

**NOTES TO THE INTERIM FINANCIAL STATEMENTS**

**1. BASIS OF PREPARATION**

The interim financial statements are unaudited and have been prepared in accordance with FRS 134 Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of the Bursa Malaysia Securities Berhad.

The interim financial statements have been prepared using the historical cost basis (except where indicated otherwise) and should be read in conjunction with the Group's financial statements for the financial year ended 28 Feb 2007. The 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 28 Feb 2007.

**2. CHANGES IN ACCOUNTING POLICIES**

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 2007.

**3. QUALIFICATION OF AUDIT REPORT**

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

**4. SEASONAL OR CYCLICAL FACTORS**

The Group's operations was not affected by seasonal factor during the quarter.

**5. 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 year under review, except as disclosed in Note 12.

**6. 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.

**7. 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 year ended 29 Feb 2008 except for :

- (a) the conversion of 230,500 ICPS into ordinary shares at a conversion price of RM1.67 by partly tendering one ICPS for one new ordinary share and the remaining balance by cash.

- (b) the issuance of 2,343,800 new ordinary shares of RM1.00 each pursuant to the Company's Employee Share Options Scheme ('ESOS') at an option price of RM2.17 per share.
- (c) the conversion of 15,000,000 warrants into ordinary shares at a conversion price of RM2.16.
- (d) the repurchase of its 1,477,400 ordinary shares of RM1.00 each at an average price of RM3.068 per share. The total cash consideration paid of RM4,533,370 was financed by internally generated funds. The shares repurchased are currently held as treasury shares.

After taking into account the above, the paid-up capital of the Company as at 29 Feb 2008 consisted of 210,007,800 ordinary shares and 2,095,100 ICPS.

Subsequent to the end of the quarter under review, on 11 Mar 2008 the ICPS were removed from the Official List of Bursa Malaysia Securities Berhad following the maturity of the ICPS. The remaining outstanding ICPS on maturity date were automatically and / or mandatorily cancelled and converted into new ordinary shares of AHB.

## 8. DIVIDEND PAID

	Year ended 29 Feb 2008 <u>RM'000</u>
<u>Dividend paid on ICPS</u>	
3% less 27% taxation, paid on 12 Mar 2007	<u>51</u>

## 9. SEGMENT ANALYSIS

	Investment Holding RM'000	Manufac- turing RM'000	Elimi- nation RM'000	Consolida- tion RM'000
<b>REVENUE</b>				
Revenue from continuing operations:-				
External sales	-	44,285	-	44,285
Inter-segment sales	3,147	-	(3,147)	-
	<u>3,147</u>	<u>44,285</u>	<u>(3,147)</u>	<u>44,285</u>
Revenue from discontinued operations	-	-	-	65,871
<b>Total</b>	<b><u>3,147</u></b>	<b><u>44,285</u></b>	<b><u>(3,147)</u></b>	<b><u>110,156</u></b>

## RESULTS

Results from continuing operation:-				
Segment operating (loss) / profit	(2,668)	3,328	-	660
Share of loss of associated company				(1,357)
Gain on disposal of subsidiary				1,286
Interest income				438
Reversal of impairment loss				2,269
Finance cost				(3,334)
Taxation				156
Results from discontinued operations				<u>3,467</u>
				<b><u>3,585</u></b>

## 10. 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.

## 11. SUBSEQUENT MATERIAL EVENTS

There were no material events subsequent to the end of the quarter under review except as disclosed in Note 23 and the conversion of 21,976,297 warrants into 21,976,297 ordinary shares.

## 12. CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group during the quarter under review except for the disposal of the entire equity interest in Emas Kerajang Sdn Bhd (“EKSB”) for a cash consideration of RM40 million which was completed on 8 Jan 2008.

The effect of the disposal on the interim financial results for the quarter ended 29 Feb 2008 were as below:-

	TOTAL RM'000
Property, plant and equipment	4,393
Prepaid lease payment	5,764
Intangible assets	18,706
Cash and cash equivalents	6,109
Other current assets	22,409
Current and long term liabilities	(19,163)
Net assets disposed	<u>38,218</u>
Sales consideration	40,000
Group's interest in the gain on disposal	496
Net gain on disposal to the Group	<u><u>1,286</u></u>

Cash flow arising on disposal :-

Sales consideration	40,000
Cash and cash equivalents in EKSB	(6,109)
Net cash inflow	<u><u>33,891</u></u>

## 13. 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 2007, except for an increase in corporate guarantee of RM614,675 to RM47,218,100 for new hire purchase facilities granted to a subsidiary company.

