



YINSON HOLDINGS BERHAD

Company No: 259147-A
(Incorporated in Malaysia)

CONDENSED CONSOLIDATED INCOME STATEMENT

For the Three-Month Period Ended 30 April 2012

	Current and cumulative quarter 3 months ended	
	30.4.2012	30.4.2011
	Unaudited RM'000	Unaudited RM'000
Revenue	264,152	196,804
Cost of trading goods sold	(206,412)	(156,038)
Direct expenses	(35,433)	(27,333)
Gross profit	22,307	13,433
Other operating income	210	1,711
Administrative expenses	(4,164)	(3,624)
Profit from operations	18,353	11,520
Finance costs	(4,264)	(2,920)
Share of results of joint venture	(2)	-
Profit before tax	14,087	8,600
Income tax expense	(3,069)	(1,463)
Profit for the period	11,018	7,137
Profit attributable to:		
Equity holders of the parent	10,696	7,155
Non-controlling interests	322	(18)
	11,018	7,137
Earnings per share attributable to equity holders of the parent:		
Basic (sen)	5.69	6.11
Diluted (sen)	5.69	6.11

These condensed consolidated income statement should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements

YINSON HOLDINGS BERHAD (Company No. 259147-A)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**For the Three-Month Period Ended 30 April 2012**

	Current and cumulative quarter 3 months ended	
	30.4.2012 unaudited RM'000	30.4.2011 unaudited RM'000
Profit for the period	11,018	7,137
Currency translation differences arising from consolidation	(508)	(338)
Fair value reserve	(11,778)	-
Total comprehensive income for the period	(1,268)	6,799
Total comprehensive income for the period attributable to:		
Equity holders of the Company	(1,590)	6,781
Non-controlling interests	322	18
	(1,268)	6,799

These condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements

YINSON HOLDINGS BERHAD (Company No. 259147-A)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**As at 30 April 2012**

	AS AT 30.4.2012 Unaudited RM'000	AS AT 31.1.2012 Unaudited and restated RM'000	AS AT 1.2.2011 Restated * RM'000
ASSETS			
Non-current assets			
Property, plant and equipment	233,918	145,373	121,520
Investment properties	14,855	14,855	9,265
Intangible assets	115	118	129
Land use rights	4,588	4,612	5,696
Investment in joint venture	29,818	29,821	-
AFS securities	14,951	-	-
Deferred tax asset	-	-	552
	298,245	194,779	137,162
Current assets			
Inventories	679	655	628
Receivables	299,946	250,194	233,964
Prepayments	27,418	18,652	2,542
Tax recoverable	497	644	489
Marketable securities	44	47	37
Cash and bank balances	2,808	30,013	9,073
	331,392	300,205	246,733
Non-current assets held for sale	-	610	1,236
	331,392	300,815	247,969
TOTAL ASSETS	629,637	495,594	385,131
EQUITY AND LIABILITIES			
Current liabilities			
Short term borrowings	181,008	180,025	143,948
Payables	78,848	82,546	67,473
Tax payables	497	791	3,010
	260,353	263,362	214,431

YINSON HOLDINGS BERHAD (Company No. 259147-A)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**As at 30 April 2012**

	AS AT 30.4.2012 Unaudited RM'000	AS AT 31.1.2012 Unaudited and restated RM'000	AS AT 1.2.2011 Restated * RM'000
Non-current liabilities			
Long term borrowings	126,393	71,917	46,008
Deferred tax liabilities	3,313	3,364	2,739
	129,706	75,281	48,747
Total liabilities	390,059	338,643	263,178
Equity attributable to owners of the parent			
Share capital	188,368	75,347	68,498
Share premium	-	4,369	-
Foreign currency fluctuation reserve	(1,546)	(1,038)	-
Retained earnings	64,486	78,597	53,441
Fair value reserve	(11,778)	-	-
	239,530	157,275	121,939
Minority interests	48	(324)	14
Total equity	239,578	156,951	121,953
TOTAL EQUITY AND LIABILITIES	629,637	495,594	385,131
Net assets per share attributable to equity holders of the Company (RM)	1.27	2.09	1.78

* Upon the adoption of the MFRS framework, the consolidated statement of financial position as at 31 January 2012 has been restated.

