Annual Report 2011

BINA GOODYEAR BERHAD

(18645-H)

Incorporated in Malaysia

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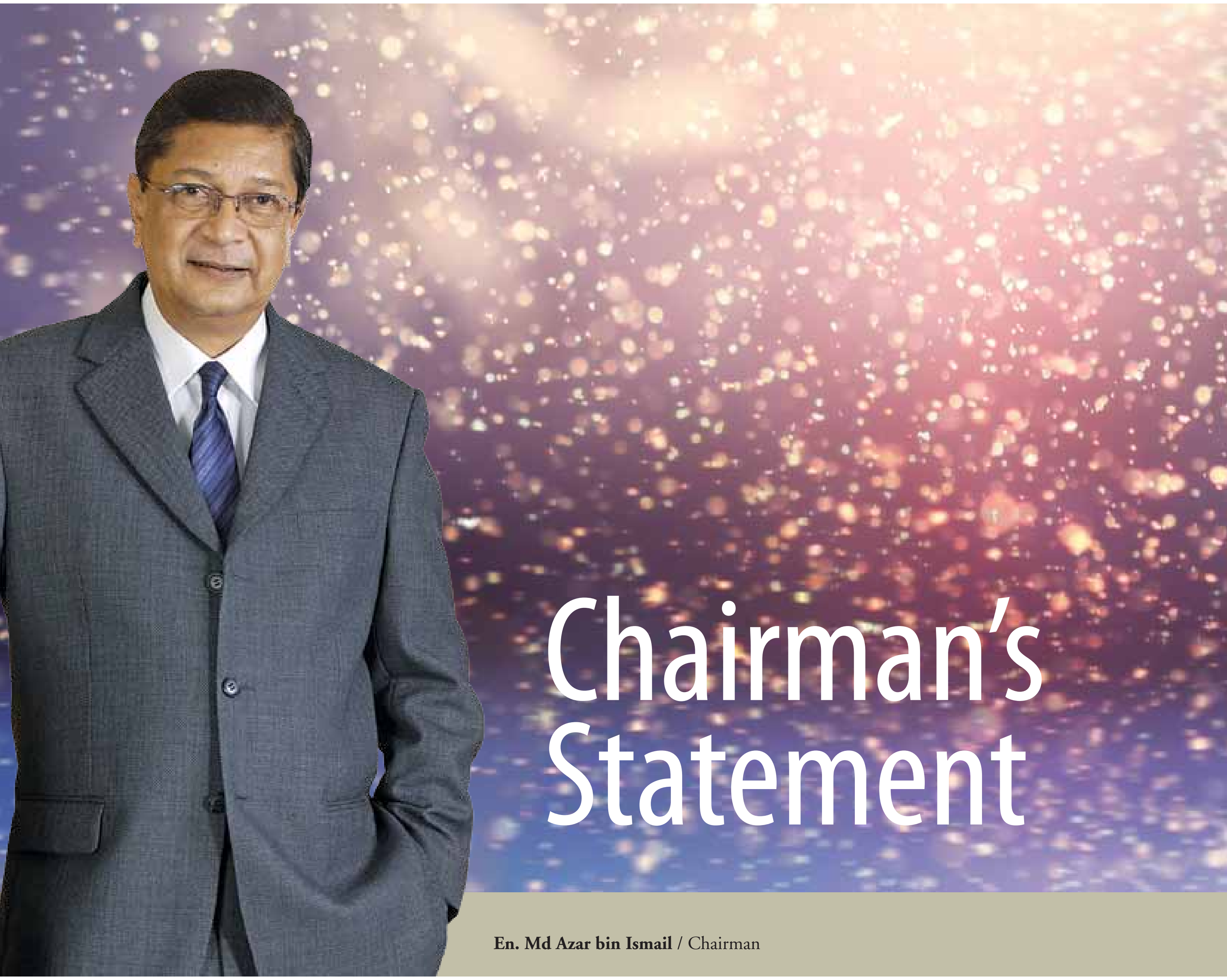

Chairman's Statement

En. Md Azar bin Ismail / Chairman

Dear Shareholders,

On behalf of the Board of Directors of Bina Goodyear Berhad, I am pleased to present to you the Annual Report and Financial Statements of your Company and the Group for the financial year ended 30 June 2011.

Operating Background

The financial year ended 2011 saw a more stable environment in the property and construction sectors. However, major construction material prices increased between 5% to 20% with the exception of clay bricks which increased by approximately 60%. The Group experienced increased competition with several projects being held back or the contract awarding stage (from time of tender submission) being delayed.

Review of Results

For the financial year ended 30 June 2011, the Company faced several difficulties in form of client approved delays and shortage of certain skilled labour. With the completion of one of our major projects, revenue has decreased by 39% to RM198.27 million from RM324.27 million as compared to the previous year. The Group's Continuing Operations recorded pre-tax losses of RM14.57 million for the year against a pre-tax loss of RM9.43 million in 2010. These pre-tax losses are due construction costs estimates adjustment for variation in materials prices and costs of construction written off on certain completed projects where recoverability is deemed uncertain.

As of 30 June 2011, the Group's outstanding construction contracts stood at RM280 million.

Prospects

Despite the difficulties faced by the Group, it has maintained its good track record, reputation, confidence of its clients and financiers to ensure continued business growth. We look forward to a better year ahead and will continue to actively tender for local construction projects and seek property development investment opportunities.

The Group is confident it will be able to secure new construction contracts and resume its property development activities in the coming year.

Dividends

The Directors have not recommended any payment of dividend for the financial year ended 30 June 2011.

Acknowledgement

I take this opportunity to extend my sincere gratitude to my fellow Directors and management team for their dedication and commitment in their work. Similarly, to our valued customers and shareholders, thank you for your support and confidence in the Group.

MD AZAR BIN ISMAIL
Chairman

BOARD OF DIRECTORS

Encik Md Azar Bin Ismail *(Non-Executive Chairman)*

Mr. Wong Chick Wai *(Managing Director)*

Mr Eric Lai *(Executive Director)*

Dato' Edmond Hoyt Yung *(Non-Executive Director)*

Dato' Abdul Hamid Bin Hj Md. Zainuddin *(Independent Non-Executive Director)*

Mr. Tan Su Tiam @ Tan Hooi Thean *(Independent Non-Executive Director)*

Corporate Information

AUDIT COMMITTEE
Dato' Abdul Hamid Bin Hj Md. Zainuddin
(Chairman, Independent Non-Executive Director)

Mr. Tan Su Tiam @ Tan Hooi Thean
(Independent Non-Executive Director)

Encik Md Azar Bin Ismail
(Non-Executive Director)

NOMINATION COMMITTEE
Encik Md Azar Bin Ismail
(Chairman, Non-Executive Director)

Dato' Abdul Hamid Bin Hj Md. Zainuddin
(Independent Non-Executive Director)

Mr. Tan Su Tiam @ Tan Hooi Thean
(Independent Non-Executive Director)

REMUNERATION COMMITTEE
Encik Md Azar Bin Ismail
(Chairman, Non-Executive Director)

Dato' Abdul Hamid Bin Hj Md. Zainuddin
(Independent Non-Executive Director)

Mr. Tan Su Tiam @ Tan Hooi Thean
(Independent Non-Executive Director)

Mr Wong Soo Chai @ Wong Chick Wai
(Managing Director)

COMPANY SECRETARY
Annie Yap Yin Hoon (LS 6644)

REGISTERED OFFICE
Wisma Goodyear, Tingkat 11, Blok B
Kelana Centre Point
3 Jalan SS 7/19, Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Telephone : 03-78800388
Facsimile : 03-78800302

AUDITORS
S. F. Yap & Co.
17 & 19 Jalan Brunei Barat, Pudu
55100 Kuala Lumpur

BANKERS
CIMB Bank Berhad
Maybank Berhad
Standard Chartered Bank Malaysia Berhad
AmBank (Malaysia) Berhad

ADVOCATES & SOLICITORS
Y M Chin & Partners
T Y Chin & Associates

SHARE REGISTRAR
Bina Management (M) Sdn Bhd
Lot 10, The Highway Centre
Jalan 51/205, 46050 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : 03-77843922
Facsimile : 03-77841988

PRINCIPAL PLACE OF BUSINESS
Tingkat 11, Blok B
Kelana Centre Point
3 Jalan SS 7/19, Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Telephone : 03-78800388
Facsimile : 03-78800302

STOCK EXCHANGE LISTING
Main Board of Bursa Malaysia Securities
Berhad (Bursa Malaysia)

Corporate Structure

BINA GOODYEAR BERHAD (18645-H)
Construction & Building Contractors

100% Owned
BG BuildersSdn Bhd (542980-X)
Construction Works & Housing Development

100% Owned
BG Realty Sdn Bhd (269516-A)
Property Management & Property Development

100% Owned
Greater Heights Development Sdn Bhd (709588-P)
Property Development

100% Owned
Seranta Machinery & Equipment Sdn Bhd (78214-M)
Rental of Construction Equipment & Machinery

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty-seventh Annual General Meeting of Bina Goodyear Berhad will be held at Mutiara Room, The Saujana, Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor on Thursday, 15 December 2011 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2011 together with the Reports of the Directors and Auditors thereon. **Resolution 1**

2. To approve the payment of Directors' Fees for the financial year ended 30 June 2011. **Resolution 2**

3. To re-elect Mr Eric Lai, Director retiring pursuant to Article 115 of the Company's Articles of Association and being eligible, offer himself for re-election. **Resolution 3**

4. To consider and if thought fit, to pass the following ordinary resolutions in accordance with Section 129(6) of the Companies Act, 1965:-

   (i) "THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Abdul Hamid Bin Hj Md Zainuddin, who is over the age of 70 years be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting." **Resolution 4**

   (ii) "THAT pursuant to Section 129(6) of the Companies Act, 1965, Mr Wong Chick Wai who has attained the age of 70 years be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting." **Resolution 5**

   (iii) "THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Edmond Hoyt Yung who has attained the age of 70 years be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting." **Resolution 6**

5. To re-appoint Messrs S.F. Yap & Co. as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**

As Special Business:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution:-

6. **Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965**

   "THAT, subject to the Companies Act, 1965, Articles of Association of the Company and approval from Bursa Malaysia Securities Berhad and other Governmental or regulatory bodies, full authority be and is hereby given to the Board of Directors pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percentum (10%) of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **Resolution 8**

7. **Proposed Renewal of Shareholders' Mandate in respect of Recurrent Related Party Transactions ("RRPT") of A Revenue or Trading Nature ("Shareholders' Mandate")**

Shareholders' Mandate for RRPT with Subang Perdana Services Sdn Bhd and Sri Majuni Sdn Bhd

"THAT, approval be and is hereby given to the Company and/or its subsidiaries to enter into and give effect to recurrent related party transactions of a revenue or trading nature from time to time, which are necessary for day-to-day operations as set out in Part 2.4 of the Circular to Shareholders dated 18 November 2011, accompanying the Company's 2011 Annual Report, with Subang Perdana Services Sdn Bhd and Sri Majuni Sdn Bhd ("Related Parties") mentioned therein, in the ordinary course of business on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

(a) the conclusion of the next annual general meeting of the Company, at which time the mandate will lapse, unless by a resolution passed at the next annual general meeting, the authority is renewed; or

(b) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Companies Act, 1965); or

(c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution." **Resolution 9**

8. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

ANNIE YAP YIN HOON
Company Secretary

Petaling Jaya
18 November 2011

Notes:
1. A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy may but need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the registered office of the Company at Tingkat 11, Blok B, Kelana Centre Point, 3 Jalan SS 7/19, Kelana Jaya, 47301 Petaling Jaya, not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
3. A member may appoint more than two (2) proxies to attend the same meeting. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
4. If the appointer is a corporation, this form shall be executed under its common seal or under the hand of its officer or attorney duly authorised.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. **Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965**
   The proposed Ordinary Resolution No. 8, if passed, will empower the Directors to allot and issue shares not exceeding 10% of the issued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting of the Company.
2. **Proposed Renewal of Shareholders' Mandate in respect of Recurrent Related Party Transactions of A Revenue or Trading Nature**
   The proposed Ordinary Resolution 9, if passed, will allow the Group to enter into recurrent related party transactions with the respective Related Parties, which are of a revenue or trading nature and in the ordinary course of business which are necessary for day-to-day operations pursuant to Paragraph 10.09(1) of Bursa Malaysia Securities Berhad Listing Requirements. The details of the proposals are set out in the Circular to Shareholders dated 18 November 2011, which is despatched together with the Company's 2011 Annual Report.

Notice of Annual General Meeting

Statement Accompanying Notice Of Annual General Meeting

1. The Directors standing for re-election / re-appointment are:-

    (i) Mr Eric Lai - Retiring pursuant to Article 115 of the Company's Articles of Association
    (ii) Dato' Abdul Hamid Bin Hj Md Zainuddin - Retiring pursuant to Section 129(6) of the Companies Act, 1965.
    (iii) Mr Wong Chick Wai - Retiring pursuant to Section 129(6) of the Companies Act, 1965.
    (iv) Dato' Edmond Hoyt Yung - Retiring pursuant to Section 129(6) of the Companies Act, 1965.

2. Further details of Directors who are standing for re-election at the Thirty-seventh Annual General Meeting

    The particulars of the Directors seeking re-election are set out in the Directors' Profile appearing on page 9 and 10 of the Annual Report.

    The shareholdings of the aforesaid Directors are as stipulated on page 74 of the Annual Report.

Profile of Directors

ENCIK MD. AZAR BIN ISMAIL

Malaysian, aged 61, was appointed to the Board of Directors of BGB on 10 January 1995. He was appointed the Chairman of BGB on 9 September 1997. He started his career with The Chartered Bank in 1970 and left the bank as an officer in 1981. Thereafter, he held position as Manager in Arab Malaysia Finance Berhad from 1981 to 1982. Subsequently, he was Head of Credit Department in Kwong Yik Bank Berhad and left the position in 1985 to join The Pacific Bank Berhad in the same year. He left The Pacific Bank Berhad as a Senior Manager in 1991.

Upon leaving the banking industry, he sits on the Board of several other private companies. Amongst others, he is the Executive Chairman of RI Kawalan Sdn Bhd and a Director of Medical Apparatus Supplies Sdn Bhd.

Encik Md. Azar does not hold any securities, direct or indirect, in BGB or any of its subsidiaries.

MR. WONG CHICK WAI

Malaysian, aged 71, was appointed as Executive Director of BGB on 26 October 1988 and was then appointed as Managing Director on 25 May 2010. He obtained his Bachelor of Engineering degree from the University of Melbourne, Australia in 1967 and a Master of Business Administration degree from the University of New South Wales, Australia in 1971. His Professional qualifications include being a member of the Institute of Engineers, Malaysia and a Professional Engineer of the Board of Engineers, Malaysia. His experience in the engineering field includes design and construction of a power station and related installations, high rise buildings and hotels.

Mr Wong holds 2,048,380 ordinary shares of RM1.00 each in the Company and by virtue of his substantial shareholdings (direct and indirect) in the Company, he is deemed to have interest in the ordinary shares held by the Company in its subsidiaries.

MR. ERIC LAI

Malaysian, aged 42, was appointed as Executive Director on 4 May 2010. Mr Eric Lai holds a Bachelor of Commerce degree and Executive Master of Business Administration (MBA) from Queensland, Australia. He is also a member of CPA Australia.

He holds (indirectly) 15,698,965 ordinary shares of RM1.00 each in the Company and by virtue of his substantial shareholdings (indirect) in the Company, he is deemed to have interest in the ordinary shares held by the Company in its subsidiaries.

Profile of Directors

DATO' EDMOND HOYT YUNG

British and a permanent resident of Malaysia, aged 70, was appointed to the Board of Directors of BGB on 1 November 1978. He graduated from University of Hong Kong and holds a Masters Degree from University of London and a Diploma of Imperial College (London). He is also a Chartered Engineer, a fellow at the Geological Society of London. His wide experience in engineering, includes eleven (11) years in London in water supply engineering, soil mechanics, foundation engineering, earth moving and motorway construction. Dato' Yung was appointed Director and Chief Executive Officer of United Estates Plantation Sdn Bhd ("UEP") in 1975 and was responsible for the entire Subang Jaya development until 1980.

Dato' Yung holds 3,242,700 ordinary shares of RM1.00 each in the Company and by virtue of his substantial shareholdings (direct and indirect) in the Company, he is deemed to have interest in the ordinary shares held by the Company in its subsidiaries.

DATO' ABDUL HAMID BIN HJ MD. ZAINUDDIN

Malaysian, aged 75, was appointed as an Independent Non-Executive Director of BGB on 6 August 1997. Dato' Abdul Hamid is an active Bumiputra investor and entrepreneur. He also sits on the Board of several private companies.

