

JMR CONGLOMERATION BHD. (592280-W)
(Incorporated in Malaysia)

**QUARTERLY REPORT ON CONSOLIDATED RESULTS
FOR THE FIRST QUARTER ENDED JUNE 30, 2010**

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

ASSETS	As At June 30, 2010 (Unaudited) RM'000	As At March 31, 2010 (Audited) RM'000 Restated
Non-current assets		
Property, plant and equipment	15,105	15,221
Investment properties	23,009	23,046
Land held for property development	28,531	28,206
Goodwill	3,715	3,715
Investment in associates	1,467	1,577
Other investments	-	73
Available-for-sale investments	66	-
Total non-current assets	71,893	71,838
Current assets		
Inventories	3,307	3,501
Trade and other receivables	13,676	13,744
Current tax assets	896	884
Other assets	1,078	1,035
Short-term deposits with licensed banks	7,516	5,527
Cash and bank balances	4,327	6,462
Total current assets	30,800	31,153
Total assets	102,693	102,991
EQUITY AND LIABILITIES		
Share capital	126,784	126,784
Accumulated losses	(36,652)	(37,064)
Equity attributable to equity holders of the Company	90,132	89,720
Minority interests	881	881
Total equity	91,013	90,601
Non-current liabilities		
Borrowings	-	-
Deferred tax liabilities	1,004	1,004
Total non-current liabilities	1,004	1,004
Current liabilities		
Trade and other payables	8,187	9,128
Borrowings	2,256	2,184
Current tax liabilities	233	74
Total current liabilities	10,676	11,386
Total liabilities	11,680	12,390
Total equity and liabilities	102,693	102,991
Net Assets per Share (RM)	0.71	0.71

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the year ended March 31, 2010 and the accompanying explanatory notes attached to the interim financial statements.

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**QUARTERLY REPORT ON CONSOLIDATED RESULTS
FOR THE FIRST QUARTER ENDED JUNE 30, 2010**

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Individual Quarter		Cumulative Quarters	
	3 months ended June 30, 2010 (Unaudited) RM'000	3 months ended June 30, 2009 (Unaudited) RM'000	3 months ended June 30, 2010 (Unaudited) RM'000	3 months ended June 30, 2009 (Unaudited) RM'000
Revenue	5,867	8,726	5,867	8,726
Cost of sales	(4,088)	(5,830)	(4,088)	(5,830)
Gross profit	1,779	2,896	1,779	2,896
Investment revenue	49	36	49	36
Other income	17	18	17	18
Other gains and losses	140	128	140	128
Distribution costs	(13)	(26)	(13)	(26)
Administrative expenses	(1,108)	(1,235)	(1,108)	(1,235)
Share of loss of associates	(110)	(4)	(110)	(4)
Finance costs	(17)	(66)	(17)	(66)
Other expenses	(13)	-	(13)	-
Profit before taxation	724	1,747	724	1,747
Tax expense	(305)	(394)	(305)	(394)
Profit for the period	419	1,353	419	1,353
Other comprehensive income:				
Available-for-sale investments' fair value movement	(7)	-	(7)	-
Total comprehensive income for the period	412	1,353	412	1,353
Total comprehensive income attributable to:				
Equity holders of the Company	412	1,353	412	1,353
Minority interests	-	-	-	-
	412	1,353	412	1,353
Earnings per share				
Basic earnings per ordinary share (sen)	0.32	1.07	0.32	1.07
Fully diluted earnings per ordinary share (sen)	N/A	N/A	N/A	N/A

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended March 31, 2010 and the accompanying explanatory notes attached to the interim financial statements.

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**QUARTERLY REPORT ON CONSOLIDATED RESULTS
FOR THE FIRST QUARTER ENDED JUNE 30, 2010**

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital RM'000	Accumulated Losses RM'000	Total RM'000	Minority Interest RM'000	Total Equity RM'000
Balance as of April 1, 2009	126,784	(26,655)	100,129	-	100,129
Comprehensive income for the period	<u>-</u>	<u>1,353</u>	<u>1,353</u>	<u>-</u>	<u>1,353</u>
Balance as of June 30, 2009	<u>126,784</u>	<u>(25,302)</u>	<u>101,482</u>	<u>-</u>	<u>101,482</u>
Balance as of April 1, 2010	126,784	(37,064)	89,720	881	90,601
Comprehensive income for the period	<u>-</u>	<u>412</u>	<u>412</u>	<u>-</u>	<u>412</u>
Balance as of June 30, 2010	<u>126,784</u>	<u>(36,652)</u>	<u>90,132</u>	<u>881</u>	<u>91,013</u>

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended March 31, 2010 and the accompanying explanatory notes attached to the interim financial statements.

