelepas Sdn Bhd | Malaysia | 50,000,000 saham berharga RM1 sesaham | 50.1 | - | Operasi pelabuhan |
| Pelepas-Brigantine Container Services Sdn Bhd (subsidiari 50.1% memegang 70% syarikat ini) | Malaysia | 50,000 saham berharga RM1 sesaham | 35.1 | - | Pembaikan, penyediaan dan perdagangan kontena, sistem pengkontenaan dan kerja-kerja lain yang berkaitan |
| Seginiaga Rubber Industries Sendirian Berhad | Malaysia | 12,550,002 saham berharga RM1 sesaham | 66.1 | 66.1 | Pembuatan getah kalis cuaca |
| Tepat Teknik Sendirian Berhad (subsidiari 75% memegang 70% syarikat ini) | Malaysia | 6,645,000 saham berharga RM1 sesaham | 52.5 | 52.5 | Pembinaan dan fabrikasi |
| Tepat Teknik (Kejuruteraan) Sendirian Berhad (subsidiari 75% memegang 70% syarikat ini) | Malaysia | 100,000 saham berharga RM1 sesaham | 52.5 | 52.5 | Pembinaan dan fabrikasi |
| Timah Dermawan Sendirian Berhad | Malaysia | 10,000,000 saham berharga RM1 sesaham | 55.7 | 55.7 | Operasi perlombongan timah |
| Timah Securities Berhad | Malaysia | 470,000 saham berharga RM1 sesaham | 100.0 | 100.0 | Pegangan hartanah |
| Tronoh Holdings (Selangor) Sendirian Berhad | Malaysia | 451,000 saham berharga RM1 sesaham | 100.0 | 100.0 | Pelaburan hartanah |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

36 SYARIKAT-SYARIKAT DALAM KUMPULAN (SAMBUNGAN)

Subsidiari-subsidiari (sambungan)

| Nama Syarikat | Negara diperbadankan | Modal terbitan dan berbayar pada 31.1.2003 | Kepentingan efektif Kumpulan | | Aktiviti utama pada tahun kewangan ini |
|---------------------------------|----------------------|--|------------------------------|-----------|---|
| | | | 2003 % | 2002 % | |
| ++ Tronoh Mines Malaysia Berhad | Malaysia | 61,894,710 saham berharga RM1 sesaham | 52.3 | 52.3 | Pegangan pelaburan dan operasi perlombongan timah (skala dikurangkan) |

- i) Penyata kewangan semua subsidiari di atas yang diambilkira dalam penyata kewangan yang disatukan adalah penyata kewangan bagi tahun kewangan hingga 31 Januari 2003.
- ii) Makna simbol yang digunakan untuk subsidiari tersebut adalah seperti berikut:

- ++ Syarikat disebut harga
- +++ Tahun kewangan syarikat tersebut berakhir pada 31 Disember 2002 dan oleh itu, keputusan syarikat tersebut telah disatukan sehingga 31 Disember 2002
- ** Syarikat di bawah Kumpulan Gas Malaysia Sdn Bhd yang sebelum ini diambil kira sebagai syarikat bersekutu. Syarikat tersebut kini diambil kira sebagai subsidiari seperti dinyatakan dalam Nota 34
- * Tidak diaudit oleh PricewaterhouseCoopers
- @@ Disatukan berdasarkan penyata kewangan pengurusan

Syarikat bersekutu

| Nama Syarikat (Butir-butir mengenai modal saham terbitan - saham berbayar penuh berharga RM1 sesaham, kecuali dinyatakan sebaliknya | Negara diperbadankan | Kepentingan efektif Kumpulan | Tarikh perakaunan bagi diambilkira dalam keputusan syarikat | | Aktiviti utama pada tahun kewangan ini |
|--|----------------------|------------------------------|---|---|---|
| | | | 2003 % | 2002 % | |
| ++ Berjuntai Tin Dredging Berhad (30.5 juta saham) | Malaysia | 28.6 | 28.6 | ** Setengah tahun hingga 30.4.2002 + Setengah tahun hingga 31.10.2002 | Operasi perlombongan bijih timah (di bawah penyusunan semula) |
| ++ Malakoff Berhad (861 juta saham) | Malaysia | 22.9 | 22.9 | # 9 bulan hingga 31.8.2002 ## 3 bulan hingga 30.11.2002 | Penjanaan tenaga |
| ++ Malaysia Smelting Corporation Berhad (75 juta saham) | Malaysia | 38.2 | 38.2 | = Tahun hingga 31.12.2002 | Peleburan bijih |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

36 SYARIKAT-SYARIKAT DALAM KUMPULAN (SAMBUNGAN)

Syarikat bersekutu (sambungan)

| <i>Nama Syarikat (Butir-butir mengenai modal saham terbitan - saham berbayar penuh berharga RM1 sesaham, kecuali dinyatakan sebaliknya</i> | <i>Negara diperbadankan</i> | <i>Kepentingan efektif Kumpulan</i> | | <i>Tarikh perakaunan bagi diambilkira dalam keputusan syarikat</i> | <i>Aktiviti utama pada tahun kewangan ini</i> |
|--|---------------------------------|---|-------------|--|---|
| | | <i>2003</i> | <i>2002</i> | | |
| | | <i>%</i> | <i>%</i> | | |
| MMC-GTM Bina Sama Sendirian Berhad (5 juta saham) | Malaysia | 37.5 | 37.5 | = Tahun hingga 31.12.2002 | Pembinaan lebuhraya |
| MMC Metrail Sdn Bhd (subsidiari 75% memegang 20% (syarikat ini) | Malaysia | 15.0 | - | *** | Rekabentuk dan pembinaan sistem rel ringan awam |
| M.O.S.T. Power JV Sendirian Berhad (0.25 juta saham) | Malaysia | 22.5 | 22.5 | + Tempoh hingga 31.12.2002 | Pembinaan talian penghantaran tenaga |

Makna simbol yang digunakan untuk syarikat bersekutu di atas adalah seperti berikut:

- = Penyata kewangan yang telah diaudit
- ** Penyata kewangan yang telah diaudit bagi tahun kewangan tolak penyata kewangan interim yang tidak diaudit bagi setengah tahun sebelumnya
- + Penyata kewangan yang tidak diaudit
- ## Pengumuman interim suku pertama
- # Penyata kewangan yang telah diaudit bagi tahun kewangan tolak pengumuman interim suku pertama
- ++ Syarikat disebut harga
- *** Tidak disatukan memandangkan bahagian syarikat masih dipegang oleh penganjur bagi pihak syarikat

