OVERSEA ENTERPRISE BERHAD (317155-U)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2011

	Individua	I Quarter	Cumulati	ve Quarter
	Current Quarter Ended	Preceding Year Corresponding Quarter Ended	Current Year to Date Ended	Preceding Year Corresponding Period Ended
	31 December 2011 RM'000	31 December 2010 RM'000	31 December 2011 RM'000	31 December 2010 RM'000
Revenue	14,270	10,514	68,259	62,738
Cost of sales	(6,616)	(3,904)	(30,199)	(29,067)
Gross profit	7,654	6,610	38,060	33,671
Other operating income	1,337	1,172	5,619	4,910
Administration and other operating expenses	(1,828)	(2,190)	(7,222)	(8,423)
Selling and Distribution expenses	(8,685)	(7,181)	(34,204)	(29,115)
Finance costs	(95)	(182)	(393)	(560)
(Loss)/Profit before tax	(1,617)	(1,771)	1,860	483
Income tax	466	(179)	(775)	(807)
(Loss)/Profit after tax	(1,151)	(1,950)	1,085	(324)
Other comprehensive income/(expenses)	62	186	(289)	409
Total comprehensive (expenses)/income	(1,089)	(1,764)	796	85
Profit attributable to:				
Equity holders of the Company	(1,151)	(1,950)	1,085	(324)
Total comprehensive (expenses)/income att	ributable to:			•
Equity holders of the Company	(1,089)	(1,764)	796	85
Weighted average no. of ordinary shares in issue ('000)	245,000	245,000	245,000	232,061
(Losses)/Earnings per share (sen): - Basic	(0.47)	(0.80)	0.44	(0.14)
Notes:				

#### Notes:

<sup>(</sup>i) Basic (losses)/earnings per share for the quarter and financial period is calculated based on the net (loss)/profit divided by the weighted average number of ordinary shares for the quarter and financial period respectively.

<sup>(</sup>ii) The unaudited condensed consolidated statements of comprehensive income should be read in conjunction with the annual audited account for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to this interim financial report.

# OVERSEA ENTERPRISE BERHAD (317155-U) UNAUDITED CONDENSED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2011

	UNAUDITED As at 31 December 2011	AUDITED As at 31 December 2010
	RM'000	RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	29,568	29,263
Investment properties	7,722	7,723
Other investments	526	1,021
Intangible assets	261	71
Goodwill on consolidation	92	92
Long-term receivables	191	250
	38,360	38,420
Current Assets		
Inventories	5,617	5,347
Trade and other receivables	6,462	5,904
Tax refundable	2,080	2,322
Deposits, bank and cash balances	15,175	14,460
•	29,334	28,033
Total Assets	67,694	66,453
EQUITY AND LIABILITIES		
Equity Attributable to Equity Holders of The Company		
Share capital	49,000	49,000
Reserves	3,789	2,993
Shareholders' funds	52,789	51,993
Minority interests	-	•
Total equity	52,789	51,993
Non-current liabilities		
Hire purchase creditors	125	74
Term loans	1,285	1,859
Deferred taxation	648	648
	2,058	2,581
Current Liabilities		
Trade and other payables	9,503	8,431
Hire purchase creditors	123	122
Bank overdrafts Term loans	2 224	16
Tax payables	3,221	3,310
	12,847	11,879
Total liabilities	14,905	14,460
Total equity and liabilities	67,694	66,453
Net Assets Per Share Attributable to ordinary equity holders of	f	
the Company (RM)	0.22	0.21
Note:-		

<sup>(</sup>i) The unaudited condensed statement of financial position should be read in conjunction with the annual audited accounts for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to this interim financial report.

OVERSEA ENTERPRISE BERHAD (317155-U)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2011

		Att	ributable to equ	Attributable to equity holders of the Company	any	
Group	Share Capital	Non-Distributable Share Premium	Fair Value Reserve	Foreign Currency Translation Reserve	Distributable Retained Profits	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance as at 1 January 2011	49,000	1,039	369	£)	1,586	51,993
Net profit for the period	•	,	•	,	1,085	1,085
Total other comprehensive expenses	ı	•	(289)	1	,	(289)
Baiance as at 31 December 2011	49,000	1,039	80	(1)	2,671	52,789
Balance as at 1 January 2010 - As previously stated	37,620		ı	•	1,910	39,530
- Effects of adopting FRS 139	•	•	(41)	•	•	(41)
- As restated	37,620		(41)		1,910	39,489
Public Issue	11,380	1,707	,	ı	ı	13,087
Less: Listing expenses	ı	(899)	,		ı	(899)
Net loss for the period	•	•	ı	•	(324)	(324)
Total other comprehensive income	ı	,	410	(5)	ŧ	409
Balance as at 31 December 2010	49,000	1,039	369	(1)	1,586	51,993