These condensed consolidated statement of financial position should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements.

YINSON HOLDINGS BERHAD (Company No. 259147-A)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY For the Three-Month Period Ended 30 April 2012

	Attributable to equity holders of the Company				Total equity attributable to owners of the parent RM'000	Non-controlling interests RM'000	Total equity RM'000
	Share capital RM'000	Foreign exchange fluctuation reserve RM'000	Share premium RM'000	Fair value reserve RM'000			
At 1 February 2011 (restated)	68,498	-	-	-	121,939	14	121,953
Total comprehensive income for the period	-	(338)	-	-	6,817	(18)	6,799
At 30 April 2012 (restated)	68,498	(338)	-	-	128,756	(4)	128,752
At 1 February 2012 (restated)	75,347	(1,038)	4,369	-	157,275	(324)	156,951
Total comprehensive income for the period	-	(508)	-	(11,778)	(1,590)	322	(1,268)
Share issuance	113,021	-	(3,449)	-	84,765	-	84,765
Share issuance expenses	-	-	(920)	-	(920)	50	(870)
At 30 April 2012	188,368	(1,546)	-	(11,778)	239,530	48	239,578

These condensed consolidated statement of changes in equity position should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements.

YINSON HOLDINGS BERHAD (Company No. 259147-A)
(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
For the Three-Month Period Ended 30 April 2012

	3 months ended	
	30.4.2012	30.4.2011
	Unaudited RM'000	Unaudited and restated RM'000
OPERATING ACTIVITIES		
Profit before taxation	14,087	8,600
Adjustments for:		
Amortisation and depreciation	2,889	1,884
Impairment loss on receivables	60	61
Unrealised (gain)/loss on foreign exchange	(148)	283
Interest expenses	3,946	2,892
Loss on disposal of property, plant and equipment	-	2
Loss on disposal of asset held for sale	34	-
Gain on disposal of subsidiary	-	(1,180)
Fair value adjustment on investment properties	-	(462)
Fair value adjustment on marketable securities	3	(1)
Share of results of joint venture	2	-
Shares issuance expenses	314	-
Interest income	(2)	(27)
Operating cash flows before working capital changes	21,185	12,052
Receivables	(49,813)	(30,401)
Prepayments	(8,765)	(705)
Inventories	(24)	(236)
Payables	(3,551)	22,311
Cash flows (used in)/from operations	(40,968)	3,021
Interest received	2	27
Interest paid	(3,946)	(2,892)
Tax paid	(1,517)	(1,776)
Net cash flows used in operating activities	(46,429)	(1,620)
INVESTING ACTIVITIES		
Proceeds from disposal of property, plant & equipment	576	-
Purchase of property, plant and equipment	(22,238)	(473)
Disposal of subsidiary	-	4,045
Investment in AFS securities	(28,478)	-
Net cash flows (used in)/from investing activities	(50,140)	3,572

YINSON HOLDINGS BERHAD (Company No. 259147-A)
(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
For the Three-Month Period Ended 30 April 2012

	3 months ended	
	30.4.2012	30.4.2011
	Unaudited	Unaudited and restated
	RM'000	RM'000
FINANCING ACTIVITIES		
Bank borrowings	(11,915)	(8,437)
Proceeds from shares issuance	84,766	-
Shares issuance expense	(1,235)	-
Proceed from minority interest	50	-
Net cash flows from/(used in) financing activities	71,666	(8,437)
NET DECREASE IN CASH AND CASH EQUIVALENTS		
Effects of foreign exchange rate changes	(383)	585
CASH AND CASH EQUIVALENTS AT THE BEGINNING		
OF THE YEAR	20,497	(4,299)
CASH AND CASH EQUIVALENTS AT THE END OF PERIOD	(4,789)	(10,199)
	As at	As at
	30.4.2012	30.4.2011
	RM'000	RM'000
CASH AND CASH EQUIVALENTS COMPRISE:		
Cash and bank balances	2,808	4,483
Bank overdrafts (included within short term borrowings)	(7,597)	(14,682)
	(4,789)	(10,199)

These condensed consolidated statement of cash flows should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements.