## 14. SIGNIFICANT RELATED PARTY TRANSACTIONS

There were no related party transactions other than those inter-company transactions incurred in the ordinary course of business. There were also no transactions with the directors and key management personnel of the Group other than the remuneration paid to them in accordance with the terms and conditions of their appointment.

## 15. DISCONTINUED OPERATIONS

The disposal of the entire equity interest in EKSB, a wholly-owned subsidiary of AHB for a cash consideration of RM40 million was completed on 8 Jan 2008.

The revenue, results and cash flows of the discontinued operations were as follows:-

	Current Year 4th Quarter 29 Feb 2008 <u>RM'000</u>	Preceding year Corresponding Quarter 28 Feb 2007 <u>RM'000</u>	Current year to date 29 Feb 2008 <u>RM'000</u>	Preceding year Corresponding Year to date 28 Feb 2007 <u>RM'000</u>
Revenue	9,048	26,560	65,871	97,392
Profit before tax	801	566	4,674	8,633
Income tax expense	(213)	(453)	(1,207)	(1,918)
Profit after tax	588	113	3,467	6,715
Cash flows from / (used in) operating activities	3,324	4,702	(977)	8,784
Cash flows from / (used in) investing activities	-	104	(173)	20,363
Cash flows used in financing activities	(11)	(4,858)	(2,897)	(20,994)
Effect on foreign exchange translation	-	(703)	-	2,066
Total cash flows	3,313	(755)	(4,047)	10,219

## 16. REVIEW OF PERFORMANCE

During the current quarter ended 29 Feb 2008, Group revenue (of both continuing and discontinued operations) decreased to RM18.52 million from RM36.14 million in the corresponding quarter of the preceding year. The Group recorded a profit before taxation (of both continuing and discontinued operations) of RM1.89 million as compared to RM133.41 million losses in the corresponding quarter of the preceding year.

The lower Group revenue was mainly due to the loss of revenue from a subsidiary (Note 12) which was disposed during the current quarter. The higher profit before taxation was mainly due to the exceptional impairment loss and the share of losses of associated company in the corresponding quarter of the preceding year.

## 17. MATERIAL CHANGES IN PROFIT BEFORE TAXATION

The Group achieved a profit before taxation of RM1.89 million during the current quarter as compared to a profit before taxation of RM0.59 million in the preceding quarter. This was mainly due to the gain arising from the disposal of a subsidiary during the current quarter (Note 12).

## 18. PROSPECTS FOR THE CURRENT FINANCIAL YEAR

Barring unforeseen circumstances the Directors expect the Group to continue contributing positively during the next quarter.

## 19. PROFIT FORECAST / PROFIT GUARANTEED

Not applicable.

## 20. TAXATION

Taxation includes:-

	Current year 4th Quarter 29 Feb 2008 RM'000	Current year to date 29 Feb 2008 RM'000
(i) Current period	308	1,217
(ii) Deferred Tax	(140)	(166)
	<b>168</b>	<b>1,051</b>

The effective tax rate for the current quarter and year to date was lower than the statutory tax rate. This was mainly due to the utilisation of unabsorbed capital and reinvestment allowances of certain subsidiary companies.

The above taxation was in respect of both continuing and discontinued operations.

## 21. SALE OF UNQUOTED INVESTMENTS AND / OR PROPERTIES

There were no sale of unquoted investments and properties during the current financial year except for the disposal of the entire equity interest in a subsidiary as disclosed in Note 12 above.

## 22. QUOTED SECURITIES

There were no purchases and disposal of quoted securities during the current financial period.

## 23. STATUS OF CORPORATE PROPOSALS

- (a) On 28 Nov 2006, Aseambankers Malaysia ("Aseambankers") announced that the Board of Directors of AHB had proposed the acquisition of the entire business undertakings of Naluri including all its assets and liabilities and all the holdings in all its subsidiaries and associated companies for a total purchase consideration of approximately RM435.432 million (or equivalent to RM0.75 per ordinary share of RM1.00 each in Naluri) to be satisfied entirely by cash ("Proposed Acquisition").

