

# **MAH SING GROUP BERHAD**

Company No.: 230149-P

(Incorporated in Malaysia)

Interim Financial Statements

30 June 2006

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Company No.: 230149-P (Incorporated in Malaysia)

# Interim Financial Statements - 30 June 2006

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# CONDENSED CONSOLIDATED BALANCE SHEETS

AS AT 30 June 2006

	(UNAUDITED) AS AT 30/06/2006	(AUDITED) AS AT 31/12/2005
ACCETC	(RM'000)	(RM'000) (restated)
ASSETS Non-current assets		(residied)
Property, plant and equipment	54,971	57,731
Investment in associated companies	26	26
Investments	1	1
Land held for property development	<u>-</u>	61,520
Intangible assets	32	36
Deferred tax assets	252	-
-	55,282	119,314
Current Assets	<u> </u>	
Property development cost	328,971	293,269
Inventories	15,513	17,053
Trade and other receivables	147,911	150,970
Deposits with licensed banks	22,165	8,715
Cash and bank balances	32,715	30,195
-	547,275	500,202
TOTAL ASSETS	602,557	619,516
=		
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the parent		
Share capital	150,520	145,131
Share premium	31,104	31,104
Other reserves	6,356	6,712
Retained profit	105,344	73,113
-	293,324	256,060
Minority interest	4,507	4,467
Total equity	297,831	260,527
<u> </u>		
Non-current liabilities		
Long term borrowings	107,229	116,148
Deferred payables	53,033	56,313
Deferred taxation	3,839	3,218
	164,101	175,679
Current Liabilities		
Trade and other payables	109,274	125,522
Term loans	2,489	30,644
Short term borrowings	17,994	19,125
Bank overdrafts	692	359
Taxation	10,176	7,660
_	140,625	183,310
Total liabilities	304,726	358,989
TOTAL EQUITY AND LIABILITIES	602,557	619,516
=	302 <sub>1</sub> 331	017,010
Net assets per share attributable to equity holders of the		
parent (RM)	1.95	1.76

The Condensed Consolidated Balance Sheets should be read in conjunction with the audited financial statements for the year ended 31 December 2005 and the accompanying explanatory notes attached to the interim financial statements.

# Mah Sing Group Berhad

(Company No.: 230149 P)

(Incorporated in Malaysia)

## CONDENSED CONSOLIDATED INCOME STATEMENTS

For the financial period ended 30 June 2006

(The figures have not been audited)

	3 months ended		6 months ended	
	30/06/2006	30/06/2005	30/06/2006	30/06/2005
	(RM'000)	(RM'000)	(RM'000)	(RM'000)
		(restated)		(restated)
Revenue	150,207	116,880	243,437	217,598
Cost of Sales	(112,262)	(92,022)	(178,024)	(168,683)
Gross profit	37,945	24,858	65,413	48,915
Other income	1,120	534	2,731	1,719
Administrative expenses	(11,108)	(7,637)	(18,817)	(16,332)
Selling and marketing expenses	(966)	(1,046)	(2,116)	(1,982)
Other expenses	(2)	(2)	(4)	(4)
Finance costs	(2,075)	(1,189)	(2,822)	(2,098)
Profit before taxation	24,914	15,518	44,385	30,218
Income tax expense	(8,410)	(4,292)	(12,878)	(9,602)
Profit for the period	16,504	11,226	31,507	20,616
Attributable to:				
Equity holders of the parent	16,487	10,979	31,379	20,062
Minority interest	17	247	128	554
Net profit for the period	16,504	11,226	31,507	20,616
Earnings per share attributable to	equity holders of	the parent:		
- Basic (sen)	11.18	7.56	21.44	13.82
- Diluted (sen)	10.08	6.90	19.32	12.60

The Condensed Consolidated Income Statements should be read in conjunction with the audited financial statements for the year ended 31 December 2005 and the accompanying explanatory notes attached to the interim financial statements.

#### CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the financial period ended 30 June 2006

(The figures have not been audited)

(The figures have not been audited)			Attributable	e to equity hol	ders of the parent			Minority	Total
			Non-Distri			Distributable		Interest	Equity
			Exchange		Equity				
6 months	Share	Share	fluctuation	Capital	Compensation	Retained			
ended 30 June 2006	capital	premium	reserve	reserve	Reserve	profits	Total		
	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Balance at 1/1/2006	145,131	31,104	5,860	852	-	73,113	256,060	4,467	260,527
Effect of adopting FRS 3	-	-	-	(852)		852	-	-	-
	145,131	31,104	5,860	-	-	73,965	256,060	4,467	260,527
Amount recognised directly in equity:									
Foreign exchange fluctuation	-	-	(261)	-	-	-	(261)	(88)	(349)
Employee Share Options Scheme	-	-	-	-	757	-	757	-	757
Net profit for the financial period	-	-	-	-	-	31,379	31,379	128	31,507
Total recognised income and expense for the period	-	-	(261)	-	757	31,379	31,875	40	31,915
Issue of ordinary shares:									
- pursuant to exercise of warrants	5,389	-	-	-		<del>-</del>	5,389	-	5,389
Balance at 30/6/2006	150,520	31,104	5,599	-	757	105,344	293,324	4,507	297,831
			Attributable	e to equity hol	ders of the parent			Minority	Total
			Non-Distri	butable		Distributable		Interest	Equity
			Exchange		Equity				
6 months	Share	Share	fluctuation	Capital	Compensation	Retained			
ended 30 June 2005	capital	premium	reserve	reserve	Reserve	profits	Total		
	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Balance at 1/1/2005	145,127	31,104	6,003	852	-	31,038	214,124	3,125	217,249
Net profit for the financial period	-	-	-	-		20,062	20,062	554	20,616
Total recognised income and expense for the period		-	-	-	-	20,062	20,062	554	20,616
Issue of ordinary shares: - pursuant to exercise of warrants	4	-	-	-	-	-	4	-	4
Balance at 30/6/2005	145,131	31,104	6,003	852		51,100	234,190	3,679	237,869

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2005 and the accompanying explanatory notes attached to the interim financial statements.

# MAH SING GROUP BERHAD

(Company No.: 230149 P) (Incorporated in Malaysia)

## CONDENSED CONSOLIDATED CASH FLOW STATEMENTS

For the financial period ended 30 June 2006

(The figures have not been audited)

	6 months ended 30/06/2006 (RM'000)	6 months ended 30/06/2005 (RM'000)
Net cash from operating activities	50,933	7,663
Net cash(used in) / from investing activities	(1,684)	318
Net cash used in financing activities	(33,612)	(1,329)
Net increase in cash and cash equivalents	15,637	6,652
Cash and cash equivalents at beginning of financial period	38,486	35,114
Cash and cash equivalents at end of financial period	54,123	41,766

Cash and cash equivalents at the end of the financial period comprise the following:

	As at	As at
	30/06/2006	30/06/2005
	(RM'000)	(RM'000)
Cash and bank balances	54,880	42,854
Bank overdraft	(692)	(1,023)
	54,188	41,831
Less: Deposits with licensed banks pledged as collateral	(65)	(65)
	54,123	41,766

The Condensed Consolidated Cash Flow Statements should be read in conjunction with the audited financial statements for the year ended 31 December 2005 and the accompanying explanatory notes attached to the interim financial statements.

(Company No.: 230149 P) (Incorporated in Malaysia)

#### A Explanatory Notes Pursuant To FRS 134

#### A1 Basis of Preparation

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

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2005. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2005.

