



JOHAN HOLDINGS BERHAD

(Company No. 314-K)

(Incorporated in Malaysia)

INTERIM FINANCIAL STATEMENTS

**CONDENSED CONSOLIDATED INCOME STATEMENTS
FOR THE NINE MONTHS ENDED 31 OCTOBER 2009**

	Note	3 months ended 31 October		9 months ended 31 October	
		2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Revenue	K1	127,398	147,794	373,895	438,713
Cost of sales		(78,905)	(93,791)	(223,917)	(285,237)
Gross profit		<u>48,493</u>	<u>54,003</u>	<u>149,978</u>	<u>153,476</u>
Other income		5,739	5,451	20,892	21,826
Administrative and other expenses		(37,941)	(43,199)	(125,264)	(126,627)
Finance cost		(11,252)	(9,333)	(27,606)	(31,063)
Profit before taxation	K1	<u>5,039</u>	<u>6,922</u>	<u>18,000</u>	<u>17,612</u>
Tax expense	K5	(601)	(1,337)	(1,501)	(2,664)
Group profit after taxation		<u><u>4,438</u></u>	<u><u>5,585</u></u>	<u><u>16,499</u></u>	<u><u>14,948</u></u>
Attributable to:-					
Equity holders of the parent	K1	4,312	5,508	16,133	14,612
Minority interests		126	77	366	336
		<u><u>4,438</u></u>	<u><u>5,585</u></u>	<u><u>16,499</u></u>	<u><u>14,948</u></u>
Earnings per share attributable to equity holders of the parent:					
Basic & diluted, for profit for the period (sen)	K13	<u><u>0.69</u></u>	<u><u>0.88</u></u>	<u><u>2.59</u></u>	<u><u>2.35</u></u>

(The Condensed Consolidated Income Statement should be read in conjunction with the Annual Financial Report for the year ended 31 January 2009 and the accompanying explanatory notes attached to the interim financial statements)



Johan Holdings Berhad

**CONDENSED CONSOLIDATED BALANCE SHEET
AS AT 31 OCTOBER 2009**

	Note	As at 31 October 2009 RM'000	Audited As at 31 January 2009 RM'000
Property, plant and equipment	M9	173,819	172,853
Land and development expenditure		10,947	10,942
Prepaid lease payments		3,255	3,276
Intangible assets		7,867	7,726
Investment securities		60	47
Deferred tax assets		10,038	8,884
Current assets			
Property development costs		42	1,067
Inventories		23,412	31,279
Receivables		609,303	515,256
Investment securities		15,864	6,705
Cash and bank balances		127,506	139,040
		<u>776,127</u>	<u>693,347</u>
Current liabilities			
Payables		131,848	144,008
Taxation		3,527	4,829
Investors certificates		488,329	413,041
Bank borrowings	K9	92,157	85,108
		<u>715,861</u>	<u>646,986</u>
Net current asset		60,266	46,361
		<u>266,252</u>	<u>250,089</u>
Share capital	M6	306,997	278,733
ICULS	M6	4,478	32,742
Reserves			
Share premium		69,415	69,415
Capital and revaluation reserves		29,370	29,413
Exchange reserve		13,767	10,504
Accumulated losses		(218,943)	(235,076)
Attributable to equity holders of the parent		<u>205,084</u>	<u>185,731</u>
Minority interest		5,328	3,808
Total equity		<u>210,412</u>	<u>189,539</u>
Long term liabilities			
Term loans	K9	19,119	23,747
Hire purchase and lease creditors		4,721	4,803
Senior certificates		32,000	32,000
		<u>266,252</u>	<u>250,089</u>
Net assets per share (sen)		<u>33.4</u>	<u>33.3</u>

(The Condensed Consolidated Balance Sheet should be read in conjunction with the Annual Financial Report for the year ended 31 January 2009 and the accompanying explanatory notes attached to the interim financial statements)



Johan Holdings Berhad

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2009**

Note	<-----Attributable to equity holders of the parent----->						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	Total RM'000		
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
Exchange 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>
At 1 February 2009	278,733	32,742	69,415	39,917	(235,076)	185,731	3,808	189,539
Profit for the nine months	-	-	-	-	16,133	16,133	366	16,499
Exchange translation differences	-	-	-	3,220	-	3,220	1,154	4,374
ICULS Conversion	28,264	(28,264)	-	-	-	-	-	-
At 31 October 2009	<u>306,997</u>	<u>4,478</u>	<u>69,415</u>	<u>43,137</u>	<u>(218,943)</u>	<u>205,084</u>	<u>5,328</u>	<u>210,412</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 2009 and the accompanying explanatory notes attached to the interim financial statements)

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE FINANCIAL PERIOD ENDED 31 OCTOBER 2009**

