(Incorporated in Malaysia) (Company No : 278114-K)

# CONDENSED CONSOLIDATED INCOME STATEMENTS FOR THE FINANCIAL QUARTER ENDED 28 FEBRUARY 2010

THE FIGURES HAVE NOT BEEN AUDITED

	INDIVIDUAL PERIOD		CUMULATI	<b>CUMULATIVE PERIOD</b>	
		PRECEDING		PRECEDING	
		YEAR		YEAR	
		CORRESPON	CURRENT	CORRESPON	
	CURRENT	- DING	YEAR TO	- DING	
	QUARTER	QUARTER	DATE	PERIOD	
	28/2/2010	28/2/2009	28/2/2010	28/2/2009	
	RM'000	RM'000	RM'000	RM'000	
	UNAUDITED	UNAUDITED	UNAUDITED	UNAUDITED	
Revenue	61,804	43,286	182,588	163,226	
Cost of sales	(49,591)	(40,864)	(152,612)	(144,573)	
Gross profit	12,213	2,422	29,976	18,653	
Other income	657	1,298	2,985	5,216	
Administrative expenses	(5,890)	(4,274)	(13,723)	(14,128)	
Selling and marketing expenses	(205)	(367)	(767)	(1,151)	
Other expenses	-	(373)	(145)	(832)	
Finance costs	(904)	(1,224)	(3,007)	(4,086)	
Share of results of associate	43	(134)	(22)	(298)	
Profit / (loss) before tax	5,914	(2,652)	15,297	3,374	
Income tax expenses	(1,611)	468	(4,113)	(1,220)	
Profit /(loss) for the period	4,303	(2,184)	11,184	2,154	
Attributable to:					
Equity holders of the parent	4,313	(2,057)	11,682	2,365	
Minority interest	(10)	(127)	(498)	(211)	
	4,303	(2,184)	11,184	2,154	
Earnings / (loss) per share attributable to equity holders of the parent (sen) :					
(i) Basic	3.65	(1.74)	9.90	2.00	
(ii) Diluted	3.65	(1.74)	9.90	2.00	

The Condensed Consolidated Income Statements should be read in conjunction with the Annual Financial Report for the year ended 31 May 2009.

(Incorporated in Malaysia) (Company No : 278114-K)

# CONDENSED CONSOLIDATED BALANCE SHEETS AS AT 28 FEBRUARY 2010

	AS AT END OF FINANCIAL PERIOD 28/2/2010 RM'000	AS AT PRECEDING FINANCIAL YEAR END 31/05/2009 RM'000
	UNAUDITED	AUDITED
ASSETS		
Non-current assets		
Property, plant and equipment	23,198	21,536
Investment properties	15,418	4,197
Prepaid lease payments	2,467	2,502
Concession assets	35,866	35,718
Investment in associates	-	648
Other investment	226	226
Goodwill on consolidation	17,156	17,156
Deferred tax assets	1,207 95,538	1,085
Current assets		
Property development costs	75,989	86,475
Amount due from customers on contracts	34,359	37,308
Inventories	12,071	14,512
Trade receivables	99,965	125,110
Other receivables	23,905	15,311
Tax recoverable	1,599	1,380
Deposit with licensed financial institutions	8,537	5,105
Cash and bank balances	17,244	9,379
	273,669	294,580
TOTAL ASSETS	369,207	377,648
EQUITY AND LIABILITIES Equity attributable to equity holders of the parent		
Share Capital	118,016	118,016
Reserves	63,709	52,643
	181,725	170,659
Minority Interests	4,813	5,212
Total Equity	186,538	175,871
Non-current liabilities		
Bank borrowings	13,520	18,049
Deferred taxation liabilities	6,252	6,741
Defined benefit obligations	467	377
Current liabilities	20,239	25,167
Trade and other payables	94,868	103,287
Bank borrowings	64,281	70,301
Provision for taxation	3,281	3,022
	162,430	176,610
Total liabilities	182,669	201,777
TOTAL EQUITY AND LIABILITIES	369,207	377,648
Net assets per share attributable to ordinary equity holders of the parent (RM)	1.54	1.45

The Condensed Consolidated Balance Sheets should be read in conjunction with the Annual Financial Report for the year ended 31 May 2009.

