(formerly known as Restoran Oversea Corporation Sdn Bhd)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FIRST QUARTER ENDED 31 MARCH 2010

	Individual Quarter			Cumulative Quarter		
	Current Quarter Ended	Preceding Year Corresponding Quarter Ended		Current Year to Date Ended	Preceding Year Corresponding Period Ended	
	31 March 2010 RM'000	31 March 2009 RM'000		31 March 2010 RM'000	31 March 2009 RM'000	
Revenue	18,648	N/A		18,648	N/A	
Cost of sales	(8,046)	N/A		(8,046)	N/A	
Gross profit	10,602	N/A	-	10,602	N/A	
Other operating income	1,639	N/A		1,639	N/A	
Administration and other operating expenses	(2,310)	N/A		(2,310)	N/A	
Selling and Distribution expenses	(7,656)	N/A		(7,656)	N/A	
Finance costs	(142)	N/A		(142)	N/A	
Profit before tax	2,133	N/A		2,133	N/A	
Income tax expense	(588)	N/A		(588)	N/A	
Profit after tax	1,545	N/A	-	1,545	N/A	
Other comprehensive income	129	N/A		129	N/A	
Total comprehensive income	1,674	N/A	· -	1,674	N/A	
Profit attributable to:						
Equity holders of the Company	1,545	N/A	: :	1,545	N/A	
Total comprehensive income attributable to:						
Equity holders of the Company	1,674	N/A	: :	1,674	N/A	
Weighted average no. of ordinary shares in issue ('000)	191,893	N/A		191,893	N/A	
Earnings per share (sen): - Basic	0.81	N/A		0.81	N/A	

#### Notes:

N/A Not Applicable

- (i) Basic earnings per share for the quarter and financial period is calculated based on the net profit divided by the weighted average number of ordinary shares for the quarter and financial period respectively.
- (ii) The Unaudited Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the Proforma Consolidated Financial Information and the Accountants' Report for the financial year ended 31 December 2009 as disclosed in the Prospectus of the Company dated 15 March 2010 and the accompanying notes attached to this interim financial report.
- (iii) No comparative figures are available for the preceding year's individual and cumulative corresponding quarter as this is the first interim financial report being announced by the Company in compliance with Bursa Malaysia Securities Berhad ("Bursa Securities") ACE Market Listing Requirements ("Listing Requirements")

(formerly known as Restoran Oversea Corporation Sdn Bhd)
UNAUDITED CONDENSED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2010

	UNAUDITED As at 31 March 2010 RM'000	AUDITED As at 31 December 2009 (Restated) RM'000
	TAIN OOO	TAIN 000
ASSETS		
Non-current assets	00.400	00.045
Property, plant and equipment Investment properties	29,126 7,723	29,615 7,723
Other Investment	7,723 741	653
Intangible assets	153	83
Long-term receivables	28	32
	37,771	38,106
Current Assets	5.004	E 40E
Inventories Trade and other receivables	5,084 17,129 *	5,165 5,752
Tax refundables	1,187	1,290
Deposits, bank and cash balances	10,793	9,248
	34,193	21,455
Total Assets	71,964	59,561
10101 733013	71,304	33,301
EQUITY AND LIABILITIES		
Equity Attributable to Equity Holders of The Company		
Share capital	49,000	37,620
Reserves	4,959	1,910
Shareholders' Fund Minority Interests	53,959	39,530
-		
Total equity	53,959	39,530
Non-current liabilities		
Hire purchase creditors	166	195
Term Loans	7,058	7,114
Deferred taxation	687	687
	7,911	7,996
Current Liabilities		
Trade and other payables	9,240	10,457
Hire purchase creditors	116	115
Bank overdrafts	186	854
Term loans Tax payables	545 7	601 8
Tax payables	10,094	12,035
Total liabilities	18,005	20,031
Total equity and liabilities	71,964	59,561
Total equity and habilities	71,304	33,301
Not Accete Day Chare Attributed to and in any acceted to the later of		
Net Assets Per Share Attributable to ordinary equity holders of the Company (RM)	0.22	0.21

#### Note:-

<sup>\*</sup> Inclusive of the proceeds to be received for the Initial Public Offer of approximately RM13.078 million.