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**QUARTERLY REPORT ON CONSOLIDATED RESULTS
FOR THE FIRST QUARTER ENDED JUNE 30, 2010**

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	3 months ended June 30, 2010 (Unaudited) RM'000	3 months ended June 30, 2009 (Unaudited) RM'000
Cash flows from operating activities		
Profit for the period	412	1,353
Adjustments for :		
Non-cash items	161	550
Non-operating items	269	(66)
	842	1,837
Operating profit before working capital changes		
Movements in working capital:		
Net changes in current assets	354	(253)
Net changes in current liabilities	(939)	579
	257	2,163
Cash generated from operations		
Tax paid	(158)	(198)
Tax refunded	-	12
	99	1,977
Net cash from operating activities		
Cash flows from investing activities		
Other investments	(305)	117
	(305)	117
Net cash (used in)/ from investing activities		
Cash flows from financing activities		
Borrowings	(1,129)	(5,290)
	(1,129)	(5,290)
Net cash used in financing activities		
Net decrease in cash and cash equivalents	(1,335)	(3,196)
Cash & cash equivalents at beginning of period	9,862	4,588
Cash & cash equivalents at end of period	8,527	1,392
Cash & cash equivalents at end of period consist of		
Short-term deposits with licensed banks	5,400	-
Cash & bank balances	4,327	2,834
Bank overdrafts	(1,200)	(1,442)
	8,527	1,392
	-	-

The condensed consolidated statement of cash flows should be read in conjunction with the audited financial statements for the year ended March 31, 2010 and the accompanying explanatory notes attached to the interim financial statements.

**EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT
FIRST QUARTER ENDED JUNE 30, 2010**

PART A: REQUIREMENTS OF FRS 134 INTERIM FINANCIAL REPORTING

A1 Basis of Preparation

The interim financial report is unaudited and has been prepared in compliance with FRS 134 Interim Financial Reporting and the additional disclosure requirements as in Part A of Appendix 9B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

This interim financial report include only condensed consolidated financial statements and should be read in conjunction with the audited financial statements for the year ended March 31, 2010, as this interim report focus on events and transactions that are significant to an understanding of the changes in financial position and performance of the Group that have occurred since that report. The condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Financial Reporting Standards (“FRSs”).

The preparation of an interim financial report in conformity with FRS 134 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.

The significant accounting policies and method of computation adopted by the Group in this interim financial report are consistent with those of the audited financial statements for the year ended March 31, 2010 except for the adoption of new FRSs, Amendments to FRSs and IC interpretations effective for the financial year beginning on April 1, 2010.

The adoption of these standards, amendments and interpretations do not have any material impact on the interim financial report of the Group other than set out below:

(i) FRS 101 (revised), Presentation of Financial Statements

As a result of the adoption of the revised FRS 101, all non-owner changes in equity which previously presented in the statement of changes in equity are now included in the statement of comprehensive income as other comprehensive income. The adoption of this standard only affects the presentation aspects and does not have any impact on the financial position and results of the Group.

(ii) FRS 8, Operating Segments

FRS 8 requires the identification and reporting of operating segments based on internal reports that are regularly reviewed by the chief operation decision maker of the Group in order to allocate resources to the segment and to assess its performance. As this is a disclosure standard, there is no impact on the financial position and results of the Group.

(iii) Amendment to FRS 117, Leases

Leasehold land is classified as a finance lease if the Group has substantially all the risks and rewards incidental to ownership. Leasehold land was previously classified as an operating lease unless title is expected to be passed to the lessee at the end of the lease term. With the adoption of the Amendment to FRS 117, the Group has reassessed and determined that leasehold land of the Group are finance lease in substance and has reclassified the leasehold land to investment properties. The effect of the change is adjusted for retrospectively in accordance with the transitional provisions of the amendment as follows:

**EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT
FIRST QUARTER ENDED JUNE 30, 2010**

PART A: REQUIREMENTS OF FRS 134 INTERIM FINANCIAL REPORTING

A1 Basis of Preparation (Cont'd)

	Balance at March 31, 2010 as previously reported RM'000	Effect of adopting Amendment to FRS 117 RM'000	Balance at March 31, 2010 as restated RM'000
Investment properties	21,161	1,885	23,046
Prepaid lease payments on leasehold land	1,885	(1,885)	-

