INTEGRAX BERHAD

Company No. : 49317 - W

(Incorporated in Malaysia)

## NOTES TO THE INTERIM FINANCIAL STATEMENTS

## FOR THE QUARTER ENDED 30 JUNE 2012

**Abbreviations**

In these interim financial statements, unless otherwise stated, the following abbreviations shall have the following meanings:-

|  |  |  |
| --- | --- | --- |
| “Act” | : | Companies Act, 1965 |
| “EPS”  | : | Earnings per share |
| “Group” | : | Integrax and its subsidiaries |
| “INDX” | : | P.T. Indoexchange Tbk, previously a 70.31% owned subsidiary of Integrax listed on the Indonesia Stock Exchange (IDX) but was disposed in 1Q2011. |
| “Integrax” or the “Company” | : | Integrax Berhad *(Company No. 49317-W)* |
| “LBT” | : | Lekir Bulk Terminal, a common-user bulk port facility owned by Lekir Bulk Terminal Sdn Bhd |
| “LBTSB” | : | Lekir Bulk Terminal Sdn. Bhd. *(Company No. 414060-T)*, an 80% owned subsidiary of PLSB |
| “LBT Serial Bonds” | : | 12½ years zero coupon Serial Bonds of RM445 million issued by LBTSB |
| “LBT RCCPS” | : | Redeemable cumulative convertible preference share(s) of RM0.01 each in LBTSB |
| “LMT” | : | Lumut Maritime Terminal, a common-user multi-purpose port facility owned by Lumut Maritime Terminal Sdn Bhd |
| “LMTSB” | : | Lumut Maritime Terminal Sdn. Bhd. *(Company No. 180480-D)* |
| “LMT RPS” | : | Redeemable preference share(s) of RM0.01 each in LMTSB which is convertible to ordinary shares of RM1.00 each in LMTSB as per the Memorandum and Articles of Association |
| “LPIP” | : | Lumut Port Industrial Park, the industrial properties division of LMTSB |
| “Lumut Port” | : | Lekir Bulk Terminal and Lumut Maritime Terminal collectively |
| “MFRSs”  | : | Malaysian Financial Reporting Standards |
| “PLSB” | : | Pelabuhan Lumut Sdn. Bhd. *(Company No. 168205-M),* a wholly owned subsidiaryof Integrax |
| “PATSC” | : | Profit attributable to Owners of the Company |
| “PBT” | : | Profit Before Tax |
| “PGMC” | : | Platinum Group Metals Corporation, previously a 20.01% owned associated company of the Group but was disposed in 1Q2011 |
|  |  |  |
| **Abbreviations (continued)** |
| “RAM” | : | RAM Rating Services Berhad |
| “RM” and “sen” | : | Ringgit Malaysia and sen respectively |
| “TNB” | : | Tenaga Nasional Berhad |
| “TNBJ” | : | TNB Janamanjung Sdn Bhd |

|  |  |
| --- | --- |
| **A.** | **Compliance with Malaysian Financial Reporting Standards (MFRS) 134, Interim Financial Reporting and Bursa Listing Requirements** |
| **A1.** | **Basis of Preparation**These interim financial statements are unaudited and have been prepared in accordance with MFRS 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. |
|  **A2.** | **Changes in Accounting Policies**These are the Group's first interim financial statements for part of the period covered by the Group's first MFRS framework annual financial statements for the year ending 31 December 2012. MFRS 1: First-Time Adoption of Malaysian Financial Reporting Standards ("MFRS 1") has been adopted with effect from 1 January 2012. The transition to the MFRS framework has no material impact on the financial statements of the Group.The Group has not adopted any new/revised MFRSs and IC Interpretations that has been issued as at the date of authorization of these Interim Financial Statements but is not yet effective for the Group. |
| **A3.** | **Audit report on the preceding year’s financial statements**The audit report of the preceding year’s annual financial statements of the Group did not contain any qualifications. |
| **A4.** | Foreign currency translation ratesThe principal closing rates as at 30 June 2012 used in the translation of foreign currency amounts to RM are as follows :1 US Dollar - RM 3.1965100 Indonesian Rupiah - RM 0.0339100 Philippine Peso - RM 7.5450 |
| **A5.** | **Seasonal or cyclical factors**The business of the Group is generally not affected by any seasonal or cyclical factors. |
| **A6.** | **Unusual items due to nature, size or incidence**There were no items affecting assets, liabilities, equity, net income or cash flow that were unusual because of their nature, size or incidence recorded in the current quarter under review.  |
| **A7.** | **Issuances, repurchases and repayments of equity and debt securities**There were no issuances, cancellations, repurchases or repayments of equity and debt securities during the current quarter.  |
| **A8.** | **Loans and borrowings**

