LANDMARKS

LANDMARKS BERHAD

(185202-H)

(Incorporated in Malaysia)

Unaudited Interim Financial Report
For The Fourth Quarter Ended
31 December 2009



UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2009

	Note	31-Dec-2009 RM' 000	31-Dec-2008 RM' 000 (Audited) (Restated)
ASSETS			
Property, plant and equipment	A10	139,978	146,607
Land held for property development		1,918,362	1,918,362
Investments in associates		43,132	33,265
Other investments		700	700
Total Non-Current Assets		2,102,172	2,098,934
Receivables, deposits and prepayments		5,767	7,921
Inventories		873	1,450
Property development cost		27,939	27,323
Current tax assets		12,446	24,226
Assets classified as held for sale		2,530	2,000
Other investments		10,179	-
Cash and cash equivalents		220,046	224,527
Total Current Assets		279,780	287,447
TOTAL ASSETS		2,381,952	2,386,381
EQUITY Share capital Reserves Total equity attributable to equity holders of the Company		480,682 1,225,016 1,705,698	480,682 1,215,111 1,695,793
-		613	079
Minority Interests			978
Total Equity		1,706,311	1,696,771
LIABILITIES			
Borrowings	В9	87,500	96,250
Deferred tax liabilities		562,007	561,942
Total Non-Current Liabilities		649,507	658,192
Payables and accruals		14,290	19,284
Borrowings	В9	8,750	8,750
Current tax liabilities	D)	3,094	3,384
Total Current Liabilities		26,134	31,418
Total Liabilities		675,641	689,610
TOTAL EQUITY & LIABILITIES		2,381,952	2,386,381
Net Assets Per Share (RM)		3.55	3.53

The unaudited condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.



UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENTS FOR THE TWELVE-MONTH PERIOD ENDED 31 DECEMBER 2009

	Note	INDIVIDUAL PERIOD 3 months ended 31 December 2009 2008		CUMULATIVE PERIOD 12 months ended 31 December 2009 2008		
Continuing operations		RM'000	RM'000	RM'000	RM'000	
Revenue		13,226	13,149	46,776	48,721	
Profit / (loss) from operations		836	-2,093	1,735	-3,293	
Finance cost		-1,045	-1,696	-4,012	-5,331	
Operating loss	-	-209	-3,789	-2,277	-8,624	
Share of net profit / (loss) of associates	B1	9,901	258	9,868	-1,554	
Profit / (loss) before taxation	-	9,692	-3,531	7,591	-10,178	
Income tax expense	B5	1,889	2,195	1,929	957	
Profit / (loss) for the period from continuing op	erations	11,581	-1,336	9,520	-9,221	
Discontinued operations Net profit from discontinued operations and gain on sale of discontinued operations		-	-	-	71,144	
Profit / (loss) for the period	-	11,581	(1,336)	9,520	61,923	
Attributable to:						
Equity holders of the Company		11,582	-371	9,796	62,865	
Minority interest Profit / (loss) for the period	-	-1 11,581	-965 -1,336	-276 9,520	-942 61,923	
Earnings per share attributable to equity holders of the Company (sen) Profit /(loss) from continuing operations - Basic - Diluted		2.41 N/A	-0.08 N/A	2.04 N/A	-1.72 N/A	
Profit from discontinued operations						
- Basic		-	-	-	14.80	
- Diluted		N/A	N/A	N/A	N/A	
Profit / (loss) for the period						
-Basic -Diluted		2.41 N/A	-0.08 N/A	2.04 N/A	13.08 N/A	
-Diluicu		IN/A	IN/A	IN/A	IN/A	

The unaudited condensed consolidated income statements should be read in conjunction with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.



UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY $FOR \ THE \ TWELVE-MONTH \ PERIOD \ ENDED \ 31 \ DECEMBER \ 2009$

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	Share Capital RM'000	Translation Reserve RM'000	Revaluation Reserve RM'000	Share Premium RM'000	Share Option Reserve RM'000	Retained Earnings RM'000	Total RM'000	Minority Interests RM'000	Total Equity RM'000
At 1 January 2008	480,682	2,801	35,825	218,209	-	335,981	1,073,498	146,189	1,219,687
Revaluation of land held for development to fair value arising									
from business combination achieved in stages	-	-	586,511	-	-	-	586,511	-	586,511
Foreign exchange translation differences	-	524	-	-	-	-	524	-	524
Net loss for the period	-	-	-	-	-	(8,279)	(8,279)	(942)	(9,221)
Acquisition of minority interest	-	-	-	-	-	-	-	(144,269)	(144,269)
Equity settled share-based transaction	-	-	-	-	1,470	-	1,470	-	1,470
Share options forfeited	-	-	-	-	(268)	268	-	-	-
Disposal of associate	-	-	-	-	-	71,144	71,144	-	71,144
Dividends to shareholders of the Company	-	-	-	-	-	(14,228)	(14,228)	-	(14,228)
Premium paid on acquisition of minority interest	-	-	-	-	-	(14,847)	(14,847)	-	(14,847)
At 31 December 2008	480,682	3,325	622,336	218,209	1,202	370,039	1,695,793	978	1,696,771
At 1 January 2009	480,682	3,325	622,336	218,209	1,202	370,039	1,695,793	978	1,696,771
Foreign exchange translation differences	-	109	-	-	-	-	109	-	109
Net profit for the period	-	-	-	-	-	9,796	9,796	(276)	9,520
Capital distribution to minority shareholders of a subsidiary	-	-				-	-	(89)	(89)
At 31 December 2009	480,682	3,434	622,336	218,209	1,202	379,835	1,705,698	613	1,706,311

The unaudited condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.



UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE TWELVE-MONTH PERIOD ENDED 31 DECEMBER 2009

	31-Dec-2009 RM'000	31-Dec-2008 RM'000
Cash flows from operating activities		
Profit / (Loss) Before Taxation		
-Continuing operations -Discontinued operations	7,591	(10,178) 71,144
-Discontinued operations	-	/1,144
Adjustments for non-cash flow:		
Non-cash items	6,629	5,507
Non-operating items	(10,689)	(67,531)
Operating profit / (loss) before changes in working capital	3,531	(1,058)
Net change in current assets	1,987	11,104
Net change in current liabilities	(4,911)	(11,132)
Cash from / (used in) operations	607	(1,086)
Income tax paid	(713)	(3,956)
Income tax refund	14,443	1,151
Net cash from / (used in) operating activities	14,337	(3,891)
Cash flows from investing activities		
Acquisition of minority interest	-	(365,188)
Interest income received	4,729	8,634
Purchase of property, plant and equipment	(524)	(5,748)
Net proceeds from disposal of an associate	-	177,608
Decrease in pledged deposits placed with licensed banks	-	33
Proceeds from disposal of investment Acquisition of other investments	(10,000)	5,260
Proceeds from disposal of property, plant and equipment	(10,000)	347
Net cash used in investing activities	(5,795)	(179,054)
Cash flows from financing activities		
Proceeds from loans and other borrowings	-	105,000
Capital distribution paid to minority shareholders of a subsidiary	(89)	-
Dividend paid to shareholders of the company		(14,228)
Repayment of bank borrowings	(8,750)	(50,800)
Finance costs paid	(4,202)	(5,331)
Net cash (used in) / from financing activities	(13,041)	34,641
Net decrease in cash and cash equivalents	(4,499)	(148,304)
Effect of exchange rate fluctuations on cash held	18	22
Cash and cash equivalents at 1 January	224,527	372,809
Color by the Color of 21 December	220.046	224 527
Cash and cash equivalents at 31 December	220,046	224,527
	31-Dec-2009 RM'000	31-Dec-2008 RM'000
Cash and bank balances	7,082	10,389
Deposits (including deposits pledged)	212,964	214,138
	220,046	224,527

LANDMARKS BERHAD ("LANDMARKS" OR "THE COMPANY")

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 DECEMBER 2009

PART A – EXPLANATORY NOTES IN COMPLIANCE WITH FRS134, INTERIM FINANCIAL REPORTING

A1. Basis of preparation

The interim financial report is unaudited and has been prepared in compliance with Financial Reporting Standards (FRS) 134₂₀₀₄, *Interim Financial Reporting* issued by Malaysian Accounting Standards Board ("MASB") and Paragraph 9.22 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2008. The explanatory notes attached to the interim financial report 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 2008.

