

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME For the period ended 30 September 2011 – unaudited

	INDIVIDUAL QUARTER Current Preceding Year Quarter Corresponding		Current Year To-Date	E QUARTER Preceding Year To-Date Ended
	Ended 30- 9	Quarter Ended Sept	Ended 30- \$	Sept
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Revenue	365,721	296,563	990,362	836,296
Profit from operations Finance costs	35,459 (1,636)	28,180 (1,178)	111,799 (3,949)	83,185 (3,826)
Profit before tax Tax expense	33,823 (7,585)	27,002 (9,214)	107,850 (16,103)	79,359 (22,233)
Profit for the period	26,238	17,788	91,747	57,126
Other comprehensive income, net of tax Exchange differences on translation				
foreign operations Total other comprehensive income for the period, net of tax	7,926	(705)	9,185 9,185	<u>(941)</u> (941)
Total comprehensive income for the period	34,164	17,083	100,932	56,185
Profit attributable to:				
Owners of the Company Non-controlling interests Profit for the period	25,939 299 26,238	17,867 (79) 17,788	90,473 <u>1,274</u> 91,747	57,108 18 57,126
-	20,230	17,700	51,747	57,120
Total comprehensive income attributable to: Owners of the Company Non-controlling interests	33,786 378	17,162 (79)	99,526 1,406	56,167 18
Total comprehensive income for the period	34,164	17,083	100,932	56,185
Basic earnings per ordinary share (sen)	8.16	5.59	28.44	17.86
Diluted earnings per ordinary share (sen)	7.83	N/A	27.31	N/A

The above condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2011 - unaudited

	30 September 2011 RM'000	31 December 2010 RM'000
Assets		
Non-current assets		
Property, plant and equipment	209,308	140,436
Prepaid lease payments	7,318	7,308
Intangible assets	2,431	2,860
Other long term investments	3,590	3,590
Deferred tax assets	319	303
Current acceto	222,966	154,497
Current assets Derivative financial assets		2 110
Inventories	472,518	2,119 155,988
Trade and other receivables	133,584	160,357
Deposits, bank and cash balances	21,263	11,414
	627,365	329,878
Total assets	850,331	484,375
Equity		
Share capital	79,936	60,000
Treasury shares	(5,195)	(20)
Share premium	4	7,718
Foreign currency translation reserve	8,313	(872)
Retained profits	167,620	115,596
Equity attributable to owners of the Company Non-controlling interests	250,678 6,129	182,422 4,723
Total equity	256,807	187,145
l'otal equity	230,007	107,145
Non-current liabilities		
Loans and borrowings	8,899	13,213
Deferred tax liabilities	9,680	13,591
	18,579	26,804
Current liabilities		
Derivative financial liabilities	8,334	3,418
Trade and other payables	176,405	71,817
Loans and borrowings	375,205	192,767
Tax payable	15,001	2,424
Total liabilities	574,945	270,426
Total equity and liabilities	593,524	297,230
	850,331	484,375
Net assets per share (sen)		
attributable to owners of the Company	78.40	74.82

The above condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period ended 30 September 2011 – unaudited

	◀				mpany – Distributable		Non-controlling Interests	Total Equity
	Share Capital RM'000	Treasury Share RM'000	Share Premium RM'000	Foreign Currency Translation Reserve RM'000	Retained Profits RM'000	Total RM'000	RM'000	RM'000
Balance at 1 January 2011	60,000	(20)	7,718	(872)	115,596	182,422	4,723	187,145
Issuance of bonus shares	19,935	-	(7,718)	-	(12,217)	-	-	-
Conversion of free warrants	1	-	4	-	-	5	-	5
Purchase of treasury shares	-	(5,175)	-	-	-	(5,175)	-	(5,175)
Total comprehensive income for the period	-	-	-	9,185	90,473	99,658	1,406	101,064
Dividends	-	-	-	-	(26,232)	(26,232)	-	(26,232)
Balance at 30 September 2011	79,936	(5,195)	4	8,313	167,620	250,678	6,129	256,807
Balance at 1 January 2010								
- as previously reported	60,000	-	7,718	(16)	37,580	105,282	2,031	107,313
Effect of adopting FRS 139	-	-	-	-	(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
Changes in ownership interest in subsidiary with no								
change in control	-	-	-	-	-	-	1,853	1,853
Total comprehensive income for the period Dividends:	-	-	-	(941)	57,108	56,167	18	56,185
- by the Company	-	-	-	-	(11,100)	(11,100)	-	(11,100)
 by subsidiaries to non-controlling interest 	-	-	-	-	-	-	(245)	(245)
Balance at 30 September 2010	60,000	-	7,718	(957)	78,690	145,451	3,657	149,108

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 2010 and the accompanying explanatory notes attached to the interim financial statements.



