### KARAMBUNAI CORP BHD (6461-P) Condensed Statement of Comprehensive Income For Financial Period Ended 30 June 2013

(The figures have not been audited.)

	Current quarter ended 30/06/2013 RM'000	Preceding year corresponding quarter ended 30/06/2012 RM'000	Current year-to-date ended 30/06/2013 RM'000	Preceding year-to-date ended 30/06/2012 RM'000
Revenue	14,764	17,383	14,764	17,383
Operating expenses	(24,987)	(25,269)	(24,987)	(25,269)
Other income	1,743	2,259	1,743	2,259
Loss from operations	(8,480)	(5,627)	(8,480)	(5,627)
Finance costs	(675)	(6,767)	(675)	(6,767)
Loss before tax	(9,155)	(12,394)	(9,155)	(12,394)
Income tax expense	(136)	399	(136)	399
Loss for the period	(9,291)	(11,995)	(9,291)	(11,995)
Attributable to :- Owners of the parent Non-controlling interest	(9,291) -	(11,994) (1)	(9,291) -	(11,994) (1)
Loss for the period	(9,291)	(11,995)	(9,291)	(11,995)
Loss per share (sen) Basic Diluted	(0.46) N/A	(0.59) N/A	(0.46) N/A	(0.59) N/A

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 March 2013 and the accompanying explanatory notes attached to the interim financial statements.)

# KARAMBUNAI CORP BHD (6461-P) Condensed Statement of Comprehensive Income (Cont'd) For Financial Period Ended 30 June 2013

(The figures have not been audited.)

	Current quarter ended 30/06/2013 RM'000	Preceding year corresponding quarter ended 30/06/2012 RM'000	Current year-to-date ended 30/06/2013 RM'000	Preceding year-to-date ended 30/06/2012 RM'000
Loss for the period	(9,291)	(11,995)	(9,291)	(11,995)
Other comprehensive income - Foreign currency translation differences	37	(4)	37	(4)
Total comprehensive income for the period	(9,254)	(11,999)	(9,254)	(11,999)
Attributable to :- Owners of the parent Non-controlling interest	(9,254)	(11,998) (1) (11,999)	(9,254)	(11,998) (1) (11,999)

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 March 2013 and the accompanying explanatory notes attached to the interim financial statements.)

# KARAMBUNAI CORP BHD (6461-P) Condensed Consolidated Statement of Financial Position As at 30 June 2013

	(Unaudited) As at 30/06/2013 RM'000	(Audited) As at 31/03/2013 RM'000
ASSETS		
Non-Current Assets		
Property, plant and equipment	1,003,597	1,007,207
Land held for property development	448,125	447,729
Available-for-sale financial assets	130	130
Deferred tax assets	892	892
Goodwill on consolidation	14,937	14,937
	1,467,681	1,470,895
Current Assets		
Property development costs	8,412	7,159
Inventories	9,350	10,066
Receivables, deposits and prepayments	31,978	26,879
Cash and bank balances	17,830	15,266
	67,570_	59,370
Non-current assets classified as held for sale	65,650	65,650
TOTAL ASSETS	1,600,901	1,595,915
EQUITY AND LIABILITIES Equity attributable to owners of the parent Share capital Reserves	1,015,030 (476,613)	1,015,030 (467,359)
Non-controlling interests	538,417	547,671
TOTAL EQUITY	538,399	(18) 547,653
Non-Current Liabilities		
Bank borrowings	302	392
Other deferred liabilities	238,701	238,701
	239,003	239,093
Current Liabilities		
Payables and accruals	730,105	715,784
Bank borrowings	15,637	15,763
Taxation	77,757	77,622
	823,499	809,169
TOTAL LIABILITIES	1,062,502	1,048,262
TOTAL EQUITY AND LIABILITIES	1,600,901	1,595,915
NET ASSETS PER SHARE (SEN)	26.52	26.98
THE MODEL OF THE STREET (SERV)		20.70

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Report for the year ended 31 March 2013 and the accompanying explanatory notes attached to the interim financial statements.)

### KARAMBUNAI CORP BHD (6461-P) Condensed Consolidated Statement of Changes in Equity For Financial Period Ended 30 June 2013

(The figures have not been audited.)

