

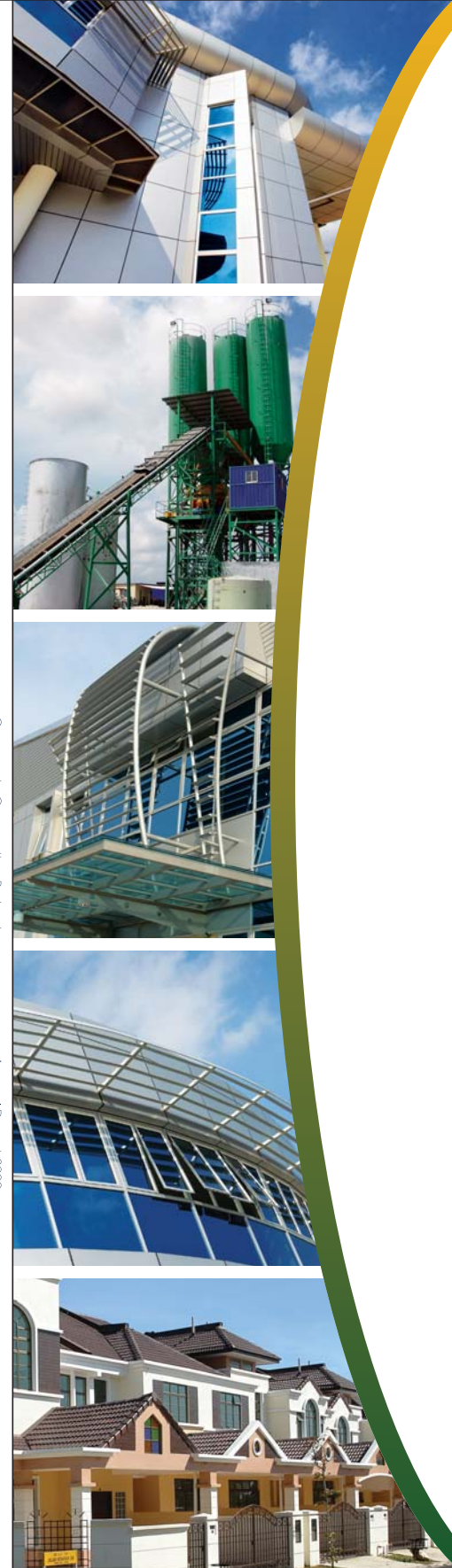
# 21 years of excellent commitment

**Crescendo Corporation Berhad** (359750-D)

Unit 203, 2nd Floor, Block C, Damansara Intan, No. 1, Jalan SS 20/27, 47400 Petaling Jaya, Selangor Darul Ehsan  
Tel: (603) 7118 2688 Fax: (603) 7118 2693

Crescendo Corporation Berhad

Annual Report 2009



Annual Report 2009

# CONTENTS

04	Notice of Annual General Meeting
08	Statement Accompanying Notice of Annual General Meeting
09	Corporate Profile
10	Board of Directors
12	Profiles of Directors
16	Group Structure
17	Group Financial Highlights
20	Statement on Corporate Governance
30	Statement on Internal Control
32	Statement on Corporate Social Responsibilities
33	Report of the Audit Committee
38	Report of the Remuneration Committee
39	Report of the Nominating Committee
40	Chairman's Statement
46	Directors' Report
53	Statement by Directors and Statutory Declaration
54	Report of the Auditors
55	Financial Statements
105	Analysis of Shareholdings
107	Analysis Of 3.75% 7-Year Irredeemable Convertible Unsecured Loan Stocks 2009/2016 ("ICULS") Holders
109	Analysis of Warrant Holdings
111	Particulars of Properties
Enclosed	Form of Proxy









# NUSA CEMERLANG

Industrial Park (NCIP)



## Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of Crescendo Corporation Berhad will be held at Maple Junior Ball Room, Level C of One World Hotel, First Avenue, Off Dataran Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan on Friday, 24 July 2009 at 9.30 a.m. for the following purposes :-

