

# **CONDENSED CONSOLIDATED INCOME STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2011 (unaudited)**

	Individ Current Year Quarter	ual Period Preceding Year Corresponding Quarter	Cumulat Current Year To Date	ive Period Preceding Year Corresponding Quarter
	30/06/11 RM'000	30/06/10 RM'000	30/06/11 RM'000	30/06/10 RM'000
Revenue	4,799	3,854	5,850	7,431
Cost of sales	(4,335)	(2,589)	(5,251)	(4,719)
Gross Profit	464	1,265	599	2,712
Other income	686	299	698	750
Administrative expenses	(1,417)	(1,337)	(2,624)	(2,721)
Selling and marketing expenses	(99)	(76)	(136)	(238)
Other expenses	(640)	(722)	(1,773)	(1,587)
Operating profit/ (loss)	(1,006)	(571)	(3,236)	(1,084)
Finance costs	(448)	(980)	(1,235)	(1,502)
Loss before tax	(1,454)	(1,551)	(4,471)	(2,586)
Income tax expense	-	(40)	-	(106)
Loss for the period	(1,454)	(1,591)	(4,471)	(2,692)
Attributable to: Equity holders of the parent Minority Interest	(1,454)	(1,591)	(4,471)	(2,692)
Minority Interest	(1,454)	(1,591)	(4,471)	(2,692)
Loss per share attributable	to equity holder	s of the parent: (se	en)	
- basic - diluted	(2.71) (2.71)	(2.96) (2.96)	(8.32) (8.32)	(5.01) (5.01)

The condensed consolidated income statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2011 (unaudited)

	2011 RM'000 (Unaudited)	2010 RM'000 (Audited)
ASSETS	,	,
Non-current assets		
Property, plant and equipment	1,021	1,102
Investment properties	175	1,125
Intangible assets	3,247	3,310
Other investments	360	360
	4,803	5,897
Current assets		
Inventories	12,844	12,839
Trade and other receivables	42,319	30,785
Other current assets	270	302
Marketable securities	374	770
Tax recoverable	51	-
Cash and bank balances	5,957	446
	61,815	45,142
Non-current assets classified as held for sale	800	52,510
TOTAL ASSETS	67,418	103,549
EQUITY AND LIABILITIES Equity attributable to owners of the parent		
Share capital	54,833	54,833
Share premium	8,454	8,454
Treasury shares	(712)	(712)
Other reserves	728	514
Accumulated losses	(29,022)	(24,551)
Shareholders' funds	34,281	38,538
Minority interest	- 24 204	20 520
Total equity	34,281	38,538

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2011 (unaudited) (CONTD.)

	2011 RM'000 (Unaudited)	2010 RM'000 (Audited)
Non-current liabilities		
Borrowings	-	-
Deferred taxation	3,164	3,164
	3,164	3,164
Current liabilities		
Borrowings	13,762	46,297
Trade and other payables	16,205	15,544
Other current liabilities	6	6
	29,973	61,847
Total liabilities	33,137	65,011
TOTAL EQUITY AND LIABILITIES	67,418	103,549
Net Tangible Assets Per Share (RM/share)	0.64	0.72

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.



**Equity** 

### **CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE QUARTER ENDED 30 JUNE 2011 (unaudited)**

	Share Capital RM'000	Share Premium RM'000	Treasury Shares RM'000	Fair Value Reserves RM'000	Exchange Differences RM'000	(Accumulated Losses) RM'000	Attributable To Equity Holders of the Parent Company RM'000	Minority Interest RM'000	Total Equity RM'000
As at 1 January 2011	54,833	8,454	(712)	-	514	(24,551)	38,538	-	38,538
Currency translation differences	-	-	-	-	(213)	-	(213)	-	(213)
Fair Value Changes	-	-	-	427	-	-	427	-	427
Loss for the period	-	-	-	-	-	(4,471)	(4,471)	-	(4,471)
As at 30 June 2011	54,833	8,454	(712)	427-	301	(29,022)	34,281	-	34,281
As at 1 January 2010									
- as previously stated	54,833	8,454	(712)	-	235	288	63,098	-	63,098
- effects of adopting FRS 139	-	-	-	753	-	44	797	-	797
Balance as at 1 January 2010 (restated)	54,833	8,454	(712)	753	235	332	63,895	-	63,895
Currency translation differences	-	-	-	-	284	-	284	-	284
Fair Value Changes	-	-	-	(886)	-	-	(886)	-	(886)
Loss for the period	-	-	-	-	-	(2,692)	(2,692)	-	(2,692)
As at 30 June 2010	54,833	8,454	(712)	(133)	519	(2,360)	60,601	-	60,601

The condensed consolidated statements of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.



