

TA ENTERPRISE BERHAD (194867-M)

CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE FINANCIAL QUARTER ENDED 31 JANUARY 2009

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	31-01-09	31-01-08	31-01-09	31-01-08
	RM'000	RM'000	RM'000	RM'000
Revenue	112,275	126,774	537,146	546,706
Other income	10,770	12,476	38,929	94,178
Other expenses	(141,136)	(96,109)	(434,973)	(344,491)
(Loss)/Profit from operations	(18,091)	43,141	141,102	296,393
Finance costs, net	(1,420)	(1,787)	(6,149)	(9,300)
Share of profits/(losses) of associated companies, net of tax	11	(187)	(21)	(146)
(Loss)/Profit before tax	(19,500)	41,167	134,932	286,947
Income tax expense	(5,995)	(2,597)	(43,584)	(61,784)
(Loss)/Profit for the period	(25,495)	38,570	91,348	225,163
Attributable to:				
Equity holders of the parent	(25,551)	38,414	90,981	224,213
Minority interests	56	156	367	950
	(25,495)	38,570	91,348	225,163
(Loss)/Earnings per share attributable to equity holders of the parent				
Basic (sen)	(1.79)	2.69	6.37	16.10
Fully diluted (sen)	(1.79)	2.48	6.37	13.72

AS AT END OF CURRENT QUARTER

AS AT PRECEDING FINANCIAL YEAR END

Net assets value per share (RM)

1.45

1.50

(The Condensed Consolidated Income Statements should be read in conjunction with the Annual Financial Report for the year ended 31 January 2008)

TA ENTERPRISE BERHAD (194867-M)

CONDENSED CONSOLIDATED BALANCE SHEET

	AS AT END OF CURRENT QUARTER	AS AT PRECEDING FINANCIAL YEAR END
	31-01-09	31-01-08
	RM'000	RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	544,659	483,132
Investment property	180,509	205,082
Land held for property development	427,932	410,878
Prepaid land lease payments	11,713	9,856
Intangible assets	109	243
Associated companies	15,063	15,085
Other investments	9,989	44,191
Deferred tax assets	4,426	4,442
	<u>1,194,400</u>	<u>1,172,909</u>
Current assets		
Property development costs	37,732	80,182
Properties & land held for resale	6,961	7,613
Inventories	2,070	1,357
Financial receivables	133,077	195,177
Trade receivables	346,852	665,484
Other receivables	175,446	183,745
Short term investments	2,731	2,149
Short term funds	764,348	778,621
	<u>1,469,217</u>	<u>1,914,328</u>
Non-current asset classified as held for sale	-	262
	<u>1,469,217</u>	<u>1,914,590</u>
TOTAL ASSETS	<u>2,663,617</u>	<u>3,087,499</u>
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the Company		
Share capital	1,427,405	1,426,971
Reserves	636,237	707,091
	<u>2,063,642</u>	<u>2,134,062</u>
Minority interests	9,091	9,122
Total equity	<u>2,072,733</u>	<u>2,143,184</u>
Non-current liabilities		
Deferred tax liabilities	17,273	21,082
Term loan	109,480	129,224
	<u>126,753</u>	<u>150,306</u>
Current liabilities		
Provision for liabilities	38	1,240
Short term borrowings	7,481	7,883
Trade payables	338,359	639,926
Other payables	105,940	129,354
Income tax payable	12,313	15,606
	<u>464,131</u>	<u>794,009</u>
Total liabilities	<u>590,884</u>	<u>944,315</u>
TOTAL EQUITY AND LIABILITIES	<u>2,663,617</u>	<u>3,087,499</u>
Net assets value per share (RM)	<u>1.45</u>	<u>1.50</u>

(The Condensed Consolidated Balance Sheets should be read in conjunction with the Annual Financial Report for the year ended 31 January 2008)

