SOLUTION ENGINEERING HOLDINGS BERHAD

(Company No: 654575-P) (Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE QUARTER ENDED 30 JUNE 2017

(The figures have not been audited)

		INDIVIDUA Current Year Quarter ended 30-Jun-17 (Unaudited) RM'000	L QUARTER Preceding Year Corresponding Quarter 30-Jun-16 (Unaudited) RM'000	CUMULATI Current Year To-Date 30-Jun-17 (Unaudited) RM'000	VE QUARTER Preceding Year Corresponding Period 30-Jun-16 (Unaudited) RM'000
Revenue		5,062	9,676	12,800	16,017
Cost of sale		(2,829)	(5,508)	(6,935)	(8,179)
Gross profit		2,233	4,168	5,865	7,838
Other Operating Income	B10	5,998	445	6,136	904
Administrative and distribution expenses		(1,821)	(1,735)	(3,145)	(3,208)
Other Operating Expenses	B10	(140)	(196)	(257)	(408)
Share of net (loss)/ profit from an associate		(8)	11	(11)	56
Profit before tax		6,262	2,693	8,589	5,182
Income tax expense	В5	(259)	(610)	(846)	(1,182)
Profit after tax		6,003	2,083	7,743	4,000
Attributable to :					
Equity holders of the parent Non-controlling Interest		5,885 118 6,003	2,036 47 2,083	7,382 361 7,743	3,883 117 4,000
Earnings per share attributable to equity holders of parent:					
Basic (sen)	B12	1.924	0.676	2.413	1.289
Diluted (sen)	B12	1.698	0.674	2.130	1.285
EBITDA ⁽¹⁾		6,330	2,856	8,728	5,520

Note:-

(The unaudited Condensed Consolidated Income Statements should be read in conjunction with the accompanying explanatory notes attached to the interim financial statements)

Profit before interest income, finance cost, tax, depreciation, amortisation and allowances.

SOLUTION ENGINEERING HOLDINGS BERHAD

(Company No: 654575-P) (Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2017 (The figures have not been audited)

		Unaudited 30 June 2017 RM'000	Audited 31 Dec 2016 RM'000
ASSETS			
Non-current assets			
Property, plant and equipment		5,924	2,025
Prepaid lease payments		-	-
Investment in an associated company		1,210	1,221
Intangible assets		88	106
Goodwill		8	8
		7,230	3,359
Current Assets			
Inventories		1,491	1,261
Amount due from contract customers		11,749	8,861
Trade receivables		4,659	6,388
Other receivables		631	441
Amount due from an associate		1,907	5,231
Deposits, cash and bank balances		14,499	8,604
Other short term investments		8,772	10,044
Tax recoverable		51	51
Non-current asset held for sale		-	1,890
		43,759	42,771
TOTAL ASSETS		50,989	46,130
EQUITY AND LIABILITIES Equity attributable to equity holders of the parent Share capital Reserves Non-controlling interest		31,036 13,966 45,002 1,400	30,434 6,762 37,196 1,040
Total equity		46,402	38,235
Non-Current Liabilities			
Hire purchase payables	В7	244	328
Deferred taxation		149	149
		393	477
Current Liabilities			
Amount due to contract customers			143
Hire purchase payables	В7	168	189
Term Loan	B7	-	430
Trade payables	D,	1,804	3,277
Other payable & accruals		1,087	2,132
Amount due to associate		1	1
Amount due to directors		200	216
Provision for taxation		934	1,030
		4,194	7,418
Total liabilities		4,587	7,895
TOTAL EQUITY AND LIABILITIES		50,989	46,130
Number of ordinary shares in issue ('000)		306,264	304,336
Net assets value per share (RM)		0.1469	0.1222

(The unaudited Condensed Consolidated Balance Sheet should be read in conjunction with the accompanying explanatory notes attached to the interim financial statements)

