KELINGTON GROUP BERHAD ("KGB") (Company No. 501386-P) Condensed Consolidated Statement of Comprehensive Income

For The 1st Quarter Ended 31 March 2011

The unaudited financial results of Kelington Group Berhad and its subsidiaries (the "Group") for the 3 months period ended 31 March 2011 are as follow:-

		Unaudited	Unaudited	Unaudited	Unaudited
	Note	Current Qtr Ended 31/3/2011 RM'000	Previous Qtr Ended 31/3/2010 RM'000	3-months Period up to 31/3/2011 RM'000	3-months Period up to 31/3/2010 RM'000
Revenue Cost of sales		19,420 (16,704)	13,672 (11,854)	19,420 (16,704)	13,672 (11,854)
Gross profit	_	2,716	1,818	2,716	1,818
Other income Administrative expenses Selling and distribution expenses Other expenses		90 (1,601) (264) (123)	118 (980) (153) (102)	90 (1,601) (264) (123)	118 (980) (153) (102)
Results from operating activities	-	818	701	818	701
Finance costs		(16)	(13)	(16)	(13)
Profit before tax	-	802	688	802	688
Income tax expenses	B4	(15)	(65)	(15)	(65)
Profit for the period	-	787	623	787	623
Other comprehensive (Expense)/ I	Income				
Foreign currency translation differences foreign operations	s for	(100)	*	(100)	*
Total other comprehensive (expens	se)/ Income	(100)	-	(100)	-
Total comprehensive income for th	e period	687	623	687	623
Basic earnings per ordinary share ((sen):				
Basic earnings per share (sen)	B12	0.99	0.83	0.99	0.83
Diluted earnings per share (sen)	B12	N/A	N/A	N/A	N/A
Note:					

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with KGB's audited financial statements for the financial year ended 31 December 2010 and the accompanying explanatory notes enclosed to the interim financial statements.

^{* -} Less than RM1,000

KELINGTON GROUP BERHAD ("KGB")
(Company No. 501386-P)
Condensed Consolidated Statement of Financial Position
As at 31 March 2011

	Unaudited As At 31/3/2011 RM'000	Audited As At 31/12/2010 RM'000
ASSETS		
Non-current assets		
Property, plant & equipment Goodwill on consolidation	7,483 199	7,389 199
Development costs	268	184
2 0 1 0 1 0 1 0 1 0 1 0 1 0 1 0 1 0 1 0		
	7,950	7,772
Current assets Inventories	1,945	1,044
Amount owing by contract customers	12,247	11,551
Trade receivables	29,859	24,818
Other receivables, prepayments and deposits	4,485	1,513
Tax refundable	416	411
Cash and cash equivalents	20,517	22,140
	69,469	61,477
TOTAL ASSETS	77,419	69,249
EQUITY AND LIABILITIES Equity attributable to equity holders of the company Share capital	7,911	7,471
Share premium	6,236	3,816
Capital reserve	2,401	2,401
Exchange fluctuation reserve	(115)	(15)
Retained earnings	27,353	26,566
Total Equity	43,786	40,239
Non-current liabilities		
Deferred tax liabilities	201	203
Long-term borrowings	1,355	1,197
		1 100
	1,556	1,400
Current liabilities		
Amount owing to contract customers	7,479	3,222
Trade payables	20,998	18,693
Other payables and accruals Provision for taxation	3,163 150	3,207 147
Short term borrowings	287	2,341
	32,077	27,610
Total liabilities	33,633	29,010
TOTAL EQUITY AND LIABILITIES	77,419	69,249
Net Assets Per Share Attributable to ordinary Equity holders of the company (RM)	0.5535	0.5386

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited consolidated financial statements of KGB for the financial year ended 31 December 2010 and the accompanying explanatory notes enclosed to the interim financial statements.

