



notice of ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of Crescendo Corporation Berhad will be held at Ballroom 1, Level 2, Hotel Nikko Kuala Lumpur, 165 Jalan Ampang 50450 Kuala Lumpur on 17th July, 2000 at 10.30 a.m. to transact the following business :-

1. To receive and adopt the Directors' Report and the Audited Accounts for the year ended 31 January, 2000 together with the Auditors' Report thereon. *(Resolution 1)*

2. To declare a final dividend of 3% less 28% income tax for the year ended 31 January, 2000. *(Resolution 2)*

3. To approve the payment of Directors' fees. *(Resolution 3)*

4. To re-appoint the following Directors pursuant to Section 129(6) of the Companies Act, 1965 :

Datuk Haji Mohd. Zamani bin Samah *(Resolution 4)*

Mdm. Loo Geok Eng *(Resolution 5)*

5. To re-elect the following Directors retiring in accordance with Article 80 of the Articles of Association of the Company :

Mr. Yeo Jon Tian @ Eeyo Jon Thiam *(Resolution 6)*

Mr. Mathew K. Mathai *(Resolution 7)*

6. To re-appoint M/s C S Tan & Associates as Auditors of the Company and authorise the Directors to fix their remuneration. *(Resolution 8)*

7. As Special Business, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:- *(Resolution 9)*

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval of the relevant governmental / regulatory bodies, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as they may deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the total issued capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

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

notice of ANNUAL GENERAL MEETING *cont'd*



NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN that, subject to the approval of the shareholders at the Fourth Annual General Meeting, the final dividend of 3% less 28% income tax for the year ended 31 January, 2000 will be paid on 29 September 2000 to Depositors registered in the Record of Depositors on 8 September 2000.

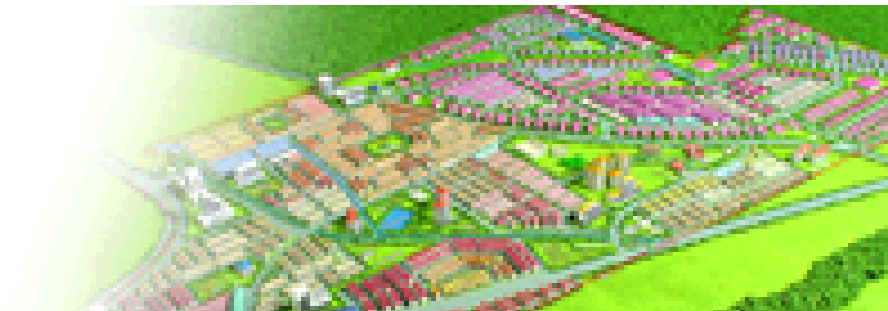
A Depositor shall qualify for entitlement only in respect of :-

- (a) shares transferred into the Depositor's Securities Account before 12.30 p.m. on 8 September 2000 in respect of ordinary transfers;
- (b) shares bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

By Order of the Board

CHONG FOOK SIN
NG KAM MAY
Company Secretaries

Kuala Lumpur
30 May, 2000



NOTES:

(1) Proxy-

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. To be valid, the proxy form duly completed must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the meeting. If the appointor is a corporation, this form must be executed under its common seal or under the hand of its attorney.

(2) Resolution 9-

The Company is actively pursuing business opportunities in prospective areas so as to broaden the operating base and earnings potential of the Company. Such expansion plans may require the issue of new shares not exceeding 10 per cent (10%) of the Company's issued share capital. With the passing of the resolution by the shareholders at the forthcoming Annual General Meeting, the Directors would avoid delay and cost of convening further general meetings to approve the issue of shares for such purposes.



corporate INFORMATION

BOARD OF DIRECTORS

Datuk Haji Mohd. Zamani Bin Samah	(Chairman)
Gooi Seong Lim	(Managing Director)
Gooi Seong Heen	(Executive Director)
Loo Geok Eng (f)	(Executive Director)
Gooi Seong Chneh	(Executive Director)
Gooi Seong Gum	(Executive Director)
Gooi Seow Mee (f)	(Executive Director)
Yeo Jon Tian @ Eeyo Jon Thiam	(Independent Non-Executive Director)
Mathew K. Mathai	(Independent Non-Executive Director)

