

This Prospectus has been seen and approved by the Directors and Promoters of Country View Berhad ("CVB" or the "Company") and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statements herein false or misleading.

The Adviser and Managing Underwriter acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning the public issue and are satisfied that any profit forecast (for which the Directors of CVB are fully responsible) prepared for inclusion in the prospectus have been stated by the Directors after due and careful enquiry and have been duly reviewed by the Reporting Accountants.

The Securities Commission has approved the public issue in respect of the public offering and the approval shall not be taken to indicate that the Securities Commission recommends the public issue.

The Securities Commission shall not be liable for any non-disclosure on the part of CVB and assumes no responsibility for the correctness of any statements made or opinions or reports expressed in this Prospectus. INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT.

The Kuala Lumpur Stock Exchange assumes no responsibility for the correctness of any statements made or opinions expressed in this Prospectus. Admission to the Official List is not to be taken as an indication of the merits of CVB or of its securities.

A copy of this Prospectus has been registered by the Securities Commission and lodged with the Companies Commission of Malaysia who takes no responsibility for its contents.

TENTATIVE TIMETABLE

The indicative timing of events leading up to the listing of and quotation for the 100,000,000 entire issued and paid-up share capital of RM100,000,000 on the Main Board of the Kuala Lumpur Stock Exchange is set out below:-

<u>Date</u>	<u>Event</u>
22 April 2002	➤ Issue of Prospectus/Opening date of the Issue
7 May 2002	➤ Closing date of the Issue
11 May 2002	➤ Tentative date for Balloting of Applications
22 May 2002	➤ Tentative allotment date
29 May 2002	➤ Tentative listing date

THIS TIMETABLE IS TENTATIVE AND IS SUBJECT TO CHANGES WHICH MAY BE NECESSARY TO FACILITATE IMPLEMENTATION PROCEDURES. THE APPLICATION PERIOD WILL REMAIN OPEN UNTIL 8.00 P.M. ON 7 MAY 2002 OR FOR SUCH FURTHER PERIOD OR PERIODS AS THE DIRECTORS AND PROMOTERS OF CVB TOGETHER WITH THE MANAGING UNDERWRITER IN THEIR ABSOLUTE DISCRETION MAY DECIDE.

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Prospectus:-

Act	— Companies Act, 1965
ADA	— Authorised Depository Agent, a person or body of persons appointed by the MCD which may include the KLSE, banks licensed under the Islamic Banking Act 1983, banks, merchant banks or finance companies licensed under the Banking and Financial Institutions Act 1989, banks established under an Act of Parliament or a body corporate prescribed under the Securities Industry (Central Depositories) Act 1991
ADA Code	— ADA (Broker) Code
Application	— Refers to application for the Public Issue Shares by way of Application Forms or by way of Electronic Share Application
Application Form	— Application for Public Issue Shares by way of a printed Application Form
Arab-Malaysian	— Arab-Malaysian Merchant Bank Berhad (Company No. 23742-V)
ATM	— Automated Teller Machine
Bonus Issue	— The issue of 79,000,000 new ordinary shares of RM1.00 each to the existing shareholders on the basis of seventy nine (79) new ordinary shares for every six (6) existing ordinary shares held in CVB
CCM	— Companies Commission of Malaysia
CDS	— Central Depository System
CVB or Company	— Country View Berhad (Company No. 78320-K)
CVB Group	— CVB and its subsidiaries and associated company
CVC	— Country View Construction Sdn Bhd (Company No. 525891-K)
CVE	— Country View Equities Sdn Bhd (Company No. 444790-T)
CVL	— Country View Land Sdn Bhd (Company No. 490265-X)
CVP	— Country View Properties Sdn Bhd (Company No. 388490-A)
CVR	— Country View Resources Sdn Bhd (Company No. 523855-A)
CVV	— Country View Ventures Sdn Bhd (Company No. 444788-X)
Director(s)	— Shall have the meaning given in section 4 of the Act
EBIDTA	— Earnings before interest, depreciation, taxation and amortisation

DEFINITIONS (Cont'd)