Attributable to owners of the parent  Non-distributable							
	Share Capital RM'000	Share Premium RM'000	Other Reserves RM'000	Accumulated Losses RM'000	Total RM'000	Non-controlling Interest RM'000	Total Equity RM'000
As at 01/04/2013	1,015,030	111,536	207,479	(786,374)	547,671	(18)	547,653
Total comprehensive income for the period	œ	12.5	37	(9,291)	(9,254)	(2)	(9,254)
As at 30/06/2013	1,015,030	111,536	207,516	(795,665)	538,417	(18)	538,399
As at 01/04/2012	1,015,030	111,536	221,226	(776,491)	571,301	(14)	571,287
Total comprehensive income for the period		= 8	(4)	(11,994)	(11,998)	(1)	(11,999)
As at 30/06/2012	1,015,030	111,536	221,222	(788,485)	559,303	(15)	559,288

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31 March 2013 and the accompanying explanatory notes attached to the interim financial statements.)

#### **KARAMBUNAI CORP BHD (6461-P)**

#### Condensed Consolidated Statement of Cash Flows

#### For Financial Period Ended 30 June 2013

(The figures have not been audited.)

	Current period-to-date ended 30/06/2013 RM'000	Corresponding period-to-date ended 30/06/2012 RM'000
Loss before tax	(9,155)	(12,394)
Adjustment for non-cash items:-	(5,155)	(12,334)
Amortisation of upfront fee for a banking facility		544
Interest expenses	6	6,425
Depreciation of property, plant and equipment	3,644	3,248
Unrealised loss on foreign exchange	<b>.</b>	6
Others	(10)	(6)
Operating loss before working capital changes	(5,515)	(2,177)
Changes in working capital:-		
Net change in current assets	(4,382)	4,716
Net change in current liabilities	13,316	(3,275)
Net change in development expenditure	(1,650)	904
Cash generated from operations	1,769	168
Income tax paid	-	(19)
Interest paid	(6)	(2,341)
Interest received	10	5
Net cash from / (used in ) operating activities	1,773	(2,187)
Investing activities Purchase of property, plant & equipment	(25)	(570)
• • • • • • • • • • • • • • • • • • • •	(35)	(573)
Net cash used in investing activities	(35)	(573)
Financing activities		
Advances from a director	1,004	18,374
Repayment of bank borrowings	(215)	(17,102)
Net cash from financing activities	789	1,272
Net change in cash & cash equivalents	2,527	(1,488)
Cash & cash equivalents at beginning of the period	15,266	8,726
Foreign currency translation differences	37	(4)
Cash & cash equivalents at end of the period	17,830	7,234
		<del></del>

(The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the Annual Financial Report for the year ended 31 March 2013 and the accompanying explanatory notes attached to the interim financial statements.)

## KARAMBUNAI CORP BHD (6461-P) <u>Unaudited Quarterly Report on the Consolidated Results for the First Quarter Ended 30 June 2013</u>

#### Part A - Notes In Compliance with MFRS 134

#### A1. Basis of Preparation and 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 Appendix 9B part A of the Listing Requirements of Bursa Malaysia Securities Berhad.

The quarterly consolidated financial statements should be read in conjunction with the Group's audited financial statements for the financial year ended 31 March 2013. The explanatory notes attached to the quarterly consolidated 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 March 2013.

The significant accounting policies and methods of computation adopted for the quarterly consolidated financial statements are consistent with those adopted for the audited financial statements for the financial year ended 31March 2013 other than as disclosed below:

## FRSs, Interpretations and amendments effective for annual periods beginning on or after 1 July 2012

• Amendments to FRS 101, Presentation of Financial Statements Presentation of Items of Other Comprehensive Income

## FRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2013

- FRS 10, Consolidated Financial Statements
- FRS 11, Joint Arrangements
- FRS 12, Disclosures of Interests in Other Entities
- FRS 13, Fair Value Measurement
- FRS 119, Employee Benefits (2011)
- FRS 127, Separate Financial Statements (2011)
- FRS 128, Investments in Associates and Joint Ventures (2011)
- IC Interpretations 20, Stripping Costs in the Production Phase of a Surface Mine
- Amendments to FRS 7, Financial Instruments: Disclosure Offsetting Financial Assets and Financial Liabilities
- Amendments to FRS 1, First-time Adoption of Financial Reporting Standards Government Loans
- Amendments to FRS 1, First-time Adoption of Financial Reporting Standards (Annual Improvements 2009 2011 Cycle)
- Amendments to FRS 101, Presentation of Financial Statements (Annual Improvements 2009 2011 Cycle)
- Amendments to FRS 116, Property, Plant and Equipment (Annual Improvements 2009 2011 Cycle)
- Amendments to FRS 132, Financial Instruments: Presentation (Annual Improvements 2009 2011 Cycle)
- Amendments to FRS 134, Interim Financial Reporting (Annual Improvements 2009 2011 Cycle)
- Amendments to FRS 10, Consolidated Financial Statements: Transition Guidance
- Amendments to FRS 11, Joint Arrangements: Transition Guidance
- Amendments to FRS 12, Disclosures of Interests in Other Entities: Transition Guidance

The adoption of the above standards and amendments do not have any material impact on the financial statements of the Group.

