

PERWAJA HOLDINGS BERHAD Company No.: 798513-D

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER AND TWELVE MONTHS ENDED 31 DECEMBER 2009

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE QUARTER AND TWELVE MONTHS ENDED 31 DECEMBER 2009

	Unaudited		Unaudited	
	3 months ended		12 months ended	
	31.12.2009	31.12.2008	31.12.2009	31.12.2008
	RM'000	RM'000	RM'000	RM'000
Revenue	410,792	205,927	1,571,158	2,319,522
Cost of goods sold	(359,461)	(412,095)	(1,529,257)	(2,111,456)
Gross profit/(loss)	51,331	(206,168)	41,901	208,066
Other income	1,374	7,220	2,888	10,417
	52,705	(198,948)	44,789	218,483
Selling and distribution expenses	(4,124)	(2,311)	(16,767)	(16,623)
Administrative expenses	(16,339)	(20,361)	(83,297)	(73,615)
Finance costs	(19,607)	(19,250)	(87,266)	(66,148)
Profit/(Loss) before taxation	12,635	(240,870)	(142,541)	62,097
Income tax expense	111	28,000	27,000	28,000
Profit/(Loss) for the period attributable to equity holders of the Company	12,746	(212,870)	(115,541)	90,097
Earning/(Loss) per share (Note 26): - Basic (sen)	2.28	(38.01)	(20.63)	17.26
- Diluted (sen)	1.80	N/A	N/A	15.60

The above condensed consolidated income statement should be read in conjunction with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2009

	Unaudited	Audited
	As at	As at
	31.12.2009	31.12.2008
	RM'000	RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	1,409,479	1,414,459
Prepaid lease payments	26,728	27,460
Intangible assets	1,293	· -
Other investment	4,000	4,000
Deferred tax assets	165,000	138,000
	1,606,500	1,583,919
Current assets		
Inventories	623,494	662,015
Receivables	178,406	153,538
Tax recoverable	103	103
Deposits with licensed banks	11,527	63,050
Cash and bank balances	7,794	1,957
	821,324	880,663
TOTAL ASSETS	2,427,824	2,464,582
Income tax expense		
Share capital	560,000	560,000
Irredeemable Convertible Unsecured Loan Stocks	10,748	10,748
Reserves	363,834	479,375
Total equity	934,582	1,050,123
Non-current liabilities		
Borrowings (Note 22)	408,985	515,298
Current liabilities		
Trade and other payables	582,196	497,274
Overdrafts and short term borrowings (Note 22)	502,061	401,887
- · · · · · · · · · · · · · · · · · · ·	1,084,257	899,161
Total liabilities	1,493,242	1,414,459
TOTAL EQUITY AND LIABILITIES	2,427,824	2,464,582
Net assets per share attributable to ordinary		
equity holders of the parent (RM)	1.67	1.88

The above condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2009

	Attributable to Equity Holders of the Company					
		← Non-distributable →				
<u>Unaudited</u>	Share Capital RM'000	Share Premium RM'000	Merger Reserve RM'000	ICULS RM'000	Losses)/ Retained Earnings RM'000	Total Equity RM'000
Balance at 01.01.09	560,000	101,502	287,776	10,748	90,097	1,050,123
Loss for the financial period	-	-	-	-	(115,541)	(115,541)
Balance at 31.12.2009	560,000	101,502	287,776	10,748	(25,444)	934,582
Audited Balance at 01.01.2008 (N1)	500,000	121,618	716,181	-	(550,023)	787,776
Capital reduction (N1)	-	(121,618)	(428,405)	-	550,023	-
Share issued pursuant to Listing Exercise	60,000	113,511	-	-	-	173,511
Issuance of ICULS (equity component)	-	-	-	10,748	-	10,748
Listing expenses set-off against share premium	-	(12,009)	-	-	-	(12,009)
Profit for the financial period	<u>:</u>	-	-	-	90,097	90,097
Balance at 31.12.2008	560,000	101,502	287,776	10,748	90,097	1,050,123

⁽N1) The Group has adopted merger method of accounting in respect of acquisition of subsidiary under common control, acquisition of which was completed on 24 June 2008. The Group's consolidated results for the year ended 31 December 2008 comprised the results of PHB and its subsidiaries as if the merger had been effected throughout the current and previous financial periods and the capital reduction of RM550 million of its subsidiary on 21 July 2008.