Pelaburan utama (dinyatakan sebagai sebahagian daripada Pelaburan Lain)

| <i>Nama syarikat (Butir-butir mengenai modal saham terbitan - saham berbayar penuh berharga RM1 sesaham, kecuali dinyatakan sebaliknya</i> | <i>Negara diperbadankan</i> | <i>Kepentingan efektif Kumpulan</i> | | <i>Aktiviti utama pada tahun kewangan ini</i> |
|--|---------------------------------|---|-------------|--|
| | | <i>2003</i> | <i>2002</i> | |
| | | <i>%</i> | <i>%</i> | |
| ++ Sime Darby Berhad | Malaysia | 5.3 | 5.3 | Perladangan, perdagangan, perkilangan dan pembangunan hartanah |
| City View Energy Corporation Limited | Australia | 12.3 | 12.3 | Pegangan pelaburan dengan kepentingan dalam industri petroleum dan gas |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

36 SYARIKAT-SYARIKAT DALAM KUMPULAN (SAMBUNGAN)

Pelaburan utama (dinyatakan sebagai sebahagian daripada Pelaburan Lain) (sambungan)

Nama syarikat

(Butir-butir mengenai
modal saham terbitan
- saham berbayar
penuh berharga RM1
sesaham, kecuali
dinyatakan sebaliknya

| <i>Nama syarikat</i> (Butir-butir mengenai modal saham terbitan - saham berbayar penuh berharga RM1 sesaham, kecuali dinyatakan sebaliknya | <i>Negara diperbadankan</i> | <i>Kepentingan efektif Kumpulan</i> | | <i>Aktiviti utama pada tahun kewangan ini</i> |
|--|-----------------------------|-------------------------------------|------------------|--|
| | | <i>2003</i> % | <i>2002</i> % | |
| Barrick Gold Corporation | Amerika Syarikat | - | 0.1 | Perlombongan emas dan aktiviti berkaitan |
| + Suasa Unik (M) Sendirian Berhad | Malaysia | 26.2 | 26.2 | Pembuatan paip besi mulur (di bawah pembubaran oleh Danaharta) |
| + Hillgrove Gold NL (subsidiari 52.3% memegang 61.9% syarikat ini) | Australia | 32.4 | 32.4 | Perlombongan emas dan stadium (di bawah pembubaran) |

Makna simbol yang digunakan untuk pelaburan utama di atas adalah seperti berikut:

- + Tidak disatukan memandangkan Kumpulan tidak lagi mempunyai kawalan kerana syarikat tersebut di bawah kawalan pegawai penerimaan
- ++ Syarikat disebut harga

Subsidiari tidak aktif

| <i>Nama Syarikat</i> | <i>Negara diperbadankan</i> | <i>Kepentingan efektif Kumpulan</i> | |
|---|-----------------------------|-------------------------------------|------------------|
| | | <i>2003</i> % | <i>2002</i> % |
| Alam Dergahayu (Johor) Sendirian Berhad | Malaysia | 75.0 | 75.0 |
| Amalan Rantau (M) Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| Anglo-Oriental Nominees Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| Associated Mines (Malaya) Sendirian Berhad | Malaysia | 75.7 | 75.7 |
| Bidor Malaya Tin Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| * Bracken Services Limited | England | - | 100.0 |
| Dana Vision Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| D.V. Research Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| Eastern Waste Management Sendirian Berhad | Malaysia | 75.0 | 75.0 |
| Enzymas Naturales Sendirian Berhad | Malaysia | 52.3 | 52.3 |
| London Tin (Malaysia) Berhad | Malaysia | 100.0 | 100.0 |
| MMC Aviation Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| * MMC Belgium NV | Belgium | 100.0 | 100.0 |
| * MMC EG Co. Ltd | Mongolia | 90.0 | 90.0 |
| * MMC Exploration & Production (Thailand) Ltd | Negeri Thai | 100.0 | 100.0 |
| * MMC Exploration & Production (BV) | Negeri Belanda | 100.0 | 100.0 |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

36 SYARIKAT-SYARIKAT DALAM KUMPULAN (SAMBUNGAN)

Subsidiari tidak aktif (sambungan)

| <i>Nama Syarikat</i> | <i>Negara diperbadankan</i> | <i>Kepentingan efektif Kumpulan</i> | |
|--|-----------------------------|-------------------------------------|------------------|
| | | <i>2003</i> % | <i>2002</i> % |
| * MMC Exploration & Production (Philippines) | Filipina | 100.0 | 100.0 |
| MMC Frigstad Offshore Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| * MMC Japan Limited | Jepun | 100.0 | 100.0 |
| MMC Marketing Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| MMC Ports Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| * MMC (US) Inc | Amerika Syarikat | 100.0 | 100.0 |
| MMC Utilities Berhad | Malaysia | 100.0 | 100.0 |
| MMI Foundry Sendirian Berhad | Malaysia | 56.9 | 56.9 |
| More Furniture Ideas (M) Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| Projek Lebuhraya Timur Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| * Singapore Steel Pte. Ltd. | Singapore | 56.9 | 56.9 |
| * Southern Kinta Consolidated Limited | England | 100.0 | 100.0 |
| Southern Kinta Consolidated (M) Berhad | Malaysia | 100.0 | 100.0 |
| Southern Malayan Tin Dredging (M) Berhad | Malaysia | 100.0 | 100.0 |
| Sumbangan Rantau (M) Sendirian Berhad | Malaysia | 100.0 | 100.0 |
| Tepat Teknik (Sarawak) Sendirian Berhad | Malaysia | 52.5 | 52.5 |
| Wangsa Struktur Sendirian Berhad | Malaysia | 65.0 | 65.0 |

Makna simbol yang digunakan untuk subsidiari tidak aktif di atas adalah seperti berikut:

- * Tidak diaudit oleh PricewaterhouseCoopers, Malaysia

Syarikat bersekutu tidak aktif

| <i>Nama Syarikat</i> | <i>Negara diperbadankan</i> | <i>Kepentingan efektif Kumpulan</i> | |
|---|-----------------------------|-------------------------------------|------------------|
| | | <i>2003</i> % | <i>2002</i> % |
| Ajil Minerals Sendirian Berhad | Malaysia | 49.0 | 49.0 |
| Kuala Langat Mining Sendirian Berhad | Malaysia | 32.6 | 32.6 |
| Mining and General Management Company Limited | Negeri Thai | 35.0 | 35.0 |
| MMC-LDAH Concrete Sendirian Berhad | Malaysia | 33.7 | 33.7 |
| PKB-MMC Sendirian Berhad | Malaysia | 49.0 | 49.0 |
| Taldy Bulak Mining Corporation | Republik Kyrgyz | 40.0 | 40.0 |

NOTA-NOTA KEPADA PENYATA KEWANGAN

bagi tahun kewangan berakhir 31 Januari 2003 (sambungan)

