(Company No. 638899-K)

# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

#### PART A: EXPLANATORY NOTES PURSUANT TO MFRS 134

### 1. Basis of preparation

The Group has adopted the Malaysian Financial Reporting Standard (MFRS) framework for the financial year ended 31 December 2012 and these quarterly financial statements are the first set of MFRS compliant interim financial statements. Hence MFRS 1: First-Adoption of Malaysian Financial Reporting Standards (MFRS 1) has been applied.

The date of transition into MFRS framework is 1 January 2011. At the transition date, the Group reviewed its accounting policies and revised those, if any, that do not comply with the MFRS framework. The Group also considered the transitional opportunities under MFRS 1. The impact of this revision is discussed in Note A2.

The Group has not adopted any new/revised MFRSs that has been issued as at the date of authorisation but is not yet effective for the financial year ended 31 December 2012.

Other than those stated in Note A2 and Note A3, these interim financial statements have been prepared in accordance with the same accounting policies adopted in the financial statements for the financial year ended 31 December 2011.

The interim financial statements are unaudited and have been prepared in compliance with the requirements of MFRS134 – Interim Financial Reporting and Appendix 9B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

These interim financial statements include only condensed financial statements and should be read in conjunction with the annual financial statements for the financial year ended 31 December 2011, as this interim financial report focuses on the effects of transactions, events and circumstances that have occurred since the annual financial statements.

The preparation of interim financial statements in conformity with MFRS134 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the financial position and performance of the Group for the financial year ended 31 December 2012.

### 2. Changes in accounting policies

### Property, plant and equipment

Under the previous accounting framework, all property plant and equipment were stated at cost or valuation, as the case may be less accumulated depreciation and impairment loss. The Group revalues its property comprising of land and building every 5 years and at shorter intervals whenever the fair value of the revalued assets is expected to differ materially from their carrying value.

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

## 2. Changes in accounting policies - Cont'd

### Property, plant and equipment - Cont'd

Surpluses arising from revaluation are dealt with in the revaluation reserve account. Any deficit arising is offset against the revaluation reserve to the extent of a previous increase for the same property. In all other cases, a decrease in carrying amount is recognised in profit or loss.

Upon transition into MFRS, the Group has elected to measure all its property, plant and equipment using the cost model under MFRS116 Property, Plant and Equipment. At date of transition, the Group updated the valuation of its property comprising of land and building and regard the fair value at 1 January 2011 as deemed cost at the date of transition.

The cumulative surpluses arising from revaluation of properties, net of tax were transferred to retained earnings on 1 January 2011 in accordance with the transitional provisions under MFRS 1.

### Income Tax

In the previous accounting framework, unutilised reinvestment allowance and investment tax allowance are treated as tax base of assets and are recognised as a reduction of tax expense as and when they are utilised.

Upon transition into MFRS, the Group recognised unutilised reinvestment allowance and investment tax allowance, being tax incentives that is not a tax base of an asset, is recognised as a deferred tax asset to the extent that it is probable that the future taxable profits will be available against the unutilised tax incentive can be utilised.

The reconciliations of the affected financial statements captions reported in accordance with the previous FRS framework and the MFRS framework at the date of transitions and the comparative period are provided below:

### A. At 1 January 2011 (date of transition)

Dr/(Cr)	Plant and	Deferred	Capital	Retained
	machinery	taxation	reserve	profit
	RM'000	RM'000	RM'000	RM'000
As reported previously under FRS Impact of adopting MFRS As reported under MFRS	195,040	(18,494)	(4,918)	(100,312)
	5,884	4,931	4,918	(15,733)
	200,924	(13,563)	-	(116,045)

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

#### B. At 31 December 2011

Dr/(Cr)	Plant and	Deferred	Capital	Retained
	machinery	taxation	reserve	profit
	RM'000	RM'000	RM'000	RM'000
As reported previously under FRS Impact of adopting MFRS	249,261	(23,053)	(4,918)	(128,153)
	5,884	4,931	4,918	(15,733)
As reported under MFRS	255,145	(18,122)	-	(143,886)

# 3. New accounting policy

The Group adopted the following accounting policy during the financial year:

### Investment in associates

The Group regards as associates, entities (including unincorporated entities), in which the Group has significant influence, but not control, over the financial and operating policies.

