

**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)

*(Incorporated in Malaysia)***INTERIM FINANCIAL REPORT
FIRST FINANCIAL QUARTER ENDED 30 APRIL 2006****CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE FINANCIAL PERIOD ENDED 30 APRIL 2006**

	Note	First Quarter ended 30 April		Cumulative Quarter ended 30 April	
		2006 RM'000	2005 RM'000 As Restated	2006 RM'000	2005 RM'000 As Restated
Continuing operations					
Revenue	K1	144,051	124,477	144,051	124,477
Cost of Sales		(102,193)	(83,741)	(102,193)	(83,741)
Gross Profit		<u>41,858</u>	<u>40,736</u>	<u>41,858</u>	<u>40,736</u>
Other Income		17,648	11,126	17,648	11,126
Administrative and Other Expenses		(39,153)	(39,653)	(39,153)	(39,653)
Finance Cost		(8,980)	(9,007)	(8,980)	(9,007)
Profit Before Taxation	K1	<u>11,373</u>	<u>3,202</u>	<u>11,373</u>	<u>3,202</u>
Taxation	K5	(213)	(518)	(213)	(518)
Profit For The Period from Continuing Operations		<u>11,160</u>	<u>2,684</u>	<u>11,160</u>	<u>2,684</u>
Discontinued Operation					
Loss for the period from a discontinued operation		-	(3,505)	-	(3,505)
Group profit/(loss) for the period		<u>11,160</u>	<u>(821)</u>	<u>11,160</u>	<u>(821)</u>
Attributable to:-					
Equity holders of the parent	K1	10,989	1,121	10,989	1,121
Minority interests		171	(1,942)	171	(1,942)
		<u>11,160</u>	<u>(821)</u>	<u>11,160</u>	<u>(821)</u>
Earnings Per Share attributable to equity holders of the parent:					
Basic, for profit from continuing operations (sen)		2.16	0.91	2.16	0.91
Basic, for loss from discontinued operation (sen)		-	(0.69)	-	(0.69)
Basic, for profit for the period (sen)	K13	<u>2.16</u>	<u>0.22</u>	<u>2.16</u>	<u>0.22</u>
Diluted, for profit from discontinuing operations (sen)		1.76	0.74	1.76	0.74
Diluted, for loss from discontinued operation (sen)		-	(0.56)	-	(0.56)
Diluted, for profit for the period (sen)	K13	<u>1.76</u>	<u>0.18</u>	<u>1.76</u>	<u>0.18</u>

(The Condensed Consolidated Income Statement should be read in conjunction with the Annual Financial Report for the year ended 31 January 2006)



**CONDENSED CONSOLIDATED BALANCE SHEET
AS AT 30 APRIL 2006**

	Note	As at 30 April 2006 RM'000	As at 31 January 2006 RM'000
Property, Plant and Equipment	M10	211,384	213,767
Land and Development Expenditure		76,280	76,021
Prepaid Lease Payments		8,021	9,141
Goodwill on Consolidation		5,244	5,303
Investment Securities		2,227	403
Deferred Tax Assets		10,372	10,290
Current Assets			
Inventories		21,876	23,869
Receivables		417,897	428,241
Investment Securities		302	337
Cash and Bank Balances		121,453	125,170
		561,528	577,617
Current Liabilities			
Payables		139,700	146,105
Taxation		3,747	6,039
Investor certificate		314,052	327,848
Bank Borrowings	K9	133,054	135,648
		590,553	615,640
Net Current Assets/(Liabilities)		(29,025)	(38,023)
		284,503	276,902
Share Capital	M7	254,451	254,451
ICULS	M7	57,024	57,024
Reserves			
Share Premium		69,415	69,415
Capital and Revaluation Reserves		27,426	27,485
Exchange Reserve		6,593	8,452
Accumulated Losses		(269,696)	(280,685)
Attributable to equity holders of the parent		145,213	136,142
Minority Interest		9,389	9,688
Total Equity		154,602	145,830
Long Term Liabilities			
Deferred Taxation		2,755	2,828
Term Loans	K9	99,346	99,750
Hire Purchase and Lease Creditors		800	1,494
Senior certificates		27,000	27,000
		284,503	276,902
Net Assets per share (sen)		28.5	26.8