|  |  |  |  |
| --- | --- | --- | --- |
|  | **As at 30.06.12****RM’000****Non-Current** | **As at 30.06.12****RM’000****Current** | **As at 30.06.12****RM’000****Total** |
| *Secured* |  |  |  |
| LBT Serial Bonds | - | 40,000 | 40,000 |
| Finance lease  | 455 |  174 |  629 |
| Sub- total | 455 | 40,174 | 40,629 |
| *Unsecured* |  |  |  |
| Redeemable preference shares : |  |  |  |
|  Preference share capital |  40 | - |  40 |
|  Preference share premium | 3,960 | - |  3,960 |
| Sub – total | 4,000 | - |  4,000 |
| **Total loans and borrowings** |  **4,455** | **40,174** | **44,629** |

As at 30 June 2012, only one tranche of the LBT Serial Bonds remained outstanding. This final tranche has an aggregate value of RM 40 million and was fully repaid on 6 July 2012. |
| **A9.** | **Dividends paid**Please refer to Note B11.No other dividends were declared nor paid in the current quarter. |
| **A10.** | **Segmental information**Segment information is presented in respect of the Group’s business. No information on geographical segments is presented as all operations are located in Malaysia. The primary format and business segments are based on the Group’s management and internal reporting structure. Inter-segment pricing is determined based on negotiated terms. Segment results include items directly attributable to a segment as well as those which can be allocated on a reasonable basis. The main business segments of the Group are as follows :

|  |  |
| --- | --- |
| Port operations | Ownership and operation of two port facilities, LBT (port facility for dry bulk) and LMT (port facility for dry bulk, liquid bulk, break bulk and containers) |
| Investment holding | Investment in ordinary and preference shares of subsidiary companies and associated companies |
| Industrial property | Sale of industrial property via LMTSB |

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**A10. Segmental Information (continued)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **6 Months Ended 30.06.12****RM’000** | **Port** **Operations** | **Investment** **Holding** | **Industrial** **Properties** | **Eliminations** | **Consolidated** |
| Business segments |  |  |  |  |  |
| Revenue from external customers | 45,310 | - | - | - | 45,310 |
| Inter-segment revenue | - | 11,800 | - | (11,800) | - |
| Share of revenue of associates | 18,349 | - | 2,996 | - | 21,345 |
| Total gross revenue | 63,659 | 11,800 | 2,996 | (11,800) | 66,655 |
| Share of revenue of associate | (18,349) | - | (2,996) | - | (21,345) |
| **Total revenue** | 45,310 | 11,800 | - | (11,800) | 45,310 |
| **Segment result** | 22,101 | 10,076 | - | (11,800) | 20,377 |
| Operating profit | 22,101 | 10,076 | - | (11,800) | 20,377 |
| Financing costs | (2,539) | (14) | - | 800 | (1,753) |
| Interest income | 981 | 1,129 | - | - | 2,110 |
| Share of profit after tax of associate | 6,444 | - | 1,451 | - | 7,895 |
| Profit before taxation | 26,987 | 11,191 | 1,451 | (11,000) | 28,629 |
| Tax expense | (5,528) | (170) | - | - | (5,698) |
| **Profit for the period**  | 21,459 | 11,021 | 1,451 | (11,000) | 22,931 |

