

SINDORA BERHAD (13418-K)
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS' PERIOD ENDED 30 SEPTEMBER 2009

CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE NINE MONTHS' PERIOD ENDED 30 SEPTEMBER 2009
(The figures have not been audited)

	Individual Quarter		Cumulative Quarter	
	3 months ended		9 months ended	
	30 September		30 September	
	2009	2008	2009	2008
	RM'000	RM'000	RM'000	RM'000
Revenue	86,324	99,683	253,805	272,493
Cost of sales	(76,751)	(78,801)	(211,947)	(205,750)
Gross profit	9,573	20,882	41,858	66,743
Other income	39,424	1,268	42,235	5,387
Administrative expenses	(14,303)	(13,464)	(37,674)	(38,298)
Profit from operations	34,694	8,686	46,419	33,832
Share of profit after tax and minority interests of associates	182	1,258	4,355	5,377
Finance costs	(1,775)	(2,633)	(5,527)	(7,211)
Profit before taxation	33,101	7,311	45,247	31,998
Income tax expense	(1,978)	(511)	(3,119)	(4,906)
Profit for the period	31,123	6,800	42,128	27,092
Attributable to:				
Shareholders of the Company	35,087	4,850	43,509	22,988
Minority interests	(3,964)	1,950	(1,381)	4,104
Profit for the period	31,123	6,800	42,128	27,092
Earnings per share attributable to shareholders of the Company				
Basic (sen)	36.55	5.05	45.32	23.95
Diluted (sen)	-	-	-	-

The Condensed Consolidated Income Statements above should be read together with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

CONDENSED CONSOLIDATED BALANCE SHEET [1/2]

AS AT 30 SEPTEMBER 2009

[The figures have not been audited]

	As at 30 September 2009	As at 31 December 2008 (Audited)
	<u>RM'000</u>	<u>RM'000</u>
ASSETS		
Non-current assets		
Property, plant & equipment	300,011	228,248
Prepaid interest leased land	93,648	83,997
Plantation Development Expenditure	47,922	25,039
Investment properties	3,570	3,570
Investment in associates	20,803	10,563
Other investments	6,724	5,556
Intangible assets	24,599	28,102
Deferred tax assets	381	373
Total non-current assets	<u>497,658</u>	<u>385,448</u>
Current assets		
Inventories	9,462	10,976
Trade and other receivables	39,324	48,068
Assets classified as held for sale	35,657	20,866
Cash and bank balances	38,264	52,238
Total current assets	<u>122,707</u>	<u>132,148</u>
TOTAL ASSETS	<u><u>620,365</u></u>	<u><u>517,596</u></u>

The Condensed Consolidated Balance Sheets above should be read together with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

CONDENSED CONSOLIDATED BALANCE SHEET [2/2]

AS AT 30 SEPTEMBER 2009

[The figures have not been audited]

	As at 30 September 2009	As at 31 December 2008 (Audited)
	<u>RM'000</u>	<u>RM'000</u>
EQUITY AND LIABILITIES		
Share capital	96,000	96,000
Reserves	131,988	96,102
Equity attributable to shareholders of the Company	227,988	192,102
Minority interests	58,556	60,101
Total equity	286,544	252,203
Non-current liabilities		
Deferred taxation	24,181	24,335
Deferred income	271	298
Borrowings	241,780	139,543
Total non-current liabilities	266,232	164,176
Current liabilities		
Trade and other payables	52,645	65,736
Borrowings	14,944	35,481
Total current liabilities	67,589	101,217
Total liabilities	333,821	265,393
TOTAL EQUITY AND LIABILITIES	620,365	517,596
Net Assets per Share attributable to shareholders of the Company (RM)	2.37	2.00

The Condensed Consolidated Balance Sheets above should be read together with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE NINE MONTHS' PERIOD ENDED 30 SEPTEMBER 2008**

	Non-distributable			Distributable		Total	Minority Interest	Total Equity
	Share Capital	Share Premium	Other Reserves	Exchange Reserve	Retained Profits			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2008	96,000	11,107	25,321	161	45,195	177,784	44,268	222,052
Exchange difference on translation:								
- Financial statement of overseas subsidiaries				(27)		(27)		(27)
Disposal of subsidiary							581	581
Issue of shares by subsidiaries							3,788	3,788
Dividends paid					(3,393)	(3,393)	(399)	(3,792)
Net profit for the period					22,988	22,988	4,104	27,092
At 30 September 2008	96,000	11,107	25,321	134	64,790	197,352	52,342	249,694