(The Condensed Consolidated Balance Sheet should be read in conjunction with the Annual Financial Report for the year ended 31 January 2006)



**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 30 APRIL 2006**

Note	<-----Attributable to equity holders of the parent----->						Minority Interest	Total Equity
	Share Capital	ICULS	Share Premium	Non-Distributable Reserves	Accumulated Losses	Total		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 February 2005	254,451	57,024	69,415	42,278	(161,920)	261,248	28,084	289,332
Loss for the three months	-	-	-	-	1,121	1,121	(1,942)	(821)
Translation differences	-	-	-	224	-	224	-	224
At 30 April 2005	<u>254,451</u>	<u>57,024</u>	<u>69,415</u>	<u>42,502</u>	<u>(160,799)</u>	<u>262,593</u>	<u>26,142</u>	<u>288,735</u>
At 1 February 2006	254,451	57,024	69,415	35,937	(280,685)	136,142	9,688	145,830
Profit for the three months	-	-	-	-	10,989	10,989	171	11,160
Translation differences	-	-	-	(1,918)	-	(1,918)	(470)	(2,388)
At 30 April 2006	<u>254,451</u>	<u>57,024</u>	<u>69,415</u>	<u>34,019</u>	<u>(269,696)</u>	<u>145,213</u>	<u>9,389</u>	<u>154,602</u>

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31 January 2006.)



**CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE FINANCIAL PERIOD ENDED 30 APRIL 2006**

	3-month ended 30 April	
	2006 RM'000	2005 RM'000
Cash Flows From Operating Activities		
Profit/(Loss) before tax and minority interest from continuing operations	11,373	3,202
Profit/(Loss) before tax and minority interest from a discontinued operation	-	(5,393)
	11,373	(2,191)
Adjustments for non-cash and non-operating items:		
- Non-cash items	12,097	4,979
- Investing and financing items	(2,077)	12,048
	21,393	14,836
Operating profit before changes in working capital		
Changes in working capital:		
- Changes in current assets	(224)	(36,195)
- Changes in current liabilities	(16,227)	(14,903)
Loan interest paid	(8,980)	(12,083)
Interest received	325	35
Taxation paid	(2,429)	(2,406)
	(6,142)	(50,716)
Net cash used in operating activities		
Net cash used in investing activities	(2,107)	(2,991)
Net cash generated from/(used in) financing activities	5,492	(343)
Translation differences	(1,636)	1,530
Effects of Exchange Rate Changes on Cash and Cash Equivalents	(872)	-
	(5,265)	(52,520)
Net Change in Cash and Cash Equivalents		
Cash and Cash Equivalents at Beginning of Year	96,100	59,680
Cash and Cash Equivalents at End of Year	90,835	7,160
Analysis of Cash and Cash Equivalents:		
Cash and bank balances	121,453	33,582
Bank overdrafts	(30,618)	(26,422)
	90,835	7,160

(The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 January 2006.)

**NOTES TO THE INTERIM FINANCIAL REPORT****M1 Basis of Preparation**

The interim financial report is unaudited and has been prepared in compliance with the requirements of FRS 134 - Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Malaysia") and should be read in conjunction with the audited financial statements of the Group for the year ended 31 January 2006.

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the financial statements for the year ended 31 January 2006.

M2 Comparatives

The following comparative amounts have been restated due to the adoption of FRS 5 - Non-current Assets Held for Sales and Discontinued Operations.

	Three-month ended 30 April 2005		
	Previously stated RM'000	Adjustment FRS 5 RM'000	Restated RM'000
Revenue	476,738	(352,261)	124,477
Cost of sales	(415,200)	331,459	(83,741)
Gross Profit	<u>61,538</u>	<u>(20,802)</u>	<u>40,736</u>
Other Income	11,126	-	11,126
Administrative and other expenses	(62,772)	23,119	(39,653)
Finance cost	<u>(12,083)</u>	<u>3,076</u>	<u>(9,007)</u>
Loss Before Taxation	(2,191)	5,393	3,202
Taxation	<u>1,370</u>	<u>(1,888)</u>	<u>(518)</u>
Loss for the period	<u><u>(821)</u></u>	<u><u>3,505</u></u>	<u><u>2,684</u></u>