Electronic Share Application	— Application for Public Issue Shares through a Participating Financial Institution's ATM
EPS	— Earnings Per Share
FIC	— Foreign Investment Committee
GDP	— Gross Domestic Product
Issue Price or Public Issue Price	— The issue price of the Issue Shares of Ringgit Malaysia One and Sen Twenty (RM1.20) only each
KLSE	— Kuala Lumpur Stock Exchange (Company No. 30632-P)
Listing	— Admission to the Official List and the listing of and quotation for the entire issued and paid-up share capital of RM100,000,000 comprising 100,000,000 ordinary shares of RM1.00 each on the Main Board of the KLSE
Listing Scheme	— The Bonus Issue, Public Issue and Listing collectively
Malaysian Public	— Citizens of Malaysia and companies, societies, co-operatives and institutions incorporated or organised under the laws of Malaysia
MCD or Central Depository	— Malaysian Central Depository Sdn Bhd (Company No.165570-W), a subsidiary company of KLSE
MIH or Issuing House	— Malaysian Issuing House Sdn Bhd (Company No. 258345-X)
MITI	— Ministry of International Trade and Industry
NTA	— Net Tangible Assets
OBSB	— Optima Bestari Sdn Bhd (Company No. 487495-W)
Participating Financial Institution(s)	— Refers to the Participating Financial Institutions for Electronic Share Application as listed in Section 14 of this Prospectus
PAT	— Profit After Tax
PBT	— Profit Before Tax
PE Multiple	— Price Earnings Multiple
Promoters	— The existing shareholders and/or Directors of the CVB Group, as set out in Section 5 of this Prospectus
Public Issue or Issue	— Public Issue of 15,000,000 new ordinary shares in CVB representing 15.0% of the enlarged issued and paid-up share capital of CVB at an issue price of RM1.20 per share to the eligible employees and the Directors of CVB Group, the Malaysian public and Bumiputera investors approved by MITI
Public Issue Shares or Issue Shares	— The 15,000,000 new ordinary shares of RM1.00 each to be issued pursuant to the Public Issue

DEFINITIONS (Cont'd)

- RM and sen** — Ringgit Malaysia and sen respectively
- SC** — Securities Commission

Words denoting the singular number shall include the plural number and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and neuter gender.

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CORPORATE INFORMATION**BOARD OF DIRECTORS**

Name	Address	Occupation	Nationality
Datuk Mohamed Al Amin Bin Abdul Majid J.P.	5, Jalan 16/7B 46350 Petaling Jaya Selangor	Executive Chairman	Malaysian
Law Kit Tat	No. 20, Jalan Bulat Taman Century 80300 Johor Bahru, Johor	Executive Director	Malaysian
Wong Chee Sean @ Wong Sean	7, Jalan Gangsa Taman Kolam Air 80100 Johor Bahru, Johor	Executive Director	Malaysian
Wong Joon Chin	41-K, Jalan Kolam Air 80100 Johor Bahru, Johor	Executive Director	Malaysian
Law Kee Kong	No. 20, Jalan Bulat Taman Century 80300 Johor Bahru, Johor	Non-Executive Director	Malaysian
Choong Shiau Yoon	21, Jalan Sutera Jingga 2 Taman Sutera 81200 Johor Bahru, Johor	Independent Non- Executive Director	Malaysian
Azhar Bin Azizan @ Harun	23, Jalan Desa 10/4 Bandar Country Homes 48000 Rawang Selangor	Independent Non- Executive Director	Malaysian

AUDIT COMMITTEE

Name	Designation	Directorship
Choong Shiau Yoon	Chairman	Independent Non-Executive Director
Wong Joon Chin	Member	Executive Director
Azhar Bin Azizan @ Harun	Member	Independent Non-Executive Director

CORPORATE INFORMATION (Cont'd)

- COMPANY SECRETARY** : Lee Wee Hee
MAICSA 0773340
7, Jalan Rubi Dua
Taman Kolam Air
80200 Johor Bahru, Johor
- Hung Siow Ping (F)
MAICSA 7039825
412, Jalan Perak 2
Taman Bersatu
81000 Kulai, Johor
- REGISTERED OFFICE** : Suite 5.11 & 5.12, 5th Floor Menara TJB
9, Jalan Syed Mohd. Mufti
80000 Johor Bahru, Johor
Tel: 07 – 2242823
Fax: 07 – 2230229
- HEAD OFFICE** : Unit 26-01, Mail Box 261
Menara Landmark
No.12, Jalan Ngee Heng
80000 Johor Bahru, Johor
Tel: 07 – 2236799
Fax: 07 – 2246557
E-mail: corporate@countryview.com.my
Website: www.countryview.com.my
- REGISTRARS & TRANSFER OFFICE** : Panama Resources Sdn Bhd (229948-U)
No. 23, Jalan Sri Hartamas 7
Sri Hartamas
50480 Kuala Lumpur
- ISSUING HOUSE** : Malaysian Issuing House Sdn Bhd (258345-X)
27th Floor, Menara Multi-Purpose
Capital Square
No.8 Jalan Munshi Abdullah
50100 Kuala Lumpur

CORPORATE INFORMATION (Cont'd)