Dato' Abdul Hamid is the Chairman of the Audit Committee of the Company and he does not have any equity interest in the Company nor the subsidiaries.

MR. TAN SU TIAM @ TAN HOOI THEAN

Malaysian, aged 62, was appointed as an Independent Non-Executive Director of BGB on 15 February 2008. Mr Tan Su Tiam graduated from Otago University of New Zealand and was admitted to the Institute of Chartered Accountants of New Zealand. His experience includes working for the New Zealand Government Audit Office as an auditor. Presently, he has set up his own private accounting practice, and has been practicing since then.

Mr Tan is a Member of Audit Committee of the Company and he does not have any equity interest in the Company nor the subsidiaries.

Save as disclosed, none of the Directors have any family relationship with each other and/or major shareholders of the Company and there are no business arrangements with the Company in which they have personal interest except for Mr Wong Chick Wai and Mr Eric Lai who are directors and shareholders of Goodyear Investors (Malaysia) Sdn Bhd (substantial shareholder of Bina Goodyear Berhad).

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

Corporate Governance

The Board of Directors of Bina Goodyear Berhad ("BGB") strives to uphold the standards of corporate governance practiced throughout the Group by their assured commitment to protect and enhance shareholders value as a fundamental part of discharging their responsibilities.

The Board of BGB is committed to the principles of corporate governance in the Malaysian Code on Corporate Governance. It applies good corporate governance by having in place processes and structure to direct and manage the business and affairs of BGB as a fundamental part of discharging its responsibility to protect and enhance shareholder value.

Set out below is a statement and description in general on how the Company and Group have applied and the extent of compliance with the Best Practices of Corporate Governance spelt out in the Malaysian Code of Corporate Governance.

THE BOARD OF DIRECTORS

Composition

The Board currently has six (6) members comprising the Non-Executive Chairman, the Managing Director, one (1) Executive Director, two (2) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director.

The size and composition of the Board has been maintained in line with the needs of the Company and in compliance with Bursa Malaysia Securities Berhad ("Bursa Malaysia") Listing Requirements. The Board has a balanced composition of Executive and Non-Executive Directors, with one third (1/3) Independent Non-Executive Directors.

The Board comprising members from wide range of business and financial experience is vital for efficiency, management of the Group's businesses and the strategies success of the Group. A brief profile of the Directors is set out on page 9 to 10 of this annual report.

Board balance is achieved with the contribution of the independent non-executive directors and the fair representation of the shareholders' interests. The independent non-executive directors exercise their unbiased independent judgment freely and do not have any business or other relationships that could interfere with their duties. The Board also has an effective working partnership with Management in establishing the strategic direction.

The Board retains full and effective overall control of the Company. This includes responsibility for determining the Company's overall strategic direction, formulation of policies and overseeing resources, investments and businesses of the Group.

Any concern can be conveyed to anyone of the Directors as they exercise their responsibilities collectively. Hence, the need to appoint a senior Independent Non-Executive Director to address concerns relating to the Group does not arise.

Meetings

The Board meets at least four (4) times a year with additional meetings convened when necessary. Scheduled Board meetings are structured with a pre-set agenda. The Board members are provided with Board papers which contain management and financial information and other matters to be discussed prior to the meetings to enable the Directors to obtain further explanations and/or clarifications if necessary, in order to ensure the effectiveness of the proceeding of the meetings. During the financial year ended 30 June 2011, there were five (5) meetings held and the Board members' attendance is outlined as follows:-

Name	Attendance
Md Azar Bin Ismail	5/5
Wong Chick Wai	5/5
Eric Lai	5/5
Dato' Edmond Hoyt Yung	4/5
Dato' Abdul Hamid Bin Hj Md. Zainuddin	5/5
Tan Su Tiam @ Tan Hooi Thean	5/5

Board Committee

The Audit Committee was established to act as a Committee of the Board of Directors. The composition and terms of reference of the Committee together with its report are as set out on page 18 of the annual report.

The Nomination Committee was set up and is empowered by the Board to propose new nominees to the Board as to the appointment of new Directors. The Committee also keeps under review the Board structure, size as well as the composition. With the assistance of the Company Secretary, all appointments are ensured properly made, by complying with all statutory and regulatory requirements. The Nomination Committee is also responsible for assessing the directors on an on-going basis.

The Remuneration Committee was established for drawing up the policy framework and for making recommendations to the Board on remuneration packages and benefits extended to the Executive Directors. The remuneration packages of Non-Executive Directors is determined by the Board as a whole, with the Directors concerned required to abstain from the deliberations and voting on decisions in respect of the individual's remuneration.

The ESOS Committee (also known as "Options Committee) was established on 3 September 2003 and comprises of one (1) executive director, one (1) independent non-executive, Senior General Manger of Finance division, Company Secretary, Human Resource Manager, and General Manager.

Director' Remunerations

The objective of the Group's policy on Directors' Remuneration is to ensure that the Group attracts and retains Directors of the calibre needed to run the Group successfully.

The aggregate Directors' remuneration paid or payable or otherwise made available to all Directors of the Company during the financial year ended 30 June 2011 are as follows:

	Basic Salary (RM)	Bonus (RM)	Fees (RM)	Meeting Allowances (RM)	Benefits in kind (RM)
Executive Directors	554,100	25,411	10,000	4,000	17,000
Non-Executive Directors	24,000	1000	20,000	14,700	nil

The number of Directors of the Company whose total remuneration falls within the following bands:

	Number of Directors	
Range of Remuneration	**Executive**	**Non-Executive**
Below RM50,000	nil	4
RM50,001 - RM100,000	nil	nil
RM100,001 - RM150,000	nil	nil
RM150,001 - RM200,000	nil	nil
RM200,001 - RM250,000	nil	nil
RM250,001 - RM300,000	1	nil
RM300,001 - RM350,000	1	nil
RM350,001 - RM400,000	nil	nil
RM400,001 - RM450,000	nil	nil
RM450,001 - RM500,000	nil	nil

Re-election of the Directors

The Articles of Association provide that at least one-third of the Board is subject to retirement by rotation at each Annual General Meeting. The Directors retiring each year shall be those who have been in office since their last election whereby each retiring Director is eligible for re-appointment. The election of each Director is voted on separately.

Directors over seventy (70) years of age retire at every AGM and may submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

Directors' Training

All the Directors of the Company have attended the Mandatory Accreditation Program prescribed by Bursa Securities and the Board members will attend further training programmes/seminars from time to time to keep abreast with the relevant changes and latest development in laws and regulations where appropriate and with the changing commercial risks. The Directors have attended training session on topics pertaining to financial reporting standards, corporate governance, taxation or corporate social responsibility.

Supply of Information

The Board of Directors has access to the advice and services of the Company Secretary and all information in relation to the Group whether as a full Board or in their individual capacity to assist them in furtherance of their duties.

Prior to the meetings of the Board and the Board of Committees, Board papers, which include agenda and reports relevant to the issues of meeting, will be forwarded to all Directors in advance to enhance the quality of decisions recommended at the Board meetings. Any additional information requested by Directors is also readily available.

The Directors meet, review and approve all corporate announcements, including the announcement of the quarterly financial results, prior to releasing them to Bursa Malaysia.

SHAREHOLDERS

The Board believes in clear communication with the Company's shareholders. The annual reports and the announcements made quarterly and otherwise, are the primary modes of communication to report on the Group's business, activities and financial performance to all its shareholders.

The general meetings are opportunities to meet shareholders, to encourage them to participate in getting to know the Company's and the Group's progress and/or performance better.

ACCOUNTABILITY AND AUDIT

Financial Reporting

In its financial reporting to shareholders and other interested parties by means of quarterly results announcement and the annual financial statements, the Board aims to present a balanced and understandable assessment of the Group's financial position and prospects.

The Audit Committee assists the Board in scrutinising information for disclosure to ensure accuracy and adequacy.

Corporate Governance

Statement of Directors' Responsibilities in respect of the Annual Audited Financial Statements

The Board of Directors do hereby state that the preparation of financial statements for the year ended 30 June 2011 is the responsibility of the Directors. They are legally 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 of the Company and of their results and cash flow for the financial year then ended. In preparing those financial statements, the Directors have:

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

The Directors are responsible for ensuring proper accounting records are kept which discloses with reasonable accuracy at any time the financial position of the Company and its subsidiaries and to enable them to ensure that the financial statements comply with the Companies Act 1965.

Internal Control

The Board acknowledges its overall responsibility of the Group's system of internal control and the need to review its effectiveness regularly. The Board recognises that risks cannot be eliminated completely, as such, the systems and processes put in place would have to be aimed at minimising and managing them. The Audit Committee assists the Board in fulfilling this obligation by reviewing the effectiveness and adequacy of the system.

Relationship with Auditors

The Company maintains a professional and transparent relationship with the auditors in seeking their professional advice and towards ensuring compliance with the accounting standards.

Key features underlying the relationship of the Audit Committee with the external auditors are included in the Audit Committee's terms of reference as set out on pages 18 to 20 of the Annual Report.

The external auditors are also invited to brief the Audit Committee on specific issues as and when necessary.

Corporate Social Responsibility

The Company recognises its obligations to protect and contribute positively to the needs of a range of stakeholders in the community and environment in which it operates. Hence, the Group focuses its main corporate social responsibility in the areas of employees and workplace, shareholders, environment as well as the communities. Employee health and well-being is constantly looked after through the effective and stringent implementation of good Occupational Safety and Health practices in all its business operations. The Group provides regular safety training, ensure appropriate resources and conduct frequent quality audits and safety checks at individual sites.

All employees are insured under the personal accident insurance programmes in addition to mandatory social security contribution. Our employees are encouraged to attend the Groups's sponsored external seminars and workshops to keep them update with latest developments.

OTHER INFORMATION

Utilisation of Proceeds
No proceeds were raised by the Company from any corporate proposals during the financial year.

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

Options, Warrants or Convertible Securities
There were no options, warrants or convertible securities exercised by the Company during the financial year.

American Depository Receipt (ADR) or Global Depository Receipt (GDR) Programme
The Company did not sponsor any ADR or GDR programme during the financial year.

Imposition of Sanction/Penalties
There were no sanctions and/or penalties imposed on the Company or its subsidiaries, Directors or Management by relevant regulatory bodies during the financial year.

Non-Audit Fees
Non-audit fees paid to the external auditors, Messrs IA Essential Sdn Bhd by the Company during the financial year amounted to RM37,453.70.

Profit Estimate, Forecast or Projection
There was no variance between the results for the financial year and the unaudited results previously announced. The Company did not make any release on the profit estimate, forecast or projections for the financial year.

Profit Guarantee
During the year, there was no profit guarantee given by the Company and all its subsidiaries.

Material Contracts
During the year, there were no material contracts on the Company and its subsidiaries which involve Directors' and major shareholders' interests.

Contracts Relating to Loans
There were no contracts relating to loans by the Company in respect of the abovesaid item.

Revaluation of Landed Properties
The Company does not have a revaluation policy on its landed properties.

Recurrent Related Party Transactions
Details of the significant transactions with related parties of a recurrent nature undertaken by the Group during the financial year ended 30 June 2011 are disclosed in Note 25 of the Financial Statements.

Statement on Internal Control

Pursuant to paragraph 15.26(b) of the Main Market Listing Requirements, the Board of Directors ("Board") of Bina Goodyear Berhad is pleased to provide the following statement on the state of internal control of the Company and its subsidiaries ("the Group"). This Statement is made in accordance with the "Statement on Internal Control - Guidance for Directors of Public Listed Companies" issued by the Institute of Internal Auditors Malaysia, and endorsed by the Bursa Securities.

Responsibility of the Board

The Board of Directors acknowledges the importance of the system of internal control and recognises that it is their responsibility to maintain a sound system of internal control to safeguard the shareholders' investments and the Group's assets. In this respect the Board is responsible for identifying the principal business risks, ensuring the implementation of appropriate systems to manage these risks and, monitoring and reviewing the adequacy and integrity of the Group's system of internal control and management information systems.

Risk Management

The Group has an on-going process for identifying, evaluating and managing significant risks facing the organisation. Currently, the risk management function continues to be driven by all Executive Directors and assisted by the management. This function is embedded and carried out as part of the Group's operating and business management processes.

During the financial year, the management with the assistance and facilitation of the Internal Auditors had conducted a re-assessment of risk in consideration of the current business environment. In this exercise, the risk management documentation incorporated the measurement of risks, the control and the management mitigating action plans. The re-assessed risk result and report was presented to the Board and the Audit Committee for review and deliberation.

Audit Committee and Internal Audit Function

Independent reviews of internal control are essential in order to provide an objective assurance to the Board. At present, the review mechanism is overseeing by the Audit Committee. The presence of the internal audit function supports this review mechanism and assists the Audit Committee in conducting their review more effectively. Functionally, the internal auditors report directly to the Audit Committee and are responsible to conduct reviews on the systems of internal control; report the state of the systems of internal control; and provide recommendations for improvement.

In addition, the Audit Committee also reviews the financial information and reports produced by the management. This financial information and reports cover quarterly financial results, annual report and audited financial statements. In this case, the Audit Committee in consultation with the management deliberates the integrity of the information before recommending to the Board for presenting to the shareholders and public investors.

On-going Key Internal Controls

The other elements of internal control system that were practised perpetually in the Group remain unchanged. These controls are:

i. Organisational structure defining the management responsibilities and hierarchical structure of reporting lines and accountability;

ii. Limit of authority and approval facilitating delegation of authority;

iii. Periodic operation meetings attended by Executive Directors and the management to monitor and ensure that projects are progressed in accordance with the targets; and

iv. ISO 9001:2008 Quality Management System in Bina Goodyear Berhad forming the basis of project operations and management procedures.

Assurance and Limitation

The Board believes that the current management control, risk management framework and the review mechanism provide reasonable assurance on the effectiveness of the systems of internal control of the Group. Besides, the collective working, business and professional experiences of the Board and the management also constitute a key element in the Group's risk management systems. Nonetheless, the Board recognises that the systems of internal control should be continuously improved in line with the evolving business and operating environments. It should also be noted that risk management systems and systems of internal control are only designed to manage rather than eliminate risks of failure to achieve business objectives. Therefore, these systems can only provide reasonable but not absolute assurance against material misstatements, frauds and losses.

Review of Statement on Internal Control by External Auditors

The external auditors have reviewed this Statement on Internal Control for inclusion in this annual report for the year ended 30 June 2011 and have reported to the Board that nothing has come to their attention that causes them to believe that this Statement is inconsistent with their understanding of the process the Board has adopted in reviewing the adequacy and integrity of the systems of internal control of the Group.

Audit Committee

MEMBERSHIP

The present members of the Audit Committee comprise:-

Dato' Abdul Hamid Bin Hj Md Zainuddin	- Chairman, Independent Non-Executive Director
Mr. Tan Su Tiam @ Tan Hooi Thean	- Independent Non-Executive Director
Encik Md Azar Bin Ismail	- Non-Executive Chairman

TERMS OF REFERENCE

1. **Objectives**

   The primary objective of the Audit Committee is to assist the Board of Directors in the effective discharge of its fiduciary responsibilities for corporate governance, financial reporting and internal control

2. **Composition**

   2.1 The Audit Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise of not fewer than three (3) members, of whom the majority shall be independent Directors.

   2.2 The members of the Audit Committee shall elect a Chairman from among their number who shall be an independent director.

   2.3 If the number of members of the Committee is reduced below three (3), the Board shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum of three (3) members.

3. **Authority**

   The Committee shall, in accordance with a procedure to be determined by the Board :-

   3.1 have the authority to investigate any matter within its terms of reference;

   3.2 have the resources which are required to perform its duties;

   3.3 have full and unrestricted access to any information pertaining to the Company;

   3.4 have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity (if any);

   3.5 be able to obtain independent professional or other advice; and

   3.6 be able to convene meetings with the external auditors, excluding the attendance of the executive members of the committee, whenever deemed necessary.

4. **Functions**

   The functions of the Audit Committee shall be:

   4.1 to review the following and report the same to the Board:-

   (a) with the external auditor, the audit plan,

   (b) with the external auditor, his evaluation of the system of internal controls;

   (c) with the external auditor, his audit report;

(d) the assistance given by the employees of the Company to the external auditor;

(e) the adequacy of the scope, functions and resources of the internal audit functions and that it has the necessary authority to carry out its work;

(f) the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;

(g) the quarterly results and year end financial statements, prior to the approval by the Board, focusing particularly on:-

(i) changes in or implementation of major accounting policy changes;
(ii) significant and unusual events; and
(iii) compliance with accounting standards and other legal requirements;

(h) any related party transaction and conflict of interest situation that may arise within the Company or Group;

(i) any letter of resignation from the external auditors of the Company; and

(j) any other functions as may be agreed by the Committee and the Board or as may be required or empowered by statutory legislation or guidelines prepared by relevant governing authorities.

