

ATLAN HOLDINGS BHD – 173250 W
(Incorporated in Malaysia)

**NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD
ENDED 30 NOVEMBER 2011**

1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with FRS 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board (“MASB”) and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”). The interim financial statements have been prepared under the historical cost convention unless otherwise indicated in the accounting policies below.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the year ended 28 February 2011. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 28 February 2011.

2. Summary of Significant Accounting Policies

(i) Changes in Accounting Policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 28 February 2011, except for the adoption of the following new Financial Reporting Standards (“FRSs”), Amendments to FRSs and Interpretations by the Group with effect from 1 March 2011:

FRS 1 First-time Adoption of Financial Reporting Standards
FRS 3 Business Combinations (Revised)
Amendments to FRS 2 Share-based Payment
Amendments to FRS 5 Non-current Assets Held for Sale and Discontinued Operations
Amendments to FRS 127 Consolidated and Separate Financial Statements
Amendments to FRS 138 Intangible Assets
Amendments to IC Interpretation 9 Reassessment of Embedded Derivatives
IC Interpretation 12 Service Concession Arrangements
IC Interpretation 16 Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17 Distributions of Non-cash Assets to Owners
Amendments to FRS 1 Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters
Amendments to FRS 1 Additional Exemptions for First-time Adopters
Amendments to FRS 2 Group Cash-settled Share-based Payment Transactions
Amendments to FRS 3 Business Combinations
Amendments to FRS 7 Improving Disclosures about Financial Instruments
Amendments to FRS 101 Presentation of Financial Statements
Amendments to FRS 121 The Effects of Changes in Foreign Exchange Rates
Amendments to FRS 128 Investments in Associates
Amendments to FRS 131 Interests in Joint Ventures

**NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD
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2. Summary of Significant Accounting Policies (cont'd)

(i) Changes in Accounting Policies (cont'd)

Amendments to FRS 132 Financial Instruments: Presentation
Amendments to FRS 134 Interim Financial Reporting
Amendments to FRS 139 Financial Instruments: Recognition and Measurement
IC Interpretation 4 Determining Whether an Arrangement contains a Lease
IC Interpretation 13 Amendments to IC Interpretation 13
IC Interpretation 18 Transfers of Assets from Customers

Adoption of the above standards and interpretations did not have significant impact on the financial performance or position of the Group.

(ii) Standards Issued But Not Yet Effective

On 19 November 2011, the Malaysian Accounting Standards Board (“MASB”) issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards (“MFRS Framework”).

The MFRS Framework is to be applied by all entities other than private entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture (“MFRS 141”) and IC Interpretation 15 Agreements for Construction of Real Estate (“IC 15”), including its parent, significant investor and venturer.

The Group will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 28 February 2013. In presenting its first MFRS financial statements, the Group might be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition, if any, will be made retrospectively against opening retained profits.

The Group has not completed its assessment of the financial effects of the differences between Financial Reporting Standards and accounting standards under the MFRS Framework. Accordingly, the consolidated financial performance and financial position as disclosed in this interim financial report could be different if prepared under the MFRS Framework.

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3. Judgment made in applying classification between investment properties and land held for property development

The Group has developed certain criteria based on FRS 140 in making judgment whether a property qualified as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as investment property.

A certain piece of long term leasehold land of the Group, previously disclosed as land held for property development, has been identified as being held for capital appreciation. Accordingly, this property is reclassified as investment property from prior year's classification of land held for property development.

The following comparatives have been restated in the statements of financial position:

| | As previously stated RM'000 | Adjustment RM'000 | As restated RM'000 |
|------------------------------------|--|------------------------------|-----------------------------------|
| As at 28 February 2011 | | | |
| Land held for property development | 58,086 | (15,134) | 42,952 |
| Investment properties | 53,795 | 15,134 | 68,929 |
| <hr/> | | | |
| As at 28 February 2010 | | | |
| Land held for property development | 93,032 | (15,321) | 77,711 |
| Investment properties | 56,327 | 15,321 | 71,648 |
| <hr/> | | | |

4. Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the year ended 28 February 2011 was not qualified.

**NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD
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5. Comments About Seasonal or Cyclical Factors

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

6. Unusual Items Due to their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows during the financial quarter ended 30 November 2011.

7. Changes in Estimates

There were no changes in estimates that have had a material effect in the current quarter.

8. Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the quarter ended 30 November 2011.

As at 30 November 2011, the number of ordinary shares issued and fully paid up is 253,650,458 and the number of treasury shares held by the Company is 1,649,649 shares. Accordingly, the number of outstanding shares in issue after deducting treasury shares held is 252,000,809 ordinary shares of RM1.00 each.

9. Dividends Paid and Distributed

On 22 November 2011, the Company paid a first interim ordinary share dividend of 4% (single tier) in respect of the financial year ending 29 February 2012 amounting to RM10.1 million (2011: 5% single tier).