Note:-

(i) The unaudited condensed consolidated statements of changes in equity should be read in conjunction with the annual audited accounts for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to this interim financial report.

### **OVERSEA ENTERPRISE BERHAD (317155-U)**

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASHFLOWS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2011

	Current Year to Date Ended 31 December 2011	PrecedingYear to Date Ended 31 December 2010
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES Profit before taxation	4.000	
Front before taxation	1,860	483
Adjustments for Non Cash items	2,660	3,131
Operating profit before working capital changes	4,520	3,614
Increase in inventories	(271)	(181)
Increase in trade and other receivables	(498)	(532)
Increase/(Decrease) in trade and other payables	1,072	(2,174)
Net cash from operations	4,823	727
Tax paid	(533)	(1,886)
Net cash from operating activities	4,290	(1,159)
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest received	282	189
Payment for intangibles assets	(235)	(3)
Proceeds from disposal of property, plant and equipment	` 24 <sup>´</sup>	4
Purchase of property, plant and equipment	(3,127)	(2,401)
Purchase of other investment	(319)	, <del>-</del>
Proceeds from disposal of other investment	998	-
Net cash from/(used in) investing activities	(2,377)	(2,211)
CASH FLOWS FROM FINANCING ACTIVITIES		
Advance from directors	17	148
Interest paid	(394)	(487)
Repayment of hire purchase obligations	(142)	(114)
Repayment of term loan	(663)	(2,545)
Proceed from issuance of share	-	12,418
Net cash (used in)/from financing activities	(1,182)	9,420
Net increase in cash and cash equivalents	731	6,050
Effect of changes in foreign currency translation	-	(1)
Cash and cash equivalents at beginning of the period	14,444	8,395
Cash and cash equivalents at end of the period	15,175	14,444
Cash and cash equivalents comprises :-		
Short term and fixed deposits with licensed banks	10,358	9,598
Cash and bank balances	4,817	4,862
Bank overdraft		(16)
	15,175	14,444

#### Note:-

<sup>(</sup>i) The unaudited condensed consolidated statements of cash flow should be read in conjunction with the annual audited accounts for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to this interim financial report.

#### NOTES TO THE QUARTERLY REPORT

## PART A - EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARDS ("FRS") 134: INTERIM FINANCIAL REPORTING

#### A1. Basis Of Preparation

The interim financial statements are unaudited and have been prepared in accordance with FRS 134: Interim Financial Reporting and Appendix 9B of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The accounting policies and methods of computation adopted by Oversea Enterprise Berhad ("Oversea" or the "Company") and its subsidiaries ("Group") for these interim financial statements are in compliance with the new and revised FRSs issued by the Malaysian Accounting Standards Board.

The interim financial statements should be read in conjunction with the audited financial statement for year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial report.

#### A2. Adoption Of New And Revised Accounting Policies

The accounting policies and methods of computation adopted by the Group in these condensed consolidated interim financial statements are consistent with those adopted in the condensed consolidated financial statements for the year ended 31 December 2010, except for adoption of the following new/revised FRSs effective for financial period beginning 1 July 2010 and 1 January 2011:

#### (a) FRS

FRS 1 (Revised)	First-time Adoption of Financial Reporting Standards
FRS 3 (Revised)	Business Combinations
FRS 127 (Revised)	Consolidated and Separate Financial Statements

#### (b) Amendments to FRSs

Amendment to FRS 1	Limited Exemption from Comparative FRS 7
(Revised)	Disclosures for First-time Adopters
Amendments to FRS 1	Additional Exemptions for First-time Adopters
Amendments to FRS 2	Scope of FRS 2 and FRS 3 (Revised)
Amendments to FRS 2	Group Cash-settled Share-based Payment Transactions
Amendments to FRS 5	Plan to Sell the Controlling Interest in a Subsidiary
Amendments to FRS 7	Improving Disclosures about Financial Instruments
Amendments to FRS 138	Consequential Amendments Arising from FRS 3 (Revised)

