KIM LOONG RESOURCES BERHAD
(Company Number: 22703-K)

EXPLANATORY NOTES

A1. Basis of preparation

The interim financial report is unaudited and has been prepared in accordance with Financial Reporting Standard (FRS) 134 : Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB") and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The interim financial report should be read in conjunction with the audited financial statements for the financial year ended 31 January 2010. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to the understanding of the changes in the financial position and performance of the Group since the financial year ended 31 January 2010.

The accounting policies and methods of computation adopted by the Group in these interim financial statements are consistent with those adopted in the audited financial statements for the financial year ended 31 January 2010 except for the adoption of the new and revised FRSs, Amendment to FRSs and IC Interpretations which are relevant to the Group's operations with effect from 1 February 2010 as set out below:

FRS 7 Financial Instruments: Disclosures
FRS 8 Operating Segments
FRS 101 Presentation of Financial Statements
FRS 123 Borrowing Costs
FRS 139 Financial Instruments: Recognition and Measurement
Amendment to FRS 117 Leases
IC Interpretation 10 : Interim Financial Reporting and Impairment
IC Interpretation 11 : FRS 2 – Group and Treasury Share Transactions

Other than the effect of the application of FRS 101, Amendment to FRS 117 and FRS 139 described below, the initial application of the above new and revised FRS and IC Interpretations did not result in any significant changes in the accounting policies and presentation of the financial results of the Group.

(i) FRS 101 Presentation of Financial Statements

FRS 101 requires an entity to present, in a statement of changes in equity, all owner changes in equity. All non-owner changes in equity (i.e comprehensive income) are required to be presented in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). Components of comprehensive income are not permitted to be presented in the statement of changes in equity. 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. FRS 101 does not have any impact on the financial position or results of the Group and of the Company.

(ii) Amendment to FRS 117 Leases

Prior to the adoption of the Amendment to FRS 117, leasehold land that normally had an indefinite economic life and where title was not expected to pass to the lessee by 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 benefit 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 extend of risks and rewards associated with the land. The Group has determined that certain leasehold land of the Group are in substance finance leases and has reclassified those leasehold land from “Prepaid land lease payments” to “Property, plant and equipment”.

The reclassification has been made retrospectively in accordance with the transitional provision and does not affect the results of the Group.

The effects of the reclassification to the comparatives following the adoption of the Amendments to FRS 117 are as follows:

	As previously reported RM’000	Effects of Amendment to FRS 117 RM’000	As restated RM’000
Property, plant and equipment	185,197	175,799	360,996
Prepaid land lease payments	178,735	(175,799)	2,936

The change in accounting policies due to adoption of amendments to FRS117 has no effect on the profit for the current year-to-date.

(iii) FRS 139 Financial Instruments : Recognition and Measurement

The new Standard on FRS 139 Financial Instruments : Recognition and Measurement establishes principles for recognising and measuring financial assets, financial liabilities and some contracts to buy and sell non-financial items. Financial instruments are recorded initially at fair value. Subsequent measurement of those instruments at balance sheet date reflects the designation of the financial instruments.

(1) 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 income statement when the liabilities are derecognised or through amortisation process.

(2) Derivative Financial Instruments

The Group designates certain derivative as hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge). The Group has entered into :

(a) an interest rate swap which is a cash flow hedge for the Group's exposure to interest rate risk on a borrowing entered by a subsidiary company; and
(b) a commodity swap which is a cash flow hedge for the Group's exposure to fluctuation of CPO price.

Prior to 1 February 2010, derivatives are not recognised on the financial statement. Under FRS 139, the fair value changes on the effective portion of interest rate swap and commodity swap designated as cash flow hedges are recognised in the hedging reserve and transferred to the income statement when the interest expenses on the borrowing (interest rate swap) / physical sales (commodity swap) are recognised in income statement. The fair value changes on the ineffective portion of swaps are recognised immediately in income statement.

The carrying amount of a derivative designated as a hedge is presented as a non-current asset or liability if the remaining expected life of the hedged item is more than 12 months, and as current asset or liability if the remaining expected life of the hedged item is less than 12 months.

Prior to 1 February 2010, the Group has also stated certain non-current financial liabilities at undiscounted amount payable. With the adoption of FRS 139, these financial liabilities are initially measured at fair value and subsequently at amortised cost using the effective interest rate method.

