



**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)

(Incorporated in Malaysia)

**INTERIM FINANCIAL STATEMENTS**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD ENDED 30 APRIL 2013**

	Note	Current Quarter 3 months ended 30 April		Cummulative Quarter 3 months ended 30 April	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Revenue	<b>K1</b>	73,028	75,278	73,028	75,278
Cost of sales		(22,347)	(26,066)	(22,347)	(26,066)
Gross profit		50,681	49,212	50,681	49,212
Other income		4,030	2,530	4,030	2,530
Administrative and other expenses		(47,016)	(41,553)	(47,016)	(41,553)
<b>Earnings/(loss) before interest, tax, depreciation and amortisation</b>		7,695	10,189	7,695	10,189
Depreciation and amortisation		(2,726)	(2,976)	(2,726)	(2,976)
Finance cost		(10,456)	(10,885)	(10,456)	(10,885)
<b>Loss before tax</b>	<b>K1/K5</b>	(5,487)	(3,672)	(5,487)	(3,672)
Income tax expense	<b>K6</b>	(958)	(1,018)	(958)	(1,018)
<b>Loss for the period</b>		(6,445)	(4,690)	(6,445)	(4,690)
<b>Other comprehensive income/(loss):</b>					
Foreign currency translation difference for foreign operations		(7,392)	736	(7,392)	736
<b>Total comprehensive loss for the period</b>		(13,837)	(3,954)	(13,837)	(3,954)
<b>(Loss) / profit for the period attributable to :</b>					
Owners of the parent		(6,379)	(4,715)	(6,379)	(4,715)
Non-controlling interest		(66)	25	(66)	25
		(6,445)	(4,690)	(6,445)	(4,690)
<b>Total comprehensive (loss) / profit attributable to:-</b>					
Owners of the parent		(13,771)	(3,979)	(13,771)	(3,979)
Non-controlling interest		(66)	25	(66)	25
		(13,837)	(3,954)	(13,837)	(3,954)
Loss per share attributable to equity holders of the parent:					
Basic & diluted loss per share for the period (sen)	<b>K12</b>	(1.02)	(0.76)	(1.02)	(0.76)

*(The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 January 2013 and the accompanying explanatory notes attached to the interim financial statements)*

**JOHAN HOLDINGS BERHAD**(Company No. 314-K)  
(Incorporated in Malaysia)**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT**

	Note	Unaudited As at 30 April 2013 RM'000	Audited As at 31 January 2013 RM'000
Property, plant and equipment		276,746	278,087
Inventories-Non current		6,100	6,100
Intangible assets		25,170	25,062
Investment securities		1,393	1,418
Deferred tax assets		9,389	9,367
Current assets			
Inventories		34,251	35,537
Receivables		705,003	671,406
Tax recoverable		619	618
Investment securities		10,087	10,689
Cash and bank balances		72,594	72,763
		822,554	791,013
Current liabilities			
Payables		215,042	181,305
Tax payable		9,275	8,691
Investors certificates		423,194	411,653
Loan and borrowings	<b>K8</b>	228,177	228,821
		875,688	830,470
Net current liabilities		(53,134)	(39,457)
		265,664	280,577
Share capital	<b>M6</b>	311,474	311,474
Reserves			
Share premium		69,415	69,415
Exchange reserve		2,473	9,865
Accumulated losses		(176,314)	(169,935)
Attributable to equity holders of the parent		207,048	220,819
Non-controlling interest		9,216	9,024
Total equity		216,264	229,843
Long term liabilities			
Loan and borrowings	<b>K8</b>	8,156	9,424
Deferred tax liabilities		7,744	7,810
Senior certificates		33,500	33,500
		265,664	280,577
Net assets per share (sen)		33.24	35.45

*(The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Annual Financial Report for the year ended 31 January 2013 and the accompanying explanatory notes attached to the interim financial statements )*

