# KARAMBUNAI CORP BHD (6461-P) QUARTERLY REPORT

As at	(Audited) As at
31/12/2010 RM'000	31/03/2010 RM'000
Assets	. KIVI 000
Non-Current Assets	
Property, Plant and Equipment 701,841	711,962
Land held for property development 531,013	543,044
Interest In Associated Companies -	-
Available For Sale 100	100
Capital Work-In-Progress 46,056	46,056
Deferred Tax Assets 9	9
Goodwill on Consolidation 17,430	17,430
1,296,449	1,318,601
Current Assets	25.500
Property development costs 29,489	37,590
Inventories 14,099 Receivables, Deposits and Prepayments 127,580	14,232 112,654
Receivables, Deposits and Prepayments 127,580 Cash, Bank Balances and Deposits 5,855	7,061
2,833 177,023	171,537
Non-current assets held for sales 265,830	265,830
Total Assets 1,739,302	1,755,968
Equity and Liabilities	
Equity Share Capital 1,015,030	1,015,030
Share Capital 1,015,030 Reserves (274,705)	(245,418)
Total Equity 740,325	769,612
Liabilities	
Non-Current Liabilities	
Long Term Liabilities	
Borrowings 283,241	284,050
Other deferred liabilities 127,100	127,100
410,341	411,150
Current Liabilities	259,445
Payables, Deposits and Accruals 276,959 Short Term Borrowings 189,069	190,890
Taxation 122,608	124,871
588,636	575,206
Total Liabilities 998,977	986,356
Total Equity and Liabilities 1,739,302	1,755,968
Net Assets Per Share (sen) 36	38

(The Condensed Consolidated Balance Sheets should be read in conjunction with the Annual Financial Report for the year ended 31 March 2010 and the accompanying explanatory notes attached to the interim financial statements.)

Condensed Consolidated Income Statements For Financial Period Ended 31 December 2010

(The figures have not been audited.)

	Current	Preceding year	Current	Preceding
	quarter	corresponding	year-to-date	year-to-date
	ended	quarter ended	ended	ended
	31/12/2010	31/12/2009	31/12/2010	31/12/2009
	RM'000	RM'000	RM'000	RM'000
Revenue	40,380	38,213	95,361	98,659
Operating expenses	(44,153)	(38,239)	(107,842)	(99,969)
Other operating income	8,939	875	9,869	2,667
Profit / (Loss) from operations	5,166	849	(2,612)	1,357
Finance costs	(8,161)	(10,862)	(25,268)	(28,776)
Share of associated companies results	•	•	-	-
Loss before taxation	(2,995)	(10,013)	(27,880)	(27,419)
Taxation	(596)	7,955	(1,876)	7,193
Loss after taxation	(3,591)	(2,058)	(29,756)	(20,226)
Attributable to :-				
	(2.501)	(2.059)	(20.756)	(20, 226)
Equity holders of the parent	(3,591)	(2,058)	(29,756)	(20,226)
Minority interest	-	•	-	-
Loss after taxation	(3,591)	(2,058)	(29,756)	(20,226)
LOSS diver manifoli	(3,391)	(2,030)	(27,730)	(20,220)
Loss per share (sen)				
Basic	(0.18)	(0.10)	(1,47)	(1.00)
Fully diluted	N/A	N/A	N/A	N/A
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(The Condensed Consolidated Income Statements should be read in conjunction with the Annual Financial Report for the year ended 31 March 2010 and the accompanying explanatory notes attached to the interim financial statements.)

## Condensed Consolidated Statement of Comprehensive Income For Financial Period Ended 31 December 2010

(The figures have not been audited.)

