

NOTES PURSUANT TO FINANCIAL REPORTING STANDARDS (“FRS”) NO. 134 – INTERIM FINANCIAL REPORTING

1. Accounting policies and basis of preparation

The condensed consolidated interim financial statements have been prepared under the historical cost convention unless specifically stated otherwise, as modified by the revaluation of certain properties.

The condensed consolidated interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134 Interim Financial Reporting and Chapter 9.22 of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 December 2011. 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 year ended 31 December 2011, except for the following:-

Adoption of a new Malaysian Accounting Standards Board (“MASB”) accounting framework, the Malaysian Financial Reporting Standards (“MFRS”) framework

The Group has adopted the MFRS framework issued by the MASB with effect from 1 January 2012. This MFRS framework was introduced by the MASB in order to fully converge Malaysia's existing Financial Reporting Standards (FRS) framework with the International Financial Reporting Standards (IFRS) framework issued by the International Accounting Standards Board. In adopting the new framework, the Group has applied MFRS 1 “*First-Time Adoption of Malaysian Financial Reporting Standards*”. There has been no material impact upon the adoption of the MFRS on the financial statements of the Group.

2. Status of Annual Audited Financial Statements 2011

The auditors' report on the Group's most recent annual audited financial statements for the year ended 31 December 2011 was not subject to any audit qualification.

3. Seasonal or cyclical factors

The business operations of the Group are generally not affected by any major seasonal or cyclical factors, except for the China's temperature-controlled logistics operations which are affected by winter season in the country.

4. Unusual item

There were no unusual items affecting assets, liabilities, equity, net income or cash flows to date.

5. Changes in estimates

There were no changes in estimates of amounts reported in prior interim period of current financial year or in prior financial years that may have a material effect in the current quarter.

6. Issuance/repayment of debts and equity securities

There was no issuance, cancellation, repurchase, resale or repayment of debts and equity securities in the current quarter.

The cumulative shares bought back since the previous financial years and up to the current quarter ended 31 December 2012 was 7,604,100 shares and held as treasury shares in accordance with Section 67A of the Companies Act, 1965. As at 31 December 2012, the numbers of outstanding shares issued and fully paid with voting rights were 80,540,900 ordinary shares of RM0.50 each.

7. Dividends paid

No dividends were paid during the current quarter under review.

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8. Segmental reporting

The financial results by business segments for the twelve (12) months period ended 31 December 2012 are as follows:

	←-----Continuing operations -----→						Discontinued operations	Consolidated Amount
	Engineering	Ice Manufacturing	Temperature-controlled logistics/ warehousing	Others	Elimination	Total	Temperature-controlled logistics	
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
REVENUE								
-External	5,368	7,795	26,395	46		39,604	8,624	48,228
-Internal segment only	707	467	9,834	1,846	(12,854)	-		-
Total revenue	6,075	8,262	36,229	1,892	(12,854)	39,604	8,624	48,228
RESULT								
Segments Result	(1,127)	(4,379)	(13,733)	1,376	3,301	(14,562)	(4,423)	(18,985)
Interest income	3	9	12	3,334	(3,332)	26	20	46
Unallocated corporate expenses						(3,497)	-	(3,497)
Operating profit						(18,033)	(4,403)	(22,436)
Share of profit of associate						-		-
Finance costs						(11,730)	(6)	(11,736)
Loss before tax						(29,763)	(4,409)	(34,172)
Taxation						(725)	-	(725)
Loss after tax						(30,488)	(4,409)	(34,897)

9. Valuations of Property, Plant and Equipment

The valuations of land and buildings have been brought forward, without any amendments from the annual audited financial statements for the year ended 31 December 2011.

10. Material events subsequent to end of the interim period

There was no material events subsequent to the end of the current quarter ended 31 December 2012 up to the date of this announcement.

11. Changes in the composition of the Company

There were no significant changes in the composition of the Group for the current quarter ended 31 December 2012.

12. Capital commitments

Capital commitments for the Group not provided for as of 31 December 2012 are as stated below:

	RM'000
Approved and contracted for	4,065

13. Contingent liabilities

Contingent liabilities for the Group are as stated below:

	As at 31-Dec-12 RM'000	As at 31-Dec-11 RM'000
Corporate guarantees for bank facilities granted to subsidiaries	62,296	62,262
Corporate guarantee to Directors for their personal guarantee for bank facilities granted to the Group	19,800	19,800
Corporate guarantees for bank facilities granted to subsidiaries disposed	24,680	24,680
Litigation suit	2,045	2,009

NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

14. Performance review

The Group reported a revenue of RM8.80 million (excludes revenue from the discontinued operations of IGLO (Guangzhou) Co., Ltd ("IGLO GZ")) for the current quarter under review ("Q4 2012"), a decrease of approximately RM8.19 million or 48% from RM16.99 million (excludes revenue from the discontinued operations of IGLO GZ) recorded in the preceding year's corresponding quarter ("Q4 2011"), mainly due to consultancy and management services in respect of the disposal of Shanghai's assets re-classified as revenue in Q4 2011 as well as decreased in contract revenue from Engineering division.

