

Notes to the quarterly report for the quarter ended 31 December 2010

(The figures have not been audited)

EXPLANATORY NOTES

1. Basis of Preparation

The interim financial report is unaudited and has been prepared in accordance with Financial Reporting Standard ("FRS") 134 - Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad. The report should be read in conjunction with the annual audited financial statements of the Group for the year ended 30 June 2010.

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 30 June 2010, except for the adoption of the following new Financial Reporting Standards (FRSs), Amendments to FRSs, IC Interpretations and Technical Release with effect from 1 January 2010/1 March 2010 and 1 July 2010.

On 1 July 2010, the Group adopted the new or amended FRS and IC Interpretations that are mandatory for application on 1 January 2010/1 March 2010 and 1 July 2010. This includes the following FRSs and IC Interpretations:

FRS 7	Financial Instruments: Disclosures
FRS 101	Presentation of Financial Statements
FRS 123	Borrowing Costs
FRS 139	Financial Instruments: Recognition and Measurement
Amendment to FRS 1	First-time Adoption of Financial Reporting Standards
Amendment to FRS 2	Share-based payment
Amendment to FRS 3	Business Combinations
Amendment to FRS 5	Non-Current Assets Held for Sale and Discontinued Operations
Amendment to FRS 7	Financial Instruments: Disclosures
Amendment to FRS 8	Operating Segments
Amendment to FRS 101	Presentation of Financial Statements
Amendment to FRS 108	Accounting Policies, Changes in Accounting Estimates and Errors
Amendment to FRS 117	Leases
Amendment to FRS 119	Employee Benefits
Amendment to FRS 120	Accounting for Government Grants and Disclosure of Government Assistance
Amendment to FRS 123	Borrowing Costs
Amendment to FRS 127	Consolidated and Separate Financial Statements
Amendment to FRS 128	Investments in Associates
Amendment to FRS 129	Financial Reporting in Hyperinflationary Economies
Amendment to FRS 131	Interests in Joint Ventures
Amendment to FRS 132	Financial Instruments: Presentation
Amendment to FRS 134	Interim Financial Reporting
Amendment to FRS 138	Intangible Assets
Amendment to FRS 140	Investment Properties
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
IC Interpretation 13	Customer Loyalty Programmes
IC Interpretation 14	FRS 119 The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17	Distributions of Non-Cash Assets to Owners

The adoption of the above FRSs did not result in substantial changes to the Company and the Group's accounting policies except as follows:

FRS 8: Operating Segments

FRS 8 requires a 'management approach', under which segment information is presented on a similar basis to that used for internal reporting purposes. As a result, the Group's external segmental reporting will be based on the internal reporting to the chief operating decision maker, who makes decisions on the allocation of resources and assesses the performance of the reportable segments.

The Group concluded that the reportable operating segments determined in accordance with FRS 8 are the same as the business segments previously identified, there will be no impact on the financial position or results of the Group.

FRS 101: Presentation of Financial Statements

FRS 101 requires an entity to present, in a statement of changes in equity, all owner changes in equity. All non-owner changes in equity (i.e. comprehensive income) are required to be presented in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). Components of comprehensive income are not permitted to be presented in the statement of changes in equity. 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. FRS 101 does not have any impact on the Group's financial position or results.

FRS 117: Leases

Prior to the adoption of the Amendments to FRS 117, leasehold lands were treated as operating leases. The considerations paid were classified and presented as prepaid lease payments on the statement of financial position.

Upon adoption of the Amendments to FRS 117, the classification of a leasehold land as a finance lease or operating lease is based on the extent to which risks and rewards incident to ownership lie.

The Group has determined that all leasehold lands of the Group are in substance as finance lease and has reclassified its leasehold land from prepaid lease payments to property, plant and equipment.

The effects of the reclassification on the consolidated statement of financial position as at 30 June 2010 are as follows:-

	As previously reported RM'000	Effects on adoption of FRS 117 RM'000	As restated RM'000
Property, plant and equipment	48,640	3,019	51,659
Prepaid lease payment	3,019	(3,019)	-
	51,659	-	51,659

FRS 139: Financial Instruments: Recognition and Measurement

FRS 139 establishes principles for recognising and measuring financial assets, financial liabilities and some contracts to buy and sell non-financial items.