- AUDITORS AND REPORTING ACCOUNTANTS** : K.S. Chua & Co. (AF-0255)
Unit 5.10, Level 5
Plaza DNP
No. 59, Jalan Dato' Abdullah Tahir
80250 Johor Bahru, Johor
- SOLICITORS FOR THE COMPANY** : K. H. Koh, Azhar & Koh
Suite 25-03, Level 25
Menara Landmark
No.12, Jalan Ngee Heng
80000 Johor Bahru, Johor
- SOLICITORS FOR DUE DILIGENCE** : Lee Choon Wan & Co.
No.12, Lorong Dungun
Damansara Heights
50490 Kuala Lumpur
- VALUERS** : Jones Lang Wootton
Unit No.8.01, Level 8
Wisma LKN
No.49, Jalan Wong Ah Fook
80000 Johor Bahru, Johor
- MARKET RESEARCHER** : Jones Lang Wootton
Unit No.8.01, Level 8
Wisma LKN
No.49, Jalan Wong Ah Fook
80000 Johor Bahru, Johor
- ADVISER AND MANAGING UNDERWRITER** : Arab-Malaysian Merchant Bank Berhad (23742-V)
22nd Floor, Bangunan Arab-Malaysian
55, Jalan Raja Chulan
50200 Kuala Lumpur
- UNDERWRITERS** : Arab-Malaysian Merchant Bank Berhad (23742-V)
22nd Floor, Bangunan Arab-Malaysian
55, Jalan Raja Chulan
50200 Kuala Lumpur
- Arab-Malaysian Securities Sdn Bhd (92977-U)
15th Floor, Bangunan Arab-Malaysian
55, Jalan Raja Chulan
50200 Kuala Lumpur
- JB Securities Sdn Bhd (17812-U)
Suite 8.2, Level 8, Menara Sarawak Enterprise
5, Jalan Bukit Meldrum
80300 Johor Bahru, Johor
- JF Apex Securities Berhad (47680-X)
15th & 16th Floor, Menara Choy Fook On
No. 1B, Jalan Yong Shook Lin
46050 Petaling Jaya, Selangor

CORPORATE INFORMATION (Cont'd)

PRINCIPAL BANKERS : Arab-Malaysian Merchant Bank Berhad (23742-V)
Suite 10.2, Level 10,
Menara Pelangi, Jalan Kuning,
Taman Pelangi,
80400 Johor Bahru, Johor

Arab-Malaysian Bank Berhad (295576-U)
No.69, 70 & 71, Jalan Harimau Tarum
Taman Century
80250 Johor Bahru, Johor

Bumiputra-Commerce Bank Berhad (13491-P)
Unit 01-01, Landmark Mall
Menara Landmark
No.12, Jalan Ngee Heng
80000 Johor Bahru, Johor

Malayan Banking Berhad (3813-K)
18 & 20, Jalan Perwira 17
Taman Ungku Tun Aminah
81300 Skudai
Johor

RHB Bank Berhad (6171-M)
Johore Area Business Centre
35 & 37, Jalan Permas 10/2 (1st and 2nd Floor)
Bandar Baru Permas Jaya
81750 Masai
Johore Baru, Johor

Public Bank Berhad (6463-H)
G-2, Ground Floor, Wisma Daiman
64, Jalan Sulam
Taman Sentosa
80400 Johor Bahru, Johor

LISTING SOUGHT : Main Board of the Kuala Lumpur Stock Exchange

COUNTRY VIEW BERHAD

(Company No. 78320-K)

(Incorporated in Malaysia under the Companies Act, 1965)

1. INFORMATION SUMMARY

THE FOLLOWING INFORMATION SUMMARY IS ONLY A SUMMARY OF THE SALIENT INFORMATION RELATING TO THE CVB GROUP, AND THAT INVESTORS SHOULD READ AND UNDERSTAND THE WHOLE PROSPECTUS PRIOR TO DECIDING WHETHER TO INVEST.

1.1 History and Business

CVB was incorporated in Malaysia under the Companies Act, 1965 on 23 November 1981 as a private limited company under the name of Country View Realty Sdn Bhd. On 14 March 2001, the Company changed its name to Country View Sdn Bhd. Subsequently on 25 April 2001, it was converted to a public limited company and since then assumed its present name. It is principally involved in the business of property development, property investment and investment holding. The principal activities of its subsidiaries and associated company are as follows:-

