

(COMPANY NO: 96895-W)
(INCORPORATED IN MALAYSIA)

Interim Financial Statements 31 December 2007

(Company No: 96895-W)

Condensed Consolidated Income Statements

For the Financial Year Ended 31 December 2007



	Note	Individ 31.12.2007 RM'000	lual Quarter 31.12.2006 RM'000	Cumulative \ 31.12.2007 RM'000	ear to Date 31.12.2006 RM'000
Revenue Cost of sales	8	87,276 (62,804)	67,659 (43,465)	310,243 (<u>203,104</u>)	211,445 (<u>126,195</u>)
Gross profit Other income Other expenses Administrative expenses		24,472 1,723 (1,191) (5,923)	24,194 5,480 (1,412) (4,507)	107,139 6,449 (6,300) (21,338)	85,250 9,062 (4,899) (18,219)
Operating profit Finance costs Share of loss of associate	8	19,081 (4,468) <u>(7)</u>	23,755 (1,059) 	85,950 (14,471) <u>(7</u>)	71,194 (1,705) (27)
Profit before taxation Taxation income / (expense)	21	14,606 101,627	22,696 (7,886)	71,472 131,061	69,462 (22,549)
Profit for the financial year		116,233	14,810	202,533	46,913
Attributable to: Equity holders of the Company Minority interests		115,622 611	14,764 <u>46</u>	200,931 1,602	46,902 11
Profit for the financial year		116,233	14,810	202,533	46,913
Earnings per ordinary share attributable to equity holders of the Company (sen):					
Basic	29(a)	40.81	5.21	70.92	16.55
Diluted	29(b)	40.81	5.21	70.92	16.55

The Condensed Consolidated Income Statements should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2006 and the accompanying explanatory notes attached to the Interim Financial Statements.

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Condensed Consolidated Balance Sheets

As at 31 December 2007



ASSETS	Note	As at 31.12.2007 RM'000	As at 31.12.2006 RM'000
Non-current assets			
Property, plant and equipment Land held for development Investment properties Prepaid land lease payments Intangible assets Investment in associate company Deferred tax assets	9 10 21	579,552 33,815 2,668 24,891 105,200 357 90,400	420,304 32,945 2,725 25,155 108,889 364 -
Current assets			
Inventories Trade receivables Other receivables Short-term investments Cash and bank balances	11 23 12	1,638 29,911 53,936 62,049 84,090	1,743 31,811 34,682 17,849 101,706
TOTAL ASSETS		1,068,507	778,173
EQUITY AND LIABILITIES			
Equity attributable to equity holders of the Company			
Share capital Share premium Retained earnings / (accumulated losses)	25 25	283,328 62,785 	566,656 131,884 (260,571)
Minority interests		626,077 2,075	437,969 1,262
Total equity		628,152	439,231

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SURIA GROUP

Condensed Consolidated Balance Sheets

As at 31 December 2007

	Note	As at 31.12.2007 RM'000	As at 31.12.2006 RM'000
Non-current liabilities			
Borrowings Amount due to Sabah Ports Authority Loan from Sabah Ports Authority Deferred tax liabilities	24	121,559 59,267 169,156 90 350,072	17,209 59,267 161,436 8,051 245,963
Current liabilities			
Borrowings Trade payables Other payables Amount due to Sabah Ports Authority Current tax payable	24	15,169 30,200 43,043 490 1,381	5,223 43,343 38,414 2,070 3,929 92,979
Total liabilities		440,355	338,942
TOTAL EQUITY AND LIABILITIES		1,068,507	778,173

The Condensed Consolidated Balance Sheets should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2006 and the accompanying explanatory notes attached to the Interim Financial Statements.

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Condensed Consolidated Statements of Changes in Equity

