

(Company No. 5572-H)
(Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2008**

	Individual quarter ended		Cumulative quarter ended	
	31/12/2008 RM'000	31/12/2007 RM'000	31/12/2008 RM'000	31/12/2007 RM'000
Continuing operations				
Revenue	70,536	70,991	248,137	200,002
Cost of sales	(51,750)	(49,261)	(173,310)	(137,270)
Gross profit	<u>18,786</u>	<u>21,730</u>	<u>74,827</u>	<u>62,732</u>
Other income	532	1,978	2,832	9,443
Employee benefits expense	(4,030)	(4,153)	(12,972)	(11,365)
Depreciation and amortisation	(802)	(1,025)	(2,461)	(2,926)
Other expenses	(6,666)	(5,800)	(20,159)	(18,586)
Profit from operations	<u>7,820</u>	<u>12,730</u>	<u>42,067</u>	<u>39,298</u>
Finance costs	(2,196)	(1,886)	(6,883)	(10,580)
Other investing activities results	(556)	10,505	(932)	9,084
Share of results of associates and jointly controlled entities:	373	1,956	1,914	4,365
Profit before taxation	<u>5,441</u>	<u>23,305</u>	<u>36,166</u>	<u>42,167</u>
Taxation	(1,694)	(3,466)	(11,634)	(9,610)
Profit for the period from continuing operations	<u>3,747</u>	<u>19,839</u>	<u>24,532</u>	<u>32,557</u>
Discontinued Operations				
Profit for the period from discontinued operations	-	53	-	6,294
Profit for the period	<u>3,747</u>	<u>19,892</u>	<u>24,532</u>	<u>38,851</u>
Attributable to :				
Equity holders of the parent	2,035	19,027	20,817	36,456
Minority interests	1,712	865	3,715	2,395
	<u>3,747</u>	<u>19,892</u>	<u>24,532</u>	<u>38,851</u>
Earnings per share attributable to equity holders of the parent :	sen	sen	sen	sen
Basic, for profit from continuing operations	0.70	6.29	7.10	9.83
Basic, for profit from discontinued operations:	-	0.02	-	2.05
Basic, for profit for the period	<u>0.70</u>	<u>6.31</u>	<u>7.10</u>	<u>11.88</u>

(The Condensed Consolidated Income Statements should be read in conjunction with the audited Financial Statements for the year ended 31 March 2008 and the accompanying notes attached to the interim financial statements)

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	Unaudited As at 31/12/2008 RM'000	Audited As at 31/03/2008 RM'000
ASSETS		
Non-current Assets		
Property, plant and equipment	37,266	38,443
Land held for property development	83,128	84,845
Investment properties	14,525	14,574
Prepaid land lease payments	27,891	28,878
Goodwill	1,852	1,852
Investment in associates	104	325
Investment in jointly controlled entities	68,754	66,840
Other investments	30,777	37,847
Deferred tax assets	6,614	5,386
	<u>270,911</u>	<u>278,990</u>
Current Assets		
Property development costs	169,472	175,848
Inventories	54,537	65,401
Short term investments	1,149	4,319
Trade and other receivables	141,371	115,122
Tax recoverable	6,050	7,005
Cash and bank balances	70,923	60,529
	<u>443,502</u>	<u>428,224</u>
Assets of disposal group classified as held for sale	46,311	46,311
	<u>489,813</u>	<u>474,535</u>
TOTAL ASSETS	<u>760,724</u>	<u>753,525</u>
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the parent		
Share capital	320,815	320,815
Share premium	24,909	24,909
Treasury shares	(14,002)	(13,023)
Other reserves	3,464	3,464
Retained profits	74,586	60,345
Shares held by ESTS Trust	(15,465)	(11,418)
Amounts recognised directly in equity relating to assets classified as held for sale	16,403	16,403
Shareholders' equity	<u>410,710</u>	<u>401,495</u>
Minority Interests	12,887	9,172
Total equity	<u>423,597</u>	<u>410,667</u>
Non-current Liabilities		
Borrowings	37,885	101,472
Other payables and deferred income	38,132	38,132
	<u>76,017</u>	<u>139,604</u>
Current Liabilities		
Trade and other payables	134,790	112,303
Borrowings	120,196	83,840
Current tax payable	3,896	4,883
	<u>258,882</u>	<u>201,026</u>
Liabilities directly associated with the assets classified as held for sale	2,228	2,228
	<u>261,110</u>	<u>203,254</u>
Total Liabilities	<u>337,127</u>	<u>342,858</u>
TOTAL EQUITY AND LIABILITIES	<u>760,724</u>	<u>753,525</u>
Net Assets per share attributable to Equity Holders of the Parent (RM)	<u>1.42</u>	<u>1.36</u>