Pursuant to the above, Aseambankers further announced on 5 Jan 2007 that AHB had entered into a conditional subscription agreement ("Subscription Agreement") with Darul Metro Sdn Bhd ("DMSB"), a RM2.00 wholly-owned subsidiary of Naluri, to subscribe for 1,000,000 ordinary shares of RM1.00 each in DMSB.

On the same date, Aseambankers on behalf of the Board of Naluri also announced that Naluri had entered into a conditional sale of business agreement with DMSB for the proposed disposal of its business to DMSB for a total sales consideration of RM435.432 million payable in cash.

The Proposed Acquisition was approved by the shareholders at the Extraordinary General Meeting on 2 Mar 2007 and the Ministry of International Trade and Industry on 28 Mar 2007.

On 3 Aug 2007, SC approved the Proposed Acquisition subject to amongst others, the following conditions:-

- (i) The directors of DFZ should submit their declaration letters to the SC, pursuant to the requirement of the Format and Content of Application under the Policies and Guidelines on Issue / Offer of Securities;
- (ii) Aseambankers and AHB should inform the SC with regard to the Ministry of International Trade Industry's decision on the compliance status of the Bumiputra equity condition imposed on the licensed manufacturing companies to be disposed of by Naluri to AHB;
- (iii) Aseambankers and AHB should inform the SC upon completion of the Proposed Acquisition.

Following the completion of the above Proposed Acquisition, Naluri had proposed to undertake a Proposed Capital Repayment to return at least RM0.75 per Naluri Share to all its shareholders ("Proposed Capital Repayment"). Upon completion of the Proposed Capital Repayment, Naluri will be de-listed from the Official List of the Main Board of Bursa Malaysia Securities Berhad.

On 31 Mar 2008, AHB entered into an agreement with DMSB to extend the cut-off date for the fulfillment of the conditions precedent of the Subscription Agreement for a further period of 6 months from 5 Apr 2008, as the parties require more time to fulfill the said conditions.

- (b) On 31 Jan 2008, Aseambankers announced that AHB and Atlan Properties Sdn Bhd ("APSB"), a wholly owned subsidiary of AHB, referred to as the "Joint Offerors" have served a notice of conditional take-over offer ("Notice") to the Board of Directors of Naluri informing them of their intention to acquire all the remaining 359,610,598 Naluri Shares not already owned by the Joint Offerors after excluding 40,890,000 Naluri Shares held as treasury shares ("Offer Share (s)") for a cash consideration of RM0.75 per Naluri Share under the Code ("Offer"). The maximum cash payable by the Joint Offerors pursuant to the Offer approximated RM269.7 million.

As at 31 Dec 2007, the Joint Offerors had held an aggregate of 220,965,222 Naluri Shares, representing approximately 38.06% of the issued and paid-up share capital (excluding treasury shares) of Naluri.

The Offer was approved by the SC on 19 Feb 2008 subject to the following conditions:

- (i) Aseambankers was to inform the SC immediately upon the completion of the Offer; and
- (ii) Aseambankers was to submit the list of acceptance for each category of shareholders (Bumiputera, non-Bumiputera and foreign) and the effective equity structure of Naluri before and after the implementation of the Offer. Additional equity conditions might imposed on Naluri following a review would be carried out on the said list of acceptances.

The shareholders of AHB had also approved the Offer at the Extraordinary General Meeting held on 10 Mar 2008.

The final closing date for the Offer had been extended to 2 May 2008 in accordance with the Malaysian Code on Take-Overs and Mergers 1998 ("Code").

On 25 Apr 2008, the Joint Offerors had received valid acceptance which had resulted in the Joint Offerors holding a total of 515,750,591 Naluri Shares, representing 88.83% of the total issued and paid-up share capital of Naluri (excluding treasury shares).