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10. Segmental Information

| | Individual Quarter | | Cumulative Quarter | |
|------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| | Ended 30-Nov-11 RM'000 | Ended 30-Nov-10 RM'000 | Ended 30-Nov-11 RM'000 | Ended 30-Nov-10 RM'000 |
| Segment Revenue | | | | |
| Investments | 23,486 | 32,634 | 90,801 | 50,110 |
| Hotel and property | 27,666 | 22,334 | 76,741 | 73,177 |
| Duty free | 121,741 | 139,485 | 365,173 | 372,405 |
| Manufacturing | 30,782 | 29,531 | 93,618 | 106,624 |
| Others | 2,073 | 2,308 | 6,226 | 7,064 |
| | <u>205,748</u> | <u>226,292</u> | <u>632,559</u> | <u>609,380</u> |
| Eliminations | (28,175) | (38,665) | (105,167) | (70,228) |
| Group revenue | <u>177,573</u> | <u>187,627</u> | <u>527,392</u> | <u>539,152</u> |
| Segment Results | | | | |
| Investments | (5,684) | 2,242 | (21,088) | (6,729) |
| Hotel and property | 6,349 | 1,297 | 86,455 | 19,611 |
| Duty free | 20,953 | 24,858 | 60,893 | 57,221 |
| Manufacturing | 1,944 | 998 | 2,386 | 13,681 |
| Others | (5,971) | (9,611) | 14,948 | (4,846) |
| Profit before taxation | <u>17,591</u> | <u>19,784</u> | <u>143,594</u> | <u>78,938</u> |

11. Valuations of Property, Plant and Equipment

There are no changes to the valuations of the property, plant and equipment since the audited financial statements for the year ended 28 February 2011.

12. Significant and Subsequent Events

- (i) On 28 November 2006, Maybank Investment Bank Berhad (“Maybank-IB”) announced that the Board of Directors (“Board”) of the Company had proposed the acquisition of the entire business undertakings of Naluri Corporation Berhad (“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”).

**NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD
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12. Significant and Subsequent Events (cont'd)

(i) (cont'd)

The Proposed Acquisition was approved by the shareholders at the Extraordinary General Meeting (“EGM”) on 2 March 2007 and the Ministry of International Trade and Industry on 28 March 2007. On 3 July 2008, Maybank-IB, on behalf of the Board of the Company announced that the completion of the Proposed Acquisition had taken place on the said date.

Upon the completion of the Acquisition, Naluri had proceeded, on 3 March 2010, to file a Petition to the High Court to confirm the Proposed Capital Repayment in order to give effect to the Special Resolution of Naluri passed at the EGM held on 8 March 2007, pursuant to Section 64 of the Companies Act 1965 (“Petition”). An application for dispensation of inquiry as to creditors had also been filed on 8 March 2010 (“Application”). The Court had on 19 March 2010 granted order in terms of the Application.

The Court has fixed the Petition for Proposed Capital Repayment for hearing on 20 March 2012.

On 11 August 2011, Maybank-IB, on behalf of the Board of the Company announced that the Securities Commission (“SC”) had vide its letter dated 9 August 2011, approved the extension of time of one year from 3 August 2011 to 2 August 2012 for Naluri to complete the Proposed Capital Repayment.

- (ii) On 17 March 2011, the Board of the Company announced that a wholly-owned subsidiary of the Company, Tegapasti Sdn Bhd, has entered into a conditional Sale and Purchase Agreement to dispose two pieces of freehold land in Batu Ferringhi, Penang to Glass Bay Sdn Bhd for a total cash consideration of RM33 million, subject to and upon the terms and conditions in the conditional Sale and Purchase Agreement.

The above proposed disposal has not been completed as at the date of this report and is expected to be completed by the first quarter of financial year 2013.

During the current quarter under review, the net book value of the land of RM9.2 million was reclassified as assets classified as held for sale.

- (iii) On 29 September 2011, the Board of the Company announced that a wholly owned subsidiary of the Company, Gardenia Success Sdn Bhd, has entered into a conditional Sale and Purchase Agreement to dispose off two parcels of freehold vacant commercial development land both located in township of Bandar Sri Sendayan, Daerah Seremban, State of Negeri Sembilan Darul Khusus to BSS Development Sdn Bhd for a total cash consideration of RM52.26 million, subject to and upon the terms and conditions in the conditional Sale and Purchase Agreement.

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12. Significant and Subsequent Events (cont'd)

(iii)(cont'd)

The above proposed disposal has not been completed as at the date of this report and is expected to be completed by the first quarter of financial year 2013.

During the current quarter under review, the net book value of the freehold land of RM52.26 million was reclassified as assets classified as held for sale.

Other than as disclosed, there were no other material events during and subsequent to the current quarter ended 30 November 2011.

13. Changes in Composition of the Group

There were no changes in the composition of the Group during the current quarter ended 30 November 2011.

14. Contingent Liabilities and Contingent Assets

The contingent liabilities of the Company are as follows:

| | Company 9-Jan-12 RM'000 |
|---|--|
| Corporate guarantees extended in support of banking and other financing facilities granted to certain subsidiaries: | |
| - Secured | <u>62,000</u> |

As at balance sheet date, no values are placed on corporate guarantees provided by the Company to secure bank loans and other banking facilities granted to its subsidiaries where such loans and banking facilities are mainly collateralised by fixed and floating charges over property, plant and equipment and other assets of the subsidiaries and where the directors regard the value of the credit enhancement provided by the corporate guarantees as minimal.

