

INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2012

PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD (MFRS) 134 – INTERIM FINANCIAL REPORTING

1. First-time adoption of Malaysian Financial Reporting Standards (“MFRS”)

The condensed consolidated interim financial statements (“Condensed Report”) have been prepared in accordance with MFRS 134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This Condensed Report also complies with IAS 134 Interim Financial Reporting issued by the International Accounting Standards Board (“IASB”). For the periods up to and including the year ended 31 December 2011, the Group prepared its financial statements in accordance with Financial Reporting Standards (“FRS”).

The Condensed Report is the Group’s first MFRS compliant Condensed Report for part of the period covered by the Group’s first MFRS annual financial statements for the year ending 31 December 2012. Hence, MFRS1: First- Time Adoption of Malaysian Financial Reporting Standards (MFRS 1) has been applied.

The date of transition to the MFRS framework is 1 January 2011. At the transition date, the Group reviewed its accounting policies and considered the transitional opportunities under MFRS 1. Save as disclosed in Note 2.1 below, the transition from FRS to MFRS did not have material impact on the Condensed Report upon their initial application.

The Condensed Report are presented in Ringgit Malaysia (RM) and all values are rounded to the nearest thousand (RM’000).

2. Significant accounting policies

2.1 Application of MFRS 1

The audited financial statements of the Group for the year ended 31 December 2011 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 this Condensed Report are consistent with those of the audited financial statements for the year ended 31 December 2011 except as discussed below:

(a) Definition of Cash and Cash Equivalents

Under FRS, the Group defined all its cash at bank and on hand, demand deposits and short-term, highly liquid investments 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. These also include bank overdrafts that form an integral part of the Group’s cash management.

Upon transition to MFRS, the Group redefined its cash and cash equivalents to mean cash at bank, and on hand, short term deposits for purposes of meeting short term funding requirements and highly liquid investments where they are readily convertible to known amount of cash and are subject to insignificant risk of changes in value. These include bank overdrafts that form an integral part of the Group’s cash management and exclude fixed deposits that are pledged with bank for banking facilities.

The comparative information for the relevant periods in the condensed consolidated statements of cash flow has been restated accordingly.

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NOTES (cont'd)

2. Significant accounting policies (cont'd)

2.1 Application of MFRS 1 (cont'd)

(a) Definition of Cash and Cash Equivalents (cont'd)

	FRS for period ended 31.12.2011 RM'000	Reclassifications RM'000	MFRS for period ended 31.12.2011 RM'000
Fixed deposits pledged with a bank	-	(64)	(64)
Net cash used in financing activities	(3,346)	(64)	(3,410)
Cash and cash equivalents at end of period	2,991	(283)	2,708

(b) Property, plant and equipment

The Group has previously adopted the transitional provisions available on the first application of the MASB Approved Accounting Standard IAS 16 (Revised) Property, plant and Equipment. By virtue of this transitional provision, the Group had recorded certain buildings and concrete jetty at revalued amounts but had not adopted a policy of revaluation and continued to carry those buildings and concrete jetty on the basis of their previous revaluations subject to continuity in its depreciation policy and requirement to write down the assets to their recoverable amounts for impairment adjustments. Upon transition to MFRS, the Group has elected to measure all its property, plant and equipment using the cost model under MFRS 116 Property, Plant and Equipment. At the date of transition to MFRS, the Group elected to regard the revalued amounts of buildings and concrete jetty as at 28 June 2000 as deemed cost at the date of the revaluation as these amounts were broadly comparable to fair value at that date.

(c) Prepaid land lease payments

The Group accounts for its leasehold land using the cost model. This land was previously revalued in the year 1994 as part of a revaluation exercise conducted for the purpose of an Initial Public Offering and revalued in 2000 as part of a revaluation exercise conducted for the purpose of rights issue. As permitted under the transitional provisions of IAS 16 (Revised) Property, Plant and Equipment, the land was stated on the basis of that valuation. In 2006, the Group retained the unamortised revalued amount of leasehold land as the surrogate carrying amount of prepaid land lease payments in accordance with the transitional provisions of FRS 117 Leases. Upon transition to MFRS, the Group has elected to measure its prepaid land lease payments using the cost model under MFRS 117 Leases. At the date of transition to MFRS, the Group elected to regard the revalued amounts of these land as at 28 June 2000 as deemed cost at the date of the revaluation as these amounts were broadly comparable to fair value at that date.

Summary

The revaluation surplus of RM3,685,220 (31 December 2011: RM3,685,220) was transferred to retained earnings on date of transition to MFRS.