#### A2 Changes in Accounting Policies

The accounting policies and methods of computation adopted for the interim financial statements are consistent with those adopted for the audited financial statements for the financial year ended 31 December 2005 except for the adoption of the following new/revised Financial Reporting Standards ("FRS") effective for financial period beginning 1 January 2006:

FRS 2	Share-based Payment
FRS 3	Business Combinations
FRS 101	Presentation of Financial Statements
FRS 102	Inventories
FRS 108	Accounting Policies, Changes in Estimates and Errors
FRS 110	Events after the Balance Sheet Date
FRS 116	Property, Plant and Equipment
FRS 121	The Effects of Changes in Foreign Exchange Rates
FRS 127	Consolidated and Separate Financial Statements
FRS 128	Investments in Associates
FRS 132	Financial Instruments: Disclosure and Presentation
FRS 133	Earnings Per Share
FRS 136	Impairment of Assets
FRS 138	Intangible Assets

Save for FRS 2, FRS 3 and FRS 101, the adoption of the above FRS does not have significant financial impact on the Group. The principal effects of the changes in accounting policies resulting from the adoption of FRS 2, FRS 3 and FRS 101 are set out below:

#### (a) FRS 2: Share-based Payment

This FRS requires an entity to recognise share-based payment transactions in its financial statements, including transactions with employees or other parties to be settled in cash, other assets, or equity instruments of the entity.

The Company operates an equity-settled, share-based compensation plan for the employees of the Group, MSGB Group Employees' Share Option Scheme ("ESOS"). With the adoption of FRS 2, the compensation expense relating to share options is recognised within staff costs in profit or loss over the vesting periods of the grants with a corresponding increase in equity.

The total amount to be recognised as compensation expense is determined by reference to the fair value of the share options at the date of the grant and the number of share options to be vested by the vesting date. The fair value of the share options is computed using a Black-Scholes Pricing Model.

At every balance sheet date, the Group revises its estimates of the number of share options that are expected to vest by the vesting date. Any revision of this estimate is included in profit or loss and a corresponding adjustment to equity over the remaining vesting period.

Under the transitional provisions of FRS 2, this FRS must be applied to share options that were granted after 31 December 2004 and had not yet been vested on 1 January 2006. The application is retrospective. As the Company had not granted any ESOS prior to 1 January 2006, restatement of comparative amounts is not applicable.

#### (b) FRS 3: Business Combinations

Under FRS 3, any excess of the Group's interest in the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over its cost of acquisition (previously referred to as "negative goodwill"), after reassessment, is now recognised immediately in the consolidated income statement. Prior to 1 January 2006, the negative goodwill of the Group was capitalised as Capital Reserve and Reserve On Consolidation. In accordance with the transitional provisions of FRS 3, the Group's negative goodwill as at 1 January 2006 of RM851,927 was derecognised with a corresponding increase in retained earnings.

#### (c) FRS 101: Presentation of Financial Statements

The adoption of the revised FRS 101 has affected the presentation of minority interest, share of net after-tax results of associates and other disclosures. In the consolidated balance sheet, minority interest is now presented within total equity. In the consolidated income statement, minority interest is presented as an allocation of the total profit or loss for the period. A similar requirement is also applicable to the statement of changes in equity. FRS 101 also requires disclosure, on the face of the statement of changes in equity, total recognised income and expenses for the period, showing separately the amounts attributable to equity holders of the parent and to minority interest.

The current period's presentation of the Group's financial statements is based on the revised requirements of FRS 101, with the comparatives restated to conform with the current period's presentation.

#### A3 Preceding annual audit report status

The auditors' report on the financial statements for the financial year ended 31 December 2005 was not subject to any qualification.

#### A4 Seasonality or cyclicality factors

The Group's operations during the financial period under review are not materially affected by any seasonal or cyclical factors.

#### A5 Nature and amount of unusual items

In the opinion of the directors, there was no item of a material and unusual nature which would affect substantially the results of the assets, liabilities, equity, net income or cash flows for the current quarter and financial period ended 30 June 2006.