For the Financial Year Ended 31 December 2007

Attributable to Equity Holders of the Parent

		Non- Distributable	Distributable			
Note 25			Retained			
	Share Capital RM'000	Share Premium RM'000	Earnings/ (Accumulated Losses) RM'000	Sub- Total RM'000	Minority Interests RM'000	Total RM'000
At 1 January 2007	566,656	131,884	(260,571)	437,969	1,262	439,231
Capital restructuring Acquisition of equity	(283,328)	(68,714)	352,042	-	-	-
interest in subsidiary Subscription of shares in	-	-	-	-	(144)	(144)
subsidiary Transaction costs	-	-	-	-	450	450
transfer to share		(205)	385			
premium account Profit for the year	-	(385)	200,931	200,931	1,602	202,533
Dividends paid by subsidiary	_	_		_	(1,095)	(1,095)
Dividends	-	-	(10,341)	(10,341)	(1,093)	(10,341)
Section 108 shortfall for dividend						
paid by subsidiary in respect of year 2005		-	(2,482)	(2,482)		(2,482)
At 31 December 2007	283,328	62,785	279,964	626,077	2,075	628,152
At 1 January 2006	566,656	131,884	(303,393)	395,147	1,251	396,398
Profit for the year	-	-	46,902	46,902	11	46,913
Dividends		-	(4,080)	(4,080)	<u>-</u>	(4,080)
At 31 December 2006	566,656	131,884	(260,571)	437,969	1,262	439,231

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2006 and the accompanying explanatory notes attached to the Interim Financial Statements.

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SURIA GROUP

Condensed Consolidated Cash Flow Statements

For the Financial Year Ended 31 December 2007

	31.12.2007 RM'000	31.12.2006 RM'000
Net cash generated from operating activities	62,803	68,305
Net cash used in investing activities	(127,390)	(123,387)
Net cash generated from / (used in) financing activities	46,971	(13,046)
Net decrease in cash and cash equivalents	(17,616)	(68,128)
Cash and cash equivalents at beginning of the year	101,706	169,834
Cash and cash equivalents at end of the year*	84,090	101,706
*Cash and cash equivalents at the end of the year comprise	e the following:	
	As at 31.12.2007 RM'000	As at 31.12.2006 RM'000
Cash and bank balances Fixed deposits with licensed banks	19,817 <u>64,273</u>	16,402 85,304
	84,090	101,706

The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2006 and the accompanying explanatory notes attached to the Interim Financial Statements.

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Part A – Explanatory Notes Pursuant to FRS 134



1. 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 Listing Requirements of Bursa Malaysia Securities Berhad.

The Interim Financial Statements should be read in conjunction with the Audited Financial Statements for the financial year ended 31 December 2006. 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 financial year ended 31 December 2006. The Condensed Consolidated Interim Financial Statements and notes thereon do not include all of the information required for full set of Financial Statements prepared in accordance with FRSs.

The same significant accounting policies and methods of computation are followed in the current reporting year as compared with the financial statements for the financial year ended 31 December 2006, except for the early adoption of FRS 112: Income Taxes.

The preparation of an Interim Financial Report in conformity with FRS 134 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.

2. Qualification of Audit Report of the Preceding Annual Financial Statements

There were no qualifications on audit report of the preceding Annual Financial Statements.

3. Comments About Seasonal or Cyclical Factors

The Group's operations were not materially affected by any seasonal or cyclical factors.

4. Unusual Items Due to Their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flows for the current quarter except for the effects arising from the approval obtained during the year by the subsidiary of the Company, Sabah Ports Sdn. Bhd., from the Minister of Finance for the subsidiary's port operations to be regarded as an approved service project under Schedule 7B of the Income Tax Act, 1967, whereby the subsidiary is entitled to claim investment allowance tax incentive at the rate of 100% on capital expenditure incurred for the period of five years from 1 September 2004 to 31 August 2009, which has resulted in an increase in the Group's profit for the year by:

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Part A – Explanatory Notes Pursuant to FRS 134

4. Unusual Items Due to Their Nature, Size or Incidence (Cont'd)

- RM38,499,000 due to utilisation of the abovementioned investment allowance tax incentive to offset against taxable income of prior years; and
- RM113,815,000 relating to the recognition of deferred tax asset on unabsorbed investment allowance from the abovementioned tax incentive due to the early adoption of FRS 112: Income Taxes.

5. Changes in Estimates

There were no changes in estimates that have had material effect in the current quarter and financial year-to-date results.

6. Changes in Debt and Equity

There were no issuance and repayment of debts and equity securities, share buybacks, share cancellations, shares held as treasury shares and resale of treasury shares for the current financial quarter and financial year-to-date except for the followings:-

- (i) The Group completed the issuance of RM150 million Islamic Debt Securities comprising RM80 million Bai' Bithaman Ajil Islamic Debt Securities and RM70 million Medium Term Notes/Commercial Paper (MTN/CP) on 2 April 2007. The RM70 million MTN/CP has yet to be utilized.
- (ii) The Capital Restructuring of the Company, as disclosed in Note 25 of this announcement had been completed on 11 October 2007. The entire issued and paid-up share capital of the Company comprising 283,327,992 ordinary shares of RM1.00 each after the Capital Restructuring were listed and quoted on the Main Board of Bursa Malaysia Securities Berhad.

