

**PAN MALAYSIAN INDUSTRIES BERHAD**

**Company No: 5138 - W  
(Incorporated in Malaysia)**

**INTERIM FINANCIAL REPORT  
FOR THE FOURTH QUARTER ENDED 31 MARCH 2013**

**PAN MALAYSIAN INDUSTRIES BERHAD**Company No : 5138 - W  
(Incorporated in Malaysia)**INTERIM FINANCIAL REPORT  
FOURTH QUARTER ENDED 31 MARCH 2013**

(The figures are unaudited)

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2013**

	FOURTH QUARTER		CUMULATIVE 12 MONTHS	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
	RM'000	RM'000	RM'000	RM'000
Revenue	1,039	1,115	4,300	4,548
Operating expenses	(485)	(752)	(2,235)	(2,749)
Profit from operations	554	363	2,065	1,799
Non-operating expenses	-	(268)	-	(268)
Finance cost	(2,186)	(2,294)	(9,084)	(9,062)
Fair value gain	1,935	-	20,694	-
Share of results of an associate	(1,334)	(559)	5,430	2,565
Profit/(Loss) before tax	(1,031)	(2,758)	19,105	(4,966)
Tax expense	(1,832)	(156)	(4,732)	(1,048)
Profit/(Loss) for the financial period/year	(2,863)	(2,914)	14,373	(6,014)
<b>Other comprehensive income :-</b>				
Other comprehensive income, net of tax:				
Share of other comprehensive income/(loss) of an associate	(2,924)	(1,571)	(261)	930
Total comprehensive income/(loss) for the financial period/year	(5,787)	(4,485)	14,112	(5,084)
Total comprehensive income/(loss) attributable to equity holders of the Company:	(5,787)	(4,485)	14,112	(5,084)
	<b>Sen</b>	<b>Sen</b>	<b>Sen</b>	<b>Sen</b>
Earnings/(Loss) per share attributable to equity holders of the Company:				
- Basic	(0.23)	(0.23)	1.14	(0.48)
- Diluted	N/A	N/A	N/A	N/A

N/A : Not applicable

*The Condensed Consolidated Statements Of Comprehensive Income should be read in conjunction with the Annual Financial Report for the financial year ended 31 March 2012 and the accompanying explanatory notes attached to the interim financial statements.*

**PAN MALAYSIAN INDUSTRIES BERHAD**

Company No: 5138-W  
(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
AS AT 31 MARCH 2013**

	31.03.2013 (Unaudited) RM'000	31.03.2012 (Restated) RM'000
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, plant and equipment	5	7
Investment properties	-	50,000
Land held for property development	-	10,030
Associate	97,812	131,012
Goodwill on consolidation	-	2,269
	<u>97,817</u>	<u>193,318</u>
<b>Current Assets</b>		
Non current assets held for sale	55,000	-
Investment property	23,860	-
Trade and other receivables	530	981
Cash and cash equivalents	105	84
	<u>79,495</u>	<u>1,065</u>
<b>TOTAL ASSETS</b>	<u>177,312</u>	<u>194,383</u>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to equity holders of the Company</b>		
Share capital	63,163	63,163
Reserves	(56,868)	(28,444)
<b>Total Equity</b>	<u>6,295</u>	<u>34,719</u>
<b>Non-Current Liabilities</b>		
Borrowings	-	36,601
Deferred tax	7,178	3,229
	<u>7,178</u>	<u>39,830</u>
<b>Current Liabilities</b>		
Other payables	32,754	21,054
Bank borrowings	130,994	98,653
Current tax	91	127
	<u>163,839</u>	<u>119,834</u>
<b>Total Liabilities</b>	<u>171,017</u>	<u>159,664</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>177,312</u>	<u>194,383</u>
	<b>Sen</b>	<b>Sen</b>
Net assets per share attributable to equity holders of the Company	0.50	2.75

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

**PAN MALAYSIAN INDUSTRIES BERHAD**

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(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2013**