4.2 The term of office of the Audit Committee members shall be reviewed by the Board no less than once every three years. However, the appointment terminates when a member ceases to be a Director.

5. **Meetings**

5.1 The quorum for Audit Committee's meetings shall be at least two thirds (2/3) of the members with Independent Directors forming the majority.

5.2 The Audit Committee shall meet at least four (4) times a year and such additional meetings as the Chairman shall decide in order to fulfil its duties.

5.3 Notwithstanding paragraph 5.2 above, upon the request of any member of the Committee, the Management, or the External Auditors, the Chairman shall convene a meeting of the Committee to consider the matters brought to its attention.

5.4 The Committee may invite any person to any particular audit Committee meeting only at its invitation, specific to the relevant meeting.

5.5 The Company Secretary shall act as secretary of the Committee and shall be responsible for drawing up and circulating the agenda and the notice of meetings.

5.6 In addition to the availability of detailed minutes of the Committee's meetings, a summary of significant matters and resolutions will be reported by the Committee at each Board of Directors' Meeting.

MEETINGS AND ATTENDANCE

The Audit Committee held five (5) meetings during the financial year ended 30 June 2011 and the details of attendance of the Audit Committee Members are as follows:-

Audit Committee Members	No. of Meetings Attended
Dato' Abdul Hamid Bin Hj. Md Zainuddin	5/5
Mr. Tan Su Tiam @ Tan Hooi Thean	5/5
Encik Md Azar Bin Ismail	5/5

Audit Committee

SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR

The Audit Committee carried out its duties in accordance with its terms of reference during the year.

The main activities undertaken by the Committee were as follows:-

- Held meetings to review and to discuss the Group's quarterly results announcements and the audited financial statements of the Company and of the Group prior to submission to the Board for their consideration and approval. The review was to ensure that the audited financial statements were drawn up in accordance with the provisions of the Companies Act 1965 and the applicable approved accounting standards approved by the MASB.

- The Audit Committee also discussed and reviewed the Group's related party transactions and were reported the same to the Board.

- Reviewed the appointment of external auditors and their remuneration thereof.

- Reviewed the adequacy of the internal control system.

- Reviewed the internal audit findings of the Internal audit Department on their evaluation of the controls of certain aspects of the operations of the Company and the Group. Compliance checks were conducted to the implemented manuals and operational procedures.

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Directors' Report

The directors have pleasure in submitting their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 June 2011.

PRINCIPAL ACTIVITIES

The principal activities of the Company are those of construction and building contractors. The principal activities of the subsidiary companies are disclosed in Note 7 in the notes to the financial statements.

There have been no significant changes in the nature of these activities during the year except for the discontinued operation as a result of the disposal of a subsidiary as disclosed in Note 29 in the notes to the financial statements.

FINANCIAL RESULTS

	Group RM	Company RM
Net loss after taxation for the financial year	(19,230,452)	(15,685,440)
Attributable to:		
Owners of the Company	(19,327,055)	(15,685,440)
Minority interests	96,603	-
Net loss for the year	(19,230,452)	(15,685,440)

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

DIVIDEND

No dividend was paid during the year and the directors do not recommend any dividend to be paid for the year under review.

MOVEMENTS ON RESERVES AND PROVISIONS

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

ISSUE OF SHARES AND DEBENTURES

During the financial year,

a) There were no changes in the authorized share capital of the Company; and

b) The Company increased its issued and paid-up share capital from RM46,259,800 to RM50,879,800 by the issuance of 4,620,000 new ordinary shares of RM1 per share. The new shares were issued for cash consideration and rank pari passu in all respects with the existing shares of the Company.

c) The Group and the Company did not issue any debentures during the financial year.

DIRECTORS

Directors who served on the Board of the Company since the date of the last report are as follows:
MD AZAR BIN ISMAIL
WONG SOO CHAI @ WONG CHICK WAI
ERIC LAI
DATO' EDMOND HOYT YUNG
DATO' ABDUL HAMID BIN HJ MD ZAINUDDIN
TAN SU TIAM @ TAN HOOI THEAN

DIRECTORS' INTEREST

According to the Register of Directors' Shareholdings, the interest of directors in office at the end of the financial year in the ordinary shares of the Company are as follows:

	Number of ordinary shares of RM1 each			
Shareholdings in which the Director is deemed to have an interest:	**As at 01.07.2010**	**Bought**	**Sold**	**As at 30.06.2011**
ERIC LAI	18,315,965	-	2,117,000	16,198,965
DATO' EDMOND HOYT YUNG	1,842,165	-	-	1,842,165
WONG SOO CHAI @ WONG CHICK WAI	21,186,465	-	2,656,800	18,529,665

	Number of ordinary shares of RM1 each			
Shareholdings in the name of Director:	**As at 01.07.2010**	**Bought**	**Sold**	**As at 30.06.2011**
ERIC LAI	1,195,200	-	-	1,195,200
DATO' EDMOND HOYT YUNG	3,392,700	-	-	3,392,700
WONG SOO CHAI @ WONG CHICK WAI	2,048,380	-	-	2,048,380

DIRECTORS' BENEFITS

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

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than those disclosed in the financial statements) by reason of a contract made by the Company or by related corporations with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest, except for any benefits which may be deemed to have arisen by virtue of the significant related party transactions as disclosed in Note 26 in the notes to the financial statements.

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for impairment losses on receivables, and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for impairment losses on receivables.

At the date of this report, the directors are not aware of any circumstances that would require the further writing off of bad debts, or the additional allowance for impairment losses on receivables in the financial statements of the Group and of the Company.

CURRENT ASSETS

Before the statements of comprehensive income and the statements of financial position were made out, the directors took reasonable steps to ensure that any current assets, other than debts, which were unlikely to realize in the ordinary course of business their values as shown in the accounting records of the Group and of the Company have been written down to an amount which they might be expected to realize.

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

VALUATION METHODS

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

CONTINGENT AND OTHER LIABILITIES

The contingent liabilities of the Company are disclosed in Note 28 in the notes to the financial statements. At the date of this report, there does not exist: -

a) any charge on the assets of the Group and of the Company, which has arisen since the end of the financial year which secures the liabilities of any other person; or

b) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

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 and of the Company to meet its obligations when they fall due.

CHANGE OF CIRCUMSTANCES

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

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company for the financial year ended 30 June 2011 were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

EVENT SUBSEQUENT TO END OF THE REPORTING PERIOD

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

AUDITORS

The auditors, Messrs S.F.YAP & CO., have expressed their willingness to accept re-appointment as auditors.

Signed on behalf of the Board in accordance with a resolution of the directors, dated 27 October 2011.

ERIC LAI
Director

WONG SOO CHAI @ WONG CHICK WAI
Director

Kuala Lumpur
Dated : 27 October 2011

Statement By Directors

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

We, **ERIC LAI** and **WONG SOO CHAI @ WONG CHICK WAI**, being two of the directors of **BINA GOODYEAR BERHAD**, state that, in the opinion of the directors, the financial statements set out on pages 28 to 71 are drawn up in accordance with Financial Reporting Standards (FRS) and the Companies Act, 1956 in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company at 30 June 2011 and of their results and cash flows of the Group and of the Company for the financial year ended on that date.

The Supplementary Information set out in Note 33, which is not part of the financial statements, is prepared in all material respects, in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profit or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysia Institute of Accountants and the directive of Bursa Malaysia Securities Berhad.

Signed on behalf of the Board in accordance with a resolution of the directors, dated 27 October 2011.

ERIC LAI
Director

WONG SOO CHAI @ WONG CHICK WAI
Director

Kuala Lumpur
Dated : 27 October 2011

Statutory Declaration

PURSUANT TO SECTION 169(16) OF THE COMPANIES ACT, 1965

I, ERIC LAI, being the director primarily responsible for the financial management of BINA GOODYEAR BERHAD, do solemnly and sincerely declare that the financial statements set out on pages 28 to 71 are, to the best of my knowledge and belief, correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by (
the abovenamed ERIC LAI, at Kuala (
Lumpur in the State of Federal Territory (
on this 27 October 2011 (

ERIC LAI
Director

Before me,

Independent Auditors' Report To The Members Of Bina Goodyear Berhad

Report on the Financial Statements

We have audited the financial statements of Bina Goodyear Berhad, which comprise the statements of financial position as at 30 June 2011 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 28 to 71.

Directors' Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Basis for Qualified Opinion

Included in the amounts due from customers on contracts as stated in Note 12 in the notes to the financial statements of the Group and of the Company are:

a) An amount of RM 21,883,790 in relation to a construction contract which has been completed in February 2010 but pending consultants' certification of the related claims. No impairment losses have been made for the balance as the directors of the Company are of the opinion, that the Company has a fair chance of recovering the said amount. In the absence of additional external party documentary evidence, we are uncertain about the extent of recoverability of the abovementioned amount or whether the amount is fairly stated in the statements of financial position of the Company as at 30 June 2011.

b) An amount of RM 30,571,570 in relation to a construction contract which has been completed in May 2011. The amount mainly represents variation in prices of materials, variation orders and other overheads. For the variation in prices of materials amounting to RM 14,099,979 the claims is in the final stages of approval from the relevant authorities. For the variation order and other claims amounting to RM 16,471,591, the management has submitted the claims and is waiting for processing and approval by the owner. No impairment losses have been made as the directors are of the opinion that the client will agree on the claims submitted and the balances can be recovered. We are uncertain about the extent of recoverability of the abovementioned amount.

In the event that the full amount cannot be recovered, the amount due from customer, net profit before tax and retained earnings will be reduced by the said amount.

Qualified Opinion

In our opinion, except for the effects on the financial statements of the matter described in the Basis for Qualified Opinion paragraph, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 30 June 2011 and of its financial performance and cash flows for the year then ended.

Report on Other Legal and Regulatory Requirements

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

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

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

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

Other Reporting Responsibilities

The supplementary information set out in Note 33 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants (MIA Guidance) and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Other Matters

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

S.F.YAP & CO.
NO. AF 0055
CHARTERED ACCOUNTANTS

YAP SHIN SIANG
NO. 2439/01/12(J)
CHARTERED ACCOUNTANT

Kuala Lumpur
Date : 27 October 2011

Statements Of Financial Position As At 30 June 2011

	Note	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
ASSETS					
NON-CURRENT ASSETS					
Property, plant and equipment	3	3,131,103	6,290,739	1,022,201	1,080,442
Prepaid land lease payment	4	-	1,339,413-	-	
Goodwill on consolidation	5	-	2,407,796	-	-
Investment properties	6	1,198,022	1,489,873	1,198,022	1,489,873
Investment in subsidiary companies	7	-	-	2,500,000	10,835,000
Investment in associated company	8	-	1,000,000	-	1,000,000
		4,329,125	12,527,821	4,720,223	14,405,315
CURRENT ASSETS					
Inventories	9	2,100,125	4,695,385	2,030,609	1,092,451
Trade and other receivables	11	88,217,309	108,900,870	87,813,624	103,942,148
Amounts due from customers on contracts	12	78,785,303	65,479,115	78,785,303	65,479,115
Amounts due from subsidiary companies	13(i)	-	-	1,517,595	1,129,933
Amount due from associated company	13(ii)	-	593,259	-	449,770
Tax recoverable		1,148,708	2,527,601	650,283	644,692
Deposits, cash and bank balances	14	3,731,898	5,072,996	2,983,643	2,513,953
		173,983,343	187,269,225	173,781,057	175,252,062
TOTAL ASSETS		178,312,468	199,797,046	178,501,280	189,657,377
EQUITY AND LIABILITIES					
EQUITY					
Share capital	18	50,879,800	46,259,800	50,879,800	46,259,800
Share premium		7,296,885	7,296,885	7,296,885	7,296,885
Retained profits		8,026,723	30,428,869	4,815,352	23,575,883
TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY		66,203,408	83,985,554	62,992,037	77,132,568
MINORITY INTEREST		-	2,725,344	-	-
TOTAL EQUITY		66,203,408	86,710,898	62,992,037	77,132,568
LIABILITIES					
NON-CURRENT LIABILITIES					
Borrowings	16 & 17	6,497,368	1,078,299	6,258,003	380,171
Deferred taxation	19	-	40,000	-	-
		6,497,368	1,118,299	6,258,003	380,171
CURRENT LIABILITIES					
Trade and other payables	15	83,585,194	78,912,657	80,891,173	74,324,597
Amount due to subsidiary companies	13(i)	-	-	7,171,631	6,906,745
Borrowings	16 & 17	19,382,981	12,436,721	18,937,558	10,951,958
Bank overdrafts	14 & 17	2,643,517	20,618,471	2,250,878	19,961,338
		105,611,692	111,967,849	109,251,240	112,144,638
TOTAL LIABILITIES		112,109,060	113,086,148	115,509,243	112,524,809
TOTAL EQUITY AND LIABILITIES		178,312,468	199,797,046	178,501,280	189,657,377

The accompanying notes form an integral part of the financial statements

Statements Of Comprehensive Income For The Year Ended 30 June 2011

	Note	Group 2011 RM	Group 2010 RM (Restated)	Company 2011 RM	Company 2010 RM
CONTINUING OPERATIONS					
Revenue	20	198,272,068	324,268,636	198,272,068	297,126,797
Cost of sales	21	(208,952,608)	(328,564,160)	(209,885,118)	(291,841,008)
Gross (loss)/profit		(10,680,540)	(4,295,524)	(11,613,050)	5,285,789
Administration charges and office expenses	23(a)	(4,385,960)	(5,300,040)	(1,875,337)	(2,907,721)
Investment and other income	23(c)	536,557	1,693,049	57,165	248,080
Finance income	23(d)	3,004,053	23,643	3,003,835	22,364
Finance cost	23(e)	(3,039,560)	(2,197,270)	(2,912,682)	(1,916,181)
Reversal of impairment loss		-	644,201	-	644,201
(LOSS)/PROFIT BEFORE TAXATION FROM CONTINUING OPERATIONS		(14,565,450)	(9,431,941)	(13,340,069)	1,376,532
Taxation	22	54,983	(5,600)	-	(5,600)
NET(LOSS)/PROFIT AFTER TAXATION FROM CONTINUING OPERATIONS		(14,510,467)	(9,437,541)	(13,340,069)	1,370,932
DISCONTINUED OPERATIONS					
Profit for the year from a discontinued operation, net of tax	29	394,298	545,808	-	-
Loss on disposal of investment in subsidiary company	29	(5,114,283)	-	(2,345,371)	-
NET (LOSS)/ PROFIT AFTER TAXATION FOR THE FINANCIAL YEAR		(19,230,452)	(8,891,733)	(15,685,440)	1,370,932
OTHER COMPREHENSIVE INCOME		-	-	-	-
TOTAL COMPREHENSIVE (LOSS)/ INCOME FOR THE FINANCIAL YEAR		(19,230,452)	(8,891,733)	(15,685,440)	1,370,932
TOTAL COMPREHENSIVE (LOSS)/ INCOME ATTRIBUTABLE TO:-					
Owners of the Company		(19,327,055)	(9,025,456)	(15,685,440)	1,370,932
Minority interests		96,603	133,723	-	-
		(19,230,452)	(8,891,733)	(15,685,440)	1,370,932
LOSS PER SHARE (SEN)	24	(41.70)	(19.51)		

The accompanying notes form an integral part of the financial statements

Statements Of Changes In Equity For The Year Ended 30 June 2011

		Issued & Fully Paid Ordinary Shares of RM1.00 Each	Non - distributable	Distributable	Total equity attributable to		
	Note	Nominal Value RM	Share Premium RM	Retained Profits RM	owners of the company RM	Minority interests RM	Total Equity RM
Group							
Balance as at 1 July 2009		46,259,800	7,296,885	39,454,325	93,011,010	2,591,621	95,602,631
Total comprehensive loss for the year		-	-	(9,025,456)	(9,025,456)	133,723	(8,891,733)
Balance as at 30 June 2010 (as previously stated)		46,259,800	7,296,885	30,428,869	83,985,554	2,725,344	86,710,898
Effects of adopting FRS 139		-	-	(3,075,091)	(3,075,091)	-	(3,075,091)
Balance as at 30 June 2010 (Restated)		46,259,800	7,296,885	27,353,778	80,910,463	2,725,344	83,635,807
Issuance of shares	18	4,620,000	-	-	4,620,000	-	4,620,000
Total comprehensive loss for the year		-	-	(19,327,055)	(19,327,055)	96,603	(19,230,452)
Disposal of a subsidiary		-	-	-	-	(2,821,947)	(2,821,947)
Balance as at 30 June 2011		50,879,800	7,296,885	8,026,723	66,203,408	-	66,203,408