The Group recorded a loss after taxation before minority interest of RM5.59 million in Q4 2012 against a loss after taxation before minority interest of RM12.12 million reported in Q4 2011, the higher loss reported in Q4 2011 was mainly from one-off expenses such as corporate restructuring costs of RM2.72 million, impairment of intangible assets of RM1.09 million and impairment of property, plant and equipment of RM0.76 million.

15. Material change in quarterly results

The Group's revenue for Q4 2012 was RM8.80 million (excludes revenue from the discontinued operations of IGLO GZ) as compared to RM9.66 million (excludes revenue from the discontinued operations of IGLO GZ) recorded in the immediate preceding quarter ("Q3 2012"), a decrease of 9% due to reduced revenue from TCL operation in Malaysia and Engineering division.

The Group reported a loss after taxation before minority interest of RM5.59 million for Q4 2012, as compared to a loss after taxation before minority interest of RM25.26 million reported in Q3 2012. The loss after taxation before minority interest in Q3 2012 includes the impairment of investment in subsidiary of RM6.34 million and impairment of property, plant and equipment of RM15.12 million in respect of the proposed disposals as stated in section 19 (b) and section 19 (c) respectively.

16. Prospects for the next financial year

Following the classification of the Company as a Practice Note 17 ("PN 17") company pursuant to Paragraph 8.04 and Paragraph 2.1(e) and 2.1(f) of PN 17 of the MMLR of Bursa Securities in June 2010, the Company had on 22 December 2011 submitted an application for the Proposed Regularisation Plan ("PRP") to Bursa Securities for approval. The ability of the Group and the Company to continue as a going concern entity in the foreseeable future is dependent on the approvals by the relevant authorities as well as the successful outcome of the PRP to be undertaken by the Group and the Company.

Pursuant to the Company's announcements dated 11 October 2012 and 15 October 2012 with regard to the proposed disposals of a subsidiary, IGLO GZ and seven (7) parcels of properties located at Port Klang respectively, the proceeds arising from the said disposals will be utilised as partial repayment for the Group's borrowings where all are due and payable. In the event that the said disposals are approved and implemented, it would result in substantial savings in finance costs which will favourably impact the bottom line of the Group.

Nevertheless, the Group will remain focused on its core operations i.e. TCL and Industrial Refrigeration Engineering, and in particular, will further strengthen and expand the business networks to new regions in order to improve the profitability of the Group. We will also continue to explore viable and profitable business opportunities in the near future to strengthen the financial foundations of the Group and enable it to return to profitability.

17. Profit forecast

Not applicable in this Quarterly Report.

18. Taxation

	Current quarter RM'000	Financial period to-date RM'000
Malaysian tax		
Current taxation	705	879
Deferred taxation	(57)	(154)
	<u>648</u>	<u>725</u>

The effective tax rate for the current quarter and the financial period to-date are disproportionate to the statutory tax rate due to losses of certain subsidiary companies that are not available for set-off against taxable profits of profitable subsidiary companies, non-deductibility of certain expenses and availability of unabsorbed losses and capital allowances.

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19. Status of corporate proposals

- (a) The Company is a PN 17 Company as it has triggered the following criteria pursuant to paragraph 8.04 and Paragraph 2.1(e) and 2.1(f) of PN 17 of the MMLR of Bursa Securities.

On 7 September 2010, the Company announced that the regularisation plan to regularise the Company's PN 17 status ("Regularisation Plan") will not result in a significant change in the business direction or policy presently adopted by the Company.

Further on 8 October 2010, the Company had announced that the CDRC had on even date accepted the Company's application to mediate between HAIKAN and its subsidiaries and its financial creditors. On 13 May 2011, the Company had submitted the final PDRS to CDRC.

On 3 June 2011, the Company had announced that the Company had on 2 June 2011 submitted an application to Bursa Securities for an extension of time to submit its Regularisation Plan to Bursa Securities ("Application").

On 9 June 2011, Bursa Securities informed the Company that the suspension on the trading of the Company's securities and the delisting of the Company in accordance with Paragraph 8.04 of the MMLR shall be deferred pending the decision of Bursa Securities on the Company's application for the extension of time to submit the Company's Regularisation Plan to the relevant authorities pursuant to the provision of PN17 of the MMLR.

