

THREE-A RESOURCES BERHAD (481559-M)

(Incorporated in Malaysia)

**Condensed Consolidated Statements of Comprehensive Income
For the Quarter Ended 30 June 2013
(The figures have not been audited)**

	3 months ended 30 June		Cumulative quarter ended 30 June	
	2013 RM'000	2012 RM'000 Restated	2013 RM'000	2012 RM'000 Restated
Revenue	76,507	71,887	150,334	143,326
Cost of sales	(65,117)	(60,410)	(128,419)	(120,398)
Gross Profit	<u>11,390</u>	<u>11,477</u>	<u>21,915</u>	<u>22,928</u>
Other income	294	98	576	193
Other operating expenses	(5,636)	(5,234)	(10,551)	(10,589)
Share of results of a jointly controlled entity	(1,068)	(382)	(1,723)	(811)
Profit from Operations	<u>4,980</u>	<u>5,959</u>	<u>10,217</u>	<u>11,721</u>
Finance costs	(641)	(802)	(1,510)	(1,627)
Profit before Tax	<u>4,339</u>	<u>5,157</u>	<u>8,707</u>	<u>10,094</u>
Income tax	(1,892)	(1,578)	(3,529)	(2,885)
Profit net of tax	<u>2,447</u>	<u>3,579</u>	<u>5,178</u>	<u>7,209</u>
Other comprehensive income:				
Foreign currency translation	473	232	630	(25)
Total comprehensive income for the year	<u><u>2,920</u></u>	<u><u>3,811</u></u>	<u><u>5,808</u></u>	<u><u>7,184</u></u>
Profit for the period attributable to:				
Owners of the parent	2,447	3,579	5,178	7,209
Non-controlling interest	-	-	-	-
	<u>2,447</u>	<u>3,579</u>	<u>5,178</u>	<u>7,209</u>
Total comprehensive income attributable to:				
Owners of the parent	2,920	3,811	5,808	7,184
Non-controlling interest	-	-	-	-
	<u>2,920</u>	<u>3,811</u>	<u>5,808</u>	<u>7,184</u>
Basic Earnings per Share (sen)	<u>0.62</u>	<u>0.91</u>	<u>1.32</u>	<u>1.83</u>

(The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements)

THREE-A RESOURCES BERHAD (481559-M)

(Incorporated in Malaysia)

Condensed Consolidated Statements of Financial Position

As at 30 June 2013

(The figures have not been audited)

	As at 30-Jun-13 RM'000	As at 31-Dec-12 RM'000 Restated
Non-current Assets		
Property, plant & equipment	136,011	135,324
Land use rights	6,546	1,731
Investment in a jointly controlled entity	11,393	12,486
	<u>153,950</u>	<u>149,541</u>
Current Assets		
Inventories	48,119	63,869
Trade and other receivables	78,471	82,464
Tax recoverable	-	991
Cash and bank balances	6,931	17,782
	<u>133,521</u>	<u>165,106</u>
TOTAL ASSETS	<u>287,471</u>	<u>314,647</u>
EQUITY AND LIABILITIES		
Share capital	78,720	78,720
Reserves	140,842	133,581
Total equity	<u>219,562</u>	<u>212,301</u>
Non-current Liabilities		
Borrowings	22,266	20,964
Deferred tax liabilities	11,566	12,377
	<u>33,832</u>	<u>33,341</u>

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Condensed Consolidated Statements of Financial Position

As at 30 June 2013

(The figures have not been audited)

	As at 30-Jun-13 RM'000	As at 31-Dec-12 RM'000 Restated
Current Liabilities		
Borrowings	23,005	51,023
Trade and other payables	10,269	13,259
Tax payables	803	-
Dividend payable	-	4,723
	<u>34,077</u>	<u>69,005</u>
TOTAL LIABILITIES	<u>67,909</u>	<u>102,346</u>
TOTAL EQUITY AND LIABILITIES	<u>287,471</u>	<u>314,647</u>
Net assets value per share (sen)	<u>55.78</u>	<u>53.94</u>

(The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Annual Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements)

THREE-A RESOURCES BERHAD (481559-M)

(Incorporated in Malaysia)

Condensed Consolidated Statements of Changes in Equity For the Quarter Ended 30 June 2013 (The figures have not been audited)