**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)

(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 30 APRIL 2013**

	<-----Attributable to owners of the parent----->						
	Share capital RM'000	Share premium RM'000	Non- distributable reserves RM'000	Accumulated losses RM'000	Equity attributable to owners of the parent, total RM'000	Non- controlling interests RM'000	Total equity RM'000
<b>Balance as at 1 February 2012</b>	311,474	69,415	11,709	(155,189)	237,409	13,248	250,657
Total comprehensive income/(loss) for the period	-	-	736	(4,715)	(3,979)	25	(3,954)
<b>As at 30 April 2012</b>	<u>311,474</u>	<u>69,415</u>	<u>12,445</u>	<u>(159,904)</u>	<u>233,430</u>	<u>13,273</u>	<u>246,703</u>
<b>Balance as at 1 February 2013</b>	311,474	69,415	9,865	(169,935)	220,819	9,024	229,843
Total comprehensive income/(loss) for the period	-	-	(7,392)	(6,379)	(13,771)	192	(13,579)
<b>As at 30 April 2013</b>	<u>311,474</u>	<u>69,415</u>	<u>2,473</u>	<u>(176,314)</u>	<u>207,048</u>	<u>9,216</u>	<u>216,264</u>

*(The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31 January 2013 and the accompanying explanatory notes attached to the interim financial statements)*

**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)  
(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
ENDED 30 APRIL 2013**

	<b>3 months ended 30 April</b>	
	<b>2013 RM'000</b>	<b>2012 RM'000</b>
<b>Cash flows from operating activities</b>		
Loss before tax	(5,487)	(3,672)
Adjustments for non-cash and non-operating items:		
- Non-cash items	1,302	7,491
- Investing and financing items	11,237	10,746
<b>Operating cash flows before working capital changes</b>	<u>7,052</u>	<u>14,565</u>
Changes in working capital:		
- Changes in current assets	(18,759)	(34,685)
- Changes in current liabilities	26,847	22,424
Loan interest paid	(10,456)	(10,885)
Interest received	6	139
Tax paid	(320)	(176)
<b>Net cash flows used in operating activities</b>	<u>4,370</u>	<u>(8,618)</u>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(1,545)	(962)
Purchase of intangible assets	(700)	-
Proceeds from disposal of investment securities	369	1,540
Acquisition of investment securities	(510)	(254)
<b>Net cash used in investing activities</b>	<u>(2,386)</u>	<u>324</u>
<b>Cash flows from financing activities</b>		
Drawdown/(repayment) of lease obligation and finance lease obligation	369	(445)
Net drawdown from investor and senior certificates	5,931	1,265
Drawdown/(repayment) of bank borrowings	127	(10,693)
<b>Net cash generated from financing activities</b>	<u>6,427</u>	<u>(9,873)</u>
<b>Net change in cash and cash equivalents</b>	8,411	(18,167)
<b>Effects of foreign exchange rate changes</b>	(58)	(1,154)
<b>Cash and cash equivalents at beginning of year</b>	49,139	24,321
<b>Cash and cash equivalents at end of period</b>	<u>57,492</u>	<u>5,000</u>
<b>Analysis of cash and cash equivalents:</b>		
Cash and bank balances	72,594	88,957
Bank overdrafts	(15,102)	(83,957)
	<u>57,492</u>	<u>5,000</u>

*(The Condensed Consolidated Statements of Cash Flows should be read in conjunction with the Annual Financial Report for the year ended 31 January 2013 and the accompanying explanatory notes attached to the interim financial statements)*



## JOHAN HOLDINGS BERHAD

(Company No. 314-K)  
(Incorporated in Malaysia)

### NOTES TO THE INTERIM FINANCIAL REPORT

#### M1 Basis of Preparation

The interim financial report is unaudited and had been prepared in compliance with the requirements of Malaysian Reporting Standard ("MFRS") 134-Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of the Bursa Malaysia Securities berhad ("Bursa Malaysia") and should be read in conjunction with the audited financial statements of the Group for the year ended 31 January 2013.

#### **Changes in Accounting Policies**

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the audited financial statements for the year ended 31 January 2013 except for the adoption of the following new/ revised MFRS and IC Interpretations for financial year beginning 1 February 2013:

#### **Malaysian Financial Reporting Standards ("MFRSs") and IC Interpretations ("IC Int.") Issued but Not Effective**

At the date of issuance of this quarterly report, the MFRSs, revised MFRS, IC Int. and amendments to IC Int. which were in issue but not yet effective are as listed below:

<b><u>MFRSs, Revised MFRSs, IC Int. and Amendments to IC Int.</u></b>	<b><u>Effective date</u></b>	
MFRS 9	Financial Instruments (IFRS 9 issued by IASB in November 2009 and October 2010)	1-Jan-15
Amendments to MFRS 10, 12 & 127	Investment Entities	1-Jan-14
Amendments to MFRS 132	Offsetting Financial Assets and Financial Liabilities	1-Jan-14

The above MFRSs, revised MFRS, IC Int. and amendments to IC Int. will be adopted in the financial statements of the Group and the Company when they become effective and that the adoption of these MFRSs and Interpretations will have no significant impact on the financial statements of the Group and the Company in the period of initial application.