	9 months ended 31 October	
	2009 RM'000	2008 RM'000 (Restated)
Cash flows from operating activities		
Profit before tax and minority interest	18,000	17,612
Adjustments for non-cash and non-operating items:		
- Non-cash items	(174)	87,555
- Investing and financing items	23,801	(53,770)
Operating profit before working capital changes	41,627	51,397
Changes in working capital:		
- Changes in current assets	(85,155)	(78,084)
- Changes in current liabilities	60,668	88,243
Loan interest paid	(27,606)	(31,063)
Interest received	467	4,460
Taxation paid / (refunded)	(3,107)	49
Net cash generated from operating activities	(13,106)	35,002
Net cash used in investing activities	(4,157)	70,135
Net cash used in financing activities	(3,441)	(61,669)
Translation differences	2,083	2,043
Net change in cash and cash equivalents	(18,621)	45,511
Cash and cash equivalents at beginning of year	99,463	53,564
Cash and cash equivalents at end of period	80,842	99,075
Analysis of cash and cash equivalents:		
Cash and bank balances	127,506	148,813
Bank overdrafts	(46,664)	(49,738)
	80,842	99,075

(The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 January 2009 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 2009.

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 2009.

M2 Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the year ended 31 January 2009 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.

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 2009</u>							
Segment revenue							
Revenue:							
- External	58,774	37,040	6,633	271,354	94	-	373,895
- Internal	-	9,448	-	-	99	(9,547)	-
Total revenue	<u>58,774</u>	<u>46,488</u>	<u>6,633</u>	<u>271,354</u>	<u>193</u>	<u>(9,547)</u>	<u>373,895</u>
Segment results							
Results:							
- Segment results	4,339	2,784	3,417	33,653	7,279	(5,866)	45,606
- Finance cost	(1,683)	(286)	-	(25,614)	(5,889)	5,866	(27,606)
Profit before taxation	<u>2,656</u>	<u>2,498</u>	<u>3,417</u>	<u>8,039</u>	<u>1,390</u>	<u>-</u>	<u>18,000</u>
Tax expense							(1,501)
Profit for the period							<u>16,499</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 2008</u>							
Segment revenue							
Revenue:							
- External	78,057	39,716	1,847	318,989	104	-	438,713
- Internal	-	13,565	-	-	116	(13,681)	-
Total revenue	<u>78,057</u>	<u>53,281</u>	<u>1,847</u>	<u>318,989</u>	<u>220</u>	<u>(13,681)</u>	<u>438,713</u>
Segment results							
Results:							
- Segment results	10,786	3,124	553	25,313	16,000	(7,101)	48,675
- Finance cost	(2,270)	(433)	-	(24,062)	(11,399)	7,101	(31,063)
Profit before taxation	<u>8,516</u>	<u>2,691</u>	<u>553</u>	<u>1,251</u>	<u>4,601</u>	<u>-</u>	<u>17,612</u>
Tax expense							(2,664)
Profit for the period							<u>14,948</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 2009.

M10 Events Subsequent to the Balance Sheet Date

Events that occurred subsequent to the Balance Sheet date are as follows :-

- a) On 9 November 2009, an additional 8,041,735 units of ICULS have been converted into 8,041,735 new ordinary shares of RM0.50 each in the Company on the basis of one (1) ICULS for one (1) new ordinary shares of RM0.50 each.
- b) The following wholly owned inactive subsidiaries incorporated in Australia were deregistered on 14 November 2009:-
 - i) Skinner Installations Pty Ltd
 - ii) Skinner Services Pty Ltd
 - iii) William Jacks Holdings Pty Ltd

The deregistration of the abovementioned companies did not have any material impact on the earnings or net assets of the Group.

- c) Mandatory Conversion of ICULS into Ordinary shares

The Company had on 20 November 2009, announced that RM456,346.50 nominal value of Johan ICULS comprising 912,693 ICULS of Fifty Sen (RM0.50) each ("Outstanding Johan ICULS"), being approximately 0.8% of the Total Johan ICULS, remain outstanding as at 20 November 2009 and that pursuant to the Clause 8.9(i)(b) of the Trust Deed dated 12 March 2003, the Company will serve a compulsory notice of conversion on the remaining holders of all the Outstanding Johan ICULS to be converted into new Johan ordinary shares of Fifty Sen (RM0.50) each at the Conversion Price of one (1) new Johan ordinary share of Fifty Sen (RM0.50) each for every one (1) Johan ICULS with a nominal value of Fifty Sen (RM0.50) each.

Accordingly the Company had on 3 December 2009 served a Notice on the remaining ICULS Holders for compulsory conversion of all Outstanding Johan ICULS and fixed Monday, 4 January 2010 at 5:00 p.m. as the Compulsory Conversion Date.

M11 Changes in Composition of the Group

Myrrich Investment Limited was deregistered on 2 October 2009. The deregistration did not have any material impact on the earnings or net assets of the Group.

M12 Changes in Contingent Liabilities

There were no contingent liabilities as at the reporting date.

M13 Capital Commitment

There is a commitment for the purchase of computer system not provided for in the financial statements of RM0.461 million as at 31 October 2009 (RM0.428 million as at 31 January 2009).

