

**CNI HOLDINGS BERHAD**  
(Company no. : 181758-A)

**UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT**  
**For the Third Quarter Ended 30 September 2010**

	<b>Individual Period</b>		<b>Cumulative Period</b>	
	30-Sep-10 Unaudited RM '000	30-Sep-09 Unaudited RM '000	30-Sep-10 Unaudited RM '000	30-Sep-09 Unaudited RM '000
<b>Continuing Operations</b>				
Revenue	30,215	38,947	101,895	121,356
Operating profit	(29)	963	2,831	8,418
Financing costs	(5)	(7)	(16)	(24)
Interest income	237	131	592	484
Share of profit of associate	-	-	-	-
Profit before tax	203	1,087	3,407	8,878
Taxation	(58)	(648)	(1,401)	(2,891)
Profit for the period	145	439	2,006	5,987
Other comprehensive income	-	-	-	-
Total comprehensive income for the period	145	439	2,006	5,987
<b>Attributable to :</b>				
Shareholders of the Company	104	412	1,907	5,972
Minority interests	41	27	99	15
Profit after tax for the period	145	439	2,006	5,987
Earnings per share (sen)				
Basic	0.01	0.06	0.27	0.83
Diluted	NA	NA	NA	NA

Notes :-

1) NA denotes "Not Applicable"

The condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements

**CNI HOLDINGS BERHAD**  
(Company no. : 181758-A)

**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET**  
As at 30 September 2010

	<b>Unaudited As at 30/09/2010 RM '000</b>	<b>Audited As at 31/12/2009 RM '000</b>
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	45,655	46,944
Investment properties	9,113	9,113
Investment in associate company	18	-
Investment in unquoted share	2,500	500
Intangible assets	98	98
Other intangible assets	2,545	2,695
Deferred tax assets	3,299	3,222
	<u>63,228</u>	<u>62,572</u>
<b>Current assets</b>		
Inventories	19,830	20,415
Receivables	8,051	9,980
Other receivables, deposits & prepayment	4,309	4,022
Short term investment	42	2,082
Tax assets	815	1,106
Cash and bank balances	39,465	40,836
	<u>72,512</u>	<u>78,441</u>
<b>TOTAL ASSETS</b>	<b><u>135,740</u></b>	<b><u>141,013</u></b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to equity holders</b>		
Share capital	72,000	72,000
Treasury shares	(1,302)	(1,113)
Other reserves	(16)	7
Retained earnings	34,652	37,061
	<u>105,334</u>	<u>107,955</u>
Minority Interest	301	201
<b>Total equity</b>	<b><u>105,635</u></b>	<b><u>108,156</u></b>
<b>Non-current liabilities</b>		
Borrowings	120	116
Retirement benefit obligation	14,925	14,997
Deferred tax liabilities	2,457	2,457
	<u>17,502</u>	<u>17,570</u>
<b>Current liabilities</b>		
Trade Payables	3,403	1,879
Other Payables	10,196	12,804
Current tax (recoverable)/payables	(1,378)	172
Provision & cont. Liabilities	335	249
Borrowings	3	32
Bank overdraft	44	151
	<u>12,603</u>	<u>15,287</u>
Total liabilities	<u>30,105</u>	<u>32,857</u>
<b>TOTAL EQUITY AND LIABILITES</b>	<b><u>135,740</u></b>	<b><u>141,013</u></b>
	-	-
<b>Net Assets</b>	<b>105,635</b>	<b>108,156</b>
<b>Net Assets per share (RM)</b>	<b>0.15</b>	<b>0.15</b>

The condensed consolidated balance sheet should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements

**CNI HOLDINGS BERHAD**

(Company no. : 181758-A)

**UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY****For the Third Quarter Ended 30 September 2010**

	← Non Distributable →			Distributable	Minority Interest RM '000	Total Equity RM '000
	Share Capital RM '000	Treasury Share RM '000	Translation Reserve RM '000	Retained Earnings RM '000		
As at 1 January 2009	72,000	(986)	(5)	40,263	138	111,410
Foreign exchange translation difference			12			12
Total comprehensive income for the period				6,485	63	6,548
Purchase of Treasury Share		(127)				(127)
Interim dividends				(9,687)		(9,687)
<b>As at 31-Dec-09</b>	<b>72,000</b>	<b>(1,113)</b>	<b>7</b>	<b>37,061</b>	<b>201</b>	<b>108,156</b>
As at 1 January 2010						
As previously stated	72,000	(1,113)	7	37,061	201	108,156
Effect of changes in accounting policies - FRS139				(13)		(13)
<b>As at 01-Jan-10 (restated and adjusted)</b>	<b>72,000</b>	<b>(1,113)</b>	<b>7</b>	<b>37,048</b>	<b>201</b>	<b>108,143</b>
Foreign exchange translation difference			(23)			(23)
Total comprehensive income for the period				1,907	100	2,006
Purchase of Treasury Share		(189)				(189)
Interim dividends				(4,302)		(4,302)
<b>As at 30-Sep-10</b>	<b>72,000</b>	<b>(1,302)</b>	<b>(16)</b>	<b>34,652</b>	<b>301</b>	<b>105,635</b>

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements

**CNI HOLDINGS BERHAD** (Company No.: 181758-A)

**UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT**

**For the Third Quarter Ended 30 September 2010**

	<b>Third quarter ended</b>	
	<b>30-Sep-10</b>	<b>31-Dec-09</b>
	<b>RM'000</b>	<b>RM'000</b>
	<b>(Unaudited)</b>	<b>(Audited)</b>
Net cash generated from operating activities	5,294	12,442
Net cash used in investing activities	(2,027)	(5,846)
Net cash used in financing activities	(4,516)	(9,845)
Net decrease in cash and cash equivalent	<u>(1,249)</u>	<u>(3,249)</u>
Effects of foreign exchange rate changes	(15)	6
Cash and cash equivalent at beginning of financial period	<u>40,685</u>	<u>43,928</u>
Cash and cash equivalent at end of financial period	<u><u>39,421</u></u>	<u><u>40,685</u></u>

**Cash and cash equivalent at the end of the financial period comprise the following:**

	<b>As at</b>	<b>As at</b>
	<b>30-Sep-10</b>	<b>31-Dec-09</b>
	<b>RM'000</b>	<b>RM'000</b>
Cash and bank balances	35,575	6,609
Cash deposits with licensed banks	3,890	34,227
Overdraft	(44)	(151)
<b>Cash and cash equivalents</b>	<u><u>39,421</u></u>	<u><u>40,685</u></u>
	-	-

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the year ended 31 December 2008 and the accompanying explanatory notes attached to the interim financial statements.

**NOTES TO THE INTERIM FINANCIAL REPORT**

**A. EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD (“FRS”) 134**

**A1. Basis of Preparation**

The interim financial report is unaudited and has been prepared in accordance with the reporting requirements outlined in the Financial Reporting Standard (“FRS”) 134: Interim Financial Reporting and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the annual audited financial statements of the Group for the financial year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.

**A2. Accounting Policies**

The accounting policies applied are consistent with those adopted for the annual audited financial statements for the year ended 31 December 2009 except for the adoption of new standards, amendments to standards and IC interpretations that are mandatory for the Group for the financial year beginning 1 January 2010. The adoption of these standards, amendments and interpretations do not have a material impact on the interim financial information of the Group. The principal effects of the changes in presentation, changes in methods of computation and in accounting policies resulting from the adoption of the new and revised FRSs, IC Interpretations and Amendments are set out below:

- (a) Presentation of financial statements (FRS 101 (revised) “Presentation of financial statements”)

The revised standard prohibits the presentation of items of income and expenses (that is ‘non-owner changes in equity’) in the statement of changes in equity, requiring ‘non-owner changes in equity’ to be presented separately from owner changes in equity. All ‘non-owner changes in equity’ are required to be shown in a statement of comprehensive income which can be presented as a single statement or two statements (comprising the income statement and statement of comprehensive income). The Group has elected to present the statement of comprehensive income in one statement.

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Unaudited Financial Results of the Group for the Third Quarter Ended 30 September 2010

- (b) Financial assets (FRS 139 “Financial instruments: Recognition and Measurement”)  
The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity, and available-for-sale. The classification depends on the nature of the asset and the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition. Set out below are the major changes in classifications of financial assets of the Group:

(i) Available-for-sale financial assets

Non-current investments, previously measured at cost and subject to impairment, are now classified as available-for-sale financial assets. These are initially measured at fair value plus transaction costs and subsequently, at fair value.

