

WILLOWGLEN

WILLOWGLEN MSC BERHAD

(Company No. 462648-V)

(Incorporated in Malaysia)

TOTAL SCADA & SECURITY SOLUTIONS



2010 ANNUAL REPORT

Contents

Table of Contents

Notice of Annual General Meeting	2
Statement Accompanying Notice of Annual General Meeting	6
Corporate Information	7
Profile of Directors	8
Audit Committee Report	12
Chairman's Statement	18
Corporate Social Responsibility Disclosure	23
Corporate Governance Statement	24
Statement on Internal Control	29

Financial Statements

Directors' Report	32
Consolidated Statement of Financial Position	37
Statement of Financial Position	39
Statements of Comprehensive Income	40
Statements of Changes in Equity	42
Statements of Cash Flows	44
Notes to the Financial Statements	47
Statement by Directors	102
Statutory Declaration	103
Independent Auditors' Report	104
Additional Compliance Information	106
Properties	108
Shareholdings Statistics	109
Form of Proxy	
Questions from Shareholders	

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of the Company will be held at the Grand Lotus, Level 2, Swiss-Garden Residences, 117 Jalan Pudu, 55100 Kuala Lumpur, Malaysia on Monday, 30 May 2011 at 10.00 a.m. for the following purposes:-

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2010 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To declare a final dividend of 20% tax-exempt and special dividend of 10% tax-exempt for the financial year ended 31 December 2010. **(Resolution 2)**
3. To re-elect the following Directors who retire under the provisions of the Company's Articles of Association, and who, being eligible, offer themselves for re-election:-
 - (a) Khor Chai Moi **(Resolution 3)**
 - (b) Wang Shi Tsang **(Resolution 4)**
4. To approve the Directors' fees of RM60,000.00 for the financial year ended 31 December 2010. **(Resolution 5)**
5. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business of which due notice shall have been given.

As Special Business

7. To consider and if thought fit, to pass the following Resolutions:-

Ordinary Resolution

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature

"THAT, the Company and its subsidiaries shall be mandated to enter into the categories of Recurrent Transactions of a revenue or trading nature which are necessary for their day-to-day operations and with those Related Parties as specified in Section 2.1.3 of the Circular dated 5 May 2011 subject further to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable than those generally available to the public; and
- (b) disclosure is made in the Annual Report of a breakdown of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year, amongst others, based on the following information:-

- (i) the type of Recurrent Transactions made; and
- (ii) the names of the Related Parties involved in each type of Recurrent Transactions made and their relationships with the Company;

AND THAT such authority shall commence upon passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next Annual General Meeting 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.

AND FURTHER THAT the Directors and/or any of them be and are hereby authorised 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 7)**

Ordinary Resolution

Proposed Renewal of Authorisation to Enable Willowglen MSC Berhad to Purchase Its Own Shares Up to 10% of the Issued and Paid-Up Ordinary Share Capital of the Company Pursuant to Section 67A of the Companies Act, 1965

“THAT, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.10 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (a) the aggregate number of shares purchased does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained earnings and share premium reserves of the Company at the time of the purchase(s); and
- (c) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder and to deal with the shares so purchased in such other manner as may be permitted by the relevant legislations and regulations.

AND THAT such authority shall commence upon passing of this resolution and shall continue to be in force until:-

Notice of Annual General Meeting cont'd

- (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting at which such resolution was passed at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next Annual General Meeting after the date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting;

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full power to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares) in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and the Listing Requirements and/or guidelines of Bursa Securities and all other relevant governmental and/or regulatory authorities.” **(Resolution 8)**

Special Resolution

Proposed Amendments to the Articles of Association of the Company (“Proposed Articles Amendments”)

“THAT approval be and is hereby given for the Company to amend its Articles of Association in the manner set out in Appendix I of the Circular to Shareholders dated 5 May 2011.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things may be required or relevant for or in connection with and to give full effect and implement the Proposed Articles Amendments with full powers to assent to or effect any conditions, modifications, variations and/or amendments in any manner as may be imposed or required by the relevant authorities.” **(Resolution 9)**

By Order of the Board

Leong Keng Yuen (MIA 6090)
Yeoh Peik Hong (MAICSA 7034341)
Secretaries

Kuala Lumpur
5 May 2011

Notes:

1. *A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. When a member appoints two or more proxies, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. A proxy need not be a member of the Company.*
2. *The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 17th Floor, Plaza OSK, Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.*
3. *The instrument appointing a proxy or proxies shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation under its Common Seal or the hand of its attorney duly authorised.*
4. *Explanatory Notes on Special Business*

Proposed Resolution for Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue Or Trading Nature

This proposed Ordinary Resolution, if passed, will provide a renewed mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Related Parties in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for the Group's day-to-day operations. This mandate shall lapse at the conclusion of the next Annual General Meeting unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Proposed Renewal of Authorisation to Enable Willowglen MSC Berhad to Purchase Its Own Shares Up to 10% of the Issued and Paid-Up Ordinary Share Capital of the Company Pursuant to Section 67A of the Companies Act, 1965

This proposed Ordinary Resolution, if passed, will provide a renewed mandate for the Company to purchase its own shares up to 10% of the issued and paid-up ordinary share capital of the Company and shall lapse at the conclusion of the next Annual General Meeting unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Proposed Amendments to the Articles of Association of the Company ("Proposed Articles Amendment")

This proposed Special Resolution, if passed, will render the Articles of Association of the Company in compliance with the provisions of the Companies Act, 1965 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Shareholders are requested to refer to the enclosed Circular to Shareholders for additional information.

Statement Accompanying Notice of Annual General Meeting

1. Directors who are standing for re-election at the Thirteenth Annual General Meeting of the Company

- (a) Khor Chai Moi retiring by rotation under Article 93
- (b) Wang Shi Tsang retiring by rotation under Article 93

2. Details of the attendance of Directors at Board Meetings

There are four (4) Board of Directors' Meetings held during the financial year ended 31 December 2010.

Board of Directors	No. of Meetings Attended
Alfian Bin Tan Sri Mohamed Basir	4/4
Khor Chai Moi	4/4
Wong Ah Chiew	4/4
Wang Shi Tsang	4/4
Mohd Isa Bin Ismail	3/4

3. Place, Date and Time of the Thirteenth Annual General Meeting

The Thirteenth Annual General Meeting of the Company will be held at the Grand Lotus, Level 2, Swiss-Garden Residences, 117 Jalan Pudu, 55100 Kuala Lumpur on Monday, 30 May 2011 at 10.00 a.m.

4. Details of Directors who are standing for re-election

Further details of Directors who are standing for re-election are set out in the Profile of Directors of the Annual Report.

Corporate Information

Board of Directors

Alfian Bin Tan Sri Mohamed Basir *(Chairman and Independent Non-Executive Director)*

Khor Chai Moi *(Managing Director)*

Wong Ah Chiew *(Non-Executive Director)*

Wang Shi Tsang *(Senior Independent Non-Executive Director)*

Mohd Isa Bin Ismail *(Independent Non-Executive Director)*

Audit Committee

Wang Shi Tsang *(Chairman)*

Alfian Bin Tan Sri Mohamed Basir

Wong Ah Chiew

Mohd Isa Bin Ismail

Nomination & Remuneration Committee

Alfian Bin Tan Sri Mohamed Basir *(Chairman)*

Wang Shi Tsang

Wong Ah Chiew

Mohd Isa Bin Ismail

Secretaries

Leong Keng Yuen

Yeoh Peik Hong

Auditors

Baker Tilly Monteiro Heng

22-1, Monteiro Heng Chambers

Jalan Tun Sambanthan 3

50470 Kuala Lumpur

Stock Exchange Listing

Main Market of

Bursa Malaysia Securities Berhad

Registered Office

17th Floor, Plaza OSK

Jalan Ampang

50450 Kuala Lumpur

Tel: 03-21617722 Fax: 03-21617782

Head Office

No. 17 Jalan 2/149B

Taman Sri Endah

Bandar Baru Sri Petaling

57000 Kuala Lumpur

Tel: 03-90571228 Fax: 03-90571218

Email: corpinfo@willowglen.com.my

Website: www.willowglen.com.my

Share Registrars

Symphony Share Registrars Sdn Bhd

Level 6, Symphony House

Block D13, Pusat Dagangan Dana 1

Jalan PJU 1A/46

47301 Petaling Jaya

Selangor Darul Ehsan

Tel: 03-78418000 Fax: 03-78418008

Principal Bankers

CIMB Bank Berhad

Malayan Banking Berhad

United Overseas Bank (Malaysia) Berhad

Profile of Directors

ENCIK ALFIAN BIN TAN SRI MOHAMED BASIR, aged 37, a Malaysian, is the **CHAIRMAN AND INDEPENDENT NON-EXECUTIVE DIRECTOR** of the Company. He was appointed to the Board of Directors on 9 October 2003.

He is a member of the Audit Committee and Nomination & Remuneration Committee of the Company.

Encik Alfian is a Chartered Accountant and a Member of Malaysian Institute of Accountants. He graduated from the University of Malaya with a Bachelor of Accounting (Hons) Degree.

Encik Alfian's career began at Ernst & Young, Kuala Lumpur, a global accounting firm. Specialising in the financial sector, he gained a wealth of experience managing large financial audits and special due diligence assignments, in conjunction with the consolidation of the local banking sector, at various local financial institutions such as the former Bank Bumiputra Malaysia Berhad and the Utama Banking Group. His experience also extends internationally, including assignments at the Central Bank of Mongolia and other commercial banks in Mongolia.

Due to his keen interest in the ICT sector, he left Ernst & Young in 2001 to set up an ICT and management consulting firm, TradeRoof Sdn Bhd. Since then, he had ventured further into the ICT and telecommunications industry, being involved in a number of technology-based companies. He is currently the Chief Executive Officer of Blue Horus Solutions Group, a regional Mobile Telecommunications-based solutions provider with operations in Malaysia, Cambodia and Indonesia. He is also on the Board of various private limited companies. Amongst them is Apex Global Engineering Sdn Bhd, a regional oil and gas engineering services provider.

Encik Alfian does not have any family relationship with any Director and/or major shareholder of the Company. He also does not have any conflict of interest with the Company.

Encik Alfian has no conviction for any offences within the past ten years.

He attended all four (4) Board Meetings held in the financial year ended 31 December 2010.

MDM. KHOR CHAI MOI, aged 58, a Malaysian, is the MANAGING DIRECTOR of the Company. She joined the Board of Directors on 20 March 1998 as First Director of the Company and resigned on 30 July 1998. On 19 June 2000, she was reappointed to the Board of Directors and subsequently appointed as Managing Director on 3 November 2004.

She is currently a member of Corporate Announcement & Compliance Committee and Risk Management Committee of the Company.

Mdm. Khor holds a Bachelor of Business Degree in Accounting from the University of South Queensland, Australia, as well as a Master of Business Administration from the University of Hull, United Kingdom.

Mdm. Khor has been the Managing Director of Dindings Consolidated Sdn Bhd since 1992. She is also a Director of several private limited companies. Mdm. Khor is currently an Executive Director of PJ Development Holdings Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad.

Mdm. Khor is the sister in-law of Mr. Wong Ah Chiew, the Non-Executive Director of the Company.

She does not have any conflict of interest other than those disclosed under Notes to the Financial Statements of this Annual Report.

Mdm. Khor has no conviction for any offences within the past ten years.

She attended all four (4) Board Meetings held in the financial year ended 31 December 2010.

Profile of Directors cont'd

MR. WONG AH CHIEW, aged 63, a Malaysian, is the NON-EXECUTIVE DIRECTOR of the Company. He joined the Board of Directors on 20 March 1998 as First Director of the Company and resigned on 30 July 1998. On 19 June 2000, he was reappointed to the Board of Directors.

He is a member of the Audit Committee, Corporate Announcement & Compliance Committee, and Nomination & Remuneration Committee of the Company.

Mr. Wong holds a Bachelor of Science Degree in Electrical and Electronic Engineering from the University of Strathclyde, Scotland. He started his career in 1973 as Assistant District Engineer with Perak River Hydro Electric Power Co. Ltd, where he worked until 1982.

In 1982, Mr. Wong left the public service to join Dindings Consolidated Sdn Bhd as a Director where he managed the marketing and administrative aspects of the housing and commercial property projects undertaken by the group.

Some of these projects included Taman Dindings, Ayer Tawar; Taman Desa Aman, Teluk Intan; Taman Sri Setapak, Kuala Lumpur; Taman Damai Jaya, Johor and Taman Sri Endah, Kuala Lumpur. Mr. Wong has more than 30 years of experience in property development.

He was the Managing Director of MCB Holdings Berhad, formerly a company listed on Bursa Malaysia Securities Berhad, from 1 August 1992 to 28 November 1997.

Mr. Wong is also currently the Managing Director of PJ Development Holdings Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad.

Mr. Wong is the brother in-law of Mdm. Khor Chai Moi, the Managing Director of the Company.

He does not have any conflict of interest other than those disclosed under Notes to the Financial Statements of this Annual Report.

Mr. Wong has no conviction for any offences within the past ten years.

He attended all four (4) Board Meetings held in the financial year ended 31 December 2010.

MR. WANG SHI TSANG, aged 57, a Malaysian, is the SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR of the Company. He was appointed to the Board of Directors on 27 June 2002.

He is a member of the Audit Committee, Corporate Announcement & Compliance Committee, Nomination & Remuneration Committee and Risk Management Committee of the Company.

Mr. Wang holds a Master of Science Degree in Taxation from U.S.A. He is a Fellow of the Malaysian Institute of Taxation, an Associate Member of The Malaysian Institute of Chartered Secretaries & Administrators and a Certified Financial Planner.

Currently, he acts as Senior Manager of Corporate Affairs & Taxation in a public listed company in Malaysia and deals with both corporate and tax matters. Prior to his present employment, he had served the Inland Revenue Department (now known as the Inland Revenue Board) for 14 years and last held the position of Assistant Director.

Mr. Wang does not have any family relationship with any Director and/or major shareholder of the Company. He also does not have any conflict of interest with the Company.

Mr. Wang has no conviction for any offences within the past ten years.

He attended all four (4) Board Meetings held in the financial year ended 31 December 2010.

ENCIK MOHD ISA BIN ISMAIL, aged 48, a Malaysian, is an INDEPENDENT NON-EXECUTIVE DIRECTOR of the Company. He was appointed to the Board of Directors on 29 December 2006.

He is a member of the Audit Committee and Nomination & Remuneration Committee of the Company.

Encik Mohd Isa holds a Diploma in Accountancy from the University Technology MARA (1984).

He was a Financial Analyst and Cost Analyst of Motorola Semiconductor Sdn Bhd for eight (8) years until 1993 and a Dealer's Representative in K & N Kenanga Bhd (now known as Kenanga Investment Bank Berhad) for one (1) year. In 1995, he was appointed as a Director of Greatwall Plastic Industries Bhd and he resigned in 1997.

Currently, he is an Independent Non-Executive Director of Len Cheong Holdings Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad. He is also a Director of WMG Advisory Services Sdn Bhd and Shoraka Capital Sdn Bhd, which are involved in provision of consultancy services.

Encik Mohd Isa does not have any family relationship with any Director and/or major shareholder of the Company. He also does not have any conflict of interest with the Company.

He has no conviction for any offences within the past ten years.

He attended three (3) out of four (4) Board Meetings held in the financial year ended 31 December 2010.

Audit Committee Report

Chairman	:	WANG SHI TSANG <i>(Senior Independent Non-Executive Director)</i>
Members	:	ALFIAN BIN TAN SRI MOHAMED BASIR <i>(Independent Non-Executive Director)</i>
		WONG AH CHIEW <i>(Non-Executive Director)</i>
		MOHD ISA BIN ISMAIL <i>(Independent Non-Executive Director)</i>

Terms of Reference

1.0 Objectives

The principal objective of the Audit Committee is to assist the Board of Directors in discharging its statutory duties and responsibilities relating to accounting and reporting practices of the holding company and each of its subsidiaries and oversee the compliance with the relevant rules and regulations governing listed companies.

2.0 Size and Composition

The Audit Committee shall be appointed by the Board and comprise exclusively of Non-Executive Directors. The number shall be at least three (3), of which the majority must be Independent Non-Executive Directors.

At least one of the Independent Non-Executive Directors of the Audit Committee must be a member of the Malaysian Institute of Accountants or fulfils such requirements as prescribed or approved by Bursa Malaysia Securities Bhd.

3.0 Chairman of the Audit Committee

The Audit Committee shall elect a Chairman from among its members and the elected Chairman shall be an Independent Non-Executive Director.

In the event the elected Chairman is not able to attend a meeting, a member of the Audit Committee shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Non-Executive Director.

4.0 Meetings of the Audit Committee

4.1 Frequency

Meetings shall be held not less than four (4) times a year. In addition, the Chairman shall call for a meeting of the Audit Committee if requested to do so by any member of the Audit Committee, the Board of Directors, the senior management or the internal or external auditors.

Prior notice shall be given for the Audit Committee meeting.

4.2 Quorum

A minimum of two (2) members, with a majority of Independent Non-Executive Directors, shall form the quorum.

4.3 Secretary of the Audit Committee

The Company Secretary shall be the secretary of the Audit Committee and shall be responsible for issuing the agenda with the concurrence of the Chairman and circulating it, supported with explanatory documentation to Audit Committee members prior to each meeting.

The secretary shall also be responsible for keeping the minutes of meetings of the Audit Committee, circulating them to Audit Committee members and to the other members of the Board of Directors and for following up on outstanding matters.

The secretary shall keep the minutes of meetings properly filed and shall produce the minutes of meetings for inspection when necessary.