YINSON HOLDINGS BERHAD (Company No. 259147-A)
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PART A - EXPLANATORY NOTES PURSUANT TO FRS 134

1. First-time Adoption of Malaysian Financial Reporting Standards ("MFRS")

These condensed consolidated interim financial statements, for the period ended 30 April 2012, have been prepared in accordance with *MFRS134: Interim Financial Reporting* and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. These condensed consolidated interim financial statements also comply with *IAS 34: Interim Financial Reporting* issued by the International Accounting Standards Board ("IASB"). For the periods up to and including the year ended 31 January 2012, the Group prepared its financial statements in accordance with the Financial Reporting Standards ("FRS").

These condensed consolidated interim financial statements are the Group's first MFRS condensed consolidated interim financial statements for part of the period covered by the Group's first MFRS annual financial statements for the year ending 31 January 2013. *MFRS 1: First-Time Adoption of Malaysian Financial Reporting Standards ("MFRS 1")* has been applied.

The date of transition to the MFRS framework is 1 January 2012. At that transition date, the Group reviewed its accounting policies and considered the transitional opportunities under MFRS1. The impact of the transition from FRS to MFRS is described in Note 2.1 below.

2. Significant Accounting Policies

2.1 Application of MFRS 1

The audited financial statements of the Group for the year ended 31 January 2012 were prepared in accordance with FRS. Except for certain differences, the requirements under FRS and MFRS are similar. The significant accounting policies adopted in preparing these condensed consolidated interim financial statements are consistent with those of the audited financial statements for the year ended 31 January 2012 except as discussed below:

a) Definition of Cash and Cash Equivalents

Under FRS, the Group defined all its cash on hand and at banks and short term deposits as cash and cash equivalents where they are readily convertible to known amount of cash and are subject to insignificant risk of changes in value.

Upon transition to MFRS, the Group redefined its cash and cash equivalents to mean cash on hand and at banks and short term deposits for purposes of meeting short term funding requirements. The comparative information for the relevant periods in the condensed consolidated statements of cash flow has been restated accordingly.

	FRS for period ended 30.4.2011 RM'000	Fixed deposits RM'000	MFRS for period ended 30.4.2011 RM'000
Increase in receivables	30,144	256	30,400
Cash flow from operation	3,305	256	3,561
Cash and cash equivalents at end of period	(9,943)	(256)	(10,199)

b) **Foreign currency translation reserve**

Under FRS, the Group recognised translation differences on foreign operations as a separate component of equity. Cumulative foreign currency translation differences for all foreign operations are deemed to be nil as at the date of transition to MFRS.

Accordingly, at the date of transition to MFRS, the cumulative foreign currency translation differences of RM1,737,000 (30 April 2011: RM1,737,000; 31 January 2012: RM1,737,000) were adjusted to retained earnings.

The reconciliations of equity and total comprehensive income for comparative periods and of equity at the date of transition reported under FRS to those reported for those periods and at the date of transition under MFRS are provided below:

(i) <u>Reconciliation of equity as at 1 February 2011</u>			
	FRS as at 1.2.2011 RM'000	Foreign currency translation reserve RM'000	MFRS as at 1.1.2011 RM'000
Equity			
Foreign currency translation reserve	(1,737)	1,737	-
Retained earnings	55,178	(1,737)	53,441
(ii) <u>Reconciliation of equity as at 30 April 2011</u>			
	FRS as at 30.4.2011 RM'000	Foreign currency translation reserve RM'000	MFRS as at 30.4.2011 RM'000
Equity			
Foreign currency translation reserve	(2,075)	1,737	(338)
Retained earnings	62,333	(1,737)	60,596
(iii) <u>Reconciliation of equity as at 31 January 2012</u>			
	FRS as at 31.1.2012 RM'000	Foreign currency translation reserve RM'000	MFRS as at 31.1.2012 RM'000
Equity			
Foreign currency translation reserve	(2,775)	1,737	(1,038)
Retained earnings	80,334	(1,737)	78,597