The Condensed Consolidated Statement of Changes in Equity above should be read together with the audited financial statements for the year ended 31 December 2007 and the accompanying explanatory notes attached to the interim financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE NINE MONTHS' PERIOD ENDED 30 SEPTEMBER 2009**

	Non-distributable			Distributable		Total	Minority Interest	Total Equity
	Share Capital	Share Premium	Other Reserves	Exchange Reserve	Retained Profits			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2009	96,000	11,107	25,321	(303)	59,977	192,102	60,101	252,203
Exchange difference on translation :								
- Financial statement of overseas subsidiaries				(1)		(1)		(1)
Dividends paid					(7,620)	(7,620)	(164)	(7,784)
Net profit for the year					43,507	43,507	(1,381)	42,126
At 30 September 2009	96,000	11,107	25,321	(304)	95,864	227,988	58,556	286,544

The Condensed Consolidated Statement of Changes in Equity above should be read together with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE NINE MONTHS' PERIOD ENDED 30 SEPTEMBER 2009

[The figures have not been audited]

	Cumulative Quarter For the nine months period ended 30 September 2009	Cumulative Quarter For the nine months period ended 30 September 2008
	RM'000	RM'000
Net cash generated from/(used in) operating activities	(15,466)	50,604
Net cash (used in)/generated from investing activities	(85,594)	(27,776)
Net cash (used in)/generated from financing activities	87,086	(21,434)
Net increase in cash and cash equivalents	(13,974)	1,394
Cash and cash equivalents at beginning of financial year	52,238	28,982
Effect of Exchange rate changes	-	-
Cash and cash equivalents at end of financial period	38,264	30,376

Cash and cash equivalents at the end of the nine months period comprise the following:

	30 September 2009	30 September 2008
	RM'000	RM'000
Cash and bank balances	41,782	34,299
Bank overdraft	(3,518)	(3,923)
Cash and cash equivalents at end of financial period	38,264	30,376

The Condensed Consolidated Cash Flow Statements above should be read together with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

A. NOTES TO THE INTERIM FINANCIAL STATEMENTS

1. Basis of Preparation

This interim financial statements have been prepared in accordance with the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad, including compliance with Financial Reporting Standard (FRS) 134 *Interim Financial Reporting*, issued by the Malaysian Accounting Standards Board (MASB).

The interim financial statements have been prepared in accordance with the same accounting policies adopted in the 2008 annual financial statements.

The preparation of an interim financial report in conformity with FRS 134 *Interim Financial Reporting* requires management to make judgements, 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.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2008 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all the information for full set of financial statements prepared in accordance with FRSs.

The financial information relating to the financial year ended 31 December 2008 that is included in the interim financial report as being previously reported information does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements other than those that have been restated as a result of the change in accounting policies. Statutory financial statements for the year ended 31 December 2008 are available from the Company's registered office.

2. Changes in Accounting Policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2008 except for the adoption of the following new / revised FRS effective for financial period beginning 1 January 2010 :

FRS 4	Insurance Contracts
FRS 7	Financial Instruments: Disclosures
FRS 8	Operating Segment
FRS 139	Financial Instruments: Recognition and Measurement
IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 10	Interim Financial Reporting and Impairment

3. Seasonality or Cyclicity of Operations

There were no seasonality or cyclicity of the operations that have material impact on profitability of the Group.

4. Unusual Items due to their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the 9 months' period ended 30 September 2009.

5. Changes in Accounting Estimates

There were no changes in accounting estimates that materially affect the current quarter results.

6. Issuances, Cancellations, Repurchases, Resale and Repayments of Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the period under review.

7. Dividends Paid

The Company had on 30 December 2008 declared an interim dividend of 5% less tax for the amount of RM3.60 million in respect of the financial year ended 31 December 2008 and was paid on 26 February 2009.

The Company had on 24 March 2009 proposed for shareholders' approval to declare a final dividend of 5% less tax for the amount of RM3.60 million in respect of the financial year ended 31 December 2008 and was paid on 31 July 2009.

8. Carrying Amount of Re-valued Assets

The valuations of property, plant and equipment have been brought forward without any amendment from the financial statements for the year ended 31 December 2008.