In accordance with the transitional provisions for the first time adoption of FRS 139, the above changes in accounting policy have been accounted for prospectively and the comparatives as at 31 January 2010 are not restated. The effects of the changes have been accounted for by adjusting the following opening balances on 1 February 2010:

	As previously reported RM'000	Effects of adopting FRS 139 RM'000	After effects of adopting FRS 139 RM'000
Quoted investment	42	(42)	-
Available-for-sale financial assets	-	42	42
Other borrowings	12,801	(1,004)	11,797
Minority interests	37,787	320	38,107
Retained earnings	73,090	684	73,774

In addition, the change in accounting policies due to adoption of FRS139 has the effect of decreasing the profit for the current year-to-date by RM281,755.

The Group has not elected for early adoption of the following new and revised FRSs and IC Interpretations relevant to the current operations of the Group, which were issued but not yet effective for the financial year ended 31 January 2011:

		Effective for financial periods beginning on or after
FRS 1	First-time Adoption of Financial Reporting Standards	1 July 2010
FRS 3	Business Combinations	1 July 2010
FRS 127	Consolidated and Separate Financial Statements	1 July 2010
IC Interpretation 4 :	Determining whether an Arrangement contains a Lease	1 January 2011
IC Interpretation 18 :	Transfers of Assets from Customers	1 January 2011
FRS 124	Related Party Disclosures	1 January 2012

The above new and revised FRSs and IC Interpretations are not expected to have any significant impact on the financial statements of the Group upon their initial application.

A2. Audit qualification

The auditors' report of the preceding annual financial statements of the Group did not contain any qualification.

A3. Seasonal or cyclical factors

The production of Fresh Fruit Bunches ("FFB") from the estates and palm oil from the mill is normally low during the first quarter of each year and will rise in the second quarter, peak in the third quarter and then slowly decline in the fourth quarter. The current quarter production of FFB was broadly in line with the above trend. However, the overall production is much lower than last year which is broadly in line with the change in cropping trend seen nationwide.

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

A6. Debt and equity securities

The Company's issued and paid-up capital increased from RM304,237,352 as at 31 January 2010 to RM305,287,441 as at 31 January 2011 as a result of:

(a) issuance of 621,400 new ordinary shares of RM1 each under the Company's Employees' Share Option Scheme ("ESOS"); and

(b) issuance of 428,689 new ordinary shares of RM1 each pursuant to the exercise of 428,689 Warrants.

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

A7. Dividends paid

The gross dividends paid during the current financial year-to-date were as follows:

(a) A final single tier tax exempt dividend of 6 sen per ordinary share in respect of the financial year 2010 was paid on 18 August 2010.

(b) An interim single tier tax exempt dividend of 5 sen per ordinary share in respect of the financial year 2011 was paid on 16 December 2010.

A8. Segmental information

Major segments by activity:-

	Revenue		**Results**	
	Year ended		Year ended	
	31/01/2011	31/01/2010	31/01/2011	31/01/2010
	RM'000	RM'000	RM'000	RM'000
Plantation operations	126,283	113,686	65,957	52,198
Milling operations	562,126	442,989	27,001	32,532
	688,409	556,675	92,958	84,730
Less:				
Inter-segment eliminations	(124,631)	(105,142)	1,112	(2,193)
	563,778	451,533	94,070	82,537
Less:				
Unallocated expenses			(4,146)	(3,540)
Finance income			2,645	1,817
Finance costs			(1,951)	(1,359)
Profit before tax			90,618	79,455
Tax expenses			(19,162)	(19,930)
Profit for the year			71,456	59,525

A9. Valuation of property, plant and equipment

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

A10. Material subsequent events

There are no material events subsequent to the end of the current financial year that have not been reflected in the financial statements for the current financial period up to 28 March 2011.

A11. Changes in the composition of the Group

There were no changes in the composition of the Group for the current quarter including business combination, acquisition or disposal of subsidiaries and long term investments, restructuring and discontinuing operations.

A12. Contingent liabilities or Contingent assets

There were no material changes in contingent liabilities at group level since the last annual balance sheet as at 31 January 2010 except the followings:

On 18 February 2011, the following Judgment for the High Court Civil Suit No. 22-10-2005-I (SG) was delivered at Kuching High Court, which had been announced to Bursa Securities on 22 February 2011:

