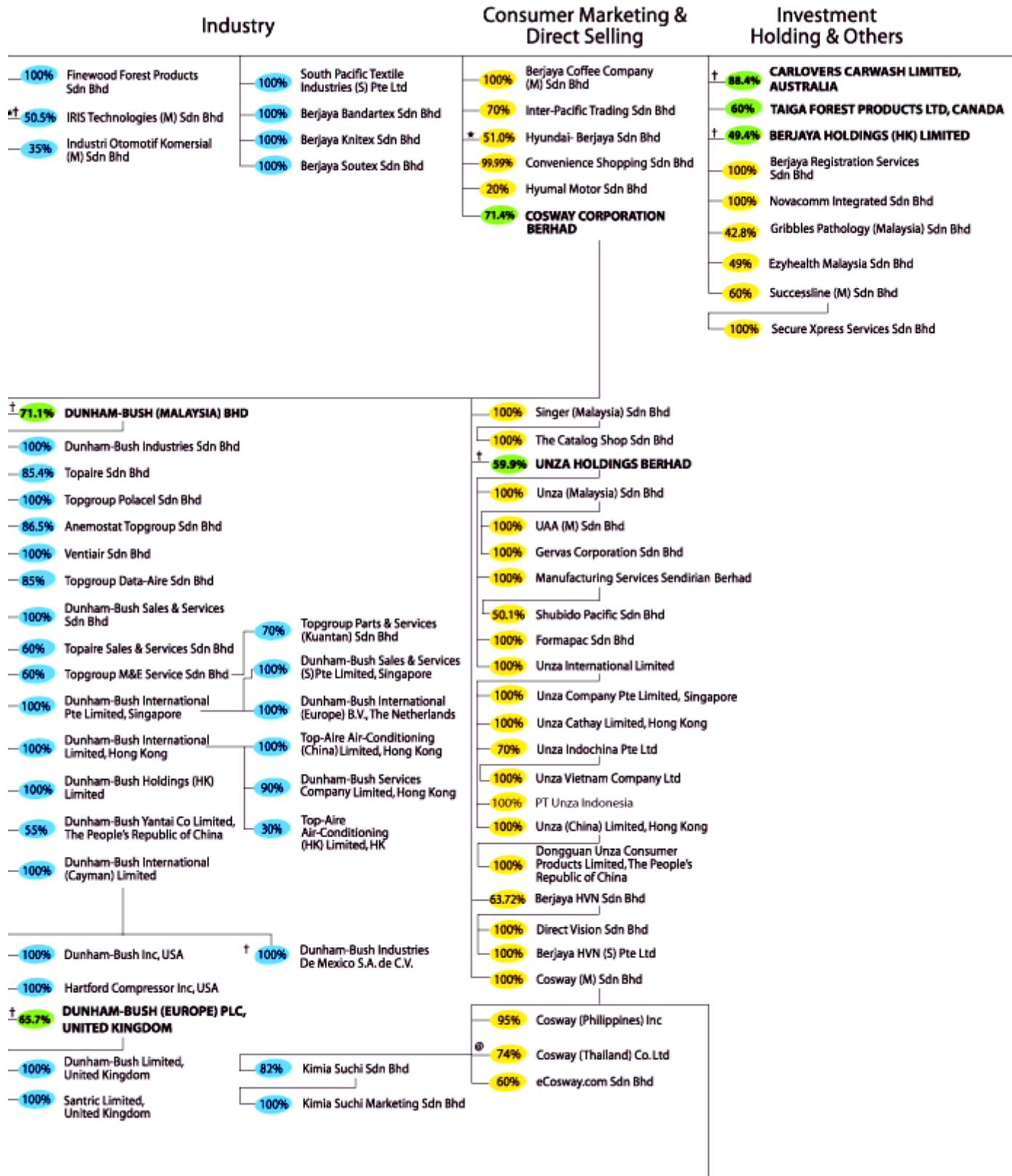


corporate structure

of Main Operating Companies as at 30 September 2002

BERJAYA GROUP BERHAD



Vacation Timeshare, Hotels, Resorts and Recreation Development

Property Investment and Development

Gaming and Lottery Management

Financial Services



@ Effective Interest

● Listed Companies

† Combined Interest

★ Pending Completion of Disposal

group financial summary

| Description | 2002 US\$'000 | 2002 RM'000 | 2001 RM'000 | 2000 RM'000 | 1999 RM'000 | 1998 RM'000 | 1997 RM'000 |
|--|------------------|----------------|----------------|----------------|----------------|----------------|----------------|
| Revenue | 2,168,818 | 8,241,507 | 7,723,803 | 7,799,217 | 7,015,774 | 7,449,109 | 6,351,690 |
| Profit/(Loss) Before Taxation | (94,092) | (357,550) | (321,533) | (96,033) | 304,759 | 342,384 | 699,020 |
| Profit/(Loss) After Taxation | (146,780) | (557,765) | (488,477) | (378,137) | 277,780 | 23,354 | 498,037 |
| Profit/(Loss) After Taxation and Minority Interests | (171,467) | (651,573) | (593,250) | (570,839) | (109,851) | 4,738 | 223,638 |
| Extraordinary Items | - | - | - | - | - | - | - |
| Profit/(Loss) Attributable To Shareholders | (171,467) | (651,573) | (593,250) | (570,839) | (109,851) | 4,738 | 223,638 |
| Share Capital | 394,255 | 1,498,171 | 1,498,171 | 1,497,514 | 1,276,929 | 1,215,762 | 877,214 |
| Reserves | (166,699) | (633,457) | (16,696) | 614,897 | 1,385,424 | 1,424,412 | 1,009,911 |
| Shareholders' Fund | 227,556 | 864,714 | 1,481,475 | 2,112,411 | 2,662,353 | 2,640,174 | 1,887,125 |
| ICULS | 349,188 | 1,326,913 | 1,376,254 | 1,404,207 | 18,292 | 140,699 | 807,984 |
| Minority Interests | 650,221 | 2,470,839 | 2,296,217 | 2,250,118 | 1,596,381 | 1,050,388 | 827,150 |
| Capital Funds | 1,226,965 | 4,662,466 | 5,153,946 | 5,766,736 | 4,277,026 | 3,831,261 | 3,522,259 |
| Insurance Reserves | 13,452 | 51,118 | 39,584 | 30,062 | 41,770 | 955,969 | 822,121 |
