

RAYA INTERNATIONAL BERHAD(412406-T)

(formerly known as ENVAIR HOLDING BERHAD)

QUARTERLY REPORT

On consolidated results for the second quarter ended 30 June 2014

The figures have not been audited.

SUMMARY OF KEY FINANCIAL INFORMATION

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Quarter Ended 30.6.2014 RM'000	Quarter Ended 30.6.2013 RM'000	Year Ended 30.6.2014 RM'000	Year Ended 30.6.2013 RM'000
Revenue	299	565	910	1,145
Profit before tax	2	121	158	82
Taxation	-	-	-	-
Profit for the period	2	121	158	82
Profit attributable to ordinary equity holders of the parent	2	121	158	82
Basic earnings per share (sen)	0.00	0.10	0.13	0.07
Proposed/Declared Dividend per share (sen)	N/A	N/A	N/A	N/A

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(Incorporated in Malaysia)

Quarterly report on consolidated results for the 2nd quarter ended 30 June 2014

CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(These figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	QUARTER ENDED 30 June 2014 RM'000	QUARTER ENDED 30 June 2013 RM'000	YEAR ENDED 30 June 2014 RM'000	YEAR ENDED 30 June 2013 RM'000
Revenue	299	565	910	1,145
Operating expenses	(131)	(205)	(431)	(644)
Other operating income	33	12	122	83
Depreciation	(117)	(142)	(255)	(285)
Finance costs	(82)	(109)	(188)	(217)
Profit before taxation	<u>2</u>	<u>121</u>	<u>158</u>	<u>82</u>
Taxation	-	-	-	-
Profit after taxation	<u>2</u>	<u>121</u>	<u>158</u>	<u>82</u>
Other comprehensive income, net of tax	-	-	-	-
Total comprehensive income for the period	<u><u>2</u></u>	<u><u>121</u></u>	<u><u>158</u></u>	<u><u>82</u></u>
Earnings per share (sen)				
(a) Basic	<u><u>0.00</u></u>	<u><u>0.10</u></u>	<u><u>0.13</u></u>	<u><u>0.07</u></u>

Notes:

The Unaudited Condensed Consolidated Statements of Profit or Loss and Other Comprehensive Income should be read in conjunction with the audited financial statements for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(These figures have not been audited)

	Note	Attributable to equity holders of the Company				Total	Non-Controlling Interests	Total Equity
		Share Capital	Share Premium	Reserve on Revaluation	Accumulated Loss			
		RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Quarter ended 30 June 2014								
At 1 January 2014		11,856	8,187	2,727	(16,347)	6,423	2	6,425
Net profit for the period representing total comprehensive income for the period		-	-	-	158	158	-	158
At 30 June 2014		<u>11,856</u>	<u>8,187</u>	<u>2,727</u>	<u>(16,189)</u>	<u>6,581</u>	<u>2</u>	<u>6,583</u>
Quarter ended 30 June 2013								
At 1 January 2013		11,856	8,187	2,554	(16,436)	6,161	-	6,161
Net profit for the period representing total comprehensive income for the period		-	-	-	82	82	-	82
At 30 June 2013		<u>11,856</u>	<u>8,187</u>	<u>2,554</u>	<u>(16,354)</u>	<u>6,243</u>	<u>-</u>	<u>6,243</u>

Note :

The Unaudited Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Unaudited As at 30 June 2014 RM'000	Audited As at 31 December 2013 RM'000
ASSETS		
Non-Current Assets		
Property, plant and equipment	8,371	8,626
Deferred tax assets	195	195
Goodwill on consolidation	96	96
Total Non-Current Assets	8,662	8,917
Current Assets		
Inventories	865	975
Trade receivables	2,678	2,851
Other receivables and prepaid expenses	486	486
Tax recoverable	43	43
Cash and bank balances	160	45
Total Current Assets	4,232	4,400
TOTAL ASSETS	12,894	13,317
EQUITY AND LIABILITIES		
Capital and Reserves		
Issued capital	11,856	11,856
Share premium reserve	8,187	8,187
Revaluation reserve	2,727	2,727
Accumulated loss	(16,189)	(16,347)
Equity Attributable to Owners of the Company	6,581	6,423
Non-controlling interests	2	2
Total Equity	6,583	6,425
Non-Current Liabilities		
Borrowing (Secured)	3,945	3,981
Deferred tax liabilities	4	4
Total Non-Current Liabilities	3,949	3,985
Current Liabilities		
Trade payables	751	687
Other payables and accruals	676	370
Borrowings : Bank overdrafts	733	797
: Others	200	200
Amount owing to directors	-	851
Tax liabilities	2	2
Total Current Liabilities	2,362	2,907
Total Liabilities	6,311	6,892
TOTAL EQUITY AND LIABILITIES	12,894	13,317
Net asset per share of RM0.10 each (sen)	5.55	5.42