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 2008 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2009

	Unaudited 12 months	Unaudited
	31.12.2009 RM'000	31.12.2008 RM'000
(Loss)/Profit before tax	(142,541)	62,097
Adjustments for non -cash flow:		
Depreciation and amortisation	73,936	70,080
Non-cash items	61,998	410,741
Operating (loss)/profit before working capital changes	(6,607)	542,918
Changes in working capital	84,004	(609,733)
	77,397	(66,815)
Interest paid	(48,975)	(46,171)
Net cash from operating activities	28,422	(112,986)
Investing activities		
Purchase of property, plant and equipment	(68,087)	(35,744)
Interest received	1,267	1,698
Purchase of intangible assets	(1,293)	-
Net cash for investing activities	(68,113)	(34,046)
Financing activities		
Drawdown of short term borrowings	49,718	66,757
Hire purchase/lease liabilities repayment	(4,462)	(4,240)
Repayment of government loan	(832)	(29,723)
Repayment to immediate holding company	-	(19,102)
Repayment to related companies	-	(16,423)
Repayment to related parties	(168)	(13,611)
Repayment of murabahah medium term loan	(50,000)	-
Proceeds from Issuance of shares	-	173,511
Listing expenses	-	(12,009)
Proceeds from Issuance of ICULS		15,612
Net cash (for)/from financing activities	(5,744)	160,772
Net (decrease)/increase in cash and cash equivalents	(45,435)	13,740
Effect of exchange rate changes	-	3,925
Cash and cash equivalents at beginning of the period	60,812	43,147
Cash and cash equivalents at end of the period	15,377	60,812

The above condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER AND TWELVE MONTHS ENDED 31 DECEMBER 2009

PART A – EXPLANATORY NOTES PURSUANT TO FRS 134

1. Basis of reporting preparation

IC Interpretation 13

The interim financial statements are unaudited and have been prepared in accordance with the requirement of Financial Reporting Standards 134 (FRS134): "Interim Financial Reporting" and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statement should be read in conjunction with the audited financial statements for the year ended 31 December 2008. 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 2008.

As at 31 December 2009, the following FRSs and Issues Committee ('IC') Interpretations were in issue but not yet effective and have not been applied by the Group:

FRS issued and effective for financial periods beginning on or after 1 July 2009:

FRS 8 Operating Segments

FRS 8 replaces FRS 114₂₀₀₄ Segment Reporting and requires a "management approach", under which segment information is presented on the same basis as that used for internal reporting purposes. The adoption of this standard only impacts the form and content of disclosures presented in the financial statements of the Group.

FRS, Amendments to FRS and IC interpretation issued and effective for financial periods beginning on or after 1 January 2010.

beginning on or after 1 January	2010:
FRS 1 (Revised 2010)	First-time Adoption of Financial Reporting Standards
FRS 3 (Revised 2010)	Business Combinations
FRS 4	Insurance Contracts
FRS 7	Financial Instruments: Disclosures
FRS 101 (Revised 2009)	Presentation of Financial Statements
FRS 123 (Revised 2009)	Borrowing Costs
FRS 127 (Revised 2010)	Consolidated and Separate Financial Statements
FRS 139 (Revised 2010)	Financial Instruments: Recognition and Measurement
Amendments to FRS 1	Cost of an Investment in a Subsidiary, Jointly
and FRS 127	Controlled Entity or Associate
Amendments to FRS 2	Vesting Conditions and Cancellations
Amendments to FRS 2	Scope of FRS 2 and Revised FRS 3 (2010)
Amendments to FRS 5	Plan to Sell the Controlling Interest in a Subsidiary
Amendments to FRS 7,	Improvements to Accounting for Financial
FRS 139 and	Instruments
IC Interpretation 9	
Amendments to FRS 138	Consequential Amendments Arising from Revised
	FRS 3 (2010)
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 12	Service Concession Arrangements

Customer Loyalty Programmes

IC Interpretation 14	FRS 119: The Limit on a Defined Benefit Asset,
	Minimum Funding Requirements and their Interaction
IC Interpretation 15	Agreements for the Construction of Real Estate
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17	Distributions of Non-cash Assets to Owners
Amendments to IC	
Interpretation 9	Scope of IC Interpretation 9 and Revised FRS 3 (2010)
Amendments to FRSs	Annual Improvements to FRS (2009)

The above FRSs, IC Interpretations and amendments are not relevant to the Company's operations except as follows:

The possible impacts of FRS 7 (including the subsequent amendments) and the revised FRS 139 (2010) on the financial statements upon their initial applications are not disclosed by virtue of the exemptions given in these standards.

The revised FRS 101 (2009) has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements. 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. The adoption of this revised standard will only impact the form and content of the presentation of the Company's financial statements in the next financial year.

