



**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)

(Incorporated in Malaysia)

**INTERIM FINANCIAL STATEMENTS**

**CONDENSED CONSOLIDATED INCOME STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2007**

	Note	3 months ended 31 January		12 months ended 31 January	
		2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Continuing Operations</b>					
Revenue		113,169	140,776	523,765	540,601
Cost of sales		(68,502)	(93,364)	(357,417)	(367,048)
Gross profit		44,667	47,412	166,348	173,553
Other income		8,908	440	37,780	13,044
Administrative and other expenses		(41,113)	(181,433)	(150,772)	(288,714)
Finance cost		(9,673)	(7,942)	(41,608)	(40,083)
Profit/(loss) before taxation	<b>K1</b>	2,789	(141,523)	11,748	(142,200)
Taxation	<b>K5</b>	148	7,070	(1,064)	5,256
Profit/(loss) for the period from continuing operations		2,937	(134,453)	10,684	(136,944)
<b>Discontinued Operation</b>					
Profit from discontinued operation	<b>M11</b>	-	18,856	-	16,198
<b>Group profit/(loss) for the period</b>		<u>2,937</u>	<u>(115,597)</u>	<u>10,684</u>	<u>(120,746)</u>
Attributable to:-					
Equity holders of the parent		2,726	(118,936)	10,008	(122,686)
Minority interests		211	3,339	676	1,940
		<u>2,937</u>	<u>(115,597)</u>	<u>10,684</u>	<u>(120,746)</u>
Earnings/(loss) per share attributable to equity holders of the parent:					
Basic and diluted :-					
For profit/(loss) from continuing operations (sen)		0.44	(22.12)	1.61	(22.29)
For profit/(loss) from discontinued operation (sen)		-	3.03	-	2.60
For profit/(loss) for the period (sen)	<b>K13</b>	<u>0.44</u>	<u>(19.09)</u>	<u>1.61</u>	<u>(19.69)</u>

*(The Condensed Consolidated Income Statement should be read in conjunction with the Annual Financial Report for the year ended 31 January 2006 and the accompanying explanatory notes attached to the interim financial statements)*



**CONDENSED CONSOLIDATED BALANCE SHEET  
AS AT 31 JANUARY 2007**

	Note	As at 31 January 2007 RM'000	As at 31 January 2006 RM'000 As Restated
Property, plant and equipment	M9	200,707	212,941
Land and development expenditure		76,049	76,021
Prepaid lease payments		9,049	9,141
Goodwill on consolidation		5,255	5,303
Investment securities		2,218	403
Deferred tax assets		11,007	10,290
Current assets			
Inventories		25,480	23,869
Receivables		439,364	427,905
Investment securities		306	337
Cash and bank balances		84,599	125,170
		549,749	577,281
Current liabilities			
Payables		127,658	147,606
Taxation		5,720	6,039
Investors certificates		360,839	327,848
Bank borrowings	K9	117,425	135,648
		611,642	617,141
Net current liabilities		(61,894)	(39,860)
		242,392	274,239
Share capital	M6	254,451	254,451
ICULS	M6	57,024	57,024
Reserves			
Share premium		69,415	69,415
Capital and revaluation reserves		27,427	27,485
Exchange reserve		6,001	8,452
Accumulated losses		(273,340)	(283,348)
Attributable to equity holders of the parent		140,978	133,479
Minority interest		4,125	9,688
Total equity		145,103	143,167
Long term liabilities			
Deferred taxation		1,738	2,828
Term loans	K9	67,940	99,750
Hire purchase and lease creditors		611	1,494
Senior certificates		27,000	27,000
		242,392	274,239
Net assets per share (sen)		27.7	26.2

*(The Condensed Consolidated Balance Sheet should be read in conjunction with the Annual Financial Report for the year ended 31 January 2006 and the accompanying explanatory notes attached to the interim financial statements )*



**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2007**

	Note	<-----Attributable to equity holders of the parent----->					Total RM'000	Minority Interest RM'000	Total Equity RM'000
		Share Capital RM'000	ICULS RM'000	Share Premium RM'000	Non- Distributable Reserves RM'000	Accumulated Losses RM'000			
<b>At 1 February 2005</b>									
As previously stated		254,451	57,024	69,415	42,278	(161,920)	261,248	28,084	289,332
Prior year adjustments	<b>M1</b>	-	-	-	-	(2,663)	(2,663)	-	(2,663)
<b>At 1 February 2005 (Restated)</b>		254,451	57,024	69,415	42,278	(164,583)	258,585	28,084	286,669
Loss for the twelve months		-	-	-	-	(122,686)	(122,686)	(18,677)	(141,363)
Translation differences		-	-	-	(6,341)	3,921	(2,420)	281	(2,139)
<b>At 31 January 2006</b>		<u>254,451</u>	<u>57,024</u>	<u>69,415</u>	<u>35,937</u>	<u>(283,348)</u>	<u>133,479</u>	<u>9,688</u>	<u>143,167</u>
<b>At 1 February 2006</b>		254,451	57,024	69,415	35,937	(283,348)	133,479	9,688	143,167
Profit for the twelve months		-	-	-	-	10,008	10,008	676	10,684
Capital repayment to minority interest		-	-	-	-	-	-	(5,333)	(5,333)
Translation differences		-	-	-	(2,509)	-	(2,509)	(906)	(3,415)
<b>At 31 January 2007</b>		<u>254,451</u>	<u>57,024</u>	<u>69,415</u>	<u>33,428</u>	<u>(273,340)</u>	<u>140,978</u>	<u>4,125</u>	<u>145,103</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 and the accompanying explanatory notes attached to the interim financial statements)*