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 January 2009 together with the Auditors' Report thereon. (Resolution 1)
2. To declare a final dividend of 3 sen less 25% tax and 1 sen tax exempt in respect of the financial year ended 31 January 2009. (Resolution 2)
3. To re-elect the following Directors retiring in accordance with Article 77 of the Articles of Association of the Company:-
 

Gooi Seong Lim (Resolution 3)  
 Gooi Seong Chneh (Resolution 4)
4. To re-appoint CS Tan & Associates as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)
5. As Special Business, to consider and if thought fit, to pass the following resolutions:-

### ORDINARY RESOLUTION I – AUTHORITY TO ISSUE SHARES

"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 and that the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad provided always that the aggregate number of shares issued pursuant to this resolution does not exceed 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. "

(Resolution 6)

### ORDINARY RESOLUTION II – PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY BACK

"THAT, subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 1965 ("the Act"), the provisions of the Company's Memorandum and Articles of Association and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, approval be and is hereby given to renew the authority for the Company to purchase its own shares through Bursa Securities, subject to the following:-

1. the maximum number of shares which may be purchased by the Company (which includes the shares already purchased and held as treasury shares) shall be 15,507,133 representing 10% of the issued and paid-up share capital of the Company as at 18 June 2009;
2. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the combined total of the audited retained profits and/or the share premium reserves of the Company as at 31 January 2009 of RM56,940,460 and RM14,890,492 respectively;
3. the authority conferred by this Ordinary Resolution will be effective immediately upon the passing of this Ordinary Resolution and will expire at the conclusion of the next Annual General Meeting or the expiry of the period within which the next Annual General Meeting is required by law to be held, whichever occurs first (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting) but not so as to prejudice the completion of purchase(s) by the Company or any person before the aforesaid expiry date and in any event, in accordance with the provisions of the requirements issued by Bursa Securities or any other relevant authorities;
4. upon completion of the purchase by the Company of its own shares, the shares shall be dealt with in the following manner:-
  - (i) to cancel the shares so purchased; or
  - (ii) to retain the shares so purchased in treasury for distribution as dividend to the shareholders of the Company and/or resell through Bursa Securities and/or subsequently cancel the treasury shares; or

## Notice Of Annual General Meeting (cont'd)

(iii) 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 and the requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

(Resolution 7)

### **ORDINARY RESOLUTION III – PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT, subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to renew the shareholders' mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 3.5 of the Circular dated 8 July 2009, provided that such transactions are made on an arm's length basis and on normal commercial terms and subject further to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (ii) disclosure is made in the Annual Report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year based on the following information:-
  - (a) the type of the recurrent transactions made; and
  - (b) the relationships of the related parties involved in each type of recurrent transactions made with the Company,

and such authority shall commence upon the passing of this Ordinary Resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which the Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, such authority is renewed;
- (b) the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the said Act); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

(Resolution 8)

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

## Notice Of Annual General Meeting (cont'd)



*NCIP Semi Detached Factories Type SD80 and SD81*

#### **NOTICE OF DIVIDEND PAYMENT**

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the Thirteenth Annual General Meeting, the final dividend of 3 sen less 25% tax and 1 sen tax exempt in respect of the financial year ended 31 January 2009 will be paid on 18 August 2009 to depositors registered in the Record of Depositors on 31 July 2009.

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

- (a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 31 July 2009 in respect of ordinary transfers; and
- (b) shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

CHONG FOOK SIN (MACS 00681)  
NG KAM MAY (MAICSA 7020575)  
Company Secretaries

Petaling Jaya  
8 July 2009



## Notice Of Annual General Meeting (cont'd)



Annual General Meeting 2008

**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 Form of Proxy duly completed must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time set 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 6**

This resolution, if passed, will give the Directors authority to issue and allot new ordinary shares up to an amount not exceeding 10% of the issued capital of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority will commence from the date of this Annual General Meeting and unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting.

