

NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

Part A – Explanatory notes pursuant to FRS 134

A1. Basis of preparation and accounting policies

Basis of preparation

The interim financial report is unaudited and has been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements for the year ended 31 December 2010. These 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 2010.

Significant accounting policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2010. At the date of authorisation of these interim financial statements, the following FRSS, IC interpretations and Amendments to FRSS and interpretations were issued but not yet effective and have not been applied by the Group:

Effective for annual periods beginning on or after 1 March 2010

- Amendments to FRS 132: Classification of Rights Issues

Effective for annual periods beginning on or after 1 July 2010

- FRS 1: First-time Adoption of Financial Reporting Standards
- FRS 3: Business Combinations (revised)
- Amendments to FRS 2: Share-based Payment
- Amendments to FRS 5: Non-current Assets Held for Sale and Discontinued Operations
- Amendments to FRS 127: Consolidated and Separate Financial Statements
- Amendments to FRS 138: Intangible Assets
- Amendments to IC Interpretation 9: Reassessment of Embedded Derivatives
- IC Interpretation 12: Service Concession Arrangements
- IC Interpretation 16: Hedges of a Net Investment in a Foreign Operation
- IC Interpretation 17: Distributions of Non-cash Assets to Owners

Effective for annual periods beginning on or after 30 August 2010

- Amendment to IC Interpretation 15: Agreements for the Construction of Real Estate

NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

A1. Basis of preparation and accounting policies (contd.)

Effective for annual periods beginning on or after 1 January 2011

- Amendments to FRS 1: Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters
- Amendments to FRS 1: Additional Exemptions for First-time Adopters
- Amendments to FRS 2: Group Cash-settled Share-Based Payment Transactions
- Amendments to FRS 7: Improving Disclosures about Financial Instruments
- Amendments to FRS 'Improvements to FRS (2010)'
- IC Interpretation 4: Determining Whether An Arrangement Contains a Lease
- IC Interpretation 18: Transfers of Assets from Customers
- TR i-4: Shariah Compliant Sale Contracts

Effective for annual periods beginning on or after 1 July 2011

- Amendments to IC Interpretation 14: Prepayments of a Minimum Funding Requirement
- IC Interpretation 19: Extinguishing Financial Liabilities with Equity Instruments

Effective for annual periods beginning on or after 1 January 2012

- FRS 124: Related Party Disclosures
- IC Interpretation 15: Agreements for the Construction of Real Estate

The directors expect that the adoption of the above FRSs and interpretations upon their effective dates will have no material impact on the interim financial statements of the Group other than the enhanced disclosures under the Amendments to FRS 7 which will be presented in the annual financial statements for the financial year ending 31 December 2011.

A2. Seasonal or cyclical factors

The business operations of the Group are generally non-cyclical or seasonal.

A3. Unusual items due to their nature, size and incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group for the period ended 30 September 2011 except for the gain on acquisition of CMS Roads Sdn Bhd and CMS Pavement Tech Sdn Bhd of RM11.42 million included in other income.

A4. Changes in estimates

There were no changes in estimates that have had a material effect in the current quarter results.

NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

A5. Debt and equity securities

There were no issuances, cancellation, repurchases, resale and repayments of debt and equity securities for the financial period under review except during the financial period ended 30 September 2011, the Company issued 35,000 ordinary shares of RM1 each for cash pursuant to the Company's employee share options scheme at exercise price of RM2.20 per share.

A6. Dividends paid

The first and final dividend of 5 sen per share less 25% tax and a special dividend of 5 sen per share less 25% tax for the financial year ended 31 December 2010 amounting to RM 24,711,063 was paid on 22 July 2011.

