

## MULTI-PURPOSE HOLDINGS BERHAD (24217 - M) (Incorporated in Malaysia)

## INTERIM FINANCIAL STATEMENTS

for the year ended 31 December 2008 (The figures have not been audited)

## CONDENSED CONSOLIDATED INCOME STATEMENTS

|   | 3 months   | ended  | 12 months ended  |   |
|---|--|--|--|---|
|   | 31-Dec<br>2008<br>RM'000   | 31-Dec<br>2007<br>RM'000   | 31-Dec<br>2008<br>RM'000   | 31-Dec<br>2007<br>RM'000  |
| Revenue Cost of sales Gross profit Other income Administrative expenses Other expenses Finance costs Share of profits of associates and jointly controlled entities Profit before tax Income tax expense Profit for the period  Attributable to: Equity holders of the parent | 828,019<br>(637,351)<br>190,668<br>71,456<br>(6,199)<br>(144,248)<br>(45,051)<br>933<br>67,559<br>(11,947)<br>55,612 | 783,240<br>(605,958)<br>177,282<br>35,686<br>(38,741)<br>(96,144)<br>(7,568)<br>1,080<br>71,595<br>(3,063)<br>68,532 | 3,138,839<br>(2,520,582)<br>618,257<br>244,922<br>(92,650)<br>(423,072)<br>(90,211)<br>2,821<br>260,067<br>(73,146)<br>186,921 | 3,206,046<br>(2,581,679)<br>624,367<br>425,006<br>(95,530)<br>(232,577)<br>(45,665)<br>4,073<br>679,674<br>(107,940)<br>571,734 |
| Minority interests  | 10,174<br>55,612   | 22,662<br>68,532   | 135,173<br>51,748<br>186,921   | 384,840<br>186,894<br><b>571,734</b>  |
| Earnings per share attributable to equity holders of the parent (sen):  |  |  |  |   |
| - Basic   | 4.8  | 4.8  | 14.2   | 40.3  |
| - Diluted   | 4.1  | 4.1  | 12.2   | 33.7  |

(The Condensed Consolidated Income Statements should be read in conjunction with the audited financial statements for the year ended 31 December 2007.)

# CONDENSED CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2008

|   | (UNAUDITED)<br>AS AT<br>31.12.2008      | (RESTATED)<br>AS AT<br>31.12.2007 |
|---|---|-----------------------------------|
| ASSETS  | RM'000                                  | RM'000                            |
| Non-current assets  |   |                                   |
| Property, plant and equipment                               | 200,703                                 | 274,757                           |
| Land held for property development<br>Investment properties | <br>E43.700                             | 20,000                            |
| Prepaid lease payments                                      | 543,702<br>4,086                        | 622,732<br>585                    |
| Associated companies  | 95,183                                  | 121,994                           |
| Jointly controlled entities Other investments               | - · · · · · · · · · · · · · · · · · · · | 8,867                             |
| Goodwill on consolidation                                   | 142,877                                 | 530,281                           |
| Long term receivables                                       | 2,955,781<br>39,864                     | 800,439<br>39,864                 |
| Deferred tax assets   | 1,048                                   | 13,621                            |
|   | 3,983,244                               | 2,433,140                         |
| 0   |   | 2,400,140                         |
| Current assets Inventories                                  |   |                                   |
| Loans to customers  | 5,975<br>67,708                         | 9,000                             |
| Other receivables   | 304,164                                 | 188,565<br>334,791                |
| Tax recoverable   | 26,078                                  | 31,472                            |
| Short term deposits and investments Cash and bank balances  | 706,460                                 | 718,688                           |
| Cash and bank balances                                      | 115,983                                 | 50,831                            |
| Assets classified as held for sale                          | 1,226,368                               | 1,333,347                         |
| Assets classified as field for sale                         | 234,805                                 | _                                 |
|   | 1,461,173                               | 1,333,347                         |
| TOTAL ASSETS  |   | 0.700.407                         |
|   | 5,444,417                               | 3,766,487                         |
| EQUITY AND LIABILITIES                                      |   |                                   |
| Equity attributable to equity holders of the parent         |   |                                   |
| Share capital   | 962,427                                 | 954,586                           |
| Reserves  | 885,842                                 | 874,814                           |
|   | 1,848,269                               | 1,829,400                         |
| Minority interests  | 874,302                                 | 807,805                           |
| Total equity  | 2,722,571                               | 2,637,205                         |
| Name and the Little   |   | 2,001,200                         |
| Non-current liabilities Borrowings                          |   |                                   |
| Reserves for unexpired risks                                | 2,145,000                               | 102,861                           |
| Deferred tax liabilities                                    | 73,551<br>14,153                        | 65,129<br>18,075                  |
| Provision for retirement benefits                           | 1,888                                   | 1,616                             |
|   | 2,234,592                               | 187,681                           |
| O.,   |   | 107,001                           |
| Current liabilities Other payables                          | 400.005                                 |                                   |
| Borrowings  | 438,295<br>29,066                       | 513,583<br>156,172                |
| Exchangeable bonds 2003/2008                                | -                                       | 260,500                           |
| Current tax payable   | 15,088                                  | 11,346                            |
| 11.1.00   | 482,449                                 | 941,601                           |
| Liabilities directly associated with assets                 |   |                                   |
| classified as held for sale                                 | 4,805                                   |                                   |
|   | 487,254                                 | 941,601                           |
| Total liabilities   | 2,721,846                               | 1,129,282                         |
|   |   | 1,120,202                         |
| TOTAL EQUITY AND LIABILITIES                                | 5,444,417                               | 3,766,487                         |
| Net assets per share attributable to ordinary equity        |   |                                   |
| holders of the parent (RM)                                  | 1.92                                    | 1.92                              |
|   |   |                                   |