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS For the period ended 30 September 2011 – unaudited

	Nine Month Ended	
	30-Sep-11 RM'000	30-Sep-10 RM'000
Cash flows from operating activities		
Profit before tax Adjustments for:	107,850	79,359
Non-cash items Non-operating items	16,273 22,716	11,917 4,893
Operating profit before working capital changes	146,839	96,169
Changes in working capital Net change in current assets Net change in current liabilities	(268,183) 78,100	35,459 (17,153)
Cash generated from operations	(43,244)	114,475
Tax paid Interest paid Interest received	(7,453) (3,129) 1,094	(4,169) (2,712) 316
Net cash (used in)/from operating activities	(52,732)	107,910
Cash flows from investing activities Purchase of property, plant and equipment Others	(77,203) 162	(35,494) 480
Net cash (used in) investing activities	(77,041)	(35,014)
Cash flows from financing activities		
Bank and other borrowings	161,402	(50,270)
Conversion of warrants to ordinary shares Share buy-back Dividend paid Dividends paid to non-controlling shareholders	4 (5,175) (26,232) -	- - (11,100) (245)
Net cash from/(used in) financing activities	129,999	(61,615)
Net increase in cash and cash equivalents Effect of exchange rate changes	226 9,260	11,281 (700)
Cash and cash equivalents at the beginning of financial period	11,414	10,002
Cash and cash equivalents at the end of financial period	20,900	20,583
Cash and cash equivalents at the end of financial period comprise of :	01.000	00.000
Deposits, bank and cash balances	21,263	23,208

Deposits, bank and cash balances	21,263	23,208
Bank overdrafts	(363)	(2,625)
	20,900	20,583

The above condensed consolidated statement of cash flows should be read in conjunction with the audited financial statements for the year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.



A. <u>Compliance with Financial Reporting Standard (FRS) 134</u>, 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 2010. 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 2010.

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 2010 except for the adoption of the following new and revised Financial Reporting Standards ("FRSs"), Amendments and Issues Committee ("IC") Interpretations with effect from 1 January 2011:

FRSs, Amendments and IC Interpretations

FRS 1 (Revised) FRS 3 (Revised)	First-time Adoption of Financial Reporting Standards Business Combinations
FRS 127 (Revised)	Consolidated and Separate Financial Statements
Amendments to FRS 1 (Revised)	Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters
Amendments to FRS 1	Additional Exemptions for First-time Adopters
Amendments to FRS 2	Share-based Payment
Amendments to FRS 2	Group Cash-settled Share-based Payment Transactions
Amendments to FRS 5	Non-current Assets Held for Sales and Discontinued Operations
Amendments to FRS 7	Improving Disclosures about Financial Instruments
Amendments to FRS 132	Financial Instruments : Presentation
Amendments to FRS 138	Intangible Assets
Amendments to FRSs "Improvemen	ts to FRSs (2010)"
IC Interpretation 4	Determining Whether an Arrangement Contains a Lease
IC Interpretation 12	Service Concession Arrangements
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17	Distributions of Non-cash Assets to Owners
IC Interpretation 18	Transfers of Assets from Customers
Amendments to IC Interpretation 9	Reassessment of Embedded Derivatives

The adoption of the above FRSs, Amendments and IC Interpretations did not result in any significant financial impact on the interim financial report upon their initial application, except for the following:

- (a) FRS 3 (Revised) introduces significant changes to the accounting for business combinations, both at the acquisition date and post acquisition, and requires greater use of fair values. In addition, all transaction costs, other than share and debt issue costs, will be expensed as incurred. This revised Standard will be applied prospectively and therefore, there will not have any financial impact on the financial statements of the Group for the current financial year but may impact the accounting for future transactions or arrangements.
- (b) FRS 127 (Revised) requires accounting for changes in ownership interests by the Group in a subsidiary, while maintaining control, to be recognised as an equity transaction. When the Group losses control of a subsidiary, any interest retained in the former subsidiary will be measured at fair value with the gain or loss recognised in profit or loss. The revised Standard also requires all losses attributable to the minority interest to be absorbed by the minority interest instead of by the parent. The Group will apply the major changes of FRS 127 (Revised) prospectively and therefore, there will not have any financial impact on the financial statements of the Group for the current financial year but may impact the accounting for its future transactions or arrangements.