**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)  
(Incorporated in Malaysia)

**NOTES TO THE INTERIM FINANCIAL REPORT (CONT'D)**

**M2 Auditors' Report on Preceding Annual Financial Statements**

The auditors' report on the audited financial statements for the year ended 31 January 2013 was unqualified.

**M3 Seasonal or Cyclical Factors**

Overall, the business operations of the Group were not significantly affected by any seasonal or cyclical factors.

**M4 Unusual Items Due to Their Nature, Size or Incidence**

There were no unusual items due to their nature, size or incidence registered during the financial quarter under review.

**M5 Changes in Accounting Estimates**

During the financial quarter under review, there was no change in accounting estimates adopted by the Group.

**M6 Debt and Equity Securities**

During the financial quarter under review, there were no issuance, cancellations, repurchase, resales and repayments of debt and equity securities.

**M7 Dividend Paid**

During the financial quarter under review, no dividend was paid by the Company.



**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)  
(Incorporated in Malaysia)

**M8 Segmental Information**

	Engineering & building materials		General trading		Property		Hospitality and card services		Investment holding & secretarial services		Elimination		Total	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Three months ended 30</b>														
<b>April</b>														
<b>Revenue:</b>														
External customers	18,647	16,317	10,818	12,065	73	73	43,417	46,800	73	23		-	73,028	75,278
Inter-segment	-	-	-	3,572	-	-	-	-	292	23	(292)	(3,595)	-	-
Total revenue	18,647	16,317	10,818	15,637	73	73	43,417	46,800	365	46	(292)	(3,595)	73,028	75,278
<b>Results :</b>														
Interest income	363	77	-	-	-	-	3,062	2,709	113	75	(3,532)	(2,694)	6	167
Dividend income	-	-	-	-	-	-	-	-	44	48	-	-	44	48
Depreciation and amortisation	978	1,157	225	207	-	-	1,417	1,566	48	46	58	-	2,726	2,976
Finance costs	485	764	99	60	-	-	9,733	10,292	139	(669)	-	441	10,456	10,888
Earnings before interest, tax, depreciation and amortisation	1,408	900	70	(310)	40	39	6,970	13,441	(1,974)	(1,187)	1,181	(2,694)	7,695	10,189
Segment profit / (loss)	(55)	(1,021)	(254)	(577)	40	39	(4,068)	1,586	(1,092)	(1,005)	(58)	(2,694)	(5,487)	(3,672)
<b>Assets :</b>														
Additions to non-current assets	244	142	126	98	-	-	1,842	720	33	2	-	-	2,245	962
Segment assets	179,154	157,682	52,062	52,610	52,214	52,214	990,225	929,620	377,514	473,475	(509,817)	(577,464)	1,141,352	1,088,137
Segment liabilities	30,287	48,951	16,063	14,659	37,088	37,088	842,512	748,333	40,865	116,262	(41,727)	(123,859)	925,088	841,434

**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)  
(Incorporated in Malaysia)

**NOTES TO THE INTERIM FINANCIAL REPORT (CONT'D)****M9 Event Subsequent to the Balance Sheet Date**

On 23 May 2013, William Jacks (Australia) Pty Ltd, a wholly-owned subsidiary of the Group, had entered into a conditional share sale agreement for the disposal of its wholly-owned subsidiary, Skinner Engineering Pty Ltd, for a cash consideration of AUD293,000 (RM857,000). Both companies are incorporated in Australia. The disposal was completed on 31 May 2013.

**M10 Changes in Composition of the Group**

There were no changes in the composition of the Group during the financial quarter under review.

**M11 Changes in Contingent Liabilities**

There were no contingent liabilities as at the reporting date.