**(3) Resolution 7**

The detailed text on this resolution on the Proposed Renewal of Authority for Share Buy-Back is included in the Circular to Shareholders dated 8 July 2009 which is enclosed together with the Annual Report 2009.

**(4) Resolution 8**

The detailed text on this resolution on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is included in the Circular to Shareholders dated 8 July 2009 which is enclosed together with the Annual Report 2009.



## Statement Accompanying Notice Of General Meeting

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING PURSUANT TO PARAGRAPH 8.28 (2) OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

- (1) The following are the Directors standing for re-appointment or re-election at the Thirteenth Annual General Meeting :-

Re-election of Directors pursuant to Article 77 of the Articles of Association of the Company:-

Gooi Seong Lim  
Gooi Seong Chneh

- (2) (a) There were four (4) Board of Directors' Meetings during the financial year ended 31 January 2009, all held at Lot 18.02, 18th Floor, Public Bank Tower, No. 19, Jalan Wong Ah Fook, 80000 Johor Bahru, Johor. The date and time of the Meetings were as follows:-

Date of Meeting	Time
Friday, 28 March, 2008	11.00 a.m.
Thursday, 26 June, 2008	3.20 p.m.
Friday, 26 September, 2008	10.45 a.m.
Tuesday, 30 December, 2008	10.30 a.m.

- (b) Attendance of Directors at the Board Meetings held during the financial year ended 31 January 2009 are as follows -

Name of Director	Attendance at Meeting	Percentage of Attendance (%)
Loo Geok Eng (f) (Deceased on 13.08.2008)	2/2	100
Gooi Seong Lim	3/4	75
Gooi Seong Heen	4/4	100
Gooi Seong Chneh	4/4	100
Gooi Seong Gum	4/4	100
Gan Kim Guan	4/4	100
Yeo Jon Tian @ Eeyo Jon Thiam	3/4	75
Tan Ah Lai	4/4	100

- (3) The Thirteenth Annual General Meeting will be held at Maple Junior Ball Room, Level C of One World Hotel, First Avenue, Off Dataran Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan on Friday, 24 July 2009 at 9.30 a.m.
- (4) The profile of Directors standing for re-appointment or re-election at the Thirteenth Annual General Meeting are set out in pages 12 and 13 of this Annual Report.

## Corporate Profile

**BOARD OF DIRECTORS**

Gooi Seong Lim  
*Chairman and Managing Director*

Gooi Seong Heen

Gooi Seong Chneh

Gooi Seong Gum

Gan Kim Guan

Yeo Jon Tian @ Eeyo Jon Thiam

Tan Ah Lai

**AUDIT COMMITTEE**

Gan Kim Guan  
*Chairman*

Yeo Jon Tian @ Eeyo Jon Thiam

Tan Ah Lai

**COMPANY SECRETARIES**

Chong Fook Sin  
*(MACS 00681)*

Ng Kam May (f)  
*(MAICSA 7020575)*

**REGISTERED OFFICE**

Unit No. 203, 2nd Floor,  
Block C, Damansara Intan,  
No. 1, Jalan SS 20/27,  
47400 Petaling Jaya,  
Selangor Darul Ehsan.  
Tel : 03 7118 2688  
Fax : 03 7118 2693

**REGISTRAR**

Tacs Corporate Services Sdn. Bhd. (231621-U)  
Unit No. 203, 2nd Floor,  
Block C, Damansara Intan,  
No. 1, Jalan SS 20/27,  
47400 Petaling Jaya,  
Selangor Darul Ehsan.  
Tel : 03 7118 2688  
Fax : 03 7118 2693

**AUDITORS**

C S Tan & Associates  
Chartered Accountants  
Firm No. AF 1144  
Wisma TCS, No. 8M,  
Jalan Tun Abdul Razak (Susur 3),  
80200 Johor Bahru,  
Johor Darul Takzim.

