



雲昇控股有限公司

YINSON HOLDINGS BERHAD (Co. No. : 259147-A)

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YINSON HOLDINGS BERHAD (Company No. 259147-A)
(Incorporated in Malaysia)

CONDENSED CONSOLIDATED INCOME STATEMENT
For the Six-Month Period Ended 31 July 2011

	3 months ended		6 months ended	
	31.07.2011	31.07.2010	31.07.2011	31.07.2010
	RM'000	RM'000	RM'000	RM'000
	unaudited	unaudited	unaudited	unaudited
Revenue	158,630	148,538	355,434	332,852
Cost of trading goods sold	(118,370)	(101,189)	(274,408)	(242,451)
Direct expenses	(29,644)	(35,576)	(56,977)	(65,704)
Gross profit	10,616	11,773	24,049	24,697
Other operating income	1,041	284	2,752	533
Administrative expenses	(3,315)	(4,457)	(6,939)	(9,487)
Profit from operations	8,342	7,600	19,862	15,743
Finance costs	(2,109)	(1,661)	(5,029)	(3,464)
Profit before tax	6,233	5,939	14,833	12,279
Income tax expense	(819)	(1,460)	(2,282)	(3,131)
Profit for the period	5,414	4,479	12,551	9,148
Attributable to:				
Equity holders of the parent	5,470	4,489	12,625	9,220
Minority interests	(56)	(10)	(74)	(72)
	5,414	4,479	12,551	9,148
Earnings per share attributable to equity holders of the parent:				
Basic (sen)	7.55	6.55	17.44	13.46
Diluted (sen)	7.55	6.55	17.44	13.46

The condensed consolidated income statement should be read in conjunction with the audited financial statements for the year ended 31 January 2011 and the accompanying explanatory notes attached to the interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the Quarter and Year-To-Date Ended 31 July 2011

	3 months ended		6 months ended	
	31.07.2011	31.07.2010	31.07.2011	31.07.2010
	RM'000	RM'000	RM'000	RM'000
	unaudited	unaudited	unaudited	unaudited
Profit for the period	5,414	4,479	12,551	9,148
Currency translation differences arising from consolidation	(98)	(49)	(436)	(533)
Total comprehensive income for the period	5,316	4,430	12,115	8,615
Total comprehensive income for the period attributable to:				
Equity holders of the Company	5,372	4,440	12,189	8,687
Minority interests	(56)	(10)	(74)	(72)
	5,316	4,430	12,115	8,615

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 January 2011 and the accompanying explanatory notes to the interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 July 2011

	AS AT 31.7.2011 RM'000 Unaudited	AS AT 31.1.2011 RM'000 Audited
ASSETS		
Non-current assets		
Property, plant and equipment	102,714	121,520
Investment properties	15,465	9,265
Intangible assets	122	129
Land use rights	5,638	5,696
Deferred tax asset	775	552
	<u>124,714</u>	<u>137,162</u>
Current assets		
Inventories	675	628
Receivables	255,283	233,964
Prepayments	10,078	2,542
Tax recoverable	612	489
Marketable securities	45	37
Cash and bank balances	2,443	9,073
	<u>269,136</u>	<u>246,733</u>
Non-current asset held for sale	-	1,236
TOTAL ASSETS	<u>393,850</u>	<u>385,131</u>
Current liabilities		
Short term borrowings	120,532	143,948
Payables	81,722	67,473
Tax payables	2,881	3,010
	<u>205,135</u>	<u>214,431</u>
EQUITY AND LIABILITIES		
Non-current liabilities		
Long term borrowings	40,887	46,008
Deferred tax liabilities	2,541	2,739
	<u>43,428</u>	<u>48,747</u>
Total liabilities	<u>248,563</u>	<u>263,178</u>
Equity attributable to owners of the parent		
Share capital	75,347	68,498
Share premium	4,369	-
Foreign currency fluctuation reserve	(2,173)	(1,737)
Retained earnings	67,803	55,178
	<u>145,346</u>	<u>121,939</u>
Minority interests	(59)	14
Total equity	<u>145,287</u>	<u>121,953</u>
TOTAL EQUITY AND LIABILITIES	<u>393,850</u>	<u>385,131</u>
Net assets per share attributable to equity holders of the Company (RM)	<u>1.93</u>	<u>1.78</u>

