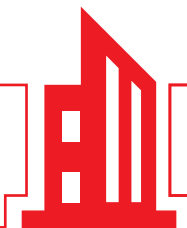


2009 Annual Report



BREM HOLDING BERHAD (66756-P)
Incorporated In Malaysia

Contents

Notice Of Annual General Meeting	2
Statement Accompanying The Notice Of Annual General Meeting	6
Corporate Information	7
Particulars Of Each Director Of Brem Holding Berhad	8
Additional Information	10
Statement On Internal Control	13
Chairman's Statement	14
Group Financial Highlights	16
Statement On Corporate Governance	18
Audit Committee Report	23
Financial Statements	29
Analysis Of Shareholdings	84
Analysis Of Warrantholdings	87
Properties Held By The Brem Group Of Companies	89
Proxy	

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting of the Company will be held at Crown Hall, 1st Floor, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 September 2009, at 10.30 a.m. for the transaction of the following businesses:-

1. To receive the Audited Financial Statements for the year ended 31 March 2009 together with the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To declare a final dividend of 5% less income tax of 25% in respect of the year ended 31 March 2009. **(Resolution 2)**
3. To approve the payment of Directors' fees of RM78,333/- (2008: RM70,000/-) in respect of the year ended 31 March 2009. **(Resolution 3)**
4. To re-elect the following Directors who retire pursuant to the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - (a) Mr. Low Yew Hwa (Article 80) **(Resolution 4)**
 - (b) Mr. Khoo Chai Thiam (Article 80) **(Resolution 5)**
5. To consider and, if thought fit, pass the following resolution pursuant to Section 129 of the Companies Act, 1965:-

"That Dato' Hj. Abu Sujak bin Hj. Mahmud, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting."

(Resolution 6)
6. To re-appoint Messrs. Sha, Tan & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
7. As Special Business:-

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

 - (a) **Ordinary Resolution 1** **(Resolution 8)**
Authority to allot shares pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the issued share capital of the Company for the time being, subject always to the approvals of all the relevant regulatory bodies obtained for such allotment and issue and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
 - (b) **Ordinary Resolution 2** **(Resolution 9)**
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions

"THAT approval be and is hereby given to the Company and/or its subsidiary companies to renew the mandate from the shareholders of the Company for the Company and/or its subsidiary companies to enter into and give effect to Recurrent Related Party Transactions of a revenue or trading nature with specified class of the Related Parties as stated in Part A - Section 2.4(a) of the Circular to Shareholders dated 4 September 2009 ("Circular");

AND THAT a mandate be and is hereby granted for the Company and/or its subsidiaries to enter into additional recurrent related party transactions of a revenue or trading nature as stated in Part A - Section 2.4(b) of the Circular with the Related Parties mentioned therein subject to the following:-

- (i) the transactions are necessary for the Group's day-to-day operations and they are carried out in the ordinary course of business made on an arm's length basis and on normal commercial terms; and
- (ii) are on terms that are not more favourable to the Related Parties than those generally available to the public and not detrimental to minority shareholders of the Company;

AND THAT the authority conferred by this resolution shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of Brem after the date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
- (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier, and disclosure will be made in the annual report of the aggregate value on the transactions conducted during the financial year pursuant to the shareholders' mandate;

AND FURTHER THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to this resolution."

**(c) Ordinary Resolution 3
Proposed Renewal of Authority for Share Buy-Back**

(Resolution 10)

"THAT subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM1.00 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 ordinary shares of RM1.00 each in the Company which may be purchased and/or held by the Company shall not exceed ten per cent (10%) of the issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase, subject to a restriction that the issued and paid-up share capital of the Company does not fall below the applicable minimum share capital requirements of the Listing Requirements of Bursa Securities;

Notice Of Annual General Meeting (Cont'd)

- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the Company's latest audited retained profits and/or share premium account;
- (c) the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-
 - (i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which this resolution was passed at which time it shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
 - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to cancel all the shares or any part thereof so purchased or to retain all the shares so purchased as treasury shares (of which may be distributed as dividends to shareholders and/or resold on Bursa Securities and/or subsequently cancelled), or to retain part of the shares so purchased as treasury shares and cancel the remainder, and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Directors may deem fit and expedient in the best interest of the Company.”

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

Notice of Dividend Entitlement

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the Twenty-Eighth Annual General Meeting, the final dividend of 5.0% less income tax of 25% in respect of the year ended 31 March 2009 will be payable on 10 November 2009 to depositors registered in the Record of Depositors on 22 October 2009.

A depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred to the depositor's securities account before 4.00 p.m. on 22 October 2009 in respect of transfers; and

Notice Of Annual General Meeting (Cont'd)

- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board,

CHOW CHOOI YOONG (MAICSA 0772574)

Secretary

Kuala Lumpur

4 September 2009

Notes:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. In the case of a corporate body, the proxy appointed must be in accordance with the Memorandum and Articles of Association, and the instrument appointing a proxy shall be given under the company's Common Seal or under the hand of the officer or attorney duly authorised.
4. The Form of Proxy must be deposited at the Company's Registered Office at 3rd Floor, BREM House, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor not less than 48 hours before the time set for the meeting or any adjournment thereof.
5. **Director not seeking re-appointment at the Twenty-Eighth Annual General Meeting**
Datuk Yahaya Bin Shafie, who is over the age of seventy years and retiring pursuant to Section 129 of the Companies Act, 1965, is not seeking re-appointment at the Twenty-Eighth Annual General Meeting of the Company.
6. **Explanatory Notes In Special Business:-**

(a) Resolution pursuant to Section 132D of the Companies Act, 1965

Resolution No. 8 proposed under item 7(a) is to seek a renewal of the general mandate for the issue of new ordinary shares pursuant to Section 132D of the Companies Act, 1965.

As at 7 August 2009 (the latest practicable date before the printing of this Annual Report) and pursuant to the general mandate granted to the Directors at the 27th Annual General Meeting held on 26 September 2008, the Company had issued 11,000 ordinary shares of RM1.00 each for cash under Warrant Conversion at the exercise price of RM1.20 per ordinary share. The proceeds totalling RM13,200.00 arising from the issuance of the said new ordinary shares have been utilised for working capital purposes.

The proposed Resolution No. 8, if passed, will give the Directors of the Company from the date of the above General Meeting, authority to allot and issue ordinary shares from the unissued capital of the Company to the warrant holders who wish to exercise their warrants under the Deed Poll dated 4 October 2004 and for such purposes as the Directors consider would be in the interest of the Company. This authority will unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

Notice Of Annual General Meeting (Cont'd)

- (b) **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions**
Resolution No. 9 proposed under item 7(b), if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are on terms not more favourable to the related parties than those generally available to the public and shall lapse at the conclusion of the next Annual General Meeting unless authority for its renewal is obtained from the shareholders of the Company at a General Meeting. For further information, please refer to Part A of the Circular to Shareholders dated 4 September 2009, which is circulated together with this Annual Report.
- (c) **Resolution pursuant to Proposed Share Buy-Back**
Resolution No. 10 proposed under item 7(c), if passed, will empower the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting. For further information, please refer to Part B of the Circular to Shareholders dated 4 September 2009, which is circulated together with this Annual Report.

Statement Accompanying The Notice Of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

1. Directors who are standing for re-election at the Twenty-Eighth (28th) Annual General Meeting of the Company

Pursuant to Article 80 of the Company's Articles of Association

- (a) Mr. Low Yew Hwa
- (b) Mr. Khoo Chai Thiam

Pursuant to Section 129(6) of the Companies Act, 1965

- (a) Dato' Hj. Abu Sujak Bin Hj. Mahmud

2. Further details of Directors who are standing for re-election/re-appointment

Further details of Directors who are standing for re-election/re-appointment are set out on pages 8 to 9 of the Annual Report and their securities holdings in the Company and its subsidiaries are set out on page 32 of the Annual Report.

DIRECTORS

Datuk Yahaya Bin Shafie	<i>(Independent Non-Executive Chairman)</i>
Khoo Chai Kaa	<i>(Managing Director)</i>
Low Yew Hwa	<i>(Executive Director)</i>
Khoo Chai Thiam	<i>(Executive Director)</i>
Wong Miow Song	<i>(Independent Non-Executive Director)</i>
Dato' Hj. Abu Sujak Bin Hj. Mahmud	<i>(Independent Non-Executive Director)</i>
Khoo Hui Keam	<i>(Non-Independent Non-Executive Director)</i>
Khoo Hui Giok	<i>(Non-Independent Non-Executive Director)</i>

COMMITTEES

Audit

Wong Miow Song *(Chairman)*
Datuk Yahaya Bin Shafie
Khoo Hui Giok
Dato' Hj. Abu Sujak Bin Hj. Mahmud

Nomination

Datuk Yahaya Bin Shafie *(Chairman)*
Wong Miow Song
Dato' Hj. Abu Sujak Bin Hj. Mahmud

Remuneration

Datuk Yahaya Bin Shafie *(Chairman)*
Wong Miow Song
Khoo Chai Kaa
Dato' Hj. Abu Sujak Bin Hj. Mahmud

COMPANY SECRETARY

Chow Chooi Yoong, MAICSA 0772574

REGISTERED OFFICE

3rd Floor, Brem House, Crystal Crown Hotel,
No. 12, Lorong Utara A, Off Jalan Utara,
46200 Petaling Jaya, Selangor Darul Ehsan.
Tel : (03) 7958 7888
Fax: (03) 7958 1533
Website : www.bremholding.com

AUDITORS

Sha, Tan & Co
Chartered Accountants

PRINCIPAL BANKERS

Malayan Banking Berhad
CIMB Bank Berhad

REGISTRARS

Insurban Corporate Services Sdn. Bhd.,
149-B, Jalan Aminuddin Baki,
Taman Tun Dr. Ismail,
60000 Kuala Lumpur.
Tel : (03) 7729 5529
Fax: (03) 7728 5948

SOLICITORS

Kamarudin & Partners
Lee, Perara & Tan

STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad
Main Market

Particulars Of Each Director Of Brem Holding Berhad

DATUK YAHAYA BIN SHAFIE, PSD, DPMP, PMP, KMN, AMP, AMN, JP *(Independent Non-Executive Chairman)*

Datuk Yahaya Bin Shafie, aged 74, Malaysian, was appointed to the Board of the Company on 24 August 1992. He was subsequently appointed as Chairman on 1 March 1993. He received his degree in Bachelor of Arts (Honours) from the University of Malaya and a Master Degree in Arts from Stanford University, the United States of America. Datuk Yahaya started his career in 1972 as the Headmaster of Maktab Sultan Ismail, Kota Bahru, Kelantan. Subsequently, he was also the Principal of Sekolah Tengku Abdul Rahman Ipoh. He later became a politician and was nominated as a Member of Parliament from 1986 to 1990. He was also the Chairman of the Federal Agricultural Marketing Authority (which is involved in the grading and licensing of agricultural products) from 1985 to 1989 and of the Pepper Board of Malaysia (which is involved in the monitoring of the pepper market) from 1986 to 1987. He is also a member of the Audit Committee and the chairman of the Nomination and Remuneration Committee of Brem Holding Berhad.

KHOO CHAI KAA *(Managing Director)*

Khoo Chai Kaa, aged 58, Malaysian, is the Managing Director of the Company and a founder member of the Brem Holding Group. He has been a Director of the Company since its incorporation on 21 January 1981. Mr. Khoo holds a Bachelor of Science degree in Civil Engineering and Building from the North West London University, United Kingdom. He has over 31 years of experience in the construction and property development sectors as well as vast experience in hotel industry. He has also attained a wide experience in heavy machinery know-how. He also sits on the Board of some of the subsidiary companies of Brem Holding Berhad and several other private limited companies. He is a member of the Remuneration Committee of Brem Holding Berhad.

LOW YEW HWA *(Executive Director)*

Low Yew Hwa, aged 53, Malaysian, has been with the Company since year 1989. He was appointed to the Board of the Company on 24 August 1992. He holds a Diploma in Commerce majoring in Financial Accounting from the Tunku Abdul Rahman College in Kuala Lumpur. He is a fellow member of the Chartered Association of Certified Accountants of United Kingdom and a member of the Malaysian Institute of Accountants. He sits on the Board of some of the subsidiary companies of Brem Holding Berhad and several other private limited companies. He also sits on the Board of Bertam Alliance Berhad as a non-independent non-executive director.

DATO' HJ. ABU SUJAK BIN HJ. MAHMUD, DSSA, KMN, PPT, PJK *(Independent Non-Executive Director)*

Dato' Hj. Abu Sujak Bin Hj. Mahmud, aged 70, Malaysian, was appointed to the Board of the Company on 4 January 2006 as Independent Non-Executive Director. He began his career as an audit clerk in Jabatan Pembangunan Koperasi Malaysia in 1958. He then joined the Maktab Perguruan Bahasa in 1960 and then taught for a period of five (5) years before pursuing his degree in the University of Malaya. In 1971, he joined Dewan Bandaraya Kuala Lumpur and subsequently was appointed as Secretary of Majlis Perbandaran Klang and Majlis Perbandaran Shah Alam. In 1986, he was chosen to stand for election, which marked his career as a politician. He served as a member of the Selangor State Legislative Council for three (3) terms and was also a member of the Selangor State Executive Council from 1986 to 1995. He was also appointed as Timbalan Menteri Besar Selangor Darul Ehsan in 1990 until 1995. In the year 2000, he was appointed as the Datuk Bandar Majlis Bandaraya Shah Alam and was in office until 2002. He is also a member of the Audit, Nomination and Remuneration Committee of Brem Holding Berhad. He also sits on the Board of Resintech Berhad as an Independent non-executive director.

Particulars Of Each Director Of Brem Holding Berhad (Cont'd)

KHOO CHAI THIAM *(Executive Director)*

Khoo Chai Thiam, aged 47, Malaysian, was appointed to the Board of the Company on 12 October 1982 and has over 27 years of experience in the construction sector. He is also the Project Manager of Brem Maju Sdn. Bhd. being responsible for project coordination and is in charge of the overall work progress and staffing. He also sits on the Board of some of the subsidiary companies of Brem Holding Berhad and several other private limited companies.

WONG MIOW SONG *(Independent Non-Executive Director)*

Wong Miow Song, aged 58, Malaysian, was appointed to the Board of the Company on 24 May 2001 as an independent non-executive director. He was also elected as Chairman of the Audit Committee of the Company with effect from 24 May 2001. He holds a Bachelor of Engineering (Honours) degree in Civil Engineering from University of Malaya. He has over 27 years of experience in building construction and housing development. Currently he is a director of a private construction company involved in the construction of houses, shop houses and apartments in Klang Valley area. He is a member of The Institution of Engineers, Malaysia and a professional engineer registered with the Board of Engineers, Malaysia. He is the chairman of the Audit Committee and also a member of the Nomination and Remuneration Committee of Brem Holding Berhad.

KHOO HUI KEAM *(Non-Independent Non-Executive Director)*

Khoo Hui Keam, aged 33, Malaysian, was appointed to the Board of the Company on 26 November 2007 as a non-independent non-executive director. She holds a Bachelor of Business degree majoring in banking from Nanyang Technological University Singapore and she has over 8 years of working experience in banking industry.

KHOO HUI GIOK *(Non-Independent Non-Executive Director)*

Khoo Hui Giok, aged 31, Malaysian, was appointed to the Board of the Company on 26 May 2008 as a non-independent non-executive director. She holds a Bachelor of Business Accounting, Charles Sturt University. She is a certified practicing accountant of CPA Australia and a member of the Malaysian Institute of Accountants. She has over 8 years of experience in financial management. Currently she is a financial controller of a chain of hotels in Malaysia. She is also a member of the Audit Committee of Brem Holding Berhad.

Additional Information

Other Directorship of Public Companies

Save for the following directors, none of the directors of the Company has any directorship in other public companies:-

- (i) Mr. Low Yew Hwa sits on the Board of Bertam Alliance Berhad,
- (ii) Dato' Hj. Abu Sujak Bin Hj. Mahmud sits on the Board of Resintech Berhad.

Family Relationship of Directors and/or Major Shareholders

There is no family relationship among the directors and/or major shareholders except that:-

- (a) Mr. Khoo Chai Kaa and Ms. Khoo Hui Keam and Ms. Khoo Hui Giok are father and daughters;
- (b) Ms. Khoo Hui Keam and Ms. Khoo Hui Giok are sisters; and,
- (c) Mr. Khoo Chai Kaa and Mr. Khoo Chai Thiam are brothers.
- (d) Mr. Khoo Chai Kaa and Madam Lee Lei Choo are husband and wife.

Conflict of Interest with The Company

Other than the recurrent transactions of revenue or trading nature which are necessary for the company day-to-day operations, none of the directors has conflict of interest with the company.

List of Convictions for Offences

None of the directors has been convicted of any offences within the past 10 years other than traffic offences.

Material Contract Involving Directors and Major Shareholders

There is no material contract (not being contract entered into in the ordinary course of business) of the Company and its subsidiaries, involving directors' and major shareholders' interests, still subsisting at the end of the financial year.

Revaluation Policy

The Group does not adopt a policy on regular revaluation of its landed properties.

Non-Audit Fees

No non-audit fees were paid to external auditors for the financial year.

Recurrent Related Party Transaction of A Revenue or Trading Nature

On 4 September 2008, the Company obtained approval from the shareholders for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature ("recurrent transactions") with persons who are considered to be "Related Party" as defined in Chapter 10 of the Listing Requirements.

The breakdown of the aggregate value paid/payable of the recurrent transactions made during the financial year are set out below:

Nature /Type of Transactions	Supplier	Customer	Interested Director/Major Shareholder or Person Connected	RM
Construction Contracts	Sinn Huat Construction Sdn Bhd	Brem Holding Berhad	Lee Lei Choo Lee Kok Ting	2,090,399
	Idio Construction Works	Brem Holding Berhad	Khoo Chai Kaa Khoo Chai Thiam Koo Chai Bok	1,802,192
	Brem Holding Berhad	Harmony Property Sdn Bhd	Tan Joo Keng Low Yew Hwa	12,580,567

Relationship of Related Parties with Brem Holding Berhad ("Brem") as at the financial year ended 31 March 2009:

Names of Related Party	Relationship
Harmony Property Sdn Bhd	75.00% subsidiary of Brem
Idio Construction Works	No relationship except for the managing partner of this company is related to directors and a major shareholder of Brem
Sinn Huat Construction Sdn Bhd	No relationship except for the director and major shareholder of this company is related to a director and a major shareholder of Brem

Additional Information (Cont'd)

Share Buy-backs

For the financial year ended 31 March 2009, the Company had purchased a total of 1,773,700 units of its own shares and all of the units purchased have been retained as Treasury Shares. There were no cancellations or re-sale of treasury shares during the financial year.

As at 7 August 2009, the Company had purchased a total of 2,169,300 of its own shares and the details of purchases made showing the monthly breakdown are as follows:

Month of Purchase	No. of BREM Shares Purchased	Purchase Price Per Share (RM)		Average Price Per BREM Share (RM)	Total Consideration Paid (RM)
		Lowest	Highest		
April 2008	115,500	1.37	1.41	1.40	161,568.34
May 2008	258,800	1.29	1.41	1.37	354,868.84
June 2008	150,300	1.26	1.33	1.29	193,314.82
July 2008	219,600	1.20	1.27	1.23	270,256.13
August 2008	80,100	1.21	1.23	1.23	98,128.25
September 2008	152,900	1.17	1.25	1.22	186,053.98
October 2008	335,500	0.97	1.25	1.12	374,774.89
November 2008	150,500	0.99	1.03	1.02	152,987.41
December 2008	110,000	0.995	1.02	1.01	111,597.75
January 2009	61,100	0.99	1.02	1.01	61,455.12
February 2009	86,900	0.985	1.02	1.00	87,003.40
March 2009	52,500	0.98	1.02	1.00	52,286.41
April 2009	48,200	0.995	1.12	1.05	50,766.61
July 2009	285,400	1.23	1.35	1.27	361,232.56
7 August 2009	62,000	1.21	1.22	1.22	75,803.37

RESPONSIBILITY

The Board acknowledges its responsibility for maintaining a sound system of internal control in order to safeguard shareholders' investment and assets of the Group.