(Incorporated in Malaysia) (Company No : 278114-K)

# CONDENSED CONSOLIDATED CASH FLOW STATEMENTS FOR THE FINANCIAL QUARTER ENDED 28 FEBRUARY 2010

THE FIGURES HAVE NOT BEEN AUDITED

UNAUDITED UNAUD	3,374 2,353
CASH FLOWS FROM OPERATING ACTIVITIES	2,353
	3,888
Operating profit before changes in working capital 20,161	9,615
Net change in current liabilities (8,585)	1,690 (2,640) (3,525)
Net cash flows generated from operating activities 39,316	5,140
CASH FLOWS FROM INVESTING ACTIVITIES  Net cash outflow on acquisition of a subsidiary company  Other investments  (13,081)	- (434)
Net cash flows used in investing activities (13,081)	(434)
Interest paid (3,227) ( Payment to hire purchase creditors 27 Proceeds from conversion of ICULS - Share issue expenses (4)	6,304 (3,853) (661) 53 - (2,183)
Net cash flows (used in) / generated from financing activities (16,959)	(340)
•	4,366
	(1,777)
	2,386
·	4,975
Cash and bank balances 17,244 1 Deposit with licensed financial institutions 8,537	As at .2009 A'000 4,988 3,308 3,321)
	4,975

The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Annual Financial Report for the year ended 31 May 2009.

(Incorporated in Malaysia) (Company No : 278114-K)

# CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 28 FEBRUARY 2010

THE FIGURES HAVE NOT BEEN AUDITED

					N AUDITED				
	<b>←</b> Attributable to Equity Holders of the Parent <b>←</b>								
	Share Capital RM'000	ICULS 2003/2008 RM'000	Capital Reserve RM'000	Share Premium RM'000	Foreign Exchange Reserve RM'000	Retained Profits RM'000	Total RM'000	Minority Interests RM'000	Total Equity RM'000
At 1 June 2008									
As previously stated	117,963	66	1,347	8,818	(717)	42,766	170,243	4,583	174,826
Profit for the period	-	_	_	_	_	2,365	2,365	(211)	2,154
Prior year adjustment	-	-	-	-	-	-	-	-	-
Acquisition of subsidiaries	-	-	-	-	-	-	-	239	239
Foreign exchange differences	-	-	-	-	(1,777)	-	(1,777)	(133)	(1,910)
Share issue expenses	-	-		-	-	-	-	-	-
Conversion of ICULS									
into ordinary shares	-	(66)	-	-	-	-	(66)	-	(66)
Issuance pursuant to:									
- ICULS	53	-	-	-	-	-	53	-	53
- ESOS	-	-	-	-	-	-	-	-	-
Dividend	-	-	-	-	-	(2,183)	(2,183)	-	(2,183)
At 28 February 2009	118,016	-	1,347	8,818	(2,494)	42,948	168,635	4,478	173,113
At 1 June 2009 As previously stated	118,016	-	1,347	8,816	(1,132)	43,612	170,659	5,212	175,871
Profit for the period	_	_	_	_	_	11,682	11,682	(498)	11,184
Prior year adjustment	_	_	_	_	_	-	,	-	-
Acquisition of subsidiaries	_	_	_	_	_	_	_	_	_
Foreign exchange differences	-	-	_	_	(612)	_	(612)	99	(513)
Share issue expenses	-	-	-	(4)	-	-	(4)	-	(4)
Conversion of ICULS									
into ordinary shares	-	-	-	-	-	-	-	-	-
Issuance pursuant to:									
- ICULS	-	-	-	-	-	-	-	-	-
- ESOS	-	-	-	-	-	-	-	-	-
Dividend	-	-	-	-	-	-	-	-	-
At 28 February 2010	118,016	_	1,347	8,812	(1,744)	55,294	181,725	4,813	186,538
•									

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31 May 2009.

