

ATLAN HOLDINGS BHD
(173250-W)

NOTES TO THE INTERIM FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The interim financial statements are prepared in accordance with MASB 26 “Interim Financial Reporting” and should be read in conjunction with the Group’s financial statements for the year ended 28 Feb 2005.

The accounting policies and methods of computation adopted by the Group in these financial statements are consistent with those adopted in the financial statements for the year ended 28 Feb 2005.

2. QUALIFICATION OF AUDIT REPORT

There were no qualification on audit report of the preceding annual financial statements.

3. SEASONAL OR CYCLICAL FACTORS

The Group’s operation was not affected by any seasonal factor during the quarter.

4. UNUSUAL ITEMS AFFECTING ASSETS , LIABILITIES , EQUITY , NET INCOME , OR CASH FLOW

There were no unusual items affecting assets, liabilities , equity, net income or cash flows during the financial period under review, except for the effect of changes in the composition of the Group as disclosed in Note 11.

5. MATERIAL CHANGES IN ESTIMATES

There were no material changes in estimates of amounts reported in prior financial years, which have a material effect in the current interim period.

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 for the current financial period ended 31 May 2005.

7. DIVIDENDS PAID

	Quarter ended 31 May 2005 RM’000
<u>Dividends paid on ICPS</u>	
3 sen per share less 28% tax , paid on 10 Mar 2005	71
	<u><u>71</u></u>

8. SEGMENT ANALYSIS

	Investment Holding RM’000	Retail & trading RM’000	Manufacturing RM’000	Hospitality RM’000	Elimination RM’000	Consolidated RM’000
REVENUE						
External sales	-	15,952	11,851	9,540	-	37,343
Inter-segment sales	258	-	-	-	(258)	-
Total Revenue	258	15,952	11,851	9,540	(258)	37,343

RESULTS

Segment operating profit / (loss)	(205)	1,945	683	2,788	-	5,211
Share of profit of associated company						3,872
Amortisation of goodwill						(360)
Interest income						162
Finance cost						(2,734)
Taxation						(1,010)
Profit after taxation but before MI						5,141

9. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

The valuation of property, plant and equipment have been brought forward without any amendments from the previous annual financial statements.

10. SUBSEQUENT MATERIAL EVENTS

There were no material events subsequent to the end of the quarter under review that have not been reflected in the financial statements for the quarter.

11. CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group during the quarter , except for the acquisition of 100% equity interest in Blakes Orient Sdn Bhd and Seven Wonders Of The World Sdn Bhd for a cash consideration of RM2.00 each on 5 May 2005 .

12. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There were no changes in contingent liabilities or contingent assets since the last annual balance sheet date as at 28 Feb 2005.

13. SIGNIFICANT RELATED PARTY TRANSACTIONS

The recurrent related party transactions (“RRPT”) involve the sale and purchase of duty-free and non-dutiable merchandise by Emas Kerajang Sdn Bhd (“EKSB”) to/from subsidiaries of Sriwani Holdings Bhd (“SHB”). EKSB is principally involved in the retailing of duty-free and non-dutiable merchandise and operating a supermarket cum departmental store. The RRPT are entered into the ordinary course of business on normal commercial terms which are not more favorable to the related parties than those generally made available to the public and are not detrimental to the minority shareholders of AHB.

The details of the RRPT between EKSB and the following wholly-owned subsidiaries of SHB were as follows:-

Item	Transaction parties	Nature of transaction	Value of RRPT for the 3 months ended 31 May 2005 RM'000
1	Cergasjaya Sdn Bhd	Sales of cigarettes and liquor products	2,685
2	Jasa Duty Free Sdn Bhd	Sales of cigarettes and liquor products	481
3	Sriwani Tax-Free Emporium Sdn Bhd	Sales of liquor products	113
4	Winner Prompt Sdn Bhd	Purchases of chocolate and liquor products	489
5	Sriwani Duty-Free Supplies Sdn Bhd	Purchases of cigarettes, perfume and liquor products	530

On 5 Apr 2005, Bursa Malaysia Securities Berhad had approved the AHB's application for an extension of time to procure a shareholders' ratification in respect to the recurrent related party transactions to the date of the forthcoming annual general meeting or extraordinary general meeting of the Company, whichever is earlier.

14. REVIEW OF PERFORMANCE

During the current quarter ended 31 May 2005, the Group revenue increased to RM37.34 million from RM30.07 million in the corresponding quarter in the preceding year. Similarly, the Group recorded a higher profit before taxation of RM6.15 million as compared to a profit of RM3.21 million achieved in the corresponding quarter in the preceding year.