**M12 Capital Commitment**

The capital commitment for the purchase of property, plant, equipment and computer systems not provided for in the interim financial statements is as follows :

	<b>As at 30 April 2013 RM'000</b>
Approved and contracted for	<u>1,696</u>

**M13 Related Party Transactions**

	<b>Cummulative Quarter 3 months ended 30 April</b>	
	<b>2013 RM'000</b>	<b>2012 RM'000</b>
Transactions with corporations in which two Directors are deemed interested through their interest in George Kent (Malaysia) Bhd :-		
Sales of tiles	3	-
Sales of air tickets	15	215
Recovery of share registration and listing fees	22	20
Rental expense from motor vehicles	8	-
Purchases of goods	<u>1,445</u>	<u>-</u>

The Directors of the Company are of the opinion that the above transactions were in the normal course of business and have been established under terms that are no less favourable than those arranged with independent parties.





## JOHAN HOLDINGS BERHAD

(Company No. 314-K)  
(Incorporated in Malaysia)

### ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS

#### **K1 Review of Performance**

For the financial quarter under review, the group registered a revenue of RM73.028 million compared to corresponding quarter of RM75.278 million, lower by 3%. The cards business in New Zealand and hotel business registered lower revenue in the quarter under review whilst the other businesses registered higher revenue.

The Group incurred a loss before tax of RM5.487 million against corresponding quarter loss before tax of RM3.672 million, an increase of 49%. This was due to lower revenue and higher administrative expenses.

The hospitality and card services segment recorded lower revenue and a loss in current quarter compared to a profit in corresponding quarter. The business registered lower service charge revenue and higher operating expenses.

The engineering and building materials business recorded higher revenue but lower loss in current quarter as compared to corresponding quarter as a result of improvement in production, both quantity and quality in tiles business.

The healthfood business recorded lower revenue and lower loss in current quarter compared to corresponding quarter. The start-up business in Shanghai is progressing well with higher revenue in current quarter.

The losses incurred by investment holding and secretarial companies in current quarter were marginally higher compared to corresponding quarter.

Group loss for the period after taxation was RM6.445 million compared to corresponding quarter loss of RM4.690 million, an increase of 37%.

#### **K2 Variation of Results Against Preceding Quarter**

Total revenue for the current financial quarter was RM73.028 million, lower by 6.0% when compared to preceding quarter's RM77.795 million. When compared to preceding quarter's loss before tax of RM8.318 million, the Group incurred a lower loss before tax of RM5.487 million due principally to higher other income and lower administrative and other expenses.



**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)  
(Incorporated in Malaysia)

**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS (CONT'D)**

**K3 Current Year Prospect**

The Group's business includes provision of hospitality, charge and credit cards services in Malaysia, Singapore and New Zealand; travel, tours and ticketing business in Malaysia and Singapore; property development in Lumut; tiles manufacturing in Malaysia; distribution of health foods and supplements in Malaysia, Singapore, Brunei and Shanghai.

The card business targets to further expand its Diners Cash and Buy Now Pay Later programme and expansion into corporate clientele. Diners Club is embarking on brand awareness campaign to encourage members spendings. The travel business will continue to tender for corporate incentive tours.

The hotel business is focused on government and corporate sectors to improve the food and beverage revenue whilst increasing its occupancy rate.

The tiles business will focus on maintaining the production quality to achieve a consistent and higher selling price.

The health foods and supplements business will continue to source for new products.

The fragile economic climate due to Eurozone financial crisis and China's domestic slowdown is expected to prevail in the current year. Despite this backdrop, your Board expects to perform better than previous year.

**K4 Profit Forecast**

Not applicable as no profit forecast was issued by the Group.

**JOHAN HOLDINGS BERHAD**(Company No. 314-K)  
(Incorporated in Malaysia)**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS (CONT'D)****K5 NOTES TO CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(The figures have not been audited)

	Current Quarter		Cumulative Quarter	
	3 months ended		3 months ended	
	30 April		30 April	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Loss before tax is arrived at after charging/(crediting) :				
a) Interest income	(6)	(139)	(6)	(139)
b) Other income including investment income	(2,066)	(1,943)	(2,066)	(1,943)
c) Interest expense	10,456	10,885	10,456	10,885
d) Depreciation and amortisation	2,726	2,976	2,726	2,976
e) Provision for and write off of receivables	4,266	1,620	4,266	1,620
f) Provision for and write off of inventories	363	74	363	74
g) Net Foreign exchange loss / (gain)	(1,929)	423	(1,929)	423

**K6 Tax Expense**

	Current Quarter		Cumulative Quarter	
	3 months ended		3 months ended	
	30 April		30 April	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
<b>Tax expense based on results for continuing operations: -</b>				
Current				
- Malaysian tax	-	(196)	-	(196)
- Foreign tax	(976)	(872)	(976)	(872)
	(976)	(1,068)	(976)	(1,068)
Deferred taxation	18	50	18	50
	(958)	(1,018)	(958)	(1,018)

The tax expense is provided on the profits made by certain group companies due to the absence of the group tax relief in the respective countries of operations.

