(Company No. 21076-T)

NOTES TO THE QUARTERLY REPORT – 31 DECEMBER 2012

Part A – Explanatory notes pursuant to MFRS 134

A1. Basis of preparation

These condensed consolidated interim financial statements, for the year ended 31 December 2012 are unaudited and have been prepared in accordance with MFRS 134 Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB"), and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. These condensed consolidated interim financial statements also comply with IAS 34 Interim Financial Reporting issued by the International Accounting Standards Board. For the periods up to and including the year ended 31 December 2011, the Group prepared its financial statements in accordance with Financial Reporting Standards ("FRS").

These condensed consolidated interim financial statements are the Group's MFRS condensed consolidated interim financial statements for part of the period covered by the Group's first MFRS annual financial statements for the year ended 31 December 2012. MFRS 1 First-Time Adoption of Malaysian Financial Reporting Standards ("MFRS 1") has been applied.

The explanatory notes attached to these condensed consolidated 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 year ended 31 December 2011.

In preparing its opening MFRS Statement of Financial Position as at 1 January 2011 (which is also the date of transition), the Group has adjusted the amounts previously reported in financial statements prepared in accordance with FRS. An explanation of how the transition from FRS to MFRS has affected the Group's financial performance, financial position and cash flows is set out in Note A2 below. These notes include reconciliations of equity for comparative periods and of equity at the date of transition reported under FRS to those reported for those periods and at the date of transition under MFRS. The transition from FRS to MFRS has not had a material impact on the statement of comprehensive income and the statement of cash flows.

A2. Summary of significant accounting policies and application of MFRS 1

The audited financial statements of the Group for the year ended 31 December 2011 were prepared in accordance with FRS. Except for certain differences, the requirements under FRS and MFRS are similar. The significant accounting policies adopted in preparing these condensed consolidated interim financial statements are consistent with those of the audited financial statements for the year ended 31 December 2011 except as discussed below:

(a) Business combination

MFRS 1 provides the option to apply MFRS 3 Business Combinations, prospectively from the date of transition or from a specific date prior to the date of transition. This provides relief from full retrospective application of MFRS 3 which would require restatement of all business combinations prior to the date of transition.

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NOTES TO THE QUARTERLY REPORT – 31 DECEMBER 2012

A2. Summary of significant accounting policies and application of MFRS 1 (contd.)

(a) Business combination (contd.)

Acquisition before date of transition

The Group has elected to apply MFRS 3 prospectively from the date of transition. In respect of acquisitions prior to the date of transition,

- (i) The classification of former business combinations under FRS is maintained;
- (ii) There is no re-measurement of original fair values determined at the time of business combination (date of acquisition); and
- (iii) The carrying amount of goodwill recognised under FRS is not adjusted.

(b) Property, plant and equipment

The Group has previously adopted the transitional provisions available on the first application of the MASB Approved Accounting Standard IAS 16 (Revised) Property, Plant and Equipment which was effective for periods ending on or after 1 September 1998. By virtue of this transitional provision, the Group had recorded leasehold land and certain buildings at revalued amounts but had not adopted a policy of revaluation and continued to carry those land and buildings on the basis of their previous revaluations subject to continuity in its depreciation policy and requirement to write down the assets to their recoverable amounts for impairment adjustments.

Upon transition to MFRS, the Group has elected to measure all its property, plant and equipment using the cost model under MFRS 116 Property, Plant and Equipment. At the date of transition to MFRS, the Group elected to regard the revalued amounts of land and buildings during the year 1996 as deemed cost at the date of the revaluation as these amounts were broadly comparable to fair value at that date. The revaluation surplus of RM12,633,001 (30 September 2011: RM12,633,001; 31 December 2011: RM12,633,001) was transferred to retained earnings on date of transition.

(c) Foreign currency translation reserve

Under FRS, the Group recognised translation differences on foreign operations in a separate component of equity. Cumulative foreign currency translation differences for all foreign operations are deemed to be zero as at the date of transition to MFRS. Accordingly, at date of transition to MFRS, the cumulative foreign currency translation differences of RM2,262,000 (1 January 2011: RM2,262,000; 31 December 2011: RM2,262,000) were adjusted to retained earnings.