**(iv) FRS 139, Financial Instruments: Recognition and Measurement
Amendments to FRS 139, Financial Instruments: Recognition and Measurement**

FRS 139 sets out the new requirements for the recognition and measurement of the Group's financial instruments. Under FRS 139, financial instruments are recorded initially at fair value. Subsequent measurement of these instruments at the balance sheet date depends on the classification of the financial instruments. Set out below are the major changes in classifications of financial assets and financial liabilities of the Group:

(a) Financial Assets

- Available-for-sale financial assets
The Group's other investments which previously measured at cost and subject to impairment are now classified as available-for-sale financial assets. These are initially measured at fair value plus transaction costs and subsequently, at fair value. Any changes in fair values of available-for-sale investments are recognised in other comprehensive income.
- Loans and receivables
The Group's loan and receivables which previously measured at gross receivables less provision for doubtful debts are now measured at fair value initially and subsequently at amortised cost using the effective interest rate method. Gains and losses arising from the amortisation process, impairment or derecognition of this financial assets are recognised in the income statement.

(b) Financial Liabilities

- The Group's financial liabilities include borrowings and trade and other payables. All financial liabilities are subsequently measured at amortised cost using the effective interest rate method.

In accordance with FRS 139, the recognition, derecognition and measurement of the financial instruments are applied prospectively and the comparatives as at March 31, 2010 are not restated. Instead, the changes have been accounted for by restating the opening balance as at April 1, 2010. The adoption of this standard does not have significant impact on the financial position and result of the Group except the followings:

**EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT
FIRST QUARTER ENDED JUNE 30, 2010**

PART A: REQUIREMENTS OF FRS 134 INTERIM FINANCIAL REPORTING

A1 Basis of Preparation (Cont'd)

	Balance at March 31, 2010 before adoption of FRS 139 RM'000	Effect of adopting FRS 139 RM'000	Balance at April 1, 2010 after adoption of FRS 139 RM'000
Other investments	73	(73)	-
Available-for-sale investments	-	73	73

A2 Qualification of Financial Statements

The auditors' report on the audited financial statements for the financial year ended March 31, 2010 dated June 8, 2010 was not subject to any qualification.

A3 Seasonal or Cyclical Factors

The principal business of the Group was not significantly affected by any significant seasonal or cyclical factors in the current quarter.

A4 Unusual Items

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

A5 Changes in Estimates

There were no major changes in estimates which have a material effect in the current financial period ended June 30, 2010.

A6 Debt and Equity Securities

There were no issuance and repayment of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares in the current quarter ended June 30, 2010.

A7 Dividends Paid

There were no dividends paid during the current financial period ended June 30, 2010.

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**EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT
FIRST QUARTER ENDED JUNE 30, 2010**

PART A: REQUIREMENTS OF FRS 134 INTERIM FINANCIAL REPORTING

A8 Segment Information

	Revenue		Profit/ (loss) before tax	
	Cumulative Quarters		Cumulative Quarters	
	3 months ended		3 months ended	
	June 30, 2010	June 30, 2009	June 30, 2010	June 30, 2009
	RM'000	RM'000	RM'000	RM'000
Investment holdings	92	69	(100)	(105)
Manufacturing	4,775	4,625	496	1,765
Construction	700	2,882	342	67
Property Development	300	1,150	(14)	20
	<u>5,867</u>	<u>8,726</u>	<u>724</u>	<u>1,747</u>

Information on geographical segment is not presented as the Group operates predominantly in Malaysia.

A9 Valuation of Property, Plant & Equipment

The carrying amounts of property, plant and equipment have been brought forward from the previous audited financial statements without amendment.

A10 Material Events Subsequent to the Balance Sheet Date

There were no material events subsequent to the balance sheet date up to the date of this announcement.

A11 Changes in the Composition of the Group

There were no changes in the composition of the Group in the current quarter ended June 30, 2010.

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**EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT
FIRST QUARTER ENDED JUNE 30, 2010**

**PART B: REQUIREMENTS OF PART A OF APPENDIX 9B OF THE MAIN MARKET
LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

A12 Contingent Liabilities or Contingent Assets

The contingent liabilities of the Company are as follows:

	June 30, 2010 RM'000
Unsecured:	
Corporate guarantees given by the Company to local banks and third parties for credit facilities granted to certain subsidiaries	2,686
Secured:	
Properties charged to a local bank for credit facilities granted to a subsidiary	<u>3,676</u>

There were no contingent assets for the Group as at June 30, 2010.