(Incorporated in Malaysia) (Company No: 278114-K)

# UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 28 FEBRUARY 2010 NOTES TO THE INTERIM FINANCIAL REPORT

#### PART A - EXPLANATORY NOTES PURSUANT TO FRS 134

#### A1. BASIS OF PREPARATION

The interim financial report is unaudited and has been prepared in accordance with the requirements of FRS 134 - Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements for the year ended 31 May 2009. These explanatory notes attached to the interim financial report provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 May 2009.

The accounting policies adopted by the Group in the quarterly financial statements are consistent with those adopted in the financial statements for year ended 31 May 2009.

# A2. AUDIT QUALIFICATION

The auditors' report on the Group's annual financial statements for the year ended 31 May 2009 was not subject to any audit qualification.

#### A3. COMMENTS ABOUT SEASONAL OR CYCLICAL FACTORS

The business operations of the Group are not significantly affected by any seasonal or cyclical factors.

# A4. EXCEPTIONAL ITEMS

There were no unusual items affecting assets, liabilities, equity, net income or cash flows for the current quarter under review.

# A5. CHANGES IN ESTIMATES

There were no changes in estimates of the amounts reported in prior financial year that may have a material effect in the current quarter.

## A6. ISSUANCE AND REPAYMENTS OF DEBT AND EQUITY SECURITIES

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities for the period ended 28 February 2010.

## A7. DIVIDEND PAID

There was no payment of dividend in the current quarter and financial period ended 28 February 2010.

## A8. SEGMENT REVENUE AND RESULTS

<u>SEGMENT</u>	REVENUE			<u>RESULT</u>		
Period ended 28 February 2010	External RM'000	Internal* RM'000	Total RM'000	<b>PBT</b> ^ RM'000	Taxation RM'000	<b>PAT</b> # RM'000
Earthworks, engineering and construction works	136,420	99,772	236,192	8,625	(2,349)	6,276
Property investment and development	36,035	3,304	39,339	5,011	(1,020)	3,991
Manufacturing and trading in protective and decorative coating	74	5	79	(114)	-	(114)
Water concession	10,059	612	10,671	1,629	(508)	1,121
Plantation	-	-	-	(347)	-	(347)
Management and investment	-	18,307	18,307	15,175	(4,086)	11,089
Elimination	-	(122,000)	(122,000)	(14,682)	3,850	(10,832)
Consolidated	182,588	-	182,588	15,297	(4,113)	11,184

Note: \* Inter-segment sales

# A9. VALUATIONS OF PROPERTY, PLANT AND EQUIPMENT

The valuations of property, plant and equipment have been brought forward without any amendments from the previous annual financial statements for the year ended 31 May 2009.

# A10. EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

- (i) On 5 April 2010, Gadang Holdings Bhd ("the Company") had acquired 1,590,000 ordinary shares of RM1.00 each representing the remaining 30% of the equity in GLP Resources (M) Sdn Bhd ("GLPR") from the minority shareholder, Premierex Sdn Bhd for a nominal cash consideration of RM1.00 ("the Acquisition"), thereby resulting in GLPR becoming a wholly-owned subsidiary of the Company.
- (ii) On 13 April 2010, Gadang Land Sdn Bhd, the Company's wholly-owned subsidiary, had acquired two (2) ordinary shares of RM1.00 each representing 100% equity interest in Hillstrand Development Sdn Bhd ("Hillstrand") for cash consideration of RM2.00. Hillstrand was incorporated on 7 December 2009 and its principal activity is property development.