# CONDENSED CONSOLIDATED CASH FLOW STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2011 (unaudited)

	2011 RM'000 (Unaudited)	2010 RM'000 (Audited)
Cash flows from operating activities		
Loss before tax	(4,471)	(24,692)
Adjustment for: Non-cash items	903	17,481
Non-operating items	767	3,057
Operating loss before working capital changes	(2,801)	(4,154)
Changes in working capital		
Net change in current assets	(11,534)	2,269
Net change in current liabilities	661	2,620
Cash generated from operations	(13,674)	735
Tax paid	(102)	-
Tax refund	51	72
Interest paid	(1,205)	(3,376)
Net cash (used in)/ generated from operating activities	(14,930)	(2,569)
Cash flows from investing activities		
Purchase of property, plant and equipment	(40)	(103)
Purchase of development assets Subsequent expenditure of investment properties	-	(200)
Proceeds from disposal of property, plant and	2	(13) 324
equipment	_	<b>5</b>
Proceeds from disposal of investment property	800	-
Proceeds from disposal of non-current assets classified as held for sale	51,720	-
Proceeds from disposal of marketable securities	-	307
Proceeds from disposal of club memberships	-	106
Interest received	280	25
Net cash (used in)/ generated from investing activities	52,762	446

The condensed consolidated cash flow statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2010 and the accompanying explanatory notes attached to the interim financial statements.



# CONDENSED CONSOLIDATED CASH FLOW STATEMENTS FOR THE YEAR QUARTER ENDED 30 JUNE 2011 (unaudited) (CONTD.)

	2011 RM'000 (Unaudited)	2010 RM'000 (Audited)
Cash flows from financing activities Repayment of hire purchase and finance lease liabilities	-	(852)
Proceeds from/repayment for loan and borrowings	(32,535)	6,218
Net cash (used in)/ generated from/used in financing	(32,535)	5,366
Net increase/(decrease) in cash and cash equivalents	5,297	3,243
Effects of exchange rate changes Cash and cash equivalents at beginning of year	214 446	(63) (2,734)
Cash and cash equivalents at end of year	5,957	446
Deposits with licensed banks Cash and bank balances	4,500 1,457	- 446
	5,957	446



### 1. Basis of Preparation

The condensed consolidated interim financial statements are unaudited and have been prepared in accordance with the requirement of FRS 134: Interim Financial Reporting issued by the Malaysian Accounting Standard Board ("MASB") and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("BMSB").

The condensed consolidated interim financial statements should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2010 and the explanatory notes attached to the condensed consolidated interim financial statements which provide an explanation on events and transactions that are significant for the understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2010.

#### 2. Significant Accounting Policies

The accounting policies and methods of computation adopted in this condensed consolidated interim financial statements are consistent with those of the audited financial statements for the financial year ended 31 December 2010, except for the adoption of the following Financial Reporting Standards (FRSs), Amendments to FRSs and Interpretations which were adopted by the Group with effect from 1 January 2011:-

#### FRSs, Amendments to FRSs and Interpretations

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 3	Business Combinations (revised)
Amendments to FRS 127	Consolidated and Separate Financial Statements
Amendments to FRS 1	Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters
Amendments to FRS 1	Additional Exemptions for First-time Adopters
Amendments to FRS 2	Share-based Payment
Amendments to FRS 2	Group Cash-Settled Share-based Payment Transactions
Amendments to FRS 5	Non-current Assets Held for Sale and Discontinued Operations
Amendments to FRS 7	Improving Disclosures about Financial Instruments
Amendments to FRS 132	Financial Instruments: Presentation (paragraphs 11, 16 97E relating to classification of Rights Issues)
Amendments to FRS 138	Intangible Assets



### 2. Significant Accounting Policies (Contd.)

# Amendments to FRSs and IC Improvements to FRSs (2010) Interpretation 13 Determining whether an Arrangement Con-

IC Interpretation 4	Determining whether	an Arrangement	Contain a Lease

IC Interpretation 12 Service Concession Arrangements

FRSs, Amendments to FRSs and Interpretations (Contd.)