2.2 MFRSs, Amendments to MFRSs and IC Interpretation issued but not yet effective

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

MFRSs, Amendments to MFRSs and IC Interpretation		Effective for annual periods beginning on or after
MFRS 9	Financial Instruments (IFRS 9 issued by IASB in November 2009 and October 2010)	1 January 2015
MFRS 10	Consolidated Financial Statements	1 January 2013
MFRS 11	Joint Arrangements	1 January 2013
MFRS 12	Disclosure of Interests in Other Entities	1 January 2013
MFRS 119	Employee Benefits	1 January 2013
MFRS 127	Separate Financial Statements	1 January 2013
MFRS 128	Investments in Associates and Joint Ventures	1 January 2013
Amendments to MFRS 7	Disclosures - Offsetting Financial Assets and Financial Liabilities	1 January 2013
Amendments to MFRS 101	Presentation of Items of Other Comprehensive Income	1 July 2012
Amendments to MFRS 132	Offsetting Financial Assets and Financial Liabilities	1 January 2014
IC Interpretation 20	Stripping Costs in the Production Phase of a Surface Mine	1 January 2013
MFRS 13	Fair Value Measurements	1 January 2013

3. Seasonal or Cyclical Factors

The Group's transport operations are generally affected by major festivals that occur in the first and third quarter of the financial year as there were fewer working days.

4. 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 current quarter and financial year to-date.

5. Changes in Accounting Estimate

There were no material changes in accounting estimates that have a material effect in the current quarter and financial year-to-date results.

6. Changes in the Composition of the Group

PTSC Asia Pacific Pte.Ltd.

On 15 June 2012, the Company announced that a Joint Venture company has been incorporated in Singapore on 14 June 2012 under the name of PTSC Asia Pacific Pte. Ltd., with an initial paid up share capital of USD1,000. The principal activity of PTSC AP shall be the provision of floating marine assets for chartering.

7. Segmental Information

For the Three Month-Period Ended 30 April 2012					
	Transport RM'000	Marine RM'000	Trading RM'000	Other Operations RM'000	Consolidated RM'000
Revenue					
External Sales					
Gross revenue	30,043	20,604	222,689	6,230	279,566
Elimination	(30)	(5,703)	(3,675)	(6,006)	(15,414)
Net revenue	30,013	14,901	219,014	224	264,152
Results					
Segment results	2,550	4,895	11,317	(409)	18,353
Finance costs					(4,264)
Share of results of joint venture company					(2)
Taxation					(3,069)
Profit after taxation and before minority interest					11,018
Non-controlling interests					(322)
Profit for the period					10,696
For the Three Month-Period Ended 30 April 2011					
	Transport RM'00	Marine RM'000	Trading RM'000	Other Operations RM'000	Consolidated RM'000
Revenue					
External Sales					
Gross revenue	20,544	14,575	166,854	225	202,198
Elimination	(163)	(2,670)	(2,552)	(9)	(5,394)
Net revenue	20,381	11,905	164,302	216	196,804
Results					
Segment results	309	2,375	7,153	1,683	11,520
Finance costs					(2,920)
Taxation					(1,463)
Profit after taxation and before minority interest					7,137
Non-controlling interests					18
Profit for the period					7,155

The Group is organized into business units based on their product and services, and has four operating segments as follows:

- The transport segment consists of the provision of trucking services.
- The marine segment consists of leasing of vessels, provision of barge services and marine management services.
- The trading segment consists of trading activities mainly in the construction related materials.
- Other operations consist of provision of warehouses, rental from investment properties and investment income.

Except for the purchase of a vessel amounting to RM91.4 million, there has been no material change in total assets and no differences in the basis of segmentation or in the basis of measurement of segment profit or loss as compared to the last annual financial statements.

Group

For the period ended 30 April 2012, the Group's revenue increased by RM67.348 million or 34 percent to RM264.152 million compared to RM196.804 million for the preceding year corresponding period mainly attributable to increase in volume of sales from transport, trading and marine transport businesses.

The Group's profit before taxation for the financial period ended 30 April 2012 increased by RM5.487 million or 64 percent to RM14.087 million as compared to RM8.600 million for the preceding year mainly attributable to increase in revenue and contribution from trucking, trading and marine transport businesses.