**PRINCIPAL BANKERS**

OCBC Bank (Malaysia) Berhad (295400-W)  
HSBC Bank Malaysia Berhad (127776-V)

**STOCK EXCHANGE LISTING**

Main Board of Bursa Malaysia Securities Berhad  
Stock Short Name : CRESNDO  
Stock Code : 6718



NCIP Detached Factories Type D138

## Board Of Directors



Left to right:

**Gooi Seong Lim**  
*Chairman and  
Managing Director*

**Gooi Seong Heen**  
*Executive Director*



Left to right:

**Gooi Seong Chneh**  
*Executive Director*

**Gooi Seong Gum**  
*Executive Director*



## Board Of Directors (cont'd)



Left to right:

**Gan Kim Guan**

*Senior Independent  
Non-Executive Director*

**Yeo Jon Tian @  
Eeyo Jon Thiam**

*Independent  
Non-Executive Director*

**Tan Ah Lai**

*Independent  
Non-Executive Director*



Left to right:  
**Chong Fook Sin**  
*Company Secretary*

**Ng Kam May**  
*Company Secretary*

## Profile Of Directors



### **MR. GOOI SEONG LIM**

Aged 60, a Malaysian, was appointed to the Board of Crescendo Corporation Berhad ("CCB") on 15 September 1995. He is currently the Chairman and Managing Director of CCB. He is also a member of the Remuneration Committee with effect from 27 March 2002. He graduated with a Bachelor of Applied Science degree in Mechanical Engineering in 1972 and obtained a Master's degree in Mechanical Engineering in 1975 both from the University of Toronto, Canada. From 1972 to 1975, he was an engineer of Spar Aerospace Ltd, an engineering company based in Toronto, Canada, specialising in the design and computer simulations of Canadian Communication Satellite and subsequently, with Atomic Energy of Canada Ltd based in Toronto, Canada, a quasi-government company specialising in the design, supply and construction of Canadian nuclear reactors. From 1975 until to-date, he has been the Managing Director of Sharikat Kim Loong Sendirian Berhad ("SKL"), an investment holding company which owns a controlling stake in CCB and Kim Loong Resources Berhad ("KLR"), a public company listed on Main Board of Bursa Malaysia Securities Berhad ("Bursa Securities"). Since 1977, he has been a director of Kim Loong Palm Oil Sdn. Bhd. ("KLPO") which is involved in palm oil milling. The success of the Group owes much to his extensive involvement in construction and property development. He is the Executive Chairman of KLR and also sits on the Board of several other private companies.

Mr Gooi has no personal interest in any business arrangement involving CCB, except that he is deemed interested in the transactions entered into with SKL Group (excluding CCB) which are carried in the ordinary course of business, by virtue of his directorship and shareholding in SKL. He has not been convicted of any offences within the past 10 years. He attended three (3) out of the four (4) Board meetings held during the financial year 2009.



### **MR. GOOI SEONG HEEN**

Aged 58, a Malaysian, was appointed to the Board of CCB on 15 September 1995. He is currently an Executive Director of CCB. He was also a member of the Audit Committee until 1 November 2007. He graduated with a Bachelor of Applied Science degree in Chemical Engineering from the University of Toronto in 1972 and obtained a Master's degree in Business Administration from the University of Western Ontario, Canada in 1976. He served as an engineer with Esso Singapore Pte Ltd from 1973 to 1974. His experience embraces oil palm and rubber estate management, palm oil mill management and property development. From 1972, he has been a Director of SKL, an investment holding company which owns a controlling stake in CCB and KLR. Since 1977, he has been a director of KLPO Group which is involved in palm oil milling. He is the Managing Director of KLR and also a director of several other private companies.

Mr Gooi has no personal interest in any business arrangement involving CCB, except that he is deemed interested in the transactions entered into with SKL Group (excluding CCB) which are carried in the ordinary course of business, by virtue of his directorship and shareholding in SKL. He has not been convicted of any offences within the past 10 years. He attended all the four (4) Board meetings held during the financial year 2009.

