

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

	Individ	lual Period	<b>Cumulative Period</b>	
	Current Preceding Year Year Corresponding Quarter Quarter		Current Year To Date	Preceding Year Corresponding Quarter
	30/09/11 RM'000	30/09/10 RM'000	30/09/11 RM'000	30/09/10 RM'000
Revenue	148	1,371	5,998	8,802
Cost of sales	479	(643)	(4,772)	(5,362)
Gross Profit	627	728	1,226	3,440
Other income	51	168	749	918
Waiver from creditors	240	-	240	-
Administrative expenses	(1,302)	(1,419)	(3,926)	(4,140)
Selling and marketing expenses	(68)	(98)	(204)	(336)
Other expenses	(637)	(4,343)	(2,410)	(5,930)
Operating profit/ (loss)	(1,089)	(4,964)	(4,325)	(6,048)
Finance costs	(144)	(797)	(1,379)	(2,299)
Loss before tax	(1,233)	(5,761)	(5,704)	(8,347)
Income tax expense	8	89	8	(17)
Loss for the period	(1,225)	(5,672)	(5,696)	(8,364)
Attributable to:				
Equity holders of the parent Minority Interest	(1,225)	(5,672) -	(5,696)	(8,364)
,	(1,225)	(5,672)	(5,696)	(8,364)
Loca nor chara attributable	to contrabeld	ore of the reserve	com)	
Loss per share attributable - basic	(2.28)	ers or the parent: ( (10.55)	(10.60)	(15.56)
- diluted	(2.28)	(10.55)	(10.60)	(15.56)
The condensed consolidated income	` ,	` ,	,	` ,

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 SEPTEMBER 2011 (unaudited)

	2011 RM'000 (Unaudited)	2010 RM'000 (Audited)
ASSETS	(Gilladaicea)	(Fluidicea)
Non-current assets		
Property, plant and equipment	765	1,102
Investment properties	175	1,125
Intangible assets	3,230	3,310
Other investments	360	360
	4,530	5,897
_		
Current assets	10.011	
Inventories	12,844	12,839
Trade and other receivables	33,081	30,785
Other current assets	270	302
Marketable securities	395	770
Tax recoverable Cash and bank balances	51 2 565	- 446
Cash and Dank Dalances	2,565 <b>49,206</b>	45,142
	49,200	45,142
Non-current assets classified as held for sale	800	52,510
TOTAL ASSETS	54,536	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	203	514
Accumulated losses	(30,247)	(24,551)
Shareholders' funds	32,531	38,538
Minority interest	22 E21	
Total equity	32,531	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 SEPTEMBER 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	9,393	46,297
Trade and other payables	9,442	15,544
Other current liabilities	6	6
	18,841	61,847
Total liabilities	22,005	65,011
TOTAL EQUITY AND LIABILITIES	54,536	103,549
Net Tangible Assets Per Share (RM/share)	0.61	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.

As at 30 Sep 2010

54,833

8,454

(712)



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

I------ Attributable to Equity Holders of the Parent Company -------I------ Non-distributable ------ Distributable **Equity** Attributable To Equity Holders of the Share Share Fair Value Exchange (Accumulated **Parent** Total Treasurv Minority Capital **Differences** Equity Premium Shares Reserves Losses) Interest Company RM'000 RM'000 RM'000 RM'000 RM'000 **RM'000** RM'000 RM'000 RM'000 As at 1 January 2011 54,833 8,454 514 38,538 38,538 (712)(24,551)Currency translation (311)(311)(311)differences Fair Value Changes Loss for the period (5,696)(5,696)(5,696)(712) 203 (30,247)32,531 As at 30 Sep 2011 54,833 8,454 32,531 As at 1 January 2010 - as previously stated 54,833 8,454 (712)235 288 63,098 63,098 797 - effects of adopting FRS 139 753 44 797 **753** 332 Balance as at 1 January 54,833 8,454 (712)235 63,895 63,895 2010 (restated) Currency translation 284 284 284 differences Fair Value Changes (886)(886)(886)(8,364)Loss for the period (8,364)(8,364)

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.