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the year ended 31 January 2011 and the accompanying explanatory notes to the interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the Year-To-Date Ended 31 July 2011

	← Attributable to equity holders of the Company →					Minority Interests	Total equity
	Non-distributable		Distributable				
	Share capital RM'000	Share premium RM'000	Foreign exchange fluctuation reserve RM'000	Retained earnings RM'000	Total RM'000	RM'000	RM'000
At 1 February 2010	68,498	-	(866)	37,921	105,553	277	105,830
Total comprehensive income for the period	-	-	(533)	9,220	8,687	(72)	8,615
At 31 July 2010	<u>68,498</u>	<u>-</u>	<u>(1,399)</u>	<u>47,141</u>	<u>114,240</u>	<u>205</u>	<u>114,445</u>
 At 1 February 2011	 68,498	 -	 (1,737)	 55,178	 121,939	 14	 121,953
Total comprehensive income for the period	-		(436)	12,625	12,189	(73)	12,116
Share issuance	6,849	4,369	-	-	11,218	-	11,218
At 31 July 2011	<u>75,347</u>	<u>4,369</u>	<u>(2,173)</u>	<u>67,803</u>	<u>145,346</u>	<u>(59)</u>	<u>145,287</u>

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 January 2011 and the accompanying explanatory notes attached to the interim financial statements.

YINSON HOLDINGS BERHAD (Company No. 259147-A)
(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
For the Year-To-Date Ended 31 July 2011

	6 months and year-to-date ended	
	31.07.2011	31.07.2010
	RM'000	RM'000
	Unaudited	Unaudited
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	14,833	12,279
Adjustments for:		
Non-cash items	1,464	3,845
Non-operating items	4,968	3,434
Operating profit before working capital changes	21,265	19,558
Net changes in current assets	(33,176)	(75,814)
Net changes in current liabilities	28,345	23,625
Cash generated from / (used in) operations	16,434	(32,631)
Interest received	40	29
Interest paid	(5,007)	(3,463)
Tax paid	(2,997)	(1,456)
Net cash generated from / (used in) operating activities	8,470	(37,521)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of property, plant & equipment	2,210	1,369
Purchase of property, plant and equipment	(5,205)	(1,655)
Disposal of subsidiary	4,002	-
Net cash generated from / (used in) investing activities	1,007	(286)
CASH FLOWS FROM FINANCING ACTIVITIES		
Bank (repayments) / borrowings	(23,444)	37,940
Proceeds from shares issuance	11,219	-
Net cash (used in) / generated from financing activities	(12,225)	37,940
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(2,748)	133
Effects of foreign exchange rate changes	697	40
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	(4,299)	(9,268)
CASH AND CASH EQUIVALENTS AT THE END OF PERIOD	(6,350)	(9,095)
	As at	As at
	31.07.2011	31.07.2010
	RM'000	RM'000
CASH AND CASH EQUIVALENTS COMPRISE:		
Cash and bank balances	2,443	6,096
Bank overdrafts (included within short term borrowings)	(8,793)	(15,191)
	(6,350)	(9,095)

The condensed consolidated statement of cash flows should be read in conjunction with the audited financial statements for the year ended 31 January 2011 and the accompanying explanatory notes attached to the interim financial statements.

YINSON HOLDINGS BERHAD (Company No. 259147-A)

PART A - EXPLANATORY NOTES PURSUANT TO FRS 134

1. Basis of Preparation

The interim financial statements have been prepared under the historical cost convention except for the revaluation of certain freehold land and buildings.

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and Paragraph 9.22 of the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities").

The interim financial report should be read in conjunction with the audited financial statements for the financial year ended 31 January 2011. These explanatory notes attached to the interim financial statements provide an explanation of events and transaction that are significant to an understanding of changes in the financial position and performance of the Group since the year ended 31 January 2011.