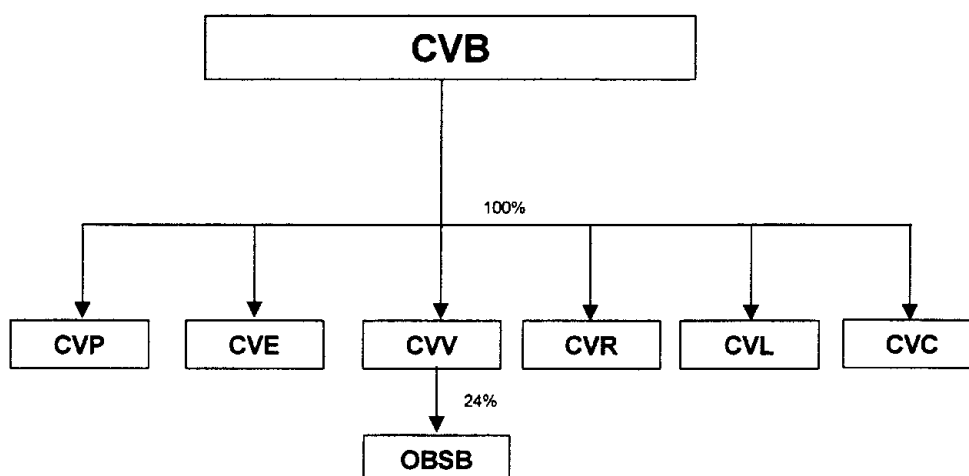
Name	Date and place of incorporation	Issued and paid-up share capital (RM)	Effective Equity Interest (%)	Principal Activities
CVP	24.05.96 Malaysia	2	100	Property development
CVE	26.08.97 Malaysia	2	100	Property development
CVV	26.08.97 Malaysia	2	100	Investment holding
CVR	17.08.00 Malaysia	300.000	100	Property development
CVL	03.08.99 Malaysia	300.000	100	Property development
CVC	12.09.00 Malaysia	2	100	Contractor
Associated Company of CVV				
OBSB	06.07.99 Malaysia	2,500.000	24	Intended for property development

Save for OBSB, all the abovementioned companies have commenced operations.

Detailed information on the history and business of CVB Group is set out in Section 4 of this Prospectus.

1. INFORMATION SUMMARY (Cont'd)

An overview of the CVB Group's corporate structure is as follows:-



1.2 Promoters, Substantial Shareholders, Directors and Key Management of CVB

Name	Designation	Final shareholdings after the Listing Scheme			
		Direct		Indirect	
		No. of shares	%	No. of shares	%
<i>Promoters/ Substantial Shareholders</i>					
Hang Ah Jee	Promoter & Substantial Shareholder	14,279,986	14.28	5,125,000	5.12 ¹
Wong Joon Chin ^	Promoter & Executive Director	2,150,000	2.15	-	-
Chan Teng Hon	Promoter	3,400,000	3.40	-	-
Law Kit Tat ^	Promoter, Executive Director & Substantial Shareholder	13,625,000	13.63	8,500,000	8.50 ²
Wong Chee Sean @ Wong Sean ^	Promoter, Executive Director & Substantial Shareholder	5,125,000	5.12	14,279,986	14.28 ¹
Law Kee Kong	Promoter & Non-Executive Director	4,250,000	4.25	17,875,000	17.88 ²
Yee Gee Min ^	Promoter & Group General Manager	2,320,014	2.32	-	-
Mohamad Shukri Bin Linjal	Promoter	4,250,000	4.25	-	-
Neosas Teknik Sdn Bhd	Promoter & Substantial Shareholder	8,500,000	8.50	-	-
Jalur Bahagia Sdn Bhd	Promoter & Substantial Shareholder	10,200,000	10.20	-	-
Sadiyah Binti Suleiman	Promoter and Substantial Shareholder	1,700,000	1.70	18,700,000	18.70 ³
Munawir Bin Khadri	Substantial Shareholder	-	-	20,400,000	20.40 ⁴
Haliah Binti Khadri	Substantial Shareholder	-	-	20,400,000	20.40 ⁵

1. INFORMATION SUMMARY (Cont'd)

Name	Designation	Final shareholdings after the Listing Scheme			
		← Direct →		← Indirect →	
		No. of shares	%	No. of shares	%
Directors					
Datuk Mohamed Al Amin Bin Abdul Majid J.P. *	Executive Chairman	950,000	0.95	-	-
Wong Joon Chin ^	Executive Director	2,150,000	2.15	-	-
Law Kit Tat ^	Executive Director	13,625,000	13.63	8,500,000	8.50 ²
Wong Chee Sean @ Wong Sean ^	Executive Director	5,125,000	5.12	14,279,986	14.28 ¹
Law Kee Kong	Non-Executive Director	4,250,000	4.25	17,875,000	17.88 ²
Choong Shiau Yoon	Independent Non-Executive Director	-	-	-	-
Azhar Bin Azizan @ Harun	Independent Non-Executive Director	-	-	-	-
Key Management of CVB ⁶					
Yee Gee Min ^	Group General Manager	2,320,014	2.32	-	-
Ir Hua Keng Tong	Senior Manager	25,000	0.03	-	-
Long Cheow Siong	Senior Manager	25,000	0.03	-	-
Lee Wai Hin	Manager	20,000	0.02	-	-
Radzuan Chua Bin Abdullah	Manager	20,000	0.02	-	-