The increase in Group revenue was mainly due to the incorporation of the operating revenue in the operation of a hotel in the United Kingdom (after the takeover of the management of the hotel by the Group with effect from 1 Nov 2004) and the increased sales in the manufacturing division.

The improvement in profit before taxation was mainly due to the increased Group revenue, improved sales mix and the incorporation of the results of an associated company which was acquired towards the end of the preceding financial year.

15. MATERIAL CHANGES IN PROFIT BEFORE TAXATION

The Group achieved a profit before taxation of RM6.15 million during the current quarter. During the preceding quarter, the Group profit before taxation was RM4.28 million. The higher profits was mainly due to the increased contribution from the associated company and reduction in administration and interest expenses.

16. PROSPECTS FOR THE CURRENT FINANCIAL YEAR

Barring unforeseen circumstances, the Directors anticipate the performance for the next quarter to improve.

17. PROFIT FORECAST / PROFIT GUARANTEED

Not applicable.

18. TAXATION

Taxation includes:-

	Current year 1st quarter 31 May 2005 RM'000	Current year to date 31 May 2005 RM'000
(i) Current year	(659)	(659)
(ii) Share of taxation of associated company	(360)	(360)
	<hr/>	<hr/>
	(1,019)	(1,019)
(iii) Deferred Tax	9	9
	<hr/>	<hr/>
	(1,010)	(1,010)

The effective tax rate for the current quarter and year to date is lower than the statutory tax rate. This is mainly due to certain foreign subsidiaries of the CVL Group being exempted from tax and the utilisation of unabsorbed capital and reinvestment allowance of certain subsidiary companies.

19. SALE OF UNQUOTED INVESTMENTS AND / OR PROPERTIES

There were no sale of unquoted investments and properties for the current financial period.

20. QUOTED SECURITIES

There were no purchase and disposal of quoted securities for the current financial period.

21. STATUS OF CORPORATE PROPOSALS

- (a) On 15 Aug 2003, AHB proposed to transfer the listing of and quotation for its entire issued and paid-up share capital from the Second Board to the Main Board of the Bursa Malaysia.

The proposed transfer was subsequently deferred to coincide with the expected completion of the proposed acquisition by APSB, of the 32% equity interest in Naluri. A new application in relation to the Proposed Transfer will be submitted to the SC for its approval at a later date.

- (b) On 18 Jul 2005, AHB had entered into a sale and purchase agreement with Tangkas Utara Sdn Bhd for the acquisition of 720,000 EKSB Shares, representing 24% of the issued and paid-up share capital of EKSB for a cash consideration of RM5,000,000. Resulting from this, EKSB will be a 100% owned subsidiary of AHB.

- (c) **Status of utilisation of proceeds from Rights Issue as at 18 Jul 2005**

	Per Securities Commission Approval on 6 Apr 2005	
	Minimum Scenario	Maximum Scenario
	RM'000	RM'000
Part finance the Naluri Shares Acquisition	59,517	62,517
Working capital	836	356
Expenses in relation to the issue of Right Shares and Naluri Shares Acquisition	3,000	3,000
	63,353	65,873

The actual proceeds raised from the above Rights Issue was RM63,489,000.

	Actual Utilisation	Balance yet to be utilised
	RM'000	RM'000
	Part finance the Naluri Shares Acquisition	59,517
Working capital	⁽¹⁾ 972	-
Expenses in relation to the issue of Right Shares and Naluri Shares Acquisition	1,738	1,262
	62,227	1,262

Note :

- (1) As the actual proceeds raised was RM63,489,000 compared to the Minimum Scenario of RM63,353,000 approved by the Securities Commission, the excess proceeds of RM136,000 was utilised for working capital purposes.

22. GROUP BORROWINGS AND DEBT SECURITIES as at 31 May 2005 are as follow:-

	RM	£	Total
	denomination RM'000	denomination RM'000	
(a) i) <i>Short Term Borrowings – Secured</i>			
Bank overdrafts	2,786	-	2,786
Bankers Acceptance	5,980	-	5,980
Term Loan payable within 12 months	-	2,771	2,771
	8,766	2,771	11,537
(ii) <i>Short Term Borrowings - Unsecured</i>			
Bank overdrafts	1,465	-	1,465
Hire purchase payable	609	-	609
	2,074	-	2,074

(b) (i) Long Term Borrowings – Secured			
Term Loan	-	51,265	51,265
Islamic private debt securities	130,000	-	130,000
	130,000	51,265	181,265
(ii) Long Term Borrowings - Unsecured			
Hire Purchase payable	1,669	-	1,669
	1,669	-	1,669

Note : (1) Bankers' Acceptance were included under Trade Payables in the Balance Sheet.

23. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

The Group does not have any financial instruments with off-balance sheet risk as at 18 Jul 2005, the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report.

24. MATERIAL LITIGATION

- (a) An originating summons was served on 12 Apr 2004 on Atlan Holdings Berhad (“AHB”) and Atlan Properties Sdn Bhd (“APSB”) by Shahidan bin Shafie, a shareholder of AHB seeking inter alia that the proposals relating to the Naluri shares acquisition, funding structure and bond issue be declared void on grounds that the proposals were in breach of section 67(1) of the Companies Act, 1965 and seeking an injunction to restrain AHB and APSB from proceeding with the proposals. The plaintiff’s case was dismissed with cost on 26 Apr 2004.

The plaintiff had since filed an appeal and the Court of Appeal initially heard the appeals on 18 Jan 2005 and having opined that the High Court was correct in its decision based on the pleaded case and adjourned the appeals to a date to be fixed and in the meantime allowed the plaintiff an opportunity to amend the Originating Summon (“OS”) to see if the OS could be saved. The Court of Appeal reconvened on 4 Feb 2005 and at this hearing considered the plaintiff’s proposed amendment allowed the OS to be amended to include declaration that it is ultra vires APSB to enter into and carrying out the agreement dated 11 Aug 2003 by virtue of Section 64 of the Companies Act, 1965. The Court of Appeal then proceeded to hear submissions from the counsel of the respective parties and adjourned the appeal to a date to be fixed for decision.

The plaintiff had also filed an application for injunction seeking to restrain AHB from holding an extraordinary general meeting to consider, inter-alia, the Naluri shares acquisition. The application for injunction was dismissed with cost.

The plaintiff subsequently served an unsealed copy of a Notice of Motion together with a duly affirmed Affidavit (“Motion”) on AHB and APSB. The application, inter-alia, was for an injunction seeking to restrain AHB and APSB from proceeding with or completing the Naluri share acquisition. The Registry of the Court of Appeal had yet to fix a new hearing date for the Motion. The solicitors for AHB and APSB were of the opinion that the Motion was devoid of any merits.

On 11 Jul 2005, the Court of Appeal allowed the Appeal and that the plaintiff was given leave to amend the OS to bring his action under Section 64 of the Act. The Court of Appeal has ordered the plaintiff to file the amended OS within 14 days from 11 Jul 2005 in the High Court and remitted the case back to the High Court to hear the amended OS. The Court of Appeal had also set aside all orders of the High Court and ordered the plaintiff to pay AHB and APSB the costs of both the High Court and Court of Appeal.

- (b) A writ of summons was served on 26 May 2004 on AHB and APSB by Shahidan bin Shafie, a shareholder of Naluri seeking an order that AHB and APSB jointly and severally make a mandatory take-over offer to all the shareholders of Naluri except Danaharta, Danaharta Urus Sdn Bhd and Danaharta Managers Sdn Bhd at an offer price of RM1.98 per ordinary share and for damages to be assessed, interest and cost. AHB and APSB had applied to the High Court for the suit to be struck off but was unsuccessful.

AHB and APSB subsequently filed and served a Notice of Appeal to the Judge in Chambers. The Notice of Appeal to the Judge in Chambers by AHB and APSB had been fixed for hearing before the Judge in Chambers on 20 Jul 2005. This was adjourned to 9 Aug 2005.

The plaintiff had also made an application for summary judgement under Order 14 of the Rules of the High Court, 1980. The application was dismissed with cost . There were no appeal against the dismissal.

The solicitors had opined the situation as set out in Practice Note 2.4 of the Malaysian Code on Take-Overs and Mergers, 1998 could not be applied to the pleaded facts of this case. In those circumstances, the solicitors for AHB were of the opinion that based on facts and law, the plaintiff would have an uphill task to prove that Danaharta, AHB and APSB had acted in concert.

- (c) A writ of summons together with a statement of claim was served on 26 May 2004 on AHB and APSB by Hazman bin Ahmad , a shareholder of Naluri. The Plaintiff is seeking inter alia the following orders - an order to compel AHB and/or APSB to make a Mandatory General Offer to purchase the shares of the Plaintiff and to offer to purchase the shares of all the other shareholders of Naluri at a purchase price of RM1.98 per shares , a further order that the Naluri Mortgaged Shares should not be registered in the name of AHB and/or APSB and that they should not be entitled to appoint any members on the Board of Directors of Naluri until implementation of the mandatory take-over bid, an order that AHB, APSB and the other defendants named in the writ of summons, jointly and severally pay the Plaintiff and/or Naluri for damages and interest on damages, a declaration that amongst others that all transactions entered into by the Special Administrators are null and void and an order that AHB and APSB (together with the other defendants named in the writ of summons) jointly and severally pay the Plaintiff costs of and occasioned by the action and such further and other order as the High Court deems fit.