KELINGTON GROUP BERHAD ("KGB") (Company No. 501386-P) Condensed Consolidated Cash Flow Statements For The 3-Months Period Ended 31 March 2011

	Unaudited 3-Months Ended 31/3/2011 RM'000	Unaudited 3-Months Ended 31/3/2010 RM'000
CASH FLOWS FOR OPERATING ACTIVITIES Profit before taxation	802	688
Adjustments for:- Amortisation of development cost Depreciation of property, plant and equipment Loss on disposal Loss on foreign exchange - unrealised Interest expense Interest income	17 244 4 20 15 (57)	- 214 - - * (45)
Operating profit before working capital changes Increase/(Decrease) in inventory Decrease in amounts owing by/to contract customers, net Increase in trade and other receivables Increase/(Decrease) in trade and other payables Deferred taxation	1,045 (901) 3,560 (8,026) 2,241	857 1,387 468 (7,223) (844) (176)
CASH FOR OPERATIONS Income tax paid Interest paid Interest received	(2,081) (17) (15) 57	(5,531) (547) * 45
NET CASH FOR OPERATING ACTIVITIES	(2,056)	(6,033)
CASH FLOWS FOR INVESTING ACTIVITIES Purchase of plant and equipments Development costs paid Proceeds from disposal	(80) (101) 46	(141) - -
NET CASH FOR INVESTING ACTIVITIES	(135)	(141)
CASH FOR FINANCING ACTIVITIES Repayment of lease and hire purchase obligations Repayment of term loan Proceeds from private placement	(55) (2,146) 2,860	(27) (28) -
NET CASH (FROM)/FOR FINANCING ACTIVITIES	659	(55)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(1,532)	(6,229)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	(91)	*
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL PERIOD	22,140	28,140
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL PERIOD	20,517	21,911
Cash and cash equivalents at the end of financial period comprise the fo	ollowing:	
Cash and bank balances Fixed deposits	10,035 10,482	9,020 12,891
	20,517	21,911

Note:

The Condensed Consolidated Cash Flow Statements should be read in conjunction with the audited consolidated financial statements of KGB for the year ended 31 December 2010 and the accompanying explanatory notes enclosed to the interim financial statements.

^{* -} Less than RM1,000

KELINGTON GROUP BERHAD ("KGB")
(Company No. 501386-P)
Condensed Consolidated Statements of Changes in Equity
For The 1st Quarter Ended 31 March 2011

	<	< <					<> Distributable		> e	
	Share Capital RM'000	Share Premium RM'000	Capital Reserve RM'000	Fluctuation Reserve RM'000	Retained Earnings RM'000	Total RM'000				
As at 1 January 2011	7,471	3,816	2,401	(15)	26,566	40,239				
Total comprehensive income for the year Shares issued via private placement	- 440	- 2,420		(100)	787 -	687 2,860				
Total recognised income and expense for the year	440	2,420	-	(100)	787	3,547				
As at 31 March 2011	7,911	6,236	2,401	(115)	27,353	43,786				
As at 1 January 2010	7,471	3,816	2,401	458	20,270	34,416				
Total comprehensive income for the year	-	-	-	-	623	623				
Total recognised income and expense for the period	-	-	-	-	623	623				
As at 31 March 2010	7,471	3,816	2,401	458	20,893	35,039				

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with KGB's the audited consolidated financial statements of KGB for the financial year ended 31 December 2010 and the accompanying explanatory notes enclosed to the interim financial statements.

Part A - Explanatory Notes Pursuant to FRS 134

1. Basis of Preparation

The interim financial statements of the Group are prepared under the historical cost convention. The interim financial statements are unaudited and have been prepared in accordance with the requirements of Financial Reporting Standards ("FRS") 134: Interim Financial Reporting and in accordance to the requirements of paragraph 9.22 and Appendix 9B of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia").

The interim financial statements should be read in conjunction with KGB's audited consolidated financial statements for the financial year ended ("FYE") 31 December 2010. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2010.

The accounting policies and methods of presentation and computation adopted in this interim financial report are consistent with those adopted in the most recent annual financial statements for the FYE 31 December 2010.