TA ENTERPRISE BERHAD (194867-M)
**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL QUARTER ENDED 31 JANUARY 2009**

	Attributable to Equity Holders of the Parent						Distributable	Minority Interests	Total Equity	
	Non-distributable			Distributable						
	Share capital RM'000	Share premium RM'000	Capital reserve RM'000	General reserve RM'000	Translation reserve RM'000	Exchange difference recognised in equity RM'000	Retained profits RM'000	Total RM'000	RM'000	RM'000
At 1 February 2007	1,328,475	63,273	10,324	290	65,339	41,899	353,472	1,863,072	8,044	1,871,116
Currency translation differences, representing net gain not recognised in the income statement	-	-	-	-	9,359	12,625	-	21,984	128	22,112
Profit for the period	-	-	-	-	-	-	224,213	224,213	950	225,163
Dividend	-	-	-	-	-	-	(73,693)	(73,693)	-	(73,693)
Issuance of ordinary shares pursuant to exercise of Warrants 1999/2009	98,496	-	-	-	-	-	-	98,496	-	98,496
Costs associated with issuance of shares	-	(10)	-	-	-	-	-	(10)	-	(10)
At 31 January 2008	1,426,971	63,263	10,324	290	74,698	54,524	503,992	2,134,062	9,122	2,143,184
At 1 February 2008	1,426,971	63,263	10,324	290	74,698	54,524	503,992	2,134,062	9,122	2,143,184
Currency translation differences, representing net loss not recognised in the income statement	-	-	-	-	(43,072)	(11,653)	-	(54,725)	(398)	(55,123)
Profit for the period	-	-	-	-	-	-	90,981	90,981	367	91,348
Dividend	-	-	-	-	-	-	(107,055)	(107,055)	-	(107,055)
Issuance of ordinary shares pursuant to exercise of Warrants 1999/2009	434	-	-	-	-	-	-	434	-	434
Cost associated with issuance of shares	-	(55)	-	-	-	-	-	(55)	-	(55)
At 31 January 2009	1,427,405	63,208	10,324	290	31,626	42,871	487,918	2,063,642	9,091	2,072,733

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31 January 2008)

TA ENTERPRISE BERHAD (194867-M)

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2009**

	12 months ended	
	31-01-09 RM'000	31-01-08 RM'000
Operating Activities		
Profit before tax	134,932	286,947
Adjustments for:		
Non-cash items	59,761	25,854
Non-operating items	12,299	(90,075)
Operating profit before changes in working capital	<u>206,992</u>	<u>222,726</u>
Net change in assets	417,771	294,841
Net change in liabilities	(324,016)	(219,723)
Cash generated from operations	<u>300,746</u>	<u>297,844</u>
Interest (paid)/received	(31)	10,014
Taxes paid	(21,965)	(72,012)
Taxes refunded	83	166
Net cash generated from operating activities	<u>278,833</u>	<u>236,012</u>
Investing Activities		
Equity investments	31,318	41,829
Non-equity investments	(182,529)	(31,322)
Net cash (used in)/generated from investing activities	<u>(151,211)</u>	<u>10,507</u>
Financing Activities		
Transactions with shareholders (see Note)	(107,055)	(73,693)
Equity financing and borrowings	1,122	19,431
Decrease in pledged deposits for financing facilities	-	12,645
Net cash used in financing activities	<u>(105,933)</u>	<u>(41,617)</u>
Net increase in Cash & Cash Equivalents during the period	21,690	204,902
Cash & Cash Equivalents at beginning of year		
As previously reported	379,358	174,347
Effects of exchange rate changes	(2,826)	109
As restated	376,532	174,456
Cash & Cash Equivalents at end of current period which exclude monies held in trust, Housing Developer Accounts and fixed deposits pledged to financial institutions	<u>398,222</u>	<u>379,358</u>

(The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 January 2008)

Note: Dividends paid to shareholders

TA ENTERPRISE BERHAD (194867-M)

Quarterly Report for the Period Ended 31 January 2009

Notes (in compliance with FRS 134)

A1 Basis of Preparation

The quarterly financial report is unaudited and has been prepared in accordance with Financial Reporting Standard (FRS) 134: Interim Financial Reporting and Paragraph 9.22 of the Bursa Malaysia Securities Berhad Listing Requirements. The quarterly financial report should be read in conjunction with the Group's audited financial statements for the year ended 31 January 2008.