On 29 June 2011, Bursa Securities informed the Company that after due consideration of all facts and circumstances of the matter, Bursa Securities has decided to reject the Company's Application.

On 30 June 2011, the Company had announced that Bursa Securities has vide its letter dated 29 June 2011 informed that the Company has failed to submit its regularisation plan to the Securities Commission or Bursa Securities for approval within twelve (12) months from the Company's First Announcement in accordance with paragraph 8.04(3)(a)(i) of the MMLR i.e. on or before 8 June 2011 and further, the Company's Application was rejected, as communicated by Bursa Securities to the Company on 29 June 2011.

In the circumstances and pursuant to paragraph 8.04(5) of the MMLR:-

- (i) the trading in the securities of the Company will be suspended with effect from 7 July 2011; and
- (ii) the securities of the Company will be de-listed on 11 July 2011 unless an appeal is submitted to Bursa Securities on or before 6 July 2011 ("the Appeal Timeframe"). Any appeal submitted after the Appeal Timeframe will not be considered by Bursa Securities.

In the event the Company submits an appeal to Bursa Securities within the Appeal Timeframe, the removal of the securities of the Company from the Official List of Bursa Securities on 11 July 2011 shall be deferred pending the decision on the Company's appeal.

The Company had on 6 July 2011, submitted an Appeal to Bursa Securities against the decision of Bursa Securities to reject the Company's Application. On 11 August 2011, the Company had a meeting with the Listing Committee of Bursa Securities to review the Application on the extension for the submission of the regularization plan.

On 11 August 2011, the Company had announced that it had obtained more than 75% approval from both its secured and unsecured financial creditors for its revised PDRS, as informed by CDRC.

Further on 23 August 2011, the Company had announced that Bursa Securities had decided to grant HAIKAN an extension of time of four (4) months i.e. until 22 December 2011 to submit the regularisation plan to the relevant authorities for approval ("the Extended Timeframe") provided that:-

- (1) HAIKAN appoint a Principal Adviser and announce the appointment of the Principal Adviser within two (2) weeks from the date of the letter i.e. on or before 6 September 2011; and
- (2) The DRA would be executed with the Company's lenders and announced within thirty (30) days from the date of the Corporate Debt Restructuring Committee's letter dated 10 August 2011 i.e. on or before 9 September 2011.

On 6 September 2011, the Company had announced that HAIKAN had appointed Public Investment Bank Berhad ("PIVB") as the Principal Adviser to the Company for the Regularisation Plan.

On 12 September 2011, the Company had announced that Bursa Securities had decided to grant HAIKAN an extension of time until 23 September 2011 to execute the DRA with the Company's lenders and announce the execution of the same. On the same day, PIVB had announced on behalf of the Company that Haisan had on

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even date entered into the DRA with certain of the secured lenders and unsecured lenders of the Group (“the Company’s Financiers”).

On 23 November 2011, the Company and PIVB had presented a revision to the Proposed Debt Restructuring (“Proposed Revision”) to the Company’s Financiers and CDRC, with the objective to enhance the Company’s Proposed Regularisation Plan (“PRP”) by increasing its capital base and cashflows in order to make the PRP more robust. The Company had obtained approval from the Company’s Financiers on the Proposed Revision on 19 December 2011.

On 22 December 2011, PIVB had on behalf of the Company, submitted the application for the PRP to Bursa Securities for approval. Further on 9 January 2012 and 16 January 2012, PIVB had also submitted the application for the PRP to Bank Negara Malaysia (“BNM”) and Ministry of International Trade and Industry (“MITI”) respectively, for approval. MITI had vide its letter dated 10 February 2012 given its approval to the Company to undertake the Proposed Capital Reduction, Proposed M&A Amendments, Proposed Rights Issue, Proposed Debt Restructuring and Proposed Private Placement. Whilst BNM had also vide its letter dated 30 January 2012 given its approval to the Company to issue Warrants to its non-resident shareholders pursuant to the Proposed Rights Issue. On 16 April 2012, the Company had entered into a supplemental agreement to the DRA with the Company’s Financiers with regard to the Proposed Revision.

On 3 September 2012, the Company with the assistance of its scheme advisor, UHY Advisory (KL) Sdn Bhd, submitted a revision to the Proposed Debt Restructuring to CDRC subsequent to the Company’s announcement dated 2 August 2012 in respect of the proposed disposal of IGLO GZ for a cash consideration of RMB30.00 million, and the proposed disposal of seven (7) parcels of leasehold industrial land together with the buildings if erected thereon for a total cash consideration of RM35.0 million. On 11 September 2012, PIVB had on behalf of Haisan, announced that the Company and the Lenders had mutually agreed to allow the DRA to lapse in view of the contemplated proposed disposals. Following that, the Company submitted a revised debt restructuring scheme to CDRC in relation to the cash settlement for the secured lenders and unsecured lenders on 25 September 2012 and 15 October 2012 respectively. On 27 November 2012, the Company had a meeting with the unsecured lenders with assistance of CDRC to discuss the suggestions of the unsecured lenders on the revised debt restructuring scheme, and further on 28 November 2012, the Company submitted a fresh improved debt restructuring scheme to the unsecured lenders for their consideration. The Company had received 100% approval from the secured lenders and 93% approval from the unsecured lenders respectively for its debt restructuring scheme, as informed by CDRC via its letter dated 21 December 2012.