5.0 Duties and Rights

5.1 The duties of the Audit Committee shall include the following:-

- (a) To review the following and report the same to the Board of Directors;
 - with the external auditors, the audit plan;
 - with the external auditors, their evaluation of the internal controls and management information systems;
 - with the external auditors, their audit report;
 - the adequacy of existing external audit arrangements, with particular emphasis on the scope and quality of the audit;
 - the quarterly and annual financial statements of the Group, focusing particularly on:
 - Any changes in accounting policies and practices;
 - Significant adjustments arising from the audit;
 - The going concern assumption; and
 - Compliance with accounting standards and other legal requirements;
 - any management letter sent by the external auditors to the Company and the management's response to such letter;
 - the assistance given by the Company's officers to the external auditors;
 - all areas of significant financial risks and the arrangements in place to manage those risks;
- (b) To consider the appointment of the external auditors, the audit fee and any questions of resignation or dismissal;
- (c) To recommend the nomination of a person or persons as external auditors;
- (d) To discuss with the external auditors before the audit commences, the nature and scope of audit, and ensure co-ordination where more than one audit firm is involved;
- (e) To discuss problems and reservations arising from the interim and final audits, and any matter the auditor may wish to discuss (in the absence of management where necessary);

Audit Committee Report cont'd

- (f) To do the following in relation to the internal audit function:-
- review the adequacy of the scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work;
 - review the internal audit programme and results of the internal audit process and where necessary, ensure that appropriate action is taken on the recommendations of the internal audit function;
 - review any appraisal or assessment of performance of members of the internal audit function;
 - approve any appointment or termination of senior staff members of the internal audit function;
 - take cognisance of resignations of internal audit staff members and provide resigning staff member an opportunity to submit his reasons for resigning;

Where the internal audit function is outsourced, the duties with regard to staffing of the internal audit function shall be modified and the service provider shall inform the Audit Committee on all relevant material changes in staffing.

- (g) To consider any related party transactions and potential conflict of interest situations that may arise within the Company or Group;
- (h) To consider the major findings of internal investigations and management's response; and
- (i) To consider other matters delegated by the Board of Directors.

5.2 The Audit Committee shall:-

- (a) Have explicit authority to investigate any matter within its terms of reference;
- (b) Have the resources which it needs to perform its duties;
- (c) Have full and unrestricted access to any information pertaining to the Company and its subsidiaries;
- (d) Have direct communication channels with the external auditors and person(s) carrying out the outsourcing internal audit function;
- (e) Be able to obtain independent professional or other advice in the performance of its duties at the cost of the Company;
- (f) Be able to invite outsiders with relevant experience to attend its meetings if necessary; and
- (g) Be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other Directors and employees of the Company, whenever deemed necessary.

5.3 Management shall provide the fullest co-operation in providing information and resources to the Audit Committee, and in implementing or carrying out all requests made by the Audit Committee.

6.0 Audit Committee Report

The Committee shall report to the Board of Directors either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Audit Committee shall report to the Board of Directors on any specific matters referred to it for investigation and report.

An Audit Committee report shall be prepared at the end of each financial year that complies with sub paragraph (a) and (b) below.

- (a) The Audit Committee Report must be clearly set out in the annual report of the Company;
- (b) The Audit Committee Report shall include the following:-
- the composition of the Audit Committee, including the name, designation (indicating the Chairman) and directorship of the members (indicating whether the directors are independent or otherwise);
 - the terms of reference of the Audit Committee;
 - the number of Audit Committee meetings held during the financial year and details of attendance of each Audit Committee member;
 - a summary of the activities of the Audit Committee in the discharge of its functions and duties for that financial year; and
 - a summary of the activities of the internal audit function or activity.

7.0 Rights of Auditors

- 7.1 The external auditors and outsourced internal auditors have the right to appear and be heard at any meeting of the Audit Committee and shall so appear when required by the Audit Committee.
- 7.2 Upon the request of the external auditors or outsourced internal auditors, the Chairman of the Audit Committee shall convene a meeting of the Committee to consider any matter that the auditors believe should be brought to the attention of the Directors or shareholders.

8.0 Functional Independence

The Audit Committee shall function independently of the other Directors and officers of the Company and its Group. Such other Directors and officers may attend any particular Audit Committee meeting only at the Audit Committee's invitation, specific to the relevant meeting.

9.0 Reporting of Breaches to the Exchange

Where an Audit Committee is of view that a matter reported by it to the Board of Directors has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the Audit Committee must promptly report such matter to the Exchange.

Audit Committee Report cont'd

10.0 Retirement and Resignation

A member of the Audit Committee who wishes to retire or resign should provide sufficient written notice to the Company so that a replacement may be appointed before he leaves. In the event of any vacancy in the Audit Committee, the Company shall fill the vacancy within two (2) months, but in any case not later than three (3) months.

11.0 Review of the Audit Committee

The Board of Directors must review the term of office and performance of an Audit Committee and each of its members at least once every three (3) years to determine whether such Audit Committee and members have carried out their duties in accordance with the terms of reference.

Meetings

The Audit Committee held four (4) meetings during the financial year ended 31 December 2010.

Details of attendance of the members at the Audit Committee meetings are as follows:-

Directors	Attendance of Meetings
Wang Shi Tsang	4/4
Alfian Bin Tan Sri Mohamed Basir	4/4
Wong Ah Chiew	4/4
Mohd Isa Bin Ismail	3/4

Minutes of meetings of the Audit Committee are circulated to all members of the Audit Committee and the Board.

Summary of Activities

During the year under review, the following were among the activities carried out by the Audit Committee:-

- (a) Reviewed with the external auditors their annual audit plan;
- (b) Reviewed with the external auditors the results of the annual audit, their management letter and management's response and confirmed there was no private issue;
- (c) Reviewed the adequacy of the scope, functions and resources of the Outsourced Internal Audit ("OIA") function, and that it has the necessary authority to carry out its work;
- (d) Reviewed and discussed the internal audit reports. The Audit Committee was briefed by the Head of OIA on the audit findings and corrective action has been taken to rectify the weaknesses where applicable;

- (e) Reviewed the quarterly and year end financial statements and ensured that the financial reporting and disclosure requirements of relevant authorities had been complied with, focusing particularly on:
 - any changes in accounting policies and practices;
 - significant adjustments arising from the audit;
 - compliance with accounting standards and other legal requirements;
- (f) Reviewed the related party transactions and conflict of interest situations that may arise within the Company or Group and the procedures to track and approve such transactions;
- (g) Reviewed the Terms of Reference of the Risk Management Committee; and
- (h) Reviewed the adequacy of risk management process to identify significant risks that may materially affect the achievement of the Group's strategic business and operational objectives and that the control system is in place to monitor and manage these risks.

Internal Audit Function

Presently, the Company does not have its own internal audit department and have outsourced this to an external party to assist the committee in ensuring the adequacy and effectiveness of the Group's risk management and internal control systems.

During the year under review, the OIA carried out its duties according to the approved audit plan, and areas of concern which require further improvement were highlighted in the audit reports and discussed in the Audit Committee meetings.

The OIA had conducted a control assessment survey on the Group, an internal control review of the finance function of the Malaysian operations and a review of the project management, purchasing and information system functions at the Group's Singapore operations. They also conducted a follow-up audit on the risk management review and project management function of the Malaysian operations to ensure implementation of improvement/corrective actions by the management regarding the audit issues reported.

The cost incurred during the year under review for the OIA was RM15,150.00.

The Board had via the Audit Committee evaluated the effectiveness of the internal audit by reviewing the results of its work in the Audit Committee meetings.

Chairman's Statement



Our Vision

To provide innovative SCADA and Security solutions to cater to the needs of our customers.

Our Mission

To provide total solutions for our customers by designing systems that are innovative and price competitive.

To build customers' trust in our products and services by attending to our customers' requests promptly.

To provide human resource development, including an environment that motivates employees, to coordinate their strengths and talents, so as to effectively serve our customers.

To generate capital growth by expanding our business and seizing opportunities in the local and international markets.



Gas Transmission & Distribution Pipeline Monitoring

Dear valued shareholders,

On behalf of the Board of Directors of Willowglen MSC Berhad Group (“Group”), I am pleased to present to you the Annual Report and Audited Financial Statements of the Company and its Group of Companies for the financial year ended 31 December 2010.

Financial Review

In 2010, our Group recorded revenue of RM54.47 million and profit after tax of RM9.31 million. The revenue and profit after tax reduced by 12.1% and 26.1% respectively compared to 2009’s revenue of RM62.00 million and profit after tax of RM12.61 million. This is mainly due to the decrease in the number of projects completed during the year. Our Group’s basic earnings per ordinary share is 3.77 sen as compared to 5.10 sen for 2009.

The Group’s net cash and investment securities increased from RM34.42 million a year ago to RM40.13 million as of 31 December 2010, with no borrowings.

Dividend

In recognition of the confidence and support from our shareholders, the Board of Directors is recommending a first and final tax exempt dividend of 20% and a special tax-exempt dividend of 10% per share for the financial year ended 31 December 2010 for our shareholders’ approval at the forthcoming Annual General Meeting.

Chairman's Statement cont'd

Sewerage Treatment Process Control & Plant Monitoring



Industry Trend and Development

The SCADA market is among the most rapidly growing control systems market in the world. SCADA Markets in developing and developed countries are set to continue to expand over the next few years due to the increasing demand to modernize and improve the efficiency of operational processes in order to mitigate the spiraling operational costs. The need to control geographically dispersed assets has also prompted companies to invest further in SCADA systems, thereby supporting market expansion.

SCADA systems are now required to be more open and advanced to integrate with the latest technologies in the traditional utility industries, and also in other data monitoring and control application areas. Building management systems including security monitoring requires SCADA to integrate various data with new and advanced equipment for planning, monitoring and control purposes. Energy and environmental green systems have also used SCADA to apply GIS (Geographical Information System) functionalities as part of the smart grids to link to other system components for data collection and device control.

While web-based, wireless access, 3G-enabled and open links are being introduced into SCADA, security has become an essential part of the features of SCADA systems. Data encryption methods, secured protocols, fiber connection infrastructure, well-protected networks and security hardware products are highly demanded in terms of innovations in the field of SCADA.

Currently our SCADA products developed in-house are able to meet the industrial needs. With the rapid changes of the SCADA industry, our products need to be modified or changed to be more adaptive. Our R&D team is working hard to keep pace with the industry requirements.





Building Services Monitoring

Research and Development (“R&D”)

Our committed R&D group is still the cornerstone of the company to maintain its competitive edge and distinguished Willowglen from its competitors. In 2010, our software group has achieved a breakthrough in packaging Syslink, as an off-the-shelf product. The team has also come out with more features capable of supporting new industries. Therefore, we focused our development towards features for specific industry requirements such as oil and gas, power distribution and rail.

The hardware group started research and development on low cost, application specific solutions, using off-the-shelf parts such as multipurpose single board computer. The solution is targeted for simple control and data logging application such as tidal gate control and weather monitoring station. The 6500 series RTU is currently undergoing a series of certification exercise to meet power industry requirements.

Despite the economic uncertainty, the R&D expenses stood at about RM0.60 million. In fact we are increasing development expenditure in 2011 to deliver not just feature rich products but also solutions for both simple and complex SCADA applications. We believe that continued investment is the key to expanding to more markets, both locally and overseas.

Prospects for the Year 2011

With the implementation of the Economic Transformation Program in full force, we expect an exciting year ahead of us where there will be more requirements for SCADA systems in the transportation, oil and gas, power, water and waste-water industries and security of public buildings.



Chairman's Statement cont'd

Power Transmission Monitoring



The increased requirements of public safety and protection of assets result in the demand for security solutions. The growing property sector in the high end condominiums and commercial buildings, gives us more opportunities to provide our integrated security solutions to the property developers.

In order to tap into the big and growing business opportunities in Indonesia, we have incorporated PT Willowglen Indonesia with PT Indointernet, an Indonesian partner to focus on providing TOTAL SCADA and SECURITY SOLUTIONS to the utilities and building facilities monitoring industries in Indonesia.

We will continue to work closely with our business partners to secure more projects in Europe, Middle East and South East Asia.

Human Capital Development

Human Resource is the most valuable asset to the company; the management therefore takes efforts in providing a conducive and caring working environment to our employees. Various types of trainings relevant to the employees are given to enhance their skills and knowledge to increase productivity rate.

Acknowledgement and Appreciation

On behalf of the board, I would like to express my appreciation to the management and staff for their commitment and hard work to deliver results. My heartfelt gratitude goes to my fellow directors for their unwavering support and invaluable guidance throughout the year.

Last but not least, WILLOWGLEN MSC BERHAD GROUP would like to thank ALL our valued customers, business associates, partners, shareholders, regulatory and government authorities for their continued support.

Alfian Bin Tan Sri Mohamed Basir
Chairman

Corporate Social Responsibility Disclosure

The Group believes that effective corporate social responsibility can deliver benefits to its businesses and, in turn, to its shareholders, by enhancing reputation and business trust, relationship with regulators, staff motivation and attraction to talent, customer preference and loyalty, the goodwill of local communities and long term shareholder value.

The Group will always endeavour to discharge its corporate social responsibility diligently to the environment, the marketplace, its employees, the shareholders, the community and other stakeholders alike.

Environment

Although the Group does not operate in an environmentally sensitive business, we recognise its duty to minimise its impact on the environment. The Group has identified opportunities to reuse and recycle or minimise the resources it consumes.

During the financial year, the management encourages staff to recycle paper and reduce the storage of paper and documents. We educate the staff on the importance of energy conservation such as instilling good habit of switching off lights and air-conditioning during lunch time or when they are out from the office. The staff is also encouraged to fully maximise the benefits of ICT (eg. email, etc).

Marketplace

Every employee of the Group is expected to maintain the highest standards of propriety, integrity and conduct in all their business relationships and the Group is held to the same standard in its compliance with all applicable legal and regulatory requirements.

We ensure that stakeholders are kept informed of the Group's performance and have open channels for dialogues during our general meetings and feedback on our corporate website.

The Group will also support the market with good products, engaging in ethical procurement practices, and maintaining quality of its service and business offerings.

Workplace

The Group considers its people as the most valuable asset. We believe training and development is important in developing and upgrading skills, knowledge and attitudes to ensure optimal performance. We constantly provide in-house and external training programmes to enhance and increase employees' job-related skills, knowledge and experience.

We offer our staff an attractive benefits package, including Personal Accident Insurance and Medical Plan. The Group organises lunch talk every month as social gathering to maintain harmony and build better rapport between employees. We also continually reward and recognise employees for their outstanding efforts and performance during the financial year.

We strive to maintain a safe and healthy working environment for all the employees. Preventive actions are taken to mitigate risks such as allocating First Aid Kit boxes in office premises and employing security guards.

Community

The Group recognises its responsibility to contribute to the capabilities of tomorrow's workforce. Since 2002, we provide industrial training opportunities to students from various colleges and universities.

We also strive to involve in giving back to society with supporting the local charities by way of donations during the financial year.

Corporate Governance Statement

The Board is committed to achieving and maintaining a high standard of corporate governance in order to protect and enhance the shareholders' value and corporate performance in the Group. As such, the Board recognises the importance of good corporate governance practice and will continue its effort to improve on its corporate practices and structure diligently.

The Board is pleased to disclose herein the Group's application and underlying principles as set out in the Malaysian Code of Corporate Governance and the extent of compliance with the best practices in the Code throughout the financial year 2010.

A) Directors

- **The Board**

The Board has overall responsibility for strategic planning and direction, setting the corporate goals, organising resources, monitoring the achievement of the goals and evaluating whether the Company's business is being properly managed.

The Board is constituted of individuals who are committed to business integrity and professionalism in all its activities. The Board supports the highest standards of corporate governance and the development of best practices for the Group.

- **Board Balance**

The Board consists of five (5) members, comprising the Managing Director, the Non-Executive Director, the Senior Independent Non-Executive Director and two (2) Independent Non-Executive Directors.

The current Board composition complies with the Listing Requirements of the Bursa Malaysia Securities Berhad for Main Market ("LR"). More than one third (1/3) of the Board is represented by Independent Non-Executive Directors who are independent of management, thereby ensuring independence in the Board deliberations and decision-making.

The Profile of the Directors is set out in this Annual Report.

The Directors combined in them have expertise and experience in various fields such as economics and investment, public services, accounting, taxation and legal. Their expertise, experience and background result in thorough examination and deliberations of the various issues and matters affecting the Group.

The Chairman ensures the orderly conduct and effective running of the Board while the Managing Director manages the Group's day-to-day activities in achieving corporate and business objectives.

The Independent Directors provide unbiased views and impartiality to the Board discussions and decision making and ensure that the interests of all shareholders are fairly represented at Board deliberations.

- **Supply of Information**

All Directors have full access to information concerning the Company and the Group. Board papers and reports which include quarterly and annual financial statements and corporate information are distributed to the Directors prior to the Board Meeting and to enable Directors to obtain further information, where necessary, in order to be properly briefed before meeting.

The Directors also have access to the advice and services of the Company Secretary, senior management staff as well as independent professional advisers including the external auditors.

- **Appointment to the Board**

The Nomination & Remuneration Committee was established on 15 November 2002. The members of the Nomination & Remuneration Committee who served during the financial year ended are set out in the Corporate Information of this Annual Report.

The Committee is empowered by its terms of reference and its primary function is to recommend new candidates for directorship to the Board, recommend Directors to fill the seats on the Board Committees, assess the effectiveness of the Board, Board Committees and its members, assist the Board in reviewing the required mix of skills and experience and other qualities of the Board and ascertain a fair and comparable remuneration package for Executive Directors.

- **Re-election of Directors**

In accordance with the Company's Articles of Association, one third (1/3) of the Directors shall retire by rotation annually, provided always that all Directors shall retire from office at least once in every three (3) years. Retiring Directors can offer themselves for re-election.

- **Directors' Training**

All the Directors have complied with the Mandatory Accreditation Program requirement within the timeframe stipulated by the LR. The Directors are mindful that they should continue to attend seminars and courses to keep abreast with developments in the market place as well as new regulations and statutory requirements.

Corporate Governance Statement cont'd

The Directors are also encouraged to evaluate their own training needs on a continuous basis and to determine the relevant programmes, seminars, briefings or dialogues that would best enable them to enhance their knowledge and contributions to the Board.

During the financial year under review, all the Board members have attended relevant training, seminars and workshops such as Blue Ocean Strategy, National Taxation and Mastering FRS on Financial Instruments. The Board members have explored business models to unlock creativity and learnt how to maximize opportunities while minimizing risks in business planning at the seminars. They have also studied financial accounting standards in relation to risk quantification methodologies and gained a better understanding in key financial risk identification process, disclosure requirements and overview of risk quantification methodologies.