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 January 2011, except for the following:

A) Adoption of New and Revised FRSS, IC Interpretations and Amendments to IFRs

FRSS, Amendments to FRS and IC Interpretations

Amendments to FRS 132: Classification of Rights Issues
FRS 1(revised): First-time Adoption of Financial Reporting Standards
FRS 3 (revised): Business Combinations
Amendments to FRS 2: Share-based Payment
Amendments to FRS 5: Non-current Assets Held for Sale and Discontinued Operations
FRS 127 (revised): Consolidated & Separate Financial Statements
Amendments to FRS 138: Intangible Assets
Amendments to IC Interpretation 9: Reassessment of Embedded Derivatives
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
Amendment to FRS 1: Limited exemption for comparative FRS 7: Disclosures for First-time Adopters
Amendments to FRS 2: Group Cash-settled Share-based Payment Transactions
Amendment to FRS 1: Additional exemptions for First-time Adopters
Amendments to FRS 7: Improving Disclosures about Financial Instruments
IC Interpretations 18 : Transfer of assets from Customers
Improvements to FRSS issued in 2010
IC Interpretations 4: Determining Whether an Arrangement contains a Lease

The application of new FRSS, Amendments to FRSS and Interpretations that are effective for the financial statements commencing on 1 February 2011 did not result in any significant changes in the accounting policies and presentation of financial results of the Group.

B) Revised FRSs, IC Interpretations and Amendments to FRS issued and not yet effective
The Group has not early adopted the following revised FRS, IC Interpretations and Amendments to IC Interpretations which have been issued as at the date of authorisation of these financial statements and will be effective for the financial periods as stated below:

	Effective date for financial periods beginning on or after
Amendments to IC Interpretation 14 : Prepayment of Minimum Funding Requirement	1 July 2011
IC Interpretation 19: Extinguishing Financial Liabilities with Equity instruments	1 July 2011
IC Interpretation 15: Agreements for the Construction of Real Estate	1 January 2012
FRS 124: Related Party Disclosures (Revised)	1 January 2012

2. Auditors' Report on Preceding Annual Financial Statements

The Auditors' Report on the financial statements for the year ended 31 January 2011 was not qualified.

3. Seasonal or Cyclical Factors

The Group's transport operations are generally affected by major festivals that occur in the first and third quarter of the financial year as there were fewer working days.

4. Unusual Items due to their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the current quarter and financial year to-date.

5. Changes in Accounting Estimate

There were no material changes in accounting estimates that have a material effect in the current quarter and financial year-to-date results.

6. Issuance and Repayment of Debt and Equity Securities

There were no issuances and repayment of debts, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares during the current financial period under review, except for the issuance of the following ordinary shares of RM1.00 each under private placements:

Date issued	Number of ordinary shares	Consideration (RM)
7 July 2011	6,600,000	10,890,000
22 July 2011	249,700	424,490
	6,849,700	11,314,490

7. Dividends Paid

There was no dividend paid during the financial year-to-date.

8. Segmental Information

6 Month Period Ended 31 July 2011

	Transport RM'00	Marine RM'000	Trading RM'000	Other Operations RM'000	Elimination RM'000	Consolidated RM'000
Revenue						
External Sales	42,902	30,880	293,120	443	(11,911)	355,434

Results

Segment results	1,141	5,835	10,462	2,424	-	19,862
Finance costs						(5,029)
Taxation						(2,282)
Profit after taxation and before minority interest						12,551
Minority interest						74
Profit for the period						12,625

6 Month-Period Ended 31 July 2010

	Transport RM'00	Marine RM'000	Trading RM'000	Other Operations RM'000	Elimination RM'000	Consolidated RM'000
Revenue						
External Sales	56,670	19,463	262,375	604	(6,260)	332,852

Results

Segment results	(81)	1,149	14,885	(210)	-	15,743
Finance costs						(3,464)
Taxation						(3,131)
Profit after taxation and before non-controlling interests						9,148
Minority interest						72
Profit for the period						9,220

9. Carrying Amount of Revalued Assets

The valuations of the property, plant and equipment have been brought forward, without amendment from the financial statements for the year ended 31 January 2011 and the fair value of certain investment properties have been adjusted to reflect the latest market value upon their reclassification from property, plant and equipment.