24. **GROUP BORROWINGS AND DEBT SECURITIES as at 29 Feb 2008 are as follow:-**

(a) (i) **Short Term Borrowings – Secured**

	Total RM'000
Bank overdrafts	1,253
Bankers Acceptance	3,184
Term loan	736
	<u>5,173</u>

(ii) **Short Term Borrowings - Unsecured**

Hire purchase payable	772
	<u>772</u>

(b) (i) **Long Term Borrowings – Secured**

Term loan	5,071
Islamic private debt securities	45,000
	<u>50,071</u>

(ii) **Long Term Borrowings - Unsecured**

Hire purchase payable	1,318
	<u>1,318</u>

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

25. **OFF BALANCE SHEET FINANCIAL INSTRUMENTS**

The Group does not have any financial instruments with off-balance sheet risk as at 23 Apr 2008, the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report.

26. **MATERIAL LITIGATION**

(a) **Originating Summons by Shadidan Bin Shafie**

A shareholder of the Company, Shahidan bin Shafie, had brought an action against the Company and Atlan Properties Sdn Bhd ("APSB") 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 Bill of Costs application fixed for hearing on 2 Mar 2007 has been adjourned to a date to be fixed by the Court of Appeal.

The Plaintiff appealed against the decision. The Court of Appeal allowed the Appeal and the Plaintiff was given leave to amend the Originating Summons ("OS") to include a 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 hearing for the amended OS and AHB and APSB's application to the High Court to strike out the amended OS fixed which came up for hearing on 25 Mar 2008 has been adjourned to 23 Jun 2008 for continued hearing.

As at 28 Apr 2008, there were no changes in the above suit, since the last annual balance sheet date of 28 Feb 2007, except as disclosed above.

(b) **Writ of Summons and Statement of Claim by Shahidan Bin Shafie**

A shareholder of Naluri Corporation Bhd (formerly known as Naluri Bhd) (“Naluri”) , Shahidan bin Shafie had brought an action against AHB and APSB 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.

The Plaintiff had also filed an application to amend the Writ of Summons and Statement of Claim, which was allowed by the Senior Assistant Registrar on 17 Jan 2006.

AHB and APSB’s appeal against the decision of the Registrar to allow the Plaintiff’s application to amend the Statement of Claim was allowed with costs. The Plaintiff has filed an appeal against the decision of the Judge. The Court of Appeal has fixed the said Plaintiff’s appeal for hearing on 7 Jul 2008.

The Plaintiff’s application to adduce further evidence and AHB and APSB’s respective appeals in relation to their striking out application are now fixed for further mention on 17 Jul 2008.

As at 28 Apr 2008, there were no changes in the above suit, since the last annual balance sheet date of 28 Feb 2007, except as disclosed above.

(c) **Writ of Summons and Statement of Claim by Hazman Bin Ahmad**

A shareholder of Naluri, Hazman bin Ahmad (“Hazman”) had brought an action against AHB and 8 others for, inter alia, the following orders:

- (a) that AHB and/or APSB be compelled to make the mandatory general offer to purchase the share of Hazman and to offer to purchase the shares of all the shareholders of Naluri at a purchase price of RM1.98 per share ;
- (b) that the shares held directly and indirectly by Tan Sri Dato’ Tajuddin Ramli amounting to approximately 309,648,000 representing 44.84% of the paid-up share capital of Naluri, shall not be registered in the name of AHB and/or APSB or any of their nominees and that AHB/APSB shall not be entitled to appoint any members of the Board of Directors of Naluri until implementation of the mandatory take over bid;
- (c) that all the defendants other than Naluri jointly and severally pay Hazman and/or Naluri, damages for conspiracy;
- (d) that all the defendants other than Naluri jointly and severally pay Hazman and/or Naluri, damages for misrepresentation;
- (e) that all the defendants other than Naluri jointly and severally pay Hazman and/or Naluri, interest on damages assessed in the Statement of Claim at such rate for such period as determined by the Court;
- (f) a declaration that the appointment of the Scheme Administrators (“SAs”) is invalid and a consequential order that all transactions entered into by the SAs purportedly for and on behalf of Naluri are null and void;
- (g) that all the defendants other than Naluri jointly and severally pay Hazman the costs of and occasioned by this action.
- (h) such further and other orders as the Court deem fit.



AHB and APSB have applied to the Court to strike out the suit.