1) Financial Assets

(a) Classification

The Group classifies its investments in financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets, where applicable. The classification depends on the purpose for which the assets were acquired. Management determines the classification of its financial assets at initial recognition and re-evaluates this designation at every reporting date, with the exception that the designation of financial assets at fair value through profit or loss is not revocable.

i) Financial assets at fair value through profit or loss

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit and loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the near term or if designated by management. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months after the reporting period. As at 31 December 2010, the Group has no financial assets at fair value through profit or loss.

ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except those maturing more than 12 months after the reporting period. These are classified as non-current assets. Loans and receivables are included in trade and other receivables on the statement of financial position.

iii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. As at 31 December 2010, the Group has no held-to-maturity investments.

iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose off the assets within 12 months after the reporting period. As at 31 December 2010, the Group has no available for sale financial assets.

2) *Financial Liabilities*

Financial liabilities are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group's and the Company's financial liabilities include borrowings and payables, and are carried at amortised cost.

(a) *Financial Guarantee Contracts*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

The Company has provided various financial guarantees to banks or financial institutions for the guarantee of credit facilities granted to its subsidiaries.

The Company also monitors the performance of its subsidiaries closely to ensure they meet all their financial obligations on time. In view of the minimal risk of default, the Company has derecognised the guarantee as financial liability.

(b) *Inter-Company Advances or Loans*

Prior to 1 January 2010, the loans or advances granted from the Company to its subsidiaries were at interest free and were recorded at cost.

Upon adoption of FRS 139, the advances and loans are classified as Loans and Receivables. As the loan is interest free and only payable at demand, the difference between the fair value and amortised cost of the loan or advance is derecognised.

FRSs, Amendments to FRSs, IC Interpretations and Technical Releases issues but not yet effective

At the date of authorization of these interim financial statements, the following FRSs, Amendments to FRSs, Interpretations and Technical Releases were issued but not yet effective and have not been applied by the Group:

FRSs/IC Interpretations	Descriptions	Effective for annual period beginning on or after
Amendment to FRS 1	Limited exemption from Comparative FRS 7 Disclosures for First-time Adopters (Amendment to FRS 1)	1 January 2011
Amendment to FRS 1	Additional Exemptions for First-time Adopters (Amendments to FRS 1)	1 January 2011
Amendment to FRS 2	Group Cash-settled Share-based Payment Transactions (Amendments to FRS 2)	1 January 2011
Amendment to FRS 7	Improving Disclosures about Financial Instruments (Amendments to FRS 7)	1 January 2011
IC Interpretation 18	Transfer of Assets from Customers	1 January 2011

2. **Status of Audit Qualifications**

The audited financial statements of the Group for the year ended 30 June 2010 was not subject to any audit qualification.

3. **Seasonal or Cyclical Factors**

The business operations of the Group during the financial period under review have not been materially affected by any seasonal or cyclical factors.

4. Unusual Items

There was no unusual item affecting assets, liabilities, equity, net income and cash flows during the financial quarter under review.

5. Material changes in past estimates and their effect on the current interim period.

There was no material effect on the current interim period from estimates of amounts reported in prior interim periods of the current financial year or prior financial years.

6. Issuances or Repayments of Debts and Equity Securities

There was no issuance, cancellation, repurchases, resale and repayment of debts and equity securities in the financial quarter under review except for:

Share Buy-back

As to-date of this report, the Company had bought back a total of 4,998,600 shares from the open market at an average purchase price of RM0.49 per share. The total consideration paid for the share buy-back, inclusive of transaction costs amounted to RM2,471,576.50. The shares bought back are held as treasury shares in accordance with Section 67A of the Companies Act, 1965.

7. Dividend

The Board does not recommend any interim dividend for the financial quarter under review.

8. Segment Information

	Property development and management activities RM'000	Construction and related activities RM'000	Hotel RM'000	Others RM'000	Elimination RM'000	Total RM'000
6 months ended 31.12.2010						
Revenue						
External revenue	37,238	3,260	4,879	-	-	45,377
Inter-segment revenue	-	18,264	-	-	(18,264)	-
Total	37,238	21,524	4,879	-	(18,264)	45,377
Adjusted EBITDA	5,808	2,493	1,301	(7)	-	9,595

	Property development and management activities RM'000	Construction and related activities RM'000	Hotel RM'000	Others RM'000	Elimination RM'000	Total RM'000
6 month ended 31.12.2009						
Revenue						
External revenue	31,016	2,143	5,325	-	-	38,484
Inter-segment revenue	-	12,779	-	-	(12,779)	-
Total	31,016	14,922	5,325	-	(12,779)	38,484
Adjusted EBITDA	3,809	889	1,411	(4)	-	6,105