	Current	Preceding year	Current	Preceding
	quarter	corresponding	year-to-date	year-to-date
	ended	quarter ended	ended	ended
	31/12/2010	31/12/2009	31/12/2010	<u>31/12/2009</u>
	RM'000	RM'000	RM'000	RM'000
Loss for the period	(3,591)	(2,058)	(29,756)	(20,226)
Other Comprehensive Loss Foreign currency translation				
differences for foreign operations	<u> </u>	(16)	(21)	(59)
Other comprehensive loss for the period net of tax	_	(16)	(21)	(59)
not of tax		(10)		
Total comprehensive loss				
for the period	(3,591)	(2,074)	(29,777)	(20,285)
Total comprehensive loss Attributable to:-				
Equity holders of the Company	(3,591)	(2,074)	(29,777)	(20,285)

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 March 2010 and the accompanying explanatory notes attached to the interim financial statements.)

## **Condensed Consolidated Statement of Changes in Equity**

## For Financial Period Ended 31 December 2010

(The figures have not been audited.)

Attributable to equity holders of the Company							
	<del></del>	Non-distributable –	<del></del>	Distributable			
	Share	Share	Other	Accumulated		Non-controlling	Total
	Capital	Premium	Reserves	Losses	Total	Interest	Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
As at 01/04/2010	1,015,030	111,536	668	(357,622)	769,612	-	769,612
Total comprehensive loss for the period	-	-	469	(29,756)	(29,287)	-	(29,287)
As at 31/12/2010	1,015,030	111,536	1,137	(387,378)	740,325	-	740,325
As at 01/04/2009	1,015,030	111,536	958	(321,865)	805,659	-	805,659
Total comprehensive loss for the period	-	-	(221)	(20,226)	(20,447)	-	(20,447)
As at 31/12/2009	1,015,030	111,536	737	(342,091)	785,212	*	785,212

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31 March 2010 and the accompanying explanatory notes attached to the interim financial statements.)

Condensed Consolidated Statement Cash Flows For Financial Period Ended 31 December 2010

(The figures have not been audited.)

	Current period-to-date ended 31/12/2010 RM'000	Corresponding period-to-date ended 31/12/2009 RM'000
Loss before taxation	(27,880)	(27,419)
Adjustments for :-		
Non-cash items	34,132	33,621
Operating Profit before working capital changes	6,252	6,202
Changes in working capital:-		
Net change in current assets	(17,564)	(520)
Net change in current liabilities	8,412	23,934
Net change in property development expenditure	20,143	(2,651)
Cash flows generated from operations	17,243	26,965
Income tax paid	(1,320)	(319)
Interest paid	(8,367)	(6,897)
Interest received	39	113
Net cash flows generated from operating activities	7,595	19,862
Investing activity		
Proceed from disposal of subsidiaries	-	-
Purchase of property, plant & equipment	(582)	(3,927)
Net cash flows used in investing activities	(582)	(3,927)
Financing activity		
Repayment of borrowings	(8,198)	(20,795)
Net cash flows used in financing activities	(8,198)	(20,795)
Net change in cash & cash equivalents	(1,185)	(4,860)
Cash & cash equivalents at beginning of the period	7,061	14,642
Translation exchange difference	(21)	(59)
Cash & cash equivalents at end of the period	5,855	9,723

(The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Annual Financial Report for the year ended 31 March 2010 and the accompanying explanatory notes attached to the interim financial statements.)

<u>Unaudited Quarterly Report on the Consolidated Results for the Financial Quarter Ended 31 December 2010</u>

#### **Notes In Compliance with FRS 134**

#### A1. Accounting Policies

The quarterly consolidated financial statements have been prepared by applying accounting policies and methods of computation consistent with those used in the preparation of the most recent audited financial statements of the Group and are in accordance with FRS 134, Interim Financial Reporting and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad, except for the adoption of the following new and revised Financial Reporting Standards ("FRS"), Amendments to FRSs Issue Committee ("IC") Interpretations and Technical Release ("TR") effective for annual periods beginning on or after 1 January 2010 as disclosed below:

FRS 7	Financial Instruments: Disclosures
FRS 8	Operating Segments
FRS 101	Presentation of Financial Statements (Revised)
FRS 123	Borrowing Costs
FRS 139	Financial Instruments: Recognition and Measurement
Amendments to FRS 1 First	t-time Adoption of Financial Reporting Standards and FRS 127
Consolidated and Separa	te Financial Statements: Cost of an Investment in a Subsidiary, Jointly
Controlled Entity or As	sociate
Amendments to FRS 132 F	inancial Instruments: Presentation
Amendments to FRS 139 F	inancial Instruments: Recognition and Measurement, FRS 7 Financial
Instruments : Disclosure	s and IC Interpretation 9 Reassessment of Embedded Derivatives
Amendments to FRSs conta	ined in the document entitled "Improvements to FRSs (2009)"
IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 10	Interim Financial Reporting and Impairment
IC Interpretation 11	FRS 2 – Group and Treasury Share Transactions
IC Interpretation 13	Customer Loyalty Programmes
IC Interpretation 14	FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding
	Requirements and their Interaction
Technical Release 3	Guidance on Disclosures of Transition to IFRSs
TR i-3	Presentation of Financial Statements of Islamic Financial Institutions
TR i-4	Shariah Compliant Sale Contracts

The adoption of the above new and revised FRSs, IC Interpretations and TR do not have significant impact on the results of the Group for the current quarter and the current financial year, except as described below:

# (a) FRS 8: Operating Segment

FRS 8 requires identification and reporting of operating segments based on internal reports that are regularly reviewed by the entity's chief operating decision maker in order to allocate resources to the segment and assess its performance.

The Group presents its segment information based on its business segments for its internal reporting purposes and the format, the basis of measurement of segment results, segment assets and segment liabilities are the same as that for external reporting purposes.

As this is a disclosure standard, there is no impact on the financial position or financial performance of the Group.

<u>Unaudited Quarterly Report on the Consolidated Results for the Financial Quarter Ended 31 December</u> 2010

#### A1. Accounting Policies

#### (b) FRS 101: Presentation of Financial Statements (Revised)

The revised FRS 101 requires owner and non-owner changes in equity to be presented separately. The statement of changes in equity will include only details of transactions with owners, with all non-owner changes in equity presented as a single line item.

The revised standard introduces the statement of comprehensive income. It presents all items of income and expense recognised in income statements, together with all other items of recognised income and expense, either in one single statement, or in two linked statements. The Group is currently evaluating the format to adopt. In addition, the adoption of the standard has resulted in "balance sheet" and "cash flow statements" are now renamed as "statement of financial position" and "statement of cash flows" respectively.

#### (c) Amendment to FRS 117 : Leases

Prior to the adoption of the Amendment to FRS 117, leasehold lands were treated as operating leases. The considerations paid were classified and presented as prepaid lease payments in the statement of financial position. With the adoption of the Amendment to FRS 117, the Group has reassessed and determined that all leasehold land of the Group which is in substance financial leases and has reclassified the leasehold land to property, plant and equipment. The change in accounting policy has been made retrospectively in accordance with the transitional provisions of the amendment. The reclassification has no effect to the profit or loss of the current financial period ended 30 June 2010 or the comparative prior financial period. The effect of the reclassification to the comparative of the prior financial year's consolidated statement of financial position is as follows:

As at 31 March 2010	As previously reported RM'000	Reclassification RM'000	As restated RM'000
Prepaid lease payment	423,850	(423,850)	-
Property, plant & equipment	288,112	423,850	711,962

#### (d) FRS 139: Financial Instruments – Recognition and Measurement (FRS 139)

FRS 139 sets out the new requirements for the recognition and measurement of the Group's financial instruments. Financial instruments are recorded initially at fair value. Subsequent measurement of the financial instruments at the balance sheet date reflects the designation of the financial instruments. The Group determines the classification at initial recognition and for the purpose of the first adoption of the standard, as at transitional date on 1 January 2010.

#### Financial assets

#### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Assets in this category are classified as current assets.