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NOTES (cont'd)

2. Significant accounting policies (cont'd)

2.1 Application of MFRS 1 (cont'd)

(d) Employee benefits

The Group operates an unfunded, defined Retirement Benefit Scheme (“the Scheme”) for its eligible employees. The Group’s obligations under the Scheme are determined based on pre-determined formula where the amount of benefits that employees have earned in return for their service in the current and prior years is estimated. The Group use the ‘project unit credit’ method illustrated in the MFRS 119 to determine the present value of its defined benefit obligations and the related current service cost and the past service cost.

The reconciliations of equity 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:

Reconciliation of equity as at 1 January 2011

	FRS as at 1.01.2011	Property, plant and equipment Prepaid land lease payments Note 2.1 (b,c)	Employee benefits Note 2.1(d)	MFRS as at 1.01.2011
	RM’000	RM’000	RM’000	RM’000
Equity				
Revaluation reserve	3,685	(3,685)	-	-
Accumulated losses	(27,957)	3,685	57	(24,215)
Other payables	5,182	-	(57)	5,125

Reconciliation of equity as at 31 December 2011

	FRS as at 31.12.2011	Property, plant and equipment Prepaid land lease payments Note 2.1 (b,c)	Employee benefits Note 2.1(d)	MFRS as at 31.12.2011
	RM’000	RM’000	RM’000	RM’000
Equity				
Revaluation reserve	3,685	(3,685)	-	-
Accumulated losses	(27,844)	3,685	61	(24,098)
Other payables	5,634	-	(61)	5,573

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NOTES (cont'd)

2. Significant accounting policies (con'd)

2.1 Application of MFRS 1 (cont'd)

The reconciliation of the total comprehensive income for the year ended 31 December 2011 are provided below:

	FRS as at 31.12.2011 RM'000	Employee benefits Note 2.1(d) RM'000	MFRS as at 31.12.2011 RM'000
Administrative expenses	4,887	(4)	4,883
Profit before tax	142	4	146
Total comprehensive profit	113	4	117

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

At the date of authorization 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 13: Fair Value Measurement	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

SARAWAK CONSOLIDATED INDUSTRIES BERHAD (25583-W)**INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2012****NOTES (cont'd)****3. Auditors' report on preceding annual financial statements**

The auditors' report on the financial statements for the year ended 31 December 2011 was not qualified.

4. Segmental information**Results for 3 months ended 31 December 2012**

	Manu- facturing RM'000	Property trading RM'000	Const- ruction RM'000	Others RM'000	Consolidated RM'000
Segment Revenue					
Total revenue including inter-segment sales	18,092	-	3,814	-	21,906
Less: Inter-segment sales	(1,284)	-	-	-	(1,284)
External revenue	<u>16,808</u>	<u>-</u>	<u>3,814</u>	<u>-</u>	<u>20,622</u>
Segment Results					
Results	1,489	838	119	(2)	2,444
Finance costs	(272)	-	-	-	(272)
Share of results of an associate					(1)
Profit before tax					<u>2,171</u>
Income tax expense					-
Profit after tax					<u>2,171</u>
Other information					
Interest income	25	-	-	10	35

Results for 3 months ended 31 December 2011

	Manu- facturing RM'000	Property trading RM'000	Const- ruction RM'000	Others RM'000	Consolidated RM'000
Segment Revenue					
Total revenue including inter-segment sales	11,208	-	336	-	11,544
Less: Inter-segment sales	(151)	-	-	-	(151)
External revenue	<u>11,057</u>	<u>-</u>	<u>336</u>	<u>-</u>	<u>11,393</u>

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NOTES (cont'd)

4. Segmental information (cont'd)

Results for 3 months ended 31 December 2011 (cont'd)

	Manu- facturing RM'000	Property trading RM'000	Const- ruction RM'000	Others RM'000	Consolidated RM'000
Segment Results					
Results	(162)	(50)	(125)	(2)	(339)
Finance costs	(468)	-	-	-	(468)
Share of results of an associate					(1)
Loss before tax					(808)
Income tax expense					47
Loss after tax					(761)
Other information					
Interest income	8	-	-	-	8

Results for 12 months ended 31 December 2012

	Manu- facturing RM'000	Property trading RM'000	Const- ruction RM'000	Others RM'000	Consolidated RM'000
Segment Revenue					
Total revenue including inter-segment sales	58,916	-	8,906	-	67,822
Less: Inter-segment sales	(3,098)	-	-	-	(3,098)
External revenue	55,818	-	8,906	-	64,724
Segment Results					
Results	1,897	812	(331)	(6)	2,372
Finance costs	(1,143)	-	-	-	(1,143)
Share of results of an associate					(1)
Profit before tax					1,228
Income tax expense					(2)
Profit after tax					1,226
Other information					
Interest income	142	-	10	-	152