As at reporting date, the Group's and the Company's maximum exposure to credit risk is represented by:

- (i) the carrying amount of each class of financial assets recognised in the statement of financial position;
- (ii) a nominal amount of RM62 million relating to corporate guarantees provided by the Company to financial institutions for credit facilities granted to certain subsidiaries.

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15. Commitments

The amount of commitments not provided for in the interim financial statements as at 30 November 2011 were as follows:

a) Capital commitments

RM'000

Purchase of property, plant and equipment:

Approved and contracted for 6,321

Approved but not contracted for 9

6,330

b) Non-cancellable operating lease commitments

RM'000

Rental payable

5,772

16. Performance Review

The Group's revenue for the current quarter ended 30 November 2011 has decreased to RM177.6 million as compared to RM187.6 million in the corresponding quarter in previous year, while the revenue for the year-to-date was RM527.4 million which is RM11.8 million lower than in the corresponding period previous year. The drop in revenue for the current quarter and year-to-date was mainly due to the lower revenue from the duty free segment, as the prolonged flooding in Thailand had adversely affected the performance of the duty free outlets located in the northern region of Peninsular Malaysia.

In the current quarter, the Group generated a profit before taxation of RM17.6 million as compared to profit of RM19.8 million in the corresponding quarter in the previous year, mainly due to lower revenue in the duty free segment as mentioned above. The higher profit for year-to-date of RM143.6 million as compared to the corresponding period previous year of RM78.9 million is mainly due to the gain on disposal of land by two wholly-owned subsidiaries of the Company in the quarter ended 31 May 2011.

17. Comment on Material Change in Profit Before Taxation

The Group generated a higher profit before taxation of RM17.6 million in the current quarter as compared to RM17.0 million in the previous quarter mainly due the higher revenue generated in the current quarter as compared to previous quarter.

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18. Commentary on Prospects

Barring unforeseen circumstances, the Group is expected to continue to perform positively.

19. Profit Forecast or Profit Guarantee

The disclosure requirements for explanatory notes for the profit forecast and profit guarantee is not applicable.

20. Taxation

| | Individual Quarter | | Cumulative Quarter | |
|--|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
| | Ended 30-Nov-11 RM'000 | Ended 30-Nov-10 RM'000 | Ended 30-Nov-11 RM'000 | Ended 30-Nov-10 RM'000 |
| Income tax | | | | |
| - current period provision | 5,540 | 6,253 | 25,151 | 14,325 |
| - under / (over) provision in prior periods | (101) | (151) | (641) | 550 |
| Deferred taxation | - | (54) | - | (45) |
| | <u>5,439</u> | <u>6,048</u> | <u>24,510</u> | <u>14,830</u> |

Provision for taxation for the current quarter and financial period to date is calculated based on the taxable profit attributable from certain profit making subsidiaries.

21. Sale of Unquoted Investments and Properties

There were no sale of unquoted investments and properties during the current quarter ended 30 November 2011.

22. Marketable Securities

Investment in marketable securities:

| | As at 30-Nov-11 RM'000 |
|--------------------|---------------------------------------|
| At cost/book value | 2,433 |
| At market value | <u>2,449</u> |

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23. Retained Earnings/(Accumulated Losses)

| | As at 30-Nov-11 RM'000 | As at 28-Feb-11 RM'000 |
|---|---------------------------------------|---------------------------------------|
| Accumulated Losses: | | |
| - Realised | (1,572) | (138,460) |
| - Unrealised | (32,881) | (33,439) |
| | (34,453) | (171,899) |
| - Consolidation adjustments | 109,786 | 160,307 |
| | 75,333 | (11,592) |
| Total retained earnings/(accumulated losses) as per Consolidated Statement of Financial Position | 75,333 | (11,592) |

24. Corporate Proposals

The status of corporate proposals announced but not completed as at 11 January 2012 are as follows:

- (i) On 28 November 2006, Maybank-IB announced that the Board of the Company 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”).

The Proposed Acquisition was approved by the shareholders at the Extraordinary General Meeting (“EGM”) on 2 March 2007 and the Ministry of International Trade and Industry on 28 March 2007. On 3 July 2008, Maybank-IB, on behalf of the Board of the Company announced that the completion of the Proposed Acquisition had taken place on the said date.

Upon the completion of the Acquisition, Naluri had proceeded, on 3 March 2010, to file a Petition to the High Court to confirm the Proposed Capital Repayment in order to give effect to the Special Resolution of Naluri passed at the EGM held on 8 March 2007, pursuant to Section 64 of the Companies Act 1965 (“Petition”). An application for dispensation of inquiry as to creditors had also been filed on 8 March 2010 (“Application”). The Court had on 19 March 2010 granted order in terms of the Application.

The Court has fixed the Petition for Proposed Capital Repayment for hearing on 20 March 2012.