SOLUTION ENGINEERING HOLDINGS BERHAD (Company No: 654575-P) (Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 30 JUNE 2017 (The figures have not been audited)

	6 months Ended 30 June 2017 (Unaudited) RM'000	6 months Ended 30 June 2016 (Unaudited) RM'000
CASHFLOWS FROM OPERATING ACTIVITIES	212/12/00/	2412 000
Profit before taxation	8,589	5,182
Adjustment for:		
Amortisation of intangible assets	18	18
Depreciation of property, plant and equipment	157	352
(Gain)/ loss on disposal of property, plant and equipment	(5,810)	3
Gain on disposal of short term investment	(64)	-
Interest expense	17	32
Interest income	(53)	(39)
Net gain on fair value change on short term investment	(95)	-
Property, plant and equipment written-off	34	-
Share of loss/ (profit) in an associate	11	(56)
Unrealised loss on foreign exchange	8	
Operating profit before working capital changes	2,812	5,492
Working capital changes :	(220)	0.6
(Increase)/ Decrease in inventories	(230)	96
Decrease/ (Increase) in receivables	1,666	(5,173)
Decrease in amount due from associate	3,258	-
Increase in amount due from contract customers	(3,031)	(1.050)
Decrease in payables Cosh generated from/ (weed in) energting activities	(1,749) 2,726	(1,059) (644)
Cash generated from/ (used in) operating activities Interest paid	·	` '
-	(17)	(32)
Tax refunded	35	- (1.505)
Tax paid	(977)	(1,535)
Net cash generated from/ (used in) operating activities	1,768	(2,211)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of shares in a subsisiary	-	7
Interest income	53	39
Net withdrawal/ (placement) of other short term investments	1,431	-
Proceeds from disposal of property, plant and equipment	6,927	-
Purchase of property, plant and equipment	(4,148)	(20)
Net cash used in investing activities	4,262	26
CASHFLOWS FROM FINANCING ACTIVITIES		
Repayment of borrowings	(535)	(144)
Net advances from Directors	194	-
Proceed from issuance of shares pursuant to exercise of ESOS	424	526
Dividend paid by a subsidiary to non-controlling interest	(210)	-
Net cash used in financing activities	(127)	382
-		
Net Increase / (Decrease) in cash and cash equivalents	5,904	(1,803)
Currency translation difference	(8)	-
Cash and cash equivalents at beginning period	8,604	16,257
Cash and cash equivalents at end of period	14,499	14,454
Cash and cash equivalents as at 30 June 2017 and 30 June 2016 comprise the following:		
	2017	2016
	RM'000	RM'000
Deposits with a money market fund	7,057	4,005
Fixed deposits with licensed banks	4,396	6,098
Cash and bank balances	3,046	4,351
Cash and Dank Dalances	14,499	14,454
	17,777	17,737

SOLUTION ENGINEERING HOLDINGS BERHAD

(Company No: 654575-P) (Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE QUARTER ENDED 30 JUNE 2017 (The figures have not been audited)

	A	Attributable to Eq	uity Holders	of the SEHB			
	<non-distr< th=""><th>ibutable</th><th>></th><th>Distributable</th><th></th><th></th><th></th></non-distr<>	ibutable	>	Distributable			
	Share Capital RM'000	Share Premium RM'000	Option Reserve RM'000	Retained Earnings RM'000	Total RM'000	Non- controlling Interests RM'000	Total RM'000
As at 1 January 2016 (audited)	19,982	4,106	343	7,203	31,634	711	32,345
Total comprehensive income for the period	-	-	-	3,883	3,883	117	4,000
Exercise of ESOS	284	241	-	-	525	-	525
Transferred to share premium upon ESOS exercised	-	341	(341)		-		-
Acquisition of a subsidiary	-	-	-	-	-	237	237
At 30 June 2016 (unaudited)	20,266	4,688	2	11,086	36,042	1,065	37,107
As at 1 January 2017 (audited)	30,434	62	339	6,360	37,195	1,040	38,235
Total comprehensive income for the period	-	-	-	7,382	7,382	361	7,743
Transfer arising from "no par value" regime ¹	62	(62)	-	-	-	-	-
Exercise of ESOS	540		(116)		424	-	424
At 30 June 2017 (unaudited)	31,036	-	223	13,743	45,002	1,400	46,402

