KNM GROUP BERHAD

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

INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS
FOR THE PERIOD ENDED 31 DECEMBER 2011 (Unaudited)

1. CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Individual Quarter		Cumulative Year to date	
	Unaudited 3 months ended 31.12.2011 RM'000	Unaudited 3 months ended 31.12.2010 RM'000	Unaudited 31.12.2011 RM'000	Unaudited 31.12.2010 RM'000
Contract revenue	579,817	384,233	1,982,302	1,559,103
Operating (loss)/profit	3,262	10,579	(98,388)	97,184
Financing costs	(13,222)	(14,022)	(52,190)	(54,193)
Interest income	802	115	3,632	3,282
Share of profit/(loss) of jointly controlled entities	(1,523)	236	(602)	237
(Loss)/ Profit before tax	(10,681)	(3,092)	(147,548)	46,510
Tax expense	12,268	10,950	62,100	75,963
Net (loss)/ profit for the period	1,587	7,858	(85,448)	122,473
Other comprehensive (loss)/ income, net of tax				
Foreign currency translation differences	(45,378)	(23,948)	7,941	(132,712)
Net investment in subsidiaries	(26,833)	(20,379)	13,232	(259,056)
Impairment of property,plant and equipment through Revaluation Reserve	(4,576)	-	(4,576)	-
Cash Flow hedge	(7,985)	(1,040)	(3,659)	4,761
Share of other comprehensive income of equity accounted investe	(751)	-	(572)	-
Other comprehensive (loss)/ income for the period, net of tax	(85,523)	(45,367)	12,366	(387,007)
Total comprehensive (loss)/ income for the period	(83,936)	(37,509)	(73,082)	(264,534)
Attributable to:				
Equity holders of the parent	2,992	7,629	(83,432)	118,201
Minority interest	(1,405)	229	(2,016)	4,272
	1,587	7,858	(85,448)	122,473
Total comprehensive (loss)/ income attributable to:				
Equity holders of the parent	(82,062)	(37,545)	(69,111)	(268,141)
Minority interest	(1,874)	36	(3,971)	3,607
Total comprehensive (loss)/ income for the period	(83,936)	(37,509)	(73,082)	(264,534)
Earnings per share:				
- Basic (sen)	0.31	0.78	(8.53)	12.02

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2. CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	NOTE	Unaudited As at 31.12.2011	Audited As at 31.12.2010
		RM'000	RM'000
Assets			
Non-current assets			
Intangible Assets		594,641	620,858
Goodwill		798,507	798,974
Property, plant and equipment		744,492	748,722
Other investment, including derivative		14,088	3,620
Interest in associates		2,451	455
Interest in jointly-controlled entities		1,133	316
Deferred Tax Asset		279,922	195,946
		2,435,234	2,368,891
Current assets			
Inventories		72,128	69,063
Contracts work in progress		484,302	426,541
Trade and other receivables		548,569	363,420
Cash and cash equivalents		416,353	296,237
		1,521,352	1,155,261
TOTAL ASSETS		3,956,586	3,524,152
EQUITY AND LIABILITIES			
Equity attributable to equity holders of the parent			
Share capital		1,001,093	1,001,093
Treasury Shares		(53,371)	(44,588)
Reserves		663,482	761,936
		1,611,204	1,718,441
Minority interest		7,021	12,328
Total Equity		1,618,225	1,730,769
Non-current liabilities			
Long term payable		20,702	25,552
Long service leave liability		2,366	1,911
Loans and borrowings	B9	398,857	380,493
Deferred taxation		238,042	265,928
		659,967	673,884
Current liabilities			
Payables and accruals		536,731	389,574
Customers advance for contract work in progress		390,160	57,346
Loans and borrowings	B9	745,428	664,641
Current tax liabilities		6,075	7,938
		1,678,394	1,119,499
Total liabilities		2,338,361	1,793,383
TOTAL EQUITY AND LIABILITIES		3,956,586	3,524,152
Net assets per share attributable to equity holders of the parent (RM)		1.61	1.72

The notes set out on pages 5 to 18 form an integral part of and should be read in conjunction with this interim financial report

