KNM GROUP BERHAD

(Company No:521348-H) (Incorporated in Malaysia)

INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 MARCH 2008 (Unaudited)

1. CONDENSED CONSOLIDATED INCOME STATEMENTS (Unaudited)

(Unaudited)

	Individual Quarter		Cumulative Year to date		
	3 months ended 31.3.2008 RM'000	3 months ended 31.3.2007 RM'000	31.3.2008 RM'000	31.3.2007 RM'000	
Contract revenue	331,215	262,223	331,215	262,223	
Operating profit	64,433	46,211	64,433	46,211	
Financing costs Interest income	(4,619) 1,629	(1,482) 132	(4,619) 1,629	(1,482) 132	
Profit before tax Tax expense	61,443 (7,318)	44,861 (5,365)	61,443 (7,318)	44,861 (5,365)	
Net profit for the period	54,125	39,496	54,125	39,496	
Attributable to: Equity holders of the parent Minority interest	54,125	38,318 1,178	54,125	38,318 1,178	
	54,125	39,496	54,125	39,496	
Earnings per share:					
- Basic (sen) - Diluted (sen)	5.16 5.06	3.70 3.59	5.16 5.06	3.70 3.59	

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2. CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

	NOTE	As at 31.3.2008	As at 31.12.2007
		RM'000	RM'000
Assets Non-current assets			
Intangible Assets		6,672	6,672
Property, plant and equipment		475,536	468,973
Other investment		2,553	2,474
Prepaid lease payments		15,436	15,826
Deferred Tax Asset		36,728	37,664
	_	536,925	531,609
Current eccete			
Current assets Inventories		73,653	62,185
Contracts work in progress		342,172	335,955
Trade and other receivables		302,904	211,970
Cash and cash equivalents		121,934	105,330
	_	840,663	715,440
TOTAL ASSETS	_	1,377,588	1,247,049
EQUITY AND LIABILITIES Equity attributable to equity holders of the parent		000 070	
Share capital Reserves		262,378	261,646
Reserves	_	<u>334,696</u> 597,074	<u> </u>
Minority interest		221	199
Total Equity	_	597,295	555,669
Non-current liabilities			
Long term payable		31,149	33,345
Long service leave liability	Do	3,000	2,832
Borrowings Deferred taxation	B9	135,294 55,900	45,007 53,855
Deletted taxation	-	225,343	135,039
Current liabilities		220,040	100,000
Payables and accruals		274,448	286,057
Customers advance for contract work in progress		50,888	24,322
Borrowings	B9	207,215	220,907
Current tax liabilities		22,399	25,055
	-	554,950	556,341
Total liabilities	_	780,293	691,380
TOTAL EQUITY AND LIABILITIES	_	1,377,588	1,247,049
Net assets per share attributable to equity holders of the parent (RM)	_	0.57	0.53

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2008

(Unaudited)

		4		e to equity holders of the Non-	e parent Distributable Rese	→ T/O		
				ributable	(Accumulated	ve		
	No. of Shares 000	Share Capital RM'000	Share Premium RM'000	Revaluation and Other Reserve RM'000	Loss) / Retained Profit RM'000	Total RM'000	Minority Interest RM'000	Total equity RM'000
As at 1 January 2007	257,782	128,891	55,837	6,753	198,849	390,330	14,702	405,032
Acquisition of minority interest	-	-	-	-	-	-	(13,285)	(13,285)
Issue of shares pursuant to: - ESOS - Bonus issue -Share Split	11,663 259,046 518,092	3,232 129,523	1,477 (56,858)	:	- (72,665)	4,709	:	4,709
Transfer to share premium for share options exercised	-	-	375	(375)	-	-	-	-
Derecognition of deferred tax liabilities arising from RPGT exemption	-	-	-	58	-	58	-	58
Expenses not recognised in income statement -Share issue expenses	-		(260)	-	-	(260)	-	(260)
Share-based payments	-	-	-	125	-	125	-	125
Currency translation differences arising in the period		-	-	(14,673)	-	(14,673)	439	(14,234)
Net Profit for the period		-	-	-	188,133	188,133	(1,657)	186,476
Dividend paid	-	-			(12,952)	(12,952)	-	(12,952)
As at 31 December 2007	1,046,583	261,646	571	(8,112)	301,365	555,470	199	555,669
Acquisition of equity interest in subsidiary		-	-		-	-	221	221
Acquisition of minority interest		-	-	-	-	-	(199)	(199)
Issue of shares pursuant to: - ESOS	2,926	732	124		-	856	-	856
Share-based payments		-	-	18	-	18	-	18
Currency translation differences arising in the period	-	-	-	(13,395)	-	(13,395)	-	(13,395)
Net Profit for the period	-	-	-	-	54,125	54,125	-	54,125
As at 31 March 2008	1,049,509	262,378	695	(21,489)	355,490	597,074	221	597,295

CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD END 31 MARCH 2008

(Unaudited)

	31.3.2008 RM '000	31.12.2007 RM '000
Net cash (used in)/generated from operating activities	(44,424)	80,266
Net cash used in investing activities	(12,325)	(116,843)
Net cash generated from financing activities	74,955	76,761
Net increase in cash and cash equivalents	18,206	40,184
Cash and cash equivalents at beginning of period/year	98,233	58,049
Cash and cash equivalents at end of period/year	116,439	98,233

Cash & bank balances	70,764	73,483
Deposits with financial institutions	8,788	3,780
Deposits with licensed banks	42,382	28,067
	121,934	105,330
Bank overdraft	(5,495)	(7,097)
	116,439	98,233

Notes to the quarterly Interim Financial Report – 31 March 2008

PART A: EXPLANATORY NOTES AS PER FRS 134

A1. Basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirement of FRS 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 December 2007. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2007.

A2. CHANGES IN ACCOUNTING POLICIES

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2007 except for the adoption of the following revised Financial Reporting Standards (FRSs) and new Interpretations effective for financial periods beginning on or after 1 January 2008:

FRS 107	Cash Flow Statements
FRS 111	Construction Contracts
FRS 112	Income Taxes
FRS 118	Revenue
FRS 120	Accounting for Government Grants and Disclosure of
	Government Grants and Disclosure of Government
	Assistance
FRS 134	Interim Financial Reporting
FRS 137	Provisions, Contingent Liabilities and Contingent Assets
IC Interpretation 1	Changes in Existing Decommissioning, Restoration and
-	Similar Liabilities
IC interpretation 2	Members' Shares in Co-operative Entities and Similar
_	Instruments
IC interpretation 5	Right to Interest arising from Decommissioning,
-	Restoration and Environmental Rehabilitation Funds
IC interpretation 6	Liabilities arising from Participating in a Specific Market
_	- Waste Electrical and Electronic Equipment
IC interpretation 7	Applying the Restatement Approach under FRS129
_	-Financial Reporting in Hyperinflationary Economies
IC interpretation 8	Scope of FRS 2

The Group has not adopted FRS 139 Financial Instruments: Recognition and Measurement as its effective date has been deferred.

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

A3. Qualification of annual financial statements

There were no audit qualifications on the annual financial statements of the Company for the year ended 31 December 2007.

A4. Seasonal and cyclical factors

The Group's business operation results were not materially affected by any major seasonal or cyclical factors.

A5. Unusual nature and amount of items affecting assets, liabilities, equity, net income or cash flows

There were no unusual nature and amount of items affecting assets, liabilities, equity, net income or cash flows for the current quarter and financial year to date.

A6. Material changes in estimates

There were no material changes in estimates of amount reported in the current quarter.

A7. Issuances and repayment of debt and equity securities

There were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities for the current financial year to date other than those stated below:

	RM'000
Balance of ICP/IMTN outstanding as at 1 January 2008	200,000
ICP/IMTN withdrawn	55,000
Balance of ICP/IMTN outstanding as at 31 March 2008	255,000

As at 31 March 2008, the amount outstanding for Islamic Commercial Papers ("ICP")/Islamic Medium Term Notes ("IMTN") is RM255.0 million out of the limit of RM300.0 million, mainly used for repayment of bank borrowings, and working capital. Up to RM150 million is fully underwritten by Malayan Banking Berhad & AMInvestment Bank Berhad and has a tenure of 7-years from the date of issuance.

Options relating to 15,127,200 and 5,034,080 ordinary shares of RM0.50 each were granted to eligible employees on 25 August 2004 and 7 December 2005 at an option price of RM1.63 and RM2.88 per share with expiry date on 24 August 2009 pursuant to the Company's Employees' Share Option Scheme (ESOS).On 14th April 2008, Option of 300,000 ordinary shares of RM0.25 each was granted to a Director pursuant to the Company's Employees' Share Option Scheme (ESOS). At the date of this report, 7,401,200 shares were exercised. After taking into account these new shares allotted, the issued and paid up capital of the Company increased to 1,054,943,700 and total number of unexercised share options as at date of report is 16,687,020.