	Property development and management activities RM'000	Construction and related activities RM'000	Hotel RM'000	Others RM'000	Elimination RM'000	Total RM'000
Total segment assets						
31.12.2010	573,732	189,760	35,699	388	(296,150)	503,429
31.12.2009	522,817	162,569	34,083	368	(266,643)	453,194

	Property development and management activities RM'000	Construction and related activities RM'000	Hotel RM'000	Others RM'000	Elimination RM'000	Total RM'000
Total segment liabilities						
31.12.2010	271,496	183,523	16,050	2	(296,152)	174,919
31.12.2009	224,150	155,267	15,880	56	(266,643)	128,710

A reconciliation of total adjusted EBITDA

	31.12.2010	31.12.2009
	RM'000	RM'000
Adjusted EBITDA	9,595	6,105
Finance income	87	15
Finance cost	(3,681)	(3,021)
Tax	(1,423)	(696)
Depreciation	(998)	(905)
Amortisation	-	(18)
Net profit for the financial period	<u>3,580</u>	<u>1,480</u>

Reportable segments assets are reconciled to total assets as follows:

	31.12.2010	31.12.2009
	RM'000	RM'000
Total segment assets	501,549	450,717
Tax recoverable	1,880	2,477
Consolidated total assets (as per balance sheet)	<u>503,429</u>	<u>453,194</u>

Reportable segments liabilities are reconciled to total liabilities as follows:

	31.12.2010	31.12.2009
	RM'000	RM'000
Total segment liabilities	174,919	128,710
Consolidated total liabilities (as per balance sheet)	<u>174,919</u>	<u>128,710</u>

9. Carrying Amount of Revalued Assets

Property, plant and equipment, which are stated at revalued amounts, have been brought forward without amendments from the previous annual financial statements.

10. Material events not reflected in interim period.

On 26 October 2010, the Group entered into a Memorandum of Understanding with Global Earnest Sdn Bhd ("Global") whereby Global has agreed to settle by way of set off / contra amounts owing by Global, Marvel Plus Development Sdn Bhd and Wawasan Perumahan (Johor) Sdn Bhd to the BCB Group of companies for construction and project management works undertaken and completed amounting to a total of RM47,996,169 ("Contract Sum") as at the date of this announcement.

The settlement of the Contract Sum by Global shall be by way of disposing unsold units of a double storey shopping complex known as "U Mall" located at No. 45, Jalan Pulai 20 Taman Pulai Utama, 81300, Johor Bahru, Johor ("Unsold Units") with an estimated market value of RM49.4 million subject to a full valuation report by Henry Butcher Malaysia (Johor) Sdn Bhd and a formal agreement to be finalised. As at the date of this report, a formal agreement has yet to be finalised.

11. Changes in the Composition of the Group

There was no change in the composition of the Group during the financial quarter under review.

12. Contingent Liabilities

There were no significant changes in contingent liabilities in respect of the Group since the last annual balance sheet date.

13. Capital Commitments

As at the date of this report, there are no new major capital commitments.

14. Recurrent Related Party Transactions

a) Nature of relationships of BCB Group with the interested related parties

- (i) Dato' Tan Seng Leong is a director of BCB Berhad and all its subsidiary companies. He is a major shareholder of BCB Berhad. He is deemed interested by virtue of his relationship with his spouse and his children namely Datin Lim Sui Yong, Tan Vin Sern and Tan Lindy, as they are the directors of Marvel Plus Development Sdn Bhd ("MPDSB"), whilst Datin Lim Sui Yong and Tan Vin Sern are also the major shareholders of MPDSB. Dato' Tan Seng Leong is also a director of Ju-Ichi Enterprise Sdn Bhd ("JIESB").
- (ii) Tan Vin Sern is a director of BCB Berhad and all its subsidiary companies. He is the son of Dato' Tan Seng Leong and brother of Tan Lindy. He is also a director of MPDSB and JIESB.
- (iii) Tan Lindy is a Director of BCB Berhad and all its subsidiary companies. She is the daughter of Dato' Tan Seng Leong and the sister of Tan Vin Sern. She is also a director of MPDSB and JIESB.
- (iv) Tan Lay Hiang is a Director of BCB Berhad and certain of its subsidiary companies. She is the sister-in-law to Datin Lim Sui Yong.
- (v) Tan Lay Kim is a Director of BCB Berhad and certain of its subsidiary companies. She is the sister-in-law to Datin Lim Sui Yong.
- (vi) Chang Shao-Yu is a Director of Marvel Plus. He is the spouse of Tan Lindy and son-in-law of Dato' Tan Seng Leong and Datin Lim Sui Yong.
- (vii) Tan Vin Shyan is a Director of Ju-Ichi. He is the son of Dato' Tan Seng Leong and Datin Lim Sui Yong and brother of Tan Lindy and Tan Vin Sern.