#### A6 Changes in estimates

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

#### A7 Debts and equity securities

In 2006, up to 30 June, an additional 5,389,360 new ordinary shares of RM1.00 each were issued respectively pursuant to the exercise of Warrants which were listed subsequently and quoted on the Main Board of Bursa Securities.

Save for the above, there was no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the current financial period.

#### A8 Dividends paid

No dividend was paid for the current quarter and financial period ended 30 June 2006.

On 26 July 2006, the Company paid a first and final dividend of 12 sen per share, less income tax, amounting to RM13,040,945 in respect of the financial year ended 31 December 2005.

# (Company No.: 230149 P) (Incorporated in Malaysia)

# A9 Segment reporting

6	months	ended	30	lune	2006
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6 months ended 30 June 2006					
			Investment		
			Holding		
	Properties	Plastics	& Others	Elimination	Consolidated
REVENUE	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
External Sales					
Malaysia	191,894	33,549	179	_	225,622
Indonesia	· <u>-</u>	17,815	<u>-</u>	_	17,815
Inter-segment	_	,	101	(101)	,0.0
Total revenue	191,894	51,364	280	(101)	243,437
	171,074	31,304	200	(101)	245,457
RESULTS					
Operating profit	43,321	3,833	(661)	(226)	46,267
Operating profit	43,321	3,033	(001)	(220)	40,207
Interest expense					(2,706)
Interest income					824
Income tax					
				=	(12,878)
Net profit				=	31,507
OTHER INFORMATION					
Capital expenditure	499	1,463	18	_	1,980
Depreciation	650	3,764	10	_	4,424
Amortisation	-	4	10	_	4
Impairment loss	-	7	1	(1)	7
Reversal of impairment loss		(2.45)		(1)	(245)
keversar or impairment loss	-	(245)	(131)	131	(245)
6 months ended 30 June 2005			Investment		
		D	Holding	-:· · ·	
	Properties	Plastics	& Others	Elimination	Consolidated
REVENUE	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
External Sales					
Malaysia	156,869	33,621	67	-	190,557
Indonesia	-	27,041	-	-	27,041
Inter-segment		-	65	(65)	<u> </u>
Total revenue	156,869	60,662	132	(65)	217,598
RESULTS					
Operating profit	27,602	4,891	310	(871)	31,932
Interest expense					12 0001
Interest expense					(2,098)
Income tax					384
				=	(9,602)
Net profit				=	20,616
OTHER INFORMATION					
Capital expenditure	853	568	10		1,431
Depreciation	642	6,997	9	_	7,648
Amortisation	- 042	4	,	-	7,040
Impairment loss	-	4	- 1	- (1)	4
		(001)	(1.079)	(1)	(001)
Reversal of impairment loss	-	(201)	(1,078)	1,078	(201)

#### A10 Valuation of Property, Plant and Equipment

Land and buildings are stated at cost or valuation less accumulated amortisation, depreciation and impairment. Other property, plant and equipment are stated at cost less accumulated depreciation and impairment loss.

Certain leasehold land and buildings were revalued by the Directors based on valuations carried out by independent professional valuers. The Directors have applied the transitional provisions of FRS  $116_{2004}$  - Property, plant and equipment, which allows those assets to be stated at their 1992 valuations. Accordingly, these valuations have not been updated.

#### A11 Material events subsequent to the end of the interim period

There were no material events subsequent to the end of the current quarter.

#### A12 Changes in the composition of the Group

On 16 June 2006, the Company acquired 100% interest in Vienna View Development Sdn Bhd ("VVDSB") for RM2. VVDSB is a private limited company incorporated in Malaysia on 29 March 2006 under the Companies Act, 1965. The authorised share capital of VVDSB is RM100,000, comprising 100,000 ordinary shares of RM1.00 each, of which 2 ordinary shares have been issued and fully paid-up.

On 16 June 2006, the Company acquired 100% interest in Sierra Peninsular Development Sdn Bhd ("SPD") for RM2. SPD is a private limited company incorporated in Malaysia on 24 April 2006 under the Companies Act, 1965. The authorised share capital of SPD is RM100,000, comprising 100,000 ordinary shares of RM1.00 each, of which 2 ordinary shares have been issued and fully paid-up.