	Share Capital	Non-distributable Reserve		Distributable Reserve		Grand total
	Nominal value	Foreign currency translation reserve	Share premium	Retained earnings	Total reserves	
	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
At 1 January 2012	78,720	632	70,367	51,268	122,267	200,987
Total comprehensive income	-	(25)	-	7,209	7,184	7,184
At 30 June 2012 (Restated)	<u>78,720</u>	<u>607</u>	<u>70,367</u>	<u>58,477</u>	<u>129,451</u>	<u>208,171</u>
At 1 January 2013	78,720	483	70,367	64,184	135,034	213,754
Total comprehensive income	-	630	-	5,178	5,808	5,808
At 30 June 2013	<u>78,720</u>	<u>1,113</u>	<u>70,367</u>	<u>69,362</u>	<u>140,842</u>	<u>219,562</u>

(The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements)

THREE-A RESOURCES BERHAD (481559-M)

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Condensed Consolidated Cash Flow Statements For the Quarter Ended 30 June 2013 (The figures have not been audited)

	Year-To-Date 30-Jun-13 (RM'000)	Year-To-Date 30-Jun-12 (RM'000)
Cash flows from operating activities		
Profit before taxation	8,707	10,094
Adjustments for:		
Amortisation of land use rights	185	104
Depreciation of property, plant and equipment	3,356	2,885
Unrealised foreign exchange gain	(924)	(617)
Interest expense	1,510	1,627
Interest income	(74)	(193)
Share of results of joint venture	1,723	811
Operating profit before working capital changes	<u>14,483</u>	<u>14,711</u>
Working capital changes:		
Inventories	15,751	11,268
Receivables	5,053	(4,130)
Prepayment	(289)	-
Payables	(2,990)	(9,739)
Cash generated from operations	<u>32,008</u>	<u>12,110</u>
Interest paid	(1,510)	(1,627)
Income tax paid	(1,094)	-
Net cash generated from operating activities	<u>29,404</u>	<u>10,483</u>
Cash flows from investing activities		
Purchase of property, plant and equipment	(9,043)	(5,009)
Interest received	74	193
Net cash used in investing activities	<u>(8,969)</u>	<u>(4,816)</u>

THREE-A RESOURCES BERHAD (481559-M)

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Condensed Consolidated Cash Flow Statements For the Quarter Ended 30 June 2013 (The figures have not been audited)

	Year-To-Date 30-Jun-13 (RM'000)	Year-To-Date 30-Jun-12 (RM'000)
Cash flows from financing activities		
Dividends paid	(4,723)	(4,723)
Net repayment of bankers acceptances	(29,073)	(3,061)
Net drawdown/(repayments) of term loans	1,815	(1,287)
Net drawdown/(payments) of hire purchase obligations	169	(405)
Net cash used in financing activities	(31,812)	(9,476)
Net decrease in cash and cash equivalents	(11,377)	(3,809)
Effect of exchange rate changes on cash and cash equivalents	153	121
Cash and cash equivalents at beginning of year	17,397	18,472
Cash and cash equivalents at end of the period	6,173	14,784
CASH AND CASH EQUIVALENTS COMPRISE		
Cash at banks and on hand	6,931	5,719
Short term deposits with licensed banks	-	12,103
Cash at banks and on hand	6,931	17,822
Bank overdrafts	(758)	(3,038)
Cash and cash equivalents	6,173	14,784

(The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31 December 2012 and the accompanying explanatory notes attached to the interim financial statements)

THREE-A RESOURCES BERHAD (481559-M)
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**QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED
30 JUNE 2013**

(The figures have not been audited)

Explanatory Notes to the Interim Financial Statements Pursuant to MFRS 134

A1 Basis of Preparation

These unaudited condensed consolidated interim financial statements of the Group have been prepared in accordance with MFRS 134, Interim Financial Reporting in Malaysia and with IAS 34, Interim Financial Reporting and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad. They do not include all of the information required for full annual financial statement, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2012.

These explanatory notes attached to the Interim Financial Report 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 financial period ended 31 December 2012.