Note :

The Unaudited Condensed Consolidated Statements of Financial Position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(These figures have not been audited)

	FINANCIAL QUARTER ENDED	
	30 June 2014	30 June 2013
	RM('000)	RM('000)
Cash Flows From Operating Activities		
Profit before taxation	158	82
Adjustments for:		
Depreciation of property, plant and equipment	255	285
Finance costs	188	217
Operating profit before working capital changes	<u>601</u>	<u>584</u>
Net change in current assets	282	(545)
Net change in current liabilities	<u>(481)</u>	<u>262</u>
Cash generated from operations	402	301
Interest paid	<u>(188)</u>	<u>(217)</u>
Net cash from operating activities	<u>214</u>	<u>84</u>
Cash Flows From Financing Activities		
Repayment of term loans	<u>(36)</u>	<u>-</u>
Net cash used in financing activities	<u>(36)</u>	<u>-</u>
Net increase in cash and cash equivalents	178	84
Cash and cash equivalents at beginning of year	<u>(751)</u>	<u>(917)</u>
Cash and cash equivalents at end of year	<u>(573)</u>	<u>(833)</u>
Cash and cash equivalents at end of year comprise:		
Cash and bank balances	160	17
Bank overdrafts	<u>(733)</u>	<u>(850)</u>
	<u>(573)</u>	<u>(833)</u>

The Unaudited Condensed Consolidated Statements of Cash Flows should be read in conjunction with the audited financial statements for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

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Quarterly report on consolidated results for the 2nd quarter ended 30 June 2014

A EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD ("MFRS") 134

A1 Basis of preparation

The interim financial report has been prepared in accordance with MFRS 134, Interim Financial Reporting and Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the ACE Market.

This interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2013. The 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 financial position and performance of the Group since the financial year ended 31 December 2013.

A2 Significant accounting policies

The significant accounting policies and methods adopted by the Group in the preparation of this interim financial report are consistent with those adopted in the audited financial statements for the financial year ended 31 December 2013 except for the adoption of Amendments to Standards and Issue Committee (IC) Interpretations effective as follows:

Effective for financial periods beginning on or after 1 January 2014:

Amendments to MFRS 10, 12 and 127	Investment Entities
Amendments to MFRS 132	Financial Instruments: Presentation
Amendments to MFRS 136	Impairment of Assets (Amendments relating to Recoverable Amounts Disclosures for Non-Financial Assets)
Amendments to MFRS 139	Novation of Derivatives and Continuation of Hedge Accounting
IC Interpretation 21	Levies

Effective for financial periods beginning on or after 1 July 2014:

Amendments to MFRS 119	Employee Benefits (Amendments relating to Defined Benefit Plans: Employee Contributions)
Annual Improvements to MFRSs	2010-2012 Cycle
Annual Improvements to MFRSs	2011-2013 Cycle

The adoption of the above pronouncements did not have any impact on the financial statements of the Group.

MFRS and amendments to MFRSs that are applicable to the Group but not yet effective

The Group has not adopted the following revised MFRS as its effective date is yet to be confirmed:

MFRS 9	Financial Instruments (IFRS 9 issued by IASB in October 2010)
MFRS 9	Financial Instruments (IFRS 9 issued by IASB in November 2009)
MFRS 9	Financial Instruments (Hedge Accounting and amendments to MFRS 9, MFRS 7 and MFRS 139)

The Group will adopt the above pronouncements when they become effective in the respective financial periods. These pronouncements are not expected to have any effect to the financial statements of the Group upon their initial application.

A3 Auditors' report of preceding annual financial statements

The audit report of the preceding annual financial statements was not subject to any qualification.

A4 Seasonality or cyclicity

The Group's interim operations were not affected by seasonal or cyclical factors.

A5 Unusual items

During the quarter under review, there were no items or events that arose, which affected assets, liabilities, equity, net income or cash flows, that are unusual by reason of their nature, size or incidence.