Transport

Revenue from transport segment for the period ended 30 April 2012 increased by RM9.632 million or 47% to RM30.013 million compared with RM20.381 million for preceding year corresponding period due to increase in demand for the Group's transportation services. The increase in revenue led to better utilisation and return on the assets which resulted in an increase in earnings before interest and taxation by RM2.241 million to RM2.550 million compared to RM0.309 million for the first quarter of previous year.

Marine

Revenue from marine segment for the period ended 30 April 2012 was RM14.901 million compared with RM11.905 million for the first quarter of previous year, an increase of RM2.996 million. The increase in revenue was mainly due to the acquisition of a new vessel during the period and contribution from full operations of new vessel acquired during the previous financial year and resulted in an increase in profit before interest and taxation by RM2.520 million to RM4.895 million compared to RM2.375 for first quarter of previous year.

Trading

Revenue from trading segment for period ended 30 April 2012 was RM219.014 million compared with RM164.302 million, an increase of RM54.712 million or 33% due to increase in demand. The increase in revenue and improvement in profit margin resulted in an increase in profit before interest and taxation by RM4.164 million or 58% to RM11.317 million compared to RM7.153 million for first quarter of previous year.

Other Operations

The loss before interest and taxation for current period for other operations was RM0.409 million compared to profit before interest and taxation of RM1.683 million for the first quarter of previous year. The drop in profits was mainly due to shares issuance expenses of RM0.314 million incurred for the rights issue during current quarter and the inclusion of a gain of RM1.180 million on disposal of a subsidiary and fair value gain of RM0.462 million from reclassification of property, plant and equipment to investment property in the first quarter of previous year.

8. Profit Before Tax

Included in the profit before tax are the following items:

	Current and cumulative quarter 3 months ended	
	30.4.2012 RM'000	30.4.2011 RM'000
Interest income	(2)	(27)
Other income including investment income	(208)	(42)
(Gain) on disposal of property, plant and equipment	-	-
Gain on disposal of properties	-	-
Gain on disposal of unquoted investments	-	(1,180)
Interest expense	3,946	2,892
Depreciation of property, plant and equipment	2,862	1,853
Amortisation of prepaid lease	24	29
Amortisation of intangible assets	3	3
Allowance for and write off of receivables	60	61
Allowance for and write off of inventories	-	-
Impairment of assets	-	-
Loss on property, plant and equipment written off	-	2
(Gain) or loss on foreign exchange - realised	232	(2)
(Gain) or loss on foreign exchange - unrealised	(149)	283
(Gain) or loss on derivatives	-	-
Net fair value (gain) or loss on marketable securities	3	(1)
Net fair value (gain) or loss adjustment of investment properties	-	(462)

9. Income Tax Expense

The taxation figures consist of:

	Current and cumulative quarter 3 months ended	
	30.4.2012 RM'000	30.4.2011 RM'000
Current period income tax	3,120	1,779
Deferred tax :		
- Relating to origination and reversal of temporary difference	(51)	(316)
Total income tax expense	3,069	1,463

The effective tax rate of the Group for the current financial year's quarter is lower than the statutory rate in Malaysia due to certain income not subject to taxation and tax rate of certain subsidiaries are lower than the statutory tax rate in Malaysia.

10. Earnings Per Share

(a) Basic

Basic earnings per share amount are calculated by dividing the profit for the period, net of tax, attributable to owners of the parent by the weighted average number of shares in issue during the period.

The following reflect the profit and share data used in the computation of basic and diluted earnings per share:

	Current and cumulative quarter 3 months ended	
	30.4.2012	30.4.2011
Profit net of tax attributable to owners of the parent used in the computation of EPS (RM'000)	10,696	7,155
Weighted average number of ordinary shares in issue ('000)	188,004	117,083
Basic earnings per share (sen)	5.69	6.11

(b) Diluted

Diluted earnings per share is the same as basic earnings per share as there is no dilutive potential ordinary shares outstanding as at 30 April 2012.

11. Property, plant and equipment

Acquisitions and disposals

During the three months ended 30 April 2012, the Group acquired assets at a cost of RM91.780 million (30 April 2012: RM0.473 million).

No asset was disposed by the Group during the three months ended 30 April 2012 while assets with carrying value of RM12.887 million were disposed of during the three months ended 30 April 2011 and resulted in a gain on disposal of RM1.180 million.