#### (c) IC Interpretations

IC Interpretation 4	Determining Whether an Arrangement Contain a Lease
IC Interpretation 12	Service Concession Arrangements
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17	Distribution of Non-cash Assets to Owners
IC Interpretation 18	Transfer of Assets from Customers

(d) Amendments to FRSs contained in the documents entitled "Annual Improvement to FRSs (2010)"

The above accounting standards and interpretations (including the consequential amendments) are not relevant to the Group's operation except as follows:-

- (i) 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.
- (ii) 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 losses attributable to the minority interest to be absorbed by the minority interest instead of by the parent.

The application of the above FRSs, Amendments to FRSs and Interpretation did not result in any significant changes in the accounting policies and presentation of the financial result of the Group.

#### A3. Auditors' Report On Preceding Annual Financial Statements

The auditors' report on the preceding audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2010 were not subject to any qualification.

#### A4. Seasonal Or Cyclical Factors

For the financial quarter under review, banquet sales improved in the months of November to December as wedding banquets were more popular during the school holidays. However, there was a decline in the manufacturing division as moon cake production normally slows down from the month of October after the moon cake festival.

#### A5. Unusual items due to their nature, size and incidence

There were no unusual items affecting the assets, liabilities, equity, net income or cash flow of the Group in the current financial quarter under review.

#### A6. Changes In Estimates

There were no changes in estimates of amounts reported in prior financial years that have had a material effect in the current financial quarter under review.

#### A7. Changes In Debt and Equity Securities

There were no issuance and repayments of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares for the current financial quarter under review.

#### A8. Dividend Paid

There were no dividends paid in the current financial year to date.

#### A9. Segmental Information

The Group is organized into the following operating segments:-

- a) Restaurant
- b) Manufacturing of baked products (Manufacturing)
- c) Others i.e. investment holdings and central purchasing of high value stocks such as shellfish, shark's fin, dried seafood, meat and other consumables.

#### Segmental Reporting

Period ended 31 December 2011	The state of the s	Others	thers Eliminations	Consolidated		
	Malaysia	Singapore				
	RM' 000	RM' 000	RM' 000	RM' 000	RM' 000	RM' 000
Revenue from	İ					
External customers	53,547	5,744	8,968		-	68,259
Inter-segment revenue	120	-	5,972	2,514	(8,606)	-
Total revenue	53,667	5,744	14,940	2,514	(8,606)	68,259
Profit/(Loss) before taxation	2,328	(998)	797	(267)		1,860
Income tax expenses						(775)
Profit after taxation						1,085
Other Comprehensive Expenses						(289)
Total Comprehensive Income						796
Segmented assets	44,119	4,023	13,375	4,097		65,614
Unallocated assets				1		2,080
	<u> </u>					67,694

#### A10. Valuation Of Property, Plant and Equipment

There was no valuation of the property, plant and equipment in the current financial quarter under review.

#### A11. Capital Commitments

Non-cancellable lease commitments of the Group as at 31 December 2011 is as follows:-

Current:	RM'000
- within one year	3,560
Non -current:	2,229
- between one and two years - between two and five years	652

#### A12. Material Events Subsequent To The End Of The Current Financial Quarter

There are no material events subsequent to the end of current financial quarter.

#### A13. Changes In Composition Of The Group

The Company's wholly-owned subsidiary, namely Restoran Oversea JV (Singapore) Sdn Bhd ("OJV"), had on 8 December 2011 incorporated a wholly-owned subsidiary in Hong Kong, namely Ipoh Group Limited ("IGL") with an authorised share capital of HK\$10,000.00 divided into 10,000.00 shares of HK\$1.00 each with an issued and fully paid up share capital of one (1) share. IGL had only recently commenced operations on 20 February 2012.

The Company's wholly-owned subsidiary, namely OJV, had on 8 February 2012 incorporated a wholly-owned subsidiary in Malaysia, namely Tunas Citarasa Sdn Bhd ("TCSB") with an authorised share capital of RM100,000.00 divided into 100,000.00 shares of RM1.00 each with an issued and fully paid up share capital of two (2) shares. TCSB is currently dormant and has yet to commence operations.