10. Subsequent Event

On 5 September 2011, AmInvestment Bank Berhad (a member of the AmInvestment Bank Group) had on behalf of the Board of Directors of YHB announced to Bursa Securities that the Company had entered into a shareholders' agreement with Petrovietnam Technical Services Corporation ("PTSC") to form a joint venture company ("JVC") to assume and regulate the rights, obligations and responsibilities of the shareholders of the JVC ("Shareholder(s)") under the Proposed

Consortium Agreement and for the JVC to own the Floating Storage And Off-Loading ("FSO") and enter into the Bareboat Contract with PTSC ("Shareholders' Agreement").

11. Changes in the Composition of the Group

On 23 February 2011, the Company entered into a Share Sale Agreement with Persada Bina Sdn. Bhd. to dispose of its entire 70% equity interest in Yinson Haulage Sdn. Bhd. ("Yinson Haulage") for a total cash consideration of RM1.00. The disposal was completed on 18 April 2011.

On 10 June 2011, the Company incorporated a wholly-owned subsidiary in Singapore, known as Yinson Maritime Pte. Ltd., with a paid-up share capital of S\$1.00. The principal activity of the subsidiary is the provision of floating marine assets for chartering. The subsidiary has not commenced operation.

On 1 July 2011, the Company incorporated a wholly-owned subsidiary in Singapore under the name of Yinson Port Ventures Pte. Ltd. ("YPV") with a paid-up share capital of S\$1.00. The principal activities of YPV shall be investment holding company. The subsidiary has not commenced operation.

On 7 July 2011, the Company incorporated a 51% owned-subsiary company known as Regulus Offshore Sdn. Bhd. ("REGULUS"). The authorised share capital of REGULUS is RM100,000.00 and the initial issued and paid-up share capital is RM100.00. The principal activities of REGULUS is the provision of ship and crew management services. REGULUS commenced operation on 11 July 2011.

On 22 July 2011, the Company entered into a conditional Sale and Purchase Contract for the acquisition of 14,000,000 ordinary shares of 10,000 Vietnam Dong each representing 40% equity interest in PTSC Phu My Port for a total cash consideration of 182.00 billion VND (approximately RM26.38 million) from Petrovietnam Technical Services Corporation. The details of the acquisition were contained in the announcement made to Bursa Securities on 25 July 2011. The acquisition has not been completed as at the date of this report.

12. Capital Commitments

The amount of commitments for the purchase of property, plant and equipment not provided for in the interim condensed financial statements as at 31 July 2011 is as follows:

Approved and contracted for :- RM114.7 million

13. Changes in Contingent Liabilities and Contingent Assets

There were no changes in other contingent liabilities or contingent assets since the last audited financial statement as at 31 January 2011.

PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

14. Performance Review

For the period ended 31 July 2011, the Group's revenue increased by RM22.582 million or 7 percent to RM355.434 million compared to RM332.852 million for the preceding year corresponding period mainly attributable to increase in volume of sales from trading and marine transport businesses.

The Group's profit before taxation for the financial period ended 31 July 2011 increased by RM2.554 million or 21 percent to RM14.833 million as compared to RM12.279 million for the

preceding year corresponding period was mainly attributable to increase in contribution from marine transport business, gain on disposal of a subsidiary arising from the write back of accumulated losses recognised from previous financial years and gain from disposal of property.

15. Material Changes in the Profit Before Taxation of Current Quarter Compared with Preceding Quarter.

The Group's net profit before taxation for the current quarter ended 31 July 2011 decreased by 28 percent or RM2.367 million to RM6.233 million compared to RM8.600 million for the preceding quarter ended 30 April 2011 mainly due to decrease in revenue from trading segment and drop in gross profit margin from trading segment.

16. Commentary on Prospects

The outlook of the global economy for second half of 2011 is expected to remain positive, supported by economic activities in most of the emerging economies and domestic demand is expected to remain resilient and support growth amidst sustained private consumption, strong private investment and faster pace of implementation of public sector projects. Barring unforeseen circumstances, the Group shall strive to sustain a satisfactory performance for the current financial year.

17. Profit Forecast

The disclosure requirements for explanatory notes for the variance of actual profit after tax and non-controlling interests and forecast profit after tax and non-controlling interests are not applicable.

