# UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

For the quarter ended 30 September 2011	Current Pe	eriod	<b>Cumulative Period</b>		
	2011	2010	2011	2010	
	RM'000	RM'000	RM'000	RM'000	
Revenue	371,432	334,337	1,153,195	1,002,232	
Cost of sales	(316,485)	(282,670)	(980,130)	(849,182)	
Gross profit	54,947	51,667	173,065	153,050	
Other income	213	258	2,137	2,609	
Operating expenses	(38,497)	(35,416)	(115,255)	(103,720)	
Finance cost	(1,017)	(1,018)	(2,792)	(2,835)	
Share of results of associate	-	(86)	(337)	(941)	
Profit before taxation	15,646	15,405	56,818	48,163	
Taxation	(4,387)	(5,770)	(15,915)	(14,701)	
Zakat	(300)	(1,200)	(300)	(1,200)	
Profit for the period	10,959	8,435	40,603	32,262	
Attributable to:					
Shareholders of the Company	10,811	8,586	40,215	32,640	
Minority interests	148	(151)	388	(378)	
Profit for the period	10,959	8,435	40,603	32,262	
Earnings per share - sen					
Basic	10.11	8.03	37.59	30.51	

The Unaudited Condensed Consolidated Income Statement should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2010.

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the quarter ended 30 September 2011	Current Pe	riod	Cumulative H	Period
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Profit for the period	10,959	8,435	40,603	32,262
Foreign currency translation difference in respect of foreign operations	1,001	(1,137)	1,725	(1,232)
Total comprehensive income for the period	11,960	7,298	42,328	31,030
Attributable to:				
Shareholders of the Company	11,812	7,449	`	31,408
Minority interests	148	(151)	388	(378)
Total comprehensive income for the period	11,960	7,298	388	31,030

The Unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2010.

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2011		Audited 31 December
	2011	2010
	RM'000	RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	281,499	276,976
Prepaid lease payment	2,889	2,950
Goodwill	28,820	28,820
Investment in associates	19	5,427
Other intangible asset	3,744	-
Deferred tax assets	12,850	10,945
	329,821	325,118
Current assets		
Inventories	284,678	230,013
Receivables	296,621	127,295
Amounts due from related companies	-	9,614
Amount due from an associate	42	559
Cash, bank balances and deposits	27,975	102,977
Tax recoverable	4,685	6,304
	614,001	476,762
TOTAL ASSETS	943,822	801,880
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the Company		
Share capital	106,978	106,978
Reserves	356,806	314,866
Shareholders' equity	463,784	421,844
Minority interests	16,017	15,629
Total equity	479,801	437,473
Non-current liabilities		
Provision for defined benefit plan	4,002	3,175
Long term borrowings	48	59
Deferred tax liabilities	717	1,530
	4,767	4,764
Current liabilities		
Payables	389,660	325,020
Amount due to a related company	24	-
Amount due to an associate	-	31
Amount due to immediate holding company	78	97
Short term borrowings	65,223	33,067
Taxation	4,269	1,428
	459,254	359,643
Total liabilities	464,021	364,407
TOTAL EQUITY AND LIABILITIES	943,822	801,880
NET ASSET PER SHARE - RM		
Attributable to shareholders of the Company	4.34	3.94

The Unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2010.

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

← Attributable to shareholders of the Company							
For the financial period ended 30 September 2011	Share Capital	* Share Premium	* Other Reserves	Retained Profits	Total	Minority Interests	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
As at 1 January 2011	106,978	22,447	(3,885)	296,304	421,844	15,629	437,473
Total comprehensive income for the period	-	-	1,725	40,215	41,940	388	42,328
Balance as at 30 September 2011	106,978	22,447	(2,160)	336,519	463,784	16,017	479,801
As at 1 January 2010	106,978	22,447	(2,421)	303,629	430,633	15,703	446,336
Total comprehensive (expense)/ income for the period 2009 final gross dividend of 27 sen	-	-	(1,232)	32,640	31,408	(378)	31,030
per share, less taxation of 25% 2009 special gross dividend of 10 sen	-	-	-	(21,663)	(21,663)	-	(21,663)
per share, less taxation of 25%	-	-	-	(8,023)	(8,023)	-	(8,023)
2010 interim gross dividend of 10 sen per share, less taxation of 25%	-	-	-	(8,023)	(8,023)	-	(8,023)
Balance as at 30 September 2010	106,978	22,447	(3,653)	298,560	424,332	15,325	439,657

\* Denotes non distributable reserves

The Unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2010.