¹ Effective from 31st January 2017, the new Companies Act 2016 ("the Act") abolished the concept of authorised share capital and par value of share capital. Consequently, the credit balance of the share premium becomes part of the Company's share capital pursuant to the transitional provision set out in Section 618(2) of the Act. Notwithstanding this provision, the Company may within 24 months from the commencement of the Act, use this amount for purpose set out in Section 618 (3) of the Act. There is no impact on the number of ordinary shares in issue or the relative entitlement of any members as a result of this transition.

(The unaudited Condensed Consolidated Changes In Equity should be read in conjunction with the accompanying explanatory notes attached to the interim financial statements.)

(Company No: 654575-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE OUARTER ENDED 30 JUNE 2017

A. EXPLANATORY NOTES PURSUANT TO MFRS 134 INTERIM FINANCIAL REPORTING

A1. Basis of preparation

The interim financial report of the Company and its subsidiaries ("Group") is unaudited and is prepared in accordance with MFRS 134 "Interim Financial Reporting" and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the ACE Market and should be read in conjunction with the audited consolidated financial statements of the Group for the financial year ending 31 December 2016

A2. Changes in accounting policies

The accounting policies adopted by the Group are consistent with those adopted for the audited financial statements of the Group for the financial year ended 31 December 2016 except for the following new MFRS, amendments to MFRS and IC Interpretations that have been issued by the MASB but are not yet effective for the Group:

MFRS and IC Interpretations (Including the Consequential Amendments)

Effective for financial periods beginning on or after 1 January 2017

Amendments to MFRS 107 - Disclosure Initiative

Amendments to MFRS 112 - Recognition of Deferred Tax Assets for Unrealised Losses

Amendments to MFRSs Classified as "Annual Improvements to MFRSs 2014 - 2016 Cycle":

- Amendments to MFRS 12, Disclosure of Interests in Other Entities

Effective for financial periods beginning on or after 1 January 2018

MFRS 9, Financial Instruments (IFRS 9 issued in July 2014)

MFRS 15, Revenue from Contracts with Customers

Clarifications to MFRS 15, Revenue from Contracts with Customers

Amendments to MFRS 2 - Classification and Measurement of Share-based Payment Transactions

Amendments to MFRS 4 - Applying MFRS 9 Financial Instruments with MFRS 4, Insurance

Amendments to MFRS 140 - Transfer of Investment Property

Amendments to MFRSs Classified as "Annual Improvements to MFRSs 2014 - 2016 Cycle"

- Amendments to MFRS 1, First-time Adoption of Malaysian Financial Reporting Standards
- Amendments to MFRS 128, Investments in Associates and Joint Ventures

IC Interpretation 22, Foreign Currency Transactions and Advance Consideration

Effective for financial periods beginning on or after 1 January 2019

MFRS 16 Leases

Amendments to MFRS (effective date yet to be confirmed):

Amendments to MFRS 10 and MFRS 128 - Sale or Contribution of Assets between an Investor and its Associates or Joint Ventures

The Group will apply the above new MFRSs and IC Interpretation and amendments to MFRSs that are applicable once they become effective.

A3. Auditors' report on preceding annual financial statements

The auditors' report on the financial statements for the financial year ended 31 December 2016 was not subject to any qualification.

