(formerly known as Restoran Oversea Corporation Sdn Bhd)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2010

	Individual Quarter		Cumulative Quarter		
	Current Quarter Ended	Preceding Year Corresponding Quarter Ended	Current Year to Date Ended	Preceding Year Corresponding Period Ended	
	30 September 2010 RM'000	30 September 2009 RM'000	30 September 2010 RM'000	30 September 2009 RM'000	
Revenue	21,382	N/A	52,224	N/A	
Cost of sales	(11,574)	N/A	(25,163)	N/A	
Gross profit	9,808	N/A	27,061	N/A	
Other operating income	1,111	N/A	3,738	N/A	
Administration and other operating expenses	(1,825)	N/A	(6,234)	N/A	
Selling and Distribution expenses	(7,672)	N/A	(21,933)	N/A	
Finance costs	(116)	N/A	(378)	) N/A	
Profit before tax	1,306	N/A	2,254	N/A	
Income tax expense	(360)	N/A	(628)	N/A	
Profit after tax	946	N/A	1,626	N/A	
Other comprehensive income	141	N/A	223	N/A	
Total comprehensive income	1,087	N/A	1,849	N/A	
Profit attributable to:					
Equity holders of the Company	946	N/A	1,626	N/A	
Total comprehensive income attributable to	:				
Equity holders of the Company	1,087	N/A	1,849	N/A	
Weighted average no. of ordinary shares in issue ('000)	245,000	N/A	227,428	N/A	
Earnings per share (sen): - Basic	0.39	N/A	0.71	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 Annual Report for the financial year ended 31 December 2009 and the accompanying explanatory 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 third 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 30 SEPTEMBER 2010** 

	UNAUDITED As at 30 September 2010 RM'000	AUDITED As at 31 December 2009 (Restated) RM'000
ASSETS		
Non-current assets Property, plant and equipment	20 177	29,615
Investment properties	28,177 7,723	29,615 7,723
Other Investment	835	653
Intangible assets	149	83
Long-term receivables	22	32
	36,906	38,106
Current Assets		
Inventories	5,498	5,165
Trade and other receivables	9,018	5,752
Tax refundables	2,197	1,290
Deposits, bank and cash balances	18,263	9,248
,	34,976	21,455
Total Assets	71,882	59,561
EQUITY AND LIABILITIES		
Equity Attributable to Equity Holders of The Company	40.000	07.000
Share capital Reserves	49,000 4,757	37,620 1,910
Shareholders' Fund	53,757	39,530
Minority Interests	-	-
Total equity	53,757	39,530
Non-current liabilities		
Hire purchase creditors	105	195
Term Loans	4,650	7,114
Deferred taxation	687	687
	5,442	7,996
Current Liabilities		
Trade and other payables	11,464	10,457
Hire purchase creditors	120	115
Bank overdrafts	427	854
Term loans	672	601
Tax payables		8
	12,683	12,035
Total liabilities	18,125	20,031
Total equity and liabilities	71,882	59,561
Net Assets Per Share Attributable to ordinary equity holders of the Company (RM)	0.22	0.21
Note:-		

<sup>(</sup>i) The unaudited condensed statement of financial position should be read in conjunction with the Annual Report for the financial year ended 31 December 2009 and the accompanying explanatory 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 FINANCIAL PERIOD ENDED 30 SEPTEMBER 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	37,620	_	_	1,910	39,530		
- Effects of adopting FRS 139	-	-	(41)	-	(41)		
- As restated	37,620	-	(41)	1,910	39,489		
Public Issue	11,380	1,707	-	-	13,087		
Less: Listing expenses	-	(668)	-	-	(668)		
Net profit for the period	-	-	-	1,626	1,626		
Total other comprehensive income	-	-	223	-	223		
Balance as at 30 September 2010	49,000	1,039	182	3,536	53,757		

#### Notes:-

- (i) The unaudited condensed consolidated statements of changes in equity should be read in conjunction with the Annual Report for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to this interim financial report.
- (ii) No comparative figures are available for the preceding year's cumulative corresponding quarter as this is the third 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 CONSOLIDATED STATEMENTS OF CASHFLOWS
FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2010