| Deferred Taxation | 27,554 | 104,707 | 122,022 | 126,237 | 131,184 | 123,457 | 71,328 |
| Long Term Liabilities | 704,400 | 2,676,722 | 2,636,840 | 2,680,008 | 3,822,180 | 3,704,095 | 2,675,705 |
| Current Liabilities | 1,038,683 | 3,946,994 | 4,004,195 | 4,135,252 | 4,248,261 | 5,219,784 | 5,374,092 |
| | 3,011,054 | 11,442,007 | 11,956,587 | 12,738,295 | 12,520,421 | 13,834,566 | 12,465,505 |
| Property, Plant & Equipment | 726,326 | 2,760,040 | 2,840,928 | 2,776,229 | 2,701,328 | 2,468,317 | 1,888,518 |
| Intangible Assets | 642,695 | 2,442,240 | 2,416,825 | 2,467,114 | 2,630,061 | 2,812,364 | 2,535,334 |
| Investments & Long Term Receivables | 591,505 | 2,247,720 | 2,662,972 | 2,682,382 | 2,942,461 | 2,538,659 | 2,337,279 |
| Current Assets | 1,050,528 | 3,992,007 | 4,035,862 | 4,812,570 | 4,246,571 | 6,015,226 | 5,704,374 |
| Total Assets | 3,011,054 | 11,442,007 | 11,956,587 | 12,738,295 | 12,520,421 | 13,834,566 | 12,465,505 |
| Net Assets Per Share (US\$/RM) | 0.15 | 0.58 | 0.99 | 1.41 | 2.08 | 2.17 | 2.15 |
| Net Earnings/(Loss) Per Share (cents/sen) | (11.4) | (43.5) | (39.6) | (43.2) | (8.8) | 0.5 | 26.3 |
| Net Earnings/(Loss) Including Extraordinary Items Per Share (cents/sen) | (11.4) | (43.5) | (39.6) | (43.2) | (8.8) | 0.5 | 26.3 |
| Dividend Rate (%) | - | - | - | 1.0 | 3.0 † | 3.0 | 12.5 |
| Net Dividend Amount (US\$'000/RM'000) | - | - | - | 10,787 | 38,308 | 21,466 | 75,808 |

Note:

Figures for 1987-1988 are for the 12 months ended 31 January; figures for 1989 are for the 15 months period ended 30 April; figures for 1990 - 2002 are for the 12 months ended 30 April. Where additional shares are issued, the earnings/(loss) per share are calculated on a weighted average number of shares.

Exchange rate: US\$1.00=RM3.80

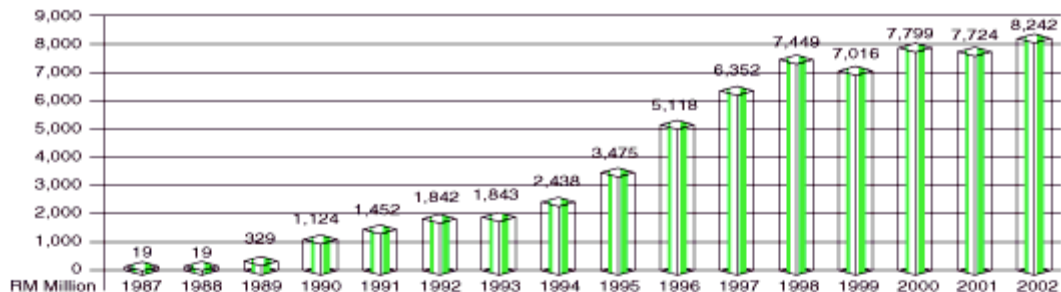
* Change in shareholding relates to the major change in directorate and direction of the Company.