(d) Investment properties

In accordance with FRS 140 Investment Property, the Group's investment properties are initially measured at cost. Subsequent to initial recognition, investment properties are measured at fair value which reflects market conditions at the reporting date. Upon transition to MFRS, the Group has elected to apply the optional exemption to use the fair value at the date of transition as the deemed cost for its investment properties using cost model under MFRS 140 Investment Property.

The adjustments to the carrying amount of investment properties increased the depreciation charges for the year ended 31 December 2011 by RM117,000.

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NOTES TO THE QUARTERLY REPORT – 31 DECEMBER 2012

A2. Summary of significant accounting policies and application of MFRS 1 (contd.)

(e) Effect on the share of an associate's MFRS adjustment

The Group's associate in the investment banking industry had previously under FRS as modified by Bank Negara Malaysia ("BNM") Guidelines, applied the transitional arrangement issued by BNM on Classification and Impairment Provisions for loans, advances and financing, whereby collective impairment allowance is maintained at 1.5% of total outstanding loans, net of individual impairment. This transitional arrangement was removed with effect from 1 January 2012.

Under the MFRS framework, the associate's accounting policy on collective impairment assessment has been changed to comply with MFRS 139 Financial Instruments: Recognition and Measurement. As a result of the change, the cumulative allowance under previous FRS has been adjusted and the Group adjusted for its share of the effect accordingly.

The Group's share of the MFRS adjustments were an increase in investments in associates of RM1,395,000 (1 January 2011: RM1,269,000; 31 December 2011: RM1,395,000) with corresponding adjustments to retained earnings of RM1,328,000 (1 January 2011: RM1,208,000; 31 December 2011: RM1,328,000) and non-controlling interests of RM67,000 (1 January 2011: RM61,000; 31 December 2011: RM67,000).

(f) Estimates

The estimates at 1 January 2011 and at 31 December 2011 were consistent with those made for the same dates in accordance with FRS. The estimates used by the Group to present these amounts in accordance with MFRS reflect conditions at 1 January 2011, the date of transition to MFRS and as of 31 December 2011.

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NOTES TO THE QUARTERLY REPORT – 31 DECEMBER 2012

A2. Summary of significant accounting policies and application of MFRS 1 (contd.)

The reconciliations of equity for comparative periods and of equity at the date of transition reported under FRS to those reported for those periods and at the date of transition under MFRS are provided below:

(i) Reconciliation of equity as at 31 December 2011

	FRS	Note A2(b)	Note A2(c)	Note A2(d)	Note A2(e)	MFRS
	As at 31.12.2011	Property, plant and equipment	Foreign currency translation reserve	Investment properties	Share of associates' effect of transition to MFRS	As at 31.12.2011
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Assets						
Non-current assets						
Property, plant and equipment	458,692					458,692
Investment properties	6,095			(117)		5,978
Goodwill and intangible assets	63,997					63,997
Investments in associates	291,840				1,395	293,235
Other non-current assets	96,553				_	96,553
	917,177				<u> </u>	918,455
Total current assets	1,182,118					1,182,118
Total assets	2,099,295					2,100,573
Equity and liabilities						
Equity						
Share capital	329,481					329,481
Share premium	427,590					427,590
Capital reserve	46,491	(12,633)				33,858
Translation reserve	(1,809)		2,262			453
Other reserves	(8,026)					(8,026)
Retained earnings	621,086	12,633	(2,262)	(117)	1,328 _	632,668
	1,414,813					1,416,024
Non-controlling interests	185,933				67 _	186,000
	1,600,746				_	1,602,024
Total non-current liabilities	108,523					108,523
Total current liabilities	390,026					390,026
Total equity and liabilities	2,099,295					2,100,573

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NOTES TO THE QUARTERLY REPORT – 31 DECEMBER 2012

A2. Summary of significant accounting policies and application of MFRS 1 (contd.)