**CUMULATIVE 12 MONTHS**

	<b>Share Capital RM'000</b>	<b>Non- distributable Reserves RM'000</b>	<b>Accumulated Losses RM'000</b>	<b>Total Equity RM'000</b>
<b>At 1 April 2012</b>				
As restated	63,163	13,145	(41,589)	34,719
Profit for the financial year	-	-	14,373	14,373
Share of other comprehensive loss of an associate	-	(145)	(116)	(261)
Loss on dilution of interest in an associate	-	-	(42,536)	(42,536)
<b>At 31 March 2013</b>	<b>63,163</b>	<b>13,000</b>	<b>(69,868)</b>	<b>6,295</b>
<b>At 1 April 2011</b>				
As previously stated	63,163	12,545	(46,222)	29,486
Deferred tax	-	-	(956)	(956)
Change in accounting policies	-	-	11,273	11,273
As restated	63,163	12,545	(35,905)	39,803
Loss for the financial year	-	-	(6,014)	(6,014)
Share of other comprehensive income of an associate	-	600	330	930
<b>At 31 March 2012</b>	<b>63,163</b>	<b>13,145</b>	<b>(41,589)</b>	<b>34,719</b>

*The Condensed Consolidated Statements of Changes In Equity should be read in conjunction with the Annual Financial Report for the financial year ended 31 March 2012 and the accompanying explanatory notes attached to the interim financial statements.*

**PAN MALAYSIAN INDUSTRIES BERHAD**

Company No: 5138-W  
(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2013**

	<b>CUMULATIVE 12 MONTHS</b>	
	<b>31.03.2013</b>	<b>31.03.2012</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Cash Flows From Operating Activities</b>		
Profit/(Loss) before tax	19,105	(4,966)
Net adjustments :-		
Non-cash items	(11,609)	9,612
Non-operating items	(5,430)	(2,565)
Operating profit before working capital changes	<u>2,066</u>	<u>2,081</u>
Net changes in working capital	11,605	3,826
Interest expense paid	(8,537)	(8,828)
Net tax paid	(819)	(959)
Net cash generated from/(used in) operating activities	<u>4,315</u>	<u>(3,880)</u>
<b>Cash Flows From Investing Activity</b>		
Purchase of property, plant and equipment	-	(5)
Additional cost incurred on land held for property development	(34)	(24)
Net cash used in investing activity	<u>(34)</u>	<u>(29)</u>
<b>Cash Flows From Financing Activities</b>		
(Repayment)/Drawdown of bank borrowings	(4,260)	3,682
Net cash (used in)/generated from financing activities	<u>(4,260)</u>	<u>3,682</u>
Net increase/(decrease) in cash and cash equivalents	21	(227)
Cash and cash equivalents at 1 April	84	311
<b>Cash and cash equivalents at 31 March</b>	<u>105</u>	<u>84</u>

*The Condensed Consolidated Statements of Cash Flows should be read in conjunction with the Annual Financial Report for the financial year ended 31 March 2012 and the accompanying explanatory notes attached to the interim financial statements.*

**PAN MALAYSIAN INDUSTRIES BERHAD**

**Company No: 5138-W**

**(Incorporated in Malaysia)**

**NOTES TO THE INTERIM FINANCIAL REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2013**

**A. EXPLANATORY NOTES PURSUANT TO FRS 134 INTERIM FINANCIAL REPORTING**

**A1. Basis of Preparation**

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and Chapter 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 March 2012. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to and understanding of changes in the financial position and performance of the Group since the year ended 31 March 2012.

**A2. Significant Accounting Policies**

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 March 2012 except for the adoption of the following new Financial Reporting Standards ("FRS"), Amendments to FRSs and IC Interpretations with effect from 1 April 2012:-

FRS 124	Related Party Disclosures
Amendments to FRS 1	Severe Hyperinflation and Removal of fixed Dates for First-time Adopters
Amendments to FRS 7	Transfer of Financial Assets
Amendments to FRS 112	Deferred Tax : Recovery of Underlying Assets
IC Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments
Amendments to IC Interpretation 14	Prepayments of a Minimum Funding Requirement

The Directors expect that the standards and interpretations above will have no material impact on the financial statements of the Group.