**NOTES TO THE INTERIM FINANCIAL REPORT (CONT'D)****M14 Related Party Transactions**

	3 months ended		9 months ended	
	31 October		31 October	
	2009	2008	2009	2008
	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 :-				
Sales of air tickets	28	88	240	238
Recovery of share registration and professional fees	19	101	62	348
Rental expense	-	15	-	54

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 RM127.398 million compared to last year's corresponding quarter of RM147.794 million, lower by 14%. Many of our businesses, particularly the travel and ticketing, health food, ceramics tiles & engineering business registered lower revenue. However, the revenue from the property development and Diners Club cards business was higher.

The Group recorded a profit before tax of RM5.039 million against last year's corresponding quarter profit before tax of RM6.922 million, down 27%. Some of our operating companies registered lower profits whilst the cards & travel businesses in Singapore and the property development registered higher profits. There was a gain from sale and fair valuation of quoted investment securities of RM1.914 million in the current quarter.

Group profit after taxation was RM4.438 million compared to last year's corresponding quarter profit of RM5.585 million, a decrease of 21%.

K2 Variation of Results Against Preceding Quarter

Total revenue for the current financial quarter was RM127.398 million, up 3% when compared to preceding quarter's RM123.715 million. Group profit after tax for the quarter was RM4.438 million compared to preceding quarter's profit after tax of RM7.454 million, down 40.5%. The lower profit in current quarter was due to lower gross profit margin.

K3 Current Year Prospect

Trading environment in which the group operates continue to be difficult although there are signs of improving economic conditions. In spite of this tenuous environment, the Group will continue to perform creditably.

K4 Profit Forecast

Not applicable as no profit forecast was published.

K5 Tax Expense

	3 months ended 31 October		9 months ended 31 October	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Taxation based on results for continuing operations: -				
- Malaysian taxation	(83)	(95)	(162)	79
- Overseas taxation	(518)	(1,242)	(1,339)	(2,743)
	<u>(601)</u>	<u>(1,337)</u>	<u>(1,501)</u>	<u>(2,664)</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 unquoted investment and properties.

K7 Quoted Investments

a) Details of purchases and disposals of quoted securities are as follows:-

	3 months ended 31 October		9 months ended 31 October	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Purchase consideration	<u>1,979</u>	<u>-</u>	<u>18,308</u>	<u>-</u>
Sales proceeds	<u>1,809</u>	<u>-</u>	<u>18,457</u>	<u>-</u>
Gain on disposal	<u>661</u>	<u>-</u>	<u>3,101</u>	<u>-</u>

b) Investments in quoted securities as at 31 October 2009:-

	As at 31 October 2009 RM'000	As at 31 January 2009 RM'000
At cost	<u>11,773</u>	<u>11,195</u>
At book value	<u>15,864</u>	<u>6,705</u>
At market value	<u>15,864</u>	<u>6,705</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 2009 RM'000	As at 31 January 2009 RM'000
a) Short term borrowings		
Secured		
- Bank overdrafts	40,927	38,554
- Revolving credits, trust receipts and bankers' acceptance	39,861	26,577
- Current portion of long-term loans	5,632	16,653
	86,420	81,784
Unsecured		
- Bank overdrafts	5,737	1,023
- Revolving credits and short-term loans	-	2,301
	5,737	3,324
Total short term borrowings	<u>92,157</u>	<u>85,108</u>
b) Long term borrowings		
Secured		
- Term Loan	24,751	40,400
Portion repayable within one year included in (a) above	(5,632)	(16,653)
Total long term borrowings	<u>19,119</u>	<u>23,747</u>
The bank borrowings denominated in foreign currencies are as follows: -	RM'000	RM'000
Denominated in Singapore Dollar	40,407	44,457
Denominated in NZ Dollar	14,931	1,400
	<u>55,338</u>	<u>45,857</u>

K10 Off Balance Sheet Financial Instruments

The Group does not have any financial instrument with off balance sheet risk as at 15 December 2009.

K11 Changes in Material Litigation

Two overseas subsidiaries are engaged as plaintiffs in an arbitration and a legal suit against third parties. As plaintiffs, they are seeking compensation for breach of contract.

**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 2009 (31 October 2008 : 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	
	2009	2008	2009	2008
	RM'000	RM'000	RM'000	RM'000
Profit for the period attributable to ordinary equity holders of the parent	<u>4,312</u>	<u>5,508</u>	<u>16,133</u>	<u>14,612</u>
Number of ordinary shares ('000) brought forward	557,465	508,901	557,465	508,901
Conversion of ICULS to ordinary shares ('000)	<u>56,528</u>	<u>39,338</u>	<u>56,528</u>	<u>39,338</u>
Number of ordinary shares ('000) carried forward	613,993	548,239	613,993	548,239
Effect of dilution : ICULS ('000)	<u>8,955</u>	<u>74,709</u>	<u>8,955</u>	<u>74,709</u>
Number of ordinary shares ('000) in issue and issuable	<u>622,948</u>	<u>622,948</u>	<u>622,948</u>	<u>622,948</u>
Basic & diluted earnings per share for: Profit for the period (sen)	<u>0.69</u>	<u>0.88</u>	<u>2.59</u>	<u>2.35</u>

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

Group Secretary

Kuala Lumpur

16 December 2009