- **Board Committees**

In order to ensure the Board's effectiveness as well as to comply with certain fiduciary duties, the Board has delegated certain responsibilities to the following committees, which operate within clearly defined terms of reference:-

(a) Audit Committee

The composition, terms of reference and summary of activities of the Audit Committee is included in the Audit Committee Report of this Annual Report.

(b) Nomination & Remuneration Committee

The Nomination & Remuneration Committee comprises the Non-Executive Director, the Senior Independent Non-Executive Director and two (2) Independent Non-Executive Directors.

The Committee recommends to the Board on the assessment and appointment of new Directors, meets to discuss and review the assessment of other committees and their members in a periodic review of the members' performance and their contribution to their respective committees and make recommendations to the Board. The Committee also carries out annual reviews and recommends to the Board the remuneration, compensation and benefits package of the Executive Directors.

B) Directors' Remuneration

The remuneration of the Executive Director is structured so as to link rewards to corporate and individual performance in order to attract, retain and motivate the Executive Director to run the Group successfully. For the Non-Executive Directors, the level of remuneration reflects the experience, expertise and level of responsibilities undertaken by the particular Non-Executive Director concerned. Remuneration of the Executive Director is considered and recommended by the Nomination & Remuneration Committee. Remuneration of Non-Executive Directors and the Executive Director is approved by the full Board of Directors with directors' fee recommended to the shareholders for approval.

Directors' remuneration for the financial year ended 31 December 2010 is as follows:-

Remuneration Components	Company	
	Executive Director RM	Non-Executive Directors RM
Directors' fees	12,000	48,000
Salaries and bonus	376,800	-
	388,800	48,000

The number of Directors in each remuneration band for the financial year is as follows:-

Remuneration Components	Company	
	Executive Director RM	Non-Executive Directors RM
RM50,000 and below	-	4
RM200,001 to RM250,000	-	-
RM250,001 to RM300,000	-	-
RM300,001 to RM350,000	-	-
RM350,001 to RM400,000	1	-

C) Shareholders

- **Dialogue Between Companies and Investors**

The Board recognises the importance of keeping the shareholders and investors informed of the Group's business and corporate developments. Such information is disseminated via the Group's annual reports, circulars, quarterly results and the various announcements made from time to time.

Corporate Governance Statement cont'd

The Company also maintains a website at www.willowglen.com.my, which provides pertinent and updated information on the corporate and business aspects of the Group. Alternatively, they may obtain the Company's latest announcements via Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

- **Annual General Meeting (“AGM”)**

The AGM is the principal forum for dialogue with individual shareholders and investors, gathering views and answering questions on all issues relevant to Group's business activities and prospects. The Board encourages full participation by shareholders at every General Meeting of the Company and every opportunity is given to the shareholders to raise questions on any item in the agenda or the Group's operation in general.

D) Accountability and Audit

- **Financial Reporting**

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

- **Statement of Directors' Responsibility**

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

The Directors are satisfied that in preparing the financial statements of the Group for the year ended 31 December 2010, appropriate accounting policies have been adopted, consistently applied and supported by reasonable and prudent judgements and estimates. The Directors also consider that all the relevant approved accounting standards have been followed in the preparation of these statements.

The Directors are also responsible for safeguarding the assets of the Group and of the Company and have taken reasonable steps in the prevention and detection of fraud and other irregularities.

- **Internal Control**

The information on the Group's internal control is presented in the Statement on Internal Control of this Annual Report.

- **Relationship with External Auditors**

Through the Audit Committee, the Group has established a transparent and appropriate relationship with the Group's external auditors. Representatives of the external auditors were invited for the meeting to brief the Audit Committee on specific issues arising from the annual audit of the Group.

Statement on Internal Control

Introduction

The Board of Directors affirms its commitment to maintain a sound system of internal control in the Group and is pleased to provide the following statement, which outlines the nature and scope of internal controls of the Group during the year under review.

Board Responsibility

The Board recognizes the importance of a sound system of internal control and effective risk management practices for good corporate governance. The Board acknowledges its responsibilities for the Group's system of internal control and risk management as well as reviewing its adequacy and integrity. However, such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives. As such, they can only provide reasonable assurance rather than absolute assurance against material misstatement or loss.

The Board, through the Audit Committee, observed that measures were taken on areas identified for improvement, as part of management's continued efforts to strengthen the Group's internal control.

Risk Management

A Risk Management Committee (RMC) has been set up, which comprises two representatives of the Board and four members of the management team, whilst each business unit's/department's risk management is led by the respective head of unit/department. The RMC oversees the potential risks concerning the business and operations to ensure that they are effectively managed and reports its concerns to the Board and the Audit Committee. Risk management is a continuous process of identifying, evaluating, managing and reviewing significant risks faced by the businesses in the Group.

RMC meets three times per annum and the invitees from the respective business units attend the RMC meetings to brief the committee on the significant risks identified so that these risks are constantly monitored and appropriate actions are promptly taken.

Control Structure and Environment

The Board is committed to maintaining a strong control structure and environment for the proper conduct of the Group's business operations.

The following sets out the key elements of the system of internal control of the Group:

- An organizational structure with formally defined lines of responsibility and delegation of authority. Structured limits of authority provide a framework of authority and accountability within the Group and this facilitates timely corporate decision making at the appropriate levels in the Group.
- The Group performs annual budgeting and target setting processes including development of business strategies.

Statement on Internal Control cont'd

- Policies and procedures of operating units within the Group are documented in Standard Operating Procedures manuals.
- The Board and Audit Committee have engaged the Outsourced Internal Audit (OIA) to carry out the internal audit function. The OIA monitors compliance with policies and standards and the effectiveness of internal controls in the Group. The OIA adopts a risk-based approach in identifying areas of priority and carries out its duties according to the approved annual audit plan. The internal audit findings are reported to the Audit Committee.
- The external auditors are engaged to express an opinion on the financial statements.
- The Audit Committee reviews reports on all audits performed and ensures Management takes prompt and adequate corrective actions on the reported weaknesses and non-compliances identified in the audits.

Review of the Statement by External Auditors

The external auditors have reviewed this Statement on Internal Control for the inclusion in the Annual Report of the Company for the financial year ended 31 December 2010 and reported to the Board that nothing has come to their attention that causes them to believe that the statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the system of internal controls.

Conclusion

The system of internal control and risk management are embedded into the operations of the Group, and actions taken to mitigate any weaknesses are carefully monitored.

The Board is of the view that the existing system of internal control is adequate and will continue to take appropriate measures to strengthen the control environment. There were no material losses incurred during the current financial year as a result of weaknesses in internal control.

Financial Statements

Financial Statements

Directors' Report	32
Consolidated Statement of Financial Position	37
Statement of Financial Position	39
Statements of Comprehensive Income	40
Statements of Changes in Equity	42
Statements of Cash Flows	44
Notes to the Financial Statements	47
Statement by Directors	102
Statutory Declaration	103
Independent Auditors' Report	104



Directors' Report

The directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2010.

Principal activities

The Company is principally engaged in the research, development and supply of computer-based control systems. The principal activities of the subsidiary companies are set out in Note 8 to the financial statements. There have been no significant changes in the nature of these principal activities during the financial year.

Results

	Group RM'000	Company RM'000
Profit net of tax	9,312	7,871
Attributable to:		
Owners of the parent	9,322	7,871
Minority interest	(10)	-
	9,312	7,871

In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature other than the effects arising from the changes in estimates where the residual values of investment properties were revised resulting in an increase in the Group's profit for the financial year by RM505,000/- as disclosed in Note 7 to the financial statements.

Dividends

The dividends paid by the Company since the end of the previous financial year were as shown below:

	RM'000
First and final tax exempt dividend of 20% and a special tax exempt dividend of 10% on 247,570,200 ordinary shares in respect of the financial year ended 31 December 2009, approved by shareholders at the Annual General Meeting on 26 May 2010 and payable on 30 June 2010	7,427

At the forthcoming Annual General Meeting, a first and final tax exempt dividend of 20% and a special tax exempt dividend of 10% per share in respect of the financial year ended 31 December 2010 will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in the shareholders' equity as an appropriation of retained earnings in the financial year ending 31 December 2011.

Reserves and provisions

There were no material transfers to and from reserves and provisions during the financial year other than as disclosed in the financial statements.

Bad and doubtful debts

Before the statements of comprehensive income and statements of financial position 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 doubtful debts, and had satisfied themselves that there were no known bad debts and that no allowance for doubtful debts was necessary.

At the date of this report, the directors are not aware of any circumstances that would render it necessary to write off any bad debts or to make any allowance for doubtful debts in respect of the financial statements of the Group and of the Company.

Current assets

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

At the date of this report, the directors are not aware of any circumstances that would render the values attributed to the 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 methods of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

Contingent and other liabilities

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

- (i) any charge on the assets of the Group and of the Company that has arisen since the end of the financial year which secures the liabilities of any other person, or
- (ii) any contingent liabilities in respect of the Group and of the Company that has arisen since the end of the financial year other than as disclosed in Note 30 to the financial statements.

No contingent liabilities or other liabilities of the Group and of the Company 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 substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

Directors' Report cont'd

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 the financial statements of the Group and of the Company, which would render any amount 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 were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

No item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely 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.

Issue of shares and debentures

During the financial year, the Company did not issue any shares or debentures.

Treasury shares

The shareholders of the Company, by an ordinary resolution passed at the Annual General Meeting held on 26 May 2010, renewed their approval for the Company's plan to buy-back from the open market up to 10% of the Company's issued and paid-up ordinary share capital at any point in time through Bursa Malaysia Securities Berhad ("Proposed Share Buy-Back").

During the financial year, the Company bought back from the open market 2,000,000 of its issued ordinary shares of RM0.10 each at an average price of RM0.380 per share. The total consideration paid for the share buy-back including transaction costs was RM764,911/-. The shares bought-back are being held as treasury shares in accordance with Section 67A subsection 3(A)(b) of the Companies Act, 1965.

The relevant details are disclosed in Note 18 to the financial statements.

Directors

The names of the directors of the Company in office since the date of the last report and at the date of this report are:-

Alfian Bin Tan Sri Mohamed Basir
Khor Chai Moi
Wang Shi Tsang
Wong Ah Chiew
Mohd Isa Bin Ismail

Directors' interests

According to the Register of Directors' Shareholdings kept by the Company under Section 134 of the Companies Act, 1965, the interests of those directors who held office at the end of the financial year in shares in the Company and its related corporations during the financial year ended 31 December 2010 are as follows:-

Number of ordinary shares of RM0.10 each

	At 1.1.2010	Bought	Sold	At 31.12.2010
The Company Willowglen MSC Berhad				
Direct interest in shares				
Khor Chai Moi	1,617,600	-	-	1,617,600
Wong Ah Chiew	1,500,000	-	-	1,500,000
Indirect interest in shares				
Khor Chai Moi*	126,104,737	-	-	126,104,737
Wong Ah Chiew**	127,141,037	95,500	-	127,236,537

Number of ordinary shares of RM1/- each

	At 1.1.2010	Bought	Sold	At 31.12.2010
The immediate holding company New Advent Sdn. Bhd.				
Indirect interest in shares				
Khor Chai Moi °	20	-	-	20
Wong Ah Chiew °	20	-	-	20
The ultimate holding company Dindings Consolidated Sdn. Bhd.				
Direct interest in shares				
Khor Chai Moi	3,738,680	-	-	3,738,680
Wong Ah Chiew	1,990,532	-	-	1,990,532
Indirect interest in shares				
Khor Chai Moi ^	4,275,000	-	-	4,275,000

* Indirect interest held through Land Management Sdn. Bhd. and Dindings Consolidated Sdn. Bhd..

** Indirect interest held through Dindings Consolidated Sdn. Bhd., Elegant Preference Sdn. Bhd., Jian Qi Holdings Sdn. Bhd., his spouse and son.

° Indirect interest through Dindings Consolidated Sdn. Bhd.

^ Indirect interest through Land Management Sdn. Bhd. and her son.

By virtue of their interests in the shares of the ultimate holding company, Dindings Consolidated Sdn. Bhd., Khor Chai Moi and Wong Ah Chiew are also deemed interested in the shares of the ultimate holding company's subsidiaries to the extent that it has an interest.

Other than as disclosed above, none of the other directors in office at the end of the financial year held any interest in the shares of the Company or its related corporations during the financial year.

Directors' Report cont'd

Directors' benefits

Since the end of the previous financial year, no director of the Company has received or become entitled to receive a benefit (other than the benefits included in the aggregate amount of emoluments received or due and receivable by the directors or a full time employee of the Company as shown in Note 31 to the financial statements) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest, other than certain directors who have significant financial interests in companies which traded with companies in Group in the ordinary course of business, as disclosed in Note 31 to the financial statements.

Neither during nor at the end of the financial year was the Company or any of its related corporations a party to any arrangement, whose object was to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Significant events

Significant events that occurred during the financial year are disclosed in Note 36 to the financial statements.

Holding companies

The directors regard New Advent Sdn. Bhd. and Dindings Consolidated Sdn. Bhd., both incorporated and domiciled in Malaysia, as the immediate holding company and the ultimate holding company respectively.

Auditors

The auditors, Messrs Baker Tilly Monteiro Heng, have expressed their willingness to continue in office.

On behalf of the Board,

Khor Chai Moi

Director

Wong Ah Chiew

Director

Kuala Lumpur

Date: 1 March 2011

Consolidated Statement of Financial Position

As at 31 December 2010

	Note	31.12.2010 RM'000	Group 31.12.2009 RM'000 (restated)	1.1.2009 RM'000 (restated)
Assets				
Non-current assets				
Property, plant and equipment	5	5,040	5,238	5,377
Prepaid land lease payments	6	-	-	-
Investment properties	7	2,000	1,495	1,495
Investment securities	9	2,413	2,147	-
Deferred tax assets	10	3	184	245
		9,456	9,064	7,117
Current assets				
Inventories	11	1,175	1,478	1,642
Amount due from contract customers	12	12,592	15,859	10,856
Trade receivables	13	6,323	9,443	9,008
Other receivables, deposits and prepayments	14	1,043	1,304	1,279
Tax recoverable		62	51	54
Cash and bank balances	16	37,720	32,277	29,616
		58,915	60,412	52,455
Total Assets		68,371	69,476	59,572
Equity and liabilities				
Equity attributable to owners of the parent				
Share capital	17	24,800	24,800	24,800
Treasury shares	18	(840)	(75)	(55)
Reserves	19	37,077	35,636	27,287
Total equity attributable to owners of the parent		61,037	60,361	52,032
Minority interest		312	-	-
Total equity		61,349	60,361	52,032

Consolidated Statement of Financial Position cont'd

As at 31 December 2010

	Note	31.12.2010 RM'000	Group 31.12.2009 RM'000 (restated)	1.1.2009 RM'000 (restated)
Non-current liabilities				
Provisions	20	72	74	-
Deferred tax liabilities	10	237	93	12
		309	167	12
Current liabilities				
Provisions	20	284	-	-
Amount due to contract customers	12	734	2,217	1,254
Trade payables	21	2,849	3,094	3,240
Other payables and accruals	22	1,102	1,230	1,170
Tax payable		1,744	2,407	1,864
		6,713	8,948	7,528
Total liabilities		7,022	9,115	7,540
Total equity and liabilities		68,371	69,476	59,572

Statement of Financial Position

As at 31 December 2010

	Note	31.12.2010 RM'000	Company 31.12.2009 RM'000	1.1.2009 RM'000
Assets				
Non-current assets				
Property, plant and equipment	5	187	219	140
Investment in subsidiaries	8	16,250	15,915	15,915
		16,437	16,134	16,055
Current assets				
Inventories	11	507	564	729
Amount due from contract customers	12	-	-	16
Other receivables, deposits and prepayments	14	92	55	53
Amount owing by subsidiaries	15	8,352	11,336	18,222
Tax recoverable		30	51	55
Cash and bank balances	16	17,447	15,157	1,042
		26,428	27,163	20,117
Total assets		42,865	43,297	36,172
Equity and liabilities				
Equity attributable to owners of the parent				
Share capital	17	24,800	24,800	24,800
Treasury shares	18	(840)	(75)	(55)
Reserves	19	18,415	17,971	11,018
Total equity attributable to owners of the parent		42,375	42,696	35,763
Current liabilities				
Amount due to contract customers	12	-	34	-
Trade payables	21	-	26	12
Other payables and accruals	22	129	131	58
Amount owing to subsidiaries	15	361	410	339
Total liabilities		490	601	409
Total equity and liabilities		42,865	43,297	36,172

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

Statements of Comprehensive Income

For the financial year ended 31 December 2010

	Note	Group		Company	
		2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Continuing operations					
Revenue	23	54,470	62,001	1,380	1,971
Cost of sales		(32,052)	(37,395)	(322)	(499)
Gross profit		22,418	24,606	1,058	1,472
Other operating income		1,450	1,728	9,014	12,141
Administrative expenses		(12,290)	(11,139)	(2,051)	(1,691)
Operating profit	24	11,578	15,195	8,021	11,922
Finance costs	25	(14)	(31)	(6)	(7)
Profit before tax		11,564	15,164	8,015	11,915
Income tax expense	26	(2,252)	(2,550)	(144)	(11)
Profit net of tax		9,312	12,614	7,871	11,904
Other comprehensive income for the financial year, net of tax					
Net gain on fair value changes on available for sale financial asset		210	-	-	-
Foreign currency translation		(732)	686	-	-
		(522)	686	-	-
Total comprehensive income for the financial year		8,790	13,300	7,871	11,904

	Note	Group		Company	
		2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Profit attributable to:					
Owners of the parent		9,322	12,614	7,871	11,904
Minority interest		(10)	-	-	-
		9,312	12,614	7,871	11,904
Total comprehensive income attributable to:					
Owners of the parent		8,812	13,300	7,871	11,904
Minority interest		(22)	-	-	-
		8,790	13,300	7,871	11,904
Earnings per ordinary share attributable to owners of the parent (sen)					
- basic	27	3.77	5.10		
- diluted	27	3.77	5.10		

