

**BOLTON BERHAD**  
(Company No. 5572-H)  
(Incorporated in Malaysia)

Interim Financial Report  
Fourth Quarter Ended 31 March 2008

**UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2008**

	Individual quarter ended		Cumulative quarter ended	
	31/3/2008	31/3/2007	31/3/2008	31/3/2007
	RM'000	RM'000	RM'000	RM'000
		(restated)		(restated)
<b>Continuing operations</b>				
Revenue	65,285	117,120	293,787	325,326
Cost of sales	(45,095)	(76,698)	(202,156)	(212,713)
Gross profit	<u>20,190</u>	<u>40,422</u>	<u>91,631</u>	<u>112,613</u>
Other income	1,314	9,305	11,473	12,172
Employee benefits expense	(4,992)	(5,916)	(17,355)	(22,195)
Depreciation and amortisation	(1,103)	(2,862)	(4,233)	(7,345)
Other expenses	(4,111)	(6,545)	(26,236)	(19,057)
Profit from operations	<u>11,298</u>	<u>34,404</u>	<u>55,280</u>	<u>76,188</u>
Finance costs	(2,842)	(5,208)	(14,025)	(23,792)
Other investing activities results	1,995	(4,415)	11,263	21,603
Share of results of associates and jointly controlled entities	1,363	(1,650)	5,728	(602)
Profit before taxation	<u>11,814</u>	<u>23,131</u>	<u>58,246</u>	<u>73,397</u>
Taxation	(4,482)	(6,627)	(14,194)	(17,306)
<b>Profit for the period/year from continuing operations</b>	<u>7,332</u>	<u>16,504</u>	<u>44,052</u>	<u>56,091</u>
<b>Discontinued Operations</b>				
Profit/(loss) for the period/year from discontinued operations	2,271	(1,790)	4,403	7,534
<b>Profit for the period/year</b>	<u>9,603</u>	<u>14,714</u>	<u>48,455</u>	<u>63,625</u>
<b>Attributable to :</b>				
Equity holders of the parent	10,247	14,349	46,704	61,921
Minority interests	(644)	365	1,751	1,704
	<u>9,603</u>	<u>14,714</u>	<u>48,455</u>	<u>63,625</u>
Earnings per share attributable to equity holders of the parent :	sen	sen	sen	sen
Basic, for profit from continuing operations	2.68	5.17	13.89	17.16
Basic, for profit/(loss) from discontinued operations	0.76	(0.57)	1.45	2.38
Basic, for profit for the period/year	<u>3.44</u>	<u>4.60</u>	<u>15.34</u>	<u>19.54</u>

**(The Condensed Consolidated Income Statements should be read in conjunction with the audited Financial Statements for the year ended 31 March 2007 and the accompanying notes attached to the interim financial statements)**

**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**

	Unaudited As at 31/3/2008  RM'000	Audited As at 31/03/2007 (restated) RM'000
<b>ASSETS</b>		
<b>Non Current Assets</b>		
Property, Plant and Equipment	37,138	61,108
Investment Properties	14,574	52,878
Land held for property development	84,845	84,639
Investment in associates and jointly controlled entities	67,165	96,483
Other investments	37,847	9,248
Goodwill	1,852	1,852
Prepaid land lease payments	30,181	30,242
Deferred tax assets	5,386	3,323
	<u>278,988</u>	<u>339,773</u>
<b>Current Assets</b>		
Development properties	175,849	178,186
Inventories	65,401	58,380
Trade and other receivables	114,794	178,001
Short term investments	4,319	4,433
Tax recoverable	7,005	12,061
Cash and cash equivalents	60,529	35,605
	<u>427,897</u>	<u>466,666</u>
Assets of disposal group classified as held for sale	46,311	27,871
	<u>474,208</u>	<u>494,537</u>
<b>TOTAL ASSETS</b>	<b>753,196</b>	<b>834,310</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to equity holders of the parent</b>		
Share Capital	320,815	320,815
Share Premium	24,909	244,909
Other reserves	3,464	19,867
Retained Earnings/(Accumulated Losses)	60,016	(200,707)
Amounts recognised directly in equity relating to assets classified as held for sale	16,403	(329)
Treasury shares	(13,023)	(8,850)
Shares held by Employees' Trust Scheme	(11,418)	-
Shareholders' equity	<u>401,166</u>	<u>375,705</u>
Minority Interests	9,172	8,152
Total equity	<u>410,338</u>	<u>383,857</u>
<b>Non Current Liabilities</b>		
Long Term Borrowings	101,473	118,901
Long term payables and deferred income	38,132	38,425
	<u>139,605</u>	<u>157,326</u>
<b>Current Liabilities</b>		
Trade and other payables	112,303	83,339
Current tax payable	4,883	12,414
Borrowings	83,839	169,998
	<u>201,025</u>	<u>265,751</u>
Liabilities directly associated with the assets classified as held for sale	2,228	27,376
	<u>203,253</u>	<u>293,127</u>
Total Liabilities	<u>342,858</u>	<u>450,453</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>753,196</b>	<b>834,310</b>
Net Assets per share attributable to Equity Holders of the Parent (RM)	<u>1.36</u>	<u>1.21</u>