(The Condensed Consolidated Balance Sheet should be read in conjunction with the audited financial statements for the year ended 31 December 2007.)

# CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2008

|  | 12 months   | s ended   |
|--|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES   | 31.12.2008<br>RM'000  | 31.12.2007<br>RM'000                                  |
| Net profit before taxation from:<br>Continuing operations  | 260,067   | 679,674   |
| Adjustments for:   |   |   |
| Non-cash items<br>Non-operating items  | 24,459<br>101,668   | (238,719)<br>2,440                                    |
| Operating profit before changes in working capital   | 386,194   | 443,395   |
| Changes in working capital:  |   |   |
| Net change in current assets Net change in current liabilities   | 114,389<br>(58,668)   | (490,108)<br>75,430                                   |
| Cash generated from operations   | 441,915   | 28,717  |
| Dividend paid<br>Net tax paid<br>Retirement benefit paid   | (103,259)<br>(55,359)   | (327,132)<br>(121,820)<br>(3,795)                     |
| Net cash generated from/(used in) operating activities   | 283,297   | (424,030)   |
| CASH FLOWS FROM INVESTING ACTIVITIES   |   | (,,   |
| Property, plant and equipment Equity Investments Other investments Interest paid Interest income   | (9,006)<br>(2,116)<br>(7,877)<br>(90,211)<br>45,315<br>(63,895) | 122,602<br>(418,709)<br>746,409<br>(45,665)<br>37,615 |
| Net cash generated from investing activities   | 219,402   | 18,222  |
| CASH FLOWS FROM FINANCING ACTIVITIES   |   |   |
| Issuance of ordinary shares & RCULS Repurchase of treasury shares Proceeds from conversion of warrants Borrowings Acquisition of minority interest | 723,658<br>(50,871)<br>7,841<br>1,738,250<br>(2,488,663)        | 719<br>-<br>-<br>(434,197)                            |
| Net cash used in financing activities  | (69,785)  | (433,478)   |
| Effect of exchange rate changes on cash and cash equivalents   | (==,==,   |   |
| NET CHANGE IN CASH AND CASH EQUIVALENTS  | 149,617   | (2,314)   |
|  | 149,017   | (417,570)   |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF FINANCIAL YEAR   | 440,598   | 858,168   |
| CASH AND CASH EQUIVALENTS AT<br>END OF FINANCIAL YEAR  | 590,215   | 440,598   |
| Cash and cash equivalents consist of:  |   |   |
| Deposits, cash and bank balances<br>Bank overdrafts<br>Cash held in trust accounts   | 635,979<br>(3,066)<br>(42,698)                                  | 502,088<br>(2,172)<br>(59,318)                        |
|  | 590,215   | 440,598   |

(The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements for the year ended 31 December 2007.)