On 19 November 2011, the Malaysian Accounting Standards Board ("MASB") issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards ("MFRS Framework"). The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture and IC Interpretation 15 Agreements for Construction of Real Estate, including its parent, significant investor and venture (herein called "Transitioning Entities").

On 7 August 2013, MASB announced that the Transitioning Entities will be allowed to defer the adoption of the new MFRS Framework from the previous adoption date of 1 January 2014 to 1 January 2015. Consequently, the adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2015.

The Group is a transitioning entity, elected to continue preparing its financial statements in accordance with the FRS framework for annual financial periods beginning before 1 January 2015. As such, the Group will prepare its first financial statements using the MFRS framework for the financial year ending 31 March 2016. In presenting its first MFRS financial statements, the Group may be required to restate the comparative financial statements to amounts reflecting the application of the MFRS Framework.

The Group is currently in the process of determining the financial impact arising from the adoption of the MFRS Framework.

Financial reporting standards under the existing FRS Framework that have yet to be adopted in presenting this quarterly consolidated financial statements are disclosed below. These adoptions will not result in any significant changes to the Group's accounting policies, results and financial position.

- (i) Amendments effective for annual periods beginning on or after 1 January 2014:
  - Amendments to FRS 10, Consolidated Financial Statements: Investment Entities
  - Amendments to FRS 12, Disclosures of Interests in Other Entities: Investment Entities
  - Amendments to FRS 127, Separate Financial Statements (2011): Investment Entities
  - Amendments to FRS 132, Financial Instruments: Presentation Offsetting Financial Assets and Financial Liabilities
- (ii) FRSs and amendments effective for annual periods beginning on or after 1 January 2015:
  - FRS 9, Financial Instruments (2010)
  - FRS 9, Financial Instruments (2011)
  - Amendments to FRS 7, Financial Instruments: Disclosures Mandatory Effective Date of FRS 9 and Transition Disclosures

#### A2. Audit Report of Previous Annual Financial Report

The audit report of the immediate preceding annual financial statements for the year ended 31 March 2013 was not qualified.

#### A3. Seasonal or Cyclical Factors

The Group's leisure and tourism business segment are generally subject to seasonal fluctuations. The results are affected by major festive seasons and holidays.

#### A4. Unusual Items

There were no items affecting assets, liabilities, equities, net income or cash flows that were unusual because of their nature, size or incidence for the three months ended 30 June 2013.

#### A5. Nature and Amount of Changes in Estimates

There were no material changes in estimates of amounts reported in previous financial years which have a material effect for the three months ended 30 June 2013.

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

There were 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 three months ended 30 June 2013.

#### A7. Dividend Paid

No dividend has been paid for the three months ended 30 June 2013.

#### A8. Segmental Information

	3 months ended				
	30/06/2013 30/06/2013 30/06/2012 30/0				
		Operating		Operating	
	Revenue	Profit / (Loss)	Revenue	Profit / (Loss)	
	RM'000	RM'000	RM'000	RM'000	
Property development and construction	2,067	(1,632)	7,132	(3,623)	
Leisure and tourism	12,680	(6,029)	10,220	(5,939)	
Management services, venture capital					
and investment holdings	17	(1,494)	31	(2,832)	
	14,764	(9,155)	17,383	(12,394)	

#### A9. Material Subsequent Events

There were no material subsequent events occurred between 30 June 2013 and 23 August 2013 (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 this interim financial report.

#### A10. Changes in the Composition of the Group

Save as disclosed below, there were no material changes in the composition of the Group for the three months ended 30 June 2013:

- a) The following wholly-owned subsidiaries, all of which are dormant, have been struck off from the respective jurisdiction's registrar of companies:
  - 1) Sunnyland Corporation Limited;
  - 2) Sahara Red Incorporated;
  - 3) Alpha Terrace Sdn Bhd;
  - 4) FACBAerospace Sdn Bhd;
  - 5) FACB Management Sdn Bhd;
  - 6) First Multimedia Corporation Sdn Bhd; and
  - 7) First Network (M) Sdn Bhd

#### A11. Changes in Contingent Liabilities or Contingent Assets

Save as disclosed below, there were no material changes in contingent liabilities or contingent assets since the financial year ended 31 March 2013:

a) Corporate guarantee given by the Company to financial institutions, contractors and suppliers for banking facilities and credit granted to subsidiaries amounted to RM53.18 million (31 March 2013; RM67.89 million).