† Tax exempt dividend

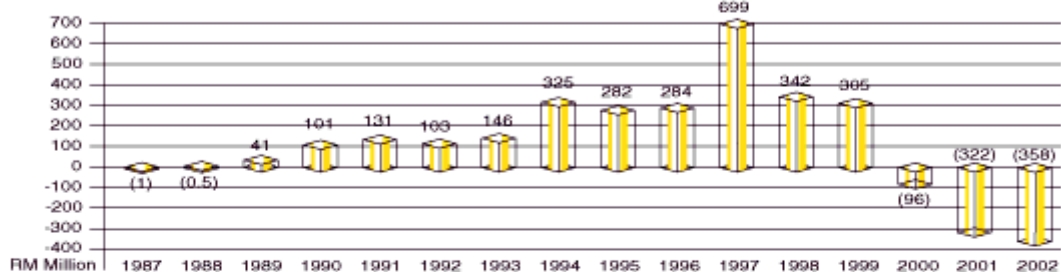
| After Change in Shareholding * | | | | | | | | Before Change in Shareholding * | |
|--------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|---------------------------------|----------|
| 1996 | 1995 | 1994 | 1993 | 1992 | 1991 | 1990 | 1989 | 1988 | 1987 |
| RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| 5,117,809 | 3,475,385 | 2,438,072 | 1,842,620 | 1,841,882 | 1,451,530 | 1,123,717 | 328,708 | 18,852 | 18,662 |
| 283,574 | 281,864 | 325,361 | 146,043 | 102,585 | 131,180 | 100,843 | 41,133 | (521) | (1,148) |
| 146,796 | 177,845 | 205,487 | 73,534 | 44,469 | 78,324 | 61,613 | 21,760 | (923) | (3,389) |
| (7,242) | 36,005 | 87,788 | 14,851 | 2,472 | 24,670 | 25,377 | 11,250 | (923) | (3,388) |
| 77,193 | 87,616 | 156,505 | 186,550 | 6,270 | 55,817 | 81,300 | 3,319 | (11,539) | (29,107) |
| 69,951 | 123,621 | 244,293 | 201,401 | 8,742 | 80,487 | 106,677 | 14,569 | (12,462) | (32,495) |
| 847,904 | 513,858 | 499,882 | 406,131 | 358,635 | 358,635 | 343,728 | 326,228 | 72,495 | 72,495 |
| 826,061 | 555,985 | 484,323 | 252,403 | 108,914 | 141,341 | 68,947 | (20,406) | (18,587) | (5,548) |
| 1,673,965 | 1,069,843 | 984,205 | 658,534 | 467,549 | 499,976 | 412,675 | 305,822 | 53,908 | 66,947 |
| 49,709 | - | 10,848 | 100,920 | 89,659 | - | - | - | - | - |
| 1,298,636 | 1,031,692 | 664,090 | 992,271 | 384,958 | 630,462 | 253,098 | 39,822 | 1 | 4 |
| 3,022,310 | 2,101,535 | 1,659,143 | 1,751,725 | 942,166 | 1,130,438 | 665,773 | 345,644 | 53,909 | 66,951 |
| 653,075 | 537,462 | 440,809 | 341,649 | 311,355 | 247,126 | 218,688 | 6,295 | - | - |
| 43,580 | 35,370 | 35,888 | 27,338 | 31,640 | 32,880 | 8,262 | 5,158 | 13 | 5,462 |
| 1,693,191 | 971,734 | 903,966 | 518,772 | 670,572 | 605,476 | 363,140 | 294,947 | - | - |
| 4,410,481 | 3,024,020 | 2,541,384 | 2,790,730 | 2,251,379 | 1,196,884 | 879,294 | 419,714 | 30,973 | 37,814 |
| 9,822,637 | 6,670,121 | 5,581,190 | 5,430,214 | 4,207,112 | 3,212,804 | 2,135,157 | 1,071,758 | 84,895 | 110,227 |
| 1,744,561 | 1,384,115 | 1,026,544 | 778,220 | 828,919 | 720,247 | 228,002 | 111,822 | 11,972 | 13,597 |
| 1,016,178 | 602,328 | 478,968 | 278,637 | 369,873 | 299,488 | 213,240 | 329,308 | - | - |
| 2,337,054 | 1,782,702 | 1,388,703 | 1,659,603 | 1,603,731 | 937,697 | 741,125 | 197,689 | 47,087 | 39,062 |
| 4,724,844 | 2,900,976 | 2,686,975 | 2,713,754 | 1,404,589 | 1,255,372 | 952,790 | 432,939 | 25,836 | 57,568 |
| 9,822,637 | 6,670,121 | 5,581,190 | 5,430,214 | 4,207,112 | 3,212,804 | 2,135,157 | 1,071,758 | 84,895 | 110,227 |
| 1.97 | 2.08 | 1.97 | 1.62 | 1.30 | 1.39 | 1.20 | 0.94 | 0.74 | 0.92 |
| (1.0) | 7.1 | 18.8 | 4.0 | 0.7 | 7.0 | 7.7 | 6.5 | (1.3) | (4.6) |
| 9.2 | 24.5 | 52.5 | 53.8 | 2.4 | 22.7 | 32.4 | 8.4 | (17.2) | (44.8) |
| 10.0 | 12.0 | 12.0 | 12.0 | 12.0 | 5.0 | 10.0 | 6.0 | - | - |
| 59,354 | 43,460 | 41,404 | 32,155 | 27,974 | 11,656 | 22,258 | 12,723 | - | - |