<sup>(</sup>i) The Unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Proforma Consolidated Financial Information and the Accountants' Report for the financial year ended 31 December 2009 as disclosed in the Prospectus of the Company dated 15 March 2010 and the accompanying notes attached to this interim financial report.

(formerly known as Restoran Oversea Corporation Sdn Bhd)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE FIRST QUARTER ENDED 31 MARCH 2010

		Attributable to equity holders of the Company					
Group	Share Capital	Non-Distributable Share Premium	Fair Value Reserve	Distributable Retained Profits	Total Equity		
	RM'000	RM'000	RM'000	RM'000	RM'000		
Balance as at 1 January 2010 - As previously stated - Effects of adopting FRS 139	37,620 -	<u>-</u> -	- (41)	1,910 -	<b>39,530</b> (41)		
- As restated	37,620	-	(41)	1,910	39,489		
Public Issue	11,380	1,707	-	-	13,087		
Less: Listing expenses		(291)	-	-	(291)		
Net profit for the period	-	-	-	1,545	1,545		
Total comprehensive income	-	-	129	-	129		
Balance as at 31 March 2010	49,000	1,416	88	3,455	53,959		

#### Notes:-

- (i) The Unaudited Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Proforma Consolidated Financial Information and the Accountants' Report for the financial year ended 31 December 2009 as disclosed in the Prospectus of the Company dated 15 March 2010 and the accompanying notes attached to this interim financial report.
- (ii) No comparative figures are available as this is the first interim financial report being announced by the Company in compliance with Bursa Securities Listing Requirements.

(formerly known as Restoran Oversea Corporation Sdn Bhd)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASHFLOWS
FOR THE FIRST QUARTER ENDED 31 MARCH 2010

	Current Year to Date Ended 31 March 2010	Preceding Year Corresponding Period Ended 31 March 2009
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES Profit before taxation	2,133	N/A
Adjustments for Non Cash items	761	N/A
Operating profit before working capital changes	2,894	N/A
Decrease in inventories Decrease in trade and other receivables Decrease in trade and other payables	81 1,422 (1,220)	N/A N/A N/A
Net cash from operations	3,177	N/A
Tax paid	(487)	N/A
Net cash generated from operating activities	2,690	N/A
CASH FLOWS FROM INVESTING ACTIVITIES Interest received Payment for intangibles assets Proceeds from disposal of property, plant and equipment Purchase of property, plant and equipment  Net cash used in investing activities  CASH FLOWS FROM FINANCING ACTIVITIES Advances from directors	31 (74) 1 (158) (200)	N/A N/A N/A N/A N/A
Interest paid Repayment of hire purchase obligations	(142) (28)	N/A N/A
Repayment of term loan	(112)	N/A
Net cash used in financing activities	(279)	N/A
Net increase in cash and cash equivalents	2,211	N/A
Cash and cash equivalents at beginning of the period	8,395	N/A
Cash and cash equivalents at end of the period	10,606	N/A
Cash and cash equivalents comprises:- Short term and fixed deposits with licensed banks Cash and bank balances Bank overdraft	6,656 4,137 (187) <b>10,606</b>	N/A N/A N/A N/A

#### Notes:-

#### N/A Not Applicable

- (i) The Unaudited Condensed Consolidated Cash Flow Statements should be read in conjunction with the Proforma Consolidated Financial Information and the Accountants' Report for the financial year ended 31 December 2009 as disclosed in the Prospectus of the Company dated 15 March 2010 and the accompanying notes attached to this interim financial report.
- (ii) No comparative figures are available as this is the first interim financial report being announced by the Company in compliance with Bursa Securities Listing Requirements.

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

# **QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2010**

#### NOTES TO THE QUARTERLY REPORT

# PART A - EXPLANATORY NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARDS ("FRS") 134: INTERIM FINANCIAL REPORTING

#### A1. **Basis Of Preparation**

The interim financial statements are unaudited and have been prepared in accordance with FRS 134: Interim Financial Reporting and Appendix 9B of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The accounting policies and methods of computation adopted by Oversea Enterprise Berhad ("Oversea" or the "Company") and its subsidiaries ("Group") for these interim financial statements are in compliance with the new and revised FRSs issued by the Malaysian Accounting Standards Board.

