

**EASTLAND EQUITY BHD (“EASTLND”)  
INTERIM REPORT FOR THE PERIOD ENDED 31 MARCH 2013**

**EXPLANATORY NOTES**

**A1 Basis of preparation**

This interim report is unaudited and has been prepared in accordance with FRS 134 “Interim Financial Reporting” and paragraph 9.22 of the Listing Requirement of Bursa Malaysia Securities Berhad and should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2012. The 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 2012.

The significant accounting policies, methods of computation and basis of consolidation applied in the interim financial statements are consistent with those adopted in the Group’s audited financial statements for the financial year ended 31 December 2012.

In conjunction with the planned convergence of FRSs with International Financial Reporting Standards as issued by the International Accounting Standards Board on 1st January 2012, the MASB had on 19th November 2011 issue a new MASB approved accounting standards, MFRSs (“MFRSs Framework”) for application in the annual periods beginning on or after 1st January 2012.

Accordingly, the Group and the Company which are Transitioning Entities have chosen to defer the adoption of the MFRSs framework to financial year beginning on 1 January 2014. The Group and the Company will prepare their first MFRSs financial statements using the MFRSs framework for the financial year ending 31 December 2014.

**A2 Audit qualifications**

The auditors’ report on the audited annual financial statements for the financial year ended 31 December 2012 was not subject to any qualification.

**A3 Seasonality or cyclicity of operation**

For the financial period under review, the operations of the Group are not subject to material seasonal or cyclical fluctuations except for the Hospitality segment.

**A4 Changes in the composition of the Group**

For the financial period under review, there were no material changes in the composition of the Group.

**A5 Unusual items**

There were no unusual items affecting assets, liabilities, equity, net income or cashflows because of their nature, size or incidence during the financial period under review.

**A6 Changes in estimates**

There were no material changes in estimates in the current quarter results.

**A7 Debt and equity securities**

There were no issuance, repurchase and repayment of debt and equity securities for the financial period under review.

**A8 Dividends paid**

There was no dividend paid for the financial period under review.

## A9 Segmental reporting

The Group's segmental report for the financial period to date is as follows:

	Investment properties RM'000	Leasing & financing RM'000	Hospitality RM'000	Investment holding RM'000	Property development RM'000	Others RM'000	Total RM'000
<b>Revenue</b>	1,444	-	5,296	-	2,096	-	8,836
<b>Results</b>							
Segment profit/(loss)	219	(2)	1,363	(499)	187	-	1,268
Interest income	-	-	-	12	3	-	15
Finance cost	(120)	-	-	(5)	-	-	(125)
Share of result of associate							-
Profit before taxation							<u>1,158</u>
Income tax expense							<u>(300)</u>
Profit for the period							<u><u>858</u></u>

## A10 Carrying amount of revalued assets

The carrying value of land and building is based on the valuation incorporated in the annual financial statements for the year ended 31 December 2011 and valuation performed as of date of this report.

## A11 Subsequent material event

There were no material events subsequent to the end of the period that have not been reflected in the financial statements for the period.

## A12 Changes in contingent liabilities and contingent assets

Save for disclosures that were made in the audited financial statements for the year ended 31 December 2012, there were no material changes in the contingent liabilities and contingent assets of the Group.

## A13 Capital Commitments

During the financial period under review, there were no material capital commitments that the Group had contracted for and approved.

## **ADDITIONAL INFORMATION AS REQUIRED BY APPENDIX 9B OF THE BURSA MALAYSIA SECURITIES BHD'S LISTING REQUIREMENTS**

### **B1 Review of performance**

The Group recorded revenue of RM8.83 million for the current quarter, compared to the revenue of RM8.14 million recorded in previous year corresponding quarter.

In the Investment Properties segment, the Group recorded revenue of RM1.44 million compared to RM1.51 million in previous year corresponding quarter. Higher revenue was recorded at the promotional area for the shopping complex. However there was lower shop lot rental revenue due to outgoing of tenants. There was also lower revenue for insurance billing due to delay in receiving of insurance policy from insurance agent and in turn the billing to property owner was deferred to 2<sup>nd</sup> quarter.

In the Leasing and Financing segment, as there were no active or new customers in the current quarter, the revenue recorded was RM150 compared to RM264 in previous year corresponding quarter.

In the Hospitality segment, a revenue of RM5.30 million was recorded compared to RM5.22 million in previous year corresponding quarter. Renaissance Hotel recorded better revenue for rooms, restaurants and lounges. However, there was lower revenue for banquets.