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT  
FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2007**

	<b>12 months ended</b>	
	<b>31 January</b>	
	<b>2007</b>	<b>2006</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Cash flows from operating activities</b>		
Profit/(loss) before tax and minority interest from continuing operations	11,748	(142,200)
Loss before tax and minority interest from a discontinued operation	-	(12,401)
	<u>11,748</u>	<u>(154,601)</u>
Adjustments for non-cash and non-operating items:		
- Non-cash items	11,065	175,696
- Investing and financing items	26,224	18,462
	<u>49,037</u>	<u>39,557</u>
<b>Operating profit before changes in working capital</b>		
Changes in working capital:		
- Changes in current assets	(25,714)	59,326
- Changes in current liabilities	22,896	(58,170)
Loan interest paid	(41,608)	(30,496)
Interest received	1,431	1,731
Taxation (paid)/refunded	(2,884)	6,658
	<u>3,158</u>	<u>18,606</u>
<b>Net cash generated from operating activities</b>		
<b>Net cash generated from investing activities</b>	895	42,174
<b>Net cash used in financing activities</b>	(40,675)	(19,568)
<b>Translation differences</b>	(3,246)	(4,492)
<b>Effects of exchange rate changes on cash and cash equivalents</b>	437	(300)
	<u>(39,431)</u>	<u>36,420</u>
<b>Net change in cash and cash equivalents</b>		
<b>Cash and cash equivalents at beginning of year</b>	96,100	59,680
	<u>56,669</u>	<u>96,100</u>
<b>Cash and cash equivalents at end of period</b>		
	<u>56,669</u>	<u>96,100</u>
<b>Analysis of cash and cash equivalents:</b>		
Cash and bank balances	84,599	125,170
Bank overdrafts	(27,930)	(29,070)
	<u>56,669</u>	<u>96,100</u>

*(The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 January 2006 and the accompanying explanatory notes attached to the interim financial statements)*

**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 except for the adoption of new accounting policy for replaceable assets.

**FRS 116: Property, Plant and Equipment**

Prior to 1 February 2006, the replaceable assets of a subsidiary company which comprise linen, glassware and utensils are capitalised when first incurred and no depreciation is provided for these assets. The cost of replacing these assets is charged to the income statement as and when incurred. This policy has been consistent with the industry practice. Under FRS 116, Property, Plant and Equipment, the cost of replaceable assets are to be capitalised as and when incurred and depreciated over the estimated useful lives of the assets. The subsidiary company adopted the FRS 116. This change in accounting policy has been accounted for retrospectively and the comparative for property, plant and equipment of the Group as at 31 January 2006 has been restated as prior year adjustment.

**Prior year adjustments**

Prior year adjustments relate to the change in accounting policy disclosed in the preceding paragraph and prior years consolidation journal entries of a group of subsidiary companies. The effects of the prior year adjustments have been accounted for retrospectively. The balance sheet of the Group as at 31 January 2006 have been restated as follows:-

	<b>Previously Stated RM'000</b>	<b>Adjustments RM'000</b>	<b>As Restated RM'000</b>
Property, plant and equipment	213,767	(826)	212,941
Receivables	428,241	(336)	427,905
Payables	(146,105)	(1,501)	(147,606)
Accumulated losses	280,685	2,663	283,348

