

SAPURA RESOURCES BERHAD

(Company No.: 3136-D)

Interim Financial Statements for the 4th quarter ended 31 January 2011

The Board of Directors is pleased to announce the unaudited financial results of the Group for the 4th quarter ended 31 January 2011

CONTENTS

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

EXPLANATORY NOTES

Unaudited Condensed Consolidated Statement of Comprehensive Income for the 4th Quarter ended 31 January 2011

		Individual 3 Months		Cumulative 12 Months	
	Note _	31.01.2011 RM'000	31.01.2010 RM'000 (restated)	31.01.2011 RM'000	31.01.2010 RM'000 (restated)
Continuing operations:			(**************************************		(,
Revenue	9	4,348	4,326	17,486	16,546
Operating Expenses		(8,280)	(2,889)	(32,084)	(16,488)
Operating (loss)/profit	_	(3,932)	1,437	(14,598)	58
Other income		234	555	1,109	920
Finance costs		(604)	(478)	(2,147)	(2,337)
Share of result of associates		17,769	83	17,977	321
Profit/(loss) before tax from continuing operations	-	13,467	1,597	2,341	(1,038)
Taxation	18	359	(1,624)	359	(1,624)
Profit/(loss) from continuing operations, net of tax		13,826	(27)	2,700	(2,662)
Discontinued operations:					
Profit/(loss) from discontinued operations,net of tax	3	8,062	(370)	36,168	8,703
Profit/(loss) net of tax	-	21,888	(397)	38,868	6,041
Other comprehensive income		-	-	-	-
Total comprehensive income/(loss) for the period	- -	21,888	(397)	38,868	6,041
Profit/(loss), represent total comprehensive income/(for the period attributable to :	loss)				
Owners of the Company Minority interests		21,888	(397)	38,868	6,041
Parioticy interests	-	21,888	(397)	38,868	6,041
Earnings/(Loss) per share attributable to					
Owners of the Company:		Sen	Sen	Sen	Sen
Basic, profit/(loss) from continuing operations	26	9.90	(0.01)	1.93	(1.90)
Basic, profit/(loss) from discontinued operations Basic, profit/(loss) for the period	26	5.78 15.68	(0.27)	25.91 27.84	6.23 4.33
basic, profity (1033) for the period	-	13.00	(0.20)	27.04	4.33

These unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2010

Unaudited Condensed Consolidated Statement of Financial Position as at 31 January 2011

	Note _	31.01.2011	(Restated) 31.01.2010
ACCETC		RM'000	RM'000
ASSETS NON CURRENT ASSETS			
Property, plant and equipment		82,663	185,912
Investment properties		103,854	107,089
Prepaid land lease payments	2	103,634	107,009
Intangible Assets	2	_	259
Investments in associates		19,476	1,666
myesunents in associates	=	205,993	294,926
CURRENT ASSETS	_	<u> </u>	
Inventories		1,584	33,555
DivicAmounts due from related parties			981
Trade and other receivables		1,002 2,103	18,018
Marketable securities	20	307	193
Cash and bank balances	20	14,628	19,026
Assets of disposal group		14,020	19,020
classified as held for sale	3	128,978	_
classified as field for safe	<i>-</i>	148,602	71,773
TOTAL ASSETS	_	354,595	366,699
TOTAL ASSETS	-	334,373	300,077
EQUITY AND LIABILITIES		RM'000	RM'000
Equity attributable to Owners of the Company			
Share capital		139,600	139,600
Other reserves		4,883	4,883
Retained profits	_	33,359	4,280
Total Equity	_	177,842	148,763
Non-current liabilities			
Borrowings	22	69,964	90,329
Deferred taxation		2,934	6,257
	_	72,898	96,586
Current Liabilities	_	· -	•
Amounts due to related parties		861	668
Trade and other payables		37,059	70,306
Borrowings	22	13,182	50,376
Liabilities directly associated with		·	•
disposal group classified as held for sale	3	52,753	-
	_	103,855	121,350
Total liabilities	_	176,753	217,936
TOTAL EQUITY AND LIABILITIES	-	354,595	366,699
NET ASSETS PER SHARE (RM)	_	1.27	1.07

These unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2010

Sapura Resources Berhad (Company No.: 3136-D)

Unaudited Condensed Consolidated Statement of Changes in Equity for the period ended 31 January 2011