 **A10. Segmental Information (continued)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **6 Months Ended 30.06.12****RM’000** | **Port** **Operations** | **Investment** **Holding** | **Industrial** **Properties** | **Eliminations** | **Consolidated** |
| **Business segments** |  |  |  |  |  |
| Segment assets | 412,969 | 222,866 | - | - | 635,835 |
| Investment in associate | 69,439 | - | 39,604 | - | 109,043 |
| **Total assets** | 482,408 | 222,866 | 39,604 | - | 744,878 |
| **Total liabilities** | 105,309 | 10,950 | - | - | 116,259 |
| **Depreciation of property, plant & equipment** | 6,009 | 115 | - | - | 6,124 |

**A10. Segmental Information (continued)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **6 Months Ended 30.06.11****RM’000**  | **Port Operations** | **Investment Holding** | **Industrial Properties** | **Eliminations** | **Consolidated** |
| **Business segments** |  |  |  |  |  |
| Revenue from external customers | 43,651 | - | - | - | 43,651 |
| Inter-segment revenue | - | 33,300 | - | (33,300) | - |
| Share of revenue of associate | 18,141 | - | - | - | 18,141 |
| **Total gross revenue** | 61,792 | 33,300 | - | (33,300) | 61,792 |
| Share of revenue of associate | (18,141) | - | - | - | (18,141) |
| **Total revenue** | 43,651 | 33,300 | - | (33,300) | 43,651 |
| **Segment result** | 23,339 | 37,371 | - | (33,300) | 27,410 |
| Operating profit | 23,339 | 37,371 | - | (33,300) | 27,410 |
| Financing costs | (3,932) | (17) | - | 800 | (3,149) |
| Interest income | 1,251 | 626 | - | - | 1,877 |
| Share of profit after tax of associate | 6,191 | - | - | - | 6,191 |
| Profit before taxation | 26,849 | 37,980 | - | (32,500) | 32,329 |
| Tax expense | (5,595) | (181) | - | - | (5,776) |
| **Profit for the period**  | 21,254 | 37,799 | - | (32,500) | 26,553 |

 **A10. Segmental Information (continued)**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **6 Months Ended 30.06.11****RM’000** | **Port** **Operations** | **Investment** **Holding** | **Industrial** **Properties** | **Eliminations** | **Consolidated** |
| **Business segments** |  |  |  |  |  |
| Segment assets | 430,681 | 208,007 | - | - | 638,688 |
| Investment in associate | 68,618 | - | 31,059 | - | 99,677 |
| **Total assets** | 499,299 | 208,007 | 31,059 | - | 738,365 |
| **Total liabilities** | 143,630 | 1,944 | - | - | 145,574 |
| **Depreciation of property, plant & equipment** | 4,871 | 116 | - | - | 4,987 |

|  |  |
| --- | --- |
| **A11.** | **Valuation of property, plant and equipment**The values of property, plant and equipment of the Group were brought forward without amendment from the audited annual financial statements for the year ended 31 December 2011. The property, plant and equipment of the Group are stated at cost less accumulated depreciation and impairment losses, if any. No revaluation of property, plant and equipment was undertaken during the current quarter under review. There were no significant purchases or disposals of property, plant and equipment during the current quarter. As at 30 June 2012 the Group’s commitment to purchase equipment amounted to approximately RM 15 million to replace equipment whose lifespan is expected to expire within the next 6 months. Please refer to Note B13. |
| **A12.** | **Changes in the composition of the Group**There were no changes in the composition of the Group during the current quarter. |
| **A13.** | **Changes in contingent liabilities or contingent assets**There were no changes in contingent liabilities or contingent assets since the previous audited annual financial statements. |
| **A14.** | **Significant related party transactions**Related parties

|  |  |
| --- | --- |
| LMTSB | An associated company of the Group |
| TNBJ | A subsidiary of Tenaga Nasional Berhad (TNB). TNB acquired 22.12% of the Company’s issued and paid up share capital on 23 March 2011.  |