IC Interpretation 16 Hedges of a Net Investment in a Foreign Operation

IC Interpretation 17 Distributions of Non-cash Assets to Owners

IC Interpretation 18 Transfer of Assets from Customers

Amendments to IC Reassessment of Embedded Derivatives Interpretation 9

Amendments to IC Agreements for the Construction of Real Estate Interpretation 15

Technical Release 3 Guidance on Disclosure of Transition to IFRSs

Technical Release i4 Shariah Compliant Sale Contracts

The application of the above FRSs, Amendments to FRSs and Interpretation did not result in any significant changes in the accounting policies and presentations of the financial statement of the Group.

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

FRSs, Amendments to FRSs and Interpretations	Effective date
IC Interpretation 19 Extinguishing Financial Liabilities with Equity Instruments	1 July 2010
Prepayments of a Minimum Funding Requirement (Amendments to IC Interpretation 14)	1 July 2010
IC Interpretation 15 Agreements for the Construction of Real Estate	1 January 2012
FRS124 Related Party Disclosures (revised)	1 January 2012



### 3. Auditors' Report on Preceding Annual Financial Statements

The Auditors' Report on the preceding financial statements for the financial year ended 31 December 2010 was not qualified.

### 4. Seasonal or Cyclical Factors

The business operations of the Group during the financial period under review have not been materially affected by any significant seasonal or cyclical factors.

### 5. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flow

There were no unusual items materially affecting the assets, liabilities, equity, net income or cash flow of the Group during the financial period.

#### **6. Material Changes In Estimates**

There were no material changes in estimates that have had any material effect on results of the financial period under review.

#### 7. Issuances and Repayment of Debt and Equity

There were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the financial period under review.

#### 8. Dividend Paid

There were no dividends paid during the financial period under review.



### 9. Segment Reporting

Segmental information for the financial period under review is presented in respect of the Group's business segment, as follows:

	Individ	ual Period	<b>Cumulative Period</b>			
	Current Year Quarter 30/06/11	Preceding Year Corresponding Quarter 30/06/10	Current Year To Date 30/06/11	Preceding Year Corresponding Quarter 30/06/10		
	RM'000	RM'000	RM'000	RM'000		
Segment Revenue Solutions Communication & Multimedia Education	4,080 430	2,003 860	4,116 430	4,360 1,030		
Investment Holdings & Others	289	1,038	1,304	2,110		
Total Revenue Including Inter- Segment Sales	4,799	3,901	5,850	7,500		
Elimination of Inter- Segment Sales	-	(47)	-	(69)		
Total Segment Revenue	4,799	3,854	5,850	7,431		
Segment Results						
Solutions Communication & Multimedia	226 (283)	(876) (328)	(1,109) (847)	(979) (1,052)		
Education Investment Holdings & Others	(30) (919)	(39) 703	(58) (1,222)	(74) 1,019		
Elimination	(1,006)	<b>(540)</b> (31)	(3,236)	<b>(1,086)</b>		
Operating profit/ (loss)	(1,006)	(571)	(3,236)	(1,084)		



### 10. Valuation of Property, Plant and Equipment

The valuation of property, plant and equipment has been brought forward, without amendment from the previous annual financial statements as at 31 December 2010.

### 11. Subsequent Material Events

There were no material events subsequent to the end of the current reporting quarter other than as disclosed in Part B: Explanatory Notes Pursuant To FRS 134, Note 8. Corporate Proposals and Note 11. Changes in Material Litigation below.

#### 12. Changes in the Composition of the Group

There were no material changes in the composition of the Group during the current financial period under review.