The Plaintiff's application for case management and show cause which were fixed for mention on 9 Jan 2008 has been fixed for hearing on 29 Aug 2008. AHB's application for striking out which was fixed for mention on 25 Mar 2008 has been adjourned to 8 May 2008 for further mention.

As at 28 Apr 2008, there were no changes in the above suit, since the last annual balance sheet date of 28 Feb 2007, except as disclosed above.

(d) **Petition by Adenan Bin Ismail**

A shareholder of Naluri, Adenan Bin Ismail had brought an action against Naluri and others seeking, inter alia :-

(a) the following orders:

(i) that AHB and/or APSB be:-

- compelled to make a mandatory general offer to purchase the shares of Naluri;
- restrained and an injunction be granted restraining AHB and/or APSB;
  - from appointing any director to the Board of Directors ("Board") of Naluri or exercise and voting rights attached to the voting share of Naluri which have been acquired from Danaharta until the provisions of the Malaysian Code on Take-Overs and Mergers 1998 ("Code") have been complied with;
  - in the event that 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 until the provisions of the Code have been complied with ;
  - from registering the shares of Naluri acquired from Danaharta in the name of APSB or any of its nominees until the provisions of the Code have been complied with;
  - from charging, selling/or dealing with shares of Naluri acquired from Danaharta until the provisions of the Code have complied with;

(ii) that any resolutions passed by the shareholders and/or directors of Naluri approving the related party transactions ("RPTs") as set out in the petition be cancelled;

(iii) that the Listing Requirements in relation to the RPTs as set out in the petition be complied with by all respondent except Naluri;

(iv) that DFZ Capital Bhd pay to Naluri the monies paid to the financial institutions who received monies pursuant to the RPTs as set out on petition;

(v) that Naluri be paid by all respondents damages resulting from the oppressive acts as set out in the petition;

(vi) that all respondents except Naluri, jointly and severally pay the Plaintiff costs; and

(b) declarations that the transactions as set out in the petition are RPTs and that the respondents named therein are obliged to abstain from voting at the Naluri's Shareholders' meeting.

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.

The Court of Appeal has yet to fix a date for the Petitioner's appeal to the Court of Appeal against the High Court decision in dismissing the Petitioner's application for injunction with cost and allowing the application by AHB and APSB to strike out the petition.

As at 28 Apr 2008, there were no changes in the above suit, since the last annual balance sheet date of 28 Feb 2007.

(e) **Counter Claim by Tan Sri Dato' Tajudin Ramli**

AHB and its wholly-owned subsidiary, APSB have been served each with a copy of a Defence and Counterclaim dated 29 Jun 2006 by Tan Sri Dato' Tajudin Ramli's ("TSDTR") solicitors making AHB and APSB parties to the legal proceedings commenced by Pengurusan Danaharta Nasional Berhad, Danaharta Urus Sdn Bhd and Danaharta Managers Sdn Bhd (hereinafter collectively referred to as "Danaharta") against TDSTR in the High Court of Malaya.

TSDTR is seeking from AHB, APSB, Danaharta, Commerce International Merchant Bankers Berhad ("CIMB"), Mohamad Raslan Abdul Rahman ("Raslan"), Ooi Woon Chee ("Ooi"), Gan Ah Tee ("Gan") (hereinafter collectively referred to as "SAs"), Naluri and Multi Esprit Sdn Bhd ("MESB") jointly and/or severally the following relief in the Counterclaim:

- (i) a Declaration that the consideration or object of the Agreement dated 11 Aug 2003 between Danaharta and APSB is illegal and therefore void;
- (ii) a Declaration that Danaharta, CIMB, Raslan, Ooi, Gan, Naluri, AHB, APSB and/or MESB have acted ultra vires their respective powers by causing APSB to enter into the Agreement dated 11 Aug 2003 between Danaharta and APSB;
- (iii) a Declaration that Danaharta, CIMB, Raslan, Ooi, Gan, Naluri, AHB and APSB have acted in bad faith and ultra vires their respective powers by causing Naluri to enter into the Naluri Scheme (including the Capital Repayment and the Naluri Acquisitions) and accordingly that the Capital Repayment and the Naluri Acquisitions are illegal and/or against public policy under S.24 of the Contracts Act, 1950 and therefore void;
- (iv) a Declaration that all transactions (including but not limited to Capital Repayment, the Naluri Acquisitions and any agreement to borrow monies and issue new shares and securities) proposed or entered into by Danaharta, CIMB, Raslan, Ooi, Gan, Naluri, AHB, APSB and/or MESB in relation to the Agreement dated 11 Aug 2003 between Danaharta and APSB are part of a scheme to commit or perpetuate an illegal act and are therefore void;
- (v) such consequential Orders as may be necessary and just to restore all persons to their positions prior to the execution and/or purported completion of the aforesaid illegal transactions and agreements;
- (vi) such consequential Orders and directions as may be required to give effect to the Orders prayed for before;
- (vii) general damages to be assessed;
- (viii) an Account of all dividends and/or other payments received by APSB arising out of or in relation to the Naluri Shares;

- (ix) an Order that AP SB forthwith pays all sums adjudged to be paid to TSDTR under prayer (viii).

Further and/or in the alternative, TSDTR is also seeking from Danaharta, CIMB, Raslan, Ooi, Gan, AHB, AP SB, Dato' Seri Adam Sani Abdullah (formerly known as Maung Ng We @ Lim Yong Tong [George Lim]) ("DSASA"), Dato' Ong Kim Hoay ("DOKH"), Dato' Khalid Bin Mohamad Jiwa ("DKBMJ") and/or Dato' Ong Kar Beau ("DOKB") jointly and/or severally the following relief in the Counterclaim;

- (i) an Order that Danaharta, CIMB, Raslan, Ooi, Gan, AHB, AP SB, DSASA, DOKH, DKBMJ and/or DOKB jointly and severally do make a Mandatory Take-Over Offer to all shareholders of Naluri at an offer price of RM1.98 per ordinary share in accordance with the terms of the Securities Commission Act, 1993 and the Take-over Code;
- (ii) an Order that Danaharta, CIMB, Raslan, Ooi, Gan, AHB, AP SB, DSASA, DOKH, DKBMJ and/or DOKB jointly and severally pay TSDTR the sum of RM613,103,040.00 pursuant to the Mandatory Takeover being the sum that should have been paid to TSDTR;
- (iii) damages to be assessed.

Further in addition, TSDTR is also seeking, inter alia, from all the 24 Defendants to the Counterclaim the following relief:

- (i) the sum of RM7,214,909,224.01;
- (ii) damages for conspiracy to be assessed;
- (iii) a Declaration that the purported Vesting, pursuant to the Vesting Certificates, namely No 1998-00174-DM (1/2) dated 15 Dec 1998, 1999-00183-DA (1/2) dated 29 Apr 1995 and 1999-00502-DU dated 7 May 1999 ('the Vesting Certificates') and all other securities held by Danaharta derived from TSDTR are illegal and ultra vires that the Danaharta Act and/or unconstitutional against the provisions of the Federal Constitution and/or against Public Policy and void;
- (iv) a Declaration that the Settlement Agreement dated 8 Oct 2001 is illegal and ultra vires the Danaharta Act, and/or Federal Constitution and is void and unenforceable pursuant to S.24 of the Contracts Act, 1950 inter alia as being against Public Policy;
- (v) a Declaration that all acts and deeds carried out and all agreements executed by Danaharta and the SAs or any other person or persons, pursuant to or predicated on the purported Vestings pursuant to the Vesting Certificates and/or Settlement Agreement aforesaid are illegal void and unenforceable;
- (vi) an Order that all contracts, agreements, transfers, conveyances, dealings, acts or deeds whatsoever carried out and executed by Danaharta and the SAs and any other person or persons pursuant to or predicated on the purported vestings pursuant to the Vesting Certificates be and are hereby declared null and void and set aside and that all persons be ordered and directed to return and restore all assets and monies received by them pursuant to any such contract, agreement, transfer, conveyance, dealing, payment, act or deed whatsoever;
- (vii) all necessary and fit Orders and directions as may be required to give full effect to the aforesaid Declarations and Orders;
- (viii) damages to be assessed;
- (ix) aggravated and exemplary damages to be assessed;

- (x) interest at the rate of 8% per annum on all sums adjudged to be paid by the respective Defendants to the Counterclaim to TSDTR from the date such loss and damage was incurred to the date of full payment; and
- (xi) costs.