KNM GROUP BERHAD
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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 SEPTEMBER 2011

	Attributable to equity holders of the parent									
	Non-Distributable						Distributable Reserve			
	Share Capital RM'000	Treasury Share RM'000	Share Premium RM'000	Hedging Reserve RM'000	AFS Reserve RM'000	Revaluation and Other Reserve RM'000	(Accumulated Loss) / Retained Profit RM'000	Total RM'000	Minority Interest RM'000	Total equity RM'000
As at 1 January 2010	1,001,093	(34,132)	319,426	-	-	(95,732)	818,031	2,008,686	3,046	2,011,732
Effect arising from adoption of FRS 139	-	-	-	(6,274)	30	-	(5,404)	(11,648)	-	(11,648)
As at 1 January 2010, restated	1,001,093	(34,132)	319,426	(6,274)	30	(95,732)	812,627	1,997,038	3,046	2,000,084
Total comprehensive (loss)/ income for the period	-	-	-	4,761	-	(391,103)	118,201	(268,141)	3,607	(264,534)
Transaction with owners in their capacity as owner										
Increase in share capital in subsidiaries	-	-	-	-	-	-	-	-	6,288	6,288
Issue of shares pursuant to: - ESOS	-	-	-	-	-	-	-	-	-	-
Share Buy Back	-	(10,456)	-	-	-	-	-	(10,456)	-	(10,456)
Transfer to share premium for share options exercised	-	-	-	-	-	-	-	-	-	-
Dividend paid	-	-	-	-	-	-	-	-	(613)	(613)
As at 31 DECEMBER 2010 (Audited)	1,001,093	(44,588)	319,426	(1,513)	30	(486,835)	930,828	1,718,441	12,328	1,730,769
As at 1 January 2011	1,001,093	(44,588)	319,426	(1,513)	30	(486,835)	930,828	1,718,441	12,328	1,730,769
Total comprehensive (loss)/ income for the period	-	-	-	(3,659)	-	17,980	(83,432)	(69,111)	(3,971)	(73,082)
Transaction with owners in their capacity as owner										
Acquisition of equity interest in subsidiary									(1,336)	(1,336)
Increase in share capital of subsidiaries	-	-	-	-	-	-	-	-	-	-
Share Buy Back	-	(8,783)	-	-	-	-	-	(8,783)	-	(8,783)
Dividend							(29,343)	(29,343)	-	(29,343)
As at 31 DECEMBER 2011 (Unaudited)	1,001,093	(53,371)	319,426	(5,172)	30	(468,855)	818,053	1,611,204	7,021	1,618,225

The notes set out on pages 5 to 18 form an integral part of and should be read in conjunction with this interim financial report

KNM GROUP BERHAD
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CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2011

(Unaudited)

	31.12.2011 RM '000	31.12.2010 RM '000
Cash flows from operating activities		
Profit before tax	(147,548)	46,510
Adjustments for:		
Amortisation of intangible assets	33,401	33,506
Share based payment	-	-
Depreciation	7,369	7,788
Interest expense	50,181	48,963
Interest income	(3,632)	(3,282)
Loss/(Gain) on foreign exchange-unrealised	6,294	(3,091)
Loss/(Gain) on disposal of property, plant and equipment	(70)	(26)
Share of (profit)/ loss of in associates and jointly-controlled entities	(1,577)	(237)
Change in fair value of forward contract	3,814	(13,577)
Provision for foreseeable losses	26,750	12,521
Impairment/(Reversal) of investment	(65)	-
Goodwill written off	2,794	-
Operating (loss)/profit before working capital changes	(22,289)	129,075
(Increase)/Decrease in working capital:		
Inventories	(3,066)	37,509
Receivables, deposits and prepayments	(247,975)	47,331
Payables and accruals and long service leave liability	460,701	(66,915)
Cash used in operations		
Income taxes paid	(21,784)	(93,251)
Interest paid	(188)	(1,622)
Interest received	3,632	3,282
Net cash generated from operating activities	169,031	55,409
Cash flows from investing activities		
Acquisition of minority interest	-	-
Purchase of property,plant and equipment	(46,052)	(56,350)
Acquisition of minority interest	-	837
Acquisition of investment in Joint-controlled entity	-	(337)
Acquisition of other intangible assets	(3,892)	(1,725)
Acquisition of subsi, net of cash acquired	(940)	-
Proceeds from issuance of share to minority interest	-	6,288
Proceeds from disposal of property,plant and equipment	415	1,080
Net cash used in investing activities	(50,469)	(50,207)
Cash flows from financing activities		
Proceeds from issuance of shares	-	-
Share buy back	(8,783)	(10,456)
Net (repayment)/proceeds from bill payable	194,546	9,041
Repayment of hire purchase liabilities	(10,070)	(5,596)
Net proceeds/(repayment) from term loan	(10,097)	(212,488)
Net proceeds/(repayment) to ICP/IMTN	(75,000)	(5,000)
Interest expenses	(49,994)	(47,341)
Dividend paid	(29,343)	-
Dividind paid to minority interest	-	(613)
Net cash generated from/(used in) financing activities	11,259	(272,453)
Net decrease in cash and cash equivalents	129,821	(267,251)
Cash and cash equivalents at beginning of year	286,532	553,783
Cash and cash equivalents at end of year	416,353	286,532