(133)

519

(8,032)

54,929

54,929



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

	2011 RM'000 (Unaudited)	2010 RM'000 (Audited)
Cash flows from operating activities		
Loss before tax	(5,704)	(24,692)
Adjustment for: Non-cash items	970	17,481
Non-operating items	1,165	3,057
Operating loss before working capital changes	(3,569)	(4,154)
Changes in working capital		
Net change in current assets	(2,296)	2,269
Net change in current liabilities	(6,102)	2,620
Cash (used in)/ generated from operations	(11,967)	735
Tax paid	(102)	-
Tax refund	51	72
Interest paid	(1,336)	(3,376)
Net cash used in operating activities	(13,354)	(2,569)
Cash flows from investing activities		
Purchase of property, plant and equipment	(40)	(103)
Purchase of development assets	-	(200)
Subsequent expenditure of investment properties	-	(13)
Proceeds from disposal of property, plant and equipment	2	324
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	253	25
Net cash generated from investing activities	52,735	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 SEPTEMBER 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	(36,951)	6,218
Net cash (used in)/ generated from/used in financing	(36,951)	5,366
Net increase in cash and cash equivalents	2,430	3,243
Effects of exchange rate changes	(311)	(63)
Cash and cash equivalents at beginning of financial period	446	(2,734)
Cash and cash equivalents at end of financial period	2,565	446
Deposits with licensed banks	1,500	-
Cash and bank balances	1,065	446
	2,565	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 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 127	Consolidated and Separate Financial Statements
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.)

FRSs, Amendments to FRSs and Interpretations (Contd.)				
Amendments to FRSs and IC Interpretation 13	Improvements to FRSs (2010)			
IC Interpretation 4	Determining whether an Arrangement Contain a Lease			
IC Interpretation 12	Service Concession Arrangements			
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			
IC Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments			
Amendments to IC Interpretation 9	Reassessment of Embedded Derivatives			
Amendments to IC Interpretation 15	Agreements for the Construction of Real Estate			
Amendments to IC Interpretation 14	Prepayments of a Minimum Funding Requirement			
Technical Release 3	Guidance on Disclosure of Transition to IFRSs			
Technical Release <i>i</i> - 4	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 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:

	<b>Individual Period</b>		<b>Cumulative Period</b>		
	Current Year Quarter 30/09/11	Preceding Year Corresponding Quarter 30/09/10	Current Year To Date	Preceding Year Corresponding Quarter 30/09/10	
C	RM'000	RM'000	RM'000	RM'000	
Segment Revenue Solutions Communication & Multimedia	4 124	256 10	4,120 554	4,616 1,040	
Education Investment Holdings & Others	20	- 1,127	1,324	- 3,237	
Total Revenue Including Inter- Segment Sales	148	1,393	5,998	8,893	
Elimination of Inter- Segment Sales	-	(22)	-	(91)	
Total Segment Revenue	148	1,371	5,998	8,802	
Segment Results					
Solutions Communication & Multimedia	(551) (981)	(1,297) (1,236)	(1,660) (1,828)	(2,276) (2,288)	
Education Investment Holdings & Others	(31) 474	(62) (2,358)	(89) (748)	(136) (1,339)	
Elimination	(1,089)	<b>(4,953)</b> (11)	(4,325)	<b>(6,039)</b> (9)	
Operating profit/ (loss)	(1,089)	(4,964)	(4,325)	(6,048)	



#### 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 (Q3 2011 v Q3 2010)

The Group's revenue for year to date 3rd quarter of 2011 was RM5.998 million compared to RM8.802 million in the year to date 3rd quarter of 2010.

The Group reported a lower loss before tax of RM5.704 million compared to a loss before tax of RM8.347 million for 3rd quarter of the previous year, due to lower finance costs resulted from completion of disposal of FSBM Plaza and absence of one-off charges for change in fair value of its building, FSBM Plaza in 3rd quarter of 2010.

#### 2. Comment on Material Change in Profit Before Taxation (Q3 2011 : Q2 2011)

Current quarter revenue of RM0.148 million was lower than RM4.799 million recorded for previous quarter as contribution from Solutions Division reduced.