(ii) Reconciliation of total comprehensive income for the quarter ended 31 December 2011

	FRS Quarter ended	Note A2(d) Investment	Note A2(e) Share of associates' effect	MFRS Quarter ended
	31.12.2011	properties	of transition to MFRS	31.12.2011
	RM'000	RM'000	RM'000	RM'000
Revenue	287,520			287,520
Cost of sales	(208,008)	(30)		(208,038)
Gross profit	79,512			79,482
Other income	3,579			3,579
Administrative expenses	(18,441)			(18,441)
Selling and Other expenses	(24,197)			(24,197)
Operating profit	40,453			40,423
Finance costs	(4,570)			(4,570)
Share of results of associates	1,400		(43)	1,357
Share of results of jointly controlled entities	1,247		_	1,247
Profit before tax	38,530			38,457
Income tax expense	(9,526)			(9,526)
Profit for the period	29,004			28,931
Other comprehensive income for the period, net of tax	(475)			(475)
Total comprehensive income for the period, net of tax	28,529			28,456
Profit attributable to:				
Owners of the Company	23,425			23,354
Non-controlling interests	5,579			5,577
	29,004			28,931
Total comprehensive income attributable to:				
Owners of the Company	22,940			22,869
Non-controlling interests	5,589			5,587
	28,529			28,456

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NOTES TO THE QUARTERLY REPORT – 31 DECEMBER 2012

A2. Summary of significant accounting policies and application of MFRS 1 (contd.)

(iii) Reconciliation of total comprehensive income for the 12 months ended 31 December 2011

	FRS Quarter ended	Note A2(d) Investment	Note A2(e) Share of associates' effect	MFRS Quarter ended
	31.12.2011	properties	of transition to MFRS	31.12.2011
	RM'000	RM'000	RM'000	RM'000
Revenue	1,012,609			1,012,609
Cost of sales	(753,243)	(117)		(753,360)
Gross profit	259,366			259,249
Other income	22,396			22,396
Administrative expenses	(56,894)			(56,894)
Selling and Other expenses	(39,705)			(39,705)
Operating profit	185,163			185,046
Finance costs	(19,946)			(19,946)
Share of results of associates	12,250		125	12,375
Share of results of jointly controlled entities	1,247			1,247
Profit before tax	178,714			178,722
Income tax expense	(34,233)			(34,233)
Profit for the period	144,481			144,489
Other comprehensive income for the period, net of tax	512			512
Total comprehensive income for the period, net of tax	144,993			145,001
Profit attributable to:				
Owners of the Company	120,021			120,022
Non-controlling interests	24,461			24,467
	144,482			144,489
Total comprehensive income attributable to:				
Owners of the Company	120,453			120,454
Non-controlling interests	24,541			24,547
	144,994			145,001
	2,551			110,001

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NOTES TO THE QUARTERLY REPORT – 31 DECEMBER 2012

A3. Seasonal or cyclical factors

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

A4. 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 year ended 31 December 2012.

A5. Changes in estimates

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

A6. Debt and equity securities

During the financial year ended 31 December 2012, the Company issued 2,954,900 ordinary shares of RM1.00 each for cash pursuant to the Company's Employee Share Option Scheme at an exercise price of RM2.20 per ordinary share.

During the current quarter ended 31 December 2012, the Company repurchased 3,310,900 of its issued ordinary shares from the open market at an average price of RM3.24 per share. The total consideration paid for the repurchase including transaction costs was RM10,750,805 and this was financed by internally generated funds. The shares repurchased are being held as treasury shares in accordance with Section 67A of the Companies Act 1965.

A7. Dividends paid

The first and final dividend of 15 sen per share less 25% tax for the financial year ended 31 December 2011 amounting to RM37,080,274 was paid on 27 July 2012.

The first interim dividend of 5 sen per share less 25% tax for the financial year ending 31 December 2012 amounting to RM12,250,948 was paid on 19 October 2012.