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2008

|  | SHARE<br>CAPITAL<br>RM'000 | SHARE<br>PREMIUM<br>RM'000 | OTHER<br>RESERVES<br>RM'000 | TREASURY<br>SHARES<br>RM'000 | RETAINED<br>PROFITS/<br>(ACCUMULATED<br>LOSSES)<br>RM'000 | MINORITY<br>INTERESTS<br>RM'000 | TOTAL<br>RM'000 |
|--|----------------------------|----------------------------|-----------------------------|------------------------------|---|---------------------------------|-----------------|
| At 1 January 2007 (restated)   | 953,867                    | 803,211                    | 44,733                      | -                            | (392,454)   | 1,302,191                       | 2,711,548       |
| Issue of new ordinary shares from warrant conversion   | 719                        | -                          | -                           | •                            | -   | •                               | 719             |
| Accretion of interest in subsidiaries  |                            |                            |                             |                              | 70.040  |                                 |                 |
|  | _                          | -                          | •                           | -                            | 73,848  | 59,116                          | 132,964         |
| Profit for the year  | -                          | -                          | •                           | :                            | 384,840   | 186,894                         | 571,734         |
| Dividend paid  | -                          | -                          | •                           | -                            | (34,842)  | -                               | (34,842)        |
| Dividend paid by a subsidiary to minority shareholders                                       | -                          | -                          | -                           | -                            | (4,452)   | (423,932)                       | (428,384)       |
| Acquisition of additional shares in subsidiaries   | -                          | •                          | -                           | -                            | -   | (316,377)                       | (316,377)       |
| Exchange differences arising from<br>translation of foreign currency<br>financial statements | -                          | -                          | (70)                        | -                            | -   | (87)                            | (157)           |
| At 31 December 2007  | 954,586                    | 803,211                    | 44,663                      |                              | 26,940  | 807,805                         | 2,637,205       |
| At 1 January 2008  | 954,586                    | 803,211                    | 44,663                      |                              | 26,940  | 807,805                         | 2,637,205       |
| Issue of new ordinary shares from warrant conversion   | 7,841                      | -                          | , <b>-</b>                  | -                            | -   | -                               | 7,841           |
| Profit for the year  |                            | -                          | -                           | -                            | 164,052 *   | 22,869                          | 186,921         |
| Dividend paid  | -                          | -                          | -                           | -                            | (103,259)   | -                               | (103,259)       |
| Disposal of shares in subsidiaries   | -                          | · -                        | -                           | -                            | •   | 86,210                          | 86,210          |
| Repurchase of own shares   | -                          | -                          | -                           | (50,871)                     | •   | -                               | (50,871)        |
| Acquisition of additional shares in subsidiaries   | •                          | -                          | -                           | -                            | -   | (41,596)                        | (41,596)        |
| Capital reduction and repayment by a subsidiary company                                      | -                          |                            | -                           | -                            | -<br>-  | (724,643)                       | (724,643)       |
| Issuance of shares & RCULS by a subsidiary company   | -                          | -                          | -                           | •                            |   | 723,657                         | 723,657         |
| Exchange differences arising from transalation of foreign currency financial statements      | -                          | <u>-</u>                   | 1,106                       | -                            | _   | _                               | 1,106           |
| At 31 December 2008  | 000 107                    | 000.044                    |                             |                              |   |                                 | ···········     |
| VCO: Dacquinal 7000  | 962,427                    | 803,211                    | 45,769                      | (50,871)                     | 87,733  | 874,302                         | 2,722,571       |

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2007.)

|   | RM'000 |
|---|--------|
| * Minority interests (MI) as per statement of the changes in equity | 22,869 |
| MI share of interest in RCUL-C                                      | 28,879 |
| MI as per income statement  | 51,748 |

#### A EXPLANATORY NOTES PURSUANT TO FRS134

#### A1 Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2007.

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2007 except for the adoption of the following revised Financial Reporting Standards ("FRS") effective for financial period beginning 1 January 2008:

FRS 107 - Cash Flow Statements

FRS 111 - Construction Contracts

FRS 112 - Income Taxes

FRS 118 - Revenue

FRS 134 - Interim Financial Reporting

FRS 137 - Provisions, Contingent Liabilities and Contingent Assets

The adoption of the above FRS does not have significant financial impact on the Group.