<sup>^</sup> Profit/(Loss) before tax

<sup>#</sup> Profit/(Loss) after tax

(iii) On 27 April 2010, Gadang Land Sdn Bhd, the Company's wholly-owned subsidiary, had acquired two (2) ordinary shares of RM1.00 each representing 100% equity interest in Detik Tiara Sdn Bhd ("Detik Tiara") for total consideration of RM2.00. Detik Tiara was incorporated on 5 March 2010 and its principal activity is property development.

# A11. CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group during the period ended 28 February 2010 other than the following:-

(i) On 13 July 2009, the Company incorporated a wholly-owned subsidiary under the name of Gadang Plantations Holdings Sdn Bhd ("GPHSB"), with a paid-up capital of RM2.00. The principal activity of GPHSB is to carry on the business as a plantation investment holding company.

#### A12. CHANGES IN CONTINGENT LIABILITIES

Corporate guarantees given by the Company to trade suppliers and various financial institutions for credit and hire purchase facilities granted to subsidiary companies are as follows:-

	<u>RM'000</u>
As at 31 May 2009	190,540
Increase during the financial period	16,039
As at 28 February 2010	206,579

#### A13. CAPITAL COMMITMENTS

		As at 28 February 2010 <u>RM'000</u>
Ap	proved and contracted for	
-	Purchase of land for property development	29,700
-	Capital expenditure for Engineering Division	50,000
Ap	proved and not contracted for	
-	Oil palm plantations development	20,000
		83,700
		=====

# PART B - ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA LISTING REQUIREMENTS

#### **B1.** REVIEW OF PERFORMANCE

For the period under review, the Group registered a revenue of RM182.59 million, an increase of 12% as compared to RM163.23 million recorded in the previous corresponding period. Nevertheless, the Group recorded a higher gross profit by 61% mainly due to the improved gross profit margin achieved by the Construction Division and cost management initiatives implemented.

Accordingly, the Group registered a healthy increase in profit before taxation to RM15.30 million as compared to RM3.37 million recorded in the previous corresponding period.

## B2. COMPARISON WITH IMMEDIATE PRECEDING QUARTER'S RESULTS

The Group recorded a marginal decrease in revenue by 1% to RM61.80 million as compared to RM62.37 million registered in the preceding quarter due to lower sales achieved by the Property Division.

Nevertheless, the Group recorded a higher gross profit in the current quarter due to higher revenue registered by the Construction Division, which accounted for the higher gross profit performance.

In line with the above, the Group registered a better profit before taxation of RM5.91 million for the current quarter, against RM5.00 million in the preceding quarter.

#### **B3.** PROSPECTS

The Board of Directors expects the performance for the financial year to be better than the preceding year.

# **B4.** VARIANCE OF ACTUAL PROFIT FROM FORECAST PROFIT AND SHORTFALL IN PROFIT GUARANTEE

This is not applicable to the Group.

#### **B5.** TAXATION

Taxation comprises the following:-

	Current quarter	Financial year-to-date
	RM'000	RM'000
Current tax:		
Malaysian income tax	1,467	3,679
Foreign tax	144	483
Under / (over) provision for prior years	-	7
Deferred taxation	-	(56)
	1,611	4,113

The effective tax rate for the Group for the financial period is higher than the statutory tax rate because certain expenses are not allowable as deduction for tax purposes.

#### **B6.** SALES OF UNQUOTED INVESTMENTS/PROPERTIES

There were no disposals of unquoted investments or properties during the period under review.

## **B7.** QUOTED SECURITIES

There were no dealings in quoted securities during the period under review.