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24. Corporate Proposals (cont'd)

(i) (cont'd)

On 11 August 2011, Maybank-IB, on behalf of the Board of the Company announced that SC had vide its letter dated 9 August 2011, approved the extension of time of one year from 3 August 2011 to 2 August 2012 for Naluri to complete the Proposed Capital Repayment.

(ii) The SC had vide its letter dated 21 April 2011 approved an extension of time to the Group for twenty-four (24) months to 6 April 2013 for complying with the condition to rectify the structure/building extension which has been built but not yet approved and subsequently to obtain the certificate of fitness for occupation (“CF”) based on the ‘as-built plans’ for landed property at Lot 4999 and 5000, Mukim Kapar, Daerah Klang, Selangor. The Group is still in the midst of obtaining the CFs for these properties.

(iii) On 17 March 2011, the Board of the Company announced that a wholly-owned subsidiary of the Company, Tegapasti Sdn Bhd, has entered into a conditional Sale and Purchase Agreement to dispose two pieces of freehold land in Batu Ferringhi, Penang to Glass Bay Sdn Bhd for a total cash consideration of RM33 million, subject to and upon the terms and conditions in the Sale and Purchase Agreement. The above proposed disposal has not been completed as at the date of this report and is expected to be completed by the first quarter of financial year 2013.

(iv) On 29 September 2011, the Board of the Company announced that a wholly owned subsidiary of the Company, Gardenia Success Sdn Bhd has entered into a conditional Sale and Purchase Agreement to dispose off two parcels of freehold vacant commercial development lands both located in township of Bandar Sri Sendayan, Daerah Seremban, State of Negeri Sembilan Darul Khusus to BSS Development Sdn Bhd for a total cash consideration of RM52.26 million, subject to and upon the terms and conditions in the conditional Sale and Purchase Agreement. The above proposed disposal has not been completed as at the date of this report and is expected to be completed by the first quarter of financial year 2013.

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25. Borrowings and Debt Securities

As at 30 November 2011, the Group's borrowings were as follows:

| | RM'000 |
|---------------------------------|----------------|
| Long Term Borrowings - Secured | |
| - Syndicated Term Loan | 118,000 |
| - Others | 1,983 |
| | <u>119,983</u> |
| Short Term Borrowings - Secured | |
| - Overdraft | 8,347 |
| - Trade facilities | 93,539 |
| - Term loan (SGD12 million) | 29,617 |
| - Others | 1,373 |
| | <u>132,876</u> |

26. Financial Instruments

(a) Contract value and fair value of derivatives as of 30 November 2011

There were no derivative financial instruments as at 30 November 2011.

(b) Gain/(loss) arising from fair value changes of financial liabilities/financial assets

The fair value changes of forward contract liabilities/assets had resulted in a loss of RM92,000 for the current quarter and a gain of RM571,000 for the period ended 30 November 2011.

There is no change in the significant policy for mitigating or controlling the interest rate risk, credit risk, liquidity risk and foreign currency risk for the Group nor the related accounting policies except those changes which have been disclosed under Note 2(i) (Changes in accounting policies) of this quarterly report. Other related information associated with the financial instruments is consistent with the disclosures in the audited financial statements for the financial year ended 28 February 2011.

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26. Financial Instruments (cont'd)

(b) Gain/(loss) arising from fair value changes of financial liabilities/financial assets (cont'd)

Reason and Basis in arriving at fair value changes

Forward foreign exchange contract:

The gain or loss from the fair value changes of a forward foreign exchange contract is the amount that would be payable or receivable on termination of the outstanding position arising and is determined by reference to the difference between the contracted rate and forward exchange rate as at the statement of financial position date applied to a contract of similar quantum and maturity profile.

27. Changes in Material Litigation

Apart from those mentioned below, there are no other changes to the status of material litigation matters involving Atlan Holdings Bhd (“AHB”) and/or its subsidiaries as at 9 January 2012:

(a) Originating Summons by Shahidan Bin Shafie (“Shahidan”)

Shahidan, a shareholder of AHB, had commenced legal proceedings at the High Court against AHB and Atlan Properties Sdn Bhd (“APSB”) on 2 April 2004, seeking *inter alia* that the proposals by AHB relating to the acquisition of shares of Naluri Corporation Berhad (“Naluri”) and the funding structure and bond issuance related thereto, be declared void, and that AHB and APSB be restrained from proceeding with the proposals.

Upon the application by AHB and APSB to strike out the suit, the High Court dismissed the suit with costs on 26 April 2004. Shahidan appealed to the Court of Appeal against the dismissal. The Court of Appeal allowed Shahidan’s appeal and granted leave to Shahidan to amend the Originating Summons. The suit was thereafter remitted back to the High Court to effect the amendments to the Originating Summons and to hear the amended Originating Summons.

AHB and APSB have applied to the High Court to strike out the amended Originating Summons. These applications to strike out came up for hearing on 11 June 2009 and for decision on 31 July 2009. On 31 July 2009, the High Court allowed these applications to strike out, and accordingly, dismissed the suit.

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27. Changes in Material Litigation (cont'd)

(a) Originating Summons by Shahidan Bin Shafie (“Shahidan”) (cont'd)

On 13 August 2009, Shahidan filed a notice of appeal to the Court of Appeal against the High Court’s dismissal of the suit. The Court has fixed the appeal for case management on 8 March 2012.