Notes:-

1. Indirect interest by virtue of his/her family shareholdings in CVB.
 2. Indirect interest by virtue of their family shareholdings in CVB.
 3. Indirect interest by virtue of her substantial shareholdings in Neoasas Teknik Sdn Bhd and Jalur Bahagia Sdn Bhd.
 4. Indirect interest by virtue of his substantial shareholding in Neoasas Teknik Sdn Bhd, his family shareholdings in CVB and Jalur Bahagia Sdn Bhd.
 5. Indirect interest by virtue of her substantial shareholdings in Jalur Bahagia Sdn Bhd, her family shareholdings in CVB and Neoasas Teknik Sdn Bhd.
 6. Except for Yee Gee Min, the shareholdings of the other key management of CVB are based entirely on their respective entitlements for the pink form share allocation pursuant to the Public Issue.
- ^ Including their respective entitlements for the pink form share allocation pursuant to the Public Issue.
- * Including his entitlements for the pink form share allocation and Bumiputera allocation approved by the MITI pursuant to the Public Issue.

Detailed information on the Promoters, Substantial Shareholders, Directors and Key Management of CVB is set out in Sections 5.1, 5.2, 5.3 and 5.5 respectively of this Prospectus. Detailed information on the listing scheme of CVB is set out in Section 2 of this Prospectus.

1. INFORMATION SUMMARY (Cont'd)

1.3 Financial Highlights

The following table has been extracted from the Accountants' Report set out in Section 11 of this Prospectus and should be read in conjunction with the notes and assumptions thereto.

The summarised proforma consolidated results of the CVB Group for the past five (5) years ended 30 November 2001 have been prepared for illustrative purposes only after making such adjustments that are considered necessary and assuming that the present CVB Group structure had been in existence throughout those years under review:-

	← Year ended 30 November →				
	1997	1998	1999	2000	2001
	RM'000	RM'000	RM'000	RM'000	RM'000
Turnover	80,940	40,396	33,507	26,771	36,022
Gross profit	42,985	17,108	17,997	18,550	24,465
Profit before depreciation, interest, exceptional items and taxation etc.	38,526	13,635	14,269	15,357	19,960
Depreciation	(336)	(346)	(179)	(189)	(321)
Exceptional items	150	-	14	1,448	(29)
Interest expense	(48)	(36)	-	-	(258)
Interest income from bank deposits	3,195	4,297	1,698	968	76
Interest from other loan	-	-	-	80	-
Late payments interest from buyers	738	146	28	27	117
Other operating income	489	968	715	533	1,051
Share of losses of an associated company	-	-	-	(57)	(86)
Profit before taxation and extraordinary item	42,714	18,664	16,545	18,167	20,510
Taxation (as adjusted)	(11,989)	(5,275)	25	(5,125)	(5,893)
Profit after taxation but before extraordinary item	30,725	13,389	16,570	13,042	14,617
Extraordinary item	-	-	-	-	(116)
Profit after taxation and extraordinary item	<u>30,725</u>	<u>13,389</u>	<u>16,570</u>	<u>13,042</u>	<u>14,501</u>
Number of ordinary shares of RM1.00 each at end of financial year ('000)	6,000	6,000	6,000	6,000	85,000
Gross EPS before Public Issue (RM)	7.12	3.11	2.76	3.03	0.24
Net EPS before Public Issue (RM)	5.12	2.23	2.76	2.17	0.17
Gross EPS after Public Issue (RM)	0.43	0.19	0.17	0.18	0.21
Net EPS after Public Issue (RM)	0.31	0.13	0.17	0.13	0.15
Dividend rate (%)	476.00	256.00	-	75.34	27.35

Notes:-

- (1) The above proforma consolidated results exclude the results of a subsidiary of CVB that has been disposed off in January 2001.
- (2) Gross and net EPS after Public Issue are based on the PBT and PAT before extraordinary item and enlarged issued and paid-up share capital of 100,000,000 ordinary shares of RM1.00 each of the Listing Scheme.
- (3) The CVB Group's turnover and profit after taxation and extraordinary item have been in declining trend from 1998 to 2000 (with the exception of the profit after taxation and extraordinary item in 1999) mainly due to the completion of billings on the earlier phases of projects and the unfavourable economic condition in Malaysia since 1997.
- (4) Compared with 2000, the CVB Group's turnover and profit after taxation in 2001 increased by about 35% and 12.1% respectively. This is mainly due to the sales of development land and completed double storey shop-offices as well as the launching of ongoing development properties in Taman Universiti during the year.
- (5) The taxation adjustment for 1999 represents over-provision of taxation for prior years. The profit for that year was exempted from tax under the Income Tax (Amendment) Act 1999.