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

Statements of Changes in Equity

For the financial year ended 31 December 2010

Group	Attributable to Owners of the Parent									
	Non-Distributable					Distributable				
	Share Capital RM'000	Treasury Shares RM'000	Share Premium RM'000	Merger Deficit RM'000	Foreign Currency Translation Reserve RM'000	Fair Value Adjustment Reserve RM'000	Retained Earnings RM'000	Total RM'000	Minority Interest RM'000	Total Equity RM'000
At 1 January 2010	24,800	(75)	4,440	(7,585)	2,557	-	36,224	60,361	-	60,361
- as previously stated	-	-	-	-	-	-	56	56	-	56
- effects of adopting FRS 139	-	-	-	-	-	-	-	-	-	-
At 1 January 2010, restated	24,800	(75)	4,440	(7,585)	2,557	-	36,280	60,417	-	60,417
Arising from equity in subsidiary	-	-	-	-	-	-	-	-	334	334
Total comprehensive income for the financial year	-	-	-	-	(720)	210	9,322	8,812	(22)	8,790
Transactions with owners	-	(765)	-	-	-	-	(7,427)	(765)	-	(765)
Share buy-back Dividends (Note 28)	-	-	-	-	-	-	(7,427)	(7,427)	-	(7,427)
Total transactions with owners	-	(765)	-	-	-	-	(7,427)	(8,192)	-	(8,192)
At 31 December 2010	24,800	(840)	4,440	(7,585)	1,837	210	38,175	61,037	312	61,349
At 1 January 2009	24,800	(55)	4,440	(7,585)	1,871	-	28,561	52,032	-	52,032
Total comprehensive income for the financial year	-	-	-	-	686	-	12,614	13,300	-	13,300
Transactions with owners	-	(20)	-	-	-	-	(4,951)	(20)	-	(20)
Share buy-back Dividends (Note 28)	-	-	-	-	-	-	(4,951)	(4,951)	-	(4,951)
Total transactions with owners	-	(20)	-	-	-	-	(4,951)	(4,971)	-	(4,971)
At 31 December 2009	24,800	(75)	4,440	(7,585)	2,557	-	36,224	60,361	-	60,361

Company	Non-Distributable			Distributable		Total RM'000
	Share Capital RM'000	Treasury Shares RM'000	Share Premium RM'000	Retained Earnings RM'000		
At 1 January 2010	24,800	(75)	4,440	13,531	42,696	42,696
Total comprehensive income for the financial year	-	-	-	7,871	7,871	7,871
Transactions with owners						
Share buy-back Dividends (Note 28)	-	(765)	-	-	(765)	(765)
Total transactions with owners	-	(765)	-	(7,427)	(8,192)	(8,192)
At 31 December 2010	24,800	(840)	4,440	13,975	42,375	42,375
At 1 January 2009	24,800	(55)	4,440	6,578	35,763	35,763
Total comprehensive income for the financial year	-	-	-	11,904	11,904	11,904
Transactions with owners						
Share buy-back Dividends (Note 28)	-	(20)	-	-	(20)	(20)
Total transactions with owners	-	(20)	-	(4,951)	(4,971)	(4,971)
At 31 December 2009	24,800	(75)	4,440	13,531	42,696	42,696

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

Statements of Cash Flows

For the financial year ended 31 December 2010

	Note	Group		Company	
		2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Operating activities					
Profit before tax		11,564	15,164	8,015	11,915
Adjustments for:-					
Allowance for impairment		-	167	-	-
Allowances for inventories obsolescence		99	51	99	40
Amount owing by subsidiary written off		-	-	6	-
Depreciation of property, plant and equipment		613	560	61	51
Dividend income		-	-	(8,345)	(12,035)
Gain on disposal on property, plant and equipment		(21)	(3)	-	-
Interest income		(599)	(575)	(576)	(46)
Net gain from fair value adjustments of investment properties		(505)	-	-	-
Provisions		282	74	-	-
Property, plant and equipment written off		2	1	-	1
Reversal of allowance for impairment		(167)	-	-	-
Reversal of write down of inventories		(30)	-	-	-
Unrealised loss on foreign exchange		180	45	124	-
Unutilised leave written back		(39)	(156)	-	-
Operating cash flows before changes in working capital		11,379	15,328	(616)	(74)
Changes in working capital:					
Net changes in inventories		234	113	(42)	125
Net changes in contract customers		1,784	(4,040)	(34)	34
Net changes in receivables		3,531	(670)	(37)	14
Net changes in payables		(2)	68	(28)	87
Net changes in inter-company balances		-	-	(49)	(1,131)
Cash flows from/(used in) operations carried forward		16,926	10,799	(806)	(945)

	Note	Group		Company	
		2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Cash flows from/(used in) operations brought forward		16,926	10,799	(806)	(945)
Interest received		599	575	576	46
Tax paid		(2,460)	(1,923)	(123)	(7)
Net cash flows from/(used in) operating activities		15,065	9,451	(353)	(906)
Investing activities:					
Purchase of property, plant and equipment		(458)	(416)	(29)	(131)
Purchase of investment securities		-	(2,147)	-	-
Dividend received		-	-	8,345	12,035
Investment in subsidiary		-	-	(335)	-
Net change in amount owing by subsidiaries		-	-	2,978	8,088
Proceeds from disposal of property, plant and equipment		28	22	-	-
Net cash flows (used in)/from investing activities		(430)	(2,541)	10,959	19,992
Financing activities:					
Dividends paid		(7,427)	(4,951)	(7,427)	(4,951)
Fixed term deposits held as security value		(553)	(670)	(1,091)	-
Share buy-back		(765)	(20)	(765)	(20)
Net cash flows used in financing activities		(8,745)	(5,641)	(9,283)	(4,971)
Net change in cash and cash equivalents carried forward		5,890	1,269	1,323	14,115

Statements of Cash Flows cont'd

For the financial year ended 31 December 2010

	Note	Group		Company	
		2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Net change in cash and cash equivalents brought forward		5,890	1,269	1,323	14,115
Effect of exchange rate changes on cash and cash equivalents		(1,000)	722	(124)	-
Cash and cash equivalents at the beginning of the financial year		30,551	28,560	15,157	1,042
Cash and cash equivalents at the end of the financial year	16	35,441	30,551	16,356	15,157
Analysis of cash and cash equivalents:					
Fixed deposits placed with licensed banks		19,771	19,723	17,325	15,120
Short term deposit placed with a licensed bank		400	-	-	-
Cash at banks and on hand		17,549	12,554	122	37
		37,720	32,277	17,447	15,157
Less: Fixed deposits held as security value		(2,279)	(1,726)	(1,091)	-
		35,441	30,551	16,356	15,157

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

Notes to the Financial Statements

1. General information

The Company is principally engaged in the research, development and supply of computer-based control systems. The principal activities of the subsidiary companies are set out in Note 8 to the financial statements. There have been no significant changes in the nature of these principal activities during the financial year.

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

The registered office of the Company is located at 17th Floor, Plaza OSK, Jalan Ampang, 50450 Kuala Lumpur.

The principal place of business of the Company is located at No. 17, Jalan 2/149B, Taman Sri Endah, Bandar Baru Sri Petaling, 57000 Kuala Lumpur.

The financial statements are presented in Ringgit Malaysia ("RM") and all values are rounded to the nearest thousand (RM'000) except when otherwise indicated.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 23 February 2011.

2. Basis of preparation

The financial statements of the Group and of the Company have been prepared in accordance with the Financial Reporting Standards ("FRSs") and the provisions of the Companies Act, 1965 in Malaysia.

At the beginning of current financial year, the Group and the Company had adopted new and revised FRSs which are applicable to the Group and the Company as described fully in Note 2.1 to the financial statements.

The financial statements of the Group and of the Company have also been prepared on the historical cost basis except as disclosed in the significant accounting policies in Note 3 to the financial statements.

The preparation of financial statements in conformity with FRSs, requires the directors to make certain accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported period. It also requires the directors' best knowledge of current events and actions, therefore actual results may differ.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4 to the financial statements.

2.1 Adoption of Financial Reporting Standards ("FRSs")

The Group and the Company had adopted the following new and revised FRSs, amendments/improvements to FRSs, IC Interpretations ("IC Int") and amendments to IC Int that are relevant to their operations and are mandatory for the current financial year:

Notes to the Financial Statements cont'd

2. Basis of preparation (continued)**2.1 Adoption of Financial Reporting Standards ("FRSs") (continued)**

New FRSs

FRS 4	Insurance Contracts
FRS 7	Financial Instruments : Disclosures
FRS 8	Operating Segments
FRS 139	Financial Instruments : Recognition and Measurement

Revised FRSs

FRS 101	Presentation of Financial Statements
FRS 123	Borrowing costs

Amendments/Improvements to FRSs

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 2	Share-based Payment
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
FRS 128	Investment in Associates
FRS 129	Financial Reporting in Hyperinflationary Economics
FRS 131	Interests in Joint Ventures
FRS 132	Financial Instruments : Presentation
FRS 134	Interim Financial Reporting
FRS 136	Impairment of Assets
FRS 138	Intangible Assets
FRS 139	Financial Instruments : Recognition and Measurement
FRS 140	Investment Property

IC Int

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 13	Customer Loyalty Programmes
IC Int 14	FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction.

Amendments to IC Int

IC Int 9	Reassessment of Embedded Derivatives
IC Int 13	Customer Loyalty Programmes

Adoption of the above standards and interpretations did not have any effect on the financial performance or position of the Group and the Company except for those as disclosed below:-

FRS 7 Financial instruments : Disclosures

Prior to 1 January 2010, information about financial instruments was disclosed in accordance with the requirements of FRS 132 Financial Instruments : Disclosure and Presentation. FRS 7 introduces new disclosure 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. As the change in accounting policy only results in additional disclosures, there is no impact on earnings per share.

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 financial year ended 31 December 2010.

FRS 8 Operating segments

As of 1 January 2010, the Group determines and presents operating segments based on the information that is internally provided to the Group's chief operating decision maker and concluded that the reportable operating segments determined in accordance with FRS 8 are the same as the geographical segments previously identified under FRS 114.

The Group has adopted FRS 8 retrospectively and comparative segment information has been re-presented. Since the change in accounting policy only impact presentation and disclosure aspects, there is no impact on earnings per share. These revised disclosures, including the related revised comparative information, are shown in Note 32 to the financial statements.

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 expenses recognised in profit and 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 have elected to present this statement as one single statement.

Notes to the Financial Statements cont'd

2. Basis of preparation (continued)**2.1 Adoption of Financial Reporting Standards (“FRSs”) (continued)*****FRS 101 Presentation of financial statements (revised) (continued)***

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. Since the change only affects presentation aspects, there is no impact on earnings per share.

Amendments to FRS 117 Leases

Prior to 1 January 2010, for all leases of land and buildings, if title is not expected to pass to the lessee by the end of the lease term, the lessee normally does not receive substantially all of the risks and rewards incidental to ownership. Hence, all leasehold land held for own use was classified by the Group as operating lease and where necessary, the minimum lease payments or the up-front payments made were allocated between the land and the building elements in proportion to the relative fair values for leasehold interests in the land element and building element of the lease at the inception of the lease. The up-front payment represented prepaid lease payments and were amortised on a straight-line basis over the lease term.

The Group adopted the amendments to FRS 117. The Group has reassessed and determined that all leasehold land of the Group are in substance finance leases and has reclassified the leasehold land to property, plant and equipment. The change in accounting policy has been made retrospectively in accordance with the transitional provisions of the amendment.

The reclassification does not affect the basic and diluted earnings per ordinary share for the current and prior periods.

The following comparative figures have been restated following the adoption of the amendment to FRS 117:

	As previously reported RM'000	Adjustment RM'000	As restated RM'000
Consolidated Statement of Financial Position 31 December 2009			
Property, plant and equipment	3,579	1,659	5,238
Prepaid lease payments	1,659	(1,659)	-
1 January 2009			
Property, plant and equipment	3,695	1,682	5,377
Prepaid lease payments	1,682	(1,682)	-

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 January 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 earnings as at 1 January 2010. Comparatives are not restated. The details of the changes in accounting policies and the effects arising from the adoption of FRS 139 are disclosed below:-

Debt securities

Prior to 1 January 2010, investment in debt securities is stated at cost less impairment. Upon the adoption of FRS 139, these investments are designated at 1 January 2010 as available-for-sale financial assets. The fair values of available-for-sale debt securities as at 1 January 2010 amounted to RM2,202,940/-. The adjustments to the previous carrying amounts are recognised as adjustments to the opening balance of retained earnings as at 1 January 2010.

The following are effects arising from the above changes in accounting policies:-

	Increase/(decrease)	
	As at 31.12.2010 RM'000	As at 1.1.2010 RM'000
Statement of financial position		
Group		
Investment securities - available for sale financial assets	210	56
Retained earnings	-	56
Reserves - fair value adjustment reserve	210	-

	Increase/(decrease)	
	Group 2010 RM'000	Company 2010 RM'000
Statements of comprehensive income		
Other comprehensive income for the financial year, net of tax	210	-

Notes to the Financial Statements cont'd

2. Basis of preparation (continued)**2.2. New and Revised FRSs, Amendments/Improvement to FRSs, IC Interpretations ("IC Int") and Amendment to IC Int that are issued, but not yet effective and have not been adopted early**

		Effective for financial periods beginning on or after
Revised FRSs		
FRS 1	First-time Adoption of Financial Reporting Standards	1 July 2010
FRS 3	Business Combinations	1 July 2010
FRS 124	Related Party Disclosures	1 January 2012
FRS 127	Consolidated and Separate Financial Statements	1 July 2010
Amendments/Improvements to FRSs		
FRS 1	First-time Adoption of Financial Reporting Standards	1 January 2011
FRS 2	Share-based Payment	1 July 2010 and 1 January 2011
FRS 3	Business Combinations	1 January 2011
FRS 5	Non-current Assets Held for Sale and Discontinued Operations	1 July 2010
FRS 7	Financial Instruments : Disclosure	1 January 2011
FRS 101	Presentation of Financial Statements	1 January 2011
FRS 121	The Effects of Changes in Foreign Exchange Rates	1 January 2011
FRS 128	Investments in Associates	1 January 2011
FRS 131	Interests in Joint Ventures	1 January 2011
FRS 132	Financial Instruments : Presentation	1 March 2010 and 1 January 2011
FRS 134	Interim Financial Reporting	1 January 2011
FRS 138	Intangible Assets	1 July 2010
FRS 139	Financial Instruments : Recognition and Measurement	1 January 2011
IC Int		
IC Int 4	Determining Whether an Arrangement contains a Lease	1 January 2011
IC Int 12	Service Concession Arrangements	1 July 2010
IC Int 15	Agreements for the Construction of Real Estate	1 January 2012
IC Int 16	Hedges of a Net Investment in a Foreign Operation	1 July 2010
IC Int 17	Distributions of Non-cash Assets to Owners	1 July 2010
IC Int 18	Transfers of Assets from Customers	1 January 2011
IC Int 19	Extinguishing Financial Liabilities with Equity Instruments	1 July 2011
Amendments to IC Int		
IC Int 9	Reassessment of Embedded Derivatives	1 July 2010
IC Int 13	Customer Loyalty Programmes	1 January 2011
IC Int 14	FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	1 July 2011
IC Int 15	Agreements for the Construction of Real Estate	30 August 2010

The Directors do not anticipate that the application of the above new and revised FRSs, amendments/improvements to FRSs, IC Int and amendments to IC Int, when they are effective, will have a material impact on the results and the financial position of the Group and of the Company, except for those disclosed below:

FRS 3 Business combinations (revised) and amendments to FRS 127 Consolidated and separate financial statements (revised)

The revised standards are effective for annual periods beginning on or after 1 July 2010. The revised FRS 3 introduces a number of changes which will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results. The Amendments to FRS 127 require that a change in the ownership interest of a subsidiary (without loss of control) is accounted for as an equity transaction. Therefore, such transactions will no longer give rise to goodwill, nor will they give rise to a gain or loss. Furthermore, the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. These changes will affect future acquisitions or loss of control and transactions with minority interests. The Group does not intend to early adopt.

3. Significant accounting policies

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

(a) Basis of consolidation and subsidiaries

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to the end of the financial year. The financial statements of the parent and its subsidiaries are all drawn up to the same reporting date.

Subsidiaries are entities in which the Group has the power to exercise control over the financial and operating policies so as to obtain benefits from their activities, generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

An investment in subsidiary, which is eliminated on consolidation, is stated in the Company's separate financial statements at cost less impairment losses, if any. On disposal of such an investment, the difference between the net disposal proceeds and its carrying amount is recognised in the profit or loss.

The financial statements of the subsidiary companies are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases.

Acquisitions of subsidiaries are accounted for using the purchase method except for certain business combinations which were accounted using the merger method as subsidiaries that were consolidated prior to 1 January 2006 in accordance with FRS 122₂₀₀₄ Business Combinations, the generally accepted accounting principles prevailing at that time. The Group has taken advantage of the exemption provided by FRS 3 to apply this Standard prospectively. Accordingly, business combinations entered into prior to the respective effective dates have not been restated to comply with this Standard.

Notes to the Financial Statements cont'd

3. Significant accounting policies (continued)

(a) Basis of consolidation and subsidiaries (continued)

Under the purchase method of accounting, the cost of an acquisition is measured as the aggregate of the fair values, at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued, plus any costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest.

Any excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represents goodwill. The accounting policy on goodwill is set out in Note 3(b) to the financial statements.

Any excess of the Group's interest in the net fair value of identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised immediately in profit or loss.

Intra-group transactions, balances and resulting unrealised gains on transactions within the Group are eliminated in full on consolidation. Unrealised losses resulting from intra-group transactions are also eliminated on consolidation unless costs cannot be recovered. When necessary, adjustments are made to the financial statements of the subsidiaries to ensure consistency of accounting policies with those adopted by the Group.

Minority interest represents that portion of the profit or loss and net assets of a subsidiary attributable to equity interests that are not owned by the Company, directly or indirectly through subsidiary. It is measured at the minorities' share of the fair values of the subsidiary's identifiable assets and liabilities at the acquisition date and the minorities' share of changes in the subsidiary's equity since that date.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess and any further losses applicable to the minority are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequent reports profits, the Group's interest is allocated all such profit until the minority's share of losses previously absorbed by the Group has been recovered.