A6 Material changes in estimates

There were no major changes in the estimates of amounts reported in prior interim periods of the current financial year or in prior financial years that have had a material effect on the results in the quarter review.

A7 Debt and equity securities

There were no major issuance, cancellations, repurchases, resale and repayments of debt and equity securities for the quarter under review.

A8 Dividends

No dividend has been declared or paid during the period under review.

A9 Segment information

BUSINESS SEGMENTS	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	QUARTER ENDED	QUARTER ENDED	YEAR ENDED	YEAR ENDED
	30 June 2014	30 June 2013	30 June 2014	30 June 2013
	RM('000)	RM('000)	RM('000)	RM('000)
<u>Segment Revenue</u>				
Air Filtration System, Fast Moving				
Consumer Product & Ancillary				
Support Services	299	565	610	1,145
Manufacturing	-	-	300	-
Total including inter-segment sales	299	565	910	1,145
Elimination of inter-segment sales	-	-	-	-
Total Revenue	299	565	910	1,145
<u>Segment Profit/(Loss) Before Tax</u>				
Investment Holding	-	(95)	(66)	(176)
Air Filtration System, Fast Moving				
Consumer Product & Ancillary				
Support Services	2	216	263	410
Liquid Filtration System	-	(1)	-	(2)
Manufacturing	-	1	(39)	(150)
Total Profit/(Loss) Before Tax	2	121	158	82

A10 Valuation of property, plant and equipment

There has been no revaluation of property, plant and equipment during the financial quarter under review.

A11 Subsequent material events

There were no other material events subsequent to the end of the quarter under review which is likely to substantially affect the results of the operations of the Group for the quarter under review.

A12 Changes in the composition of the Group

There has been no material change in the composition of the Group during the quarter under review.

A13 Contingencies

As at 30 June 2014, the Group is contingently liable for corporate guarantees issued to financial institutions for banking facilities extended to certain subsidiaries amounting to RM7,733,000.

A14 Capital commitments

The Group does not have any capital commitment as at 30 June 2014.

A15 Significant related party transactions

There were no significant related party transactions during the quarter under review.

A16 Profit before taxation

	INDIVIDUAL QUARTER 30 June 2014 RM('000)	INDIVIDUAL QUARTER 30 June 2013 RM('000)
The following items have been charged in arriving at the profit before taxation:		
Depreciation and amortisation	117	142
Interest expenses	82	109

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NOTES

B ADDITIONAL INFORMATION REQUIRED BY THE ACE MARKET LISTING REQUIREMENTS (APPENDIX 9B)

B1 Review of performance

The Group's revenue for the quarter ended 30 June 2014 was RM299k, a decline of RM266k or 47.1% compared to the corresponding quarter in 2013 primarily attributable to the lower sales of its air filtration products, lower income from general trading and ancillary support services.

Profit for the current quarter also saw a reduction from RM121k in the same quarter preceding year to RM2k in the current quarter. The significant drop in the revenue for the current quarter is the main contributing factor to the decline in profitability of the Group. The percentage of contraction in operating costs, however was 14% lower than the contraction in the revenue owing to the Company's effort to keep cost to its minimal.

B2 Variation of results against preceding quarter

	Current quarter 30 June 2014 RM'000	Preceding quarter 31 March 2014 RM'000
Revenue	299	611
Profit before tax	2	156

For the current quarter, the Group posted RM2k in net profit on revenue of RM611k, which represents a decline of RM154k and RM312k respectively as compared to the preceding quarter same year. The lower revenue was due to lower sales volume of its air filtration products. The drop in revenue has also contributed to the plunge in the net profit from RM156k in the preceding quarter to RM2k in the current quarter. However, the percentage decrease is not as significant as compared to the percentage drop in revenue owing to cost-cutting measures undertaken by the management of the Group.

B3 Prospects for current financial year

The Company expects to face continuing operational challenges for the remaining of the current financial year. The management will review the existing businesses with a view to improve future operations.

B4 Profit forecast and profit guarantee

Not applicable as the Group has not previously provided a profit forecast in a public document or a profit guarantee.

B5 Taxation

No provision for income tax has been made during the current quarter as the Group has sufficient unutilised tax losses to set off the tax payable.

B6 Unquoted investments and properties

There were no acquisitions or disposals of unquoted investments or properties during the financial quarter under review.