A4. Seasonality or cyclicality factors

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

(Company No: 654575-P)

(Incorporated in Malaysia)

A. EXPLANATORY NOTES PURSUANT TO MFRS 134 INTERIM FINANCIAL REPORTING (CONTD.)

A5. Unusual items affecting assets, liabilities, equity, net income or cash flows

There were no unusual items or events affecting assets, liabilities, equity, net income or cash flows of the Group during the quarter ended 30 June 2017 except that during the quarter, the group recorded a gain from disposal of a property amounting to RM5.81 million and received the balance of sales proceeds of RM6.93 million from the buyer.

A6. Material changes in estimates

There were no material changes in estimates that have a material effect in the current quarter results.

A7. Debts and equity securities

During the quarter ended 30 June 2017, a total of 98,500 new ordinary shares were issued and allotted pursuant to the exercise of the share options granted to the entitled employees (ESOS). The details of the issued and paid-up capital of the Company as at 30 June 2017 are as follows:

	No. of shares	RM
As at 31 March 2017	306,165,865	31,008,336.50
Ordinary shares issued pursuant to the share options granted		
to employees (ESOS)	98,500	27,580.00
As at 30 June 2017	306,264,365	31,035,916.50

A8. Dividends Paid

There was no dividend paid during the financial period ended 30 June 2017.

SOLWEB brand.

A9. Segmental information

During the financial period, the Group revenue was contributed mainly from three business segments as follows::

i) Engineering Equipment	Design and development of equipment and software for engineering education, research and technical and vocational training ("TVET") in chemical, mechanical, electrical, civil and control engineering under SOLTEQ brand.
ii) Industrial Automation	Provision of industrial automation solutions, currently specialising in water works such as remote monitoring system for dams, tidal control system for irrigation and automation system for flood mitigation under

iii) Industrial Lubricants Production and distribution of industrial lubricants under SOLMAX brand and OEM brand.

Segmental financial information for 6 months period ended 30 June 2017 and 30 June 2016 are as follows:

			2017			
	Engineering Equipment RM'000	Industrial Automation RM'000	Industrial Lubricants RM'000	Others RM'000	Elimination RM'000	Total RM'000
Segment revenue External Inter-segment	10,724	1,596 4	472 1	7 37	(48)	12,800
Total revenue	10,731	1,600	473	44	(48)	12,800
Results Segment results	8,462	592	(74)	(452)	89	8,617
Share of loss in an associate Interest expense	.,,,,,,		(. 7)	(10-)		(11) (17)
Profit before taxation ("PBT") Income tax expense						8,589 (846)
Profit after taxation ("PAT) Non-controlling Interest Profit attributable to equity					_	7,743 (361)
holders of the company					_	7,382

(Company No: 654575-P)

(Incorporated in Malaysia)

A9. Segmental information (Cont'd)

			2016			
	Engineering Equipment RM'000	Industrial Automation RM'000	Industrial Lubricants RM'000	Others RM'000	Elimination RM'000	Total RM'000
Segment revenue	14.11 000	1111 000	1111 000	1111 000	14.11 000	1411 000
External	14,475	1,259	243	40	-	16,017
Inter-segment		-	-	5,100	(5,100)	
Total revenue	14,475	1,259	243	5,140	(5,100)	16,017
Results						
Segment results	5,286	22	(207)	5,157	(5,100)	5,158
Share of profit in an associate						56
Interest expense						(32)
Profit before taxation ("PBT")						5,182
Income tax expense						(1,182)
Profit after taxation ("PAT)						4,000
Non-controlling Interest					_	(117)
Profit attributable to equity holders of the company						3,883

A10. Valuation of property, plant and equipment

The Group did not revalue any of its property, plant and equipment during the quarter under review.

A11. Material events subsequent to the end of the quarter

There were no material events occurring subsequent to the end of the reporting period to the date of announcement except for the event as disclosed in item A12.