Cash & bank balances	341,305	211,390
Deposits with financial institutions	9,987	5,712
Deposits with licensed banks	65,061	79,135
	416,353	296,237
Bank overdraft	-	(9,705)
	416,353	286,532

The notes set out on pages 5 to 18 form an integral part of and should be read in conjunction with this interim financial report

Notes to the quarterly Interim Financial Report – 31 December 2011

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 2010. These explanatory notes attached to the interim financial statements provide explanation of events and transactions that are significant for the understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2010.

A2. Significant Accounting Policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2010, except for the adoption of the following new Financial Reporting Standards (FRSs), Amendments to FRSs and Interpretations with effect from 1 January 2011.

On 1 January 2011, the Group adopted the following FRSs:-

FRSs, Amendments to FRSs and Interpretations	
FRS 3	Business Combination (Revised)
FRS 127	Consolidated and Separate Financial Statements (revised)
Amendment to FRS 132	Financial Instruments: Presentation-Classification of Rights Issues
Amendments to FRS 7	Financial Instruments : Disclosure-Improving Disclosures about Financial Instruments
Amendment to FRS 138	Intangible Assets
Improvements to FRSs (2010)	
IC Interpretation 4	Determining whether an Arrangement contains a Lease
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17	Distributions of Non-cash Assets to Owners
IC Interpretation 18	Transfers of Assets from Customers
Amendments to IC Interpretation 9	Reassessment of Embedded Derivatives

FRS 1 (revised), Amendment to FRS 1 First time Adoption of Financial Reporting standard, Amendment to FRS 2 Share-based Payment, Amendment to FRS 5 Non-current asset held for sale and discontinued operations and IC Interpretation 12 Service Concession Agreement will also be effective for annual period beginning on or after 1 July 2010 and 1 January 2011. These standards and IC Interpretations, are, however, not applicable to the Group.

Adoption of the above FRSs, Amendments to FRSs and IC Interpretations did not have any effect on the financial performance, position or presentation of financials of the Group, other than the disclosures under the Amendments to FRS 7 which will affect the 2011 annual financial statements.

FRS, IC Interpretations and Amendments to IC Interpretation issued but not yet effective

At the date of authorization of these interim financial statements, the following FRS, IC Interpretations and Amendments to IC Interpretation were issued but not yet effective and have not been applied by the Group:

FRS,IC Interpretation and Amendments to IC Interpretation		Effective for annual periods beginning on or after
FRS124	Related Party Disclosure (revised)	1 January 2012
IC Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments	1 July 2011

Amendment to IC Interpretation 14, Prepayments of a Minimum Funding Requirement and IC Interpretation 15, Agreements for the Construction of Real Estate will also be effective for annual periods beginning on or after 1 July 2011 and 1 January 2012. These IC Interpretations, are, however, not applicable to the Group.