On 6 February 2013, PIVB had announced on behalf of the Company that Haisan had on 5 February 2013 entered into a new debt restructuring agreement (“DRA II”) with several secured lenders (“Secured Lenders”) and unsecured lenders (“Unsecured Lenders”) of the Group. The DRA II is to formalise the revised terms and conditions of the restructuring and settlement of the debts owing by the Group to the Secured Lenders and Unsecured Lenders.

- (b) On 11 October 2012, the Company announced that its wholly-owned subsidiary, IGLO International Limited, had on 10 October 2012 entered into a conditional share sale agreement with Asia Logistic Ltd (“Asia Log”) (“SSA”) for the proposed disposal of its 100% equity interest in IGLO GZ for a cash consideration of Renminbi 30.00 million or equivalent to approximately RM14.66 million.

Subsequently, on 15 February 2013, Haisan announced that AsiaLog by a Deed of Assignment had assigned all its rights, interest and benefits pursuant to the Clause 21 of the SSA to Asia Link Business Limited (“AsiaLink”) for a consideration of USD10.00. AsiaLink, a company incorporated in Hong Kong is wholly-owned by Asia Resources Limited, which in turn is wholly-owned by AsiaLog.

- (c) On 15 October 2012, the Company announced that the Company’s wholly-owned subsidiaries had entered into the following agreements:
- (i) a conditional sale and purchase agreement between Hai San & Sons Sdn Bhd (“HSS”) and Hai San Holdings Sdn Bhd (“HSH”) and EBIT Fund Limited (“EBIT”) for the proposed disposal of seven (7) parcels of leasehold industrial land together with the buildings, if erected thereon, all located at Jalan Pelabuhan Utara, Bandar Sultan Suleiman, 42000 Pelabuhan Klang, Selangor (“Port Klang Properties”) for a total cash consideration of RM28.05 million (“Proposed Disposal I”) dated 12 October 2012 (“SPA I”);
 - (ii) a conditional sale and purchase agreement between HSS, HSH, Hai San Ice Industries Sdn Bhd and IGLO (M) Sdn Bhd (“IGLO-M”) and EBIT for the proposed disposal of the equipment attached to the buildings of the Port Klang Properties (“Equipment”) for a cash consideration of RM6.95 million (“Proposed Disposal II”) dated 12 October 2012 (“SPA II”); and
 - (iii) a conditional lease agreement between IGLO-M and EBIT for the proposed lease of the Port Klang Properties and the Equipment for an initial term of fifteen (15) years subsequent to the completion of the

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Proposed Disposal I and the Proposed Disposal II which is held in escrow and to be dated upon the completion of the SPA I and the SPA II ("Proposed Lease").

The Proposed Disposal I, Proposed Disposal II and Proposed Lease are hereinafter collectively referred to as the "Proposals".

The Company had obtained its shareholders' approval for the above-mentioned Proposals in the Extraordinary General Meeting ("EGM") held on 28 December 2012.

20. Group borrowings and debt securities

Total Group borrowings as at 31 December 2012 are as follows:

	RM'000	RM'000	RM'000
Secured			
Denominated in RM			
Term loan	19,487	-	19,487
Revolving credits	550	-	550
Bank overdraft	30,662	-	30,662
Hire purchase & lease payables	48	143	191
	<u>50,747</u>	<u>143</u>	<u>50,890</u>
Unsecured			
Denominated in RM			
Revolving credits	4,668	-	4,668
Bank overdraft	18,866	-	18,866
Term loan	40,000	-	40,000
	<u>63,534</u>	<u>-</u>	<u>63,534</u>
Secured			
Denominated in foreign currency (*)			
Term loan			
VND 34,174,269,996	4,907	-	4,907
Revolving credits			
USD 1,062,457	3,297	-	3,297
	<u>8,204</u>	<u>-</u>	<u>8,204</u>
Total	<u>122,485</u>	<u>143</u>	<u>122,628</u>