(b) Writ of Summons and Statement of Claim by Shahidan

Shahidan, a shareholder of Naluri, had commenced legal proceedings at the High Court against AHB and APSB on 26 May 2004, seeking *inter alia* an order that AHB and APSB jointly and severally make a mandatory take-over offer to all shareholders of Naluri (except Pengurusan Danaharta Nasional Berhad, Danaharta Urus Sdn Bhd and Danaharta Managers Sdn Bhd (collectively “Danaharta”)) at an offer price of RM1.98 per ordinary share of Naluri, and for damages to be assessed.

AHB and APSB had applied to strike out the suit but these applications were dismissed by the Senior Assistant Registrar of the High Court on 8 September 2004. AHB and APSB have appealed to the High Court Judge against the Senior Assistant Registrar’s dismissal of the striking out applications. These appeals against the dismissal of the striking out application were dismissed by the High Court Judge on 11 March 2010 with costs in cause (“Dismissal”). A further appeal against the Dismissal had been filed to the Court of Appeal by APSB on 29 March 2010 and AHB on 8 April 2010, respectively. Shahidan had written to the High Court Judge on 2 September 2010 for an adjournment of the trial fixed on 11 to 13 October 2010. The Court has further adjourned the case management to 8 March 2012.

Shahidan had also applied to the High Court *via* an interlocutory application to adduce further evidence at the hearing of AHB’s and APSB’s aforesaid appeal to the High Court Judge. On 1 October 2009, the High Court allowed this application with costs in the said appeal.

(c) Claim by Tan Sri Dato’ Tajudin Ramli (“TSDTR”)

By way of a Defence and Counterclaim dated 29 June 2006, AHB, APSB and Naluri have been made a party to the legal proceedings commenced by Danaharta against TSDTR in the High Court. DFZ was subsequently made a party to the legal proceedings by way of a Re-Amended Defence and Counterclaim dated 30 October 2008.

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27. Changes in Material Litigation (cont'd)

(c) Claim by Tan Sri Dato' Tajudin Ramli ("TSDTR") (cont'd)

TSDTR is seeking from AHB, APSB, Naluri, DFZ and 8 other defendants, jointly and/or severally, *inter alia*:-

- (i) various declarations to declare void the Agreement dated 11 August 2003 between Danaharta and APSB in relation to the sale and purchase of Naluri shares from Danaharta; to declare that these defendants have acted ultra vires their respective powers and/or in bad faith by causing APSB and/or Naluri to enter into the said Agreement dated 11 August 2003 and/or the Naluri Scheme (as referred to in the Counterclaim, which includes the Capital Repayment and Naluri Acquisitions) and therefore all transactions entered into between the relevant parties in relation to the Naluri Scheme be also declared void;
- (ii) consequential orders as may be necessary to restore all persons to their position prior to the execution and/or purported completion of the aforesaid transactions or agreements and/or to give effect to any other orders sought by TSDTR;
- (iii) an account of all dividends and/or other payments received by APSB in relation to its Naluri shares, and order that APSB forthwith pays the same to TSDTR;
- (iv) general damages to be assessed.

Further and/or in the alternative, TSDTR is also seeking from AHB, APSB and 11 other defendants, jointly and/or severally, *inter alia*, damages to be assessed and orders that they 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 Securities Commission Act, 1993 and the Takeover Code and pay to TSDTR the sum of RM613,103,040 pursuant to the mandatory take-over.

TSDTR is also seeking from DFZ and 26 other defendants to the Counterclaim, jointly and/or severally, *inter alia* the sum of RM6,246,492,000 (being shares in the 10th defendant to the Counterclaim at RM24 per share); general, aggravated and exemplary damages to be assessed; and damages for conspiracy to be assessed.

Further and in addition, TSDTR is also seeking from all the 38 Defendants to the Counterclaim, jointly and severally, *inter alia* the sum of RM7,214,909,224; damages for conspiracy to be assessed; various declarations in regards to the invalidity of the vestings made in favour of Danaharta and the acts, deeds and agreements, transfers, conveyances, dealings executed by Danaharta and the then Special Administrators of Naluri pursuant to the said vestings in favour of Danaharta, including the return and restoration of all assets and monies transferred or conveyed; damages, including aggravated and exemplary damages to be assessed; and interest and costs.

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27. Changes in Material Litigation (cont'd)

(c) Claim by Tan Sri Dato' Tajudin Ramli ("TSDTR") (cont'd)

AHB, APSB, Naluri and DFZ have applied to strike out the suit, wherein the Court had on 7 December 2009 allowed the striking out application with cost to be paid to AHB and Naluri. TSDTR had on 4 January 2010 filed an appeal against the decision granting the striking out the said application. The Court has adjourned the case management to 8 March 2012.

TSDTR had also applied to the High Court *via* an interlocutory application to seek leave to re-amend the Counterclaim. The Senior Assistant Registrar of the High Court allowed this application to re-amend with costs. AHB, APSB and Naluri have appealed to the High Court Judge against the Senior Assistant Registrar's decision, wherein the Court had on 12 November 2009 allowed the appeal and by reason thereof DFZ is not a party in the Counterclaim.