A2 Changes in Accounting Policies

The accounting policies and methods of computation adopted by the Group in these quarterly financial statements are consistent with those adopted in the audited financial statements for the year ended 31 January 2008 except for the adoption of the following new / revised Financial Reporting Standards ("FRS") effective for our financial year beginning 1 February 2008:

FRS 107	Cash Flows Statements
FRS 111	Construction Contracts
FRS 112	Income Taxes
FRS 118	Revenue
FRS 120	Accounting for Government Grants and Disclosure of Government Assistance
FRS 134	Interim Financial Reporting
FRS 137	Provision, Contingent Liabilities and Contingent Assets
Amendment to FRS 121	The Effects of Changes in Foreign Exchange Rates – Net Investment in Foreign Operation

The adoption of the above FRSs and amendment to FRS does not have significant financial impact on the Group.

The Group has not taken the option to early adopt FRS 139 - Financial Instruments: Recognition and Measurement, which will be effective for financial period beginning on or after 1 January 2010.

A3 Auditors' Report of Previous Annual Financial Statements

The auditors' report of the preceding annual financial statements was not qualified.

A4 Seasonal or Cyclical Factors

The Group's operations are not affected by any seasonal or cyclical factors other than the volatility in the trading volume and share prices on the Bursa Malaysia and the seasonal factors that affect the occupancy and room rates of the Group's hotel operations in Australia.

A5 Unusual Items Affecting the Financial Statements

There were no items affecting assets, liabilities, equity, net income or cash flows during the financial period under review that were unusual because of their nature, size or incidence.

A6 Changes in Accounting Estimates

There were no changes in estimates that have had a material effect in the current quarter results.

A7 Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities since the last annual balance sheet date except for the following:

Warrants 1999/2009

During the financial quarter ended 31 January 2009, the Company has not issued any new shares (Current year to date: 434,000 shares issued for cash consideration of RM1 per new ordinary share pursuant to the exercise of 434,000 warrants by the warrant holders). The number of warrants outstanding and unexercised as at 31 January 2009 is 473,649,326.

A8 Dividends Paid

Dividends paid on 1 August 2008 were approved by the shareholders at the Company's Annual General Meeting on 19 June 2008, in respect of the year ended 31 January 2008 being final dividend of 10% less 25% taxation (7.50 sen net per ordinary share), on 1,427,400,838 ordinary shares, amounting to RM107,055,055.

A9 Segmental Information

Segment revenue and segment results for the current financial year to date:

	Broking and financial services	Investment holding and Others	Credit and lending	Property investment	Property development	Hotel operations	Elimination	Consolidated
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue								
External sales	101,059	18,736	3,640	42,317	294,763	76,631	-	537,146
Inter-segment sales	-	231,918	-	7,972	-	-	(239,890)	-
Total revenue	101,059	250,654	3,640	50,289	294,763	76,631	(239,890)	537,146
Other income	14,232	11,086	1,264	4,103	4,042	4,202	-	38,929
Results								
Operating results	39,273	(33,324)	(46,656)	15,459	161,191	16,386	-	152,329
Foreign exchange gains/(losses)	(1,579)	(2,446)	-	(38)	-	35	-	(4,028)
Net segment results	37,694	(35,770)	(46,656)	15,421	161,191	16,421	-	148,301
Unallocated costs								(7,199)
Finance costs, net								(6,149)
Share of results of associated companies, net of tax		3		(24)				(21)
Profit before tax								134,932
Income tax expense								(43,584)
Profit for the year								91,348
Attributable to:								
Equity holders of the parent								90,981
Minority Interests								367
								91,348

A10 Subsequent Events

There were no material events subsequent to the end of the current quarter except for the following:-

Deregistration of Yorcom No 13 (Pty) Ltd

On 6 March 2009, the Company announced that Yorcom No 13 (Pty) Ltd, a wholly-owned subsidiary of the Company incorporated in South Africa, has been deregistered.

