# Interim financial report for the third quarter ended 31 October 2012

(The figures have not been audited)

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

ı	INDIVIDUAI			CUMULATIVE PERIOD		
	CURRENT YEAR QUARTER 31/10/2012 RM'000	PRECEDING YEAR QUARTER 31/10/2011 RM'000	CURRENT FINANCIAL YEAR 31/10/2012 RM'000	PRECEDING FINANCIAL YEAR 31/10/2011 RM'000		
Continuing Operations	4.076	2 944	13,493	14,809		
Revenue	4,076	3,844	(11,136)	(12,423)		
Cost of sales	(3,231)	(3,148)	2,357	2,386		
Gross profit	843	090		•		
Other income (N1)	264	4,056	3,157	58,071		
Operating expenses (N2)	(3,081)	4,372	(468)	(33,775		
inance cost	(2,311)	(2,497)	(7,432)	(10,093		
share of results of associates	(2,899)	(5,294)	(6,790)	(10,953		
Loss)/profit before tax	(7,182)	1,333	(9,176)	5,636		
•	(223)	(241)	(795)	(336		
Taxation Loss)/profit for the period	(7,405)	1,092	(9,971)	5,300		
Share of other comprehensive income/(loss)				(105		
of associate	1,458	(187)	1,921	(137		
Fotal comprehensive (loss)/income	(5,947)	905	(8,050)	5,163		
Loss)/profit for the period attributable to:				<b></b>		
Owners of the Company	(7,516)	1,006	(10,291)	5,010		
Non-Controlling Interests	111	86	320	290		
	(7,405)	1,092	(9,971)	5,30		
Fotal comprehensive (loss)/income attributable	e to:	210	(9.270)	4,87		
Owners of the Company	(6,058)	819	(8,370) 320	29		
Non-Controlling Interests	111	86	(8,050)	5,16		
	(5,947)	905	(8,030)	5,10.		
Earnings per share attributable						
to Owners of the Company:	(1.4)	0.2	(2.0)	1.		
- Basic (sen)	(1.4)	-	-	-		
- Diluted (sen)	-					
Notes: (Refer to B1 "Review of Performance	e" for more inf	<b>(o)</b>				
N1) Included under Other Income	241	1,659	1,754	4,40		
- Interest Income	241 -	2,211	- -	4,08		
- Gain on accretion of equity interest in Trinity	- -		-	49,10		
- Gain on sale of investments						
N2) Included under Operating Expenses	(33)	(105)	(220)	(30		
- Depreciation	(1,825)	•	(1,825)	(26,97		
- Provision for doubtful debt	(1,020)	-	2,372	-		
- Reversal of over accrual of prior years rental		3,879	3,531	3,92		
- Provision for doubtful debts no longer required		-,	-			
- Gain/(Loss) on fair value of short term investments	_	2,086	-	(6,24		

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 January 2012 and the accompanying explanatory notes attached to the interim financial report.

Interim financial report for the third quarter ended 31 October 2012

(The figures have not been audited)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	UNAUDITED AS AT 31/10/2012 RM '000	AUDITED AS AT 31/01/2012 RM '000	AS AT 01/02/2011 (MFRS transition date) RM '000
ASSETS			
Non-Current Assets		20.400	26,206
Property, plant and equipment	19,686	20,499 90,462	71,791
Infrastructure development expenditure	107,576 167,429	171,061	121,439
Investment in associates	7,086	7,086	7,424
Goodwill on consolidation		289,108	226,860
Total Non-Current Assets	301,777	287,100	220,000
Current Assets	1,557	1,189	1,348
Inventories	78,731	102,550	204,103
Trade and other receivables	78,731	1,554	1,532
Amount due from contracts customers	- 1	- \	6,774
Short term investments Fixed deposits with licensed bank	301	-	-
Cash and bank balances	3,648	3,655	31,888
Total Current Assets	84,950	108,948	245,645
TOTAL ASSETS	386,727	398,056	472,505
TOTAL ASSETS			
<b>EQUITY AND LIABILITIES</b>	520,992	520,992	520,992
Share capital	(405,608)	(395,982)	(423,318)
Reserves	115,384	125,010	97,674
Attributable to Owners of the Company	6,818	8,625	8,283
Non-controlling interests	122,202	133,635	105,957
Total Equity	<b></b> ,		
Non-Current Liabilities	109,004	109,035	142,086
Loans and borrowings Deferred taxation	113	113	358
Deferred taxation	109,117	109,148	142,444
Current Liabilities	125,972	116,968	105,919
Trade and other payables	25,158	32,961	112,235
Loans and borrowings	4,278	5,344	5,950
Tax payables	155,408	155,273	224,104
Total Current Liabilities	264,525	264,421	366,548
TOTAL LIABILITIES		398,056	472,505
EQUITY AND LIABILITIES	386,727		
Net assets per share attributable		0.2399	0.1875
to Owners of the Company (RM)	0.2215	0.2399	0.10.0

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Report for the year ended 31 January 2012 and the accompanying explanatory notes attached to the interim financial report.