## A2 Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the year ended 31 December 2007 was not qualified.

### A3 Seasonal or Cyclical Factors

The business operations of the Group are generally dependent on the state of the overall economic environment.

### A4 Segmental Information

|                        | 3 months             | s ended              | 12 month             | s ended              |
|------------------------|----------------------|----------------------|----------------------|----------------------|
|                        | 31.12.2008<br>RM'000 | 31.12.2007<br>RM'000 | 31.12.2008<br>RM'000 | 31.12.2007<br>RM'000 |
| Segmental Revenue      |                      |                      |                      |                      |
| Gaming                 | 765,342              | 721,541              | 2,890,148            | 2,953,023            |
| Stockbroking           | 7,486                | 13,416               | 32,178               | 62,902               |
| Financial services     | 47,513               | 41,079               | 170,984              | 143,682              |
| Corporate & others     | 9,762                | 66,579               | 54,094               | 724,644              |
|                        | 830,103              | 842,615              | 3,147,404            | 3,884,251            |
| Eliminations           | (2,084)              | (59,375)             | (8,565)              | (678,205)            |
|                        | 828,019              | 783,240              | 3,138,839            | 3,206,046            |
| Segmental Results      |                      | * - W*               |                      |                      |
| Gaming                 | 73,775               | 77,164               | 211,708              | 526,535              |
| Stockbroking           | (551)                | (11,368)             | (204)                | 33,301               |
| Financial services     | (18,026)             | 34,060               | (14,202)             | 61,925               |
| Corporate & others     | 12,361               | (28,261)             | 62,765               | 57,913               |
| Profit before taxation | 67,559               | 71,595               | 260,067              | 679,674              |

#### A5 Accounting Estimates

There were no changes in estimates of amounts reported in prior financial years that have a material effect in the current financial guarter.

#### A6 Dividends Paid

During the financial year ended 31 December 2008, the following dividends were paid:

|   | RM'000    |
|---|-----------|
| <ul> <li>a) In respect of the financial year ended 31 December 2007:</li> <li>- Final dividend of 5 sen, less 26% tax and 1 sen tax exempt per s</li> </ul> | hare      |
| paid on 15 July 2008  | 45,062    |
| b) In respect of the financial year ended 31 December 2008:   |           |
| - Interim dividend of 5 sen, less 26% tax paid on 26 September 20   | 08 35,398 |
|   | 80,460    |

#### A7 Carrying Amount of Revalued Assets

The valuations of property, plant and equipment have been brought forward without amendment from the previous annual financial statements.

#### A8 Changes in Debt and Equity Securities

There were no issuance, cancellation, repurchase, resale and repayment of debts and equity securities during the current quarter except for the following:

- (i) 133,913 ordinary shares were issued pursuant to the exercise of 2004/2009 warrants at exercise price of RM1.00 per share. As at 31 December 2008, the number of unexercised warrants 2004/2009 was 191,376,063.
- (ii) At the Annual General Meeting (AGM) of the Company held on 19 June 2008, the shareholders of the Company had renewed the share buy-back mandate for the Company to purchase up to 10% of the issued and paid-up share capital. The mandate will expire at the next AGM.

During the current quarter, the Company purchased 34,668,100 of its own issued ordinary shares from open market at an average price of RM1.07 per share. The total consideration paid for the purchases including transaction costs was RM37,256,164 and these were financed by internally generated funds. The purchased shares are being held as treasury shares in accordance with Section 67A of the Companies Act 1965.

#### A9 Contingent Liabilities

As at 20 February 2009, the Board is not aware of any material contingent liabilities which have become enforceable or are likely to become enforceable which will effect the ability of the Company or any of its subsidiaries to meet its obligations as and when they fall due other than the normal course of business, the gaming, insurance and stockbroking subsidiary companies make various commitments and incur certain contingent liabilities with legal recourse to its customers. No material losses are anticipated as a result of these transactions.