* translated using exchange rate as at 31 December 2012

21. Material Litigation

(a) A third party had initiated a legal proceeding against a subsidiary of the Company and the Company, by serving a Writ of Summons together with the Statement of Claim dated 1 September 2010, for a sum of RM4,760,064.25, being the outstanding repayment due to the third party as at 11 July 2010, plus the interest accrued therein until the date of full settlement. The subsidiary and the Company had filed their Notice of Appearance on 21 September 2010 and the first case management of the matter had been conducted on 9 December 2010. The third party had agreed to hold its action in abeyance following a letter dated 8 October 2010 issued by CDRC to the third party. The Court gave directions to the parties with regard to a Summary Judgment application during the further case management on 17 December 2010 and fixed the hearing for the Summary Judgment application on 15 April 2011. This was to accommodate the six (6) months timeframe granted by CDRC which expires on 8 April 2011. During another case management on 16 February 2011, the Court directed that the Summary Judgment to be heard as per the date fixed i.e. 15 April 2011. On 15 April 2011, the Learned High Court Judge adjourned the hearing to 18 May 2011. On 18 May 2011, the third party withdrew the suit with liberty to file afresh. The matter is now subject to the outcome of the PRP mentioned in Note 19 (a) above.

(b) A third party had initiated a legal proceeding against two (2) subsidiaries of the Company, by serving a Writ of Summons together with the Statement of Claim dated 1 September 2010, for a sum of RM872,061.73, being the outstanding repayment due to the third party as at 11 July 2010, plus the interest accrued therein until the

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date of full settlement. The subsidiaries had filed their Notice of Appearance on 21 September 2010. The third party had agreed to hold its action in abeyance following a letter dated 8 October 2010 issued by CDRC to the third party. During the first case management before High Court Judge on 6 December 2010, the Court directed a Summary Judgment application to be filed and all affidavits be exchanged before the next case management on 16 February 2011 and also fixed 15 April 2011 as the hearing date of the Summary Judgment application. This was to accommodate the six (6) months time frame granted by CDRC which expires on 8 April 2011. On 16 February 2011, the Court directed that the Summary Judgment to be heard as per the date fixed i.e. 15 April 2011. On 15 April 2011, the Learned High Court Judge adjourned the hearing to 18 May 2011. On 18 May, 2011, the third party withdrew the suit with liberty to file afresh. The matter is now subject to the outcome of the PRP mentioned in Note 19 (a) above.

- (c) A third party had initiated a legal proceeding against the Company, by serving a Writ of Summons together with the Statement of Claim dated 1 September 2010, for a sum of RM3,753,009.44, being the outstanding repayment due to the third party as at 11 July 2010, plus the interest accrued therein until the date of full settlement. The Company had filed its Notice of Appearance on 21 September 2010 and the case management of the matter had been held on 18 November 2010. The third party had agreed to hold its action in abeyance following a letter dated 8 October 2010 issued by CDRC to the third party. During a case management before High Court Judge on 30 November 2010, the Court directed a Summary Judgment application to be filed and all affidavits be exchanged prior to the case management on 13 April 2011, and also fixed the hearing of the Summary Judgment application on 13 April 2011. On 13 April 2011, the Learned the High Court Judge had also adjourned the hearing to 18 May 2011. On 18 May 2011, the hearing had been further adjourned to 18 July 2011. On 18 July 2011, the third party withdrew the suit with liberty to file afresh. The matter is now subject to the outcome of the PRP mentioned in Note 19 (a) above.
- (d) A third party had issued a notice dated 7 September 2010 to a subsidiary of the Company to claim for a sum of RM4,798,977.54, being the amount owing to the third party ("Notice"). The subsidiary immediately applied for leave to take out judicial review proceeding to inter alia quash the Notice and for an injunction. The decision for the interlocutory injunction came up on 24 November 2010 before the Shah Alam High Court Judge. The Injunction was disallowed. The subsidiary had been then immediately on the even date, i.e. 24 November 2010, applied for an Erinford Injunction orally and the judge reserved the decision to 1 December 2010.

On 24 November 2010, the subsidiary lodged an appeal to the Court of Appeal against the decision, disallowing the interlocutory injunction. The subsidiary had lodged a notice of discontinuance of the appeal against the decision for the interlocutory injunction at the Court of Appeal on 12 June 2012, which the appeal was scheduled to be heard on 28 June 2012.

On 1 December 2010, Shah Alam High Court dismissed the subsidiary's application for an Erinford Injunction, and then the subsidiary applied for the Notice of Motion to the Court of Appeal. The Court of Appeal allowed the motion and granted an Erinford Injunction. During the case management for the substantive judicial review on 14 December 2010, the Registrar fixed 17 February 2011 as the hearing of the Judicial Review application. The subsidiary filed its affidavit in reply on 14 January 2011. On 17 February 2011, the Learned Judge directed that the matter to be postponed for four (4) months pending the decision by the Federal Court and fixed the matter for hearing on 14 July 2011. The hearing was adjourned to 13 September 2011 and then to 18 January 2012 and later to 19 March 2012. On 19 March 2012, the High Court upheld the third party's preliminary objection and dismissed the subsidiary's judicial review application.