Related party transactions

|  |  |  |
| --- | --- | --- |
|  | 2Q2012RM’000 | YTD 2Q2012RM’000 |
| Revenue receivable from TNBJ in respect of the Jetty Terminal Usage Agreement (JTUA) signed with LBTSB in the year 1999 | 22,278 | 45,310 |
| Operations and maintenance fees charged by LMTSB | 7,823 | 16,015 |

 |

|  |  |
| --- | --- |
| **A15.** | **Significant litigation** There was no significant litigation in the current quarter.  |
| **A16.**  | **Subsequent event**On 27 July 2012, LBTSB entered into a new Terminal Usage Agreement (“JTUA-M4”) with TNBJ for the provision of handling services for the import of coal for the new 1,010-MW Manjung 4 Power Plant (“M4 Power Plant”) located at Pulau Lekir 1, Telok Rubiah, District of Manjung in Perak for an initial period which will expire on 30 March 2040. As this is a related party transaction pursuant to the Bursa Listing Requirements in view of the interests of certain Directors and major shareholders of Integrax Berhad, the JTUA-M4 will be valid and binding only after approval of the shareholders of Integrax Berhad has been obtained. Accordingly, an Extraordinary General Meeting of Integrax Berhad will be held towards the end of August 2012 for the purpose of considering and, if thought fit, approving the JTUA-M4 agreement.More information related to this JTUA-M4 can be obtained from the Company’s announcement on 27 July 2012. |
|  |  |

|  |  |
| --- | --- |
| **B.** | **Additional Information Required By The Listing Requirements of Bursa Malaysia Securities Berhad** |
| **B1.**(a)(b)(c)   | **Performance review**Comparison between 2Q2012 and 2Q2011Group

|  |  |
| --- | --- |
|  | **Group** |
|  | 2Q2012RM’000 | 2Q2011RM’000 | % Change |
| Revenue | 22,278 | 21,454 | 3.8 |
| PBT | 15,291 | 13,899 | 10.0 |

Group revenues comprise contractual revenues from the provision of port facilities under term arrangements at LBT. The Group’s revenue of RM22 million increased by 3.8% compared with RM21 million recorded in the corresponding period last year. This was due to a 28.1% increase in cargo throughput at LBT. PBT increased by 10.0% due to share of higher profits of an associated company, LMTSB and lower finance costs in 2Q2012.Port Operations Segment

|  |  |
| --- | --- |
|  | **Port operations** |
|  | 2Q2012RM’000 | 2Q2011RM’000 | % Change |
| Revenue | 32,065 | 30,370 | 5.6 |
| PBT | 13,926 | 13,328 | 4.5 |
|  |  |  |  |
| LBT Cargo Throughput  | 1,704,481 MT | 1,330,814 MT | 28.1 |
| LMT Cargo Throughput | 947,222 MT | 941,012 MT | 0.7 |

Port operations comprise operations at two ports, LBT and LMT. 2Q2012 coal throughput in LBT increased by 28.1% mainly as a result of higher coal demand from TNBJ. Cargo throughput at LMT increased marginally by 0.7% compared to 2Q2011. Industrial Properties Segment

|  |  |
| --- | --- |
|  | **Industrial properties** |
|  | 2Q2012RM’000 | 2Q2011RM’000 | % Change |
| Revenue | 2,996 | - | 100.0 |
| PBT | 1,469 | (26) | 5,750.0 |
|  |  |  |  |
| Industrial land sold  |  10.585 acres | - | 100.0 |

Revenues and profits from this segment are generated from sales of industrial land by LMTSB. Comparison between YTD 2Q2012 and YTD 2Q2011Group

|  |  |
| --- | --- |
|  | **Group** |
|  | YTD 2Q2012RM’000 | YTD 2Q2011RM’000 | % |
| Revenue |  45,310 |  43,651 | 3.8  |
| PBT | 28,629 | 32,329  | (11.4)  |