The Board has reviewed the adequacy and effectiveness of the system of internal control of the Group. It recognises that due to inherent limitations, the internal control system is designed to manage rather than to eliminate the risk of business failure. As such these systems could only provide reasonable but not absolute assurance against material misstatements or losses.

RISK MANAGEMENT

The Board recognises the importance of risk management, as such the control processes are reviewed by the Board on an ongoing basis for identification and mitigation of the major risks within the Group. Besides this, the participation of the Executive Directors in the daily activities has also reduced the business and operational risks of the Group. The Executive Directors and senior management regularly organised informal meetings for purpose of identifying and managing the business risk of the Group.

INTERNAL CONTROL SYSTEM

The key elements and processes in place are as follows:

1. The Board has set up Board Committees consist of Audit Committee, Remuneration Committee and Nomination Committee and Management Committee consists of Risk Management Committee. These committees have clearly defined authorities and responsibilities and reporting to the Board for strategic decisions.
2. The Group has clearly defined the job description, authority and responsibility for each functional division together with process and procedure for core business activities.
3. The audit report will have to be reviewed by the Audit Committee and major issues are highlighted to the Board for final decision. The follow-up action is carried out in order to monitor audit findings status and ensure that management actions have been effectively implemented.
4. Various management information systems are maintained and developed in order to collect critical information such as financial data, assets record, human resource data and debtors' record.
5. Financial reporting process is to ensure timely generation of financial information for management review. Announcement of financial information is further subject to Audit Committee's review with the presence of the management.
6. The review of the effectiveness, adequacy and integrity of the Group's internal control system are continuously carried out. The results are reviewed with various level of management and major issues are highlighted to the senior management and Board for further deliberation.
7. The Group implements the project planning, monitoring and reporting system so as to ensure timely completion of projects and achieved its business objective.
8. Human resource policies, environmental issues and matters relating to the business operations are reviewed and monitored by the management.
9. The management carries out post completion review on completed projects for the betterment of future projects.

This Statement was made in accordance with a resolution of the Board dated 30 July 2009

On behalf of the Board of Directors of Brem Holding Berhad, I am pleased to present the Annual Report and Audited Financial Statements of the Company and the Group for the financial year ended 31 March 2009.

Financial Performance

For the financial year under review, the Group recorded a revenue of RM115 million as compared to a revenue of RM130 million recorded in the previous financial year. The profit before tax for the Group was RM23 million compared to RM48 million in the previous year. The main factor for the lower revenue was primarily due to the delay in launching of new projects during the financial year and lower business activity for the construction division. The higher net profit in the preceding year was mainly attributed to the profit of RM27 million arising from the disposal of the Kelana Brem Towers by the Company.

Review of Operation

The construction and property development divisions have contributed significantly in the pleasing results of the Group. The 174 units Rosvilla Condominium Project in Segambut Dalam, Kuala Lumpur is expected to be ready for handing over in September this year and is left only with limited unsold units. Currently we are planning for the launching of another development project in the same vicinity consisting of 412 units condominiums.

The occupancy rate of our Brem Mall in Kepong, Kuala Lumpur has been improving. Several anchor tenants have taken up substantial spaces of our mall. We will be able to see Brem Mall playing its notable role in contributing positively to the results of the Group in the near future.

The water concession business in Papua New Guinea has been generating stable revenue and cashflow for the Group and is expected to continue contributing positively to the Group and remains a significant contributor to our results.

Dividend

In appreciation of the shareholders' loyalty and continued support, the Board of Directors is pleased to recommend a first and final dividend of 5.0 sen less 25% income tax per ordinary share in respect of financial year ended 31 March 2009 subject to the approval of shareholders in the forthcoming Annual General Meeting.

Industry Trends and Development

Due to global growth in the coming year still remains uncertain, the Board is of the opinion that the Group will continue to experience a challenging period ahead. Despite the soft domestic property market, demand for our existing property has been satisfactory. The Group will continue to strengthen its capabilities and competitiveness to provide quality projects and is constantly reviewing its project to improve its revenue and earnings.

Corporate Social Responsibility

Various corporate responsibility efforts have been undertaken by the Group during the year under review. Contributions have been made constantly to a kidney foundation to assist patients who are in need of financial help. We have also been contributing to educational institutions which is in line with the Group's vision of developing socially supportive and community oriented projects.

Appreciation

On behalf of the Board, I would like to extend our deepest appreciation to our shareholders, business associates, contractors, consultants, suppliers and financial institutions for their invaluable support and the relevant authorities for their cooperation.

I would also like to thank the management team for their dedication and contribution to the Group.

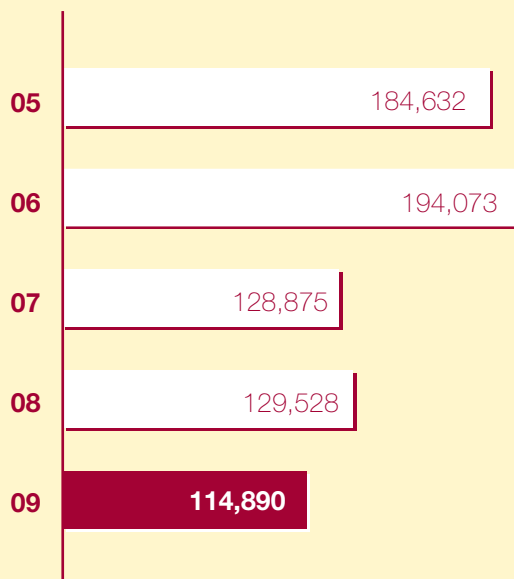
DATUK YAHAYA BIN SHAFIE
Chairman

Group Financial Highlights

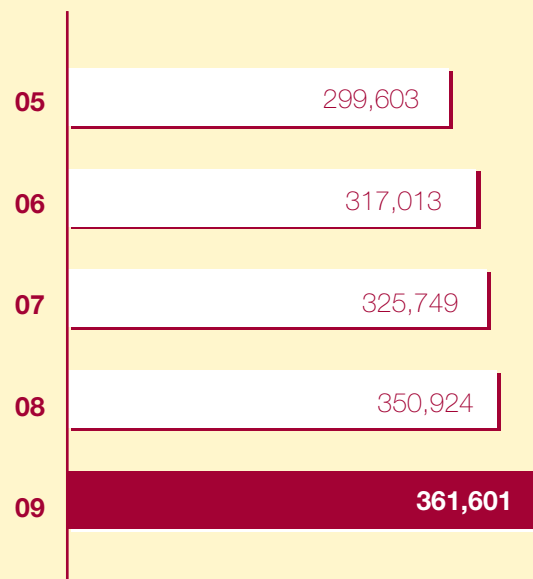
INCOME STATEMENT <i>(Financial Year Ended 31 March)</i>	2009 RM '000	2008 RM '000	2007 RM '000	2006 RM '000	2005 RM '000
Revenue	114,890	129,528	128,875	194,073	184,632
Profit before taxation	23,388	48,247	28,137	37,933	28,137
Taxation	(5,552)	(4,830)	(8,086)	(9,987)	(7,664)
Profit after taxation	17,836	43,417	20,051	27,946	20,473
Minority interests	(4,359)	(6,032)	(6,412)	(6,034)	(3,561)
Profit attributable to shareholders	13,477	37,385	13,639	21,912	16,912
BALANCE SHEET <i>(As At 31 March)</i>	2009 RM '000	2008 RM '000	2007 RM '000	2006 RM '000	2005 RM '000
Equities					
Share capital	123,543	123,542	123,539	119,674	116,859
Reserves	240,162	227,382	202,210	197,339	182,744
Treasury shares	(2,104)	-	-	-	-
Equity attributable to shareholders	361,601	350,924	325,749	317,013	299,603
Minority interests	56,871	50,983	45,129	39,926	34,074
Total equity	418,472	401,907	370,878	356,939	333,677
Represented by:					
Property, plant and equipment	158,051	166,503	169,228	154,214	103,822
Investment properties	121,101	103,447	9,636	65,690	66,897
Prepaid lease payments	106	103	105	111	113
Associated companies	56,433	55,410	54,121	56,248	49,546
Other investments	5,595	595	595	1,595	1,595
Intangible assets	9,495	9,495	9,495	8,776	8,776
Net current assets	117,050	132,358	211,497	173,183	166,783
Deferred taxation	(5,785)	(6,426)	(8,777)	(9,159)	(8,660)
Long term liabilities	(34,224)	(42,875)	(52,341)	(70,007)	(31,271)
Debentures	(9,350)	(16,703)	(22,681)	(23,712)	(23,924)
	418,472	401,907	370,878	356,939	333,677
Net Tangible Assets Per Share (RM)	2.89	2.76	2.56	2.58	2.49
Gross Earnings Per Share (RM)	0.19 *	0.39 *	0.23 *	0.32 *	0.28 *
Gross Dividend Per Share (%)	5.00	13.00	8.00	8.00	8.00

* Based on the weighted average number of ordinary shares

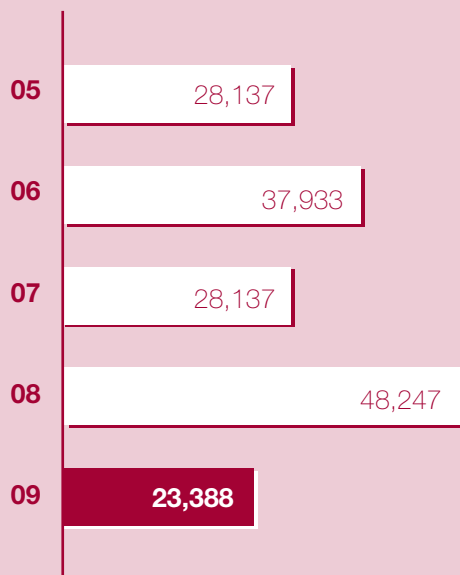
Group Financial Highlights (Cont'd)



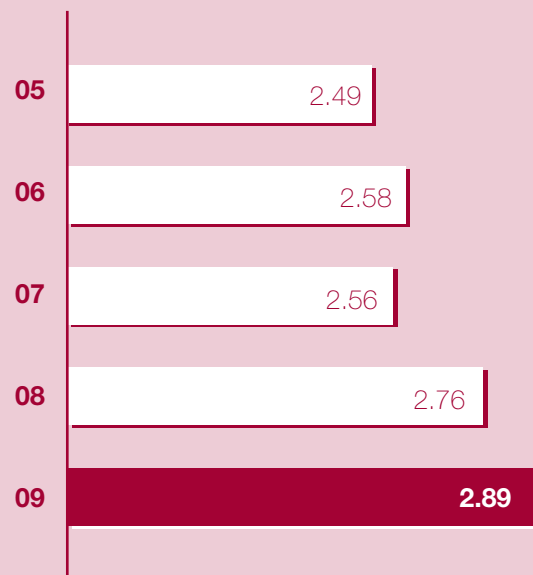
Revenue
(RM'000)



Shareholders' Equity
(RM'000)



Profit Before Taxation
(RM'000)



Net Tangible Assets
Per Share (RM)

Statement On Corporate Governance

The Board of Directors of Brem Holding Berhad is pleased to report to the shareholders on the manner the measures which have been taken to ensure the compliance of the principles of and with best practices in corporate governance as set out in Parts 1 and 2 of the Malaysian Code On Corporate Governance (“the Code”), pursuant to Paragraph 15.25 of the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”)(“the Listing Requirements”), as a fundamental part of discharging its responsibilities to protect and enhance shareholders’ value and the financial performance of the Group.

Set out below is a statement of how the Group has applied the principles and complied with the best practices of the Code throughout the financial year ended 31 March 2009.

A. BOARD OF DIRECTORS

1. The Board Balance and Board Responsibilities

The Group is headed by an effective board that leads and controls over the Group’s activities. It consists of 8 members comprising an Independent Non-Executive Chairman, a Managing Director, two Executive Directors, two Non-Independent and Non-Executive Directors and two Independent Non-Executive Directors. A brief profile of each Director is presented on pages 8 to 9 of this Annual Report. The Board does not consider it necessary to nominate a recognised Senior Independent Non-Executive Director in view of the independent element and the present composition of the Board. The composition of the Board complies with the Listing Requirements that requires at least one third of the Board to consist of independent directors. Therefore, no individual or small group of individuals can dominate the Board’s decision making.

The Board has overall responsibility for the corporate governance and the proper conduct of the Company’s business and financial matters including approval for material acquisition and disposal of assets or investments, quarterly and annual results and any significant matters.

The roles of the Chairman and Managing Director are separated and clearly defined to ensure that there are a balance of power and authority. The Chairman is primarily responsible for the effective conduct of the Board whilst the Managing Director is responsible for the day-to-day business operations and implementation of Board decisions and policies.

The presence of Independent Non-Executive Directors will ensure an independent and unbiased view at Board deliberations and fair judgement to safeguard the interest of the Company and shareholders.

2. Board Structures and Procedures

The Board has scheduled to meet at least 4 times a year at quarterly interval with additional meetings to be held as and when necessary. At each regularly scheduled meeting, full financial business review including business performance is carried out. During the financial year ended 31 March 2009, the Board held 5 meetings and the record of the attendance of the Board is as follows:

Name of Directors	No. of Board of Directors’ meetings attended
Datuk Yahaya Bin Shafie	6/8
Khoo Chai Kaa	8/8
Low Yew Hwa	8/8
Khoo Chai Thiam	8/8
Wong Miow Song	8/8
Dato’Hj. Abu Sujak bin Hj.Mahmud	8/8
Khoo Hui Keam	8/8
Khoo Hui Giok*	7/7 **

* Appointed on 26 May 2008

** The number of meetings during the tenure of her appointment

3. Supply of Information

The Board is supplied with full and timely information to discharge their duties and responsibilities effectively. At least four Board meetings are held annually to consider the quarterly financial results and review operational performance. Additional meetings are convened as and when necessary. Board papers, which include the agenda and other relevant information to the issues of the meetings, are distributed to Board members in advance to ensure that they are properly briefed before the meetings. Directors shall have access to all information within the Company whether as a full Board or in their individual capacity, in furtherance of their duties.

The Directors have access to advices and services of the Company Secretary and are updated on new statutory, regulations or requirements concerning their duties and responsibilities.

Directors also may seek independent professional advice from external consultants at the Company's expenses if deemed reasonable and necessary.

4. Appointments to the Board

The Board has established a Nomination Committee which comprises 3 Independent Non-Executive Directors namely Datuk Yahaya Bin Shafie, Mr. Wong Miow Song and Dato' Hj. Abu Sujak bin Hj. Mahmud. One of its objectives is to develop a formal and transparent procedure for the appointments of new directors to the Board of Brem Holding Berhad. The Nomination Committee considers and recommends to the Board of the Company technically competent persons of integrity with a strong sense of professionalism to be appointed to the Board. The committee also reviews the performance of members of the Board. The appointment of the Directors remains the responsibility of the Board after taking into consideration the recommendations of the Nomination Committee.

5. Directors' Training

All the Directors have successfully completed the Mandatory Accreditation Programme ("MAP") and attended the relevant seminars and trainings recognized under the Directors' Continuing Education Programme ("CEP") as prescribed by Bursa Securities. Throughout the year, the Board of Directors also received updates and briefings, particularly on the relevant regulatory and developments in the market place, to keep themselves abreast with relevant changes in order to aid the Directors in the discharge of their duties. The Directors will continue to undergo other relevant training programmes to equip themselves with broad knowledge and understanding of various provisions, rules, regulations and the latest development in the industries. In 2009, all the directors attended development and training programmes, the details of which are as follows:

Name of Directors	Development and Training Programmes
Datuk Yahaya Bin Shafie	a) Seminar on Services Liberalization & Global Economic Slowdown*
Khoo Chai Kaa	a) 1st Malaysian Construction Summit 2008 b) the 6th Malaysian Construction Sector Review and Outlook Seminar c) International Construction Week 2008 & MALBEX 2008
Low Yew Hwa	a) 4 th Tricor-PFA Tax & Corporate Seminar
Khoo Chai Thiam	a) the 6 th Malaysian Construction Sector Review and Outlook Seminar
Wong Miow Song	a) 1 st Malaysian Construction Summit 2008

Statement On Corporate Governance (Cont'd)

5. Directors' Training (Cont'd)

Name of Directors	Development and Training Programmes
Dato'Hj. Abu Sujak bin Hj.Mahmud	a) the 6 th Malaysian Construction Sector Review and Outlook Seminar
Khoo Hui Keam	a) Key Performance Indicators (KPI) Management
Khoo Hui Giok	a) Mandatory Accreditation Programme for Directors of Public Listed Companies b) 2009 New Schedular Tax Deduction System

* Attended after financial year end due to his health problem

6. Re-election of Directors

In accordance with the Company' Articles of Association, at least one third of the Board are subject to retirement by rotation at each Annual General Meeting ("AGM"). All Directors shall retire once in every 3 years and is eligible for re-election. Directors over seventy years of age are required to submit themselves for re-appointment annually in accordance with S129(6) of the Companies Act 1965.

B. DIRECTORS' REMUNERATION

A Remuneration Committee was set-up on 27 February 2002. The committee consists of 3 Independent Non-Executive Directors namely Datuk Yahaya Bin Shafie, Mr. Wong Miow Song, a newly appointed member, Dato' Hj. Abu Sujak bin Hj. Mahmud and the Managing Director, Mr. Khoo Chai Kaa. The Remuneration Committee is authorised by the Board to recommend the remuneration package of the Executive Directors. The Board determines the remuneration of the Non-Executive Directors. Directors' fees are approved at the AGM by the shareholders. Directors do not participate in decisions regarding their own remuneration package.

The remuneration policy aims to attract and retain Directors, and the remuneration package is well structured to ensure that it is compatible with their corporate and individual performance.

The details of Directors' remuneration payable to the Directors of the Company for the financial year ended 31 March 2009, by category and in successive bands of RM50,000.00 are as follows:

	Salaries and other emoluments RM	Fees RM	Total RM
Executive Director	495,095.00	30,000.00	525,095.00
Non-Executive Director	92,640.00	48,333.33	140,973.33

Statement On Corporate Governance (Cont'd)

B. DIRECTORS' REMUNERATION (CONT'D)

Range of Remuneration	Executive Directors No. of Directors	Non-Executive Directors No. of Directors
1 - 50,000	1	4
50,001 - 100,000	-	1
100,001 - 150,000	-	-
150,001 - 200,000	-	-
200,001 - 250,000	1	-
250,001 - 300,000	-	-
300,001 - 350,000	1	-
Total	3	5

C. COMMUNICATION WITH SHAREHOLDERS

The Company recognises the importance of timely and thorough dissemination of all material business and corporate developments to shareholders and investors.

Shareholders and investors are kept informed of all major developments within the Group by way of announcement to Bursa Securities electronically, the Company's Annual Report, circulars to shareholders and even from Bursa Securities website at www.bursamalaysia.com.my. Extensive information about the Company's activities and news is available at the Company's website at www.bremholding.com.

Shareholders are encouraged to attend and participate at the AGM. Shareholders who are unable to attend are allowed to appoint proxies. Board members and External Auditors of the Company are present to answer questions raised at the meeting.