37 PERISTIWA PENTING PADA TAHUN KEWANGAN

- (i) Pada 16 September 2002, Tronoh Mines Malaysia Berhad ("TMMB"), sebuah syarikat subsidiari milik 52.3%, telah membuat permohonan kepada Suruhanjaya Sekuriti berhubung cadangan pemerolehan 19.58% kepentinga ekuiti dan 19.90% waran sedia ada yang belum terlaksana dalam IJM Corporation Berhad (sebuah syarikat berasaskan pembinaan) dan 100% kepentingan ekuiti dalam Zelan Holdings (M) Sdn Bhd (sebuah kumpulan berasaskan pembinaan yang mengkhusus dalam pembinaan loji janakuasa). Cadangan tersebut tertakluk kepada kelulusan para pemegang saham syarikat tersebut serta pihak berkuasa berkenaan.
- (ii) Pada 10 Disember 2002, Syarikat telah menyempurnakan pemerolehan 50.1% kepentingan ekuiti dalam Pelabuhan Tanjung Pelepas Sdn Bhd ("PTP").
- (iii) Pada 17 Januari 2003, Syarikat telah mengeluarkan Notis Tawaran Sukarela melalui Aseambankers Malaysia Berhad untuk memperoleh semua baki daripada 7,910,268 saham biasa berharga RM1.00 sesaham dalam MMCEG yang mewakili kira-kira 25.01% modal saham diterbitkan dan berbayar dalam MMCEG yang belum dimiliki Syarikat. Tawaran Sukarela ini dibuat dengan bayaran tunai sebanyak RM4.30 bagi setiap satu (1) saham yang dipegang berharga RM1.00 sesaham dalam MMCEG atau terbitan dua (2) saham biasa berharga RM0.10 sesaham dalam Syarikat bagi setiap satu (1) saham biasa yang dipegang dalam MMCEG. Syarikat berhasrat untuk mengeluarkan MMCEG daripada senarai rasmi Bursa Saham Kuala Lumpur selepas Tawaran Sukarela tersebut disempurnakan.
- (iv) Pada tahun 2001, Kramat Tin Dredging Berhad ("KTDB") sebuah syarikat subsidiari milik 52.9%, membuat Pengumuman Permulaan menurut keperluan Nota Amalan 10/2001 yang diterbitkan berikutnya perenggan 8.16 Keperluan Penyenaraian (Keperluan Penyenaraian yang Diubahsuai) Bursa Saham Kuala Lumpur ("BSKL") bahawa KTDB merupakan sebuah syarikat tersenarai yang terlibat. KTDB telah diberi tempoh lanjutan sehingga 3 April 2003 untuk membuat Pengumuman Wajib dengan cadangan yang terperinci, yang mana pelaksanaannya akan membolehkan KTDB memastikan tahap operasi yang mencukupi untuk terus didagangkan dan/atau disenaraikan.

Sehubungan ini, Lembaga Pengarah KTDB terus berusaha untuk mengenalpasti peluang-peluang perniagaan yang sesuai yang akan menyumbang kepada pertumbuhan KTDB di masa depan dan memenuhi keperluan penyenaraian BSKL, termasuk keperluan untuk meningkatkan modal diterbit dan berbayar Syarikat kepada sebanyak RM60 juta.

38 PERISTIWA PENTING SELEPAS KUNCY KIRA-KIRA

Pada 10 Mac 2003, Suruhanjaya Sekuriti telah meluluskan cadangan oleh TMMB berikutnya kelulusan Jawatankuasa Pelaburan Asing pada 22 November 2002 seperti yang diterangkan di atas. Kelulusan BSKL dan para pemegang saham belum lagi diperolehi untuk menyempurnakan cadangan pemerolehan ini.

39 INSTRUMEN KEWANGAN

Risiko kredit

Syarikat tidak mempunyai penumpuan risiko kredit yang ketara kecuali bahawa kebanyakan depositnya ditempatkan dengan institusi kewangan utama di Malaysia.

Nilai Saksama

Nilai bawa aset dan liabiliti kewangan Kumpulan dan Syarikat pada tarikh kunci kira-kira dianggarkan sekitar nilai saksama kecuali yang dinyatakan dalam Nota 22 dan 28.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh Annual General Meeting (AGM) of members of Malaysia Mining Corporation Berhad will be held at the Banquet Hall, Kuala Lumpur Golf & Country Club, No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Friday, 18 July 2003 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following as ordinary resolutions:

ORDINARY BUSINESS

1. "THAT the Directors' Report and Financial Statements for the year ended 31 January 2003 and the Auditors' Report thereon be and are hereby received and adopted."
2. "THAT the final dividend of 4 sen per share comprising 3 sen per share, less 28% tax and 1 sen per share tax exempt for the year ended 31 January 2003 be and is hereby approved and declared payable on 22 August 2003 to the members of the Company registered at the close of business on 25 July 2003."
3. "THAT the following Directors, who retire in accordance with Articles 77 and 84 of the Company's Articles of Association, be and are hereby re-elected as Directors of the Company:

Article 77

- a) Dato' Syed Abdul Jabbar Shahabudin
- b) Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob

Article 84

- a) Dato' Ismail Shahudin
- b) Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Laidin
- c) Encik Halim bin Haji Din
- d) Datuk Mohd. Sidik bin Shaik Osman

4. "THAT YBhg Tan Sri Dato' Thong Yaw Hong, who retires pursuant to Section 129 (6) of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next AGM."
5. "THAT the Directors' fees and meeting allowance for the year ended 31 January 2003 amounting to RM552,399 be and is hereby approved."
6. "THAT PricewaterhouseCoopers, who are eligible and have given their consent for re-appointment, be and are hereby re-appointed Auditors of the Company until the conclusion of the next Annual General Meeting and that the remuneration to be paid to them be fixed by the Board."

SPECIAL BUSINESS

To consider, and if thought fit, pass the following as an Ordinary Resolution:

"THAT pursuant to Section 132D of the Companies Act, 1965, the Board of Directors be and is hereby empowered to issue shares of the Company at any time until the conclusion of the next Annual General Meeting of the Company upon such terms and conditions and for such purposes as the Board of Directors may, in its absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued and paid-up capital of the Company at the time of issue AND THAT the Board of Directors be, and is also, empowered to obtain the approval of Kuala Lumpur Stock Exchange for the listing of and quotation for the additional shares so issued and any other relevant approvals as may be necessary."

NOTICE OF ANNUAL GENERAL MEETING (continued)

CLOSURE OF BOOKS

NOTICE IS ALSO HEREBY GIVEN THAT shareholders who are registered in the Register of Members and Record of Depositors at the close of business on 25 July 2003 shall be entitled to the final dividend which will be paid on 22 August 2003.