On 28 May 2012, the hearing for the Erinford Injunction had been adjourned to 27 June 2012. On 27 June 2012, the Shah Alam High Court dismissed the Erinford Injunction filed by the subsidiary with costs of RM3,000.00. The subsidiary had filed a notice of motion praying for an Erinford Injunction at the Court of Appeal upon the refusal of the Shah Alam High Court to grant the same on 28 June 2012. The notice of motion praying for an Erinford Injunction to the Court of Appeal called up on 28 August 2012 at the Court of Appeal and a consent order was recorded for an Erinford Injunction to be in place until 30 October 2012. In addition, the appeal against the dismissal of the Judicial Review Application by the Shah Alam High Court at the Court of Appeal had been fixed on 30 October 2012 and had been adjourned to 19 February 2013 and further adjourned to 7 March 2013.

- (e) A third party had initiated a legal proceeding against a subsidiary of the Company and the Company, by serving a Writ of Summons together with the Statement of Claim dated 23 September 2010, for a sum of RM929,507.70, being the outstanding repayment due to the third party as at 11 July 2010, plus the interest accrued therein until the date of full settlement. The third party also issued a Form 16D Notice pursuant to Section 254 of the National Land Code, 1965 - Notice of Default with respect to a charge dated 23 September 2010 on the subsidiary. The subsidiary and the Company had filed their Notice of Appearance on 14 October 2010. The third party had agreed to hold its action in abeyance following a letter dated 8 October 2010 issued by CDRC to the third party. During a Mention on 13 April 2011, the Learned High Court Judge adjourned the hearing to 18 May 2011 and later further adjourned the hearing to 18 July 2011. On 18 July, 2011, the third

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party withdrew the suit with liberty to file afresh. The matter is now subject to the outcome of the PRP mentioned in Note 19 (a) above.

- (f) A third party had initiated a legal proceeding against a subsidiary of the Company and the Company, by serving a Writ of Summons together with the Statement of Claim dated 27 September 2010, for a sum of RM3,153,326.93 being the outstanding repayment due to the third party as at 30 June 2010, plus the interest accrued therein until the date of full settlement. The subsidiary and the Company had filed their Notice of Appearance on 26 October 2010. The third party had agreed to hold its action in abeyance following a letter dated 8 October 2011 issued by CDRC to the third party. The matter is now subject to the outcome of the PRP mentioned in Note 19 (a) above.
- (g) A third party had initiated a legal proceeding against a subsidiary of the Company and the Company, by serving a Writ of Summons together with the Statement of Claim dated 27 September 2010, for a sum of RM22,025,765.28 being the outstanding repayment due to the third party as at 27 September 2010, plus the interest accrued therein until the date of full settlement. The third party also issued a Form 16D Notice pursuant to Section 254 of the National Land Code, 1965 - Notice of Default with respect to a charge dated 29 September 2010 on the subsidiary. On 25 November 2010, the subsidiary and the Company had filed their Memorandum of Appearance dated 24 November 2010. The third party has agreed to hold its action in abeyance following a letter dated 8 October 2010 issued by CDRC to the third party. The matter is now subject to the outcome of the PRP mentioned in Note 19 (a) above.
- (h) A third party issued a Form 16D Notice pursuant to Section 254 of the National Land Code, 1965 - Notice of Default with respect to a charge dated 28 October 2010 to a subsidiary of the Company for a sum of RM929,404.69, being the outstanding repayment due to the third party as at 17 June 2010, plus the interest accrued therein until the date of full settlement. However, the third party had agreed to hold its action in abeyance following a letter dated 8 October 2010 issued by CDRC to the third party. The matter is now subject to the outcome of the PRP mentioned in Note 19 (a) above.
- (i) On 30 September 2011, two (2) subsidiaries of the Company, First Plaintiff and Second Plaintiff, had filed an action against a third party ("Defendant") for the following sums:-
- a. A sum of RMB769,560.81, being the outstanding warehouse management fees due from March to July 2011, owing by the Defendant to the First Plaintiff, plus the interest accrued therein;
 - b. A sum of RMB545.66, being the outstanding local education surcharges due from January to March 2011, owing by the Defendant to the First Plaintiff;
 - c. A sum of RMB929,725.93, being the outstanding distribution services fees due from March to May 2011, owing by the Defendant to the Second Plaintiff, plus interest accrued therein; and
 - d. A sum of RMB438.50, being the outstanding local education surcharges due from January to March 2011, owing by the Defendant to the Second Plaintiff.