#### Part B - Notes in compliance with BMSB Main Market Listing Requirements

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

The Group narrowed its net loss for the first quarter ended 30 June 2013 to RM9.29 million from RM11.99 million net loss a year earlier. Revenue was at RM14.76 million, a drop of 15.1% from RM17.38 million registered in the corresponding quarter a year ago. Lower loss for the quarter was attributed largely to the substantial reduction in finance cost as a result of the repayment of bank borrowings in December 2012. Finance cost for the quarter was at RM0.675 million as compared to RM6.77 million a year ago.

On segmental performance, property development and construction segment narrowed its loss by 54.9% from RM3.62 million loss to RM1.6 million loss. This segment, however, recorded lower revenue as there was no new launching during the three months ended 30 June 2013. On the leisure & tourism segment, the investment in marketing and promotional activities saw revenue improved 24.1% to RM12.68 million from RM10.22 million a year earlier. This segment, however, still suffered a loss at RM6.02 million against RM5.94 million loss a year earlier, attributed mainly to the guaranteed yield rental commitment.

In the opinion of the Directors, the results for the current quarter under review have not been affected by any transaction or event of a material and unusual nature which has arisen between 30 June 2013 and 23 August 2013 (being 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's loss before taxation for the current quarter was at RM9.15 million as compared to RM36.1 million loss before taxation registered in the preceding quarter ended 31 March 2013. The higher loss in the preceding quarter was caused by some one-off expenses.

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

Going forward, the Group will continue to maintain its competitive position as the leading tourism player in Sabah Malaysia with its world-class resorts known as Nexus Resort & Spa Karambunai. The Group plans a refurbishment exercise to update the Nexus Resort & Spa Karambunai product within the next 12 months using part of the proposed rights issue proceeds. The refurbishment exercise will enable the Group to enhance the quality and appeal of Nexus Resort & Spa Karambunai to a broader range of international leisure travellers. The Group will focus on yield and cost management so as to improve its financial performance and to stay competitive. The future performance of the Group's hotel and resort hinges on its ability to attract more visitors. The outlook for the tourism industry is expected to be positive, supported by the Government's strong commitment in making Malaysia the world's top tourists destination. The Visit Malaysia Year 2014 campaign is expected to significantly boost tourist arrivals and the Group is confident that it will stand to benefit from such campaign.

On Karambunai Peninsula, the Group plans for the development of an eco-nature integrated resort. Karambunai Peninsula lies within 3,835 acres of eco-sanctuary, nestled by South China Sea on one end, rolling hills in the center and a natural cove on the other end. It is a natural perfection of the white sandy beach, wetland, crystal blue cove, flatland, highland, rainforest and river. This development will continue to strengthen the competitive advantage of the Group as a leading tourism player in Sabah as well as contributing to tourist arrivals and receipts.

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

The Group did not issue any profit forecast or profit guarantee.

#### **B5.** Taxation

The taxation charges for the current quarter ended 30 June 2013 are as follows:

	3 months ended		
	30/6/2013	30/6/2012	
	RM'000	RM'000	
Current taxation charge:			
- Malaysian income tax	136	264	
- Deferred taxation	-	(663)	
Income tax expense /(credit)	136	(399)	

The effective tax rate of the Group for the current quarter ended 30 June 2013 is higher than the statutory tax rate because taxable profits in certain subsidiaries cannot be set-off against the tax losses incurred by the Company and other subsidiaries.

# B6. Status of Corporate Proposals Announced But Not Completed as at 23 August 2013 (being the latest practicable date which is not earlier than 7 days from the date of issue of this Quarterly Report)

Save as disclosed below, there were no corporate proposals announced but not completed as at the date of this announcement.

On 6 December 2012, the Company ("KCB") proposes to undertake the following proposals:

- i. Proposed capital reconstruction involving the cancellation of RM0.40 of the par value of every existing ordinary share of RM0.50 each in the issued and paid-up share capital of the Company pursuant to Section 64(1) of the Companies Act, 1965 and the credit arising therefrom to be offset against the accumulated losses of the Company ("Proposed Capital Reconstruction");
- ii. Proposed renounceable rights issue of up to 507,514,920 new ordinary shares of RM0.10 each in the Company ("KCB share(s)" or "Share(s)") ("Rights Share(s)") on the basis of one (1) Rights Share for every four (4) existing KCB shares held on an entitlement date to be determined later after the Proposed Capital Reconstruction, together with up to 1,015,029,840 free detachable warrants ("Warrants") on the basis of two (2) Warrants for every one (1) Rights Share subscribed ("Proposed Rights Issue with Warrants");
- iii. Proposed settlement of debt owing to Tan Sri Dr Chen Lip Keong ("TSCLK") via the issuance of new KCB shares ("Settlement Share(s)") ("Proposed Capitalisation to TSCLK");
- iv. Proposed settlement of debt owing to FACB Industries Incorporated Berhad ("FACBII") via the issuance of Settlement Shares ("Proposed Capitalisation to FACBII");