As Yorcom No 13 (Pty) Ltd is dormant and inactive, its deregistration will have no material financial and operational effect on the Company.

A11 Changes in the Composition of the Group during the financial year

(a) Acquisition of TA Global Berhad

On 15 August 2008, the Group acquired 100% equity interest in TA Global Berhad (“TAG”), a company incorporated in Malaysia for a total cash consideration of RM2, represented by 2 ordinary shares of RM1 each. TAG was incorporated on 8 August 2008 as a public limited company in Malaysia under the Companies Act, 1965. Its principal activity is investment holding and TAG is currently dormant.

(b) Dissolution of Empress Investments Trust (“EIT”) and Empress Holdings Trust (“EHT”)

On 20 August 2008, the Company announced that EIT and EHT, trusts of which the Company is the 100% ultimate beneficiary, incepted in the Barbados, had been dissolved on 13 August 2008.

The distribution of all remaining assets amounted to CAD517,934 (RM1,524,021 equivalent) in the trusts was paid on 13 August 2008 to their immediate beneficiary, TA Antarabangsa Development Limited, a wholly-owned subsidiary of the Company.

As both EIT and EHT are inactive, their dissolutions will have no material financial and operational effect on the Company.

(c) Dissolution of Empress II Holdings Limited (“EHL”) and TA Management (Empress II) Limited (“TML”)

On 22 August 2008, the Company announced that EHL and TML, wholly-owned subsidiaries of the Company, incorporated in Canada, had been dissolved.

As both EHL and TML are dormant and inactive, their dissolution will have no material financial and operational effect on the Company.

(d) Acquisition of AAVA Whistler Holdings Ltd.

On 12 September 2008, the Company announced that ERF Properties Sdn. Bhd., a wholly-owned subsidiary of the Company has acquired 1 common share representing 100% equity interest in AAVA Whistler Holdings Ltd., a foreign subsidiary, for a total cash consideration of CAD1.00.

AAVA Whistler Holdings Ltd. was incorporated on 31 August 2008 as a limited company in Canada (Certificate of Incorporation No. BC0833898) pursuant to the Business Corporations Act (British Columbia). The current issued and paid-up capital of AAVA Whistler Holdings Ltd. is one common share and it is principally engaged as a bare trustee registered owner of real estate.

(e) Acquisition of AAVA Whistler Hotel Ltd.

On 9 December 2008, the Group acquired 100% equity interest in AAVA Whistler Hotel Ltd (“AAVA Whistler”), a foreign subsidiary, for a total cash consideration of CAD1.00, represented by 1 common share of CAD1.00 each.

AAVA Whistler was incorporated on 2 December 2008 as a limited company in Canada (Certificate of Incorporation No. BC0840668) pursuant to the Business Corporations Act (British Columbia). The current issued and paid-up capital of AAVA Whistler is one common share. AAVA Whistler will be principally engaged as a management company and hotel operator.

(f) Acquisition of TA Covenant Ltd. and Ascents Hotel Pty. Ltd., and establishment of Ascents Trust

On 15 December 2008, the Group acquired 2 ordinary shares of AUD1.00 each in the capital of TA Covenant Ltd. and Ascents Hotel Pty. Ltd., representing 100% equity interest each as foreign subsidiaries of the Group, for a total cash consideration of AUD2.00 each.

The Group has also established Ascents Trust by subscribing to 12 ordinary units of AUD1.00 each representing all the units issued to-date, for a total cash consideration of AUD12.00.

TA Covenant Ltd. was incorporated in Victoria, Australia, under Corporations Act, 2001, Australia on 2 December 2008 and its principal activity is to act as trustee for Ascents Trust.

Ascents Hotel Pty. Ltd. was incorporated in Victoria, Australia, under Corporations Act, 2001, Australia on 15 December 2008 and its principal activity is hotel operator.