TSDTR had also applied to the High Court *via* an interlocutory application for *inter alia* a *mareva injunction* order that Naluri, whether by itself or otherwise, be restrained from completing the Proposed Business Transfer and Proposed Capital Repayment (each as described in the Counterclaim) and/or any other similar proposals. On 14 April 2008, the High Court allowed TSDTR's application for a *mareva injunction* order. AHB, APSB and Naluri then appealed to the Court of Appeal against the High Court's grant of the *mareva injunction* order and these appeals were allowed by the Court of Appeal on 28 April 2008. TSDTR then applied to the Federal Court for leave to appeal to the Federal Court against the decision of the Court of Appeal, but leave to appeal was refused by the Federal Court on 21 January 2009.

(d) Writ of Summons and Statement of Claim by TSDTR

TSDTR had commenced legal proceedings at the High Court against AHB and Naluri on 16 April 2007, seeking from AHB, Naluri and all other 11 defendants, jointly and/or severally, *inter alia*:-

- (i) a declaration that the resolutions purportedly passed at the extraordinary general meeting of Naluri dated 8 March 2007 pursuant to Naluri's circular to shareholders dated 12 February 2007 are void;
- (ii) an order that Naluri and/or AHB be restrained from putting into effect any resolutions purportedly passed at the said extraordinary general meeting and/or completing the proposed disposal of the business and the capital repayment of Naluri or any other similar proposals pursuant to the resolutions;

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27. Changes in Material Litigation (cont'd)

(d) Writ of Summons and Statement of Claim by TSDTR (cont'd)

- (iii) general, aggravated and exemplary damages to be assessed, and damages for conspiracy, misrepresentation and breach of statutory duty to be assessed;
- (iv) all necessary orders as may be required to give effect to the declarations and orders sought and/or as the Court thinks fit.

AHB and Naluri have applied to strike out the suit. These applications to strike out have been granted by the Judge on 28 April 2010. TSDTR had filed an appeal on 17 May 2010 against the decision of the Judge in allowing the striking out application. TSDTR had on 29 July 2010 filed a Notice of Motion to the Court of Appeal to adduce further evidence during the hearing of TSDTR's appeal against the Judge's decision in allowing the striking out. The Court has adjourned the case management to 8 March 2012.

TSDTR had also applied to the High Court *via* an interlocutory application seeking jointly and/or severally against Naluri and 9 other defendants, *inter alia* that they be restrained from putting into effect any resolutions purportedly passed at the said extraordinary general meeting and/or completing the proposed disposal of the business and the capital repayment of Naluri or any other similar proposals pursuant to the resolutions, pending completion of the trial of the suit.

(e) Writ of Summons and Statement of Claim by Adenan Bin Ismail ("Adenan")

Adenan, a shareholder of Naluri, commenced legal proceedings at the High Court against AHB and APSB on 16 September 2008, following the completion of the corporate exercises by AHB and/or APSB in relation to the Agreement dated 11 August 2003 between Danaharta and APSB for the sale and purchase of Naluri shares from Danaharta. Adenan is seeking against AHB, APSB and 7 other defendants, *inter alia*:-

- (i) an order that AHB, APSB and 6 other defendants are persons acting in concert for the purposes of gaining control of Naluri, that the defendants have acquired control of Naluri as at 2 March 2005 or such other date as the Court determines;
- (ii) an order that AHB and/or APSB make a take-over offer to all existing shareholders of Naluri to acquire their shares at RM1.98 per share of Naluri and that the Securities Commission directs that AHB and/or APSB effect such take-over offer, and if such take-over is not effected, then the capital repayment and the acquisitions by Naluri as described in the Statement of Claim are rendered void.

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27. Changes in Material Litigation (cont'd)

(e) Writ of Summons and Statement of Claim by Adenan Bin Ismail (“Adenan”) (cont'd)

APSB’s and AHB’s application to strike out the suit has been allowed by the Court on 20 October 2010. Adenan has filed an appeal against the High Court’s decision. The Court of Appeal has fixed the matter for hearing on 6 February 2012 and 5 March 2012.

(f) Writ of Summons and Statement of Claim by Adenan

Adenan, a shareholder of Naluri, commenced legal proceedings at the High Court against Naluri, AHB and Darul Metro Sdn Bhd (“DMSB”) on 19 September 2008, purportedly for the benefit of Naluri. Adenan is seeking against Naluri, AHB, DMSB and 9 other defendants, *inter alia*:-

- (i) various declarations as against AHB and DMSB, to declare that they are jointly and severally liable to account to Naluri for the difference between the actual value of Naluri’s assets as described in the Sale of Business Agreement dated 5 January 2007 between Naluri and DMSB and the sum actually paid by AHB or such other sum as the Court thinks fit, and that they are liable to account to Naluri for all benefits gained or derived from the use of Naluri’s assets as described in the said Sale of Business Agreement;
- (ii) various orders as against all defendants (except Naluri), to rescind the said Sale of Business Agreement and the Subscription Agreement dated 5 January 2007 between AHB and DMSB; for loss and damage to be assessed; interest and costs.