A Depositor shall qualify for dividend entitlement only in respect of:

- a. Shares transferred into the Depositor's securities account before 12.30 p.m. on 23 July 2003 in respect of shares which are exempted from mandatory deposit;
- b. Shares transferred into the Depositor's securities account before 12.30 p.m. on 25 July 2003 in respect of ordinary transfers; and
- c. Shares bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

BY ORDER OF THE BOARD

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Elina Mohamed
Muhammad Firdaus Abdullah
Secretaries

Kuala Lumpur
27 June 2003

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A proxy form is enclosed and to be valid, must reach the Registrar's office at Pernas Charter Management Sdn Bhd, 10th Floor, Block B, Wisma Semantan, No. 12, Jalan Gelenggang, Bukit Damansara, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the meeting.

Explanatory Note to the Special Business:

This Ordinary Resolution if passed, will give the Directors of the Company the authority to issue shares in the Company up to an amount not exceeding 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening 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.

NOTIS MESYUARAT AGUNG TAHUNAN

ADALAH DIMAKLUMKAN BAHAWA Mesyuarat Agung Tahunan (AGM) yang Kedua Puluh Tujuh Malaysia Mining Corporation Berhad akan diadakan di Banquet Hall, Kuala Lumpur Golf & Country Club, No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur pada hari Jumaat, 18 Julai 2003 pada puluk 10.00 pagi untuk tujuan mempertimbangkan, dan jika difikirkan wajar, meluluskan perkara-perkara berikut sebagai resolusi biasa:

URUSAN BIASA

1. "BAHAWA Laporan Pengarah dan Penyata Kewangan bagi tahun berakhir 31 Januari 2003 dan Laporan Juruaudit mengenainya adalah dengan ini diterima dan diluluskan."
2. "BAHAWA dividen akhir sebanyak 4 sen sesaham yang terdiri daripada 3 sen sesaham, tolak cukai 28% dan 1 sen sesaham dikecualikan cukai bagi tahun berakhir 31 Januari 2003 adalah dengan ini diluluskan dan diisyithar dibayar pada 22 Ogos 2003 kepada para ahli Syarikat yang berdaftar semasa penutup perniagaan pada 25 Julai 2003."
3. "BAHAWA para Pengarah berikut, yang bersara menurut Artikel 77 dan 84 Tataurusan Pertubuhan Syarikat, adalah dengan ini dipilih semula sebagai Pengarah Syarikat.

Artikel 77

- a) Dato' Syed Abdul Jabbar Shahabudin
- b) Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob

Artikel 84

- a) Dato' Ismail Shahudin
- b) Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Laidin
- c) Encik Halim bin Haji Din
- d) Datuk Mohd. Sidik bin Shaik Osman

4. "BAHAWA YBhg Tan Sri Dato' Thong Yaw Hong, yang bersara menurut Seksyen 129 (6) Akta Syarikat, 1965 adalah dengan ini dilantik semula sebagai Pengarah Syarikat untuk memegang jawatan sehingga tamat AGM yang berikutnya."
5. "BAHAWA yuran dan elauan mesyuarat para Pengarah bagi tahun berakhir 31 Januari 2003 berjumlah RM552,399 adalah dengan ini diluluskan."
6. "BAHAWA PricewaterhouseCoopers, yang layak dan telah memberi persetujuan untuk dilantik semula, adalah dengan ini dilantik semula sebagai Juruaudit Syarikat sehingga tamat Mesyuarat Agung Tahunan yang berikutnya dan bayaran kepada mereka ditentukan oleh Lembaga Pengarah."

URUSAN KHAS

Untuk mempertimbangkan, dan jika dianggap layak, meluluskan perkara tersebut sebagai Resolusi Biasa:

"BAHAWA menurut Seksyen 132D Akta Syarikat, 1965, Lembaga Pengarah adalah dan dengan ini diberi kuasa untuk menerbitkan saham dalam Syarikat pada bila-bila masa sehingga berakhirnya Mesyuarat Agung Tahunan Syarikat yang berikutnya berdasarkan syarat-syarat dan bagi tujuan-tujuan tertentu yang difikirkan patut mengikut budi bicara mutlak Lembaga Pengarah, dengan syarat jumlah saham yang akan diterbitkan tidak melebihi 10% daripada modal terbitan dan berbayar Syarikat pada masa terbitan tersebut DAN BAHAWA Lembaga Pengarah adalah, dan turut, diberi kuasa untuk mendapatkan kelulusan Bursa Saham Kuala Lumpur bagi penyeraian dan sebut harga saham tambahan yang diterbitkan dan sebarang kelulusan berkaitan lain yang diperlukan."

NOTIS MESYUARAT AGUNG TAHUNAN (sambungan)

PENUTUPAN BUKU

ADALAH DIMAKLUMKAN JUGA BAHAWA para pemegang saham yang didaftar dalam Daftar Ahli dan Rekod Pendeposit semasa penutup perniagaan pada 25 Julai 2003 akan layak untuk menerima dividen akhir yang akan dibayar pada 22 Ogos 2003.

Pendeposit adalah berhak untuk kelayakan dividen hanya berhubung dengan:

- a. Saham-saham yang dipindahkan ke dalam akaun sekuriti Pendeposit sebelum pukul 12.30 tengahari pada 23 Julai 2003 berhubung saham yang dikecualikan daripada deposit mandatori;
- b. Saham-saham yang dipindahkan ke dalam akaun sekuriti Pendeposit sebelum pukul 12.30 tengahari pada 25 Julai 2003 berhubung pindahan biasa; dan
- c. Saham-saham yang dibeli di Bursa Saham Kuala Lumpur atas dasar mempunyai hak menurut Peraturan Bursa Saham Kuala Lumpur.

DENGAN PERINTAH LEMBAGA PENGARAH

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MALAYSIA MINING CORPORATION BERHAD

Elina Mohamed
Muhammad Firdaus Abdullah
Setiausaha-setiausaha

Kuala Lumpur
27 Jun 2003

Nota:

1. Seorang ahli yang berhak hadir dan mengundi di mesyuarat ini adalah berhak untuk melantik seorang atau lebih proksi untuk hadir dan mengundi bagi pihak beliau. Seseorang proksi tidak semestinya merupakan seorang ahli Syarikat.
2. Borang proksi ada disertakan dan untuk menjadi sah, perlu sampai ke pejabat Pendaftar di Pernas Charter Management Sdn Bhd, Tingkat 10, Blok B, Wisma Semantan, No. 12, Jalan Gelanggang, Bukit Damansara, 50490 Kuala Lumpur, Malaysia tidak lewat dari empat puluh lapan (48) jam sebelum mesyuarat tersebut.