The gain or loss on disposal of a subsidiary is the difference between the net disposal proceeds and the Group's share of its net assets as of the date of disposal including the cumulative amount of any exchange differences and carrying amount of goodwill that relate to the subsidiary and is recognised in the consolidated statement of comprehensive income.

(b) Goodwill on consolidation

Goodwill arising on acquisition represents the excess of cost of business combination over the Group's share of the net fair values of the identifiable assets, liabilities and contingent liabilities. Following the initial recognition, goodwill is stated at cost less impairment losses, if any.

Goodwill is not amortised but is reviewed for impairment, annually or more frequently for impairment in value and is written down where it is considered necessary. Gain or losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of the business combination in which the goodwill arise.

Negative goodwill represents the excess of the fair value of the Group's share of net assets acquired over the cost of acquisition. Negative goodwill is recognised directly in the profit or loss.

(c) Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the asset. When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

The cost of replacing part of an item of property, plant and equipment is included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss as incurred.

Depreciation of property, plant and equipment is provide on the straight line basis to write off the cost of each asset to its residual value over their estimated useful lives, at the following principal annual rates:-

Buildings	2%
Computers	20% - 33 1/3%
Furniture and fittings	10% - 20%
Motor vehicles	12 1/2% - 20%
Office equipment	10% - 20%
Renovation	10%

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

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 profit or loss in the year the asset is derecognised.

(d) Investment properties

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both and are not substantially occupied by the Group. Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value which reflects the market conditions at the reporting date. Fair value is arrived at by reference to market evidence of transaction prices for similar properties and is performed by registered independent valuers having an appropriate recognised professional qualification and recent experience in the location and category of the properties being valued.

Notes to the Financial Statements cont'd

3. Significant accounting policies (continued)

(d) Investment properties (continued)

Gains or losses arising from changes in the fair values of investment properties are recognised in profit or loss in the year in which they arise.

Investment properties are derecognised when either they have been disposed off or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. Gains or losses on the retirements or disposals of investment properties are recognised in profit or loss in the year in which they arise.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. For a transfer from owner-occupied property to investment property, the property is accounted for in accordance with the accounting policy for property, plant and equipment set out in Note 3(c) to the financial statements up to the date of change in use.

(e) Impairment

(i) Impairment of financial assets

All financial assets (except for financial assets categorised as fair value through profit or loss and investment in subsidiaries) are assessed at each reporting date whether there is any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset. Losses expected as a result of future events, no matter how likely, are not recognised. For an equity instrument, a significant or prolonged decline in the fair value below its cost is an objective evidence of impairment.

An impairment loss in respect of loans and receivables and held-to-maturity investments is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account.

An impairment loss in respect of available-for-sale financial assets is recognised in the profit or loss and is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and the asset's current fair value, less any impairment loss previously recognised. Where a decline in the fair value of an available-for-sale financial asset has been recognised in the other comprehensive income, the cumulative loss in other comprehensive income is reclassified from equity and recognised to profit or loss.

An impairment loss in respect of unquoted equity instrument that is carried at cost is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Impairment losses recognised in profit or loss for an investment in an equity instrument is not reversed through the profit or loss.

If, in a subsequent period, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed, to the extent that the asset's carrying amount does not exceed what the carrying amount would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in the profit or loss.

(ii) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when an annual impairment assessment for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less cost to sell and its value in use. 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 risk specific to the asset. Where the carrying amounts of an asset exceed its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

An impairment loss is recognised in the profit or loss in the period in which it arises.

Impairment loss on goodwill is not reversed in a subsequent period. An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment was recognised. The carrying amount of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed its carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset other than goodwill is recognised in the profit or loss.

(f) Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost is determined using the weighted average method. The cost of inventories comprises cost of purchase and incidental costs in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

Notes to the Financial Statements cont'd

3. Significant accounting policies (continued)

(g) Financial instruments

Financial instruments are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contract provisions of the financial instrument.

A financial instrument is recognised initially, at its fair value, plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial instrument.

An embedded derivative is recognised separately from the host contract and accounted for as a derivative if, and only if, it is not closely related to the economic characteristics and risks of the host contract and the host contract is not categorised at fair value through profit or loss. The host contract, the event an embedded derivative is recognised separately, is accounted for in accordance with policy applicable to the nature of the host contract.

The Group and the Company categorise the financial instruments as follows:

(i) Financial assets

Financial assets at fair value through profit or loss

Financial assets are classified as fair value through profit or loss if they are held for trading, including derivatives, or are designated as such upon initial recognition.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value with the gain or loss recognised in profit or loss. Exchange differences, interest and dividend income on financial assets at fair value through profit or loss are recognised as other gains or losses in statement of comprehensive income.

Loans and receivables

Financial assets with fixed or determinable payments that are not quoted in an active market, trade and other receivables and cash and cash equivalents are classified as loans and receivables.

Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

Held-to-maturity investments

Financial assets with fixed or determinable payments and fixed maturity that are quoted in an active market and the Group have the positive intention and ability to hold the investment to maturity is classified as held-to-maturity.

Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the held-to-maturity investments are derecognised or impaired, and through the amortisation process.

Available-for-sale financial assets

Available-for-sale financial are financial assets that are designated as available for sale or are not classified in any of the three preceding categories.

After initial recognition, available-for-sale financial assets are measured at fair value with the gain or loss recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

(ii) Financial liabilities

All financial liabilities are subsequently measured at amortised cost other than those categorised as fair value through profit or loss.

Fair value through profit or loss comprises financial liabilities that are held for trading, derivatives (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument) or financial liabilities that are specifically designated as fair value through profit or loss upon initial recognition.

Derivatives that are linked to and must be settled by delivery of unquoted equity instruments whose fair values cannot be reliably measured are measured at cost.

Other financial liabilities categorised as fair value through profit or loss are subsequently measured at their fair values with the gain or loss recognised in profit or loss.

(iii) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee contracts are classified as deferred income and are amortised to profit or loss over the contractual period or, upon discharge of the guarantee. When settlement of a financial guarantee contract becomes probable, an estimate of the obligation is made. If the carrying value of the financial guarantee contract is lower than the obligation, the carrying value is adjusted to the obligation amount and accounted for as a provision.

(iv) Regular way purchase or sale of financial assets

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention the marketplace concerned.

Notes to the Financial Statements cont'd

3. Significant accounting policies (continued)

(g) Financial instruments (continued)

(iv) Regular way purchase or sale of financial assets (continued)

A regular way purchase or sale of financial asset is recognised and derecognised, as applicable, using trade date accounting. Trade date accounting refers to:

- (a) the recognition of an asset to be received and the liability to pay for it on the trade date, and
- (b) derecognition of an asset that is sold, recognition of any gain or loss on disposal and the recognition of a receivable from the buyer for payment on the trade date.

(v) Derecognition

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired or is transferred to another party without retaining control or substantially all risks and rewards of the asset. On derecognition of a financial asset, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

A financial liability is derecognised when the obligation specified in the contract is discharged or cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount and the consideration paid is recognised in profit or loss.

(h) Provisions

Provisions for liabilities are recognised when the Group has a present obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. Provisions are not recognised for future operating losses. Provisions are reviewed at each reporting date 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 risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as finance cost.

(i) Government grant - jobs credit scheme

The Singapore government introduced a cash grant known as the Jobs Credit Scheme in its Budget for 2009 in a bid to help businesses preserve jobs in the economic downturn. The amounts received for jobs credit are to be paid to eligible employers in instalments and the amount an employer can receive would depend on the fulfilment of the conditions as stated in the Scheme.

The Group recognises the amounts received for jobs credit at their fair value as other income in the month of receipt of these grants from the government.

(j) Amounts due from/to contract customers

Contract works are stated at cost plus attributable profit less progress billings. Cost comprises direct labour, material costs, sub-contract sum and an allocated proportion of directly related overheads. Administrative and general expenses are charged to profit or loss as and when incurred.

When the outcome of a contract works can be reliably estimated, contract revenue are recognised by using the stage of completion method. The stage of completion is measured by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs. Costs incurred in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. They are presented as inventories, prepayments or other assets, depending on their nature.

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

When costs incurred on contracts works plus recognised profits (less recognised losses) exceed progress billings, the balance is shown as amount due from contract customers. When progress billings exceed costs incurred plus recognised profits (less recognised losses), the balance is shown as amount due to contract customers.

(k) Ordinary shares

Ordinary shares are recorded at the nominal value and the consideration in excess of nominal value of shares issued, if any, is accounted for as share premium. Both ordinary shares and share premium are classified as equity.

Dividends on ordinary shares are recognised as liabilities when proposed or declared before the reporting date. A dividend proposed or declared after the reporting date, but before the financial statements are authorised for issue, is not recognised as a liability at the reporting date.

Cost incurred directly attributable to the issuance of the shares are accounted for as a deduction from share premium, if any, otherwise it is charged to the profit or loss. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

(l) Treasury shares

When shares are repurchased, the amount of the consideration paid, including directly attributable costs, is recognised directly in equity and presented as a deduction from total equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of treasury shares. When treasury shares are reissued by resale, the difference between the sales consideration and the carrying amount is recognised in equity.

Notes to the Financial Statements cont'd

3. Significant accounting policies (continued)

(m) Foreign currencies

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia, which is the Group's functional currency and presentation currency.

(i) Foreign currency transaction

Transactions in foreign currencies are translated into Ringgit Malaysia at rates of exchange ruling at transaction dates. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into Ringgit Malaysia at the foreign exchange rates ruling at that date. Exchange differences arising from the settlement of foreign currency transactions and from the translation of foreign currency monetary assets and liabilities are included in the profit or loss.

Non-monetary items are measured in term of historical cost in a foreign currency or translated using the exchange rates as at the date of the initial transaction. Non-monetary items measured at fair value in foreign currency are translated using the exchange rates at the date when the fair value was determined.

(ii) Financial statement of foreign operation

For consolidation purposes, all assets and liabilities of foreign operations that have a functional currency other than RM are translated at the exchange rate ruling at the reporting date. Income and expenses items are translated at exchange rate approximately those ruling on transactions dates.

All exchange differences arising from the translation of the financial statements of foreign operations are dealt with through the exchange translation reserve account within equity. On the disposal of a foreign operation, the cumulative exchange translation reserves relating to that foreign operation are recognised in the profit or loss as part of the gain or loss on disposal.

(n) Revenue

(i) Contract works

Revenue from contract works is recognised by using the stage of completion method where the outcome of the contracts can be reliably estimated as described in Note 3(j) to the financial statements.

(ii) Provision of maintenance services

Revenue from provision of maintenance services is recognised in the profit or loss upon services rendered and customer's acceptance.

(iii) Rental and interest income

Rental and interest income are recognised on an accrual basis.

(iv) Dividend income

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

(o) Income taxes

The tax expense in the profit or loss represents the aggregate amount of current tax and deferred tax. Current tax expense is the expected tax amount of income taxes payable in respect of the taxable profit for the year and is measured using the tax rates that have been enacted at the reporting date, and adjustment of tax payable in respect of the previous year.

Deferred tax is provided for, using the liability method, on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts in the financial statements. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unutilised tax losses and unutilised tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unutilised tax losses and unutilised tax credits can be utilised. Deferred tax is not recognised if the temporary difference arises from goodwill or negative goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax is measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. Deferred tax is recognised in the profit or loss, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also charged or credited directly in equity, or when it arises from a business combination that is an acquisition, in which case the deferred tax is included in the resulting goodwill or the amount of any excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination.

(p) Borrowing costs

Borrowing costs are charged to profit or loss as an expense in the period in which they are incurred.

(q) Employee benefits**(i) Short term employee benefits**

Wages, salaries, bonuses, social security contribution and non-monetary benefits are recognised as an expense in the financial year in which the associated services are rendered by the employees. 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. Short term non-accumulating compensated absences sick leave, maternity and paternity leave are recognised when absences occur.

(ii) Post-employment benefits

The Group contributes to the Employees' Provident Fund, the national defined contribution plan. The contributions are charged to the profit or loss in the period to which they are related. Once the contributions have been paid, the Group has no further payment obligations.

Notes to the Financial Statements cont'd

3. Significant accounting policies (continued)

(r) Leases

(i) Finance leases

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

Assets acquired by way of finance lease are stated at an amount equal to the lower of their fair values and the present value of minimum lease payments at the inception of the leases, less accumulated depreciation and impairment losses. The corresponding liability is included in the statement of financial position as borrowings. In calculating the present value of minimum lease payments, the discount factor used is the interest rate implicit in the lease, when it is practicable to determine; otherwise, the Group's incremental borrowing rate is used. Property, plant and equipment acquired under finance leases are depreciated over the shorter of the estimated useful life of the asset and the lease term.

Lease payments are apportioned between the finance costs and the reduction of the outstanding liability. Finance cost, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are recognised as an expense in the profit or loss over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

(ii) Operating leases

Leases of assets where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease payments are recognised as an expense on a straight line basis over the term of the relevant lease. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight line basis.

In the previous years, a leasehold land that normally had an indefinite economic life and title was not expected to pass to the lessee by the end of the lease term was treated as an operating lease. The payment made on entering into or acquiring a leasehold land that was accounted for as an operating lease represents prepaid lease payments, except for leasehold land classified as investment property.

The Group has adopted the amendment made to FRS 117 Lease on 1 January 2010 in relation to the classification of lease of land. Leasehold land which in substance is a finance lease has been reclassified measured as such retrospectively.

(s) Contingencies

A contingent liability or asset is a possible obligation or asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised in the statements of financial position of the Group.

(t) Operating segments

In the previous years, a segment was distinguishable component of the Group that was engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment) which was subject to risks and rewards that were different from those of other segments.

Following the adoption of FRS 8 Operating Segments, an operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's operating results are reviewed regularly by the chief operating decision maker, to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

(u) Cash and cash equivalents

For the purpose of statements of cash flows, cash and cash equivalents comprise cash in hand, bank balances, demand deposits and other 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. Cash and cash equivalents are stated net of bank overdrafts and deposits pledged to the financial institution.

4. Significant accounting estimates and judgements

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustments to the carrying amount of the asset or liability affected in the future.

4.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

(a) Classification of financial assets

The Group has classified its debt securities as available-for-sale investment. In applying the accounting policy, the Group assesses its nature and the intention at each reporting date. Should the circumstances change in the future, the classification of this financial asset as available-for-sale may no longer appropriate.

(b) Leases

The Group has reassessed and judged that the leasehold land of the Group which are in substance is finance leases and has reclassified the leasehold land to property, plant and equipment.

Notes to the Financial Statements cont'd

4. Significant accounting estimates and judgements (continued)

4.2 Key sources of estimation uncertainty

The key assumption concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as stated below:-

(i) Useful lives of property, plant and equipment

The Group estimates the useful lives of property, plant and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of property, plant and equipment are based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property, plant and equipment would increase the recorded expenses and decrease the non-current assets.

(ii) Impairment of financial assets

The Group reviews its available for sale investment at each reporting date to assess whether they are impaired. The Group also records impairment charges on available for sale debt securities when there has been a significant or prolonged decline in the fair value below their cost.

(iii) Impairment of investment in subsidiaries

The Group tests investment in subsidiaries for impairment annually in accordance with its accounting policy. More regular reviews are performed if events indicate that this is necessary. The assessment of the net tangible assets of the subsidiaries affects the result of the impairment test. The impairment made on investments in subsidiaries entails an allowance for doubtful debts to be made to the amount owing by these subsidiaries.

Significant judgement is required in the estimation of the present value of future cash flows generated by the subsidiaries, which involve uncertainties and are significantly affected by assumptions 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 tests for impairment of investment in subsidiaries.

(iv) Impairment of non-current assets

The Group reviews the carrying amount of its non-current assets, which include property, plant and equipment, to determine whether there is an indication that those assets have suffered an impairment loss in accordance with relevant accounting policies on the respective category of non-current assets. Independent professional valuations to determine the carrying amount of these assets will be procured when the need arise.

(v) Deferred tax assets

Deferred tax assets are recognised for all unutilised tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and capital allowances can be utilised. Significant management's judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

(vi) Allowance for inventories

Reviews are made periodically by management on damaged, obsolete and slow-moving inventories. These reviews require judgements and estimates. Possible changes in these estimates could result in revisions to the valuations of inventories.

(vii) Allowance for impairment

The Group makes allowances for impairment based on an assessment of the recoverability of receivables. Allowances are applied to receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. Management specifically analysed historical bad debts, customer credit creditworthiness, current economic trends and changes in customer payment terms when making a judgement to evaluate the adequacy of the allowance for impairment of receivables. Where the expectation is different from the original estimate, such difference will impact the carrying value of receivables.

(viii) Contracts work in progress

The Group recognises contract revenue and expenses in the profit or loss by using the stage of completion method. The stage of completion is determined by the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs.

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 the contracts. In making the judgement, the Group evaluates based on past experience and by relying on the work of specialists.

Any variation to the final contract sum and the estimated cost to completion will have a corresponding effect on the contract profit or loss.

(ix) Revaluation of investment properties

The Group carries its investment properties at fair values, with changes in fair values being recognised in profit or loss. The Group engaged independent valuation specialists to determine fair value as at 31 December 2010. The valuer used a valuation technique based on open market value basis.

Notes to the Financial Statements cont'd

4. Significant accounting estimates and judgements (continued)

4.2 Key sources of estimation uncertainty (continued)

(x) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. 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 income tax provisions in the period in which such determination is made.

(xi) Provisions

The Group measures the provision for reinstatement costs of leased premises to its original state with reference to the terms and conditions of the respective tenancy agreements, and the expected date of reinstatement.

The calculation of provision for reinstatement costs requires management to estimate the expected future cash outflows as a result of site restoration, and a suitable pre-tax discount rate that reflects current market assessments of the time value of money in order to calculate the present value of those future cash outflows.

Due to the long term nature of such a provision, such estimates are subjected to significant uncertainty.

The Group has made assumptions in relation to provision for future warranty claims based on historical experience and recent trend analysis.