D. ACCOUNTABILITY AND AUDIT

1. Financial Reporting

In presenting the annual financial statements and quarterly announcements, the Directors aim to present a balanced, fair and comprehensive assessment of the Group's position and prospects. The Audit Committee assists the Board in reviewing all the information disclosed to ensure accuracy, adequacy and integrity prior to recommendation to the Board for approval.

2. Directors' Responsibility Statement

The Board is responsible for ensuring that the financial statements of the Group give a true and fair view of the state of affairs of the Company and of the Group as at the end of the accounting year. The Board considers that the Company uses appropriate accounting policies that are consistently applied and supported by reasonable as well as prudent judgements and estimates, and that all accounting standards, which it considers applicable, have been followed in the preparation of the financial statements.

The Board is responsible for ensuring that the Company keeps proper accounting records and that such records are disclosed with reasonable accuracy to ensure that the financial statements comply with the Companies Act, 1965. The Board has the general responsibility for taking such steps to safeguard the assets of the Group and to detect and prevent fraud as well as other irregularities.

3. Internal Control

The Board recognises the importance of an effective system of internal controls covering not only financial controls but also operational and compliance controls as well as risk management. The system of internal controls is designed to manage rather than eliminate the risk and can only help to minimize and provide reasonable but not absolute assurance against material misstatement, loss or fraud.

An internal audit department has been set up which undertakes regular reviews of the Group's system of controls, policies and procedures, implementation and operations. Report will be submitted to Audit Committee for action.

4. Relationship with the Auditors

The Audit Committee's terms of reference formalises the relationship with the External Auditors to report to the members of the Company on their findings which are included as part of the Company's financial reports with respect to each year's audit on the statutory financial statements. In doing so, the Company has established a transparent arrangement with the auditors to meet their professional requirements and seeking professional advice and ensuring compliance with accounting standards. In the course of audit of the Group's operation, the Auditors have highlighted to the Audit Committee and the Board on matters that require the Board's attention.

The role of the Audit Committee in relation to the External Auditors is described on pages 23 to 27 of this Annual Report.

COMPOSITION

The Audit Committee of Brem Holding Berhad was established on 25 July 1994. For the financial year ended 31 March 2009, the Audit Committee comprises the following directors:-

Chairman

Mr. Wong Miow Song *(Independent Non-Executive Director)*

Members

Datuk Yahaya bin Shafie *(Independent Non-Executive Director)*

Dato' Hj. Abu Sujak bin Hj. Mahmud *(Independent Non-Executive Director)*

Ms. Khoo Hui Giok *(Non-Executive Director)(appointed on 26 May 2008)*

Mr. Low Yew Hwa *(Executive Director)(resigned on 26 May 2008)*

Following the revision made to the Malaysian Code on Corporate Governance ("Code") and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") on the composition of the Audit Committee to comprise wholly of non-executive directors with the majority of them being independent directors, Mr. Low Yew Hwa had resigned as a member of the Audit Committee of the Company on 26 May 2008 and in his place thereof, Ms. Khoo Hui Giok was appointed a member of the Audit Committee on even date. The composition of the Audit Committee is now in compliance with the Code and the Bursa Securities' Listing Requirements.

TERMS OF REFERENCE

1) POLICY

The policy of the Audit Committee is to ensure that internal and external audit functions are properly conducted and that audit recommendations are being carried out effectively by the BREM HOLDING BERHAD group of companies.

2) OBJECTIVES

The objectives of this policy are:-

- 2.1) to assure the shareholders of the Company that the Directors of the Company have complied with Malaysian financial standards and required disclosure policies developed and administered by Bursa Malaysia Securities Berhad ("Bursa Securities");
- 2.2) to ensure consistency with Bursa Securities' commitment to encourage high standards of corporate disclosure and to adopt best practices aimed at maintaining appropriate standards of corporate responsibility, integrity and accountability to all the Company's shareholders; and
- 2.3) to relieve the full Board of Directors from detailed involvement in the review of the results of internal and external audit activities and yet ensure that audit findings are brought to the highest level for consideration.

3) MEMBERSHIP

- 3.1) The Committee shall be appointed by the Board from amongst the non-executive directors of the Company and shall consist of not less than three members, of whom the majority shall be independent.

- 3.2) The Committee shall include at least one person who is a member of the Malaysian Institute of Accountants or alternatively a person who must have at least 3 years' working experience and have passed the examinations specified in Part 1 of the 1st Schedule of the Accountants Act 1967 or is a member of one of the associations of accountants specified in Part II of the said Schedule or alternatively a person who has fulfill such other requirements as prescribed by Bursa Securities or approved by Bursa Securities.
- 3.3) No alternate director shall be appointed as a member of the Committee.
- 3.4) The members of the Committee shall elect from among their number a chairman who is non-executive and independent, as defined above.
- 3.5) If one or more members of the Committee resign, die or for any other reason cease to be a member with the result that the Listing Requirements of the Bursa Securities are breached, the Board shall, within three months of the event, appoint such number of new members as may be required to correct the breach.
- 3.6) The Board shall review the term of office of Committee members no less than once every three years.

4) AUTHORITY

- 4.1) The Committee is authorised by the Board, in accordance with the procedures to be determined by the Board (if any) and at the cost of the Company, to:
- (a) investigate any activity within the Committee's terms of reference;
 - (b) have resources which are reasonably required to enable it to perform its duties;
 - (c) have full and unrestricted access to any information pertaining to the Company or the Group;
 - (d) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity (if any);
 - (e) obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary;
 - (f) convene meetings with the external auditors, internal auditors or both, excluding the attendance of the executive members of the other directors and employees of the Company, whenever deemed necessary.

5) FUNCTIONS

- 5.1) The Audit Committee shall, amongst others, discharge the following functions:-
- 5.1.1) review the following and report the same to the Board:-
- (a) with the external auditors, the scope of the audit and the audit plan;
 - (b) with the external auditors, their evaluation of the system of internal controls;
 - (c) with the external auditors, their management letter and the management's response;
 - (d) with the external auditors, their audit report;
 - (e) the assistance given by the employees to the external auditors;
 - (f) 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;
 - (g) the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;
 - (h) the quarterly results and year end financial statements, prior to the approval by the Board of Directors, focusing particularly on:-
 - (i) any changes in or implementation of major accounting policy changes;

- (ii) significant adjustments arising from the audit;
 - (iii) significant and unusual events;
 - (iv) the going concern assumption; and
 - (v) compliance with accounting standards and other legal requirements;
 - (i) any related party transaction and conflict of interest situation that may arise within the Company or the group including any transaction, procedure or course of conduct that raises questions of management integrity;
 - (j) any letter of resignation from the external auditors; and
 - (k) whether there is reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment;
- 5.1.2) recommend the nomination of a person or persons as external auditors; and
- 5.1.3) any other matters as directed by the Board.

6) OVERSEEING THE INTERNAL AUDIT FUNCTION

- 6.1) The Committee shall establish an internal audit function which is independent of the activities it audits.
- 6.2) The Committee shall oversee all internal audit functions and is authorized to commission investigations to be conducted by internal audit as it deems fit.
- 6.3) The internal auditor shall report directly to the Committee and shall have direct access to the Chairman of the Committee.
- 6.4) All proposals by management regarding the appointment, transfer or dismissal of the internal auditor shall require the prior approval of the Committee.

7) QUORUM FOR MEETINGS

- 7.1) The quorum shall be formed only if there is a majority of members present at the meeting who are independent directors.

8) ATTENDANCE AT MEETINGS

- 8.1) The Head of Finance, the Head of Internal Audit, and a representative of the External Auditors shall normally attend meetings. Other Board members and employees may attend any particular meeting only at the Audit Committee's invitation, specific to the relevant meeting. However, at twice a year the Committee shall meet with the External Auditors without executive Board members present.

9) FREQUENCY OF MEETINGS

- 9.1) The Chairman shall call for meetings, to be held not less than four times a year. The External Auditors may request a meeting if they consider one necessary.

10) PROCEEDINGS OF MEETINGS

- 10.1) A member may at any time and the Secretary shall on the requisition of a member summon a meeting of the Audit Committee by giving the members not less than seven days notice thereof unless such requirement is waived.
- 10.2) In the absence of the Chairman, the Committee shall appoint one of its members present to chair that meeting.

Audit Committee Report (Cont'd)

10.3) A resolution put to vote shall be decided by a majority of votes of the members present, each member having one vote.

11) REPORTING PROCEDURES

11.1) The Company Secretary shall be the Secretary of the Committee. He shall record attendance of all members and invitees and take minutes to record the proceedings of every meeting of the Committee. All minutes of meetings shall be circulated to every member of the Board.

11.2) The Committee shall prepare an annual report to the Board that provides a summary of the activities of the Committee and the internal audit function or activity for inclusion in the Company's annual report.

11.3) The Committee shall assist the Board in preparing the following for publication in the Company's annual report:

- (a) Statement on the Company's application of the principles set out in Part 1 of the Malaysian Code on Corporate Governance;
- (b) Statement on the extent of compliance with the Best Practices in Corporate Governance set out in Part 2 of the Malaysian Code on Corporate Governance, specifying reasons for any areas of non-compliance (if any) and the alternatives adopted in such areas;
- (c) Statement on the Board's responsibility for preparing the annual audited financial statements; and
- (d) Statement about the state of internal control of the Group.

11.4) The Committee may report any breaches of the Listing Requirements, which have not been satisfactorily resolved, to the Bursa Securities.

AUDIT COMMITTEE MEETINGS

The Audit Committee met five times during the financial year ended 31 March 2009. The details of Audit Committee's meetings held and attended by the Committee during the financial year are as follows:-

Audit Committee Member	No. of Audit Committee Meetings	
	Held	Attended
Chairman Wong Miow Song <i>(Independent Non-Executive Director)</i>	5	5
Members Datuk Yahaya bin Shafie <i>(Independent Non-Executive Director)</i>	5	3
Dato' Hj. Abu Sujak bin Hj. Mahmud <i>(Independent Non-Executive Director)</i>	5	5
Khoo Hui Giok <i>(Non-Executive Director) (appointed on 26 May 2008)</i>	5	5

SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE DURING THE FINANCIAL YEAR ENDED 31 MARCH 2009

During the financial year ended 31 March 2009, the activities of the Audit Committee included the following:-

- (a) reviewed the unaudited quarterly financial results and announcements for the financial quarters prior to submission to the Board of Directors for consideration and approval;
- (b) reviewed the audited financial statements for the year ended 31 March 2008;
- (c) reviewed the external auditors' report to the Committee in relation to the audit and accounting issues arising from the audit of the Group's financial statements;
- (d) considered the audit fee payable and the nomination of the external auditors for recommendation to the Board for re-appointment;
- (e) reviewed the assistance given by the employees to the external auditors in respect of the audit for the year ended 31 March 2008;
- (f) reviewed the external auditors' audit plans and the scope of audit for the financial year ended 31 March 2009;
- (g) reviewed internal audit reports prepared by the Internal Auditor on the Company and its subsidiaries and management implementation of audit recommendations;
- (h) reviewed the disclosure statements on Corporate Governance, Audit Committee Report and the Statement of Internal Control for the year ended 31 March 2008 and recommended their adoption to the Board; and
- (i) reviewed the guidelines and procedures set out to monitor recurrent related party transactions.

INTERNAL AUDIT FUNCTION

The Group has an in-house Internal Audit Department which assists the Audit Committee in the discharge of its duties and responsibilities. The cost incurred for the internal audit function in respect of the financial year ended 31 March 2009 is RM 70,000.00.

The principal responsibility of the Internal Audit Department is to undertake regular and systematic review of the systems of controls so as to provide reasonable assurance that such systems continue to operate satisfactorily and effectively in the Group. The Internal Auditor undertakes internal audit function based on the audit plan that is reviewed and approved by the Audit Committee. The ad-hoc audit is also carried out at the special request from the Audit Committee.

During the financial year under review, the Internal Auditor has conducted audit on the operating subsidiaries and submitted his findings to the Audit Committee. Internal audit reports prepared by the Internal Auditor were circulated to all members of the Audit Committee. All internal audit reports were reviewed by the Audit Committee and discussed at Audit Committee Meetings and recommendations were duly acted upon by the management.

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Financial Statements

Directors' Report	30
Statement By Directors	35
Statutory Declaration	35
Report Of The Auditors To The Members	36
Balance Sheets	38
Income Statements	40
Statements Of Changes In Equity	41
Cash Flow Statements	42
Notes To The Financial Statements	44

Directors' Report

The Directors have pleasure in submitting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 March 2009.

PRINCIPAL ACTIVITIES

The principal activities of the Company are those of general contractors, property development, property investments and investment holdings.

The principal activities of the subsidiary and associated companies are set out in Notes 8 and 9 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM	Company RM
Profit after taxation	17,835,861	3,416,707
Minority interests	(4,358,986)	-
Profit attributable to shareholders	13,476,875	3,416,707

DIVIDENDS

An interim dividend of 5% less 25% tax amounting to RM4,621,990 in respect of the financial year ended 31 March 2008 has been paid on 22 May 2008.

A final dividend of 5% less 25% tax amounting to RM4,588,852 in respect of the financial year ended 31 March 2008 has been paid on 10 November 2008.

The Directors now recommend a first and final dividend of 5% less 25% tax in respect of the current financial year and will be proposed for shareholders' approval at the forthcoming Annual General Meeting. The financial statements for the current financial year does not reflect this proposed dividend, such dividend when approved by shareholders will be accounted for in equity as an appropriation of retained earnings during the financial year ended 31 March 2010.

RESERVES AND PROVISIONS

All material transfer to and from reserves and provisions during the financial year have been disclosed in the financial statements.

SHARES, WARRANTS AND OPTIONS

During the financial year, the Company has issued 800 ordinary shares of RM1 each for cash under the Warrants conversion at the exercise price of RM1.20 per ordinary share. The new ordinary shares issued during the financial year ranked pari passu in all respects with the existing ordinary shares of the Company.

The Warrants are constituted under the Deed Poll dated 4 October 2004. Details of the Warrants are disclosed in Note 42 to the financial statements.

SHARES, WARRANTS AND OPTIONS (CONT'D)

During the financial year, the Company repurchased 1,773,700 ordinary shares of RM1 each of its issued ordinary shares from open market at an average price of RM1.18 per share. The total consideration paid for the repurchase including transaction costs was RM2,104,296. The shares repurchased were held as treasury shares in accordance with Section 67A of the Companies Act, 1965.

As at 31 March 2009, the Company held as treasury shares a total of 1,773,700 of its 123,542,584 issued ordinary shares. Such treasury shares are held at a carrying amount of RM2,104,296 and further details are disclosed in Note 27 to the financial statements.

DIRECTORS

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

Datuk Yahaya Bin Shafie
Khoo Chai Kaa
Low Yew Hwa
Khoo Chai Thiam
Dato' Hj. Abu Sujak Bin Hj. Mahmud
Wong Miow Song
Khoo Hui Keam
Khoo Hui Giok

In accordance with Article 80 of the Company's Articles of Association, Mr. Low Yew Hwa and Mr. Khoo Chai Thiam retire by rotation and being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

In accordance with Section 129(2) of the Companies Act 1965, Datuk Yahaya Bin Shafie and Dato' Hj. Abu Sujak Bin Hj. Mahmud having attained age of 70, shall vacate the office of the Director of the Company. However, pursuant to Section 129(6), they may be re-appointed by resolution passed by a majority of not less than three-fourths of such number of shareholders of the Company entitled to vote at a general meeting of the Company. The appointment to hold office shall be until the next Annual General Meeting of the Company. A resolution to re-appoint them as Directors of the Company will be proposed at the forthcoming Annual General Meeting.

DIRECTORS' BENEFITS

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

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than benefits disclosed as directors' remuneration in 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 he is a member or with a company in which he has a substantial financial interest other than transactions in the ordinary course of business between the Group and companies in which certain Directors have substantial financial interests as disclosed in Note 39 to the financial statements.

Directors' Report (Cont'd)

DIRECTORS' INTEREST

The shareholdings in the Company and in the subsidiary companies of those who were Directors at the end of the financial year as recorded in the Register of Directors' Shareholdings are as follows: -

Shareholdings	NUMBER OF ORDINARY SHARES OF RM1 EACH			
	At 1.4.08	Acquired	Disposed	At 31.3.09
The Company:				
Khoo Chai Kaa				
- direct	16,394,892	-	-	16,394,892
- indirect	17,463,882	8,104,028	1,854,928	23,712,982
Low Yew Hwa	1,961,910	-	-	1,961,910
Khoo Chai Thiam	2,657,886	-	-	2,657,886

By virtue of his interest in shares in the Company, Mr. Khoo Chai Kaa is also deemed to be interested in the shares of all the subsidiaries to the extent that the Company has an interest.

Shareholdings	NUMBER OF WARRANTS			
	At 1.4.08	Acquired	Disposed	At 31.3.09
The Company:				
Khoo Chai Kaa				
- direct	5,464,964	-	-	5,464,964
- indirect	4,480,600	-	-	4,480,600
Low Yew Hwa	653,970	-	-	653,970
Khoo Chai Thiam	485,962	-	-	485,962

Shareholdings	NUMBER OF ORDINARY SHARES OF RM1 EACH			
	At 1.4.08	Acquired	Disposed	At 31.3.09
Subsidiary companies:				
Harmony Property Sdn. Bhd.				
Low Yew Hwa	250,000	-	-	250,000

Shareholdings	NUMBER OF ORDINARY SHARES OF HK\$1 EACH			
	At 1.4.08	Acquired	Disposed	At 31.3.09
Brem Oversea Investments Pte. Limited				
Low Yew Hwa	600,000	-	-	600,000

Shareholdings	NUMBER OF ORDINARY SHARES OF K1 EACH			
	At 1.4.08	Acquired	Disposed	At 31.3.09
Subsidiary companies:				
Brem Maju (PNG) Limited				
Khoo Chai Kaa	1	-	-	1
Low Yew Hwa	1	-	-	1

No other Director in office at the end of the financial year held any interest in shares, warrants, options or debentures of the Company or the subsidiary companies.

SIGNIFICANT EVENTS

The significant events during and after the financial year are disclosed in Notes 43 and 44 to the financial statements.

STATUTORY INFORMATION ON THE FINANCIAL STATEMENTS

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps: -

- a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and
- b) to ensure that any current assets other than the debts which were unlikely to realise in the ordinary course of business as shown in the accounting records of the Group and of the Company have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances: -

- a) which would render the amount written off for bad debts or the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- b) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
- c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations when they fall due.

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

- a) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liability of any other person; or
- b) any contingent liability of the Group and of the Company which has arisen since the end of the financial year other than those arising in the ordinary course of business.

OTHER STATUTORY INFORMATION

The Directors state that at the date of this report, they are not aware of any circumstances not otherwise dealt with in this report or in the financial statements of the Group and of the Company which would render any amount stated in the financial statements of the Group and of the Company misleading.

In the opinion of the Directors:

- a) the results of the Group's and of the Company's operations during the financial year were not substantially affected by any item, transaction, or event of a material and unusual nature; and

Directors' Report (Cont'd)

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

AUDITORS

The auditors, Sha, Tan & Co, have expressed their willingness to continue in office.

Signed on behalf of the Board of Directors
in accordance with a resolution of the Directors,

KHOO CHAI KAA
Director

LOW YEW HWA
Director

Kuala Lumpur
Date: 30 July 2009

Statement By Directors

We, KHOO CHAI KAA and LOW YEW HWA, being two of the Directors of BREM HOLDING BERHAD, do hereby state on behalf of the Directors that in our opinion, the financial statements set out on pages 38 to 83 are drawn up in accordance with applicable approved Financial Reporting Standards and the provisions of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2009 and of the results and cash flows of the Group and of the Company for the financial year then ended.