**M2 Auditors' Report on Preceding Annual Financial Statements**

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)**

### **M3 Seasonal or Cyclical Factors**

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

### **M4 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.

### **M5 Changes in Accounting Estimates**

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

### **M6 Debt and Equity Securities**

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

### **M7 Dividend Paid**

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

**M8 Segmental Information**

	<b>Engineering &amp; building materials RM'000</b>	<b>General trading RM'000</b>	<b>Property RM'000</b>	<b>Hospitality RM'000</b>	<b>Investment holding &amp; secretarial services RM'000</b>	<b>Elimination RM'000</b>	<b>Total RM'000</b>
<b><u>Twelve months ended 31 January 2007</u></b>							
<b>Segment revenue</b>							
Revenue:							
- External	93,685	46,586	-	383,355	139	-	523,765
- Internal	3,011	-	-	-	157	(3,168)	-
Total revenue	<u>96,696</u>	<u>46,586</u>	<u>-</u>	<u>383,355</u>	<u>296</u>	<u>(3,168)</u>	<u>523,765</u>
<b>Segment results</b>							
Results:							
- Segment results	7,748	3,998	112	32,792	28,078	(19,372)	53,356
- Finance cost	(3,533)	(628)	(1,476)	(26,814)	(28,529)	19,372	(41,608)
Profit/(loss) before taxation	<u>4,215</u>	<u>3,370</u>	<u>(1,364)</u>	<u>5,978</u>	<u>(451)</u>	<u>-</u>	<u>11,748</u>
Taxation							<u>(1,064)</u>
Profit for the year							<u>10,684</u>



**M8 Segment Information (Cont'd)**

	<b>Engineering &amp; building materials RM'000</b>	<b>General trading RM'000</b>	<b>Property RM'000</b>	<b>Hospitality RM'000</b>	<b>Investment holding &amp; secretarial services RM'000</b>	<b>Elimination RM'000</b>	<b>Total RM'000</b>
<b><u>Twelve months ended 31 January 2006</u></b>							
<b>Segment revenue</b>							
- External	90,537	40,241	2,910	406,774	139	-	540,601
- Internal	4,205	-	-	-	1,664	(5,869)	-
Total revenue -continuing operations	94,742	40,241	2,910	406,774	1,803	(5,869)	540,601
Total revenue -discontinued operation	-	1,293,864	-	-	-	-	1,293,864
	<u>94,742</u>	<u>1,334,105</u>	<u>2,910</u>	<u>406,774</u>	<u>1,803</u>	<u>(5,869)</u>	<u>1,834,465</u>
<b>Segment results</b>							
Results:							
- Segment results	5,642	26,700	2,097	22,776	(113,736)	(18,920)	(75,441)
- Finance cost	(3,241)	847	-	(21,691)	(33,390)	18,920	(38,555)
Profit/(loss) before taxation -continuing operations	2,401	27,547	2,097	1,085	(147,126)	-	(113,996)
Loss before taxation -discontinued operation	-	(12,401)	-	-	-	-	(12,401)
Total	<u>2,401</u>	<u>15,146</u>	<u>2,097</u>	<u>1,085</u>	<u>(147,126)</u>	<u>-</u>	<u>(126,397)</u>
Taxation -continuing operations							5,256
Taxation -discontinued operation							395
							5651
Loss for the period							<u>(120,746)</u>



**NOTES TO THE INTERIM FINANCIAL REPORT (CONT'D)****M9 Carrying Amount of Revalued Assets**

The valuations of property, plant and equipment have been brought forward without amendment from the financial statements for the year ended 31 January 2006.

**M10 Events Subsequent to the Balance Sheet Date**

There were no material events subsequent to the end of the financial quarter.

**M11 Changes in Composition of the Group**

There were no changes in the composition of the Group during the financial quarter under review except for the voluntary dissolution of three inactive subsidiaries in United Kingdom i.e. Jacks Securities Limited, William Jacks International Limited and William Jacks Trading Limited.

	3 months ended		12 months ended	
	31 January		31 January	
	2007	2006	2007	2006
	RM'000	RM'000	RM'000	RM'000
Loss from discontinued operation	-	(9,348)	-	(12,006)
Gain on sale of discontinued operation	-	28,204	-	28,204
Profit from discontinued operation	-	18,856	-	16,198

**M12 Changes in Contingent Liabilities**

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

**M13 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.

**M14 Related Party Transactions**

	3 months ended		12 months ended	
	31 January		31 January	
	2007	2006	2007	2006
	RM'000	RM'000	RM'000	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	80	(4)	415	396
Sales of air tickets	141	90	528	465
Recovery of share registration and professional fees	37	36	145	146
Rental expense	19	19	76	76

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 lower revenue of RM113.169 million compared to previous corresponding quarter of RM140.776 million, a decrease of 19.60%. The lower revenue was attributable to lower sales recorded by some of the operating companies, both locally and overseas.

The Group recorded a profit before tax of RM2.789 million against last year's loss before tax of RM141.523 million. Last year corresponding quarter loss included impairment losses of RM85.766 million as a result of adoption of Financial Reporting Standards. The turnaround in performance was due to improved performance of many of the operating companies in the Group.

Group profit for the quarter was RM2.937 million compared to previous corresponding quarter loss of RM115.597 million.