9. Material Events Subsequent to the End of the Financial Period

The Company had on 2 October 2009 proposed to dispose 400,000 shares of RM1.00 each in AmanahRaya-JMF Asset Management Sdn Bhd, representing 20% shareholding in the company for RM 1,400,000 cash or RM 3.50 per share pursuant to the offer from Amanah Raya Berhad vide its letter dated 30 September 2009. The disposal was completed on 30 October 2009.

10. Segmental Reporting

Segmental information in respect of the Group's business segments for the 9 months period ended 30 September 2009:

	Intrapreneur Venture	Plantations And Mill	Consolidated Results
	RM'000	RM'000	RM'000
Revenue	170,736	83,069	253,805
Segmental Profit	4,713	8,529	13,242
Gain on Disposal of Ladang Sg Simpang Kiri		38,561	38,561
Gain on Disposal of Associate companies	5,087		5,087
Provision on Loss on Disposal of PPE	(5,984)		(5,984)
Impairment of Goodwill	(2,700)		(2,700)
	1,116	47,090	48,206
Unallocated expenses			(5,825)
Unallocated income			2,866
Profit before tax			45,247
OTHER INFORMATION			
Segment assets	366,902	253,463	620,365
Segment liabilities	261,374	72,447	333,821
Depreciation / Amortisation	19,579	4,185	23,764

11. Changes in the Composition of the Group

The Company had on 15 July 2009 proposed to dispose 400,000 ordinary shares of RM1.00 each in Willis (Malaysia) Sdn Bhd, a 40% owned associate company of Sindora, for a total cash consideration of USD4,000,000 or equivalent to RM14,208,000. The disposal was completed on 15 July 2009.

12. Changes in Contingent Liabilities or Contingent Assets

There were no changes in contingent liabilities or contingent assets during the current quarter.

B. ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

13. Review of the Performance of the Group

The Group registered a 13.40% decrease in revenue from RM99.68 million in the third quarter of 2008 to RM86.32 million this year. Gross profit of the Group has decreased by 54.16% from RM20.88 million to RM9.57 million. The lower performance was mainly due to lesser contribution from the Plantation Business which registered 28.04% lower revenue from RM38.83 million in 2008 to RM27.94 million in the quarter under review. Average selling price of CPO also decreased from RM 2,821/tonne in the third quarter 2008 to RM 2,232/tonne this quarter.

Intrapreneur Venture Business's revenue decreased by 4.06% from RM60.86 million in the third quarter 2008 to RM58.39 million in the current quarter. Its gross profit contribution decreased by 146.54% from RM5.57 million during the third quarter of 2008 to a loss of RM2.59 million in the quarter under review. The contribution from Intrapreneur Venture Business has also decreased both in revenue and profit in the quarter under review.

Segmental Revenue and Profit Contribution

Results for the quarter ended	30 September 2009 RM'000	30 September 2008 RM'000
Segment Revenue :		
Intrapreneur Venture	58,387	60,858
Plantation and Palm oil mill operations	27,937	38,825
	86,324	99,683
Segment Profits :		
Intrapreneur Venture - Subsidiaries	(2,590)	5,565
- Associates (share of PAT and MI)	182	1,258
Plantation and Palm oil mill operations	2,967	3,397
	559	10,220

14. Material Changes in the Quarterly Results Compared to Immediate Preceding Quarter

The Group recorded a substantial increase in pre-tax profit of RM33.10 million in the third quarter this year compared to RM3.79 million in the preceding quarter. This was mainly due to RM37.32 million gain on disposals of assets and associate company.

15. Prospects for the Current Financial Year

The Group is expected to sustain its financial achievement in anticipation that both the Intrapreneur Venture and the Plantation businesses will continue registering positive performance in the last quarter of 2009.

16. Variance of Actual Profit From Forecasted/Guaranteed Profit

The Company is not subjected to any profit forecast or profit guarantee requirement.

17. Taxation

There was no significant variation between the effective tax rate and statutory tax rate for the current quarter and financial period-to-date.

	Individual Quarter 3 months ended 30 September 2009 RM'000	Cumulative Quarter 9 months ended 30 September 2009 RM'000
Taxation based on profit for the period:		
Current	1,978	3,119
	1,978	3,119
Deferred taxation account:		
Opening balance	(23,063)	(23,962)
Recognised in the income statement	(737)	162
Closing balance	(23,800)	(23,800)
Deferred tax assets	381	381
Deferred tax liabilities	(24,181)	(24,181)
Closing balance	(23,800)	(23,800)

The effective tax rate for the current year was lower than the statutory tax rate principally due to certain income not being subjected to tax and the adoption of FRS 101 which requires the presentation of the net after tax results of the associate companies.