The Group’s next set of financial statements for annual period beginning on 1 January 2012 will be prepared in accordance with the Malaysian Financial Reporting Standards (“MFRS”) issued by the MASB that will also comply with International Financial Reporting Standards (“IFRS”). Accordingly, the above FRSs, Interpretations and amendments that are effective for annual period beginning on or after 1 January 2012 will be superseded and not adopted.

A3. Qualification of annual financial statements

There were no audit qualification on the annual financial statements of the Group for the year ended 31 December 2010.

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 other than the material provision of credit impairment allowance and provision of foreseeable losses on onerous contracts made in Q3.

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

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

	RM'000
Opening Balance of ICP/IMTN outstanding as at 1 January 2011	265,000
ICP/IMTN Drawdown/(Repayment)	(75,000)
Balance of ICP/IMTN outstanding as at 31 December 2011	190,000

As at 31 December 2011, the amount outstanding for Islamic Commercial Papers ("ICP")/Islamic Medium Term Notes ("IMTN") is RM190.0 million out of the limit of RM190.0 million, mainly used for repayment of bank borrowings and working capital. Under the program, 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.

B. As at the date of this report, the Company has repurchased a total 23,241,275 of its issued shares capital from the open market. The average price paid for the shares repurchased was RM2.30 per share. The repurchase transactions were financed by internally generated funds. The shares repurchased are being held as treasury shares and treated in accordance with the requirement of Section 67A of the Companies Act 1965.

A8. Dividend Paid

No dividend was paid during the quarter under review.

A9. Segment information

Segmental analysis of the revenue and result:-

Geographical segments:	**Revenue 12 months ended 31.12.2011**	**Gross Profit/(loss) 12 months ended 31.12.2011**	**EBITDA 12 months ended 31.12.2011**
	RM'000	RM'000	RM'000
Asia & Oceania	568,108	25,341	(76,638)
Europe	1,347,691	246,242	128,411
Americas	66,503	(32,434)	(55,941)
Total	1,982,302	239,149	(4,168)

	Revenue 12 months ended 31.12.2010	Gross Profit/(loss) 12 months ended 31.12.2010	EBITDA 12 months ended 31.12.2010
	RM'000	RM'000	RM'000
Asia & Oceania	392,930	47,288	19,326
Europe	1,065,507	233,863	157,718
Americas	100,666	12,207	12,812
Total	1,559,103	293,358	189,856

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.

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 except as follows:-.

(1) On 7 February 2011, KNM Europa BV, an effective wholly-owned subsidiary of the Company had incorporated and subscribed for 10,000 ordinary shares of GBP1.00 each in KNM Project Services Limited ("KPSL"), representing 100% equity interest in KPSL for a total cash consideration of GBP10,000 (approximately RM49,100 based on the exchange rate of GBP1 : RM4.91).

(2) On 11 April 2011, KNM Process Systems Sdn Bhd ("KNMPS") had invested and subscribed for 800 ordinary shares of RM1.00 each in KNM Ogpet (Sabah) Sdn Bhd ("KNMOS"), representing 80% equity interest in KNMOS for a total cash consideration of RM800.

(3) On 11 April 2011, Borsig Industrial Services Sdn Bhd ("BIS") had invested and subscribed for 40,000 ordinary shares of RM1.00 each in Dimensi Bumijaya Sdn Bhd ("DBSB"), representing 40% equity interest in DBSB for a total cash consideration of RM40,000.

(4) Further to the Company's ("KNM") announcement on 14 December 2010, KNM had on 28 June 2011 entered into a Shareholders' Agreement ("SHA") which supersedes the Joint Venture Agreement ("JVA") with Petrosab Logistik Sdn Bhd ("PETROSAB") dated 13 December 2010; whereby:-
   (a) The shareholding structure in the joint venture company, Petrosab Petroleum Sdn Bhd (formerly known as KNM Petrosab Sdn Bhd) ("PPSB"), originally on 51% (KNM) : 49%

(PETROSAB) basis pursuant to the JVA has now been revised to 40% (KNM) : 60% (PETROSAB) pursuant to the SHA. KNM will subscribe for an additional 39,999 ordinary shares of RM1.00 each in PPSB for a total cash consideration of RM39,999 ("**Investment No. 1**"). This additional 39,999 ordinary shares together with the previous 1 ordinary share held represents 40% of enlarged issued and paid up share capital of PPSB; and