5. Property, plant and equipment

Group 2010	Furniture and Fittings				Office Equipment	Motor Vehicles	Computers	Renovation	Buildings	Long term Leasehold Land	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Cost											
At 1 January 2010	845	1,007	921	4,047	1,054	1,354	-	9,228			
As previously stated	-	-	-	-	-	-	-	1,716			
Effects of adopting the amendments to FRS 117											
As restated	845	1,007	921	4,047	1,054	1,354	1,716	10,944			
Additions	9	22	259	94	74	-	-	458			
Disposals/write-offs	(155)	(51)	(84)	(543)	(1)	-	-	(834)			
Exchange differences	(19)	(15)	(21)	(68)	(11)	-	-	(134)			
At 31 December 2010	680	963	1,075	3,530	1,116	1,354	1,716	10,434			
Accumulated Depreciation											
At 1 January 2010	398	665	666	3,626	213	81	-	5,649			
As previously stated	-	-	-	-	-	-	-	57			
Effects of adopting the amendments to FRS 117											
As restated	398	665	666	3,626	213	81	57	5,706			
Depreciation for the financial year	61	62	147	159	131	32	21	613			
Disposals/write-offs	(152)	(50)	(84)	(539)	-	-	-	(825)			
Exchange differences	(9)	(14)	(14)	(62)	(1)	-	-	(100)			
At 31 December 2010	298	663	715	3,184	343	113	78	5,394			
Net Book Value at 31 December 2010	382	300	360	346	773	1,241	1,638	5,040			

As at 31 December 2010, the additions to the property, plant and equipment of the Group include provision for reinstatement costs amounting to RM71,577/ - (2009 : Nil).

Notes to the Financial Statements cont'd

5. Property, plant and equipment (continued)

Group 2009	Furniture and Fittings					Motor Vehicles	Computers	Renovation	Buildings	Long term Leasehold Land	Total
	RM'000	Office Equipment RM'000	RM'000	RM'000	RM'000						
Cost											
At 1 January 2009											
As previously stated	879	1,046	816	4,761	966	1,354	-	9,822			
Effects of adopting the amendments to FRS 117	-	-	-	-	-	-	1,716	1,716			
As restated	879	1,046	816	4,761	966	1,354	1,716	11,538			
Additions	3	55	92	185	81	-	-	416			
Disposals/write-offs	(50)	(104)	-	(946)	-	-	-	(1,100)			
Exchange differences	13	10	13	47	7	-	-	90			
At 31 December 2009	845	1,007	921	4,047	1,054	1,354	1,716	10,944			
Accumulated depreciation											
At 1 January 2009											
As previously stated	374	680	537	4,374	114	48	-	6,127			
Effects of adopting the amendments to FRS 117	-	-	-	-	-	-	34	34			
As restated	374	680	537	4,374	114	48	34	6,161			
Depreciation for the financial year	66	63	121	155	99	33	23	560			
Disposals/write-offs	(47)	(87)	-	(946)	-	-	-	(1,080)			
Exchange differences	5	9	8	43	-	-	-	65			
At 31 December 2009	398	665	666	3,626	213	81	57	5,706			
Net book value at 31 December 2009 (restated)	447	342	255	421	841	1,273	1,659	5,238			

Company 2010	Furniture and Fittings RM'000	Office Equipment RM'000	Computers RM'000	Renovation RM'000	Total RM'000
Cost					
At 1 January 2010	53	51	1,266	112	1,482
Additions	1	-	28	-	29
Disposals/write offs	-	-	(105)	-	(105)
At 31 December 2010	54	51	1,189	112	1,406
Accumulated depreciation					
At 1 January 2010	44	30	1,171	18	1,263
Depreciation for the financial year	4	4	42	11	61
Disposals/write offs	-	-	(105)	-	(105)
At 31 December 2010	48	34	1,108	29	1,219
Net book value at 31 December 2010	6	17	81	83	187
2009					
Cost					
At 1 January 2009	55	41	1,886	32	2,014
Additions	-	13	38	80	131
Disposals/write offs	(2)	(3)	(658)	-	(663)
At 31 December 2009	53	51	1,266	112	1,482
Accumulated depreciation					
At 1 January 2009	41	29	1,791	13	1,874
Depreciation for the financial year	5	3	38	5	51
Disposals/write offs	(2)	(2)	(658)	-	(662)
At 31 December 2009	44	30	1,171	18	1,263
Net book value at 31 December 2009	9	21	95	94	219

Notes to the Financial Statements cont'd

6. Prepaid land lease payments

	Group	
	2010 RM'000	2009 RM'000
Cost		
At 1 January		
As previously stated	1,716	1,716
Effects of adopting the amendments to FRS 117	(1,716)	(1,716)
As restated/ At 31 December (restated)	-	-
Accumulated amortisation		
At 1 January		
As previously stated	57	34
Effects of adopting the amendments to FRS 117	(57)	(34)
As restated/ At 31 December (restated)	-	-
Net book value at 31 December (restated)	-	-

7. Investment properties

	Group	
	2010 RM'000	2009 RM'000
At 1 January	1,495	1,495
Net gain from fair value adjustment recognised in profit or loss (Note 24)	505	-
At 31 December	2,000	1,495

The investment properties are all held under long term leaseholds.

The rental income earned by the Group from its investment properties during the financial year is RM108,450/- (2009 : RM108,600/-).

Investment properties are stated at fair value, which has been determined based on a valuation report dated 30 December 2010 using the open market value basis. Valuations are performed by accredited independent valuers with recent experience in the location and category of properties being valued.

8. Investment in subsidiaries

	Company	
	2010 RM'000	2009 RM'000
Unquoted shares, at cost	16,250	15,920
Less: Impairment loss	-	(5)
	16,250	15,915

Details of the subsidiaries are as follows:-

Name of Company	Country of Incorporation	Group's Effective Equity Interest		Principal Activities
		2010 %	2009 %	
Willowglen (Malaysia) Sdn. Bhd.	Malaysia	100	100	Sales, implementation and maintenance of computer-based control systems
GB Tech Sdn. Bhd.	Malaysia	100	100	Dormant
Willowglen Services Pte. Ltd. +	Singapore	100	100	Design, supply, engineering, implementation and maintenance of computer-based control systems
Willowglen (Hong Kong) Pte. Limited +	Hong Kong	-	100	Dormant
PT Willowglen Indonesia + #	Indonesia	50.08	-	Trading, hardware and software consulting services

+ These companies are not audited by Baker Tilly Monteiro Heng

This company was incorporated on 3 September 2010

During the financial year, the following transactions were completed:

- (i) Willowglen (Hong Kong) Pte. Limited was de-consolidated during the financial year as it was de-registered on 16 April 2010.
- (ii) The Company and PT Indointernet have jointly incorporated PT Willowglen Indonesia ("PTWI") on 3 September 2010 in Indonesia, with an issued and paid-up share capital of IDR1,875,000,000. The Company holds 939 ordinary shares of IDR1,000,000 each or 50.08% of PTWI.

Notes to the Financial Statements cont'd

9. Investment securities

	Group	
	2010 RM'000	2009 RM'000
Available-for-sale financial asset - debt securities		
At 1 January	2,147	2,147
Effects of adopting FRS 139	56	-
Net gain on fair value changes recognised in other comprehensive income	210	-
	<hr/> 2,413	<hr/> 2,147
At 31 December	<hr/> 2,413	<hr/> 2,147

10. Deferred taxation

The amount determined after appropriate offsetting, are as follows:

	Group	
	2010 RM'000	2009 RM'000
Deferred tax assets	3	184
Deferred tax liabilities	(237)	(93)
	<hr/> (234)	<hr/> 91

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred taxes relate to the same tax authority.

	Group	
	2010 RM'000	2009 RM'000
At 1 January	91	233
Recognised in profit or loss (Note 26)		
- property, plant and equipment	(62)	(82)
- tax losses	(157)	(117)
- other items	(106)	57
	<hr/> (325)	<hr/> (142)
At 31 December	<hr/> (234)	<hr/> 91

	Group	
	2010 RM'000	2009 RM'000
Deferred tax assets (before offsetting)		
Unutilised tax losses	3	160
Other items	-	104
Offsetting	-	(80)
Deferred tax assets (after offsetting)	3	184
Deferred tax liabilities (before offsetting)		
Property, plant and equipment	(273)	(211)
Other items	36	38
Offsetting	-	80
Deferred tax liabilities (after offsetting)	(237)	(93)

Deferred tax assets have not been recognised for the following items:-

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Unutilised tax losses	7,233	6,878	7,233	6,878
Deductible temporary difference	516	496	516	496
	7,749	7,374	7,749	7,374
Potential deferred tax assets not recognised at 25%	1,937	1,843	1,937	1,843

The Company was granted Multimedia Super Corridor ("MSC") status on 31 March 1998. By virtue of this status, the Company has been granted full pioneer status as an incentive for a period of five years commencing 24 September 2002. The pioneer status has been extended to 3 June 2012 for the maximum allowable period of ten years.

Notes to the Financial Statements cont'd

11. Inventories

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
At cost				
Consumables	1,175	1,478	507	564

During the financial year, the write down of inventories to its net realisable values for the Group and the Company amounted to RM99,000/- and RM51,000/- respectively (2009 : RM99,000/- and RM40,000/-). The reversal of write down of inventories was made during the financial year when the related inventories were sold above their carrying amounts.

12. Amount due from/(to) contract customers

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Aggregate costs incurred to date	39,716	44,013	33	40
Attributable profits	18,276	24,531	-	96
Progress billings	57,992 (46,134)	68,544 (54,902)	33 (33)	136 (170)
	11,858	13,642	-	(34)
Amount due from contract customers	12,592	15,859	-	-
Amount due to contract customers	(734)	(2,217)	-	(34)
	11,858	13,642	-	(34)
Contract costs recognised as contract expense during the financial year	26,297	32,080	96	212
Contract revenue recognised as contract revenue during the financial year	43,187	52,380	374	590

13. Trade receivables

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Trade receivables	6,323	9,894	-	-
Less: Allowance for impairment	-	(451)	-	-
	6,323	9,443	-	-
Trade receivables	6,323	9,443	-	-
Other receivables (Note 14)	552	795	72	33
Deposits (Note 14)	336	376	8	15
Amount owing by subsidiaries (Note 15)	-	-	8,352	11,336
Cash and bank balances (Note 16)	37,720	32,277	17,447	15,157
Total receivables	44,931	42,891	25,879	26,541

Included in trade receivables of the Group are retention sums totalling RM220,718/- (2009 : RM355,524/-) relating to contract work-in-progress.

Trade receivables are non-interest bearing and the normal trade credit terms range from 30 days to 60 days (2009 : 30 days to 60 days). Other credit terms are assessed and approved on a case-by-case basis. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Ageing analysis of trade receivables

The ageing analysis of the Group's trade receivables is as follows:

	Group	
	2010 RM'000	2009 RM'000
Neither past due nor impaired	3,870	6,991
1 to 30 days past due not impaired	1,365	1,105
31 to 60 days past due not impaired	502	284
61 to 90 days past due not impaired	52	142
More than 90 days past due not impaired	534	470
Impaired	-	451
	6,323	9,443

Notes to the Financial Statements cont'd

13. Trade receivables (continued)Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group.

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

Trade receivables that are past due but not impaired are unsecured in nature.

Receivables that are impaired

The Group's trade receivables that are impaired at the reporting date and the movement of the allowance accounts used to record the impairment are as follows:

	Group	
	2010 RM'000	2009 RM'000
Individually impaired		
Trade receivables		
- nominal amounts	-	451
Less: Allowance for impairment	-	(451)
	-	-
At 1 January	451	284
Charge for the financial year (Note 24)	-	167
Written off	(284)	-
Reversal of impairment loss (Note 24)	(167)	-
At 31 December	-	451

Trade receivables are individually determined to be impaired at the reporting date which are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

14. Other receivables, deposits and prepayments

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Other receivables	552	795	72	33
Deposits	336	376	8	15
Prepayments	155	133	12	7
	1,043	1,304	92	55

15. Amount owing by/to subsidiaries

	Company	
	2010	2009
	RM'000	RM'000
Amount owing by subsidiaries	8,352	12,305
Less: Allowance for impairment	-	(969)
	8,352	11,336
Trade	5,959	10,148
Non-trade	2,393	2,157
	8,352	12,305

The amount owing by subsidiaries are unsecured, bear interest at the rate of 2.3% (2009 : Nil) per annum on a monthly basis and repayable on demand.

The amount owing to subsidiaries is trade in nature, unsecured, non-interest bearing and are repayable on demand.

16. Cash and bank balances

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Fixed deposits placed with licensed banks	19,771	19,723	17,325	15,120
Short term deposit placed with a licensed bank	400	-	-	-
Cash at banks and on hand	17,549	12,554	122	37
Cash and bank balances	37,720	32,277	17,447	15,157

Cash at banks earns interest at floating rates based on daily bank deposit rates. Fixed deposits and short term deposit are made for varying periods of between five days to twelve months depending on the immediate cash requirements of the Group and the Company, and earn interests at the respective short term deposit rates. The weighted average effective interest rates as at 31 December 2010 for the Group and the Company were 2.8% (2009 : 2.2%) and 2.9% (2009 : 2.5%) respectively.

Fixed deposits with licensed banks of the Group and of the Company amounting to RM2,279,000/- and RM1,091,000/- respectively (2009 : RM1,726,000/- and nil) are pledged as securities for banking facilities granted to the Group.

Notes to the Financial Statements cont'd

17. Share capital

	2010		2009	
	Number of Shares Unit'000	RM'000	Number of Shares Unit'000	RM'000
Ordinary shares of RM0.10 each				
Authorised:				
At the beginning/end of the financial year	1,000,000	100,000	1,000,000	100,000
Issued and fully paid:				
At the beginning/end of the financial year	248,000	24,800	248,000	24,800

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.

As at 31 December 2010, of the total 248,000,000 (2009 : 248,000,000) issued and fully paid ordinary shares of RM0.10 each, 2,429,800 (2009 : 429,800) ordinary shares of RM0.10 each are currently held as treasury shares by the Company as disclosed in Note 18 to the financial statements. The number of outstanding shares in issue after the share buy-back is 245,570,200 (2009 : 247,570,200) ordinary shares of RM0.10 each as at 31 December 2010.

18. Treasury shares

	Group and Company			
	2010		2009	
	Number of Shares Unit'000	RM'000	Number of Shares Unit'000	RM'000
At 1 January	430	75	310	55
Shares purchased during the financial year	2,000	765	120	20
At 31 December	2,430	840	430	75

The details of shares purchased during the financial year were as follows:-

Shares purchased	No. of Shares Unit	Unit cost			Total Consideration RM
		Lowest RM	Highest RM	Average RM	
August 2010	210,600	0.350	0.355	0.354	75,174
September 2010	1,789,400	0.355	0.395	0.383	689,737
	2,000,000			0.380	764,911

At the Annual General Meeting held on 26th May 2010, the shareholders renewed their approval for the Company's plan to buy back the Company's own shares based on the following terms:-

- (i) The number of shares to be purchased shall not exceed ten percent (10%) of the issued and paid-up share capital of the Company at any given point in time.
- (ii) The share buy-back will be financed through internally generated funds and/or external borrowings. The funds to be allocated by the Company for the share buyback will be made wholly out of retained profits and/or the share premium account. The account to be utilised shall not exceed the total audited retained earnings and share premium account of the Company.
- (iii) The Company may retain the shares purchased as treasury shares, or to cancel the shares purchased or a combination of both as defined under Section 67A of the Companies Act, 1965. The purchased shares held as treasury shares may either be distributed as share dividends, resold on Bursa Malaysia Securities Berhad in accordance with the relevant rules of Bursa Malaysia Securities Berhad or subsequently cancelled. The distribution of treasury shares as share dividends may be applied as a reduction of retained profits or share premium account of the Company subject to applicable prevailing laws.

All the shares purchased during the financial year were retained as treasury shares in accordance with Section 67A of the Companies Act, 1965.

19. Reserves

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Non-distributable				
Share premium	4,440	4,440	4,440	4,440
Merger deficit	(7,585)	(7,585)	-	-
Foreign currency translation reserve	1,837	2,557	-	-
Fair value adjustment reserve	210	-	-	-
Distributable				
Retained earnings	38,175	36,224	13,975	13,531
	37,077	35,636	18,415	17,971

Share Premium

The share premium is arrived at after accounting for the premium received over the nominal value of shares issued to the public, less the subsequent capitalisation for bonus issue of the Company, if any.

Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

Notes to the Financial Statements cont'd

19. Reserves (continued)Fair value adjustment reserve

Fair value adjustment reserve represents the cumulative fair value changes, net of tax, of available-for-sale financial assets until they are disposed of or impaired.

Retained earnings

The Company did not elect for the irrevocable option to disregard the Section 108 balance. Accordingly, during the transitional period, the Company may utilise the credit in the Section 108 balance as at 31 December 2010 to distribute cash dividend payments to ordinary shareholders as defined under the Finance Act 2007.

Subject to agreement with the Inland Revenue Board, the Company has sufficient tax credits under Section 108 of the Income Tax Act, 1967 and tax exempt account under Section 12 of the Income Tax (Amendment) Act, 1999 to frank the payment of dividends out of its entire retained earnings as at 31 December 2010.

Disclosure of Realised and Unrealised Profits

On 25 March 2010, Bursa Malaysia Securities Berhad ("Bursa Malaysia") issued a directive to all listed issuers to disclose the breakdown of the unappropriated profits or accumulated losses as at the end of the reporting period, into realised and unrealised profits and losses. On 20 December 2010, Bursa Malaysia further issued guidance on the disclosure and the format required.

The determination of realised and unrealised profits is complied based on the Guidance of Special Matter No. 1. Determination of Realised and Unrealised Profits and Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised profits is solely for complying with the disclosure requirements stipulated in the directive of Bursa Malaysia and should not be applied for any other purposes.

The group's retained earnings as at reporting date may be analysed as follows:

	Group 2010 RM'000	Company 2010 RM'000
Total retained earnings		
- Realised	38,582	14,099
- Unrealised	(209)	(124)
	38,373	13,975
Less: Consolidation adjustments	(198)	-
Total retained earnings as per statements of financial position	38,175	13,975

20. Provisions

	Maintenance Warranties RM'000	Group Reinstatement Costs RM'000	Total RM'000
At 1 January	74	-	74
Arose during the financial year	243	72	315
Utilised	(33)	-	(33)
At 31 December	284	72	356
Represented by:			
Current	284	-	284
Non-current	-	72	72
	284	72	356

Maintenance warranties

A provision is recognised for expected warranty claims on certain projects completed in prior years, based on the project engineers' past experience of the Group.