The accounting policies and presentation adopted by the Group for the quarterly financial statements are consistent with those adopted in the Group's consolidated audited financial statements for the financial year ended 31 December 2012, except for the adoption of the following:

MFRSs/ Amendments/ Interpretations	Effective date
Amendments to MFRS 101, <i>Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income</i>	1 July 2012
MFRS 3, <i>Business Combinations (2004)</i>	1 January 2013
MFRS 10, <i>Consolidated Financial Statements</i>	1 January 2013
MFRS 11, <i>Joint Arrangements</i>	1 January 2013
MFRS 12, <i>Disclosure of Interests in Other Entities</i>	1 January 2013
MFRS 13, <i>Fair Value Measurement</i>	1 January 2013
MFRS 119, <i>Employee Benefits (2011)</i>	1 January 2013
MFRS 127, <i>Consolidated and Separate Financial Statements</i>	1 January 2013
MFRS 127, <i>Separate Financial Statements (2011)</i>	1 January 2013
MFRS 128, <i>Investment in Associates and Joint Ventures (2011)</i>	1 January 2013
Amendments to MFRS 7, <i>Financial Instruments : Disclosures - Offsetting Financial Assets and Financial Liabilities</i>	1 January 2013
Amendments to MFRS 10, <i>Consolidated Financial Statements - Transition Guidance</i>	1 January 2013
Amendments to MFRS 11, <i>Joint Arrangements - Transition Guidance</i>	1 January 2013
Amendments to MFRS 12, <i>Disclosure of Interests in Other Entities - Transition Guidance</i>	1 January 2013
Annual Improvements 2009 - 2011 Cycle	1 January 2013

The initial application of the aforesaid applicable standards, amendments or interpretations are not expected to have any material financial impacts to the current and prior periods financial statements upon their first adoption.

A2 Audit report of the preceding annual financial statements

The auditors' report on the preceding annual financial statements was not subject to any qualification.

A3 Seasonal or cyclical factors of interim operations

There were no seasonal or cyclical factors affecting the results of the Group for the current interim period.

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Explanatory Notes to the Interim Financial Statements Pursuant to MFRS 134

A4 Unusual items affecting assets, liabilities, equity, net income, or cash flows

There were no items affecting assets, liabilities, equity, net income, or cash flows that are unusual in nature, size or incidence for the current interim period and financial year-to-date.

A5 Material changes in estimates

There were no changes in estimates of amounts reported in prior interim periods of the current financial year or changes in estimates of amounts reported in prior financial years that have a material effect for the current interim period.

A6 Issuances, cancellations, repurchases, resale and repayment of debt and equity securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities for the current interim period.

A7 Dividends

No dividend was paid during the current interim period under review.

A8 Segmental information

The Group's activities are predominantly in the manufacturing industry segment.

The following presents revenue regarding the Group's geographical segment:

	RM'000
Malaysia	106,707
Singapore	11,123
Other countries	32,504
	<u>150,334</u>

The Group's assets and liabilities are mainly located in Malaysia.

A9 Valuations of Property, Plant & Equipment

The valuations of Property, Plant and Equipment of the Group have been brought forward without amendment from the previous annual financial statements.

A10 Material events subsequent to the end of the interim period

There were no material events subsequent to the end of the interim period that have not been reflected in the financial statements for the current interim period.

THREE-A RESOURCES BERHAD (481559-M)

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Explanatory Notes to the Interim Financial Statements Pursuant to MFRS 134

A11 Related party transactions

The following table provides information on the transactions which have been entered into with a related party in which certain directors have financial interests during the interim period and financial year to date ended 30 June 2013 and 30 June 2012:

	3 months ended 30 June		Cumulative quarter ended 30 June	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Sales to Seong Chan Sauce & Foodstuff Sdn. Bhd.	(246)	(210)	(476)	(441)

A12 Changes in the composition of the Group

There were no changes in the composition of the Group during the interim period including business combinations, acquisitions or disposal of subsidiaries and long-term investments, restructurings, and discontinuing operations.

A13 Changes in contingent liabilities and contingent assets

The amount of corporate guarantees provided to licensed financial institutions in respect of credit facilities granted to a wholly-owned subsidiary as at 30 June 2013 is RM40.958 million.

A14 Capital Commitment

The approved and contracted for commitment for the purchase of property, plant and equipment as at the end of the current interim period is RM0.583 million.

A15 Prior Year Adjustments

In the previous financial year, the Group had over provided reinvestment allowance on qualifying capital expenditure incurred on a qualifying project. The effects of the under provision of tax payable and over provision of deferred tax assets have been adjusted for retrospectively.

The following comparative amounts as at 30 June 2012 and 31 December 2012 have been adjusted to conform with current year's presentation.