The revised FRS 123 (2009) removes the option of immediately recognising as an expense borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset. In accordance with the transitional provisions, the Company will apply this revised standard to borrowing costs related to qualifying assets for which the commencement date of capitalisation is on or after 1 January 2010. This change in accounting policy will not have any financial impact on the financial statements for the current financial year but may impact the accounting for future transactions or arrangements.

IC Interpretation 9 requires embedded derivatives to be separated from the host contract and accounted for as a derivative on the basis of the conditions that existed at the later of the date the entity first became a party to the contract. The possible impacts of IC Interpretation 9 on the financial statements upon its initial application are not disclosed by virtue of the exemptions given under the revised FRS 139 (2010).

Amendments to IC Interpretation 9 are a consequential amendment from the revised FRS 3 (2010). These amendments are expected to have no material impact on the financial statements of the Company upon its initial application.

Annual Improvements to FRSs (2009) contain amendments to 21 accounting standards that result in accounting changes for presentation, recognition or measurement purposes and terminology or editorial amendments. These amendments are expected to have no material impact on the financial statements of the Company upon their initial application.

2. Auditors' report

The preceding audited annual financial statements were not qualified.

3. Seasonal or cyclical factors

The business operation of the Group is generally affected by the demand in construction sector, commodities market condition and global economy, as well as the fourth quarter and first quarter festive seasons.

4. Items of unusual nature and amount

There were no unusual items affecting assets, liabilities, equity, net income or cash flow of the Group during the current quarter and financial year-to-date.

5. Material changes in estimates

There were no changes in the estimates of amount relating to the prior financial years that have a material effect in the current quarter under review.

6. Debt and equity securities

Perwaja Steel Sdn Bhd had on 25 September 2009 redeemed the first tranche of its Murabahah Medium Term Notes facility of RM50.0 million.

Save as disclosed above, there were no issuance, cancellation, repurchases, resale and repayments of debt and equity securities during the financial year-to-date.

7. Dividends paid

No dividend was paid during the financial year-to-date.

8. Segmental information

Segmental information is not provided as the Group's primary business segment is principally engaged in the manufacturing and trading in direct reduced iron, steel billets, beam blanks and blooms and its operation is principally located in Malaysia.

9. Valuation of property, plant and equipment

There was no valuation of the property, plant and equipment in the current period under review.

10. Capital commitments

The total capital commitments being approved and contracted for as at the end of current quarter and financial year-to-date are amounting to RM42.7 million.

11. Subsequent event

There was no material event subsequent to the current quarter.

12. Changes in the Composition of the Group

There were no changes in the composition of the Group during the financial year-to-date.

13. Contingent Liabilities and Contingent Assets

Save as disclosed in Note 24, there were no contingent liabilities or contingent assets, which upon becoming enforceable, may have a material effect on the net assets, profits or financial position of our Group.

(Incorporated in Malaysia)

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

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

Revenue and pre-tax loss for the 12 months ended 31 December 2009 were lower at RM1,571.2 million and RM142.5 million as compared to revenue and pre-tax profit of RM2,319.5 million and RM62.1 million recorded in the corresponding financial period of 2008. The Group's overall performance for FY 2009 was affected by lower selling price and slower pace of momentum in the steel industry, consequential effects of global financial crisis.

For the current quarter under review, the Group recorded revenue of RM410.8 million and a pre-tax profit of RM12.6 million as compared to revenue of RM205.9 million and pre-tax loss of RM240.9 million respectively in the preceding year corresponding quarter. The increase in revenue and pre-tax profit in the current quarter under review was mainly due to the higher selling prices of steel products and improvement in demand, in line with the progressive recovery of steel industry.

15. Material changes in profit before tax for the current quarter results compared to the results of the preceding quarter

The Group recorded a pre-tax profit of RM12.6 million, a slight decrease of 3.1% as compared to preceding quarter pre-tax profit of RM13.1 million.

16. Prospects for the financial year 2010

Perwaja is cautiously optimistic on the prospects for 2010 as it is dependent on the continued recovery of the economy.

17. Variance between Actual Profit and Forecast Profit

The Group did not issue any profit forecast in a public document during the current financial period.

18. Taxation

	Current	Current
	quarter	year-to-date
	31.12.2009	31.12.2009
	RM	RM'000
Current income taxation	111	•
Deferred taxation	=	27,000
	111	27,000

The statutory tax rate was reduced to 25 percent from the previous year's rate of 26 percent effective in the current year of assessment.