#### A14. Contingent Liabilities Or Contingent Assets

Contingent liabilities of the Group comprise the following:

	31.12.11 RM'000	31.12.10 RM'000
Corporate quarantees given by the Company to financial		
institutions for facilities granted to subsidiaries		+
Total facilities granted	8,243	8,243
Current Exposure	1,773	2,257

#### A15. Significant Related Party Transactions

The Group had the following transactions during the current financial quarter with related parties in which certain directors of the Company have substantial financial interest:-

Transactions	Current financial quarter RM'000	Current year to-date RM'000
Rental paid to Director Rental received from related parties <sup>(1)</sup>	25	100 2
Rental paid to related parties <sup>(1)</sup>	242	970

Notes:

All the above transactions were carried out on terms and conditions not materially different from those obtainable in transactions with unrelated parties and in the ordinary course of business of the Company.

These parties are related to directors who are also substantial shareholders of Oversea Enterprise Berhad.

Amount is less than RM1,000

### PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

#### **B1.** Review Of Performance

For the twelve months ended 31 December 2011 ("12-months 2011"), the Group recorded revenue of RM68.26 million and profit before tax of RM1.86 million as compared to RM62.74 million and RM0.48 million in the preceding year corresponding period ended 31 December 2010 ("12-months 2010") respectively. The Group's revenue for the current quarter under review ("Q4 2011") of RM14.27 million was 35.72% higher compared to the preceding year corresponding quarter as at 31 December 2010 ("Q4 2010") of RM10.51 million. This was mainly due to the additional revenue from Singapore restaurant which commenced operations from 30 January 2011. Further, the Company had more implemented more stringent measures on allowing moon cake sales return.

The increase in other operating income from RM4.91 million in the 12-months 2010 to RM5.62 million for the 12-month 2011 was mainly due to higher fixed deposit rates offered by financial institutions in 2011 and gain on disposal from quoted securities.

The decrease in administration and other operating expenses from RM8.42 million in the 12-months 2010 to RM7.22 million for the 12-months 2011 was mainly due to part of the listing expenses of approximately RM0.75 million being charged in the previous year coupled with cost savings arising from tighter control measures being implemented.

In addition, the increase in selling and distribution expenses for the 12-months 2010 of RM29.12 million to RM34.20 million in the 12-months 2011 was mainly attributed to the operational cost incurred for the newly incorporated restaurant in Singapore. The increase in the current Q4 2011 on the other hand was mainly due to higher expenses incurred for advertisement & promotional activities, upkeep of air conditioning and equipment, higher sundry wages to cater for higher number of banquet functions as well as expenses for the Singapore restaurant in Singapore which had not yet been incurred in Q4 2010.

#### B2. Comparison To The Results Of The Preceding Quarter

The revenue for the Q4 2011 reduced by 33% from RM21.22 million in Q3 2011 to RM14.27 million mainly due to the decline in the moon cake sales/manufacturing segment subsequent to the Mid-Autumn Festival. The restaurant segment revenue recorded an increase of RM2.72 million and this is mainly due to increase of wedding banquets sales due to long school break and year-end holiday season.

The Group incurred a loss before tax of RM1.62 million for Q4 2011 as compared to profit before tax of RM1.79 million in Q3 2011. This was mainly due to discount and sales returned of the moon cake/manufacturing segment totaling approximately RM1.00 million subsequent to the Mid-Autumn Festival. Further, there were additional expenses incurred for promoter fee and commission, rental of booth for moon cake counter and balance of advertising and promotion expenses for moon cake season.

#### **B3.** Current Year Prospects

The Group's new restaurant located at Shaw Tower, Singapore commenced operations on 30 January 2011. In the Q4 2011, the operation has recorded a pre-tax loss of approximately RM0.56 million from the preceding quarter Q3 2011. This is due to lower revenue contribution from the restaurant together with higher fixed maintenance cost.

The Group plans to restrategise its marketing plan in order to garner more customer awareness and shall continue to offer its services at competitive price amidst intense competition in the market.

Moving forward, the Board remains positive on the overall results of the Group for 2012.

#### **B4.** Profit Forecast And Profit Estimate

The Group has not issued any profit forecast or profit estimate for the current financial quarter under review or in any public documents.