Group revenues registered a 3.8% increase for YTD 2Q2012 compared to YTD 2Q2011. This is mainly due to increased cargo throughput in LBT.PBT decreased by 11.4% due to the recognition of gains on disposals of Indx and PGMC in 1Q2011. There were no such one off items in the current period under review.Port Operations Segment

|  |  |
| --- | --- |
|  | **Port operations** |
|  | YTD 2Q2012RM’000 | YTD 2Q2012RM’000 | % |
| Revenue | 63,659 | 61,792 | 3.0 |
| PBT | 26,987 | 26,908 | 0.3 |
|  |  |  |  |
| LBT Cargo Throughput  | 3,652,303 MT | 3,066,437 MT | 19.1 |
| LMT Cargo Throughput  | 1,599,920 MT | 1,751,042 MT | (8.6) |

Cargo throughput in LBT increased by 19.1% for YTD 2Q2012 compared YTD 2Q2011. The increase in LBT cargo throughput was attributed to higher demand of coal from TNBJ.Cargo throughput at LMT experienced a 8.6% decrease compared to the corresponding period in the previous year. This reduction is due to generally lower throughput in all the main cargo categories experienced in 1Q2012. Industrial Properties Segment

|  |  |
| --- | --- |
|  | **Industrial properties** |
|  | YTD 2Q2012RM’000 | YTD 2Q2011RM’000 | % Change |
| Revenue | 2,996 | - | 100.0 |
| PBT | 1,451 | (59) | 2,559.3 |
|  |  |  |  |
| Industrial land sold  |  10.585 acres | - | 100.0 |

Revenues and profits from this segment are generated from sales of industrial land by LMTSB. Comparison between 2Q2012 and 1Q2012Group

|  |  |
| --- | --- |
|  | **Group** |
|  | 2Q2012RM’000 | 1Q2012RM’000 | % |
| Revenue |  22,278 | 23,032 | (3.3) |
| PBT |  15,291 | 13,338 | 14.6  |

The Group’s revenue for 2Q2012 was RM22 million, which represented a decrease of 3.3% compared with RM23million registered in 1Q2012. This was due to a 12.5% decrease in LBT throughput. Higher contribution from the associate company, LMTSB, due to recognition of industrial land sales, resulted in a 14.6% increase in PBT for 2Q2012.Port Operations Segment

|  |  |
| --- | --- |
|  | **Port operations** |
|  | 2Q2012RM’000 | 1Q2012RM’000 | % |
| Revenue | 32,065 | 31,594 | 1.5 |
| PBT | 13,926 | 13,061 | 6.6 |
|  |  |  |  |
| LBT Cargo Throughput  | 1,704,481MT | 1,947,822MT | (12.5) |
| LMT Cargo Throughput  | 947,222 MT |  652,698MT  | 45.1 |

Port revenues increased slightly by 1.5% compared to 1Q2012. This slight increase is due to increased cargo throughput in LMT compared to 1Q2012. Industrial Properties Segment

|  |  |
| --- | --- |
|  | **Industrial properties** |
|  | 2Q2012RM’000 | 1Q2012RM’000 | % |
| Revenue | 2,996 | - | 100 |
| PBT | 1,469 | (18) | 8,611.1 |
|  |  |  |  |
| Industrial land sold  | 10.585 acres | - | 100 |

 LMTSB sold 10.585 acres of industrial land in 2Q2012, whereas no land sales were recorded in 1Q2012.  |
| **B2.** | **Prospects going forward**In line with the expected continued growth of the Malaysian economy and the prospects of increasing business opportunities arising from various Government and private initiatives, we believe that our port operations will remain on an uptrend. We expect cargo throughput at LBT and LMT as well as industrial land sales to remain resilient.On 27 July 2012, LBTSB entered into a new Jetty Terminal Usage Agreement (“JTUA-M4”) with TNBJ for the provision of handling services for the import of coal for TNBJ’s new 1,010-MW Manjung 4 Power Plant (“M4 Power Plant”) located at Pulau Lekir 1, Telok Rubiah, District of Manjung in Perak for an initial period which will expire on 30 March 2040. Upon obtaining approval from the shareholders of Integrax Berhad, this new contract is expected to contribute positively to the Group’s earnings from the year 2014 onwards. The Lumut – Manjung corridor is expected to benefit from the M4 power Plant project and Vale’s iron and steel investment in Teluk Rubiah. Integrax is currently in discussions with the latter to determine Integrax’s level of participation in its projects. All relevant and necessary announcements will be made upon the finalization of these discussions.  |
| **B3.** | **Profit forecast**The Company has not issued any profit forecasts to the public. |
| **B4.** | **Tax expense**