Attributable to Owners of the Company <--- Distributable ---> <----> Revaluation Capital General Retained Minority Share Capital **Profits** Interests **Total Equity** Reserve Reserve Reserve Subtotal RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 At 1.2.2010 139,600 2,302 1,481 1,100 4,280 148,763 148,763 Dividend on ordinary shares (9,789)(9,789)(9,789)Total comprehensive income for the period 38,868 38,868 38,868 At 31.01.2011 139,600 2,302 1,481 1,100 33,359 177,842 177,842 139,600 2,302 1,481 1,100 142,722 142,722 At 1.2.2009 (1,761)Total comprehensive income for the period 6,041 6,041 6,041 At 31.01.2010 139,600 2,302 1,481 1,100 4,280 148,763 148,763

These unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2010

Unaudited Condensed Consolidated Statement of Cash Flows for the period ended 31 January 2011

	For the 12 months period ended 31.01.2011 RM'000	For the 12 months period ended 31.01.2010 RM'000
	M 1000	(restated)
CASH FLOWS FROM OPERATING ACTIVITIES		(,
Profit/(loss) before tax from continuing operations	2,341	(1,038)
Profit before tax from discontinued operations	41,384	11,579
Adjustment for:	,	,
Non-cash items	(17,167)	21,484
Operating profit before working capital changes	26,558	32,025
Net change in current assets	37,376	78
Net change in current liabilities	(1,741)	12,376
Taxes paid	(4,617)	(3,203)
Net cash generated from operating activities	57,576	41,276
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(13,506)	(6,723)
Proceeds from disposal of property, plant and equipment	49,055	461
Net cash from/(used in) investing activities	35,549	(6,262)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net repayment of borrowings	(57,811)	(18,243)
Interest paid	(5,891)	(5,918)
Net cash used in financing activities	(63,702)	(24,161)
NET INCREASE IN CASH AND CASH EQUIVALENTS	29,423	10,853
CASH AND CASH EQUIVALENTS AT START OF PERIOD	19,026	8,173
CASH AND CASH EQUIVALENTS AT END OF PERIOD	48,449	19,026
Cash and cash equivalents comprise:		
Cash and bank balances	48,701	19,026
Bank overdraft	(252)	-
	48,449	19,026
	7	11,010

These unaudited Condensed Consolidated Cash Flow Statement should be read in conjunction with the Audited Financial Statements for the year ended 31 January 2010

Explanatory Notes

1 BASIS OF PREPARATION

These unaudited condensed interim financial statements of the Group have been prepared in accordance with requirements of FRS 134 "Interim Financial Reporting" and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad, and should be read in conjunction with the audited financial statements for the year ended 31 January 2010.

The accounting policies, method of computation and basis of consolidation applied in these unaudited condensed interim financial statements are consistent with those used in the preparation of the audited financial statements for the year ended 31 January 2010.

2 CHANGES IN ACCOUNTING POLICIES

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 January 2010 except for the adoption of the following new Financial Reporting Standards ("FRS") and Interpretations, and amendments to certain Standards and Interpretation:

Effective for financial periods beginning on or after 1 July 2009:

FRS 8: Operating Segments

Effective for financial periods beginning on or after 1 January 2010:

FRS 4: Insurance Contracts

FRS 7: Financial Instruments: Disclosures

FRS 101: Presentation of Financial Statements (revised)

FRS 123: Borrowing Costs

FRS 139: Financial Instruments: Recognition and Measurement

Amendments to FRS 1: First-time Adoption of Financial Reporting Standards and FRS 127: Consolidated and Separate Financial

Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate

Amendment to FRS 2: Share-based Payment: Vesting Conditions and Cancellations

Amendments to FRS 132: Financial Instruments: Presentation

Amendments to FRS 139: Financial Instruments: Recognition and Measurement, FRS 7: Financial Instruments: Disclosures and IC

Interpretation 9: Reassessment of Embedded Derivatives

Amendments to FRSs 'Improvements to FRSs (2009)'

IC Interpretation 9: Reassessment of Embedded Derivatives

IC Interpretation 10: Interim Financial Reporting and Impairment

IC Interpretation 11: FRS 2 - Group and Treasury Share

IC Interpretation 13: Customer Loyalty Programmes

IC Interpretation 14: FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

TR I-3: Presentation of Financial Statements of Islamic Financial Institutions

The adoption of above new FRSs, Amendments to FRSs and Interpretations have no significant impact on the financial statements of the Group and the Company upon their initial application except for the changes arising from the adoption of FRS 7, FRS 8, FRS 101, FRS 139 and Amendments to FRSs 'Improvements to FRSs (2009)' as discussed below:

FRS 7: Financial Instruments: Disclosures

FRS 7 introduces new disclosures to improve the information about financial instruments. It requires the disclosure of quantitative and qualitative information about exposures to risks arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and foreign exchange risks, including sensitivity analysis to foreign exchange risks. As this is a disclosure standard, there will be no impact on the financial position or results of the Group for the period.