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NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

A7. Segmental information

	3 months ended		9 months ended	
	30.9.2011	30.9.2010	30.9.2011	30.9.2010
	RM'000	RM'000	RM'000	RM'000
Segment Revenue				
Manufacturing	121,751	106,407	336,013	300,036
Construction & road maintenance ^	46,566	17,263	135,079	35,784
Construction materials	40,362	49,707	137,726	125,467
Trading	14,502	17,256	50,283	81,805
Property development	18,920	43,739	82,429	118,528
Others*	16,535	5,701	36,253	19,348
Total revenue including inter-segment sales	258,636	240,073	777,783	680,968
Elimination of inter-segment sales	(17,877)	(7,613)	(52,694)	(21,537)
	240,759	232,460	725,089	659,431
Segment Results				
Results from continuing operations:				
Manufacturing	33,890	20,961	78,824	57,800
Construction & road maintenance ^	15,335	3,996	49,341	9,512
Construction materials	2,122	8,803	14,499	20,919
Trading	771	824	2,565	4,752
Property development	627	2,241	923	2,471
Others*	5,417	(2,188)	5,106	(5,454)
Segment operating profit	58,162	34,637	151,258	90,000
Unallocated corporate expenses	(1,053)	4,099	(6,547)	(2,486)
Finance costs	(5,096)	(7,511)	(15,376)	(22,867)
Share of profit of associates	727	1,109	10,850	5,660
Share of profit of jointly controlled entities	0	(1,696)	0	(1,696)
Profit before tax	52,740	30,638	140,185	68,611
Income tax expenses	(4,676)	1,086	(24,707)	(11,199)
Net profit for the period	48,064	31,724	115,478	57,412

^ Included in the 2011 results was a gain on acquisition of RM11.42 million as mentioned in A3.

* Financial services, lodging and catering services, education and others.

A8. Carrying amount of revalued assets

The valuations of land and buildings have been brought forward, without amendment from the financial statements for the year ended 31 December 2010.

A9. Subsequent events

There were no material events subsequent to the statement of financial position date that have not been reflected in the financial statements.

CAHYA MATA SARAWAK BERHAD
(Company No. 21076-T)

NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

A10. Changes in the composition of the Group

There have been no changes in the composition of the Group for the quarter ended 30 September 2011.

A11. Changes in contingent liabilities and contingent assets

There were no changes in the contingent liabilities or contingent assets since the last annual reporting date.

A12. Capital commitments

The amount of commitments not provided for in the interim financial statements as at 30 September 2011 was as follows:

	RM'000
Capital expenditure for property, plant and equipment:	
- Approved and contracted for	79,576
- Approved but not contracted for	112,633
Other capital commitments:	
- Approved and contracted for	17,333
- Approved and not contracted for	<u>0</u>
	<u>209,118</u>

A13. Investment Securities

Included therein is an amount of RM490.99 million (31 December 2010: Nil) being investment in a wholesale fund investing only in short-term money market instruments and fixed deposits with financial institutions.

NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

Part B – Explanatory notes pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B1. Review of performance

The Group recorded a pre-tax profit of RM140.19 million for the nine months ended 30 September 2011, compared to a pre-tax profit of RM68.61 million for the 9 months ended 30 September 2010. Apart from a net gain on acquisition of two subsidiaries of RM11.42 million, the higher pre-tax profit was contributed by all profitable divisions except the Service Division.

The Group's earnings continued to be mainly driven by the Manufacturing Division followed by the Construction & Road Maintenance and the Construction Materials Divisions. The Manufacturing Division, being the key driver and largest contributor to the Group's profitability, continued to achieve higher profit due to higher sales volume and an upward revision of prices.

The Construction and Road Maintenance Division registered a jump in profit primarily because of the re-acquisition of the profit-making entities namely CMS Roads Sdn. Bhd. and CMS Pavement Tech Sdn. Bhd., which contributed positively in the period under review. The higher contribution was also due to the increase in government's spending on periodic road maintenance work and road rehabilitation.

The Construction Materials Division's pre-tax profit fell primarily due to the slower government fund allocation resulting in delay in projects and higher prices of bitumen and diesel.

The Property Development Division managed to maintain its small profit in the period ended 30 September 2011 largely due to a development project. Losses in the Other Division declined as a result of the discontinued operations of the loss making IT companies at the end of 2010.

The Group's associate in the steel fabrication and manufacturing of steel pipes industry, namely KKB Engineering Bhd continued its sterling performance in the 9-month period ended 30 September 2011. The Group's other associate in the investment banking industry also reported a profit for the current period compared to a loss in previous corresponding period.