Interim financial report for the third quarter ended 31 October 2012

(The figures have not been audited)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

		Non-Disti	ibutable _				
	Share Capital RM'000	Share Premium RM'000	Foreign Exchange Reserve RM'000	Accumulated Losses RM'000	Attributable to Owners of the Company RM'000	Non- Controlling Interests RM'000	Total Equity RM'000
Current financial year							
Balance as at 1 February 2012	520,992	36,965	(2,424)	(430,523)	125,010	8,625	133,635
Accquisition of additional equity interest in a subsidiary  Total comprehensive income	- -	-	- 1,921	(1,256) (10,291)	(1,256) (8,370)	(2,127) 320	(3,383) (8,050)
Balance as at 31 October 2012	520,992	36,965	(503)	(442,070)	115,384	6,818	122,202
Preceeding financial year							
Balance as at 1 February 2011	520,992	36,965	(2,035)	(458,248)	97,674	8,283	105,957
Total comprehensive income	-	-	(138)	5,011	4,873	290	5,163
Balance as at 31 October 2011	520,992	36,965	(2,173)	(453,237)	102,547	8,573	111,120

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31 January 2012 and the accompanying explanatory notes attached to the interim financial report.

Interim financial report for the third quarter ended 31 October 2012 (The figures have not been audited)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	9 months ended 31/10/2012 RM'000	9 months ended 31/10/2011 RM'000
OPERATING ACTIVITIES:		
Profit before taxation:	(9,176)	5,636
Adjustment for:		
Provision for doubtful debts	1,825	26,974
Provision for doubtful debts no longer required	(3,531)	(3,929)
Depreciation of property, plant and equipment	220	305
Gain accretion on equity interest in an associate	-	(4,084)
Share of results of associates	6,790	10,953
Interest income	(1,754)	(4,402)
Interest expense	7,432	10,093
Gain on disposal of property, plant and equipment	(220)	(55)
Loss on fair value of short term investments		6,245
Operating cash flows before changes in working capital	1,586	47,736
Changes in Working Capital:		
Inventories	(368)	30
Receivables	7,413	(21,951)
Payables	13,749	(15,185)
Associates	16,135	90,273
Net cash flows from operations	38,515	100,903
Interest paid	(7,432)	(10,093)
Income tax paid	(1,861)	(953)
Net cash flows from/(used in) operating activities	29,222	89,857
INVESTING ACTITIVIES		
Increase in infrastructure development expenditure	(17,114)	(16,076)
Interest received	1,754	4,402
Proceeds from disposal of property, plant and equipment	1,232	410
Addditions to property, plant and equipment	(639)	(165)
Net cash flows used in investing activities	(14,767)	(11,429)

Interim financial report for the third quarter ended 31 October 2012 (The figures have not been audited)

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

#### FINANCING ACTIVITES

(Decrease)/increase in amount owing to associates	(4,871)	2,364
Additional acquisition of interest in a subsidiary company	(1,256)	
Decrease in amount owing to director	(200)	(4,214)
Repayment of borrowings	(6,911)	(47,345)
Net cash flows used in financing activities	(13,238)	(49,195)
Net increase in cash and cash equivalents  Cash and cash equivalents at beginning of financial period  Cash and cash equivalents at end of financial period	1,217 1,028 2,245	29,233 (29,738) (505)

#### Note:

Cash and cash equivalents at the end of the financial period comprise of:

3,648	2,481
301	-
(1,704)	(2,986)
2,245	(505)
	301 (1,704)

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 January 2012 and the accompanying explanatory notes attached to the interim financial report.

Interim financial report for the third quarter ended 31 October 2012

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

#### PART A - Explanatory Notes Pursuant to FRS 134

#### A1. Basis of Preparation

The unaudited quarterly consolidated financial statements has been prepared in accordance with the reporting requirements as set out in Malaysian Financial Reporting Standards ("MRFS") 134 "Interim Financial Reporting" and paragraph 9.22 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("Bursa Securities Listing Requirements") and should be read in conjunction with the Group's audited financial statements for the financial year ended 31 January 2012 and the accompanying explanatory notes attached to the unaudited condensed consolidated financial statements.