AUDIT COMMITTEE

Mathew K. Mathai	(Chairman)
Gooi Seong Heen	(Member)
Yeo Jon Tian @ Eeyo Jon Thiam	(Member)

SECRETARIES

Chong Fook Sin (LS 0083)
Ng Kam May (MAICSA 7020575)

REGISTERED OFFICE

3rd Floor, Wisma Low Kim Her,
225/227, Jalan Tun Sambanthan,
50470 Kuala Lumpur
Tel: 03-2274 4372 Fax: 03-2274 3742

REGISTRARS

Tacs Corporation Sdn.Bhd.
3rd Floor, Wisma Low Kim Her,
225/227, Jalan Tun Sambanthan,
50470 Kuala Lumpur
Tel: 03-2274 4372 Fax: 03-2274 3742

AUDITORS

C S Tan & Associates
Public Accountants
Wisma TCS, No 8M,
Jalan Tun Abdul Razak (Susur 3),
80200 Johor Bahru, Johor Darul Takzim

PRINCIPAL BANKERS

OCBCBank (Malaysia) Berhad
Malayan Banking Berhad

STOCK EXCHANGE LISTING

The Main Board of the
Kuala Lumpur Stock Exchange



board of
DIRECTORS



Sitting from left to right

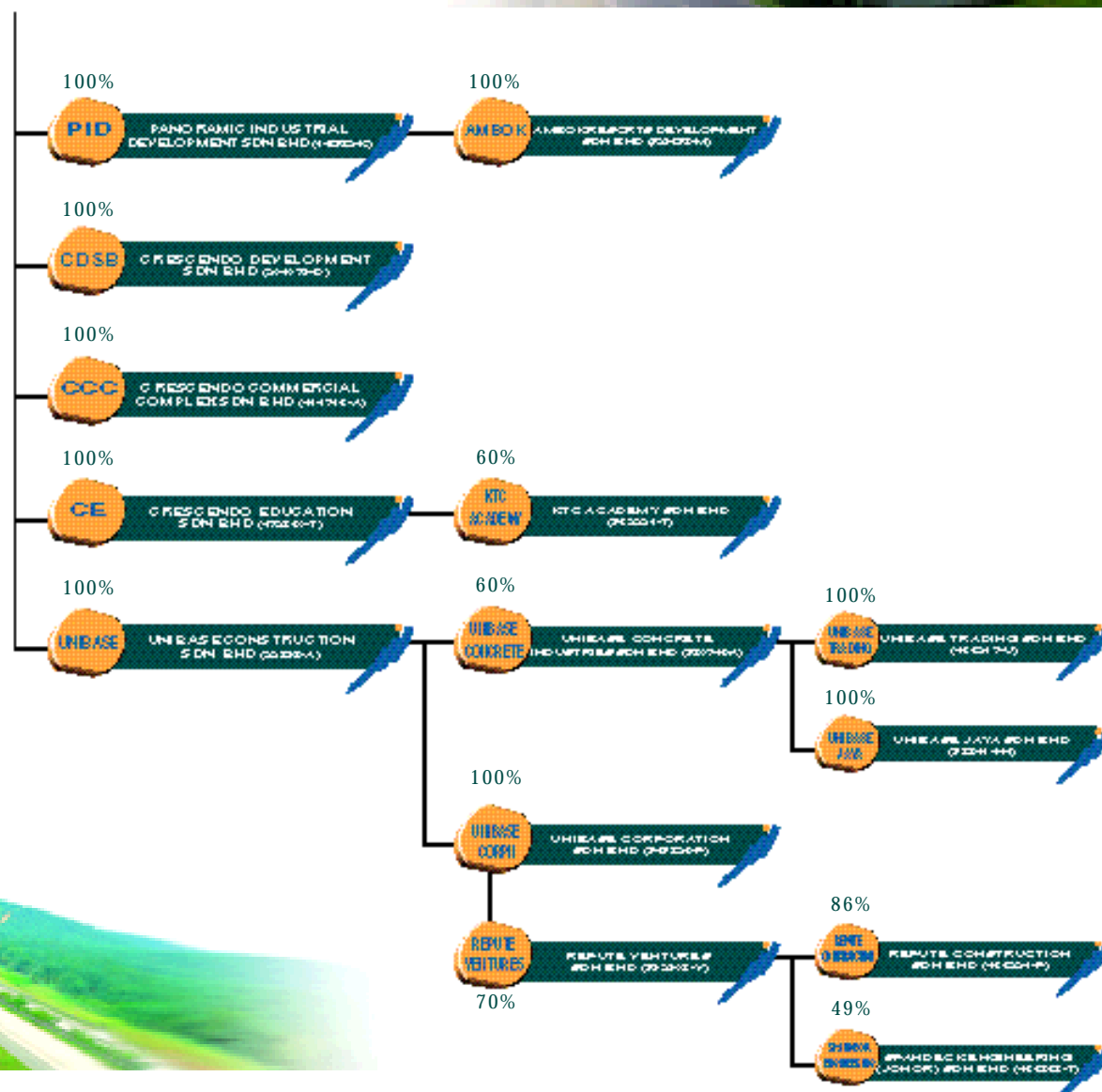
Gooi Seong Lim (*Managing Director*), Yeo Jon Tian @ Eeyo Jon Thiam
Datuk Haji Mohd. Zamani Bin Samah (*Chairman*), Mathew K. Mathai, Loo Geok Eng