**Change in accounting policy**

The Group has changed its accounting policy on investment properties from cost model to fair value model. The change has been applied retrospectively and the changes are as follows :

	As previously reported	Effect of changed in accounting policy/ reclassification	As restated
	RM'000	RM'000	RM'000
At 1 April 2012			
Non current asset held for sale	38,727	11,273	50,000
Deferred tax liabilities	(2,273)	(956)	(3,229)
Accumulated losses	(51,906)	10,317	(41,589)

**PAN MALAYSIAN INDUSTRIES BERHAD**  
**Company No: 5138-W**  
**(Incorporated in Malaysia)**

**A2. Significant Accounting Policies (continued)**

**Malaysia Financial Reporting Standards**

On 19 November 2011, the Malaysian Accounting Standards ("MASB") issues a new MASB approved accounting framework, the Malaysian Financial Reporting Standards ("MFRS") Framework.

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture and IC Interpretation 15 Agreements for Construction of Real Estate, including its parent, significant investor and venturer (herein called "Transitioning Entities")

Transitioning Entities will be allowed to defer adoption of the new MFRS Framework for an additional one year to be mandatory for annual periods beginning on or after 1 January 2013. The MASB has on 30 June 2012 decided that Transitioning Entities will be given an option of another one year to continue with the existing FRS Framework. Consequently, adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2014.

Malayan United Industries Berhad, an associate of the Group falls within the scope of definition of Transitioning Entities and has opted to defer adoption of the new MFRS Framework. As a result, the Group also temporarily deferred the adoption of the new MFRS Framework. Accordingly, the Group will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 1 April 2014. In presenting its first MFRS financial statements, the Group will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained earnings.

At the date of these financial statements, the Group has not completed its quantification of the financial effects of the differences between Financial Reporting Standards and accounting standards under the MFRS Framework. Accordingly, the financial performance and financial position as disclosed in these financial statements for the year ended 31 March 2012 could be different if prepared under the MFRS Framework.

The Group expects to be in a position to fully comply with the requirement of the MFRS Framework for the financial year ending 1 April 2014.

**A3. Seasonal or Cyclical Factors**

The business of the Group's associate where seasonal or cyclical factors would have some effects on the operations are as follows:-

- (a) The retailing operations in Malaysia have seasonal peaks in tandem with the year end school holidays, various festive seasons and during sales promotions. The retailing operations in United Kingdom normally record better sales in the third quarter of the financial year due to Christmas season;
- (b) The hotel operations in United Kingdom normally experience low trading after Christmas, New Year and Easter due to the after effects of the holiday seasons. Additionally, winter periods will also experience a decline in trading; and
- (c) The food and confectionery operations in Malaysia, Singapore and Hong Kong will normally record better sales during the various festive seasons.

**PAN MALAYSIAN INDUSTRIES BERHAD**  
**Company No: 5138-W**  
**(Incorporated in Malaysia)**

**A4. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows**

There were no items affecting assets, liabilities, equity, net income or cash flows that are unusual because of their nature, size or incidence in the financial year ended 31 March 2013 except for the following:

For the financial year ended 31 March 2013, the Group reported loss on dilution of interest in an associate of RM42.5 million. This loss was due to the issuance of ordinary shares by the associate pursuant to the full conversion of Class A1, A2 and A3 Irredeemable Convertible Unsecured Loan Stocks ("ICULS") by the ICULS holders up to 31 December 2012. The said conversion has resulted in the Group's equity interest in the associate being diluted from 19.12% to 13.23% as at 31 March 2013.

**A5. Changes in Estimates Reported in Prior Interim Periods**

There were no changes in estimates of amounts reported in prior financial year which may have a material effect during the financial year ended 31 March 2013.

**A6. Issuance or Repayment of Debts and Equity Securities**

There were no issuances or repayments of debt and equity securities, share buybacks, share cancellations and resale of treasury shares for the financial year ended 31 March 2013.

**A7. Dividends Paid**

No dividend was paid in the financial year ended 31 March 2013.