A2. Changes in Accounting Policies/Estimates

The significant accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the audited financial statements for the financial year ended 31 December 2008 except for the early adoption of the *Amendment to FRS117* Leases.

Under the *Amendment to FRS117*, the Group has reassessed and determined that all leasehold land of the Group which are in substance finance leases and has reclassified the leasehold land to property, plant and equipment with the transitional provisions of the amendment.

The reclassification does not affect the basic and diluted earnings per ordinary share for the current and prior periods. The re-statement of the comparative amount as at 31 December 2008 is as follows:

Restatement of comparative amounts

	As	Effects of	As
	previously	restatement	restated
	reported		
	RM'000	RM'000	RM'000
Non current assets			
Property, Plant and Equipment	137,300	9,307	146,607
Prepaid Lease Payments	9,307	(9,307)	-
(Leasehold Land)			

A3. Auditors' Report on the Group's latest Annual Financial Statements

There were no audit qualifications on the Group's financial statements for the year ended 31 December 2008.

A4. Exceptional items of a non-recurring nature

There were no exceptional items of a non-recurring nature during the financial period under review.

A5. Inventories

During the twelve-month period ended 31 December 2009, the Group recognised a write-down of RM 85,414 in inventories related to the hotel operating supplies due to the change of the hotel operator of The Andaman. The write-down is included in cost of sales. There were no other inventory write-downs recognised during the twelve months ended 31 December 2009.

A6. Changes in composition of the Group

There were no changes in the composition of the Group arising from business combinations, acquisitions or disposal of subsidiary companies and long-term investment, restructuring, or discontinued operations for the current interim period except as disclosed below.

On 6 November 2009, the High Court of Singapore had ordered the winding-up of an indirect subsidiary of the Company, BTB Management Services Pte Ltd ("BTBMS") and the Official Receiver was appointed the Liquidator of BTBMS.

On 8 December 2005, Mont Kiara Specialist Centre Sdn Bhd ("MKSC") an indirect subsidiary of the Company was placed under Members' Voluntary Winding-up pursuant to the Companies Act 1965. A return by Liquidator relating to Final Meeting was lodged on 10 December 2009 with the Companies Commission of Malaysia and the Official Receiver, and on the expiration of three months after the said lodgment, MKSC will be dissolved.

A7. Dividends paid

There were no dividends paid during the financial period under review.

A8. Seasonal or cyclical factors

The Group's hotel business is generally affected by seasonal or cyclical factors. The high season for the Group's hotel generally lies in the first and last quarters of the financial year.

A9. Segmental information

Business segments

	Hot	els										
	and r	esort	Prop	erty			Infrast	ructure				
	develo	pment	develo	pment	Engineering		(discontinued)		Others		Consolidated	
12 months ended 31 December	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Total segment revenue	46,606	47,707	-	-	-	1,014	-	-	170	-	46,776	48,721
Results from operating												
activities	2,242	(5,332)	-	-	61	2,094	-	-	(568)	(55)	1,735	(3,293)
Interest expense											(4,012)	(5,331)
Share of profit / (loss) of equity												
accounted associates	-	-	9,868	(1,554)	-	-	-	-	-	-	9,868	(1,554)
Tax expense											1,929	957
Gain on disposal of an associate	-	-	-	-	-	-	-	71,144	-	-	-	71,144
Profit for the period											9,520	61,923

A10. Property, plant and equipment

There were no changes to the valuation of property, plant and equipment brought forward.