|  |  |  |
| --- | --- | --- |
|  | **2Q2012****RM’000** | **YTD 2Q2012****RM’000** |
| Current year - Malaysian tax | 3,155 | 6,472 |
|  - Foreign tax | 3 | 6 |
| Deferred tax | (340) | (780) |
| Total | 2,818 | 5,698 |

 |
| **B5.** | **Purchase or disposal of unquoted investments and properties**There were no purchases or disposals of unquoted investments and properties during the current quarter. |
| **B6.** | **Purchase or disposal of quoted securities**There were no purchases or disposals of quoted securities during the current quarter. |
| **B7.** | **Status of corporate proposals**There are no corporate proposals currently in existence. |
| **B8.** | **Borrowing and debt securities**Please refer to Note A8. |
| **B9.** | **Off balance sheet financial instruments**The Group has not purchased any financial instruments during the quarter under review. |
| **B10.** | **Changes in material litigation**Please refer to Note A15. |

|  |  |
| --- | --- |
| **B11.** | **Dividends**On 21 Jun 2012, the Board of Directors of the Company declared an interim dividend of 4.1 sen per share less Malaysian tax of 25% (2Q2011 : Special interim dividend of 16% less Malaysian tax 25% per share) for the financial year ending 31 Dec 2012. This interim dividend amounted to RM9.25 million (2Q2011: RM36.1 million) and was paid on 23 Jul 2012. The entitlement and payment dates of this dividend were 06 Jul 2012 and 23 Jul 2012 respectively. No other dividends were declared nor paid in the current quarter. |
| **B12.** | **Basic earnings per share**The basic earnings per share is calculated by dividing the PATSC for the period by the weighted average number of ordinary shares in issue during the period :

|  |  |  |
| --- | --- | --- |
|  | **YTD 2Q2012****RM’000** | **YTD 2Q2011****RM’000** |
|  |  |  |
| PATSC for the period | 19,986 | 23,562 |
| Weighted average number of ordinary shares in issue | 300,806 | 300,806 |
| **Basic earnings/(Loss) per ordinary share :** |  |  |
| **From continued operations (sen)** | **6.64** | **7.83** |

 |
| **B13.** | **Capital commitments**The Group’s commitment in respect of its purchase of plant and equipment not provided for as at 30 June 2012 is as follows :

|  |  |
| --- | --- |
|  | **As at** **30 Jun 2012****RM’000** |
|  Plant and equipmentApproved and contracted for  | 15,000 |
| **Total** | **15,000** |

 |
| **B14.** | **Disclosure of realised and unrealised profits**An analysis of the retained profits of the Group as at 30 June 2012 is as follows :

|  |  |  |
| --- | --- | --- |
|  | **As at** **30 Jun 2012****Unaudited****RM’000** | **As at** **31 Dec 2011****Audited****RM’000** |
| Total retained earnings of the Company and its subsidiaries : |  |  |
|  Realised | 268,334 | 267,741 |
|  Unrealised | (41.144) | (41,768) |
|  | 227,190 | 225,973 |
| Total share of retained earnings from associated company : |  |  |
|  Realised | 103,509 | 95,551 |
|  Unrealised  | (2,807) | (2,744) |
|  | 100,702 |  92,807 |
|  |  |  |
| Less : Consolidated adjustments | (106,099) | (107,723) |
| **Total retained earnings as per consolidated statement of financial position** | **221,793** | **211,057** |

 |