- v. Proposed exemption under paragraph 16.1 of Practice Note 9 of the Malaysian Code on Take-Overs and Mergers, 2010 to TSCLK and the parties acting in concert with him from the obligation to undertake a mandatory take-over offer for all the remaining KCB shares not already held by them pursuant to the Proposed Rights Issue with Warrants, the Proposed Capitalisation to TSCLK and the Proposed Capitalisation to FACBII ("Proposed Exemption"); and
- vi. Proposed amendments to the Memorandum and Articles of Association of KCB.

Items (i) to (vi) above are collectively hereinafter referred to as the "Proposals".

As at the date of this quarterly report, approvals for the Proposals have been obtained from:-

- i. The Controller of Foreign Exchange (via Bank Negara Malaysia) vide its letter dated 18 February 2013, for the issuance of the Warrants to the entitled non-resident shareholders of KCB;
- ii. Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 10 May 2013, for the following:
  - a) Admission to the Official List, listing of and quotation for the Warrants on the Main Market of Bursa Securities;
  - b) Listing of the Rights Shares to be issued pursuant to the Proposed Rights Issue with Warrants;
  - c) Listing of the Settlement Shares to be issued pursuant to the Proposed Capitalisation to TSCLK and the Proposed Capitalisation to FACBII; and
  - d) Listing of the new KCB Shares to be issued arising from the exercise of the Warrants
- iii. The shareholders of the Company on 27 June 2013;

The details of the Group's bank borrowings are as set out below:

- iv. The Securities Commission for the Proposed Exemption on 9 July 2013; and
- v. The High Court of Malaya, pursuant to Section 64(1) of the Act for the Proposed Capital Reconstruction on 23 August 2013.

The Company expects the Proposals to be completed in the fourth quarter of 2013.

#### B7. Bank Borrowings

Hire Purchase Creditors

Total

Short Term	30/6/2013 RM <sup>3</sup> 000	31/3/2013 RM'000
Secured:		
Term Loan I	14,899	14,899
Hire Purchase Creditors	738	864
Total	15,637	15,763
Long Term		
Secured:		

302

302

392

392

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

#### B8. Material Litigation

As at 23 August 2013 (being the latest practicable date which is not more than 7 days from the date of this Quarterly Report), there are no significant changes in material litigations since the last audited financial statements for the year ended 31 March 2013.

#### B9. Dividend

No dividend has been proposed or declared for the current quarter ended 30 June 2013.

#### B10. Loss for the period

2005 to the period	3 months	ended
	30/6/2013 RM'000	30/6/2012 RM'000
Loss before taxation is arrived at after charging / (crediting):-		
Amortisation of upfront fee for a banking facility	-	544
Depreciation of property, plant and equipment	3,644	3,248
Interest expenses	6	6,425
Unrealised loss on foreign exchange	-	6
Interest income	(10)	(5)

#### **B11.** Realised and Unrealised Losses

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

1035C3 13 d3 10110W3.		0.1./0.0./0.0.1.0
	30/06/2012	31/03/2013
	RM'000	RM'000
Total accumulated losses of the Group:-		
Realised	(1,330,661)	(1,323,671)
Unrealised	(63,558)	(63,558)
	(1,394,219)	(1,387,229)
Less: Consolidation adjustments	598,554	600,855
	(795,665)	(786,374)

#### **B12.** Outstanding Derivatives

There are no outstanding derivatives (including instruments designated as hedging instruments) as at 30 June 2013.

#### B13. Fair Value Changes of Financial Liabilities

The Group does not have any financial liabilities measured at fair value through profit or loss as at 30 June 2013.

### B14. Loss per Share

	3 months ended	
	30/6/2013	30/6/2012
Loss after taxation attributable to owners of parent (RM'000)	(9,291)	(11,994)
Weighted average number of ordinary shares in issue	2,030,059,680	2,030,059,680
Loss per share (sen)	(0.46)	(0.59)

By order of the Board

Chang Yuet Mei Yew Nyuk Kwei Company Secretaries

Kota Kinabalu 30 August 2013