#### 13. Changes in Contingent Liabilities and Contingent Assets

There were no material changes in contingent liabilities and contingent assets except as disclosed in the Note 33 (a). Contingent Liabilities and (b) Contingent Assets, of the audited financial statements of the Group for the year ended 31 December 2010.



### 1. Review of Performance (Q2 2011 v Q2 2010)

The Group's revenue for 2nd quarter of 2011 was RM4.799 million compared to RM3.854 million in the 2<sup>nd</sup> quarter of 2010.

The Group reported a lower loss before tax of RM1.454 million compared to a loss before tax of RM1.591 million for 2nd quarter of the previous year, due to lower margin from the Solutions Division.

#### 2. Comment on Material Change in Profit Before Taxation (Q2 2011: Q1 2011)

Current quarter revenue of RM4.799 million was higher than RM1.051 million recorded for previous quarter.

Current quarter loss before tax of RM1.454 million was lower than RM3.017 million recorded for previous quarter is due to lower professional expenses on litigation matters and write back of bad debt previously provided.

#### 3. Prospects

Barring any unforeseen circumstances, the Board of Directors hope that the Group will be able to secure certain projects during the financial year ending 31 December 2011.

#### 4. Profit Forecast

There was no profit forecast issued by the Group.



### **5. Income Tax Expense**

	3 Month	s Ended	Year-To-Date Ended		
	30.06.2011 RM'000	30.06.2010 RM'000	30.06.2011 RM'000	30.06.2010 RM'000	
Current quarter / period:					
- Income tax	-	40	-	106	
- Deferred tax	-	-	-	-	
	-	40	-	106	
(Under) / Over accrual of tax in prior year:					
- Income tax	-	-	-	-	
- Deferred tax	-	-	-	-	
	-	-	-		
	-	40	-	106	



### 6. Sale of Unquoted Investments and/or Properties

As disclosed in the Note 23. Non-Current Assets Classified As Held For Sale of the audited financial statements of the Group for the year ended 31 December 2010, the amount of profit/ (loss) on sale of investment properties results are as follow: -.

	3 Month	s Ended	Year-To-Date Ended		
	30.06.2011 RM'000	30.06.2010 RM'000	30.06.2011 RM'000	30.06.2010 RM'000	
Loss on dispose of a piece of freehold land together with a 4 storey office building with a lower ground floor, a basement car park and a lower roof floor known as FSBM Plaza	(1)	-	(1)	-	
Gain dispose of the residential apartment known as Casa Vista	10	-	10	-	
	(9)	-	(9)	-	

### 7. Quoted Securities

The details of investments in quoted shares as at 30 June 2011 as set out below: -

	As At 30.06.2011 RM'000	As At 31.12.2010 RM'000
In Malaysia		
At book value	-	-
At market value	-	-
Outside Malaysia		
At book value	374	770
At market value	374	770



#### 8. Corporate Proposal

(i) Proposed disposal by FSBM Holdings Berhad ("the Company") of a piece of freehold land held under Geran 207772, Lot 23570, Mukim of Dengkil, District of Sepang, Selangor Darul Ehsan with a four (4)-storey office building together with a lower ground floor, a basement car park and a lower roof floor erected on the aforementioned freehold land known as FSBM Plaza to Axis Real Estate Investment Trust ("AXIS REIT") for a total cash consideration of RM51,250,000 ("the Disposal")

Reference is made to the announcements dated 30 December 2010, 4 January 2011, 10 March 2011 and 31 March 2011 in relation to the Disposal.

On behalf of the Board of Directors of FSBM, Maybank Investment Bank Berhad is pleased to announce that the Memorandum of Transfer together with the relevant documents have been presented for registration at the relevant land office on 12 May 2011.

In view of the above, the Disposal was completed on 12 May 2011.

### 9. Group Borrowings and Debt Securities

The Group borrowings as at 30 June 2011 were as follows:

	As At	As At
	30.06.2011	31.12.2010
	RM'000	RM'000
Short Term – Secured	13,762	46,297
Long Term – Secured	-	-
	13,762	46,297

None of the Group borrowings is denominated in foreign currency.