The accompanying notes form an integral part of the financial statements

	Note	Issued & Fully Paid Ordinary Shares of RM1.00 Each	Non - distributable	Distributable	
	Note	Nominal Value RM	Share Premium RM	Retained Profits RM	Total Equity RM
Company					
Balance as at 1 July 2009		46,259,800	7,296,885	22,204,951	75,761,636
Total comprehensive income for the year		-	-	1,370,932	1,370,932
Balance as at 30 June 2010 (as previously stated)		46,259,800	7,296,885	23,575,883	77,132,568
Effects of adopting FRS 139		-	-	(3,075,091)	(3,075,091)
Balance as at 30 June 2010 (Restated)		46,259,800	7,296,885	20,500,792	74,057,477
Issuance of shares	18	4,620,000	-	-	4,620,000
Total comprehensive loss for the year		-	-	(15,685,440)	(15,685,440)
Balance as at 30 June 2011		50,879,800	7,296,885	4,815,352	62,992,037

The accompanying notes form an integral part of the financial statements

Statements Of Cash Flows For The Year Ended 30 June 2011

	Note	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
(Loss)/profit before taxation from continuing operations		(14,565,450)	(9,431,941)	(13,340,069)	1,376,532
(Loss)/profit before taxation from discontinued operations		(4,719,985)	480,808	(2,345,371)	-
(Loss)/profit before taxation		(19,285,435)	(8,951,133)	(15,685,440)	1,376,532
Adjustment for :-					
Depreciation		2,466,563	3,599,371	494,899	539,100
(Gain)/loss on disposal of investment properties		(22,765)	246,557	(22,765)	246,557
Gain on disposal of property, plant and equipment		(364,673)	(1,386,785)	(31,100)	(17,185)
Loss on disposal of investment in subsidiary company		5,114,283	-	2,345,371	-
Amortisation of prepaid land lease payment		15,732	17,162	-	-
Impairment loss on trade receivables		1,358,824	1,241,732	98,824	1,241,732
Impairment loss on investment in associated company		593,259	-	449,770	-
Deposit written off		164,904	224,236	139,944	224,236
Bad debt written off		-	131,700	-	131,700
Property, plant and equipment written off		-	477	-	-
Finance income	23(d)	(3,004,053)	(23,643)	(3,003,835)	(22,364)
Finance cost	23(e)	3,039,560	2,197,270	2,912,682	1,916,181
Reversal of impairment loss		-	(644,201)	-	(644,201)
Operating (loss)/profit before working capital changes		(9,923,801)	(3,347,257)	(12,301,650)	4,992,288
Changes in working capital					
Development properties		-	33,859,711	-	-
Receivables		3,096,036	26,800,980	3,022,213	35,005,181
Inventories		(2,676,465)	2,284,918	(938,158)	2,006,899
Payables		7,272,543	1,864,376	8,420,039	7,125,140
Cash (used in)/from operations		(2,231,687)	61,462,728	(1,797,556)	49,129,508
Interest received		32,825	23,643	32,607	22,364
Interest paid		(1,555,218)	(2,197,270)	(1,428,340)	(1,916,181)
Tax refund		639,141	40,500	-	-
Tax paid		(79,378)	(455,218)	(5,591)	-
Net cash (used in)/from operating activities		(3,194,317)	58,874,383	(3,198,880)	47,235,691
Purchase of property, plant and equipment	27	(388,325)	(383,350)	(289,748)	(114,830)
Proceed from disposal of property, plant and equipment		465,900	2,570,618	31,100	146,018
Addition of prepaid land lease payment		-	(9,220)	-	-
Proceed from disposal of investment in subsidiary company	29	2,707,133	-	3,000,000	-
Proceed from disposal of investment properties		304,246	3,240,966	304,246	3,240,966
Net cash from investing activities		3,088,954	5,419,014	3,045,598	3,272,154
		(105,363)	64,293,397	(153,282)	50,507,845

	Note	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
Proceeds from term loan and revolving credit		14,400,000	11,500,000	14,400,000	11,500,000
Proceeds from issuance of share capital		4,620,000	-	4,620,000	-
Payment of finance lease liabilities		(1,835,381)	(2,043,792)	(241,168)	(275,585)
Repayment of term loan and revolving credit		(445,400)	(70,831,598)	(445,400)	(59,404,848)
Fixed deposits pledged with licensed banks		(359,464)	576,744	(359,464)	576,744
Net cash from/(used in) financing activities		16,379,755	(60,798,646)	17,973,968	(47,603,689)
Net increase in cash and cash equivalents		16,274,392	3,494,751	17,820,686	2,904,156
Cash and cash equivalents at beginning of the year		(16,589,432)	(20,084,183)	(18,491,341)	(21,395,497)
Cash and cash equivalents at end of the year	14	(315,040)	(16,589,432)	(670,655)	(18,491,341)

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

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

A. Basic of preparation

The financial statements of the Group are prepared under the historical cost convention unless otherwise indicated in the accounting policies below and comply with the provisions of the Companies Act,1965 and applicable Financial Reporting Standards ("FRSs") in Malaysia.

The preparation of the financial statements in conformity with the applicable approved Financial Reporting Standards ("FRSs") in Malaysia and the provisions of the Companies Act, 1965 require the Directors to make estimates and assumptions that may affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported financial year. Actual results could differ from those estimates.

B. Changes in accounting policies and effects arising from adoption of new and revised FRSs and IC Interpretations (IC Int)

(i) Adoption of New and Revised FRSs, Amendments/Improvements to FRSs and IC Int

During the current financial year, the Group has adopted the following new and revised FRSs, amendments/improvements to FRSs, IC Int and amendments to IC Int:-

New FRSs

FRS 4	Insurance Contracts
FRS 7	Financial Instruments : Disclosures
FRS 139	Financial Instruments : Recognition and Measurement

Revised FRSs

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 3	Business Combinations
FRS 101	Presentation of Financial Statements
FRS 123	Borrowing costs
FRS 127	Consolidated and Separate Financial Statements

Amendments/Improvements to FRSs

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 1	Additional Exemptions for First-time Adopters
FRS 2	Share-based Payment
FRS 2	Share based payment : Group Cash-settled Share-based Payment Transactions
FRS 5	Non-current Assets Held for Sale and Discontinued Operations
FRS 7	Financial Instruments: Disclosures
FRS 8	Operating Segments
FRS 107	Statement of Cash Flows
FRS 108	Accounting Policies, Changes in Accounting Estimates and Errors
FRS 110	Events After the Reporting Period
FRS 116	Property, Plant and Equipment
FRS 117	Leases
FRS 118	Revenue
FRS 119	Employee Benefits
FRS 120	Accounting for Government Grants and Disclosure of Government Assistance
FRS 123	Borrowing Costs
FRS 127	Consolidated and Separate Financial Statements : Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
FRS 128	Investment in Associates
FRS 129	Financial Reporting in Hyperinflationary Economies
FRS 131	Interests in Joint Ventures
FRS 132	Classification of Rights Issues
FRS 132	Financial Instruments: Presentation
FRS 134	Interim Financial Reporting
FRS 136	Impairment of Assets

B. **Changes in accounting policies and effects arising from adoption of new and revised FRSs and IC Interpretations (IC Int) (cont'd)**

*(i) **Adoption of New and Revised FRSs, Amendments/Improvements to FRSs and IC Int (cont'd)***

FRS 138	Intangible Assets
FRS 139	Financial Instruments : Recognition and Measurement
FRS 140	Investment Property
IC Int 4	Determining whether an Arrangement contains a Lease
IC Int 9	Reassessment of Embedded Derivatives
IC Int 10	Interim Financial Reporting and Impairment
IC Int 11	FRS 2 – Group and Treasury Share Transactions
IC Int 12	Service Concession Arrangements
IC Int 13	Customer Loyalty Programmes
IC Int 14	FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
IC Int 15	Agreements for the Construction of Real Estate
IC Int 16	Hedges of a Net Investment in a Foreign Operation
IC Int 17	Distributions of Non-cash Assets to Owners
IC Int 18	Transfers of Assets from Customers

*(ii) **FRS 7 Financial Instruments: Disclosures***

Prior to 1 July 2010, information about financial instruments was disclosed in accordance with the requirements of FRS 132 Financial Instruments: Disclosure and Presentation. FRS 7 introduces new disclosures to improve the information about financial instruments. It requires the disclosure of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and market risk, including sensitivity analysis to market risk.

The Group and the Company have applied FRS 7 prospectively in accordance with the transitional provisions. Hence, the new disclosures have not been applied to the comparatives. The new disclosures are included throughout the Group's and the Company's financial statements for the year ended 30 June 2011.

*(iii) **FRS 8 Operating Segments***

FRS 8 which replaces FRS 114_{2004}, Segment Reporting, specifies how an entity should report information about its operating segments. The Standard requires identification of operating segments on the basis of internal reports that are regularly reviewed by the entity's chief operating decision in order to allocate resources to the segments and assess their performances. The Standard also requires the disclosures based on available information, about the revenues derived by the entity from products and services provided, the countries in which the entity earns its revenues and hold assets and about major customers. FRS 8 has been adopted retrospectively by the Group. The operating segments determined in accordance with FRS 8 are the same as the business segments previously identified under FRS 114_{2004}.

*(iv) **FRS 101 Presentation of Financial Statements (Revised)***

The revised FRS 101 introduces changes in the presentation and disclosures of financial statements. The revised Standard separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with all non-owner changes in equity presented as a single line. The Standard also introduces the statement of comprehensive income, with all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense recognised directly in equity, either in one single statement, or in two linked statements. The Group and the Company has elected to present this statement as one single statement.

In addition, a statement of financial position is required at the beginning of the earliest comparative period following a change in accounting policy, the correction of an error or the classification of items in the financial statements.

The revised FRS 101 also requires the Group to make new disclosures to enable users of the financial statements to evaluate the Group's objectives, policies and processes for managing capital.

The revised FRS 101 was adopted retrospectively by the Group and the Company.

B. Changes in accounting policies and effects arising from adoption of new and revised FRSs and IC Interpretations (IC Int) (cont'd)

(v) FRS 139 Financial Instruments: Recognition and Measurement

FRS 139 establishes principles for recognising and measuring financial assets, financial liabilities and some contracts to buy and sell non-financial items. The Group and the Company have adopted FRS 139 prospectively on 1 July 2010 in accordance with the transitional provisions. The effects arising from the adoption of this Standard has been accounted for by adjusting the opening balance of retained earning as at 1 July 2010. Comparatives are not restated. The details of the changes in accounting policies and the effects arising from the adoption of FRS 139 are discussed below:

(a) Receivables

Prior to 1 July 2010, receivables were stated at gross receivables less provision for doubtful debts. Upon the adoption of FRS 139, receivables are measured at amortised cost using effective interest rate method. Gains and losses are recognised in the statement of comprehensive income when the receivables are derecognised or impaired, and through the amortisation process.

(b) Payables

Prior to 1 July 2010, payables were stated at gross payable. Upon the adoption of FRS 139, payables are measured at amortised cost using effective interest rate method. Gains and losses are recognised in the statement of comprehensive income when the liabilities are derecognised, and through the amortisation process.

The following are the effects arising from the adoption of FRS 139:

	Group (Decrease)/Increase	
Statements of financial position	**As at 30 June 2011 RM**	**As at 1 July 2010 RM**
Trade Receivables	2,971,228	(6,144,921)
Trade Payables	1,484,342	(3,069,830)
Retained earnings	1,486,886	(3,075,091)

Statements of comprehensive income	**Group (Decrease)/Increase 2011 RM**
Finance income	2,971,228
Finance costs	1,484,342
Profit before tax and net of tax	1,486,886

(c) Inter-company loans

During the current and prior years, the Company granted interest-free loans and advances to its subsidiaries. Prior to 1 July 2010, these loans and advances were recorded at cost in the Company's financial statements. Upon the adoption of FRS 139, the interest loans or advances continue to be recorded at cost as the Company regards these loans as short-term advances payables on demand. Therefore, the effect of discounting is considered immaterial and the fair value of the loans equals to the amount of the advances given or received. No adjustments were made to the opening balance of retained earnings as at 1 July 2010.

B. **Changes in accounting policies and effects arising from adoption of new and revised FRSs and IC Interpretations (IC Int) (cont'd)**

(vi) Significant accounting judgements and estimates

Estimates and judgements are continually evaluated by the directors and management and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and judgements that affect the application of the Group's and the Company's accounting policies and disclosures, and have a significant risk of causing a material adjustment to the carrying amounts of assets, liabilities, income and expenses are discussed below:-

(a) Construction contracts

The Group recognises construction contract revenue and expense in the statements of comprehensive income by using the stage of completion method. The stage of completion is determined by reference to the surveys of work performed or to the proportion of contract costs incurred for work performed to date bear to the estimated total contract costs, where appropriate. Significant judgement is required in determining the stage of completion, the extent of the contract costs incurred, the estimated total contract revenue and costs, as well as the recoverability of amount due from customers. Total contract revenue also includes an estimation of the amount of variation works that are recoverable from customers. In making the judgement, the Group evaluates based on past experience of the management on similar contract work undertaken by the Group and the expertise of specialists.

(b) Impairment of trade and other receivables

An impairment loss is recognised when there is objective evidence that a financial asset is impaired. Management specifically reviews its loans and receivables financial assets and analyses historical bad debt, customer concentrations, customer creditworthiness, current economic trends and changes in the customer payment terms when making a judgment to evaluate the adequacy of the allowance for impairment losses. Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. If the expectation is different from the estimation, such difference wll impact the carrying value of receivables.

(c) Income taxes

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

(d) Depreciation of property, plant and equipment

The estimates of the residual values, useful lives and related depreciation charges for its property, plant and equipment is based on commercial and production factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions.

The Company anticipates that the residual values of its property, plant and equipment to be insignificant. As a result, residual values have not been taken into consideration for the computation of depreciable amount.

The depreciation charge will increase when useful lives are less than those previously estimated.

(e) Impairment on goodwill

The Group test goodwill for impairment annually in accordance with its accounting policy. More regular reviews are performed if events indicate that this necessary.

Determining whether goodwill is impaired requires an estimation of the value-in-use of the cash generating units ("CGU") to which goodwill has been allocated. The value-in-use calculation requires the entity to estimate the future cash flows expected to arise from the CGU an a suitable discount rate in order to calculate present value. Further details of the estimates used are disclosed in Note 5.

B. Changes in accounting policies and effects arising from adoption of new and revised FRSs and IC Interpretations (IC Int) (cont'd)

(vi) Significant accounting judgements and estimates

Estimates and judgements are continually evaluated by the directors and management and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and judgements that affect the application of the Group's and the Company's accounting policies and disclosures, and have a significant risk of causing a material adjustment to the carrying amounts of assets, liabilities, income and expenses are discussed below:-

(f) Impairment of investment in subsidiaries, associate company and other investment

The Group tests investment in subsidiaries, associate company and other investment for impairment annually in accordance with its accounting policy. More regular reviews are performed if events indicate that this is necessary.

Significant judgement is required in the estimation of the present value of future cash flows generated by the subsidiaries and associate company which involve uncertainties and are significantly affected by assumption used and judgement made regarding estimates of future cash flows and discount rates. Changes in assumptions could significantly affect the results of the Group's test for impairment of investment in subsidiaries and associate company. In addition, the assessment of the net tangible assets of the subsidiaries and associate company also affects the result of the impairment test.

C. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiary companies made up to 30 June 2011.

All subsidiary companies are consolidated using the purchase method of accounting. Under the acquisition method, the results of subsidiary companies acquired or disposed of during the year are included in the consolidated statements of comprehensive income from the date of acquisition or up to the date of disposal respectively. The acquisition method of accounting involves allocating the cost of acquisition to the fair value of the assets acquired and liabilities and contingent liabilities assumed at the date of acquisition. Any excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represents goodwill. Any excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition represents negative goodwill which is immediately recognised in the statements of comprehensive income.

The gain or loss on disposal of a subsidiary company is the difference between the net disposal proceeds and the Group's share of its net assets together with any unamortised balance of goodwill on acquisition and exchange differences.

All significant inter-company transactions and balances are eliminated on consolidation and the consolidated financial statements reflect external transactions only.

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

D. Goodwill on consolidation

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Following the initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

E. Subsidiary companies

A subsidiary company is a company in which the Group has the ability to control the financial and operating policies so as to obtain benefits therefrom. The Group's subsidiary companies are listed in Note 7 in the notes to the financial statements.

Investment in subsidiary companies are eliminated on consolidation and are stated at cost less impairment losses, if any in the Company's separate financial statements.

F. Associated companies

An associated company is a company in which the Group and the Company have a long term equity interest and where the Group and the Company is in a position to exercise significant influence over the financial and operating policies of the investee company.

The Company's investment in associated companies is stated at cost less impairment losses, if any.

Investments in associated companies are accounted for in the consolidated financial statements using the equity method of accounting. The Group's interests in associated companies is stated at cost plus adjustments to reflect changes in the Group's share of profits and losses in the associated companies.