## Profile Of Directors (cont'd)

**MR. GOOI SEONG CHNEH**

Aged 54, a Malaysian, was appointed to the Board of CCB on 15 September 1995. He is currently an Executive Director and Chief Executive Officer (construction operation) of CCB. He graduated with a Bachelor of Science degree from the University of Toronto, Canada in 1975 and obtained a Bachelor's degree in Civil Engineering from the University of Ottawa, Canada in 1980. He is a member of Professional Engineers Association of Alberta, Canada. He was formerly a consultant with Campbell Engineering and Associates, Calgary, Canada for three (3) years from 1981 to 1983. He has extensive experience in construction site management and property development. His experience also includes oil palm and cocoa estate management. From 1976, he has been a Director of SKL, an investment holding company which owns a controlling stake in CCB and KLR. He has been responsible for the development and management of oil palm and cocoa estates in Sabah since 1985. He is also a director of KLR and several other private companies.

Mr Gooi has no personal interest in any business arrangement involving CCB, except that he is deemed interested in the transactions entered into with SKL Group (excluding CCB) which are carried in the ordinary course of business, by virtue of his directorship and shareholding in SKL. He has not been convicted of any offences within the past 10 years. He attended all the four (4) Board meetings held during the financial year 2009.

**MR. GOOI SEONG GUM**

Aged 53, a Malaysian, was appointed to the Board of CCB on 15 September 1995. He is currently an Executive Director of CCB. He graduated with a Bachelor's degree in Civil Engineering from the University of Ottawa, Canada in 1980. He was an engineering consultant for Bobrowski & Partners, Calgary, Canada for one (1) year from 1982 to 1983. His experience covers oil palm and rubber estate management, property development and construction site management. From 1980, he has been a Director of SKL, an investment holding company which owns a controlling stake in CCB and KLR. Since 1983, he has been a director of KLPO Group which is involved in palm oil milling. He currently sits on the Board of KLR and several other private companies.

Mr Gooi has no personal interest in any business arrangement involving CCB, except that he is deemed interested in the transactions entered into with SKL Group (excluding CCB) which are carried in the ordinary course of business, by virtue of his directorship and shareholding in SKL. He has not been convicted of any offences within the past 10 years. He attended all the four (4) Board meetings held during the financial year 2009.



## Profile Of Directors (cont'd)

**GAN KIM GUAN**

Aged 46, a Malaysian, was appointed to the Board of CCB as an Independent Non-executive Director on 29 March 2001. He is currently the Senior Independent Non-executive Director of CCB. He was appointed as a member of the Audit Committee on 5 May 2001 and currently, he serves as the Chairman of the Audit Committee. He also sits as a member of both the Nominating and Remuneration Committees with effect from 27 March 2002. He is a partner of a firm of Chartered Accountants. He has extensive experience in auditing, investigation, financial planning and financing related work. He was previously involved in the Internal Audit Committee of the Malaysian Institute of Accountants. He is also a director of KLR.

Mr Gan is a member of The Association of Chartered Certified Accountants, and a Chartered Accountant of the Malaysian Institute of Accountants. He has no personal interest in any business arrangement involving CCB. He has not been convicted of any offences within the past 10 years. He attended all the four (4) Board meetings held during the financial year 2009.

**YEO JON TIAN @ EEYO JON THIAM**

Aged 68, a Malaysian, was appointed to the Board of CCB on 3 December 1996. He is currently an Independent Non-executive Director of CCB and is also a member of Audit Committee. He is the Chairman of both Nominating and Remuneration Committees of CCB with effect from 27 March 2002. He commenced his planting career in 1960 with the Rubber Research Institute of Malay Smallholders' Advisory Service. He is an associate of the Incorporated Society of Planter since 1968. He has been actively involved in the plantation management of large-scale cultivation of rubber, oil palm and cocoa until 1990 when he became the General Manager of a property development company. He also sits on the board of several private companies.