Save as disclosed above, there were no material contingent liabilities or assets as at August 18, 2010 (the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report).

A13 Capital Commitments

The amount of capital commitments not provided for in the financial statements as at June 30, 2010 is as follows:

	RM'000
Property, plant and equipment	
Approved and contracted for	1,305
Approved but not contracted for	<u>687</u>
	<u>1,992</u>

**EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT
FIRST QUARTER ENDED JUNE 30, 2010**

**PART B: REQUIREMENTS OF PART A OF APPENDIX 9B OF THE MAIN MARKET
LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

B1 Review of Performance

During the 3 months period ended June 30, 2010, the Group registered a revenue of RM5.867 million as compared to the preceding year corresponding quarter revenue of RM8.726 million. Revenue has dropped by approximately 32.8% mainly due to the current weak economic sentiment which has affected the demand for the Group's products and services.

The Group recorded a profit before tax of RM0.724 million for the current quarter compared to RM1.747 million in the preceding year corresponding quarter. This was mainly due to the lower contribution from the manufacturing division and property development division during the period under review.

B2 Variation of Results Against Immediate Preceding Quarter

The Group's revenue for the quarter ended June 30, 2010 decreased by 2.4% to RM5.867 million as compared to the revenue of RM6.010 million in the preceding quarter ended March 31, 2010. The decrease in revenue was mainly due to lower revenue recorded by the property development division of the Group for the quarter under review.

The Group registered a profit before tax of RM0.724 million in the current quarter compared to a loss before tax of RM15.233 million in the immediate preceding quarter. This was mainly due to the higher contribution by the manufacturing division and construction division for the quarter under review. The loss before tax for immediate preceding quarter was mainly due to the impact of allowance for doubtful debts amounted to RM15.888 million.

B3 Prospects for the forthcoming financial year

Barring any unforeseen circumstances, the Board of Directors expects the financial year ending March 31, 2011 to be a challenging year in view of the bleak general economic outlook especially for construction industry.

Nevertheless, the Board of Directors is cautiously optimistic that the Group will remain resilient for the financial year ending March 31, 2011.

B4 Profit Forecast and Profit Guarantee

The Group did not publish any profit forecast or provide any profit guarantee for the financial period ended June 30, 2010.

However, pursuant to the Corporate and Debt Restructuring Scheme involving UCP Resources Berhad and the Company, JMR Consolidated Holdings Sdn. Bhd. had provided the Company with a profit guarantee on the profit after tax of J.M.R. Construction Sdn. Bhd., Lean Seng Chan (Quarry) Sdn. Bhd. and the Group (the Company and its subsidiaries including J.M.R. Construction Sdn. Bhd. and Lean Seng Chan (Quarry) Sdn. Bhd.) for financial years ended March 31, 2004 to March 31, 2006. The said profit guarantee was not met and the aggregate shortfall was RM14,119,772.

In 2009, JMR Consolidated Holdings Sdn. Bhd. and the Company had entered into a Profit Guarantee Variation and Compensation Agreement to compensate J.M.R. Construction Sdn. Bhd., Lean Seng Chan (Quarry) Sdn. Bhd. and the Company by way of cash and assets compensations as follows:

**EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT
FIRST QUARTER ENDED JUNE 30, 2010**

**PART B: REQUIREMENTS OF PART A OF APPENDIX 9B OF THE MAIN MARKET
LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

B4 Profit Forecast and Profit Guarantee (Cont'd)

- (i) cash compensations of RM1,429,698, RM625,472 and RM686,069 for J.M.R. Construction Sdn. Bhd., Lean Seng Chan (Quarry) Sdn. Bhd. and the Company respectively;
- (ii) compensation by way of assets totaling RM7,902,000 through the acquisitions by J.M.R. Construction Sdn. Bhd. of a parcel of leasehold land and building at a purchase consideration of RM1,710,000, six lots of freehold land at a total purchase consideration of RM4,032,000 and a parcel of leasehold land at a purchase consideration of RM2,160,000. The purchase considerations are to be fully satisfied by JMR Consolidated Holdings Sdn. Bhd.; and
- (iii) acquisition by the Company of 200,000 ordinary shares of RM1 each in Multilight Sdn. Bhd., representing the entire issued and paid-up share capital of Multilight Sdn. Bhd. for a total purchase consideration of RM3,476,533 to be fully satisfied by JMR Consolidated Holdings Sdn. Bhd..

The abovesaid compensations was completed on December 22, 2009 except for an amount of RM1,370,620 cash compensations which remained outstanding as of June 30, 2010. The said amount is repayable by two equal instalments in September 2010 and March 2011.