Changes in the fair values of available-for-sale debt securities denominated in foreign currencies are analysed into currency translation differences on the amortised cost of the securities and other changes; the currency translation differences are recognised in profit or loss and the other changes are recognised in other comprehensive income. If there is any objective evidence of impairment, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss previously recognised in profit or loss, is removed from equity and recognised in profit or loss. If, in a subsequent period, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through profit or loss.

Changes in fair values of available-for-sale equity securities are recognised in other comprehensive income, together with the related currency translation differences. A significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the asset is impaired. If any such evidence exists, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss previously recognised in profit or loss, is removed from equity and recognised in profit or loss. Impairment losses recognised in profit or loss on equity instruments classified as available-for-sale are reversed through other comprehensive income and not through profit or loss.

When securities classified as available-for-sale are sold, the accumulated fair value adjustments recognised in other comprehensive income are included in profit or loss.

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(ii) Loans and receivables

Non-current receivables, previously measured at invoice amount and subject to impairment, are now classified as loans and receivables and measured at fair value plus transaction costs initially and subsequently, at amortised cost using the effective interest method.

When loans and receivables are impaired, the carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss. Impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the asset's original effective interest rate.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in profit or loss.

(iii) Fair value through profit or loss

Derivative financial instruments were not previously recognised in the financial statements on inception. These are now recognised and measured at fair value on the date a derivative contract is entered into and are subsequently re-measured at fair value with changes in fair value recognised in profit or loss at each reporting date.

The Group has applied the new policies in relation to the financial instruments above in accordance with the transitional provisions in FRS 139 by recognising and re-measuring all financial assets and financial liabilities as at 1 January 2010 as appropriate. The related adjustments to the previous carrying amounts are made to the opening retained earnings. Comparatives are not restated.

The adoption of other interpretations and revisions to existing FRSs, IC Interpretations and Amendments mandatory for annual periods beginning on or after 1 January 2010 did not result in significant changes in the reported profit or equity or on the disclosures in the financial statements.

**A3. Auditors' Report on Preceding Annual Financial Statements**

There was no audit qualification on the auditors' report of the Company's audited financial statements for the financial year ended 31 December 2009.

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Unaudited Financial Results of the Group for the Third Quarter Ended 30 September 2010

**A4. Seasonal or Cyclical Factors**

The group's performance is affected by seasonal or cyclical events on quarter-to-quarter basis; the demand may be skewed towards the major festivities such as Hari Raya Puasa and Chinese New Year, which normally occur at the beginning and end of the calendar year. This pattern is in line with the forecast and expectation of the Group.

**A5. Unusual items affecting Assets, Liabilities, Equity, Net Income or Cash Flows**

There were no unusual items affecting assets, liabilities, equity, net income or cash flows due to their nature, size or incidence during the quarter under review.

**A6. Changes in Estimates**

There were no material changes in estimates of amounts reported in prior financial years that have a material effect in the third quarter ended 30 September 2010.

**A7. Debts and Equity Securities**

Save as disclosed below, there were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the quarter under review:-

The Company bought back from the open market, 912,400 ordinary shares of RM0.10 each of the Company ("CNI Shares") at an average buy-back price of RM0.20 per share. The total consideration paid, including transaction costs, was RM184,530 and it was financed by internally generated funds. The CNI Shares bought back were being held as treasury shares in accordance with Section 67A of the Companies Act, 1965.

As at 30 September 2010, the number of treasury shares held was 3,841,600 CNI Shares.

**A8. Outstanding derivatives**

The Group had not entered into any type of derivatives in the current quarter that was not disclosed in the preceding year's annual financial statements.

**A9. Fair value changes of financial liabilities**

As at 30 September 2010, the Group does not have any financial liabilities measured at fair value through profit or loss.



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Unaudited Financial Results of the Group for the Third Quarter Ended 30 September 2010

**A10. Dividends Paid**

No dividends were paid during the quarter under review.

