

# TEXCHEM RESOURCES BHD (16318-K) (Incorporated in Malaysia)

# CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER AND THREE MONTHS ENDED 31 MARCH 2010



CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

for the quarter and three months ended 31 March 2010

		3 months ended 31 March		31 N	ns ended Iarch
	Note	2010 RM'000	2009 RM'000 (Restated)	2010 RM'000	2009 RM'000 (Restated)
Revenue Cost of sales	8,27 27	<b>252,468</b> (193,249)	<b>216,804</b> (171,780)	<b>252,468</b> (193,249)	<b>216,804</b> (171,780)
<b>Gross profit</b> Distribution costs Administrative expenses Other income		<b>59,219</b> (28,489) (30,235) 3,130	<b>45,024</b> (26,757) (25,736) 2,376	<b>59,219</b> (28,489) (30,235) 3,130	<b>45,024</b> (26,757) (25,736) 2,376
<b>Operating profit/(loss)</b> Finance costs Share of loss after tax and minority interest		<b>3,625</b> (3,397) (79)	<b>(5,093)</b> (4,088) (790)	<b>3,625</b> (3,397) (79)	<b>(5,093)</b> (4,088)
of equity accounted associates <b>Profit/(Loss) before taxation</b> Tax expense	8 18	(79) 149 (2,021)	(790) (9,971) (1,294)	(79) 149 (2,021)	(790) (9,971) (1,294)
Loss for the period		(1,872)	(11,265)	(1,872)	(11,265)
Attributable to: Shareholders of the Company Minority interest		(1,523) (349)	(9,232) (2,033)	(1,523) (349)	(9,232) (2,033)
Loss for the period		(1,872)	(11,265)	(1,872)	(11,265)
Other comprehensive income, net of tax Foreign currency translation differences for foreign operations		(3,421)	2,602	(3,421)	2,602
Total comprehensive income for the period		(5,293)	(8,663)	(5,293)	(8,663)
Total comprehensive income attributable to:					
Shareholders of the Company Minority interest		(4,944) (349) <b>(5,293)</b>	(6,630) (2,033) <b>(8,663)</b>	(4,944) (349) <b>(5,293)</b>	(6,630) (2,033) <b>(8,663)</b>
Basic loss per share attributable to shareholders of the Company (sen)	26	(1.23)	(7.44)	(1.23)	(7.44)

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to this interim financial report.



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

At 31 March 2010

		31 March 2010	31 December 2009
	Note	(Unaudited) RM'000	(Audited) RM'000
ASSETS			
Property, plant and equipment		189,514	190,780
Prepaid land lease payments Investments in associates		16,198 19,511	16,295 19,589
Other investment			- 19,509
Intangible assets		54,930	54,930
Deferred tax assets		1,653	1,727
Total non-current assets		281,806	283,321
Receivables, deposits and prepayments		214,351	224,294
Inventories		72,393	67,669
Current tax assets Cash and cash equivalents		12,326 50,139	14,530 63,028
Total current assets		349,209	369,521
TOTAL ASSETS		631,015	652,842
EQUITY		104 000	104.000
Share capital Reserves		124,099 27,802	124,099 32,746
Total equity attributable to shareholders		21,002	52,140
of the Company		151,901	156,845
Minority interest		35,207	35,868
TOTAL EQUITY		187,108	192,713
LIABILITIES			
Borrowings	22	80,563	102,513
Deferred tax liabilities Deferred liability		5,591 4,506	5,591 4,998
Total non-current liabilities		90,660	113,102
Payables, accruals and provision		143,515	160,381
Borrowings Current tax liabilities	22	207,498 2,234	182,921 1,863
Dividend payable		2,234	1,862
Total current liabilities		353,247	347,027
TOTAL LIABILITIES		443,907	460,129
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TOTAL EQUITY AND LIABILITIES		631,015	652,842

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to this interim financial report.



# TEXCHEM RESOURCES BHD CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

for the three months ended 31 March 2010

	< Attrib	utable to sharehol	ders of the Compar	ıy>		
	< No	n-distributable> Share premium	<- Distributable ->			
	Share Capital	& other capital reserves	Retained earnings/ (Accumulated Loss)	Sub-total	Minority interest	Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2010	124,099	32,631	115	156,845	35,868	192,713
Foreign exchange translation differences	-	(3,421)	-	(3,421)	(355)	(3,776)
Loss for the period	-	-	(1,523)	(1,523)	(349)	(1,872)
Subscription of shares in a subsidiary by a minority shareholder	-	-	-	-	43	43
At 31 March 2010	124,099	29,210	(1,408)	151,901	35,207	187,108

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to this interim financial report.