**JOHAN HOLDINGS BERHAD**(Company No. 314-K)  
(Incorporated in Malaysia)**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS (CONT'D)****K7 Status of Corporate Proposal Announced**

There were no corporate proposal for the financial quarter under review.

**K8 Borrowings and Debt Securities**

	<b>Unaudited As at 30 April 2013 RM'000</b>	<b>Audited As at 31 January 2013 RM'000</b>
<b>a) Short term borrowings</b>		
<b>Secured</b>		
- Bank overdrafts	14,334	18,426
- Revolving credits & short term loans	191,895	191,791
- Trust receipts and bankers' acceptance	6,791	3,875
- Term loans	6,028	6,295
- Hire purchase and lease creditors	3,024	2,840
	<u>222,072</u>	<u>223,227</u>
<b>Unsecured</b>		
- Bank overdrafts	768	1,568
- Revolving credits and short-term loans	5,337	4,026
	<u>6,105</u>	<u>5,594</u>
<b>Total short term borrowings</b>	<u><u>228,177</u></u>	<u><u>228,821</u></u>
<b>b) Long term borrowings</b>		
<b>Secured</b>		
-Term Loan	2,486	3,842
- Hire purchase and lease creditors	5,670	5,582
<b>Total long term borrowings</b>	<u><u>8,156</u></u>	<u><u>9,424</u></u>

The bank borrowings denominated in foreign currencies are as follows: -

	<b>RM'000</b>	<b>RM'000</b>
Denominated in Singapore Dollar	<u>206,462</u>	<u>209,346</u>

**K9 Off Balance Sheet Financial Instruments**

The Group does not have any financial instrument with off balance sheet risk as at 26th June 2013.

**K10 Changes in Material Litigation**

There were no material litigations during the quarter under review.

**K11 Dividend**

The Board does not recommend any dividend for the financial period ended 30 April 2013 (30 April 2012 : Nil).

**JOHAN HOLDINGS BERHAD**

(Company No. 314-K)  
(Incorporated in Malaysia)

**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS (CONT'D)****K12 Earnings / (Loss) per Share****Basic & diluted**

Basic and diluted earnings / (loss) per share are calculated by dividing profit / (loss) for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue as at the end of the financial period.

Diluted earning / (loss) per share is the same as basic earnings / (loss) per share. The outstanding ESOS shares are not included as the effect is anti-dilutive.

	3 months ended 30 April		3 months ended 30 April	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Loss for the period attributable to ordinary equity holders of the parent	<u>(6,379)</u>	<u>(4,715)</u>	<u>(6,379)</u>	<u>(4,715)</u>
Number of ordinary shares ('000) in issue	<u>622,948</u>	<u>622,948</u>	<u>622,948</u>	<u>622,948</u>
Basic & diluted loss per share	<u>(1.02)</u>	<u>(0.76)</u>	<u>(1.02)</u>	<u>(0.76)</u>

**K13 Realised and Unrealised Profits / (Losses)**

The breakdown of accumulated losses of the Group as at the reporting date into realised and unrealised profit / (losses), are as follows:-

	As at 30 April 2013 RM'000	As at 30 April 2012 RM'000
Total accumulated losses of Johan Holdings Berhad and its subsidiaries :		
- Realised	(173,447)	(407,307)
- Unrealised	<u>(182,506)</u>	<u>67,764</u>
	(355,953)	(339,543)
Consolidation adjustments	<u>179,639</u>	<u>179,639</u>
Accumulated losses as per consolidated accounts	<u>(176,314)</u>	<u>(159,904)</u>

**BY ORDER OF THE BOARD**

**Teh Yong Fah**  
Group Secretary  
Kuala Lumpur  
27 June 2013