



**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)

(Incorporated in Malaysia)

**INTERIM FINANCIAL STATEMENTS**

**CONDENSED CONSOLIDATED INCOME STATEMENTS  
FOR THE FINANCIAL PERIOD ENDED 31 JANUARY 2010**

	Note	3 months ended 31 January		12 months ended 31 January	
		2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Revenue	<b>K1</b>	129,375	130,223	503,270	568,936
Cost of sales		(76,955)	(74,531)	(300,872)	(359,768)
Gross profit		<u>52,420</u>	<u>55,692</u>	<u>202,398</u>	<u>209,168</u>
Administrative and other expenses net of other income		(33,348)	(39,617)	(137,720)	(144,416)
Finance cost		(8,034)	(5,482)	(35,640)	(36,545)
Profit before taxation	<b>K1</b>	<u>11,038</u>	<u>10,593</u>	<u>29,038</u>	<u>28,207</u>
Tax expense	<b>K5</b>	(1,206)	(1,816)	(2,707)	(4,480)
<b>Group profit after taxation</b>		<u><u>9,832</u></u>	<u><u>8,777</u></u>	<u><u>26,331</u></u>	<u><u>23,727</u></u>
Attributable to:-					
Equity holders of the parent	<b>K1</b>	9,663	8,451	25,796	23,065
Minority interests		169	326	535	662
		<u><u>9,832</u></u>	<u><u>8,777</u></u>	<u><u>26,331</u></u>	<u><u>23,727</u></u>
Earnings per share attributable to equity holders of the parent:					
Basic & diluted, for profit for the period (sen)	<b>K13</b>	<u>1.55</u>	<u>1.36</u>	<u>4.14</u>	<u>3.70</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)*



**CONDENSED CONSOLIDATED BALANCE SHEET  
AS AT ENDED 31 JANUARY 2010**

	Note	As at 31 January 2010 RM'000	Audited As at 31 January 2009 RM'000
Property, plant and equipment	M9	173,197	172,853
Land and development expenditure		10,973	10,942
Prepaid lease payments		3,235	3,276
Intangible assets		7,824	7,726
Investment securities		69	47
Deferred tax assets		9,452	8,884
Current assets			
Property development costs		23	1,067
Inventories		26,641	31,279
Receivables		632,512	515,256
Investment securities		19,866	6,705
Cash and bank balances		122,680	139,040
		801,722	693,347
Current liabilities			
Payables		166,264	144,008
Taxation		3,700	4,829
Investors certificates		476,745	413,041
Bank borrowings	K9	86,327	85,108
		733,036	646,986
Net current asset		68,686	46,361
		273,436	250,089
Share capital	M6	311,474	278,733
ICULS	M6	-	32,742
Reserves			
Share premium		69,415	69,415
Capital and revaluation reserves		29,370	29,413
Exchange reserve		14,111	10,504
Accumulated losses		(209,280)	(235,076)
Attributable to equity holders of the parent		215,090	185,731
Minority interest		4,647	3,808
Total equity		219,737	189,539
Long term liabilities			
Term loans	K9	17,090	23,747
Hire purchase and lease creditors		4,609	4,803
Senior certificates		32,000	32,000
		273,436	250,089
Net assets per share (sen)		34.5	33.3

*(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 ENDED 31 JANUARY 2010**

	<-----Attributable to equity holders of the parent----->						Minority Interest	Total Equity	
	Note	Share Capital RM'000	ICULS RM'000	Share Premium RM'000	Non- Distributable Reserves RM'000	Accumulated Losses RM'000			Total RM'000
<b>At 1 February 2008</b>		254,451	57,024	69,415	35,485	(258,141)	158,234	3,616	161,850
Profit for the twelve months		-	-	-	-	23,065	23,065	662	23,727
Exchange translation differences		-	-	-	4,432	-	4,432	(470)	3,962
ICULS Conversion		24,282	(24,282)	-	-	-	-	-	-
<b>At 31 January 2009</b>		<u>278,733</u>	<u>32,742</u>	<u>69,415</u>	<u>39,917</u>	<u>(235,076)</u>	<u>185,731</u>	<u>3,808</u>	<u>189,539</u>
<b>At 1 February 2009</b>		278,733	32,742	69,415	39,917	(235,076)	185,730	3,808	189,538
Profit for the twelve months		-	-	-	-	25,796	25,796	535	26,331
Exchange translation differences		-	-	-	3,564	-	3,564	304	3,868
ICULS Conversion		32,742	(32,742)	-	-	-	-	-	-
<b>At 31 January 2010</b>		<u>311,474</u>	<u>-</u>	<u>69,415</u>	<u>43,481</u>	<u>(209,280)</u>	<u>215,090</u>	<u>4,647</u>	<u>219,737</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 ENDED 31 JANUARY 2010**