(The Condensed Consolidated Balance Sheets should be read in conjunction with the audited Financial Statements for the year ended 31 March 2007 and the accompanying notes attached to the interim financial statements)

**BOLTON BERHAD**  
(Company No. 5572-H)  
(Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2008**

	Attributable to Equity Holders of the Parent							Shareholders' Equity	Minority Interest	Total Equity	
	Non-distributable Reserves			Distributable		Treasury Shares	Shares held by Employees' Trust Scheme				
	Share Capital RM'000	Share Premium RM'000	Capital Reserve RM'000	Exchange Reserve RM'000	Relating to Assets Held for Sale RM'000	Retained Profits/ (Accumulated Losses) RM'000	RM'000	RM'000	RM'000	RM'000	
At 1 April 2006 :											
- as previously reported	320,343	244,792	24,872	(218)	-	(281,093)	(848)	-	307,848	18,131	325,979
- effect of adoption of FRS 3						18,465			18,465		18,465
- as restated	320,343	244,792	24,872	(218)	-	(262,628)	(848)	-	326,313	18,131	344,444
Foreign currency translation				(111)					(111)		(111)
Dilution in equity interest									-	(11,683)	(11,683)
Impairment losses			(6,295)						(6,295)		(6,295)
Reversal of deferred tax			1,290						1,290		1,290
Amount recognised directly in equity relating to assets classified as held for sale				329	(329)				-		-
Profit for the year						61,921			61,921	1,704	63,625
Issue of ordinary shares :											
acquisition of subsidiary	472	117							589		589
Treasury shares purchased							(8,002)		(8,002)		(8,002)
At 31 March 2007	320,815	244,909	19,867	-	(329)	(200,707)	(8,850)	-	375,705	8,152	383,857
Profit for the year						46,704			46,704	1,751	48,455
Dividends						(5,652)			(5,652)		(5,652)
Disposal of subsidiary					329	(329)			-		-
Capital reduction		(220,000)				220,000			-		-
Amount recognised directly in equity relating to assets classified as held for sale			(16,403)		16,403						
Acquisition of additional interests in a subsidiary from minority shareholders									-	(731)	(731)
Treasury shares purchased							(4,173)		(4,173)		(4,173)
Purchase of shares held under Employees' Trust Scheme								(11,418)	(11,418)		(11,418)
At 31 March 2008	320,815	24,909	3,464	-	16,403	60,016	(13,023)	(11,418)	401,166	9,172	410,338

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited Financial Statements for the year ended 31 March 2007 and the accompanying notes attached to the interim financial statements)

**BOLTON BERHAD**  
 (Company No. 5572-H)  
 (Incorporated in Malaysia)

**UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2008**

	Unaudited Year ended 31/3/2008 RM'000	Audited Year ended 31/3/2007 RM'000 (restated)
Profit before tax from:		
Continuing operations	58,246	73,397
Discontinued operations	4,247	10,727
Adjustment for non-cash flow :-		
Non-cash items	5,421	(3,281)
Non-operating items (which are investing/financing)	(5,998)	(26,749)
Operating profit before changes in working capital	<u>61,916</u>	<u>54,094</u>
Changes in working capital		
Net change in current assets	48,736	21,229
Net change in current liabilities	28,964	5,453
Land held for property development	(206)	(13,176)
Taxation paid	(16,600)	(14,200)
Net cash flows from operating activities	<u>122,810</u>	<u>53,400</u>
Investing Activities		
- Property, plant and equipment	11,645	26,997
- Jointly controlled entities	(19,875)	(125)
- Other investments	2,570	79,825
- Dividend from an associated company	1,427	-
- Dividend paid	(5,652)	-
- Net cash from disposal of an associated company	21,870	-
- Net cash paid for acquisition of a subsidiary	-	(93,641)
- Acquisition of additional interests from minority shareholders	(731)	(11,865)
- Net cash from sale of subsidiaries	9,101	79,144
	<u>20,355</u>	<u>80,335</u>
Financing Activities		
- Bank borrowings	(106,156)	(120,272)
- Other borrowing	(293)	-
- Equity investments	(15,591)	(8,002)
	<u>(122,040)</u>	<u>(128,274)</u>
Net Change in Cash and Cash Equivalents	21,125	5,461
Cash and Cash Equivalents at beginning of the year	28,789	23,328
Cash and Cash Equivalents at end of the year	<u>49,914</u>	<u>28,789</u>
Analysis of cash and cash equivalents at end of the financial year:		
Cash and bank balances	58,859	27,975
Deposits with licensed financial institutions	1,670	7,630
Bank overdrafts	(10,615)	(8,046)
	<u>49,914</u>	<u>27,559</u>
Cash and bank balances classified as held for sale	-	1,230
	<u>49,914</u>	<u>28,789</u>