#### A10 Material Subsequent Events

There were no material subsequent events since the end of the current quarter until a date not earlier than 7 days from the date of issuance of this quarterly report.

#### A11 Changes in Composition of the Group

The following companies ceased to be subsidiaries of the Group arising from the divestment of Zenbell Holdings Sdn Bhd on 31 December 2008:

- 1) Zenbell Holdings Sdn Bhd;
- 2) Magnum 4D (Selangor) Sdn Bhd;
- 3) Magnum 4D (Penang) Sdn Bhd;
- Magnum 4D (Negeri Sembilan) Sdn Bhd;
- 5) Magnum 4D (Melaka) Sdn Bhd;
- 6) Magnum 4D (Johor) Sdn Bhd;
- 7) Magnum 4D (East Coast) Sdn Bhd;
- 8) Magnum 4D (East Malaysia) Sdn Bhd;
- 9) Syarikat Percetakan New Light Sdn Bhd;
- 10) Evertrans (Malaysia) Sdn Bhd:
- 11) Sharikat Anika Kemajuan Sdn Bhd.

#### A12 Unusual Items Affecting Interim Financial Report

There were no unusual items affecting the interim financial report of the Group for the current quarter under review.

### B NOTES REQUIRED UNDER THE LISTING REQUIREMENTS OF BURSA SECURITIES

#### **B1** Review of Performance

The Group's profit before taxation and minority interest of RM260.07 million for the year ended 31 December 2008 was 62% lower than RM679.67 million achieved in the previous financial year. Exceptional gains on disposal of properties and quoted investments within the Group contributed to the unprecedented gains in the previous year.

The Gaming Division reported a profit before taxation and minority interest of RM211.71 million which was substantially lower compared with RM526.54 million achieved last year. The decrease was mainly due to lower gaming sales as fewer draws were conducted and the absence of exceptional gains on disposal of properties and quoted investments.

The Stockbroking Division posted a loss before taxation of RM204,000 as compared to the profit before taxation of RM33.30 million in the previous year. The decline was due to global economic downturn and poor market sentiments.

The Financial Service Division reported a loss before taxation of RM14.20 million as compared to a profit of RM61.93 million registered in the previous corresponding financial year. The significant decrease was mainly due to higher claims as well as the weak capital market.

### B2 Comment on Material Change in Profit Before Taxation

The Group recorded a profit before taxation for the current quarter of RM67.56 million as compared to RM37.95 million in the immediate preceding quarter. The improvement was due to higher profit derived from the gaming division as a result of lower payout ratio.

## B3 Prospects for 2009

The Group hopes to maintain satisfactory performance in the midst of the challenging market conditions arising from the global economic crisis.

#### B4 Profit Forecast and Profit Guarantee

There were no profit forecast or profit guarantee issued by the Company.

## B5 Income Tax Expense

|  | 3 months ended       |                      | 12 months ended      |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | 31.12.2008<br>RM'000 | 31.12.2007<br>RM'000 | 31.12.2008<br>RM'000 | 31.12.2007<br>RM'000 |
| Current tax:                             | ·                    |                      |                      | 7 (111)              |
| Malaysian income tax                     | 4,522                | 21,175               | 65,737               | 129.003              |
| Foreign tax                              |                      | (17)                 | 2                    | -                    |
|  | 4,522                | 21,158               | 65,739               | 129,003              |
| Overprovision of Malaysian income tax in |                      |                      |                      |                      |
| prior years                              | 34                   | (6,804)              | 16                   | (9,453)              |
|  | 4,556                | 14,354               | 65,755               | 119,550              |
| Deferred tax                             | 7,391                | (11,291)             | 7,391                | (11,610)             |
| Total income tax expense                 | 11,947               | 3,063                | 73,146               | 107,940              |

