

SINDORA BERHAD (13418-K)
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS' PERIOD ENDED 31 MARCH 2009

CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE THREE MONTHS' PERIOD ENDED 31 MARCH 2009
(The figures have not been audited)

	Individual Quarter		Cumulative Quarter	
	3 months ended		3 months ended	
	31 March		31 March	
	2009	2008	2009	2008
	RM'000	RM'000	RM'000	RM'000
Revenue	80,778	87,214	80,778	87,214
Cost of sales	(62,885)	(62,104)	(62,885)	(62,104)
Gross profit	17,893	25,110	17,893	25,110
Other income	1,421	755	1,421	755
Administrative expenses	(11,085)	(10,114)	(11,085)	(10,114)
Profit from operations	8,229	15,751	8,229	15,751
Share of profit after tax and minority interests of associates	2,015	1,773	2,015	1,773
Finance costs	(1,894)	(2,328)	(1,894)	(2,328)
Profit before taxation	8,350	15,196	8,350	15,196
Income tax expense	(870)	(2,353)	(870)	(2,353)
Profit for the period	7,480	12,843	7,480	12,843
Attributable to:				
Shareholders of the Company	5,821	11,436	5,821	11,436
Minority interests	1,659	1,407	1,659	1,407
Profit for the period	7,480	12,843	7,480	12,843
Earnings per share attributable to shareholders of the Company				
Basic (sen)	6.06	11.91	6.06	11.91
Diluted (sen)	-	-	-	-

The Condensed Consolidated Income Statements above should be read together with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

CONDENSED CONSOLIDATED BALANCE SHEET [1/2]

AS AT 31 MARCH 2009

[The figures have not been audited]

	As at 31 March 2009	As at 31 Dec 2008 (Audited)
	RM'000	RM'000
ASSETS		
Non-current assets		
Property, plant & equipment	235,528	228,248
Prepaid interest leased land	83,698	83,997
Plantation Development Expenditure	25,528	25,039
Investment properties	3,570	3,570
Investment in associates	12,281	10,563
Other investments	5,737	5,556
Intangible assets	27,834	28,102
Deferred tax assets	373	373
Total non-current assets	394,549	385,448
Current assets		
Inventories	8,610	10,976
Trade and other receivables	43,220	48,068
Assets classified as held for sale	21,164	20,866
Cash and bank balances	28,456	52,238
Total current assets	101,450	132,148
TOTAL ASSETS	495,999	517,596

The Condensed Consolidated Balance Sheets above should be read together with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

CONDENSED CONSOLIDATED BALANCE SHEET [2/2]

AS AT 31 MARCH 2009

[The figures have not been audited]

	As at 31 March 2009	As at 31 Dec 2008 (Audited)
	<u>RM'000</u>	<u>RM'000</u>
EQUITY AND LIABILITIES		
Share capital	96,000	96,000
Reserves	101,923	96,102
Equity attributable to shareholders of the Company	197,923	192,102
Minority interests	61,760	60,101
Total equity	259,683	252,203
Non-current liabilities		
Deferred taxation	24,292	24,335
Borrowings	128,907	139,543
Total non-current liabilities	153,199	163,878
Current liabilities		
Trade and other payables	47,686	66,034
Borrowings	35,431	35,481
Total current liabilities	83,117	101,515
Total liabilities	236,316	265,393
TOTAL EQUITY AND LIABILITIES	495,999	517,596
Net Assets per Share attributable to shareholders of the Company (RM)	2.06	2.00
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The Condensed Consolidated Balance Sheets above should be read together with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE THREE MONTHS' PERIOD ENDED 31 MARCH 2008**