M3 Auditors' Report

Included in the auditors' report of the financial statements for the financial year ended 31 January 2006 is the following:-

"The Group disposed of a subsidiary, William Jacks PLC on 30 January 2006 (completion date of disposal). The results of this subsidiary and its cash flows for the period from 1 February 2005 to 30 January 2006 are disclosed in note 7 to the financial statements and are included in the consolidated income statement and the consolidated cash flow statement respectively. As William Jacks PLC ceased to be a subsidiary on 30 January 2006, the assets and liabilities of William Jacks PLC were not consolidated as at 31 January 2006.

Based on information available to us, we are unable to perform appropriate audit procedures to obtain reasonable assurance that the results and cash flows of William Jacks PLC which are disclosed in note 7 to the financial statements and which have been included in the consolidated income statement and consolidated cash flow statement, are free of material misstatement and have been properly prepared in accordance with applicable MASB Approved Accounting Standards in Malaysia.

In our opinion, except for the effects of such adjustments on the consolidated income statement, consolidated cash flow statement and the financial information on discontinued operation as disclosed in Note 7 to the financial statements, if any, as might have been determined to be necessary had we been able to carry out the appropriate audit procedures in relation to the financial statements of William Jacks PLC without the scope limitations referred to in the preceding paragraphs, the financial statements have been properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable MASB Approved Accounting Standards in Malaysia so as to give a true and fair view of:

(i) the financial position of the Group and of the Company as at 31 January 2006 and of the results and the cash flows of the Group and of the Company for the year then ended; and

(ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements."



NOTES TO THE INTERIM FINANCIAL REPORT (CONT'D)

M4 Seasonal or Cyclical Factors

Overall, the business operations of the Group were not affected by any seasonal or cyclical factors.

M5 Unusual Items Due to Their Nature, Size or Incidence

There were no unusual items due to their nature, size or incidence registered during the financial period under review except as disclosed in note K1.

M6 Changes in Accounting Estimates

During the three-month period under review, there was no change in accounting estimates adopted by the Group companies.

M7 Debt and Equity Securities

During the three-month period under review, there were no issuance, cancellations, repurchase, resale and repayments of debt and equity securities.

M8 Dividend Paid

During the three-month period under review, no dividend was paid by the Company.

**M9 Segment Information**

	Engineering & building materials RM'000	General trading RM'000	Property RM'000	Hospitality RM'000	Investment holding & secretarial services RM'000	Elimination RM'000	Total RM'000
<u>Three months ended 30 April 2006</u>							
Segment Revenue							
Revenue:							
- External	25,113	11,295	-	107,616	27	-	144,051
- Internal	1,612	-	-	-	31	(1,643)	-
Total revenue	<u>26,725</u>	<u>11,295</u>	<u>-</u>	<u>107,616</u>	<u>58</u>	<u>(1,643)</u>	<u>144,051</u>
Segment Results							
Results:							
- Segment results	2,801	850	(95)	6,387	16,889	(6,479)	20,353
- Finance cost	(945)	(110)	-	(4,887)	(9,517)	6,479	(8,980)
Profit/(Loss) before taxation	<u>1,856</u>	<u>740</u>	<u>(95)</u>	<u>1,500</u>	<u>7,372</u>	<u>-</u>	<u>11,373</u>
Taxation							(213)
Profit for the period							<u>11,160</u>