Standing from left to right

Gooi Seong Gum, Gooi Seong Chneh, Gooi Seow Mee
Gooi Seong Heen, Chong Fook Sin (*Company Secretary*)



group STRUCTURE



audit COMMITTEE



Chairman of Audit Committee : Mathew K.Mathai - Chairman (Independent Non-Executive Director)

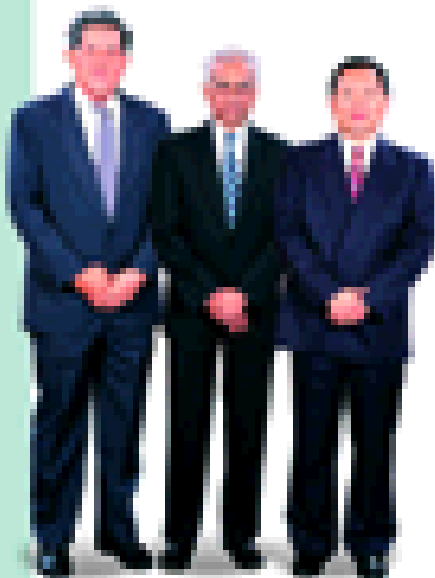
Members : Yeo Jon Tian @ Eeyo Jon Thiam (Independent Non-Executive Director)
: Gooi Seong Heen (Executive Director)

TERMS OF REFERENCE

- a) To meet independently of the Board; such meetings to be held no less than two times during the company's financial year
- b) To assist the Board in the discharge of certain of their statutory responsibilities
- c) To provide a forum for the non-executive directors to understand the company's business and operations and thereby enabling them to play a more active role on the Board
- d) To increase the objectivity and independence of the external auditors by providing a forum for discussion, independent of senior management
- e) To establish an environment of effective accounting system and internal controls and corporate reporting

DUTIES AND RESPONSIBILITIES INCLUDE

- a) To review the maintenance of an effective accounting system and controls in the business process
- b) To review the company's accounting policies and reporting requirements to ensure compliance with the relevant laws and standards
- c) To assess the adequacy of management reporting
- d) To review company 'morality' and compliance with relevant law and listing requirements
- e) To review the scope of the external audit to ensure no unjustified restrictions are imposed by management
- f) To review the assistance given by the company's officers to the external auditors
- g) To recommend the appointment and remuneration of external auditors
- h) To liaise directly between the external auditors, the management and the Board as a whole, particularly with regard to the audit plan and audit report
- i) To review the findings of the external auditors on internal controls and other audit comments
- j) To review the financial statements and annual reports prior to submission to the Board



Crescendo

Corporation Berhad

(Company No:359750-D)





chairman's STATEMENT

On behalf of the Board of Directors of
Crescendo Corporation Berhad,

I am pleased to present to you the Annual
Report and Audited Accounts for the
financial year ended **31 January 2000.**



RESULTS

The Group recorded a drop in turnover and profit before tax and exceptional items ("PBT") from RM77.3 million and RM29.2 million in the year ended 1999 to RM62.2 million and RM20.0 million respectively in the financial year ended 31 January 2000. This represents a drop of 19.5% in turnover and 31.5% in PBT as compared to the last financial year. However in the year under review, the Group has recorded an impressive increase in turnover and PBT over the four consecutive quarters. The turnover and PBT has increased from RM4.1 million and RM1.2 million in the first quarter ended 30 April 1999 to RM31.5 million and RM11.5 million in the fourth quarter ended 31 January 2000 respectively.