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NOTES (cont'd)

4. Segmental information (cont'd)

Results for 12 months ended 31 December 2011

	Manu- facturing RM'000	Property trading RM'000	Const- ruction RM'000	Others RM'000	Consolidated RM'000
Segment Revenue					
Total revenue including inter- segment sales	44,078	-	1,337	-	45,415
Less: Inter-segment sales	(492)	-	-	-	(492)
External revenue	<u>43,586</u>	<u>-</u>	<u>1,337</u>	<u>-</u>	<u>44,923</u>
Segment Results					
Results	1,389	(78)	114	(4)	1,421
Finance costs	(1,274)	-	-	-	(1,274)
Share of results of an associate					(1)
Profit before tax					<u>146</u>
Income tax expense					(29)
Profit after tax					<u>117</u>
Other information					
Interest income	100	-	-	-	100

5. Unusual items due to their nature, size and incidence

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows during the financial year ended 31 December 2012 except as disclosed in Note 2.

6. Changes in estimates

There were no changes in estimates that have had a material effect in the current quarter results.

7. Comments about seasonal or cyclical factors

The business of the Group was not affected by any significant seasonal or cyclical factors.

8. Dividend

The Company did not declare or pay any dividend during the quarter and financial year ended 31 December 2012.

SARAWAK CONSOLIDATED INDUSTRIES BERHAD (25583-W)**INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2012****NOTES (cont'd)****9. Acquisitions and disposals of property, plant and equipment**

During the quarter and financial year ended 31 December 2012, the Group acquired property, plant and equipment with an aggregate cost of RM188,670 (4th Quarter 31 December 2011: RM271,008) and RM1,428,800 (Year ended 31 December 2011: RM526,680) respectively. Carrying amount of property, plant and equipment disposed by the Group for the quarter and the financial year ended 31 December 2012 were nil (4th Quarter 31 December 2011: RM44,502) and RM287 (Year ended 31 December 2011: RM44,502) respectively.

10. Related party disclosures

Transactions with companies in which certain directors of the Company have financial interest:

	3 months ended		12 months ended	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011
	RM'000	RM'000	RM'000	RM'000
Income				
Sale of construction materials to:				
- Zecon Berhad	-	-	15	5,275
- Zecon Dredging Sdn. Bhd.	293	-	519	166
- Petra Jaya Properties Sdn. Bhd.	-	-	-	14
- Oricon Sdn. Bhd.	324	-	889	-
Expenditure				
Insurance premium paid to Transnational Insurance Brokers (M) Sdn. Bhd.				
	15	87	114	267
Management fees paid to Santubong Suites Sdn. Bhd.				
	5	6	23	24

11. Investment in an associate

	As At	As At
	31.12.2012	31.12.2011
	RM'000	RM'000
Unquoted shares, at cost	3,000	3,000
Share of post-acquisitions reserves	(16)	(15)
	<u>2,984</u>	<u>2,985</u>

Details of the associate are as follows:

Name of associate	Country of incorporation	Principal activities	Proportion of ownership interest	
			As at 31.12.2012 %	As at 31.12.2011 %
Held through SCIB Properties Sdn. Bhd. :				
Influx Meridian Sdn. Bhd.	Malaysia	Property development	40%	40%

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NOTES (cont'd)

12. Debt and equity securities

There were no issuances and repayment of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares for the current quarter and financial year-to-date.

13. Changes in composition of the Group

Sarawak Consolidated Industries Berhad ("SCIB") has on 30 May 2012 acquired two(2) ordinary shares of RM1.00 each in the share capital of SCIB Industrialised Building System Sdn. Bhd. ("SIBS"), at a total cash consideration of RM2.00 from its wholly-owned subsidiary, SCIB Holdings Sdn. Bhd. SCIB has also on the event date subscribed 750,000 new ordinary shares of RM1.00 each in the share capital of SIBS. Subsequent to the acquisition and subscription of the said shares, the entire issued and paid-up share capital of SIBS is directly 100% owned by SCIB.