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A8. Dividend Paid

No dividend was paid during the quarter under review.

A9. Segment information

Segmental analysis of the revenue and result:-

Business Segment:	Revenue	Operating Profit
	3 months ended	3 months ended
	31.3.2008	31.3.2008
	RM'000	RM'000
Process equipment	331,018	64,344
Others	197	89
	331,215	64,433

Geographical segments:	Revenue	Operating Profit
	3 months ended	3 months ended
	31.3.2008	31.3.2008
	RM'000	RM'000
Malaysia	186,956	39,095
Overseas	144,259	25,338
Total	331,215	64,433

A10. Valuation of property, plant and equipment

Property, plant and equipment of the Group are stated at cost/valuation less accumulated depreciation and accumulated impairment losses where applicable.

There is no revaluation of property, plant and equipment during the period under review.

A11. Material events subsequent to the end of the interim period

There was no material event subsequent to the end of the reporting period and up to the date of issuance of this report other than those disclosed under item no. B8.

A12. Changes in the composition of the Group

There were no changes in the composition of the Group for the current quarter and financial year to date other than those disclosed in item no. B8.

A13. Changes in contingent liabilities

There were no material changes in contingent liabilities for the Group as at the date of this announcement.

A14. Capital commitments

	Approved and contracted for RM'000	Approved but not contracted for RM'000
Property, plant and equipment	46,791	105,974
Investment	1,669,500	147,718
	1,716,291	253,692

A15. Related party transactions

Significant related party transactions for the financial year to date are as follows:

	RM '000
Inter Merger Sdn Bhd * - Office rental, related charges and administrative expense	446
* a company in which, Mr.Lee Swee Eng and Gan Siew Liat are directors	
I.M.Bina Sdn Bhd ** -General construction and civil works	693
Inter Merger Trading Sdn Bhd ** -Supply of production materials and fixed assets	46

** a company in which Inter Merger Sdn Bhd is a holding company

PART B: ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA LISTING REQUIREMENTS

B1. Review of performance

The Group achieved revenue of RM331.22 million and profit before tax and minority interest of RM61.44 million for the current period ended 31 March 2008. The revenue increased mainly due to the additional manufacturing capacity and job orders secured.

B2. Variation of results against preceding quarter

The Group's revenue of RM331.22 million and net profit after taxation and minority interest of RM54.13 million for the first quarter ended 31 March 2008 were higher by 3.90% and 4.62% to fourth quarter's revenue of RM318.77 million and net profit after taxation and minority interest of RM51.74 million respectively. The increase in net profit after taxation was mainly due to higher revenue being recognised.

B3. Current year prospects

The Board is confident that the Group's results for the financial year ending 31 December 2008 will exceed the financial performance of the Group for the financial year ended 31 December 2007.

B4. Profit forecast

Not applicable as no profit forecast was published.

B5. Tax expense

Income Tax expense :-	3 months ended 31.3.2008 RM'000	3 months ended 31.3.2007 RM'000
Current	4,188	4,185
Deferred tax	3,130	1,180
	7,318	5,365

The Group's effective tax rate is lower than the statutory tax rate mainly due to the availability of certain tax incentives.

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B6. Unquoted investments and properties

The Group has not made or disposed any investments in any unquoted investments and properties for the current quarter and financial year to date.

B7. Quoted and marketable investments

There were no investments or disposals in quoted and marketable securities during the current quarter and financial year to date.

B8. Status of corporate proposals announced

- (1) KNM Group Berhad (KNM) had in March 2008 announced that KNM Process Systems Sdn Bhd ("KNMPS"), a wholly-owned subsidiary of KNM had in February 2008 entered into sale and agreement with the Vendors to acquire 100% equity interest in Borsig Beteiligungsverwaltungsgesellschaft mbH (Borsig), comprising 12 fully paid-up ordinary shares for a total cash consideration of Euro 350,000,000.
- (2) In February 2007, KNM Renewable Energy Sdn Bhd (KNMRE), a wholly owned subsidiary of KNM Group Berhad (KNM) had entered into an exclusive Shareholders Agreement (SA) with Crown Iron Works Company (Crown) in respect of the marketing, advertising, promotion,tendering and sale of engineering procurement construction and commissioning basis for biodiesel,oleochemicals, refining and solvent extraction plants.

In March 2008, KNM announced that KNMRE and Crown have mutually agreed to terminate the SA and Crown has transferred its 40% equity interest in KNM-CIW Sdn Bhd to KNMRE.