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	2011	2010
	<b>RM'000</b>	RM'000
Operating Activities		
Receipts from customers	1,054,007	931,752
Payments to suppliers	(1,022,330)	(832,535)
Payments to employees and for expenses	(98,352)	(94,839)
Net cash (used in)/generated from operations	(66,675)	4,378
Interest paid	(2,785)	(2,971)
Income taxes paid less refund	(16,378)	(19,643)
Interest received	789	851
Net cash used in operating activities	(85,049)	(17,385)
Investing Activities		
Purchase of property, plant and equipment	(24,687)	(7,223)
Proceeds from disposal of property, plant and equipment	175	72
Proceeds from disposal of non-current assets held for sale	-	500
Proceeds from disposal of an associate	4,928	-
Net cash used in investing activities	(19,584)	(6,651)
Financing Activities		
Drawdown of short term borrowings	30,001	24,635
Dividend paid	-	(37,709)
Redemption of Murabahah Commercial Papers	-	(14,000)
Redemption of Murabahah Medium Term Notes	-	(15,000)
Repayment of term loan	(13)	(8,550)
Term loan interest paid	(11)	(853)
Net cash generated from/(used in) financing activities	29,977	(51,477)
Effects of exchange rate changes	(346)	284
Net change in cash and cash equivalents	(75,002)	(75,229)
Cash and cash equivalent at beginning of period	102,977	104,408
Cash and cash equivalent at end of period	27,975	29,179
Analysis of cash and cash equivalents		
Analysis of cash and cash equivalents Cash, bank balances and deposits	27,975	29,179

# For the quarter ended 30 September 2011

The Unaudited Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2010.

#### Part A - Explanatory Notes Pursuant to FRS 134

#### A1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in compliance with the requirements of FRS 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad, and should be read in conjunction with the Group's audited financial statements for the year ended 31 December 2010.

#### A2. Changes in Accounting Policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2010, except for the adoption of the following new Financial Reporting Standards (FRSs), Amendments to FRSs and IC Interpretations which are applicable for the Group's financial period beginning 1 January 2011.

## A2.1 Adoption of FRSs, Amendments to FRSs and IC Interpretations

On 1 January 2011, the Group adopted the following FRSs, Amendments to FRSs and IC Interpretations:-

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 3	Business Combinations (Revised)
FRS 127	Consolidated and Separate Financial Statements
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	Share-based Payment
Amendments to FRS 2	Group Cash-settled Share-based Payment Transactions
Amendments to FRS 5	Non-current Assets Held for Sale and Discontinued Operations
Amendments to FRS 7	Improving Disclosures about Financial Instruments
Amendments to FRS 132	Classification of Rights Issue
Amendments to FRS 138	Intangible Assets
IC Interpretation 4	Determining Whether an Arrangement Contains a Lease
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17	Distributions of Non-cash Assets to Owners
IC Interpretation 18	Transfers of Assets from Customers
Amendments to IC	Reassessment of Embedded Derivatives
Interpretation 9	
IC Interpretation 12	Service Concession Arrangements
Improvements to FRS 2010	

Adoption of the above FRSs, Amendments to FRSs and IC Interpretations did not have any effect on the financial performance, position or presentation of financials of the Group, other than the disclosures under the Amendments to FRS 7 which will affect the 2011 annual financial statements.

#### A2. Changes in Accounting Policies (cont'd)

#### A2.2 FRS, IC Interpretations and Amendments to IC Interpretation issued but not yet effective

At the date of authorisation of these interim financial statements, the following FRS, IC Interpretations and Amendments to IC Interpretation were issued but not yet effective and have not been applied by the Group:

FRS, IC Interpretation	and Amendments to IC Interpretation	Effective for annual period beginning on or after
FRS 124	Related Party Disclosures	1 January 2012
IC Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments	1 July 2011
Amendments to IC Interpretation 14	Prepayments of a Minimum Funding Requirement	1 July 2011

IC Interpretation 15 Agreements for the Construction of Real Estate will also be effective for annual periods beginning on or after 1 January 2012. This IC Interpretation is, however, not applicable to the Group.

#### A3. Audit report in respect of the 2010 financial statements

The audit report on the Group's financial statements for the financial year ended 31 December 2010 was not qualified.

#### A4. Seasonal or cyclical factors

The Group's operations are not subject to any significant seasonal or cyclical factors.

# A5. Unusual items due to their nature, size or incidence

There were no unusual items affecting assets, liabilities, equity, net income, or cashflows during the financial period.