group financial highlights

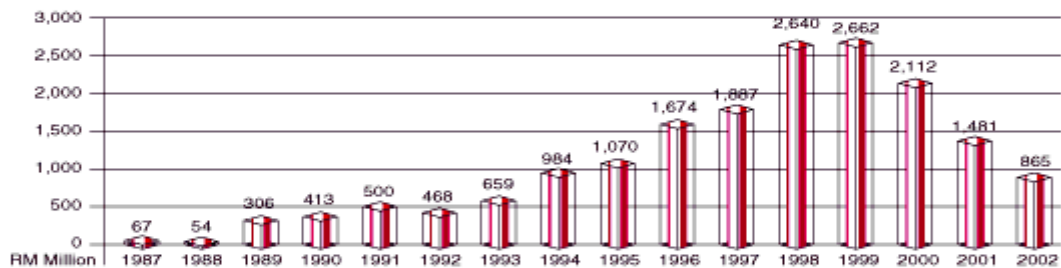
REVENUE



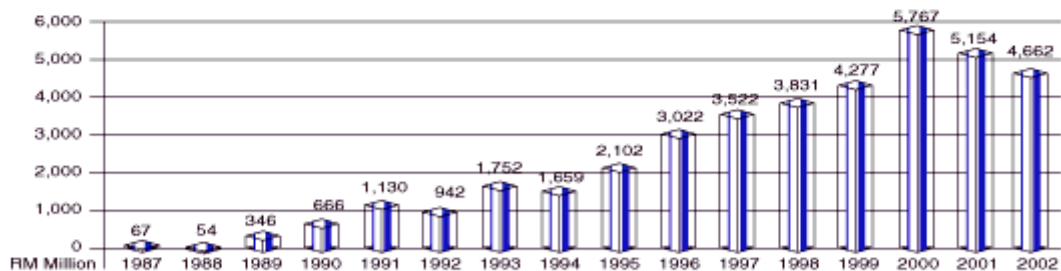
PROFIT/(LOSS) BEFORE TAX



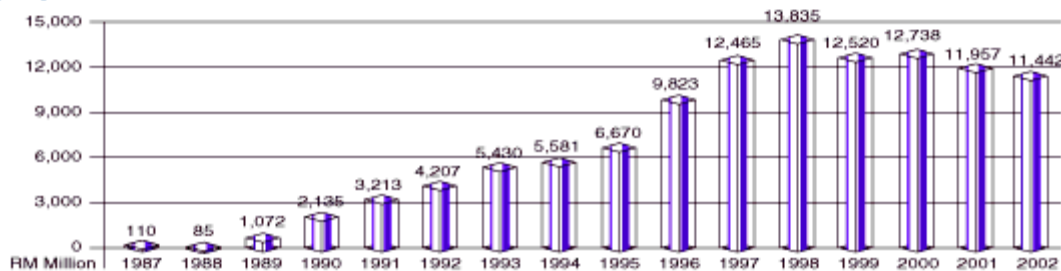
SHAREHOLDERS' FUND



CAPITAL FUNDS



TOTAL ASSETS





Bukit Jalil Golf & Country Resort, Malaysia



Kaunter jualan di sebuah cawangan Sports Toto

chairman's statement

On behalf of the Board of Directors, I am pleased to present the Annual Report and Financial Statements for the financial year ended 30 April 2002.

Cosway's range of products

penyata pengerusi

Bagi pihak Lembaga Pengarah, saya dengan sukacitanya membentangkan Laporan Tahunan dan Penyata Kewangan bagi tahun kewangan berakhir 30 April 2002.



chairman's statement

FINANCIAL RESULTS

For the financial year ended 30 April 2002, the Group recorded a revenue of RM8.24 billion, an increase of 6.7% as compared to RM7.72 billion recorded in the previous financial year. The Group achieved an operating profit of RM409 million, an increase of 23.6% as compared to RM331 million in the previous year.

The increase in revenue was mainly attributed to the consolidation of newly acquired subsidiary companies namely Convenience Shopping Sdn Bhd, which operates the 7-Eleven chain in Malaysia, and the enlarged Matrix International group, higher sales of lumber and related building products recorded by Taiga Forest Products Ltd; and higher sales from the motor vehicle trading business. The improved operating profit was mainly attributed to the better results achieved by the stockbroking and general insurance businesses as a result of the improved stock market conditions and write back of provision for diminution in value of quoted shares, the good performance of the lumber and related building products business in North America and

the improving motor vehicle trading business during the year under review.

However, the Group incurred a higher loss before taxation of RM357.6 million as compared to RM321.5

million loss recorded in the previous year due to disposal of subsidiary companies, closure of certain overseas operations and businesses and write down in value of property and other investments.

Our gaming business operated through Sports Toto Malaysia Sdn Bhd and Natural Avenue Sdn Bhd together recorded an increase of 2.1% and 7.3% in revenue and pre-tax profit. The improvement in pre-tax profit was mainly due to a more favourable prize payout achieved by Sports Toto in the year under review.

Our financial services sector recorded an 18% increase in revenue mainly attributed to higher sales generated from the general insurance business. The sector also recorded a pre-tax profit of RM49.8 million as compared to a pre-tax loss of RM12.6 million in the previous year. The commendable turnaround in performance was mainly due to improvement in the pre-tax profit of the stock broking business and improvement in the results of the general insurance business.



A Toto draw in progress

The consumer marketing sector has done well and reported a 14% growth in revenue.

Meanwhile, the hotels and resorts division recorded a slight drop of 2.6% in occupancy rate mainly due to the September 11 incident in the USA ("911"), which affected the travel and tourism industries worldwide. The slowdown in the travel and tourism industries as a result of the 911 incident had also affected the performance of Berjaya Vacation Club in the year under review where it recorded a 10% decrease in revenue as compared to the previous financial year.