The hearing of the suit that had been originally fixed on 1 December 2011 had been adjourned a couple of times and no date has been fixed by the Court as of now.

- (j) On 30 September 2011, a third party filed an action against two (2) subsidiaries of the Company ("the Subsidiaries") for the following:-
- a. Confirmation of the termination of the Direct Warehouse Management and Direct Marketing Distribution Service Contract and its supplemental agreement;
 - b. The loss of expired goods valuing at RMB3,381,576.00 which resulted from the delay of returning the said expired goods; and
 - c. A sum of RMB176,794.28 being the loss of inventory.

The hearing of the suit had been held on 23 April 2012 after few adjournments. The Court had rejected the claims made by the third party against the Subsidiaries. Nevertheless, the third party may file an appeal against the judgment within fifteen (15) days from the date of the written judgment is served. On 21 May 2012, the Subsidiaries received a notice of appeal dated 8 May 2012 ("Appeal") filed by Wall's (China) Co., Ltd to the Shanghai No. 1 Intermediate People's Court against the Judgment dated 23 April 2012. The hearing for the Appeal had been conducted on 30 May 2012. On 14 November 2012, the Subsidiaries were informed by the Appeal Court via a written judgment dated 12 November 2012 that the Appeal Court had revoked the judgment made by the People's Court on 23 April 2012, and the suit will be remanded to the People's Court for a new trial.

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- (k) A subsidiary of the Company filed a Writ of Summons dated 4 January 2012 and Statement of Claim dated 3 January 2012 and served to a third party ("Defendant") on 4 January 2012. The subsidiary claims against the third party for a sum of RM607,824.46, being the outstanding rental charges, owing by the third party to the subsidiary ("Claim"). The Case Management of the suit had been conducted on 3 February 2012, 17 February 2012 and 8 March 2012 respectively, and the full trial of the suit is fixed on 21 May 2012. On 13 April 2012, the subsidiary had entered into a Debt Settlement Agreement ("DSA") with the Defendant in respect of the Claim. Pursuant to the DSA, the Defendant agrees to pay the subsidiary a sum of RM557,800.00 on or before twenty-one (21) days from the signing of the DSA as the full and final settlement of the Claim. Upon receipt of the full settlement payment, the subsidiary shall immediately instruct their solicitors to discontinue and withdraw the suit by filing a Notice of Discontinuance with no liberty to file afresh and each party to bear its own costs. The subsidiary of the company had received the full and final settlement of the claim from the Defendant, pursuant to the DSA. The subsidiary through its solicitors, filed a Notice of Discontinuance with no liberty to file afresh at the Kuala Lumpur High Court, to withdraw the suit on 28 April 2012.
- (l) The Company was named seventh (7th) Defendant in a suit which involved the disposal of the Company's 50% subsidiary for a consideration of RM12.0 million pursuant to the announcement dated 17 January 2011. The disposal of the shares had been approved by the Company's shareholders at an EGM on 12 March 2011. The 1st Plaintiff, who owned 40% shares in the subsidiary, also sold his shares to the 1st Defendant.

After the 7th Defendant's and the 1st Plaintiff's shares in the subsidiary had been transferred to the 1st Defendant, the 1st Plaintiff alleged that the 1st Defendant had breached the agreement entered into with the 1st Plaintiff and sought the court to declare that the 1st Defendant is holding the shares on trust and seek an order that the agreement entered into between the 1st Defendant and the 1st Plaintiff be terminated.

At the same time, the Plaintiffs also alleged that the disposal of the shares by the 7th Defendant to the 1st Defendant should also be terminated due to illegality, and the Plaintiffs, for the said reason, had filed for a declaration that the agreement entered into between the 1st Defendant and the 7th Defendant should be terminated in the same action.

The suit came up for first case management on 5 March 2012 and it was informed by the Plaintiffs that the service of the writ had not been perfected on some of the defendants in the suit and the Plaintiffs requested another date to perfect the same. The court had directed that the Plaintiffs to perfect the service of the writ on all parties within one (1) week from 5 March 2012 and thereafter allowed two (2) weeks for all parties to file their defence and fixed the suit for further case management on 26 March 2012. On 26 March 2012, the Court had granted an extension of three (3) weeks to the Company to file its defence.

The case management of the suit had been held on 7 May 2012, 22 May 2012, 6 June 2012 and 20 June 2012 respectively. On 20 June 2012, the Court fixed 17 October 2012, 18 October 2012, 28 November 2012 and 29 November 2012 for full trial of the suit. The Court given direction for the Plaintiffs to file their bundle of pleadings, common bundle of documents, agreed facts and issues to be tried before 27 July 2012 and fixed 27 July 2012 for further case management. On 27 July 2012, the Court had again fixed 17 August 2012 for further case management pending filing of bundle of documents by the Plaintiffs.