A12. Changes in the composition of the Group

Subsequent to the end of the quarter, there are following changes in the composition of the Group:

Solution Engineering Sdn Bhd ("SESB"), a wholly-owned subsidiary of SEHB had on 21 July 2017, increased its investment in a subsidiary, Solution Process Systems Sdn Bhd (formerly known as Solution LCE Manufacturing Sdn Bhd) from 51% to 70% by acquiring from the minority shareholder, an additional 95,000 ordinary shares for a cash consideration of RM95,000.

On 1 August 2017, SEHB had acquired additional 800,000 units of ordinary shares at issue price of RM1.00 each in One Green Solution Sdn Bhd ("One Green"), resulting in the total shareholding of 1,800,000 units of ordinary shares or 90% of the entire issued and paid up capital of 2,000,000 ordinary shares. On the same date, the director of One Green subscribed 200,000 units of ordinary shares or 10% of the entire issued and paid up capital in One Green.

A13. Contingent liabilities

There were no material contingent liabilities as at the date of this announcement.

A14. Capital commitment

A14.	Subleased of land, construction of	As at 30 June 2017 RM'000
	office cum production facilities	
	- Approved and contracted for	7,418
A15.	Significant Related Party Transaction	Year- to-date 30-Jun-17 RM'000
	<u>Income</u>	
	Sales to an associate	3,057
	Disposal of property, plant and equipment to a corporation which	
	a director of a subsidiary has substantial interest	57
	Expenses	
	With a director of a subsidiary	
	-Rental of office premises and hostel	17
	With a corporation in which a director of a subsidiary has substantial interest	
	-Purchases	146
	-Rental of motor vehicles and hostel	11

The Group had obtained the shareholders' mandate to enter into recurrent related party transactions of a revenue or trading nature at Thirteenth Annual General Meeting of the Company. For the period ended 30 June 2017, the RRPT transactions entered are below the estimated value.

(Company No: 654575-P)

(Incorporated in Malaysia)

B. ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS FOR THE ACE MARKET

B1. Review of Performance

Comparison with corresponding quarter in previous financial year

The Group recorded a revenue of RM5.06 million during the quarter, a decrease of RM4.62 million or 48% as compared to the revenue of RM9.68 million in the corresponding quarter in previous financial year. The decrease in revenue was mainly attributable to lower value of jobs completed during the quarter.

For the quarter ended 30 June 2017, the Group recorded a profit after tax ("PAT") of RM6.00 million against RM2.08 million reported in the preceding year quarter ended 30 June 2016. The increase was mainly attributable to the completion of a property disposal transaction on 17 May 2017. The gain from the disposal was RM5.81 million and real property gain tax ("RPGT") of RM270,000 were accounted in the current quarter.

B2. Material change in current quarter profit before tax ("PBT") in comparison with preceding quarter's PBT

The profit before tax for the quarter ended 30 June 2017 was recorded at RM6.26 million against RM2.33 million, which represents an increase of RM3.93 million. The increase was mainly due to the gain from the disposal of a property of RM5.81 million.

B3. Prospects for the financial year ending 31 December 2017

The Group has reported a reasonable financial performance in the second quarter of 2017. The Group will continue to actively secure more projects, and at the same time monitor its administrative expenses and managing its production cost. The Board is of the opinion that the Group will continue to be profitable.

B4. Profit guarantee

The Group has not issued any profit forecast nor guarantee in respect of any corporate proposal.

B5. Taxation

	Quarter e	nded	Year- to-date		
	30-Jun-17 RM'000	30-Jun-16 RM'000	30-Jun-17 RM'000	30-Jun-16 RM'000	
Current taxation					
-Provision for taxation	259	610	846	1,182	
-Underprovision in prior years	-	-	-	-	
Deferred taxation	-	-		-	
	259	610	846	1,182	

(Company No: 654575-P)

(Incorporated in Malaysia)

B. ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS FOR THE ACE MARKET (CONTD.)

B6. Profit on sale of unquoted investments and/or properties

There were no disposal of unquoted investment and/or properties for the quarter under review.