	Previously Stated RM'000	Adjustments RM'000	As Restated RM'000
	i Effects on statement of financial position as at 31 December 2012		
Deferred tax liabilities	(10,925)	(1,452)	(12,377)
Retained profits	64,184	(1,452)	62,732
ii Effects on statement of comprehensive income for the year ended 31 December 2012			
Taxation	(4,361)	(1,452)	(5,813)
Profit after taxation	17,638	(1,452)	16,186

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Explanatory Notes to the Interim Financial Statements Pursuant to MFRS 134

	Previously Stated RM'000	Adjustments RM'000	As Restated RM'000			
i Effects on statement of financial position as at 30 June 2012						
Deferred tax liabilities	(9,662)	(367)	(10,029)			
Retained profits	58,844	(367)	58,477			
iii Effects on statement of comprehensive income for the quarter and period ended 30 June 2012						
	Quarter Ended 30 June 2012			Period Ended 30 June 2012		
	Previously Stated RM'000	Adjustment RM'000	As restated RM'000	Previously Stated RM'000	Adjustment RM'000	As restated RM'000
Taxation	(1,521)	(57)	(1,578)	(2,518)	(367)	(2,885)
Profit after taxation	3,636	(57)	3,579	7,576	(367)	7,209

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**QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED
30 JUNE 2013**

(The figures have not been audited)

Additional Information Required By The Bursa Malaysia Listing Requirements

B1 Review of Performance

The turnover of the Group for the current quarter of RM76.507 million is 6.4% higher than RM71.887 million recorded in the corresponding quarter in the preceding year as a result of the increase in the demand of the Group's products.

However, the Group's profit before taxation decreased by 15.9% or from RM5.157 million to RM4.339 million is mainly due to higher raw material costs as well as higher share of losses from a jointly controlled entity for the current quarter under review as compared to preceding year corresponding quarter.

B2 Material changes in profit before taxation for the current quarter as compared with the immediate preceding quarter

The comparison of results between the current quarter and the immediate preceding quarter are as follows:-

	Current quarter (01. 04. 13 to 30. 06. 13) RM'000	Previous quarter (01. 01. 13 to 31. 03. 13) RM'000
Turnover	<u>76,507</u>	<u>73,827</u>
Profit before taxation	<u>4,339</u>	<u>4,368</u>

The Group's turnover for the current quarter of RM76.507 million is 3.6% higher as compared to RM73.827 million recorded in the immediate preceding quarter due to higher demand of the Group's products.

Meanwhile, the profit before taxation for the current quarter of RM4.339 million is 0.7% lower than that recorded in the immediate preceding quarter of RM4.368 million, mainly a result of higher share of losses from a jointly controlled entity compared to the immediate preceding quarter.

B3 Prospects

The Group's products are expected to remain competitive. Barring unforeseen circumstances, the Directors anticipate that the Group to achieve a satisfactory performance for financial year 2013.

B4 Forecast of profit after tax

Not applicable as no forecast was disclosed in any public document.

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(The figures have not been audited)

Additional Information Required By The Bursa Malaysia Listing Requirements

B5 Tax expenses

	Current quarter 30-Jun-13 RM'000	Cumulative quarter up to 30-Jun-13 RM'000
Income tax expense		
- current	1,633	2,629
- underprovision in prior year	223	223
Deferred Taxation		
- recognised in income statement	36	677
	<u>1,892</u>	<u>3,529</u>

Income tax expense is recognised in each interim period based on the best estimate of the weighted average annual income tax rate expected for the full financial year. The effective tax rate for both the current interim period and financial year-to-date are higher than the statutory income tax rate, mainly due to expenses not allowable for tax deduction.

B6 Unquoted investments and/or properties

There were no sale or purchase of unquoted investments and properties for the current quarter and financial year-to-date except for share of results from the investment in a joint venture.

The Group has 50% (2011:50%) equity interest in a jointly-controlled entity, Three-A (Qinhuangdao) Food Industries Co. Ltd that is held through a subsidiary. This joint venture is incorporated in the People's Republic of China on 9 August 2010 and is in the business of manufacturing, processing, and trading of Hydrolyzed Vegetable Protein (HVP) (in Liquid and Powder form) and all related by-products.

The Group recognises its interest in joint venture using the equity method. Under the equity method, the investment in joint venture is measured in the statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the joint venture.

After the application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its joint venture. The Group determines at each reporting date whether there is any objective evidence that the investment in the joint venture is impaired.