1. INFORMATION SUMMARY (Cont'd)

- (6) The exceptional item in 2000 is mainly attributable to a write-back of provision for late delivery charges amounting to RM1.459 million. Such amount was written back due to the lapse of the time limit for claiming by the property buyers.
- (7) The extraordinary item in 2001 is an adjustment for the loss resulting from the disposal of a subsidiary of CVB in January 2001.
- (8) There is no minority interest for all the years under review.
- (9) There was an increase in the number of shares in CVB to 85,000,000 in year 2001 pursuant to the Bonus Issue of 79,000,000 new ordinary shares of RM1.00 each in CVB which was completed on 29 November 2001.

Notes to the proforma financial information of CVB Group are included in the Accountants' Report set out in Section 11 of this Prospectus.

1.4 Proforma Consolidated Balance Sheets of CVB Group as at 30 November 2001

The proforma consolidated balance sheets as set out below have been prepared for illustrative purposes only to show the effect on the consolidated audited balance sheets of CVB Group as at 30 November 2001 on the assumptions that the Listing Scheme has been effected on 30 November 2001.

	Audited Accounts As At 30 November 2001 ¹	Proforma After Public Issue ²
	RM'000	RM'000
FIXED ASSETS	1,289	1,289
DEFERRED EXPENDITURE	-	-
LAND HELD FOR DEVELOPMENT	143,157	143,157
INVESTMENT IN ASSOCIATED COMPANY	577	577
CURRENT ASSETS		
Land and development expenditure	22,413	22,413
Trade debtors	8,082	8,082
Other debtors, deposit & prepayments	3,335	2,431
Fixed deposits	603	603
Quoted shares	6	6
Cash and bank balances	3,273	17,143
	<u>37,712</u>	<u>50,678</u>
CURRENT LIABILITIES		
Trade creditors	2,303	2,303
Other creditors, deposits & accruals	4,087	3,553
Short term borrowings	14,088	14,088
Term loans	4,725	2,725
Hire purchase creditors	116	116
Proposed dividend	1,438	1,438
Provision for taxation	970	970
	<u>27,727</u>	<u>25,193</u>
NET CURRENT ASSETS	9,985	25,485
	<u>155,008</u>	<u>170,508</u>
SHARE CAPITAL	85,000	100,000
RETAINED EARNINGS	29,630	29,630
SHARE PREMIUM	-	500
SHAREHOLDERS' FUNDS	114,630	130,130
LONG TERM AND DEFERRED LIABILITIES		
Hire purchase creditors	340	340
Bridging loans	1,418	1,418
Term loans	38,620	38,620
	<u>155,008</u>	<u>170,508</u>
Net Tangible Asset per share (RM)	<u>1.35</u>	<u>1.30</u>

1. INFORMATION SUMMARY (Cont'd)

Note:-

1. Incorporates the Bonus Issue of 79,000,000 new ordinary shares of RM1.00 each in CVB.
2. Proforma – Incorporates the Public Issue of 15,000,000 new ordinary shares of RM1.00 each at an Issue Price of RM1.20 per share and after adjustment for estimated listing expenses of RM2.5 million against the Share Premium account as well as for the repayment of bank borrowings of RM2 million.

Detailed proforma consolidated balance sheets and the Reporting Accountants' letter thereon are set out in Sections 9.10 and 9.11 of this Prospectus respectively.

Consistent with the present accounting policies of the Group, there is no revaluation undertaken on the Group's properties as set out in Section 8 of this Prospectus. The revaluation surpluses arising from the revaluation of the properties (unsold portion) of RM44.574 million will not be incorporated in the accounts of CVB and its subsidiaries. For illustrative purpose, should such revaluation surpluses (excluding stocks of completed properties) be incorporated in the accounts of the respective companies, the proforma consolidated NTA of the CVB Group after the Public Issue will be increased to approximately RM174.704 million or RM1.75 per share.