#### A6. Material changes in estimates used

There were no material changes in estimates of amounts reported in the prior interim periods of the current financial year or the previous financial year.

#### A7. Debt and equity securities

The Group did not undertake any issuance and/or repayment of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares for the current financial period.

## A8. Dividends

(i) The Board of Directors do not recommend any dividend for the financial period ended 30 September 2011.

(ii) There were no dividends paid during the current financial period.

## A9. Operating segments

Operating segment information for the cumulative period is as follows:

	Manufacturing RM'000	Trading & Distribution RM'000	Medical products & services RM'000	Other operations RM'000	Elimination RM'000	Total RM'000
2011						
Revenue						
External revenue	568	1,150,227	2,400	-	-	1,153,195
Inter-segment revenue	101,991	-	127	3,739	(105,857)	-
Total revenue	102,559	1,150,227	2,527	3,739	(105,857)	1,153,195
Results						
Segment results	9,866	53,523	(795)	3,590	-	66,184
Unallocated corporate expenses	-	-	-	(7,011)	-	(7,011)
Profit/(loss) from operations	9,866	53,523	(795)	(3,421)	-	59,173
Interest expense	-	(2,781)	-	(11)	-	(2,792)
Interest income	-	786	-	(12)	-	774
Share of results of associate	-	-	-	(337)	-	(337)
Profit/(loss) before taxation	9,866	51,528	(795)	(3,781)	-	56,818
Taxation						(15,915)
Zakat						(300)
Profit for the period					-	40,603
2010						
Revenue						
External revenue	384	1,000,561	1,287	-	-	1,002,232
Inter-segment revenue	104,103	5,324	133	5,013	(114,573)	-
Total revenue	104,487	1,005,885	1,420	5,013	(114,573)	1,002,232
Results						
Segment results	16,281	35,337	(633)	(819)	6,304	56,470
Unallocated corporate expenses		-	-	(5,383)		(5,383)
Profit/(loss) from operations	16,281	35,337	(633)	(6,202)		51,087
Interest expense	-	(2,695)	-	(946)	806	(2,835)
Interest income	-	852	-	806	(806)	852
Share of results of associate	-	-	-	(941)	-	(941)
Profit/(loss) before taxation	16,281	33,494	(633)	(7,283)	-	48,163
Taxation			. /	,		(14,701)
Zakat						(1,200)
Profit for the period					-	32,262
-					-	

# A10. Carrying Amount of Revalued Assets

There has been no revaluation of property, plant and equipment during the current financial period.

## A11. Subsequent Event

On 27 October 2011, the Company announced that it had entered into Memorandum of Collaboration ("MOC") with Modern Industrial Investment Holding Group Company Ltd and E\*Healthline, for the initial intention and understanding with regard to the establishment of a pharmaceutical joint venture in Saudi Arabia licensed by the Saudi Arabian General Investment Authority (SAGIA) and with the approval of the Saudi Arabian Ministry of Health and Saudi Food & Drug Administration (SFDA).

There was no other material subsequent event that will materially affect the financial statements of financial period under review.

## A12. Changes in the Composition of the Group

## (i) Acquisition by Boustead Holding Berhad ("BHB")

Upon completion of the acquisition of 86.81% interest in the Company by BHB from UEM Group Berhad on 25 March 2011 following with a mandatory take-over offer exercise, BHB is now regarded as the holding company. As at 31 May 2011, BHB has acquired a total of 97.81% shareholding in the Company. The ultimate holding corporation is Lembaga Tabung Angkatan Tentera ("LTAT") which holds 59.28% interest in BHB.

## (ii) Disposal of associate, Forte Tech Solutions Sdn Bhd ("FTS")

On 14 July 2011, the Company completed the disposal of its entire stake in the 30% associate, FTS comprising 1,500,000 ordinary shares of RM1.00 each for a total cash consideration of RM4.96 million, resulting in a loss of RM144,000 to the Group.

There were no other changes in the composition of the Group for the period under review.

## A13. Contingent Liabilities

There were no changes in the contingent liabilities that has arisen since the financial year end.

## A14. Capital Commitments

The Group has the following commitments as at 30 September 2011:

		Authorised	
	Authorised and	but not	
	contracted for	contracted for	Total
	<b>RM'000</b>	RM'000	RM'000
Property, plant and equipment	6,281	8,749	15,030
	6,281	8,749	15,030

## A15. Financial Risk Management

All aspects of the Group's financial risk management objectives and policies are consistent with those disclosed in the financial statements as at and for year ended 31 December 2010.