The overall property sector was also affected by the global economic slowdown. The property market remain soft especially outside of Klang Valley despite the incentives by the Government such as favourable borrowing conditions and relaxation of the FIC regulations governing property purchases by foreigners.

No dividend has been declared in respect of the year ended 30 April 2002.

CORPORATE DEVELOPMENTS

- 1) In December 2000, Berjaya Sports Toto Berhad ("BToto"), a subsidiary of the Company, announced a special dividend distribution of 170% (45% tax exempt and 125% less tax 28%) amounting up to RM779.6 million and a renounceable rights issue of up to RM779.6 million of 8% nominal value of Irredeemable Convertible Unsecured Loan Stocks ("ICULS") to all shareholders of BToto at 100% of the nominal value on the basis of RM27 nominal value of ICULS for every 20 BToto shares held. The proposals were aimed at rewarding BToto's shareholders and to resolve the repayment of inter-company advances owing by Berjaya Land Berhad which stood at RM1.1 billion as at 30 April 2002. The above proposals have been completed and the ICULS were listed on the Kuala Lumpur Stock Exchange ("KLSE") on 9 August 2002.



Sports Toto's new on-line sales terminal

penyata pengerusi

KEPUTUSAN KEWANGAN

Bagi tahun kewangan berakhir 30 April 2002, Kumpulan mencatatkan perolehan sebanyak RM8.24 bilion, iaitu peningkatan 6.7% berbanding RM7.72 bilion yang dicatatkan pada tahun kewangan sebelumnya. Kumpulan mencapai keuntungan kendalian sebanyak RM409 juta, iaitu meningkat 23.6% berbanding RM331 juta pada tahun sebelumnya.

Peningkatan dalam perolehan berpunca terutamanya daripada penyatuan anak-anak syarikat yang baru diambil alih iaitu Convenience Shopping Sdn Bhd, yang mengusahakan rangkaian kedai 7-Eleven di Malaysia dan kumpulan Matrix International yang dikembangkan, jualan lebih laris kayu gergaji dan produk pembinaan yang berkaitan oleh Taiga Forest Products Ltd; dan jualan yang lebih tinggi oleh perniagaan perdagangan kenderaan bermotor. Keuntungan kendalian yang lebih lumayan disebabkan terutamanya oleh keputusan lebih cemerlang yang dicapai oleh perniagaan broker saham dan insurans am berikutan keadaan pasaran saham yang lebih baik dan masuk kira semula peruntukan bagi pengurangan nilai saham disebut harga, prestasi baik perniagaan kayu gergaji dan produk pembinaan yang berkaitan di Amerika Utara serta kemajuan dalam perniagaan perdagangan kenderaan bermotor.

Walau bagaimanapun, Kumpulan mengalami kerugian sebelum cukai yang lebih besar sebanyak RM357.6 juta berbanding kerugian RM321.5 juta yang dicatatkan pada tahun sebelumnya disebabkan pelupusan beberapa anak syarikat, penutupan operasi dan perniagaan luar negara dan mengurangkan kira nilai harta dan pelaburan lain.

Perniagaan pertaruhan kami yang dikendalikan oleh Sports Toto Malaysia Sdn Bhd dan Natural Avenue Sdn Bhd mencatatkan peningkatan sebanyak 2.1% dan 7.3% dalam perolehan dan keuntungan sebelum cukai. Peningkatan dalam keuntungan sebelum cukai adalah terutamanya disebabkan oleh bayaran hadiah yang lebih memuaskan yang dicapai oleh Sports Toto dalam tahun di bawah kajian.

Sektor perkhidmatan kewangan kami mencatatkan 18% peningkatan dalam perolehan terutamanya disebabkan oleh jualan yang lebih tinggi yang diperolehi daripada perniagaan insurans am. Sektor ini juga mencatatkan keuntungan sebelum cukai sebanyak RM49.8 juta berbanding kerugian sebelum cukai sebanyak RM12.6 juta pada tahun sebelumnya. Peningkatan yang membanggakan ini sebahagian besarnya disebabkan oleh peningkatan kemajuan dalam keuntungan sebelum cukai bagi perniagaan pembrokeran saham dan peningkatan kemajuan dalam perniagaan insurans am.

Sektor pemasaran pengguna berprestasi baik dan melaporkan pertumbuhan perolehan sebanyak 14%.

Sementara itu, bahagian hotel dan resort mencatatkan susutan kecil dalam kadar penghunian sebanyak 2.6% akibat daripada peristiwa 11 September di Amerika Syarikat ("911") yang menjejaskan industri percutian dan pelancongan sedunia. Kemelesetan industri percutian dan pelancongan akibat peristiwa 911 turut menjejaskan prestasi Berjaya Vacation Club pada tahun di bawah kajian, dengan susutan perolehan sebanyak 10% berbanding tahun kewangan sebelumnya.

Sektor hartanah pada keseluruhannya juga terjejas oleh kelembapan ekonomi global. Pasaran hartanah kekal lembap terutamanya di luar Lembah Kelang meskipun terdapat insentif Kerajaan seperti syarat-syarat pinjaman yang menguntungkan dan kelonggaran peraturan FIC ke atas pembelian hartanah oleh orang asing.

Tiada sebarang dividen dicadangkan untuk tahun kewangan berakhir 30 April 2002.