Explanatory Notes

2 CHANGES IN ACCOUNTING POLICIES (CONT'D)

FRS 8: Operating Segments

FRS 8 replaces FRS 114₂₀₀₄: Segment Reporting and requires a 'management approach', under which segment information is presented on a similar basis to that used for internal reporting purposes. As a result, the Group's external segmental reporting will be based on the internal reporting to the "chief operating decision maker", who makes decisions on the allocation of resources and assesses the performance of the reportable segments. As this is a disclosure standard, there will be no impact on the financial position or results of the Group for the period.

FRS 101: Presentation of Financial Statements

The revised FRS 101 separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transaction with owners, with all non-owner changes in equity presented in the statement of other comprehensive income. In addition, the standard introduces the statement of comprehensive income which presents income and expense recognised in the period. This statement may be presented in one single statement, or two linked statements. In addition, a statement of financial position is required at the beginning of the earliest comparative period following a change in accounting policy, the correction of an error or the reclassification of items in the financial statements. This revised FRS does not have any impact on the financial position and results of the Group.

FRS 139: Financial Instruments: Recognition and Measurement

FRS 139 sets out the new requirements for the recognition and measurement of the Group's financial instruments. Financial instruments are recorded initially at fair value. Subsequent measurement of those instruments at balance sheet date reflects the designation of the financial instrument.

Loan and receivables

Prior to 1 February 2010, loans and receivables were stated at the gross proceeds receivable less provision for doubtful debts. Under FRS139, loans and receivables are initially measured at fair value and subsequently at amortised cost using the effective interest rate method. Gains or losses are recognised in the consolidated statement of comprehensive income when the loans and receivables are derecognised, impaired or through amortisation process.

Payables

Under FRS 139, payables are initially measured at fair value and subsequently at amortised cost using the effective interest rate method. Gains or losses are recognised in the consolidated statement of comprehensive income when the liabilities are derecognised or through amortisation process.

Transitional provisions

In accordance with the transitional provision of FRS 139, the Group is required to remeasure the financial assets and liabilities as appropriate. Any adjustment of the previous carrying amount of the financial assets and liabilities shall be recognised as an adjustment of the balance of retained earnings at the beginning of the financial year in which FRS 139 is initially applied.

Amendments to FRSs 'Improvements to FRSs (2009)' - FRS 117: Leases

Prior to 1 February 2010, leasehold land that normally had an indefinite economic life and where title was not expected to pass to the lessee by the end of the lease term was treated as an operating lease. The payment made on entering into or acquiring a leasehold land was accounted for as prepaid land lease payments that were amortised over the lease term in accordance with the pattern of benefits provided.

Upon the adoption of the Amendment to FRS 117 in relation to classification of lease of land, the Group reassessed the classification of a leasehold land as a finance lease or an operating lease based on the extent of risks and rewards associated with the land. The Group has determined that all leasehold land of the Group are in substance finance leases and has reclassified its leasehold land from prepaid land lease payments to property, plant and equipment.

Explanatory Notes

2 CHANGES IN ACCOUNTING POLICIES (CONT'D)

Amendments to FRSs 'Improvements to FRSs (2009)' - FRS 117: Leases (cont'd)

The reclassification has been made retrospectively and does not affect the income statement.

The effects of the reclassification on the consolidated balance sheet as at 31 January 2010 are as follows:

	As previously reported RM'000	Effects RM'000	As restated RM'000
Property, plant and equipment	100,947	84,965	185,912
Prepaid land lease payments	84,965	(84,965)	0

3 DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

- i. On 10 May 2010, the Company announced that Sapura Auto Sdn. Bhd. ("SASB"), a wholly-owned subsidiary of the Company, had on 7 May 2010 entered into a conditional sale and purchase agreement ("SPA") with Sime Darby Motor Division Sdn. Bhd. for the disposal of a piece of freehold land together with the automobile showroom constructed thereon for a cash consideration of RM49,054,503 ("Property Disposal"). The SPA has become unconditional on 28 September 2010, and thereafter the SPA was completed on 9 December 2010.
- ii. On 4 November 2010, the Company had announced that it had entered into a conditional share sale and purchase agreement ("SSPA") with Ontime Direction Sdn Bhd ("Ontime") for the proposed disposal of 1,275,001 APIIT Shares and 1,275,001 UCTI Shares representing 51% equity interest each in APIIT and UCTI ("Education Group") for a total cash consideration of RM102,000,000. The SPA have been unconditionally fulfilled and fully satisfied on 18 February 2011.