**(The Condensed Consolidated Cash Flow Statements should be read in conjunction with the audited Financial Statements for the year ended 31 March 2007 and the accompanying notes attached to the interim financial statements)**

**Explanatory Notes**

**A1. Basis of Preparation**

The interim financial report is unaudited and has been prepared in accordance with Financial Reporting Standard (FRS) 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad and should be read in conjunction with the Group's audited financial statements for the year ended 31 March 2007.

**A2. Changes in Accounting Policies**

The accounting policies and methods of computation by the Group in this interim report are consistent with those adopted in the most recent annual audited financial statements.

On 1 April 2007, the Group adopted the following FRSs mandatory for the financial periods beginning on or after 1 January 2007:

FRS 117 - Leases  
FRS 134 - Related Party Transactions

The effect of adoption of FRS 117 on the balance sheet of the Group for the financial year ended 31 March 2007 have been restated as follows:

	As previously stated RM'000	FRS 117 RM'000	As restated RM'000
Property, plant and equipment	86,114	(25,006)	61,108
Prepaid land lease payments	5,236	25,006	30,242

**A3. Audit Qualification**

The audit report of the Group's most recent annual audited financial statements for the year ended 31 March 2007 was not qualified.

**A4. Seasonality or Cyclical Factors**

There have been no material seasonal or cyclical factors affecting the results of the quarter under review.

**A5. Exceptional items**

	Individual quarter ended 31/3/08 RM'000	Cumulative quarter ended 31/3/08 RM'000
Included in other investing results were :-		
Gain on disposal of a subsidiary	3,313	13,248
Loss on disposal of associated companies	(446)	(983)
Debt of associated company written off	-	(701)
Gain on disposal of property, plant & equipment	-	2,420
Impairment loss on - associated company	(408)	(408)
- other investment	(464)	(464)
-property, plant & equipment	-	(1,849)
	<u>1,995</u>	<u>11,263</u>

**A6. Changes in estimates**

There were no other major changes in estimates that have a material effect on the results in the quarter under review.

**A7. Debt and Equity Securities**

During the current financial quarter, the Company repurchased 1,404,200 of its issued share capital of RM1 each from the open market at an average cost of RM0.92 per share. The shares repurchased were retained as treasury shares. As at 31 March 2008, the Company has 14,786,000 ordinary shares held as treasury shares.

**A8. Dividends Paid**

No dividend was paid during the period under review.

**BOLTON BERHAD (5572-H)**  
(Incorporated in Malaysia)  
**Unaudited interim report for the year ended 31 March 2008**

**A9. Segmental Reporting**

Business segments	-----Year ended 31/3/2008-----					
	Property Development RM'000	Property Management RM'000	Construction & Engineering RM'000	Quarrying & Premix RM'000	Investment & others RM'000	Total RM'000
Revenue from continuing operations	232,246	12,926	57,367	54,060	11,457	368,056
less : eliminations of inter-segment						(74,269)
Net revenue from continuing operations						293,787
Discontinued operations - hotel operations						5,583
Total revenue						299,370
<b>Continuing operations</b>						
Segment results from continuing operations	56,999	2,280	765	5,620	3,154	68,818
Head office expenses						(13,538)
Operating profit						55,280
Finance costs						(14,025)
Other investing activities results						11,263
Share of results of associates and jointly controlled entities	3,102	100	-	-	2,526	5,728
Profit before taxation						58,246
Taxation						(14,194)
Profit for the year from continuing operations						44,052
<b>Discontinued operations</b>						
Profit for the year from discontinued operations - hotel operations						4,403
<b>Profit for the year</b>						<b>48,455</b>

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

**A10. Valuation of property, plant and equipment**

The valuation of land and buildings have been brought forward, without amendment from the most recent annual audited financial statements for the year ended 31 March 2007. The carrying value was based on a valuation carried out in 1983 by independent professional valuers less depreciation, as permitted under the transitional provision of IAS 16 (Revised): Property, Plant and Equipment.