Investments in associates are accounted for in the consolidated financial statements using the equity method less any impairment losses, unless it is classified as held for sale or distribution. The cost of investment includes transaction cost.

The consolidated financial statements include the Group's share of profit or loss and other comprehensive income of the associates, after adjustments if any, to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

Where the Group's share of losses (if any) exceeds its interest in an associate, the carrying amount of that interest including any long-term investments is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate.

### 4. Auditors' report

The auditors' report dated 17 April 2012 on the financial statements for the financial year ended 31 December 2011 was not subject to any qualification.

### 5. Seasonal or cyclical factors

The operations of the Group are not subject to seasonal or cyclical fluctuations except that certain products are subject to seasonal demand where higher sales will be recorded a few months before major festive seasons such as Ramadan and Chinese New Year and lower in the first quarter of every financial year.

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

## 6. Significant transactions

There were no items affecting assets, liabilities, equity, net income, or cashflows that are unusual because of their nature, size or incidence.

### 7. Investment in associates

	At 31/12/2012 RM'000	At 31/12/2011 RM'000
Share of net assets in associates	360,740	
Market value	325,873	

### 8. Changes in estimates

There were no major changes in estimates of amounts which may have a material effect on the current quarter under review.

## 9. Issue and repayment of debt and equity securities

There were no issuance and repayment of debt and equity securities, share buybacks, share cancellations, shares held as treasury shares and resale of treasury shares during the current financial year.

### 10. Dividends paid

There were no dividends paid during the quarter under review.

A first and final tax exempt dividend of 6% (or 3 sen per share) for the financial year ended 31 December 2011 was paid on 30 July 2012.

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

## 11. Segment information

The Group organised its activities principally into 3 reportable business segments:

- a) Manufacture of tin cans and plastic jerry cans (General Cans)
- b) Manufacture of food products (Food Products)
- c) International trading

Segment revenue and results for the financial year ended 31 December 2012 are as follows:

Tollows.	General cans RM'000	ear-to-date e Food products RM'000	nded 31/12/2012 International trading RM'000	Total RM'000
Revenue				
External customers	256,472	451,783	71,785	780,040
Inter segment	94,880	66,409	43,475	204,764
- -	351,352	518,192	115,260	984,804
Segment results	32,930	49,080	3,467	85,477
Unallocated income/(expenses)				(2,969)
Operating profit			_	82,508
Interest income				206
Financial expenses				(22,814)
Share of profit after tax of associ	ates			134,980
Consolidated profit before taxation	on		=	194,880
Segment assets	339,708	273,443	9,012	622,163
Investment in associates				360,740
Unallocated assets				7,755
Total assets			=	990,658
Segment liabilities	176,445	128,522	6,004	310,971
Unallocated liabilities				268,401
Total liabilities			=	579,372
Capital expenditure	28,522	14,225	-	42,747

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

# 11. Segment information – Cont'd

	Preceding year-to-date ended 31/12/2011			
	General	Food	International	
	cans	products	trading	Total
Dayonya	RM'000	RM'000	RM'000	RM'000
Revenue External customers	258,544	372,439	_	630,983
Inter segment	80,342	372,439	_	80,342
inter segment	00,042			00,042
	338,886	372,439	-	711,325
Commont was alto	24.004	10 557		F4 0C4
Segment results Unallocated income/(expenses)	34,804	16,557	-	51,361
Orialiocated incorne/(expenses)				(628)
Operating profit			_	50,733
Interest income				356
Financial expenses				(9,178)
Share of profit after tax of assoc	iates			-
Consolidated profit before taxation	n .		-	41,911
Consolidated profit before taxation	JII		=	71,011
Segment assets	337,166	197,843	_	535,009
Unallocated assets	,	,		32,470
			_	
Total assets			=	567,479
Segment liabilities	197,252	111,174		308,426
Unallocated liabilities	197,232	111,174	-	23,501
Orialiocated liabilities				20,001
Total liabilities			<u>-</u> _	331,927
			=	
Capital expenditure	48,900	17,156	-	66,056

# 12. Valuation of property, plant and equipment

Upon the adoption of MFRS framework, the Group regards the fair value of its land and building at 1 January 2011 as deemed cost. The Group has updated the valuation of land and building to reflect the fair value at 1 January 2011. The financial impact of the valuation exercise has been incorporated in the Statement of Financial Position as at 1 January 2011. Please refer to Note A2.