The Group has not applied in advance the following accounting standards, amendments and interpretations that have been issued by the Malaysian Accounting Standards Board (MASB) but are not yet effective:

FRSs/ IC Interpretations	Effective date
FRS 1 (Revised) First-time Adoption of Financial Reporting Standards	01 July 2010
FRS 3 (Revised) Business Combinations	01 July 2010
FRS 127 (Revised) Consolidated and Separate Financial Statements	01 July 2010
Amendments to FRS 1: Limited Exemption from Comparative FRS7 Disclosures for First-time Adopters	01 January 2011
Amendments to FRS 1: Additional Exemptions for First-time Adopters	01 January 2011
Amendments to FRS 2: Scope of FRS 2 and FRS 3 (Revised)	01 July 2010
Amendments to FRS 2: Group Cash-settled Share-based payment transactions	01 January 2011
Amendments to FRS 5: Plan to Sell the Controlling Interest in a Subsidiary	01 July 2010
Amendments to FRS 7: Improving Disclosures about Financial Instruments	01 January 2011
FRS 124 (Revised) Related Party Disclosures	01 January 2012
Amendments to FRS 138: Consequential Amendments Arising from FRS 3 (Revised)	01 July 2010
Amendments to IC Interpretation 14: Prepayments of a Minimum Funding Requirement	01 July 2011
Amendments to IC Interpretation 9: Scope of IC Interpretation 9 and FRS 3 (Revised)	01 July 2010
IC Interpretation 4 Determining Whether An Arrangement Contains a Lease	01 January 2011
IC Interprétation 12 Service Concession Arrangements	01 July 2010
IC Interpretation 15 Agreements for the Construction of Real Estate	01 January 2012
IC Interpretation 16 Hedges of a Net Investment in a Foreign Operations	01 July 2010
IC Interpretation 17 Distributions of Non-cash Assets to Owners	01 July 2010
IC Interpretation 18 Transfers of Assets from Customers	01 January 2011
IC Interpretation 19 Extinguishing Financial Liabilities with Equity Instruments	01 July 2011
Annual Improvements to FRSs (2010)	01 January 2011

The above FRSs, IC Interpretations and amendments are not relevant to the Group's operations except as follows:

FRS 3 (Revised) Business Combinations

FRS 3 (Revised) introduces significant changes to the accounting for business combinations, both at the acquisition date and post acquisition, and requires greater use of fair values. In addition, all transaction costs, other than share and debt issue costs, will be expensed as incurred. This revised standard will be applied prospectively and therefore there will not have any financial impact on the financial statements of the Group for the current financial year but may impact the accounting for future transactions or arrangements.

FRS 127 (Revised) Consolidated and Separate Financial Statements

FRS 127 (Revised) requires accounting for changes in ownership interests by the group in a subsidiary, while maintaining control, to be recognised as an equity transaction. When the group loses control of a subsidiary, any interest retained in the former subsidiary will be measured at fair value with the gain or loss recognised in profit or loss. The revised standard also requires all losses attributable to the minority interest to be absorbed by the minority interest instead of by the parent. The Group will apply the major changes of FRS 127 (Revised) prospectively and therefore there will not have any financial impact on the financial statements of the Group for the current financial year but may impact the accounting its future transactions or arrangements.

Revenue on contracts is recognised on the percentage of completion method unless the outcome of the contract cannot be reliably determined, in which case revenue on contracts is only recognised to the extent of contract costs incurred that are recoverable. Foreseeable losses, if any, are provided for in full as and when it can be reasonably ascertained that the contract will result in a loss. The stage of completion is determined based on the proportion that the contract costs incurred for work performed to date bear to the estimated total contract costs.

2. Status of Audit Qualification

There were no audit qualification to the annual audited financial statements of the Group for the FYE 31 December 2010.

3. Segmental Information

The Group operates wholly in the business of providing engineering services and general trading specifically in the provision of ultra-high purity gas and chemical delivery systems solutions.

By geographical segment

In presenting information on the basis of geographical segments, segment revenue are based on the geographical location of customers. The carrying value of segment assets and capital additions are based on the geographical location of the assets.

