



JOHAN HOLDINGS BERHAD

(Company No. 314-K)

(Incorporated in Malaysia)

INTERIM FINANCIAL STATEMENTS

**CONDENSED CONSOLIDATED INCOME STATEMENTS
FOR THE NINE MONTHS ENDED 31 OCTOBER 2008**

	Note	3 months ended 31 October		9 months ended 31 October	
		2008 RM'000	2007 RM'000	2008 RM'000	2007 RM'000
Revenue	K1	147,795	120,360	438,713	335,165
Cost of sales		(93,791)	(77,372)	(285,237)	(211,999)
Gross profit		54,004	42,988	153,476	123,166
Other income		5,450	12,559	21,826	31,621
Administrative and other expenses		(43,199)	(40,591)	(126,627)	(116,893)
Finance cost		(9,333)	(10,418)	(31,063)	(30,604)
Profit before taxation	K1	6,922	4,538	17,612	7,290
Tax expense	K5	(1,336)	78	(2,664)	1,044
Group profit after taxation		<u>5,586</u>	<u>4,616</u>	<u>14,948</u>	<u>8,334</u>
Attributable to:-					
Equity holders of the parent	K1	5,509	4,472	14,612	7,877
Minority interests		77	144	336	457
		<u>5,586</u>	<u>4,616</u>	<u>14,948</u>	<u>8,334</u>
Earnings per share attributable to equity holders of the parent:					
Basic & diluted, for profit for the year (sen)	K13	<u>0.88</u>	<u>0.72</u>	<u>2.35</u>	<u>1.26</u>

(The Condensed Consolidated Income Statement should be read in conjunction with the Annual Financial Report for the year ended 31 January 2008 and the accompanying explanatory notes attached to the interim financial statements)



**CONDENSED CONSOLIDATED BALANCE SHEET
AS AT 31 OCTOBER 2008**

	Note	As at 31 October 2008 RM'000	Audited As at 31 January 2008 RM'000
Property, plant and equipment	M9	175,127	174,905
Land and development expenditure		19,017	100,534
Prepaid lease payments		8,860	8,937
Intangible assets		6,218	6,439
Investment securities		4,915	6
Deferred tax assets		11,233	11,805
Current assets			
Inventories		28,413	26,302
Receivables		556,558	481,006
Investment securities		2,061	658
Cash and bank balances		148,813	89,499
		735,845	597,465
Current liabilities			
Payables		145,681	149,223
Taxation		4,981	1,542
Investors certificates		469,365	383,183
Bank borrowings	K9	95,693	143,049
		715,720	676,997
Net current asset / (liabilities)		20,125	(79,532)
		245,495	223,094
Share capital	M6	274,120	254,451
ICULS	M6	37,355	57,024
Reserves			
Share premium		69,415	69,415
Capital and revaluation reserves		29,349	29,426
Exchange reserve		12,309	6,059
Accumulated losses		(243,529)	(258,141)
Attributable to equity holders of the parent		179,019	158,234
Minority interest		3,692	3,616
Total equity		182,711	161,850
Long term liabilities			
Deferred taxation		963	917
Term loans	K9	29,754	29,713
Hire purchase and lease creditors		1,067	1,614
Senior certificates		31,000	29,000
		245,495	223,094
Net assets per share (sen)		32.7	31.1

(The Condensed Consolidated Balance Sheet should be read in conjunction with the Annual Financial Report for the year ended 31 January 2008 and the accompanying explanatory notes attached to the interim financial statements)



**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2008**

Note	<-----Attributable to equity holders of the parent----->						Minority Interest	Total Equity
	Share Capital RM'000	ICULS RM'000	Share Premium RM'000	Non-Distributable Reserves RM'000	Accumulated Losses RM'000	Total RM'000		
At 1 February 2007	254,451	57,024	69,415	35,704	(273,178)	143,416	3,079	146,495
Prior year adjustments	-	-	-	382	(4,836)	(4,454)	-	(4,454)
Restated	254,451	57,024	69,415	36,086	(278,014)	138,962	3,079	142,041
Profit for the nine months	-	-	-	-	7,877	7,877	457	8,334
Translation differences	-	-	-	1,965	-	1,965	49	2,014
At 31 October 2007	<u>254,451</u>	<u>57,024</u>	<u>69,415</u>	<u>38,051</u>	<u>(270,137)</u>	<u>148,804</u>	<u>6,664</u>	<u>152,389</u>
At 1 February 2008	254,451	57,024	69,415	35,485	(258,141)	158,234	3,616	161,850
Profit for the nine months	-	-	-	-	14,612	14,612	336	14,948
Translation differences	-	-	-	6,173	-	6,173	(260)	5,913
ICULS Conversion	19,669	(19,669)	-	-	-	-	-	-
At 31 October 2008	<u>274,120</u>	<u>37,355</u>	<u>69,415</u>	<u>41,658</u>	<u>(243,529)</u>	<u>179,019</u>	<u>3,692</u>	<u>182,711</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 2008 and the accompanying explanatory notes attached to the interim financial statements)