	<b>12 months ended 31 January</b>	
	<b>2010 RM'000</b>	<b>2009 RM'000</b>
<b>Cash flows from operating activities</b>		
Profit before tax and minority interest	29,038	28,207
Adjustments for non-cash and non-operating items:		
- Non-cash items	1,558	(5,296)
- Investing and financing items	32,152	32,276
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<b>Operating profit before working capital changes</b>	<b>62,748</b>	<b>55,187</b>
Changes in working capital:		
- Changes in current assets	(111,574)	(69,945)
- Changes in current liabilities	84,219	32,321
Loan interest paid	(37,651)	(36,545)
Interest received	350	1,556
Taxation paid	(3,938)	(994)
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<b>Net cash used in operating activities</b>	<b>(5,846)</b>	<b>(18,420)</b>
<b>Net cash used in investing activities</b>	<b>(6,808)</b>	<b>129,993</b>
<b>Net cash used in financing activities</b>	<b>(5,565)</b>	<b>(68,785)</b>
<b>Translation differences</b>	<b>620</b>	<b>3,111</b>
	<hr/>	<hr/>
<b>Net change in cash and cash equivalents</b>	<b>(17,599)</b>	<b>45,899</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>99,463</b>	<b>53,564</b>
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<b>Cash and cash equivalents at end of period</b>	<b>81,864</b>	<b>99,463</b>
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<b>Analysis of cash and cash equivalents:</b>		
Cash and bank balances	122,680	139,040
Bank overdrafts	(40,816)	(39,577)
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	<b>81,864</b>	<b>99,463</b>
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*(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 Financial Reporting Standard ("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 audited financial statements for the year ended 31 January 2009.

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

The auditors' report on the audited 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.

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

During the financial quarter under review, there were no issuance, cancellations, repurchase, resales and repayments of debt and equity securities except for the conversion of 912,693 units of ICULS of RM 0.50 each into 912,693 new ordinary shares of RM0.50 each on 11 January 2010.

### **M7 Dividend Paid**

During the financial quarter 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>Credit &amp; charge card business and 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 2010</u></b>							
<b>Segment revenue</b>							
Revenue:							
- External	77,042	48,062	7,349	370,716	101	-	503,270
- Internal	-	13,777	-	-	128	(13,905)	-
Total revenue	<u>77,042</u>	<u>61,839</u>	<u>7,349</u>	<u>370,716</u>	<u>229</u>	<u>(13,905)</u>	<u>503,270</u>
<b>Segment results</b>							
Results:							
- Segment results	8,103	3,316	4,019	41,344	18,919	(9,012)	66,689
- Finance cost	(1,567)	(386)	-	(35,766)	68		(37,651)
Profit before taxation	<u>6,536</u>	<u>2,930</u>	<u>4,019</u>	<u>5,578</u>	<u>18,987</u>	<u>(9,012)</u>	<u>29,038</u>
Tax expense							(2,707)
Profit for the year							<u>26,331</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>Credit &amp; charge card business and 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 2009</u></b>							
<b>Segment revenue</b>							
Revenue:							
- External	102,159	52,202	2,770	411,695	110	-	568,936
- Internal	-	17,891	-	-	157	(18,048)	-
Total revenue	<u>102,159</u>	<u>70,093</u>	<u>2,770</u>	<u>411,695</u>	<u>267</u>	<u>(18,048)</u>	<u>568,936</u>
<b>Segment results</b>							
Results:							
- Segment results	13,623	4,618	1,186	31,666	24,226	(10,567)	64,752
- Finance cost	(2,711)	(475)	-	(28,993)	(4,366)	-	(36,545)
Profit before taxation	<u>10,912</u>	<u>4,143</u>	<u>1,186</u>	<u>2,673</u>	<u>19,860</u>	<u>(10,567)</u>	<u>28,207</u>
Tax expense							(4,480)
Profit for the year							<u>23,727</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 audited financial statements for the year ended 31 January 2009.

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

There were no events subsequent to the end of the financial quarter under review except for the establishment of a new subsidiary company known as Nature's Farm (Shanghai) Co., Ltd, a company incorporated in Shanghai, The People's Republic of China.

**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 purchase of a shelf company known as Capital Prime Limited, a company incorporated in British Virgin Islands by AIH Holdings Limited, a wholly owned subsidiary of Johan Holdings Berhad.

**M12 Changes in Contingent Liabilities**

There were no contingent liabilities as at the reporting date.

**M13 Capital Commitment**

There were no material capital commitments as at the reporting date.

**M14 Related Party Transactions**

3 months ended		12 months ended	
31 January		31 January	
2010	2009	2010	2009
RM'000	RM'000	RM'000	RM'000

Transactions with corporations in which certain Directors are deemed interested through their interest in George Kent (Malaysia) Bhd :-

Sales of air tickets	52	12	292	250
Recovery of share registration and professional fees	19	81	81	429
Rental expense	-	2	-	56

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 RM129.375 million compared to last year's corresponding quarter of RM130.223 million, lower by 0.6%. Many of our businesses, particularly the diners card businesses, health food, engineering business, hotel and property development registered lower revenue whilst higher revenue was recorded from ceramic tiles business.