The Naluri Mortgaged Shares referred to the 309,648,000 shares in Naluri representing 44.84% of the paid-up share capital of Naluri held by Tan Sri Dato' Tajuddin Ramli and charged to Danaharta, Danaharta Urus Sdn Bhd and/or Danaharta Managers Sdn Bhd.

Following from this , AHB and APSB filed a statement of defence. Meanwhile, the solicitors for AHB and APSB had informed that the Court had asked the plaintiff to show cause. The plaintiff's solicitors had also filed their request for case-management.

The solicitors for AHB had stated that issues raised in this suit were very similar to the issues raised in note 24(b) above. The common defence is that Danaharta, AHB and APSB had not acted in concert. As such, based on pleaded facts and the application of the provisions of the Securities Commission Act, 1993 ("SCA"), the solicitors for AHB were of the opinion that the plaintiff would have an uphill task to prove that Danaharta, AHB and APSB had acted in concert. The solicitors of AHB had also stated that Danaharta had taken a common stand that based on pleaded facts, Danaharta had not acted in concert with AHB and the provisions of the SCA and Code did not apply.

The High Court of Kuala Lumpur had fixed the hearing for the suit on 17 Aug 2005.

- (d) An originating summons was served on 10 Jun 2004 on AHB and APSB by Hazman bin Ahmad , a shareholder of Naluri , seeking from the High Court of Malaya for the determination of the followings:-
- (i) Whether the following proposals or agreements are related party transactions pursuant to Paragraphs 1.01, 10.01 and 10.08 of the Listing Requirements of Bursa Malaysia ("Listing Requirement") read together with Section 6A of the Companies Act, 1965
- the proposed capital restructuring scheme of Naluri ;
 - the proposed subscription by Naluri of new ordinary shares in Sriwani Holdings Berhad ("SHB") and certain new irredeemable convertible preference shares known as ICPS-A ;
 - the proposed acquisition by Naluri of certain ordinary shares and certain irredeemable convertible preference shares in SHB from certain financial institutions, certain trade creditors of SHB and Malaysia Airports (Sepang) Sdn Bhd and
 - the proposed acquisition by Naluri of various properties from SHB.
- (ii) Whether Danaharta is entitled to vote at the meeting of the shareholders of Naluri on any resolutions relating to the transactions set out in prayers (i) to (v) of the originating summons.
- (iii) Whether the percentage ratio of the related party transaction or transactions equal to or exceeding 5% or equal to or exceeding 25% pursuant to paragraphs 10.02 and 10.03 of the Listing Requirements if the questions in prayers (i) to (iv) of the originating summons are answered in the affirmative.

- (iv) Whether paragraphs 10.08 (2) and (3) of the Listing Requirements apply to the said related party transaction or transactions if the percentage ratio of the related party transaction or transactions equal or exceed 5% and
- (v) Whether paragraph 10.08 (4) of the Listing Requirements apply to the said related party transaction or transactions if the percentage ratio of the related party transaction or transactions equal or exceed 25%.

The High Court had on 17 Sep 2004 struck out the suit with cost with liberty to file afresh by way of a writ action. No further action had been taken against AHB and APSB.

- (e) On 7 Oct 2004, AHB and APSB was served with a petition together with a summons and an affidavit by Adenan bin Ismail, a shareholder of Naluri.

The plaintiff by the summons which is fixed for hearing on 22 Oct 2004 is seeking the following orders :-

- (i) an order that upon the plaintiff undertaking to pay such damages as the High Court of Malaya deems fit in the event the Court is of the view that the orders sought ought not to be granted :-
 - (a) that AHB and/or APSB be restrained and an injunction be granted restraining AHB and / or APSB :-
 - from appointing any director to the Board of Directors (“Board”) of Naluri;
 - in the event AHB and/or APSB have appointed any directors to the Board of Naluri, AHB and/or APSB be restrained and an injunction be granted compelling AHB and/or APSB to ensure that the said directors do not hold themselves out and/or act as directors of Naluri ;
 - from registering the Naluri Shares acquired from Danaharta in the name of APSB or its nominees ;
 - from exercising the voting rights attached to the Naluri Shares which have been acquired from Danaharta;
 - from transferring, charging, selling, and/or dealing with the Naluri Shares acquired from Danaharta ; until the disposal of the action filed under the summons.
- (ii) costs; and
- (iii) any further relief the Court deems fit.