Mr Yeo has no personal interest in any business arrangement involving CCB. He has not been convicted of any offences within the past 10 years. He attended three (3) out of the four (4) Board meetings held during the financial year 2009.

## Profile Of Directors (cont'd)

**TAN AH LAI**

Aged 40, a Malaysian, was appointed as an Independent Non-Executive Director of CCB and a member of the Audit Committee on 1 November 2007. He also sits as a member of both the Nominating and Remuneration Committees with effect from 26 February 2009. He is a fellow member of the Association of Chartered Certified Accountants, UK and a Chartered Accountant of the Malaysian Institute of Accountants. He started his career as an Audit Assistant in a public accounting firm in 1994 and is presently the audit and tax director of the firm. He has considerable experience in auditing, investigation, due diligence work and financial and tax compliance related work. Currently, he is also a director of Guan Chong Berhad.

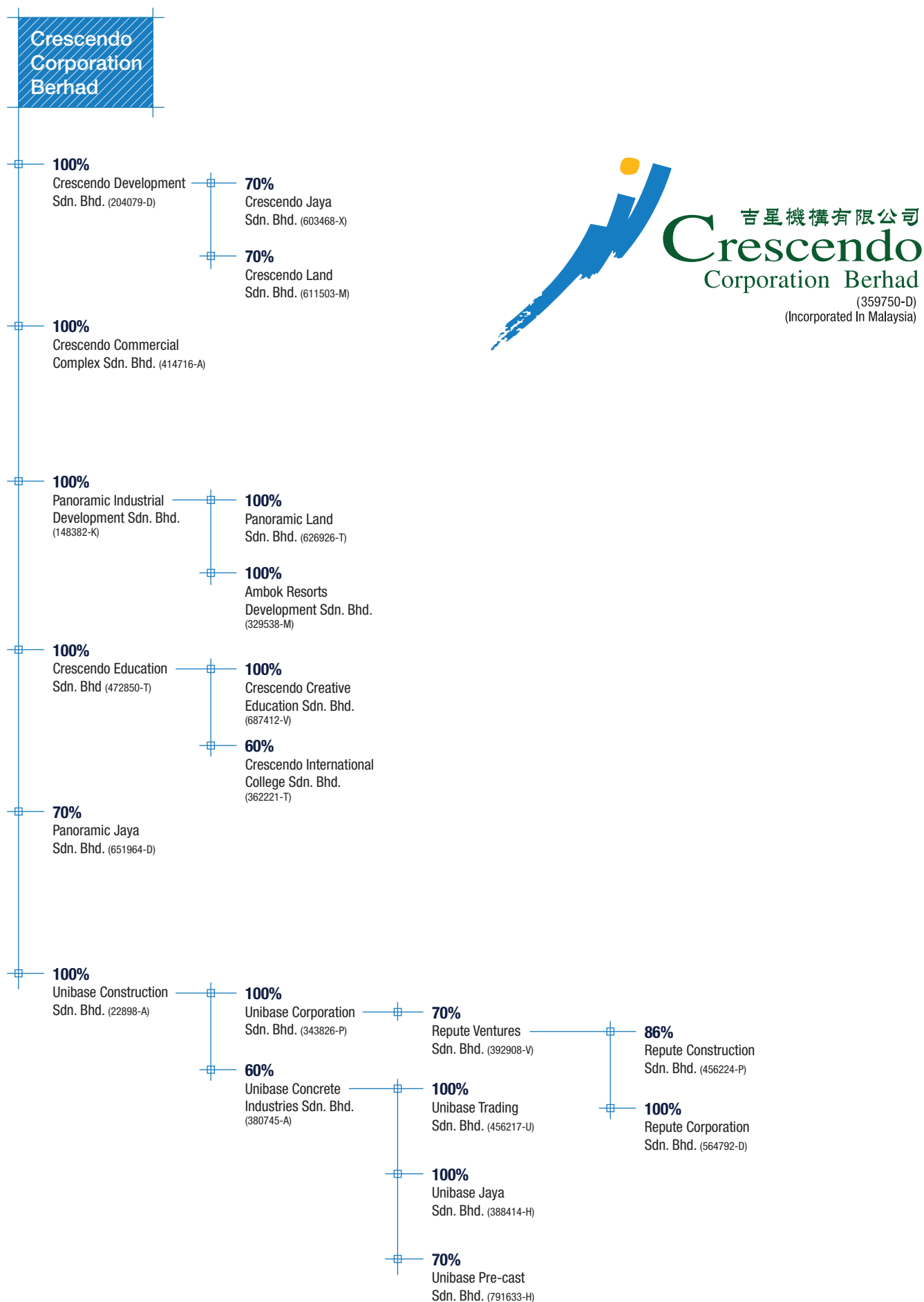
Mr Tan has no personal interest in any business arrangement involving CCB. He has not been convicted of any offences within the past 10 years. He attended all the four (4) Board meetings held during the financial year 2009.