Reinstatement costs

Provision for reinstatement costs is the estimated costs of dismantlement, removal and restoration of plant and equipment arising from the acquisition or use of assets, which are capitalised and included in the cost of plant and equipment as disclosed in Note 5 to the financial statements.

21. Trade payables

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Trade payables	2,849	3,094	-	26
Other payables and accruals (Note 22)	1,102	1,230	129	131
Amount owing to subsidiaries (Note 15)	-	-	361	410
Total financial liabilities carried at amortised cost	3,951	4,324	490	567

Trade payables are non-interest bearing and the normal trade credit terms granted to the Group and the Company range from 30 days to 60 days (2009 : 30 days to 60 days).

Notes to the Financial Statements cont'd

22. Other payables and accruals

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Other payables	210	86	1	9
Accruals	892	1,144	128	122
	1,102	1,230	129	131

Other payables are non-interest bearing and are normally settled on 30 days to 60 days terms (2009 : 30 days to 60 days).

23. Revenue

Revenue comprises mainly income from supply of computer-based control systems and provision of the related installation and maintenance services.

24. Operating profit

Operating profit has been arrived at after charging:-

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
After charging:				
Allowance for impairment	-	167	-	-
Allowances for inventories obsolescence	99	51	99	40
Amount owing by subsidiary written off	-	-	6	-
Audit fee				
- current year	69	71	-	12
- prior year	5	6	-	-
Depreciation of property, plant and equipment	613	560	61	51
Loss on foreign exchange				
- realised	194	63	10	8
- unrealised	180	45	124	-
Property, plant and equipment written off	2	1	-	1
Rental of offices	1,066	1,094	24	65
Staff costs				
- salaries, wages, allowances and bonuses	16,073	14,505	856	717
- contribution to defined contribution plans	1,819	1,727	124	102
- Socso	29	13	9	9

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
And crediting:-				
Dividend income from subsidiary	-	-	8,345	12,035
Gain on disposal of property, plant and equipment	21	3	-	-
Grant income from Job credit scheme	154	821	-	-
Interest income from				
- loan and receivables	426	482	576	46
- available-for-sale financial asset	173	93	-	-
Net gain from fair value adjustment of investment properties	505	-	-	-
Unutilised leave written back	39	156	-	-
Realised gain on foreign exchange	-	11	-	-
Rental income from investment properties	108	109	-	-
Reversal of allowance for impairment	167	-	-	-
Reversal of write down of inventories	30	-	-	-

Included in interest income from loan and receivables of the Company is interest of RM234,919/- (2009 : Nil) from amount owing by a subsidiary.

25. Finance costs

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Bank guarantee commissions	14	31	6	7

26. Taxation

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Income tax expense				
- current year	(1,928)	(2,422)	(144)	(11)
- prior years	1	14	-	-
	(1,927)	(2,408)	(144)	(11)
Deferred income taxation (Note 10)				
- current year	(325)	(154)	-	-
- prior years	-	12	-	-
	(325)	(142)	-	-
	(2,252)	(2,550)	(144)	(11)

Notes to the Financial Statements cont'd

26. Taxation (continued)

Domestic income tax is calculated at the Malaysian statutory tax rate of 25% (2009 : 25%) of the estimated assessable profit for the financial year. The corporate tax rate applicable to the Singapore subsidiary of the Group was reduced to 17% for the financial year of assessment 2010 onwards from 18% for the year of assessment 2009.

Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

A reconciliation of income tax expense applicable to profit before income tax rate at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company are as follows:-

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Profit before tax	11,564	15,164	8,015	11,915
Tax at applicable tax rate of 25% (2009 : 25%)	(2,891)	(3,791)	(2,004)	(2,979)
Tax effects arising from				
- non-deductible expenses	(196)	(165)	(131)	(34)
- non-taxable income	155	205	2,086	3,009
- different tax rate in other countries	828	1,094	-	-
- deferred tax assets not recognised in the financial statements	(95)	(7)	(95)	(7)
- tax exemption	61	93	-	-
- other items	(115)	(5)	-	-
- overaccrual in prior years	1	26	-	-
Tax expense for the financial year	(2,252)	(2,550)	(144)	(11)

27. Earnings per share

Basic earnings per share of the Group is calculated by dividing the profit attributable to owners of the Company for the financial year of RM9,322,000/- (2009 : RM12,614,000/-) by the weighted average number of ordinary shares in issue of 246,980,734 (2009 : 247,585,312).

There are no diluted earnings per share as the Company does not have any dilutive potential ordinary shares.

28. Dividends

	Group and Company	
	2010	2009
	RM'000	RM'000
Dividend paid		
First and final tax exempt dividend of 20% per share, proposed in year 2008, paid in year 2009	-	4,951
First and final tax exempt dividend of 20% and special tax exempt dividend of 10% per share, proposed in year 2009, paid in year 2010	7,427	-
	7,427	-

At the forthcoming Annual General Meeting, a first and final tax exempt dividend of 20% and a special tax exempt dividend of 10% per share in respect of the financial year ended 31 December 2010 will be proposed for shareholders' approval.

29. Operating leases commitments

Future minimum rentals payable under non-cancellable operating leases at the reporting date are as follows:-

	Group	
	2010	2009
	RM'000	RM'000
Not later than one year	614	633
Later than one year but not later than five years	1,053	-
	1,667	633

The disclosed commitments are based on existing rental rates. The lease agreements provide for periodic revision of such rates in future.

The office lease agreement provides the Group with an option to renew for a further term of two years from the date of expiry of the tenancy at a rental rate to be agreed based on the prevailing market rate.

Notes to the Financial Statements cont'd

30. Contingent liabilities

As at 31 December 2010, the Group and the Company are contingently liable for the following:-

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Unsecured				
Corporate guarantees given to financial institutions for banking facilities granted to subsidiaries	-	-	6,510	6,660
Performance bonds granted to customers	7,516	7,196	1,125	716
	7,516	7,196	7,635	7,376

At the end of the reporting period, it was not probable that the counterparty to the financial guarantee contract will claim under the contract. Consequently, the fair value for the corporate guarantees is Nil.

31. Significant related party transactions**(a) Identification of related parties**

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company 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 or the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

The Company has controlling related party relationships with its subsidiaries.

Related Parties

New Advent Sdn. Bhd.
("NASB")

Nature of Relationship

NASB is the immediate holding company and a wholly-owned subsidiary of Dindings Consolidated Sdn. Bhd. ("DCSB").

Khor Chai Moi ("KCM") and Wong Ah Chiew ("WAC") are directors and substantial shareholders of the Company, have indirect interest in NASB.

DCSB and its subsidiaries
("DCSB Group")

DCSB is the ultimate holding company and substantial shareholder of the Company.

KCM and WAC are directors and substantial shareholder of DCSB.

Land Management Sdn. Bhd. ("LMSB") is substantial shareholder of DCSB. KCM and her children are substantial shareholders of LMSB.

<u>Related Parties</u>	<u>Nature of Relationship</u>
PJ Development Holdings Berhad (“PJD”) and its subsidiaries (“PJD Group”)	DCSB, LMSB, WAC and KCM are major shareholders of PJD. WAC, KCM and Wong Chong Shee (“WCS”) are directors of PJD. WCS is deemed a connected person as he is the brother of WAC and brother-in-law of KCM.
Tekmark Sdn. Bhd. (“TSB”) and its subsidiaries (“TSB Group”)	KCM, OLH and Khor Neng Tiang (“KNT”) are the substantial shareholders of TSB and KNT, Ong Yee Ching (“OYC”) and Wong Ai Lin (“WAL”) are the directors of TSB. KNT is deemed a person connected as KNT is the brother of KCM. OYC is deemed a person connected as OYC is the daughter of KCM and OLH. WAL is deemed a person connected as WAL is the sister-in-law and sister of KCM and WAC respectively.
OSK Investment Bank Berhad (“OSK”) and its subsidiaries (“OSK Group”)	Ong Leong Huat @ Wong Joo Hwa (“OLH”), a director and substantial shareholder of OSK, is the spouse of KCM. Wong Chong Kim, a director of OSK is the brother of OLH and WAC.

(b) Significant related party transactions

(i) Significant transactions with subsidiaries during the financial year are as follows:

	Company	
	2010	2009
	RM'000	RM'000
Sale of products to subsidiaries	763	1,371
Interest income from subsidiary	235	-
Training fees charged to subsidiary	-	2
Technical advisory fees charged to subsidiary	607	534
Purchase of products from subsidiary	198	96

Notes to the Financial Statements cont'd

31. Significant related party transactions (continued)**(b) Significant related party transactions (continued)**

(ii) Significant transactions with related parties during the financial year are as follows:

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Income				
Revenue from				
- PJD Group	1,420	82	-	-
- OSK Group	456	378	-	-
- DCSB Group	505	23	-	-
- EESB	-	50	-	-
Rental income from				
- PJD Group	81	78	-	-
Expenses				
Insurance paid/payable to the DCSB Group	24	19	4	4
Provision for function services paid/ payable to PJD Group	27	3	19	3
Purchase and maintenance of electrical, computer and related accessories from the TSB Group	7	3	3	-
Fees for application for transfer to Main Market paid/payable to OSK Group	131	-	131	-
Provision of IT services paid/ payable to PJD Group	8	-	8	-
Provision of internal audit services paid/ payable to PJD Group	15	12	3	7

The directors of the Company are of the opinion that the above transactions have been entered into in the normal course of business and at terms mutually agreed between the parties.

(c) Compensation of key management personnel

The remuneration of the key management personnel during the financial year are as follows:-

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Directors				
Salaries, bonuses and allowances	1,588	1,423	377	331
Fees	60	45	60	45
Contribution to defined contribution plans	34	34	23	20
	1,682	1,502	460	396
Other key management personnel				
Salaries, bonuses and allowances	1,990	1,974	374	355
Contribution to defined contribution plans	155	156	45	44
	2,145	2,130	419	399
	3,827	3,632	879	795

Other key management personnel comprise persons other than the Directors of the Group, having authority and responsibility for planning, directing and controlling the activities of the entity either directly or indirectly.

32. Operating segments

During the financial year, the Group adopted FRS 8 Operating Segments. FRS 8 requires the identification of operating segments on the basis of internal reports that are regularly reviewed by the Group's chief operating decision maker in order to allocate resources to the segments and assess their performance. Nevertheless, the replaced FRS 114₂₀₀₄ required the identification of two sets of segments - one based on related products and services, and the other on geographical area. FRS 114₂₀₀₄ regarded one set as primary segments and the other as secondary segments.

General information

The information reported to the Group's chief operating decision maker to make decisions about resources to be allocated and for assessing their performance is based on the geographical areas of the Group. The Group's operating segments are as follows:

- Malaysia : research, development, sales, implementation and maintenance of computer-based control systems.
- Singapore : design, supply, engineering, implementation and maintenance of computer-based control systems.
- Others : trading, hardware and software consulting services and dormant.

Notes to the Financial Statements cont'd

32. Operating segments (continued)

Measurement of reportable segments

Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the consolidated financial statements.

Transactions between reportable segments are measured on an arm's length basis in a manner similar to transactions with third parties.

Segment profit or loss is measured based on segment profit before tax that are reviewed by the Group's chief operating decision maker. There are no significant changes from prior financial year in the measurement methods used to determine reported segment profit or loss.

The total of segment asset is measured based on all assets of a segment other than current and deferred tax assets.

The total of segment liability is measured based on all liabilities of a segment other than current and deferred tax liabilities.

Geographical information

Revenue and non-current assets information on the basis of geographical segments information are based on the geographical location of customers and assets respectively. The amounts of non-current assets do not include financial instruments and deferred tax assets.

Major customers

Major customers' information is revenues from transactions with a single external customer amounting to ten percent or more of the Group revenue. A group of entities known to a reporting entity to be under common control shall be considered a single customer.

2010	Malaysia RM'000	Singapore RM'000	Europe RM'000	Others RM'000	Inter-Segment Elimination RM'000	Total RM'000
Revenue:						
External customers	13,058	41,412	-	-	-	54,470
Inter-segment	1,370	198	-	-	(1,568)	-
Total revenue	14,428	41,640	-	-	(1,568)	54,470
Results:						
Interest income	787	43	-	4	(235)	599
Interest expense	235	-	-	-	(235)	-
Fair value gain on investment properties	505	-	-	-	-	505
Depreciation	275	337	-	1	-	613
Income tax expense	573	1,682	-	-	-	2,255
Income tax income	-	-	-	3	-	3
Other non-cash expenses	461	72	-	-	-	533
Segment profit/(loss)	9,531	10,397	-	(26)	(8,338)	11,564
Assets:						
Additions to non-current assets other than financial instruments and deferred tax assets	565	322	-	76	-	963
Segment assets	60,610	31,671	-	988	(24,963)	68,306
Segment liabilities	11,011	2,738	-	5	(8,713)	5,041
Geographical information:						
Revenue from sales to external customers by location of customers	9,034	41,412	4,024	-	-	54,470
Non-current assets	5,861	1,103	-	76	-	7,040
Major customers	-	5,984	-	-	-	5,984

Notes to the Financial Statements cont'd

32. Operating segments (continued)

2009	Malaysia RM'000	Singapore RM'000	Europe RM'000	Others RM'000	Inter- Segment Elimination RM'000	Total RM'000
Revenue:						
External customers	11,107	50,894	-	-	-	62,001
Inter-segment	1,895	96	-	-	(1,991)	-
Total revenue	13,002	50,990	-	-	(1,991)	62,001
Results:						
Interest income	320	19	-	236	-	575
Depreciation	268	292	-	-	-	560
Income tax expense	192	2,299	-	59	-	2,550
Other non-cash expenses	338	-	-	-	-	338
Segment profit/(loss)	12,499	14,657	-	229	(12,221)	15,164
Assets:						
Additions to non-current assets other than financial instruments and deferred tax assets	211	205	-	-	-	416
Segment assets	62,082	34,379	-	457	(27,677)	69,241
Segment liabilities	13,852	4,512	-	896	(12,645)	6,615
Geographical information:						
Revenue from sales to external customers by location of customers	7,991	50,894	3,116	-	-	62,001
Non-current assets	5,575	1,158	-	-	-	6,733
Major customers	-	23,250	-	-	-	23,250

33. Fair value of financial instruments

(a) Fair value of financial instruments by classes that are not carried at fair value and whose carried amounts are not reasonable approximation of fair value

	Note	Group Carrying amount RM'000	Group Fair value RM'000
2009			
Financial Assets			
Investment securities:			
- debt securities	9	2,147	2,203

Fair value is determined by reference to their market bid price at the reporting date.

(b) Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The following are classes of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value:

	<u>Note</u>
Financial assets (current)	
Trade receivables	13
Other receivables and deposits	14
Amount owing by subsidiaries	15
Cash and bank balances	16
Financial liabilities (current)	
Trade payables	21
Other payables and accruals	22
Amount owing to subsidiaries	15

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short term nature or that they are floating rate instruments that are re-priced to market interest rates or near the reporting date.

Notes to the Financial Statements cont'd

34. Financial risk management objectives and policies

The operations of the Group and of the Company are subject to a variety of financial risks, including foreign currency risk, interest rate risk, credit risk, liquidity risk and cash flow risk. The Group and the Company have adopted a financial risk management framework whose principal objective is to minimise the Group's and the Company's exposure to risks and/or costs associated with the financing, investing and operating activities of the Group and of the Company.

(i) Credit Risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises primarily from trade receivables and investment securities. The Company's exposure to credit risk arises principally from loan and advances to subsidiaries and financial guarantees given.

Trade receivables

Risk management objective, policies and processes for managing the risk

The management has a credit policy in place to monitor and minimise the exposure of default. Credit evaluations are performed on all customers requiring credit over certain amount.

Exposure to credit risk

At the reporting date, the Group's maximum exposure to credit risk arising from trade receivables is represented by the carrying amounts in the statements of financial position.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the reporting date are as follows:

	Group			
	2010		2009	
	RM'000	% of total	RM'000	% of total
By country:				
Malaysia	1,011	16.0%	980	10.4%
Singapore	4,836	76.5%	5,894	62.4%
Europe	89	1.4%	2,287	24.2%
Others	387	6.1%	282	3.0%
	6,323	100.0%	9,443	100.0%

Financial assets that are neither past due nor impaired

Information regarding trade and other receivables that are neither past due nor impaired is disclosed in Note 13 to the financial statements. Deposits with banks and other financial institutions and investment securities are placed with or entered into with reputable financial institutions with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are past due or impaired is disclosed in Note 13 to the financial statements.

Investment securitiesRisk management objective, policies and processes for managing the risk

The Group minimise credit risk by dealing exclusively with high credit rating counterparties.

Exposure to credit risk

At the reporting date, the Group has only invested in domestic securities. The Group's maximum exposure to credit risk is represented by the carrying amounts in the statements of financial position.

In view of the sound credit rating of counterparties, management does not expect any counterparty to fail to meet its obligations.

Inter company balancesRisk management objective, policies and processes for managing the risk

The Company provides unsecured loans and advances to subsidiaries and bears interest rate at 2.3% (2009 : Nil) per annum chargeable on a monthly basis. The Company monitors the results of the subsidiaries regularly.

Exposure to credit risk

At the reporting date, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

Impairment losses

At the reporting date, there was no indication that the loans and advances to subsidiaries are not recoverable.

Financial guaranteesRisk management objective, policies and processes for managing the risk

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries. The Company monitors on an ongoing basis the performance of the subsidiaries to meet the expectation of their customers in accordance with the original terms of a contract in due course.

Exposure to credit risk

At the reporting date, there was no indication that the subsidiaries would fail to meet the terms as stated in the contract.

The financial guarantees have not been recognised due to the uncertainties of timing, costs and eventual outcome.

(ii) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables.