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

## 13. Material subsequent events

As at 23 February 2013 (the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report), there were no material events subsequent to the balance sheet date which may have an impact on the consolidated financial statements of the Group.

### 14. Changes in Group composition

There were no changes in the Group composition during the fourth quarter ended 31 December 2012.

### 15. Changes in contingent liabilities or contingent assets

There were no contingent liabilities or assets for the Group as at 31 December 2012.

As at 23 February 2013 (the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report), no material contingent assets or liabilities have arisen since the end of the financial period.

### 16. Authorisation for issue

This interim financial report was authorized for issue by the Board of Directors ("Board") in accordance with a resolution of Directors passed at the Board Meeting held on 27 February 2013.

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

# PART B: REQUIREMENTS OF MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

### 1. Review of performance

The Group's revenue increased from RM167.3 million in the previous year corresponding quarter to RM196.9 million in the quarter under review. The pre-tax and post-tax profit also improved from RM17.0 million and RM13.2 million respectively in the previous year corresponding quarter to RM32.1 million and RM25.6 million respectively in the quarter under review.

For the financial year ended 31 December 2012, the Group's revenue increased from RM631.0 million the preceding year to RM780.0 million. The pre-tax and post tax profit improved from RM41.9 million and RM34.5 million respectively in the preceding year to RM194.9 million and RM178.1 million in the current year ended 31 December 2012.

### **General Cans division**

Revenue from General Cans division for the financial year ended 31 December 2012 increased by 3.7% to RM351.4 million from RM338.9 million in the preceding year.

Revenue of the General Cans division was driven mainly by the improvement in internal demand (driven by increase in production capacity in the Food Products division) and sales contribution from its operating unit in Indonesia.

### Food Products division

Revenue from Food Products division for the financial year ended 31 December 2012 increased by 39.1% to RM518.2 million from RM372.4 million in the preceding year .

Improvement in revenue was due mainly to the ability of this division to meet increase in demand from customers, following the expansion in its production capacity late 2011.

Gross profit margin also improved due to economies of large scale production. The increase in revenue and operating efficiencies contributed to the improved profit for Food Products division.

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

## 1. Review of performance – cont'd

### International trading division

Revenue from International trading division which was established in December 2011 amounted to RM115.3 million for the financial year ended 31 December 2012.

The International trading division contributed a segment profit of RM3.5 million for the financial year ended 31 December 2012.

### Investment in associate

Following the completion of the acquisition of 32.9% equity interest in Kian Joo Can Factory Berhad ("KJCFB") ("Acquisition") in January 2012, the following additional income/(expenses) have been recognised during the financial year ended 31 December 2012.

	RM'000
Difference between the share of net fair value in associate and total purchase consideration Share of current year profit from associate	103,754 31,226
Total share of associate's results	134,980
Additional interest expense One-off finance charges One-off legal and professional fees	(11,266) (1,593) (2,233)
Total additional expenses incurred	(15,092)

### 2. Variation of results against immediate preceding quarter

	Current Quarter RM'000	Preceding Quarter RM'000
Revenue	196,896	200,036
Profit before taxation	32,083	28,929
Profit after taxation	25,581	24,121

The Group's revenue decreased slightly from RM200.0 million in the preceding quarter to RM196.9 million in the quarter under review. The pre-tax and post-tax profit increased from RM28.9 million and RM24.1 million in the preceding quarter to RM32.1 million and RM25.6 million in the quarter under review respectively.

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

## 2. Variation of results against immediate preceding quarter - cont'd

The performances of the other segments are as follows:

### General Cans division

Revenue from General Cans division increased from RM86.4 million in the immediate preceding quarter to RM88.9 million in the current quarter. The increase was mainly due to the increase in demand for jerry cans.

### Food Products division

Revenue from Food Products division decreased compared to the immediate preceding quarter. The decrease was mainly due to schedule improvement, upgrading and automation of production line at the plant.

Profit margin from the Food Products division increased due to economies of scale and operating efficiencies.

### International Trading division

International Trading division contributed revenue of RM16.9 million for the current quarter.