(b) KNM OGPET (Sabah) Sdn Bhd ("KNMOS") will subscribe for 1,500,000 ordinary shares of RM1.00 each in KNM Petrosab Engineering Sdn Bhd ("KNMPE") (representing 30% of the enlarged issued and paid up share capital of KNMPE) for RM1,500,000; whereas, PPSB will subscribe for 3,499,998 ordinary shares of RM1.00 each in KNMPE for RM3,499,998 which, together with the previous 2 ordinary shares held represents 70% of the enlarged issued and paid up share capital of KNMPE (jointly referred as "**Investment No. 2**").

(5) Pursuant to a Membership Interest Transfer Agreement dated 1 October 2011, KPS Inc., an effective wholly-owned subsidiary of the Company had duly re-transferred its 4.87% interest in KPS Technology & Engineering LLC ("KPSLLC") to one of its current staff/member i.e. Mr Alan D. Mosher, for a nominal value of USD1.00 only.

(6) On 5 December 2011, KNM's wholly owned subsidiary, KNM Process Systems Sdn Bhd ("KNMPS") had entered into a Sale and Purchase Agreement ("SPA") to acquire a total of 306,571 ordinary shares of RM1.00 each ("the Shares") in KNM-DP Fabricators Sdn Bhd ("KNM-DP") for a total cash consideration of RM952,855.50 only ("Investment") from the following Vendors:-

a. 158,571 shares (30%) from Perbadanan Kemajuan Negeri Melaka ("PKNM") for RM492,855.50;
b. 74,000 shares (14%) from Panoramic Team (M) Sdn Bhd ("PTSB") for RM230,000; and
c. 74,000 shares (14%) from Dayaventure Sdn Bhd ("DVSB") for RM230,000.

(7) On 26 January 2012, KNM Project Services Limited ("KPSL"), an effective wholly-owned subsidiary of the Company had completed the transfer of 310 shares of GBP1.00 each (representing 31% equity interest) in Energy Park Investments Limited ("EPIL") for a total cash consideration of GBP310.00 (approximately RM1,488.00) from Peterborough Renewable Energy Limited ("PREL") (the "Investment"). KPSL had initially taken a 49% equity stake in EPIL (comprising 490 shares of GBP1.00 each) from PREL on 1 July 2011 for the total cash consideration of GBP490.00 (approximately RM2,352.00). Pursuant to the completion of this transfer, EPIL has now become a new 80% subsidiary of KPSL. The total cost of investment for the 800 shares is GBP800.00 (approximately RM3,840.00).

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	32,172	61,257
Investment	4,678	10,149
	36,850	71,406

A15. Related party transactions

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

	RM '000
Inter Merger Sdn Bhd (a)	
- Office rental, related charges and administrative expense	1,826
I.M.Bina Sdn Bhd (b)	
-General construction and civil works	8,010
IMT O&G Solutions Sdn Bhd (c)	
-Supply of production materials and fixed assets	51
Tofield Realty Development Corporation (d)	
- General and civil contractor and provider of staff accommodation	488
Nassir Hazza (e)	
- General construction, civil and related mechanical and engineering work	1,317
KPS Technology & Engineering LLC(f)	
-Provision/Receipt of mechanical and engineering, general administrative and other support services -Provision/Receipt of qualifying services under the overseas head quarters (OHQ) status and other support services	919

(a) *a company in which Mr. Lee Swee Eng and Madam Gan Siew Liat are directors*
(b) *a company in which Inter Merger Sdn Bhd is the holding company*
(c) *a company in which Inter Merger Sdn Bhd is the holding company*
(d) *a wholly-owned subsidiary of Asiavertek, of which Mr. Lee Swee Eng and Madam Gan Siew Liat are directors and shareholders*
(e) *Nassir Hazza is an entity controlled by Mohammed Nassir Hazza Al Fehaid Al Subaei, a director of KNM Saudi Limited Co*
(f) *a company in which Mr. Lee Swee Eng is a substantial shareholder*

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

B1. Review of performance

The Group achieved revenue of RM1.98 billion, loss after tax and minority interest of RM83.43 million and loss EBITDA (Earning Before Interest, Tax, Depreciation and Amortisation) of RM4.17 million for the year ended 31 December 2011. Compared to the previous year, the higher revenue in this year was due to higher job recognition on stronger order intake and backlog. The loss after tax and minority interest and lower EBITDA in this period was mainly due to one off provision for foreseeable losses and credit impairments that were mainly made in Q3.