12. Fair Value Hierarchy

The Group uses the following hierarchy for determining the fair value of the financial instruments carried at fair value:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - Inputs that are based on observable market data, either directly or indirectly
- Level 3 - Inputs that are not based on observable market data

As at the reporting date, the Group held the following financial assets that are measured at fair value:

	Total RM'000	Level 1 RM'000	Level 2 RM'000	level 3 RM'000
30 April 2012				
Available-for-sale				
Equity securities	14,951	14,951	-	-
Fair value through profit or loss				
Equity securities	44	44	-	-
30 April 2011				
Available-for-sale				
Equity securities	-	-	-	-
Fair value through profit or loss				
Equity securities	47	47	-	-

13. Debt and Equity Securities

Except for the issuance of 113,020,800 ordinary shares of RM1.00 each at an issue price of RM0.75 each under the Two-call Rights Issue, there were no other issuances, repayment of debts, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares during the financial period ended 30 April 2012.

14. Interest-bearing Loans and Borrowings

Details of total Group's borrowings as at 30 April 2012 are as follows:

	Secured RM'000	Unsecured RM'000	Total RM'000
Short term borrowings	26,161	154,847	181,008
Long term borrowings	126,393	-	126,393
Total borrowings	152,554	154,847	307,401

Except for RM136.399 million borrowings denominated in United States Dollar, all other borrowings are denominated in Ringgit Malaysia.

15. Dividend Paid

No dividend was paid during the quarter ended 30 April 2012.

16. Capital Commitments

Capital commitment for the purchase of property, plant and equipment not provided for in the interim condensed financial statements as at the end of financial period ended 30 April 2012 was as follows:

Approved and contracted for:- RM58.708 million

17. Changes in Contingent Liabilities and Contingent Assets

There were no contingent assets and no changes in contingent liabilities since the last audited financial statements as at 31 January 2012.

18. Related Party Disclosures

Significant related party transactions are as follows:

	30.4.2012	30.4.2011
	RM'000	RM'000
Rental income from Yinson Tyres Sdn Bhd	15	15
Transport income from Liannex Corporation (S) Pte Ltd	2,089	1,519
Transport charges to Tuck Seng Loong (JB) and Kargo Indera Sdn Bhd	-	6
Sales of goods to Handal Indah Sdn Bhd	68	71
Sales of goods to Triton Commuter Sdn Bhd	119	113
Purchases from Yinson Tyres Sdn Bhd	803	666
Interest expense from Liannex Corporation (S) Pte Ltd	21	103
Barge income from Liannex Corporation (S) Pte Ltd	1,160	512

The Directors are of the opinion that the above transactions have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties. All outstanding balances with these parties are unsecured and are to be settled in cash within three months of reporting date.

19. Event After The Reporting Date

- a) On 6 May 2012, Kenanga Investment Bank Berhad, on behalf of the Board, announced that the Company is proposing to undertake a proposed private placement of up to 11,987,100 new ordinary shares of RM1.00 each or equivalent of up to approximately 6.36% of the Company existing issued and paid-up share capital.
- b) On 25 May 2012, Kenanga Investment Bank Berhad, on behalf of the Board, announced that the share placement of 11,987,100 new ordinary shares of RM1.00 each, at an issue price of RM1.70 each was completed and the issued and paid-up share capital of the Company was increased from RM188,368,000 to RM200,355,100 by way of the issuance of 11,987,100 new ordinary shares.
- c) On 11 June 2012, AmInvestment Bank Berhad, on behalf of the Board of Directors, announced that the Company had on 9 June 2012 entered into a consortium agreement with Petrovietnam Technical Services Corporation in relation to execution and performance of the engineering, procurement, construction and installation contract and the bareboat charter contract for the provision and charter of a floating production, storage and off-loading ("FPSO") facility ("Proposed Joint Venture").
- d) On 15 June 2012, the Company announced that further to the announcement by AmInvestment Bank Berhad on 11 June 2012, a proposed joint venture company has been incorporated in Singapore on 14 June 2012 under the name of PTSC Asia Pacific Pte. Ltd. ("PTSC AP"), with an initial paid up share capital of USD1,000. The principal activity of PTSC AP shall be the provision of floating marine assets for chartering.

PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

20. Performance Review

Explanatory comment on the performance of each of the Group's business activities is provided in Note 7.

21. Material Changes in the Profit Before Taxation of Current Quarter Compared with Preceding Quarter

The Group's net profit before taxation for the current quarter ended 30 April 2012 increased by RM5.948 million to RM14.088 million compared to RM8.140 million for the preceding quarter ended 31 January 2012 mainly due to increase in revenue and contribution from transport, trading and marine segments and lower administrative expenses in current quarter.

22. Commentary on Prospects

The growth prospects of the global economy for 2012 is expected to moderate amid increased downside risks, emerging particularly from the advanced economies. Amidst a more challenging external environment, the Malaysian economy is expected to experience a steady pace of growth of 4 – 5% in 2012.

Barring unforeseen circumstances, the Group shall strive to sustain a satisfactory performance for the current financial year.

23. Profit Forecast

The disclosure requirements for explanatory notes for the variance of actual profit after tax and non-controlling interests and forecast profit after tax and non-controlling interests are not applicable

24. Status of Corporate Proposals

- a) Except as disclosed in Note 19(c) and (d) and the acquisition of 14,000,000 ordinary shares of 10,000 Vietnam Dong each which representing 40% equity interest in PTSC Phu My Port Joint Stock Company as announced to Bursa Securities on 25 July 2011, there are no corporate proposals announced but not completed as at the date of issue of these financial statements.

b) Utilisation of Rights Issue (“RI”) Proceeds as at 28 June 2012.

Purpose	Proposed Utilisation (a) RM'000	Excess of unutilised Proposed Utilisation allocated to working capital (a) -(c) RM'000	Actual utilisation of RI as at 28 June 2012 (c) RM'000	Initial timeframe for utilisation of RI proceeds from date of listing (i.e. 8 March 2012)	Balance of unutilised RI proceeds RM'000
Investment pursuant to Consortium Agreement	40,000		25,727	Within 6 months	14,273
Repayment of LHW Advances	36,843	(3,897)	32,946	Within 6 months	Not applicable (utilisation completed and excess allocated to working capital)
Corporate exercise expenses	2,000	(473)	1,527	Within 6 months	Not applicable (utilisation completed and excess allocated to working capital)
		(4,370)			
Working capital					
(i) Purchase of fixed assets (30%)	1,777	1,307	3,964	Within 12 months	Not applicable (utilisation completed)
(ii) Payment to trade creditors (50%)	2,961	2,189	6,617	Within 12 months	Not applicable (utilisation completed)
(iii) Operating / administrative expenses (20%)	1,185	874	2,646	Within 12 months	Not applicable (utilisation completed)
	5,923	4,370	13,227		
Total	84,766		73,427		

25. Material Litigation

As at 30 April 2012, there was no material litigation against the Group.

26. Dividend Payable

No interim dividend has been declared for the period ended 30 April 2012 (31 April 2011: Nil).

27. Derivatives

The Group did not enter into any derivatives during the period ended 30 April 2012 or the previous financial year ended 31 January 2012.

28. Gains/Losses Arising From Fair Value Changes in Financial Liabilities

The Group did not have any financial liabilities measured at fair value through profit and loss as at 30 April 2012 and 31 January 2012.

29. Realised and Unrealised Retained Earnings

The breakdown of the retained earnings of the Group as at 30 April 2012 into realised and unrealised earnings is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2010 and 20 December 2010, and prepared in accordance with *Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses* in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

	Current quarter ended	Previous financial year ended
	30.4.2012	31.1.2012
	RM'000	RM'000
<hr/>		
Total retained earnings of the Company and its subsidiaries:-		
- Realised	69,957	79,841
- Unrealised	(2,713)	(1,424)
	<hr/> 67,244	<hr/> 78,417
Total retained earnings from a joint venture - realised	(25)	(23)
Less Consolidation adjustments	(2,733)	203
Total Group retained earnings as per consolidated financial statements	<hr/> 64,486	<hr/> 78,597

30. Auditors' Report on Preceding Annual Financial Statements

The Auditors' Report on the financial statements for the year ended 31 January 2012 was not qualified.

31. Authorised For Issue

The condensed consolidated interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 28 June 2012