**A11. Subsequent Events**

Save as disclosed in Note B8, there were no material subsequent events since 31 March 2008.

**A12. Changes in the Composition of the Group**

There were no changes in the composition of the Group, other than Symphony House Berhad which ceased to be an associated company pursuant to the Offer for Sale as disclosed in Note B 8(i). The disposal of Noble Accord Sdn Bhd was completed on 31 March 2008, as disclosed in Note B8(ii).

**BOLTON BERHAD (5572-H)**  
(Incorporated in Malaysia)  
**Unaudited interim report for the year ended 31 March 2008**

**A13. Discontinued Operations**

On 31 March 2008, the Company completed the disposal of Noble Accord Sdn Bhd. As at 31 March 2008, the Group have effectively divested its hotel and food franchising operations.

The results of the hotel and the food franchising operations were presented on the consolidated income statements as discontinued operations. The previous year results have also included the results of Rampai-Niaga Sdn Bhd, the disposal of which was completed in the financial year ended 31 March 2007.

The revenue, results and cashflows of the discontinued operations were as follows:

	Individual quarter ended		Cumulative quarter ended	
	31/3/2008 RM'000	31/3/2007 RM'000	31/3/2008 RM'000	31/3/2007 RM'000
Revenue	1,147	6,225	5,583	41,024
Operating profit/(loss)	2,271	(1,757)	4,247	12,353
Finance costs	0	(33)	0	(1,626)
Profit/(loss) before taxation	2,271	(1,790)	4,247	10,727
Taxation	0	0	156	(3,193)
Profit/(loss) for the year from discontinued operations	2,271	(1,790)	4,403	7,534
Included in the profit/(loss) from operations were the following:				
- Gain/(loss) on disposal of subsidiaries	(1)	-	(185)	9,707
- Gain on disposal of property, plant & equipment	2,126	-	2,126	-
Cashflow from operating activities			(917)	1,641
Cashflow from investing activities			25,473	(640)
Cashflow from financing activities			(24,550)	(850)
Total cashflows			6	151

**A14. Changes in contingent liabilities and contingent assets**

As at 31 March 2008, there were no material changes in contingent liabilities since the last annual audited balance sheet as at 31 March 2007.

**ADDITIONAL INFORMATION AS REQUIRED BY APPENDIX 9B OF THE BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS.**

**B1. Review of Performance**

For the quarter ended 31 March 2008, the Group achieved a profit before tax of RM11.814 million from a revenue of RM 65.285 million while for the current year to date, the Group achieved a profit before tax of RM58.246 million from a revenue of RM293.787 million.

The main contributor to the profit before tax continues to be the Property Development business which contributed RM57.0 million or about 83% of the Group's results.

**B2. Material Changes in the Quarterly Results as Compared with the Immediate Preceding Quarter**

The result of the current quarter was lower than the preceding quarter mainly due to the gain on disposal of subsidiaries recognised in the previous quarter as well as higher overheads incurred during this quarter. In addition the period of January to March is generally a slower period for the construction and building industry due to the long festive period which affects the progress of work done.

**B3. Prospects for the financial year ending 31 March 2009**

Barring any unforeseen circumstances, the directors are confident of a stronger financial performance of the Group for the financial year ending 31 March 2009.

**B4. Profit Forecast/Profit Guarantee**

Not applicable

**BOLTON BERHAD (5572-H)**  
(Incorporated in Malaysia)  
**Unaudited interim report for the year ended 31 March 2008**

**B5. Taxation**

Taxation comprises the following :-

	Individual quarter ended 31/03/08 RM'000	Cumulative quarter ended 31/03/08 RM'000
Current taxation - current year	2,300	11,977
- under provision in prior year	716	751
Deferred Taxation - current year	508	508
- under provision in prior year	958	958
	4,482	14,194

The effective tax rate of the Group for the year under review is lower than the statutory tax rate principally due to the other investing activities results, which are not subject to tax.

**B6. Sale of unquoted investments and properties**

Sale of unquoted investments during the current financial period were as disclosed in note B8. There were no sales of properties other than the sale of land and buildings in the normal course of business as property developers.