- (3) In March 2008, the Company had incorporated KNM Capital Labuan Limited in Labuan a wholly owned subsidiary with an authorized share capital of USD10,000 of which 1 share of USD1.00 each is issued and fully paid.
- (4) KNM Corporation (KNM Corp), an indirect wholly-owned subsidiary of the Company received a confirmation on 21 February 2008 from Fraser Milner Casgrain LLP of 2900 Manulife Place, 10180-101 Street, Edmonton, Alberta, Canada T5J 3V5, the Company's appointed solicitors in Edmonton, Alberta, Canada that KPS Inc was incorporated on 20 February 2008 as a wholly-owned subsidiary of KNM Corp. KPS Inc is intended to be involved principally as an investment holding company in Canada.

KPS Inc has not commenced operations since its date of incorporation and has an authorized, issued and paid up share capital of 100 Class A shares of Canadian Dollars (CAN) 0.10 each. KNM Corp is the sole subscriber of the 100 Class A shares.

(5) KNM Process Systems Sdn Bhd (KNMPS), a wholly-owned subsidiary of KNM Group Berhad (KNM or Company) had on 12 February 2008 entered into a Memorandum of Agreement (MOA) with David K Stevens (DKS), a patent holder for sulphur removal and recovery technology for oil and gas applications, with over 20 years' relevant experience (DKS). Under the MOA, KNMPS and DKS will co-operate on an exclusive basis (Joint Venture) to set up a joint venture company in the United States of America known as KPS Technology & Engineering LLC (KPS) to

undertake sulphur removal and recovery and provide services to clients in the oil, gas and energy/power industries in relation to sulphur removal and recovery technology.

The MOA is not subject to any approvals from regulatory authorities in Malaysia or elsewhere.

- (6) KNM Group Berhad had on 4 February 2008 announced that the Company is proposing to undertake the following exercises:-
 - (a) Proposed Renounceable Right Issue of up to 267,807,215 new ordinary shares of RM0.25 each in KNM ("KNM Shares") on the basis of one (1) new KNM Share for every four (4) existing KNM Shares held on an entitlement date to be determined later at the indicative issue price of RM4.00 per right share
 - (b) Proposed bonus issue of up to 2,678,072,150 new KNM shares on the basis of two (2) new KNM share for every share held after the proposed right issue on an entitlement date to be determined later ("Proposed Bonus Issue")
 - (c) Proposed issuance of up to United States of America Dollar ("USD")350 million (or its Euro Dollar equivalent) Bonds, exchangeable into new KNM Shares ("exchangeable bonds") ("Proposed exchangeable bonds issue")
 - (d) Proposed increase in the Authorised share capital of KNM ("Proposed increase in Authorised Share Capital"); and
 - (e) Proposed amendment to the Memorandum and articles of association ("Proposed M&A Amendment")

The Securities Commission and KNM Group Berhad's shareholders approved the proposed renounceable rights issue and the proposed exchangeable bonds in April 2008

(7) KNM Group Berhad had on 22 January 2008 proposes to seek its shareholders' approval for the authority to purchase and/or hold up to ten per centum (10%) of its issued and paid-up ordinary share of RM0.25 each ("Shares") for the time being listed on Bursa Malaysia ("Bursa")("Proposed Share Buyback").

KNM Group Berhad had in March 2008 procured a mandate from its shareholders to purchase and /or hold up to ten per centum (10%) of its issued and paid-up ordinary share of RM0.25 each ("shares") for the time being listed on Bursa Malaysia.

(8) KNM Group Berhad had on 9 January 2008 announced that the Company has entered into a Master Agreement (MA) with Ellimetal International N.V. (Vendor) to acquire 100% equity interest in its wholly owned subsidiary Ellimetal NV (Ellimetal) for a consideration sum of Euro 20 Million (Consideration).

The Proposed Acquisition is subject to:-

- (a) The Purchaser and the Vendor enter into a definitive Sale and Purchase Agreement
- (b) Completion of legal and financial due diligence on Ellimetal to the satisfaction of the Purchaser
- (c) Shareholders' (if necessary) and Board of Directors' approval of the Purchaser
- (d) Regulatory approvals in Malaysia, Belgium and elsewhere (if required), including approvals of other relevant authorities, where applicable.
- (9) KNM Group Berhad had on 12 December 2007 announced that KNM International Sdn Bhd (KNMI) (a wholly owned subsidiary of KNM) proposed to acquire 80% equity interest in HZM Companies (HZM Companies) for a total consideration of Brazilian Real 27 million.