On 15 December 2008, TA Covenant Ltd. and Ascents Hotel Pty. Ltd., entered into a conditional Sale and Purchase Agreement to acquire the hotel property and business known as “The Westin Melbourne” located at 205-209 Collins Street, Melbourne, Victoria 3000, for a cash consideration of RM374,720,234 equivalent to AUD160,000,100 at the exchange rate of RM2.342 to AUD1. In accordance with the aforesaid agreement, a 10% deposit equals to AUD16,000,008 or RM37,472,000 was paid during the financial year. The acquisition was not yet completed as at 31 January 2009.

Ascents Trust was registered in Victoria, Australia under the Australian Law on 15 December 2008 and the trust will be the beneficial owner of The Westin Melbourne.

(g) Acquisition of AAVA Whistler Property Ltd (formerly known as No.205 Cathedral Ventures Limited) and establishment of AAVA (Canada) Trust

On 19 December 2008, ERF Properties Sdn. Bhd., a wholly-owned subsidiary of the Group acquired one common share of CAD1.00 each in the capital of AAVA Whistler Property Ltd (formerly known as No.205 Cathedral Ventures Limited), representing 100% equity interest as foreign subsidiary of the Company, for a total purchase price of RM964,661 at a pre-agreed exchange rate of RM2.9321 to CAD1.00.

AAVA Whistler Property Ltd was incorporated in Canada under the BC Company Act (now known as the BC Business Corporations Act) on 24 July 1997 as a private limited company and its principal activity is real estate investment holding. It will act as the bare trustee of AAVA Whistler Hotel (formerly known as Coast Whistler Hotel). Datuk Tiah Thee Kian was the ultimate Beneficial Owner of AAVA Whistler Property Ltd, prior to the sale of AAVA Whistler Property Ltd to ERF Properties Sdn. Bhd..

As at 19 December 2008, its authorized share capital is CAD20,000,000 comprising of 20,000,000 common shares of CAD1.00 each. The issued and paid up capital is CAD1.00 comprising 1 common share of CAD1.00 each.

The acquisition of AAVA Whistler Property Ltd had resulted in goodwill on acquisition amounted to approximately RM964,658, which had been written off in the Group’s income statement.

ERF Properties Sdn. Bhd has also established AAVA (Canada) Trust as the Beneficial Owner for the AAVA Whistler Hotel (formerly known as Coast Whistler Hotel), which it acquired for a cash consideration of CAD33,000,000 (RM96,759,300) on 19 December 2008. The aforesaid hotel had not open for business because it was under renovation since the day of acquisition until the end of financial year.

A12 Changes in Contingent Liabilities or Contingent Assets

There were no material changes in contingent liabilities or contingent assets since the last audited financial statements of the Group.

A13 Commitments

The amount of capital commitments not provided for in the interim financial statements as at 31 January 2009 is as follow:

	RM'000
Approved and contracted for:	
- Computer software	713
- Property, plant and equipment	339,308
	<u>340,021</u>

B1 Review of Performance of the Company and its Principal Subsidiaries

The Group reported a pre-tax loss of RM19.5million and a consolidated revenue of RM112.3million for the current fourth quarter, compared to pre-tax profit of RM41.2million and consolidated revenue of RM126.8million respectively achieved in the previous year's corresponding period. Although the Group recorded a drop in brokerage income resulted from the weak stock market sentiment, its impact on the Group's revenue was however cushioned by revenue in property development, especially its Idaman Residence Project, which increased more than two-fold as compared to previous year's corresponding period. The Group's pre-tax loss in the current quarter was mainly attributable to higher provision for doubtful debts, higher impairment losses on other investments and lower gain on disposal of short term and other investments.