	Non-distributable			Exchange Reserve	Distributable		Minority Interest	Total Equity
	Share Capital RM'000	Share Premium RM'000	Other Reserves RM'000		Retained Profits RM'000	Total RM'000		
At 1 January 2008	96,000	11,107	25,321	161	45,194	177,783	44,268	222,051
Exchange difference on translation:								
- Financial statement of overseas subsidiaries				(27)		(27)		(27)
Dividends paid					-	-	-	-
Net profit for the period					11,436	11,436	1,407	12,843
At 31 March 2008	96,000	11,107	25,321	134	56,630	189,192	45,675	234,867

The Condensed Consolidated Statement of Changes in Equity above should be read together with the audited financial statements for the year ended 31 December 2007 and the accompanying explanatory notes attached to the interim financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE THREE MONTHS' PERIOD ENDED 31 MARCH 2009**

	Non-distributable			Exchange Reserve	Distributable		Minority Interest	Total Equity
	Share Capital RM'000	Share Premium RM'000	Other Reserves RM'000		Retained Profits RM'000	Total RM'000		
At 1 January 2009	96,000	11,107	25,321	(303)	59,977	192,102	60,101	252,203
Exchange difference on translation :								
- Financial statement of overseas subsidiaries				-		-		-
Dividends paid						-		-
Net profit for the year					5,821	5,821	1,659	7,480
At 31 March 2009	96,000	11,107	25,321	(303)	65,798	197,923	61,760	259,683

The Condensed Consolidated Statement of Changes in Equity above should be read together with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE THREE MONTHS' PERIOD ENDED 31 MARCH 2009
 [The figures have not been audited]

	Cumulative Quarter For the three months' period ended 31 March 2009 RM'000	Cumulative Quarter For the three months' period ended 31 March 2008 RM'000
Net cash generated from/(used in) operating activities	11,237	13,333
Net cash (used in)/generated from investing activities	(17,206)	7,324
Net cash (used in)/generated from financing activities	(10,686)	(2,681)
Net increase in cash and cash equivalents	(16,655)	17,976
Cash and cash equivalents at beginning of financial year	40,139	17,817
Effect of Exchange rate changes	-	-
Cash and cash equivalents at end of financial period	23,484	35,793

Cash and cash equivalents at the end of the three months period comprise the following:

	31 March 2009 RM'000	31 March 2008 RM'000
Cash and bank balances	28,456	38,973
Bank overdraft	(4,972)	(3,180)
Cash and cash equivalents at end of financial period	23,484	35,793

The Condensed Consolidated Cash Flow Statements above should be read together with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

A. NOTES TO THE INTERIM FINANCIAL STATEMENTS

1. Basis of Preparation

This interim financial statements have been prepared in accordance with the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad, including compliance with Financial Reporting Standard (FRS) 134 *Interim Financial Reporting*, issued by the Malaysian Accounting Standards Board (MASB).

The interim financial statements have been prepared in accordance with the same accounting policies adopted in the 2008 annual financial statements.

The preparation of an interim financial report in conformity with FRS 134 *Interim Financial Reporting* requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2008 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all the information for full set of financial statements prepared in accordance with FRSs.

The financial information relating to the financial year ended 31 December 2008 that is included in the interim financial report as being previously reported information does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements other than those that have been restated as a result of the change in accounting policies. Statutory financial statements for the year ended 31 December 2008 are available from the Company's registered office.

2. Changes in Accounting Policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2008 except for the adoption of the following new / revised Financial Reporting Standards (FRS) effective for financial period beginning 1 January 2010 :

FRS 4	Insurance Contracts
FRS 7	Financial Instruments: Disclosures
FRS 8	Operating Segment
FRS 139	Financial Instruments: Recognition and Measurement
IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 10	Interim Financial Reporting and Impairment

The adoption of the abovementioned FRSs does not result in significant changes in accounting policies of the Group.

3. Seasonality or Cyclicity of Operations

There were no seasonality or cyclicity of the operations that have material impact on profitability of the Group.

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 3 months period ended 31 March 2009.

5. Changes in Accounting Estimates

There were no changes in accounting estimates that materially affect the current quarter results.