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Part A – Explanatory Notes Pursuant to FRS 134

7. Dividend Paid

	Amount		Net Dividend Per Ordinary Share	
Final Dividend	2007 RM'000	2006 RM'000	2007 Sen	2006 Sen
Final Dividend				
For 2006: 2.5% less 27% taxation, on 566,655,984 ordinary shares, declared on 15 May 2007 and paid on 31 May 2007	10,341	-	1.83	-
For 2005: 1% less 28% taxation, on 566,655,984 ordinary shares, declared on 25 May 2006 and paid on 15 June 2006	_	4,080	_	0.72
	10 244	·	1.02	
	10,341	4,080	1.83	0.72
8. Segmental Information				
		ended 2.2007 RM'000		ns ended .12.2007 RM'000
Segment revenue Investment holding Property development Contract and engineering Port operations and bunkering	_	11,505 632 32,087 48,739		33,932 2,537 135,461 228,358
Revenue including inter-segment sales Elimination of inter-segment sales	_	92,963 (5,687)		400,288 (90,045)
Total revenue	<u>-</u>	87,276		310,243
Segment results Investment holding Property development Contract and engineering Port operations and bunkering	_	9,671 (185) 2,272 16,985		26,534 (445) 9,930 80,895
Profit from operations including inter- segment transactions Elimination of inter-segment transactions	_	28,743 (9,662)		116,914 (30,964)
Total operating profit	=	19,081		85,950



Part A – Explanatory Notes Pursuant to FRS 134

9. Carrying Amount of Revalued Assets

There has not been any revaluation of property, plant and equipment for the Group.

10. Intangible Assets

	Port Concession Rights RM'000	Goodwill on Business Acquisition RM'000	* Software Licenses and System Development RM'000	Total RM'000
Group	KIVI 000	KIVI 000	KW 000	NW 000
Cost				
At 1 January 2007	110,615	4,486	2,390	117,491
Additions		-	-	
At 31 December 2007	110,615	4,486	2,390	117,491
Accumulated amortisation and impairment				
At 1 January 2007	8,602	-	-	8,602
Amortisation	3,689	<u>-</u>		3,689
At 31 December 2007	12,291	-	-	12,291
Net carrying amount				
At 01 January 2007	102,013	4,486	2,390	108,889
At 31 December 2007	98,324	4,486	2,390	105,200

^{*} No amortisation has been charged as the asset is still in the stage of design and development.

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Part A – Explanatory Notes Pursuant to FRS 134

11. Trade Receivables

	As at 31.12.2007 RM'000
Trade receivables	31,437 (1,526)
Less: Provision for doubtful debts	
	29,911

12. Cash and Bank Balances

	As at 31.12.2007 RM'000
Cash in hand and at banks Deposits with licensed banks	19,817 <u>64,273</u>
Total cash and bank balances	84,090

Included in deposits with licensed banks of the Group amounting to RM2,264,568 are held under lien to secure a bank guarantee made in favour of the Sabah Ports Authority ("SPA") against lease rental of port land payable to SPA.

13. Subsequent Events

There were no material events subsequent to the end of the reporting year that have not been reflected in the Interim Financial Statements for the financial year ended 31 December 2007.

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Part B – Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

14. Changes in Composition of the Group

There were no changes in the composition of the Group during the current quarter and financial year-to-date except for on 27 November 2007, the Company acquired 350,000 ordinary shares of RM1.00 each representing 70% of the issued and paid-up share capital of S.P Satria Logistics Sdn Bhd ("SPSL"), an indirect subsidiary of the Company from its subsidiary company, S.P Satria Sdn Bhd for a total cash consideration of RM350,000. As a result of the acquisition, SPSL has become a direct subsidiary of the Company.

15. Changes in Contingent Liabilities and Contingent Assets

There were no changes in contingent liabilities or contingent assets since the last Annual Balance Sheets as at 31 December 2006 except for a corporate guarantees amounting to RM8.7 million given to banks for credit facilities granted to staff by a subsidiary during the financial year ended 31 December 2007. The repayment of staff housing loan facilities is by way of the deductions from staff salaries and the guarantee given shall cease upon the resignation of the staff concerned.