Analysis of the profit before tax for the current fourth quarter:

	Current Quarter 31 Jan 2009 RM'000	Year To Date 31 Jan 2009 RM'000
Revenue	112,275	537,146
Other income		
- Write-back of provision on financial receivables	24	40
- Interest income from financial institutions	4,049	19,485
- Other interest income	2,964	5,561
- Accretion on discounts of other investments	121	2,113
- Gain on disposal of short term and other investments	3,487	6,964
- Others	125	4,766
	10,770	38,929
Other expenses		
- Amortisation and depreciation	(7,201)	(29,242)
- Cost of properties sold	(7,904)	(135,640)
- Contract cost	(2,375)	(12,349)
- Remisiers', agents' and futures brokers' commissions	(4,087)	(20,344)
- Hotel operational expenses (include hotel personnel cost)	(12,140)	(55,767)
- Personnel and others	(43,423)	(87,316)
- Provision for doubtful debts	(41,168)	(50,427)
- Provision for impairment loss on other investments	(17,808)	(36,867)
- Provision for impairment loss on properties	-	(2,992)
- Foreign exchange loss	(5,030)	(4,029)
	(141,136)	(434,973)
Finance costs, net	(1,420)	(6,149)
Share of results of associated companies, net of tax	11	(21)
(Loss)/Profit before tax	(19,500)	134,932

Profit in the current financial year to date was mainly contributed by the Group's property development activities, stockbroking operations, hotel operations in Australia and property investment.

B2 Material Changes in Pre-tax Profit for the Current Quarter Compared with the Preceding Quarter

The Group registered a pre-tax loss of RM19.5 million in the current fourth quarter as compared with a pre-tax profit of RM51.2 million in the preceding third quarter. This was mainly attributable to the lower revenue of property development and hotel operations divisions. Besides, the Group reported higher provision for doubtful debts on financial receivables and higher provision for impairment losses on investments in the current fourth quarter.

B3 Prospects for the next financial year

The country is presently facing various economic challenges such as depressed global demand across the world, sharp fall in exports of the country, imminent recession and lacklustre financial and property markets. In the light of these challenges, the Group will focus on prudent management practices, acquiring undervalued assets, and expedite the completion of property development projects that have been sold.

Barring unforeseen circumstances, the Group expects to withstand these economic challenges and continue to achieve enhancement in shareholders' value.

B4 Variance between Actual Profit and Forecast Profit

Not applicable.

B5 Taxation

a) Taxation for the current financial period is as follows:

	Current quarter RM'000	Year to date RM'000
Estimated tax charge for the period		
Malaysian income tax	10,269	47,590
Foreign tax	1,186	4,969
Deferred tax	(349)	(3,864)
Overprovision of tax	(5,111)	(5,111)
	<hr/> 5,995	<hr/> 43,584

b) A reconciliation between the statutory and effective tax rate:

	Current quarter RM'000	Year to date RM'000
(Loss)/Profit before taxation	<hr/> (19,500)	<hr/> 134,932
Taxation at the statutory income tax rate of 25%	(4,875)	33,733
Adjustments mainly due to the utilisation of previously unabsorbed tax losses and capital allowances, certain income not subject to tax net of certain expenses not deductible for tax purposes	15,981	14,962
Overprovision of tax	(5,111)	(5,111)
Tax expense for the financial period	<hr/> 5,995	<hr/> 43,584

B6 Sale of Unquoted Investments and/or Properties

There were no sales of unquoted investments and properties except for the following:-

	Total Sales	
	Current quarter RM'000	Year to date RM'000
Investment in Equity Linked Notes (included in other investments)	-	117,770

The disposals had not resulted in any gains or losses as they were transacted at carrying amount.

B7 Quoted Securities

a) Details of purchases and disposals of quoted securities held by the Group for the current financial period are as follows:-

	Current quarter	Year to date
	RM'000	RM'000
Total purchases	2	51,518
Total sales	60,627	87,602
Gain on sale of quoted securities	1,684	1,240

b) Total investments in quoted securities held by the Group as at 31 January 2009 are as follows:-

	Local Stockbroking Subsidiary	Others	Total
	RM'000	RM'000	RM'000
Quoted securities, at cost	4,332	36,422	40,754
Less : Provision for impairment losses	(1,906)	(28,539)	(30,445)
Quoted securities, at book value	2,426	7,883	10,309
Market value of quoted securities	2,426	9,536	11,962

B8 Corporate Proposals

Status of Corporate Proposals

All corporate proposals announced have been completed at the date of this quarterly report except for the following:-

- a) partially completed Special Bumiputra Issue first implemented in 1997;
- b) On 21 March 2003, TA Securities Holdings Berhad (“TASH”) submitted an application for Universal Broker (“UB”) status to the Securities Commission (“SC”). On 11 August 2003, TASH received approval from the SC subject to the fulfillment of certain conditions imposed on TASH.