(The Condensed Consolidated Balance Sheets should be read in conjunction with the audited financial statements for the year ended 31 March 2008 and the accompanying notes attached to the interim financial statements)

BOLTON BERHAD
 (Company No. 5572-H)
 (Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
 FOR THE PERIOD ENDED 31 DECEMBER 2008**

	-----Attributable to Equity Holders of the Parent-----										
	<-----Non-distributable Reserves-----						Distributable				
	Share Capital RM'000	Share Premium RM'000	Treasury Shares RM'000	Capital Reserve RM'000	Exchange Reserve RM'000	Relating to Assets Held for Sale RM'000	Shares held by ESTS Trust RM'000	Retained Profits/ (Accumulated Losses) RM'000	Shareholders' Equity RM'000	Minority Interests RM'000	Total Equity RM'000
9 months ended 31.12.2007											
Balance at 1 April 2007	320,815	244,909	(8,850)	19,867	-	(329)	-	(200,707)	375,705	8,152	383,857
Profit for the period								36,456	36,456	2,395	38,851
Dividend								(5,652)	(5,652)	-	(5,652)
Transfer of reserves						329		(329)	-	-	-
Reduction of share premium account		(220,000)						220,000	-	-	-
Realisation of post acquisition reserves upon disposal of subsidiaries								3,697	3,697	-	3,697
Acquisition of additional interests in subsidiary from minority shareholders								-	-	(731)	(731)
Treasury shares purchased			(2,880)						(2,880)		(2,880)
Purchased in respect of ESTS Trust							(9,052)		(9,052)		(9,052)
Balance at 31 Dec 2007	<u>320,815</u>	<u>24,909</u>	<u>(11,730)</u>	<u>19,867</u>	<u>-</u>	<u>-</u>	<u>(9,052)</u>	<u>53,465</u>	<u>398,274</u>	<u>9,816</u>	<u>408,090</u>
9 months ended 31.12.2008											
Balance at 1 April 2008	320,815	24,909	(13,023)	3,464	-	16,403	(11,418)	60,345	401,495	9,172	410,667
Dividend								(6,576)	(6,576)	-	(6,576)
Profit for the period								20,817	20,817	3,715	24,532
Treasury shares purchased			(979)						(979)		(979)
Purchased in respect of ESTS Trust							(4,047)		(4,047)		(4,047)
Balance at 31 Dec 2008	<u>320,815</u>	<u>24,909</u>	<u>(14,002)</u>	<u>3,464</u>	<u>-</u>	<u>16,403</u>	<u>(15,465)</u>	<u>74,586</u>	<u>410,710</u>	<u>12,887</u>	<u>423,597</u>

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 March 2008 and the accompanying notes attached to the interim financial statements)

(Company No. 5572-H)
(Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2008**

	Quarter ended 31/12/2008 RM'000	Quarter ended 31/12/2007 RM'000 OK
Profit before tax from:		
Continuing operations	36,166	42,167
Discontinued operations	-	6,615
Adjustment for non-cash flow :-		
Non-cash items	3,358	7,320
Non-operating items (which are investing/financing)	(853)	(4,588)
Operating profit before changes in working capital	38,671	51,514
Changes in working capital		
Net change in current assets	(9,010)	56,462
Net change in current liabilities	22,487	(16,295)
Land held for property development	1,717	(730)
Taxation paid	(12,893)	(5,839)
Net cash flows from operating activities	40,972	85,112
Investing Activities		
- Property, plant and equipment	(206)	12,402
- Jointly controlled entities	-	(19,875)
- Other investments	6,389	2,760
- Short term investments	2,293	-
- Dividend from an associated company	-	1,427
- Dividend paid	(6,576)	(5,652)
- Net cash from disposal of an associated company	-	10,428
- Net cash paid for acquisition of a subsidiary	(221)	(300)
- Acquisition of additional interests from minority shareholders	-	(731)
- Net cash from sale of a subsidiary	-	9,101
	1,679	9,560
Financing Activities		
- Bank borrowings	(17,604)	(75,474)
- Equity investments	(5,026)	(11,932)
	(22,630)	(87,406)
Net Change in Cash and Cash Equivalents	20,021	7,266
Cash and Cash Equivalents at beginning of period	49,914	28,789
Cash and Cash Equivalents at end of period	69,935	36,055
Analysis of cash and cash equivalents at end of the financial period:		
Cash and bank balances	68,729	42,137
Deposits with licensed financial institutions	2,194	7,217
Bank overdrafts	(988)	(13,640)
	69,935	35,714
Cash and bank balances classified as held for sale	-	341
	69,935	36,055