These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 January 2012.

#### A2. Accounting policies and methods of computation

The significant accounting policies and methods adopted for the unaudited condensed financial statements are consistent with those adopted for the audited financial statements for the financial year ended 31 January 2012 except for the first-time adoption of Malaysian Financial Reporting Standards ("MFRS") Framework.

The Group has adopted the new MFRS Framework issued by the Malaysian Accounting Standards Board ("MASB") with effect from 1 January 2012. This MFRS Framework comprises International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

In the transition to the MFRS Framework, the Group has applied MFRS 1 "First-time Adoption of MFRS" which provides certain optional exceptions and certain mandatory exceptions for the first time MFRS adopters. Save for the required presentation of three statements of financial position in the first MFRS financial statements, there is no other significant impact on the Group's financial results and position, and changes to the accounting policies of the Group arising from the adoption of this MFRS Framework as the requirements under the previous Financial Reporting Standards ("FRS") Framework were equivalent to the MFRS Framework, although there are some differences in relation to the transitional provisions and effective dates contain in certain of the MFRSs.

#### Interim financial report for the third quarter ended 31 October 2012

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

# MFRSs and Amendments to the MFRSs that are applicable to the Group but not yet effective

The Group has not early adopted the following standards that have been issued by Malaysian Accounting Standards Board as these are effective for the financial period beginning on or after 1 January 2013

•	MFRS 9	Financial Instruments (effective from 1 January 2015)
•	MFRS 10	Consolidated Financial Statements (effective from 1 January 2013)
•	MFRS 12	Disclosure of Interests on Other Entities (effective from 1 January
		2013)
•	MFRS 13	Fair Value Measurement (effective from 1 January 2013)
•	MFRS 119	Employee Benefits (effective from 1 January 2013)
•	MFRS 127	Separate Financial Statements (effective from 1 January 2013)
•	Amendments to	MFRS 7 Disclosure – Offsetting Financial Assets and Financial
		Liabilities (effective from 1 January 2013)
	Amendments to	MFRS 101 Presentation of Items of Other Comprehensive Income

- Amendments to MFRS 101 Presentation of Items of Other Comprehensive Income (effective from 1 July 2012)

  | The comprehensive Income | The comprehensive
- Amendments to MFRS 132 Offsettting Financial Assets and Financial Liabilities (effective from 1 January 2014)

The directors do not anticipate that the application of the new MFRSs when they are effective, will have a material impact on the results and the financial position of the Group.

#### A3. Seasonality or Cyclicality of Operations

The business operations of the Group are not affected by any material seasonal or cyclical factors.

#### A4. Unusual Items

There were no unusual items that have material effects on the assets, liabilities, equity, net income, or cash flows for the current financial year-to-date.

#### A5. Material Changes in Estimates

There was no change to estimates that has a material effect in the current year quarter and current financial year-to-date.

# A6. Debt and Equity Securities

There were no other issuances, cancellations, repurchases, resale and repayments of debt and equity securities in the current year quarter and current financial year-to-date.

#### A7. Dividend

No dividend has been paid in the current financial year-to-date.

Interim financial report for the third quarter ended 31 October 2012

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

#### A8. Segmental Results

Segmental results are included in Note B1 below.

#### A9. Material Subsequent Events

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

#### A10. Changes in the Composition of the Group

As announced in the previous quarter, the Group had on 17 February 2012, purchased 4,590,191ordinary shares of RM1.00 each representing 15.80% equity interest in West Coast Expressway Sdn. Bhd. (WCE) for a total purchase consideration of RM5,336,097-00. Together with 18,649,046 ordinary shares of RM1.00 each (64.20%) held by KEURO, KEURO now holds 80% equity interest in WCE.

#### A11. Contingent Liabilities

Keuro Leasing Sdn Bhd (KLSB), a wholly-owned subsidiary was indebted to Bangkok Bank Berhad (BBB) for an amount of RM5.77 million. The bank borrowing was secured against a piece of development land of 74.53 acres in Sepang, Selangor (the Land) which belongs to an Associate company, Trinity Corporation Berhad (Trinity). The Land, valued at RM48.70 million, was part and parcel of properties sold by Trinity to a creditor under an agreement entered into on March 2010. Despite its awareness of this agreement, BBB, had on 7 September 2010, proceeded to auction the Land to a purchaser for RM15 million, thus giving rise to a potential loss of RM33.70 million to KLSB, should Trinity be unsuccessful in recovering the Land which is currently being pursued vigorously through court actions taken against purchaser for auction done in bad faith and, against BBB, for having wrongfully auctioned the Land.