An appeal seeking exemption/waiver of the aforesaid conditions was made by TASH and on 18 March 2004, SC varied the earlier conditional approval by retaining all the conditions previously imposed, except the condition that TASH, instead of Datuk Tiah Thee Kian (“Datuk”), would now provide a written declaration to the SC on the effective beneficial shareholding of Datuk in the Company.

Following the 18 March 2004 letter from SC and pursuant to the various appeals made by TASH to the SC on the same subject matter, the SC on 18 October 2004, consented to the following:

- (i) That Datuk and persons connected with him shall assign the voting rights of the shares in excess of 20% of their collective shareholding in the Company (“the excess shares”) to a firm of independent trustees before TASH is given the status of UB; and
 - (ii) That Datuk shall have full discretion to dispose the excess shares in the Company as he deems fit to persons other than himself, his nominees and persons connected with him within two years from the date of TASH being given the UB status.
- c) On 4 September 2008, the Company announced a proposal to list its property division currently held by its wholly-owned subsidiary company, TA Properties Sdn Bhd (“TAP”) on the Main Board of Bursa Malaysia Securities Berhad by undertaking the following proposals:

- (i) Proposed Reorganisation comprising:-

- (a) Proposed disposals by the Company of the following:-

- 10,000,000 ordinary shares of RM1.00 each and 689,489 non-cumulative redeemable preference shares of RM1.00 each in TAP, representing 100% of the existing issued and paid-up share capital of TAP;
- 25,000 ordinary shares of RM1.00 each in Sanjung Padu (M) Sdn Bhd, representing the entire 49% equity interest held by the Company; and
- the entire 50% unit trust capital held by the Company in Wales House Trust;

to TA Global Berhad (“TAG”) for a total consideration of RM1,725,781,814 to be satisfied by the issuance of 2,236,199,996 new ordinary shares of RM0.50 each in TA Global at an issue price of RM0.50 each to be credited as fully paid-up and 1,215,363,632 new irredeemable convertible preference shares of RM0.50 each in TAG at an issue price of RM0.50 each.

Upon completion of the above proposed disposals, TA Properties Group, Sanjung Padu and Wales House Trust will be effectively 100% subsidiaries of TAG.

- (b) Proposed disposal by the Company to TAG of Taman Duta Residences, (Nos 28, 28A and 30, Persiaran Duta, Taman Duta), 2 pieces of leasehold land with residential house No.30 situated on Lot 37717 (formerly PT22) HS(D) 63, Mukim and District of Kuala Lumpur and houses Nos 28 and 28A situated on Lot 37716 PN10009, Mukim and District of Kuala Lumpur, for a total consideration of RM26,900,000 to be satisfied by the issuance of 53,800,000 new shares at an issue price of RM0.50 each to be credited as fully paid-up at an issue price of RM0.50 each.
- (ii) Proposed Listing of TAG on the Main Board of Bursa Malaysia Securities Berhad comprising the following:-
 - (a) Proposed Rights Issue of 860,000,000 new shares at an issue price of RM0.50 per ordinary share of RM0.50 each to all the existing shareholders of TAG;
 - (b) Proposed Public Issue by TAG of 350,000,000 new shares at an indicative issue price of RM0.50 per share; and
 - (c) Proposed Offer for Sale by the Company of 875,000,000 shares at an indicative issue price of RM0.50 per share.
- (iii) Proposed Capital Distribution of up to 1,425,791,000 shares and all ICPS held by the Company (amounting to 1,215,363,632 ICPS) representing up to approximately 40.7% equity interest in TAG to the shareholders of the Company which will result in, amongst others, the reduction of the par value of the ordinary shares of the Company from RM1.00 to RM0.50; and
- (iv) Proposed Amendments to the Memorandum and Articles of Association of the Company to facilitate the Proposed Capital Distribution.