As at 31 January 2011, the assets and liabilities of the Education Group have been classified as held for sale in accordance with Financial Reporting Standard 5 Non-Current Assets Held for Sale and Discontinued Operations and its results have been treated as results of discontinued operation. Going forward, our Group will equity account the results of the Education Group via our 49% equity interest in APIIT and UCTI.

Statements of financial position disclosures

The major classes of assets and liabilities classified as held for sale as at 31 January 2011 are as follows:

Assets:		RM'000
Property, plant & equipment		83,380
Intangible assets		259
Inventories		17
Receivables		11,249
Cash & Bank balances	_	34,073
Assets of disposal group classified as held for sale	-	128,978
Liabilities:		
Trade and other payables		49,655
Deferred tax	<u>-</u>	3,098
Liabilities directly associated with disposal group classified as held for sale	-	52,753
Net current assets directly associated with disposal group classified as held for sale	-	76,225
Statement of comprehensive income disclosures		
The results of for the 12 months period ended 31 January are as follows:		
	31.01.2011	31.01.2010
	RM'000	RM'000
Revenue	183,377	254,528
Operating Expenses	(173,780)	(250,206)
Operating income	9,597	4,322
Other income	35,531	11,581
Finance costs	(3,744)	(4,324)
Profit before tax	41,384	11,579
Taxation _	(5,216)	(2,876)
Profit for the period	36,168	8,703

Explanatory Notes

DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONT'D)

Statement of cash flows disclosures

The cash flows attributable are as follows:	31.01.2011	31.01.2010
	RM'000	RM'000
Operating	38,040	10,458
Investing	46,223	(5,352)
Financing	(61,897)	553
Net cash inflows	22,366	5,660

4 AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENT

The auditors' report on the financial statements for the year ended 31 January 2010 was not qualified.

5 SEASONAL OR CYCLICAL FACTORS

The Group's performance is not significantly affected by any seasonal or cyclical fluctuations.

6 UNUSUAL ITEMS

Other than the gain recorded from the disposal of a piece of freehold land together with the automobile showroom as referred to in Note 15, there were no other unusual items affecting assets, liabilities, equity, net income or cash flows of the Group.

7 CHANGES IN ESTIMATES

There were no changes in estimates of the amounts reported in the previous financial year that have a material effect on the results of the current reporting period.

8 DEBT AND EQUITY SECURITIES

There were no issuances, cancellations, repurchases, resale or repayment of debt and equity securities.

Explanatory Notes

9 SEGMENTAL REPORTING

Analysis of the Group's revenue and results by segment are as follows:-

	12 months ended 31.01.2011		12 months ended 31.01.2010	
	Revenue	Profit/(Loss)	Revenue	Profit/(Loss)
		Before Taxation		Before Taxation
	RM'000	RM'000	RM'000	RM'000
Continuing operations:				
Investment holdings/Property Investments	17,486	14,018	16,546	(3,176)
	17,486	14,018	16,546	(3,176)
Share of result of associates	0	17,977	0	321
Eliminations	0	(29,654)	0	1,817
	17,486	2,341	16,546	(1,038)
Discontinued operations:				
Education	96,579	28,667	75,885	18,936
Premium automotive sales & services	86,798	8,961	178,643	(10,883)
Eliminations	0	3,756	0	3,526
	183,377	41,384	254,528	11,579
	200,863	43,725	271,074	10,541

10 VALUATION OF PROPERTY, PLANT & EQUIPMENT

The valuation of property, plant and equipment and investment properties have been brought forward without amendment from the previous financial statements.

11 MATERIAL EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

Other than the proposed disposal of the Group's 51% equity interest in APIIT & UCTI as referred to in Note 3, there were no other material events subsequent to end of the reporting period.

12 CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group for the current financial period.

13 CONTINGENT LIABILITIES

There were no changes in contingent liabilities of the Group since the last annual balance sheet date.

Explanatory Notes

14 CAPITAL COMMITMENTS

	As at 31.01.2011 RM'000	As at 31.01.2010 RM'000
Approved and contracted for:		
Property, plant and equipment	1,148	-
Approved but not contracted for:		
Property, plant and equipment	5,953	5,232
	7,101	5,232

15 REVIEW OF PERFORMANCE

Revenue from continuing operations for the 12 months period under review rose to RM17.5 million from RM16.5 million (an increase of 1.0million or 6%) due to better rental rates achieved from the Group's property investment business.