**A8. Segment Information**

The analysis of the Group's operations for the 12 months ended 31 March 2013 is as follows:-

	<b>Investment Property RM'000</b>	<b>Investment Holding RM'000</b>	<b>Elimination RM'000</b>	<b>Group RM'000</b>
<b>REVENUE</b>				
External revenue	4,300	-	-	4,300
Inter-segments revenue	14	1,430	(1,444)	-
	<u>4,314</u>	<u>1,430</u>	<u>(1,444)</u>	<u>4,300</u>
<b>RESULTS</b>				
Segment results	<u>19,503</u>	<u>3,256</u>		22,759
Finance costs				(9,084)
Share of results of an associate				5,430
Profit before tax				<u>19,105</u>
Tax expense				(4,732)
Profit for the financial year				<u>14,373</u>
<b>Segment assets</b>	<u>79,285</u>	<u>98,027</u>		<u>177,312</u>



**PAN MALAYSIAN INDUSTRIES BERHAD**  
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**A9. Property, Plant and Equipment**

The valuations of property, plant and equipment have been brought forward without amendment from the previous annual financial statements.

**A10. Material Events Subsequent to the End of the Interim Period**

There were no material events subsequent to the financial year ended 31 March 2013 and up to date of this report that have not been reflected in the financial statements for the said period as at the date of this report.

**A11. Changes in the Composition of the Group**

There were no changes in the composition of the Group during the financial year ended 31 March 2013.

**A12. Contingent Liabilities**

There are no material contingent liabilities as at the date of this report.

**A13. Capital Commitments**

The Group has no material capital commitments as at the date of this report.

**B. ADDITIONAL INFORMATION PURSUANT TO BURSA SECURITIES MAIN MARKET LISTING REQUIREMENTS**

**B1. Review of Performance**

The Group recorded a revenue of RM4.3 million for the year ended 31 March 2013. The revenue comprised rental income from its investment property. For the same period, the Group recorded profit before tax of RM19.1 million as compared with loss before tax of RM5.0 million for the previous year corresponding period. The profit before tax for the current year was due to (i) the share of results of an associate which included the gain arising from disposal of the insurance business (ii) fair value gain.

**B2. Material Changes in the Quarterly Results Compared to the Results of the Preceding Quarter**

The Group recorded a revenue of RM1.0 million in the current quarter which is consistent with that of the preceding quarter. However, the Group recorded loss before tax of RM1.0 million as compared with profit before tax of RM14.9 million in the preceding quarter. The loss for the current quarter was mainly due to share of loss of an associate and fair value gain recorded in the preceding quarter.

**B3. Prospects for Financial Year Ending 31 March 2014**

The Group expects the business environment in the financial year ending 31 March 2014 to remain challenging. In spite of this, it expects improved profit contribution from the continuing operations of its associate company.

The Group will continue to rationalise its assets in order to improve its financial position.

**PAN MALAYSIAN INDUSTRIES BERHAD**  
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**B4. Variance of Actual Results from Projected Results**

The Group had included forecast/projected results for the financial years ended/ending 31 March 2009 to 2013 in its Prospectus dated 22 December 2008 issued in relation to the Restricted Offer for Sale undertaken by the Group and completed on 21 January 2009.

The variances of the actual results for the financial year ended 31 March 2013 as compared with the projection are detailed in Appendix I.

**B5. Profit/(Loss) Before Tax**

Included in the profit/(loss) before tax are the following items :-

	<b>Current quarter</b>		<b>Cumulative quarter</b>	
	<b>3 months ended</b>		<b>12 months ended</b>	
	<b>31.03.2013</b>	<b>31.03.2012</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Depreciation and amortisation	-	-	(1)	(1)

**B6. Tax expense**

	<b>FOURTH QUARTER</b>		<b>CUMULATIVE 12 MONTHS</b>	
	<b>31.03.2013</b>	<b>31.03.2012</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Current taxation	272	156	782	629
Deferred tax	1,560	-	3,949	-
	<u>1,832</u>	<u>156</u>	<u>4,731</u>	<u>629</u>
Under provision in respect of prior years	-	-	1	419
	<u>1,832</u>	<u>156</u>	<u>4,732</u>	<u>1,048</u>

The tax provision of the Group for the financial year ended 31 March 2013 includes the company and a subsidiary with taxable profit.