The Group's effective tax rate for the current quarter and financial year to date is lower than the prevailing statutory tax rate mainly due to the utilization of deferred tax assets not recognized in prior years.

The deferred tax assets represents the tax benefits derived from the expected utilization of unutilized tax losses in the foreseeable future, based on the prevailing applicable tax rate.

19. Profit from sale of unquoted investments and/or properties

There was no disposal of unquoted investments and/or properties for the current quarter and financial year-to-date.

20. Quoted securities

There was no purchase or disposal of quoted securities for the current quarter and financial year-to-date and the Group did not hold any quoted securities as at the end of the financial year-to-date.

21. Status of Corporate Proposal

There were no corporate proposals announced but not completed as at the reporting date.

22. Group borrowings and debt securities

The Group's borrowings as at 31 December 2009 were as follows:-

	Secured RM'000	Unsecured RM'000	Total RM'000
Short term borrowing:-			24.200
Bank overdrafts	3,944	-	3,944
Trade Financing	387,320	_	387,320
Hire Purchases	3,940	-	3,940
ICULS	-	4,864	4,864
Term Loan	50,000	-	50,000
Related Party Loan	-	21,574	21,574
Government Loan	-	30,419	30,419
	445,204	56,857	502,061
Long Term borrowings:-			
Term Loan	210,000	40,000	250,000
Hire Purchase	7,621	-	7,621
Related Party Loan	-	63,724	63,724
Government Loan		87,640	87,640
	217,621	191,364	408,985
Total	662,825	248,221	911,046

23. Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments as at the reporting date.

24. Material Litigation

Save as disclosed below, as at 31 December 2009, neither our Company nor any of our subsidiaries is engaged in any material litigation and arbitration either as plaintiff or defendant, which has a material effect on the financial position of our Company or our subsidiaries and our Directors are not aware of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of our Company or our subsidiaries.

(i) Shah Alam High Court Civil Suit No. MT4-22-204-2002 Nesaga Technology Sdn Bhd ("Nesaga") vs. Perwaja Steel Sdn Bhd ("PSSB")

PSSB is alleged to have failed to adhere to 4 maintenance agreements in 1996 whereby Nesaga was to provide various services to PSSB. PSSB had entered into a settlement dated 28 June 1996 with various terms and conditions and PSSB allegedly agreed to all the terms in the settlement via a letter dated 1 July 1996.

On 22 March 2002, Nesaga filed a Writ of Summons and Statement of Claim at the High Court of Malaya at Shah Alam against PSSB. The claim was for LIRE356,996,800.00, RM404,180.00 and USD826,117.40 (approximate total claim is RM4,151,858.54 based on relevant conversion rate in year 2002) with interest calculated at the rate of 8% per annum from 1 July 1996 until date of judgment.

Nesaga has also filed an application under Order 27 Rule 3 of the Rules of High Court 1980 on 4 March 2005 for judgment on admission and was subsequently being struck off on 19 May 2009. PSSB has filed an application to amend its Defence and to include a Counter-claim which application was allowed on 10 December 2008 by the Registrar of the High Court. Nesaga has filed an appeal on 16 December 2008 against the Order dated 10 December 2008. The appeal was allowed with costs in the cause of 7 January 2010 by the High Court Judge. PSSB filed an appeal to Court of Appeal on 15 January 2010 and an application to stay the proceedings at High Court pending appeal on 5 February 2010. Mention of case management is fixed on 22 March 2010.

PSSB's solicitors are of the view that PSSB stands a fair chance of defending the case.

(ii) Kuala Lumpur High Court Civil Suit No. D1-22-785-2005 PSSB vs. Arus Zaman Sdn Bhd (formerly known as MK Farlin Development Sdn Bhd) ("Arus Zaman")

The claim was filed by PSSB in 2005 whereby PSSB is claiming a sum of RM15.5 million together with damages, interest calculated at the rate of 8% from 15 July 1999 to date of judgment and interest calculated at 8% from the date of judgment to the date of full and final realisation and costs for construction works done under an agreement dated 20 October 1998 for the Multimedia University Campus Development in Cyberjaya.

Arus Zaman has filed a Counter-Claim against PSSB for the sum of RM69,014.13 for overpayment together with interest at the rate of 8% per annum from date of judgment until full realisation and costs. On 18 January 2006, the court allowed Arus Zaman's application to amend their Defence and Counterclaim which claim is amended to RM400,227.52 together with interest at the rate of 8% per annum from date of judgment until full realisation and costs. PSSB has since filed an application to amend their Reply and Defence to Counterclaim and the application was allowed on 19 November 2008. Arus Zaman has recently changed their solicitors and filed an application to amend their amended Defence and Counterclaim on 11 December 2009. The application is now fixed

for hearing on 23 February 2010. Case Management of the matter is fixed for mention on 30 March 2010.