# TEXCHEM RESOURCES BHD CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

for the three months ended 31 March 2009

	<> Attributable to shareholders of the Company>						
	< No	n-distributable>	<- Distributable ->				
	Share Capital RM'000	Share premium & other capital reserves RM'000	Retained earnings RM'000	Sub-total RM'000	Minority interest RM'000	Total equity RM'000	
At 1 January 2009	124,099	29,598	14,725	168,422	38,851	207,273	
Foreign exchange translation differences	-	2,602	-	2,602	451	3,053	
Loss for the year	-	-	(9,232)	(9,232)	(2,033)	(11,265)	
At 31 March 2009	124,099	32,200	5,493	161,792	37,269	199,061	

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to this interim financial report.



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW (UNAUDITED)

for the three months ended 31 March 2010

	3 months ended 31 Marc 2010 20 RM'000 RM'0	
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/(Loss) before taxation	149	(9,971)
Adjustments for: Non-cash items Non-operating items	8,686 3,337	9,609 4,046
Operating profit before changes in working capital	12,172	3,684
Net changes in working capital	(14,356)	16,697
Cash (used in)/generated from operations	(2,184)	20,381
Income tax refunded/(paid) Directors' retirement/resignation benefits paid	667 (671)	(2,285) (118)
Net cash (used in)/generated from operating activities	(2,188)	17,978
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash used in investing activities	(7,879)	(3,764)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net cash used in financing activities	(7,549)	(22,657)
Net decrease in cash and cash equivalents	(17,616)	(8,443)
Effects of exchange differences on cash and cash equivalents	(865)	673
Cash and cash equivalents at 1 January	54,388	51,420
Cash and cash equivalents at 31 March	35,907	43,650



# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW (UNAUDITED)

for the three months ended 31 March 2010 (Cont'd)

Cash and cash equivalents included in the condensed consolidated statement of cash flow comprise the following statement of financial position amounts:

	Note	31 March 2010 RM'000	31 March 2009 RM'000
Short term deposit with licensed banks (excluding debt service reserve account) Cash and bank balances Bank overdrafts	22	3,360 46,027 (13,480)	- 52,735 (9,085)
		35,907	43,650

The condensed consolidated statement of cash flow should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to this interim financial report.



#### 1. <u>Basis of preparation</u>

The interim financial statements are unaudited and have been prepared in compliance with FRS 134, Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB") and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2009. 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 2009.

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2009, except for the adoption of the following new Financial Reporting Standards ("FRSs"), Amendments to FRSs and Interpretations by the Group with effect from 1 January 2010.

## FRSs, Amendments to FRSs and Interpretations

FRS 7 FRS 8 FRS 101 FRS 123 FRS 139 Amendments to FRS 7 Amendments to FRS 8 Amendments to FRS 107 Amendments to FRS 108	Financial Instruments: Disclosures Operating Segments Presentation of Financial Statements (Revised 2009) Borrowing Costs (Revised) Financial Instruments: Recognition and Measurement Financial Instruments: Disclosures Operating Segments Statement of Cash Flows Accounting Policies, Changes in Accounting Estimates and Errors
Amendments to FRS 110 Amendments to FRS 116 Amendments to FRS 117 Amendments to FRS 118 Amendments to FRS 119 Amendments to FRS 123 Amendments to FRS 127	Events after the Reporting Period Property, Plant and Equipment Leases Revenue Employee Benefits Borrowing Costs Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
Amendments to FRS 128 Amendments to FRS 131 Amendments to FRS 132 Amendments to FRS 134 Amendments to FRS 136 Amendments to FRS 139 IC Interpretation 9 IC Interpretation 10	Investments in Associates Interest in Joint Ventures Financial Instruments: Presentation Interim Financial Reporting Impairment of Assets Financial Instruments: Recognition and Measurement Reassessment of Embedded Derivatives Interim Financial Reporting and Impairment



# 1. <u>Basis of preparation (Cont'd)</u>

Other than the application of FRS 8, FRS 101 and amendments to FRS 118, the application of the above FRSs, Amendments to FRSs and Interpretations did not result in any significant changes in the accounting policies and presentation of the financial results of the Group.

