

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the period ended 31 March 2010 - unaudited

	Current Quarter Ended	Preceding Year Corresponding Quarter Ended Mar	Current Year To-Date Ended	FE QUARTER Preceding Year To-Date Ended Mar
	2010	2009	2010	2009
	RM'000	RM'000	RM'000	RM'000
Revenue	268,952	141,640	268,952	141,640
Cost of sales	(255,346)	(129,201)	(255,346)	(129,201)
Gross profit	13,606	12,439	13,606	12,439
Operating expenses	(7,838)	(11,095)	(7,838)	(11,095)
Other income	22,922	922	22,922	922
Finance costs	(1,490)	(1,630)	(1,490)	(1,630)
Profit before tax	27,200	636	27,200	636
Tax expense	(7,364)	(385)	(7,364)	(385)
Profit for the period	19,836	251	19,836	251
Other comprehensive income, net of tax Exchange differences on translation foreign operations Total other comprehensive income for the period, net of tax	(125)	8	(125) (125)	<u>8</u> 8
·				
Total comprehensive income for the period	19,711	259	19,711	259
Profit attributable to: Owners of the Company Minority interests Profit for the period	19,725 111 19,836	151 100 251	19,725 111 19,836	151 100 251
Total comprehensive income attributable to: Owners of the Company Minority interests Total comprehensive income for the period	19,600 111 19,711	159 100 259	19,600 111 19,711	159 100 259
Total comprehensive income for the period	19,711	209	19,711	259
Basic earnings per ordinary share (sen)	8.22	0.06	8.22	0.06

The above condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2010 - unaudited

	31 March 2010 RM'000	31 December 2009 RM'000 restated
Assets		
Non-current assets		
Property, plant and equipment	105,910	106,656
Prepaid lease payments	1,727	1,761
Intangible assets	500	-
Other long term investments	3,590	3,590
	111,727	112,007
Current assets	0.000	5.007
Derivative financial assets	8,023	5,667
Inventories	192,140	229,982
Trade and other receivables Deposits, bank and cash balances	84,437 6,295	59,099 10,002
Deposits, bank and cash balances	290,895	304,750
Total assets	402,622	416,757
	402,022	410,737
Equity		
Share capital	60,000	60,000
Share premium	7,718	7,718
Foreign currency translation reserve	(141)	(16)
Retained profits	49,407	32,682
Equity attributable to owners of the Company	116,984	100,384
Minority interests	1,897	2,031
Total equity	118,881	102,415
Non-current liabilities	10 500	00.044
Bank borrowings	18,508	20,244
Hire purchase payable Deferred tax liabilities	462	143
Deferred tax liabilities	<u>16,117</u> 35,087	13,356 33,743
Current liabilities	33,007	33,743
Derivative financial liabilities	8,029	10,565
Trade and other payables	33,053	60,917
Bank borrowings	202,882	207,575
Hire purchase payable	421	252
Tax payable	4,269	1,290
	248,654	280,599
Total liabilities	283,741	314,342
Total equity and liabilities	402,622	416,757
Net assets per share (sen)		
attributable to owners of the Company	48.74	41.83

The above condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period ended 31 March 2010 - unaudited

	Share Capital	Non-dist Share Premium	Foreign Currency Translation Reserve	Distributable Retained Profits	Total	Minority Interests	Total Equity
5 1	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance at 1 January 2010	00.000	7.740	(4.0)	07.500	105.000	0.004	107.010
- as previously reported	60,000	7,718	(16)	37,580	105,282	2,031	107,313
Effect of adopting FRS 139			<u>-</u>	(4,898)	(4,898)		(4,898)
Balance at 1 January 2010 - as restated	60,000	7,718	(16)	32,682	100,384	2,031	102,415
Total comprehensive income for the period	-	-	(125)	19,725	19,600	111	19,711
Dividends	-	-	-	(3,000)	(3,000)	(245)	(3,245)
Balance at 31 March 2010	60,000	7,718	(141)	49,407	116,984	1,897	118,881
Balance at 1 January 2009							
- as previously reported	60,000	7,718	(125)	31,137	98,730	1,763	100,493
Prior year adjustment	-	-	72	(1,222)	(1,150)	-	(1,150)
Balance at 1 January 2009 - as restated	60,000	7,718	(53)	29,915	97,580	1,763	99,343
Total comprehensive income for the period	· <u>-</u>	-	` 8 [°]	151	159	100	259
Dividends	-	-	-	(1,200)	(1,200)	(392)	(1,592)
Balance at 31 March 2009	60,000	7,718	(45)	28,866	96,539	1,471	98,010