1. the Plaintiffs are entitled to their claim to land under native customary rights in the Sg. Tenggang Native Customary Rights Development area at Pantu;
2. the destruction of the Plaintiffs' respective native customary rights land by the first 3 Defendants, namely Lembaga Pembangunan dan Lindungan (Land Custody and Development Authority), Pelita Holdings Sdn. Bhd. and Tetangga Akrab Pelita (Pantu) Sdn. Bhd. (currently known as Winsome Pelita (Pantu) Sdn. Bhd.), was unlawful and damages to be assessed by the Deputy Registrar be paid by the first 3 Defendants with interest at 4% per annum from the date hereof until settlement;
3. the first 3 Defendants forthwith give vacant possession of the Plaintiffs' native customary rights land;
4. the first 3 Defendants and their servants, agents, assignees and successors are restrained from entering, occupying, clearing, harvesting or in any way howsoever carrying out works in the Plaintiffs' native customary rights land; and
5. Costs to the Plaintiffs to be paid by the first 3 Defendants to be taxed unless agreed. No order as to costs against the 4th Defendant, namely State Government of Sarawak, as it is a nominal Defendant.

On 9 March 2011, the Court of Appeal had granted a stay of execution of the Judgment delivered by the High Court. As such, the Directors of the Company are of the opinion that no liabilities need to be accrued in account at the moment.

The investment for the claimed area is approximately RM3 million.

ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA SECURITIES

B1. Review of the performance of the Company and its principal subsidiaries

The revenue and profit before tax ("PBT") of the Group were RM563.78 million and RM90.62 million respectively for the financial year ended 31 January 2011, as compared to RM451.53 million and RM79.46 million respectively for the last financial year.

The 25% and 14% increases in revenue and PBT respectively were mainly due to higher crude palm oil and palm kernel oil prices which were about 26% and 64% respectively higher than the last financial year.

The profit from plantation operation for the period under review was RM65.96 million which was 26% higher than RM52.20 million recorded for the last financial year. The benefit of higher palm oil prices had been offset by lower FFB production. The FFB production for the period under review was 227,300 MT, a drop of 13.5% or 35,500 MT as compared to the last financial year. The drop was mainly from our estates in Keningau region and it was broadly in line with the drop in FFB production in this region.

As for the milling operation, the profit was RM27.00 million which was 17% lower than the RM32.53 million recorded for the last financial year. Total CPO production for the period under review was 165,200 MT, which was 4% lower than 172,100 MT recorded in the last financial year. Stiff competition for FFB supply has caused drop in margin of milling operations.

B2. Comparison of profit before tax for the quarter reported on with the immediate preceding quarter

The PBT for the current quarter was RM22.85 million which was 18% lower than RM27.78 million achieved in the preceding quarter ended 31 October 2010. The drop in PBT was mainly due to drop in FFB and CPO production. Profit margin in milling operations was squeezed due to competition for FFB supply. However, the impact of drop in production has been cushioned by better prices. The average CPO price in the current quarter was 28% higher as compared to the preceding quarter. The FFB production for the current quarter dropped by 19% or 12,000 MT to 51,200 MT as compared to 63,200 MT achieved in the preceding quarter. As for the milling operations, FFB intake during the current quarter dropped by 11% as compared to the preceding quarter.

B3. Current financial year prospects

For the financial year ending 31 January 2012, we expect the CPO production quantity of the milling operations to be higher than the quantity achieved in the financial year 2011. For the plantation operations, we expect the FFB production to recover from its low production yield cycle in the financial year 2011 and hope to achieve at least 20% increase in the financial year 2012.

We also expect the palm oil prices to remain high but volatile in the financial year 2012. Nevertheless, the Group will continue to monitor the CPO price closely and take appropriate measures to reduce the impact of volatility of CPO price.

Based on the above and barring any unforeseen circumstances, the Board expects the Group to perform better in the financial year 2012.

B4. Variance of actual profit from forecast profit and shortfall in profit guarantee

This is not applicable.

B5. Income tax

	Current Quarter 31/01/2011 RM'000	Current Financial Year-to-date 31/01/2011 RM'000
Malaysian Income Tax		
- Current year	2,028	18,728
- over provision in prior year	(12)	(19)
	2,016	18,709
Deferred tax		
- Current year	739	1,255
- Realisation of revaluation surplus on land	(72)	(289)
- over provision in prior year	(59)	(513)
	608	453
	2,624	19,162

The effective tax rate is lower than the statutory tax rate for the current quarter and current financial year-to-date mainly due to adjustments on recognition of deferred tax assets on reinvestment and other similar allowances in excess of their normal capital allowances and certain income which are not taxable.

B6. Profits/(losses) on sale of unquoted investments and/or properties

There were no profits/(losses) derived from the sale of unquoted investments and/or properties for the current quarter and financial year-to-date.