## 3. Prospects

All the operating divisions of the Group continue to contribute positively to its results including the investment in associated company.

For financial year ending 2013, the Directors expect the Group's operating environment to remain competitive. Nevertheless, the Group will focus on its core businesses and continue to emphasize on good management control.

Barring any unfavourable movements in foreign currency exchange rates, interest rates and cost of key raw materials, the Directors anticipate the results of the Group for the financial year ending 31 December 2013 to be satisfactory.

### 4. Profit forecast/profit guarantee

The Group did not publish any profit forecast or provide any profit guarantee for the financial year ended 31 December 2012.

### 5. Tax expense

The effective tax rate of the Group is lower than the enacted statutory tax rate due to the availability of reinvestment allowance to certain subsidiaries and share of results from associate which has been accounted for net of tax.

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

# 6. Status of corporate proposal announced

There were no corporate proposals announced which have not been completed as at 23 February 2013 (the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report).

# 7. Group borrowings and debts securities

Group borrowings are as follows:

Croup borrowings are as rollows.		
	At 31/12/2012 RM'000	At 31/12/2011 RM'000
		(restated)
Short term borrowings - secured Finance leases Term loans	2,126 6,653	2,194 6,095
Bankers acceptances Foreign currencies trade loans in USD	-	31,087 31,101
Bank overdraft	-	374
	8,779	70,851
Short term borrowings - unsecured Term loans		
Foreign currencies trade loans in USD	11,103 109,567	11,195 63,144
Revolving credits	10,000	19,000
	130,670	93,339
Total short term borrowings	139,449	164,190
Long term borrowings - secured Finance leases Term loans	1,353 282,226	2,302 39,539
	283,579	41,841
Long term borrowings - unsecured Term loans	31,790	41,416
Total long term borrowings	315,369	83,257

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

# 8. Retained profit

The breakdown of retained earnings of the Group are as follows:

	At 31/12/2012	At 31/12/2011 (restated)
	RM'000	RM'000
Total retained earnings of the Company and its subsidiaries		
- Realised	272,092	206,358
- Unrealised	(17,337)	(9,254)
	254,755	197,104
Total share of retained earnings in associates		
- Realised	20,993	-
- Unrealised	113,987	-
Consolidation adjustments	(79,697)	(53,218)
Total retained earnings of the Group	310,038	143,886

## 9. Profit before taxation

The profit before taxation is stated after charging/(crediting):

	Current Quarter ended 31/12/2012 RM'000	Preceding year corresponding quarter ended 31/12/2011 RM'000	Current year to date ended 31/12/2012 RM'000	Preceding year to date ended 31/12/2011 RM'000
Interest income (Gain)/loss on derivative	(56)	(253)	(206)	(356)
financial instruments (Gain)/loss on foreign	(288)	(1,118)	(675)	685
exchange	1,086	1,169	(1,942)	1,733
Rental income	(198)	(258)	(792)	(852)
Miscellaneous income (Gain)/Loss on disposal of	(94)	261	(316)	122
investment	-	(13)	-	(13)
(Gain)/Loss on disposal of	(777)	(00)	(201)	70
plant & equipment	(777)	(88)	(261)	73
Total other (income)/expenses	(327)	(300)	(4,192)	1,392
Depreciation and amortisation	4,225	3,354	15,062	12,791
Interest expense	4,997	2,732	19,962	8,073

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

## 10. Changes in material litigation

Save as disclosed below, the Group was not involved in any material litigation as at 23 February 2013 (the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report).

a) On 23 March 2009, Can-One International Sdn Bhd ("CISB") together with 4 other defendants were served a writ of summons and a statement of claims pertaining to the Acquisition.

The Plaintiffs are claiming:

- i) Against the other 4 defendants and CISB damages amounting to RM55,000,000 for alleged fraud and interest at rate of 8% per annum on the said sum, cost of action on a full indemnity basis and such further or any other reliefs as the Court may deemed fit and proper to grant,
- ii) An interim order restraining the defendants and each of them whether by themselves, their directors, their servants, or agents or otherwise howsoever from proceeding with the implementation of the Acquisition until the final hearing and disposal of the action,
- iii) A declaration that the award of the bid in the public tender exercise to CISB for the Acquisition is illegal, null and void.