b) The related party transactions between BCB Group and the interested related parties are as follows:

	Quarterly Period Ended 31.12.2010 RM'000	Quarterly Period Ended 31.12.2009 RM'000
<u>Marvel Plus Development Sdn Bhd</u>		
BCB Construction Sdn Bhd	925	816
- Building construction services		
BCB Management Sdn Bhd	-	259
- Project management services and sales & marketing services		
BCB Road Builder Sdn Bhd	-	34
- Road construction services		
<u>Ju-Ichi Enterprise Sdn Bhd</u>		
BCB Berhad		
- Rental of office space	75	-

ADDITIONAL INFORMATION AS REQUIRED BY APPENDIX 9B OF BMSB LISTING REQUIREMENTS

1. Review of Performance

Group turnover decreased by 7.26% for the second quarter of 2011 as compared to the same quarter of 2010. The Group recorded a profit before tax of RM2.28 million in the current quarter as compared to a profit before tax of RM1.58 million in the corresponding second quarter of 2010.

The lower turnover for the current quarter as compared to the corresponding quarter last year was mitigated by higher profit before tax of RM2.28million recorded in the current quarter as compared to a profit before tax of RM1.58 million recorded in the preceding year corresponding quarter. The better margins arose partly from lower overheads resulting from cost-cutting measures put in place one year ago.

2. Comparisons with the Preceding Quarter's Results

Group turnover decreased slightly from RM23.89 million in the preceding quarter to RM21.48 million in the current quarter. Current quarter performance resulted in a profit before tax of RM2.28 million as compared to a profit before tax of RM2.73 million in the preceding quarter.

The lower profit before tax of RM2.28 million in the current quarter versus the previous quarter's profit before tax of RM2.73 million was mainly due to lower sales for the current quarter.

3. Prospects for the Financial Year

The Board is optimistic of the Group's performance for the financial year in view of improving market conditions as well as response for its products.

4. Variance on Profit Forecast

The Group did not issue any profit forecast or profit guarantee.

5. Taxation

Taxation consists of the followings:

	Quarter Current year RM'000	Quarter Preceding year corresponding RM'000	Cumulative Current year to-date RM'000	Cumulative Preceding year corresponding RM'000
Income tax				
- current financial period	680	505	1,423	696
- prior year	-	-	-	-
Deferred taxation				
- current financial period	-	-	-	-
- prior year	-	-	-	-
	<u>680</u>	<u>505</u>	<u>1,423</u>	<u>696</u>

6. Profit / (loss) on sale of unquoted investments and / or properties.

There was no disposal of unquoted investment or property during the financial quarter under review other than in the ordinary course of the Group's business.

7. Quoted Securities

There were no purchase and disposal of quoted securities for the financial quarter under review.

8. Status of Corporate Proposal

There were no corporate proposals for the financial quarter under review.

9. Dividend

The Board of Directors has not recommended any interim dividend for the current quarter or financial period to-date.

10. Group Borrowings

The tenure of Group borrowings classified as short and long term categories are as follows:-

Short term borrowings	RM'000
- Secured	90,242
- Unsecured	-
	<u>90,242</u>
Long-term borrowings	
- Secured	49,481
- Unsecured	-
	<u>49,481</u>
Total	<u>139,723</u>

11. Financial instruments with off balance sheet risk.

There was no off balance sheet financial instrument during the financial quarter under review.

12. Material litigation

There were no changes in material litigation, including the status of pending material litigation since the last financial quarter.

13. Earnings per share

	Individual Current year quarter RM'000	Individual Preceding year corresponding quarter RM'000	Cumulative Current year to-date RM'000	Cumulative Preceding year corresponding RM'000
a) Basic earnings per share				
Net profit for the period	1,596	1,074	3,579	1,480
Weighted average number of ordinary shares in issue	201,296	201,858	201,296	201,858
Basic earnings/(loss) per share (sen)	<u>0.79</u>	<u>0.53</u>	<u>1.77</u>	<u>0.73</u>
b) Diluted earnings per share				
Diluted earnings per share (sen)	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>