16. Capital Commitments

The amount of capital commitments for the purchase of property, plant and equipment not provided for in the Interim Financial Statements as at 31 December 2007 is as follows:

As	at
31.12.200)7
RM'0	00

Approved and contracted for:

Improvements to port and jetty infrastructure facilities and others	1,627
Construction of jetties and installation of pipelines	47,979
Purchase of property, plant and equipment	4,140
	53,746



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Part B – Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

16. Capital Commitments (Cont'd)

	As at 31.12.2007 RM'000
Approved but not contracted for:	
Purchase of plant, equipment and motor vehicles	459,090
Improvements to port infrastructure facilities	331,174
	790,264
	844,010

17. Review of Performance

For the current quarter and financial year ended 31 December 2007, the Group registered revenue of RM87.3 million and RM310.2 million respectively, an increase of RM19.6 million or 29% and RM98.8 million or 47% respectively as compared to the previous year's corresponding quarter and financial year ended 31 December 2006. The increase was mainly attributable to the improved contribution from port operations and bunkering segment.

However, the Group reported a profit before taxation of RM14.6 million as compared to RM22.7 million in the previous year's corresponding quarter, a decrease of RM8.1 million or 36% mainly due to the increase in finance costs. The Group's profit before taxation for the financial year ended 31 December 2007 registered a slight increase to RM71.5 million as compared to RM69.5 million in the previous year's financial year ended 31 December 2006, an increase of RM2.0 million or 3% only.

Income tax expenses of the Group for the financial year ended 31 December 2007 included the following:

- overprovision of income tax expense in prior years is mainly due to utilization of the abovementioned investment allowance tax incentive of RM137.5 million resulting in tax saving of approximately RM38.5 million; and
- a credit of RM113.8 million relating to the recognition of deferred tax asset on unabsorbed investment allowance from the abovementioned tax incentive granted by the Minister of Finance during the year and the early adoption of FRS 112: Income Taxes.

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Part B – Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

18. Comment on Material Change in Profit Before Taxation

The Group achieved profit before taxation of RM14.6 million for the current financial quarter as compared to RM18.5 million for the preceding financial quarter. The decrease in profit before taxation is attributable to increase in operating expenses.

19. Commentary on Prospects

The Board expects the performance of the various segments of the Group to improve over time, although the operating environment is expected to remain challenging and competitive. The Board is optimistic that the Group will achieve satisfactory results in the forthcoming year.

20. Profit Forecast or Profit Guarantee

The disclosure requirements for explanatory notes for the variance of actual profit after tax and minority interest and forecast profit after tax and minority interest and for the shortfall in profit guarantee are not applicable.

21. Taxation

	3 months ended 31.12.2007 RM'000	12 months ended 31.12.2007 RM'000
Taxation (credit) for the year: Malaysian income tax Deferred tax	(3,261) (98,366)	(32,700) (98,361)
	(101,627)	(<u>131,061)</u>

The taxation (credit) for the current financial quarter and for the financial year-to-date was mainly due to an overprovision of income tax expense in prior years relating to utilization of the abovementioned investment allowance tax incentive of RM137.5 million resulting in tax saving of approximately RM38.5 million and a credit of RM113.8 million relating to the recognition of deferred tax asset on unabsorbed investment allowance from the abovementioned tax incentive granted by the Minister of Finance during the year and the early adoption of FRS 112: Income Taxes.

Under this tax incentive, the subsidiary is entitled to claim investment allowance tax incentive at the rate of 100% on capital expenditure incurred for the period of five years from 1 September 2004 to 31 August 2009.

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Part B – Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

22. Sale of Unquoted Investments and Properties

There were no sales of unquoted investments and properties for the current financial quarter and financial year-to-date.