(a) FRS 8: Operating Segments

FRS 8 requires segment information to be presented on a similar basis to that used for internal reporting purposes. As a result, the Group's segmental reporting had been presented based on the internal reporting to the chief operating decision maker who makes decisions on the allocation of resources and assesses the performance of the reportable segments. This standard does not have any impact on the financial position and results of the Group.

(b) FRS 101: Presentation of Financial Statements

FRS 101 separates owner and non-owner changes in equity. Therefore, the current consolidated statement of changes in equity only includes details of transactions with owners. All non-owner changes in equity are presented as a single line labeled as total comprehensive income. Comparative information, with exception of the requirements under FRS 139, had been re-presented so that it is also in conformity with the revised standard. This standard does not have any impact on the financial position and results of the Group.

(c) Amendments to FRS 118: Revenue

The amendments to FRS 118 clarify the distinction between when an entity is acting as a principal and an agent. The adoption of this guidance will result in a change in accounting policy which will be applied retrospectively in accordance with the transitional provisions. This change in accounting policy will affect the presentation of revenue from a gross presentation to a net presentation. As the change only affects the presentation of revenue and cost of sales, this standard does not have any impact on the financial position and results of the Group.

The following revised FRSs, new IC Interpretations and Amendments to FRSs have been issued by the MASB and are effective for annual periods commencing on or after 1 March 2010, 1 July 2010 and 1 January 2011, and have yet to be adopted by the Group.

FRS 3	Business Combinations (revised)
FRS 127	Consolidated and Separate Financial Statements
	(revised)
Amendments to FRS 138	Intangible Assets
Amendments to IC	Reassessment of Embedded Derivatives
Interpretation 9	
Amendments to FRS 7	Financial Instruments: Disclosures – Improving
	Disclosures about Financial Instruments



# 1. <u>Basis of preparation (Cont'd)</u>

The initial application of the above FRSs and amendments to FRSs and Interpretation is not expected to have any significant impact on the Group.

#### 2. <u>Auditors' report on preceding annual financial statements</u>

The auditors' report on the financial statements for the year ended 31 December 2009 was not qualified.

## 3. <u>Seasonality and cyclicality of interim operations</u>

The Group's operations were not significantly affected by any unusual seasonal or cyclical factors.

## 4. <u>Unusual items due to their nature, size or incidence</u>

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows during the quarter and three months ended 31 March 2010.

# 5. <u>Changes in estimates</u>

There were no changes in estimates that have had a material effect during the quarter and three months ended 31 March 2010.

#### 6. <u>Debt and equity securities</u>

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities by the Company during the quarter and three months ended 31 March 2010 save as disclosed in Note 21 of the Additional Information required by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

# 7. <u>Dividend paid</u>

During the quarter ended 31 March 2010, the Company had paid the second interim dividend of 2 sen per share less 25% tax, amounting to RM1,861,000 in respect of the year ended 31 December 2009 on 19 January 2010.



# 8. **Operating segments**

Segment information is presented in respect of the Group's business segments, which is based on the Company's management and internal reporting structure. Inter-segment pricing is determined based on negotiated terms.

	Industrial RM'000	Packaging RM'000	Family Care RM'000	Food RM'000	Others RM'000	Eliminations RM'000	Consolidated RM'000
3 months ended 31 March 2010							
Revenue from external customers	92,731	48,655	40,253	70,829	-	-	252,468
Inter-segment revenue	654	36	9	-	-	(699)	-
Total revenue	93,385	48,691	40,262	70,829	-	(699)	252,468
Profit/(Loss) before share of loss after tax and minority interest of equity accounted associates Share of loss after tax and minority	2,272	(1,292)	413	1,721	(2,886)		228
interest of equity accounted		00			(4.00)		(70)
associates Profit/(Loss) before tax	2,272	83	413	1,721	(162) (3,048)	-	(79) <b>149</b>
	2,212	(1,209)	413	1,721	(3,040)		149
Tax expense							(2,021)
Loss for the year							(1,872)



# 8. <u>Segmental information (Cont'd)</u>

Segment information is presented in respect of the Group's business segments, which is based on the Company's management and internal reporting structure. Inter-segment pricing is determined based on negotiated terms.