Revenue from discontinued operations for the 12 months period under review is lower at RM183.4 million from RM254.5 million (a decrease of RM71.1 million or 27%) mainly due to lower sales at the Group's premium automotive sales & services.

Profit attributable to Owners of the Company for the quarter and for the 12 months period under review rose to RM21.9 million from lossess of RM0.4 million and to RM38.9 million from RM6.0 million respectively, mainly due to realisation of the gain from the disposal of a piece of freehold land together with the automobile showroom, profit from the Group's education business and write back of impairment in an associate.

16 MATERIAL CHANGES IN THE QUARTERLY RESULTS COMPARED TO THE PRECEDING QUARTER

The Group recorded a profit attributable to Owners of the Company of RM21.9 million in the period under review which is more than 60% increase compared to RM13.1 million recorded in the immediate preceding quarter mainly due to write back of impairment in an associate.

17 PROSPECTS

Following the Property Disposal and completion of the proposed disposal of the Group's 51% equity interest in APIIT & UCTI, our Group will be involved in investment holding/property investments and will continue to be involved in the education business via our Company's 49% equity interest in APIIT and UCTI. Barring any unforeseen circumstances, the Board of Directors expects the Group to record an overall satisfactory result for the financial year ending 31 January 2012.

18 TAXATION

	12 months ended	12 months ended
	31.01.2011	31.01.2010
Malaysian taxation	RM'000	RM'000
: continuing operations	359	(1,624)
: discontinued operations	(5,216)	(2,876)
	(4,857)	(4,500)

19 SALE OF UNQUOTED INVESTMENTS AND PROPERTIES

There were no sale of unquoted investments and/or properties for the current financial period.

20 QUOTED SECURITIES

There were no purchase and disposals of quoted securities during the quarter.

	As at	As at
	31.01.2011	31.01.2010
Investments in quoted securities as at the reporting period:	RM'000	RM'000
At carrying value/market value	307	193

21 CORPORATE PROPOSALS

There were no corporate proposals entered into during the reporting period.

Explanatory Notes

22 BORROWINGS

(a) Details of Group's borrowings are as follows:

	As at 31.01.2011 RM'000	As at 31.01.2010 RM'000
Short term - secured	13,182	30,723
'-unsecured	0	19,653
	13,182	50,376
Long term - secured	69,964	90,329
'-unsecured	0	0
	69,964	90,329
Total borrowings	83,146	140,705

(b) Currency denominations

All the borrowings are denominated in Ringgit Malaysia.

23 OFF BALANCE SHEET FINANCIAL INSTRUMENTS

There were no off balance sheet financial instruments as at the date of this announcement.

24 MATERIAL LITIGATION

On 9 April 2001, the Company was served with a writ of summons in respect of a claim by Bridgecon Engineering Sdn. Bhd. and Fujita Corporation (M) Sdn. Bhd. (collectively "BFJV") for sums allegedly payable in respect of the construction of Sapura@Mines building. BFJV filed an application for summary judgement on their claim. Summary judgement was entered in the High Court on 18 January 2010 in favour of BFJV for the sum of RM8 million, together with interest and costs. The Company's appeal was dismissed with costs on 8 October 2010. On 22 October 2010, the Company filed an application to the Federal Court for leave to appeal to the Federal Court, and for a stay pending appeal.

The Federal Court on 22 March 2011 dismissed with costs the Company's application for leave to appeal against the decision of the Court of Appeal. The Company subsequently on 28 March 2011 applied to the High Court for a stay of execution of the summary judgment entered against the Company pending full and final disposal of the Company's counter claim against BFJV. The application will be heard on 11 April 2011. In the interim, BFJV has agreed not to execute the summary judgment pending disposal of the Company's application for stay.

25 DIVIDEND

On 24 January 2011, the Company had announced a special dividend of 9.35 sen per ordinary share of RM1.00 each less income tax of 25% amounting to RM9.8 million. The dividend was paid on 28 February 2011.

26 EARNINGS PER SHARE

The earnings per share has been calculated based on the profit attributable to Owners of the Company from continuing operations of RM2,700,000 and discontinued operations of RM36,168,000 divided by the number of ordinary shares in issue during the period of 139,600,000.

BY ORDER OF THE BOARD

Eulis Rachmatiah binti Iskandar Sastrawidjaja (LS 8774) Zain Azrai Zainal Abidin (MIA 20859) Company Secretaries