14. Capital commitments

	As At 31.12.2012 RM'000	As At 31.12.2011 RM'000
Capital expenditure not provided for in the financial statements:		
Authorised and contracted for	482	843
Approved but not contracted for	6,263	-
	<u>6,745</u>	<u>843</u>
	=====	=====

15. Contingent liabilities – Unsecured

	As At 31.12.2012 RM'000	As At 31.12.2011 RM'000
Corporate guarantee given to bank for credit facilities granted to a subsidiary	13,844	12,750
	<u>13,844</u>	<u>12,750</u>
	=====	=====

16. Subsequent event

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

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NOTES (con'd)

**PART B -ADDITIONAL INFORMATION PURSUANT TO THE MAIN MARKET LISTING
REQUIREMENTS OF THE BURSA MALAYSIA SECURITIES BERHAD**

17. Performance review

The Group reported revenue of RM20.6 million in the fourth quarter of 2012, as compared to RM11.4 million in the corresponding quarter of 2011, representing an increase of 81% or RM9.2 million. The Group's revenue continued to be driven by the manufacturing division which made up 82% of the Group's Revenue. The Manufacturing division has shown 52% or RM5.8 million increase in revenue for the current quarter as compared to the corresponding quarter last year. Whereas, the construction division's revenue also increased by RM3.5 million as compared to the same period last year mainly due to higher project revenue recognition derived from active progression of certain project in the last quarter of 2012. The Group registered a profit before tax of RM2.2 million in this quarter under review as compared to loss before tax of RM808,000 recorded in the corresponding quarter last year mainly due to increase in sales volume for foundation piles and industrialised building system components. The improved results was also attributable to adjustment made for reversal of provision amounting to RM873,000.

On a year-to-date basis, the Group reported revenue of RM64.7 million for the year ended 31st December 2012, as compared to RM44.9 million in 2011. The manufacturing division being the key driver and largest contributor to the Group's revenue registered a higher revenue for year 2012 as compared to prior year mainly due to higher sales volume for its foundation piles and increased in demand for industrialised building system components. The Group achieved a profit before tax of RM1,228,000 as compared to profit before tax of RM146,000 recorded last year primarily due to higher revenue and gain recognized from reversal of provision amounting to RM873,000. The effect of increase was mitigated by the charge out of impairment losses on Trade receivables amounting to RM648,000. There was no contribution from the Properties division as the Group's associate in the property development industry, namely Influx Meridian Sdn. Bhd. has yet to commence its development works. The net assets of the Group as at 31 December 2012 stood at RM55.8 million which translates to RM0.76 net assets value per share.

18. Variation of results against preceding quarter

The Group registered a profit before tax of RM2.2 million from a revenue of RM20.6 million for the current quarter as compared to a net loss of RM180,000 from a revenue of RM13.3 million in the preceding quarter. The Group's result has improved in the current quarter as compared to the preceding quarter due to higher revenue and gain recognized from reversal of provision amounting to RM873,000.

19. Prospects for the next year

The Malaysian economy is expected to experience a moderate growth rate in 2013 despite the uncertainties in the global economy. The rolling out of major projects under the 10th Malaysia Plan and Sarawak Corridor Of Renewable Energy will provide greater opportunities for the Group by virtue of our leadership position in pre-cast concrete products and Industrialised Building System components in Sarawak. Hence, the Group shall focus on managing its cost structure and to actively seek for more projects to add to the existing order book of RM22 million as at 31st December 2012. The Board of directors expects better performance for the next financial year barring any future increase in costs.

20. (a) Variance of actual profit from forecast profit

Not applicable

(b) Shortfall in the profit guarantee

Not applicable

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NOTES (con'd)

21. **Income tax expense**

	3 months ended		12 months ended	
	31.12.2012 RM'000	31.12.2011 RM'000	31.12.2012 RM'000	31.12.2011 RM'000
Current tax	-	(47)	-	13
Underprovision of tax in prior year	-	-	2	16
	-	(47)	2	29
Deferred tax	-	-	-	-
Total income tax expense	-	(47)	2	29

22. **Corporate Proposals**

Status of corporate proposal announced

The Internal Group Rationalisation exercise has been completed including the legal transfer of the land and buildings .

23. **Borrowings**

	As at	As at
	31.12.2012 RM'000	31.12.2011 RM'000
Short term borrowings		
Secured	4,794	3,492
Unsecured	93	-
	<u>4,887</u>	<u>3,492</u>
Long term borrowings		
Secured	9,328	9,257
	<u>14,215</u>	<u>12,749</u>

All of the above borrowings are denominated in Ringgit Malaysia.

24. **Derivatives financial instruments**

There were no outstanding derivatives as at the end of the reporting year.