KHOO CHAI KAA
Director

LOW YEW HWA
Director

Kuala Lumpur
Date: 30 July 2009

Statutory Declaration

I, KHOO CHAI KAA, being the Director primarily responsible for the accounting records and financial management of BREM HOLDING BERHAD, do solemnly and sincerely declare that the financial statements set out on pages 38 to 83 are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by)
KHOO CHAI KAA)
at Kuala Lumpur in the Federal Territory)
on 30 July 2009)

KHOO CHAI KAA
Director

Before me,

AHMAD BIN LAYA (No. W259)
Commissioner For Oaths
Kuala Lumpur

Independent Auditors' Report

to the Members of Brem Holding Berhad

Report on the Financial Statements

We have audited the financial statements of BREM HOLDING BERHAD, which comprise the balance sheets of the Group and of the Company as at 31 March 2009, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 38 to 83.

Directors' Responsibility for the Financial Statements

The Directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with applicable approved Financial Reporting Standards and the provisions of the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements 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 control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with applicable approved Financial Reporting Standards and the provisions of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2009 and of the results and cash flows of the Group and of the Company for the financial year then ended.

Report on Other Legal and Regulatory Requirements

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

- a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.
- b) We have considered the accounts and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 8 to the financial statements.

Independent Auditors' Report to the Members of Brem Holding Berhad (Cont'd)

- c) We are satisfied that the accounts of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.
- d) The audit reports on the accounts of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

Other Matters

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

SHA, TAN & CO
[AF: 0185]
Chartered Accountants

SHA THIAM FOOK
[853/03/11(J/PH)]
Chartered Accountant

Kuala Lumpur
Date: 30 July 2009

Balance Sheets

as at 31 March 2009

	Note	GROUP		COMPANY	
		2009 RM	2008 RM	2009 RM	2008 RM
NON-CURRENT ASSETS					
Property, plant and equipment	5	158,051,112	166,503,322	658,961	1,033,358
Investment properties	6	121,101,483	103,447,453	-	-
Prepaid lease payments	7	105,871	102,842	-	-
Subsidiary companies	8	-	-	73,711,869	47,850,922
Associated companies	9	56,433,441	55,409,841	30,029,055	30,029,055
Other investments - unquoted		5,595,445	595,445	5,000,000	-
Deferred tax assets	10	1,880,122	1,865,300	-	-
Goodwill on consolidation		9,494,916	9,494,916	-	-
		352,662,390	337,419,119	109,399,885	78,913,335
CURRENT ASSETS					
Property development costs	11	95,631,264	92,216,945	46,580,941	46,544,382
Inventories	12	14,233,731	15,275,918	13,147,850	13,778,092
Trade receivables	13	42,635,682	59,695,492	24,284,372	36,077,661
Other receivables, deposits and prepayments	14	8,383,432	9,594,491	3,108,872	3,244,047
Tax recoverables		2,146,355	416,936	1,470,153	-
Amount due by subsidiary companies	15	-	-	86,876,281	99,327,056
Amount due by associated companies	16	7,576,507	-	7,576,507	-
Deposits with licensed financial institutions	17	230,459	272,136	51,496	49,881
Short term investments		2,148,129	20,052,262	2,148,129	20,052,262
Cash and bank balances	18	10,708,982	10,627,530	33,790	811,822
		183,694,541	208,151,710	185,278,391	219,885,203
CURRENT LIABILITIES					
Trade payables	19	27,509,532	36,123,817	10,110,174	12,239,225
Other payables, deposits and accruals	20	7,188,111	11,131,215	686,949	5,536,479
Amount due to subsidiary companies	21	-	-	19,599,786	14,287,074
Amount due to associated companies	16	-	1,533,403	-	1,533,403
Amount due to Directors	22	4,327,100	3,183,465	3,914,099	2,876,748
Hire purchase creditors	23	106,008	244,991	93,060	205,729
Bank borrowings	24	25,271,498	17,760,402	8,003,868	5,425,306
Provision for taxation		2,242,312	5,816,612	-	1,056,811
		66,644,561	75,793,905	42,407,936	43,160,775
NET CURRENT ASSETS		117,049,980	132,357,805	142,870,455	176,724,428
		469,712,370	469,776,924	252,270,340	255,637,763

Balance Sheets

as at 31 March 2009 (Cont'd)

	Note	GROUP		COMPANY	
		2009 RM	2008 RM	2009 RM	2008 RM
EQUITY					
Share capital	25	123,542,584	123,541,784	123,542,584	123,541,784
Reserves	26	240,162,470	227,381,545	130,692,748	131,864,733
Treasury shares	27	(2,104,296)	-	(2,104,296)	-
EQUITY ATTRIBUTABLE TO SHAREHOLDERS					
Minority interests	28	361,600,758	350,923,329	252,131,036	255,406,517
		56,871,596	50,983,349	-	-
TOTAL EQUITY		418,472,354	401,906,678	252,131,036	255,406,517
NON-CURRENT LIABILITIES					
Hire purchase creditors	23	156,453	262,461	127,898	220,957
Bank borrowings	24	34,068,142	42,613,017	-	-
Deferred tax liabilities	10	7,665,691	8,291,733	11,406	10,289
Debentures	29	9,349,730	16,703,035	-	-
		51,240,016	67,870,246	139,304	231,246
		469,712,370	469,776,924	252,270,340	255,637,763

The notes on pages 44 to 83 form part of these financial statements.

Income Statements

For the financial year ended 31 March 2009

	Note	GROUP		COMPANY	
		2009 RM	2008 RM	2009 RM	2008 RM
Revenue	30	114,890,229	129,528,297	35,950,349	50,324,732
Cost of sales	31	(69,220,412)	(84,945,246)	(30,042,318)	(41,688,423)
Gross profit		45,669,817	44,583,051	5,908,031	8,636,309
Other incomes		1,721,821	29,267,080	1,616,071	28,976,576
Administrative expenses		(20,457,996)	(20,264,174)	(2,911,477)	(7,123,126)
Finance costs		(5,891,024)	(6,507,035)	(33,229)	(468,421)
Share of results of associated companies		2,345,462	1,168,463	-	-
Profit before taxation	32	23,388,080	48,247,385	4,579,396	30,021,338
Taxation	33	(5,552,219)	(4,830,031)	(1,162,689)	(754,558)
Profit for the financial year		17,835,861	43,417,354	3,416,707	29,266,780
Attributable to:					
Shareholders of the Company		13,476,875	37,384,557	3,416,707	29,266,780
Minority interests		4,358,986	6,032,797	-	-
		17,835,861	43,417,354	3,416,707	29,266,780
Earnings per share (sen)					
Basic	34	10.99	30.26		
Diluted	34	-	28.75		
Dividend per share (sen)		5	13		

The notes on pages 44 to 83 form part of these financial statements.

Statements Of Changes In Equity

For the financial year ended 31 March 2009

GROUP	Equity Attributable to Shareholders of the Company								
	Non-Distributable					Distributable			
	Share capital RM	Share premium RM	Capital reserve RM	Exchange fluctuation reserve RM	Treasury shares RM	Retained earnings RM	Total RM	Minority interests RM	Total equity RM
Balance at 1 April 2007	123,538,784	28,355,537	6,673,816	(2,242,872)		169,423,664	325,748,929	45,129,136	370,878,065
Exercise of option under ESOS	3,000						3,000		3,000
Currency translation difference				(376,502)			(376,502)	(178,584)	(555,086)
Net losses not recognised in the income statement				(376,502)			(376,502)	(178,584)	(555,086)
Profit for the financial year						37,384,557	37,384,557	6,032,797	43,417,354
Dividend paid/payable (Note 35)						(11,836,655)	(11,836,655)		(11,836,655)
Balance at 31 March 2008/ 1 April 2008	123,541,784	28,355,537	6,673,816	(2,619,374)		194,971,566	350,923,329	50,983,349	401,906,678
Conversion of warrants	800	160					960		960
Shares repurchased					(2,104,296)		(2,104,296)		(2,104,296)
Currency translation difference				3,124,741			3,124,741	1,529,261	4,654,002
Reduction of tax rate			768,001				768,001		768,001
Net gains not recognised in the income statement			768,001	3,124,741			3,892,742	1,529,261	5,422,003
Profit for the financial year						13,476,875	13,476,875	4,358,986	17,835,861
Dividend paid (Note 35)						(4,588,852)	(4,588,852)		(4,588,852)
Balance at 31 March 2009	123,542,584	28,355,697	7,441,817	505,367	(2,104,296)	203,859,589	361,600,758	56,871,596	418,472,354

COMPANY	Non-Distributable					Distributable		Total equity RM
	Share		Treasury shares RM	Retained earnings RM				
	capital RM	premium RM		shares RM	earnings RM			
Balance at 1 April 2007	123,538,784	28,355,537			86,079,071		237,973,392	
Exercise of option under ESOS	3,000						3,000	
Profit for the financial year					29,266,780		29,266,780	
Dividend paid/payable (Note 35)					(11,836,655)		(11,836,655)	
Balance at 31 March 2008/ 1 April 2008	123,541,784	28,355,537			103,509,196		255,406,517	
Conversion of warrants	800	160					960	
Shares repurchased					(2,104,296)		(2,104,296)	
Profit for the financial year					3,416,707		3,416,707	
Dividend paid (Note 35)					(4,588,852)		(4,588,852)	
Balance at 31 March 2009	123,542,584	28,355,697			(2,104,296)	102,337,051	252,131,036	

The notes on pages 44 to 83 form part of these financial statements.

Cash Flow Statements

For the financial year ended 31 March 2009

	Note	GROUP		COMPANY	
		2009 RM	2008 RM	2009 RM	2008 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before taxation		23,388,080	48,247,385	4,579,396	30,021,338
Adjustments for: -					
Share of results of associated companies		(2,345,462)	(1,168,463)	-	-
Allowance for doubtful debts		-	2,279,990	-	2,529,855
Amortisation of prepaid lease payments		1,208	1,187	-	-
Bad debts written off		52,967	1,749,525	52,967	1,592,387
Depreciation of property, plant and equipment		15,265,726	10,982,280	445,869	793,857
Depreciation/Amortisation of investment properties		1,557,157	165,849	-	-
Dividend income		-	-	(1,525,290)	-
Gain on disposal of investment property		-	(27,752,843)	-	(27,752,843)
Gain on disposal of property, plant and equipment		(297,159)	(33,019)	(295,159)	(27,020)
Property, plant and equipment written off		2,001	4,070	1,996	4,006
Interest expense		5,624,331	8,014,508	14,685	614,159
Interest income		(1,315,066)	(1,150,667)	(1,180,447)	(1,060,047)
Unrealised loss/(gain) on foreign exchange		23,024	(95,507)	2,187	-
Operating Profit Before Working Capital Changes		41,956,807	41,244,295	2,096,204	6,715,692
(Increase)/Decrease in property development costs		(3,413,892)	2,104,144	(36,559)	(520,689)
Decrease in inventories		1,042,187	9,080,609	630,242	3,254,501
Decrease/(Increase) in receivables		18,240,077	7,230,380	(6,207,222)	(17,159,345)
Increase in payables		(20,523,664)	(13,199,064)	(2,161,921)	(5,142,538)
Cash Generated From/(Used In) Operations		37,301,515	46,460,364	(5,679,256)	(12,852,379)
Tax paid (net of tax refund)		(10,576,504)	(5,417,776)	(3,299,587)	(2,499,142)
Interest paid		(5,624,331)	(8,210,363)	(14,685)	(614,159)
Interest received		1,315,066	1,150,667	1,180,447	1,060,047
Exchange fluctuation reserve		(1,262,615)	165,193	-	-
Net Cash From/(Used In) Operating Activities		21,153,131	34,148,085	(7,813,081)	(14,905,633)
CASH FLOWS FROM INVESTING ACTIVITIES					
Acquisition of a subsidiary company (net of cash acquired)		-	-	-	(2,000,000)
Purchase of property, plant and equipment	36	(223,447)	(9,206,131)	(118,669)	(84,789)
Addition to investment in existing subsidiary companies		-	-	(2,860,947)	-
Additional development cost in investment properties		(19,211,187)	(24,244,989)	-	-
Purchase of other investment		(5,000,000)	-	(5,000,000)	-
Dividend received		1,136,341	-	1,136,341	-
Proceeds from disposal of property, plant and equipment		297,163	30,100	295,160	27,023
Proceeds from disposal of investment property		-	82,870,452	-	82,870,452
Net Cash (Used In)/From Investing Activities		(23,001,130)	49,449,432	(6,548,115)	80,812,686

Cash Flow Statements

For the financial year ended 31 March 2009 (Cont'd)

	Note	GROUP		COMPANY	
		2009 RM	2008 RM	2009 RM	2008 RM
CASH FLOWS FROM FINANCING ACTIVITIES					
Payment of hire purchase creditors		(244,991)	(422,931)	(205,728)	(389,493)
Redemption of debentures		(8,045,400)	(5,852,500)	-	-
Repayment of revolving credits		-	(15,000,000)	-	(15,000,000)
Repayment of term loans		(7,448,177)	(22,953,912)	-	(20,000,000)
Proceeds from issuance of shares		960	3,000	960	3,000
Repurchase of shares		(2,104,296)	-	(2,104,296)	-
Dividend paid to shareholders of the Company		(4,588,852)	(7,214,665)	(4,588,852)	(7,214,665)
Uplift/(Placement) of deposits to licensed financial institutions		43,293	(90,025)	49,881	(38,861)
Net Cash Used In Financing Activities		(22,387,463)	(51,531,033)	(6,848,035)	(42,640,019)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(24,235,462)	32,066,484	(21,209,231)	23,267,034
CASH AND CASH EQUIVALENTS AT BEGINNING OF FINANCIAL YEAR		27,475,348	(4,591,136)	20,438,778	(2,828,256)
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR		3,239,886	27,475,348	(770,453)	20,438,778
CASH AND CASH EQUIVALENTS COMPRISE:-					
Deposits with licensed financial institutions		230,459	272,136	51,496	49,881
Short term investments		2,148,129	20,052,262	2,148,129	20,052,262
Cash and bank balances		10,708,982	10,627,530	33,790	811,822
Bank overdrafts		(9,668,722)	(3,254,325)	(3,003,868)	(425,306)
		3,418,848	27,697,603	(770,453)	20,488,659
Less: Deposits pledged to licensed financial institutions		(178,962)	(222,255)	-	(49,881)
		3,239,886	27,475,348	(770,453)	20,438,778

The notes on pages 44 to 83 form part of these financial statements.

Notes To The Financial Statements

31 March 2009

1. CORPORATE INFORMATION

Brem Holding Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Board of the Bursa Malaysia Securities Berhad. The registered office and principal place of business are located at 3rd Floor, Brem House, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan.

The principal activities of the Company are those of general contractors, property development, property investments and investment holdings. The principal activities of the subsidiary companies are civil engineering and general contractors, property development, property investments, investment holding and water concession. There have been no significant changes in the nature of these activities during the financial year.

At the end of the financial year, the Group and the Company have 115 employees (2008 - 94) and 52 employees (2008 - 58) respectively.

The financial statements of the Company were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 30 July 2009.

2. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

The financial statements of the Group and of the Company have been prepared under the historical cost convention, in accordance with applicable approved Financial Reporting Standards and the provisions of the Companies Act, 1965 in Malaysia.

At the beginning of the current financial year, the Group and the Company had adopted new and revised Financial Reporting Standards (FRSs) which are mandatory for financial periods beginning on or after 1 July 2007 as described fully in Note 3.

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

b. Basis of Consolidation

i. Subsidiary companies

The consolidated financial statements include the financial statements of the Company and all its subsidiary companies made up to the end of the financial year. Subsidiary companies are those companies in which the Group has long term equity interest and where it has power to exercise control over the financial and operating policies so as to obtain benefits from their activities.

Subsidiary companies are consolidated using the acquisition method of accounting. Under the acquisition method of accounting, the results of the subsidiary companies acquired or disposed of during the financial year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. The assets and liabilities of the subsidiary companies are measured at the fair values at the date of acquisition. Any excess of the cost of the acquisition over the Group's share of the net assets of the acquired subsidiary at the date of acquisition is included in the consolidated balance sheet as goodwill and any excess of the Group's share of the net assets of the acquired subsidiary at the date of acquisition is recognised immediately in the income statement.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

b. Basis of Consolidation (cont'd)

i. Subsidiary companies (cont'd)

Intra-group transactions, balances and resulting unrealised gains are eliminated on consolidation and the consolidated financial statements reflect external transactions only. Unrealised losses are eliminated unless costs cannot be recovered.

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

Minority interests in the consolidated balance sheet consist of the minorities' share of the fair value of the identifiable assets and liabilities of the acquiree as at acquisition date and the minorities' share of movements in the acquiree's equity since then.

ii. Associated companies

Associated companies are those companies in which the Group exercises significant influence but not control, through participation in the financial and operating policy decision of the companies.

Investments in associated companies are accounted for in the consolidated financial statements by the equity method of accounting based on the audited or management financial statements of the associated companies. Under the equity method of accounting, the Group's share of profits less losses of the associated companies during the financial year is included in the consolidated income statement. The Group's interest in the associated companies is carried in the consolidated balance sheet at cost plus the Group's share of post-acquisition accumulated profits or accumulated losses and other reserves.

Unrealised gains on transactions between the Group and the associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are eliminated unless cost cannot be recovered.

c. Goodwill

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

d. Property, Plant and Equipment and Depreciation/Amortisation

Property, plant and equipment are stated at cost less accumulated depreciation/amortisation and impairment losses.

Long term leasehold buildings are amortised evenly over their lease period ranging from 58 to 92 years.

Certain concession assets are amortised evenly from the date of completion of the concession assets until the end of the concession period, ranging from 12 to 18 years.

Notes To The Financial Statements

31 March 2009 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

d. Property, Plant and Equipment and Depreciation/Amortisation (cont'd)

Other property, plant and equipment are depreciated on the straight-line basis so as to write off the cost of each asset down to its residue value over their estimated useful lives. The annual rates used are as follows:-

Plant and machinery	20%
Motor vehicles	20%
Furniture, fittings, equipment and renovation	10%-25%

Fully depreciated assets are retained in the financial statements until they are no longer in use.

Upon the disposal of an item of property, plant and equipment, the difference between the net disposal proceeds and the net carrying amount is recognised in the income statement and the unutilised portion of the revaluation surplus on the item is taken directly to retained earnings.

e. Land Held for Property Development and Property Development Costs

i Land held for property development

Land held for property development consists of land where no development activities have been carried out or where development activities are not expected to be completed within the normal operating cycle. Such land is classified within non-current assets and is stated at cost less any impairment losses.

Land held for property development is reclassified as property development costs at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within normal operating cycle.

ii Property development costs

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised in the income statement by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Where the financial outcome of a development activity cannot be reliably estimated, property development revenue is recognised only to the extent of property development costs incurred that is probable will be recoverable, and property development costs on properties sold are recognised as an expense in the financial period in which they are incurred.

Any expected loss on a development project, including costs to be incurred over the defects liability period, is recognised as an expense immediately.

Property development costs not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value.

The excess of revenue recognised in the income statement over billings to purchasers is classified as accrued billings within trade receivables and the excess of billings to purchasers over revenue recognised in the income statement is classified as progress billings within trade payables.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

f. Investment Properties

Investment properties are properties which are held to earn rental income or for capital appreciation or both. Property that is occupied by the Group for the conduct of business operations is accounted for as owner-occupied rather than as an investment property.