The Board of Directors has referred the matter to its solicitors. Upon obtaining legal advice, the Directors are of the opinion that the suit against CISB is unlikely to succeed.

CISB has applied to the High Court to set aside and/or strike out the Plaintiffs' Writ and Statement of Claim. The case has been fixed for mention on 14 March 2013.

- b) In May 2011, CISB served a writ of summons and a statement of claim on KJCFB and 4 other defendants to claim the following:
  - i) a declaration that the proposed bonus issue of 222,083,893 new ordinary shares of RM0.25 each in KJCFB ("Bonus Shares") to be credited as fully paid-up on the basis of 1 Bonus Share for every 2 shares in KJCFB ("KJCFB Shares") held ("Proposed Bonus Issue") and the proposed renounceable rights issue of 166,562,919 5 year warrants 2011/2016 on the basis of 1 warrant for every 4 KJCFB Shares held after the Proposed Bonus Issue at an issue price of RM0.01 per warrant ("Proposed Renounceable Rights Issue") by KJCFB are in breach of the rights and interests of CISB under the Shares Sale Agreement dated 23 March 2009 and in breach of the Order of the Court of Appeal dated 25 August 2010 and the Order of the Federal Court dated 21 February 2011;
  - a declaration that the other 4 Defendants, as the shareholders or contributories of Kian Joo Holdings Sdn Bhd – In Liquidation ("KJHSB") and as directors of KJCFB, are in breach of the Order of the Court of Appeal dated 25 August 2010 and the Order of the Federal Court dated 21 February 2011;

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

## 10. Changes in material litigation (cont'd)

- iii) a declaration that the Defendants by their respective acts and involvement in the Proposed Bonus Issue and the Proposed Renounceable Rights Issue are in contempt of the Court of Appeal and the Federal Court;
- iv) a declaration that the Proposed Bonus Issue and the Proposed Renounceable Rights Issue and all shares issued in pursuance thereof are null and void;
- an injunction that the Defendants be restrained whether by themselves, their servants, agents or otherwise howsoever until such further Order from convening any directors' meetings or any ordinary or extraordinary general meetings of KJCFB for purposes of approving or for any purposes incidental to the Proposed Bonus Issue and the Proposed Renounceable Rights Issue by KJCFB;
- vi) an injunction that the Defendants be restrained whether by themselves, their servants, agents or otherwise howsoever until such further Order from acting, implementing or continuing to act on or implement the Proposed Bonus Issue and the Proposed Renounceable Rights Issue by KJCFB or on any of the resolutions passed at any directors' meetings and general meetings of KJCFB or on any approval of the regulatory authorities, incidental to the Proposed Bonus Issue and the Proposed Renounceable Rights Issue;
- vii) an injunction that the Defendants be restrained whether by themselves, their servants, agents or otherwise howsoever until such further Order from taking, continuing and directing any steps or actions to be taken with a view to passing, effecting or enforcing any decisions or resolutions, whether incidental to the Proposed Bonus Issue and the Proposed Renounceable Rights Issue or any other corporate exercise, including declaring any benefits or dividends or causing any dispositions, which may have the effect of diluting the share capital or assets of KJCFB and/or affect or prejudice the rights and interests of CISB under the Shares Sale Agreement dated 23 March 2009 ("SSA") and/or the said shares thereunder;
- viii) an inquiry into the damages suffered by CISB by reason of the Defendants' breach of the rights and interests of CISB under the SSA;
- such further and/or other requisite accounts, inquiries, directions or reliefs as may be appropriate to safeguard the rights and interests of CISB under the SSA; and
- x) costs.

On 4 July 2011, the High Court dismissed CISB's application for the said injunction.

On 8 July 2011, CISB filed the Notices of Appeal to the Court of Appeal against the decisions of the High Court.

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

## 10. Changes in material litigation (cont'd)

The Court of Appeal had on 8 November 2011:-

- i) allowed CISB's Appeal against the decision of the High Court given on 4 July 2011 in allowing CISB's suit to be strike out ("CISB's Appeal"); and
- ii) dismissed CISB's Appeal against the decision of the High Court given on 4 July 2011 in refusing CISB's application for an injunction restraining the implementation the Proposed Bonus Issue and the Proposed Renounceable Rights Issue pending the hearing of the suit of CISB.