The applications by Naluri, AHB and DMSB to strike out the suit have been granted by the Court on 18 May 2010. An appeal had been filed by Adenan on 7 June 2010.

The Court of Appeal had vide its letter dated 6 May 2011 fixed the appeal for hearing on 20 June 2011. Subsequent to the hearing date of 20 June 2011, the Court of Appeal has not fixed any new date for the hearing of the appeal.

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27. Changes in Material Litigation (cont'd)

(g) Writ of Summons and Statement of Claim by Malaysian Airline System Berhad and 2 others

Malaysian Airline System Berhad (“MASB”), MAS Golden Holidays Sdn Bhd (“MGH”) and MAS Hotels & Boutiques Sdn Bhd (“MHB”) had commenced legal proceedings on 26 May 2006 against Naluri and 4 other defendants seeking, *inter alia*:-

- (i) various declarations as against Naluri, to declare that Naluri is liable to MASB and/or MGH as a constructive trustee for allegedly assisting in the breach of fiduciary duties and/or obligations by TSDTR and/or knowingly receiving monies paid in breach of TSDTR’s fiduciary duties or obligations, and to declare that Naluri holds on trust for MASB and/or MGH any payment or profit received arising from the said alleged assistance and is liable to pay the same to MASB and/or MGH;
- (ii) damages for dishonest assistance and/or knowing receipt, for conspiracy and/or for unlawful interference in the business of MASB and/or MGH.

A Notice to attend pre-trial case management had been filed on 29 September 2010 and the suit had been fixed for case management on 9 November 2010 before the High Court Judge. The Court has now fixed the suit for case management on 1 March 2012 and for full trial from 12 March 2012 to 16 March 2012.

(h) Winding-up Petition by Shahidan

Shahidan, a shareholder of Naluri, had commenced winding-up proceedings at the High Court against Naluri on 29 February 2008. Shahidan is seeking *inter alia* that Naluri be wound up by the Court under the provisions of section 218(1)(f) and section 218(1)(i) of the Companies Act, 1965, and that the Official Receiver be appointed as provisional liquidator of Naluri.

Naluri had applied to the High Court, seeking *inter alia*:-

- (i) to strike out the suit, or alternatively, that all proceedings under the suit be stayed;
- (ii) to restrain Shahidan and/or its solicitors from giving any notice of the winding-up proceedings to any third party; and pending disposal of this application by Naluri or until further order by the High Court, that the suit and all proceedings therein be stayed;
- (iii) to validate the transfer of all shares of Naluri made since the commencement of the winding-up proceedings.

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27. Changes in Material Litigation (cont'd)

(h) Winding-up Petition by Shahidan (cont'd)

On 24 April 2008, the High Court allowed with costs Naluri's application to strike out the suit, and validated all transfers of shares of Naluri made since the commencement of the winding-up proceedings. Shahidan has appealed to the Court of Appeal against the said decisions of the High Court. The matter has been fixed for further case management on 8 March 2012.

(i) Arbitration proceedings by Mancon Berhad ("MB") on behalf of Nilai Barisan Sdn Bhd ("NBSB")

MB, on behalf of NBSB, had commenced arbitration proceedings against Kelana Megah Sdn Bhd ("KMSB") on 24 May 1999 in relation to NBSB's engagement as a sub-contractor nominated by KMSB for the supply, installation, testing and commissioning of air-conditioning and mechanical ventilation works in the construction of the Johor Bahru Duty Free Complex. The sum claimed by MBSB is approximately RM2,467,776. KMSB has counter-claimed that it incurred loss/damage in the sum of approximately RM1,908,898 in rectifying defective and/or incomplete works of NBSB.

KMSB's solicitors informed the Arbitrator on 21 January 2002 that NBSB had been wound up on 8 August 2000. In view that NBSB had been wound up, parties were not able to resume the arbitration proceedings and the same is currently in abeyance.

KMSB's solicitors had issued numerous letters to the Arbitrator to seek the Arbitrator's instructions on the arbitration proceedings and/or instructions that the arbitration proceedings be closed. To date, KMSB has not received any response from the Arbitrator. KMSB's solicitors had also written to the liquidator of NBSB to request that the liquidator decides either if NBSB wishes to continue with the arbitration proceedings or to withdraw the claims against KMSB. To date, KMSB has not received any response from the liquidator.

(j) Writ of Summons and Statement of Claim by LH Technology Sdn Bhd ("LHT")

LHT had commenced legal proceedings at the High Court against KMSB on 30 December 1999, claiming a sum of RM1,025,855 in relation to LHT's engagement as a sub-contractor for the design, supply and installation of curtain walling, frameless glass panel, shopfront, balustrading, aluminum and glazing works in the construction of the Johor Bahru Duty Free Complex.

On 26 June 2000, the Senior Assistant Registrar of the High Court allowed LHT's application for a summary judgment against KMSB. KMSB appealed to the High Court Judge against the said summary judgment, and this appeal was allowed. LHT then appealed to the Court of Appeal against the decision of the High Court Judge.