The interim financial statements should be read in conjunction with the proforma consolidated financial information and the Accountants' Report for the financial year ended 31 December 2009 as disclosed in the Prospectus of the Company dated 15 March 2010 and the accompanying explanatory notes attached to the interim financial report.

#### **A2**. **Adoption Of New And Revised Accounting Policies**

The accounting policies and methods of computation adopted by the Group in these condensed consolidated interim financial statements are consistent with those adopted in the consolidated financial statements for the year ended 31 December 2009, except for adoption of the following new/revised FRSs effective for financial period beginning 1 January 2010:

#### (a) **FRSs**

FRS 4	Insurance Contracts
FRS 7	Financial Instruments: Disclosures
FRS 101 (2009)	Presentation of Financial Statements
FRS 123 (2009)	Borrowing Costs
FRS 139 (2010)	Financial Instruments: Recognition and Measurement

#### (b) Amendments to FRSs

Amendment to FRS 1 and FRS 127	First-time Adoption of Financial Reporting Standards and Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
Amendments to FRS 2	Share-based Payment: Vesting Conditions and Cancellations
Amendments to FRS 117	Leases
Amendments to FRS 132	Financial Instruments: Presentation
Amendments to FRS 139	Financial Instruments: Recognition and Measurement,
	FRS 7 Financial instruments: Disclosures and IC
	interpretation 9 Reassessment of Embedded

Derivatives

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

#### **QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2010**

# A2. Adoption Of New And Revised Accounting Policies (Cont'd)

#### (c) IC Interpretations

IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 10	Interim Financial Reporting and Impairment
IC Interpretation 11	FRS 2 - Group and Treasury Transactions
IC Interpretation 13	Customer Loyalty Programmes
IC Interpretation 14	FRS 119 - The Limit on a Defined Benefit Assets, Minimum
	Funding Requirement and their Interaction

(d) Amendments to FRSs contained in the documents entitled "Improvement to FRS (2009)"

The above FRSs, IC Interpretation and amendments are not relevant to the Group's operation except for FRS 7, FRS 101, Amendments to FRS 1 and FRS 127, IC Interpretation 9, IC Interpretation 10 and Amendment to FRSs contained in the documents entitled "Improvement to FRS (2009)".

Other than for the application of amendments to FRS 117 and FRS 139, the application of the above FRSs, Amendments to FRSs and Interpretation did not result in any significant changes in the accounting policies and presentation of the financial result of the Group.

#### Amendment to FRS 117

The amendment clarifies the classification of lease of land and requires entities with existing leases of land and buildings to reassess the classification of land as finance or operating lease. Leasehold land which in substance is a finance lease will be reclassified to property, plant and equipment. The adoption of this amendment will result in a change in accounting policy which will be applied retrospectively in accordance with transitional provisions. The reclassification of leasehold land from prepaid land lease payments to property, plant and equipment has been accounted for retrospectively and certain comparatives as at 31 December 2009 have been restated as follows:

	Previously stated RM'000	Adjustment RM'000	Restated RM'000
Non-current assets			
Property, plant and equipment	26,869	2,746	29,615
Prepaid land lease payments	2,746	(2,746)	-

#### FRS 139 – Financial Instruments: Recognition and Measurement

The adoption of FRS 139 has resulted in changes to the accounting policies relating to recognition and measurement of financial instruments.

A financial instrument is recognized in the financial statements when, and only when, the Group becomes a party to the contractual provision of the instruments.

A financial instrument is recognized initially, at its fair value plus, in the case of a financial instrument not at fair value through profit and loss, transactions costs that are directly attributable to the acquisition or issue of the financial instrument.

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

#### **QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2010**

# A2. Changes In Accounting Policies (Cont'd)

Financial assets - marketable securities

Prior to the adoption of FRS 139, investment in equity securities, other than investments in subsidiaries and associates were stated at cost less allowance for diminution in value which is other than temporary. With the adoption of FRS 139, quoted investments in non-current equities securities, other than investment in subsidiaries are now categorized and measured as fair value through profit and loss.