The drop in turnover is mainly attributable to the decline in the sales of residential property. As a result of the economic downturn since mid 1997, the Group adopted a conservative policy to freeze all new building works and launches in 1998 and concentrated on selling the remaining stock. During the successful "Home Ownership Campaign 1" launched in late December 1998, nearly all the Group's completed residential houses were sold. As a result the Group did not have many residential units (except for low cost flats) for sale in the financial year 2000. This has resulted in a drop in the turnover from residential property operations from RM49.2 million in the financial year 1999 to RM7.3 million in the financial year 2000.

However due to the improving property market sentiment and the successful "Home Ownership Campaign 2" launched in late October 1999, the sharp decline in turnover from residential property operations was cushioned by the increase in turnover of RM20.1 million from the industrial property operations as compared to the earlier financial year. The improving property market sentiment is attributable to the stabilisation and progressively recovering Malaysian economy, the availability of end financing and the low interest rate.

The drop in operating profit margin from 37.9% to 32.2% was mainly due to higher discounts offered since the second half of the financial year 1999 to promote sales of the Group's properties.

DIVIDEND

The Board is pleased to recommend a final dividend of 3% less tax (1999: 3% less tax), making a total dividend of 5% less tax (1999: 5% less tax) for the financial year ended 31 January, 2000.

REVIEW OF BUSINESS ACTIVITIES

INDUSTRIAL PROPERTY DEVELOPMENT

The industrial property operation has recorded a turnover of RM43.3 million in the year under review as compared to RM23.2 million in the previous financial year. This represents an increase in turnover of RM20.1 million or 86.6%. The significant increase in turnover is partly due to the successful "Home Ownership Campaign 2" and the improvement in the property market.

Industrial property operation has contributed 69.6% to the Group's turnover as compared to only 30.0% in the last financial year.

The Group expects industrial property operation to remain as the core earning contributor for the financial year ending 31 January 2001. Potential industrial property buyers will be more confident in the financial viability of their capital expansion plans in view of the general consensus that the Malaysian economy is already on the road of recovery.

chairman's STATEMENT *cont'd*



RESIDENTIAL AND COMMERCIAL DEVELOPMENT

The residential property operation has recorded a turnover of RM7.3 million in the year under review as compared to RM49.2 million in the previous financial year. This represents a drop in turnover of RM41.9 million or 85%. The sharp drop in turnover is mainly due to the depletion of its residential property stock after the "Home Ownership Campaign 1" which ended in January 1999 and no new launches in the financial year 2000 in view of the overall soft sentiments in the residential property sector.

We will be concentrating on the low medium and medium cost residential properties in the financial year ending 31 January 2001.

CONSTRUCTION

The Group's subsidiary company Repute Construction Sdn Bhd was activated in 1999 to undertake 3 new school projects with a total contract value of RM 13.6 million. One of the school projects amounting to RM1.1 million was completed in late 1999 and the remaining 2 projects are expected to be completed within 2 years'time.

DEVELOPMENT AND PROSPECTS

The property market for the higher end residential houses, commercial property and shophouses is expected to remain soft due to current oversupply. The industrial and medium to low cost residential property market is expected to benefit from the attractive housing and other loan schemes offered by financial institutions. In view of the above, the Group will be concentrating on selling the remaining industrial property stock of semi-detached factories and terrace factories. The Group will be launching 312 units of low medium cost flats in early 2000, 7 units of detached factories in the middle of 2000 and 117 units of double storey terrace houses in the second half of 2000.

The Group is constantly identifying suitably located development lands at reasonable prices for acquisition with a view to expand its landbank.

Barring any unforeseen circumstances, the Board expects the Group performance for the financial year ending 31 January, 2001 to be satisfactory.

YEAR 2000 COMPLIANCE

The Group did not experience any Y2K related problems when we crossed over to year 2000 as we have taken adequate corrective action to rectify any potential hardware and software problems. The total cost to address the above problem was RM55,000.

APPRECIATION

On behalf of the Board, I wish to express my appreciation to the Management and Staff for their loyal and dedicated service and to various government authorities and agencies, bankers, customers and business associates for their co-operation and continued support.