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27. Changes in Material Litigation (cont'd)

(j) Writ of Summons and Statement of Claim by LH Technology Sdn Bhd (“LHT”) (cont'd)

On 28 July 2008, LHT’s appeal was dismissed with no order as to costs by the Court of Appeal. KMSB’s solicitor has informed the High Court of the said dismissal of the LHT’s appeal, and requested the High Court to fix a mention date for the suit. To-date, the High Court has not fixed any date for this suit.

(k) Writ of Summons and Statement of Claim by Eden Enterprises (M) Berhad (“EEB”)

EEB had commenced legal proceedings at the High Court on 31 January 2004 against DFZ Duty Free (Langkawi) Sdn Bhd (“DDFL”) and 2 other defendants in respect of an alleged tort of conspiracy on a long-term lease of twenty-eight (28) years entered into between EEB and DDFL for a duty free outlet and staff living quarters in Langkawi (“premises”).

EEB had also applied to the High Court *via* an interlocutory application to compel DDFL to quit, vacate and deliver up to EEB the premises. EEB’s application was dismissed by the High Court on 6 December 2005.

EEB then appealed to the Court of Appeal against the said dismissal by the High Court. The Court of Appeal dismissed EEB’s appeal on 27 May 2009.

DDFL had filed an application for an interim injunction to restrain EEB and its subsidiary from exercising self-help to regain vacant possession of the premises and interfering with DDFL’s quiet enjoyment of the same. DDFL also filed another application subsequently for an interim injunction to restrain EEB and its subsidiary from prohibiting and qualifying DDFL’s use of lanes around the premises for access to or egress from the premises.

Consent Order was duly recorded between the parties on 23 November 2010 before the High Court Judge wherein EEB withdraws all claims against DDFL and DDFL withdraws its counterclaim against EEB without any order as to costs (“Consent Order”).

Pursuant to the terms of the Consent Order, the parties had duly appointed their respective valuers to undertake a valuation of the market rate for Lot No. 970, 971, 973, and 1556, Mukim Kedawang, Daerah Langkawi (excluding the staff living quarters) (“Demised Premises”). However, as there is a dispute arising from the Consent Order, DDFL had on 24 May 2011 filed a Writ of Summons and Statement of Claim (“Case”) in the Alor Setar High Court vide Civil Suit No. 22-158-2011, seeking amongst others, for the following declaratory reliefs:-

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27. Changes in Material Litigation (cont'd)

(k) Writ of Summons and Statement of Claim by Eden Enterprises (M) Berhad (“EEB”) (cont'd)

- (i) a declaration that paragraph (c) of the Consent Order be declared void for uncertainty;
- (ii) a declaration that the valuation dated 3 January 2011 by EEB’s valuer be declared null and void; and
- (iii) an order that EEB grant a lease of the Demised Premises occupied by DDFL for a term of three (3) years commencing from 1 January 2011 and thereafter, renewable every three (3) years until 31 March 2024 at the rate of RM1.60 per square feet in accordance with the valuation by DDFL’s valuer.

The Case has been fixed for mention on 25 July 2011.

Subsequent thereto, a Summons In Chambers and an Affidavit In Support had been filed on 26 June 2011 seeking for the following orders:-

- (i) an interim injunction to restrict and prohibit EEB whether by itself, or through its employees or agents or any of them, from exercising self-help to recover vacant possession of the Demised Premises until the determination or conclusion of the suit; and
 - (ii) an interim injunction to restrict and prohibit any interference with the peaceful possession, occupation and quiet enjoyment of the Demised Premises until the determination or conclusion of the suit.
- (collectively “Application for Injunction”)

On 17 June 2011, EEB had filed a Summons In Chambers together with an Affidavit In Support to strike out DDFL’s Case (“Striking Out Application”).

The Court had on 10 July 2011 directed for parties to exchange affidavits in respect of both the Application for Injunction and for the Striking Out Application and has fixed the matter for case management on 13 September 2011. The court has now adjourned the matter to 12 February 2012 for mention.

28. Dividend Payable and Distributable

On 13 October 2011, the Company declared a first interim single tier ordinary dividend of 4% in respect of the financial year ending 29 February 2012 amounting to RM10.1 million (2011: 5%) which was paid on 22 November 2011.

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29. Earnings Per Share

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the period. The basic earnings per share was calculated as follows:

| | Individual Quarter | | Cumulative Quarter | |
|---|---------------------------|------------------|---------------------------|------------------|
| | Ended | Ended | Ended | Ended |
| | 30-Nov-11 | 30-Nov-10 | 30-Nov-11 | 30-Nov-10 |
| Profit attributable to ordinary equity holders of the parent (RM'000) | 8,332 | 9,248 | 109,605 | 49,306 |
| Weighted average number of ordinary shares in issue ('000) | 252,001 | 252,012 | 252,001 | 248,332 |
| Basic earnings per share (sen) | 3.31 | 3.67 | 43.49 | 19.85 |

(b) Diluted

There is no unconverted ESOS and ICPS. Thus, there is no diluted earning per share.

30. Authorisation for Issue

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