In accordance with the transitional provisions of FRS 139, the financial assets of the Group as at 1 January 2010 have been identified and remeasured in accordance with the provision of FRS 139. The difference between the remeasured amount and the previous carrying amount has been recognized as an adjustment to the opening retained earnings as at 1 January 2010 as follows:

Group	Retained Earnings in RM(000)
As at 1 January 2010 - as previously stated	1,910
- Remeasurement of quoted securities to available for sale	(41)
- as restated	1,869

#### A3. Auditors' Report On Preceding Annual Financial Statements

The auditors' report on the preceding audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2009 were not subject to any qualification.

## A4. Seasonal Or Cyclical Factors

Save for the slight increase in banquet operation which normally peak from October to March, the operations of the Group were not materially affected by any seasonal or cyclical factors in the current financial quarter under review.

#### A5. Unusual items due to their nature, size and incidence

There were no unusual items affecting the assets, liabilities, equity, net income or cash flow of the Group in the current financial quarter under review.

#### A6. Changes In Estimates

There were no changes in estimates of amounts reported in prior financial years that have had a material effect in the current financial quarter under review.

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

# **QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2010**

# A7. Changes In Debt and Equity Securities

There were no issuance and repayments of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares for the current financial quarter under review.

#### A8. Dividend Paid

There were no dividends paid in the current financial quarter under review.

# A9. Segmental Information

The Group is organized into the following operating segments:-

- a) Restaurant
- b) Manufacturing of baked products (Manufacturing)
- c) Others i.e. selling of high value stocks such as shellfish, shark's fin, dried seafood, meat and other consumables.

#### Segmental Reporting

Quarter ended 31 March 2010	Restaurant	Manufacturing	Others	Eliminations	Consolidated
maron 2010	RM' 000	RM' 000	RM' 000	RM' 000	RM' 000
Revenue from					
External customers	18,666	(43)	25	-	18,648
Inter-segment revenue	35	51	1,127	(1,213)	-
Total revenue	18,701	8	1,152	(1,213)	18,648
Profit/(Loss) before taxation	3,293	(715) <sup>*1</sup>	(445) <sup>*2</sup>		2,133
Income tax expenses					(588)
Profit after taxation					1,545
Other Comprehensive Income					129
Total Comprehensive Income					1,674

#### Notes:-

## A10. Valuation Of Property, Plant and Equipment

There was no valuation of the property, plant and equipment in the current financial quarter review.

The loss was mainly due to the fixed costs i.e. depreciation costs and staff costs of three (3) of its subsidiaries.

The loss was mainly due to the Group's listing expenses, as disclosed in Note B1.

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

#### **QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2010**

## A11. Capital Commitments

There are no material capital commitments as at 31 March 2010.

#### A12. Material Events Subsequent To The End Of The Current Financial Quarter

On 15 March 2010, the Company issued its prospectus for its Initial Public Offering in conjunction with its listing on the ACE Market of Bursa Securities involving the following:

## a) Public Issue

The Public Issue of 56,900,000 new ordinary shares of RM0.20 each in the Company at an issue price of RM0.23 per ordinary share comprising:

- (i) 12,000,000 ordinary shares of RM0.20 each available for application by the Malaysian Public;
- (ii) 9,500,000 ordinary shares of RM0.20 each available for application by eligible directors, employees and person who have contributed to the success of the Group; and
- (iii) 35,400,000 ordinary shares of RM0.20 each available for private placement to identified investors.

#### b) Offer for sale

The offer for sale of 9,500,000 ordinary shares of RM0.20 each at an offer price of RM0.23 per ordinary share to be placed out to identified investors.

The entire issued and paid-up share capital of the Company comprising 245,000,000 ordinary shares of RM0.20 each was listed and quoted on the ACE Market of Bursa Securities on 1 April 2010.

#### A13. Changes In Composition Of The Group

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

#### A14. Contingent Liabilities Or Contingent Assets

There were no material changes in contingent liabilities or contingent assets arising since the last audited financial statements for the financial year ended 31 December 2009.

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

# **QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2010**

# A15. Significant Related Party Transactions

Transactions	RM'000
Rental paid to Director	25
Rental received from related companies <sup>(1)</sup>	2
Rental paid to related companies <sup>(1)</sup>	234
Sales to related companies <sup>(1)</sup>	33

Note:

All the above transactions were carried out on terms and conditions not materially different from those obtainable in transactions with unrelated parties and in the ordinary course of business of the Company.