B7. Group borrowings and debt securities

Details of the Group's borrowings as at 30 June 2017 are as follows:

	Current RM'000	Non-current RM'000	Total RM'000
Secured:			
Hire purchase	168	244	412
Total	168	244	412

B8. Status of Corporate Proposals

A) Update on Employees' Share Option Scheme (ESOS) as at 30 June 2017

The Company had obtained its shareholders approval for the establishment of the ESOS of up to 30% of the total issued and paid-up share capital for the eligible employees and directors and its subsidiaries at the EGM dated 16 January 2014.

Below show the details of the shares that had been granted and exercised under the ESOS as at $30 \, \text{June} \, 2017$:

			No. of Share			
ESOS Option Grant Date	Expiry Date	Exercise Price	No. of Share Granted	Exercised and Listed	No. of Share Lapsed	
22 July 2014	29 Jan 2019	RM0.135	11,134,000	11,103,000	31,000	
8 January 2015	29 Jan 2019	RM0.185	6,000,000	6,000,000	-	
28 September 2016	29 Jan 2019	RM0.220	6,000,000	2,273,500	-	

B) Proposed Renewal of Authority for the Company to Purchase Its Own Shares

The Renewal of Authority for Share Buy Back had been approved by shareholders at the Thirteenth Annual General Meeting of the Company. As at 30 June 2017, the company had not purchase any of its own shares.

B9. Realised/Unrealised Profits

	As at 30 June 2017
	RM'000
Total retained earnings of the Company and its subsidiaries	
- realised	24,218
- unrealised	128_
	24,346
Total share of accumulated profit of an associate	
- realised	216
- unrealised	
	24,562
Less: Consolidated adjustments	(10,819)
Retained profit as per financial statement	13,743

(Company No: 654575-P) (Incorporated in Malaysia)

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS FOR THE ACE MARKET (CONTD.)

B10. Profit Before Tax

	Quarter ended 30 June 2017	Quarter ended 30 June 2016	
	RM'000	RM'000	
Profit before tax is derived after charging:			
Depreciation of property, plant and equipments	80	176	
Amortisation of intangible asset	9	9	
Loss on disposal of property, plant and equipment	-	=	
Interest expense	6	6	
Loss on foreign exchange:			
-Realised	2	5	
-Unrealised	8	-	
Property, plant and equipments written off	34		
and crediting:			
Interest income	(28)	(28)	
Income from money market fund	(18)	-	
Gain on disposal of property, plant and equipment	(5,810)	-	
Gain on disposal of short term investment	(14)	=	
Changes in the fair value of short term investment	(58)	(21)	
Gain on foreign exchange:			
-Unrealised	-	(317)	
-Realised			

B11. Off balance sheet financial instruments

There were no financial instruments with off-balance sheet risk as at the date of this announcement applicable to the Group.

B12. Dividends

The Board of directors do not recommend any interim dividend for the current quarter ended 30 June 2017.

B13. Earnings per share

	Current Quarter ended 30-Jun-17	Comparative Quarter ended 30-Jun-16	Current year to date ended 30-Jun-17	Preceding year to date ended 30-Jun-16
Net profit for the period attributable to equity holders (RM'000) Basic	5,885	2,036	7,382	3,883
Weighted average number of ordinary shares in issue ('000)	305,922	301,144	305,922	301,144
Basic EPS (sen)	1.924	0.676	2.413	1.289
Diluted				
Weighted average number of ordinary shares in issue ('000)	305,922	301,144	305,922	301,144
Effect of dilution: share options and convertible warrants ('000)	40,736	1,027	40,736	1,027
Adjusted weighted average number of ordinary shares				
in issue and issuable ('000)	346,657	302,172	346,657	302,172
Diluted EPS (sen)	1.698	0.674	2.130	1.285

BY ORDER OF THE BOARD SOLUTION ENGINEERING HOLDINGS BERHAD