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

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

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 cocoabased 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 except for the following:

- (a) The paid-up share capital of the Company was increased from 319,742,183 ordinary shares of RM0.25 each or RM79,935,546 as at 30 June 2011 to 319,742,258 ordinary shares of RM0.25 each or RM79,935,565 as a result of the issuance of 75 new ordinary shares upon conversion of 75 warrants at the exercise price of RM2.00 per share.
- (b) The number of warrants outstanding as at 30 September 2011 was 59,802,800. Each warrant entitles the holder the right to subscribe for a new ordinary share of RM0.25 each in the Company at an exercise price of RM2.00 per share. The warrants will be expiring on 20 February 2016.
- (c) During the current quarter, the Company repurchased 289,100 of its issued ordinary shares of RM0.25 each ("GCB Shares") from the open market at an average price of RM2.42 per share. The total consideration paid for the repurchase including transaction costs was RM699,976 and this was financed by internally generated funds.

As at 30 September 2011, the Company held 2,240,700 GCB Shares as treasury shares out of its total issued and paid-up share capital of 319,742,258 GCB Shares. Such treasury shares are held at a carrying amount of RM5,194,748.



A8. Dividends paid

A final tax-exempt single-tier dividend of 12% equivalent to 3 sen per ordinary share in respect of the financial year ended 31 December 2010 was approved by the shareholders during the Annual General Meeting held on 29 Jun 2011 and subsequently paid on 28 Jul 2011. The payment was made to the shareholders whose names appeared in the Company's Record of Depositors on 21 Jul 2011.

On 11 August 2011, the board declared the second interim tax-exempt single-tier dividend of 3 sen per ordinary share in respect of financial year ending 31 December 2011 to shareholders registered in the Record of Depositors at close of business on 29 August 2011 and subsequently paid on 14 September 2011.

A9. Segmental information

The Group presenting segmental information on the basis of geographical segments, segment revenue and segment assets are based on the geographical location of the assets.

Nine Month Ended 30 September 2011	Malaysia RM'000	Singapore RM'000	Indonesia RM'000	Others RM'000	Elimination RM'000	Consolidated RM'000
Geographical Segments: Total external revenue Internal segment revenue	839,951 139,417	150,073 999,057	338 310,400	-	(1,448,874)	990,362 -
Total revenue	979,368	1,149,130	310,738	-	(1,448,874)	990,362
Segment result	68,714	28,505	23,013	1,546	(2,219)	119,559
Interest income Finance cost Depreciation & amortisation						1,094 (3,949) (8,854)
Profit before tax Tax expenses						107,850 (16,103)
Profit for the period						91,747
Segment assets Other long term investment Unallocated assets Total assets	554,501	44,245	246,799	1,050	-	846,595 3,590 146 850,331
Segment liabilities Unallocated liabilities	441,680	139,393	12,269	101	-	593,443 81 593,524

No comparative information is prepared as Group is principally involved in manufacturing and trading of cocoaderived food ingredients and cocoa related products which are predominantly carried out in Malaysia for the period ended 30 September 2010.

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 30 June 2011 that have not been reflected in this quarterly report.

A12. Changes in the composition of the Group

There were no changes in the composition of the Group during the current quarter under review.

A13. Contingent liabilities

There were no material contingent liabilities as at 30 September 2011.

A14. Commitments

(a) Lease commitments

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

	RM'000
Authorised and contracted for	1,361

(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 :	
Property, plant and equipment	41,756

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
	30 September 2011 RM'000	30 September 2011 RM'000
SMC Food 21 Pte. Ltd.		
- Sale of goods	1,534	5,084
- Purchase of goods	1,206	5,303
SMC Food (Thailand) Company Limited		
- Purchase of goods	0	509



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

B1. Review of performance

The Group's revenue of RM 365.721 million for the current quarter ended 30 September 2011 is higher than the revenue in the previous corresponding quarter ended 30 September 2010 of RM 296.563 million. The increase of 23.32% in turnover is mainly due to higher sales volume of cocoa products as the result of contribution from its Batam plant, which commenced operation in February this year. The profit before tax for the quarter ended 30 September 2011 increased to RM 33.82 million. This is mainly attributed by higher sales volume and gain on commodity futures contracts.

The profit from operations is arrived after crediting:

	Cumulative Quarter Ended 30-Sep-11 RM'000	Preceding Quarter Ended 30-Jun-11 RM'000
Dividend income	1,621	1,361
Realised gain on foreign exchange	3,829	6,300
Unrealised gain on foreign exchange	40	375
Warehouse rental income	803	535
Realised gain on commodity futures contracts	3,483	-
Net fair value gains on financial Derivatives	2,072	1,839

B2. Comment on material change in profit before tax

The Group recorded a profit before tax of RM 33.823 million for the current quarter as compared to a profit before tax of RM 40.24 million in the preceding quarter. The decrease in profit before tax is mainly caused by unrealised loss arising from foreign exchange due to appreciation of US Dollar.