Following CISB's Appeal, the High Court has adjourned the case for further mention on 14 March 2013.

CISB had applied for leave to appeal to the Federal Court against the Court of Appeal's decision in dismissing CISB's Appeal on the injunction. The Federal Court had fixed the said matter for case management on 7 March 2013.

c) The Federal Court on 5 January 2012, allowed the appeals of the Liquidators of KJHSB, including the Liquidator's Appeals to proceed with the completion of the sale of 146,131,500 KJCFB shares held by KJHSB to CISB at a total consideration of RM241,116,975 ("FC Judgement"). CISB had on 25 January 2012 completed the acquisition of the said KJCFB shares.

CISB received 2 Notice of Motions and the Affidavits in Support filed by Dato' See Teow Chuan and 13 others on 14 February 2012 ("First Applicants") followed by another 2 motions and Affidavits in Support filed by See Tiau Kee and 10 others on 24 February 2012 ("Second Applicants").

They had applied for the following orders;

- the Grounds of FC Judgement and the consequent Orders of the Federal Court dated 5 January 2012 be reviewed and set aside pursuant to Rule 137 of the Rules of the Federal Court, 1995 and/or the inherent jurisdiction of the Federal Court;
- the said Appeals be re-heard by the Federal Court consisting of 9 Judges of the Federal Court other than those who heard and decided upon the said Appeals on 5 January 2012;
- iii) The Liquidators of KJHSB, Ooi Woon Chee and Ng Kim Tuck be restrained from distributing the said proceeds of RM241,116,975 from the sale of the 146,131,500 shares of KJCFB to CISB and the said proceeds be retained in a monthly fixed deposit account in a local bank pending the hearing and final disposal of this Application and in the event the reliefs in paragraphs (i) and (ii) above are granted by the Federal Court, until the said Appeals are reheard and finally disposed of by the Federal Court;

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

## 10. Changes in material litigation (cont'd)

- iv) CISB be restrained from selling and/or in any way disposing of the whole or any part of the 146,131,500 KJCFB shares purchased from KJHSB pending the hearing and final disposal of this Application and in the event the reliefs in paragraphs (i) and (ii) above are granted by the Federal Court, until the said Appeals are re-heard and finally disposed of by the Federal Court;
- v) CISB be restrained from exercising any of its rights attached to or arising from the purchase of the 146,131,500 KJCFB shares by CISB from KJHSB pending the hearing and final disposal of this Application and in the event the reliefs in paragraphs (i) and (ii) above are granted by the Federal Court, until the said Appeals are re-heard and finally disposed of by the Federal Court:
- vi) costs of this Application be costs in the cause; and
- vii) any other or further reliefs that the Federal Court deems fit and proper to grant in the circumstances.

(collectively "Review Applications")

The Federal Court on 3 April 2012 granted the Liquidators leave to issue committal proceedings against the First Applicants/Second Applicants and their solicitors for contempt of the Federal Court. The Federal Court had adjourned the hearing of the Review Applications to a date to be fixed.

### 11. Capital commitment

As at 31 December 2012, the Group has the following capital commitment:

Approved and contracted for 5,581

### 12. Dividends

The Directors are recommending a first and final tax exempt dividend of 8% (or 4 sen per share) for the financial year ended 31 December 2012, subject to the approval by shareholders at the forthcoming Annual General Meeting of the Company.

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# EXPLANATORY NOTES TO QUARTERLY FINANCIAL STATEMENTS FOURTH QUARTER ENDED 31 DECEMBER 2012

# 13. Earnings per share

The basic earnings per share are computed as follows:

	Current Quarter ended 31/12/2012	Preceding year corresponding quarter ended 31/12/2011 (Restated)	Current year to date ended 31/12/2012	Preceding year to date ended 31/12/2011 (Restated)
Net profit attributable to shareholders of the Company (RM'000)	23,087	12,401	170,724	32,413
Weighted average number of shares in issue ('000)	152,400	152,400	152,400	152,400
Earnings per share (Sen)	15.15	8.14	112.02	21.27

There were no dilutive potential ordinary shares as at the end of the financial period.

Dated: 27 February 2013

Petaling Jaya