**M9 Segment Information (Cont'd)**

	Engineering & building materials RM'000	General trading RM'000	Property RM'000	Hospitality RM'000	Investment holding & secretarial services RM'000	Elimination RM'000	Total RM'000
<u>Three months ended 30 April 2005</u>							
Segment Revenue							
Revenue:							
- External	18,546	9,479	-	96,425	27	-	124,477
- Internal	843	-	-	-	39	(882)	-
Total revenue -continuing operations	19,389	9,479	-	96,425	66	(882)	124,477
Total revenue -discontinued operation	-	352,261	-	-	-	-	352,261
	<u>19,389</u>	<u>361,740</u>	<u>-</u>	<u>96,425</u>	<u>66</u>	<u>(882)</u>	<u>476,738</u>
Segment Results							
Results:							
- Segment results	825	(1,764)	(1)	7,446	9,603	(3,900)	12,209
- Finance cost	(1,048)	(124)	-	(4,467)	(7,268)	3,900	(9,007)
Profit/(Loss) before taxation -continuing operations	(223)	(1,888)	(1)	2,979	2,335	-	3,202
Loss before taxation -discontinued operation	-	(5,393)	-	-	-	-	(5,393)
Total	<u>(223)</u>	<u>(7,281)</u>	<u>(1)</u>	<u>2,979</u>	<u>2,335</u>	<u>-</u>	<u>(2,191)</u>
Taxation -continuing operations							(518)
Taxation -discontinued operation							1,888
							1370
Loss for the period							<u>(821)</u>

**NOTES TO THE INTERIM FINANCIAL REPORT (CONT'D)****M10 Property, Plant and Equipment**

The valuations of land and buildings have been brought forward, without amendment from the previous annual report.

M11 Events Subsequent to the Balance Sheet Date

There were no event subsequent to the end of the financial quarter that have not been reflected in the financial statements for the quarter.

M12 Changes in Composition of the Group

There were no changes in the composition of the Group during the financial quarter under review.

M13 Changes in Contingent Liabilities

These have been disclosed in Note K11 to this Financial Report.

M14 Capital Commitments

A foreign subsidiary company has a commitment amounting to RM15.4 million in respect of the balance of the purchase consideration for a parcel of land under a conditional Agreement. The amount is payable upon fulfilment of all conditions by the other party as set out in the Agreement.

M15 Related Party Transactions

**Three-month ended
30 April 2006
RM'000**

Transactions with corporations in which the directors, Tan Sri Dato' Tan Kay Hock and Puan Sri Datin Tan Swee Bee, are deemed interested through their interest in George Kent (Malaysia) Bhd :-

Purchases of goods	52
Sales of air tickets	75
Recovery of share registration and professional fees	36
Rental expense	19
	<hr/> <hr/>

The Directors of the Company are of the opinion that the above transactions were in the normal course of business and have been established under terms that are no less favourable than those arranged with independent parties.

**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS****K1 Review of Performance**

For the financial quarter under review, the Group registered a higher revenue of RM144.051 million compared to previous corresponding quarter of RM124.477 million (continuing operations), an increase of 15.7%. The higher revenue was mainly attributable to higher sales recorded by most of the operating companies, both locally and overseas.

The Group recorded a profit before tax of RM11.373 million against last year's profit before tax of RM3.202 million (continuing operations). This was attributed to higher profits achieved by many of the operating subsidiaries, write back of interest provision no longer required and the loan principal of RM2.318 million waived by the lenders of a subsidiary.

At attributable level, the profit was RM10.989 million compared to previous corresponding quarter of RM1.121 million.

K2 Variation of Results Against Preceding Quarter

Total revenue for the current financial quarter was RM144.051 million an increase of 14% when compared to preceding quarter's RM126.373 million (continuing operations). The increase was attributed to higher revenue from tiles, ticketing and healthfood businesses. Profit for the quarter from continuing operations was RM11.160 million compared to preceding quarter's loss of RM110.573 million. The preceding quarter's loss was mainly due to impairment losses arising from adoption of new Financial Reporting Standards.

K3 Current Year Prospect

With the divestment of the loss making motor business in the United Kingdom and the better performance achieved by some of our operating companies, your Board is optimistic about the Group's prospects for the current year.

K4 Profit Forecast

Not applicable as no profit forecast was published.

K5 Tax Credit/(Charge)**Taxation based on results for continuing operations: -**

**Three-month ended
30 April 2006
RM'000**

- Malaysian taxation
- Overseas taxation

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(213)(213)

The tax charge is provided on the profits made by certain group companies due to the absence of the group tax relief in the respective countries of operations.

**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS (CONT'D)****K6 Unquoted Investments and Properties**

During the three-month period under review, there were no sale of unquoted investments and properties.