(The Condensed Consolidated Cash Flow Statements should be read in conjunction with the audited financial statements for the year ended 31 March 2008 and the accompanying notes attached to the interim financial statements)

Explanatory Notes

A1. Basis of Preparation

The interim financial report is unaudited and has been prepared in accordance with Financial Reporting Standard (FRS) 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad and should be read in conjunction with the Group's audited financial statements for the year ended 31 March 2008.

A2. Changes in Accounting Policies

The accounting policies and methods of computation by the Group in this interim report are consistent with those adopted in the most recent annual audited financial statements.

On 1 April 2008, the Group adopted the following new/revised FRSs mandatory for the financial periods beginning on or after 1 January 2008.

FRS 107 - Cash Flow Statements
FRS 111 - Construction Contracts
FRS 112 - Income Taxes
FRS 118 - Revenue
FRS 134 - Interim Financial Reporting
FRS 137 - Provisions, Contingent Liabilities and Contingent Assets

The adoption of the abovementioned FRSs does not result in significant changes in accounting policies of the Group.

A3. Audit Qualification

The audit report of the Group's most recent annual audited financial statements for the year ended 31 March 2008 was not qualified.

A4. Seasonality or Cyclical Factors

There were no material seasonal or cyclical factors which affected the results of the operations for the quarter under review.

A5. Exceptional items

	Individual quarter ended 31/12/08 RM'000	Cumulative quarter ended 31/12/08 RM'000
Included in other investing results were :-		
- Loss on disposal of quoted investments	(8)	(35)
- Impairment loss on - short term investments	(564)	(939)
- Gain on disposal of property, plant & equipment	16	42
	(556)	(932)

A6. Changes in estimates

There were no major changes in estimates that have a material effect on the results of the quarter under review.

A7. Debt and Equity Securities

During the current financial quarter, the Company repurchased 794,200 units of its issued share capital of RM1.00 each from the open market at an average cost of RM0.76 per share.

As at 31 December 2008, the total number of shares repurchased amounted to 16,004,300 ordinary shares at an average price of RM0.87 per share. The shares repurchased are retained as treasury shares.

A8. Dividends Paid

No dividend was paid during the current financial quarter under review.

A9. Segmental Reporting

	-----Period ended 31/12/2008----->					
Business segments	Property Development RM'000	Property Investment RM'000	Construction RM'000	Quarry Operations RM'000	Other Operations RM'000	Total RM'000
Revenue from continuing operations	217,243	8,749	56,459	2,629	1,343	286,423
Less : Eliminations of inter-segment						(38,286)
Net revenue from continuing operations						<u>248,137</u>
Discontinued operations						-
Total revenue						<u>248,137</u>
Continuing operations						
Segment results from continuing operations	<u>46,823</u>	<u>1,697</u>	<u>1,363</u>	<u>1,510</u>	<u>1,679</u>	53,072
Head office expenses						(11,005)
Operating profit						<u>42,067</u>
Finance costs						(6,883)
Other investing activities results						(932)
Share of results of associates and jointly controlled entities						1,914
Profit before taxation						<u>36,166</u>
Taxation						(11,634)
Profit for the period from continuing operations						<u>24,532</u>
Discontinued operations						
Profit for the period from discontinued operations						-
Profit for the period						<u><u>24,532</u></u>

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

A10. Valuation of property, plant and equipment

The valuation of land and buildings have been brought forward, without amendment from the most recent annual audited financial statements for the year ended 31 March 2008. The carrying value was based on a valuation carried out in 1983 by independent professional valuers less depreciation, as permitted under the transitional provision of IAS 16 (Revised): Property, Plant and Equipment.

A11. Subsequent Events

Save as disclosed in Note B8, there were no material subsequent events since 31 December 2008.

A12. Changes in the Composition of the Group

Save as disclosed in Note B8, there were no other changes in the composition of the Group for the current quarter under review.