#### Part B - Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia

#### **B16.** Performance Review

For the current quarter, the Group's revenue of RM371.4 million was 11.1% higher than the RM334.3 million achieved in the corresponding period last year. This was mainly attributed to increased sales to the Government sector from the Group's trading and distribution division.

Even though revenue for the Group has increased by 11.1%, the Group's pre-tax profit of RM15.6 million for the quarter under review was only marginally higher when compared with RM15.4 million recorded in the corresponding quarter of the previous year. This was due to increase in cost of sales and operating expenses during the period.

However, from a cumulative perspective, the Group's revenue was 15.1% higher at RM1,153.2 million when compared with the corresponding period last year. This was partly attributed to the price revision on products sold to the Ministry of Health which took effect on 1 February 2011 as well as higher sales to the Government.

As a result, the Group's pre-tax profit for the cumulative period was RM56.8 million, marking an improvement of RM8.6 million compared to last year. The increase was attributable to a higher gross profit contribution of RM20.0 million, offset by higher operating expenses which included the allowance made on a slow moving stock, Tamiflu drug amounting to RM8.8 million in quarter one.

#### B17. Comparison Between the Current Quarter and the Immediate Preceding Quarter

The Group's revenue for the current quarter under review was RM371.4 million, a decrease of RM25.0 million (6.3%) from RM396.4 million achieved in the preceding quarter. The reduction was mainly due to lower tender sales in the current quarter.

The Group's pre-tax profit also decreased to RM15.6 million for the current quarter from RM19.4 million recorded in the previous quarter. This was due to lower revenue which affected the gross profit coupled with higher operating expenses which was mainly due to provisions for slow moving stock.

#### **B18.** Prospects

The Group is cautiously optimistic of achieving growth in the domestic market as a result of higher domestic demand and supportive government policy measures. Nevertheless, rising inflation and the possible negative fallout from the European debt crisis are causes for concern. At the regional and international front, our collaborative strategies with established partners should result in positive outcomes in terms of growing our market presence in new countries. Overall, the resilient economic landscape in both Malaysia and the region continues to bode well for the Group.

The Group's logistic and distribution arm will continue with it efforts to concentrate on fulfilling customer needs by focusing on critical areas, particularly expanding and acquiring warehouse space and to continuously engage our suppliers and transporters to deliver service excellence. On the manufacturing side, ongoing projects are improving the capacity and efficiency of our manufacturing plants. The Group is also expected to reap synergistic benefits from the proposed acquisition of Idaman Pharma Manufacturing Sdn Bhd ("IPMSB").

Barring unforeseen circumstances, the Group expects to achieve satisfactory results for the financial year ending 31 December 2011.

#### **B19.** Notes on variance in actual profit and shortfall in profit guarantee

The disclosure requirements for explanatory notes for the variance of actual profit after tax and minority interests and shortfall in profit guarantee are not applicable.

## **B20.** Income Tax

For the quarter ended 30 September 2011	Current l	Period	Cumulative	Period
	2011	2010	2011	2010
	<b>RM'000</b>	RM'000	<b>RM'000</b>	<b>RM'000</b>
Malaysian taxation based on profit for the period :				
-Current	4,587	4,923	15,512	16,635
-Deferred	(200)	447	477	(1,838)
	4,387	5,370	15,989	14,797
Under/(over) provision of prior years	-	400	(74)	(96)
	4,387	5,770	15,915	14,701

The Group's effective tax rate for the period is 28%, which is higher than the statutory tax rate of 25% principally due to certain expenses which were not deductible for tax purposes.

## B21. Disposal of Unquoted Investments and/or Properties

There were no disposals of unquoted investments and/or properties in the current period.

#### **B22.** Investments in Quoted Securities

The Group does not have any investment in quoted securities.

## **B23.** Corporate Proposals

On 6 July 2011, the Company together with BHB announced a corporate exercise to jointly collaborate to address the public spread shareholding requirement of the Company. In this respect, BHB will undertake restricted offer for sale of the Company's shares to BHB shareholders (excluding LTAT) and divestment of the Company's shares to LTAT, BHB directors and employees and other identified investors ("Proposals").

The Company will undertake a Proposed Bonus Issue, involving issuance of up to 10,697,779 Bonus Shares on the basis of 1 Bonus Share for every 10 existing shares held, which will be implemented after the completion of the above Proposals by BHB.