主席汇报

本人謹代表董事部欣然提呈截至2002年4月30日財務年度的常年報告和財務報告。

財務業績

在2002年4月30日截止的財政年度，本集團取得了RM82億4千萬的收益，比上一個財政年度的RM77億2千萬收益，增加了6.7%。集團的營運利潤為RM4億零9百萬，比上一個年度的RM3億3千1百萬增加了23.6%。

收益提高，主要是合并了新購子公司的收益，也即是在馬來西亞經營7-11連鎖商店的便利購物有限公司 (Convenience Shopping Sdn Bhd) 和擴大組織的萬利國際集團 (Matrix International group)，Taiga Forest Products Ltd 更高的木材與相關建築產品銷售額以及車輛買賣業務的更高銷售額。營運利潤改善，主要是來自股票經紀業務和普通保險業因股市情況改善以及掛牌股票減值儲備金回注，而取得更好業績所致，再加上北美洲木材業和相關建築產品表現良好，以及車輛買賣業務改善所致。

不過，由於出售子公司、關閉一些海外作業與業務和注減產業及其他投資的價值，集團卻蒙受RM3億5千7百60萬的稅前虧損，而上一個年度的虧損則是RM3億2千1百50萬。

我們通過多多博彩 (馬) 有限公司和 Natural Avenue Sdn Bhd 經營的博彩業務，收益和盈利分別比去年增加了2.1%和7.3%。盈利提升，主要是多多博彩的彩金派比率較低的緣故。

在財務服務領域，我們的收益增加了18%，主要是來自普通保險業務更高銷售額。這一領域也創下RM4千9百80萬的稅前盈利，遠勝上一個年度的稅前虧損RM1千2百60萬。這項值得表揚的轉虧為盈表現，是由於股票經紀業務的稅前盈利改善，以及普通保險業績大有改善所致。

在消費品行銷領域方面，營業表現卓越，營業收益成長14%。

另一方面，酒店、度假勝地與娛樂組的住宿率卻降減了2.6%，主要是因為美國911事件影響了全球的旅遊業。由於911事件使到旅遊業放緩，成功度假俱樂部的業績也受到影響，使這一年的收益，比上一個年度遜退了10%。

整個產業領域，也受到全球經濟放緩的影響。

在截至2002年4月30日的財政年度，公司并未派發任何股息。

企業發展

- (1) 在2000年12月，本公司的子公司成功多多博彩有限公司 (簡稱“成功多多”) 宣布一項建議，向成功多多的全體股東分配170% (45%免稅，125%須扣稅28%) 的特別股息，總數高達RM7億7千9百60萬，此建議還包括向成功多多股票配售總值RM7億7千9百60萬的8%面值不可贖回可轉換無擔保債券 (“ICULS”)，分配方法是以每持20股

chairman's statement

- 2) In February 2001, Berjaya Land Berhad ("BLand"), another subsidiary of the Company through Portal Access Sdn Bhd ("PASB"), a 73% owned subsidiary acquired a total of 19.0 million Matrix International Berhad ("Matrix International") shares representing approximately 45.78% of the issued and paid-up share capital of Matrix International. On 8 February 2001, BLand served a Notice of Mandatory Take Over Offer on Matrix International to acquire the remaining 22.5 million Matrix International shares at a cash offer price of RM5.53 per share. During the Offer period to 8 May 2001, BLand acquired an additional 152,000 Matrix International shares for a total cash consideration of RM780,373 from the open market.

At the closing of the offer on 8 May 2001, BLand received acceptances totalling 10.23 million Matrix International shares. Upon completion of the offer, BLand holds 28.19 million Matrix International shares representing 67.93 % of Matrix International's paid-up share capital, making Matrix International a subsidiary company of BLand. On 9 October 2001, BLand disposed 1.49 million Matrix International shares representing 3.59% of the issued and paid-up capital of the company for a total cash consideration of RM8.13 million and thus reducing its equity interest in Matrix International to 64.35%. On 8 November 2001, BLand's equity interest in Matrix International was further reduced to 51.99% through the disposal of its entire equity in Orkid Menawan Sdn Bhd ("OMSB") for RM100 together with an undertaking to repay an inter-company loan amounting to RM30 million. OMSB was a wholly-owned subsidiary of PASB which owns about 12.36% interest in Matrix International.

On 9 November 2001, BLand completed the acquisition of the remaining 2,700 ordinary shares in PASB representing 27% of the issued and paid-up share capital of PASB for a nominal cash consideration of RM100, thereby making PASB a 100% owned subsidiary company of BLand.

In October 2001, BLand completed the disposal of 50% interest in Rentas Padu Sdn Bhd and 100% interest in Dayadil Sdn Bhd, Bumisuci Sdn Bhd and Ishandal Sdn Bhd ("Sale Companies") to Matrix International for a total cash consideration of RM118.75 million. The Sale Companies have an effective equity interest of 47.5% in Natural Avenue Sdn Bhd ("NASB"). Simultaneously with the disposal, Matrix International had also acquired the



Berjaya Redang Spa Resort, Malaysia

remaining 50% equity interest in Rentas Padu Sdn Bhd. With these acquisitions, Matrix International holds an effective equity interest of 65% in NASB.

NASB is principally involved in the management and promotion of the Special Cash Sweep Number Forecast Lotteries via its appointment as the exclusive management agent by Sarawak Turf and Equestrian Club. NASB conducts, manages and operates the Numbers Forecast Lotteries comprising 1+3D Big and Small Special Cash Sweep, and 3D Big and Small ("A" series and "B" series) Special Cash Sweep in Sarawak.