## B6 Sale of unquoted investments and/or properties

The gains on disposal of unquoted investments for the current period and financial year to date are as follows:

|  | 3 months<br>ended<br>31.12.2008<br>RM'000 | 12 months<br>ended<br>31.12.2008<br>RM'000 |
|--|---|--|
| Net gain on disposal of unquoted investments |   | 844  |

## B7 Quoted Securities

(a) Total purchases and disposals of quoted securities for the current period and financial year to date are as follows:

|                        | 3 months<br>ended<br>31.12.2008<br>RMT000 | 12 months<br>ended<br>31.12.2008<br>RM'000 |
|------------------------|---|--|
| Total purchases        | 10,699                                    | 87,881                                     |
| Total sale proceeds    | 36,916                                    | 98,112                                     |
| Total gain on disposal | -   | 28,030                                     |

(b) Total investments in quoted securities as at 31 December 2008 are as follows:

|  | RM'000  |
|--|---------|
| Total investments at cost  | 562,791 |
| Total investments at carrying value/book value (after impairment loss) | 184,111 |
| Market value   | 195,145 |

(Note: Investments held by the stockbroking and insurance subsidiaries have not been disclosed under this Note.)

## B8 Corporate Proposals

a) Implementation of Section 34A of the Securities Commission Act, 1993 pursuant to the offer by CIMB Investment Bank Berhad ("CIMB") on behalf of Magnum Corporation Sdn Bhd ("MCSB") for all the remaining ordinary shares of RM1.00 each in Magnum 4D Berhad ("M4D") ("M4D Shares") not already owned by MCSB ("Offer Shares") for a consideration of RM3.00 per M4D Share ("Offer")

Pursuant to the requirements under Part II of the Malaysian Code on Take-Overs and Mergers, 1998, CIMB had served on behalf of MCSB, a notice on the Board of M4D to inform M4D of MCSB's intention to undertake the Offer.

MCSB had, as at 13 June 2008, received acceptances from the holders of the Offer Shares resulting in them, together with its nominee or related corporation, holding more than 90% of the value of ordinary shares in M4D. Any holder of the Offer Shares who has not accepted the Offer may now exercise his rights pursuant to Section 34A of the Securities Commission Act 1993 ("SCA") by serving a notice on MCSB to require MCSB to acquire his Offer Shares on the same terms and conditions as set out in the offer document dated 5 June 2008 for the Offer, or such other terms as may be agreed.

Pursuant to Section 34A(2) of the SCA, MCSB had on 1 July 2008 despatched to the holders of the Offer Shares who have not accepted the Offer, a notice in the manner prescribed under the Malaysian Code on Take-Overs and Mergers 1998 ("Notice"). Any holder of the Offer Shares who has not accepted the Offer may, within three (3) months from the date of the Notice, give notice to MCSB that he requires MCSB to acquire his Offer Shares ("S34A Rights"). The S34A Rights expired on 1 October 2008.

b) (i) Proposed redemption of redeemable unsecured loan stocks-A ("RULS-A") issued by Magnum Holdings Sdn Bhd ("MH") via the acquisition of selected non-gaming assets of Magnum Corporation Sdn Bhd ("MCSB") and its subsidiaries ("Magnum Group") ("Proposed Redemption of RULS-A")

(ii) Proposed reorganization and transfer of the remaining non-gaming assets and businesses of MCSB to Mont Delight Sdn Bhd ("Mont Delight") and Zenbell Holdings Sdn Bhd ("Zenbell") ("Proposed

Reorganisation of MH Group")

(iii) Proposed disposal by MH of its entire equity interest in Zenbell to Mr Lawrence Lim Swee Lin ("Lawrence Lim"), a director of MH and MCSB ("Proposed Divestment") (Collectively "Proposals")

On 16 December 2008, the Company announced that the Group had entered into the following agreements in respect of the Proposals:

- (a) 2 redemption agreements between MPHB and MH for the redemption-in-kind of the RULS-A via the acquisition of selected non-gaming assets from MH for a total consideration of RM550,000,000;
- a series of three(3) business reorganization agreements involving MH, Zenbell, M4D, Jayavest Sdn Bhd and MCSB;
- (c) another series of four(4) business reorganization agreements involving MH, Mont Delight, M4D, Choicevest Sdn Bhd and MCSB; and
- (d) a sale and purchase agreement entered into by MH to dispose of the entire equity interest in Zenbell to Mr Lawrence Lim.