6. Issuances, Cancellations, Repurchases, Resale and Repayments of Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the period under review.

7. Dividends Paid

The Company had on 26 February 2009 paid an interim dividend of 5% less tax amounting to RM3.60 million in respect of the financial year ended 31 December 2008.

8. Carrying Amount of Re-valued Assets

The valuations of property, plant and equipment have been brought forward without any amendment from the financial statements for the year ended 31 December 2008.

9. Material Events Subsequent to the End of the Financial Period

There were no material events subsequent to the end of the financial period.

10. Segmental Reporting

Segmental information in respect of the Group's business segments for the 3 months period ended 31 March 2009:

	Intrapreneur Venture	Plantations And Mill	Consolidated Results
	RM'000	RM'000	RM'000
Revenue	55,782	24,996	80,778
Segmental Profit	5,224	4,041	9,265
Unallocated expenses			(1,708)
Unallocated income			793
Profit before tax			8,350
OTHER INFORMATION			
Segment assets	248,031	247,968	495,999
Segment liabilities	233,740	2,576	236,316
Depreciation / Amortisation	4,265	2,762	7,027

11. Effect of Changes in the Composition of the Group

There were no effect of changes in the composition of the Group that materially affect the current quarter results.

12. Changes in Contingent Liabilities or Contingent Assets

There were no changes in contingent liabilities or contingent assets during the current quarter.

B. ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

13. Review of the Performance of the Group

The consolidated pre-tax profit of the Group decreased by 45.05% from RM15.20 million in the first quarter 2008 to RM8.35 million in 2009. The lower achievement was mainly due to the decrease in Plantation and Mill operations which recorded a decrease in profit from RM12.51 million in 2008 to RM4.04 million in the quarter under review. Production of FFB decreased by 22.52% from 23,144 tonne in the same quarter previously to 17,931 tonne this year. At the same time, the average selling price of CPO also decreased from RM3,469/ tonne in previous year to RM1,999/ tonne this year.

Despite the lower performance of the Plantation and Mill operations, Intrapreneur Venture Business managed to sustain its contribution with revenue of RM55.78 million, a slight increase of 1.11% compared to RM55.16 million during the first quarter 2008. Its profit increased by 15.47% from RM2.78 million during the first quarter 2008 to RM3.21 million in the quarter under review.

The main contributors to the improved profit of the Intrapreneur Venture Business are due to higher pre-tax profit registered by EA Technique (M) Sdn Bhd and Pro Office Solutions Sdn Bhd. The associate companies have also contributed to the better achievement of the Intrapreneur Venture Business with a combined profit after tax of RM 2.02 million in the current quarter compared to RM 1.77 million previously.

Segmental Revenue and Profit Contribution

Results for the 3 months' period ended

	31 March 2009	31 March 2008
	RM'000	RM'000
Segment Revenue :		
Intrapreneur Venture	55,782	55,162
Plantation and Palm oil mill operations	24,996	32,052
Total Revenue	80,778	87,214
Segment Profits :		
Intrapreneur Venture - Subsidiaries	3,209	2,776
Share of profit after tax and minority interest of associates of Intrapreneur Venture Business	2,015	1,773
Plantation and Palm oil mill operations	4,041	12,505
Gross Profit	9,265	17,054

14. Material Changes in the Quarterly Results Compared to Immediate Preceding Quarter

The Group recorded 145.59% increase in pre-tax profit of RM8.35 million compared to RM3.40 million in the preceding quarter. The higher pre-tax profit was mainly due to better performance of the plantation activities backed by favourable CPO prices as well as improved contribution of the Intrapreneur Venture Business.

15. Prospects for the Current Financial Year

The Group is expected to sustain its financial achievement in anticipation that both the Intrapreneur Venture and the Plantation Businesses will continue registering stable performance in 2009. Intrapreneur Venture Business is expected to record better performance due to business expansion of the subsidiaries especially EA Technique (M) Sdn Bhd. At the same time, the Plantation Business is anticipated to register strong performance in tandem with higher productivity and sustainable CPO prices.