	Malaysia RM'000	China RM'000	Year- Taiwan RM'000	-to-date ended Singapore RM'000	d 31/3/11 Vietnam RM'000	Eliminations RM'000	Group RM'000
Revenue - External sales	7,765	5,017	3,283	2,197	1,536	(378)	19,420
Results: Segment results Finance costs Interest income	711 (12) 59	(154) * -	40 (4)	99 * -	63 - -	- -	759 (16) 59
Profit before tax Income tax expense							802 (15)
Profit after tax						-	787
Capital expenditure Depreciation Other non-cash items	349 162 15	3 61	- 13 26	34 8 *	-	-	386 244 41
	Malaysia RM'000	China RM'000	Year- Taiwan RM'000	-to-date ended Singapore RM'000	d 31/3/10 Vietnam RM'000	Eliminations RM'000	Group RM'000
Revenue - External sales	3,257	4,759	3,040	2,616	-	-	13,672
Results: Segment results Finance costs Interest income	40 (10) 43	279 (2) 1	(63) (1) 1		Ē	- - -	656 (13) 45
Profit before tax Income tax expense							688 (65)
Profit after tax						-	623
Capital expenditure Depreciation Other non-cash items	100 126	25 63 -	4 24 -				141 214 -

Note:

4. Unusual Items

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the current quarter ended 31 March 2011.

5. Material Changes in Estimates

There were no material changes in estimates used in the preparation of the financial statements in the current financial quarter as compared with the previous financial quarters or financial year.

6. Seasonal or Cyclical Factors

The interim operations of the Group were not affected by any significant seasonal or cyclical factors during the quarter under

7 Dividends Paid

There were no dividends paid during the current quarter under review.

8. Valuation of Property, Plant and Equipment

Property, plant and equipment of the Group were not revalued during the quarter under review. As at 31 March 2011, all the property, plant and equipment were stated at cost less accumulated depreciation.

9. Movement Debt And Equity Securities

On 31 March 2011, the Company increased its issued and paid-up share capital from RM7,471,000 to RM7,911,000 by the issuance of 4,400,000 new ordinary shares of RM0.10 each ("**Shares**") at an issue price of RM0.65 per share by way of private placement. The new Shares issued rank pari passu with the existing shares of the Company.

10. Changes in Composition of the Group

There has been no change in the composition of the Group during the current quarter under review.

11. Discontinued Operation

There were no discontinued operations within the activities of the Group for the quarter under review.

12. Capital Commitments

There were no capital commitments for the purchase of any property, plant and equipment or any other expenses that were not accounted for in the financial statements of the current quarter under review.

^{* -} Less than RM1,000

13. Changes in Contingent Liabilities

Contigent liabilities of the Group as at 31 March 2011 are as follows:

Corporate guarantee given to licensed financial institutions in respect of the following facilities granted to the Company and subsidiaries:	RM'000
- Bank guarantee - Security deposit - Performance bond	50 13 8,383 8,446

14. Material Subsequent Events

There were no material events subsequent to the end of the reporting quarter that have not been reflected in the quarter under review.

B. Additional information required by the Bursa Malaysia Listing Requirements

1 Review Of Performance

The Group recorded a higher revenue of 42.04% for the current quarter ended 31 March 2011 at RM19.42 as compared to the corresponding quarter ended 31 March 2010 of RM13.67 million. This is mainly due to the contribution from Malaysia projects. The Group registered a profit before taxation of RM0.80 million in the current quarter as compared to RM0.69 million in the corresponding quarter in the financial year 2010.

In the first quarter, the Group's revenue stood at RM19.42 million or 37.23% lower as compared to the RM30.94 million achieved in the immediate preceding quarter ended 31 December 2010, whereas the profit before taxation was RM0.80 million in the current quarter compared to RM2.55 million achieved in the fourth quarter in 2010 mainly due to the typical lower sales in the first quarter of the year. There were no unusual item affecting profits for the current quarter.

2 Commentary Of Prospects

In 2011, Semiconductor industry, particularly the Wafer Fabrication, Flat Panel Display and Solar Cell industries will still be the Group's most important revenue contributor.

Further, the Group had successfully penetrated into Vietnam market by securing its first project in Vietnam in the current quarter.