**B7. Quoted investments**

(a) Total purchases and sales of quoted investments were as follows :-

	Individual quarter ended 31/3/08 RM'000	Cumulative quarter ended 31/3/08 RM'000
Total purchases	86	1,726
Total sales proceeds	11,638	14,336
Total (loss)/profit on disposal	(429)	10

(b) Investments in quoted securities as at 31 March 2008 were as follows :-

	<u>At Cost</u> RM'000	<u>At Book Value</u> RM'000	<u>At Market Value</u> RM'000
Quoted in Malaysia			
Other investments	97,641	35,603	31,605

**B8. Corporate Developments**

- (i) CIMB Investment Bank Berhad, on behalf of the Company, had on 31 July 2007 announced that the Company proposed to undertake a non-renounceable offer for sale ("OFS") of part of the Company's interest in Symphony House Berhad ("Symphony") to the shareholders of the Company on the basis of 2 Symphony ordinary shares of RM0.10 each for every 5 ordinary shares of RM1.00 each held in the Company. The OFS was completed on 31 January 2008 with a total of 36,906,535 shares sold.
- (ii) (a) The Company had on 28 September 2007 announced that NASB has entered into a Sale and Purchase Agreement with EMZED for the proposed disposal by NASB, of all that parcel of freehold land held under H.S. (D) 80171, PT No. 68, Section 69, Bandar Kuala Lumpur, Daerah Wilayah Persekutuan, together with an existing nineteen (19) storey building known as "Hotel Midah" erected thereon together with the fixtures and fittings for a total cash consideration of RM26.0 million.
- (b) The Company had on 28 September 2007 announced that it had entered into a Share Sale Agreement with EMZED for the proposed disposal of its 2,500,000 ordinary shares of RM1.00 each in NASB, representing 100% equity interest in NASB to EMZED for a nominal cash consideration of RM1,000.  
(collectively referred to as "Proposed Disposals")  
The Proposed Disposals were completed on 31 March 2008.
- (iii) The Company had on 19 December 2007 announced that it had entered into a Share Sale Agreement ("SSA") with Valentvest Sdn Bhd ("the Purchaser") for the proposed disposal of its 17,102,883 ordinary shares of RM1.00 each in Lim Thiam Leong Realty Sdn Bhd ("LTLR") for a total cash consideration of RM50,351,289. Simultaneously, the Company also entered into an Assignment of Debts Agreement with the Purchaser for the recovery of the assigned debts of LTLR on the completion date of the proposed disposal. However, the SSA was terminated on 28 April 2008 due to the non-compliance to the terms and conditions of the SSA by the Purchaser.

**BOLTON BERHAD (5572-H)**  
(Incorporated in Malaysia)  
**Unaudited interim report for the year ended 31 March 2008**

**B9. Group borrowings**

Particulars of the Group's borrowings as at 31 March 2008 were as follows :-

	RM'000
Short term bank borrowings -	
Secured	83,640
Unsecured	199
Long term bank borrowings	
Secured	41,473
Unsecured	60,000
Total Group borrowings	<u>185,312</u>

All borrowings are denominated in Ringgit Malaysia.

**B10. Off Balance Sheet Financial Instruments**

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

**B11. Material Litigation**

There is no material litigation pending as at the date of this report.

**B12. Dividends Proposed**

The Board of Directors has recommended a final dividend of 3.0 sen per share less 26% tax in respect of the financial year ended 31 March 2008 (2007: 2.5 sen).

The proposed dividend payout of approximately RM6.794 million is subject to the approval of shareholders at the Annual General Meeting to be held.

**B13. Earnings per share**

	Individual quarter ended		Cumulative quarter ended	
	31/3/08 RM'000	31/3/07 RM'000 (restated)	31/3/08 RM'000	31/3/07 RM'000 (restated)
Profit from continuing operations	7,976	16,139	42,301	54,387
Profit/(loss) from discontinued operations	2,271	(1,790)	4,403	7,534
Profit for the period/year attributable to the ordinary equity holders of the parent	<u>10,247</u>	<u>14,349</u>	<u>46,704</u>	<u>61,921</u>
Weighted average number of ordinary shares excluding treasury shares and shares held by Employees' Trust Scheme ('000)	297,468	312,236	304,464	316,957
Basic earnings per share (sen) for :				
Profit from continuing operations	2.68	5.17	13.89	17.16
Profit/(loss) from discontinued operations	0.76	(0.57)	1.45	2.38
Profit for the period/year	<u>3.44</u>	<u>4.60</u>	<u>15.34</u>	<u>19.54</u>

**BY ORDER OF THE BOARD**

**LIM SENG YON**  
**WONG WAI FONG**  
Secretaries

Kuala Lumpur