In accordance with FRS 140, investment properties can be measured using either the cost or fair value method. The Group has adopted the cost method in measuring investment properties. Investment properties are measured initially at its cost, including transaction cost. Subsequent to initial recognition, all properties are stated at cost less accumulated amortisation and impairment losses.

No depreciation is provided for freehold land and freehold building is depreciated at the annual rate of 2%.

Long term leasehold land and buildings are amortised evenly over their lease period ranging from 64 to 92 years.

On disposal of such properties, the difference between net disposal proceeds and their carrying amounts is recognised in the income statement.

g. Leases

i Classification

A lease is recognised as a finance lease if it transfers substantially to the Group all the risks and rewards incidental to ownership. Leases of land and buildings are classified as operating or finance leases in the same way as leases of other assets and the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification. All leases that do not transfer substantially all the risks and rewards are classified as operating leases, with the following exceptions:

- Property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease; and
- Land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease.

ii Finance leases

Assets financed by hire purchase arrangements or finance leases which transfer substantially all the risks and rewards of ownership to the Group and to the Company are capitalised as plant and equipment and the corresponding obligations are treated as liabilities. The plant and equipment capitalised are depreciated on the same basis as set out in Note 2d.

Finance charges are allocated to the income statement over the period of the agreements to give a constant periodic rate of interest on the remaining finance lease or hire purchase liabilities.

h. Subsidiary Companies and Associated Companies

Investments in subsidiary companies and associated companies are stated at cost less impairment losses.

On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is recognised in the income statement.

Notes To The Financial Statements

31 March 2009 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

i. Other Investments

Other investments held on a long term basis are stated at cost less impairment loss.

On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is recognised in the income statement.

j. Inventories

Raw materials, work-in-progress and finished goods are stated at the lower of cost and net realisable value. Cost is determined principally on a first-in, first-out basis. Cost of work-in-progress and finished goods consist of direct materials, direct labour and direct overheads less foreseeable losses.

The cost of raw material comprises the original cost of purchase plus the cost of bringing the inventory to their present location and condition.

Property inventories are valued at the lower of cost and net realisable value. Cost is determined on average cost or specific identification basis. Cost of property inventories comprises the attributable costs of land and related development costs.

Net realisable value is the estimate of the selling price in the ordinary course of business, less the cost of completion and selling expenses.

k. Receivables

Receivables are carried at anticipated realisable values. Bad debts are written off in the financial year in which they are identified. An allowance is made for doubtful debts based on a review of all outstanding amounts at the financial year end.

l. Amount Due From/To Contract Customers

Amount due from contract customers for construction contract is the net amount of costs incurred plus recognised profits less foreseeable losses and progress billings for all contracts in progress for which costs incurred plus recognised profits (less foreseeable losses) exceeds progress billings.

Amount due to contract customers for construction contract is the net amount of costs incurred plus recognised profits less foreseeable losses and progress billings for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less foreseeable losses).

Cost includes direct materials, labour, sub-contract sum and other related expenses.

m. Payables

Payables are stated at cost which is the fair value of the consideration to be paid in the future for goods and services received or the amount which are due and expected to be settled.

n. Provision for Liabilities

Provisions for liabilities are recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

n. Provision for Liabilities (cont'd)

- Contingent Liabilities

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future event are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within the Group, the Company treats the guarantee contract as a contingent liability until such a time as it becomes probable that the Company will be required to make a payment under the guarantee.

o. Borrowing Costs

Borrowing costs are capitalised as part of the development expenditure and work in progress when it is probable that they will result in future economic benefits to the Group and to the Company and the costs can be measured reliably. Capitalisation of borrowing costs will cease when substantially all the activities necessary to prepare the assets for its intended use or sale are completed.

All other borrowing costs are recognised in the income statement in the financial period in which they are incurred.

p. Equity Instruments

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the financial periods in which there are declared.

The transaction costs of an equity transaction are accounted for as a deduction from equity, net of tax. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

q. Treasury Shares

The Company shares repurchased and held are designated as treasury shares. These shares are treated as unissued shares and presented as a reduction from shareholders' equity, at cost. Should such shares be cancelled, their nominal amounts will be eliminated and the differences between their cost and nominal amounts will be taken to reserves as appropriate.

r. Minority Interests

Minority interests represent equity shares in subsidiary companies owned by minority shareholders together with proportion of accumulated profits/losses and reserves relating to such shares.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

s. Income Tax

Income tax on the profit or loss for the financial year comprises current and deferred tax. Current tax is the expected amount of income taxes payable in respect of the taxable profit for the financial year and is measured using the tax rates that have been enacted at the balance sheet date.

Deferred tax is provided for, using the liability method, on temporary differences at the balance sheet 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, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. Deferred tax is not recognised if the temporary difference arises from goodwill or negative goodwill or from initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit.

Deferred tax is measured at the tax rates that are expected to apply in the financial period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is recognised in the income statement, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also charge 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 negative goodwill.

t. Employee Benefit

i. Short term benefits

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

ii. Defined contribution plans

As required by the law, the Group and the Company make contributions to the Employees Provident Fund ("EPF"). Such contributions are recognised as an expense in the income statement as incurred.

iii. Termination benefits

The Group pays termination benefits in cases of termination of employment within the framework of a restructuring. Termination benefits are recognised as a liability and an expense when the Group has a detailed formal plan for the termination and is without realistic possibility of withdrawal.

u. Revenue Recognition

i. Contract revenue

Contract revenue is recognised on the percentage of completion method. The percentage of completion is determined by reference to the cost incurred to date to the total estimated costs where the outcome of the contract can be reliably estimated. When foreseeable losses are anticipated, full allowance for these losses is made in the financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

u. Revenue Recognition (cont'd)

ii. Property development

Revenue from property development is recognised on the percentage of completion method in respect of property units that have been sold. The percentage of completion is determined by reference to the cost incurred to date to the total estimated costs where the outcome of the projects can be reliably estimated. When foreseeable losses are anticipated, full allowance for these losses is made in the financial statements.

iii. Sale of goods and services

Revenue from the sale of goods and services is recognised when the significant risks and rewards of ownership of the goods have been transferred to the buyer or when services are rendered.

iv. Rental income

Rental income is recognised on the accrual basis.

v. Investment income

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

vi. Interest income

Interest income is recognised on a time proportion basis that reflects the effective yield on the asset.

v. Foreign Currencies

i. Functional and presentation currency

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

ii. Foreign currency transactions

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded in the functional currencies using the exchange rates prevailing at the dates of the transactions. At the balance sheet date, monetary items denominated in foreign currencies are translated at the rates prevailing on the balance sheet date. Non-monetary items carried at the fair value that are denominated in foreign currencies are translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are included in income statement for the financial period. Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the financial period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

Notes To The Financial Statements

31 March 2009 (Cont'd)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

v. Foreign Currencies (cont'd)

iii. Financial statements of foreign operations

The results and financial position of foreign operations that have a functional currency different from the presentation currency (RM) of consolidated financial statements are translated into RM as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rates prevailing at the balance sheet date. Issued capital is translated at the rates prevailing at the day of acquisition.
- Income and expenses for each income statement are translated at average exchange rate for the financial year, which approximates the exchange rates at the dates of the transactions; and
- All resulting exchange differences are taken to the exchange fluctuation reserve within equity.

The closing rates used in the translation are: -

	2009 RM	2008 RM
1 Kina	1.2190	1.1705
1 RMB	0.5336	0.4557
1 USD	3.6270	3.1880

w. Cash and Cash Equivalents

Cash and cash equivalents represent cash and bank balances, deposits and other short term highly liquid investments that are readily convertible into cash with insignificant risk of changes in value, net of outstanding bank overdrafts.

x. Impairment of Assets

The carrying values of its assets, other than inventories, assets arising from deferred tax assets and financial assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets recoverable amount is estimated to determine the amount of impairment loss. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. The recoverable amount is the higher of an asset's net selling price and its value in use, which is measured by reference to discounted future cash flows. Recoverable amounts are estimated for individual asset, or if it is not possible, for the cash-generating unit.

An impairment loss is charged to the income statement immediately, unless the asset is carried at revalued amount. Any impairment loss of a revalued asset is treated as a revaluation decrease to the extent of previously recognised revaluation surplus for the same asset.

Subsequent increase in the recoverable amount of an asset is treated as reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in the income statement immediately, unless the asset is carried at revalued amount. A reversal of an impairment loss on a revalued asset is credited directly to revaluation surplus. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense in the income statement, a reversal of that impairment loss is recognised as income in the income statement.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

y. Financial Instruments

Financial instruments carried on the balance sheet include cash and bank balances, investments, receivables, payables and borrowings. The financial instruments are recognised in the balance sheet when the Group and the Company have become a party to the contractual provisions of the instruments.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity. Financial instruments are offset when the Group and the Company has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

z. Use of Estimates and Judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial period in which the estimate is revised and in any future financial periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amount recognised in the financial statements are described in the Note 13 – calculation of revenue and cost of sales thereon for construction contracts and property development projects.

aa. Earnings Per Share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the financial period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

ab. Segment Reporting

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

Notes To The Financial Statements

31 March 2009 (Cont'd)

3. CHANGES IN ACCOUNTING POLICIES AND EFFECTS ARISING FROM ADOPTION OF NEW AND REVISED FINANCIAL REPORTING STANDARDS

On 1 April 2008, the Group adopted the following revised FRSs, amendment to FRS and Interpretations.

FRS 107	Cash Flow Statements
FRS 111	Construction Contracts
FRS 112	Income Taxes
FRS 118	Revenue
FRS 120	Accounting for Government Grants and Disclosure of Government Assistance
FRS 134	Interim Financial Reporting
FRS 137	Provisions, Contingent Liabilities and Contingent Assets
Amendment to FRS 121	The Effect of Changes in Foreign Exchange Rates – Net Investment in a Foreign Operation
IC Interpretation 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
IC Interpretation 2	Members' Shares in Co-operative Entities and Similar Instruments
IC Interpretation 5	Rights to Interest arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
IC Interpretation 6	Liabilities arising from Participating in a Special Market – Waste Electrical and Electronic Equipment
IC Interpretation 7	Applying the Restatement Approach under FRS 129 Financial Reporting in Hyperinflation Economies
IC Interpretation 8	Scope of FRS 2

The adoption of the above revised FRSs, amendment to FRS and Interpretations do not have any significant impact on the financial statements of the Group and the Company.

4. STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

At the date of authorisation of these financial statements, the following new FRSs and Interpretations were issued but have not been applied by the Group and the Company.

FRSs and Interpretations		Effective date
FRS 4	Insurance Contracts	1 January 2010
FRS 7	Financial Instruments: Disclosures	1 January 2010
FRS 8	Operating Segments	1 July 2009
FRS 139	Financial Instruments: Recognition and Measurement	1 January 2010
IC Interpretation 9	Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10	Interim Financial Reporting and Impairment	1 January 2010

The above new FRSs and Interpretations are expected to have no significant impact on the financial statements of the Group and the Company upon their initial applications.

Notes To The Financial Statements

31 March 2009 (Cont'd)

5. PROPERTY, PLANT AND EQUIPMENT

Group

	Long term leasehold buildings RM	Plant and machinery RM	Motor vehicles RM	*Furniture, fittings, equipment and renovation RM	Total RM
Cost					
At 1.4.2008	801,041	214,575,233	6,081,262	1,771,623	223,229,159
Additions	-	-	4,085	219,362	223,447
Exchange difference	108,587	8,308,765	40,473	10,020	8,467,845
Disposal/Written off	-	(880,000)	(101,149)	(57,813)	(1,038,962)
At 31.3.2009	909,628	222,003,998	6,024,671	1,943,192	230,881,489
Accumulated depreciation					
At 1.4.2008	14,603	50,127,378	4,940,874	1,642,982	56,725,837
Charge for the financial year	13,323	14,718,433	440,738	138,859	15,311,353
Exchange difference	1,838	1,796,633	23,259	8,414	1,830,144
Disposal/Written off	-	(879,999)	(101,145)	(55,813)	(1,036,957)
At 31.3.2009	29,764	65,762,445	5,303,726	1,734,442	72,830,377
Net book value					
At 31.3.2009	879,864	156,241,553	720,945	208,750	158,051,112
At 31.3.2008	786,438	164,447,855	1,140,388	128,641	166,503,322
Depreciation charge for 2008	4,895	10,264,180	652,661	163,833	11,085,569

* Consist of office equipment, site equipment, renovation, furniture and fittings, air-conditioners, signboard and electrical installation.

	2009 RM	2008 RM
Depreciation charge for the financial year		
- property development costs (Note 11)	427	694
- amount due from/(to) contract customers (Note 13)	45,200	102,595
- income statement (Note 32)	15,265,726	10,982,280
	15,311,353	11,085,569

Notes To The Financial Statements

31 March 2009 (Cont'd)

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company

	Plant and machinery RM	Motor vehicles RM	*Furniture, fittings, equipment and renovation RM	Total RM
Cost				
At 1.4.2008	7,358,719	3,908,749	1,105,191	12,372,659
Additions	-	4,085	114,584	118,669
Disposal/Written off	(880,000)	(20,000)	(39,626)	(939,626)
At 31.3.2009	6,478,719	3,892,834	1,180,149	11,551,702
Accumulated depreciation				
At 1.4.2008	7,280,262	3,051,568	1,007,471	11,339,301
Charge for the financial year	59,685	370,337	61,047	491,069
Disposal/Written off	(879,999)	(19,999)	(37,631)	(937,629)
At 31.3.2009	6,459,948	3,401,906	1,030,887	10,892,741
Net book value				
At 31.3.2009	18,771	490,928	149,262	658,961
At 31.3.2008	78,457	857,181	97,720	1,033,358
Depreciation charge for 2008	193,165	605,869	97,418	896,452

* Consist of office equipment, site equipment, renovation, furniture and fittings, air-conditioners, signboard and electrical installation.

	2009 RM	2008 RM
Depreciation charge for the financial year		
- amount due from/(to) contract customers (Note 13)	45,200	102,595
- income statement (Note 32)	445,869	793,857
	491,069	896,452

The net book values of the property, plant and equipment acquired under hire purchase agreements are as follows:-

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
- plant and machinery	-	33,750	-	33,750
- motor vehicles	396,655	722,922	319,513	614,835
	396,655	756,672	319,513	648,585

6. INVESTMENT PROPERTIES

Group	Freehold land RM	Long term leasehold land RM	Buildings RM	Development costs RM	Total RM
Cost/Deemed cost					
At 1.4.2008	40,709	38,815,591	468,934	66,104,752	105,429,986
Additions	-	-	-	19,306,432	19,306,432
Reclassification	-	-	85,292,530	(85,292,530)	-
Disposal	-	(14,386)	(80,859)	-	(95,245)
At 31.3.2009	40,709	38,801,205	85,680,605	118,654	124,641,173
Accumulated depreciation/ amortisation					
At 1.4.2008	-	1,899,096	83,437	-	1,982,533
Charge for the financial year	-	1,549,565	7,592	-	1,557,157
At 31.3.2009	-	3,448,661	91,029	-	3,539,690
Net book value					
At 31.3.2009	40,709	35,352,544	85,589,576	118,654	121,101,483
At 31.3.2008	40,709	36,916,495	385,497	66,104,752	103,447,453
Depreciation/Amortisation charge for financial year 2008	-	158,258	7,591	-	165,849

Included in the development costs incurred during the financial year is interest expense of RM122,332 (2008 - RM252,783).

A long term leasehold land of a subsidiary company was revalued on 4 October 1995 based on independent professional valuation on the resale basis to establish its fair value on the acquisition of the subsidiary company. The revalued amount of the long term leasehold land is retained as its surrogate cost.

7. PREPAID LEASE PAYMENTS

Leasehold land with unexpired period of more than 50 years

Group	RM
Cost	
At 1.4.2008	108,857
Exchange difference	4,510
At 31.3.2009	113,367

Notes To The Financial Statements

31 March 2009 (Cont'd)

7. PREPAID LEASE PAYMENTS (CONT'D)

Group	RM
Accumulated amortisation	
At 1.4.2008	6,015
Amortisation for the financial year	1,208
Exchange difference	273
At 31.3.2009	7,496
Net book value	
At 31.3.2009	105,871
At 31.3.2008	102,842
Amortisation charge for 2008	1,187

8. SUBSIDIARY COMPANIES

	Company	
	2009 RM	2008 RM
Unquoted shares at cost	76,511,869	50,650,922
Allowance for impairment loss	(2,800,000)	(2,800,000)
	73,711,869	47,850,922

The details of the subsidiary companies are as follows: -

Name of Companies	Effective Equity Holdings		Principal Activities
	2009 %	2008 %	
(Incorporated in Malaysia):			
Brem Construction Sdn. Bhd.	82.22	82.22	Civil engineering and general construction
Brem Aluminium & Glass Sdn. Bhd.	100.00	100.00	Dormant
Brem Maju Sdn. Bhd.	50.25	50.25	Civil engineering and general construction
Harmony Property Sdn. Bhd.	75.00	75.00	Property development
Global Water Sdn. Bhd.	100.00	100.00	Investment holding
Naga Istimewa Sdn. Bhd.	100.00	100.00	Property development, contractors and investment holding
Cosmo-One Realty Sdn. Bhd.	100.00	100.00	Property investment
Intan Kemuncak Sdn. Bhd.	100.00	100.00	Dormant

Notes To The Financial Statements

31 March 2009 (Cont'd)

8. SUBSIDIARY COMPANIES (CONT'D)

Name of Companies	Effective Equity Holdings		Principal Activities
	2009 %	2008 %	
(Incorporated in The People's Republic of China):			
*Brem Zhuhai Investment Limited	100.00	100.00	Property development and investment
(Incorporated in Hong Kong):			
*Brem Oversea Investments Pte. Limited	70.00	70.00	Dormant
(Incorporated in Papua New Guinea):			
*PNG Water Limited	51.00	51.00	Water concession
*Brem Maju (PNG) Limited	50.25	50.25	Civil engineering and general construction

* Audited by other auditors.