Barring any unforseen change in global economic climate and market conditions, the Board of Directors of KGB ("**Board**") expects the performance of the Group for the year 2011 to remain satisfactory.

3 Profit Forecast and Profit Guarantee

The Company did not announce any profit forecast or profit estimate for the FYE 31 December 2011 in any public document and hence this information is not applicable.

4 Income Tax Expense

Current tax:

- for the financial period

	Cumulative
Current quarter	Year to date
ended 31/3/11	ended 31/3/11
RM'000	RM'000
15	15

The effective tax rate of the Group for the current financial period under review is lower than the statutory tax rate mainly due to certain income arising from KGB's subsidiary, Kelington Technologies Sdn Bhd, which is Pioneer Status Company being tax exempted.

5 Unquoted Investments / Properties

There were no purchase or sales of unquoted investments or properties during the current quarter under review and current financial year to date.

6 Purchase or Disposal of Quoted Securities

There were no purchase or disposal of quoted securities during the current interim period under review and financial year to date.

7 Corporate Proposal

(i) On 28 February 2011, Kenanga Investment Bank Berhad on behalf of the Board, announced that the Company proposed to undertake a private placement of up to 10% of the issued and paid-up share capital of the Company ("**Proposal**"). The Proposal will entail the issuance of up to 7,471,000 placement shares at an issue price of not more than 10% discount to the weighted average market price of the Company's shares for the 5 market days immediately before the price fixing date. During the quarter under review, 4,400,000 Shares have been issued at RM0.65 per Share and RM2.86 million was raised as at 31 March 2011. The proceeds will be utilised for working capital purposes.

(ii) Status of utilisation of proceeds derived from the private placement of 4,400,000 Shares of RM0.10 each in KGB by the Company as at 31 March 2011.

Description	Intended Timeframe for utilisation	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance RM'000	Deviation RM'000
Working capital	Within 1 year from the date of receipt of private placement proceeds	2,860	-	2,860	-

Note: All proceeds from the private placement were subsequently received on 6 April 2011.

8 Group Borrowings

The Group's borrowings as at 31 March 2011 are as follow:-

	Secured RM'000	Unsecured RM'000	Total RM'000
Short-term borrowings:-			
Hire purchase	221		221
Term Loan	66	-	66
	287	-	287
Long-term borrowings:-			
Hire purchase	673	-	673
Term Loan	682	-	682
	1,355	-	1,355
Total Borrowings	1,642	-	1,642

All of our Group's outstanding bank borrowings are denominated in RM.

9 Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments as at the date of this quarterly announcement $\boldsymbol{\zeta}$

10 Material Litigation

There was no pending material litigation from 1 January 2011 up to the date of this quarterly announcement.

11 Dividends Payable

The Board of Directors of KGB recommended the payment of a final tax-exempt dividend of 3 sen per ordinary share amounting to RM 2,373,300 in respect of the FYE 31 December 2010. The proposed dividend is subject to the approval of the shareholders at the forthcoming Eleventh Annual General Meeting.

12 Earnings Per Share

The earnings per share for the quarter and cumulative year to date are computed as follow:

	Current Quarter Ended		Cumulative Year	To Date Ended
	31-March-11	31-March-10	31-March-11	31-March-10
Profit After Taxation (RM'000)	787	623	787	623
Weighted average number of ordinary shares in issue ('000)	79,110	74,710	79,110	74,710
Basic Earnings Per Share (Sen)	0.99	0.83	0.99	0.83
Diluted Earnings Per Share (Sen) *	N/A	N/A	N/A	N/A

Note:

^{* -} Not applicable as the Company does not have any potential dilutive ordinary shares at the end of current quarter and cumulative year to date ended 31 March 2011.

13 Disclosure of Realised and Unrealised Profits/ Losses

	Cumulative Year to date ended 31/3/11 RM'000	Cumulative Year to date ended 31/12/10 RM'000
Total retained profits of KGB: - Realised - Unrealised	27,556 (203)	26,862 (296)
Total group retained profits as per consolidated accounts	27,353	26,566

KGB is sponsored by Kenanga Investment Bank Berhad