The above condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the period ended 31 March 2010 - unaudited

	Three Months Ended	
	31-Mar-10 RM'000	31-Mar-09 RM'000
Cash flows from operating activities		
Profit before tax	27,200	636
Adjustments for:		
Non-cash items	(2,826)	1,892
Non-operating items	2,547	1,464
Operating profit before working capital changes	26,921	3,992
Changes in working capital		
Net change in current assets	12,504	56,129
Net change in current liabilities	(27,864)	(11,545)
Cash generated from operations	11,561	48,576
Tax paid	(1,625)	(1,573)
Interest paid	(962)	(1,438)
Interest received	145	142
Net cash from operating activities	9,119	45,707
Cash flows from investing activities		
Purchase of property, plant and equipment	(2,588)	(1,317)
Others	(444)	(124)
Net cash (used in) investing activities	(3,032)	(1,441)
Cash flows from financing activities		
Bank and other borrowings	(6,526)	(32,077)
Dividend paid	(3,000)	(1,200)
Dividends paid to minority interests	(245)	(392)
Net cash (used in) financing activities	(9,771)	(33,669)
Net (decrease)/increase in cash and cash equivalents	(3,684)	10,597
Effect of exchange rate changes	(23)	9
Cash and cash equivalents at the beginning of financial period	10,002	(154)
Cash and cash equivalents at the end of financial period	6,295	10,452
Cook and sook annivelente at the and of firm which consider a firm		
Cash and cash equivalents at the end of financial period comprise of : Deposits, bank and cash balances	6,295	11,569
Bank overdrafts	0,290	(1,117)
Sam ovoidado	6,295	10,452
	-,	-,

The above condensed consolidated statement of cash flows should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.



A. Compliance with Financial Reporting Standard (FRS) 134, Interim Financial Reporting and Bursa Listing Requirements

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 paragraph 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 of Guan Chong Berhad ("GCB" or the "Company") and its subsidiaries ("Group") for the financial year ended 31 December 2009. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2009.

A2. Changes in Accounting Policies

The significant accounting policies and methods of computation adopted by the Group in these interim financial statements are consistent with those adopted in the preparation of the financial statements of the Group for the financial year ended 31 December 2009 except for the adoption of the following new Financial Reporting Standards ("FRSs"), Amendments and Issues Committee ("IC") Interpretations with effect from 1 January 2010.

On 1 January 2010, the Group adopted the following FRSs:-

FRSs, Amendments and IC Interpretations

FRS 4	Insurance Contracts
FRS 7	Financial Instruments: Disclosures
FRS 8	Operating Segments
FRS 101	Presentation of Financial Statements (Revised 2009)
FRS 123	Borrowing Costs
FRS 139	Financial Instruments: Recognition and Measurement
Amendment to FRS 1	First-time Adoption of Financial Reporting Standards
Amendment to FRS 2	Share-based Payment - Vesting Conditions and Cancellations
Amendment to FRS 7	Financial Instruments: Disclosures
Amendment to FRS 8	Operating Segments
Amendment to FRS 107	Statement of Cash Flows
Amendment to FRS 108	Accounting Policies, Changes in Accounting Estimates and Errors
Amendment to FRS 110	Events after the Reporting Period
Amendment to FRS 116	Property, Plant and Equipment
Amendment to FRS 117	Leases
Amendment to FRS 118	Revenue
Amendment to FRS 119	Employee Benefits
Amendment to FRS 120	Accounting for Government Grants and Disclosure of Government Assistance
Amendment to FRS 123	Borrowing Costs
Amendment to FRS 127	Consolidated and Separate Financial Statements
Amendment to FRS 128	Investments in Associates
Amendment to FRS 129	Financial Reporting in Hyperinflationary Economies
Amendment to FRS 131	Interest in Joint Ventures
Amendment to FRS 132	Financial Instruments: Presentation
Amendment to FRS 134	Interim Financial Reporting
Amendment to FRS 136	Impairment of Assets
Amendment to FRS 138	Intangible Assets
Amendment to FRS 139	Financial Instruments: Recognition and Measurement
Amendment to FRS 140	Investment Property
IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 10	Interim Financial Reporting and Impairment
IC Interpretation 11	FRS 2 - Group and Treasury Share Transactions
IC Interpretation 13	Customer Loyalty Programmes
IC Interpretation 14	FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements
	and their Interaction



A2. Changes in Accounting Policies – (Cont'd)

FRSs, Amendments and IC Interpretations - (cont'd)

The adoption of the above FRSs, Amendments and IC Interpretations did not result in any significant financial impact on the results of the Group except for the following:

(a) FRS 101 (revised), Presentation of Financial Statements

The Group applies revised FRS 101 (2009) which became effective as of 1 January 2010. As a result, the Group presents all non-owner changes in equity in the consolidated statement of comprehensive income.