The Group's share of results and reserves less losses in the associated companies acquired or disposed of is included in the consolidated financial statements from the effective date of acquisition or up to the effective date of disposal.

G. Property, plant and equipment

The gross carrying amounts of property, plant and equipment are initially measured at cost. Land and buildings which have been subsequently revalued, are stated at valuation less accumulated depreciation and impairment losses, if any. Subsequent to recognition all other property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Surpluses arising from such valuations are credited to shareholders' equity as a revaluation surplus and any subsequent deficit is charged against such surplus to the extent that the decrease offsets any increase. In all other cases, the deficit will be charged to the statements of comprehensive income.

For a revaluation increase subsequent to a revaluation deficit of the same asset, the surplus should be recognised as income to the extent that it reverses the deficit previously recognised as an expense with the balance of increase credited to shareholders' equity.

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

Freehold land is not depreciated. Depreciation on other property, plant and equipment is calculated to write off the costs of the assets on a straight line basis over their estimated useful lives. The principal annual depreciation rates are as follows:

Leasehold building	1% - 4%
Motor vehicles	14% - 25%
Machinery & equipment	10% - 40%
Furniture, fittings and office equipment	10% - 25%
Renovation & others	10% - 20%

The residual values, useful life and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with previous estimates.

At each end of the reporting period, the Group assesses whether there is any indication of impairment. If such indications exist, an analysis is performed to assess whether the carrying amount of the asset is fully recoverable. A write down is made if the carrying amount exceeds the recoverable amount. See accounting policy Note H on impairment of assets.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the statements of comprehensive income in the year the asset is derecognised.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in statements of comprehensive income. On disposal of revalued assets, amounts in revaluation reserve relating to those assets are transferred to retained earnings.

H. Impairment of assets

The carrying amounts of assets, other than inventories, deferred tax assets, assets arising from construction contracts, assets arising from employee benefits and financial assets (other than investments in subsidiaries, associates and jointly controlled entities) are reviewed at each end of the reporting period to determine whether there is any indication of impairment. If such indication exists, impairment is measured by comparing the carrying value of the assets with their recoverable amounts.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its recoverable amount unless the asset is carried at a revalued amount, in which case the impairment loss is recognised directly against any revaluation surplus for that asset to the extent that the impairment loss does not exceed the amount in the revaluation surplus for the same asset. A CGU is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups. Impairment losses are recognised in the statements of comprehensive income. Impairment losses recognised in respect of CGU are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (groups of units) on a pro rata basis.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to the statements of comprehensive income in the year in which the reversals are recognised, unless it reverses an impairment loss on a revalued asset, in which case it is credited directly to revaluation surplus. Where an impairment loss on the same revalued asset was previously recognised in the statements of comprehensive income, a reversal of that impairment loss is also recognised in the statements of comprehensive income.

I. Investment properties

Investment properties are properties which are held either to earn rentals or for capital appreciation or both and are measured initially at cost, including transaction costs. Subsequent to initial recognition, the investment properties are stated at fair value. The fair value, which is determined by the directors, is arrived at by reference to market evidence of transaction prices for similar properties and reflects market conditions at the end of the reporting period. Gains or losses arising from changes in the fair value of the investment properties are recognised as income or expense in the statements of comprehensive income in the period in which they arise.

An investment property is derecognised when either it has been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in the statements of comprehensive income in the financial year in which they arise.

J. Inventories

Inventories are stated at the lower of cost and net realisable value after making due allowance for any obsolete or slow-moving items. Net realisable value is the estimated selling price in the ordinary course of business, less cost of completion and selling expenses.

Cost is determined on a first-in-first-out basis. Cost of raw materials comprises purchase price plus cost incurred in bringing the inventories to their present location and condition. Cost of finished goods and work in progress comprises cost of raw materials, direct labour and an appropriate proportion of production and other overheads. The cost of unsold properties comprises costs associated with the acquisition of land, direct costs and an appropriate proportion of allocated costs attributable to property development activities.

Net realisable value is the estimate of the selling price in the ordinary course of business, less the costs to costs to completion and applicable variable selling expenses.

K. Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in cicumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there is separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of the financial year.

The impairment loss is charged to profit or loss unless it reverses a previous revaluation in which case it is charged to the revaluation surplus. Impairment losses on goodwill are not reversed. In respect of other assets, any subsequent increase in recoverable amount is recognised in profit or loss unless it reverses an impairment loss on a revalued asset in which case it is taken to revaluation surplus reserve.

L. Capitalisation of borrowing costs

Borrowing costs incurred on property development costs are capitalised. Capitalisation of borrowing costs will cease when the assets are ready for their intended use.

The capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation is the weighted average of the borrowing costs applicable to the Group's borrowings that are outstanding during the year, other than borrowings made specifically for the purposes of financing a specific property under development, in which case the actual borrowing cost incurred on that borrowing less any investment income on the temporary investment of that borrowing will be capitalised.

Capitalisation of borrowing costs is suspended during extended periods in which active development is interrupted.

M. Share capital

i) Ordinary shares are recorded at the nominal value and proceeds in excess of the nominal value of shares issued, if any, are accounted for as share premium. Both ordinary shares and share premium are classified as equity. Cost incurred directly attributable to the issuance of the shares is accounted for as a deduction from share premium, otherwise, it is charged to the statements of comprehensive income.

ii) Dividend on ordinary shares are recognised in equity in the financial periods in which there are declared.

N. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised :

i) Revenue from construction contracts are recognised on the percentage of completion basis; the stage of completion is measured by reference to surveys of work performed to total contract sum for each contract. Foreseeable losses, if any, are provided in full.

ii) Revenue from sales of development properties is recognised on the percentage of completion basis where foreseeable losses on development projects, if any, are provided in full.

iii) Revenue from sales of goods is recognised net of sales discounts when transfer of risks & awards has been completed. It is recognised upon delivery of products and customer acceptance.

iv) Revenue from rental of investment properties and construction plant and machinery are recognised on an accrual basis.

v) Dividend income from subsidiary companies are included in the statements of comprehensive income of the Company when the right to receive payment is established.

O. Construction contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs are recognised over the period of contract as revenue and expenses respectively.

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

The Group uses the percentage of completion method to determine the appropriate amount of revenue and costs to be recognised in a period of contract. 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 or loss recognised on each contract is compared against the progress billings up to the financial year end. Where costs incurred and recognised profits (less recognised losses) exceed progress billings, the balance is shown as amount due from customers on contracts. Where progress billings exceed costs incurred plus recognised profits (less recognised losses), the balance is shown as amounts due to customers on contracts. Contract costs incurred to date include:

i) Costs directly related to the contract;
ii) Costs attributable to contract activity in general and can be allocated to the contract; and
iii) Other costs specifically chargeable to the customers under the terms of the contract.

P. Taxation

The tax expenses for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting date in the countries where the Group's subsidiaries and associates operate and generate taxable income.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. This liability is measured using the single best estimate of the most likely outcome.

Deferred tax is recognised, using the liability method, on temporary differences arising between the amounts attributed to assets and liabilities for tax purposes and their carrying amounts in the financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and tax lawa) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses or unused tax credits can be utilised.

Deferred tax is recognised on temporary differences arising on investments in subsidiaries and associates except where the timing of the reversal of the temporary difference can be controlled by the Group and it is probable that the tempopary difference will not reverse in the foreseeable future.

Q. Cash and cash equivalents

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

R. Lease

i) Finance lease

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

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

Property, plant and equipment acquired under finance lease contracts is depreciated over the estimated useful life of the asset in line with the Group's accounting policy for property, plant and equipment. If there is no reasonable certainty that the ownership will be transferred to the Group, the asset is depreciated over the shorter of the lease term and its estimated useful life.

ii) Operating lease

Lease payments for assets under operating lease where substantially all the risk and benefits remain with the lessor, are recognised as an expense in the statements of comprehensive income on a straight line basis over the lease term.

S. Financial instruments

Financial instruments carried on the statement of financial position include cash and bank balances, investments, receivables, payables and borrowings. The particular recognition methods adopted are disclosed in the individual accounting policy statements associated with each item.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity.

Financial instruments are offset when the Group has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

T. Employee Benefits

i) Short term employee benefits

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

ii) Defined contribution plans

As required by law, companies in Malaysia make contributions to the state pension scheme, the Employee Provident Fund. Such contributions are recognised as an expense in the statements of comprehensive income as incurred.

U. Provision

Provisions for liabilities are recognised when the Group has present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are reviewed at each end of the reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risk specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as finance cost.

V. Foreign currencies transactions

Transactions in foreign currencies during the year were translated into Ringgit Malaysia at the rates of exchange prevailing at the transaction dates. All realised exchange differences arising therefore have been dealt with in the statements of comprehensive income.

	2011 RM	2010 RM
USD 1.00	3.01	3.23

W. Segment reporting

Segment reporting is presented for enhanced assessment of the Group's risks and returns. Business segments provide products or services that are subject to risk and returns that are different from those of other business segments.

Segment revenue, expense, assets and liabilities are those amounts resulting from the operating activities of a segment that are directly attributable to the segment and the relevant portion that can be allocated on a reasonable basis to the segment. Segment revenue, expense, assets and segment liabilities are determined before intragroup balances and intragroup transactions are eliminated as part of the consolidation process, except to the extent that such intragroup balances and transactions are between group enterprises within a single segment.

X. Contingent liabilities and contingent assets

The Group does not recognise a contingent liability but discloses its existence in the financial statements.

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

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

1) GENERAL INFORMATION

The Company is principally engaged as construction and building contractors.

The principal activities of the subsidiary companies are set out in Note 7 in the notes to the financial statements. There have been no significant changes in the nature of these activities during the financial year except for the discontinued operation as a result of the disposal of a subsidiary as disclosed in Note 29 in the notes to the financial statements.

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

The address of the registered office of the Company is located at Tingkat 11, Blok B, Kelana Centre Point, 3 Jalan SS7/19, Kelana Jaya, 47301 Petaling Jaya, Malaysia.

The principal place of business is located at Tingkat 11, Blok B, Kelana Centre Point, 3 Jalan SS7/19, Kelana Jaya, 47301 Petaling Jaya, Malaysia.

The financial statements are presented in Ringgit Malaysia (RM) which is the Company's functional currency.

2) FINANCIAL RISK MANAGEMENT POLICIES

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

The Group does not trade in derivative financial instruments.

The main areas of financial risks faced by the Group and the policy for managing each of these risks are set out as follows:

a) Interest rate risk

The Group obtains additional financing through bank borrowings and hire purchase arrangements. The Group's policy is to borrow principally on the floating rate basis but to retain a proportion of fixed debt. The objectives for the mix between fixed and floating rate borrowings are set to reduce the impact of an upward changes in interest rates while enabling benefits to be enjoyed if interest rates fall.

b) Credit risk

Cash deposits and trade receivables may give rise to credit risk which requires the loss to be recognised if a counter party fails to perform as contracted. In addition, the Company has given guarantees to subsidiaries for banking facilities. It is the Group's policy to monitor the financial standing of these counter parties on a going concern basis to ensure that the Group is exposed to minimal credit risk.

c) Liquidity and cash flow risk

The Group's exposure to liquidity and cash flow risks arises mainly from general funding and business activities.

It practices prudent liquidity risk management by maintaining sufficient cash balances and the availability of funding through certain committed credit facilities.

d) Foreign currency risk

The Group operates mainly within Malaysia. Its exposure to foreign currencies volatility is not significant.

e) Market risk

The Company has in place policies to manage its competitive risks from its competitors in providing better alternatives in terms of better services. The Company regularly takes part in various research to develop better alternatives or attractive packages.

3) PROPERTY, PLANT AND EQUIPMENT

a) The movements of property, plant and equipment during the financial year are as follows :-

2011 Group	Leasehold Building RM	Motor Vehicles RM	Machinery & Equipment RM	Furniture, Fittings and Office Equipment RM	Renovation & Others RM	Total RM
COST						
At 1 July 2010	1,390,864	5,972,102	25,235,656	2,467,009	105,380	35,171,011
Additions	-	177,580	381,674	54,181	21,000	634,435
Disposals	-	(516,971)	(971,942)	-	-	(1,488,913)
Written off	-	-	(780,410)	(211,393)	-	(991,803)
Disposal of a subsidiary	(1,390,864)	(190,239)	(1,398,172)	(914,105)	(88,444)	(3,981,824)
At 30 June 2011	-	5,442,472	22,466,806	1,395,692	37,936	29,342,906
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES						
At 1 July 2010	535,352	4,573,311	21,714,632	1,988,973	68,004	28,880,272
Charge for the year	26,816	507,490	1,744,543	180,742	6,972	2,466,563
Disposals	-	(415,744)	(968,852)	-	-	(1,384,596)
Written off	-	-	(780,410)	(211,393)	-	(991,803)
Disposal of a subsidiary	(562,168)	(118,022)	(1,278,877)	(762,526)	(37,040)	(2,758,633)
At 30 June 2011	-	4,547,035	20,431,036	1,195,796	37,936	26,211,803
NET CARRYING AMOUNT						
At 30 June 2011	-	895,437	2,035,770	199,896	-	3,131,103
At 30 June 2010	855,512	1,398,791	3,521,024	478,036	37,376	6,290,739
DEPRECIATION						
Year ended 30 June 2010	29,219	706,286	2,641,880	215,242	6,744	3,599,371

Depreciation expense of the Group amounting to RM 1,824,418 (2010: RM 2,770,093) has been included in cost of sales.

3) PROPERTY, PLANT AND EQUIPMENT (CONT'D)

a) The movements of property, plant and equipment during the financial year are as follows :- (cont'd)

2010					**Furniture,**		
					Fittings		
Group	**Leasehold**	**Freehold**	**Motor**	**Machinery &**	**and Office**	**Renovation**	
	Building	**Land**	**Vehicles**	**Equipment**	**Equipment**	**& Others**	**Total**
	RM	**RM**	**RM**	**RM**	**RM**	**RM**	**RM**
COST							
At 1 July 2009	1,390,864	1,055,000	6,576,539	25,393,605	2,361,161	63,430	36,840,599
Additions	-	-	89,300	530,214	107,438	41,950	768,902
Disposals	-	(1,055,000)	(693,737)	(58,700)	-	-	(1,807,437)
Written off	-	-	-	(586,164)	(1,590)	-	(587,754)
Overaccrual of cost in previous year	-	-	-	(43,299)	-	-	(43,299)
At 30 June 2010	1,390,864	-	5,972,102	25,235,656	2,467,009	105,380	35,171,011
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES							
At 1 July 2009	506,133	-	4,381,469	19,717,616	1,774,844	61,260	26,441,322
Charge for the year	29,219	-	706,286	2,641,880	215,242	6,744	3,599,371
Disposals	-	-	(514,444)	(58,700)	-	-	(573,144)
Written off	-	-	-	(586,164)	(1,113)	-	(587,277)
At 30 June 2010	535,352	-	4,573,311	21,714,632	1,988,973	68,004	28,880,272
NET CARRYING AMOUNT							
At 30 June 2010	855,512	-	1,398,791	3,521,024	478,036	37,376	6,290,739
At 30 June 2009	884,731	1,055,000	2,195,070	5,675,989	586,317	2,170	10,399,277
DEPRECIATION							
Year ended 30 June 2009	29,243	-	746,924	3,457,870	234,718	13,298	4,482,053

Depreciation expense of the Group amounting to RM 2,770,093 (2009: RM 3,521,199) has been included in cost of sales.