#### **B5.** Taxation

Income tax:-	Current quarter ended 31 December 2011 RM' 000	Current year to-date 31 December 2011 RM' 000
Current period	(466)	775

The effective tax rate for current quarter and the current year to date is higher than the statutory rate of 25%. This arose as the Company did not qualify for group tax relief for losses incurred in the restaurant segment to offset against profit earned in the manufacturing segment, resulting in higher effective rate at consolidation level.

#### **B6. Notes to the Statement of Comprehensive Income**

	Current quarter ended 31 December 2011 RM' 000	Current year to-date 31 December 2011 RM' 000
Interest income Other income including investment	(69)	(282)
income	(1,337)	(5,619)
Interest expenses	95	394
Depreciation and amortization	818	3,061
Gain on disposal of quoted investments	(4)	(473)
Foreign exchange gain	Nil	(4)

Other than the items mentioned above which have been included in the statement of comprehensive income, there were no provision for and/or write off of receivable and inventories, impairment of assets, gain or loss on derivatives and exceptional items for the current quarter and financial period ended 31 December 2011.

#### B7. (a) Status Of Corporate Proposals

Save as disclosed below, there are no other corporate proposals announced or not completed by the Group as at the latest practicable date of 28 February 2012:-

On 24 January 2011, the Company's wholly owned subsidiary, namely Restoran Oversea (Imbi) Sdn Bhd have disposed off four (4) units of two-storey shop offices, all situated in Kuchai Business Park, Off Jalan Klang Lama, 58200 Kuala Lumpur free from encumbrances, to Yayasan Dazhi (640772-A) of 250, Jalan Terasek, Bangsar Baru, 59100 Kuala Lumpur for a total cash consideration of RM5,650,000. As at the date of this announcement, the sales is pending completion.

#### (b) Status Of Utilization Of Proceeds Of Public Issue

As at the end of the current quarter and financial year-to-date, the status of utilisation of the proceeds as compared to the actual utilisation is as follows:-

Purposes	Proposed utilisation RM'000	Amount Utilised RM'000	Time frame	Balance unutilised RM'000
(i) Capital Expenditure and business expansion plan	6,050	3,984	Within 2 years after listing	2,066
(ii) Working Capital	3,310		Within 2 years after listing	318
(iii) Repayment of borrowings	2,000	As income interpretable and expensive	Within 1 year after listing	
(iv) Estimated listing expenses	1,727	1,727	Upon listing	-
Total	13,087	10,703		2,384

<sup>\*</sup> Inclusive of excess in listing expenses amounting to RM298,000.

#### B8. Group Borrowings And Debts Securities

The Group's borrowings and debts securities as at 31 December 2011 are as follows:

	Short Term (Secured) RM'000	Long Term (Secured) RM'000
Hire Purchase Creditors Term loan	123 *3,221	125 1,285
Total	3,344	1,410

<sup>\*</sup>Term loan of RM2.56 million is being classified as short term due to sale of properties attached to it as disclosed in B6.

#### **B9.** Material Litigation

There was no material litigation (including status of any pending material litigation) as at the latest practicable date of 28 February 2012.

#### B10. Dividends

No interim dividend has been declared in respect of the current financial quarter under review.

### **B11.** Earnings Per Share

	Individual Quarter		Cı	Cumulative (	
	Current Quarter Ended	Preceding Year Corresponding Quarter Ended	Curre Year Date Er	to	Preceding Year Corresponding Period Ended
	31-Dec-11 RM'000	31-Dec-10 RM'000	31-Dec RM'0		31-Dec-10 RM'000
BASIC EARNINGS PER SHARE				••	
Profit for the period attributable to ordinary equity holders of the					
company	(1,151)	(1,950)	1	,085	(324)
Weighted average number of ordinary shares in issue ('000)	245,000	245,000	245	5,000	232,061
Basic earnings per share (sen)	(0.47)	(0.80)		0.44	(0.14)

#### B12. Realised and unrealised retained earnings

The retained profit may be analysed as follows:

As at the	As at the
end of	end of
current	preceding
quarter	quarter
31.12.2011	30.09.2011
RM'000	RM'000
2,643	3,827
28	28
2,671	3,855

Realised Unrealised

By Order of the Board

Ng Bee Lian Company Secretary Date: 28 February 2012