B7. Purchase or disposal of quoted securities

Status of the quoted securities held during the financial year-to-date are as follows:

(a) Total sale proceeds of quoted securities for the current quarter and financial year-to-date are as follows:-

	Current Quarter 31/01/2011 RM'000	Current Financial Year-to-date 31/01/2011 RM'000
Total sale proceeds	43	43
Total gain on disposals	1	1

There is no purchase quoted securities during the current quarter and financial year-to-date.

(b) There is no investment in quoted securities as at 31 January 2011.

B8. Status of corporate proposals

Status of corporate proposal not completed as at 28 March 2011:

(a) As one of the conditions set by the Securities Commission upon approval in respect of the issuance of the Company's Prospectus vide their letter dated 17 July 2000, the Company was requested to report in its quarterly announcement the status of the application for the registration of separate land titles of two pieces of plantation land until completion ("Subdivision"). The status of the Subdivision is as follow:

The two pieces of the land are registered in favour of two subsidiary companies as the owners of 10,781/12,881 undivided share and 100/12,881 undivided share.

On 28 July 2009, the remaining amount of land premium due was paid to Jabatan Tanah and Ukur, Kota Kinabalu ("JTU") in respect of the subdivision and conversion. The duly executed and accepted draft subdivided land titles were submitted and acknowledged by JTU on 30 July 2009.

The Group is currently waiting for the final subdivided land titles to be issued by JTU.

B9. Group borrowings and debt securities

As at 31 January 2011, the total secured borrowings, which are denominated in Ringgit Malaysia, are as follows:

	RM'000
Short term borrowings :	
Overdrafts	819
Revolving credit	5,500
Term loans	8,057
	14,376
Long term borrowings :	
Term loans	21,190

There were no unsecured interest bearing borrowings as at 31 January 2011.

B10. Derivative instruments

Interest rate swap contracts

The Group has entered into interest rate swap contract that is designated as a cash flow hedge to convert floating rate liabilities to fixed rate liabilities to reduce the Group's exposure from adverse fluctuations in interest rate on underlying debts instruments. The differences between the rates calculated by reference to the agreed notional principal amounts were exchanged at periodic intervals. The interest rate swap contract as at 31 January 2011 is as follows:

Notional Amount (RM'000)	Effective Period	Interest Rate	Fair value assets (RM)
6,000	2 February 2010 to 3 February 2015	The Group will pay the Bank based on fixed rate 3.66% per annum while the Bank will pay the Group based on MYR KLIBOR 1M rate, every month based upon amortised notional amount.	16

This derivative had been recorded on the Consolidated Statement of Financial Position for this reporting period in compliance with FRS 139.

There is minimal credit risk as the swap was entered into with reputable bank.

The Group is exposed to minimal cash flow risk in view of immaterial fair value liability.

Commodity swap contracts

The Group has entered into "Crude Palm Oil – Target Redemption Swap" (the "Contract") with a reputable bank to hedge against the exposure of adverse movement of CPO price. The Crude Palm Oil – Target Redemption Swap contract entered into by the Group and outstanding as at 31 January 2011 is as follows:

Date of Contract	Notional Quantity	Fixed price	Settlement
6 August 2010	Total 12,000 MT or equivalent to 1,000 MT per calendar month	RM2,800 per MT	The Bank will pay the Group the amount by which the Valuation Price is below the Fixed Price. If the Valuation Price is above the Fixed Price, the Group will pay the difference to the Bank.

Effective Date :	1 September 2010.
Termination Date :	31 August 2011, or the date immediately after the Group's accumulated Intrinsic Value is equal to or exceed RM 700,000, whichever is earlier.
Valuation price :	With respect to a Calculation Period, the unweighted arithmetic mean of the price of the Commodity Reference Price stated in Malaysian Ringgit during that Calculation Period.
Commodity Reference Price :	CRUDE PALM OIL "FCPO" – BMDB means that the price for a Pricing Date will be that day's Specified Price per metric tonne of deliverable grade Crude Palm Oil on the Bursa Malaysia Derivatives Berhad ("BMDB") for the Future Contract, for the applicable third nearby month, stated in Malaysia Ringgit on each commodity business day.
Intrinsic Value :	For each settlement, subject to a minimum of zero: MAX {0, Fixed Price – Valuation Price}
Target Value :	RM 700 per metric tonne (i.e. RM700,000).

This derivative had been recorded on the Consolidated Statement of Financial Position for this reporting period in compliance with FRS 139. The fair value liability of this derivative recognised as at 31 January 2011 was RM6,959,775.