Comparative information has been re-presented so that it is in conformity with the revised standard. Since the change only affects presentation aspects, there is no impact on earnings per ordinary share.

(b) Amendment to FRS 117: Leases

The adoption of the Amendment to FRS 117 has resulted in retrospective change in the accounting policy relating to the classification of the leasehold land. Prior to 1 January 2010, the considerations paid for the leasehold land were classified and presented as prepaid lease payments in the statement of financial position. With the adoption of the Amendment to FRS 117, the classification of a leasehold land as finance lease or an operating lease is based on the extent to which risks and rewards incident to ownership. In making this judgment, the directors have concluded that lands with and initial lease period of 50 years or more are finance leases because the present value of the minimum lease payments is substantially equal to the fair value of the land. Accordingly, the Group changed the classification of long term leasehold lands from operating leases to finance leases in the current quarter.

The following comparative figures on the face of statement of financial position have been restated following the adoption of the amendments to FRS 117:

31 December 2009	As previously	Reclassification	As restated	
	reported			
	RM'000	RM'000	RM'000	
Property, plant and equipment	102,979	3,677	106,656	
Prepaid lease payments	5,438	(3,677)	1,761	

(c) FRS 139: Financial Instruments – Recognition and Measurement

Prior to the adoption of FRS 139, financial derivatives were recognised on their settlement dates. Outstanding derivatives at the balance sheet date were not recognised. With the adoption of FRS 139, all financial assets and financial liabilities, including derivatives, are recognised at contract dates when and only when, the Company or any subsidiary becomes a party to the contractual provisions of the instruments.

With the adoption of FRS 139, financial assets and financial liabilities recognised and unrecognised in the prior financial year are classed into the following categories:

Pre-FRS 139	Post-FRS 139
1 Other long term investment	Available-for-sale investment
2 Trade and other receivables	Loans and receivables
3 Unrecognised derivative assets	Financial assets at fair value through profit or loss
4 Unrecognised derivative liabilities	Financial Liabilities at fair value through profit or loss

The measurement bases applied to the financial assets and financial liabilities in the prior financial year are changed to conform to the measurement standards of FRS 139 in the current quarter. At initial recognition, all financial assets and financial liabilities are measured at their fair value plus in the case of financial instruments not at fair value through profit or loss, transaction costs directly attributable to the acquisition or issuance of the instruments. Subsequent to their initial recognition, the financial assets and financial liabilities are measured as follows:



A2. Changes in Accounting Policies – (Cont'd)

(c) FRS 139: Financial Instruments – Recognition and Measurement – (cont'd)

Category	Measurement basis
1 Financial instruments at fair value through profit or loss	At fair value through profit or loss
2 Held-to-maturity investments	At amortised cost effective interest method
3 Loans and receivables	At amortised cost effective interest method
4 Available-for-sale investments	At fair value through other comprehensive income, unless fair value cannot be reliably measured, in which case, they are measured at cost.
5 Loans and other financial liabilities	At amortised cost effective interest method

Financial assets and financial liabilities designated as hedged items and hedging financial derivatives are accounted for using the specified hedge accounting requirements of FRS 139. All financial assets other than those classified as at fair value through profit or loss are subject to impairment test of FRS 136.

In accordance with FRS 139, the recognition, derecognition, measurement and hedge accounting requirements are applied prospectively from 1 January 2010. The effects of the remeasurement on 1 January 2010 of the financial assets and financial liabilities brought forward from the previous financial year are adjusted to the opening retained profits and other opening reserves as disclosed in the statement of changes in equity.

The application of the above new policies has the following effects:

The special section of the section o	Retained profits RM'000
At 1 January 2010 - as previously reported Adjustment arising from adoption of FRS 139	37,580
- Recognition of derivatives previously not recognised	(4,898)
At 1 January 2010 - as restated	32,682

The Group has not adopted the following new/revised FRSs, Amendments and IC Interpretations that were in issued but not yet effective:

		Effective date
FRS 1	First-time Adoption of Financial Reporting Standards	1 July 2010
FRS 3	Business Combination	1 July 2010
FRS 127	Consolidated and Separate Financial Statements	1 July 2010
Amendments to FRS 2	Share-based Payment	1 July 2010
Amendments to FRS 5	Non-current Assets held for Sale and Discontinued Operations	1 July 2010
Amendments to FRS138 Amendments to IC	Intangible Assets	1 July 2010
Interpretation 9	Reassessment of Embedded Derivatives	1 July 2010
IC Interpretation 12	Service Concession Arrangements	1 July 2010
IC Interpretation 15	Agreements for the Construction of Real Estate	1 July 2010
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation	1 July 2010
IC Interpretation 17	Distribution of Non-cash Assets To Owners	1 July 2010
Amendments to FRS 1	First-time Adoption of Financial Reporting Standards – Limited Exemption From Comparative FRS 7 Disclosures for First-time Adopters	1 January 2011
Amendments to FRS 7	Financial Instruments: Disclosures Improving Disclosures about Financial Instruments	1 January 2011



A3. Auditors' report on preceding annual financial statements

The audited financial statements of the preceding financial year were not subjected to any qualification.

A4. Seasonal or cyclical factors

The cocoa processing industry is, to a certain extent, subject to the seasonal pattern of the consumption of cocoa-based products within a year.

A5. Unusual nature and amounts affecting assets, liabilities, equity, net income or cash flows

Other than those stated in the notes, there are no other items affecting assets, liabilities, equity, net income or cash flows that are unusual because of their nature, size, or incidence.

A6. Material changes in estimates

There was no material changes in estimates of amounts reported that will have a material effect during the current quarter under review.

A7. Issuances and repayment of debt and equity securities

There were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the current quarter under review.

A8. Dividends paid

A first interim dividend of 2% tax-exempt equivalent to 0.50 sen per ordinary share amounting to RM 1,200,000 and 4% less tax at 25% equivalent to 0.75 sen net per ordinary share amounting to RM 1,800,000 in respect of the financial year ending 31 December 2010 was declared on 24 February 2010 and subsequently paid on 26 March 2010. The payment was made to the shareholders whose names appeared in the Company's Record of Depositors on 18 March 2010.

A9. Segmental information

The segmental information is not prepared as the Group is principally involved in manufacturing and trading of cocoa-derived food ingredients and cocoa related products which is predominantly carried out in Malaysia.

A10. Valuation of property, plant and equipment

The property, plant and equipment of the Group are stated at cost less accumulated depreciation and impairment losses, if any. No revaluation of property, plant and equipment was undertaken during the current quarter under review.

A11. Material events subsequent to the end of the current quarter

There was no material events subsequent to the current quarter ended 31 March 2010 that have not been reflected in this quarterly report.

A12. Changes in the composition of the Group

On 29 April 2010, the Group through a wholly-owned subsidiary, GCB Oversea Holdings Corporation incorporated a subsidiary in Singapore known as GCB Cocoa Singapore Pte. Ltd., with a paid up capital of SGD\$1.

Save as disclosed above, there were no other changes in the composition of the Group during the current quarter under review.

A13. Contingent liabilities

Save for the corporate guarantee granted by GCB in favour of financial institutions for credit facilities granted to its subsidiaries, neither GCB nor its subsidiaries have any contingent liabilities as at 31 December 2009 which, upon becoming enforceable, may have a material effect on the financial position of GCB or its subsidiaries. Accordingly, the Company is contingent liable to the extent of the credit facilities utilised by its subsidiaries amounting to approximately RM221,390,000 as of the end of the financial period.



A14. Commitments

(a) Lease commitments

At the end of the current quarter, the Group has the following outstanding land lease rental commitments:-

Authorised and contracted for

RM'000 1,485

(b) Capital commitments

At the end of the current quarter, capital expenditure of the Group contracted but not provided for are as follows:-

Authorised and contracted for :

RM'000

Property, plant and equipment

285

A15. Significant related party transactions

(a) Related party relationship

SMC Food 21 Pte. Ltd. - A company in which certain directors of a subsidiary have financial interest.

SMC Food (Thailand) Company Limited – A company in which certain directors of a subsidiary have financial interest

(b) Related party transactions

	Current Quarter Ended	Current Year To-Date Ended
	31 March 2010 RM'000	31 March 2010 RM'000
SMC Food 21 Pte. Ltd Sale of goods	2,304	2,304
- Purchase of goods	1,044	1,044
SMC Food (Thailand) Company Limited - Purchase of goods	635	635



B. <u>ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD</u>

B1. Review of performance

The Group's revenue of RM268.95 million for the current financial period ended 31 March 2010 is higher than the revenue in the previous corresponding financial period ended 31 March 2009 of RM141.64 million. The increase of 89.88% in turnover is mainly due to higher sales volume and market price of cocoa products. The profit before tax for the period ended 31 March 2010 increased substantially to RM27.20 million. This is mainly attributed by higher revenue generated in current quarter, net gains arising from foreign exchange due to appreciation of Ringgit Malaysia, gain from commodity future contracts and net fair value gains on foreign exchange derivatives.