3) PROPERTY, PLANT AND EQUIPMENT (CONT'D)

a) The movements of property, plant and equipment during the financial year are as follows :- (cont'd)

2011 Company	Motor Vehicles RM	Machinery & Equipment RM	Furniture, Fittings and Office Equipment RM	Renovation & Others RM	Total RM
COST					
At 1 July 2010	2,887,914	1,154,635	1,364,524	37,936	5,445,009
Additions	177,580	227,944	34,224	-	439,748
Disposals	(294,367)	(3,090)	-	-	(297,457)
Written off	-	(185,035)	(190,230)	-	(375,265)
At 30 June 2011	2,771,127	1,194,454	1,208,518	37,936	5,212,035
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES					
At 1 July 2010	2,110,738	1,119,154	1,096,739	37,936	4,364,567
Charge for the year	254,279	117,579	123,041	-	494,899
Disposals	(294,367)	-	-	-	(294,367)
Written off	-	(185,035)	(190,230)	-	(375,265)
At 30 June 2011	2,070,650	1,051,698	1,029,550	37,936	4,189,834
NET CARRYING AMOUNT					
At 30 June 2011	700,477	142,756	178,968	-	1,022,201
At 30 June 2010	777,176	35,481	267,785	-	1,080,442
DEPRECIATION					
Year ended 30 June 2010	298,605	80,737	159,758	-	539,100

b) Net carrying amount of assets pledged as security for bank borrowings:

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Leasehold building	-	855,512	-	-

c) Details of assets under hire purchase agreements:

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Motor vehicles				
- additions during the year	150,000	89,300	150,000	-
- net carrying amount at year end	813,025	1,203,264	677,818	722,097
Machinery and equipment				
- additions during the year	96,110	385,552	-	-
- net carrying amount at year end	874,291	2,487,375	-	-

3) PROPERTY, PLANT AND EQUIPMENT (CONT'D)

a) The movements of property, plant and equipment during the financial year are as follows :-

2010 Company	Motor Vehicles RM	Machinery & Equipment RM	Furniture, Fittings and Office Equipment RM	Renovation & Others RM	Total RM
COST					
At 1 July 2009	3,345,628	1,123,788	1,280,541	37,936	5,787,893
Additions	-	30,847	83,983	-	114,830
Disposals	(457,714)	-	-	-	(457,714)
At 30 June 2010	2,887,914	1,154,635	1,364,524	37,936	5,445,009
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES					
At 1 July 2009	2,090,554	1,038,417	936,981	37,936	4,103,888
Charge for the year	298,605	80,737	159,758	-	539,100
Disposals	(278,421)	-	-	-	(278,421)
At 30 June 2010	2,110,738	1,119,154	1,096,739	37,936	4,364,567
NET CARRYING AMOUNT					
At 30 June 2010	777,176	35,481	267,785	-	1,080,442
At 30 June 2009	1,255,074	85,371	343,560	-	1,684,005
DEPRECIATION					
Year ended 30 June 2009	351,041	154,186	168,821	7,588	681,636

b) Net carrying amount of assets pledged as security for bank borrowings:

	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
Leasehold building	855,512	884,731	-	-
Freehold land	-	1,055,000	-	-

c) Details of assets under hire purchase agreements:

	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
Motor vehicles				
- additions during the year	89,300	-	-	-
- net carrying amount at year end	1,203,264	1,952,156	722,097	1,030,780
Machinery and equipment				
- additions during the year	385,552	516,936	-	-
- net carrying amount at year end	2,487,375	3,193,912	-	-

4) PREPAID LAND LEASE PAYMENT

	Group	
	2011	**2010**
	RM	**RM**
Long leasehold land		
Cost:		
At the beginning of the year	1,508,569	1,499,349
Additions during the year	-	9,220
Disposal of a subsidiary	(1,508,569)	-
At the end of the year	-	1,508,569
Accumulated amortisation:		
At the beginning of the year	169,156	151,994
Amortisation for the year	15,732	17,162
Disposal of a subsidiary	(184,888)	-
At the end of the year	-	169,156
Net carrying amount	-	1,339,413

In previous year the leasehold land has been pledged as security for banking facilities granted to a subsidiary company disposed during the year.

5) GOODWILL ON CONSOLIDATION

	Group	
	2011	**2010**
	RM	**RM**
At the beginning of the year	2,407,796	2,407,796
Disposal of a subsidiary	(2,407,796)	-
At the end of the year	-	2,407,796

Goodwill is stated at cost and reviewed for impairment anually.

The carrying amounts of goodwill allocated to the Group's Cash-Generating Unit ("CGU") are as follows:

	2011	**2010**
	RM	**RM**
Manufacturing - CGU	-	2,407,796

Impairment test on CGU

In previous year the recoverable amounts of CGU were determined based on value-in-use calculations using cash flow projections. Based on the calculations, impairment losses was provided on CGU as the recoverable amount of CGU was lower than its carrying amount as at the end of the reporting period.

Value-in-use of CGU was determined by discounting the future cash flows generated from the continuing use of CGU based on the following assumptions:

i) Pre-tax cash flow projections based on the most recent financial budgets approved by the directors covering a 5-years period.

ii) Pre-tax discount rate of 5.00%-10.00% for CGU were applied determining the recoverable amounts of CGU. These discount rates were estimated based on the respective CGU's weighted average cost of capital.

With regard to the assessment of value-in-use of CGU, management believe that no reasonably possible change in any of the above key assumptions would cause the carrying values of the units to materially exceed their recoverable amounts.

6) INVESTMENT PROPERTIES

	2011 RM	2010 RM
Group and Company		
Freehold land and buildings		
At the beginning of the year	1,489,873	4,977,396
Disposal during the year	(291,851)	(3,487,523)
At the end of the year	1,198,022	1,489,873

Investment properties with values amounting to RM 1,198,022 (2010: RM 1,489,873) have been pledged as security for bank borrowings.

The Group has developed certain criteria based on FRS 140 in making judgement whether a property qualified as an investment property. Investment property is a property held to earn rentals or for capital appreciation of both. The Group has adopted the fair value model in measuring the above investment properties with effect from 1 July 2006. The fair value of the investment properties at the end of the financial year was determined by the directors on an annual basis based on internal valuation which reasonably reflect market conditions of similar properties at the end of the reporting period.

7) INVESTMENT IN SUBSIDIARY COMPANIES

	2011 RM	2010 RM
Company		
Unquoted shares, at cost	10,835,000	10,835,000
Less : Disposal of a subsidiary	(8,335,000)	-
	2,500,000	10,835,000

All the subsidiary companies are incorporated in Malaysia. Details of subsidiary companies are as follows:-

Name	Effective percentage of ownership 2011	2010	Principal activities
i) Seranta Machinery & Equipment Sdn. Bhd.	100%	100%	Rental of construction equipment and machinery
ii) BG Realty Sdn. Bhd. *	100%	100%	Property management and property development
iii) BG Builders Sdn. Bhd. *	100%	100%	Construction works and housing development
iv) TC Electronics Sdn. Bhd.	-	75.50%	Manufacturers and dealers in electrical and electronics goods
v) Greater Heights Development Sdn. Bhd.	100%	100%	Property development

(Subsidiary company of BG Realty Sdn. Bhd.)

During the year, the Company disposed off it's entire interest in subsidiary, TC Electronics Sdn. Bhd.

* The audit reports of these subsidiaries have included emphasis of matter on the ability of the subsidiaries to continue as going concerns.

8) INVESTMENT IN ASSOCIATED COMPANY

	2011 RM	2010 RM
Group and Company		
Unquoted shares at cost	3,695,100	3,695,100
Less : Accumulated impairment losses	(2,695,100)	(2,695,100)
	1,000,000	1,000,000
Less : Disposal of a associated company	(1,000,000)	-
	-	1,000,000

Details of Associated company is as follows:

Name	Effective percentage of ownership 2011	Effective percentage of ownership 2010	Country of incorporation	Principal activities
i) Bina Goodyear Middle East Limited*	-	50%	United Arab Emirates	Construction and general trading

* Not audited by S.F.Yap & Co.

Subsequent to the year end, the Company disposed of its entire interest in Bina Goodyear Middle East Limited.

In previous year, the Group has not equity accounted for the result of the associated company, Bina Goodyear Middle East Limited and the directors has made an allowance for impairment loss of the investment in associated company in the financial statement amounting to RM2,695,100. Based on the directors' opinion the allowance is adequately made in the financial statement as the carrying amount of the investment approximated the net asset value of the associated company as at year end.

9) INVENTORIES

	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
At cost				
Raw material	-	2,504,456	-	-
Work in progress	-	249,054	-	-
Finished goods	-	779,908	-	-
Building materials	2,030,609	1,092,451	2,030,609	1,092,451
Completed properties	69,516	69,516	-	-
	2,100,125	4,695,385	2,030,609	1,092,451

10) PROPERTY DEVELOPMENT COSTS

	Group 2011 RM	Group 2010 RM
Freehold land, at cost	-	27,981,693
Add: Development cost incurred		
At beginning of the year	-	5,878,018
Addition during the year	-	301,409
At end of the year	-	6,179,427
	-	34,161,120
Less : Sales of property development cost	-	(34,161,120)
	-	-

In previous year the freehold land is pledged as security for bank borrowings for a subsidiary company.

11) TRADE AND OTHER RECEIVABLES

	Group		Company	
	2011	2010	2011	2010
	RM	RM	RM	RM
Trade receivables:				
Progress billings	38,914,106	62,113,108	37,783,160	60,982,161
Retention sums	48,782,013	40,747,230	48,437,989	40,403,206
Trade receivables	-	2,956,579	-	-
	87,696,119	105,816,917	86,221,149	101,385,367
Less: Allowance for impairment losses	(5,774,249)	(2,140,651)	(4,514,249)	(1,241,732)
	81,921,870	103,676,266	81,706,900	100,143,635
Other receivables:				
Other receivables, deposits and prepayment	6,295,439	5,224,604	6,106,724	3,798,513
	88,217,309	108,900,870	87,813,624	103,942,148

Progress billings are due within 1 to 90 days as stipulated in construction contracts and sale and purchase agreements. The retention sums are due after one year upon the expiry of the defect liability period stated in the respective construction contracts and sales and purchase agreements.

The normal credit term for trade receivables range from 30 to 90 days. Other credit terms are assessed and approved on case by case basis.

Trade and other receivables of the Group denominated in USD as at 30 June 2011 amounts to RM NIL(2010: RM 545,378).

Ageing analysis of trade receivables

The ageing analysis of the Group's and of the Company's trade receivables are as follows:

	Group		Company	
	2011	2010	2011	2010
	RM	RM	RM	RM
Neither past due not impaired	66,056,455	86,187,107	66,056,455	84,938,556
Past due 1 - 30 days	12,534,658	586,142	12,534,658	-
Past due 31 - 60 days	-	3,701,924	-	2,947,065
Past due 61 - 90 days	-	91,922	-	-
Past due more than 90 days	9,105,006	15,249,822	7,630,036	13,499,746
	87,696,119	105,816,917	86,221,149	101,385,367
Past due and impaired	(5,774,249)	(2,140,651)	(4,514,249)	(1,241,732)
	81,921,870	103,676,266	81,706,900	100,143,635

11) TRADE AND OTHER RECEIVABLES (CONT'D)

Movement in the allowance for impairment losses

The allowance account in respect of the trade receivables are used to record impairment losses. Unless the Group is satisfied that recovery of the amount is possible, the amount considered irrecoverable is written off against the receivable directly.

The movement in the allowance for impairment losses of trade receivables during the year were as follows :

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
At 1 July 2010	2,140,651	898,919	1,241,732	-
Effect of adopting FRS 139	3,173,693	-	3,173,693	-
As restated	5,314,344	898,919	4,415,425	-
Addition during the financial year	1,358,824	1,241,732	98,824	1,241,732
Disposal of a subsidiary	(898,919)	-	-	-
At 31 June 2011	5,774,249	2,140,651	4,514,249	1,241,732

Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired relate to customers for whom there are no default and considered to be creditworthy and able to settle their debts. None of the Group's trade receivables that are neither past due nor impaired have been renegotiated during the financial year.

Receivables that are past due but not impaired

As at 30 June 2011, the Group has trade receivables amounting to RM15,865,415 (2010: RM17,489,159) that are past due at the reporting date but not impaired. Trade receivables that are past due but not impaired relate to customers that have good track records with the Group. Based on past experience and no adverse information to date, the directors of the Group are of the opinion that no allowance for impairment is necessary in respect of these balances as there has not been a significant change in the credit quality and the balances are still considered to be fully recoverable.

Included in retention sums of the Group and the Company are : -

(a) An amount of RM 11,504,407 owing by a debtor relates to a construction contract which has been completed in February 2010; and

(b) An amount of RM 3,370,000 owing by a debtor in respect of a project completed for more than a year and currently pending finalisation of final certification.

12) AMOUNTS DUE FROM CUSTOMERS ON CONTRACTS

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Costs incurred on contracts to date	1,075,466,923	870,818,500	1,075,466,923	860,258,230
Attributable profit recognized to date	6,403,020	16,952,480	6,403,020	17,286,650
	1,081,869,943	887,770,980	1,081,869,943	877,544,880
Less: Progress billings to date	(1,003,084,640)	(822,291,865)	(1,003,084,640)	(812,065,765)
Amounts due from customers on contracts	78,785,303	65,479,115	78,785,303	65,479,115

12) AMOUNTS DUE FROM CUSTOMERS ON CONTRACTS (CONT'D)

Included in the gross amount due from customers on contracts of the Group and the Company are :-

(a) An amount of RM 21,883,790 in relation to a construction contract which has been completed in February 2010 but pending consultants' certification of the related claims. No impairment losses have been made for the balance as the directors of the Company are of the opinion, that the Company has a fair chance of recovering the said amount. In the absence of additional external party documentary evidence, we are uncertain about the extent of recoverability of the abovementioned amount or whether the amount is fairly stated in the statements of financial position of the Company as at 30 June 2011.

(b) An amount of RM 30,571,570 in relation to a construction contract which has been completed in May 2011. The amount mainly represents variation in prices of materials, variation orders and other overheads. For the variation in prices of materials amounting to RM 14,099,979 the claims is in the final stages of approval from the relevant authorities. For the variation order and other claims amounting to RM 16,471,591, the management has submitted the claims and is waiting for processing and approval by the owner. No impairment losses have been made as the directors are of the opinion that the client will agree on the claims submitted and the balances can be recovered. We are uncertain about the extent of recoverability of the abovementioned amount.

13) i) AMOUNTS DUE FROM/ (TO) SUBSIDIARY COMPANIES

	2011 RM	2010 RM
Company		
Amount owing by:		
Non-trade	1,517,595	1,129,933
Amount owing to:		
Trade	7,171,631	6,743,745
Non-trade	-	163,000
	7,171,631	6,906,745

The non-trade accounts are unsecured, interest free and repayable on demand.

ii) AMOUNT DUE FROM ASSOCIATED COMPANY

The amount due from associated company in previous year relate to advances which is unsecured, interest free and repayable on demand.

14) CASH AND CASH EQUIVALENTS

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Fixed deposits with licensed banks	1,403,421	1,043,956	1,403,421	1,043,956
Cash held under Housing Development Accounts	17,571	17,354	-	-
Cash and bank balances	2,310,906	4,011,686	1,580,222	1,469,997
Deposits, cash and bank balances	3,731,898	5,072,996	2,983,643	2,513,953
Less: Bank overdrafts - secured	(2,643,517)	(20,618,471)	(2,250,878)	(19,961,338)
	1,088,381	(15,545,475)	732,765	(17,447,385)
Less: Fixed deposits pledged to licensed banks	(1,403,421)	(1,043,956)	(1,403,421)	(1,043,956)
	(315,040)	(16,589,431)	(670,656)	(18,491,341)

14) CASH AND CASH EQUIVALENTS (CONT'D)

The Group has deposited sales proceeds into Housing Development Accounts in accordance with Section 7 (A) of the Housing Developers (Control and Licensing) Act, 1966. This account, which consists of monies received from purchasers, is maintained for the payment of property development expenditure incurred.

Interest rates on bank overdrafts during the year ranged from 7.80% to 8.10% per annum (2010: 6.55% - 7.55%).

Fixed deposits amounting to RM 1,403,421 (2010: RM 1,043,956) for the Group and for the Company have been pledged to licensed banks as security for credit facilities granted to the Group. Interest rate on fixed deposits during the year ranged from 2.45% to 3.00% per annum (2010: 1.50% to 3.05%).

Cash and cash equivalents of the Group denominated in USD as at 30 June 2011 amounts to RM NIL (2010: RM 85,881).

15) TRADE AND OTHER PAYABLES

	Group		Company	
	2011 RM	**2010 RM**	**2011 RM**	**2010 RM**
Trade payables:				
Trade payables	20,038,714	15,863,204	19,675,657	14,815,066
Sub-contractors	25,250,711	36,981,020	23,812,631	34,926,974
Retention sums	25,129,593	23,972,241	24,888,761	23,648,397
	70,419,018	76,816,465	68,377,049	73,390,437
Less: Allowance for impairment losses (Effect of adopting FRS 139)	(1,585,488)	-	(1,585,488)	-
	68,833,530	76,816,465	66,791,561	73,390,437
Other payables:				
Accruals	274,361	254,953	269,724	252,112
Other payables	14,207,993	643,691	13,768,388	19,369
Deposits received	61,500	1,059,008	61,500	662,679
Sinking fund	207,810	138,540	-	-
	14,751,664	2,096,192	14,099,612	934,160
	83,585,194	78,912,657	80,891,173	74,324,597

The normal credit terms extended by sub-contractors range from 15 to 90 days and trade payables range from 30 to 120 days. Any extention of credit terms are negotioted with the respective creditors on a case-by-case basis.

Trade and other payables of the Group denominated in USD as at 30 June 2011 amounts to RM NIL (2010: RM 108,489).