In the current quarter, the Group recorded a revenue of RM2.10 million for Property Development segment. Revenue for previous year corresponding quarter was RM 1.39 million. More construction work done on the site of Bandar Tasek Raja compare to previous year corresponding quarter has contributed to the increase in revenue recognition.

### **B2 Material changes in the profit before taxation**

The Group recorded profit before tax for the quarter at RM 1.16 million compared to previous quarter loss before tax for the quarter at RM 732,000. In previous quarter the loss in previous quarter was mainly due to write back of profit following the recalculation of cost and revenue recognition of Bandar Tasek Raja project using revised costs and provision for doubtful debts for Leasing and Financing business. For the current quarter, Bandar Tasek Raja project has recorded profit of RM 379,000.

### **B3 Group prospects**

For the financial year 2013, the Group is expected to focus its attention on the current businesses in Investment Property segment, Hospitality segment and Project Development segment. The management will also explore for other business opportunity.

### **B4 Variance of profit forecast and profit guarantee**

#### **(a) Profit forecast**

Not applicable as no profit forecast was announced for the financial period.

#### **(b) Profit guarantee**

##### **(i) Eastern Biscuit Factory Sdn Bhd**

The profit guarantee by the vendors of Eastern Biscuit Factory Sdn Bhd ("EBF") was approved by the shareholders on 26 June 2003. The profit guarantee agreements provided that EBF's profit before tax ("PBT") would not be less than RM9.235 million for the financial year ended ("FYE") 31 December 2003, RM14.780 million for the FYE 31 December 2004 and RM18.314 million for the FYE 31 December 2005.

On 23 August 2005, FBO announced that there was a shortfall in the profit guarantee for the FYE 31 December 2004 amounting to RM6.393 million, whereby letters of demand were sent to each of the vendors of EBF, namely Dato' Tan Kok Hwa ("Dato' Tan"), Teong Hoe Holding Sdn. Bhd. ("THSB") and Forad Management Sdn. Bhd. (collectively referred to as "Original Guarantors") on 21 October 2005 to recover the said shortfall. On 8 March 2006, one of the Original Guarantors, namely THSB, had proposed to resolve the said shortfall, in relation to the portions guaranteed by Dato' Tan and THSB only, by transferring a property with a market value of RM4.7 million (valued on an as-is basis of the property) and RM7.0 million (valued on the assumption that a proposed eco-tourism project planned on the said property

is approved by the Kelantan State Government) and with forced sale value of RM3.3 million and RM4.8 million, respectively, to EBF. However, the Board did not accept the settlement proposal after taking into consideration that the forced sale values of the property for both valuation bases were insufficient to settle the said shortfall.

The Company had on 16 May 2006, sent a written confirmation to the Original Guarantors seeking their action to address the shortfall for the FYE 31 December 2005 amounting to RM13.859 million.

FBO had on 25 July 2006, requested Universal Trustee Malaysia Berhad ("the Stakeholder") to sell all the shares of the Original Guarantors in FBO that were deposited with the Stakeholder in accordance with the provisions of the Guarantee Agreement ("Security Shares") in the open market to recover part of the shortfall in the Profit Guarantee. On 22 January 2007, the Stakeholder completed the disposal of the Security Shares for total net proceeds of approximately RM1.42 million. The balance of the shortfall in the Profit Guarantee after deducting the proceeds received from the disposal of the Security Shares is approximately RM18.83 million ("Shortfall").

On 4 May 2007, letters of demand were sent to the Original Guarantors for the Shortfall. Thereafter, on 6 July 2007, writs of summons were served on the Original Guarantors to claim the Shortfall. However, as at to-date, the Company has yet to receive any response from Forad in respect of the writs of summons. Therefore, THSB and Dato' Tan ("New Guarantors") have taken the liberty to resolve the matter amicably with the Company on the settlement of the Shortfall. The Company had announced on 5 December 2008 that the Company and the New Guarantors had on 25 September 2008, recorded a consent order at the Kuala Lumpur High Court based on the terms of a draft settlement agreement.

However, the said settlement agreement could not be concluded after further consideration and deliberation as the said settlement was not in the best interest of FBO and both parties agreed to seek alternative solutions to make good the Shortfall. After due discussions between both parties, the New Guarantors have proposed to settle the Shortfall with a higher profit guarantee amount i.e. the cumulative audited PBT of EBF shall not be less than RM21.66 million for the FYE 31 December 2010 to 2012 whereby the audited PBT of EBF for FYE 31 December 2010 and 2011 shall not be less than RM5.0 million, respectively ("Proposed Variation").

Pursuant thereto, the Board had on 25 November 2009 announced that FBO and the New Guarantors had on even date entered into the second supplemental agreement to set out the terms and conditions of the Proposed Variation.