The solicitors of PSSB are of the view that since a substantial part of the documents for PSSB's claim, at first sight are not certified, PSSB may not have a strong claim against Arus Zaman, until and unless the necessary documents substantiating PSSB's claim are complete.

(iii) Kuala Lumpur High Court Suit No. D8-22-1464-2007 ("D8 Suit") Megasteel Sdn Bhd ("Megasteel") vs PSSB

Megasteel filed Writ of Summons and Statement of Claim for sum of RM36,079,860.33 ("Megasteel's Claim") as damages for an alleged breach of contract against PSSB. On 17 December 2007, PSSB in its defence argued, inter-alia, that Megasteel has continued to accept the delivery of the goods unconditionally after the alleged stipulated time, causing time to be at large hence time is no longer of the essence. In addition there were variations to the contract causing time to be at large as well.

Megasteel filed a summary judgment application on the Megasteel's Claim on 27 March 2008 and the same was dismissed on 14 January 2009. Megasteel did not file an appeal against this decision.

Meanwhile, PSSB has filed a Counter-Claim against Megasteel on 17 December 2007 for *inter-alia*, the outstanding sum of RM3,390,509.03 ("Outstanding Sum") as at 6 November 2007 for the DRI supplied to Megasteel. PSSB has also filed an application for judgment on admission of the Outstanding Sum on 30 March 2009 of which was also dismissed on 26 October 2009. PSSB filed an appeal to the Court of Appeal against the dismissal of the application for judgment on admission on 20 November 2009. The Case Management which was fixed on 19 February 2010 has been adjourned to a date to be fixed and the court will inform the parties of the new date in due course.

The solicitors of PSSB are of the opinion that PSSB stands a fair chance of success of defending Megasteel's claim and that Megasteel has no viable defence to the Outstanding Sum which Megasteel is seeking to set off the Outstanding Sum against Megasteel's Claim.

(iv) Kuala Lumpur High Court Suit No. D22-788-2009 Petroliam National Berhad ("Petronas") vs PSSB

On 12 May 2009, PSSB was served with a writ of summons, dated 27 April 2009, initiated by Petronas claiming for the sum of RM85,795,957.50 being the alleged balance of the unpaid purchase price for the supply of gas to PSSB together with interest on various bases. The present state of the proceedings against PSSB is that both Petronas and PSSB have exchanged their respective pleadings. PSSB is disputing the claim.

By its Defence and Counterclaim dated 15 June 2009, PSSB is defending the Claim and is counterclaiming for either a sum of RM105,258,714.45 or alternatively RM99,831,484.28, depending the rate applicable. As the pre-trial steps have not been completed yet, there is no date for trial of the suit. Petronas filed an application to strike out PSSB's Defence and Counterclaim on 24 December 2009. The Court has fixed 6 April 2010 for case management for the parties to file their respective affidavits.

As at present and as advised by PSSB's solicitors, the Board is of the opinion that PSSB has reasonable prospects of success. Nevertheless, it is still open to both parties to a reach a negotiated settlement of this dispute.

25. Proposed Dividend

There was no dividend proposed or declared for the current quarter and the financial year-to-date.

26. Earnings Per Share/Loss Per Share ("EPS/LPS")

The basic earnings per share is arrived at by dividing the Group's profit after taxation by the weighted average number of ordinary shares outstanding during the financial period.

	Current Quarter RM'000	Current Year-to-date RM'000
Profit/(Loss) after taxation	12,746	(115,541)
Weighted average number of ordinary shares in issue	560,000	560,000
Basic EPS/(LPS) (sen)	2.28	(20.63)

The fully diluted earnings per share is arrived at by dividing the Group's adjusted profit after taxation by the adjusted weighted average number of ordinary shares outstanding during the financial period.

Profit after taxation	12,746	N/A
Interest saving on ICULS	156	N/A
Adjusted profit after taxation	12,902	N/A
Weighted average number of ordinary shares	560,000	N/A
Effect of conversion of ICULS to ordinary shares Adjusted weighted average number of ordinary shares in ignue and ignuelle	156,123	N/A
ordinary shares in issue and issuable	716,123	N/A
Fully Diluted EPS (sen)	1.80	N/A

Fully diluted LPS for current year to date has not been presented as the effect is anti-dilutive.

By order of the Board, Dato' Henry Pheng Chin Guan Chief Executive Officer Date: 25 February 2010