Nota Penjelasan kepada Urusan Khas:

Resolusi Biasa ini jika diluluskan, akan memberi kuasa kepada para Pengarah Syarikat untuk menerbitkan saham dalam Syarikat sehingga bilangan yang tidak melebihi 10% daripada modal saham terbitan Syarikat bagi tujuan tertentu yang memelihara kepentingan Syarikat mengikut pertimbangan para Pengarah. Ini akan mengelakkan sebarang kelewatan dan kes yang terlibat untuk mengadakan mesyuarat agung, khusus bagi meluluskan terbitan saham sebegini. Kuasa ini, melainkan ditarik balik atau dipinda di sebuah mesyuarat agung, akan luput di Mesyuarat Agung Tahunan Syarikat yang berikutnya.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Number, Day, Date, Time and Place of General Meetings

| No. | Day/Date | Time | Venue |
|-----|--|------------|--|
| 1. | Thursday, 18 July 2002 (Annual General Meeting) | 11.00 a.m. | Grand Ballroom, 9th Floor, The Legend Hotel, Putra Place, No. 100, Jalan Putra, 50350 Kuala Lumpur |
| 2. | Thursday, 31 October 2002 (Extraordinary General Meeting) | 10.00 a.m. | The Imperial Room, 10th Floor, Crown Princess Hotel, City Square Centre, Jalan Tun Razak, 50400 Kuala Lumpur |
| 3. | Friday, 4 April 2003 (Extraordinary General Meeting) | 10.00 a.m. | Banquet Hall, Kuala Lumpur Golf & Country Club, No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur |

1. Directors seeking re-election pursuant to Article 77 of the Articles of Association (retirement by rotation)

- Dato' Syed Abdul Jabbar Shahabudin
- Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob

Directors seeking re-election pursuant to Article 84 of the Articles of Association (appointed since the date of the last Annual General Meeting)

- Dato' Ismail Shahudin
- Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Laidin
- Encik Halim bin Haji Din
- Datuk Mohd. Sidik bin Shaik Osman

Director seeking re-appointment pursuant to Section 129 (6) of the Companies Act, 1965

- Tan Sri Dato' Thong Yaw Hong

2. Details of attendance of Directors at Board meetings held in the financial year ended 31 January 2003

| No. Directors | Period of Directorship | Total |
|---|--------------------------|-------|
| 1. Dato' Syed Abdul Jabbar Shahabudin | 01.02.2002 to 31.01.2003 | 8/8 |
| 2. Dato' Ismail Shahudin | 01.08.2002 to 31.01.2003 | 5/5 |
| 3. Tan Sri Dato' Thong Yaw Hong | 01.02.2002 to 31.01.2003 | 6/8 |
| 4. Tan Sri Dato' Dr. Abdul Khalid bin Sahan | 01.02.2002 to 31.01.2003 | 6/8 |
| 5. Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob | 01.02.2002 to 31.01.2003 | 7/8 |
| 6. Dato' Hilmi bin Mohd. Noor | 01.02.2002 to 31.01.2003 | 8/8 |
| 7. Dato' Abdullah bin Mohd. Yusof | 01.02.2002 to 31.01.2003 | 6/8 |
| 8. Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Laidin | 01.08.2002 to 31.01.2003 | 4/5 |
| 9. Encik Halim bin Haji Din | 10.09.2002 to 31.01.2003 | 4/5 |
| 10. Datuk Mohd. Sidik bin Shaik Osman | 23.01.2003 to 31.01.2003 | 1/1 |
| 11. (Dr.) Abdul Samad Haji Alias | 01.02.2002 to 18.07.2002 | 2/2 |
| 12. Datuk Alladin Hashim | 01.02.2002 to 01.01.2003 | 6/6 |

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(continued)

Details of Directors standing for re-election at the Annual General Meeting

| | |
|---|--|
| Name | Dato' Ismail Shahudin |
| Age | 52 |
| Nationality | Malaysian |
| Qualification | Bachelor of Economics (Hons.) |
| Position on the Board | Non-Independent, Executive Director |
| Date first appointed to the Board | 1 August 2002 |
| Membership of Board Committees | Executive Committee |
| Working Experience | Executive Director of Maybank Berhad (1997-2002) General Manager, Corporate Banking Division, Maybank Berhad (1992-1997) Deputy General Manager, United Asian Bank / Bank of Commerce (1988-1992) Vice President & Group Head of Public Sector and Financial Institutions Group in Citibank Malaysia (1979-1988) Finance Division, ESSO Malaysia Berhad (1974-1979) |
| Occupation | Group Chief Executive |
| Any other directorships in public companies | Berjuntai Tin Dredging Berhad MMC Engineering Group Berhad Kramat Tin Dredging Berhad Malaysia Smelting Corporation Berhad Malakoff Berhad |
| Securities holdings in the Company and its subsidiaries | 6,000 (Deem interested in the Company) |
| Any family relationship with director and/or major shareholder of the Company | Nil |
| List of convictions for offences within the past 10 years other than traffic offences, if any | Nil |
| Number of Board meetings attended in the financial year | 5 / 5 (100%) |

| | |
|---------------|---|
| Name | Dato' Ir. (Dr.) Haji Ahmad Zaidee bin Laidin |
| Age | 60 |
| Nationality | Malaysian |
| Qualification | Diploma (Professional) in Electrical Engineering, Brighton College of Technology (now known as University of Brighton), United Kingdom Master of Science in Technological Economics, University of Stirling, Scotland Doctor of University by University of Stirling, Scotland Honorary Doctor of Technology by Oxford Brookes University, United Kingdom Honorary Doctor of Letters by Manchester Metropolitan University, United Kingdom Honorary Professorship, Napier University, United Kingdom |

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(continued)

| | |
|--|---|
| Position on the Board | Non-Independent, Non-Executive Director |
| Date first appointed to the Board | 1 August 2002 |
| Membership of Board Committees | Nil |
| Working Experience | <p>Vice-Chancellor, UiTM (1999-2000) Rector, ITM (1996-1999)</p> <p>Director, Institut Teknologi Mara (ITM) (Now known as Universiti MARA or UiTM) (1994-1996)</p> <p>Deputy General Manager Corporate Services, NEB (Management Development Services) (1990-1993)</p> <p>Director, Management Services and Development, NEB (1989-1990)</p> <p>Corporate Organisational and Manpower Planner, NEB (1980-1989)</p> <p>Director, NEB Training Centre (1979-1980)</p> <p>Deputy Director, NEB Training Centre (1978-1979)</p> <p>In-house Consultant, NEB (1973-1978)</p> <p>Distribution Engineer, National Electricity Board (NEB) (Now known as Tenaga Nasional Berhad) (1967-1972)</p> |
| Occupation | Company Director |
| Any other directorships in public companies | MMC Engineering Group Berhad Edaran Otomobil Nasional Berhad |
| Securities holdings in the Company and its subsidiaries | Nil |
| Any family relationship with director and/or major shareholder of the Company | Nil |
| List of convictions for offences within the past 10 years other than traffic offences, if any | Nil |
| Number of Board meetings attended in the financial year | 4 / 5 (80%) |

| | |
|--|--|
| Name | Halim bin Haji Din |
| Age | 58 |
| Nationality | Malaysian |
| Qualification | A member of the Malaysian Institute of Certified Public Accounts and Malaysian Institute of Accounts |
| Position on the Board | Independent, Non-Executive |
| Date first appointed to the Board | 10 September 2002 |
| Membership of Board Committees | Audit Committee |
| Working Experience | <p>Senior Advisor of Cap Gemini Ernst & Young, SEA Region (2001-January 2003)</p> <p>Vice President of Cap Gemini Ernst & Young, SEA Region (August 2000-September 2001)</p> <p>Partner of Ernst & Young (1995-2001)</p> |
| Occupation | Managing Director of Innovation Associates, a Business and IT Consulting company |