The Company had on 12 September 2008 made a submission in relation to the above proposals to the Securities Commission, Equity Compliance Unit (under the Guidelines on Acquisition of Interests, Mergers and Take-overs by Local and Foreign Interests) and the Ministry of International Trade and Industry for the respective regulatory authorities' approval.

On 5 November 2008, the Ministry of International Trade and Industry informed that it had taken note of the Proposals, subject to the approval of the Securities Commission for the Proposed Listing and compliance with the Foreign Investment Committee's Guidelines on the Acquisition of Interest, Mergers and Take-overs by Local and Foreign Interests.

On 12 November 2008, the Securities Commission approved the above proposals pursuant to the Capital Markets and Services Act 2007 and the Foreign Investment Committee's Guidelines on the Acquisition of Interest, Mergers and Take-overs by Local and Foreign Interests, subject to the fulfillment of certain conditions imposed on the Company and TAG. The Company and TAG do not foresee any problem in the fulfillment of those issues.

B9 Group Borrowings and Debt Securities

Total Group borrowings as at 31 January 2009 were as follows:-

	Secured RM'000
<i>Long Term Borrowings</i>	
Foreign currency loan	<u>109,480</u>
<i>Short Term Borrowings</i>	
Foreign currency loan	<u>7,481</u>
Denomination of secured foreign currency loan: -	
<i>Long Term Loan</i>	
C\$ 37,206,445	<u>109,480</u>
<i>Short Term Borrowings</i>	
C\$ 2,542,488	<u>7,481</u>

The secured foreign currency loan of the Group is a 15-year term loan which will mature on 1 December 2020. The fixed interest rate of 4.79% per annum on the loan is compounded semi-annually and payable monthly together with principal amount. The term loan is secured against a freehold land and building in Canada and the assignment of rentals and general security agreement over the aforesaid land and building.

B10 Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments as at 17 March 2009.

B11 Material Litigation

As at 17 March 2009, there were no changes in material litigation since the last annual balance sheet date of 31 January 2008.

B12 Dividend

No interim ordinary dividend has been declared for the financial period ended 31 January 2009 (31 January 2008: Nil).

B13 Earnings Per Share (EPS) attributable to the equity holders of the parent

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current year quarter 31 Jan 2009	Preceding year corresponding quarter 31 Jan 2008	Current year to date 31 Jan 2009	Preceding year corresponding period 31 Jan 2008
Basic earnings per share				
(Loss)/Profit for the period (RM'000) - attributable to equity holders	(25,551)	38,414	90,981	224,213
Weighted average number of ordinary shares in issue ('000)	1,427,405	1,426,971	1,427,268	1,392,877
Basic (loss)/earnings per share (sen)	<u>(1.79)</u>	<u>2.69</u>	<u>6.37</u>	<u>16.10</u>
Diluted earnings per share				
(Loss)/Profit for the period (RM'000) - attributable to equity holders	(25,551)	38,414	90,981	224,213
Weighted average number of ordinary shares in issue ('000)	1,427,405	1,426,971	1,427,268	1,392,877
Effects of dilution – Warrants 1999/2009	-	121,438	-	241,882
Adjusted weighted average number of ordinary shares in issue and issuable	1,427,405	1,548,409	1,427,268	1,634,759
Diluted (loss)/earnings per share (sen)	<u>(1.79)</u>	<u>2.48</u>	<u>6.37</u>	<u>13.72</u>

For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares in issue during the corresponding period of preceding year had been adjusted for the dilutive effects of all potential ordinary shares resulting from conversion of Warrants 1999/2009.

As for the current financial period, the dilutive effects of all the outstanding warrants have not been taken into account as the conversion of these warrants are anti-dilutive.