These companies are owned by some directors who are also substantial shareholders of Oversea.

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

#### **QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2010**

# PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

#### **B1.** Review Of Performance

The Group achieved revenue of RM18.65 million and profit before tax of RM2.13 million for the three months ended 31 March 2010. Included in the profit before tax are expenses incurred pursuant to our Listing amounting to approximately RM386,000, which was recognized in accordance with FRSIC Consensus 13.

# B2. Comparison To The Results Of The Preceding Quarter

No comparative figures are presented for the immediate preceding quarter as this is the first interim financial report being announced by the Company.

#### **B3.** Current Year Prospects

The Group strategic objective is to continue to be one of the most highly regarded Chinese restaurant group which provide quality food, service and dining experiences. Barring any unforeseen circumstances, the Board of Directors is optimistic about the Group's ability to continue to achieve satisfactory performance for the financial year ending 31 December 2010.

#### **B4.** Profit Forecast And Profit Estimate

The Group has not issued any profit forecast or profit estimate for the current financial quarter under review or in any public documents.

#### **B5.** Taxation

	Current quarter ended 31 March 2010 RM' 000	Current period to-date 31 March 2010 RM' 000
Current tax	588	588
Deferred tax	<del>-</del>	<del>-</del>
	588	588

The effective tax rate for current quarter and the current period of 28% were higher than the statutory rate of 25%. These were mainly due certain expenses disallowed for tax purpose.

#### **B6.** Profit On Sale Of Unquoted Investments And/Or Properties

There were no sales of unquoted investments and/or properties during the current financial quarter under review.

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

# **QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2010**

# B7. Purchase Or Disposal Of Quoted Securities

There were no purchases or disposals of quoted securities for the current financial quarter.

Total investments in quoted securities as at 31 March 2010 were as follows:-

	RM'000
At Cost	586
At book value	633
At market value	633

# B8. (a) Status Of Corporate Proposals

## **Initial Public Offering ("IPO")**

In conjunction with the IPO and pursuant to the Prospectus dated 15 March 2010, the Company carried a Public Issue and Offer for Sale, the details of which are described in Note A12 of the Notes to the Quarterly Report.

# (b) Status Of Utilization Of Proceeds Of Public Issue

Subsequent to the listing on the ACE Market of Bursa Securities, the gross proceeds from the public issue amounting to RM13.09 million will be utilised in the following manner:

	Purposes	RM'000	Time frame for Utilisation
(i)	Business expansion purposes	6,050	Within two (2) years after Listing
(ii)	Working capital	3,310	Within two (2) year after Listing
(iii)	Repayment of borrowings	2,000	Within one (1) year after Listing
(iv)	Estimated listing expenses	1,727	Within one (1) month after Listing
	Total	13,087	

#### B9. Group Borrowings And Debts Securities

The Group's borrowings and debts securities as at 31 March 2010 are as follows:

	Short Term (Secured) RM'000	Long Term (Secured) RM'000
Hire Purchase	116	166
Term loan	545	7,058
Total	661	7,224

## **B10.** Off Balance Sheet Financial Instruments

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

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

# **QUARTERLY REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2010**

# **B11.** Material Litigation

There was no material litigation as at the date of issuance of this announcement.

## B12. Dividends

No interim dividend has been declared in respect of the current financial quarter under review.

# **B13.** Earnings Per Share

	Individual Quarter		Cumula	tive Quarter
	Current Quarter Ended	Preceding Year Corresponding Quarter Ended	Current Year to Date Ended	Preceding Year Corresponding Period Ended
	31-Mar-10 RM'000	31-Mar-09 RM'000	31-Mar-10 RM'000	31-Mar-09 RM'000
BASIC EARNINGS PER SHARE			2333	
Profit for the period attributable to ordinary equity holders of the				
company	1,545	N/A	1,545	N/A
Weighted average number of ordinary shares in issue ('000)	191,893	N/A	191,893	N/A
Basic Earnings per share (sen)	0.81	N/A	0.81	N/A

By Order of the Board

Ng Bee Lian Company Secretary

Date: 18 May 2010