<u>Unaudited Quarterly Report on the Consolidated Results for the Financial Quarter Ended 31 December</u> 2010

#### A1. Accounting Policies

## (d) FRS 139: Financial Instruments – Recognition and Measurement (FRS 139) (Cont'd)

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. Loans and receivables are included in trade and other receivables in the balance sheet.

#### Available for sale financial assets

Available for sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

#### Held to maturity financial assets

Held to maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. If the Group were to sell other than an insignificant amount of held to maturity financial asset, the whole category would be tainted and reclassified as available for sale. Held to maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the reporting date, which are classified as current assets.

#### Financial liabilities

Financial liabilities are classified as financial at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

#### Financial guarantee contracts

The Company has provided various financial guarantees to banks for the guarantee of credit facilities granted to its various subsidiaries. The Company monitors the performance of its subsidiaries closely to ensure they meet all their financial obligations. In view that there is minimal risk of default, the Company has not carried the value of the financial guarantee in its books.

#### Impact on opening balance

FRS 139 did not have any significant impact on the financial position and results of the Group.

## A2. Audit report of previous annual financial report

The audit report of the immediate preceding annual financial statements for the year ended 31 March 2010 was not qualified.

# <u>Unaudited Quarterly Report on the Consolidated Results for the Financial Quarter Ended 31 December</u> 2010

# A3. Seasonal or Cyclical Factors

The Group's operations for the current quarter and the financial year-to-date were not affected significantly by any seasonal or cyclical factors.

#### A4. Unusual items

There were no items affecting assets, liabilities, equities, net income or cash flows that are unusual because of their nature, size or incidence during the current quarter and the current financial year-to-date.

## A5. Nature and Amount of Changes in Estimates

There were no changes in the estimates of amounts reported in previous financial years which have a material effect in the current quarter and the financial year-to-date.

#### A6. Issuance and Repayment of Debt and Equity Securities

There is no issuance and repayment of debts and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares for the current quarter and the current financial year-to-date.

#### A7. Dividend Paid

There were no dividends paid during the current quarter and the current financial year-to-date.

#### A8. Segmental Information

Segmental information for the 9 months ended 31 December 2010:

Revenue	Property Development RM'000	Leisure & Tourism RM'000	Trading RM'000	Investment Holdings and Others RM'000	Elimination RM'000	Total RM'000
External revenue	44,306	53,934	-	10,342	(13,221)	95,361
Inter-segment revenue	(1,571)	(1,522)	-	(10,128)	13,221	-
Total Revenue	42,735	52,412	-	214	**	95,361
Results						
Segment results Unallocated	(6,378)	5,054	(537)	(361)	-	(2,222)
corporate expenses					_	(390)
Loss from operations						(2,612)
Finance costs					_	(25,268)
Loss before taxation						(27,880)
Taxation					_	(1,876)
Loss after taxation					-	(29,756)

<u>Unaudited Quarterly Report on the Consolidated Results for the Financial Quarter Ended 31 December 2010</u>

# A9. Valuations of property, plant and equipment

The valuations of property, plant and equipment have been brought forward without amendment from the previous annual financial statements.

#### A10. Material subsequent events

There were no material subsequent events from 31 December 2010 to 25 February 2011 (being the latest practicable date which is not earlier than 7 days from the date of issue of this Quarterly Report) that have not been reflected in the financial statements for the current quarter and the current financial year-to-date.