The proposed reorganisation and transfer of non-gaming assets to Zenbell and the Proposed Divestment were completed on 31 December 2008.

On 23 January 2009, the Company and MH made applications to seek waivers from the obligations to extend general offers in respect of shares in Mimaland Berhad and certain subsidiaries of MCSB from the Securities Commission pursuant to Practice Note 2.9.7 of the Malaysian Code on Take-Overs and Mergers, 1998.

#### B9 Borrowings

The Group's borrowings as at 31 December 2008 are as follows:

| Short Term                           | Secured<br>RM'000 | Unsecured<br>RM'000 | Total<br>RM'000 |
|--------------------------------------|-------------------|---------------------|-----------------|
| Bank Overdraft Short Term borrowings | 1,106             | 1,960<br>26,000     | 3,066<br>26,000 |
| Long Term                            |                   | 20,000              |                 |
| Term Loan                            | 2,145,000         | -                   | 2,145,000       |
| Total                                | 2,146,106         | 27,960              | 2,174,066       |

All the borrowings are denominated in Ringgit Malaysia.

### B10 Off Balance Sheet Financial Instruments

The Group does not have any financial instruments with off balance sheet risk.

#### B11 Material Litigation

## a) JB High Court Civil Suit Nos. 22-355, 22-456 and 22-516

AA Anthony Securities Sdn Bhd ("AAAS") is currently engaged in legal proceedings as the defendant, whereby a remisier Ng Hong Chai is taking action against AAAS for alleged unfair suspension of his trading since 1994 and thereby resulting in his loss of income. The amount claimed by Ng Hong Chai for years 1995 to 1997 is RM5.8 million, while the amount subsequent to July 1997 had yet to be quantified.

The plaintiff's claims were dismissed by the High Court on 23 July 2004, 30 September 2004 and 29 August 2006. The plaintiff had filed appeals against the court decisions.

## b) Sandakan High Court Suit No. S(22)-61 of 1995

Sandakan Turf Club ("STC") has filed a suit against a subsidiary of MCSB for breach of the provisions of an Agreement dated 26 November 1987 between the parties. The amount claimed by STC amounted to RM13.0 million and the matter has been heard before the High Court at Sandakan in October 2000.

On 10 July 2003, the High Court had delivered the decision that the said subsidiary was only liable to pay the sum of RM238,271 and interest at 8% per annum for the special damages claimed. The claim for general damages was dismissed.

However, STC has filed Notice of Appeal ("Notice") to the Court of Appeal against the decision by the High Court in respect of its claim for general damages. On 27 August 2007, the Court of Appeal granted STC's application to file their supplementary records of appeal in three volumes. The hearing date has been fixed on 6 April 2009.

## c) Kuala Lumpur High Court Originating Petition No. D5-26-39-2004

On 14 May 2004, a petition was presented pursuant to Section 181 of the Companies Act 1965 ("Petition"). The Petition was served on MCSB, Magnum 4D Berhad ("M4D"), Magnum 4D (Perak) Sdn. Bhd. ("M4D Perak") and Longterm Profit Sdn. Bhd. ("LPSB") by Kejutaan Holdings Sdn. Bhd. ("Petitioner"). In the Petition, MCSB, M4DB, M4D Perak, LPSB and the Directors of M4D Perak were cited as the Respondents. In December 2004, the Petition was amended to include a director of the Company, M4D and LPSB as an additional Respondent.

The Petitioner has alleged that its interests in M4D Perak were oppressed by the Respondents and has sought for, inter alia, an order that MCSB, M4D and LPSB to jointly and severally acquire its shares in M4D Perak based on the valuation of a Court-appointed valuer.

On 10 March 2008, the High Court had dismissed the Petition against all the Respondents with costs. However, the Petitioner had on 17 March 2008 filed a Notice of Appeal in the Court of Appeal against the judgement of the High Court of 10 March 2008. The Record of Appeal was filed on 7 May 2008 and served on the solicitors of the Company on the same date. The hearing date has been fixed on 2 March 2009.