**Family Relationship**

Gooi Seong Lim, Gooi Seong Heen, Gooi Seong Chneh and Gooi Seong Gum, are brothers.

Save for the above, none of the other Directors is related.

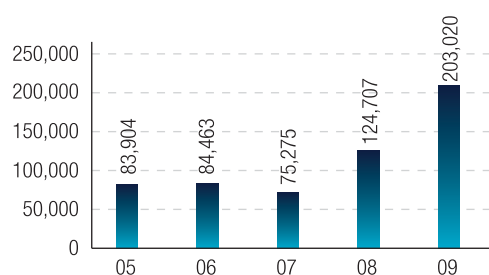
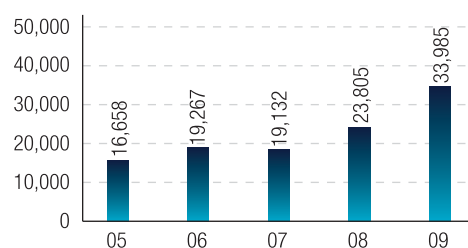
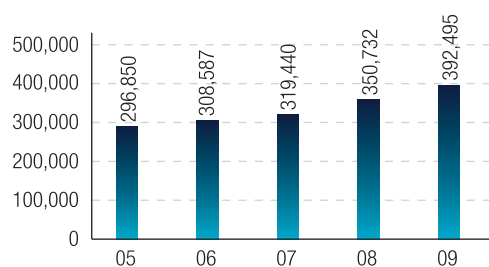
## Group Structure





## Group Financial Highlights

	2005	2006	2007	2008	2009
<b>Income Statement (RM'000)</b>					
Revenue	83,904	84,463	75,275	124,707	203,020
Profit before tax	23,083	25,534	25,208	32,233	44,030
Profit after tax	16,658	19,267	19,132	23,805	33,985
<b>Balance Sheet (RM'000)</b>					
Paid-up share capital	143,670	143,752	143,793	155,068	155,071
Shareholders' equity	296,850	308,587	319,440	350,732	392,495
Total assets	377,558	386,043	439,321	513,437	600,828
<b>Per Share (Sen)</b>					
Earnings	12	13	13	15	20
Net tangible assets	207	215	222	226	253
Dividends	7	7	7	7	7
<b>Weighted average number of shares in issue ('000)</b>					
	135,804	141,573	141,357	150,802	154,469
<b>Financial Ratio (%)</b>					
Return on shareholders' equity (Pre-tax)	7.8	8.3	7.9	9.2	11.2
Return on total assets (Pre-tax)	6.1	6.6	5.7	6.3	7.3

**REVENUE**  
(RM'000)**PROFIT AFTER TAX**  
(RM'000)**SHAREHOLDERS' EQUITY**  
(RM'000)**EARNING PER SHARE**  
(SEN)