16) BORROWINGS

	Group		Company	
	2011	**2010**	**2011**	**2010**
	RM	**RM**	**RM**	**RM**
Revolving credit	704,230	1,149,630	704,230	1,149,630
Term loan	18,000,000	9,600,000	18,000,000	9,600,000
Finance lease liabilities	678,751	1,687,091	233,328	202,328
	19,382,981	12,436,721	18,937,558	10,951,958
Non- current - Secured				
Term loan	6,000,000	-	6,000,000	-
Finance lease liabilities	497,368	1,078,299	258,003	380,171
	6,497,368	1,078,299	6,258,003	380,171
Total	25,880,349	13,515,020	25,195,561	11,332,129
Interest rates on the above are as follows :-				
Revolving credit	5.26% - 5.78%	4.80% - 5.26%	5.26% - 5.78%	4.80% - 5.26%
Term loan	5.77% - 6.37%	5.05% - 7.30%	5.77% - 6.37%	5.05% - 7.30%
Finance lease liabilities	2.17% - 9.32%	2.19% - 9.73%	2.17% - 3.88%	2.19% - 3.94%
Repayment terms				
Term loan				
- not later than 1 year	18,000,000	9,600,000	18,000,000	9,600,000
- between 1 to 2 years	6,000,000	-	6,000,000	-
	24,000,000	9,600,000	24,000,000	9,600,000
Finance lease liabilities				
Minimum lease payment				
- not later than 1 year	723,501	1,795,496	252,426	224,868
- between 1 to 2 years	344,474	710,969	159,932	241,238
- between 2 to 5 years	177,221	427,706	110,650	162,390
	1,245,196	2,934,172	523,008	628,496
Future finance charges on finance lease	(69,077)	(168,782)	(31,677)	(45,997)
Present value of finance lease liabilities	1,176,119	2,765,390	491,331	582,499
Present value of finance lease liabilities				
- not later than 1 year	678,751	1,687,091	233,328	202,328
- between 1 to 2 years	326,237	671,749	151,064	226,781
- between 2 to 5 years	171,131	406,550	106,939	153,390
	1,176,119	2,765,390	491,331	582,499

17) BANKING FACILITIES

The banking facilities of the Group and of the Company comprise term loans, bill payable, bank guarantees, short term advances, revolving credits and bank overdrafts and are secured by:-

- ownership of equipment or vehicles approved by the hire-purchase payables (Note 3)
- legal assignment over the certain investment properties (Note 6)
- legal assignment over the progressive payments of contracts from construction contracts
- first party fixed deposits held under lien supported by charges on fixed deposits (Note 14)

18) SHARE CAPITAL

	2011 RM	2010 RM
Group and Company		
Authorised :		
100,000,000 Ordinary shares of RM1.00 each	100,000,000	100,000,000
Issued & fully paid :		
At beginning of the year	46,259,800	46,259,800
Issued during the financial year	4,620,000	-
At end of the year	50,879,800	46,259,800

During the year the Company increased its issued and paid-up share capital from RM46,259,800 to RM50,879,800 by the issuance of 4,620,000 new ordinary shares of RM1 per share. The new shares were issued for cash consideration and rank pari passu in all respects with the existing shares of the Company.

19) DEFERRED TAXATION

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
Property, plant and equipment				
At beginning of the year	40,000	105,000	-	-
Transfer to statements of comprehensive income (Note 22)	-	(65,000)	-	-
Disposal of a subsidiary	(40,000)	-	-	-
At end of the year	-	40,000	-	-
The deferred tax liabilities comprise:				
Taxable temporary differences between net carrying amount and tax written down value of property, plant and equipment	-	40,000	-	-

20) REVENUE

	Group		Company	
	2011	2010	2011	2010
	RM	RM	RM	RM
Continuing Operations				
Construction contracts	198,272,068	297,268,136	198,272,068	297,126,797
Revenue from property development	-	27,000,000	-	-
Others	-	500	-	-
	198,272,068	324,268,636	198,272,068	297,126,797

21) COST OF SALES

	Group		Company	
	2011	2010	2011	2010
	RM	RM	RM	RM
Construction costs	202,871,340	286,522,678	209,885,118	291,841,008
Development expenditure	-	34,161,121	-	-
Construction machinery and equipment rental cost	6,081,268	7,880,361	-	-
	208,952,608	328,564,160	209,885,118	291,841,008

22) TAXATION

	Group		Company	
	2011	2010	2011	2010
	RM	RM	RM	RM
Malaysian taxation based on profit for the year	-	5,600	-	5,600
Deferred taxation (Note 19)	-	(65,000)	-	-
	-	(59,400)	-	5,600
Over provision in previous year	(54,983)	-	-	-
Discontinued Operations	-	65,000	-	-
	(54,983)	5,600	-	5,600

The Company has approximately RM 28,467,179 (2010: RM 28,467,179) tax credit under S108 of the Income Tax Act, 1967, and tax exempt account amounting to RM 357,157 (2010: RM 357,157) to frank the payment of dividends out of its retained profits without incurring any additional tax liabilities.

The income tax is calculated at the Malaysian statutory rate of 25% (2010: 25%) of the estimated taxable profit for the financial year.

22) TAXATION (CONT'D)

The reconciliation of income tax (income)/expense applicable to (losses)/profit before tax at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows:-

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
(Loss)/profit before tax from continuing operations	(14,565,450)	(9,431,941)	(13,340,069)	1,376,532
(Loss)/profit before tax from discontinued operations	(4,719,985)	545,808	(2,345,371)	-
	(19,285,435)	(8,886,133)	(15,685,440)	1,376,532
Income tax using Malaysian tax rate of 25% (2010 : 25%)	(4,821,359)	(2,221,533)	(3,921,360)	344,133
Non-deductible expenses	2,022,517	487,349	1,304,628	278,098
Income not subject to tax	(848,698)	(515,551)	(765,250)	(172,831)
Double deductible expenses	-	(472)	-	-
Utilisation of unabsorbed losses	-	(536,995)	-	(443,800)
Utilisation of deferred tax assets not previously recognised	(93,493)	(48,933)	-	-
Deferred tax assets not recognised during the year	3,741,033	2,841,735	3,381,982	-
Over provision of income taxation in prior year	(54,983)	-	-	-
Tax (income)/expenses	(54,983)	5,600	-	5,600

23) (LOSS)/PROFIT BEFORE TAXATION

	Group		Company	
	2011 RM	2010 RM	2011 RM	2010 RM
a) (Loss)/profit before taxation is arrived at after charging:				
Amortisation of prepaid land lease payment	15,732	17,162	-	-
Auditors' remuneration	72,250	68,000	50,000	45,000
Bad debt written off	-	131,700	-	131,700
Deposit written off	164,904	224,236	139,944	224,236
Depreciation	2,466,563	3,599,371	494,899	539,100
Directors' remuneration				
- salaries	751,100	653,349	578,100	557,099
- fees	30,000	30,000	30,000	30,000
- bonus	72,411	30,140	26,411	18,140
- others	18,700	21,700	18,700	21,700
Hire of machinery	943,093	1,307,265	7,615,155	8,348,449
Impairment loss on trade receivables	1,358,824	1,241,732	98,824	1,241,732
Impairment loss on investment in associated company	593,259	-	449,770	-
Loss on disposal of property, plant & equipment	-	29,938	-	29,938
Loss on disposal of investment properties	-	246,557	-	246,557
Property, plant and equipment written off	-	477	-	-
Realised loss on foreign exchange transactions	60,468	7,636	-	-
Rental	574,511	841,727	463,881	481,936
And crediting:				
Reversal of impairment loss	-	644,201	-	644,201

23) (LOSS)/PROFIT BEFORE TAXATION (CONT'D)

	Group		Company	
	2011	2010	2011	2010
	RM	RM	RM	RM
a) (Loss)/profit before taxation is arrived at after charging: (cont'd)				
Expenses are charged to cost of sales:				
Depreciation	1,824,418	2,770,093	-	-
Hire of machinery	943,093	1,307,265	7,615,155	8,348,449
Other interest	20,381	24,422	20,381	12,450
Overdraft interest	123,336	775,685	123,326	764,648
Rental	193,600	368,591	178,970	281,156
Term loan interest	1,238,725	1,106,752	1,238,725	1,106,752
b) EMPLOYEE INFORMATION				
Staff costs	15,391,113	17,893,612	11,865,713	13,945,257

Directors' emoluments have been included in staff costs.

Staff costs included contribution to Employee Provident Fund and Socso for Group is RM 1,257,234 (2010: RM 1,247,425) and for Company is RM 979,447 (2010: RM 981,681).

	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
c) INVESTMENT AND OTHER INCOME				
Gain on disposal of investment properties	22,765	-	22,765	-
Gain on disposal of property, plant & equipment	364,673	1,416,723	31,100	47,123
Rental income	3,300	200,957	3,300	200,957
Property maintenance	139,319	65,069	-	-
Administrative charges	6,500	10,300	-	-
	536,557	1,693,049	57,165	248,080
d) FINANCE INCOME				
Interest income on:				
- fixed deposit	32,607	22,364	32,607	22,364
- bank interest	-	872	-	-
- interest received	218	407	-	-
Amortisation of retention sums due from construction contract works	2,971,228	-	2,971,228	-
	3,004,053	23,643	3,003,835	22,364
e) FINANCE COST				
Interest expense on:				
- hire purchase	116,676	210,293	29,676	34,861
- overdraft	163,204	835,613	123,326	764,648
- term loan	1,238,725	1,129,030	1,238,725	1,106,752
- other	36,613	22,334	36,613	9,920
Amortisation of retention sums due to construction contract works	1,484,342	-	1,484,342	-
	3,039,560	2,197,270	2,912,682	1,916,181

24) LOSS PER SHARE

(a) Basic loss per share

The basic loss per share amount are calculated by dividing the Group's net loss attributable to ordinary equity holders of the owners by the weighted average number of ordinary shares on issue during the financial year.

	Group	
	2011	**2010**
	RM	**RM**
Loss from continuing operations attributable to ordinary equity holders of the owners	(14,510,467)	(9,571,264)
(Loss)/profit from discontinued operations attributable to ordinary equity holders of the owners	(4,816,588)	545,808
Loss attributable to ordinary equity holders of the owners	(19,327,055)	(9,025,456)
Weighted average number of ordinary shares on issues	46,348,403	46,259,800

	Group	
	2011	**2010**
	sen	**sen**
Basic loss per ordinary share for:		
- continuing operations	(31.31)	(20.69)
- discontinued operations	(10.39)	1.18
Total baisc loss per share for the financial year	(41.70)	(19.51)

(b) Diluted loss per share

The Company does not have any potential dilutive ordinary shares, thus, diluted loss per ordinary share is not presented.

25) SIGNIFICANT INTERCOMPANY AND RELATED PARTIES TRANSACTIONS

a) Identity of related parties

For the purpose of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities. Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel includes all the directors of the Group, and certain members of senior management of the Group.

Significant related party transactions are as follows:

i) Transactions between the Company and its subsidiary companies

	2011	**2010**
	RM	**RM**
Machinery rental paid/payable to subsidiary - Seranta Machinery & Equipment Sdn. Bhd.	7,026,199	7,906,838

25) SIGNIFICANT INTERCOMPANY AND RELATED PARTIES TRANSACTIONS (CONT'D)

a) Identity of related parties (cont'd)

Significant related party transactions are as follows: (cont'd)

ii) Significant related party transaction other than those disclosed elsewhere in the financial statements are as follows:

	Group		Company	
	2011	2010	2011	010
	RM	RM	RM	RM
Quit rent paid/payable	1,020	208	1,020	208
Security charge payables	399,822	77,810	399,822	9,150
Maintenance fee paid	1,954	18,031	1,954	18,031
Staff admin cost	30,000	25,507	-	-
Janitorial usage charges paid/payable	39,600	41,514	-	-
Transport charge	6,323	-	-	-
Insurance paid/payable	426,722	386,656	317,533	338,575

iii As at 30 June, amounts owing by/(to) related parties are as follows:

	2011	2010
	RM	RM
Group		
Included in:		
Trade and other receivables		
Related parties	33,747	88,415
Trade and other payables		
Related parties	-	49,803

These transactions have been entered into in the normal course of business and have been established at arms length transactions.

iv) Compensation of key management personnel

The remuneration of key management personnel is as follows:-

	Group		Company	
	2011	2010	2011	010
	RM	RM	RM	RM
Short term employee benefits	3,013,930	3,144,497	2,887,645	3,081,497
Defined contribution plan	351,005	393,945	334,641	385,766
	3,364,935	3,538,442	3,222,286	3,467,263

26) DIRECTORS' REMUNERATION

	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
Executive Directors:				
Salaries	554,100	533,099	554,100	533,099
Bonus	25,411	17,340	25,411	17,340
Fees	10,000	10,000	10,000	10,000
Meeting allowances	4,000	4,500	4,000	4,500
Benefits-in-kind	17,000	47,900	17,000	47,900
	610,511	612,839	610,511	612,839
Non-executive Directors:				
Salaries	24,000	24,000	24,000	24,000
Bonus	1,000	800	1,000	800
Fees	20,000	20,000	20,000	20,000
Meeting allowances	14,700	17,200	14,700	17,200
	59,700	62,000	59,700	62,000
Other Director of the Group:				
Salary	173,000	96,250	-	-
Bonus	46,000	12,000	-	-
	219,000	108,250	-	-
Total directors' remuneration	889,211	783,089	670,211	674,839
Total directors' remuneration excluding benefits-in-kind	872,211	735,189	653,211	626,939

The number of directors of the Company whose total remuneration during the year fall within the following band is as follows:

	Number of Directors 2011	Number of Directors 2010
Executive Directors:		
Below 200,000	-	1
RM200,001 - RM250,000	-	1
RM250,001 - RM300,000	1	1
RM300,001 - RM350,000	1	-
Non executive Directors:		
Below RM50,000	4	4

27) PURCHASE OF PROPERTY, PLANT AND EQUIPMENT

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

	Group 2011 RM	Group 2010 RM	Company 2011 RM	Company 2010 RM
Purchase of property, plant and equipment (Note 3)	634,435	768,902	439,748	114,830
Financed by hire purchase and lease arrangements	(246,110)	(385,552)	(150,000)	-
Cash payment on purchase of property, plant and equipment	388,325	383,350	289,748	114,830

28) CONTINGENT LIABILITIES (UNSECURED)

	Company	
	2011	2010
	RM	RM
Corporate guarantees given to financial institutions for banking facilities granted to subsidiaries	12,780,785	23,002,785
Corporate guarantees given to a wholly owned subsidiary's client for its contract performance	-	5,433,021
Corporate guarantees in favour of suppliers of goods for credit terms and for its contract performance granted to the Group	6,600,000	7,000,000
Corporate guarantees in favour of suppliers of goods for credit terms granted to subsidiaries	15,000	1,315,000
	19,395,785	36,750,806

It is anticipated that no material liabilities will arise as a result of these guarantees.

29) DISCONTINUED OPERATION

On 20 May 2011, the Company entered into a Sale of Share Agreement with Bumijaya Sakti Sdn. Bhd. for the disposal of its 75.50% equity interest in TC Electronics Sdn.Bhd. comprising 1,306,000 ordinary share of RM1/- each, representing the entire issued and fully paid-up capital of TC Electonics Sdn.Bhd. for a total cash consideration of RM6,000,000.

The results of the disposal group, which represents the entire manufacturers and dealers in electrical and electronic goods segment, and the cash flows discontinued operations are disclosed under discontinued operations in the financial year ended 30 June 2011 and the comparative results have been restated accordingly.

The results of the discontinued operations are as follows:-

	2011	2010
	RM	RM
Revenue	13,295,113	14,415,864
Cost of sales	(10,555,231)	(12,104,139)
Gross profit	2,739,882	2,311,725
Other operating income	379	23,872
Administrative expenses	(2,345,963)	(1,854,789)
Profit before tax of discontinued operation	394,298	480,808
Income tax	-	65,000
Profit after tax of discontinued operation	394,298	545,808

29) DISCONTINUED OPERATION (CONT'D)

The following amounts have been included in arriving at loss before income tax expense of the discontinued operations:-

	2011 RM	2010 RM
After charging:-		
Auditors' remuneration	8,250	9,000
Depreciation	73,142	105,163
Directors' emoluments - remuneration	173,000	96,250
- bonus	46,000	12,000
Rental	14,630	18,235
Reliased loss on foreign exchange	60,468	7,636
Amortisation of prepaid land lease payments	15,732	17,162
And crediting:-		
Bank interest	379	872
Gain on disposal of property,plant and equipment	-	23,000

The disposal had the following effects on the financial position of the Group as at the end of the financial year:-

	2011 RM
Property, plant and equipment	2,546,873
Inventories	5,271,725
Trade and other receivables	2,931,365
Cash and bank balances	292,867
Current tax assets	874,113
Trade and other payables	(358,879)
Deferred tax liabilities	(40,000)
Attributable goodwill	2,407,796
Minority interest	(2,821,947)
Net assets of TC Electronics Sdn.Bhd disposed	11,103,913
Cost of disposal	10,370
Total disposal proceeds	(6,000,000)
Loss on disposal to the Group	5,114,283
Disposal proceeds settled by:-	
Cash	3,000,000
Deferred payment	3,000,000
	6,000,000
Cash inflow arising on disposal:	
Cash consideration received during the year	3,000,000
Cash and cash equivalents of subsidiary disposed	(292,867)
Net cash inflow on disposal	2,707,133

30) SEGMENT INFORMATION

Segment information is presented in respect of the Group's business segments. The primary format, business segment, is based on the Group's management and internal reporting structure. No geographical segmental information is presented as the business segments are principally operated in Malaysia only.