A8. Segmental information

Regressited Revenue Restracted Revenue Restracted Revenue Restracted Revenue Restracted Revenue Cement 145,351 127,420 544,449 463,433 Construction materials & trading 136,165 81,059 335,050 267,842 Construction & road maintenance 91,815 60,559 240,765 195,638 Property development 17,980 21,091 59,740 103,520 Samalaju development 18,791 12,705 72,250 26,314 Strategic investments 2,262 2,370 8,806 8,051 HQ & dormant companies 7,386 41,843 26,931 60,408 Total revenue including inter-segment sales (27,311) (59,527) (84,725) (112,597) Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) Segment Results (27,311) (59,527) (84,725) (112,597) Cement 13,506 26,844 66,374 101,316 Construction materials & trading 17,364 8,6			ns ended 31.12.2011	12 month 31.12.2012	
Cement 145,351 127,420 544,449 463,433 Construction materials & trading 136,165 81,059 335,050 267,842 Construction & road maintenance 91,815 60,559 240,765 195,638 Property development 17,980 21,091 59,740 103,520 Samalaju development 18,791 12,705 52,700 26,314 Strategic investments 2,262 2,370 8,806 8,051 HQ & dormant companies 7,386 41,843 26,931 60,408 Total revenue including inter-segment sales (27,311) (59,527) (84,725) (112,597) Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) Segment Results (27,311) (59,527) (84,725) (112,597) Operating profit/(loss): 26,844 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730		PM'000	• •	PM'000	•
Cement 145,351 127,420 544,449 463,433 Construction materials & trading 136,165 81,059 335,050 267,842 Construction & road maintenance 91,815 60,559 240,765 195,638 Property development 17,980 21,091 59,740 103,520 Samalaju development 18,791 12,705 72,250 26,314 Strategic investments 2,262 2,370 8,806 8,051 HQ & dormant companies 7,386 41,843 26,931 60,408 Total revenue including inter-segment sales 419,750 347,047 1,287,991 1,125,206 Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) Segment Results Operating profit/(loss): Cement 13,506 26,844 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 <td< td=""><td>Segment Revenue</td><td>KWI 000</td><td>KWI 000</td><td>KWI 000</td><td>KWI 000</td></td<>	Segment Revenue	KWI 000	KWI 000	KWI 000	KWI 000
Construction materials & trading 136,165 81,059 335,050 267,842 Construction & road maintenance 91,815 60,559 240,765 195,638 Property development 17,980 21,091 59,740 103,520 Samalaju development 18,791 12,705 72,250 26,314 Strategic investments 2,262 2,370 8,806 8,051 HQ & dormant companies 7,386 41,843 26,931 60,408 Total revenue including inter-segment sales (27,311) (59,527) (84,725) (112,597) Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) Segment Results (27,311) (59,527) (84,725) (112,597) Segment Results (27,311) (59,527) (84,725) (112,597) Segment Results (28,444) 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730		145.351	127.420	544.449	463,433
Construction & road maintenance 91,815 60,559 240,765 195,638 Property development 17,980 21,091 59,740 103,520 Samalaju development 18,791 12,705 72,250 26,314 Strategic investments 2,262 2,370 8,806 8,051 HQ & dormant companies 7,386 41,843 26,931 60,408 Total revenue including inter-segment sales (27,311) (59,527) (84,725) (112,597) Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) Segment Results (27,311) (59,527) (84,725) (112,597) Segment Results (27,311) (59,527) (84,725) (112,609) Segment Results Operating profit/(loss): (26,844) 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 4,3					
Property development 17,980 21,091 59,740 103,520 Samalaju development 18,791 12,705 72,250 26,314 Strategic investments 2,262 2,370 8,806 8,051 HQ & dormant companies 7,386 41,843 26,931 60,408 Total revenue including inter-segment sales 419,750 347,047 1,287,991 1,125,206 Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) Segment Results (28,631) 40,660 25,117 (10,316) Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 4,397 (17,498) 25,311	_		· ·	,	
Samalaju development 18,791 12,705 72,250 26,314 Strategic investments 2,262 2,370 8,806 8,051 HQ & dormant companies 7,386 41,843 26,931 60,408 Total revenue including inter-segment sales 419,750 347,047 1,287,991 1,125,206 Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) Segment Results (28,439) 26,844 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 4,397 (17,498) 25,311 <td></td> <td></td> <td></td> <td></td> <td></td>					