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NOTES (con'd)

25. Material litigation

- On 6 November 2003, the Company announced that it had entered into a Conditional Sale Share Agreement (“SSA”) to acquire the entire issued and paid-up capital of Eurologic Sdn Bhd. Eurologic Sdn Bhd has 65% interest in N S Water Konsortium Sdn Bhd (“**Konsortium**”), the water concession company which has been granted the exclusive rights and responsibilities to undertake the privatisation of water supply in the State of Negeri Sembilan upon the terms and conditions to be agreed upon between the State Government of Negeri Sembilan and the Konsortium.

On 16 January 2008, the Company through its solicitor had demanded refund of all monies paid under the SSA amounting RM5.8 million as the vendors failed to fulfill the conditions precedent. On 21 January 2008, the Company received Letter of Settlement from Tiara Senja Sdn Bhd. On 14 March 2008, the Writ of Summons was filed and served on Alcovest Connection Sdn Bhd and Orionsun Gains Sdn Bhd. The RM5.8 million paid has been fully provided as doubtful debts in 2007.

- A claim by the Konsortium and two individuals (“**the Plaintiffs**”) was filed against the Company, Zecon Bhd. and a director of the Company (“**the Defendants**”) for breach of fiduciary duties, breach of confidential information and for committing tort of conspiracy, whereby causing injury to the Plaintiffs. The Plaintiffs claimed that certain contract works relating to the Privatisation project in Negeri Sembilan has been obtained by Zecon Bhd via Zecon Bhd’s access to confidential information obtained from the Company in view of a director’s relationship with Zecon Bhd and intended acquisition of Eurologic Sdn. Bhd as mentioned above. In consultation with the Company’s solicitor, both the Plaintiffs and the Defendants signed a notice of discontinuance on 9 March 2012 without cost and liberty to refile the aforesaid.

26. Dividend payable

No interim ordinary dividend has been declared for the financial year ended 31 December 2012 (31 December 2011: Nil).

27. Basic profit/ (loss) per share

	3 months ended		12 months ended	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011
	RM’000	RM’000	RM’000	RM’000 (restated)
Profit/ (loss) attributable to ordinary equity holders of the Company	2,171	(761)	1,226	117

	As at		As at	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011
Weighted average number of ordinary shares in issue	73,582,500	73,582,500	73,582,500	73,582,500

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NOTES (cont'd)

27. Basic profit/ (loss) per share (cont'd)

	3 months ended		12 months ended	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011
	Sen	Sen	Sen	Sen (restated)
Basic and diluted profit/ (loss) per share for profit/ (loss) for the period	<u>2.95</u>	<u>(1.03)</u>	<u>1.67</u>	<u>0.16</u>

28. Breakdown of accumulated losses of the Group as at the reporting date into realised and unrealised

	As at 31.12.2012 RM'000	As at 31.12.2011 RM'000 (restated)
Total accumulated losses		
- Realised	21,155	22,476
- Unrealised	<u>-</u>	<u>-</u>
	<u>21,155</u>	<u>22,476</u>
Total share of loss of an associate		
- Realised	15	15
- Unrealised	<u>-</u>	<u>-</u>
	<u>15</u>	<u>15</u>
Total losses before consolidation adjustments	21,170	22,491
Consolidation adjustments	<u>1,702</u>	<u>1,607</u>
Total Group accumulated losses as per consolidated accounts	<u>22,872</u>	<u>24,098</u>

The determination of realised and unrealised profits or losses is based on the Guidance of 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, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised losses above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Malaysia Securities Berhad and should not be applied for any other purposes.

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NOTES (cont'd)

29. Additional disclosures on profit/ (loss) for the period

Profit/ (loss) for the period is arrived at after charging/(crediting):

	3 months ended		12 months ended	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011
	RM'000	RM'000	RM'000	RM'000
Amortisation of prepaid land lease payments	116	116	463	463
Bad debts written back, net off bad debts written off	25	4	(11)	4
Depreciation of property, plant and equipment	876	848	3,426	3,448
(Reversal)/ Impairment loss on trade receivables	(196)	41	648	159
Property, plant and equipment written off	1	-	7	3
Impairment loss on property, plant and equipment	-	150	-	150
Gain on disposal of property, plant and equipment	-	(55)	(6)	(55)
Inventories written off	135	83	136	219
Reversal of provisions	(873)	-	(873)	-
Share of loss of associate	1	1	1	1
Interest expense	272	468	1,143	1,274
Interest income	(35)	(8)	(152)	(100)

30. Authorisation for issue

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