16. Variance of Actual Profit From Forecasted/Guaranteed Profit

The Company is not subjected to any profit forecast or profit guarantee requirement.

17. Taxation

There was no significant variation between the effective tax rate and statutory tax rate for the current quarter and financial period-to-date.

	Individual Quarter 3 months ended 31 March 2009 RM'000
Taxation based on profit for the period:	
Current	870
	870
Deferred taxation account:	
Opening balance	(23,962)
Recognised in the income statement	43
Closing balance	(23,919)
Deferred tax assets	373
Deferred tax liabilities	(24,292)
Closing balance	(23,919)

The effective tax rate for the current year was lower than the statutory tax rate principally due to certain income not being subjected to tax and the adoption of FRS 101 which requires the presentation of the net after tax results of the associate companies.

18. Gain/(Loss) on Sale of Unquoted Investments and/or Properties

There were no sales of unquoted investments and properties.

19. Quoted Securities

The particulars of purchases or disposals of quoted securities by the Company are as follows:-

- (a) Total purchases and disposals of quoted securities for the current quarter and financial year to date, and the profit / (loss) arising are as follows:

	Individual Quarter 3 months ended 31 March 2009 RM'000	Cumulative Quarter 3 months ended 31 March 2009 RM'000
Total purchases at cost	218	218
Total proceeds from disposals	37	37
Profit/(Loss) arising from the disposals	5	5

- (b) Total investments in quoted securities as at the end of the period under review:

	31 March 2009	31 March 2008
	RM'000	RM'000
Investments at cost	14,603	14,796
Investments at book value	1,107	2,277
Investments at market value	1,173	1,758

20. Status of Corporate Proposals Announced But Not Completed

- (i) The Company had on 27 December 2007 announced in respect of the conditional Sale & Purchase Agreement entered into between the Company and KFC Holdings (Malaysia) Bhd "KFCH" to dispose a piece of land (including all factory, buildings, structures, infrastructure and facilities built or erected on the land) measuring 20.533 acres that forms part of a leasehold industrial land (expiring on 30 January 2041) held under document of title HS(D) 2276, PTD 1384, Mukim Hulu Sungai Johor, Kota Tinggi, Johor for RM6.15 million cash.

Subsequently, on 26 September 2008 the Company had mutually agreed with KFCH to further extend the condition precedents fulfillment period until 25 December 2008.

On 24 December 2008, the Company announced that they have mutually agreed with KFCH to further extend the condition precedents fulfillment period until 25 March 2009.

On 25 March 2009 the Company had mutually agreed with KFCH to further extend the condition precedents fulfillment period until 25 September 2009.

- (ii) The Company had on 27 February 2009 proposed leased of up to twenty (20) acres or 871,200 square feet of an area of land within Tanjung Langsat Port identified as PLO 46, Tanjung Langsat Industrial Complex, Mukim of Sungai Tiram, District of Johor Bahru, State of Johor by Johor Shipyard and Engineering Sdn Bhd from Tanjung Langsat Port Sdn Bhd for a period of 30 years for a total lease rental of up to RM 21.78 million or RM 25 per square feet.

The Company had mutually agreed with that parties to the Agreement for Lease dated 29 May 2008:

- (a) Extend the condition precedents fulfillment period to 28 August 2009;
 (b) Extend the delivery of Plot 1 to 17 months from the date of the Agreement for Lease; and
 (c) Extend the delivery of Plot 2 to 21 months from the date of the Agreement for Lease.