B5 Tax Expense

	Individual Quarter		Cumulative Quarters	
	3 months ended		3 months ended	
	June 30, 2010	June 30, 2009	June 30, 2010	June 30, 2009
	RM'000	RM'000	RM'000	RM'000
Current tax expense				
-Current	(305)	(394)	(305)	(394)
-Prior years	-	-	-	-
Deferred tax expense				
-Current	-	-	-	-
-Prior years	-	-	-	-
	<u>(305)</u>	<u>(394)</u>	<u>(305)</u>	<u>(394)</u>

The effective tax rate was higher than the statutory tax rate principally due to the losses of certain subsidiaries which cannot be set off against taxable profits made by other subsidiaries, and certain expenses which are not deductible for tax purposes.

B6 Profit/ (Loss) on Sale of Unquoted Investments and/ or Properties

There were no sales or purchase of unquoted investments or properties during the current financial period ended June 30, 2010.

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**EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT
FIRST QUARTER ENDED JUNE 30, 2010**

**PART B: REQUIREMENTS OF PART A OF APPENDIX 9B OF THE MAIN MARKET
LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

B7 Purchase or Disposal of Quoted Securities

There were no purchase or disposal of quoted securities during the current financial period ended June 30, 2010.

Investment in quoted securities as at June 30, 2010 is as follows:

	RM'000
Original acquisition cost	233
Carrying amount	66
Market value	<u>66</u>

B8 Status of Corporate Proposal Announced

There were no corporate proposals as at the date of this announcement except as disclosed in Note B4.

B9 Group Borrowings and Debts Securities

	June 30, 2010 RM'000
Current	
Bank overdrafts	1,200
Bankers' acceptance	1,056
Hire-purchase payables	-
Term loans	
	<u>2,256</u>
Non Current	
Term loans	-
	<u>2,256</u>

The above borrowings are denominated in Ringgit Malaysia and represents secured short term borrowings, bank overdrafts and term loans.

The borrowings are secured against legal charge/ negative pledge over certain land and buildings of the Group, a lien over the Group's short term deposits and by corporate guarantees from the Company.

B10 Derivative Financial Instruments

The Group has no derivative financial instruments for the current financial period ended June 30, 2010.

**EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT
FIRST QUARTER ENDED JUNE 30, 2010**

**PART B: REQUIREMENTS OF PART A OF APPENDIX 9B OF THE MAIN MARKET
LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

B11 Changes in Material Litigation

Save as disclosed below, the Group was not engaged in any material litigation as at August 18, 2010 (the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report):

- i) On March 25, 2009, the Group announced that authority has been given to directors to engage Legal Advisors or Solicitors in China to handle the financial matters and affairs in connection with the stopping of the withdrawal of the Performance Bond issued by Nanjing Changjiang Waterway Engineering Bureau (“NCWEB”) to J.M.R. Construction Sdn. Bhd. (“JMRC”), a wholly-owned subsidiary, via China Construction Bank Corporation (Jiangsu Branch) for the “Proposed Development on Jelutong Waterfront Reclamation Land, Jelutong, Pulau Pinang”.

NCWEB, the contractor for JMRC is unable to fulfill the contractual duty. Therefore, JMRC called on the Performance Bond. However, the subcontractor of NCWEB, Long Eng Co., claimed that NCWEB did not pay them and put an injunction to stop the withdrawal. JMRC has no relation to NCWEB’s subcontractor, Long Eng Co.. The full amount of Performance Bond payable to JMRC is RM6,195,715.38.

The Group is in the process of engaging Legal Advisors or Solicitors in China to handle the financial matters and affairs in connection with the stopping of the withdrawal of the Performance Bond. There are no further development on this issue as at August 18, 2010 (the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report).

B12 Dividends

The directors do not recommend the payment of any dividend for the current financial period ended June 30, 2010.

B13 Earnings per Share

	Individual Quarter		Cumulative Quarters	
	3 months ended June 30, 2010	3 months ended June 30, 2009	3 months ended June 30, 2010	3 months ended June 30, 2009
Net profit attributable to shareholders (RM'000)	412	1,353	412	1,353
Weighted average number of ordinary shares in issue ('000)	126,784	126,784	126,784	126,784
Basic earnings per ordinary share (sen)	0.32	1.07	0.32	1.07

BY ORDER OF THE BOARD

ONG TEIK HOE (MACS 00085)

Secretary

Penang
August 25, 2010