Segment revenues, expenses and result include transfer between segmetns. The prices charged on intersegment transactions are the same as those charged for similar goods to parties outside of the economic entity at an arm's length transactions. These transfers are elimiated on consolidation.

The Group comprises the following main business segments:

(i) Construction
(ii) Property development
(iii) Construction machinery & equipment rental
(iv) Manufacturers and dealers in electrical and electronic goods(Discontinued)

	Construction RM	Property Development RM	Machinery & Equipment Rental RM	Manufacturers and dealers in electrical and electronic goods RM	Elimination RM	Consolidation RM
2011						
REVENUE						
External sales	198,272,068	-	-	13,295,113	-	211,567,181
Inter-segment sales	-	-	7,026,199	-	(7,026,199)	-
Total revenue	198,272,068	-	7,026,199	13,295,113	(7,026,199)	211,567,181
RESULTS						
Segment operating (loss)/ profit	(15,600,062)	(353,520)	185,119	393,919	702,342	(14,672,202)
Investment and other income						536,557
Finance income						3,004,053
Finance costs						(3,039,560)
Loss on disposal of investment in subsidiary company						(5,114,283)
Loss before taxation						(19,285,435)
Taxation						54,983
Minority interest						(96,603)
Net loss for the financial year						(19,327,055)
OTHER INFORMATION						
Segment assets	178,667,667	219,446	9,465,877	-	(11,189,230)	177,163,760
Tax assets						1,148,708
Consolidated total assets						178,312,468
Segment liabilities	119,084,639	1,018,781	1,397,208	-	(9,391,568)	112,109,060
Tax liabilities	-					
Consolidated total liabilities						112,109,060
Capital expenditure	439,748	-	153,730	40,957	-	634,435
Depreciation	520,041	65,663	1,798,651	82,208	-	2,466,563

Transactions between segments were entered into in the normal course of business and were established on terms and conditions that are not materially different from that obtainable in transactions with unrelated parties. The effects of such inter-segment transactions are eliminated.

30) SEGMENT INFORMATION (CONT'D)

	Construction RM	Property Development RM	Machinery & Equipment Rental RM	Manufacturers and dealers in electrical and electronic goods RM	Elimination RM	Consolidation RM
2010						
REVENUE						
External sales	297,268,136	27,000,000	500	14,415,864	-	338,684,500
Inter-segment sales	-	-	7,906,838	-	(7,906,838)	-
Total revenue	297,268,136	27,000,000	7,907,338	14,415,864	(7,906,838)	338,684,500
RESULTS						
Segment operating (loss)/ profit	(401,683)	(8,535,180)	(634,829)	456,936	-	(9,114,756)
Investment and other income						1,693,049
Finance income						23,643
Finance costs						(2,197,270)
Impairment overprovided						644,201
Loss before taxation						(8,951,133)
Taxation						59,400
Minority interest						(133,723)
Net loss for the financial year						(9,025,456)
OTHER INFORMATION						
Segment assets	191,690,616	652,690	11,089,292	11,002,771	(17,165,924)	197,269,445
Tax assets						2,527,601
Consolidated total assets						199,797,046
Segment liabilities	116,489,915	1,266,474	3,315,358	713,121	(8,738,720)	113,046,148
Tax liabilities						40,000
Consolidated total liabilities						113,086,148
Capital expenditure	114,832	1,099	477,853	175,118	-	768,902
Depreciation	568,317	188,497	2,737,394	105,163	-	3,599,371

Transactions between segments were entered into in the normal course of business and were established on terms and conditions that are not materially different from that obtainable in transactions with unrelated parties. The effects of such inter-segment transactions are eliminated.

31) FINANCIAL INSTRUMENT

a) Interest rate risk

The interest rate risk that financial instruments' values will fluctuate as a result of changes in market interest rate, and the effective weighted average interest rate on classes of financial assets and financial liabilities, are as follows:-

	Note	Less than 1 year RM	More than 1 year RM	Total RM	Effective interest rate during the year %
Group					
2011					
Financial Asset					
Fixed deposit with licensed bank	14	1,403,421	-	1,403,421	2.48 - 3.04
Financial Liabilities					
Borrowings	16	19,382,981	6,497,368	25,880,349	2.19 - 9.73
Bank overdraft	14	2,643,517	-	2,643,517	7.82 -10.58
2010					
Financial Asset					
Fixed deposit with licensed bank	14	1,043,956	-	1,043,956	1.50 - 3.05
Financial Liabilities					
Borrowings	16	12,436,721	1,078,299	13,515,020	2.19 - 9.73
Bank overdraft	14	20,618,471	-	20,618,471	5.26 - 7.55
Company					
2011					
Financial Asset					
Fixed deposit with licensed bank	14	1,403,421	-	1,403,421	2.48 - 3.04
Financial Liabilities					
Borrowings	16	18,937,558	6,258,003	25,195,561	2.19 - 6.56
Bank overdraft	14	2,250,878	-	2,250,878	8.08 - 8.41
2010					
Financial Asset					
Fixed deposit with licensed bank	14	1,043,956	-	1,043,956	1.50 - 3.05
Financial Liabilities					
Borrowings	16	10,951,958	380,171	11,332,129	2.19 - 5.46
Bank overdraft	14	19,961,338	-	19,961,338	5.26 - 7.55

31) FINANCIAL INSTRUMENT (CONT'D)

b) Credit risk

Credit risk concentration profile

At the reporting date, the Group has no significant concentration of credit risk other than three corporate debtors which represent 84% of the group's total trade receivables, of which 57% mainly to retention sum. The Company has no significant concentration of credit risk except for amounts due from subsidiaries.

c) Fair value

The carrying amounts of trade and other receivables, related companies, cash and bank balances, trade and other payables, loans and borrowings of the Group and of the Company at the reporting date approximate fair values due to the relatively short term maturity of these financial instruments.

Fair value of retention sums on construction contract are estimated by discounting expected future cash flows at market incremental lending rate at the reporting date.

It is not practicable to estimate the fair values of the amounts due from/ (to) subsidiaries due principally to lack of fixed repayment terms entered by the parties involved and without incurring excessive costs. However, the directors do not anticipate the carrying amounts recorded at the reporting date to be significantly different from the values that would eventually be received or settled.

32) CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The gearing ratios as at 30 June 2011 were as follows:

	Group	
	2011	**2010**
	RM	**RM**
Total borrowings	28,523,866	34,133,491
Total equity	66,203,408	86,710,898
Gearing ratio	43.09%	39.36%

There were no changes in the Group's approach to capital management during the financial year.

The Group is also required to comply with the disclosure and necessary capital requirements as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

33) SUPPLEMENTARY INFORMATION - REALISED AND UNREALISED PROFITS/(LOSSES)

On 25 March 2010, Bursa Malaysia Securities Berhad ("Bursa Malaysia") issued a directive to all listed issuers pursuant to Paragraph 2.07 and 2.23 of Bursa Malaysia Main Market Listing Requirements. The directives requires all listed issuers to disclose the breakdown of the unappropriated profits and accumulated losses as at the end of the reporting period, into realised and unrealised and unrealised profits or losses.

On 20 December 2010, Bursa Malaysia further issued guidance on the disclosure and the format required.

The breakdown of retained profits of the Group as at reporting date, into realised and unrealised profits, pursuant to the directive, is as follows:-

	2011	
	Group	**Company**
	RM	**RM**
Total accumulated profits of the Group and of the Company:		
- Realised	8,729,065	4,815,352
- Unrealised in repect of deferred tax recognised in the statements of comprehensive income	-	-
	8,729,065	4,815,352
Less : Consolidation adjustments	(702,342)	-
Total Group/Company accumulated profits as per consolidated accounts	8,026,723	4,815,352

34) AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Board of Directors on 27 October 2011.

Properties Held By The Group As At 30 June 2011

Title/Location	Description/ Existing Use	Tenure	Land Area/ Built Up Area (sq. feet)	Ownership	Approximate Age of Building (years)	Net Book Value as at 30/06/11 RM'000	Date of Acquisition/ Valuation
Subang Perdana Phase 6 Subang Jaya State of Selangor (1 unit)	Shop Lots / Apartments	Freehold	N.A./ 723	Bina Goodyear Bhd	14	51	26-Jul-95 15-Feb-06
Bukit Lancang-Lot 419 Mukim of Damansara District of Klang State of Selangor	Plant and Machineries Workshop	Freehold	128,600/ N.A.	Bina Goodyear Bhd	N.A.	1,147	18-Sep-96
Properties Disposed During The year							
Subang Perdana Phase 6 Subang Jaya State of Selangor (1 unit)	Shop Lots / Apartments	Freehold	N.A./ 723	Bina Goodyear Bhd			
Subang Perdana Phase 5 Subang Jaya State of Selangor (1 unit)	Shop Lots Rented	Freehold	N.A./ 1,278	Bina Goodyear Bhd			

Shareholders' Information

Authorised Share Capital	RM100,000,000
Issued & Paid-up Capital	RM50,879,800
Class of Shares	Ordinary Shares of RM1.00 each
Voting Rights	One voting right per ordinary share

DISTRIBUTION OF SHAREHOLDINGS

Size of Holdings	No. of Holders	%	No. of Shares	%
Less than 100 shares	5	0.38	220	0.00
100 to 1,000 shares	130	9.83	88,900	0.17
1,001 to 10,000 shares	950	71.81	2,963,600	5.82
10,001 to 100,000 shares	194	14.66	5,811,600	11.42
100,001 to less than 5% of issued shares	33	2.49	11,774,300	23.14
5% and above of issued shares	11	0.83	30,241,180	59.44
TOTAL	**1,323**	**100**	**50,879,800**	**100**

30 Largest Shareholders

	Name of Shareholders	No. of Shares	%
1	Goodyear Investors (Malaysia) Sdn Bhd	12,856,800	25.27
2	Dato' Edmond Hoyt Yung	3,242,700	6.37
3	Wong Soo Chai @ Wong Chick Wai	2,048,380	4.03
4	Kumpulan Wang Simpanan Guru-guru	2,000,000	3.93
5	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mohd Badaruddin Bin Masodi	1,976,900	3.89
6	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mohd Faidzal Bin Ahmad Mahidi	1,946,200	3.83
7	Goh Sieu Luan	1,320,000	2.59
8	NTC Audio Sdn Bhd	1,242,335	2.44
9	Allasia Industries Sdn Bhd	1,242,165	2.44
10	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Wong Yee Kiat	1,208,200	2.37
11	Ong Yen Ling	1,157,500	2.27
12	Phan Sin Chong	980,000	1.93
13	Kan See Man @ Kan See Mun	919,300	1.81
14	Mayban Securities Nominees (Tempatan) Sdn Bhd Pledged Securities Account for See Thoo Chan	870,000	1.71
15	Ameer Bin Noordin	682,900	1.34
16	M & A Nominee (Tempatan) Sdn Bhd Pledged Securities Account for Mohd Badaruddin Bin Masodi (M&A)	618,000	1.21
17	Goodyear Management (Malaysia) Sdn Bhd	600,000	1.18
18	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Wong Yee Kiat	577,000	1.13
19	Lee Yoon Chan	475,000	0.93
20	Anita Lau Soo Leng	449,800	0.88

Shareholders' Information

30 Largest Shareholders

	Name of Shareholders	No. of Shares	%
21	Wong Cheang San	426,200	0.84
22	OSK Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lim Eng Lock	406,000	0.80
23	JF Apex Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Muliha Binti Abdul Hamid	374,100	0.74
24	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Koay Chee Hong	370,000	0.73
25	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Mohd Badaruddin Bin Masodi	359,100	0.71
26	Mohd Faidzal Bin Ahmad Mahidin	339,200	0.67
27	Ku Mun Fong	313,000	0.62
28	JF Apex Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Rafeey Bin Mohammad	277,000	0.54
29	Kee Cheng Teik	268,600	0.53
30	Ang Kar Beng @ Ang Chia Liong	262,000	0.51
		39,808,380	**78.24**

Substantial Shareholders

	Name of Shareholders	No. of Shares	%
1.	Goodyear Investors (Malaysia) Sdn Bhd	12,856,800	25.27
2.	Dato' Edmond Hoyt Yung	3,242,700	6.37
		16,099,500	**31.64**

Directors' Shareholdings

Directors	Direct Interest		Deemed Interest	
	No. of shares	%	No. of shares	%
Md Azar Bin Ismail	Nil	-	Nil	-
Wong Chick Wai	2,048,380	4.03	15,698,965 #	30.86
Eric Lai	Nil	-	15,698,965 *	30.86
Dato' Edmond Hoyt Yung	3,242,700	6.37	1,842,165 ^	3.62
Dato' Abdul Hamid Bin Hj Md. Zainuddin	Nil	-	Nil	-
Mr Tan Su Tiam @ Tan Hooi Thean	Nil	-	Nil	-

Notes:

Deemed interested by virtue of his interest in Goodyear Investors (Malaysia) Sdn Bhd, Goodyear Management (Malaysia) Sdn Bhd, and indirect interest in Allasia Industries Sdn Bhd..

* Deemed interested by virtue of his interest in Goodyear Investors (Malaysia) Sdn Bhd, Goodyear Management (Malaysia) Sdn Bhd, and indirect interest in Allasia Industries Sdn Bhd.

^ Deemed interested by virtue of his interest in Goodyear Management (Malaysia) Sdn Bhd and indirect interest in Allasia Industries Sdn Bhd.

BINA GOODYEAR GROUP (18645-H)
(Incorporated in Malaysia)

No. of shares held

PROXY FORM

I/We, ……..……………………………………………………………………………………….……………………………......

of……………..…………………………………………………………………………………..

being a *member/members of BINA GOODYEAR BERHAD, hereby appoint …………………………………………………......

.........……….............

of…..........….………………………………………...……………………………...

or failing him, …………………………………………………………………………..

of …..……………...…….………..

as *my/our proxy to vote for *me/us on *my/our behalf at the Thirty-seventh Annual General Meeting of the Company to be held at Mutiara Room, The Saujana, Kuala Lumpur, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor on Thursday, 15 December 2011 at 10.00a.m. and at any adjournment thereof *for/against the resolution(s) to be proposed thereat.

No.	Resolution	For	Against
1.	To receive the Audited Financial Statements for the financial year ended 30 June 2011 together with the Reports of the Directors and Auditors thereon.		
2.	Payment of Directors' Fees for the financial year ended 30 June 2011.		
3.	Re-election of Mr Eric Lai as Director of the Company.		
4.	Re-appointment of Dato' Abdul Hamid Bin Hj Md Zainuddin as Director of the Company.		
5.	Re-appointment of Mr Wong Chick Wai as Director of the Company.		
6.	Re-appointment of Dato' Edmond Hoyt Yung as Director of the Company.		
7.	Re-appointment of Messrs S.F. Yap & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration.		
8.	Authority to Directors to allot & issue shares pursuant to Section 132D of the Companies Act, 1965.		
9.	To approve the Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

[Please indicate with an "X", in the space provided whether you wish your vote to be casted for or against the resolution. Unless otherwise instructed, the proxy may vote as he or she shall think fit in respect of the resolution.]

**Delete if not applicable.*

Signed this …….…………….…. day of …….……………….…. 2011 ………….…………….…..

Signature of Member

Notes:-

1. A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy may but need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the registered office of the Company at Tingkat 11, Blok B, Kelana Centre Point, 3 Jalan SS 7/19, Kelana Jaya, 47301 Petaling Jaya, not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
3. A member may appoint more than two (2) proxies to attend the same meeting. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
4. If the appointer is a corporation, this form shall be executed under its common seal or under the hand of its officer or attorney duly authorised.

Fold here

Affix
Stamp
Here

To:

The Company Secretary
BINA GOODYEAR BERHAD
Tingkat 11, Blok B
Kelana Centre Point
3 Jalan SS 7/19, Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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International ISO Certification

BINA GOODYEAR BERHAD (18645-H)
Tingkat 11, Block B, Kelana Centre Point
3 Jalan SS 7/19, Kelana Jaya, 47301 Petaling Jaya
Selangor Darul Ehsan, Malaysia

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