Asia & Oceanic Segment
This segment is involved in the design and production of lower end process equipment which continued to face intense competition in 2011. Nevertheless, revenue recognition in this segment improved against previous financial year by 44.6% mainly attributed to expansion of goods and services coverage into EPC projects, more job orders, and higher progress recognition. Profitability in 2011 however has been hampered by provisions for foreseeable losses and credit impairment.

Europe Segment
This segment is involved in the design and production of high end process equipment under Borsig group and mid-range products under FBM. The profitability of this segment is lower compared to previous financial year was due to provision for foreseeable losses. However, the segment has contributed to higher revenue on higher order intake mainly from outside EU.

Americas Segment
This segment generally covers our North and Latin America operations which recorded low order intakes and under utilized capacity in 2011. This is partly attributed to the slowdown of activities in the Canada oilsand projects, and the difficult business environment in Latin America.

B2. Variation of results against preceding quarter

The Group’s revenue of RM579.82 million was higher by RM134.63 million as compared to third quarter’s revenue of RM445.19 million. The Net loss before taxation and minority interest of RM10.68 million is substantially improved by RM134.26 million as compared to third quarter net loss before taxation and minority interest of RM144.94 million. The higher revenue and improved results for this quarter is mainly due to contribution from new projects and better margin.

B3. Next year prospects

Current strong oil & gas prices is expected to persist into 2012 giving sustained economic impetus for on-going and new capital investments in the fuel and energy sector which should augurs well for our business.

The Asia & Oceanic segment is expected to show improvement into 2012 given the significant order backlog with better contribution margin.

Our European segment is expected to remain strong with its existing backlog carried forward for 2012 exceeding order backlog in 2011.

The prospect for our North America operation which largely depends on the Canadian oilsands is looking better with the new investments being announced in Canada which is expected to be realized within 12 to 18 months.

The prospect for 2012 will be better than 2011.

B4. Profit forecast

Not applicable as no profit forecast was given.

B5. Tax expense

	3 months Ended 31.12.2011 RM'000	**3 months Ended 31.12.2010 RM'000**	**12 months ended 31.12.2011 RM'000**	**12 months ended 31.12.2010 RM'000**
Income Tax expense :-				
Current	17,244	24,033	44,354	43,611
Prior period	428	(9)	(174)	5,607
Deferred tax	(29,940)	(34,974)	(106,280)	(125,181)
	(12,268)	(10,950)	(62,100)	(75,963)

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

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 other than disclosed in B8 item 3.

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 but not completed

(1) On 22 October 2010, the Company announced that Securities Commission ("SC") vide their letter dated 21 October 2010 has approved the Company's proposed issue of Sukuk Programmes of up to RM1,500 million comprising of Islamic Commercial Paper Programme of up to RM400 million ("ICP Programme") and Islamic Medium Term Note Programme of up to RM1,100 million ("IMTN Programmes).

The ICP Programme shall have a tenure of up to 7 (seven) years and the IMTN Programme shall have a tenure of up to 15 (fifteen) years from the date of the first issuance under the Sukuk Programmes. No commercial papers or medium term notes have been issued as at to-date.

(2) On 25 July 2011, KNM and Zecon Berhad ("Zecon") had entered into the following Heads of Agreements ("HOAs") with Gulf Asian Petroleum Sdn Bhd ("GAP") towards inter alia the following:-

a. to undertake the Engineering, Procurement, Construction and Commissioning ("EPC") Contract for the 150,000/200,000 bpd Petroleum Refinery and 400,000/525,000 mtpa Polypropylene Unit for GAP ("the Refinery/Polypropylene Project") with a total Project Value of USD5.0 billion (equivalent to about RM15.0 billion based on the exchange rate of USD1.00 : RM3.00); and

b. to undertake the Engineering, Procurement, Construction and Commissioning ("EPC") Contract for the Petroleum Product Storage Terminal Facility comprising 4 Terminals with a total storage capacity of 2.328 million cubic meters, complete with supporting infrastructure and auxiliaries including the jetty ("the Storage Project") with a total Contract Value of RM2.0 billion.