#### B8. STATUS OF CORPORATE PROPOSALS ANNOUNCED

The corporate proposals announced which is pending completion as at the date of this announcement are as follows:-

- (1) Proposed Renounceable Two-call Rights Issue of up to 78,677,194 new ordinary shares of RM1.00 each ("shares") in Gadang ("Rights Shares") at an indicative issue price of RM1.00 per rights share on the basis of two (2) Rights Shares for every three (3) existing shares in Gadang ("Gadang Shares") together with up to 19,669,299 free detachable warrants ("warrants") on the basis of one (1) warrant for every four (4) Rights Shares subscribed on an entitlement dated to be determined later ("Proposed Rights Issue");
- (2) Proposed increase in the authorized share capital of Gadang from RM200,000,000 comprising 200,000,000 Gadang shares to RM400,000,000 comprising 400,000,000 Gadang shares by the creation of an additional 200,000,000 Gadang shares;
- (3) Proposed amendments to the Memorandum and Articles of Association of the Company; and
- (4) Proposed Exemption pursuant to Practice Note 2.9.1 of the Malaysian Code on Take-Overs and Mergers, 1998 to Tan Sri Dato' Kok Onn ("TSDKO") and persons acting in concert with him ("PAC") from the obligation to extend a mandatory take-over offer for all the remaining Gadang shares not already owned by TSDKO and PAC upon the completion of the Proposed Rights Issue.

#### **B9.** GROUP BORROWINGS

The details of the Group borrowings are as follows: -

Short torm harrowings	Secured RM'000 64,281	Unsecured RM'000	<b>Total</b> RM'000
Short term borrowings	04,281	-	64,281
Long term borrowings	13,520	-	13,520
	77,801	-	77,801
Borrowings denominated in foreign currency:			RM'000
	Rp'000		Equivalent
Indonesian Rupiah (Rp)	22,296,160		8,138

#### B10. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

There were no off balance sheet financial instruments as at the date of this report.

#### **B11. MATERIAL LITIGATION**

The details of material litigations which are still pending as at the date of this announcement are as follows:-

# (i) Kuala Lumpur High Court Suit No. S3-22-240-2000

Parties :

L'Grande Development Sdn Bhd ("L'Grande") vs Bukit Cerakah Development Sdn Bhd ("BCD") ("Original Action")

BCD vs L'Grande and Gadang Engineering (M) Sdn Bhd ("GESB") ("Action By Counterclaim")

GESB vs BCD and Pembinaan Era Dinamik Sdn Bhd ("PED") ("Counterclaim Within Counterclaim")

**Nature :** L'Grande has commenced a suit against BCD (now known as Puncak Alam Housing Sdn Bhd) on 11 April 2000 for the recovery of the sum due and owing to L'Grande arising from a building contract in respect of a particular project. BCD sought a counterclaim against L'Grande. In BCD's defence, BCD has made various allegations of defective works done by L'Grande which included imputing blame on the part of GESB, being the sub-contractor involved in carrying out the earthworks for the said project. GESB applied to Court for an order to be added as a defendant to the counterclaim to be given the right to properly refute the serious allegations made against GESB ("said application"). The said application was granted on 10 June 2002. GESB then sought a counterclaim against BCD and PED on the basis of non-payment of sums due and owing to GESB.

GESB has sought to enter summary judgment against PED for the outstanding sums. The court has dismissed GESB's application against PED on 22 January 2003. GESB has since lodged an appeal on 28 January 2003. GESB's appeal to the Judge in Chambers against that decision was dismissed on 21 June 2004. GESB has since filed its appeal to the Court of Appeal on 23 June 2004, which was called up for hearing on 14 July 2008. After hearing submissions, the Court of Appeal dismissed GESB's appeal. The Court of Appeal took the view that this was a case not suitable for disposal by summary application.

**Claim**: GESB's claim against PED is for sum of RM4,746,519.35 whereas the claim against BCD is essentially for a declaration that it is liable for the debts of PED.

**Status:** When the matter was called up on 29 June 2009 before the Deputy Registrar for case management, the Official Receiver informed the Court that L'Grande has been wound up and that they were currently in discussions with L'Grande on the way forward in respect of this action. Accordingly, the Official Receiver requested that the matter be put on hold pending the outcome of their discussions with L'Grande.

GESB's solicitors informed the Court that as L'Grande was not involved in the Counterclaim Within Counterclaim, GESB's action against BCD and PED could be proceeded with.