The plaintiff by the above petition is also seeking :-

- (i) the following orders :-
 - (a) that AHB and/or APSB be compelled to make a mandatory offer to purchase the shares of Naluri;
 - (b) that any resolutions passed by the shareholders and/or directors of Naluri approving the related party transactions set out in the petition be cancelled;
 - (c) that the Listing Requirements in relation to the related party transactions as set out in the petition be complied with by AHB, APSB, Danaharta, Danaharta Urus Sdn Bhd, Danaharta Managers Sdn Bhd, Mohamad Raslan Abdul Rahman, Ooi Woon Chee and Gan Ah Tee;
 - (d) that SHB pays to Naluri the monies paid to SHB and/or the financial institutions who received monies pursuant to the related party transactions as set out in petition;
 - (e) that AHB, APSB, Danaharta, Danaharta Urus, Danaharta Managers, Mohamad Raslan Abdul Rahman, Ooi Woon Chee and Gan Ah Tee pay to Naluri damages resulting from the oppressive acts as set out in the petition;
 - (f) that AHB, APSB, Danaharta, Danaharta Urus, Danaharta Managers, Mohamad Raslan Abdul Rahman, Ooi Woon Chee and Gan Ah Tee jointly and severally pay the plaintiff’s costs and all costs, if any, incurred by Naluri ; and
- (ii) declaration that the transactions as set out in the petition are related party transactions and that AHB, APSB, Danaharta, Danaharta Urus and Danaharta Managers are obliged to abstain from voting at the shareholders’ meeting of Naluri.

(iii) Any further relief the Court deems fit.

AHB and APSB subsequently filed their respective applications to strike out the petition and to oppose the petitioner's injunction application. On 23 Nov 2004, the Kuala Lumpur High Court directed all parties to file in written submission in respect of the injunction and striking out applications (which were suggested by the Petitioner's counsel) and the respective parties submissions in reply .

Based on the pleaded facts in the petition and the affidavits verifying the petition and the various affidavits exchanged, the solicitors of AHB were of the opinion that the petition and injunction application are unascertainable in fact and in law, and as such, both AHB and APSB should have a good case in their respective applications to strike out the petition .

On 17 Jun 2005, the High Court of Kuala Lumpur dismissed the petitioner's applications for injunction with costs and also allowed with costs the application by AHB and APSB to strike out the petition. Subsequent to this, the petitioner had on 15 Jul 2005 filed an appeal to the Court of Appeal against the High Court decision.

25. DIVIDEND

A final tax exempt dividend of 2.0 sen per ordinary share amounting to RM3,847,790 in respect of the financial year ended 28 Feb 2005 (2004 : final tax exempt 1.5 sen per ordinary share) was proposed and to be approved in the forthcoming Annual General Meeting.

26. EARNINGS PER SHARE

(i) Basic earnings per share

Earnings per share was calculated based on the Group's net profit attributable to ordinary shareholders and the weighted average number of ordinary shares.

The basic earnings per share was calculated as follows:-

	Individual Quarter Current year 31 May 2005 RM'000	Cumulative Period Current year 31 May 2005 RM'000
Net profit for the period	3,404	3,404
Adjustment for the dividends on ICPS (equity component)	(16)	(16)
Adjusted net profit for the period	<u>3,388</u>	<u>3,388</u>
Weighted average number of ordinary shares ('000)	192,389	192,389
Basic earnings per share (sen)	<u><u>1.76</u></u>	<u><u>1.76</u></u>

(ii) Diluted earnings per share

The diluted earnings per share was calculated using the Group's net profit attributable to ordinary shareholders and the enlarged weighted average number of ordinary shares after adjusting for the dilutive effect on the unconverted ICPS as at 31 May 2005.

The adjusted weighted average number of ordinary shares was calculated as followings:-

	Individual Quarter Current year 31 May 2005 RM'000	Cumulative Period Current year 31 May 2005 RM'000
Net profit for the period	3,404	3,404
Adjustment for the dividends on ICPS (liability component)	2	2
Adjusted net profit for the period	<u>3,406</u>	<u>3,406</u>
Weighted average number of ordinary shares	192,389	192,389
Adjustment for the unconverted ICPS	<u>2,370</u>	<u>2,370</u>
Adjusted weighted average number of ordinary shares	<u>194,759</u>	<u>194,759</u>
Diluted earnings per share (sen)	<u>1.75</u>	<u>1.75</u>

BY ORDER OF THE BOARD
TOH CHEE SEONG
LIM SAW IM
COMPANY SECRETARIES
PENANG
DATED THIS 25 JUL 2005