**K2 Variation of Results Against Preceding Quarter**

Total revenue for the current financial quarter was RM113.169 million a decrease of 14.5% when compared to preceding quarter's RM132.457 million. Group profit for the quarter was RM2.789 million compared to preceding quarter's loss of RM5.119 million. The turnaround in performance was due to higher gross profit and lower finance costs.

**K3 Current Year Prospect**

Many of the operating companies performed well in the year just ended and are expected to continue to perform better. The Board is optimistic of the current year prospect.

**K4 Profit Forecast**

Not applicable as no profit forecast was published.

**K5 Tax Credit/(Charge)**

	3 months ended		12 months ended	
	31 January		31 January	
	2007	2006	2007	2006
	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>
<b>Taxation based on results for continuing operations: -</b>				
- Malaysian taxation	8	7,562	(364)	6,783
- Overseas taxation	140	(492)	(700)	(1,527)
	<u>148</u>	<u>7,070</u>	<u>(1,064)</u>	<u>5,256</u>

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 months period under review, there were no sale of unquoted investments except that a subsidiary in Singapore disposed off two properties which resulted in a loss of RM483,000.

**K7 Quoted Investments**

a) During the period under review, there were no sale and purchase of quoted securities.

b) Investment in quoted shares as at 31 January 2007: -

	<b>As at 31 January 2007 RM'000</b>	<b>As at 31 January 2006 RM'000</b>
At cost	<u>3,416</u>	<u>3,416</u>
At book value	<u>678</u>	<u>734</u>
At market value	<u>650</u>	<u>715</u>

**K8 Status of Corporate Proposal Announced**

There were no corporate proposal for the financial quarter under review.

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

	As at 31 January 2007 RM'000	As at 31 January 2006 RM'000
<b>a) Short term borrowings</b>		
<b>Secured</b>		
- Bank overdrafts	10,150	14,730
- Revolving credits and short-term loans	60,070	20,000
- Trust receipts and bankers' acceptance	8,095	13,075
- Current portion of long-term loans	7,650	59,643
	85,965	107,448
<b>Unsecured</b>		
- Bank overdrafts	17,780	14,340
- Revolving credits and short-term loans	13,680	13,860
- Current portion of long-term loans	-	-
	31,460	28,200
<b>Total short term borrowings</b>	<u>117,425</u>	<u>135,648</u>
<b>b) Long term borrowings - term loans</b>		
- Secured	75,590	159,393
- Unsecured	-	-
	<u>75,590</u>	<u>159,393</u>
Portion repayable within one year included in (a) above		
- Secured	(7,650)	(59,643)
- Unsecured	-	-
	<u>(7,650)</u>	<u>(59,643)</u>
<b>Total long term borrowings</b>	<u>67,940</u>	<u>99,750</u>
The bank borrowings denominated in foreign currencies are as follows: -	<b>RM'000</b>	<b>RM'000</b>
Denominated in Singapore Dollar	23,119	26,479
Denominated in U.S. Dollar	55,681	98,900
	<u>78,800</u>	<u>125,379</u>

**K10 Off Balance Sheet Financial Instruments**

The Group does not have any financial instrument with off balance sheet risk as at 29 March 2007.

**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 confident of the outcome of the arbitration.

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

No dividend was declared by the Company in the last financial year and the Directors do not propose any dividend for the current financial year ended 31 January 2007.

**K13 Earnings/(Loss) per Share****Basic and diluted**

Basic and diluted 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. In accordance with FRS 133 Earnings Per Share para 23, the Irredeemable Convertible Unsecured Loan Stock (ICULS) which will be mandatorily converted are included in the calculation of basic earnings per share from the date the contract is entered into.

	3 months ended 31 January		12 months ended 31 January	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Profit/(loss) from continuing operations attributable to ordinary equity holders of the parent	2,726	(137,792)	10,008	(138,884)
Loss from discontinued operation attributable to ordinary equity holders of the parent	-	18,856	-	16,198
Profit/(loss) attributable to ordinary equity holders of the parent	<u>2,726</u>	<u>(118,936)</u>	<u>10,008</u>	<u>(122,686)</u>
Weighted average number of ordinary shares in issue ('000)	508,901	508,901	508,901	508,901
Effect of dilution : ICULS ('000)	114,047	114,047	114,047	114,047
Adjusted weighted average number of ordinary shares in issue and issuable	<u>622,948</u>	<u>622,948</u>	<u>622,948</u>	<u>622,948</u>
Basic earnings/(loss) per share for:				
Profit/(loss) from continuing operations (sen)	0.44	(22.12)	1.61	(22.29)
Profit/(loss) from discontinued operation (sen)	-	3.03	-	2.60
Profit/(loss) for the period (sen)	<u>0.44</u>	<u>(19.09)</u>	<u>1.61</u>	<u>(19.69)</u>

**BY ORDER OF THE BOARD**

**Teh Yong Fah**  
Group Secretary  
Kuala Lumpur  
30 March 2007