Strategic investments 2,262 2,370 8,806 8,051 HQ & dormant companies 7,386 41,843 26,931 60,408 Total revenue including inter-segment sales 419,750 347,047 1,287,991 1,125,206 Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) Segment Results Operating profit/(loss): Cement 13,506 26,844 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 2,389 2,133 24,493 2,534 Samalaju development 4,397 (17,498) 25,311 (11,742) Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835)	- · ·				
Total revenue including inter-segment sales Elimination of inter-segment sales Elimination of inter-segment sales Elimination of inter-segment sales Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) (392,439) 287,520 1,203,266 1,012,609	-	2,262	2,370	8,806	8,051
Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) 392,439 287,520 1,203,266 1,012,609 Segment Results Operating profit/(loss): Cement 13,506 26,844 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 2,389 2,133 24,493 2,534 Samalaju development 4,397 (17,498) 25,311 (11,742) Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722		7,386	41,843	26,931	60,408
Elimination of inter-segment sales (27,311) (59,527) (84,725) (112,597) 392,439 287,520 1,203,266 1,012,609 Segment Results Operating profit/(loss): Cement 13,506 26,844 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 2,389 2,133 24,493 2,534 Samalaju development 4,397 (17,498) 25,311 (11,742) Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722	Total revenue including inter-segment sales	419,750	347,047	1,287,991	1,125,206
Segment Results Operating profit/(loss): 13,506 26,844 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 2,389 2,133 24,493 2,534 Samalaju development 4,397 (17,498) 25,311 (11,742) Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)		(27,311)	(59,527)	(84,725)	(112,597)
Operating profit/(loss): 13,506 26,844 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 2,389 2,133 24,493 2,534 Samalaju development 4,397 (17,498) 25,311 (11,742) Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)		392,439	287,520	1,203,266	1,012,609
Cement 13,506 26,844 66,374 101,316 Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 2,389 2,133 24,493 2,534 Samalaju development 4,397 (17,498) 25,311 (11,742) Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)	Segment Results				
Construction materials & trading 17,364 8,631 40,660 25,117 Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 2,389 2,133 24,493 2,534 Samalaju development 4,397 (17,498) 25,311 (11,742) Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) 67,278 39,536 237,246 184,935 Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)	Operating profit/(loss):				
Construction & road maintenance ^ 34,729 20,523 79,730 69,481 Property development 2,389 2,133 24,493 2,534 Samalaju development 4,397 (17,498) 25,311 (11,742) Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)	Cement	13,506	26,844	66,374	101,316
Property development 2,389 2,133 24,493 2,534 Samalaju development 4,397 (17,498) 25,311 (11,742) Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)	Construction materials & trading	17,364	8,631	40,660	25,117
Samalaju development 4,397 (17,498) 25,311 (11,742) Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)	Construction & road maintenance ^	34,729	20,523	79,730	69,481
Strategic investments (5,097) (782) (6,137) (703) Dormant companies (10) (315) 6,815 (1,068) 67,278 39,536 237,246 184,935 Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)	Property development	2,389	2,133	24,493	2,534
Dormant companies (10) (315) 6,815 (1,068) 67,278 39,536 237,246 184,935 Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)	Samalaju development	4,397	(17,498)	25,311	(11,742)
Unallocated corporate expenses 67,278 39,536 237,246 184,935 Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)	Strategic investments	(5,097)	(782)	(6,137)	(703)
Unallocated corporate expenses (2,811) (3,683) (11,444) (19,835) Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)	Dormant companies	(10)	(315)	6,815	(1,068)
Share of profit of associates 1,767 1,357 4,030 12,375 Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)		67,278	39,536	237,246	184,935
Share of profit of jointly controlled entities 21 1,247 956 1,247 Profit before tax 66,255 38,457 230,788 178,722 Income tax expenses (16,938) (9,526) (60,261) (34,233)	Unallocated corporate expenses	(2,811)	(3,683)	(11,444)	(19,835)
Profit before tax	Share of profit of associates	1,767	1,357	4,030	12,375
Income tax expenses (16,938) (9,526) (60,261) (34,233)	Share of profit of jointly controlled entities	21	1,247	956	1,247
<u>— — — — — — — — — — — — — — — — — — — </u>	Profit before tax	66,255	38,457	230,788	178,722
Net profit for the period 49,317 28,931 170,527 144,489	Income tax expenses	(16,938)	(9,526)	(60,261)	(34,233)
	Net profit for the period	49,317	28,931	170,527	144,489