**A11. Segmental Information**

The segmental information of the Group for the current quarter and year-to-date was summarised as below: -

	Current Quarter		Year to-date	
	Revenue 30-Sep-10 (RM'000)	Result 30-Sep-10 (RM'000)	Revenue 30-Sep-10 (RM'000)	Result 30-Sep-10 (RM'000)
Revenue				
Marketing & Trading	27,620	1,210	93,188	4,759
Manufacturing	9,009	(395)	31,338	1,472
Investment holding	1,242	(264)	8,563	3,542
Food and beverage outlets	1,247	(648)	3,489	(1,795)
Inter-segment elimination	(8,903)	300	(34,683)	(4,571)
	<u>30,215</u>	<u>203</u>	<u>101,895</u>	<u>3,407</u>
Taxation		(58)		(1,401)
Minority Interest		(41)		(99)
Profit/(Loss) for the period		<u>104</u>		<u>1,907</u>

**A12. Valuations of Property, Plant and Equipment**

The property, plant and equipment, which are stated at revalued amounts, have been brought forward without amendments from the audited financial statements for the financial year ended 31 December 2009.

**A13. Events Subsequent to the End of the Period**

There were no material events subsequent to the reporting period up to 26 November 2010 (the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report), which have not been reflected, in the financial statements for the quarter under review.

**A14. Change in Group / Capital Structure**

There were no material changes in the composition of the Company/Group including business combination, acquisition or disposal of subsidiaries and long-term investment, restructuring & discontinuing operations during the quarter under review.

On 2 August 2010, the Company subscribed 1,000,000 new ordinary shares of RM1.00 each in Gracious Holdings Sdn Bhd ("GHSB") for a total consideration of Ringgit Malaysia Two Million Only (RM2,000,000), representing 10.86% of the total issued and paid-up share capital of GHSB.

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On 5 August 2010 and 8 October 2010, the Company subscribed 1 and 17,999 new ordinary shares of RM1.00 each respectively in Agriscience Biotech (Malaysia) Sdn Bhd (“ABSB”) for a total consideration of Ringgit Malaysia Eighteen Thousand Only (RM18,000), representing 30% of the total issued and paid-up share capital of ABSB.

**A15. Contingent Liabilities**

As at the date of this announcement, there were no material contingent liabilities and contingent assets incurred by the Group which, upon becoming enforceable, may have a material impact on the financial position of the Group.

**A16. Capital Commitments**

The outstanding capital commitments at the end of the current quarter are as follows:

	Year to-date 30-Sep-10 (RM'000)
<b>In respect of capital expenditure approved and contracted for :-</b>	
Purchase of property, plant and equipment	551
Acquisition of computer software	153
	<hr/> <hr/>
	704

**A17. Related Party Transactions**

The related party transactions for the current year-to-date were summarised as below:

<b>Related Parties</b>	<b>Amount (RM)</b>
<b><i>CNI Corporation Sdn Bhd</i></b>	
Rental revenue received and receivable	(162,250)
Management fee paid and payable	267,590
Sales received and receivable	(10,519)
IT and eCommerce related services	(557,295)

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**CNI Venture Sdn Bhd**

Rental revenue received and receivable	(87,300)
Sales received and receivable	(8,143)
Research and development expenditure paid and payable	332,019
Provision of microbiological test received and receivable	(456)

**Citra Nusa Insancemerlang Investment Co.**

Patent fee paid and payable	59,282
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**PC Marketing Sdn Bhd**

Rental charge paid and payable	63,000
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**CNI Enterprise (India) Private Ltd.**

Sales received and receivable	(3,650)
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**Leader Regent Inc**

Sales received and receivable	(3,064,923)
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**CNI IPHC**

Trademark fee paid and payable	146,678
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**CNI Hong Kong Ltd.**

Purchase paid and payable	66,016
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**CNI (China) Co. Ltd.**

Purchase of goods and raw material	341,690
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**Yayasan CNI**

Rental revenue received and receivable	(2,400)
Sales received and receivable	(59,515)
IT and eCommerce related services	(7,795)

**Sepang Goldcoast Sdn Bhd**

Sales received and receivable	(124,153)
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**Fortune Venture Inc**

Sales received and receivable	(2,065,090)
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These transactions have been entered into in the normal course of business and have been established on commercial terms.

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Unaudited Financial Results of the Group for the Third Quarter Ended 30 September 2010

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**B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

**B1. Review of Performance**

For the reporting quarter, the Group's recorded revenue of RM30.2 million as compared to RM38.9 million in the preceding year corresponding quarter. The Group revenue were mainly contributed by sale and distribution of health care and consumer products, and contract manufacturing. Accumulatively, the Group recorded revenue of RM101.90 million for the 9 months period ended 30 September 2010 ('cumulative quarter').