The proposed acquisition is subject to:-

- (a) The purchaser and the vendors enter into a definitive Sale and Purchase Agreement;
- (b) Completion of legal and financial due diligence on HZM Companies to the satisfaction of the Purchaser
- (c) Completion of fixed assets valuation of HZM Companies to be carried out by an independent professional valuer acceptable to the Purchaser's advisors;
- (d) Shareholders' (if necessary) and Board of Directors' approval of the Purchaser
- (e) Regulatory approvals in Malaysia, Brazil and elsewhere (if required), including approvals of other relevant authorities, where applicable.
- (10) KNM Group Berhad had on 4 September 2007 announced that proposed acquisition by KNM of 100% equity interest in Pisces Engineering Sdn Bhd (**Pisces**) comprising 500,000 ordinary shares of RM1.00 each for a total cash consideration of up to RM50.0 million (**Consideration**).

KNM had on 5 May 2008 announced that the Company received a notification dated 2 May 2008 from the adviser representing Pisces, Yee Kin Kong and The Choo Khim (collectively Vendors), whereby the Vendors confirmed that the Memorandum of Agreement has been terminated after lapse of time on 30 April 2008.

(11) KNM had on 30 May 2006 entered into a Memorandum of Agreement (**MOA**) with Sofinter to set out the commercial terms by which the parties propose to enter into joint ventures in respect of the Boiler Business which will involve the incorporation of a joint venture company in Malaysia (**MJVCO**) and a joint venture company in China (**CJVCO**).

The Joint Venture Agreement for MJVCO has not been finalised.

B9. Group borrowings and debt securities

The Group's borrowings as at the end of the reporting period were as follows:

RM '000
4,672
9,698
165,000
5,495
22,350
207,215
36,122
9,172
90,000
135,294
342,509

The above inclusive of borrowing in foreign currency of RMB14.75 million and EURO10.50 million.

The Exchange rates used are 1 RMB = RM 0.4558, and 1 EURO = RM5.0427

B10. Off balance sheet financial instrument

There was no material financial instrument with off balance sheet risk as at the end of the period under review other than the following.

As at the end of the reporting period, followings are the available foreign exchange contracts :-

Currency	Contract Amount	Equivalent Amount		
	,000	in RM'000		
USD	189,321	618,547		
GBP	2,516	15,935		
EURO	45,190	209,522		
SGD	888	2,037		
AUD	2,526	7,306		
JPY	54,728	1,585		
RM	69,100	63,979		
INR	9,450	740		
CAD	5,801	18,844		
	-	938,495		

Operation foreign exchange exposure on asset and liabilities are hedged accordingly on timely basis to protect its underlying values.

There are no significant credit and market risks posed by the above off balance sheet financial instruments.

B11. Changes in material litigation

As at the date of this announcement, there were no changes in material litigation since the last annual balance sheet date.

B12. Dividend payable

There was no dividend declared or recommended during quarter under review other than that recommended in the previous quarter.

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B13. Earnings per share

	Individual Quarter		Cumulative (Quarter
	31 March 2008	31 March 2007	31 March 2008	31 March 2007
(a) Basic earnings per share				
Net Profit attributable to shareholders (RM'000) Number of shares at the beginning of the period	54,125	38,318	54,125	38,318
('000)	1,046,583	257,782	1,046,583	257,782
Effect of ESOS ('000)	1,399	497	1,399	497
Effect of Bonus issue ('000)	-	259,046	-	259,046
Effect of Share Split ('000)	-	518,092	-	518,092
Weighted average number of				
shares ('000)	1,047,982	1,035,417	1,047,982	1,035,417
Basic earnings per share				
(sen)	5.16	3.70	5.16	3.70

	Individual Quarter		Cumulative	-
	31 March 2008	31 March 2007	31 March 2008	31 March 2007
(b) Diluted earnings per share				
Net Profit attributable to shareholders (RM'000)	54,125	38,318	54,125	38,318
Weighted average number of shares as per above ('000) Number of shares under ESOS ('000) Number of shares would have been issued at fair value('000)	1,047,982	1,035,417	1,047,982	1,035,417
	21,672	35,675	21,672	35,675
	(959)	(3,806)	(959)	(3,806)
Weighted average number of shares - diluted ('000) Fully diluted earnings per share (sen)	1,068,695	1,067,286	1,068,695	1,067,286
	5.06	3.59	5.06	3.59

The comparative basic and diluted earnings per share have been restated to take into account the effects of bonus issue and share split.

B14. Authorisation for issue

The interim financial report was authorised for issue by the Board of Directors in accordance with a Board of Directors meeting held on 27 May 2008.