Under the Contracts entered, the Group has recorded a net realised loss on cash flow hedge of RM1,669,220 up to 31 January 2011, which has been fully paid to the counter party by the Group.

There is minimal credit risk as the Contract was entered into with reputable bank.

B11. Gains and losses arising from fair value changes of financial liabilities

The Group has no financial liabilities measured at fair value through profit or loss for the current quarter and current year-to-date.

B12. Breakdown of realised and unrealised profits or losses of the Group

	At end of current quarter 31/01/2011 RM'000
Realised profits	121,007
Unrealised losses	(21,735)
Total retained profits	99,272

B13. Material litigation

As at 28 March 2011, there were no material litigations against the Group except the following:

Prior to the acquisition of the subsidiary company, Tetangga Akrab Pelita (Pantu) Sdn. Bhd. (currently known as Winsome Pelita (Pantu) Sdn. Bhd.), announced by the Company on 1 December 2009, there were several legal claims made against that subsidiary company by natives for customary rights to land belonging to that subsidiary company.

On 18 February 2011, the following Judgment for the High Court Civil Suit No. 22-10-2005-I (SG) was delivered at Kuching High Court, which had been announced to Bursa Securities on 22 February 2011:

1. the Plaintiffs are entitled to their claim to land under native customary rights in the Sg. Tenggang Native Customary Rights Development area at Pantu;
2. the destruction of the Plaintiffs' respective native customary rights land by the first 3 Defendants, namely Lembaga Pembangunan dan Lindungan (Land Custody and Development Authority), Pelita Holdings Sdn. Bhd. and Tetangga Akrab Pelita (Pantu) Sdn. Bhd. (currently known as Winsome Pelita (Pantu) Sdn. Bhd.), was unlawful and damages to be assessed by the Deputy Registrar be paid by the first 3 Defendants with interest at 4% per annum from the date hereof until settlement;
3. the first 3 Defendants forthwith give vacant possession of the Plaintiffs' native customary rights land;
4. the first 3 Defendants and their servants, agents, assignees and successors are restrained from entering, occupying, clearing, harvesting or in any way howsoever carrying out works in the Plaintiffs' native customary rights land; and
5. Costs to the Plaintiffs to be paid by the first 3 Defendants to be taxed unless agreed. No order as to costs against the 4th Defendant, namely State Government of Sarawak, as it is a nominal Defendant.

On 9 March 2011, the Court of Appeal had granted a stay of execution of the Judgment delivered by the High Court.

Currently, the Group is in the process of appealing the Judgment by the High Court.

B14. Dividend

The Board is pleased to propose a final single tier tax exempt dividend of 7 sen per share in respect of the financial year ended 31 January 2011.

(a) (i) amount per share: 7 sen;
(ii) previous corresponding period: 6 sen;
(iii) date payable will be announced at a later date; and
(iv) in respect of deposited securities, entitlement to dividends will be determined on the basis of the record of the depositors as at a date to be announced at a later date; and

(b) total dividend for the current financial year: 12 sen per share.

B15. Earnings per share

<u>Basic earnings per share ("Basic EPS")</u>

The Basic EPS is calculated by dividing the profit attributable to the owners of the Company for the current quarter and the finacial year by the weighted average number of ordinary shares in issue during the current quarter and the financial year respectively:

		Current Quarter 31/01/2011	Current Financial Year-to-date 31/01/2011
Net profit for the period/year	(RM'000)	15,766	58,198
Weighted average number of ordinary shares in issue	('000)	305,207	304,657
Basic EPS	(sen)	5.17	19.10

Diluted earnings per share ("Diluted EPS")

The Diluted EPS is calculated by dividing the profit attributable to the owners of the Company for the current quarter and the financial year by the weighted average number of ordinary shares in issue during the current quarter and the financial year respectively, which has been adjusted for the following:

(i) the number of ordinary shares that could have been issued under the Company's ESOS; and
(ii) the number of ordinary shares that could have been converted from the warrants issued by the Company.

Shares that are anti-dilutive are ignored in the computation of Diluted EPS.

		Current Quarter 31/01/2011	Current Financial Year-to-date 31/01/2011
Net profit for the period/year	(RM'000)	15,766	58,198
Weighted average number of ordinary shares in issue	('000)	305,207	304,657
Adjustment for dilutive effect of unexercised share options	('000)	270	194
Adjustment for dilutive effect of warrants	('000)	1,666	1,537
Adjusted weighted average number of shares for Diluted EPS	('000)	307,143	306,388
Diluted EPS	(sen)	5.13	18.99