On 17 December 2009, the Board announced that the Company will hold an Extraordinary General Meeting ("EGM") on Monday, 11 January 2010 to table the ordinary resolution on aforesaid proposal for its shareholders' consideration and approval.

On 11 January 2010, the Board announced that the ordinary resolution as per the Notice of the EGM dated 21 December 2009 have been duly tabled and passed by the shareholders of FBO at the EGM.

EBF has recorded a profit before tax amounting to RM8,334,735/- during the financial year ended 31 December 2012 (2011: RM7,897,567/-).

The profit guarantee period has expired on 31 December 2012 with total aggregate profits for the profit guarantee period amounting to RM21.97 million which has exceeded the profit guarantee amount of RM21.66 million.

**B5 Taxation**

	3 months ended 31-Mar-13 RM'000	3 months ended 31-Mar-12 RM'000	Year-to-date 31-Mar-13 RM'000	Year-to-date 31-Mar-12 RM'000
Tax (expense)/income				
Income tax				
-current year	-	(133)	-	(133)
-prior year	-	-	-	-
Deferred tax				
-current year	(300)	(450)	(300)	(450)
-prior year	-	-	-	-
	<u>(300)</u>	<u>(583)</u>	<u>(300)</u>	<u>(583)</u>

The effective tax rate of the Group for the current quarter and financial year-to-date is lower than the statutory tax rate mainly due to non taxable income and utilisation of capital allowance.

**B6 Status of corporate proposal**

There were no corporate proposals announced which is pending completion as at the date of issue of this report.

**B7 Group borrowings and debts securities**

The Group borrowings, all denominated in Ringgit Malaysia, as at 31 March 2013 are as follows: -

	Secured RM'000	Total RM'000
<b>Current:</b>		
Term loans	8,647	8,647
Hire-purchase payables	149	149
	<u>8,796</u>	<u>8,796</u>
<b>Non-current:</b>		
Term loans	2,088	2,088
Hire-purchase payables	116	116
	<u>2,204</u>	<u>2,204</u>
<b>Total</b>	<u>11,000</u>	<u>11,000</u>

**B8 Changes in material litigation**

There were no material litigations for the financial period under review other than the following:

- (i) Eastern Biscuit Factory Sdn Bhd (“EBF”), a wholly owned subsidiary of the Company had on 6 September 2011 being served with a Writ of Summon and Statement of Claim (Dalam Mahkamah Tinggi Malaya di Kota Bharu Guaman No.: 22-133-07/2011) in regard to a suit commenced by Maimun Binti Mohd Hussain (“Plaintiff”) against EBF, Mohd Nazwady Bin Mat Nasir and Abdull Ghani Bin Yusof (“Defendants”).

The Plaintiff alleged that she had on 11 January 2011 used the valet parking services at Hotel Renaissance Kota Bharu (“the Hotel”) which operate at the premise of EBF. The Plaintiff handed her motor vehicle model BMW X6 3.0(A) with the registration number PCT 15 (“said Vehicle”) to the staff/authorised agent of the Hotel. The said Vehicle was alleged to be stolen on the same day under the care of the Hotel.

The Plaintiff’s claims against the Defendants as follows (“Statement of Claims”):

- (a) Compensation on price of motor vehicle BMW X6 3.0(A) – RM625,000;

- (b) Compensation on loss of used of vehicle BMW X6 3.0(A) for RM1,500 daily until settlement on (a) as above;
- (c) Compensation on lost of used vehicle registration plat no. PCT 15 – RM200,000;
- (d) Compensation on emotional – RM2,000,000;
- (e) Compensation on Moral – RM1,000,000;
- (f) 8% interest per annum on compensations approved until full settlement;
- (g) Cost; and
- (h) Any other approved by court.

The Company does not anticipate any financial and operational impact of the Writ of Summon and Statement of Claims on the Group or expect any losses arising from the Writ of Summon and Statement of Claims.

The claims by the Plaintiff is insured under International Liability Insurance Program for Marriott International, Inc. and the insurance coverage is sufficient for the claims should the judgment is in favour of the Plaintiff.

The matter has been fixed for case management on 1 April 2012 and 8 May 2012. The Case Management on 8 May 2012 was for the Plaintiff to make amendments to their Statement of Claims. The amendments were:-

1. To correct the typographical error of the name “Renaissance”; and
2. To revise upwards the claim sum for loss of use of the vehicle.

The Court has on 8 May 2013 postponed the case management to a further date yet to be fixed.

- (ii) FBO Land (Setapak) Sdn Bhd (“Plaintiff”), a wholly owned subsidiary of the Company had filed a suit against two previous Directors & 13 others for the return of 9 units of shoplots belonging to the Plaintiff on 3 March 2006.