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2008**

	9 months ended 31 October	
	2008 RM'000	2007 RM'000
Cash flows from operating activities		
Profit before tax and minority interest	17,612	7,290
Adjustments for non-cash and non-operating items:		
- Non-cash items	84,386	4,466
- Investing and financing items	(53,770)	20,310
Operating profit before working capital changes	48,228	32,066
Changes in working capital:		
- Changes in current assets	(78,084)	(61,128)
- Changes in current liabilities	88,243	54,936
Loan interest paid	(31,063)	(30,604)
Interest received	4,460	340
Taxation refunded/(paid)	49	1,839
Net cash generated from operating activities	31,833	(2,551)
Net cash generated from investing activities	70,135	14,186
Net cash used in financing activities	(61,669)	(18,125)
Translation differences	5,212	2,349
Net change in cash and cash equivalents	45,511	(4,141)
Cash and cash equivalents at beginning of year	53,564	60,157
Cash and cash equivalents at end of period	99,075	56,016
Analysis of cash and cash equivalents:		
Cash and bank balances	148,813	95,802
Bank overdrafts	(49,738)	(39,786)
	99,075	56,016

(The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 January 2008 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 2008.

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 2008 except for the adoption of the following new/revised Financial Reporting Standards ("FRS") effective for financial year beginning 1 February 2008:

FRS 107 Cash Flow Statements
FRS 111 Construction Contracts
FRS 112 Income Taxes
FRS 118 Revenue
FRS 119 Employee Benefits
FRS 120 Accounting for Government Grants and Disclosure of Government Assistance
FRS 126 Accounting and Reporting by Retirement Benefit Plans
FRS 129 Financial Reporting in Hyperinflationary Economies
Amendments
To FRS 121 The Effects of Changes in Foreign Exchange Rates
FRS 134 Interim Financial Reporting
FRS 137 Provisions, Contingent Liabilities and Contingent Assets

These new/revised FRSs are not expected to have any significant impact on the financial statements of the Group upon their initial application

M2 Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the year ended 31 January 2008 was not qualified.

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 quarter under review.

M5 Changes in Accounting Estimates

During the financial quarter under review, there was no change in accounting estimates adopted by the Group companies.

M6 Debt and Equity Securities

During the financial quarter under review, there were no issuance, cancellations, repurchase, resale and repayments of debt and equity securities except for the conversion of 39,338,038 ICULS of RM0.50 each into 39,338,038 new ordinary shares of RM0.50 each on 16 October 2008.

M7 Dividend Paid

During the financial quarter under review, no dividend was paid by the Company.

**M8 Segmental 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>Nine months ended 31 October 2008</u>							
Segment revenue							
Revenue:							
- External	78,057	39,716	1,847	318,989	104	-	438,713
- Internal	-	-	-	-	116	(116)	-
Total revenue	<u>78,057</u>	<u>39,716</u>	<u>1,847</u>	<u>318,989</u>	<u>220</u>	<u>(116)</u>	<u>438,713</u>
Segment results							
Results:							
- Segment results	10,786	3,124	553	25,313	14,301	(7,102)	46,975
- Finance cost	(2,270)	(433)	-	(24,062)	(11,400)	7,102	(31,063)
Profit before taxation	<u>8,516</u>	<u>2,691</u>	<u>553</u>	<u>1,251</u>	<u>2,901</u>	<u>-</u>	<u>15,912</u>
Tax expense							(2,664)
Profit for the period							<u>13,248</u>

**M8 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>Nine months ended 31 October 2007</u>							
Segment revenue							
Revenue:							
- External	52,305	37,235	-	245,476	149	-	335,165
- Internal	-	-	-	-	124	(124)	-
Total revenue	<u>52,305</u>	<u>37,235</u>	<u>-</u>	<u>245,476</u>	<u>273</u>	<u>(124)</u>	<u>335,165</u>
Segment results							
Results:							
- Segment results	2,031	3,252	10,519	22,506	75,477	(75,891)	37,894
- Finance cost	(1,951)	(387)	(728)	(21,785)	(81,644)	75,891	(30,604)
Profit/(loss) before taxation	<u>80</u>	<u>2,865</u>	<u>9,791</u>	<u>721</u>	<u>(6,167)</u>	<u>-</u>	<u>7,290</u>
Tax credit							1,044
Profit for the period							<u>8,334</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 2008.

M10 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.

M11 Changes in Composition of the Group

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

M12 Changes in Contingent Liabilities

There were no changes in contingent liabilities since the last annual balance sheet as at 31 January 2008.

M13 Capital Commitment

There are commitment for the purchase of computer system not provided for in the financial statements of RM1.090 million as at 31 October 2008 (RM1.040 million as at 31 January 2008).

M14 Related Party Transactions

	3 months ended 31 October		9 months ended 31 October	
	2008 RM'000	2007 RM'000	2008 RM'000	2007 RM'000
Sales of air tickets	88	89	238	287
Recovery of share registration and professional fees	101	66	348	137
Rental expense	15	16	54	50
Purchases of goods	-	-	-	18

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 :-

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 RM147.795 million compared to last year's corresponding quarter revenue of RM120.360 million, higher by 23%. This higher revenue was attributed to higher sales recorded by many of our operating companies, both locally and overseas.