# A11. Changes in the Composition of the Group

There were no material changes in the composition of the Group during the current quarter under review except the followings:

- a) On 3 May 2010, the Company incorporated a wholly owned subsidiary, Nexus Funding Company Ltd. ("NFC") (now known as "Nexus First Company Ltd.") in Labuan, with issued and paid-up share capital of USD100.00 comprising 100 ordinary shares of USD1.00 each. NFC is currently dormant;
- b) On 27 October 2010, the Company has disposed of 2,410,000 ordinary shares of RM1.00 each, representing 100% equity interest in Arosa Development Sdn Bhd to All Sports Network Sdn Bhd, for a cash consideration of RM1.00. The Group has realized a gain of RM1,904,179 from the disposal; and
- c) On 27 October 2010, the Company has disposed of 1,000,000 ordinary shares of RM1.00 each, representing 100% equity interest in Composites Technology Development Corporation Sdn Bhd to All Sports Network Sdn Bhd, for a cash consideration of RM1.00. The Group has realized a gain of RM2,244,235 from the disposal.

# A12. Changes in contingent liabilities or contingent assets

Other than corporate guarantees extended by the Company in support of banking facilities of its subsidiary companies, there were no contingent liabilities or contingent assets as at 31 December 2010 (31 March 2010: nil).

# <u>Unaudited Quarterly Report on the Consolidated Results for the Financial Quarter Ended 31 December 2010</u>

#### Notes in compliance with BMSB Main Market Listing Requirements

# B1. Review of the Performance of the Company and Its Principal Subsidiaries

The Group registered revenue of RM95.4 million for nine months ended 31 December 2010 as compared to RM98.7 million for the preceding year corresponding period ended 31 December 2009. The slight decrease in revenue was mainly due to the non contribution of revenue by its trading segment during the period under review.

The Group recorded a pre-tax loss of RM27.9 million (as compared to a pre-tax loss of RM27.4 million in the preceding year corresponding period) after taking into account financing costs of RM25.3 million for the current financial year.

In the opinion of the Directors, the results for the current quarter and financial year-to-date have not been affected by any transaction or event of a material and unusual nature which has arisen between 31 December 2010 and 25 February 2011 (the latest practicable date which is not more than 7 days from the date of this Quarterly Report).

## B2. Material Changes in the Quarterly Results Compared to the Results of the Preceding Quarter

The Group recorded a loss before taxation of RM3.0 million in the current quarter (as compared to RM11.1 million loss before taxation in the immediate preceding quarter). The improved financial performance is mainly attributable to gain on disposal of subsidiary companies in the current quarter.

#### **B3.** Current Year Prospects

The tourism industry in Sabah continues to show sustained growth following a rebound from the global economic crisis of year 2008/2009. This augurs well for the group as Karambunai resort continues to be a popular destination for tourist and for the MICE (Meetings, Incentives, Covention and Exhibition) market.

The Group will continue to enhance and unlock the value of Karambunai with its prime and strategic resort property.

#### **B4.** Profit Forecast / Profit Guarantee

Not applicable in this Quarterly Report.

#### **B5.** Taxation

The breakdown of tax charge for the current quarter and current financial year-to-date ended 31 December 2010 are as follows:

Tax Charge		Preceding Year		Preceding
	Current Year	Corresponding	Current Financial	Corresponding
	Quarter	Quarter	Year-to-date	Year-to-date
	RM'000	RM'000	RM'000	RM'000
Current tax	(596)	7,955	(1,876)	7,193

# <u>Unaudited Quarterly Report on the Consolidated Results for the Financial Quarter Ended 31 December 2010</u>

# B6. Profit/ (Loss) on Sale of Unquoted Investments and/or Properties

There was no sale of unquoted investments and properties for the current quarter and the current financial year-to-date.

## **B7.** Quoted Securities

There were no purchases or sales of quoted securities for the current financial period under review and there were no investments in quoted securities at the end of the current quarter.

# B8. Status of Corporate Proposals Announced But Not Completed as at 25 February 2011 (being the latest practicable date which is not earlier than 7 days from the date of issue of this Quarterly Report)

On 24 July 2009, the Group announced the proposed disposal of approximately 8,790 square metres of leasehold land held under H.S. (M) 19319, P.T. 16028, Mukim Petaling, Daerah Petaling, Negeri Selangor for a cash consideration of RM1,655,000 by FACB Land Sdn Bhd ("FACBL"), a whollyowned subsidiary of the Company to Majurama Developments Sdn Bhd ("Majurama"), a whollyowned subsidiary of Petaling Tin Berhad ("Proposed Disposal").