Finally, I would also like to thank my fellow Board members for their support and the shareholders for their confidence in the Board and Management of the Group.

Datuk Haji Mohd. Zamani Bin Samah
Chairman
Johor Bahru, Johor





penyata PENGGERUSI

Bagi pihak Lembaga Pengarah

Crescendo Corporation Berhad,

Saya dengan sukacitanya menyampaikan kepada tuan-tuan Laporan Tahunan dan Akaun Teraudit bagi tahun kewangan berakhir **31 Januari 2000.**



Crescendo
Corporation Berhad
(Company No:359750-D)

KEPUTUSAN

Kumpulan mencatat kejatuhan dalam jumlah dagangan dan keuntungan sebelum cukai dan perkara terkecuali ("PBT") daripada RM 77.3 juta dan RM29.2 juta pada tahun berakhir 1999 masing-masing kepada RM62.2 juta dan RM20.0 juta dalam tahun kewangan berakhir 31 Januari 2000. Ini merupakan kejatuhan sebanyak 19.5% dalam jumlah dagangan dan 31.7% dalam PBT berbanding dengan tahun kewangan yang lepas. Walau bagaimanapun, dalam tahun di bawah kajian, Kumpulan telah mencatat peningkatan yang membanggakan dalam jumlah dagangan dan PBT bagi empat suku tahunan yang lepas secara berturut-turut. Jumlah dagangan dan PBT meningkat masing-masing daripada RM4.1 juta dan RM1.2 juta dalam suku pertama berakhir 30 April 1999 kepada RM31.5 juta dan RM11.5 juta pada suku keempat berakhir 31 Januari 2000.

Kejatuhan dalam jumlah dagangan terutamanya boleh dikaitkan kepada kemerosotan dalam jualan harta kediaman. Akibat melesetan ekonomi sejak pertengahan 1997, Kumpulan mengamalkan dasar konservatif untuk membeku kesemua kerja bangunan baru dan pelancaran pada 1998 dan menumpu kepada penjualan stok yang masih ada. Dalam "Kempen Pemilikan Rumah 1" yang berjaya dilancarkan pada akhir Disember 1998, hampir kesemua rumah kediaman yang telah disiapkan oleh Kumpulan dijual. Akibat daripada itu, Kumpulan tidak mempunyai banyak unit kediaman (kecuali bagi flat kos rendah) untuk jualan dalam tahun kewangan 2000. Akibatnya ialah kejatuhan dalam jumlah dagangan daripada operasi harta kediaman daripada RM49.2 juta pada tahun kewangan 1999 kepada RM7.3 juta pada tahun kewangan 2000.

Walaupun hasil daripada sentimen pasaran yang bertambah baik dan kejayaan "Kempen Pemilikan Rumah 2" yang diancarkan pada lewat Oktober 1999, kejatuhan mendadak dalam jumlah dagangan daripada operasi harta kediaman telah diimbangi oleh peningkatan dalam jumlah dagangan sebanyak RM20.1 juta daripada operasi harta perindustrian berbanding dengan tahun kewangan sebelumnya. Sentimen pasaran harta yang bertambah baik boleh dikaitkan kepada penstabilan dan pemulihan secara progresif ekonomi Malaysia, ketersediaan pembiayaan akhir dan kadar faedah yang rendah.

Akibat utama kejatuhan dalam margin keuntungan kendalian daripada 37.9% kepada 32.2% adalah daripada diskaun yang lebih tinggi ditawarkan sejak pertengahan kedua tahun kewangan 1999 untuk menggalakkan penjualan harta-harta Kumpulan.

DIVIDEN

Lembaga dengan sukacitanya mengesyorkan dividen akhir sebanyak 3% tolak cukai (1999: 3% tolak cukai), menjadikan jumlah dividen sebanyak 5% tolak cukai pendapatan (1999: 5% tolak cukai pendapatan) bagi tahun kewangan berakhir 31 Januari, 2000.

ULASAN KEGIATAN PERNIAGAAN

PEMBANGUNAN HARTA PERINDUSTRIAN

Operasi harta perindustrian telah mencatat jumlah dagangan sebanyak RM43.3 juta dalam tahun dibawah kajian berbanding RM23.2 juta dalam tahun kewangan sebelumnya. Ini merupakan peningkatan dalam jumlah dagangan sebanyak RM20.1 juta atau 86.6%. Peningkatan ketara dalam jumlah dagangan sebahagiannya akibat daripada kejayaan "Kempen Pemilikan Rumah 2" dan pasaran harta yang bertambah baik.