On 13 October 2011, the Company had entered into conditional share sale agreements to acquire 100% equity of IPMSB, from Boustead Idaman Sdn Bhd (BISB) and Idaman Pharma Sdn Bhd ("IPSB") who owns 51% equity and 49% respectively of the equity. The purchase consideration is RM99,730,688 and to be funded by external borrowings and internal resources.

IPSB who is one of the selected suppliers under the Concession Agreement, has signed a Supply Agreement with Pharmaniaga Logistics Sdn Bhd ("PLSB") to supply pharmaceutical products for the period of 1 February 2011 to 31 January 2014. IPMSB manufactures pharmaceutical products which are mainly sold to IPSB to be onsold to PLSB pursuant to the Supply Agreement. PLSB would then supply the said products to government owned hospitals pursuant to Concession Agreement.

## **B23.** Corporate Proposals (cont'd)

With the proposed acquisition, there was also a proposal to novate the supply agreement between PLSB and IPSB, by IPSB to IPMSB for a consideration of RM51,083,000 payable to IPSB.

As part of the above exercise, the Company is also expected to do the following:-

• To advance to IPMSB RM51.083 million for the novation consideration. The consideration is payable in 2 tranches; the first RM30.0 million upon the fulfillment of the condition precedents, the second RM21.083 million plus interest of 4.5% per annum will be paid after 1 year from the payment of the first tranche.

• To advance to IPMSB up to RM68.0 million for the settlement of intercompany balance owing by IPMSB to Boustead Management Services Sdn Bhd.

All the above proposals are subject to shareholders' approval at an extraordinary general meeting to be convened.

## **B24.** Borrowings and Debt Securities - Unsecured

	30 September 2011 RM'000	31 December 2010 RM'000
Domestic Foreign	20,005 45,218	33,067
Short Term Loan	65,223	33,067

The above foreign loan denomination is in Indonesian Rupiah (IDR) and equivalent to IDR 124,845 million.

## **B25.** Derivative Financial Instruments

There were no outstanding derivatives as at 30 September 2011.

## B26. Gains/Losses from Fair Value Changes of Financial Liabilities

There were no gains/losses arising from fair value changes of the financial liabilities for the current quarter and financial period ended 30 September 2011.

## **B27.** Material Litigation

In the case referred to in Note 36 of the 2010 Audited Financial Statements, the court had fixed the matter for hearing of the Notice of Motion on the appeal by Safri on 21 July 2011. The court had struck out Safri's appeal with costs of RM5,000 to be paid to the Company by Safri.

However, on 22 August 2011, the Company received a Notice of Motion by Safri for leave to appeal to the Federal Court against the decision of the Court of Appeal. The matter which was fixed for Case Management on 15 September 2011 has been postponed to 7 December 2011 pending collection of the grounds of judgment of the Court of Appeal and extraction of the sealed Motion.

There were no other changes in material litigations since the last annual balance sheet as at 31 December 2010.

## **B28.** Realised and Unrealised Profits of the Group

The retained profits as at 30 September 2011 is analysed as follows:

	30 September 2011 RM'000	31 December 2010 RM'000
Total retained profits of the Group and its subsidiaries:		
- realised profits	394,482	376,233
- unrealised profits/ (loss)	1,378	(1,140)
	395,860	375,093
Total share of retained profits from associates:		
- realised profits		3,004
- unrealised (loss)/ profits	-	-
	395,860	378,097
Less: Consolidation adjustments	(59,341)	(81,793)
Total Group retained profits as per consolidated accounts	336,519	296,304
9. Economic Profit ("EP") Statement		
For the quarter ended 30 September 2011	<b>Current Period</b>	<b>Cumulative Period</b>

# B29.

For the quarter ended 30 September 2011	Current Period		Cumulative Period	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Economic profit	1,736	6,917	19,427	22,587

## **B30.** Profit Forecast

No commentary is made on any variance between actual profit from forecast profit, as it does not apply to the Group.

# B31. Earnings Per Share ("EPS")

For the quarter ended 30 September 2011	<b>Current Period</b>		Cumulative Period	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Profit attributable to shareholders of the Company	10,811	8,586	40,215	32,640
Weighted average number of ordinary shares in issue ('000)	106,978	106,978	106,978	106,978
Basic earnings per share (sen)	10.11	8.03	37.59	30.51

#### **B32.** Authorised for Issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 1 November 2011.

# By Order of the Board

Kuala Lumpur 1 November 2011 SHARIFAH MALEK (LS00448) YANTI IRWANI ABU HASSAN (MACS01349) **Joint Secretaries**