B3. Commentary of prospects

The Board of Directors is optimistic about the performance of GCB in the current financial year given that the new cocoa processing plant located in Batam, Indonesia has commenced its production in 1st quarter 2011. 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 2011 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 Ended	
	30-Sep-11 RM'000	30-Sep-10 RM'000	30-Sep-11 RM'000	30-Sep-10 RM'000
Income tax expense: Current period estimate	10,605	8,406	20,029	20,292
Deferred tax	(3,020)	808	(3,926)	1,941
	7,585	9,214	16,103	22,233

The effective tax rate of the Group for the quarter under review is lower than the statutory tax rate due principally to the claim of tax incentive in relation to the increase export allowance.

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 quarter are as follows:

	RM'000
Short-term borrowings	375,205
Long-term borrowings	8,899
Total Borrowings	384,104



B10. Derivative financial instruments

Det	tails of the outstanding derivative	financial instrume	nts as at 30 S	eptember 2011 are	as follows:

	Derivative	Contract Amount RM'000	Fair Value - Net Gains/(Losses) RM'000	Purpose
1	Forward Foreign Exchange Contracts:			For hedging currency risk
	Sale Contracts - Less than 1 year	183,478	(6,605)	
		100,470	(0,000)	
	Purchase Contracts			
	- Less than 1 year	0	0	
	- 1 year to 3 years	0	0	
2	Target Redemption Forward Currency Options:			For hedging currency risk
	Sale Contracts			
	- Less than 1 year	0	0	
	Purchase Contracts			
	- Less than 1 year	59,468	(846)	
3	Commodity Futures Contracts:			For hedging price risk
0	Sale Contracts			r or nedging price hor
	- Less than 1 year	(27,359)	4,500	
	- 1 year to 3 years	0	0	
	Purchase Contracts			
	- Less than 1 year	62,073	(5,383)	
	- 1 year to 3 years	0	0	

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 9 November 2011, the board declared the third interim tax-exempt single-tier dividend of 4 sen per ordinary share in respect of financial year ending 31 December 2011 to shareholders registered in the Record of Depositors at close of business on 16 December 2011 and subsequently will be paid on 12 January 2012.



B13. Earnings per share

(a) Basic earnings per share are calculated by dividing the net profit for the period by the weighted average number of ordinary shares in issue during the financial period as follows:-

	Current Quarter Ended		Current Year To-Date Ended	
	30-Sep-11	30-Sep-10	30-Sep-11	30-Sep-10
Profit for the financial period attributable to owners of the Company (RM'000)	25,939	17,867	90,473	57,108
Weighted average number of ordinary shares in issue ('000)	317,715	319,740	318,111	319,740
Basic earnings per share (sen)	8.16	5.59	28.44	17.86

Comparative figure for the weighted average number of ordinary shares has been restated by incorporating the bonus issue credited as fully paid-up on the basis of one (1) bonus share for every three (3) ordinary shares held as at 30 September 2010.

(b) For the purpose of calculating diluted EPS, profit for the period and the weighted average number of ordinary shares in issue during the financial period have been adjusted for the dilutive effects of all potential ordinary shares convert under warrants issued as shown below:

	Current Quarter Ended	Current Year To-Date Ended
	30-Sep-11	30-Sep-11
Profit for the financial period attributable		
to owners of the Company (RM'000)	25,939	90,473
Weighted average number of ordinary shares in issue ('000)	317,715	318,111
Effect of dilution of warrants	13,626	13,199
Adjusted weighted average number of ordinary shares in issue and		
issuables	331,341	331,310
Diluted earnings per share (sen)	7.83	27.31



B14. Realised and Unrealised Profits/Losses Disclosure

The retained profits as at 30 September 2011 and 30 June 2011 is analysed as follows:-

	Current Quarter Ended 30-Sep-11 RM'000	Preceding Quarter Ended 30-Jun-11 RM'000
Total retained profits of the Company and the subsidiaries:		
- Realised	219,455	195,017
- Unrealised	(30,189)	(13,710)
	189,266	181,307
Less: Consolidated adjustments	(21,646)	(20,562)
Total group retained profits as per consolidated financial statements	167,620	160,745

BY ORDER OF THE BOARD

Tay Hoe Lian Managing Director Dated: 9.11.2011