1.5 Material Risks Factors

In addition to the general risks associated with any investment in the stock market, there are certain additional risks in investing in the Company as well as risks specific to investments in entities engaged in the property development and construction industries. Applicants should consider carefully the risk factors that may affect CVB Group and the industries in which it operates as well as the relevant information contained in this Prospectus. The material risk factors, which are discussed in detail in Section 3, are, inter alia, as follows:-

- (i) No Prior Market for CVB's Shares – There can be no assurance of an active market for CVB shares upon its listing on the Main Board of the KLSE;
- (ii) Business Risks – As in any other business, CVB is subject to risks inherent in the property development industry;
- (iii) Investment Activities Risk– The Group has a very minimal percentage of the excess cash involved in securities listed on the KLSE;
- (iv) Financial Risks – Save as disclosed in section 9.4 of this Prospectus, the Group does not have any other borrowings and indebtedness in the form of borrowings;
- (v) New Ventures – The Group has participated in a joint venture for the future development of Pantai Lido, Johor Bahru into a waterfront city known as Pantai Lido Waterfront 2020. Such joint venture is however, subject to the negotiations with the State Government of Johor on the detailed terms and conditions;
- (vi) Industry Life-Cycle – Property development industry is very cyclical in nature and highly dependent on the economic and political conditions of the country;
- (vii) Dependence on Contractors/Suppliers – The Group adopts various measures to minimize risk of dependency on certain contractors/suppliers;
- (viii) Dependence on Key Personnel – The Group's success will depend to a significant extent upon the abilities and continued efforts of its existing Directors and key management;
- (ix) Insurance Coverage on Assets – The Group reviews and ensures adequate coverage for its assets and development projects on a continuous basis;

1. INFORMATION SUMMARY (Cont'd)

- (x) **Rapid Business Expansion** – The Group has expanded rapidly over the past three (3) years via acquisitions of new lands. However, save for the borrowings as mentioned in Section 9.4(ii) of this Prospectus, such rapid expansion has been financed mainly through internally generated funds;
- (xi) **Competitive Risks** – The Group faces competition from new entrants and established players in the property development industry;
- (xii) **Dependence on Particular Markets and Geographical Locations** – The CVB Group currently focuses on property development in Taman Universiti, Skudai, Johor and Bandar Nusajaya, Mukim of Pulai, Johor Bahru, Johor;
- (xiii) **Political, Economic, Regulatory and Environmental Considerations** – Adverse developments in political, economic, regulatory and environment conditions in Malaysia and other countries where the Group may operate could materially and adversely affect the financial prospects of the Group;
- (xiv) **Control by Promoters** – After the Public Issue, the Promoters and the persons connected with the Promoters will collectively control 74.05% of CVB's issued and paid-up share capital. They will effectively control the outcome of certain matters requiring voting of shareholders;
- (xv) **Material Litigation** – As at 25 March 2002, the CVB Group is not engaged either as plaintiff or defendant in any legal action, proceeding, arbitration or prosecution for any criminal offence, which has a material effect on the financial position of the CVB Group;
- (xvi) **Delay in Completion of Projects** – There can be no assurance that external factors, such as weather condition, obtaining the regulatory approvals as scheduled and satisfactory performance of building contractors, acts of god etc. will not lead to delays in completion of projects;
- (xvii) **Related Party Transactions/ Conflict of Interest** – The Directors, substantial shareholders and key management have provided an undertaking that all business transactions between the CVB Group and the Directors and substantial shareholders (and their connected persons) and the key management shall be based on arms length basis;
- (xviii) **Forecasts** – There can be no assurance that the forecasts contained herein will be realised and investors will be deemed to have read and understood the assumptions and uncertainties underlying the forecasts that are contained herein; and
- (xix) **Disclosure Regarding Forward-Looking Statements** – there can be no assurance that forward-looking statements in relation to the CVB Group as contained in the Prospectus will prove to be correct. Any differences in the expectations of the Group may materially affect the Group's financial and business performances and plans.

1. INFORMATION SUMMARY (Cont'd)

1.6 Profit and Dividend Record

CONSOLIDATED PROFIT FORECAST

Financial Year Ending 30 November 2002	Forecast
Consolidated PBT (RM'000)	22,486
Less : Taxation (RM'000)	(6,451)
Consolidated PAT (RM'000)	16,035
Enlarged number of shares ('000)	100,000
Gross EPS based on enlarged share capital of 100,000,000 shares (Sen)	22.49
Net EPS based on enlarged share capital of 100,000,000 shares (Sen)	16.04
Gross PE multiple based on the Public Issue Price of RM1.20 per share and the enlarged share capital of 100,000,000 shares (times)	5.34
Net PE multiple based on the Public Issue Price of RM1.20 per share and the enlarged share capital of 100,000,000 shares (times)	7.48

The consolidated profit forecast of CVB together with the Reporting Accountants' letter thereon are set out in Sections 9.5 and 9.6 of this Prospectus respectively.