Operasi harta perindustrian telah menyumbang 69.6% kepada jumlah dagangan Kumpulan berbanding dengan hanya 30.0% dalam tahun kewangan yang lepas.

penyata

PENGERUSI sambungan



Kumpulan menjangka operasi harta perindustrian akan kekal sebagai penyumbang perolehan teras bagi tahun kewangan yang akan berakhir 31 Januari 2001. Bakal-bakal pembeli harta perindustrian akan lebih yakin dalam dayamaju kewangan rancangan pengembangan modal mereka memandangkan konsensus umum bahawa ekonomi Malaysia telahpun mula pulih.

PEMBANGUNAN HARTA KEDIAMAN DAN KOMERSIL

Operasi harta kediaman telah mencatat jumlah dagangan sebanyak RM7.3 juta dalam tahun di bawah kajian berbanding dengan RM49.2 juta dalam tahun kewangan sebelumnya ini. Ini merupakan kejatuhan dalam jumlah dagangan sebanyak RM41.9 juta atau 85%. Kejatuhan mendadak dalam jumlah dagangan adalah terutamanya akibat daripada kehapisan stok harta kediamannya selepas "Kempen Pemilikan Rumah 1" yang berakhir pada Januari 1999 dan tiada pelancaran baru dalam tahun kewangan 2000 memandangkan sentimen perlahan keseluruhannya dalam sektor harta kediaman.

Kami akan memberi tumpuan kepada harta kediaman kos sederhana rendah dan sederhana dalam tahun kewangan yang akan berakhir 31 Januari 2001.

PEMBINAAN

Anak syarikat Kumpulan, Repute Construction Sdn Bhd telah diaktifkan pada 1999 untuk melaksanakan 3 projek sekolah baru dengan nilai kontrak berjumlah RM13.6 juta. Salah sebuah projek sekolah bernilai RM1.1 juta telah disiapkan pada akhir 1999 dan 2 projek selebihnya dijangka siap dalam tempoh 2 tahun.

PEMBANGUNAN DAN PROSPEK

Pasaran harta bagi rumah kediaman berharga tinggi, harta komersil dan rumah kedai dijangka kekal perlahan akibat terlebih bekalan pada masa ini. Pasaran harta perindustrian dan kediaman kos sederhana hingga kos rendah dijangka akan mendapat keuntungan daripada skim pinjaman yang menarik ditawarkan oleh institusi kewangan. Memandangkan perkara di atas, Kumpulan akan memberi tumpuan ke atas penjualan stok harta perindustrian selebihnya iaitu kilang berbandung dan kilang teres. Kumpulan akan melancar 312 unit flat kos sederhana rendah pada awal tahun 2000, 7 unit kilang berasingan pada pertengahan tahun 2000 dan 117 unit rumah teres dua tingkat dalam separuh kedua tahun 2000.

Kumpulan sentiasa mengenalpasti tanah pembangunan yang terletak di lokasi yang sesuai pada harga yang munasabah dengan tujuan untuk meluaskan bank tanahnya.

Tanpa keadaan di luar jangkaan, Lembaga menjangka pretasi Kumpulan bagi tahun kewangan akan berakhir 31 Januari 2001 akan memuaskan.

PEMATUHAN 2000

Kumpulan tidak mengalami apa-apa masalah berkaitan Y2K apabila memasuki tahun 2000 kerana Kumpulan telah mengambil tindakan pembetulan yang mencukupi untuk membetuli apa-apa masalah perkakasan dan perisian. Jumlah kos untuk menangani masalah di atas adalah sebanyak RM55,000.

PENGHARGAAN

Bagi pihak Lembaga, saya ingin menyampaikan penghargaan saya kepada pihak Pengurusan dan kakitangan di atas perkhidmatan setia dan dedikasi mereka dan kepada pihak-pihak berkuasa dan agensi kerajaan, bank-bank, pelanggan dan rakan perniagaan di atas kerjasama dan sokongan berterusan mereka.