B2. Comment on material change in profit before tax

The Group recorded a profit before tax of RM27.20 million for the current quarter as compared to a profit before tax of RM9.07 million in the preceding quarter. The profit before tax increased substantially mainly due to higher revenue generated in current quarter, net fair value gains on foreign exchange derivatives in current quarter and gains arising from forward foreign exchange contracts and commodity future contracts.

B3. Commentary of prospects

The Board of Directors is optimistic about the performance of GCB in the current financial year since the global economy is showing signs of improvement. We believe GCB is well-positioned for growth as many initiatives to improve our competitiveness and profitability have been systematically carried out by the management team.

Barring any unforeseen circumstances, the Board of Directors of GCB expects that the Group's financial performance for the financial year 2010 to be satisfactory.

B4. Profit forecast or profit guarantee

There were no profits forecast or profit guarantee issued by the Group.

B5. Tax expense

•	Current Quarter Ended		Current Year To-Date End	
	31-Mar-10 RM'000	31-Mar-09 RM'000	31-Mar-10 RM'000	31-Mar-09 RM'000
Income tax expense:				
Current period estimate	4,565	1,505	4,565	1,505
Deferred tax	2,799	(1,120)	2,799	(1,120)
	7,364	385	7,364	385

The effective tax rate of the Group for the current quarter is higher than the statutory tax rate due principally to the non-allowable expenses incurred by the Group.

B6. Unquoted investments and/or properties

The Group did not acquire or dispose of any unquoted investments and/or properties during the current quarter under review.

B7. Quoted securities

There were no acquisitions or disposals of quoted securities for the current quarter and the financial period-to-date.

B8. Corporate proposals

There were no corporate proposals announced but not completed as at the date of this report.



B9. Borrowings

The Group's borrowings at the end of the current guarter are as follows:

RM'000
Short-term borrowings 203,303
Long-term borrowings 18,970

Total Borrowings 222,273

B10. Derivative financial instruments

With the adoption of FRS 139, financial derivatives are recognised on their respective contract dates. The related accounting policies are disclosed in Note A2 to the interim financial statements. There are no off-balance sheet financial instruments.

Details of the outstanding derivative financial instruments as at 31 March 2010 are as follows:

	Derivative	Contract	Fair value -	Purpose
		amount	net gains or	
		RM'000	(losses) RM'000	
1.	Forward Foreign Exchange Contracts: - Less than 1 year	121,684	3,102	For hedging currency risk
2.	Forward Currency Option: Sale contracts			For hedging currency risk
	- Less than 1 year	61,892	(2,437)	
	- 1 year to 3 years	14,719	(733)	
	Purchase contracts			
	- Less than 1 year	105,595	(1,221)	
	- 1 year to 3 years	21,379	(354)	
3.	Commodity Futures			For hedging price risk
	Sale contracts			
	- Less than 1 year	65,555	(306)	
	- 1 year to 3 years	19,247	(333)	
	Purchase contracts			
	- Less than 1 year	118,033	5,079	
	- 1 year to 3 years	20,095	480	

The fair values of the above derivatives are determined by using the market rates at the end of reporting period and changes in the fair values are recognised in the profit and loss. The subsequent cumulative change in the fair value of the commitment attributable to the hedged risk is recognised as an asset or a liability with the corresponding gain or loss recognised in the profit or loss.

There have been no significant changes to the Group's exposure credit risk, market risk and liquidity risk from the previous financial year. Also, there have been no changes to the Group's risk management objectives, policies and processes since the previous financial year end.



B11. Material litigation

There was no material litigation against the Group as at the date of these interim financial statements.

B12. Dividend declared or recommended

On 22 April 2010, the board declared the second interim dividend of 4% less tax at 25% equivalent to 0.75 sen net per ordinary share amounting to RM1,800,000 in respect of financial year ending 31 December 2010 to shareholders registered in the Record of Depositors at close of business on 12 May 2010 and subsequently will be paid on 19 May 2010.

B13. Earnings per share

The basic earnings per share for the current quarter under review and current year to-date are computed as follows:-

	Current Quarter Ended		Current Year To-Date Ended	
	31-Mar-10	31-Mar-09	31-Mar-10	31-Mar-09
Profit for the financial period attributable to owners of the Company (RM'000)	19,725	151	19,725	151
Weighted average number of ordinary shares in issue ('000)	240,000	240,000	240,000	240,000
Basic earnings per share (sen)	8.22	0.06	8.22	0.06

BY ORDER OF THE BOARD

Tay Hoe Lian Managing Director Dated: 27.05.2010