The status of the announced disposal of the Group's property is as follow:

Raya Consumable Sdn. Bhd. (formerly known as Quest Filter Sdn. Bhd.), a wholly-owned subsidiary of the Group, had accepted an offer from a third party for the purchase of its property at a purchase price of RM8.5 million which is conditional upon the approval of the Board and Shareholders of the Group and/or from any other relevant authorities as may be required. The disposal was approved by the shareholders of Raya. However, on 30 June 2014, the Company received a notification from said third party via its lawyer to terminate the Sale and Purchase Agreement (SPA) based on the ground that the Conditions Precedent were not fulfilled within the stipulated period of six (6) months from the date of the SPA.

B7 Quoted and marketable securities

The Group does not hold any quoted or marketable securities as at 30 June 2014. There were no purchases or disposals of quoted securities for the current quarter.

B8 Status of corporate proposal

The status of corporate proposals undertaken or announced during the quarter under review are as follows:

- a) On 16 December 2013, the Company announced its proposed private placement exercise of up to 11,855,580 new ordinary shares of RM0.10 each in the Company representing approximately ten percent (10%) of the existing issued and paid-up share capital of the Company. Bursa Malaysia Securities Berhad has vide its letter dated 30 January 2014 conditionally approved the listing and quotation of up to 11,855,580 new shares, representing up to 10% of the issued and paid-up share capital of Raya, to be issued pursuant to the Proposed Private Placement. The Company had on 16 July 2014 applied to Bursa Securities for an extension of time for the implementation of the proposed private placement and was granted the extension till 30 January 2015 to complete the implementation of the proposed private placement.
- b) On 9 April 2014, the Company entered into a Share Sale Agreement with certain third parties for the proposed acquisition of 400,000 ordinary shares of RM1 each in Voyager Line Communications Sdn. Bhd., a company incorporated in Malaysia and which is principally involved in building, construction and general trading, representing 100% of the issued and paid-up share capital of that company for a total purchase consideration of RM1,100,000 vide issuance of 11,000,000 ordinary shares of RM0.10 each in the Company at an issue price of RM0.10 per share. The Company announced on 22 July 2014 that the proposal was aborted.

B9 Group borrowings and debt securities

The following are the bank borrowings of the Group as at 30 June 2014:

	As at 30 June 2014 RM'000	As at 30 June 2013 RM'000
Short-Term Borrowings:		
Bank Overdraft	733	850
Hire Purchase Creditors	26	89
Term Loan (Secured)	174	-
Total	<u>933</u>	<u>939</u>
Non Current Borrowings:		
Hire Purchase Creditors	18	14
Term Loan (Secured)	3,927	4,306
Total	<u>3,945</u>	<u>4,320</u>

B10 Material litigation

As at the date of this report, the Group has no material litigation which materially and adversely affect the position or business of the Group.

B11 Dividends

The Directors do not recommend the payment of a dividend in respect of the current financial year.

B12 Earnings per share

	Individual quarter ended 30 June 2014	Individual quarter ended 30 June 2013	Cumulative quarter ended 30 June 2014	Cumulative quarter ended 30 June 2013
Basic Earnings Per Share				
Earnings for the period (RM'000)	2	121	158	82
Ordinary Shares in Issue('000)	118,556	118,556	118,556	118,556
Basic Earnings Per Share (sen)	<u>0.00</u>	<u>0.10</u>	<u>0.13</u>	<u>0.07</u>

Basic earnings is calculated by dividing the net profit for the period under review by the weighted average number of ordinary shares in issue during the period.

The Company does not have any financial instrument in issue or other contract that may entitle its holder to ordinary share which may dilute its basic earnings per share.

B13 Realised and Unrealised Profits

Supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad are as follow:

	AS AT 30.6.2014 RM '000	AS AT 31.12.2013 RM '000
Total accumulated profits/(losses) of the Company and its subsidiaries:		
- Realised	(17,494)	(17,652)
- Unrealised	<u>366</u>	<u>366</u>
	(17,128)	(17,286)
Add: Consolidation adjustments	<u>939</u>	<u>939</u>
Total group accumulated losses as per consolidated accounts	<u>(16,189)</u>	<u>(16,347)</u>

By Order Of The Board

Tan Seng Hu
Executive Director
Kuala Lumpur
Date: 27 August 2014