18. Taxation

The taxation figures consist of:

	3 Month-Period Ended		6 Month-Period Ended	
	31.07.2011	31.07.2010	31.07.2011	31.07.2010
	RM'000	RM'000	RM'000	RM'000
Current period income tax	967	1,992	2,746	4,085
Deferred tax :				
- Relating to origination and reversal of temporary difference	(148)	(532)	(464)	(954)
	<u>819</u>	<u>1,460</u>	<u>2,282</u>	<u>3,131</u>

The effective tax rate of the Group for the current financial year's quarter and period is lower than the statutory rate in Malaysia due to certain income not subject to taxation and tax rate of certain subsidiaries are lower than the statutory tax rate in Malaysia.

19. Sale of Unquoted Investment and Properties

There were no sales of unquoted investments and properties during the current financial quarter and financial year-to-date except for:

- the disposal of Yinson Haulage Sdn Bhd which resulted in a gain of RM1.137 million which arise from the write back of accumulated losses recognised from previous financial years and
- the disposal of a property for total consideration of RM2.021 million which resulted in a capital gain of RM0.775 million.

20. Quoted Securities

There were no disposal of quoted securities during the current financial quarter and period-to-date.

Details of quoted securities are as follows:

	RM'000
At cost	69
At book value	45
At market value	45

21. Status of Corporate Proposals

On 29 June 2011, AmInvestment Bank Berhad (a member of the AmInvestment Bank Group) announced on behalf of the Board of Directors of the YHB that the Company is proposing to undertake the following:-

- (i) a renounceable two-call rights issue of up to 113,020,875 Rights Shares at an issue price of RM1.00 per Rights Share, on the basis of three (3) Rights Shares for every two (2) existing Shares held on an entitlement date to be determined later;
- (ii) an increase in the authorised share capital of the Company from RM100,000,000 comprising 100,000,000 Shares to RM500,000,000 comprising 500,000,000 Shares; and
- (iii) amendments to the memorandum and articles of association of the Company to effect the Proposed Increase In Authorised Share Capital of the Company.

The above has not been completed as at date of report.

On 26 July 2011, the Company announced that the placement of 6,849,700 placement shares under the Private Placement was completed.

22. Group Borrowings

Details of total Group's borrowings as at 31 July 2011 are as follows:

	Secured RM'000	Unsecured RM'000	Total RM'000
Short term borrowings	9,837	110,695	120,532
Long term borrowings	40,887	-	40,887
Total borrowings	<u>50,724</u>	<u>110,695</u>	<u>161,419</u>

Except for RM42.560 million borrowings denominated in United States Dollar, all other borrowings are denominated in Ringgit Malaysia.

23. Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments as at 31 July 2011.

24. Material Litigation

As at 31 July 2011, there was no material litigation against the Group.

25. Dividend Payable

No interim dividend has been declared for the period ended 31 July 2011 (31 July 2010: Nil).

26. Earnings Per Share

(a) Basic

Basic earnings per share amount are calculated by dividing the profit for the period by the weighted average number of shares in issue during the period.

	3 month-period ended		6 month-period ended	
	31.07.2011	31.07.2010	31.07.2011	31.07.2010
Profit attributable to equity holders of Company (RM'000)	5,470	4,489	12,625	9,220
Weighted average number of ordinary shares in issue ('000)	72,409	68,498	72,409	68,498
Basic earnings per share (sen)	7.55	6.55	17.44	13.46

(b) Diluted

Diluted earnings per share is the same as basic earnings per share as there is no dilutive potential ordinary shares outstanding as at 31 July 2011.

27. Realised and Unrealised Retained Earnings

The breakdown of the retained earnings of the Group as at 31 July 2011 into realised and unrealised earnings is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2010 and prepared in accordance with Guidance on 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, as issued by the Malaysian Institute of Accountants.

The retained earnings as at 31 July 2011 is analysed as follows:

	As at 31.7.2011
	RM'000
Total retained earnings of the Company and its subsidiaries:-	
- Realised	69,728
- Unrealised	161
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	69,889
Less Consolidation adjustments	(2,086)
	<hr/>
Total Group retained earnings as per consolidated financial statements	<hr/> 67,803 <hr/>

BY ORDER OF THE BOARD

Company Secretary

Tan Soo Leong (f) (MACS01516)
Johor Bahru
26 September 2011