Risk management objective, policies and processes for managing the risk

The Group maintains a level of cash and cash equivalents deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

Notes to the Financial Statements cont'd

34. Financial risk management objectives and policies (continued)**(ii) Liquidity Risk (continued)****Maturity analysis**

The maturity profile of the Group's and the Company's financial liabilities based on undiscounted contractual repayment at the reporting date are as follows:

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
On demand or within 1 year				
Trade payables	2,849	3,094	-	26
Other payables and accruals	1,102	1,230	129	131
Amount owing to subsidiary	-	-	361	410
Total undiscounted financial liabilities	3,951	4,324	490	567

(iii) Market Risk

Market risk is the risk that changes in market price, such as foreign exchange rates, interest rates and other prices will affect the Group's financial position or cash flow.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in interest rates.

Risk management objective, policies and processes for managing the risk

The Company and the Group manage the net exposure to interest rate risks by monitoring the exposure to such risks on an ongoing basis.

Exposure to interest rate risk

The Group's and the Company's exposure to interest rate risk arises primarily from advance to a subsidiary and fixed deposits placed with licensed banks classified as cash and cash equivalents. The Group and the Company do not use derivative financial instruments to hedge its risk.

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, the carrying amounts at the reporting date are as follows:

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Fixed rate instruments				
Financial assets	19,771	19,723	25,677	15,120

Financial instruments at fixed rates are fixed until the maturity of the instruments.

Sensitivity analysis for interest rate risk

The Group does not account for any fixed rate financial assets and therefore a change in interest rates at the reporting date would not affect the profit or loss.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Risk management objective, policies and processes for managing the risk

The Company and the Group manage the net exposure to foreign currency risks by monitoring the exposure to such risks on an ongoing basis.

Exposure to foreign currency risk

The Group is exposed to foreign currency risk on sales, purchases and cash and bank balances that are denominated in a currency other than the respective functional currencies of the Group entities. The currencies giving rise to this risk are primarily RM, United States Dollar ("USD"), British Pound, Euro and Canadian Dollar.

The Group's and the Company's exposure to foreign currency risks, based on carrying amounts at the reporting date are as follows:

	Group		Company	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Financial assets and liabilities not held in functional currency				
<u>Trade receivables</u>				
Euro	89	2,287	-	-
United States Dollar	370	282	-	-
	459	2,569	-	-
<u>Cash and bank balances</u>				
Euro	2,616	-	2,004	-
United States Dollar	628	531	-	-
	3,244	531	2,004	-
<u>Trade payables</u>				
British Pound	108	16	-	-
Canadian Dollar	20	-	-	-
Euro	71	911	-	-
Ringgit Malaysia	-	3	-	-
United States Dollar	6	176	-	-
	205	1,106	-	-

Notes to the Financial Statements cont'd

34. Financial risk management objectives and policies (continued)**(iii) Market Risk (continued)****Foreign Currency Risk (continued)**Sensitivity analysis for foreign currency risk

Foreign currency risk arises from Group entities with RM and Singapore Dollar ("SGD") functional currencies.

A 1% strengthening of the Euro and USD against the respective functional currencies of the Group entities would have increase/(decrease) profit net of tax by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
	Profit net of tax		Profit net of tax	
Euro/RM	26	14	20	-
USD/RM	8	3	-	-
USD/SGD	2	4	-	-

A 1% weakening of Euro and USD against the respective functional currencies at the reporting date would have had equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

The exposure to currency risk of Group entities other than Euro and USD is not material and hence, sensitivity analysis is not presented.

(iv) Market Price Risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

Risk management objective, policies and processes for managing the risk

The Group manage the net exposure to market price risks by monitoring the exposure to such risks on an ongoing basis.

Exposure to market price risk

The Group's exposure to market price risk arises primarily from the investment in debt securities classified as available-for-sale.

A 1% strengthening in value of the medium term note at the reporting date would have increased the Group's other reserve in equity by RM23,000/-. A 1% weakening in value of the medium term note would have had equal but opposite effect on the Group's other reserve in equity.

35. Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group manages its capital structure by monitoring the capital and net debt, if any on an ongoing basis. To maintain the capital structure, the group may adjust the dividend payment to shareholders.

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.

36. Significant event during the financial year

- (i) The transfer of the listing of and quotation for its entire issued and paid-up share capital from the ACE Market to the Main Market of Bursa Malaysia Securities Berhad has been completed on 28 September 2010.
- (ii) During the financial year, the Company repurchased 2,000,000 of its issued share capital from the open market at an average price of RM0.380 per share. The total consideration paid for the repurchase including transaction costs was RM 764,911/-. The share repurchased were being held as treasury shares in accordance with Section 67A of the Companies Act, 1965.
- (iii) The Company and PT Indointernet have jointly incorporated PT Willowglen Indonesia ("PTWI") on 3 September 2010 in Indonesia, with an issued and paid-up share capital of IDR1,875,000,000. The Company holds 939 ordinary shares of IDR1,000,000 each or 50.08% of PTWI.

37. Comparative figures

The comparative figures for the financial year ended 31 December 2009 have been restated and reclassified for consistent presentation with the financial statements disclosure requirements for the financial year ended 31 December 2010.

Statement by Directors

We, **KHOR CHAI MOI** and **WONG AH CHIEW** being two of the directors of the Willowglen MSC Berhad, do hereby state that in the opinion of the directors, the accompanying financial statements set out on pages 37 to 101 are properly drawn up in accordance with the 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 at 31 December 2010 and of their financial performance and cash flows for the financial year then ended.

On behalf of the Board,

Khor Chai Moi

Director

Wong Ah Chiew

Director

Kuala Lumpur

Date: 1 March 2011

Statutory Declaration

I, **CHEW NYUK SEONG**, being the officer primarily responsible for the financial management of Willowglen MSC Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements set out on pages 37 to 101 are 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.

Chew Nyuk Seong

Subscribed and solemnly declared by the abovenamed at Kuala Lumpur in the Federal Territory on 1 March 2011.

Before me,

Arshad Abdullah (W550)

Commissioner for Oaths
Kuala Lumpur

Independent Auditors' Report

To the Members of Willowglen MSC Berhad
(Incorporated in Malaysia)

Report on the financial statements

We have audited the financial statements of Willowglen MSC Berhad, which comprise the statements of financial 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 information, as set out on pages 37 to 101.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements that give a true and fair view in accordance with the Financial Reporting Standards ("FRS") and the Companies Act, 1965 ("the Act") in Malaysia, and for such internal controls as the directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud and 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 about 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 controls relevant to the Company'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 Company's internal controls. 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.

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with the FRS and the Act so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2010 and of their financial performance and cash flows for the financial year then ended.

Report on other legal and regulatory requirements

In accordance with the requirements of the Act, 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 have considered the financial statements and the auditors' reports of the subsidiaries of which we have not acted as auditors, which are indicated in Note 8 to the financial statements, being financial statements that have been included in the consolidated financial statements.
- (c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in the form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.
- (d) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment required to be made under Section 174(3) of the Act.

Other Matters

The supplementary information set out in Note 19 to the financial statements 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 the 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.

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

Baker Tilly Monteiro Heng
No. AF 0117
Chartered Accountants

M.J. Monteiro
No. 828/05/12 (J/PH)
Partner

Kuala Lumpur
Date: 1 March 2011

Additional Compliance Information

1. Utilisation of Proceeds Raised From Corporate Proposals

There were no proceeds raised from corporate proposals during the financial year.

2. Share Buy-Back

The details of shares bought back during the financial year are as follows:-

Monthly Breakdown Bought Back	No. of Shares Purchased	Purchase Price (RM)			Total Consideration* (RM)
		Lowest	Highest	Average	
August 2010	210,600	0.350	0.355	0.354	75,173.84
September 2010	1,789,400	0.355	0.395	0.383	689,736.98
Total	2,000,000			0.380	764,910.82

* Total consideration is inclusive of brokerage, clearing fee and stamp duty.

The total cumulative treasury shares held up to and including 31 December 2010 is 2,429,800 shares.

The Company has neither made any resale nor any cancellation of its treasury shares.

3. Options, Warrants or Convertible Securities

The Company did not issue any options, warrants or convertible securities during the financial year.

4. Depository Receipt Programme

The Company did not sponsor any depository receipt programme during the financial year.

5. Sanctions and/or Penalties

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

6. Variation in Results

The Company did not issue any profit estimate, forecast or projection for the financial year.

There was no variance between the results for the financial year ended 31 December 2010 as per the audited financial statements and the unaudited results previously announced.

7. Profit Guarantee

The Company did not issue any profit guarantee during the financial year.

8. Material Contracts

There were no material contracts of the Company and its subsidiaries, involving the directors and major shareholders' interests during the financial year.

9. Revaluation Policy on Landed Properties

The Group's landed properties classified under property, plant and equipment are not revalued, but are reviewed at each balance sheet date to determine if there is any indication of impairment. These landed properties are stated at cost less accumulated depreciation and impairment losses.

Landed properties classified as investment properties are stated at fair value, which has been determined based on a valuation report dated 30 December 2010 using the open market value basis and the change in fair value is taken as gain or loss in the income statement.

10. Non-Audit Fees

The amount of non-audit fees incurred for services rendered to the Group during the financial year by companies affiliated to the auditors is RM18,908.00.

11. Recurrent Related Party Transactions ("RRPTs") of A Trading or Revenue Nature

Further details of RRPTs of the Group conducted during the financial year ended 31 December 2010 are set out in the Notes to the Audited Financial Statements.

Properties

As at 31 December 2010

Description of Property	Existing Use	Age of Building (Years)	Land Area	Tenure	Date of Acquisition	Net Book Value/ Fair Value as at 31 December 2010 (RM)
Willowglen (Malaysia) Sdn. Bhd.						
Pajakan Negeri 17630, Lot No. 35063 and Pajakan Negeri 17631, Lot No. 35064, Mukim Petaling, District and State of Wilayah Persekutuan, being two units of 3-storey terrace shop offices bearing the addresses of No. 1 & 3, Jalan 2/149B, Taman Sri Endah, Bandar Baru Sri Petaling, 57000 Kuala Lumpur	Shop office on 2 years lease/renewable office premise	18	246 sq.m.	93-years leasehold expiring on 19.02.2083	01.06.1999	2,000,000 (revalued on 30 December 2010)
Pajakan Negeri 17636, Lot No. 35069, Pajakan Negeri 17637, Lot No. 35070, Pajakan Negeri 17638, Lot No. 35071 and Pajakan Negeri 17639, Lot No. 35072, Mukim Petaling, District and State of Wilayah Persekutuan, being four units of 3-storey terrace shop offices bearing the address of No. 15 & 17, Jalan 2/149B, Taman Sri Endah, Bandar Baru Sri Petaling, 57000 Kuala Lumpur	Operational office	18	490 sq.m.	93-years leasehold expiring on 19.02.2083	30.04.2007	2,877,898

Shareholdings Statistics

As at 5 April 2011

Authorised Capital	:	RM100,000,000.00
Issued and Fully Paid-up Capital	:	RM24,800,000.00 (including 4,406,700 treasury shares)
Class of Shares	:	Ordinary shares of RM0.10 each fully paid
Voting Rights	:	One vote per RM0.10 share

Breakdown of Shareholdings

No. of Holders	Holdings	Total Holdings %
13	Less than 100	0.00
581	100-1,000	0.20
1,012	1,001-10,000	2.39
554	10,001-100,000	8.32
101	100,001 to less than 5% of issued shares	19.95
3	5% and above of issued shares	69.14
2,264	Total	100.00

Substantial Shareholders

According to the register required to be kept under Section 69L of the Companies Act, 1965, the following are substantial shareholders of the Company:-

Substantial Shareholders	Direct Interest	No of Shares Held		%
		%	Indirect Interest	
New Advent Sdn Bhd	125,900,237	51.68	-	-
Dindings Consolidated Sdn Bhd	-	-	125,900,237 *	51.68
Land Management Sdn Bhd	204,500	0.08	125,900,237 #	51.68
OSK Venture Equities Sdn Bhd	22,465,000	9.22	-	-
OSK Capital Partners Sdn Bhd	20,054,837	8.23	-	-
OSK Ventures International Berhad	-	-	42,519,837 ^	17.45
Ong Leong Huat @ Wong Joo Hwa	-	-	42,519,837 ∞	17.45
Khor Chai Moi	1,617,600	0.66	126,104,737 □	51.77
Wong Ah Chiew	1,500,000	0.62	127,236,537 °	52.23

Notes :

- * Deemed interested through New Advent Sdn Bhd
- # Deemed interested through Dindings Consolidated Sdn Bhd
- ^ Deemed interested through OSK Venture Equities Sdn Bhd and OSK Capital Partners Sdn Bhd
- ∞ Deemed interested through his interest in OSK Ventures International Berhad
- Deemed interested through her interest in Land Management Sdn Bhd and Dindings Consolidated Sdn Bhd
- ° Deemed interested through his interest in Dindings Consolidated Sdn Bhd, Elegant Preference Sdn Bhd, Jian Qi Holdings Sdn Bhd, his spouse and sons

Shareholdings Statistics cont'd

Directors' Shareholdings

Name of Directors	Direct Interest	No of Shares Held		%
		%	Indirect Interest	
Khor Chai Moi	1,617,600	0.66	126,104,737 *	51.77
Wong Ah Chiew	1,500,000	0.62	127,236,537#	52.23

* Deemed interested through her interest in Land Management Sdn Bhd and Dindings Consolidated Sdn Bhd

Deemed interested through his interest in Dindings Consolidated Sdn Bhd, Elegant Preference Sdn Bhd, Jian Qi Holdings Sdn Bhd, his spouse and sons

Thirty Largest Registered Shareholders as at 5 April 2011

No.	Name of Shareholders	No. of Shares	%
1	New Advent Sdn Bhd	125,900,237	51.68
2	OSK Venture Equities Sdn Bhd	22,465,000	9.22
3	OSK Capital Partners Sdn Bhd	20,054,837	8.23
4	Aco-Bina Sdn Bhd	5,474,300	2.25
5	Diong King Ewu	4,136,879	1.70
6	Mayban Securities Nominees (Asing) Sdn Bhd Exempt AN for UOB Kay Hian Pte Ltd (A/C Clients)	2,725,511	1.12
7	Au Yiu Joo	2,559,700	1.05
8	Khor Chai Moi	1,617,600	0.66
9	Wong Ah Chiew	1,500,000	0.62
10	Wong Chong Ngin	1,491,000	0.61
11	Lee Kok Hoong	1,350,000	0.55
12	Teh Boon Wee	1,152,100	0.47
13	Ong Boey Sim	1,100,000	0.45
14	Chew Pick Hon	985,300	0.40
15	Chan Yan Ping	973,600	0.40
16	Alliance Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Teh Boon Wee (8061725)	938,200	0.39
17	Teoh Boon Beng @ Teoh Eng Kuan	867,000	0.36
18	Ruben Kelvin Rajadurai	820,000	0.34
19	Chang Tan Chio	800,658	0.33
20	Wong Chu Khee	654,200	0.27
21	Ng Soon Gan	635,000	0.26
22	Tee Bon Peng	601,800	0.25
23	Lim Kee Siku	592,800	0.24
24	HLG Nominee (Tempatan) Sdn Bhd Hong Leong Bank Bhd for Leong Kong Foo	574,800	0.24
25	Leong Keng Yuen	500,000	0.21
26	William Neil Gray	500,000	0.21
27	Lai Ong Ang Eng	456,400	0.19
28	Jian Qi Holdings Sdn Bhd	409,000	0.17
29	Chong Kim Poh	400,000	0.16
30	Ong Chin Teik	397,000	0.16

Form of Proxy

No. of Shares Held

I/We, _____
 NRIC No./Passport No./Company No. _____
 of _____
 being a member(s) of WILLOWGLEN MSC BERHAD hereby appoint _____

NRIC No./Passport No. _____
 of _____
 or failing him/her, _____
 NRIC No./Passport No. _____
 of _____

or failing him/her, the Chairman of the Meeting as my/our proxy, to vote for me/us on my/our behalf at the Thirteenth Annual General Meeting of the Company to be held at the Grand Lotus, Level 2, Swiss-Garden Residences, 117 Jalan Pudu, 55100 Kuala Lumpur on Monday, 30 May 2011 at 10.00 a.m. and at any adjournment thereof, in the manner indicated below:-

NO.	RESOLUTIONS	FOR	AGAINST
1.	Adoption of Audited Financial Statements and Reports		
2.	Declaration of a final dividend of 20% tax-exempt and special dividend of 10% tax-exempt		
3.	Re-election of Khor Chai Moi as Director		
4.	Re-election of Wang Shi Tsang as Director		
5.	Approval of Directors' Fees		
6.	Re-appointment of Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration		
7.	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature		
8.	Proposed Renewal of Share Buy-Back		
9.	Proposed Amendments to the Articles of Association		

(Please indicate with 'X' how you wish to cast your vote. In the absence of specific directions, the proxy may vote or abstain at his discretion.)

The proportion of my/our holding to be represented by my/our proxy/proxies are as follows:

First Proxy _____ %
 Second Proxy _____ %
 Total 100%

Signed this _____ day of _____, 2011.

Signature of Shareholder

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. When a member appoints two or more proxies, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 17th Floor, Plaza OSK, Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
3. The instrument appointing a proxy or proxies shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation under its Common Seal or the hand of its attorney duly authorised.

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The Secretary

Willowglen MSC Berhad (Company No. 462648-V)

17th Floor, Plaza OSK

Jalan Ampang

50450 Kuala Lumpur

Malaysia

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Questions from Shareholders

The Annual General Meeting ("AGM") of Willowglen MSC Berhad will be held on Monday, 30 May 2011 at 10.00 a.m. Shareholders are invited to register questions in advance of the AGM.

This form may be used to submit a written question to the auditors if the question is relevant to the content of the auditors' report or the conduct of the audit of the financial statements to be considered at the AGM.

In the course of the AGM we intend to respond to as many of the questions asked as is practicable.

Shareholder questions must be received by Friday, 20 May 2011. Please return the form to our registered office, 17th Floor, Plaza OSK, Jalan Ampang, 50450 Kuala Lumpur or by facsimile to 03-21617782.

Shareholder's Name

CDS Account No.

Question/s

Please tick if it is a question directed to the Auditors

1.

2.

3.

4.

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The Secretary

Willowglen MSC Berhad (Company No. 462648-V)

17th Floor, Plaza OSK

Jalan Ampang

50450 Kuala Lumpur

Malaysia

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