Both the Refinery/ Polypropylene Project and Storage Project are located at Teluk Ramunia, Johor.

As at to-date, the Parties to the Heads of Agreements have yet to achieve financial close for the Refinery/Polypropylene Project and the Storage Project.

(3) KNM Renewable Energy Sdn Bhd ("KNMRE"), a wholly-owned subsidiary of the Company had on 6 December 2011 entered into a Share Subscription Agreement ("SSA") with Green Energy and Technology Sdn Bhd ("GreenTech") and Octagon Consolidated Berhad ("Octagon") to subscribe for a total of 10 million 8% Redeemable Convertible Preference Shares of RM0.01 each ("RCPS") in GreenTech, a subsidiary of Octagon for a total cash consideration of RM10 million only ("Consideration") or RM1.00 per RCPS ("Proposed Subscription").

The SSA is conditional and now pending satisfaction of a due diligence enquiry on GreenTech to be undertaken by KNMRE as one of the conditions subsequent to be met and fulfilled under the SSA.

(4) KNM's wholly-owned subsidiary, KMK Power Sdn Bhd ("KMK") had on 25 January 2012 entered into an Exclusivity Agreement ("Agreement") with Poplar Holdings Limited for the grant of exclusivity by PHL to KMK to conclude the proposed purchase of the entire issued share capital of Poplar Investments Limited ("Sale Shares") for GBP25 million (approximately RM120 million) ("Proposed Transaction").

The exclusivity period shall commence from 25 January 2012 until and including 25 April 2012 unless extended by mutual agreement of KMK and PHL in order to complete the Proposed Transaction ("Exclusivity Period"). In consideration of PHL granting the Exclusivity Period, KMK has paid the sum of GBP500,000 (approximately RM2.4 million) upon signing of the Agreement. The Exclusivity Fee shall form part of the purchase price in respect of the Proposed Transaction, if parties are able to come to terms in respect of the same.

Pursuant to the Exclusivity Agreement dated 25 January 2012, KNM Group Berhad's wholly owned subsidiary, KMK Power Sdn Bhd ("KMK"), had entered into an Agreement for Sale and Purchase of Shares ("SPA") with Poplar Holdings Limited ("PHL") on 8 February 2012 for the acquisition of one (1) ordinary share of GBP1.00 ("Sale Shares") representing 100% equity interest in Poplar Investments Limited ("PIL") for a total cash consideration of GBP25 million only [which amount is adjustable pending determination of the Net Assets Value of PIL at Completion].

B9. Group borrowings and debt securities

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

	RM'000
Short term:	
Borrowings (secured)	53,913
Borrowings (unsecured)	63,158
ICP/IMTN	145,000
Bank Overdraft	-
Bill Payable	212,063
Hire Purchase	5,478
Revolving credit	265,816
	745,428
Long term :	
Borrowings (secured)	318,730
Borrowings (unsecured)	21,502
IMTN	45,000
Hire Purchase	13,625
	398,857
	1,144,285

The above are also inclusive of other borrowings in foreign currency of RMB12.00 million, EURO44.51million, CAD9.26 million, USD1.03 million and BRL12.03 million.

The exchange rates used are 1 RMB = RM 0.5037, 1 EURO = RM 4.1024, 1 CAD = RM 3.1095, 1 USD = RM 3.17 and 1 BRL = RM 1.7014

B10. Financial Instruments

With the adoption of FRS 139, financial instruments are recognized on their respective contract dates.

There are no off-balance sheet financial instruments.