DIVIDEND FORECAST

Financial Year Ending 30 November 2002	Forecast
Gross final dividend per share (sen)	6.00
Gross final dividend yield based on the Public Issue Price of RM1.20 per share (%)	5.00
Gross final dividend cover (times)	3.75
Net final dividend per share (sen)	4.32
Net final dividend yield based on the Public Issue Price of RM1.20 per share (%)	3.60
Net final dividend cover (times)	3.71

Details of the dividend forecast are set out in Section 9.9 of this Prospectus.

1.7 Proforma Group NTA as at 30 November 2001

	Proforma Group NTA RM'000	NTA per ordinary Share RM
After adjusting for the Proposed Public Issue ⁽¹⁾	130,130	1.30

⁽¹⁾ After deducting the estimated listing expenses of RM2,500,000. Please refer to Section 2.7 for details on the estimated listing expenses.

The above proforma consolidated NTA is based on the enlarged issued and paid-up share capital of 100,000,000 ordinary shares of RM1.00 each in CVB. Detailed calculations of the proforma consolidated NTA are set out in Section 9.10 of this Prospectus.

1. INFORMATION SUMMARY (Cont'd)

1.8 Principal Statistics Relating to the Public Issue

1.8.1 Share Capital

The following statistics relating to the Public Issue are derived from the full text of this Prospectus and should be read in conjunction with the text.

	RM
AUTHORISED SHARE CAPITAL	
500,000,000 ordinary shares of RM1.00 each	500,000,000
ISSUED AND FULLY PAID-UP SHARE CAPITAL :	
• 85,000,000 ordinary shares of RM1.00 each	85,000,000
<i>To be issued pursuant to Public Issue:</i>	
• 15,000,000 new ordinary shares of RM1.00 each	15,000,000
	<u>100,000,000</u>
ISSUE PRICE PER SHARE	RM1.20

Details of the Public Issue are set out in Sections 2.1 to 2.3 of this Prospectus.

1.8.2 Class of Shares

There is only one class of shares in the Company, namely, ordinary shares of RM1.00 each, all of which rank pari passu with one another. All the 15,000,000 new ordinary shares of RM1.00 each in CVB to be issued pursuant to the Proposed Public Issue will, upon allotment and issue, rank pari passu in all respects with the existing issued and paid-up ordinary shares of the Company except that they will not be entitled to any dividends, rights, allotments or other distributions declared prior to the date of allotment of the new ordinary shares.

1.9 Proposed Utilisation of Proceeds of the Public Issue

The estimated total gross proceeds from the Public Issue of RM18 million will accrue to CVB and will be utilised as follows:-

	RM'000
i) Repayment of borrowings from Arab-Malaysian	2,000
ii) Working Capital	13,500
iii) Finance estimated listing expenses	2,500
Total proceeds	<u>18,000</u>

CVB will bear all expenses incidental to the listing and quotation of CVB's shares on the Main Board of the KLSE which include, inter alia, underwriting commission, brokerage, registration fee, professional fees, SC fees, advertising, listing expenses and other fees, the aggregate of which is estimated to be approximately RM2.5 million.

Details of the proposed utilisation of proceeds are set out in Section 2.7 of this Prospectus.

1. INFORMATION SUMMARY (Cont'd)

1.10 Material Litigation, Commitment and Contingent Liabilities

Material Litigation

As at 25 March 2002, the CVB Group is not engaged either as plaintiff or defendant in any legal action, proceeding, arbitration or prosecution for any criminal offence, which has a material effect on the financial position of the CVB Group and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of CVB and its subsidiaries.

Contingent Liabilities

Save as disclosed below, as at 25 March 2002 (being the latest practicable date prior to the printing of this Prospectus), there are no material contingent liabilities incurred by the Company or its subsidiaries.

	Amount RM'000
Performance guarantees given to third parties which is secured by fixed deposits in the name of the Company and one of the shareholders, Mr Yee Gee Min	133
Performance guarantees given to third parties which are secured by legal charges on the Group's landed properties, debentures by way of fixed and floating charges over the Group's present and future assets and personal guarantees of certain Directors of the Company	1,928
Total	2,061

Material Commitment

Save as disclosed below, as at 25 March 2002 (being the latest practicable date prior to the printing of this Prospectus), there are no material commitments for capital expenditure incurred or known to be incurred by CVB or its subsidiaries and associated company, which may have a substantial impact on the financial position of the Group.

	Amount RM'000
Approved and contracted for *	43,288
Approved but not contracted for	-
Total	43,288

* Exclude inter-company commitment of RM41,815 in relation to CVC.

Details of material litigation, material commitment and contingent liabilities are set out in Section 9.4 of this Prospectus.