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(continued)

| | |
|--|--|
| Any other directorships in public Companies | SCB Development Berhad Kuala Sidim Berhad Wah Seong Corporation Berhad MMC Engineering Group Berhad |
| Securities holdings in the Company and its subsidiaries | Nil |
| Any family relationship with director and/or major shareholder of the Company | Nil |
| List of convictions for offences within the past 10 years other than traffic offences, if any | Nil |
| Number of Board meetings attended in the financial year | 4 / 5 (80%) |

| | |
|--|---|
| Name | Datuk Mohd. Sidik bin Shaik Osman |
| Age | 54 |
| Nationality | Malaysian |
| Qualification | Bachelor of Science (Hons.) (Econs.) University of Science Malaysia Master of Science (Maritime) World Maritime University, Sweden |
| Position on the Board | Non-Independent, Non-Executive |
| Date first appointed to the Board | 23 January 2003 |
| Membership of Board Committees | Nil |
| Working Experience | Chief Operating Officer, Pelabuhan Tanjung Pelepas Sdn Bhd (PTP) (September 1997 - December 2000) Deputy Director General, Prime Minister's Department (1996 - August 1997) Team Leader for the Straits of Malacca Radar Projects, Prime Minister's Department (1992-1996) Secretary to the National Maritime Council, Prime Minister's Department (1988-1992) Principal Assistant Secretary (Port), Ministry of Transport (1979-1987) Assistant Secretary, Ministry of Trade and Industry (1974-1979) |
| Occupation | Chief Executive Officer of PTP |
| Any other directorships in public companies | Johor Port Berhad |
| Securities holdings in the Company and its subsidiaries | Nil |
| Any family relationship with director and/or major shareholder of the Company | Nil |
| List of convictions for offences within the past 10 years other than traffic offences, if any | Nil |
| Number of Board meetings attended in the financial year | 1 / 1 (100%) |

PENYATA YANG DISERTAKAN BERSAMA NOTIS MESYUARAT AGUNG TAHUNAN

Nombor, Hari, Tarikh, Masa dan Tempat Mesyuarat Agung

| No. | Hari/Tarikh | Masa | Tempat |
|-----|---|------------|--|
| 1. | Khamis, 18 Julai 2002 (Mesyuarat Agung Tahunan) | 11.00 pagi | Grand Ballroom, Tingkat 9, The Legend Hotel, Putra Place, No. 100, Jalan Putra, 50350 Kuala Lumpur |
| 2. | Khamis, 31 Oktober 2002 (Mesyuarat Agung Luar Biasa) | 10.00 pagi | The Imperial Room, Tingkat 10, Crown Princess Hotel, City Square Centre, Jalan Tun Razak, 50400 Kuala Lumpur |
| 3. | Jumaat, 4 April 2003 (Mesyuarat Agung Luar Biasa) | 10.00 pagi | Banquet Hall, Kuala Lumpur Golf & Country Club, No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur |

1. Para Pengarah yang menawarkan diri untuk dipilih semula menurut Artikel 77 Tataurusan Pertubuhan Syarikat (persaraan mengikut giliran)

- Dato' Syed Abdul Jabbar Shahabudin
- Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob

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Para Pengarah yang menawarkan diri untuk dipilih semula menurut Artikel 84 Tataurusan Pertubuhan Syarikat (dilantik selepas tarikh Mesyuarat Agung Tahunan yang lalu)

- Dato' Ismail Shahudin
- Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Laidin
- Encik Halim bin Haji Din
- Datuk Mohd. Sidik bin Shaik Osman

Pengarah yang menawarkan diri untuk dilantik semula menurut Seksyen 129 (6) Akta Syarikat, 1965

- Tan Sri Dato' Thong Yaw Hong

2. Butir-butir kehadiran para Pengarah di Mesyuarat-mesyuarat Lembaga Pengarah yang diadakan pada tahun kewangan berakhir 31 Januari 2003

| No. Pengarah | Tempoh Memegang Jawatan | Jumlah |
|---|------------------------------|--------|
| 1. Dato' Syed Abdul Jabbar Shahabudin | 01.02.2002 hingga 31.01.2003 | 8/8 |
| 2. Dato' Ismail Shahudin | 01.08.2002 hingga 31.01.2003 | 5/5 |
| 3. Tan Sri Dato' Thong Yaw Hong | 01.02.2002 hingga 31.01.2003 | 6/8 |
| 4. Tan Sri Dato' Dr. Abdul Khalid bin Sahan | 01.02.2002 hingga 31.01.2003 | 6/8 |
| 5. Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob | 01.02.2002 hingga 31.01.2003 | 7/8 |
| 6. Dato' Hilmi bin Mohd. Noor | 01.02.2002 hingga 31.01.2003 | 8/8 |
| 7. Dato' Abdullah bin Mohd. Yusof | 01.02.2002 hingga 31.01.2003 | 6/8 |
| 8. Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Laidin | 01.08.2002 hingga 31.01.2003 | 4/5 |
| 9. Encik Halim bin Haji Din | 10.09.2002 hingga 31.01.2003 | 4/5 |
| 10. Datuk Mohd. Sidik bin Shaik Osman | 23.01.2003 hingga 31.01.2003 | 1/1 |
| 11. (Dr.) Abdul Samad Haji Alias | 01.02.2002 hingga 18.07.2002 | 2/2 |
| 12. Datuk Alladin Hashim | 01.02.2002 hingga 01.01.2003 | 6/6 |

PENYATA YANG DISERTAKAN BERSAMA NOTIS MESYUARAT AGUNG TAHUNAN (sambungan)