**B7. Status of Corporate Proposals**

On 16 May 2013 the company announced the proposed disposal by Fairway Properties Sdn Bhd, a wholly owned subsidiary of PMI, of all that piece and parcel of freehold land known as Lot No. 1161, Seksyen 0057, Town And District of Kuala Lumpur, state of Wilayah Persekutuan Kuala Lumpur comprised in Geran No. 5573 together with the Fifteen (15) storey office building erected thereon known as Menara PMI, bearing the postal address No.2, Jalan Changkat Ceylon, 50200 Kuala Lumpur to Admiral Gateway Sdn Bhd for a total cash consideration of RM60.0 Million ("Proposed Disposal"). The Proposed Disposal is subject to shareholders' approval.

**B8. Group Borrowings**

Total Group borrowing as at 31 March 2013 are as follows:-

	<b>RM'000</b>
Short Term Borrowings	
-Secured	60,994
-Unsecured	70,000
	<u>130,994</u>

**PAN MALAYSIAN INDUSTRIES BERHAD**  
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**(Incorporated in Malaysia)**

**B9. Derivative Financial Instruments**

There were no derivative financial instruments at the date of this report.

**B10. Fair Value Changes of Financial Liabilities**

As at 31 March 2013, the Group does not have any financial liabilities measured at fair value through profit or loss.

**B11. Realised and Unrealised Profits/(Losses)**

The accumulated losses of the Group comprised the following:-

	<b>31.03.2013</b>	<b>31.03.2012</b>
	<b>RM'000</b>	<b>Restated RM'000</b>
The accumulated losses of the Company and its subsidiaries:-		
Realised	(455,070)	(482,977)
Unrealised	27,058	8,044
	(428,012)	(474,933)
Total share of accumulated profits/(losses) of an associate:		
Realised	(278,095)	(254,773)
Unrealised	(7,265)	2,469
	(713,372)	(727,237)
Less : Consolidation adjustments	643,504	685,648
Total accumulated losses	(69,868)	(41,589)

**B12. Material Litigation**

There is no material litigation as at the date of this report.

**B13. Dividend**

No dividend has been declared by the Board for the financial year ended 31 March 2013.

**B14. Earnings/(Loss) Per Share**

**(a) Earnings/(Loss) per share**

The earnings/(loss) per share is calculated by dividing the profit/(loss) for the financial year attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year as follows:

	<b>FOURTH QUARTER</b>		<b>CUMULATIVE 12 MONTHS</b>	
	<b>31.03.2013</b>	<b>31.03.2012</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
Profit/(Loss) attributable to equity holders of the Company (RM'000)	(2,863)	(2,914)	14,373	(6,014)
Weighted average number of ordinary shares in issue ('000)	1,263,261	1,263,261	1,263,261	1,263,261
Earnings/(Loss) per share (sen)	(0.23)	(0.23)	1.14	(0.48)

**(b) Diluted loss per share**

Diluted loss per ordinary share is not presented as the Company has no dilutive potential ordinary shares in issue.

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**B15. Auditors' Report on Preceding Annual Financial Statements**

The auditors' report on the financial statements for the financial year ended 31 March 2012 was not qualified.

**On behalf of the Board**  
**PAN MALAYSIAN INDUSTRIES BERHAD**

**SOO-HOO SIEW HOON**  
**HO CHUN FUAT**  
**Joint Company Secretaries**  
**31 May 2013**

## APPENDIX I

### PAN MALAYSIAN INDUSTRIES BERHAD ("PMI" OR THE "COMPANY")

#### VARIANCES OF ACTUAL UNAUDITED RESULTS FROM PROJECTED RESULTS FOR FINANCIAL YEAR ENDED 31 MARCH 2013

The reconciliation of the actual results as compared to the projected results included in the prospectus dated 22/12/2008.

	<b>RM'000</b>
Projected Profit after tax	11,267
Projected Contribution from the development of Mayang Land due to non-commencement of development	(6,800)
Projected reversal of impairment loss on MUI Shares not materialised	(5,070)
Higher interest expense due to higher interest rates and higher borrowings	(2,984)
Fair value gain on investment properties	20,694
Others	(30)
Tax effect on the variance	(2,704)
Actual profit after taxation	<u><u>14,373</u></u>