B2. Material changes in profit before taxation for the quarter

The Group's profit before tax of RM52.74 million in the quarter under review was comparable to the profit before tax of RM44.35 million in the preceding quarter. All Divisions reported higher profits except for Construction Material and Trading Divisions which were affected by delay in projects.

B3. Prospects for the year ending 31 December 2011

Whilst the operating environment faced by the Group will remain challenging, the Board expects that the Group's financial performance will continue to remain favourable and prospects for the year to be good.

NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

B4. Profit forecast or profit guarantee

Not applicable as there was no profit forecast nor profit guarantee issued.

B5. Income tax expense

	3 months ended		9 months ended	
	30.9.2011	30.9.2010	30.9.2011	30.9.2010
	RM'000	RM'000	RM'000	RM'000
Current income tax:				
- Malaysian income tax	15,943	8,114	35,963	20,400
- Over provision in respect of previous years	(11,267)	(8,776)	(11,256)	(8,777)
Deferred tax	0	(424)	0	(424)
Total income tax expense	4,676	(1,086)	24,707	11,199

The effective tax rate for all the periods were lower than the statutory tax rate principally due to the reversal of tax provision in respect of prior years.

B6. Sale of unquoted investments and properties

Other than in the ordinary course of business, there were no material sales of unquoted investments and properties for the financial period under review.

B7. Quoted securities

a) Details of purchases and disposals of quoted securities are as follows:

	3 months ended		9 months ended	
	30.9.2011	30.9.2010	30.9.2011	30.9.2010
	RM'000	RM'000	RM'000	RM'000
Total purchases	138	0	1,187	0
Total disposals - sale proceeds	3,423	1,900	5,929	1,902
Total profit on disposals	295	72	352	74

b) Total investments in quoted securities as at 30 September 2011 are as follows:

	RM'000
At cost	3,110
At book value	3,329
At market value	3,329

NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

B8. Corporate proposals

(a) Heads of Agreement with Rio Tinto Aluminium (Malaysia) Sdn. Bhd., a wholly-owned subsidiary of Rio Tinto Aluminium Limited

On 7 August 2007, the Company announced that Samalaju Aluminium Industries Sdn. Bhd. (formerly known as Similajau Aluminium Industries Sdn. Bhd.) (“SAI”), a wholly-owned subsidiary of Samalaju Industries Sdn. Bhd. (formerly known as Similajau Industries Sdn. Bhd.), which in turn is a wholly-owned subsidiary of the Company, entered into a Heads of Agreement (“HOA”) with Rio Tinto Aluminium (Malaysia) Sdn. Bhd. (“RTA”), a wholly-owned subsidiary of Rio Tinto Aluminium Limited, a company registered in Australia. The HOA records the agreement of the parties on the key terms of their participation and the basis upon which they will work together on the proposed Project.

The parties intend to participate together in the proposed design, engineering, construction, commissioning and operation in Sarawak of a world-class aluminium smelter, including any expansions thereof and such other things as may be agreed as necessary or expedient for this purpose (“Project”). SAI will have a participating interest in the Project of 40% whilst the balance participating interest of 60% will be held by RTA.

On 30 July 2010, the Company announced that both parties have mutually agreed to extend the HOA from 1 August 2010 to be terminable by either party giving the other a one month notice of termination as the pre-feasibility study is still being finalised due to on-going negotiations on the power purchase agreement with Sarawak Energy Berhad.

(b) Joint venture between Samalaju Industries Sdn. Bhd. and OM Materials (S) Pte Ltd

On 20 October 2011, the Company announced that its wholly owned subsidiary company, Samalaju Industries Sdn Bhd (formerly known as Similajau Industries Sdn Bhd) (“SISB”) entered into a Shareholders’ Agreement with OM Materials (S) Pte Ltd (“OMS”), a wholly owned subsidiary company of OM Holdings Limited, on their intention to enter into exclusive negotiations pertaining to a proposed Manganese and Ferro Silicon Smelting Plant with an annual capacity of approximately 600,000 MT in Samalaju, Sarawak at an estimated cost of USD500 million as well as other forms of related business ventures and opportunities (“the Project”) via the joint venture company, OM Materials (Sarawak) Sdn Bhd (“OM Sarawak”).