[^] Included in the 2011 results was a gain on acquisition of RM11.42 million.

With effect from the current quarter, the Trading Division is grouped together with the Construction Material Division. The Samalaju Development Division is involved in lodging and catering services while Strategic Investments includes financial services and education. The comparatives are restated accordingly.

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NOTES TO THE QUARTERLY REPORT – 31 DECEMBER 2012

A9. Changes in the composition of the Group

There have been no changes in the composition of the Group for the quarter ended 31 December 2012 except for the decrease in shareholdings in its associate, K&N Kenanga Holdings Berhad from 29.98% to 25.07% in December 2012 upon issuance of 120,000,000 new ordinary shares by the said associate, as part of its purchase consideration in connection with the acquisition of ECM Libra Investment Bank Berhad.

A10. Fair value hierarchy

The Group uses the following hierarchy for determining the fair value of all financial instruments carried at fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities,

Level 2 - Inputs that are based on observable market data, either directly or indirectly; and

Level 3 - Inputs that are not based on observable market data (unobservable inputs).

As at the reporting date, the Group held the following financial assets that are measured at fair value:

	Level 1	Level 2	Level 3	Total
	RM'000	RM'000	RM'000	RM'000
31 December 2012				
Fair value through profit or loss:				
Fixed income debt securities	-	55,537	-	55,537
Equity instruments	23,017	-	-	23,017
Unit trust funds	28,394	-	-	28,394
	51,411	55,537	-	106,948
31 December 2011				
Fair value through profit or loss:				
Fixed income debt securities	-	52,838	-	52,838
Equity instruments	8,314	-	-	8,314
Unit trust funds	27,557	-	-	27,557
	35,871	52,838	-	88,709

There have been no transfers between any levels during the current interim period and the comparative period. There were also no changes in the purpose of any financial assets that subsequently resulted in a different classification of that asset.

The Group does not hold credit enhancements or collateral to mitigate credit risk. The carrying amount of financial assets therefore represents the potential credit risk.

A11. Capital commitments

The amount of commitments not provided for in the interim financial statements as at 31 December 2012 was as follows:

	RM'000
Capital expenditure for property, plant and equipment:	
- Approved and contracted for	17,634
- Approved but not contracted for	99,813
Other capital commitments:	
- Approved and contracted for	26,551
- Approved and not contracted for	6,667
	150,665

A12. Related party transactions

The following table provides information on the transactions which have been entered into with related parties during the year ended 31 December 2012 and 31 December 2011 as well as the balances with the related parties as at 31 December 2012 and 31 December 2011:

		Interest/	Purchases		
		fee income	from/payment	Amounts	Amounts
		from/sales	for services	owed by	owed to
		to related	to related	related	related
		parties	parties	parties	parties
		RM '000	RM '000	RM '000	RM '000
Associates:					
- Kenanga Investment Bank Bhd	2012	573	-	-	-
	2011	1,015	-	-	-
- COPE-KPF Opportunities 1 Sdn Bhd	2012	2,930	-	-	-
	2011	1,892	-	-	-
- KKB Engineering Bhd	2012	6	185	-	452
	2011	-	1,582	-	741
- Harum Bidang Sdn Bhd	2012	-	15,380	-	-
	2011	-	-	-	5,734
- Kenanga Investors Bhd	2012	-	36	-	-
	2011	-	41	-	-
Jointly controlled entity:					
- PPES Works Wibawa JV	2012	30	-	2	-
	2011	-	-	-	-
Key management personnel of the Gr	oup:				
- Directors' interest	2012	-	1,862	-	14
	2011	-	2,028	-	72

All outstanding balances with these related parties are unsecured and are to be settled in cash within the financial year.

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A13. Changes in contingent liabilities and contingent assets

There were no changes in the contingent liabilities or contingent assets since the last annual reporting date except for the following:-

For the year under review, the Company has extended an unsecured corporate guarantee of RM31,000,000 to RHB Bank Berhad for banking facilities granted to OM Materials (Sarawak) Sdn. Bhd. ("OM"), an associate of a wholly-owned subsidiary, Samalaju Industries Sdn. Bhd.

The Company has on the basis of its twenty per cent (20%) ownership interest in OM, extended unsecured corporate guarantee to Syarikat Sesco Berhad ("SSB") to guarantee the performance by OM of its obligations under the Power Purchase Agreement entered into between OM and SSB on 2 February 2012.

A14. Subsequent events

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

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

B1. Review of performance

Quarter 4, 2012 ("4Q12") vs. Quarter 4, 2011 ("4Q11")

The Group's 4Q12 pre-tax profit ("PBT") was 72% higher than previous year corresponding quarter. This significant increase came from:-

- i) Construction & Road Maintenance Division higher road length maintained coupled with higher contract rate and more periodic maintenance work;
- ii) Construction Materials & Trading Division benefited from the state government special funding for state and rural road improvement and maintenance, the economic activities in Samalaju Industrial Park and Federal road maintenance programme;
- iii) 4Q11 PBT was impacted by the write off of expenses relating to project under study totalling RM21.89 million; and
- iv) The reduced profitability by the Cement Division in the current year fourth quarter had, however, reduced the difference between the two quarters.