The defendants were 1<sup>st</sup> Tow Kong Liang, 2<sup>nd</sup> Aubrey George Menezes, 3<sup>rd</sup> Chow Lye Khoon, 4<sup>th</sup> Tow Lye Good, 5<sup>th</sup> Chow Kong Han, 6<sup>th</sup> Arulananda K. Manickam, 7<sup>th</sup> Pristine Park Sdn. Bhd. 8<sup>th</sup> Potowin Sdn. Bhd., 9<sup>th</sup> Sapphire Dynamics Sdn. Bhd., 10<sup>th</sup> Eminent Pacific Sdn. Bhd., 11<sup>th</sup> Bay Trading Sdn. Bhd., 12<sup>th</sup> Pendaftar Hakmilik Tanah Kuala Lumpur, 13<sup>th</sup> Malayan Banking Berhad, 14<sup>th</sup> Standard Chartered Bank Malaysia Berhad and 15<sup>th</sup> EON Bank Berhad.

The High Court conducted the trials on 18-20 January 2012, 29 February 2012, 5-6<sup>th</sup> March 2012 and 23<sup>rd</sup> March 2012.

On 30 April 2012, the High Court ruled in favour of the Plaintiff allowing their claim against the 1<sup>st</sup> to 10<sup>th</sup> Defendants with costs. However, the High Court at the same time dismissed the Plaintiff’s claim against the 11<sup>th</sup> Defendant with costs.

The Plaintiff had withdrawn the suits against the 13<sup>th</sup> to 15<sup>th</sup> Defendants upon the three defendants entering into a Consent Order before a Judge to deposit any surplus from the proceeds of auction on properties charged to them into their Solicitors’ firm account as stakeholder pending the disposal of the suit.

The 12<sup>th</sup> Defendant had through the Public Prosecutor’s office informed the High Court that they will abide to whatever Order issued by the Court in respect of the properties involved in the case.

The Plaintiff had on 28 May 2012 received notice of appeal by defendants 1<sup>st</sup> to 10<sup>th</sup>. The case is now pending for hearing date to be fixed by court. Meanwhile, Defendants 1<sup>st</sup> to 10<sup>th</sup> has filed for Stay of Execution of the Court Judgment. The Court has fixed for mention on 30 May 2013.

## **B9 Dividend**

There was no dividend paid for the financial period under review.

**B10 Earnings per shares**

	3 months ended 31-Mar-13 RM'000	3 months ended 31-Mar-12 RM'000	Year-to-date 31-Mar-13 RM'000	Year-to-date 31-Mar-12 RM'000
Net profit attributable to equity holders of the Company				
- from continuing operation	<u>858</u>	<u>33</u>	<u>858</u>	<u>33</u>
	<u>858</u>	<u>33</u>	<u>858</u>	<u>33</u>
Number of ordinary share in issue ('000)	223,335	223,335	223,335	223,335
Earnings per share (sen)				
Basic, for profit from				
- continuing operations	<u>0.38</u>	<u>0.01</u>	<u>0.38</u>	<u>0.01</u>
Basic, for profit for the period	<u>0.38</u>	<u>0.01</u>	<u>0.38</u>	<u>0.01</u>
Diluted	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

**B11 Disclosure of realised and unrealised profits/losses**

The breakdown of accumulated losses of the Group as at 31 March 2013, into realised and unrealised profits is as follows:

	12 months ended 31-Dec-12 RM'000	3 months ended 31-Mar-13 RM'000
Total retained profits/(accumulated losses) of the Group:		
- Realised	70,269	71,173
- Unrealised	<u>9,296</u>	<u>9,249</u>
	<u>79,565</u>	<u>80,422</u>
Total share of retained profits/(accumulated losses) from associate:		
- Realised	(400)	(400)
- Unrealised	<u>-</u>	<u>-</u>
	<u>79,165</u>	<u>80,022</u>
Consolidation adjustments	<u>(137,520)</u>	<u>(137,520)</u>
Total Group accumulated losses	<u>(58,355)</u>	<u>(57,498)</u>

**B12 Profit for the period**

	Current Quarter RM'000	Year-to-date RM'000
This is arrived at after (charging)/crediting:		
Interest income	15	15
Depreciation and amortization	(146)	(146)
Provision for and write off of receivables	(3)	(3)
Foreign exchange loss	(16)	(16)
	<u>          </u>	<u>          </u>

Other disclosure items pursuant to Appendix 9B, Part A(16) of the Listing Requirements of Bursa Malaysia Securities Berhad are not applicable.