Pursuant to the Shareholders’ Agreement, OMS and SISB will subscribe for 800,000 and 200,000 new ordinary shares of RM1.00 each in OM Sarawak, respectively. Subsequently, on 31 October 2011, SISB subscribed for the aforementioned 200,000 shares.

Other than the above, there were no other corporate proposals that have been announced but not completed as at the date of this announcement.

CAHYA MATA SARAWAK BERHAD
(Company No. 21076-T)

NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

B9. Borrowings

	As at 30.9.2011 RM'000	As at 31.12.2010 RM'000
Secured		
Bank overdrafts	0	53
Revolving credits	15,000	13,136
Hire purchase and finance lease liabilities	212	399
Unsecured		
Bank overdrafts	3,996	0
Bankers' acceptances	31,600	38,958
Revolving credits	20,000	60,000
Term loans	85,680	107,120
CMS Income Securities	170,651	170,786
Loan from corporate shareholder	3,859	4,134
Total	330,998	394,586
Maturity		
Repayable within one year	178,416	219,900
One year to five years	152,030	173,308
Over five years	552	1,378
	330,998	394,586

B10. Off balance sheet financial instruments

As at the date of this report, there are no financial instruments with off balance sheet risks entered into by the Group.

B11. Derivatives

There were no derivatives entered into by the Group as at the end of the quarter under review.

B12. Gains/losses arising from fair value changes of financial liabilities

There were no gains/losses arising from fair value changes of financial liabilities.

B13. Changes in material litigation

There were no changes in material litigation since the last annual statement of financial position date of 31 December 2010.

CAHYA MATA SARAWAK BERHAD
(Company No. 21076-T)

NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

B14. Dividend payable

No interim ordinary dividend has been declared for the financial period ended 30 September 2011 (30 September 2010: Nil)

B15. Earnings per share

The calculation of the earnings per share is computed as follows:

	3 months ended		9 months ended	
	30.9.2011	30.9.2010	30.9.2011	30.9.2010
Profit attributable to owners of the parent				
to ordinary owners of the parent (RM'000)	38,170	26,740	96,596	46,177
Weighted average number of ordinary shares in issue ('000)	329,469	329,446	329,469	329,446
Basic earnings per share (sen)	<u>11.59</u>	<u>8.12</u>	<u>29.32</u>	<u>14.02</u>
Profit attributable to owners of the parent				
to ordinary owners of the parent (RM'000)	38,170	N/A	96,596	N/A
Weighted average number of ordinary shares in issue ('000)	329,732	N/A	329,658	N/A
Diluted earnings per share (sen)	<u>11.58</u>	<u>N/A</u>	<u>29.30</u>	<u>N/A</u>

B16. Auditor's report on preceding annual financial statements

The auditors' report on the financial statements for the year ended 31 December 2010 was not subject to any qualification.

B17. Authorisation for issue

The interim financial report was authorised for issue by the Board of Directors in accordance with a resolution of the directors on 25 November 2011.

CAHYA MATA SARAWAK BERHAD
(Company No. 21076-T)

NOTES TO THE QUARTERLY REPORT – 30 SEPTEMBER 2011

B18. Realised and Unrealised Profits/Losses

	As at 30 September 2011 RM'000	As at 31 December 2010 RM'000
Total retained profits of the Company and its subsidiaries:		
- Realised	744,125	659,507
- Unrealised	(11,758)	(6,055)
	<hr/> 732,367	<hr/> 653,452
Total retained profits from associated companies:		
- Realised	15,999	7,389
- Unrealised	4,280	6,511
	<hr/> 20,279	<hr/> 13,900
Total retained profits from jointly controlled entities:		
- Realised	180	180
	<hr/> 752,826	<hr/> 667,532
Less consolidated adjustments	(150,393)	(136,984)
Total group retained profits as per consolidated accounts	<hr/> <hr/> 602,433	<hr/> <hr/> 530,548

BY ORDER OF THE BOARD

Koo Swee Pheng

Secretary

Date: 25 November 2011