	Industrial RM'000 (Restated)	Packaging RM'000	Family Care RM'000	Food RM'000	Others RM'000	Eliminations RM'000	Consolidated RM'000 (Restated)
3 months ended 31 March 2009							
Revenue from external customers	69,828	31,866	38,236	76,874	-	-	216,804
Inter-segment revenue	759	125	3	-	-	(887)	-
Total revenue	70,587	31,991	38,239	76,874	-	(887)	216,804
(Loss)/Profit before share of loss after tax and minority interest of equity accounted associates Share of loss after tax and minority interest of equity accounted	(833)	(6,818)	964	716	(3,210)		(9,181)
associates	-	(182)	-	-	(608)		(790)
(Loss)/Profit before tax	(833)	(7,000)	964	716	(3,818)		(9,971)
Tax expense							(1,294)
Loss for the year							(11,265)





#### 9. <u>Carrying amount of revalued assets</u>

The valuations of property, plant and equipment have been brought forward without amendments from the financial statements for the year ended 31 December 2009.

#### 10. <u>Material events subsequent to the balance sheet date</u>

There were no material events which occurred subsequent to the balance sheet date until the date of this announcement.

#### 11. <u>Changes in composition of the Group for the twelve months ended 31</u> December 2009

There were no changes in the composition of the Group since the last quarter except for the acquisition of the entire issued and paid-up share capital of Surimi Master Sdn Bhd by Texchem Food Sdn Bhd, a wholly-owned subsidiary of the Company for a total purchase consideration of RM300 on 23 March 2010. On 25 March 2010, Surimi Master Sdn Bhd changed its name to ASKA Marine Products Sdn Bhd.

## 12. <u>Changes in contingent liabilities or contingent assets</u>

There were no contingent liabilities or contingent assets in the Group since the last annual balance sheet date as at 31 December 2009.

# 13. Commitments

	31 March 2010 RM'000	31 December 2009 RM'000
Property, plant and equipment Contracted but not provided for in the		
financial statements - within one year	4,751	5,978
Approved but not contracted for	1,339	2,043
	6,090	8,021



#### 14. <u>Performance review</u>

The Group's revenue for the current quarter of RM252.5 million has shown an improvement of 16% compared to RM216.8 million reported in the corresponding quarter last year. The increase was due to an overall improvement in market conditions except for Food Division which experienced lower landings in marine products.

The Group recorded a pre-tax profit of RM149,000 against pre-tax loss of RM9.97 million in the corresponding quarter mainly attributable to improved sales turnover.

# 15. <u>Variation of results against preceding quarter</u>

The comparison of the Group's revenue and profit/(loss) before taxation for the current and preceding quarters are as follows:

	2010 Quarter 1	2009 Quarter 4 (Restated)	Variance	•
	RM'000	RM'000	RM'000	%
Revenue Profit /(Loss) before taxation	252,468 149	*252,678 (171)	(210) 320	- 187

A pre-tax profit of RM149,000 was recorded for the first quarter of 2010.

The revenue reported for the 4<sup>th</sup> quarter of 2009 was RM286,842,000. The revenue has been restated due to the adoption of the amendments to FRS118, Revenue as explained in Note 1(c).

# 16. Prospects for 2010

The Group expects the business environment to improve gradually, though challenging conditions will still prevail. Nevertheless, the Group will continue to adopt a prudent approach towards capital expenditure while focusing on cost reductions and internal efficiencies to improve its financial strength.



# 17. Profit forecast

Not applicable as no profit forecast was published.

## 18. Tax expense

	3 months e 2010 RM'000	nded 31 March 2009 RM'000	3 months 2010 RM'000	s ended 31 March 2009 RM'000
Current tax expense - current period	1,630	1,196	1,630	1,196
Overseas - current period	314	163	314	163
	1,944	1,359	1,944	1,359
Deferred tax expense	77	(65)	77	(65)
-	2,021	1,294	2,021	1,294

The effective tax rates were higher than the statutory tax rate mainly due to the losses which cannot be set-off against taxable profits made by subsidiaries and certain expenses which are not tax deductible.

### 19. Unquoted investments and properties

There were no disposals of unquoted investments and properties during the quarter and three months ended 31 March 2010.



#### 20. Quoted investments

There were no purchases and disposals of quoted securities during the quarter and three months ended 31 March 2010.