Butir-butir Pengarah yang dicalonkan untuk dipilih semula di Mesyuarat Agung Tahunan

| | |
|---|---|
| Nama | Dato' Ismail Shahudin |
| Umur | 52 |
| Warganegara | Malaysia |
| Kelulusan | Sarjana Muda Ekonomi (Kepujian) |
| Jawatan dalam Lembaga Pengarah | Pengarah Bukan Bebas, Eksekutif |
| Tarikh mula dilantik ke Lembaga Pengarah | 1 Ogos 2002 |
| Keahlian Jawatankuasa Lembaga Pengarah | Jawatankuasa Eksekutif |
| Pengalaman Bekerja | Pengarah Eksekutif, Maybank Berhad (1997-2002) Pengurus Besar, Bahagian Perbankan Korporat, Maybank Berhad (1992-1997) Timbalan Pengurus Besar, United Asian Bank / Bank of Commerce (1988-1992) Naib Presiden & Ketua Kumpulan Sektor Awam dan Kumpulan Institusi Kewangan di Citibank Malaysia (1979-1988) Bahagian Kewangan, ESSO Malaysia Berhad (1974-1979) |
| Pekerjaan | Ketua Eksekutif Kumpulan |
| Sebarang jawatan pengarah lain dalam syarikat-syarikat awam | Berjuntai Tin Dredging Berhad MMC Engineering Group Berhad Kramat Tin Dredging Berhad Malaysia Smelting Corporation Berhad Malakoff Berhad |
| Pegangan sekuriti dalam Syarikat dan syarikat-syarikat subsidiarinya | 6,000 (Dianggap berkepentingan dalam Syarikat) |
| Sebarang hubungan kekeluargaan dengan pengarah dan/atau pemegang saham utama Syarikat | Tiada |
| Senarai pensabitan kesalahan dalam tempoh 10 tahun yang lepas selain daripada kesalahan lalulintas, jika ada | Tiada |
| Bilangan mesyuarat Lembaga Pengarah yang dihadiri pada tahun kewangan | 5 / 5 (100%) |

| | |
|--------------------|--|
| Nama | Dato' Ir. (Dr.) Haji Ahmad Zaidee bin Ladin |
| Umur | 60 |
| Warganegara | Malaysia |
| Kelulusan | Diploma (Profesional) Kejuruteraan Elektrik, Brighton College of Technology (kini dikenali sebagai University of Brighton), United Kingdom Sarjana Sains dalam jurusan Ekonomi Teknologi, University of Stirling, Scotland Doktor Universiti oleh University of Stirling, Scotland Doktor Kehormat Teknologi oleh Oxford Brookes University, United Kingdom Doktor Kehormat Persuratan oleh Manchester Metropolitan University, United Kingdom Profesor Kehormat, Napier University, United Kingdom |

PENYATA YANG DISERTAKAN BERSAMA NOTIS MESYUARAT AGUNG TAHUNAN (sambungan)

| | |
|---|---|
| Jawatan dalam Lembaga Pengarah | Pengarah Bukan Bebas, Bukan Eksekutif |
| Tarikh mula dilantik ke Lembaga Pengarah | 1 Ogos 2002 |
| Keahlian Jawatankuasa Lembaga Pengarah | Tiada |
| Pengalaman Bekerja | Naib Canselor, UiTM (1999-2000) Rektor, ITM (1996-1999) Pengarah, Institut Teknologi MARA (ITM) (Kini dikenali sebagai Universiti Teknologi MARA atau UiTM) (1994-1996) Timbalan Pengurus Besar Perkhidmatan Korporat, LLN (Perkhidmatan Pembangunan Pengurusan) (1990-1993) Pengarah, Perkhidmatan Pengurusan dan Pembangunan, LLN (1989-1990) Perancang Organisasi Korporat dan Sumber Manusia, LLN (1980-1989) Pengarah, Pusat Latihan LLN (1979-1980) Timbalan Pengarah, Pusat Latihan LLN (1978-1979) Pakar Perunding Dalaman, Pusat Latihan LLN (1973-1978) Jurutera Pembahagian, Lembaga Letrik Negara (LLN) (Kini dikenali sebagai Tenaga Nasional Berhad) (1967-1972) |
| Pekerjaan | Pengarah Syarikat |
| Sebarang jawatan pengarah lain dalam syarikat-syarikat awam | MMC Engineering Group Berhad Edaran Otomobil Nasional Berhad |
| Pegangan sekuriti dalam Syarikat dan syarikat-syarikat subsidiarinya | Tiada |
| Sebarang hubungan kekeluargaan dengan pengarah dan/atau pemegang saham utama Syarikat | Tiada |
| Senarai pensabitan kesalahan dalam tempoh 10 tahun yang lepas selain daripada kesalahan lalulintas, jika ada | Tiada |
| Bilangan mesyuarat Lembaga Pengarah yang dihadiri pada tahun kewangan | 4 / 5 (80%) |

| | |
|---|--|
| Nama | Halim bin Haji Din |
| Umur | 58 |
| Warganegara | Malaysia |
| Kelulusan | Ahli, Institut Akauntan Awam Bertauliah Malaysia dan Institut Akauntan Malaysia |
| Jawatan dalam Lembaga Pengarah | Pengarah Bebas, Bukan Eksekutif |
| Tarikh mula dilantik ke Lembaga Pengarah | 10 September 2002 |
| Keahlian Jawatankuasa Lembaga Pengarah | Jawatankuasa Audit |
| Pengalaman Bekerja | Penasihat Kanan, Cap Gemini Ernst & Young, Rantau Asia Tenggara (2001-Januari 2003) Naib Presiden, Cap Gemini Ernst & Young, Rantau Asia Tenggara (Ogos 2000-September 2001) Rakan kongsi, Ernst & Young (1995-2000) |
| Pekerjaan | Pengarah Urusan, Innovation Associates, sebuah syarikat Perunding Perniagaan dan IT |

PENYATA YANG DISERTAKAN BERSAMA NOTIS MESYUARAT AGUNG TAHUNAN (sambungan)

| | |
|--|--|
| Sebarang jawatan pengarah lain dalam syarikat-syarikat awam | SCB Development Berhad Kuala Sidim Berhad Wah Seong Corporation Berhad MMC Engineering Group Berhad |
| Pegangan sekuriti dalam Syarikat dan syarikat-syarikat subsidiarinya | Tiada |
| Sebarang hubungan kekeluargaan dengan pengarah dan/atau pemegang saham utama Syarikat | Tiada |
| Senarai pensabitan kesalahan dalam tempoh 10 tahun yang lepas selain daripada kesalahan lalulintas, jika ada | Tiada |
| Bilangan mesyuarat Lembaga Pengarah yang dihadiri pada tahun kewangan | 4 / 5 (80%) |