K7 Quoted Investments

	Three-month ended 30 April 2006 RM'000
a) Total sale and purchase of quoted securities for the current financial period to date and profit arising thereon are as follows: -	
Total purchase (cost)	-
Total disposal (cost)	-
Total gain on disposal	-
	As at 30 April 2006 RM'000
b) Investment in quoted shares as at 30 April 2006: -	
At cost	3,416
At book value	718
At market value	675

K8 Status of Corporate Proposal Announced

The Board has decided to defer the proposed listing of its subsidiary company, Diners Club (Singapore) Pte Ltd and its subsidiaries on Bursa Malaysia.

**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS (CONT'D)****K9 Borrowings and Debt Securities**

	As at 30 April 2006 RM'000
a) Short term borrowings	
Secured	
- Bank overdrafts	11,642
- Revolving credits and short-term loans	76,429
- Trust receipts and bankers' acceptance	7,937
- Current portion of long-term loans	4,330
	100,338
Unsecured	
- Bank overdrafts	18,976
- Revolving credits and short-term loans	13,740
- Current portion of long-term loans	-
	32,716
Total short term borrowings	133,054
b) Long term borrowings - Term Loans	
- Secured	103,676
- Unsecured	-
	103,676
Portion repayable within one year included in (a) above	
- Secured	(4,330)
- Unsecured	-
	(4,330)
Total long term borrowings	99,346
 The bank borrowings denominated in foreign currencies are as follows: -	RM'000
Denominated in Singapore Dollar	26,465
Denominated in U.S. Dollar	96,368
	122,833

K10 Off Balance Sheet Financial Instruments

The Group does not have any financial instrument with off balance sheet risk as at 30 June 2006.

K11 Changes in Material Litigation

There is no change in the material litigation from the date of the last quarterly report except that the litigation between a subsidiary, Asian Village Antigua Limited ("AVAL") and the Government of Antigua and Barbuda ("GAB") pertaining to the land ownership. AVAL has initiated arbitration proceeding against GAB. Based on the documents available and legal opinion sought, the Directors are of the opinion that the outcome of the arbitration will be in favour of AVAL.

**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS (CONT'D)****K12 Dividend**

There was no dividend declared by the Company in last financial year and the Directors do not propose any dividend for the current financial period ended 30 April 2006.

K13 Earnings/(Loss) per Share**(a) Basic**

Basic earnings/(loss) per share amounts are calculated by dividing profit/(loss) for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the period.

	Three months ended	
	30 April 2006 RM'000	30 April 2005 RM'000
Profit from continuing operations attributable to ordinary equity holders of the parent	10,989	4,626
Loss from discontinued operation attributable to ordinary equity holders of the parent	-	(3,505)
Profit attributable to ordinary equity holders of the parent	<u>10,989</u>	<u>1,121</u>
Weighted average number of ordinary shares in issue ('000)	508,901	508,901
Basic earnings per share for:		
Profit from continuing operations (sen)	2.16	0.91
Loss from discontinued operation (sen)	-	(0.69)
Profit for the period (sen)	<u>2.16</u>	<u>0.22</u>

**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS (CONT'D)****K13 Earning/(Loss) per Share (Cont'd)****(b) Diluted**

Diluted earnings/(loss) per share amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the period after adjusting for the dilutive effects of all potential ordinary shares from the conversion of Irredeemable Convertible Unsecured Loan Stocks.

	Three months ended	
	30 April 2006	30 April 2005
	<u>RM'000</u>	<u>RM'000</u>
Profit from continuing operations attributable to ordinary equity holders of the parent	10,989	4,626
Loss from discontinued operation attributable to ordinary equity holders of the parent	-	(3,505)
Profit attributable to ordinary equity holders of the parent	<u>10,989</u>	<u>1,121</u>
Weighted average number of ordinary shares in issue ('000)	508,901	508,901
Effect of dilution : ICULS ('000)	<u>114,047</u>	<u>114,047</u>
Adjusted weighted average number of ordinary shares in issue and issuable	<u>622,948</u>	<u>622,948</u>
Diluted earnings per share for:		
Profit from continuing operations (sen)	1.76	0.74
Loss from discontinued operation (sen)	-	(0.56)
Profit for the period (sen)	<u>1.76</u>	<u>0.18</u>

BY ORDER OF THE BOARD

Teh Yong Fah
Group Secretary
Kuala Lumpur
30 June 2006