## 21. <u>Status of corporate proposal</u>

The status of the Group's corporate proposals is as follows:

#### A. Proposed Issuance of Private Debt Securities of up to RM100 million

On 31 March 2010, the limit of the Commercial Papers has been further reduced from RM70 million to RM50 million of which the RM50 million has been fully issued as at todate in accordance with the Commercial Papers and/or Medium Term Notes Programme.

# B. Proposed Voluntary Delisting of Texchem-Pack Holdings (S) Ltd., an approximately 70.48% owned subsidiary of the Company

On 8 February 2010, the Company announced that it has presented a formal proposal ("Delisting Proposal") to the board of directors of Texchem-Pack Holdings (S) Ltd. ("Texchem-Pack"), to seek the voluntary delisting of Texchem-Pack ("Delisting") from the Official List of the Singapore Exchange Securities Trading Limited ("SGX-ST") pursuant to Rules 1307 and 1309 of the Listing Manual of the SGX-ST.

Under the Delisting Proposal, Oversea-Chinese Banking Corporation Limited, for and on behalf of the Company, will make an exit offer to acquire all the issued ordinary shares in the capital of Texchem-Pack ("Shares"), other than the Shares already owned, controlled or agreed to be acquired by the Company, its nominees and persons acting in concert with it.

The board of directors of Texchem-Pack has on 8 February 2010 considered the Delisting Proposal and has resolved to convene an extraordinary general meeting of Texchem-Pack in due course to seek the approval of the shareholders of Texchem-Pack for the Delisting and to make an application to the SGX-ST for the Delisting.

The completion of the proposed Delisting is still pending as of todate.



# PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

# 22. Borrowings

Current: Unsecured Bank overdrafts 13,480 7,69	91
Bank overdrafts 13,480 7,69	91
	91
Bankers' acceptances 61,504 57,66	82
Revolving credit 93,293 82,04	45
Term loans 7,792 8,54	40
Commercial papers * 20,000 20,00	00
Trust receipts 9,538 3,8	50
Foreign currency trade line 570 1,74	42
Short-term loans 343 4	16
Finance lease liabilities 978 99	55
Total 207,498 182,92	21
Non-current: Unsecured	
Commercial papers * 30,000 50,00	00
Term loans 14,069 16,23	39
Collateralised loan obligations 35,000 35,00	00
Finance lease liabilities1,4941,2	74
Total 80,563 102,5	13

\* The commercial papers were issued under a 7-year underwriting programme and the amount will be fully redeemed upon maturity.

Borrowings denominated in foreign currencies are as follows:

	31 March 2010 RM'000	31 December 2009 RM'000
Current:		
Unsecured		
Thai Baht	5,951	3,709
Singapore Dollar	15,375	8,967
United States Dollar	6,349	10,583
Indonesian Rupiah	3,883	4,297
Vietnamese Dong	2,925	317
Hong Kong Dollar	3	3
	34,486	27,876



# 22. Borrowings (Cont'd)

	31 March 2010 RM'000	31 December 2009 RM'000
Non-current:		
Unsecured		
Thai Baht	3,970	4,380
Singapore Dollar	1,593	1,944
United States Dollar	3,153	3,658
Hong Kong Dollar	8	10
	8,724	9,992

# 23. Off balance sheet financial instruments

There were no off balance sheet financial instrument not recognised in the balance sheet as at 31 March 2010.

# 24. Changes in material litigation

There were no material litigation against the Group as at 31 March 2010.

# 25. Dividend

No dividend has been proposed or declared for the quarter ended 31 March 2010.



## 26. Basic loss per share

Basic loss per share of the Group is calculated by dividing the loss for the period attributable to the shareholders of the Company by the weighted average number of ordinary shares outstanding.

	3 months ended 31 March		3 months ended 31 March	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Loss for the period attributable to shareholders of the Company	(1,523)	(9,232)	(1,523)	(9,232)
Weighted average number of ordinary shares in issue	124,099	124,099	124,099	124,099
Basic loss per share (sen)	(1.23)	(7.44)	(1.23)	(7.44)

#### 27. Comparative figures

The following comparative figures have been reclassified to conform with the current period's presentation:

	As restated (RM'000)	As previously reported (RM'000)
3 months ended 31 March 2009		
Revenue	216,804	242,797
Cost of sales	171,780	197,773

# BY ORDER OF THE BOARD

JONY RAW COMPANY SECRETARY/CHIEF FINANCIAL OFFICER Date: 29 April 2010