A11. Capital commitments

31 December 2009 RM'000

Property, plant and equipment

Authorised but not contracted for	11,846
Contracted but not provided for	219

Total 12,065

A12. Contingent liabilities

There were no contingent liabilities for the financial period under review.

A13. Debt and equity securities

There were no issuance or repayment of debt, share buy back, share cancellation, shares held as treasury shares and resale of treasury shares for the financial period under review.

A14. Related party transactions

There were no related party transactions for the financial period under review.

A15. Events subsequent to the balance sheet date

On 23 February 2010, Landmarks Engineering & Development Sdn Bhd ("LED") and Ikatan Cekap Sdn Bhd ("ICSB"), both subsidiaries of the Company, entered into a Settlement Agreement with Perbadanan Kemajuan Ekonomi Negeri Perlis ("PKENP") and Pens Holdings Sdn Bhd ("PENS") for the settlement of the suit numbered D6-22-1674-2005 filed by LED and ICSB in the High Court of Kuala Lumpur against PKENP and PENS, for, inter alia, breach of contract in relation to the reclamation and development of land in Kuala Perlis, Perlis ("the Suit"). In the Suit, LED has claimed general damages while ICSB has claimed contractual damages amounting to RM20,611,585.60 and also general damages. In response to the Suit, PKENP has counter-claimed against ICSB for approximately RM2.4 million and general damages being claims under the same contract.

LED, ICSB, PKENP and PENS have agreed to amicably settle the Suit by payment of RM1.00 to ICSB and a further sum of RM7.7 million to LED ("Agreed Sum") by PKENP. Upon payment in full of the Agreed Sum, and subject to a satisfactory due diligence on TDR Engineering Sdn Bhd ("TDRE"), a 55%-owned subsidiary of LED, LED irrevocably grants to PKENP or its nominee, an option to purchase LED's 55,000 ordinary shares of RM1.00 each in TDRE for a cash consideration of RM1.00 ("Call Option"). TDRE is the registered beneficial owner of 350,000 ordinary shares of RM1.00 each, representing 70% of the issued and paid-up share capital of ICSB. ICSB is the registered beneficial owner of two ordinary shares of RM1.00 each, representing 100% of the issued and paid-up share capital of IC Kemajuan Sdn Bhd. The Call Option will end on the day falling two years from the date of payment in full of the Agreed Sum.

With the agreement to amicably settle the Suit, LED, ICSB, PKENP and PENS have withdrawn the claim and counter-claim under the Suit on 24 February 2010.

B1. Review of performance for Twelve Months to 31 December 2009 compared to Twelve Months to 31 December 2008

For the financial period ended 31 December 2009, the Group recorded revenue of RM46.78 million compared with RM48.72 million in 2008. The decrease in revenue was mainly due to lower contribution from Carcosa Seri Negara ("CSN"). The Group recorded a profit from operation of RM1.74 million in 2009 compared with a loss of RM3.29 million in 2008. The loss in 2008 was mainly due to the impairment losses on the assets of CSN.

Associated companies

The Group recorded a share of net profit from the associated company, MSL Properties Sdn. Bhd. ("MSL") of RM9.87 million in 2009 compared with a share of net loss of RM1.55 million in 2008. The significant increase is mainly due to revaluation gain on the investment property by MSL.

Overall

The Group registered a net profit attributable to shareholders of the Company of RM9.80 million for the twelve months ended 31 December 2009 compared with a profit of RM62.87 million for the corresponding period in 2008, a decrease of RM53.07 million mainly due to the gain from the disposal of the Group's 20% share in Teknologi Tenaga Perlis Consortium Sdn Bhd recorded in 2008.

B2. Comments on current quarter against preceding quarter performance

	2009	2009
	4 th Qtr	3 rd Qtr
	RM'000	RM'000
Revenue	13,226	11,300
Profit / (Loss) from operations	836	(263)
Interest expense	(1,045)	(1,089)
Operating loss	(209)	(1,352)
Share of net profit of associate	9,901	11
Profit / (Loss) before tax	9,692	(1,341)

Revenue for the 4th quarter 2009 was higher than the previous quarter due to higher revenue recorded by The Andaman. The Group recorded a higher profit before tax of RM9.69 million compared with a loss before tax of RM1.34 million in the previous quarter mainly due to recognition of the revaluation gain from investment property of an associate company.