AHB and APSB's application to strike out the action had been called up for hearing on the 22 Jan 2008. The said applications to strike out which were subsequently called up for hearing on 2 Apr 2008 have been further fixed for hearing on 29 Jul 2008.

AHB and APSB's solicitors had been served a copy of Summons in Chambers (Mareva Injunction) dated 19 Jan 2007 together with an Affidavit (No. 1) in support of Mareva Injunction affirmed by TSDTR's solicitors. However, TSDTR has not claimed any relief against AHB and APSB.

The Mareva Injunction application which was fixed for hearing on 24 May 2007, could not be completed as there was insufficient time. However, the Court directed that the hearing be continued on 3 Aug 2007 and granted an ad interim order against Naluri. By virtue of the ad interim order, Naluri is restrained from completing the Proposed Business Transfer and the Proposed Capital Repayment for the time being. On 27 Jun 2007, the High Court dismissed AHB's application to stay the ad interim order with costs. AHB's further application to the Court of Appeal to stay the ad interim order was allowed on 4 Jul 2007. The application for Mareva Injunction which was fixed for continued hearing on 28 Nov 2007 and 21 Feb 2008 respectively had been fixed for decision on 11 Apr 2008. The Court then adjourned the decision to 14 Apr 2008. On 14 Apr 2008, the Court granted an order in terms of TSDTR's application for Mareva Injunction as aforesaid. AHB and APSB then filed an appeal to the Court of Appeal against the said Court's order and the said appeal was allowed by the Court of Appeal on 28 Apr 2008.

AHB, APSB and Naluri had also been served a copy of Summons In Chambers (Application to re-amend Amended Defence and Counterclaim) dated 25 Jan 2007 together with an Affidavit in support of the said application to re-amend affirmed by TSDTR, by TSDTR's solicitors, wherein TSDTR is seeking the Court's leave to amend the Amended Defence and Counterclaim dated 13 Jul 2006 to include 14 other defendants to TSDTR's counterclaim. This application to re-amend fixed for hearing on 6 Jun 2007 has been adjourned to 21 Jul 2008.

As at 28 Apr 2008, there were no changes to the above suit, since the last annual balance sheet date of 28 Feb 2007, except as disclosed above.

(f) **Claim by Tan Sri Dato' Tajudin Ramli against the Company and 12 others**

The Company had on 24 Apr 2007 been served with a Writ of Summons (together with a Statement of Claim) by TSDTR solicitors making the Company a party to the legal proceedings commenced by TSDTR in the High Court of Malaya.

TSDTR is *inter alia* seeking jointly and/or severally against the Company and the 12 other defendants to the legal proceedings, the following relief pursuant to the Writ of Summons (together with the Statement of Claim) :-

- (i) a declaration that the resolutions purportedly passed and approvals given at the Extraordinary General Meeting of Naluri dated 8 Mar 2007 pursuant to Naluri's Circular to Shareholders dated 12 Feb 2007 are void and of no effect;
- (ii) an order that Naluri by itself, its servants and agents be restrained from acting on or putting into effect any resolutions purportedly passed at the aforesaid Extraordinary General Meeting;

- (iii) an order that the Company and Naluri by themselves, their servants and agents be restrained from proceeding with and/or completing the proposed disposal of the Business of Naluri and the Proposed Capital Reduction by Naluri purportedly approved at the aforesaid Extraordinary General Meeting or any like or similar proposals;
- (iv) general damages to be assessed;
- (v) aggravated and exemplary damages to be assessed;
- (vi) damages for conspiracy to be assessed;
- (vii) damages for misrepresentation to be assessed;
- (viii) damages for breach of statutory duty to be assessed;
- (ix) all necessary and fit orders and directions as may be required to give effect to the aforesaid declarations and orders and/or as the Honourable Court thinks fit;
- (x) interest;
- (xi) costs;
- (xii) such further and/or other relief as the Honourable Court deems fit and just to grant in the circumstances.

AHB has filed its appearance to the Writ of Summons on 25 Apr 2007 and subsequently filed an application to strike out the aforesaid legal proceedings. AHB's application to strike out which came up for hearing on 11 Mar 2008 has been adjourned to 2 Jul 2008 and 3 Jul 2008 for hearing.