Year-to-date, 2012 ("YE2012) vs. Year-to-date, 2011 ("YE2011)

The Group's revenue continued to be driven by the Cement Division, followed by the Construction Materials & Trading and the Construction & Road Maintenance Divisions.

The Group's 2012 PBT was driven by the Construction & Road Maintenance Division, followed by the Cement and the Construction Materials & Trading Divisions. The Samalaju Development and the Property Development Divisions contributed sizeable PBT in YE2012 too.

The Cement Division recorded a 34% lower PBT in YE2012 over the preceding year. Despite the higher sales volume, this division's PBT was dragged down by the underperformance of CMS Clinker due to the prolonged delay in the clinker plant upgrading project. This division is still a considerable contributor to the Group's PATNCI though not the largest PBT contributor for YE2012 as compared to the past years.

The Construction & Road Maintenance Division became the largest contributor to the Group's PBT surpassing the Cement Division for the first time and registered a 36% jump in PBT mainly due to the increase in contract rate for state road routine maintenance.

Benefiting from JKR sales through the state government special funding, the Construction Materials & Trading Division's PBT increased by 62%.

The Property Development Division recorded a 867% higher PBT in YE2012 over the preceding year due largely to the recognition of profits for the sale of land in YE2012.

The Samalaju Development Division which commenced operations in 2nd quarter of 2011 reported a commendable PBT in 2012 with more blocks of lodges built and occupied, thus increasing revenue and profitability.

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NOTES TO THE QUARTERLY REPORT - 31 DECEMBER 2012

B1. Review of performance (contd.)

Year-to-date, 2012 ("YE2012") vs. Year-to-date, 2011 ("YE2011") (contd.)

The Strategic Investments Division (excluding the associates) recorded higher loss in YE2012 compared to YE2011 as a higher loss was reported by the education company but mitigated by a higher profit recorded by our private equity company.

Profit was recorded in the Dormant/Inactive Division in YE2012 as a result of the receipt of RM8.5 million settlement sum from Jerneh by our IT company following the favourable outcome of arbitration.

The Group recorded lower shares of profit from its associates in YE2012 compared to YE2011. The Group's new associate namely OM Materials (Sarawak) Sdn Bhd recorded a marginal loss in YE2012.

B2. Variations of results against previous quarter

Quarter 4, 2012 ("4Q12") vs Quarter 3, 2012 ("3Q12")

The Group's PBT of RM66.25 million in 4Q12 was 49% higher than the PBT of RM44.52 million reported in the previous quarter. The higher 4Q12 PBT was mainly due to:-

- i) Construction & Road Maintenance more federal road maintenance work and profit recognized on account finalisation of completed project and state road maintenance; and
- ii) Construction Materials & Trading Divisions more earnings from the road projects where the site were not ready in 3Q12.

The two listed associates' performances also improved in the current quarter compared to the preceding quarter.

B3. Prospects for the year ending 31 December 2013

Whilst the operating environment faced by the Group will remain challenging, the Board expects that the Group's financial performance to remain satisfactory for year ending 31 December 2013. The Group's strong financial position will enable the Group to invest in new business opportunities especially in the Samalaju Industrial Park, Bintulu, Sarawak.

B4. Profit forecast or profit guarantee

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

B5. Income tax expense

	3 month	s ended	12 months ended		
	31.12.2012 31.12.2011		31.12.2012	31.12.2011	
	RM'000	RM'000	RM'000	RM'000	
Current income tax:					
- Malaysian income tax	23,430	(3,513)	66,536	32,450	
- Over/(under) provision in respect of					
previous years	146	(867)	363	(12,123)	
Deferred tax	(6,638)	13,906	(6,638)	13,906	
Total income tax expense	16,938	9,526	60,261	34,233	

The effective tax rate for the previous financial year was lower than the statutory tax rate principally due to the reversal of tax provision in respect of prior years and utilisation of current year reinvestment allowances.