B3. Prospects

The global economic condition remains challenging. However, it has shown signs of stabilising. The Group expects the business environment to improve in 2010.

Our core business in the hotels and resorts sector is showing early signs of improvement. Andaman Resort Sdn Bhd had appointed Sheraton Overseas Management Corporation, an affiliate of Starwood Hotels & Resorts Worldwide, Inc ("Starwood") as the new hotel operator with effect from 10 December 2009. The property has been rebranded as "The Andaman, a Luxury Collection Resort". Starwood possesses the strengths and scale as a leading international hospitality operator which will complement and further enhance the unique and innate qualities of our resort.

The Group has also reviewed the master plan for the entire 338 hectares land parcel to be developed as a water resort city in Bintan known as Treasure Bay Bintan. The improving property investment scenario, especially in Singapore, has encouraged the Group to work towards the launching of Phase 1 before the end of 2010. Phase 1 includes a marina, yacht club, themed resorts, private residences and commercial areas.

Our strong balance sheet with positive net cash position has enabled the Group to weather the financial crisis and prepare ourselves for any opportunity that may arise.

B4. Profit forecast

Not applicable as no profit forecast was announced or disclosed.

B5. Tax expense

	Current quarter RM'000	Current Year-to-date RM'000
Current taxation		
Malaysia income tax charge	64	562
Deferred taxation	123	123
Prior period taxation		
Income tax (over) / under provided	(2,076)	(2,556)
Deferred tax over provided	-	(58)
Taxation charge	(1,889)	(1,929)

The effective tax rate of the Group before adjustment of prior year taxation is higher than the statutory tax rate, mainly due to the losses of certain subsidiaries which cannot be set off against taxable profits made by other subsidiaries, and certain expenses which are not deductible for tax purposes.

B6. Unquoted investments and properties

There were no sales of unquoted investments and/or properties for the financial period under review.

B7. Quoted investments

There was no purchase or disposal of quoted securities for the financial period under review.

B8. Status of corporate proposals announced

On 27 June 2008, Landmarks Hotels & Realty Sdn Bhd ("LHR") entered into an Option Agreement with Peremba Sejagat Sdn Bhd ("PSSB") granting PSSB an option to purchase the business and assets in relation to the management and operations of CSN ("the Option"). The business and assets comprise fixed assets, renovation cost, business contracts and 500,000 fully paid-up ordinary shares of RM1.00 each in Carcosa Sdn Bhd.

On 17 March 2009, the Government of Malaysia, through the Economic Planning Unit ("EPU"), rejected the transfer of the balance of the operating term of the Management Agreement between LHR and the Government for the management of CSN from LHR to PSSB. On 4 August 2009, the Government notified LHR to prepare for the handover of CSN to them upon the expiry of the operating term on 31 December 2009.

The Government has acknowledged that the handover of CSN has been completed on 1 January 2010.

The Option will expire on the 90th day following the termination of the Management Agreement between LHR and the Government.

B9. Borrowings and debt securities

The Group's borrowings, all of which are secured, were as follows:

	As at 31 December 2009 RM'000	As at 31 December 2008 RM'000
Short term borrowings Secured	8,750	8,750
Long term borrowings Secured	87,500	96,250
Total borrowings	96,250	105,000

B10. Off balance sheet financial instruments

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

B11. Changes in material litigation

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

B12. Dividends

The Board of Directors recommends the payment of a first and final dividend of 1% less 25% tax for the financial year ended 31 December 2009 (2008: nil) which will be paid on a date to be determined, subject to shareholders' approval at the forthcoming Annual General Meeting.

B13. Basic earnings per share

The calculation of basic earnings per share is based on the net profit attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding of 480,682,200.

By Order of The Board

IRENE LOW YUET CHUN Company Secretary

Kuala Lumpur 24 February 2010

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