- 3) In June 2001, BLand via its subsidiary, Noble Circle (M) Sdn Bhd proposed to purchase a 10-storey office tower in KL Plaza, Jalan Bukit Bintang, Kuala Lumpur for a cash consideration of approximately RM27.5 million from Prudential Assurance Malaysia Berhad. Approvals from the relevant authorities and shareholders were obtained and the proposal is now pending completion.
- 4) In June 2001 and January 2002, Berjaya Vacation Club Berhad ("BVC") completed the purchase of 20% and 30% equity interest in Berjaya Georgetown Hotel (Penang) Sdn Bhd ("BGeorgetown") for a total cash consideration of RM2.10 million and RM3.15 million respectively. Together with the 50% equity interest already owned, BGeorgetown became a wholly-owned subsidiary company of the Group. BGeorgetown owns and manages Berjaya Georgetown Hotel, which has 326 rooms and is part of the "One-Stop Midlands Park" Complex.
- 5) In August 2001, BLand via its subsidiary, Selat Makmur Sdn Bhd successfully bid for the purchase of approximately 95.89 acres of freehold vacant land under Lot. 1, Mukim of Damansara, District of Klang, Selangor from Pengurusan Danaharta Nasional Berhad for a cash consideration of approximately RM78 million. The land has been redeveloped as a residential area and is being sold as bungalow lots.
- 6) In September 2001, BLand acquired 3.6 million ordinary shares of RM1.00 each representing a 30% equity interest in Staffield Country Resort Berhad ("Staffield") for a total cash consideration of RM5.04 million from Antah Holdings Berhad. With the acquisition, BLand's shareholding in Staffield increased from 50% to 80%, making Staffield a subsidiary of BLand. Staffield is involved in the development of land and management of a 27-hole golf course and recreation complex known as Staffield Country Resort which is located in Mantin, Negeri Sembilan.



MAXKLEEN 9 detergent from Unza

PERKEMBANGAN KORPORAT

- 1) Pada Disember 2000, Berjaya Sports Toto Berhad ("BToto"), sebuah subsidiari Syarikat, mengumumkan cadangan untuk mengagihkan dividen khas sebanyak 170% (45% dikecualikan cukai dan 125% ditolak cukai 28%) yang berjumlah sehingga RM779.6 juta dan terbitan hak boleh lepas berjumlah sehingga RM779.6 juta dengan nilai nominal 8% daripada Saham Pinjaman Tidak Bercagar Boleh Tukar Tidak Boleh Tebus ("ICULS") kepada semua pemegang saham BToto pada 100% nilai nominal berdasarkan nilai nominal ICULS RM27 bagi setiap 20 saham BToto yang dipegang. Cadangan ini bertujuan memberi ganjaran kepada para pemegang saham BToto dan mencari jalan penyelesaian bagi pembayaran semula pinjaman antara syarikat yang terhutang oleh Berjaya Land, berjumlah RM1.1 bilion pada 30 April 2002. Cadangan-cadangan yang tersebut di atas telah disempurnakan dan ICULS telah disenaraikan di Bursa Saham Kuala Lumpur ("BSKL") pada 9 Ogos 2002.
- 2) Pada Februari 2001, Berjaya Land Berhad ("BLand"), sebuah subsidiari Syarikat melalui Portal Access Sdn Bhd ("PASB"), sebuah anak syarikat milik 73%, memperolehi sejumlah 19.0 juta saham Matrix International Berhad ("Matrix International") yang mewakili kira-kira 45.78% daripada modal saham terbitan dan berbayar Matrix International. Pada 8 Februari 2001, BLand menyerahkan Notis Tawaran Pengambilalihan Mandatori kepada Matrix International untuk memperolehi baki 22.5 juta saham Matrix International pada tawaran harga tunai sebanyak RM5.53 sesaham. Semasa tempoh tawaran sehingga 8 Mei 2001, BLand memperolehi 152,000 saham tambahan Matrix International melalui anak syarikat milik sepenuhnya, Immediate Capital Sdn Bhd ("ICSB") dengan jumlah pertimbangan tunai sebanyak RM780,373 dari pasaran terbuka.

Pada tarikh tutup Tawaran, iaitu pada 8 Mei 2001, BLand memperolehi penerimaan sejumlah 10.23 juta saham Matrix International. Berikutan penyempurnaan tawaran tersebut, BLand memegang 28.19 juta saham Matrix International yang mewakili 67.93% daripada modal saham berbayar Matrix International, menjadikan Matrix International sebuah anak syarikat BLand. Pada 9 Oktober 2001, BLand melupuskan 1.49 juta saham Matrix International yang mewakili 3.59% modal saham terbitan dan berbayar Matrix International pada jumlah pertimbangan tunai RM8.13 juta lalu menjadikan kepentingan ekuiti BLand dalam Matrix International berkurang kepada 64.35%. Pada 8 November 2001, kepentingan ekuiti BLand dalam Matrix International telah dikurangkan kepada 51.99% melalui pelupusan seluruh kepentingan ekuitinya dalam Orkid Menawan Sdn Bhd ("OMSB") berjumlah RM100 bersama-sama dengan perjanjian untuk membayar semula pinjaman antara syarikat berjumlah RM30 juta. OMSB adalah syarikat subsidiari milik penuh PASB yang memiliki kira-kira 12.36% kepentingan dalam Matrix International.