A13. Changes in contingent liabilities and contingent assets

As at 31 December 2008, there were no material changes in contingent liabilities since the last annual audited balance sheet as at 31 March 2008. There was no contingent asset as at 31 December 2008.

ADDITIONAL INFORMATION AS REQUIRED BY APPENDIX 9B OF THE BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS.

B1. Review of Performance

For the quarter ended 31 December 2008, the Group achieved a profit before tax of RM5.441 million from a revenue of RM70.536 million. The main contributor to the Group's results continues to be the Property Development business which contributed approximately 88% of the Group's results. Despite recording approximately the same revenue compared to the corresponding quarter for the financial year 2008, the earnings showed a significant reduction due to a one-off gain of RM10.6 million recorded in the previous corresponding period.

B2. Material Changes in the Quarterly Results as Compared to the Immediate Preceding Quarter

The performance for the current quarter is lower than the immediate preceding quarter due to the economic downturn.

B3. Prospects for the financial year ending 31 March 2009

In view of the deepening global downturn and continued slowdown in the domestic economy, many economists and analysts have revised downwards the 2009 Gross Domestic Product (GDP) growth of 3.5% projected by the Government. To counter this, in addition to the stimulus package of RM7 billion announced by the Finance Minister in November 2008, the Government has indicated that it will announce a Mini-Budget with a wider scope of fiscal and monetary stimulus package in March 2009 to boost the domestic economy.

In view of this, the Group has put in motion strategies to mitigate and minimise the impact of the economic downturn on the Group's future operations. However, the directors expect the performance of the Group for the last quarter of the financial year to be adversely affected by the economic downturn.

B4. Profit Forecast/Profit Guarantee

Not applicable

B5. Taxation

Taxation comprises the following :-

	Individual quarter ended 31/12/08 RM'000	Cumulative quarter ended 31/12/08 RM'000
Current taxation - current period	1,694	11,372
Under-provision in prior year	-	262
	<u>1,694</u>	<u>11,634</u>

The effective tax rate of the Group for the period under review is higher than the statutory tax rate due to losses of some subsidiaries which cannot be set off against taxable profits of other subsidiaries.

B6. Sale of unquoted investments and properties

For the current quarter under review, there were no sales of properties other than the sale of land and buildings in the normal course of business as property developers.

B7. Quoted investments

(a) Total purchases and sales of quoted investments were as follows :-

	Individual quarter ended 31/12/08 RM'000	Cumulative quarter ended 31/12/08 RM'000
Total purchases	57	377
Total sales proceeds	28	9,372
Total loss on disposal	(8)	(35)

(b) Investments in quoted securities as at 31 December 2008 were as follows :-

	At Cost RM'000	At Book Value RM'000	At Market Value RM'000
Quoted in Malaysia			
Other investments	72,046	25,568	14,934

B8. Corporate Developments

(1) The Company had on 26 September 2008 announced that it had undertaken a proposed internal re-organisation exercise involving its subsidiaries and have entered or caused its subsidiaries to enter into the following agreements :-

- (a) Sale and Purchase Agreement ("SPA") between Kejora Harta Bhd ("KHB") and Bolton for the acquisition by Bolton of KHB's 84% equity interest in Kenneison Brothers Sdn Bhd ("KBSB") for a total cash consideration of RM30,484,834;
- (b) SPA between KHB and Bolton Land Sdn Bhd (formerly known as Noble Midah Sdn Bhd) ("BL") for the acquisition by BL of:
 - (i) 59.9% equity interest in Vista-Prisma Sdn Bhd ("VPSB") for a total cash consideration of RM5,634,116;
 - (ii) 100% equity interest in GLM Property Development Sdn Bhd ("GLM") for a total cash consideration of RM3,500,000; and
 - (iii) 100% equity interest in Kejora Harta Properties Sdn Bhd ("KHP") for a total cash consideration of RM2;
- (c) SPA between Bolton and Midah Istimewa Sdn Bhd ("MISB") for the acquisition by MISB of a piece of freehold land held under Grant 4523, Lot No. 1149, City of Kuala Lumpur, measuring approximately 0.91 acres together with a 12-storey apartment known as "Bolton Court" ("the said Land") erected thereon for a total consideration of RM33,700,000;
- (d) SPA between Bolton and BL for the acquisition by BL of certain subsidiaries of Bolton for a total consideration of RM86,113,124, to be satisfied by the issuance of 86,113,124 new 5% Redeemable Convertible Preference Shares 2008/2018 of RM0.01 each ("RCPS") at an issue price of RM1.00;
- (e) Settlement Agreement between Bolton and BL for the settlement of inter-company debts due by BL to Bolton and the assumption by BL of the net inter-company debts due by certain subsidiaries to Bolton, totaling RM365,163,587, via the issuance by BL to Bolton of 365,163,587 new RCPS at an issue price of RM1.00. Bolton shall cause each of the affected subsidiaries to enter into separate Novation Agreement with BL to novate and transfer the inter-company balances to BL.