#### d) Kuala Lumpur High Court Suit No. S1-22-946-2008

On 6 October 2008, Leisure Dotcom Sdn Bhd ("LDSB"), a subsidiary of the Company, commenced legal proceedings against Globesource Sdn Bhd ("GSB") claiming for amongst others, specific performance for delivery of a piece of freehold land and 2 leases in Kuala Lumpur ("Property") pursuant to a conditional sale and purchase agreement entered into between LDSB and GSB ("SPA") on 21 June 2007. Pursuant to the SPA, GSB is to sell and LDSB is to purchase the freehold land and 2 Leases in Kuala Lumpur for a total consideration of RM72,162,000.00 ("Purchase Price"). Upon execution of the SPA, LDSB paid a deposit of RM7,216,200.00 representing 10% of the Purchase Price.

The sealed copy of the Writ indorsed with Statement of Claim was served on GSB's solicitors on 21 November 2008. On 25 November 2008, GSB's solicitors entered appearance on behalf of GSB. On 19 December 2008, LDSB filed an application for interlocutory injunction to restrain GSB, among others, from dealing with the Property ("Injunction Application"). The Injunction Application is fixed for hearing on 19 February 2009.

#### B12 Dividends

- (a) The Board of Directors recommends a final dividend of 5 sen dividend per share less 25% income tax for financial year ended 31 December 2008. The proposed dividend is subject to shareholders' approval at the forthcoming Annual General Meeting. The entitlement and payment dates shall be announced in due course.
- (b) Total dividends paid for the financial years 2007 and 2008 are as follows:-

| Financial<br>Year | Туре             | Rate   | Payment Date      |
|-------------------|------------------|--|-------------------|
| 2007              | Interim dividend | 5 sen less 27% income tax                      | 11 July 2007      |
| 2007              | Final dividend   | 5 sen less 26% income tax and 1 sen tax-exempt | 15 July 2008      |
| 2008              | Interim dividend | 5 sen less 26% income tax                      | 26 September 2008 |

## B13 Earnings Per Share

#### a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit for the period by the weighted average number of ordinary shares in issue during the period.

|  | 3 months ended        |                      | 12 months ended      |                      |
|--|-----------------------|----------------------|----------------------|----------------------|
|  | 31.12.2008<br>RIVT000 | 31.12.2007<br>RWT000 | 31.12.2008<br>RM7000 | 31.12.2007<br>RM(000 |
| Net profit for the period                          | 45,438                | 45,870               | 135,173              | 384,840              |
| Weighted average number of ordinary share in issue | 950,561               | 954,425              | 950,561              | 954,425              |
| Basic earnings per share (sen)                     | 4.8                   | 4.8                  | 14.2                 | 40.3                 |

## b) Fully diluted earnings per share

For the purpose of calculating diluted earnings per share, the net profit for the period and the weighted average number of ordinary shares in issue during the period have been adjusted for the effects of dilutive potential ordinary shares from conversion of 191,376,063 warrants (B) exercised at a price of RM1.00.

|  | 3 months ended       |                      | 12 months ended      |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | 31.12.2008<br>RM*000 | 31.12.2007<br>RMT000 | 31.12.2008<br>RM 000 | 31.12.2007<br>RM7000 |
| Net profit for the period  | 45,438               | 45,870               | 135,173              | 384,840              |
| Adjustment for after tax effects of interest on exercise of warrants               | 1,149                | 1,128                | 4,603                | 4,510                |
|  | 46,587               | 46,998               | 139,776              | 389,350              |
| Weighted average number of ordinary shares in issue                                | 950,561              | 954,425              | 950,561              | 954,425              |
| Adjustment for assumed Weighted Average<br>number exercise of Warrant B            | 191,376              | 199,281              | 191,376              | 199,281              |
| Adjusted weighted average number of ordinary shares for diluted earnings per share | 1,141,937            | 1,153,706            | 1,141,937            | 1,153,706            |
| Fully diluted earnings per share (sen)   | 4.1                  | 4.1                  | 12.2                 | 33.7                 |

By Order Of The Board

Lim Kong Yow COMPANY SECRETARY

20 February 2009