	Current Year to Date Ended 30 September 2010	Preceding Year Corresponding Period Ended 30 September 2009
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES Profit before taxation	2,254	N/A
Adjustments for Non Cash items	2,383	N/A
Operating profit before working capital changes	4,637	N/A
Increase in inventories Increase in trade and other receivables Increase in trade and other payables	(333) (3,292) 1,016	N/A N/A N/A
Net cash from operations	2,028	N/A
Tax paid	(1,544)	N/A
Net cash from operating activities	484	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 Repayment to directors Interest paid Repayment of hire purchase obligations	130 (75) 4 (656) (597) (8) (378) (85)	N/A N/A N/A N/A N/A N/A N/A
Repayment of term loan Proceed from issuance of share	(2,393) 12,418	N/A
Net cash from financing activities	9,554	N/A
Net increase in cash and cash equivalents	9,441	N/A
Cash and cash equivalents at beginning of the period	8,395	N/A
Cash and cash equivalents at end of the period	17,836	N/A
Cash and cash equivalents comprises :- Short term and fixed deposits with licensed banks Cash and bank balances Bank overdraft	12,810 5,453 (427) 17,836	N/A N/A N/A N/A

#### Notes:-

## N/A Not Applicable

- (i) The unaudited condensed consolidated statements of cash flow should be read in conjunction with the Annual Report for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to this interim financial report.
- (ii) No comparative figures are available for the preceding year's cumulative corresponding quarter as this is the third 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)

## **QUARTERLY REPORT FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 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 THIRD QUARTER ENDED 30 SEPTEMBER 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 THIRD QUARTER ENDED 30 SEPTEMBER 2010**

## A2. Adoption Of New And Revised 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

For the financial quarter under review, the banquet operations slowed down in the month of July and August due to the inauspicious Lunar month and the Company's moon cake production was at its peak, prior to the Mid Autumn Festival on September 2010.

## 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 THIRD QUARTER ENDED 30 SEPTEMBER 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 year to date.

## 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

Period ended 30 September	Restaurant	Manufacturing	Others	Eliminations	Consolidated
2010					
	RM' 000	RM' 000	RM' 000	RM' 000	RM' 000
Revenue from					
External customers	40,941	11,269	14	-	52,224
Inter-segment revenue	88	4,272	1,820	(6,180)	-
Total revenue	41,029	15,541	1,834	(6,180)	52,224
Profit/(Loss) before taxation	2,205	864	(815) <sup>*1</sup>		2,254
Income tax expenses					(628)
Profit after taxation					1,626
Other Comprehensive Income					223
Total Comprehensive Income					1,849
Segmented assets	41,954	18,295	9,436	-	69,685
Unallocated assets					2,197
					71,882

Notes:-

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 THIRD QUARTER ENDED 30 SEPTEMBER 2010**

## A10. Valuation Of Property, Plant and Equipment

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

#### A11. Capital Commitments

Non-cancellable lease commitments of the Group as at 30<sup>th</sup> September 2010 is as follows:-

	RM'000
Current: - within one year	2,906
Non –current:	
- between one and two years	1,717
- between two and five years	120

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

The Company's wholly owned subsidiary, namely Restoran Oversea JV (Singapore) Sdn Bhd ("OJV") had on 15 October 2010 increased its issued and paid-up share capital from RM2.00 to RM100,000.00 through the allotment and issuance of 99,998 new ordinary shares of RM1.00 each at par for total consideration of RM99,998.00 which was fully subscribed by the Company.

On 21 October 2010, OJV acquired the entire share capital of Grand Ocean Restaurant Pte Ltd ("GOR") comprising of two (2) ordinary shares of S\$1.00 each. On the even date, GOR had increased its issued and paid-up share capital from S\$2.00 to S\$100,000.00 through the allotment of 99,998 ordinary shares of S\$1.00 each at par to OJV for cash consideration of S\$99,998.00.

GOR is currently a dormant company and its intended nature of business will be in the operation of restaurant. GOR will be utilized as a vehicle for the Company to operate its restaurant business in Singapore and is in line with the Company's oversea expansion plan.

## A13. Changes In Composition Of The Group

On 6 July 2010, the Company had incorporated a wholly-owned subsidiary, namely Restoran Oversea JV (Singapore) Sdn Bhd ("OJV"). OJV was incorporated in Malaysia under the Companies Act, 1965 with an authorised capital of RM100,000.00 with an issued and fully paid up shares capital of RM2.00 divided into two (2) ordinary shares of RM1.00 each.