On 23 November 2010, both Majurama and FACBL had jointly agreed to abort the Proposed Disposal as one of the conditions relating to approval by the relevant authority cannot be met within the stipulated timeframe.

FACBL will continue to pursue the necessary approval and may reconsider the Proposed Disposal in the future.

The announcement to Bursa Malaysia for the same was made on the even date.

<u>Unaudited Quarterly Report on the Consolidated Results for the Financial Quarter Ended 31 December 2010</u>

# B9. Borrowings and Debt Securities

(a)	Short Term	Borro	wings

	RM'000
Secured	
Term Loan I (USD5.42Million)	18,133
Term Loan II	13,625
Promissory Note	156,072
Unsecured	
Hire Purchase Creditors	1,239
Total	189,069

# (b) Long Term Borrowings

	<u>RM'000</u>
Secured Term Loan II Term Loan III	234,375 45,788
Unsecured	
Hire Purchase Creditors	3,078
Total	283,241

Save for Term Loan I which is denominated in United States Dollars, the borrowings of the Group are denominated in Ringgit Malaysia.

We refer to the Promissory Notes ("PN") issued by the Company to Abrar Discounts Berhad ("ADB"). The Company is now in an advanced stage of negotiation with ADB for the settlement of the PN and will make the necessary announcements in due course.

#### **B10.** Off Balance Sheet Financial Instruments

As at 25 February 2011 (being the latest practicable date which is not earlier than 7 days from the date of issue of this Quarterly Report), the Group did not enter into any contract involving financial instruments with off balance sheet risk.

#### **B11.** Material Litigation

There is no material litigation at the date of this announcement.

#### B12. Dividend

No dividend is recommended for the current quarter and the current financial year-to-date.

# <u>Unaudited Quarterly Report on the Consolidated Results for the Financial Quarter Ended 31 December</u> 2010

#### **B13.** Realised and Unrealized Losses

Bursa Malaysia Securities Berhad ("Bursa Malaysia") has, on 25 March 2010 and 20 December 2010, issued directives requiring all listed corporations to disclose te breakdown of unappropriated profits or accumulated losses into realized and unrealized in quarterly reports and annual audited financial statements.

The breakdown of accumulated losses of the Group at the reporting date, into realized and unrealized losses is as follows:

31/12/2010 RM'000	30/09/2010 RM'000
(373,858)	(370,267)
(13,520)	(13,520)
(387,378)	(383,787)
	RM'000 (373,858) (13,520)

The disclosure of realized and unrealized losses above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Malaysia and should not be applied for any other purposes.

#### **B14. Outstanding Derivatives**

There were no outstanding derivatives (including instruments designated as hedging instruments) in the financial quarter under review.

## B15. Fair Value Changes of Financial Liabilities

As at 31 December 2010, the Group does not have any financial liabilities measured at fair value through profit or loss.

# B16. Loss per Share

· Loss per share	Current Quarter Ended 31/12/2010 RM'000	Comparative Quarter Ended 31/12/2009 RM'000	Current Financial Year-to-date 31/12/2010 RM'000	Preceding Financial Year-to-date 31/12/2009 RM'000
Loss after taxation attributable to the equity holders of the Company used as numerator in the calculation of basic EPS	(3,591)	(2,058)	(29,756)	(20,226)
Weighted average number of shares used as denominator in the calculation of basic EPS ('000)	2,030,060	2,030,060	2,030,060	2,030,060

KARAMBUNAI CORP BHD (6461-P)

<u>Unaudited Quarterly Report on the Consolidated Results for the Financial Quarter Ended 31 December 2010</u>

By order of the Board

Lim Tiong Jin
Executive Director – Corporate Affairs
Kota Kinabalu, Sabah
25 February 2011