Save for the above, there were no changes in the composition of the Group during the current financial quarter, including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructurings, and discontinuing operations.

#### A13 Changes in contingent liabilities or contingent assets

Contingent Liabilities Corporate guarantees 30/06/2006 31/12/2005 (RM'000) (RM'000) Corporate guarantees issued to financial institutions in respect of credit facilities granted to: - subsidiaries 99,646 126,291 Corporate guarantees issued to third party in respect of the acquisition - property, plant and equipment 1,896 496 101,542 126,787

Save for the above, there were no changes in the contingent liabilities or the contingent assets of the Group since the last annual balance sheet as at 31 December 2005.

#### B Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Securities

#### B1 Review of performance

The Group recorded a 52.8% improvement in the profit after tax of RM31.5 million for the financial period ended 30 June 2006, as compared to RM20.6 million for the financial period ended 30 June 2005. The Group's revenue and profit were mainly derived from its property development activities comprising of Aman Perdana in the Meru-Shah Alam growth corridor, Damansara Legenda in Petaling Jaya, Austin Perdana and Sri Pulai Perdana in Johor Bahru.

#### B2 Material change in the profit before taxation-current quarter and immediate preceding quarter

The Group's profit before tax increased by 28% to RM24.91million for the current quarter ended 30 June 2006 from RM19.47 million in the preceding quarter ended 31 March 2006. The increase is due mainly to higher profits recognised on properties sold in Aman Perdana in Klang Valley and Austin Perdana in Johor Bahru.

#### B3 Prospects for the remaining period

The Board of Directors is confident that the Group's performance for the current financial year will be better than previous financial year. This confidence stems from the continued strong sales recorded for the Group's existing projects and also in view of the following positive events:-

- (i) The Group's Aman Perdana project has greatly benefited from the opening of the new NKVE-Meru Link in June 2006 as it substantially shortens travelling distance to Kuala Lumpur, Petaling Jaya and other townships along the NKVE;
- (ii) Positive sentiments in Johor Bahru due to the recent roll-out of the 9MP infrastructure allocations for the South Johor Economic Region (SJER) that will benefit our 3 projects in Johor Bahru, ie Austin Perdana, Sri Pulai Perdana and Sierra Perdana, all located within the SJER. The proposed 11km Coastal Highway will especially benefit our new Sierra Perdana project as it reduces traveling time from the city to the project by 15 minutes;
- (iii) Overwhelming registered interests for the Group's new projects, Perdana Residence in Selayang, One Residence in Cheras and Sierra Perdana in Johor Bahru which are targeted for launch by year end.

#### B4 Profit forecast

Not applicable as the Group has not issued a profit forecast or profit guarantee in a public document.

#### B5 Income tax expense

	3 months	ended	6 months ended	
	30/06/2006	30/06/2005	30/06/2006	30/06/2005
	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Current tax:				
Malaysian income tax	8,354	6,972	12,498	11,226
Foreign tax	(199)	820	21	1,904
	8,155	7,792	12,519	13,130
Under/(over) provision of Malaysian income tax				
in prior years	457		(10)	(251)
	8,612	7,792	12,509	12,879
Transfer to / (from) deferred taxation				
Malaysian deferred tax	(375)	(3,500)	369	(3,277)
Foreign deferred tax	173	<u> </u>	-	<u>-</u>
	8,410	4,292	12,878	9,602

The effective tax rate of the Group for the current quarter ended 30 June 2006 was higher than the statutory tax rate applicable due to certain expenses which are not deductible for tax purposes.

#### B6 Sale of unquoted investments & properties

There was no sale of unquoted investments and properties which are not in the ordinary course of the Group's business for the current quarter and current financial period ended 30 June 2006.