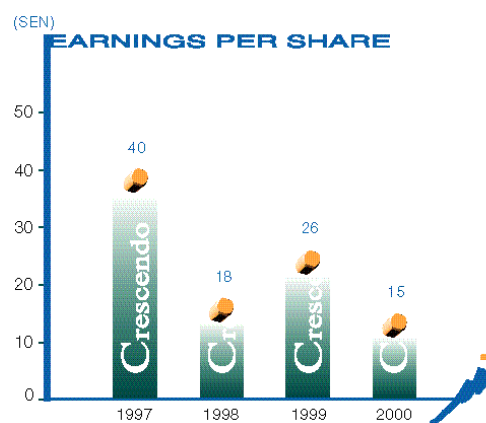
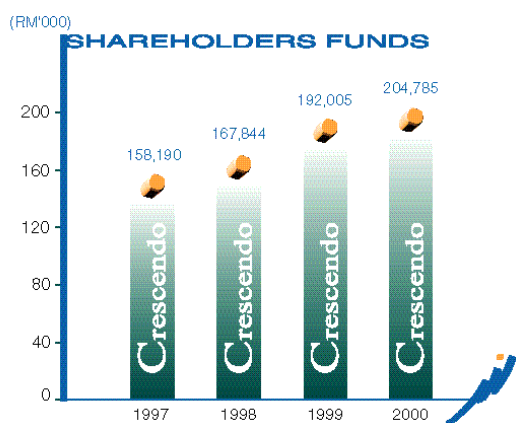
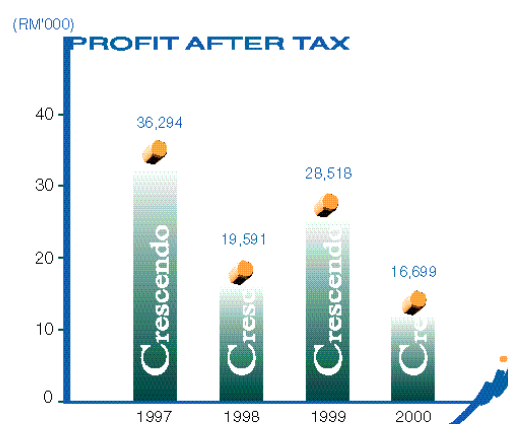
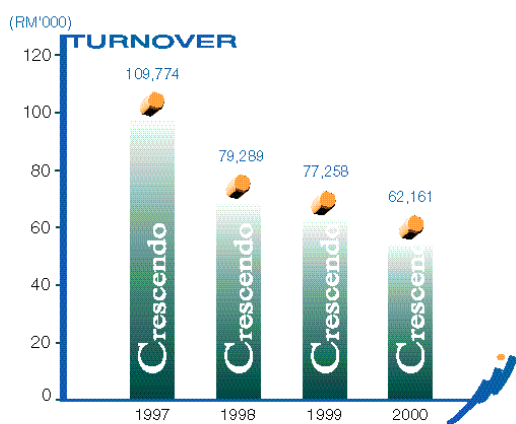
Akhirnya sekali, saya juga ingin menyampaikan terima kasih saya kepada ahli-ahli lembaga di atas sokongan mereka serta pemegang-pemegang saham di atas keyakinan mereka terhadap Lembaga dan Pengurusan Kumpulan.

Datuk Haji Mohd. Zamani bin Samah
Pengerusi
Johor Bahru, Johor





financial HIGHLIGHTS



PROFIT AND LOSS ACCOUNT (RM'000)

	2000	1999	1998	1997
Turnover	62,161	77,258	79,289	109,774
Profit before tax	21,722	28,375	28,829	52,405
Profit after tax	16,699	28,518	19,591	36,294
Dividend (%)	5.0	5.0	10.0	5.0

BALANCE SHEET (RM'000)

	2000	1999	1998	1997
Paid-up share capital	108,496	108,496	108,496	108,496
Shareholders funds	204,785	192,005	167,844	158,190
Total assets	236,633	232,587	203,429	213,643

PER SHARE (SEN)

	2000	1999	1998	1997
Earnings	15	26	18	40
Net tangible assets	189	177	155	146
Weighted average number of shares in issue ('000)	108,496	108,496	108,496	18,083

FINANCIAL RATIO (%)

	2000	1999	1998	1997
Return on shareholders funds (Pretax)	10.6	14.8	17.2	33.1
Return on total assets (Pretax)	9.2	12.3	14.2	24.5