The Proposal is not subject to the approval of the shareholders of Bolton but is subject to the approval from FIC and any other relevant authorities, if any.

On 7 January 2009, the Company announced that FIC's approval was granted for the above internal re-organisation exercise.

BOLTON BERHAD (5572-H)

(Incorporated in Malaysia)

Unaudited interim report for the period ended 31 December 2008

- (2) The Company had on 28 November 2008 announced that the following wholly-owned dormant/inactive subsidiaries will be wound up by way of members' voluntary winding-up pursuant to Section 254(1)(b) of the Companies Act, 1965 :-
- Beribu Tekad Sdn Bhd
 - Ikram Indera Sdn Bhd
 - Unison Chemical Industries Sdn Bhd
 - Vibrant Glory Sdn Bhd
 - Kejora Harta Realty Sdn Bhd
 - Kenneison Water Sdn Bhd
- (3) The Company had on 19 December 2008 announced that its wholly-owned subsidiary, Bolton Land Sdn Bhd (formerly known as Noble Midah Sdn Bhd) ("BLSB") entered into the following agreements with Aset Budi Sdn Bhd ("ABSB") :-
- a Share Sale Agreement ("SSA") for the proposed acquisition of 500,001 ordinary shares of RM1.00 each ("Sale Shares"), representing 50% plus 1 ordinary share in Zahari Holdings Sdn Bhd ("ZHSB") for a total cash consideration of RM6.0 million (Proposed Acquisition); and
 - a Shareholders' Agreement ("SA") to regulate their relationship inter-se as shareholders of ZHSB

The purchase consideration shall be paid at the following times and manner :-

- a deposit sum of RM600,000 to be placed with BLSB's solicitors as stakeholders upon execution of the SSA and shall be released together with any interest accrued thereon to ABSB on the unconditional date
- the balance purchase consideration of RM5,400,000 shall be payable by BLSB within 1 month from the unconditional date

The proposed acquisition was completed on 20 February 2009.

B9. Group borrowings

Particulars of the Group's borrowings as at 31 December 2008 were as follows :-

	RM'000
Short term bank borrowings :-	
Secured	60,184
Unsecured	60,012
Long term bank borrowings :-	
Secured	37,866
Unsecured	19
Total Group borrowings	<u>158,081</u>

All borrowings are denominated in Ringgit Malaysia.

B10. Off Balance Sheet Financial Instruments

There are no financial instruments with off balance sheet risks as at the date of this report.

B11. Material Litigation

There is no material litigation pending as at the date of this report.

BOLTON BERHAD (5572-H)
(Incorporated in Malaysia)
Unaudited interim report for the period ended 31 December 2008

B12. Dividends Proposed

No interim dividend has been proposed during the quarter under review.

B13. Earnings per share

	Individual quarter ended		Cumulative quarter ended	
	31/12/08 RM'000	31/12/07 RM'000	31/12/08 RM'000	31/12/07 RM'000
Profit from continuing operations	2,035	18,974	20,817	30,162
Profit from discontinued operations	-	53	-	6,294
Profit for the period attributable to the ordinary equity holders of the parent	<u>2,035</u>	<u>19,027</u>	<u>20,817</u>	<u>36,456</u>
Weighted average number of ordinary shares excluding treasury shares and shares held by Employees' Trust Scheme ('000)	290,630	301,579	293,357	306,779
Basic earnings per share (sen) for :				
Profit from continuing operations	0.70	6.29	7.10	9.83
Profit from discontinued operations	-	0.02	-	2.05
Profit for the period	<u>0.70</u>	<u>6.31</u>	<u>7.10</u>	<u>11.88</u>

LIM SENG YON
WONG WAI FONG
Secretaries

Kuala Lumpur
Date: 26 February 2009