23. Short-Term Investments

Details of the purchases and disposals of quoted securities during the current financial quarter and financial year-to-date are as follows:

	3 months ended 31.12.2007 RM'000	12 months ended 31.12.2007 RM'000
<u>Purchases</u>	Tim 000	TAIN 000
Unit trust funds quoted in Malaysia at cost	25,700	43,700
<u>Disposals</u>		
Sale proceeds of quoted shares Cost of investment of quoted shares	<u>-</u>	1,550 (1,386)
Profit on disposal	<u> </u>	164

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Part B – Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

23. Short-Term Investments (Cont'd)

The details of the investment in quoted securities are as follows:

As at 31.12.2007 RM'000

At cost:

Unit trust funds quoted in Malaysia

62,049

At market value:

Total

Unit trust funds quoted in Malaysia

62,059

136,728

24. Borrowings and Debt Securities

Particulars of the Group's borrowings and debts securities as at 31 December 2007 are as follows:

(i) Short-term	As at 31.12.2007 RM'000
Secured: - Islamic debt securities - Hire purchase and finance lease liabilities	1,091 14,078 15,169
(ii) Long-term	
Secured: - Islamic debt securities - Hire purchase and finance lease liabilities	80,000 41,559
	121,559

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Part B – Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

25. Status of Corporate Proposal Announced

On 2 April 2007, the Company announced its proposal to undertake the following proposed capital restructuring:

- (i) Proposed reduction of RM0.50 of the par value of each existing ordinary share of RM1.00 each in the Company under Section 64(1) of the Companies Act, 1965 ("Proposed Par Value Reduction");
- (ii) Proposed reduction of the share premium account of Suria under Sections 60(2) and 64(1) of the Companies Act, 1965 ("Proposed Share Premium Reduction") and
- (iii) Proposed consolidation of every 2 resultant ordinary shares of RM0.50 each after the Proposed Par Value Reduction into 1 ordinary share of RM1.00 each in the Company ("Proposed Share Consolidation").

Collectively referred as "Proposed Capital Restructuring".

The Securities Commission had on 19 April 2007 approved the Proposed Share Consolidation. The resolutions as set out in the Notice of Extraordinary General Meeting ("EGM") dated 19 April 2007 in relation to the Proposed Capital Restructuring have been passed by the shareholders of Suria at the EGM of the Company held on 15 May 2007. Accordingly, Bursa Malaysia Securities Berhad has, in its letter dated 24 May 2007, approved the listing of and quotation for the ordinary shares of RM1.00 each in the Company after the Proposed Share Consolidation. The High Court had on 6 September 2007 granted an order confirming the reduction of Suria's share capital and share premium account under Sections 60(2) and 64(1) of the Companies Act, 1965.

On 11 October 2007, the Capital Restructuring of the Company had been completed. The entire issued and paid-up share capital of the Company comprising 283,327,992 ordinary shares of RM1.00 each after the Capital Restructuring were listed and quoted on the Main Board of Bursa Malaysia Securities Berhad.

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

26. Off Balance Sheet Financial Instruments

The Group has no off balance sheet financial instruments as at the date of this report.

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Part B – Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

27. Changes in Material Litigation

There were no material litigations for the current financial quarter and financial year-to-date.

28. Dividend Payable

The Directors have agreed to recommend to the forthcoming Annual General Meeting of shareholders a final dividend of 6.0 sen per share less 26% taxation on 283,327,992 ordinary shares and a special tax exempt dividend of 6.0 sen per share on 283,327,992 ordinary shares in respect of the financial year ended 31 December 2007 amounting to RM12,579,763 and RM16,999,680 respectively (31 December 2006: 5.0 sen per share less 27% tax per share). The Book Closure and Payment Dates in respect of the aforesaid dividend will be determined at a later date.

29. Earnings Per Share

a) Basic Earnings Per Share

Basic earnings per ordinary share is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the number of ordinary shares in issue during the financial year.

	3 months ended 31.12.2007	12 months ended 31.12.2007
Profit for the financial year (RM'000) Less: Attributable to minority interests (RM'000)	116,233 (611)	202,533 (1,602)
Profit attributable to equity holders of the parent (RM'000)	115,622	200,931
Number of ordinary shares in issue ('000)	283,328	283,328
Basic earnings per share (sen)	40.81	70.92

The comparative number of ordinary shares in issue has been restated to take into account the effect arising from the capital restructuring during the financial year.

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Part B – Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

b) Fully Diluted Earnings Per Share

Diluted earnings per share are not disclosed as there was no dilution for the financial year ended 31 December 2007.

30. Authorized for Issue

The Interim Financial Statements were authorized for issue by the Board of Directors in accordance with a resolution of the directors on 26 February 2008.

By order of the Board For SURIA CAPITAL HOLDINGS BERHAD

DATUK HAJI ABU BAKAR BIN HAJI ABAS

Group Managing Director

Kota Kinabalu 26 February 2008