Current quarter loss before tax of RM1.233 million was lower than RM1.454 million recorded for previous quarter is due to higher margin from the Communication & Multimedia Division, waiver from creditors, reversal of project cost over provided in previous years and lower finance costs resulted from completion of disposal of FSBM Plaza.

#### 3. Prospects

The Board of Directors' anticipate the Group to incur loss for the current financial year. However, projects from prospects that the Group has been cultivating over the past year have not been awarded and remain in the Group's sales funnel. Any award from any one of these projects will have a positive impact on the Group's financial in the following year.

#### 4. Profit Forecast

There was no profit forecast issued by the Group.



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

	3 Months Ended		Year-To-Date Ended	
	30.09.2011 RM'000	30.09.2010 RM'000	30.09.2011 RM'000	30.09.2010 RM'000
Current quarter / period:				
- Income tax	-	89	-	(17)
- Deferred tax	-	-	-	-
	-	89	-	(17)
(Under) / Over accrual of tax in prior year:				
- Income tax	8	-	8	-
- Deferred tax	-	-	-	-
	8	-	8	
	8	89	8	(17)



### 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 Months Ended		Year-To-Date Ended	
	30.09.2011 RM'000	30.09.2010 RM\000	30.09.2011 RM'000	30.09.2010 RM'000
Loss on disposal 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)	-
Gain dispose of the residential apartment known as Casa Vista	-	-	10	-
Loss on disposal of an office lot known as CBD Perdana	-	-	(150)	-
	-	-	(141)	-

#### 7. Quoted Securities

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

	As At 31.12.2010 RM'000
-	-
-	-
395	770
395	770
	RM'000 - - 395



#### 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.

(ii) Proposed share premium reduction, proposed par value reduction, proposed amendment, proposed private placement, proposed rights issue with warrants and proposed exemption ("the Proposals")

Reference is made to the announcements dated 6 October 2011, 10 October 2011, 24 October 2011, 27 October 2011 and 11 November 2011 in relation to the Proposals.

On behalf of the Board of Directors of FSBM, Public Investment Bank Berhad is pleased to announce that FSBM is proposing to undertake the Proposals.

As at the latest practicable date, there is no further development other than as announced to the BURSA.

#### 9. Group Borrowings and Debt Securities

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

	As At	As At
	30.09.2011	31.12.2010
	RM'000	RM'000
Short Term – Secured	9,393	46,297
Long Term – Secured	-	-
	9,393	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 17 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.

The High Court has fixed 17 November 2011 for submission by both counsels.

(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.

On 23 November 2011, the company has received a notice from our solicitor Messrs Dennis Nik & Wong that CSI had on 26 September 2011 withdrawn both their application for Summary Judgment and Writ of Summons as both parties have reached a settlement sum of RM6,500,000-00.



#### 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		
	30.09.2011 RM'000	30.09.2010 RM\000	30.09.2011 RM'000	30.09.2010 RM'000	
Loss attributable to equity holders of the Parent Company	(1,225)	(5,672)	(5,696)	(8,364)	
Weighted average number of ordinary shares, excluding treasury shares					
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)	(2.28)	(10.55)	(10.60)	(15.56)	

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

As the Company does not have any dilutive potential ordinary shares outstanding as at 30 September 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 September 2011, into realised and unrealised profits is as follows: -

	As at 30/09/11 RM'000	As at 30/06/11 RM'000
Total retained profits/ (accumulated losses) of the Company, its subsidiaries and associates: -		
- Realised - Unrealised	(36,882) 8,000	(35,757) 8,063
Consolidated adjustments	(28,882) (1,365)	(27,694) (1,328)
Total Group retained profits/ (accumulated losses) as per consolidated accounts	(30,247)	(29,022)

#### 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 24th November 2011.

#### ON BEHALF OF THE BOARD

DATO' TAN HOCK SAN @ TAN HOCK MING Chairman/ Managing Director Selangor Darul Ehsan 24th November 2011