Pada 9 November 2001, BLand menyempurnakan pelupusan baki sebanyak 2,700 saham biasa dalam PASB yang mewakili 27% modal saham terbitan dan berbayar PASB dengan pertimbangan tunai nominal sebanyak RM100, menjadikan PASB syarikat subsidiari milik 100% BLand.

Pada Oktober 2001, BLand menyempurnakan pelupusan kepentingan 50% dalam Rentas Padu Sdn Bhd dan kepentingan 100% saham dalam Dayadil Sdn Bhd, Bumisuci Sdn Bhd dan Ishandal Sdn Bhd ("Syarikat Jualan") kepada Matrix International dengan pertimbangan tunai RM118.75 juta. Syarikat-syarikat jualan di atas mempunyai kepentingan ekuiti efektif sebanyak 47.5% yang terdiri daripada 95,000 saham biasa bernilai RM1.00 sesaham dalam Natural Avenue Sdn Bhd ("NASB"). Serentak dengan pelupusan ini Matrix International telah juga memperolehi baki 50% kepentingan ekuiti dalam Rentas Padu Sdn Bhd. Dengan pengambilalihan ini, Matrix International memegang kepentingan ekuiti efektif sebanyak 65% dalam NASB.



Produk penjagaan diri dari Cosway Malaysia

成功多多股配售售價 RM27，即面值 100% 的 ICULS。這項建議，旨在酬謝成功多多的股東及解決攤還成功置地有限公司 ("成功置地") 所欠的公司之間的內部債務。至 2002 年 4 月 30 日為止，此欠額為 RM11 億。上述建議現已完成，而所發出的 ICULS 亦已于 2002 年 8 月 9 日在吉隆坡股票交易所上市。

- (2) 在 2001 年 2 月，本公司的子公司成功置地通過屬下 73% 擁有的子公司 Portal Access Sdn Bhd ("PASB") 收購了萬利國際有限公司 ["Matrix International" (萬利國際)] 總共 1 千 9 百萬股的股票，相等于萬利國際發行及繳足資本的 45.78%。在 2001 年 2 月 8 日，成功置地作出強制性收購萬利國際的獻議，要收購萬利國際其餘的 2 千 2 百 50 萬股票，每股的現金獻議價為 RM5.53。在截至 2001 年 5 月 8 日的獻議期間，成功置地再收購了 15 萬 2 千股萬利國際股，現金總議價為 RM78 萬 3 千 73。在 2001 年 5 月 8 日獻議截止時，成功置地收到接受收購的萬利國際股共計 1 千零 23 萬股。在完成該獻議後，成功置地擁有 2 千 8 百 19 萬的萬利國際股票，相等于萬利國際 67.93% 的繳足股本，從而使到萬利國際成為成功置地的一家子公司。在 2001 年 10 月 9 日，成功置地以 RM8 百 13 萬的議價脫售了 1 百 49 萬股萬利國際股票，相等于萬利國際發行與繳足資本的 3.59%，使其在萬利國際的股權因而再減低至 64.35%。在 2001 年 11 月 8 日，成功置地脫售其在 Orkid Menawan Sdn Bhd ("OMSB") 的全部股權，成交價為 RM100，並承諾攤還總共 RM3 千萬的公司間內部債務。這使其在萬利國際的股權進一步減低至 51.99%。OMSB 是 PASB 獨資子公司前者擁有萬利國際 12.36% 的繳足股本。

在 2001 年 11 月 9 日，成功置地完成收購剩餘的 2 千 7 百股 PASB 普通股，相等于 PASB 發行與繳足股本的 27%，以現金議價 RM100 成交，從而使 PASB 成為成功置地 100% 擁有的子公司。

在 2001 年 10 月，成功置地成功將在 Rentas Padu Sdn Bhd 的 50% 股權和 Dayadil Sdn Bhd, Bumisuci Sdn Bhd 和 Ishandal Sdn Bhd ("售賣公司") 的 100% 股權，脫售給萬利國際，現金總議價為 RM1 億 1 千 8 百 75 萬。這些售賣公司持有 Natural Avenue Sdn Bhd ("NASB") 的 47.5% 有效股權。與此脫售的同時，萬利國際收購 Rentas Padu Sdn Bhd 的其餘 50% 股權。在這些收購之下，萬利國際持有 NASB 的 65% 有效股權。

NASB 是砂勞越馬場與騎馬俱樂部所委任的獨家管理代理，從事管理和促銷特別現金數字測彩。NASB 在砂勞越進行管理和經營數字測彩，包括 1+3D 大萬與小萬特別現金馬彩，以及 3D(千字) 大 ("A") 與 "B" 系列) 現彩。

- (3) 在 2001 年 6 月，成功置地通過其子公司 Noble Circle (M) Sdn Bhd 建議向保誠保險 (馬) 有限公司收購吉隆坡武吉免登路吉隆坡廣場的十層辦公樓，現金議價大約為 RM2 千 7 百 50 萬。這項建議已經獲得有關當局和股東的批准，目前正在等待完成。
- (4) 在 2001 年 6 月及 2002 年 1 月，成功度假俱樂部有限公司 ("BVC") 分別完成收購在 Berjaya Georgetown Hotel (Penang) Sdn Bhd ("BGeorgetown") 的 20% 及 30% 的