Based on counsel's advice, the Board believes Trinity has a reasonably good and valid claim in the legal actions being taken.

Interim financial report for the third quarter ended 31 October 2012

(The figures have not been audited)

# NOTES TO CONDENSED FINANCIAL STATEMENTS

# PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

## **B1.** Review of Performance

## (a) Segmental Information

	Current quarter				Cumulative quarters			
	2012	2011	Char	iges	2012	2011	Chan	ges
Segmental Revenue	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
Manufacturing and trading of industrial products	3,143	3,356	(213)	(6)	9,978	9,648	330	3
Construction	933	446	487	109	3,515	4,501	(986)	(22)
Investment holding, management services and leasing	-	42	(42)	(100)	-	660	(660)	(100)
. <i>3</i>	4,076	3,844	232	6	13,493	14,809	(1,316)	(9)

	Current quarter				Cumulative quarters			
	2012	2011	Chan	ges	2012	2011	Chan	ges
(Loss)/Profit	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
<u>before tax</u>								
Manufacturing and trading of industrial products	(1,059)	460	(1,519)	(330)	249	1,167	(918)	(79)
Construction	(126)	1,699	(1,825)	(107)	2,361	(19,332)	21,693	112
Investment holding, management services and leasing	(5,997)	(826)	(5,171)	(626)	(11,786)	23,801	(35,587)	(150)
ieuomg	(7,182)	1,333	(8,515)	(639)	(9,176)	5,636	(14,812)	(263)

Interim financial report for the third quarter ended 31 October 2012

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

#### (b) Overall Results Commentary:

For the quarter:

The Group recorded a revenue of RM4.08 million which is an increase of 6% compared with the revenue recorded in the preceding year quarter. The Group recorded a pre-tax loss of RM7.18 million, compared to a pre-tax profit of RM1.33 million incurred in the preceding year quarter.

For the year-to-date:

The Group recorded a revenue of RM13.49 million which is a decrease of 9% compared to the revenue recorded in previous year. The Group recorded a pre-tax loss of RM9.18 million compared to pre-tax profit of RM5.64 million recorded in the previous year.

#### (c) Segmental Results Commentary:

#### i) Manufacturing and trading of industrial products:

For the quarter:

Revenue of the division decreased by 6% due to a slight reduction in volume of production and sales as compared to the preceding year quarter. For the quarter, the division recorded a loss before tax amounting to RM1.06 million, mainly due to provision for doubtful debt of RM1.83 million, as compared to a pre-tax profit of RM0.46 million in the preceding year quarter.

For the year-to-date:

Revenue of the division approximated that of the preceding year. However, the pre-tax profit decreased by 79% mainly due to provision for doubtful debt of RM1.83 million in the current year.

#### ii) Construction:

For the quarter:

Revenue of the division increased by RM0.49 million due to additional claims approved. However, the division recorded pre-tax loss of RM0.13 million due to low contribution margins.

For the year-to-date:

Revenue of the division decreased by RM0.99 million as construction projects are nearing completion. The pre-tax profit achieved of RM2.36 million is mainly due to the reversal of rental over accrued in prior years amounting to RM2.37 million in the current year.

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(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

#### iii) Investment holding, Management Services and Leasing:

#### For the quarter:

There is no revenue from this division for the current year quarter.

The Group recorded a pre-tax loss of RM6.00 million in the current year quarter against a pre-tax loss of RM0.83 million recorded in the preceding year quarter due mainly to share of losses in associates amounting to RM2.90 million and finance cost of RM2.31 million.

#### For the year-to-date:

There is no revenue from this division for the current year.

The Group recorded a pre-tax loss of RM11.79 million in the current year against a pre-tax profit of RM23.80 million in the preceding year due to share of loss in 50% - owned Radiant Pillar Sdn Bhd of RM2.96 million, share of losses in associate Trinity Group of RM3.86 million and finance cost of RM6.79 million. However, the loss was mitigated by reversal of provision for doubtful debts no longer required amounting to RM3.53 million.

The loss incurred by Radiant Pillar Sdn Bhd which is developing the 1,877.87 acre Bandar Rimbayu project, is because all promotional expenses for Phase I of the project has been charged out.