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(The figures have not been audited)

Additional Information Required By The Bursa Malaysia Listing Requirements

	Group 30-Jun-13 RM'000
Unquoted shares, at cost	14,039
Share of post-acquisition results	(3,759)
	10,280
Exchange differences	1,113
	11,393

The aggregate amounts of each of the current assets, non-current assets, current liabilities, non-current liabilities, income and expenses related to the Group's interests in the jointly-controlled entity are as follows:

	Group 30-Jun-13 RM'000
Assets and liabilities:	
Current assets	5,016
Non-current assets	26,737
Total assets	31,753
Current liabilities	20,360
Non-current liabilities	-
Total liabilities	20,360
Income and expenses for the period ended	
Other Income	291
Expenses	(2,014)

B7 Quoted securities other than securities in existing subsidiaries and associated companies

There were no purchases and disposals of quoted securities other than securities in existing subsidiaries and associated companies for the current quarter and financial year-to-date.

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Additional Information Required By The Bursa Malaysia Listing Requirements

B8 Status of Corporate Proposals

There were no corporate proposals announced but not completed as at 23 August 2013 except for the following:-

- On 12 November 2009, the Company completed its private placement of 61,600,000 3A shares ("Private Placement") which had been listed and quoted on the Main Board of Bursa Malaysia Securities Berhad on even date.

Status of Utilisation of Proceeds up to 31 March 2013 is as follows:-

Descriptions	Proposed Utilisation (RM'000)	Actual Utilisation (RM'000)	Balance Unutilised (RM'000)	
Working capital	25,800	25,800	-	
Overseas Investment	20,000	14,039	5,961	Note 1
Related Expenses for the Private Placement	400	400	-	
	<u>46,200</u>	<u>40,239</u>	<u>5,961</u>	

Note:-

- As at 30 June 2013, the Board of Directors of the Group has approved and utilised the balance of proceeds unutilised arising from the Private Placement as working capital of the Group.

B9 Group borrowings and debt securities

The total Group secured borrowings as at 30 June 2013 are as follows:-

	Short Term RM'000	Long Term RM'000	Total RM'000
Bank Overdraft	758	-	758
Bankers' Acceptance	16,392	-	16,392
Term Loans	4,873	18,935	23,808
Hire Purchase Creditors	982	3,331	4,313
Total	<u>23,005</u>	<u>22,266</u>	<u>45,271</u>

All the abovementioned borrowings were denominated in Ringgit Malaysia.

B10 Off Balance Sheet financial instruments

The Group had not entered into any contracts involving off balance sheet financial instruments with off balance sheet risk as at 23 August 2013.

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**QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED
30 JUNE 2013**

(The figures have not been audited)

Additional Information Required By The Bursa Malaysia Listing Requirements

B11 Changes in material litigation

There was no material litigation pending for the current financial period to-date and up to 23 August 2013.

B12 Dividend

The Board does not recommend any dividend for the current quarter under review.

B13 Disclosure of nature of outstanding derivatives

There were no outstanding derivatives as at the end of the reporting period.

B14 Realised and unrealised profits/losses disclosure

	As at 30-Jun-13 RM'000	As at 31-Mar-13 RM'000
Total retained profits of Three-A Resources Berhad and its subsidiaries:		
- Realised	93,650	90,819
- Unrealised	(10,642)	(11,326)
	83,008	79,493
Total share of retained earnings from a jointly controlled entity:		
- Realised	(2,089)	(1,007)
- Unrealised	366	352
	81,285	78,838
Less: Consolidation adjustments	(11,923)	(11,923)
Total group retained profits as per consolidated accounts	69,362	66,915

B15 Additional disclosures

For the quarter ended 30 June 2013
(RM'000)

	Current Period		Cumulative Period	
	2013	2012	2013	2012
Interest income	(31)	(98)	(74)	(193)
Depreciation and amortisation	1,828	1,503	3,541	2,988
Realised foreign exchange loss/(gain)	420	(212)	422	516
Unrealised foreign exchange gain	(683)	(268)	(924)	(617)

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**QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED
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(The figures have not been audited)

Additional Information Required By The Bursa Malaysia Listing Requirements

B16 Earnings per share

Basic earnings per share amounts are calculated by dividing profit for the period, net of tax, attributable to owners of the parent by the weighted average number of ordinary shares outstanding during the period, excluding treasury shares held by the Company.

	Current Quarter		Cumulative Quarter	
	30-Jun-13	30-Jun-12 Restated	30-Jun-13	30-Jun-12 Restated
Net profit (RM'000)	2,447	3,579	5,178	7,209
Weighted average number of ordinary shares in issue ('000)	393,600	393,600	393,600	393,600
EPS (sen) - Basic	0.62	0.91	1.32	1.83
- Diluted	-	-	-	-