#### A14. Contingent Liabilities Or Contingent Assets

Contingent liabilities of the Group comprise the following:

	30.09.10 RM'000	30.09.09 RM'000
Corporate guarantees given by the Company to financial institutions for facilities granted to subsidiaries	6,743	N/A
- Current Exposure	2,794	N/A

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

## **QUARTERLY REPORT FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2010**

## A15. Significant Related Party Transactions

The Group had the following transactions during the current financial quarter with related parties in which certain directors of the Company have substantial financial interest:-

Transactions	Current financial quarter	Financial year to date
	RM'000	RM'000
Rental paid to Director	25	75
Rental received from related companies <sup>(1)</sup>	*	3
Rental paid to related companies <sup>(1)</sup>	233	719
Purchase from related companies <sup>(1)</sup>	-	280
Sale to related company <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.

<sup>\*</sup> Amount is less than RM1,000

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

## **QUARTERLY REPORT FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2010**

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

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

The Group recorded revenue of RM21.38 million and profit before tax of RM1.31 million for the three months ended 30 September 2010.

For the nine months ended 30 September 2010, the Group recorded revenue of RM52.22 million and profit before tax of RM2.25 million. For the financial year to date, the Group's revenue and profit before tax was affected by the slow down in the banquet operations in the month of July and August due to the inauspicious Lunar month and an increase in moon cake sales prior to the Mid Autumn Festival. Also included in the profit before tax were expenses incurred pursuant to the Listing amounting to approximately RM614,000.

## **B2.** Comparison To The Results Of The Preceding Quarter

The Group registered a revenue of RM21.38 million for the current quarter under review representing an increase of RM9.19 million or 75.4% from the RM12.19 million in the preceding quarter. The Group's profit before tax was RM1.31 million for the current quarter under review as compared to loss before tax of RM1.18 million in the preceding quarter.

The increase in revenue in the current quarter as compared to the preceding quarter is mainly attributable to the increase in moon cakes sales prior to the Mid Autumn Festival in September 2010.

## **B3.** Current Year Prospects

The Group's 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	Current year to-date
	30 September 2010	30 September 2010
	RM' 000	RM' 000
Current tax	360	628
Deferred tax	<u>-</u> ,	
	360	628

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 to certain expenses disallowed for tax purpose.

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

# **QUARTERLY REPORT FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2010**

## B6. Profit/(Loss) On Sale Of Unquoted Investments And/Or Properties

There were no sales of unquoted investments and/or properties during the current financial quarter and financial year-to-date.

# 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 30 September 2010 were as follows:-

	RM/000
At Cost	545_
At book value	727
At market value	727

## B8. (a) Status Of Corporate Proposals

There was no corporate proposal announced or not completed by the Group as at the latest practicable date of 17 November 2010.

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

As at the end of the current quarter and financial year-to-date, the status of utilisation of the proceeds as compared to the actual utilisation is as follows:-

Purposes	Proposed utilisation RM'000	Utilised	Time frame	Balance unutilised RM'000
(i) Capital Expenditure and business expansion plan	6,050	205	Within 2 years after listing	5,845
(ii) Working Capital	3,310	*542	Within 2 years after listing	2,768
(iii) Repayment of borrowings	2,000	2,000	Within 1 year after listing	-
(iv) Estimated listing expenses	1,727	1,727	Upon listing	-
Total	13,087	4,474		8,613

<sup>\*</sup> Inclusive of excess in listing expenses amounting to RM298,000.

#### B9. Group Borrowings And Debts Securities

The Group's borrowings and debts securities as at 30 September 2010 are as follows:

	Short Term (Secured) RM'000	Long Term (Secured) RM'000	
Hire Purchase	120	105	
Term loan	672	4,650	
Total	792	4,755	

(Formerly known as Restoran Oversea Corporation Sdn Bhd)

## **QUARTERLY REPORT FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2010**

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

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

## **B11.** Material Litigation

There was no material litigation (including status of any pending material litigation) as at the latest practicable date of 17 November 2010.

#### B12. Dividends

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

## **B13.** Earnings Per Share

	Individual Quarter			Cumulative Quarter	
	Current Quarter Ended	Preceding Year Corresponding Quarter Ended		Current Year to Date Ended	Preceding Year Corresponding Period Ended
	30-Sept-10 RM'000	30-Sept-09 RM'000		30-Sept-10 RM'000	30-Sept-09 RM'000
BASIC EARNINGS PER SHARE	TAIN OOO	TAIN GGG		Tim 000	Kill 000
Profit for the period attributable to ordinary equity holders of the company	946	N/A		1,626	N/A
Weighted average number of ordinary shares in issue ('000)	245,000	N/A		227,428	N/A
Basic Earnings per share (sen)	0.39	N/A		0.71	N/A

By Order of the Board

Ng Bee Lian Company Secretary

Date: 23 November 2010