18. Gain/(Loss) on Sale of Unquoted Investments and/or Properties

	RM'000
Gain on Exchange of Oil Palm Estate	38,561
Gain on Disposal of Associate Co - Willis (M) Sdn Bhd.	4,744
Loss on Disposal of Asset - MT Nautica Segamat	(5,984)
	37,321

19. Quoted Securities

The particulars of purchases or disposals of quoted securities by the Company are as follows:-

- (a) Total purchases and disposals of quoted securities for the current quarter and financial year to date, and the profit / (loss) arising are as follows:

	Individual Quarter 3 months ended 30 September 2009 RM'000	Cumulative Quarter 9 months ended 30 September 2009 RM'000
Total purchases at cost	1,141	2,680
Total proceeds from disposals	595	1,822
Profit/(Loss) arising from the disposals	69	170

- (b) Total investments in quoted securities as at the end of the period under review:

	30 September 2009 RM'000	30 September 2008 RM'000
Investments at cost	14,603	15,029
Investments at book value	1,416	2,510
Investments at market value	1,563	1,049

20. Status of Corporate Proposals Announced But Not Completed

- (i) The Company had on 27 December 2007 announced in respect of the conditional Sale & Purchase Agreement entered into between the Company and KFC Holdings (Malaysia) Bhd ("KFCH") to dispose a piece of land (including all factory, buildings, structures, infrastructure and facilities built or erected on the land) measuring 20.533 acres that forms part of a leasehold industrial land (expiring on 30 January 2041) held under document of title HS(D) 2276, PTD 1384, Mukim Hulu Sungai Johor, Kota Tinggi, Johor for RM6.15 million cash.

Subsequently, on 26 September 2008 the Company had mutually agreed with KFCH to further extend the condition precedents fulfillment period until 25 December 2008.

On 24 December 2008, the Company announced that it had mutually agreed with KFCH to further extend the condition precedents fulfillment period until 25 March 2009.

On 25 March 2009 the Company had mutually agreed with KFCH to further extend the condition precedents fulfillment period until 25 September 2009.

On 25 September 2009, the Company had mutually agreed with KFCH to further extend the condition precedents fulfillment period until 25 March 2010.

The proposal is expected to be completed before the end of 2009.

- (ii) The Company had on 27 February 2008 proposed lease of up to twenty (20) acres or 871,200 square feet of an area of land within Tanjung Langsat Port identified as PLO 46, Tanjung Langsat Industrial Complex, Mukim of Sungai Tiram, District of Johor Bahru, State of Johor by Johor Shipyard and Engineering Sdn Bhd from Tanjung Langsat Port Sdn Bhd for a period of 30 years for a total lease rental of up to RM 21.78 million or RM 25 per square feet.

Later, On 17 November 2009 the parties to the Agreement of Lease had mutually agreed as follows:

- (a) Extend the condition precedents fulfillment period to 28 August 2010;
- (b) Extend the delivery of Plot 1 to 29 months from the date of the Agreement for Lease; and
- (c) Extend the delivery of Plot 2 to 33 months from the date of the Agreement for Lease.

The proposal is pending for approval by relevant authorities.

- (iii) On 6 May 2009, the Company had entered into a conditional Subscription & Shareholders Agreement with Orkim Sdn Bhd (Orkim) and its existing shareholders namely, Wan Izani Bin Wan Mahmood and Khoo Chin Yew for the proposed subscription of 7,524,019 new ordinary shares of RM1.00 each in Orkim equivalent to 22.04% of the enlarged issued and paid-up share capital of Orkim for a total consideration of RM 9,999,000 or approximately RM 1.33 per Orkim Share.

Subsequently, on the same date, E.A. Technique (M) Sdn Bhd (EA Tech), a 51% - owned subsidiary of Sindora, had entered into a conditional Subscription and Share Purchase Agreement (SSPA) with Orkim and its existing shareholders namely, Wan Izani and Khoo for a total cash consideration of RM 16,649,172 as detailed below:-

- (a) proposed subscription of 3,475,981 new Orkim Shares equivalent to 9.24% of the enlarged issued and paid-up share capital of Orkim for a cash consideration of RM 6,501,000 representing approximately RM 1.87 per Orkim Share; and
 - (b) proposed acquisition of 7,806,286 Orkim Shares equivalent to 20.75% of the enlarged issued and paid-up share capital of Orkim for a cash consideration of RM 10,148,172 representing approximately RM1.30 per Orkim Share.
- The proposal is expected to be completed by first quarter 2011.