The Group recorded a profit before tax of RM6.922 million against last year's corresponding quarter profit before tax of RM4.538 million, up 53%. Many of our group companies have performed well, registering higher revenue and higher profits.

Group profit after taxation was RM5.586 million compared to last year's corresponding quarter profit of RM4.616 million, an increase of 21%.

K2 Variation of Results Against Preceding Quarter

Total revenue for the current financial quarter was RM147.795 million, down 4% when compared to preceding quarter's RM153.974 million. Group profit after tax for the quarter was RM3.886 million compared to preceding quarter's profit after tax of RM5.728 million. The lower profit in current quarter was mainly due to lower revenue and higher financial cost.

K3 Current Year Prospect

Many of our operating companies are expected to continue to perform well. Whilst the Board is optimistic of the current year prospect, it is cautious due to the slowdown of the economies in which the Group operates and the recessionary conditions in the US and Europe.

K4 Profit Forecast

Not applicable as no profit forecast was published.

K5 Tax Expense

	3 months ended 31 October		9 months ended 31 October	
	2008 RM'000	2007 RM'000	2008 RM'000	2007 RM'000
Taxation based on results for continuing operations: -				
- Malaysian taxation	(94)	110	79	85
- Overseas taxation	(1,242)	(32)	(2,743)	959
	<u>(1,336)</u>	<u>78</u>	<u>(2,664)</u>	<u>1,044</u>

The tax expense 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 financial quarter under review, there were no sale of other unquoted investment and properties.

K7 Quoted Investments

a) During the financial quarter under review, there were no sale and purchase of quoted securities except for the purchase of shares quoted in the Singapore Stock Exchange (SGX) of RM2,335,443.00 by a subsidiary company in Singapore.

b) Investment in quoted shares as at 31 October 2008: -

	As at 31 October 2008 RM'000	As at 31 October 2007 RM'000
At cost	<u>5,753</u>	<u>3,416</u>
At book value	<u>2,062</u>	<u>740</u>
At market value	<u>2,062</u>	<u>740</u>

K8 Status of Corporate Proposal Announced

There were no corporate proposals 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 October 2008 RM'000	As at 31 January 2008 RM'000
a) Short term borrowings		
Secured		
- Bank overdrafts	11,765	34,257
- Revolving credits, trust receipts and bankers' acceptance	15,363	25,416
- Current portion of long-term loans	15,248	79,423
	42,376	139,096
Unsecured		
- Bank overdrafts	37,973	1,678
- Revolving credits and short-term loans	15,344	2,275
	53,317	3,953
Total short term borrowings	<u>95,693</u>	<u>143,049</u>
b) Long term borrowings - term loans		
- Secured	45,002	109,136
Portion repayable within one year included in (a) above		
- Secured	(15,248)	(79,423)
Total long term borrowings	<u>29,754</u>	<u>29,713</u>
The bank borrowings denominated in foreign currencies are as follows: -	RM'000	RM'000
Denominated in Singapore Dollar	45,749	34,613
Denominated in U.S. Dollar	-	58,321
Denominated in NZ Dollar	2,070	1,273
	<u>47,819</u>	<u>94,207</u>

K10 Off Balance Sheet Financial Instruments

The Group does not have any financial instrument with off balance sheet risk as at 13 December 2008.

K11 Changes in Material Litigation

There is no change in the material litigation from the date of the last quarterly report.

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

No dividend has been declared by the Company for the financial period ended 31 October 2008 (31 October 2007 : Nil)

K13 Earnings per Share**Basic & diluted**

Basic and diluted earnings 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. In accordance with FRS 133 - Earnings Per Share, the Irredeemable Convertible Unsecured Loan Stock (ICULS) are included in the calculation of basic earnings per share as they are mandatory convertible instruments.

Diluted earning per share amount is the same as basic earnings per share. The ESOS shares are not included as the effect is anti-dilutive.

	3 months ended 31 October		9 months ended 31 October	
	2008 RM'000	2007 RM'000	2008 RM'000	2007 RM'000
Profit for the period attributable to ordinary equity holders of the parent	5,509	4,472	14,612	7,877
Number of ordinary shares ('000) brought forward	508,901	508,901	508,901	508,901
Conversion of ICULS to ordinary shares ('000)	39,338	-	39,338	-
Number of ordinary shares in issue ('000) carried forward	548,239	508,901	548,239	508,901
Effect of dilution : ICULS ('000)	74,709	114,047	74,709	114,047
Number of ordinary shares in issue and issuable	622,948	622,948	622,948	622,948
Basic & diluted earnings per share for: Profit for the period (sen)	0.88	0.72	2.35	1.26

BY ORDER OF THE BOARD**Teh Yong Fah**

Group Secretary

Kuala Lumpur

15 December 2008