#### 10. Off Balance Sheet Financial Instruments

During the financial period under review, the Group did not enter into any contracts involving off balance sheet financial instruments.



#### 11. Changes in Material Litigation

(i) FSBM Holdings Berhad ("the Company") Vs Technitium Sdn Bhd ("TSB") Kuala Lumpur High Court Civil Suit No.: D22-NCC-839-2010

Reference is made to the Company's earlier announcements dated 05 January 2010, 03 December 2010, 25 November 2010, 08 November 2010, 12 October 2010, 05 October 2010, 24 August 2010, 06 August 2010, 20 July 2010, 15 July 2010, 13 May 2010 and 07 May 2010 in relation the above.

Additional hearing dates have been fixed for 28 September 2011, 29 September 2011, 31 October 2011, 9 November 2011 and 10 November 2011.

(ii) FSBM Ctech Sdn Bhd ("CTECH") Vs Technitium Sdn Bhd ("TSB") Kuala Lumpur\_High Court Civil Suit No.: D22-NCC-1017-2010

Reference is made to the Company's earlier announcements dated 05 January 2010, 03 December 2010, 25 November 2010, 08 November 2010, 12 October 2010, 05 October 2010, 24 August 2010, 06 August 2010, 20 July 2010, 15 July 2010, 13 May 2010 and 07 May 2010 in relation the above.

Additional hearing dates have been fixed for 13 October 2011, 14 October 2011, 18 October 2011 and 25 October 2011.

(iii) CSI Leasing Malaysia Sdn Bhd ("CSI") Vs FSBM Holdings Berhad ("the Company")
Kuala Lumpur High Court Suit No.: D22 NCC 2011

Reference is made to the Company's earlier announcements dated 28 March 2011, 30 March 2011 and 13 May 2011 in relation the above.



#### 12. Dividend

No dividend has been recommended or declared for the current quarter and for the interim financial period under review.

### 13. Earnings/ (Loss) Per Share

The basic and diluted earnings / (loss) per share have been calculated based on the consolidated net profit / (loss) attributable to equity holders of the parent for the interim financial period and the weighted average number of ordinary shares outstanding during the period as follows:

### a) Basic earning / (loss) per share

	3 Months Ended		Year-To-Date Ended	
	30.06.2011 RM'000	30.06.2010 RM\000	30.06.2011 RM'000	30.06.2010 RM'000
Loss attributable to equity holders of the Parent Company	(1 454)	(1 501)	(4 471)	(2,602)
	(1,454)	(1,591)	(4,471)	(2,692)
Weighted average number of	or orginary sn	ares, excludin	ig treasury sn	ares
Issued ordinary shares at beginning of period	53,742,300	53,742,300	53,742,300	53,742,300
Effect of shares issued during the period	-	-	-	-
Weighted average number				
of ordinary shares (000's)	53,742,300	53,742,300	53,742,300	53,742,300
Basic earning/ (loss) per share (sen)	(2.71)	(2.96)	(8.32)	(5.01)

### b) Diluted earning / (loss) per share

As the Company does not have any dilutive potential ordinary shares outstanding as at 30 June 2011, no diluted earnings / (loss) per share is presented.



### 14. Disclosure of Realised and Unrealised Profits/(Losses)

Pursuant to the directive, the breakdown of the retained profits of the Group as at 30 June 2011, into realised and unrealised profits is as follows: -

	As at	As at
	30/06/11 RM'000	31/03/11 RM'000
Total retained profits/ (accumulated losses) of the Company, its subsidiaries and associates: -		
- Realised - Unrealised	(35,757) 8,063	` ' '
Consolidated adjustments	(27,694) (1,328)	(26,126) (1,442)
Total Group retained profits/ (accumulated losses) as per consolidated accounts	(29,022)	(27,568)

#### 15. Authorization for issue

The interim financial statements were authorized for issue by the Board of Directors in accordance with a resolution of the directors on 25th August 2011.

#### ON BEHALF OF THE BOARD

DATO' TAN HOCK SAN @ TAN HOCK MING Chairman/ Managing Director Selangor Darul Ehsan 25th August 2011