The Group achieved a profit before taxation ("PBT") and profit after taxation ("PAT") of RM0.20 million and RM0.15 million respectively for the reporting quarter, compared to RM1.09 million and RM0.44 million respectively in the preceding year corresponding quarter. Accumulatively, the Group achieved a PBT and PAT of RM3.41 million and RM2.01 million respectively for the cumulative quarter.

**B2. Material Changes in the Quarterly Results Compared to the Results of the Immediate Preceding Quarter**

For the current quarter under review, the Group recorded a PAT of RM0.15 million, compared to RM0.44 million in the immediate preceding quarter mainly due to lower sales recorded.

**B3. Prospects**

The Direct Selling industry is expected to further improve with the support from the Malaysian Government. This development will continue to have positive impact on the industry as Malaysia will be position as the Regional Hub for direct selling. The key performance indicator for 2017 is expected to be RM10billion of sales turnover according to the projection by the Ministry.

Based on the positive outlook, the Management is very optimistic about its direct selling business and is constantly looking for new ways and method for improvements. Newly improved channels of sales such as the eSP concept which maximizes efficiency and effectiveness for market penetration has been implemented in the second quarter of 2010. The recently introduced Consumer Incentive Programme (CIP) has just been enhanced to further inspire members to achieve higher sales. Expansion for the direct selling business with more retail outlets has been planned and already in the pipeline.

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**Unaudited Financial Results of the Group for the Third Quarter Ended 30 September 2010**

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The manufacturing unit expects its export and external contracts to increase as orders from Australia, China, Nepal and Nigeria have been finalized. Subsequently, its manufacturing capacity will be optimized.

Barring any unforeseen circumstances, the Board expects the Group's financial performance to remain positive for the remainder of the year.

**B4. Variances from Profit Forecasts**

Not applicable as the Group did not publish any profit forecast and profit guarantee.

**B5. Taxation**

The breakdown of tax charge for the current quarter and current year to date are as follows:

	<b>Current Quarter</b>	<b>Year to-date</b>
	<b>30-Sep-10</b>	<b>30-Sep-10</b>
	<b>RM'000</b>	<b>RM'000</b>
Current quarter / year	51	1,478
Transfer from/(to) deferred taxation	7	(77)
	<u>58</u>	<u>1,401</u>

**B6. Sale of unquoted investment and/or properties**

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

**B7. Purchase and Disposal of Quoted Securities**

There is no investment in quoted shares, excluding subsidiaries and associates, during the quarter under review.

**B8. Status of Corporate Proposals**

There were no corporate proposals announced as at 26 November 2010 (the latest practicable date which is not earlier than 7 days from the date of this quarterly report).

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**B9. Group Borrowings and Debt Securities**

	<b>Year to-date 30-Sep-10 (RM'000)</b>
Short term borrowing (Secured)	3
Long term borrowing(Secured)	120
	<hr/> <hr/> <b>123</b>

**B10. Off Balance Sheet Financial Instruments**

There were no material financial instruments with off balance sheet risk as at 26 November 2010 (the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report).

**B11. Material Litigation**

Neither the Company nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the Group's financial position or business, and the Directors are not aware of any proceedings, pending or threatened, against the Company and/or any of its subsidiaries or of any facts likely to give rise to any proceedings which may materially and adversely affect the Group's financial position or business.

**B12. Dividend Payable**

There was no dividend declared for the current financial period.

**B13. Earnings Per Share**

**(a) Earnings per share**

The basic earnings per share for the current quarter under review and cumulative year to-date are computed as follow:-

	<b>Current Quarter 30-Sep-10</b>	<b>Current Year to-date 30-Sep-10</b>
Profit attributable to the equity holders of the Parent (RM'000)	104	1,907
Weighted average number of ordinary share ('000)	716,715	716,957
<b>Basic earnings per ordinary share (sen)</b>	<hr/> <hr/> <b>0.01</b>	<hr/> <hr/> <b>0.27</b>

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**(b) Diluted earnings per share**

There were no diluted earnings per share as the Company does not have any convertible financial instruments as at the end of the current quarter.

By order of the Board,  
**CNI HOLDINGS BERHAD**

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**Dato' Koh Peng Chor**  
Group Executive Chairman & CEO  
Date: 26 November 2010