As at 28 Apr 2008, there were no changes to the above suit, since the last annual balance sheet date of 28 February 2007, except as disclosed above.

## 27. **DIVIDEND**

A 3% dividend less 26% taxation on Irredeemable Convertible Preference Shares amounting to RM46,511 was paid on 10 Mar 2008.

The directors do not recommend any final dividend for the current financial year ended 29 Feb 2008.

## 28. **EARNINGS PER SHARE**

### (i) Basic earnings / (loss) per share

Earning / (loss) per share was calculated based on the Group's profit / (loss) for the period attributable to ordinary shareholders and the weighted average number of ordinary shares.

The basic earnings / (loss) per share was calculated as follows:-

	Individual Quarter Current year 29 Feb 2008 <u>RM'000</u>	Individual Quarter Preceding year 28 Feb 2007 <u>RM'000</u>	Cumulative Period Current year 29 Feb 2008 <u>RM'000</u>	Cumulative Period Preceding year 28 Feb 2007 <u>RM'000</u>
Profit / (loss) from continuing operations	1,134	(131,348)	118	(123,603)
Adjustment for the dividends on ICPS (equity component)	(10)	-	(46)	(47)
Profit / (loss) from continuing operations	1,124	(131,348)	72	(123,650)
Profit from discontinued operations	588	113	3,467	6,715
Profit / (loss) attributable to ordinary equity holders of the parent	1,712	(131,235)	3,539	(116,935)
Weighted average number of ordinary shares ('000)	203,766	192,430	195,660	192,404
Basic earnings / (loss) per share (sen) :				
From continuing operations	0.55	(68.26)	0.04	(64.26)
From discontinued operations	0.29	0.06	1.77	3.49
	<b>0.84</b>	<b>(68.20)</b>	<b>1.81</b>	<b>(60.77)</b>

(ii) **Diluted earnings per share**

The diluted earnings per share was calculated using the Group's profit attributable to ordinary shareholders and the enlarged weighted average number of ordinary shares after adjusting for the dilutive effect on the unconverted ESOS and ICPS as at 29 Feb 2008.

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

	Individual Quarter Current year 29 Feb 2008 <u>RM'000</u>	Individual Quarter Preceding year 28 Feb 2007 <u>RM'000</u>	Cumulative Period Current year 29 Feb 2008 <u>RM'000</u>	Cumulative Period Preceding year 28 Feb 2007 <u>RM'000</u>
Profit from continuing operations	1,134	N/A	118	N/A
Adjustment for the dividends on ICPS	-	N/A	(46)	N/A
Profit from continuing operations	1,134	N/A	72	N/A
Profit from discontinued operations	588	N/A	3,467	N/A
Profit attributable to ordinary equity holders of the parent	1,722	N/A	3,539	N/A

	Individual Quarter Current year 29 Feb 2008 <u>RM'000</u>	Individual Quarter Preceding year 28 Feb 2007 <u>RM'000</u>	Cumulative Period Current year 29 Feb 2008 <u>RM'000</u>	Cumulative Period Preceding year 28 Feb 2007 <u>RM'000</u>
Weighted average number of ordinary shares ('000)	203,766	N/A	195,660	N/A
Adjustment for the unconverted ESOS('000)	539	N/A	871	N/A
Adjustment for the unconverted ICPS('000)	2,099	N/A	-	N/A
Adjusted weighted average number of ordinary shares ('000)	<u>206,404</u>	<u>N/A</u>	<u>196,531</u>	<u>N/A</u>
Diluted earnings per share (sen) :				
From continuing operations	0.55	N/A	0.04	N/A
From discontinued operations	0.28	N/A	1.76	N/A
	<u><b>0.83</b></u>	<u><b>N/A</b></u>	<u><b>1.80</b></u>	<u><b>N/A</b></u>

## 29. AUTHORISATION FOR ISSUE

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 29 Apr 2008.

BY ORDER OF THE BOARD  
TOH CHEE SEONG  
LIM SAW IM  
COMPANY SECRETARIES  
PENANG  
DATED THIS 30 APR 2008