Albeit lower revenue, the Group recorded a higher profit before tax of RM11.038 million against last year's corresponding quarter profit before tax of RM10.593 million, an increase of 4%. Our operating companies in the ceramic tiles and diners card business performed satisfactorily.

Group profit after taxation was RM9.832 million compared to last year's corresponding quarter profit of RM8.777 million, an increase of 12%.

**K2 Variation of Results Against Preceding Quarter**

Total revenue for the current financial quarter was RM129.375 million, up 2% when compared to preceding quarter's RM127.398 million. Group profit after tax for the quarter was RM9.832 million compared to preceding quarter's profit after tax of RM4.438 million, up 122%. The higher profit in current quarter was due to lower operating costs.

**K3 Current Year Prospect**

Malaysia recorded a GDP growth of 4.5% in the fourth quarter of 2009 after 3 quarters of negative growth. In Singapore, the economy grew by 4% in the fourth quarter after registering negative growth in the first 2 quarters and a 0.6% positive GDP in the 3rd quarter. With the encouraging projected positive GDP growth for 2010 in the economies in which most of the Group companies operate, the Board is optimistic of the Group's performance in the current year.

**K4 Profit Forecast**

Not applicable as no profit forecast was published.

**K5 Tax Expense**

	3 months ended		12 months ended	
	31 January		31 January	
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
<b>Taxation based on results for continuing operations: -</b>				
Current				
- Malaysian taxation	(239)	(110)	(401)	(31)
- Foreign taxation	(1,281)	(561)	(2,620)	(3,304)
Over provision in prior years	82	53	82	53
Deferred taxation				
- Foreign taxation	232	(1,198)	232	(1,198)
	<u>(1,206)</u>	<u>(1,816)</u>	<u>(2,707)</u>	<u>(4,480)</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 January		12 months ended 31 January	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Purchase consideration	<u>5,782</u>	<u>-</u>	<u>24,090</u>	<u>-</u>
Sales proceeds	<u>1,560</u>	<u>-</u>	<u>20,017</u>	<u>-</u>
Gain on disposal	<u>412</u>	<u>-</u>	<u>3,513</u>	<u>-</u>

b) Investments in quoted securities as at 31 January 2010:-

	As at 31 January 2010 RM'000	As at 31 January 2009 RM'000
At cost	<u>16,134</u>	<u>11,195</u>
At book value	<u>19,866</u>	<u>6,705</u>
At market value	<u>19,866</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**

	<b>As at 31 January 2010 RM'000</b>	<b>As at 31 January 2009 RM'000</b>
<b>a) Short term borrowings</b>		
<b>Secured</b>		
- Bank overdrafts	40,816	38,554
- Revolving credits, trust receipts and bankers' acceptance	39,265	26,577
- Current portion of long-term loans	6,246	16,653
	<u>86,327</u>	<u>81,784</u>
<b>Unsecured</b>		
- Bank overdrafts	-	1,023
- Revolving credits and short-term loans	-	2,301
	<u>-</u>	<u>3,324</u>
<b>Total short term borrowings</b>	<u><u>86,327</u></u>	<u><u>85,108</u></u>
<b>b) Long term borrowings</b>		
<b>Secured</b>		
- Term Loan	23,336	40,400
Portion repayable within one year included in (a) above	(6,246)	(16,653)
<b>Total long term borrowings</b>	<u><u>17,090</u></u>	<u><u>23,747</u></u>

The bank borrowings denominated in foreign currencies are as follows: -

	<b>RM'000</b>	<b>RM'000</b>
Denominated in Singapore Dollar	40,892	44,457
Denominated in NZ Dollar	13,101	1,400
	<u><u>53,993</u></u>	<u><u>45,857</u></u>

**K10 Off Balance Sheet Financial Instruments**

The Group does not have any financial instrument with off balance sheet risk as at 23 March 2010.

**K11 Changes in Material Litigation**

There were no material litigations during the quarter under review.

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

The Board does not recommend any dividend for the financial year ended 31 January 2010 (31 January 2009 : 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 as at the end of the financial period. In accordance with FRS 133 - Earnings Per Share, the Irredeemable Convertible Unsecured Loan Stocks (ICULS) were included in the calculation of basic earnings per share in the previous quarters as they were 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 January		12 months ended 31 January	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Profit for the period attributable to ordinary equity holders of the parent	<u>9,663</u>	<u>8,451</u>	<u>25,796</u>	<u>23,065</u>
Number of ordinary shares ('000) brought forward	557,465	508,901	557,465	508,901
Conversion of ICULS to ordinary shares ('000)	<u>65,483</u>	<u>48,564</u>	<u>65,483</u>	<u>48,564</u>
Number of ordinary shares ('000) carried forward	622,948	557,465	622,948	557,465
Effect of dilution : ICULS ('000)	<u>-</u>	<u>65,483</u>	<u>-</u>	<u>65,483</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>1.55</u>	<u>1.36</u>	<u>4.14</u>	<u>3.70</u>

**BY ORDER OF THE BOARD**

**Teh Yong Fah**  
Group Secretary  
Kuala Lumpur  
24 March 2010