## B2. Comparison with Preceding Quarter's Results

#### Overall:

For the current year quarter, the Group achieved a total revenue of RM4.07 million and pretax loss of RM7.18 million against revenue of RM4.45 million and pre-tax loss of RM2.53 million of the preceding quarter. The pre-tax loss reported in the current quarter was due to share of losses in associates of RM2.90 million, provision for doubtful debt of RM1.83 million and finance cost of RM2.31 million. The preceding quarter losses were lower mainly due to the reversal of provision for doubtful debt amounting to RM3.51 million and reversal of rental charges amounting to RM2.37 million, which were over provided in prior years.

#### B3. Prospects

(a) West Coast Expressway Sdn Bhd (WCE), a 80.0% subsidiary company of the Company, has received an approval letter dated 26 January 2012 from the Public Private Partnership Unit of the Prime Minister's Department for WCE to undertake the Proposed Privatization of the Construction of the West Coast Expressway.

The Concession from Banting in Selangor to Taiping in Perak will cover a distance of 316km, of which 224km will be tolled while 92km will be toll-free. The estimated Project cost is RM7.07 billion. The Project is a build-operate-transfer (BOT) project with a concession period up to 60 years;

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#### NOTES TO CONDENSED FINANCIAL STATEMENTS

The Directors are of the opinion that once the concession agreement is signed with GOM, the long term viability of the WCE project will further enhance the future earnings and financial position of the Group.

(b) Radiant Pillar Sdn Bhd (RPSB), a 50%-owned associate, which was alienated 1,877.87 acres of land by the State Government of Selangor pursuant to a settlement agreement dated 13 August 2010, intends to launch property development projects in the next few months.

# **B4.** Profit Forecast and Guarantee

No profit forecast or guarantee was issued in respect of the current financial year.

#### **B5.** Taxation

	Individua	l Quarter	Cumulati	ve Period
	Current Year Quarter 31/10/2012 RM'000	Preceding Year Quarter 31/10/2011 RM'2000	Current Year To-date 31/10/2012 RM'000	Preceding Year To-date 31/10/2011 RM'000
Income Tax - current year -prior year	210 13 223	231 10 241	635 160 795	627 10 637
Deferred Tax -current year - prior year	<u>-</u> -	-	- -	(301)
Total	223_	241	795	336

Income tax provision for the current year is mainly in respect of a manufacturing subsidiary.

#### **B6.** Status of Corporate Proposals

There were no announced corporate proposals which were not completed as at the date of this announcement.

#### Interim financial report for the third quarter ended 31 October 2012

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

#### B7. Group Borrowings and Debt Securities

The Group's borrowings and debt securities which are denominated in Ringgit Malaysia as at 31 October 2012 are as follows:

	RIVI'UUU
Short term borrowings - secured (include bank overdrafts of RM1.70 million)	5,980
- unsecured	19,178
	25,158
Long term borrowings	
- secured	109,004
Total borrowings	134,162

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#### B8. Off Balance Sheet Risk Financial Instruments

The Group did not contract for any financial instruments with off balance sheet risk as at the date of this announcement.

#### **B9.** Material Litigation

The Group has not engaged in any material litigation since the last annual year end date.

#### B10. Dividend

No dividend has been declared for the current and preceding financial year.

#### **B11.** Earnings Per Share

#### Basic

The basic earnings per share is calculated by dividing the Group's net loss attributable to owners of RM7,516,000 for the current year quarter and RM10,291,000 for the current financial year by the number of ordinary shares in issue as at 31 October 2012 of 520,991,765 shares.

For the preceding year quarter and preceding financial year, the basic earnings per share is calculated by dividing the Group's net profit attributable to owners of RM1,006,000 for the current year quarter and RM5,010,000 by the number of ordinary shares in issue as at 31 October 2011 of 520,991,765 shares.

#### **Diluted**

The diluted earnings per share is not calculated as there is no dilutive effect on earnings per share for the current year quarter and current financial year-to-date.

# Interim financial report for the third quarter ended 31 October 2012

(The figures have not been audited)

#### NOTES TO CONDENSED FINANCIAL STATEMENTS

## **B12.** Realised and Unrealised Profit/(Losses)

	As at 31 October 2012 RM'000	As at 31 October 2011 RM'000
Accumulated losses of the Group and its		
subsidiaries:		
- Realised	(212,919)	(253,650)
- Unrealised	(113)	(5,098)
Associated companies:		
- Realised	(221,184)	(185,038)
- Unrealised	(7,854)	(9,451)
Total group accumulated losses	(442,070)	(453,237)

#### B13. Audit Report

The auditors' report of the financial statements for the year ended 31 January 2012 was not subject to any qualification.

#### **B14.** Authorisation for Issue

The interim financial reports were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 28 December 2012.

By order of the Board

Raw Koon Beng

Company Secretary