The outstanding forward foreign currency exchange contracts as at 31 December 2011 are as follows:-

Type of Derivative	**Contract/Notional value RM'000**	**(Gain) /Loss on Fair value changes RM'000**
Foreign Exchange Contracts		
-Less than 1 year	514,690	1,966
-1 year to 3 years	147,139	(1,280)
- More than 3 years	-	-
	661,829	686

Exposure to foreign currency fluctuation of underlying commitments is monitored on on-going and timely basis. The Company's objective to incept derivative instrument contract is mainly to hedge against foreign exchange exposure on transactions in currencies other than its own.

Forward foreign exchange contracts are entered into with licensed banks to hedge the Group's exposure to foreign exchange risk in respect of its export sales and import purchases by establishing the basis rate at which a foreign currency asset or liability will be settled.

These contracts are executed with credit-worthy/ reputable financial institutions and as such, credit risk and liquidity risk in respect of non-performance by counterparties to these contracts is minimal.

The fair values of the forward foreign currency exchange contracts are subject to market risk and the fair values were derived from marking to market readily available market quoted price as of the reporting period. The fair value of the forward contracts may change in accordance to the fluctuation of the exchange rate of the underlying currency resulting in gain or loss in fair value.

The cash requirement for these derivatives will be fulfilled by future contract proceeds on the respective maturity date.

B11. PROFIT FOR THE YEAR

(a)	3 Months ended 31.12.2011 RM'000	3 Months ended 31.12.2010 RM'000	12 Months ended 31.12.2011 RM'000	12 Months ended 31.12.2010 RM'000
Profit for the period is arrived at after charging and crediting:				
Allowance for impairment loss on doubtful debt	15,525	4,080	21,856	9,073
Net Loss /(Gain) on foreign exchange	(1,600)	(1,965)	(6,862)	(3,308)
Net Loss/(Gain) on derivative	(6,918)	(115)	3,814	(13,408)
Provision /(Reversal) for foreseeable losses	(21,600)	(2,674)	26,750	12,521
Impairment of asset	-	-	-	-
Amortisation of intangible Asset	8,297	8,342	33,401	33,506
Provision for/(Reversal) warranty	1,958	397	642	(417)
Interest income	(802)	(115)	(3,632)	(3,282)
Late delivery charges	2,024	-	31,334	-

(b)				
Interest Expenses				
Income statement	12,953	13,620	50,181	48,963
Construction work in progress	659	50	2,657	192
	13,612	13,670	52,838	49,155

(c)				
Depreciation charge for the year:				
Income statement	2,091	3,733	7,369	7,788
Construction work in progress	14,264	12,744	53,449	51,377
	16,355	16,477	60,818	59,165

B12. Realised and Unrealised Profit/Losses Disclosure

	As at 31 December 2011	As at 31 December 2010
	RM'000	**RM'000**
Total retained profit/(accumulated losses) of KNM Group and its subsidiaries		
- Realised	343,925	577,871
- Unrealised	41,647	(89,639)
Total share of retained profit / (accumulated losses) from associated companies:		
- Realised	768	245
- Unrealised	(202)	-
Total share of retained profit/(accumulated losses) from jointly controlled entities:		
- Realised	(1,740)	(579)
- Unrealised	337	66
Less: Consolidation adjustments	433,318	442,864
Total Group retained profits/(accumulated losses) as per consolidated accounts	818,053	930,828

B13. Material litigation

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

B14. Dividend payable

There was no dividend declared or recommended during quarter under review.

B15. Earnings per share

	Individual Quarter		Cumulative Quarter	
	31 December 2011	**31 December 2010**	**31 December 2011**	**31 December 2010**
Basic earnings per share				
Net (Loss)/Profit attributable to shareholders (RM'000)	2,992	7,629	(83,432)	118,201
Number of shares at the beginning of the period ('000)	1,001,093	4,004,370	1,001,093	4,004,370
Effect of share consolidation	-	(2,950,228)	-	(2,950,228)
Effect of ESOS ('000)	-	-	-	-
Effect of Share Buy Back	(22,513)	(70,732)	(22,513)	(70,732)
Weighted average number of shares ('000)	978,580	983,410	978,580	983,410
Basic earnings per share (sen)	0.31	0.78	(8.53)	12.02

B16. Authorisation for issue

The interim financial report was authorised for issue by the Board of Directors on 28 February 2012.