- (iii) On 3 March 2009, the Company had entered into a conditional Exchange of Land Agreement with Sime Darby Plantation Sdn Bhd (SDPSB), a wholly-owned subsidiary of Sime Darby Berhad. In consideration for the payment by SDPSB to Sindora of a cash sum of RM 6.0 million, the Company agreed to exchange its oil palm estate known as Ladang Sungai Simpang Kiri with a land area of approximately 2,371.6564 hectares located in the Mukim of Chaah Bahru, District of Batu Pahat, State of Johor Darul Takzim for an oil palm estate known as Sungai Tawing Estate with a land area of approximately 2,225.7675 hectares located in the Mukim of Paloh, District of Kluang, State of Johor Darul Takzim, owned by SDPSB. The proposal is pending for approval by relevant authorities.

- (iv) On 6 May 2009, the Company had entered into a conditional Subscription & Shareholders Agreement with Orkim Sdn Bhd and its existing shareholders namely, Wan Izani Bin Wan Mahmood and Khoo Chin Yew for the proposed subscription of 7,524,019 new ordinary shares of RM1.00 each in Orkim equivalent to 22.04% of the enlarged issued and paid-up share capital of Orkim for a total consideration of RM 9,999,000 or approximately RM 1.33 per Orkim Share.

Subsequently, on the same date, E.A. Technique (M) Sdn Bhd, a 51% - owned subsidiary of Sindora, had entered into a conditional Subscription and Share Purchase Agreement with Orkim and its existing shareholders namely, Wan Izani and Khoo for a total cash consideration of RM 16,649,172 as detailed below:-

- proposed subscription of 3,475,981 new Orkim Shares equivalent to 9.24% of the enlarged issued and paid-up share capital of Orkim for a cash consideration of RM 6,501,000 representing approximately RM 1.87 per Orkim Share; and
 - proposed acquisition of 7,806,286 Orkim Shares equivalent to 20.75% of the enlarged issued and paid-up share capital of Orkim for a cash consideration of RM 10,148,172 representing approximately RM1.30 per Orkim Share. The proposal is expected to be completed by first quarter 2011.
- (v) On 11 May 2009 the Company issued an offer letter to dispose its entire 35% shareholding in MM Vitaoils Sdn. Bhd. ("MMV") to En Mazlan Muhammad ("MM") the controlling shareholder and Managing Director of MMV for a cash consideration of RM 13.5 million. On 12 May 2009, the Company received an acceptance from MM to acquire the entire 2,374,750 shares of RM1.00 each in MMV for RM13.5 million cash or approximately RM5.68 per share. The proposal is expected to be completed before 31 December 2009.

21. Group Borrowings

Total Group borrowings and debt securities as at the end of the 3 months' period are as follows:

(RM'000)	Secured	Unsecured	Total
Short Term	27,931	7,500	35,431
Long Term	88,907	40,000	128,907
Total Borrowing	116,838	47,500	164,338

22. Financial Instruments

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

23. Material Litigation

There was no material litigation since the last annual balance sheet date.

24. Dividend Declared/Recommended

- (i) The Board of Directors of Sindora Berhad had on 30 December 2008 declared an interim dividend of 5% less tax for the amount of RM3.60 million in respect of the financial year ended 31 December 2008 and was paid on 26 February 2009.
- (ii) The Board of Directors of Sindora Berhad had on 24 March 2009 proposed for shareholders approval to declare a final dividend of 5% less tax for the amount of RM3.60 million in respect of the financial year ended 31 December 2008.

25. Earnings per Share**(a) Basic**

	3 months ended 31 March 2009	3 months ended 31 March 2008
Net profit attributable to ordinary shareholders (RM'000)	5,821	11,436
Weighted average number of ordinary shares in issue (units)	96,000,000	96,000,000
Basic EPS (sen / unit)	6.06	11.91

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

(b) Diluted

Diluted earnings per share is calculated by dividing the net profit for the quarter by the weighted average number of ordinary shares in issue after taking into consideration all dilutive potential ordinary shares in issue. Diluted earnings are not applicable.

BY ORDER OF THE BOARD**Jamalludin bin Kalam (LS02710)****Hana binti Ab. Rahim @ Ali (LS05694)****Company Secretaries****Johor Bahru****Date : 25 May 2009**