B6. Corporate proposals

There were no other corporate proposals that have been announced but not completed as at the date of this announcement.

B7. Borrowings

	As at 31.12.2012 RM'000	As at 31.12.2011 RM'000
Secured	KW 000	IIIVI 000
Revolving credits	15,000	15,000
Hire purchase and finance lease liabilities	32	170
Unsecured		
Bankers' acceptances	3,723	25,808
Term loans	64,240	85,680
CMS Income Securities	0	85,507
Loan from corporate shareholder	6,831	3,583
Total	89,826	215,748
Maturity		
Repayable within one year	40,730	148,444
One year to five years	49,096	66,476
Over five years	0	828
	89,826	215,748

All borrowings were denominated in Ringgit Malaysia.

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B8. 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.

B9. Derivatives

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

B10. Gains/losses arising from fair value changes of financial liabilities

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

B11. Changes in material litigation

There were no changes in material litigation since the last annual statement of financial position date of 31 December 2011.

B12. Dividend payable

The Board of Directors has proposed to declare a final dividend at the coming Annual General Meeting of 12 sen per share less 25% tax (2011: 15 sen per share less 25% tax). The dividend entitlement and payment date for the final dividend will be announced at a later date.

B13. Earnings per share

Basic earnings per share amounts are calculated by dividing profit for the period, net of tax, attributable to the owners of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share amounts are calculated by dividing profit for the period, net of tax, attributable to the owners of the Company by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflect the profit and share data used in the computation of basic and diluted earnings per share:

	3 months ended 31.12.2012 31.12.2011 (Restated)		12 month 31.12.2012	15 011404
Profit net of tax attributable to owners of				
the Company used in the computation of				
earnings per share (RM'000)	38,224	23,354	138,807	120,022
Weighted average number of ordinary shares				
in issue ('000)	325,804	329,481	327,928	329,469
Basic earnings per share (sen)	11.73	7.09	42.33	36.43
Weighted average number of ordinary shares for				
diluted earnings per share computation ('000)	327,496	N/A	329,646	N/A
Diluted earnings per share (sen)	11.67	N/A	42.11	N/A

^{*} The weighted average number of shares takes into account the weighted average effect of changes in treasury shares transactions during the period.

B14. Auditor's report on preceding annual financial statements

The auditors' report on the financial statements for the year ended 31 December 2011 was not subject to any qualification.

B15. Additional disclosure on profit for the period

	Quarter	Financial
	ended	year ended
	31.12.2012	31.12.2012
	RM'000	RM'000
Profit for the period is arrived at after charging/(crediting):		
Amortisation of intangible assets	278	113
Amortisation of prepaid land lease payments	181	725
Bad debt written off	128	128
Property, plant and equipment written off	334	337
Depreciation of property, plant and equipment	16,677	51,903
Depreciation of investment properties	29	117
(Gain)/loss on foreign exchange	1,722	914
(Gain)/loss on disposal of property, plant and equipment	(576)	(972)
(Gain)/loss on disposal of investments	(376)	(948)
(Gain)/loss on fair value changes of derivatives	-	-
Impairment loss on trade receivables	2,117	2,235
Interest expense	2,602	11,356
Interest income	2,771	(10,355)
Inventory written off	430	661
Net fair value changes in investment securities	234	(626)
Reversal of allowance for impairment loss on trade receivables	-	(187)
Reversal of allowance for obsolete inventory	(21)	(237)
Write down of inventory	991	1,056

B16. Realised and unrealised profits/losses

	As at 31 December 2012	As at 31 December 2011 (Restated)
	RM'000	RM'000
Total retained earnings of the Company and its subsidiaries:		
- Realised	657,060	560,775
- Unrealised	(13,816)	(21,079)
	643,244	539,696
Total retained earnings from associates:		
- Realised	10,542	12,990
- Unrealised	3,380	5,924
	13,922	18,914
Total retained earnings from jointly controlled entities:		
- Realised	3,948	1,427
	661,114	560,037
Add: consolidation adjustments	61,031	72,631
Total Group retained earnings as per consolidated accounts	722,145	632,668

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NOTES TO THE QUARTERLY REPORT – 31 DECEMBER 2012

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 27 February 2013.

BY ORDER OF THE BOARD

Koo Swee Pheng **Secretary**

Date: 27 February 2013