9. ASSOCIATED COMPANIES

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
At cost:				
Unquoted shares in Malaysia	11,914,946	11,914,946	11,914,946	11,914,946
Quoted shares in Malaysia	50,843,000	50,843,000	50,843,000	50,843,000
Share of post acquisition profits	18,295,124	17,271,524	-	-
Share of capital reserve	6,673,816	6,673,816	-	-
	87,726,886	86,703,286	62,757,946	62,757,946
Allowance for impairment loss	(31,293,445)	(31,293,445)	(32,728,891)	(32,728,891)
	56,433,441	55,409,841	30,029,055	30,029,055
At market value:				
Quoted shares in Malaysia	9,660,170	17,795,050	9,660,170	17,795,050
Represented by:				
Share of net assets other than goodwill	57,478,062	56,456,993		
Share of goodwill	11,150,186	11,147,655		
Goodwill on acquisition	19,098,638	19,098,638		
	87,726,886	86,703,286		
Allowance for impairment loss	(31,293,445)	(31,293,445)		
	56,433,441	55,409,841		

Notes To The Financial Statements

31 March 2009 (Cont'd)

9. ASSOCIATED COMPANIES (CONT'D)

The summarised financial information of the associated companies is as follows:-

	Group	
	2009 RM	2008 RM
Assets and liabilities		
Total assets	273,800,849	285,774,730
Total liabilities	51,438,562	67,451,156
Results		
Revenue	54,277,606	52,227,669
Profit for the financial year	7,375,671	4,936,104

The details of the associated companies are as follows: -

Name of Companies	Effective Equity Holdings		Principal Activities
	2009 %	2008 %	
(Incorporated in Malaysia):			
Titi Kaya Sdn. Bhd.	43.27	43.27	Property development
Eng Ann Realty Co. (Klang) Sdn. Bhd.	43.27	43.27	Property development and investment holding
Wonderful Perfection Sdn. Bhd.	25.96	25.96	Property development
NPO Builders Sdn. Bhd.	22.07	22.07	Property development
Bertam Alliance Berhad	24.59	24.59	Investment holding and management services.
Masterloq Holdings Sdn. Bhd.	21.00	21.00	Investment holding and trading in security system
Konsortium Pertamavest Sdn. Bhd.	20.00	20.00	Dormant

Notes To The Financial Statements

31 March 2009 (Cont'd)

10. DEFERRED TAX ASSETS/(LIABILITIES)

Deferred Tax Assets of the Group:

	Unrealised profit on inter company transaction RM	Unrealised (loss)/gain on foreign exchange RM	Others RM	Total RM
At 31 March 2007	-	878,326	-	878,326
Recognised in income statement	1,530,173	(543,199)	-	986,974
At 31 March 2008	1,530,173	335,127	-	1,865,300
Recognised in income statement	(46,822)	47,288	-	466
Exchange difference	-	-	14,356	14,356
At 31 March 2009	1,483,351	382,415	14,356	1,880,122

Deferred Tax Liabilities of the Group:

	Revaluation surplus of leasehold land RM	Accelerated capital allowance RM	Unrealised gain on foreign exchange RM	Others RM	Total RM
At 31 March 2007	7,168,011	2,189,186	57,342	240,889	9,655,428
Recognised in income statement	-	(1,086,384)	(34,322)	(242,989)	(1,363,695)
At 31 March 2008	7,168,011	1,102,802	23,020	(2,100)	8,291,733
Adjustment for different in tax rate	(768,001)	-	-	-	(768,001)
Recognised in income statement	(40,413)	157,812	(23,020)	-	94,379
Exchange difference	-	-	-	47,580	47,580
At 31 March 2009	6,359,597	1,260,614	-	45,480	7,665,691

Deferred Tax Liabilities of the Company:

	Accelerated capital allowance RM	Total RM
At 31 March 2007	1,607,229	1,607,229
Recognised in income statement	(1,596,940)	(1,596,940)
At 31 March 2008	10,289	10,289
Recognised in income statement	1,117	1,117
At 31 March 2009	11,406	11,406

Notes To The Financial Statements

31 March 2009 (Cont'd)

11. PROPERTY DEVELOPMENT COSTS

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Property development costs at 1 April:				
Land				
- leasehold				
- at cost	-	2,295,760	-	-
- at valuation	-	25,600,040	-	-
- freehold				
- at cost	68,289,973	68,289,973	39,496,092	39,496,092
Development costs	25,022,471	68,885,187	8,143,789	7,545,543
	93,312,444	165,070,960	47,639,881	47,041,635
Costs incurred during the financial year:				
Freehold land	-	100,000	-	-
Development costs	18,285,412	9,775,792	97,315	598,246
	18,285,412	9,875,792	97,315	598,246
Costs recognised in income statement:				
At 1 April	(1,095,499)	(1,017,942)	(1,095,499)	(1,017,942)
Recognised during the financial year	(14,871,093)	(11,979,242)	(60,756)	(77,557)
At 31 March	(15,966,592)	(12,997,184)	(1,156,255)	(1,095,499)
Transfers:				
To investment properties				
Leasehold land				
- at cost	-	(2,295,760)	-	-
- at valuation	-	(25,600,040)	-	-
Development costs	-	(41,836,823)	-	-
	-	(69,732,623)	-	-
Property development costs at 31 March	95,631,264	92,216,945	46,580,941	46,544,382

Included in the property development costs incurred during the financial year are:

	Group	
	2009 RM	2008 RM
Depreciation	427	694
Interest expense	461,729	442,991

The freehold land under development amounting to RM3,932,550 (2008 - RM3,932,550) and RM1,033,053 (2008 - RM1,033,053) at the cost of the Group and of the Company respectively are pledged to financial institutions as collaterals for banking facilities.

Notes To The Financial Statements

31 March 2009 (Cont'd)

12. INVENTORIES

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
At cost:				
Raw materials	168,167	-	168,167	-
Completed properties	14,065,564	15,083,894	12,979,683	13,778,092
Work-in-progress	-	192,024	-	-
	14,233,731	15,275,918	13,147,850	13,778,092

Included in work-in-progress of the Group for the financial year 2008 was staff and labour costs of RM13,252.

13. TRADE RECEIVABLES

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Contract retention	2,320,447	3,034,274	1,269,767	1,269,767
Trade receivables	25,378,148	36,887,372	17,789,246	22,278,057
Accrued billings	8,978,919	6,396,516	-	-
Amount due from contract customers	5,958,168	13,377,330	5,225,359	12,529,837
	42,635,682	59,695,492	24,284,372	36,077,661

The Group and the Company's normal trade credit terms ranges from 14 to 105 days. Other credit terms are assessed and approved on a case by case basis.

Included in trade receivables of the Group is RM682,857 (2008 - RM682,857) owing by a company in which a Director of the Company, namely Khoo Chai Kaa has substantial financial interest.

The following shows the elements included in amount due from/(to) contract customers:

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Total contract costs incurred to date	108,368,023	104,164,803	97,926,242	76,478,238
Add: attributable profits	10,889,893	9,484,846	9,495,502	8,060,414
	119,257,916	113,649,649	107,421,744	84,538,652
Less: progress billings	(119,852,429)	(107,444,685)	(107,945,476)	(77,792,002)
	(594,513)	6,204,964	(523,732)	6,746,650
Analysed as follows:				
Amount due from contract customers	5,958,168	13,377,330	5,225,359	12,529,837
Amount due to contract customers (Note 19)	(6,552,681)	(7,172,366)	(5,749,091)	(5,783,187)
	(594,513)	6,204,964	(523,732)	6,746,650

Notes To The Financial Statements

31 March 2009 (Cont'd)

13. TRADE RECEIVABLES (CONT'D)

The following expenses incurred during the financial year are included in the contract costs: -

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Depreciation of plant and equipment	45,200	102,595	45,200	102,595
Hire of machinery and equipment	2,810	83,516	2,810	83,516
Interest expense	125	1,578	125	1,578
Rental of premises	4,200	6,400	-	-
Staff costs	1,389,887	1,907,362	1,104,842	1,294,352

The following shows the elements included in accrued billings/(progress billings) in respect of property development costs:

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Revenue recognised in the income statements	35,959,447	16,299,029	1,836,495	1,739,996
Less: Billings to purchasers	(27,809,582)	(10,688,003)	(2,665,549)	(2,525,486)
	8,149,865	5,611,026	(829,054)	(785,490)
Analysed as follows:				
Accrued billings	8,978,919	6,396,516	-	-
Progress billings (Note 19)	(829,054)	(785,490)	(829,054)	(785,490)
	8,149,865	5,611,026	(829,054)	(785,490)

Estimation uncertainty and critical judgements

The Group and the Company prepares estimates of revenue and budgeted costs for its construction and property development projects based on the following key assumptions:-

- Revenue of construction contracts has been projected based on contracted sum and any variation will only be recognised when it is probable for approval by customer and amount of revenue can be measured reliably.
- Revenue of property development projects has been projected based on the estimated market selling price of the units.
- The construction costs have been projected based on the prevailing cost of materials, labour and rental of machineries and such costs are reviewed on an on-going basis.
- The property development costs have been projected based on prevailing cost of construction and such costs are reviewed on an on-going basis.

Any revision to accounting estimates are recognised in the financial period in which the estimate is revised and in any future financial periods affected.

Notes To The Financial Statements

31 March 2009 (Cont'd)

14. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Other receivables	9,810,802	10,924,120	5,342,634	5,387,669
Deposits	1,102,299	1,196,878	295,907	383,918
Prepayments	186	3,348	186	2,315
	10,913,287	12,124,346	5,638,727	5,773,902
Less : Allowance for doubtful debts	(2,529,855)	(2,529,855)	(2,529,855)	(2,529,855)
	8,383,432	9,594,491	3,108,872	3,244,047

The amount due by other receivables is unsecured, interest free and with no fixed term of repayment.

15. AMOUNT DUE BY SUBSIDIARY COMPANIES

	Company	
	2009 RM	2008 RM
Trade	78,062,365	72,519,106
Non-trade	8,813,916	26,807,950
	86,876,281	99,327,056

The non-trade amount due by subsidiary companies bear interest of 3.5 - 8.85 (2008 - 3.5) percent per annum, unsecured and with no fixed term of repayment.

16. AMOUNTS DUE BY/(TO) ASSOCIATED COMPANIES

Amounts due by/(to) associated companies are trade in nature. The normal credit terms range from 14 to 105 days.

17. DEPOSITS WITH LICENSED FINANCIAL INSTITUTIONS

Deposits of RM178,962 (2008 - RM222,255) of the Group is pledged to financial institutions as security for banking facilities granted to the Group.

The interest rates of deposits and the maturities of deposits as at the end of the financial year were as follows:

	Group		Company	
	2009	2008	2009	2008
Deposits with licensed banks				
Interest rates (%) per annum	2.50 - 3.70	3.70	2.50 - 3.70	3.70
Maturity months	12 - 24	12 - 15	12 - 15	12 - 15

Notes To The Financial Statements

31 March 2009 (Cont'd)

18. CASH AND BANK BALANCES

Included in the bank balances of the Group is RM867,338 (2008 - RM520,611) which is maintained pursuant to the Housing Development (Housing Development Account) Regulations 1991.

The Housing Development Accounts, which consist of monies received from purchasers, are for the payment of property development expenditure incurred. The surplus monies, if any, will be released to the Group.

19. TRADE PAYABLES

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Contract retention	3,154,678	3,107,473	2,594,525	1,978,525
Trade payables	16,973,119	25,058,488	937,504	3,692,023
Amount due to contract customers (Note 13)	6,552,681	7,172,366	5,749,091	5,783,187
Progress billings in respect of property development costs (Note 13)	829,054	785,490	829,054	785,490
	27,509,532	36,123,817	10,110,174	12,239,225

The normal trade credit term granted to the Group and the Company ranges from 30 to 105 days.

20. OTHER PAYABLES, DEPOSITS AND ACCRUALS

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Other payables	3,230,512	5,250,521	309,880	506,182
Deposits	2,972,772	449,287	119,362	-
Debenture interest/Dividend payables	303,866	4,621,990	-	4,621,990
Accruals	680,961	809,417	257,707	408,307
	7,188,111	11,131,215	686,949	5,536,479

Included in the other payables of the Group is debenture interest payable to third parties of RM303,866 (2008 - RM542,849).

The amount due to other payables is unsecured, interest free and with no fixed term of repayment.

21. AMOUNT DUE TO SUBSIDIARY COMPANIES

	Company	
	2009 RM	2008 RM
Trade	11,668,130	11,879,832
Non-trade	7,931,656	2,407,242
	19,599,786	14,287,074

The non-trade amount due to subsidiary companies is unsecured, interest free and with no fixed term of repayment.

Notes To The Financial Statements

31 March 2009 (Cont'd)

22. AMOUNT DUE TO DIRECTORS

The amount due to Directors is unsecured, interest free and with no fixed term of repayment.

Included in the amount due to Directors is advances from Directors and expenses paid on behalf of the Group and of the Company by Directors of the Group and of the Company, namely Khoo Chai Kaa, Khoo Chai Thiam, Low Yew Hwa, Wong Miow Song, Khoo Hui Keam and Khoo Hui Giok.

23. HIRE PURCHASE CREDITORS

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Minimum hire purchase payments:-				
Not later than 1 year	116,332	263,955	100,944	220,539
Later than 1 year and not later than 5 years	163,717	280,048	132,681	233,624
Future finance charges	(17,588)	(36,551)	(12,667)	(27,477)
Present value of hire purchase	262,461	507,452	220,958	426,686
Repayable as follows:-				
Current:				
Not later than 1 year	106,008	244,991	93,060	205,729
Non-current:				
Later than 1 year and not later than 5 years	156,453	262,461	127,898	220,957
	262,461	507,452	220,958	426,686
Interest rate per annum (%)	2.5 - 3.9	2.5 - 3.9	2.5 - 2.8	2.5 - 3.7

24. BANK BORROWINGS

	Note	Group		Company	
		2009 RM	2008 RM	2009 RM	2008 RM
Repayable within 12 months					
Term loan - secured	24a	10,602,775	9,506,077	-	-
Bank overdrafts	24b				
- secured		7,436,818	2,480,112	1,951,648	-
- unsecured		2,231,905	774,213	1,052,220	425,306
Revolving credits - unsecured	24c	5,000,000	5,000,000	5,000,000	5,000,000
		25,271,498	17,760,402	8,003,868	5,425,306
Repayable after 12 months					
Term loan - secured	24a	34,068,142	42,613,017	-	-

Notes To The Financial Statements

31 March 2009 (Cont'd)

24. BANK BORROWINGS (CONT'D)

24a. Term Loan

The secured term loan of the Group is obtained from foreign financial institution. The term loan is secured as follows:-

- i registered fixed and floating charge over the whole assets of PNG Water Limited and Brem Maju (PNG) Limited.
- ii corporate guarantee and indemnity of the Company and a subsidiary company.

The term loan interest is based on Papua New Guinea Bank's Indicator Lending Rate minus 1 (2008 - minus 1) percent per annum and repayable in equal instalments after 34 months from the initial drawdown.

24b. Bank Overdrafts

The secured bank overdrafts of the Group and of the Company are obtained from local financial institutions and are secured as follows:-

- (a) legal charges over the freehold land under development of RM3,932,550 (2008 - RM3,932,550) and RM1,033,053 (2008 - RM1,033,053) at the cost of the Group and of the Company respectively; and
- (b) facility agreement and corporate guarantee of the Company.

The bank overdrafts bear interest ranging from 2 to 2.75 (2008 - 1.75 to 2.75) percent per annum above the respective financial institutions' base lending rates.

24c. Revolving Credit

The revolving credit of the Company bears interest of 2 (2008 - 2) percent per annum above respective financial institution's cost of funds.

The revolving credit of the Company is repayable on demand.

25. SHARE CAPITAL

Ordinary shares of RM1 each:

	Number of shares	2009 RM	Number of shares	2008 RM
Authorised	250,000,000	250,000,000	250,000,000	250,000,000
Issued and fully paid				
At 1 April	123,541,784	123,541,784	123,538,784	123,538,784
Issued during the financial year under				
- Employee Share Option Scheme (ESOS)	-	-	3,000	3,000
- Warrants conversion	800	800	-	-
At 31 March	123,542,584	123,542,584	123,541,784	123,541,784

During the financial year, the Company has issued 800 ordinary shares of RM1 each on the conversion of Warrants at the exercise price of RM1.20 per ordinary share.

Notes To The Financial Statements

31 March 2009 (Cont'd)

26. RESERVES

	Note	Group		Company	
		2009 RM	2008 RM	2009 RM	2008 RM
Non-distributable					
Share premium	26a	28,355,697	28,355,537	28,355,697	28,355,537
Capital reserve	26b	7,441,817	6,673,816	-	-
Exchange fluctuation reserve		505,367	(2,619,374)	-	-
		36,302,881	32,409,979	28,355,697	28,355,537
Distributable					
Retained earnings		203,859,589	194,971,566	102,337,051	103,509,196
		240,162,470	227,381,545	130,692,748	131,864,733

26a. Share Premium

	Group & Company	
	2009 RM	2008 RM
At 1 April	28,355,537	28,355,537
Conversion of warrants	160	-
At 31 March	28,355,697	28,355,537

26b. Capital Reserve

The capital reserve is in respect of the share of reserve in associated companies.

27. TREASURY SHARES

Cost:

	No. of shares	Group & Company		2008 RM
		2009 RM	No. of shares	
At 1 April	-	-	-	-
Purchased during the financial year	1,773,700	2,104,296	-	-
At 31 March	1,773,700	2,104,296	-	-

The shareholders of the Company, via an ordinary resolution passed at the annual general meeting held on 26 September 2008, approved the Company's plan and mandate to authorise the Directors of the Company to buy back its own shares up to 10% of existing total paid-up capital. The Directors of the Company are committed to enhance the value of the Company to its shareholders and believe that the share buyback can be applied in the best interests of the Company and its shareholders.

During the financial year, the Company repurchased 1,773,700 ordinary shares of RM1 each of its issued ordinary shares from open market at an average price of RM1.18 per share. The total consideration paid for the purchase including transaction costs was RM2,104,296 and this was financed by internally generated funds. The shares repurchased were held as treasury shares in accordance with Section 67A of the Companies Act, 1965. Treasury shares have no rights to vote, dividends and participation in other distribution.

Notes To The Financial Statements

31 March 2009 (Cont'd)

28. MINORITY INTERESTS

	Group	
	2009 RM	2008 RM
Shares in subsidiary companies	12,419,858	12,419,858
Share of profits		
At 1 April	41,385,494	35,352,697
Current financial year profit	4,358,986	6,032,797
At 31 March	45,744,480	41,385,494
Share of exchange fluctuation reserve	(1,292,742)	(2,822,003)
	56,871,596	50,983,349

29. DEBENTURES

	Group	
	2009 RM	2008 RM
At 1 April	16,703,035	22,680,790
Redemption	(8,045,400)	(5,852,500)
Exchange difference	692,095	(125,255)
At 31 March	9,349,730	16,703,035
Repayable as follows:-		
Non-current:		
Later than 1 year and not later than 5 years	9,349,730	16,703,035

PNG Water Limited, a subsidiary company of Brem Holding Berhad pursuant to a Trust Deed has issued debentures as follows:

Dates of issues	Classes of debentures	Number of debentures subscribed by	
		The Group	Others
15.1.2005	Class B	330,000	-
1.1.2005	Class B	430,000	-
11.10.2004	Class B	900,000	-
12.7.2004	Class B	-	600,000
1.7.2004	Class B	1,800,000	4,800,000
1.7.2003	Class B	3,840,000	-
18.6.2002	Class B	4,000,000	-
10.10.2002	Class B	3,300,000	-
17.10.2000	Class B	6,130,000	2,270,000

Class B Debenture

Nominal value of one Kina each bearing interest of 13 percent per annum, payable half yearly in arrears. The debenture is unsecured and matures on 1 November 2012.