The case management of the suit had also been held on 13 September 2012, 21 September 2012, 5 October 2012 and 9 October 2012 respectively. At the case management on 9 October 2012, the Court had vacated the hearing that had been set for 17 October 2012 and 18 October 2012 but retained the hearing date on 28 November 2012 and 29 November 2012. The Court had later fixed 7 January 2013 and 8 January 2013 for the hearing and 19 October 2012 for further case management.

On 19 October 2012, the Court has directed the Company's solicitors to file the Affidavit in Reply for the Plaintiff's application to amend the Statement of Claim by 31 October 2012 and the Plaintiff shall reply by 5 November 2012. The said application is fixed for hearing on 6 November 2012 and further case management is also fixed on the same day. On 6 November 2012, the Court had adjourned the hearing that had been set for 28 November 2012 and 29 November 2012 but retained the hearing on 7 January 2013 and 8 January 2013. At the hearing on 7 November 2012 with regard to the Plaintiffs' application to amend the Statement of Claim, the Court had disallowed the amendments to paragraph 26(a) and part of paragraph 85(c), but the rest of the amendments had been allowed. The Court had also fixed 28 November 2012 for further case management and all parties are required to amend and file their respective amended defense on the even date and further fixed 11 March 2013 and 13 March 2013 for further hearing of the suit. On 28 November 2012, the Court has directed the Plaintiff's solicitor to file the necessary amended Bundle of Pleadings and all other relevant documents by 12 December 2012. The Plaintiffs' solicitors have served the Company an application to re-amend their Statement of Claim which is fixed for Mention on 19 December 2012.

The hearing for the application to amend the Statement of Claim was adjourned to 23 January 2013 from 11 January 2013. The Court further vacated the hearing dates on 7 January 2013 and 8 January 2013 and fixed new dates for hearing on 12 April 2013, 23 April 2013, 24 April 2013, 25 April 2013, 26 April 2013, 10 May

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2013, 17 May 2013 and 21 May 2013. Further to that, the Court once again vacated the hearing dates on 23 April 2013 to 26 April 2013 and fixed new dates for hearing on 8 April 2013, 9 April 2013, 30 April 2013 and 9 May 2013.

At the hearing for the application to re-amend the Statement of Claim which held on 5 February 2013, the Court had allowed the Plaintiff's application to amend the statement of claims. The Court has given further direction to the Plaintiff to file the amended statement of claim, defence and reply. The Court has fixed the above matter for further case management on 8 March 2013.

22. (Loss)/Profit per share

	Individual quarter 3 months ended		Cumulative period 12 months ended	
	31-Dec-12	31-Dec-11	31-Dec-12	31-Dec-11
Profit/(Loss) attributable to equity holders for the period (RM'000)				
- Continuing operations	(5,822)	(12,367)	(30,468)	(31,459)
- Discontinued operations	234	252	(4,409)	(326)
a) <u>Basic</u> Weighted average number of ordinary shares in issue ('000)	80,541	80,541	80,541	80,541
Basic profit/(loss) per share (sen)				
- Continuing operations	(7.23)	(15.36)	(37.83)	(39.06)
- Discontinued operations	0.29	0.31	(5.47)	(0.40)
b) <u>Diluted</u> Weighted average number of ordinary shares in issue ('000)	80,541	80,541	80,541	80,541
Effect of share options ('000)	*	*	*	*
Weighted average number of ordinary shares ('000)	*	*	*	*
Diluted loss per share (sen)	*	*	*	*

* No diluted EPS is disclosed as the effect is anti-dilutive

23. Dividend

No interim dividend has been declared for the current quarter under review.

24. Realised and unrealised losses disclosure:

The accumulated losses are analysed as follows:-

	As at 31-Dec-12 RM'000	As at 31-Dec-11 RM'000
Total accumulated loss of the Company and its subsidiaries		
- Realised	(168,240)	(129,742)
- Unrealised	(5,779)	(6,069)
Less: Consolidation adjustments	58,663	54,852
Accumulated loss as per financial statements	(115,356)	(80,959)

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25. Loss before tax from continuing operations

	Current quarter RM'000	Financial period to-date RM'000
Loss before income tax is arrived at after (charging)/crediting:		
Interest income	8	26
Other income including investment income	40	982
Interest expense	(3,036)	(11,730)
Depreciation and amortization	(996)	(4,229)
Foreign exchange gain	(1,486)	(209)

Other than the above, the disclosure items pursuant to paragraph 16 of Part A of Appendix 9B of the MMLR of Bursa Securities are not applicable to the Group.

26. Authorisation for issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors dated 27 February 2013.