On 29 May 2009, the Company announced that the Proposed Subscription was completed on 28 May 2009.

- (iv) On 3 August 2009, the Company announced that E.A.Tech had mutually agreed with Orkim, Wan Izani and Khoo to further extend the conditions precedent fulfillment period until 6 September 2009.
- On 21 August 2009, the Company announced that EA Tech had made payment of RM 6,501,000 to Orkim being the full payment of the Agreed Purchaser's Subscription Price pursuant to the SSPA in relation to the Proposed Subscription.
- (v) In addition, EA Tech also made the first payment of RM 1,577,494 and RM 1,290,677 to Wan Izani and Khoo respectively being the portion of purchase consideration pursuant to the SSPA in relation to the Proposed Acquisition.
- The disposal was completed on 27 October 2009.

- (vi) The Company had on 2 October 2009 agreed to dispose 400,000 shares of RM1.00 each in AmanahRaya-JMF Asset Management Sdn Bhd, representing 20% shareholding in the company for RM1,400,000 cash or RM3.50 per share pursuant to the offer from Amanah Raya Berhad vide its letter dated 30 September 2009. The disposal was completed on 30 October 2009.

21. Group Borrowings

Total Group borrowings and debt securities as at the end of the 9 months period are as follows:

(RM'000)	Secured	Unsecured	Total
Short Term	7,444	7,500	14,944
Long Term	201,780	40,000	241,780
Total Borrowing	209,224	47,500	256,724

22. Financial Instruments

There were no financial instruments with off balance sheet risk as at the date of this report.

23. Material Litigation

The Company as Plaintiff has made a claim against Johari bin Maarof, Laili Binti Ismail and Hayati Binti Jalaludin (collectively known as Defendants) at Johor Bahru High Court on 28 August 2008, for the return of deposit and part payment of purchase price totalling RM 2.7 million in respect of the Plaintiff's proposed investment in JM Permata Sdn Bhd (JMP) which was aborted due to non fulfillment of conditions precedent and breach of the related Agreement. The plaintiff has also made additional claims against the Defendants for legal and financial advisory fees totalling RM210,840.00 which were incurred pursuant to the transaction, litigation expenses and any other relief that the Court may deem fit. The Plaintiff's solicitors are of the view that the Company has a reasonably good case against the Defendants.

24. Dividend Declared/Recommended

- (i) The Board of Directors of Sindora Berhad had on 30 December 2008 declared an interim dividend of 5% less tax for the amount of RM3.60 million in respect of the financial year ended 31 December 2008 and was paid on 26 February 2009.
- (ii) The Board of Directors of Sindora Berhad had on 24 March 2009 proposed for shareholders approval to declare a final dividend of 5% less tax for the amount of RM3.60 million in respect of the financial year ended 31 December 2008 and was paid on 31 July 2009.
- (iii) The Board of Directors of Sindora Berhad had on 28 September 2009 proposed to declare an interim dividend of 5% less tax for the amount of RM 3.60 million in respect of the financial year ended 31 December 2009. The dividend was paid on 20 November 2009.

25. Earnings per Share**(a) Basic**

	3 months ended 30 September 2009	9 months ended 30 September 2009
Net profit attributable to ordinary shareholders (RM'000)	35,087	43,509
Weighted average number of ordinary shares in issue (units)	96,000,000	96,000,000
Basic EPS (sen / unit)	36.55	45.32
	3 months ended 30 September 2008	9 months ended 30 September 2008
Net profit attributable to ordinary shareholders (RM'000)	4,850	22,988
Weighted average number of ordinary shares in issue (units)	96,000,000	96,000,000
Basic EPS (sen / unit)	5.05	23.95

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

(b) Diluted

Diluted earnings per share is calculated by dividing the net profit for the quarter by the weighted average number of ordinary shares in issue after taking into consideration all dilutive potential ordinary shares in issue. Diluted earnings are not applicable.

BY ORDER OF THE BOARD**Jamalludin bin Kalam (LS02710)****Hana binti Ab. Rahim @ Ali (LS05694)****Company Secretaries****Johor Bahru****Date : 25 November 2009**