Notes To The Financial Statements

31 March 2009 (Cont'd)

30. REVENUE

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Contract revenue	36,484,257	51,919,215	33,882,221	45,199,690
Property development	20,624,058	26,379,105	542,838	2,911,473
Water supply and services rendered	52,577,994	48,260,408	-	-
Rental income	5,203,920	2,969,569	-	2,213,569
Dividend income	-	-	1,525,290	-
	114,890,229	129,528,297	35,950,349	50,324,732

31. COST OF SALES

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Contract cost	31,414,569	48,293,221	29,820,737	39,104,864
Property development cost	15,369,636	19,339,575	221,581	1,861,153
Operation and maintenance charges				
- water supply and services rendered	18,167,443	16,386,727	-	-
- rental income	4,268,764	925,723	-	722,406
	69,220,412	84,945,246	30,042,318	41,688,423

32. PROFIT BEFORE TAXATION

The profit before taxation for the financial year is arrived at:

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
After Charging:-				
Auditors' remuneration				
- statutory	136,174	126,239	36,000	36,000
- under/(over) stated in prior financial years	4,700	(200)	6,000	-
Bad debts written off	52,967	1,749,525	52,967	1,592,387
Allowance for doubtful debts	-	2,279,990	-	2,529,855
Property, plant and equipment written off	2,001	4,070	1,996	4,006
Interest expense	5,624,331	6,615,196	14,685	612,581
Hire of machinery, motor vehicles and equipment	136,706	-	136,706	-
Amortisation of prepaid lease payments	1,208	1,187	-	-
Depreciation/Amortisation of property, plant and equipment	115,265,726	10,982,280	445,869	793,857
Depreciation/Amortisation of investment properties	1,557,157	165,849	-	-
Rental of premises	173,590	170,400	98,590	95,400
Loss on foreign exchange				
- realised	178,261	564,403	4,906	-
- unrealised	119,123	6,535	2,187	-
Staff and labour costs	3,695,219	3,482,573	2,013,423	2,159,662

Notes To The Financial Statements

31 March 2009 (Cont'd)

32. PROFIT BEFORE TAXATION (CONT'D)

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
And Crediting:-				
Gain on disposal of				
- property, plant and equipment	297,159	33,019	295,159	27,020
- investment property	-	27,752,843	-	27,752,843
Gain on foreign exchange				
- realised	369	1,311	-	-
- unrealised	96,099	102,042	-	-
Hire of machinery	16,911	3,200	-	-
Rental income	106,472	52,890	-	3,600
Interest income	1,315,066	1,150,667	1,180,447	1,060,047
Management and administration fees	106,785	24,000	102,285	90,000

Staff and labour costs comprise:

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Salaries, wages and bonus	3,381,411	3,174,959	1,860,076	1,985,326
Social security costs	23,875	20,259	13,020	13,738
(Decrease)/Increase short term accumulating compensated absences	(8,260)	8,244	(6,345)	6,757
Pension costs – defined contribution plan	298,193	279,111	146,672	153,841
	3,695,219	3,482,573	2,013,423	2,159,662
Included in staff and labour costs is:				
Directors' remuneration				
- fees	114,177	84,086	78,333	70,000
- salaries and other emoluments	930,054	940,100	588,254	594,755
- short term accumulating compensated absences	-	1,920	-	1,920
- pension costs - defined contribution plan	61,146	57,648	23,412	19,584
	1,105,377	1,083,754	689,999	686,259

Notes To The Financial Statements

31 March 2009 (Cont'd)

33. TAXATION

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Provision of taxation for the financial year				
- Malaysian	(2,377,305)	(3,645,970)	(1,200,000)	(2,180,000)
- Foreign	(2,991,482)	(3,613,888)	-	-
Withholding tax	(36,113)	-	(36,113)	-
Crystallisation of deferred tax resulting from revaluation of property	40,413	-	-	-
Deferred tax relating to unrealised profit on inter company transactions	12,030	1,530,173	-	-
Deferred tax expense relating to origination and reversal of temporary differences	(87,504)	820,496	(1,117)	1,596,940
Deferred tax (expense)/income resulting from reduction in tax rate	(58,852)	-	-	-
	(5,498,813)	(4,909,189)	(1,237,230)	(583,060)
Over /(Under) provision in prior financial years	132,115	(40,856)	74,541	(171,498)
	(5,366,698)	(4,950,045)	(1,162,689)	(754,558)
Share of taxation in associated companies	(185,521)	120,014	-	-
Tax expense for the financial year	(5,552,219)	(4,830,031)	(1,162,689)	(754,558)

The numerical reconciliation between profit before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and the Company are as follows:

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Profit before taxation and share of results of associated companies	21,042,618	47,078,922	4,579,396	30,021,338
Share of results of associated companies	2,345,462	1,168,463	-	-
Profit before taxation	23,388,080	48,247,385	4,579,396	30,021,338
Taxation at Malaysian statutory tax rate	(5,260,655)	(12,240,520)	(1,144,849)	(7,805,548)
Tax effects in respect of:				
Different tax rates in other country	(512,587)	(517,884)	-	-
Depreciation for non qualifying property, plant and equipment	(403,860)	(162,287)	(52,801)	(110,908)
Non allowable expenses	(227,654)	(899,025)	(51,012)	(780,094)
Amortisation on non qualifying investment property	(39,586)	-	-	-
Non taxable income	868,354	856,112	-	-
Crystallisation of deferred tax resulting from revaluation of property	40,413	-	-	-
Disposal of investment property not subject to tax	24,187	8,166,287	-	8,166,287
Deferred tax assets not recognised during the financial year	10,005	(28,227)	-	-
Deferred tax assets not recognised in prior financial years	351	(16,899)	-	-
Over /(Under) provision of income tax in prior financial years	132,115	(40,856)	74,541	(171,498)
Utilisation of tax benefits not recognised previously	46,003	-	-	-
Others	(43,784)	(66,746)	11,432	(52,797)
	(5,366,698)	(4,950,045)	(1,162,689)	(754,558)
Share of taxation in associated companies	(185,521)	120,014	-	-
Tax expense for the financial year	(5,552,219)	(4,830,031)	(1,162,689)	(754,558)

Notes To The Financial Statements

31 March 2009 (Cont'd)

33. TAXATION (CONT'D)

Tax losses are analysed as follows:

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Tax savings recognised during the financial year arising from:				
Utilisation of tax losses brought forward from prior financial years	10,367	519,652	-	-
Unutilised tax losses carried forward	3,638,647	3,668,390	-	-

The unabsorbed capital allowances are analysed as follows:

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Tax saving recognised during the financial year arising from:				
Utilisation of unabsorbed capital allowance brought forward from prior financial years	680	-	-	-
Unabsorbed capital allowances carried forward	81,090	81,770	-	-

The above benefits will only be obtained if the Group derived future assessable income of a nature and of amounts sufficient for them to be utilised.

The deferred tax assets of the Group amounting to RM900,700 (2008 - RM972,000) are not recognised at the end of the financial year by the Group as it is thought reasonably probable that the tax effects of such deferral will continue in the foreseeable future.

At 31 March 2009, based on the estimated tax credits available under Section 108 of the Income Tax Act, 1967, tax exempt income account of the Income Tax Act (Amendment) 1999 and the prevailing tax rate applicable to dividends, the Company has sufficient tax credits to frank the payment of dividend and distribution of tax exempt dividends out of its distributable profit without incurring additional tax liability; subject to the approval of the tax authorities.

The Malaysian Budget 2008, introduced a single tier Company income tax system with effect from year of assessment 2008. As such, the Section 108 tax credit as at 31 March 2009 will be available to the Company until such time the credit is fully utilised or upon expiry of the six year transitional period on 31 December 2013 whichever is earlier.

34. EARNINGS PER SHARE

The basic earnings per share is calculated by dividing the Group's profit of RM13,476,875 (2008 - RM37,384,557) attributable to ordinary shareholders by the weighted average number of ordinary shares issued of 122,604,100 (2008 - 123,539,659) after taking into consideration of treasury shares held by the Company.

The diluted earnings per share for financial year 2009 is not shown, as the effect on the basic earnings per share is anti-dilutive.

The diluted earnings per share for financial year 2008 is calculated by dividing the Group's profit of RM37,384,557 attributable to ordinary shareholders by the weighted average number of ordinary shares (diluted) issued and issuable of 130,030,980.

Notes To The Financial Statements

31 March 2009 (Cont'd)

35. DIVIDENDS

	Group & Company	
	2009 RM	2008 RM
Dividend paid/payable		
Financial year ended 31 March 2007		
- first and final dividend of 8% less 27% tax	-	7,214,665
Financial year ended 31 March 2008		
- interim dividend of 5% less 25% tax	-	4,621,990
- final dividend of 5% less 25% tax	4,588,852	-
	4,588,852	11,836,655

The Directors now recommend a first and final dividend of 5% less 25% tax in respect of the current financial year. The proposed dividend will be accounted for as an appropriation of retained earnings upon shareholders' approval at the forthcoming Annual General Meeting.

36. NOTE TO CASH FLOW STATEMENTS

Purchase of Plant and Equipment

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Mode of payments:				
Hire purchase	-	53,800	-	-
Cash	223,447	9,206,131	118,669	84,789
	223,447	9,259,931	118,669	84,789

37. CONTINGENT LIABILITIES

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Secured:				
Guarantees given to financial institutions for bank guarantee facilities granted to the Company and subsidiary companies in favour of third parties	852,006	1,178,506	852,006	1,178,506
Guarantees given to financial institutions on borrowings and credit facilities granted to subsidiary companies	-	-	47,137,028	52,468,001
Unsecured:				
Guarantees given to financial institutions for bank guarantee facilities granted to subsidiary companies in favour of third parties	755,456	-	755,456	-
Guarantees given to financial institutions on borrowings and credit facilities granted to subsidiary companies	-	-	4,198,745	348,907

Notes To The Financial Statements

31 March 2009 (Cont'd)

37. CONTINGENT LIABILITIES (CONT'D)

The secured bank guarantee facilities of the Group are secured by: -

- a. Pledge of deposits of the Group as per Note 17;
- b. Negative pledge by the Company; and
- c. Corporate guarantee of the Company.

38. MATERIAL LITIGATIONS

- a. A purported claim of RM787,882 together with interest and cost has been made by Syarikat Bina Setia Jasa(SBSJ), a sub-contractor, against Brem Maju Sdn. Bhd.(BMSB), a subsidiary company of the Company in respect of claim on contract works performed. BMSB is contesting the claim and has taken up counsel on the matter with the solicitors. SBSJ's application for summary judgement was dismissed with cost on 12 October 1995. An application to strike out the claim has been made by BMSB and on 9 February 2006, the Court had granted order in terms of BMSB's application with costs. SBSJ filed an appeal to Judge In Chambers and the appeal was dismissed with costs on 22 June 2006. On 21 July 2006, SBSJ has filed an appeal to the Court of Appeal. The directors and the solicitors are of the opinion that Brem Maju Sdn. Bhd. will not suffer any material loss in respect of the purported claim.
- b. Intan Kemuncak Sdn. Bhd. (IKSB), a subsidiary company of Brem Holding Berhad, commenced an action against Koperasi Celcom Berhad (KCB) on 23 April 2002 for RM5,643,021, being the damages resulting from the unlawful termination by KCB of a joint venture agreement dated 30 July 1999 entered into between IKSB and KCB (JVA), relating to a housing project development. KCB had on 25 June 2002 filed its defence and made a counter claim against IKSB for breaching the terms of the JVA, which allegedly led to the termination of the JVA and KCB suffering damages amounting to RM13,586,580. IKSB has on 5 July 2002 filed in its defence to KCB's counter claim. The application of summary judgment by IKSB was dismissed by the Senior Assistant Registrar and IKSB filed in an appeal to the Judge in Chambers against the decision of the Senior Assistant Registrar. The summary judgment was obtained against KCB on 9 April 2004. However, KCB has filed in an appeal against the decision of the High Court Judge. The directors and solicitors are of the opinion that IKSB will not suffer any material loss in respect of the purported claim. There has been no development since 29 April 2004.

39. INTER-COMPANY/RELATED PARTIES TRANSACTIONS

Identity of Related Parties

For the purpose of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making of financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

The Group has related party relationships with the following parties:

Subsidiary companies (see Note 8)

Associated companies (see Note 9)

Companies in which certain Directors of the Company have substantial financial interests.

Notes To The Financial Statements

31 March 2009 (Cont'd)

39. INTER-COMPANY/RELATED PARTIES TRANSACTIONS (CONT'D)

In the normal course of business, the Group undertakes transactions with certain of its related parties listed above. Significant transactions with related parties other than those disclosed elsewhere in the financial statements are as follows:

	Company	
	2009 RM	2008 RM
Transactions with subsidiary companies:		
Brem Construction Sdn. Bhd.		
- billing on contract works	-	165,974
Harmony Property Sdn. Bhd.		
- billing on contract works	12,580,567	7,437,299
- interest charged received/receivable	461,729	442,992
Naga Istimewa Sdn. Bhd.		
- billing on contract works	19,040,509	29,784,738
- interest charged received/receivable	122,332	153,469
Intan Kemuncak Sdn. Bhd.		
- interest charged received/receivable	3,072	1,697
Cosmo-One Realty Sdn. Bhd.		
- interest charged received/receivable	236,545	333,132
PNG Water Limited		
- management fee received/receivable	102,285	90,000

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Transactions with related party in which certain Directors have substantial financial interests:				
Nikmat Maju Development Sdn. Bhd.				
- rental of premises paid/payable	150,000	150,000	75,000	75,000
Transactions with associated companies:				
NPO Builders Sdn. Bhd.				
- interest charged received/receivable	396,826	-	396,826	-
Bertam Alliance Berhad				
- dividend income	-	-	1,525,290	-
Transactions with the Directors of the Group and of the Company:				
Directors' fees	114,177	84,086	78,333	70,000
Directors' salaries and other emoluments	930,054	940,100	588,254	594,755
Transactions with person connected to a Director/substantial shareholder of the Company:				
Sales of property	-	452,000	-	-

Notes To The Financial Statements

31 March 2009 (Cont'd)

39. INTER-COMPANY/RELATED PARTIES TRANSACTIONS (CONT'D)

The Directors' fees, salaries and other emoluments of the Group are paid or payable to Datuk Yahaya Bin Shafie, Dato' Hj. Abu Sujak Bin Hj. Mahmud, Khoo Chai Kaa, Low Yew Hwa, Khoo Chai Thiam, Eng Bak Sing, Wong Miow Song, Khoo Hui Keam, Khoo Hui Giok, John Boo, Lee Pui Leng and John Wayne Smith.

The Directors' fees, salaries and other emoluments of the Company are paid or payable to Datuk Yahaya Bin Shafie, Dato' Hj. Abu Sujak Bin Hj. Mahmud, Khoo Chai Kaa, Low Yew Hwa, Khoo Chai Thiam, Wong Miow Song, Khoo Hui Keam and Khoo Hui Giok.

The Directors of the Group and of the Company are of the opinion that the above transactions have been entered into in the ordinary course of business and have been established under negotiated terms.

40. CAPITAL COMMITMENTS

	Group		Company	
	2009 RM	2008 RM	2009 RM	2008 RM
Commitment for investment in a subsidiary company	-	-	-	2,613,033

41. SEGMENTAL INFORMATION

Business Segments:

The Group is organised into four major segments:

- Civil engineering and construction
- Property development
- Property investments and investment holding
- Water supply and services

The Directors of the Group and of the Company are of the opinion that all inter-segment transactions have been entered into in the ordinary course of business and have been established under negotiated terms.

Notes To The Financial Statements

31 March 2009 (Cont'd)

41. SEGMENTAL INFORMATION (CONT'D)

Business Segments

	Civil engineering & construction RM	Property development RM	investments & investment holding RM	Property Water supply & services RM	Elimination RM	Consolidated RM
2009						
REVENUE						
External	36,484,257	20,624,058	5,203,920	52,577,994	-	114,890,229
Inter-segment	48,120	-	1,525,290	-	(1,573,410)	-
Total revenue	36,532,377	20,624,058	6,729,210	52,577,994	(1,573,410)	114,890,229
RESULT						
Segment results	2,878,394	4,731,513	2,077,086	19,112,648	(1,813,032)	26,986,609
Bad debts written off	-	-	-	-	-	(52,967)
Finance costs	(77,539)	(428,473)	(248,141)	(5,376,493)	239,622	(5,891,024)
Share of results of associated companies	-	2,345,462	-	-	-	2,345,462
Taxation	-	-	-	-	-	(5,552,219)
Minority interests	-	-	-	-	-	(4,358,986)
Profit attributable to shareholders						13,476,875
OTHER INFORMATION						
Segment assets	43,021,004	122,163,414	139,243,984	167,907,095	(5,933,400)	466,402,097
Associated companies	-	-	-	-	-	56,433,441
Unallocated corporate assets	-	-	-	-	-	13,521,393
Consolidated total assets						536,356,931
Segment liabilities	25,444,510	1,201,133	3,228,354	9,150,746	-	39,024,743
Unallocated corporate liabilities	-	-	-	-	-	78,859,834
Consolidated total liabilities						117,884,577
Capital expenditure	104,700	16,849	19,456,450	-	(48,120)	19,529,879
Depreciation and amortisation	501,395	45,483	1,624,088	14,698,752	-	16,869,718
Non cash expenses other than depreciation and amortisation	2,001	-	-	-	-	2,001

Notes To The Financial Statements

31 March 2009 (Cont'd)

41. SEGMENTAL INFORMATION (CONT'D)

Business Segments

	Civil engineering & construction RM	Property development RM	investments & investment holding RM	Property Water supply & services RM	Elimination RM	Consolidated RM
2008						
REVENUE						
External	51,919,215	26,324,265	3,024,409	48,260,408	-	129,528,297
Inter-segment	5,885,280	-	-	-	(5,885,280)	-
Total revenue	57,804,495	26,324,265	3,024,409	48,260,408	(5,885,280)	129,528,297
RESULT						
Segment results	5,936,217	6,451,577	1,882,418	21,477,697	(5,885,280)	29,862,629
Allowance for doubtful debts	-	-	-	-	-	(2,279,990)
Bad debts written off	-	-	-	-	-	(1,749,525)
Gain on disposal of investment property	-	-	-	-	-	27,752,843
Finance costs	(484,975)	(322,133)	(342,774)	(5,357,153)	-	(6,507,035)
Share of results of associated companies	-	1,168,463	-	-	-	1,168,463
Taxation	-	-	-	-	-	(4,830,031)
Minority interests	-	-	-	-	-	(6,032,797)
Profit attributable to shareholders						37,384,557
OTHER INFORMATION						
Segment assets	70,202,099	121,681,867	115,298,463	177,086,687	(5,885,280)	478,383,836
Associated companies	-	-	-	-	-	55,409,841
Unallocated corporate assets	-	-	-	-	-	11,777,152
Consolidated total assets						545,570,829
Segment liabilities	35,945,500	2,471,033	1,243,442	12,311,925	-	51,971,900
Unallocated corporate liabilities	-	-	-	-	-	91,692,251
Consolidated total liabilities						143,664,151
Capital expenditure	93,946	30,203,229	710,637	8,382,388	(5,885,280)	33,504,920
Depreciation and amortisation	901,292	68,474	172,654	10,110,186	-	11,252,606
Non cash expenses other than depreciation and amortisation	4,002	4	64	-	-	4,070

Geographical Segments:

The Group operates in three principal geographical areas, Malaysia, Papua New Guinea and The People's Republic of China. In Malaysia, the Group's areas of operation are principally civil engineering and construction, property development, property investments and investment holding. In Papua New Guinea, the Group's areas of operation are water supply and services, and civil engineering and construction. In The People's Republic of China, the Group's areas of operation are property development and investment holding.

41. SEGMENTAL INFORMATION (CONT'D)

	Revenue From External Customers by Geographical Market		Carrying Amount of Segment Assets		Additional Capital Expenditure	
	2009	2008	2009	2008	2009	2008
	RM	RM	RM	RM	RM	RM
Malaysia	62,312,235	77,619,149	291,834,351	295,558,502	19,529,879	24,411,267
The PR of China	-	54,840	5,388,853	2,023,394	-	700,637
Papua New Guinea	52,577,994	51,854,308	169,178,893	180,801,940	-	8,393,016
	114,890,229	129,528,297	466,402,097	478,383,836	19,529,879	33,504,920

42. WARRANTS

On 25 November 2004, the Company issued 38,952,928 warrants in conjunction with the Rights Issue exercise.

The warrants are constituted under the Deed Poll dated 4 October 2004 and each warrant is convertible into one ordinary share of RM1 each at the exercise price of RM1.20 per share. The warrants are valid for a period of five years and shall expire on 24 November 2009.

During the financial year, 800 (2008 - none) of the warrants has been exercised and the total number of warrants remain unexercised is 38,947,128 warrants (2008 - 38,947,928 warrants) as at the balance sheet date.

43. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

- On 16 September 2008 and 13 October 2008, the Company has increased its investment by RM2,511,547 and RM349,400 on the respective date to RM4,860,946 in its wholly owned subsidiary company, Brem Zhuhai Investment Limited.
- On 20 March 2009, the Company has subscribed additional 8,000,000 and 15,000,000 ordinary shares of RM1.00 each in its wholly owned subsidiary companies, Cosmo-One Realty Sdn. Bhd. and Naga Istimewa Sdn. Bhd. by capitalising of amount due by the subsidiary companies of RM8,000,000 and RM15,000,000 respectively. The equity interests of the Company in both subsidiary companies remain unchanged.
- During the financial year, the Company has issued an additional 800 ordinary shares of RM1 each under Warrants conversion at an exercise price of RM1.20 per share.

44. SIGNIFICANT EVENTS AFTER THE FINANCIAL YEAR

- On 2 April 2009, the Company has reduced its investment by RM2,739,688 to RM2,121,258 in its wholly owned subsidiary company, Brem Zhuhai Investment Limited.
- Subsequent to the financial year, the Company repurchased 322,000 of its issued ordinary shares from open market at an average price of RM1.23 per share. The total consideration paid for the repurchase including transaction costs was RM397,649 and this was financed by internally generated funds. The shares repurchased are being held as treasury shares in accordance with Section 67A of the Companies Act, 1965.
- Subsequent to the financial year, the Company has issued an additional 1,200 ordinary shares of RM1 each under Warrants conversion at an exercise price of RM1.20 per share.

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial Risk Management Objectives And Policies

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

Interest Rate Risk

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing assets and liabilities.

The Group manages its interest rate exposure by maintaining a prudent mix of fixed and floating rate borrowings. The Group actively reviews its debt portfolio, taking into account the level and nature of borrowings.

Foreign Currency Risk

The Group is exposed to foreign currency risk arising from investments in foreign subsidiary companies of which the assets and liabilities are denominated in Kina and RMB.

The Group maintains a natural hedge, whenever possible, by borrowing in the currency of the country in which these investments are located or by borrowing in currencies that match the future revenue stream to be generated from its investments.

Liquidity Risk

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash and cash equivalents to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities of a reasonable level to its overall debt position. As far as possible, the Group raises committed funding from financial institutions and prudently balances its portfolio with some short term funding so as to achieve overall cost effectiveness.

Credit Risk

Credit risk, or the risk of counterparties defaulting, is controlled by the application of credit approvals, limits and monitoring procedures. Credit risks are minimised and monitored via strictly limiting the Group's associations to business partners with high creditworthiness. Trade receivables are monitored on an ongoing basis via the Group's management reporting procedures.

As at 31 March 2009, certain trade receivables of the Group have exceeded their normal trade credit terms. However, the Group do not anticipate the carrying amounts recorded at the balance sheet date to be significantly different from the values that will eventually be received.

As at 31 March 2009, there is no significant concentration credit risk other than trade debts relating to a major customer who accounted for approximately 38 percent of the total trade receivables of the Group.

The maximum credit risk associated with recognised financial assets is the carrying amount shown in the balance sheet.

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

Fair Values

All financial assets and financial liabilities are carried at the amounts approximating their values after taking into consideration the nature and terms of the assets and liabilities. The Group does not anticipate the carrying amounts recorded at the balance sheet date to be significantly different from the values that would eventually be received or settled except for the followings:

	Group		Company	
	Carrying amount RM	Fair value RM	Carrying amount RM	Fair value RM
Financial assets				
At 31 March 2008				
Other investments				
- unquoted investment	595,445	#	-	-
At 31 March 2009				
Other investments				
- unquoted investment	5,595,445	#	5,000,000	-
Financial liabilities				
At 31 March 2008				
Contingent liabilities	1,178,506	*	56,124,096	*
At 31 March 2009				
Contingent liabilities	1,607,462	*	52,943,235	*

It is not practicable to estimate the fair value of the unquoted investment due to lack of quoted prices and the inability to estimate the fair value without incurring excessive costs.

* It is not practicable to estimate the fair value of contingent liabilities reliably due to the uncertainties of timing, cost and eventual outcome.

The fair value of the quoted investment is estimated based on quoted market price.

Analysis Of Shareholdings

as at 07 August, 2009

SHARE CAPITAL

Authorised share capital	:	RM250,000,000.00
Issued and fully paid-up capital	:	RM123,552,784
Class of shares	:	Ordinary shares of RM1 each
Voting rights	:	1 vote per share

ANALYSIS BY SIZE OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares held	%
1 to 99	41	1.03	1,148	0.00
100 to 1,000	975	24.41	935,050	0.77
1,001 to 10,000	2,469	61.80	9,563,930	7.88
10,001 to 100,000	441	11.04	11,817,952	9.74
100,001 and below 5% of issued shares	64	1.60	44,685,930	36.81
5% and above of issued shares	5	0.12	54,374,474	44.80
TOTAL	3,995	100.00	121,378,484	100.00

LIST OF THIRTY LARGEST SHAREHOLDERS

NO.	NAME	SHAREHOLDINGS	%
1	BREM PROPERTIES SDN BHD	16,712,982	13.77
2	KHOO CHAI KAA	16,394,892	13.51
3	LEMBAGA TABUNG HAJI	7,866,600	6.48
4	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR BREM PROPERTIES SDN BHD	7,000,000	5.77
5	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR WAWASAN EKUITI SDN BHD	6,400,000	5.27
6	WAWASAN EKUITI SDN BHD	4,985,998	4.11
7	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PHEIM ASSET MANAGEMENT SDN BHD FOR EMPLOYEES PROVIDENT FUND	4,296,400	3.54
8	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR CLASSICAL GLORY SDN BHD	2,550,000	2.10
9	HDM NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR LIM LEE LING	2,393,100	1.97
10	BOND RESOURCES SDN BHD	2,360,100	1.94

LIST OF THIRTY LARGEST SHAREHOLDERS (CONT'D)

NO.	NAME	SHAREHOLDINGS	%
11	MAYBAN NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR LOW YEW HWA	1,961,910	1.62
12	DATO' YAP SUAN CHEE	1,959,000	1.61
13	CLASSICAL GLORY SDN BHD	1,852,836	1.53
14	WAWASAN EKUITI SDN BHD	1,719,500	1.42
15	HDM NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR BOND RESOURCES SDN. BERHAD	1,557,500	1.28
16	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR KHOO CHAI THIAM	1,200,000	0.99
17	KHOO CHAI THIAM	1,152,886	0.95
18	HDM NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR YAU KIM HIAN	1,149,500	0.95
19	LU, CHIEN-CHUN	1,097,000	0.90
20	KOPERASI JAYADIRI MALAYSIA BERHAD	1,000,000	0.82
21	BOND RESOURCES SDN. BERHAD	971,700	0.80
22	YEOH KEAN HUA	800,000	0.66
23	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR LEE TECK YUEN	729,800	0.60
24	LOW SUAN KONG	621,400	0.51
25	MEPRO HOLDINGS BERHAD	605,300	0.50
26	HUANG, CHUNG-KO ALSO KNOWN AS GREG HUANG	512,500	0.42
27	WONG HUANG, TSUI-CHUAN	512,500	0.42
28	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR BRYAN NICHOLAS LEE MUN HEI	504,500	0.42
29	M.I.T NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR TENG SIEW KEAN	475,500	0.39
30	KEK LIN SIANG	471,300	0.39
		91,814,704	75.64

Analysis Of Shareholdings

as at 07 August, 2009 (Cont'd)

SUBSTANTIAL SHAREHOLDERS

(as shown in the register of substantial shareholders)

Name of Substantial Shareholders	No. of Ordinary Shares of RM1 each			
	Direct	%	Indirect	%
1. Khoo Chai Kaa	16,394,892	13.51	23,712,982	19.54
2. Lee Lei Choo	-	-	40,107,874	33.04
3. Wawasan Ekuiti Sdn. Bhd.	13,105,498	10.80	-	-
4. Musa Bin Abas	108,000	0.09	17,508,334	14.42
5. Tan Joo Keng	28,952	0.02	23,712,982	19.54
6. Brem Properties Sdn. Bhd.	23,712,982	19.54	-	-
7. Norhayati Binti Ali Polah	-	-	13,105,498	10.80

STATEMENT OF DIRECTORS' SHAREHOLDINGS

Directors' Name	No. of Ordinary Shares of RM1 each			
	Direct	%	Indirect	%
The Company:-				
Datuk Yahaya bin Shafie	-	-	-	-
Khoo Chai Kaa	16,394,892	13.51	23,712,982	19.54
Khoo Chai Thiam	2,657,886	2.19	-	-
Low Yew Hwa	1,961,910	1.62	-	-
Wong Miow Song	-	-	-	-
Dato' Hj. Abu Sujak Bin Hj. Mahmud	-	-	-	-
Khoo Hui Keam	-	-	-	-
Khoo Hui Giok	-	-	-	-

By virtue of his interest in shares in the Company, Mr. Khoo Chai Kaa is also deemed to be interested in the shares in all subsidiaries to the extent that the Company has an interest.

Directors' Name	No. of Ordinary Shares of RM1 each			
	Direct	%	Indirect	%
Subsidiary Companies:-				
Harmony Property Sdn. Bhd.				
Low Yew Hwa	250,000	5.00	-	-
No. of Ordinary Shares of HK\$1 each				
Brem Oversea Investments Pte. Limited				
Low Yew Hwa	600,000	5.00	-	-
No. of Ordinary Shares of K1 each				
Brem Maju (PNG) Limited				
Low Yew Hwa	1	0.0004	-	-
Khoo Chai Kaa	1	0.0004	-	-

Analysis Of Warrantholdings

as at 07 August, 2009

Type of securities : Warrants 2004/2009 (“Warrants”)
 Voting rights : 1 vote per warrant in respect of a meeting of Warrant Holders

ANALYSIS BY SIZE OF WARRANTHOLDINGS

Size of Warrantholdings	No. of Holders	%	No. of Warrants held	%
1 to 99	12	0.74	722	0.00
100 to 1,000	656	40.24	493,410	1.27
1,001 to 10,000	634	38.90	2,506,232	6.44
10,001 to 100,000	271	16.63	10,410,100	26.73
100,001 and below 5%	55	3.37	16,733,900	42.98
OVER 1,000,000	2	0.12	8,792,564	22.58
TOTAL	1,630	100.00	38,936,928	100.00

LIST OF THIRTY LARGEST WARRANTHOLDERS

NO.	NAME	WARRANTHOLDINGS	%
1	KHOO CHAI KAA	5,464,964	14.04
2	BREM PROPERTIES SDN BHD	3,327,600	8.55
3	MARY LIM HOOI SEE	1,414,700	3.63
4	SEIK YEE KOK	1,240,600	3.19
5	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR BREM PROPERTIES SDN BHD	1,200,000	3.08
6	LIM JIT HAI	1,019,400	2.62
7	LIM AH LEONG	667,800	1.72
8	DATO' YAP SUAN CHEE	653,000	1.68
9	MAYBAN SECURITIES NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR LOOI LEE YEE	600,000	1.54
10	LOW LAP SHENG	500,000	1.28
11	LIM PHEE LIN	430,000	1.10
12	CHIA KOOI SEONG	423,400	1.09
13	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR CHEAH BOON HO	420,300	1.08

Analysis Of Warrantholdings

as at 07 August, 2009 (Cont'd)

LIST OF THIRTY LARGEST WARRANTHOLDERS (CONT'D)

NO.	NAME	WARRANTHOLDINGS	%
14	ALLIANCEGROUP NOMINEES (ASING) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR LEE CHIN WENG	406,200	1.04
15	MAYBAN NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : AVENUE INVEST BERHAD FOR KUMPULAN WANG SIMPANAN PEKERJA	390,000	1.00
16	AFFIN NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR HAN KIN SEW	350,000	0.90
17	GOH AH KIM	300,000	0.77
18	LEW YOW WAI	300,000	0.77
19	LIM AH LEONG	300,000	0.77
20	QUEK PHAIK IM	295,000	0.76
21	MAYBAN NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR CHOOI WAN YUET	280,000	0.72
22	SIM BENG MOE	261,500	0.67
23	LIM HING FUN @ LIM KHENG HO	250,000	0.64
24	TAN KAH HIN	249,500	0.64
25	CHU CHOA YEW	240,000	0.62
26	QUEK PHAIK IM	240,000	0.62
27	PUBLIC NOMINEES (TEMPATAN) SDN BHD BENEFICIARY : PLEDGED SECURITIES ACCOUNT FOR TAN SIN JIE	205,000	0.53
28	OOI IN AUN	200,000	0.51
29	LAW KIM CHAI	180,000	0.46
30	ONG JOO BENG	176,800	0.45
		21,985,764	56.47

Properties Held by the Brem Group of Companies

Location	Description/ Existing use	Date of acquisition	Area	Tenure/Age of building	Net book value as at 31 March 2009 RM '000
BREM HOLDING BERHAD					
PT 19658-19698, 19869-19870, 19873, 19927-20035, 20040-20052 Mukim of Sungai Pasir, District of Kuala Muda, Kedah Darul Aman.	Development land - vacant	07/01/1994	24.46 acres	Freehold	33,473
PT 4657-4660, 4663, 4667-4669, 4672-4674, 4678-4684, 4688-4700, 4704-4706, 4724, Mukim of Pinang Tunggal, District of Kuala Muda, Kedah Darul Aman.	Development land - vacant	07/01/1994	84.33 acres	Freehold	6,023
COSMO-ONE REALTY SDN BHD					
Lot 7, Jalan 222, Petaling Jaya, Selangor Darul Ehsan.	Factory building for rental	04/09/1996	1.21 acres	Leasehold (Expiring on 20/07/2065)	9,229
NAGA ISTIMEWA SDN BHD					
PT 14218, 14221 & 14222, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan.	Investment property	26/10/1995	3.33 acres	Leasehold Expiring on 01/08/2095	117,721
HARMONY PROPERTY SDN BHD					
Lot No. 2494, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan.	Development land - vacant	10/10/1995	1.97 acres	Freehold	1,050
Lot No. 2521, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan.	Development land - vacant	17/11/1995	1.97 acres	Freehold	1,629
Lot No. 2876, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan.	Property under development	12/10/2002	2.91 acres	Freehold	4,290

Properties Held by the Brem Group of Companies (Cont'd)

Location	Description/ Existing use	Date of acquisition	Area	Tenure/Age of building	Net book value as at 31 March 2009 RM '000
HARMONY PROPERTY SDN BHD (CONT'D)					
Lot No. 2863, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan.	Development land - vacant	15/12/2003	1.27 acres	Freehold	1,201
Lot No. 3696, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan.	Development land - vacant	31/03/2005	4.41 acres	Freehold	3,614
Lot No. 2865 & 2867, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan.	Development land - vacant	31/03/2005	5.06 acres	Freehold	3,716
Lot No. 2868 - 2870, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan.	Development land - vacant	31/03/2005	5.94 acres	Freehold	4,979
Lot No. 2519, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan.	Development land - vacant	31/03/2005	2.03 acres	Freehold	1,660
Lot No. 2520, 2522, 2495 & 2496, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan.	Development land - vacant	31/03/2005	7.91 acres	Freehold	5,445
BREM MAJU SDN BHD					
Lot 4649, WCS 5, Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan. (WC 23, Antah Tower, Off Jalan Kuching, 51200 Kuala Lumpur)	Single bedroom apartment for rental	03/11/1986	58.71 sq m.	Freehold Age: 22½ years	85
BREM MAJU (PNG) LIMITED					
Allotment 2, Section 516, Waigani Drive, Hohola, NCD, Papua New Guinea.	3-storey residential house	15/03/2003	0.06 acre	Leasehold (Expiring on 28/05/2095)	319

Properties Held by the Brem Group of Companies (Cont'd)

Location	Description/ Existing use	Date of acquisition	Area	Tenure/Age of building	Net book value as at 31 March 2009 RM '000
TITI KAYA SDN BHD					
PT 27609-PT 27611, Mukim of Kapar, District of Klang, Selangor Darul Ehsan.	Development land - vacant	21/10/1995	12.30 acres	Freehold	2,847
PT 27612 & PT 41705 (Formerly as Grant 30380, Lot 84), Mukim of Kapar, District of Klang, Selangor Darul Ehsan.	Development land - vacant	30/12/1996 09/05/1997	161.57 acres	Freehold	19,465
ENG ANN REALTY CO. (KLANG) SDN BHD					
Lot No. 3328-3330, 2900 & PT 252 (Formerly 3325), Mukim of Bukit Raja, District of Klang, Selangor Darul Ehsan.	Development land - vacant	10/06/1994	4.70 acres	Freehold	3
Lot 6469 & 1674, Mukim of Bukit Raja, District of Klang, Selangor Darul Ehsan.	Development land - vacant	10/01/1994	0.1 acre	Freehold	6
Lot 15375 & 15377, Mukim of Kapar, District of Klang, Selangor Darul Ehsan.	Property under development and vacant land	10/01/1994	12.23 acres	Freehold	7
PT 27612 & PT 41705 (Formerly as Grant 30380, Lot 84), Mukim of Kapar, District of Klang, Selangor Darul Ehsan.	Development land - vacant	10/06/1994	109.71 acres	Freehold	200

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BREM HOLDING BERHAD (66756-P)
Incorporated in Malaysia

Proxy Form

28th Annual General Meeting

I/We _____

of _____

being a Member/Members of BREM HOLDING BERHAD hereby appoint _____

of _____

or failing him/her _____

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 Twenty-Eighth Annual General Meeting of the Company, to be held at Crown Hall, 1st Floor, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 September 2009, at 10.30 a.m. and at any adjournment thereof.

**(strike out whichever is not desired)*

(Should you desire to direct your Proxy as to how to vote on the Resolutions set out in the Notice of Meeting, please indicate with an "X" in the appropriate space. Unless otherwise instructed, the Proxy may vote or abstain from voting at his discretion)

No.	Resolutions	For	Against
1.	To receive the Audited Financial Statements		
2.	To declare a First and Final dividend of 5% less income tax of 25%		
3.	To approve Directors' fees		
4.	Re-election of Mr. Low Yew Hwa as Director		
5.	Re-election of Mr. Khoo Chai Thiam as Director		
6.	Re-appointment of Dato' Hj. Abu Sujak Bin Mahmud as Director		
7.	To re-appoint Messrs. Sha, Tan & Co. as Auditors of the Company		
8.	Resolution pursuant to Section 132D of the Companies Act, 1965		
9.	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions		
10.	Proposed Renewal of Authority For Share Buy-Back		

Signed this _____ day of _____ 2009

No. of Shares Held	
CDS Account No	
Tel No. (during office hours)	

Signature

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3. In the case of a corporate body, the proxy appointed must be in accordance with the Memorandum and Articles of Association, and the instrument appointing a proxy shall be given under the Company's Common Seal or under the hand of an officer or attorney duly authorised.
4. The Form of Proxy must be deposited at the Company's Registered Office at 3rd Floor, BREM House, Crystal Crown Hotel, No. 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for the meeting or any adjournment thereof.

Fold this flap for sealing

Then fold here

Affix
Stamp
Here

The Company Secretary
BREM HOLDING BERHAD (66756-P)
3rd Floor, BREM House
Crystal Crown Hotel
No. 12, Lorong Utara A
Off Jalan Utara
46200 Petaling Jaya
Selangor Darul Ehsan

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BREM HOLDING BERHAD

(66756-P)

3rd Floor, BREM House
Crystal Crown Hotel
No. 12, Lorong Utara A
Off Jalan Utara
46200 Petaling Jaya
Selangor Darul Ehsan