The court has fixed 17 May 2010 as the next date for the case management.

## **B11.** MATERIAL LITIGATION (Cont'd)

# (ii) Kuala Lumpur High Court Suit No. S-22-615-2009

Parties:

Gadang Engineering (M) Sdn Bhd ("GESB") ("Plaintiff") vs Bluwater Developments Berhad (Formerly known as Mines Resort Berhad) ("Bluwater") ("Defendant")

**Nature:** On 16 October 2009, GESB served a writ of summons and statement of claim on Bluwater in respect of the works carried out by GESB for Bluwater under the Mines Heritage Project (Packages A and B).

Claim: GESB's claim against Bluwater is for a sum of RM33,900,543.57.

**Status:** GESB has commenced arbitration proceedings against Bluwater on 23 March 2010 for the total amount of RM33,900,543.57 in relation to the works done by GESB for Bluwater with respect to the Mines Heritage Project (Package A and B).

Based on the decision of Judicial Commissioner Dr Prasad Sandosham Abraham in the High Court at Kuala Lumpur on 10 March 2010, the arbitration must be completed within 1 year failing which GESB will be at liberty to proceed to court for summary judgement on the above total amount. Both parties have appealed against the decision.

#### **B12. DIVIDEND**

No dividend has been declared by the Board of Directors for the third quarter ended 28 February 2010.

## **B13.** EARNINGS PER SHARE

# (i) Basic earnings per share

The basic earnings per share has been calculated by dividing the profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares that would have been in issue upon full conversion of the ICULS 2003/2008 and share options granted under ESOS, calculated as follows:-

	INDIVID	UAL PERIOD	CUMULATIVE PERIO		
	CURRENT	PRECEDING	CURRENT	PRECEDING	
	QUARTER	YEAR	YEAR TO	YEAR	
		CORRESPOND	DATE	CORRESPOND	
		- DING		- DING	
		QUARTER		PERIOD	
	28/02/2010	28/02/2009	28/02/2010	28/02/2009	
	RM'000	RM'000	RM'000	RM'000	
Net profit/(loss) attributable to ordinary					
equity holders of the parent	4,313	(2,057)	11,682	2,365	
Number of ordinary share at beginning of period Issued pursuant to ESOS	118,016	117,963	118,016	117,963	
Issued pursuant to ICULS	-	53	-	53	
Weighted average number of ordinary shares Basic earning/(loss) per share	118,016	118,016	118,016	118,016	
(sen)	3.65	(1.74)	9.90	2.00	

# (ii) Diluted earnings per share

The diluted earnings per share has been calculated by dividing the profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares that would have been in issue upon full conversion of the ICULS 2003/2008 and share options granted under ESOS, adjusted for the number of such shares that would have been issued at fair value, calculated as follows:-

	INDIVIDUAL PERIOD		CUMULA	TIVE PERIOD
	CURRENT	PRECEDING	CURRENT	PRECEDING
	QUARTER	YEAR	YEAR TO	YEAR
		CORRESPOND	DATE	CORRESPOND
		- DING		- DING
		QUARTER		PERIOD
	28/02/2010	28/02/2009	28/02/2010	28/02/2009
	RM'000	RM'000	RM'000	RM'000
Net profit/(loss) attributable to ordinary				
equity holders of the parent	4,313	(2,057)	11,682	2,365
Adjusted profit for 2% ICULS				
2003/2008	-	-	-	-
	4,313	(2,057)	11,682	2,365
Weighted average number of				
ordinary shares as per basic EPS	118,016	118,016	118,016	118,016
Effect of ICULS	-	-	-	-
Effect of ESOS	-	-	-	-
Weighted average number of				
ordinary shares (diluted)	118,016	118,016	118,016	118,016
Diluted earning/(loss) per share		·		
(sen)	3.65	(1.74)	9.90	2.00

BY ORDER OF THE BOARD, Tan Seok Chung Company Secretary 29 April 2010