| | |
|--|--|
| Nama | Datuk Mohd. Sidik bin Shaik Osman |
| Umur | 54 |
| Warganegara | Malaysia |
| Kelulusan | Sarjana Muda Sains (Kepujian)(Ekonomi), Universiti Sains Malaysia Sarjana Sains (Maritim), World Maritime, University, Sweden |
| Jawatan dalam Lembaga Pengarah | Pengarah Bukan Bebas, Bukan Eksekutif |
| Tarikh mula dilantik ke Lembaga Pengarah | 23 Januari 2003 |
| Keahlian Jawatankuasa Lembaga Pengarah | Tiada |
| Pengalaman Bekerja | Ketua Pegawai Operasi, Pelabuhan Tanjung Pelepas Sdn Bhd (PTP) (September 1997-Disember 2000) Timbalan Ketua Pengarah, Jabatan Perdana Menteri (1996-Ogos 1997) Ketua Pasukan, Projek Radar Selat Melaka, Jabatan Perdana Menteri (1992-1996) Setiausaha, Majlis Maritim Negara, Jabatan Perdana Menteri (1988-1992) Penolong Setiausaha Utama (Pelabuhan), Kementerian Pengangkutan (1979-1987) Penolong Setiausaha, Kementerian Perdagangan dan Industri (1974-1979) |
| Pekerjaan | Ketua Pegawai Eksekutif, PTP |
| Sebarang jawatan pengarah lain dalam syarikat-syarikat awam | Johor Port Berhad |
| Pegangan sekuriti dalam Syarikat dan syarikat-syarikat subsidiarinya | Tiada |
| Sebarang hubungan kekeluargaan dengan pengarah dan/atau pemegang saham utama Syarikat | Tiada |
| Senarai pensabitan kesalahan dalam tempoh 10 tahun yang lepas selain daripada kesalahan lalulintas, jika ada | Tiada |
| Bilangan mesyuarat Lembaga Pengarah yang dihadiri pada tahun kewangan | 1 / 1 (100%) |

PROXY FORM

[borang proksi]



MALAYSIA MINING CORPORATION BERHAD

(30245-H)

(Incorporated in Malaysia / Diperbadankan di Malaysia)

We / Kami, _____

of / beralamat _____

being a member / members of MALAYSIA MINING CORPORATION BERHAD, hereby appoint
sebagai seorang ahli / para ahli MALAYSIA MINING CORPORATION BERHAD, dengan ini melantik _____

of / beralamat _____

or failing him, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 18 July 2003 and at any adjournments thereof, on the following resolutions referred to in the notice of the Annual General Meeting.

atau jika beliau tidak dapat hadir, Pengurus mesyuarat sebagai proksi saya/kami untuk mengundi bagi pihak saya/kami dalam Mesyuarat Agung Tahunan yang akan diadakan pada 18 Julai 2003 dan pada sebarang penangguhannya berkenaan resolusi-resolusi yang dirujuk dalam notis Mesyuarat Agung Tahunan tersebut.

| | RESOLUTION RESOLUSI | FOR MENYOKONG | AGAINST MENENTANG |
|-------|--|------------------|----------------------|
| No. 1 | Adoption of Report and Financial Statements Meluluskan Laporan dan Penyata Kewangan | | |
| No. 2 | Declaration of Dividend Pengumuman Dividen | | |
| No. 3 | Re-election of Directors Pelantikan semula Pengarah-pengarah Article 77 (a) Dato' Syed Abdul Jabbar Shahabudin (b) Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman bin Haji Wan Yaacob Article 84 (a) Dato' Ismail Shahudin (b) Datuk Ir. (Dr.) Haji Ahmad Zaidee bin Ladin (c) Encik Halim bin Haji Din (d) Datuk Mohd. Sidik bin Shaik Osman | | |
| No. 4 | Re-appointment of Tan Sri Dato' Thong Yaw Hong Pelantikan semula Tan Sri Dato' Thong Yaw Hong | | |
| No. 5 | Directors' fees and meeting allowance Yuran dan eluan mesyuarat para Pengarah | | |
| No. 6 | Re-appointment of Auditors Pelantikan semula Juruaudit | | |
| No. 7 | Approval of ordinary resolution pursuant to Section 132D of the Companies Act, 1965 Meluluskan resolusi biasa menurut Seksyen 132D Akta Syarikat, 1965 | | |

| | |
|---|--|
| Number of shares held / Bilangan saham dipegang | |
|---|--|

Dated / Bertarikh _____

Signature / Tandatangan _____

NOTES:

- This proxy form must be deposited at the Registrar's office at Pernas Charter Management Sdn Bhd, 10th Floor, Block B, Wisma Semantan, No. 12, Jalan Gelenggang, Bukit Damansara, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before meeting.
- In the case of a corporation, this proxy form should be under its common seal or under the hand of an officer or attorney duly authorised on its behalf. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. This instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- A corporation may, by resolution of its Directors or other governing body, if it is a member of the Company, authorise such person as it thinks fit to act as its representative and a person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company.
- In the case of joint holders, the signature of any of them will suffice.
- Unless voting instructions are indicated in the spaces provided above, the proxy may vote as he/she thinks fit.

NOTA-NOTA:

- Borang proksi ini hendaklah dihantar ke Pejabat Pendaftar di Pernas Charter Management Sdn Bhd, Tingkat 10, Block B, Wisma Semantan, No. 12, Jalan Gelenggang, Bukit Damansara, 50490 Kuala Lumpur, Malaysia tidak kurang dari empat puluh lapan (48) jam sebelum mesyuarat.
- Bagi sebuah syarikat, borang proksi ini perlu dilengkapi cop mohor atau wakil yang diberi kuasa bagi pihaknya. Seseorang proksi tidak semestinya ahli Syarikat dan seseorang ahli boleh melantik sesiapa sahaja untuk menjadi proksinya. Suratcara melantik seseorang proksi akan dianggap memberi kuasa untuk menuntut atau menyertai tuntutan untuk diadakan pengundian.
- Sesebuah syarikat boleh, melalui resolusi para pengaruhnya atau badan lain yang berkuaasa jika ia ahli Syarikat, memberi kuasa kepada seseorang yang ia fizikkan sesuai untuk bertindak sebagai wakilnya dan seseorang yang sudah diberikan kuasa tersebut akan berhak untuk melaksanakan kuasa yang serupa bagi pihak syarikat tersebut seperti yang boleh dilaksanakan oleh pengundi tersebut jika ia ahli individu Syarikat.
- Bagi pemegang bersama, tandatangan salah seorang daripada mereka sudah mencukupi.
- Kecuali jika arahan mengundi sudah dinyatakan dalam ruang yang disediakan di atas, proksi berkenaan boleh mengundi seperti mana yang beliau anggap sesual.

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affix stamp

To: The Registrar
Malaysia Mining Corporation Berhad (30245-H)
10th Floor, Block B, Wisma Semantan,
No. 12, Jalan Gelanggang,
Bukit Damansara
50490 Kuala Lumpur

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