#### **B7** Quoted securities

(a) There was no purchase or sale of quoted securities for the current quarter and current financial period ended 30 June 2006.

(b) Total investments in quoted securities are as follows:

	30/06/2006 (RM'000)	31/12/2005 (RM'000)
(i) At cost	4	4
(ii) At carrying value/book value	1	1
(iii) At market value	1	1

#### B8 Status of corporate proposals

The following corporate proposal announced by the Company has not been completed as at 8 August 2006 being the latest practicable date which is not earlier than 7 days from the date of issuance of this quarterly report:-

On 18 July 2006, an announcement was made that the Company's wholly-owned subsidiary, Legend Grand Development Sdn Bhd ("LGD"), had entered into a sale and purchase agreement with Penghantaran Bintang Jaya Sdn Bhd for the proposed acquisition by LGD of a piece of land in Kemuning, Selangor measuring 21.11 acres for RM25,250,000 subject to the terms and conditions as set out in the Agreement. The approval from the Foreign Investment Committee for the Proposed Acquisition was obtained on 7 August 2006.

#### B9 Group borrowings and debt securities

Total group borrowings as at 30 June 2006 are as follows:

(Denominated in)	Secured (RM'000) (RM)	Secured (RM'000) (Indonesian Rupiah)	Secured (RM'000) <i>(USD)</i>	Unsecured (RM'000) <i>(RM)</i>	Total (RM'000)
Term loans payable					
- within 12 months	1,884	462	143	-	2,489
- after 12 months	102,460	4,769	-	-	107,229
	104,344	5,231	143	-	109,718
Short term borrowings	5,120	981	1,284	10,609	17,994
Bank overdrafts	306	386	-	-	692
	5,426	1,367	1,284	10,609	18,686
Hire purchase					
- within 12 months	2,366	-	-	-	2,366
- after 12 months	3,161	-	-	-	3,161
	5,527	-	-		5,527
Total	115,297	6,598	1,427	10,609	133,931

#### B10 Off balance sheet financial instruments

The Group does not have any off balance sheet financial instruments as at 8 August 2006, being the latest practicable date which is not earlier than 7 days from the date of issuance of this quarterly report.

#### **B11** Material litigation

The Group is not engaged in any material litigation since 31 December 2005, being the latest annual balance sheet date until 8 August 2006, being the latest practicable date which is not earlier than 7 days from the date of issuance of this quarterly report.

## B12 Dividend proposed

No dividend has been proposed for the current quarter ended 30 June 2006.

## B13 Earnings per share ("EPS")

#### (a) Basic EPS

The basic earnings per share has been calculated by dividing the Group's net profit attributable to ordinary equity holders for the year by the weighted average number of ordinary shares in issue.

	3 months ended		6 months ended	
	30/06/2006	30/06/2005	30/06/2006	30/06/2005
Net Profit for the period (RM'000)	16,487	10,979	31,379	20,062
Weighted average number of ordinary shares in issue ('000)	147,490	145,130	146,327	145,130
Basic EPS (sen)	11.18	7.56	21.44	13.82

#### (b) Diluted EPS

The diluted earnings per share has been calculated by dividing the Group's net profit attributable to ordinary equity holders for the year by the weighted average number of ordinary shares that would have been in issue upon full exercise of the remaining Options under the ESOS and the Warrants, adjusted for the number of such ordinary shares that would have been issued at fair value.

Net Profit for the period (RM'000)	16,487	10,979	31,379	20,062
Weighted average number of ordinary shares in				
issue ('000)	147,490	145,130	146,327	145,130
Effect of dilution ('000)	16,064	14,066	16,064	14,066
Diluted weighted average number of ordinary				
shares ('000)	163,554	159,196	162,391	159,196
Diluted EPS (sen)	10.08	6.90	19.32	12.60

BY ORDER OF THE BOARD

YANG BAO LING KUAN HUI FANG

Secretaries

Kuala Lumpur 15 August 2006