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 31 MARCH 2019

(The figures have not been audited)

		INDIVIDUAI Current Year Quarter ended 31 Mar 2019 (Unaudited) RM'000	L QUARTER Preceding Year Corresponding Quarter 31 Mar 2018 (Unaudited) RM'000	CUMULATIV Current Year To-Date 31 Mar 2019 (Unaudited) RM'000	Preceding Year Preceding Year Corresponding Period 31 Mar 2018 (Unaudited) RM'000
Revenue		3,616	2,516	3,616	2,516
Cost of sale		(2,707)	(2,342)	(2,707)	(2,342)
Gross profit	-	909	174	909	174
Other Operating Income	B10	76	87	76	87
Administrative and distribution expenses		(1,302)	(1,327)	(1,302)	(1,327)
Other Operating Expenses	B10	(198)	(187)	(198)	(187)
Share of net (loss)/ profit from an associate		(34)	3	(34)	3
Loss before tax	_	(549)	(1,250)	(549)	(1,250)
Income tax expense	В5	-	-	-	-
Loss after tax	-	(549)	(1,250)	(549)	(1,250)
Attributable to :					
Equity holders of the parent Non-controlling Interest		(547) (2)	(1,098) (152)	(547) (2)	(1,098) (152)
Non-controlling interest	-	(549)	(1,250)	(549)	(1,250)
Earnings per share attributable to equity holders of parent : Basic (sen)	B13	(0.178)	(0.358)	(0.178)	(0.358)
Diluted (sen)	B13	(0.271)	(0.352)	(0.271)	(0.352)
EBITDA ⁽¹⁾		(411)	(1,182)	(411)	(1,182)

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 31 March 2019

(The figures have not been audited)

		Unaudited	Audited
		31 Mar 2019 RM'000	31 Dec 2018 RM'000
		14.1 000	1112 000
ASSETS			
Non-current assets		14.625	14.003
Property, plant and equipment		14,635 574	14,802 609
Investment in an associated company Intangible assets		26	35
Goodwill		8	8
Goodwill	-	15,243	15,454
	-	10,2.0	
Current Assets			
Inventories		1,371	1,238
Amount due from contract customers		1,966	3,138
Trade receivables		4,672	5,277
Other receivables		1,603	953
Amount due from an associate		1,144	1,407
Tax recoverable		754	715
Other short term investments		6,254	4,697
Deposits, cash and bank balances	_	16,076	16,868
TOTAL ACCETS	-	33,840	34,293
TOTAL ASSETS	-	49,083	49,747
EQUITY AND LIABILITIES			
Equity attributable to equity holders of the parent			
Share capital		31,089	31,089
Reserves	-	6,902	7,450
		37,991	38,539
Non-controlling interest	-	1,110	1,111
Total equity	-	39,101	39,650
Non-Current Liabilities			
Hire purchase payables	B7	248	284
Term Loan	B7	6,074	5,688
Deferred taxation	-	2	2
	-	6,324	5,974
Current Liabilities			
Amount due to contract customers		294	511
Trade payables		1,740	1,759
Other payable & accruals		1,035	1,253
Amount due to associate		1	-
Amount due to directors		41	41
Hire purchase payables	B7	179	191
Term Loan	B7	368	368
Provision for taxation	_		
70 . 11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	-	3,658	4,123
Total liabilities	-	9,982	10,097
TOTAL EQUITY AND LIABILITIES	-	49,083	49,747
Number of ordinary shares in issue ('000)		306,455	306,455
Net assets value per share (RM)	_	0.1240	0.1258

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

${\bf CONDENSED\ CONSOLIDATED\ STATEMENT\ OF\ CASH\ FLOWS\ FOR\ THE\ PERIOD\ ENDED\ 31\ MARCH\ 2019\ (The\ figures\ have\ not\ been\ audited) }$

	3 months Ended 31 Mar 2019 (Unaudited) RM'000	3 months Ended 31 Mar 2018 (Unaudited) RM'000
CASHFLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	(549)	(1,250)
Adjustment for:		0.7
Depreciation of property, plant and equipment	167	85
Amortisation of intangible assets	9	8
Gain on disposal of property, plant and equipment	=	-
Gain on disposal of short term investment		-
Impairment losses on trade receivables	22	- 27
Interest expense Interest income	(60)	(53)
Fair Value (gain)/Loss on investment	(63)	(28)
Dividend income from short term investments	(03)	(26)
Impairment on investment		_
Property, plant and equipment written-off		-
Bad debts written-off		_
Share of loss/ (profit) in an associate	34	(3)
Unrealised loss/(gain) on foreign exchange	1	66
Operating profit before working capital changes	(439)	(1,148)
Working capital changes :		
Decrease/ (Increase) in inventories	(133)	22
(Increase)/ Decrease in receivables	(45)	565
Decrease/ (Increase) in amount due from associate	264	(1,974)
Decrease/ (Increase) in amount due from contract customers	1,172	4,132
Decrease in payables	(453)	(724)
Cash generated from operating activities	366	873
Interest paid	(22)	(27)
Tax refunded	82	46
Tax paid	(120)	(301)
Net cash generated from operating activities	306	591
CASH FLOWS FROM INVESTING ACTIVITIES		
Net subscription of shares in subsidiaries by non-controlling interest	-	-
Interest income	60	53
Net withdrawal/(placements) of other short term investments	(1,494)	(427)
Proceeds from disposal of property, plant and equipment		56
Purchase of property, plant and equipment		(2,759)
Net cash generated from/ (used in) investing activities	(1,434)	(3,077)
CASHFLOWS FROM FINANCING ACTIVITIES		
Net drawdown/ (repayment) of borrowings	385	2,338
Net drawdown of hire purchase	(48)	-,
Net proceeds from issuance of shares	-	-
Dividend paid	-	-
Net cash generated used in financing activities	337	2,338
Net increase/ (decrease) in cash and cash equivalents	(791)	(148)
Currency translation difference	(1)	(66)
Cash and cash equivalents at beginning period	16,868	15,169
Cash and cash equivalents at end of period	16,076	14,955
Cash and cash equivalents as at 31 Mar 2019 and 31 Mar 2018 comprise the following :		
	2019 RM'000	2018 RM'000
Deposits with a money market fund	325	326
Fixed deposits with licensed banks	7,281	7,140
Cash and bank balances	8,470	7,140
Choir and Child Otherwood	16,076	14,955
	10,070	14,755

(The unaudited Condensed Consolidated Cashflow Statements 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 PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE QUARTER ENDED 31 MARCH 2019 (The figures have not been audited)

		Attributable to Equ	ity Holders of the	SEHB				
	<	Non-distrib	utable	>	Distributable Retained		Non-controlling	
	Share Capital RM'000	Share Premium RM'000	Option Reserve RM'000	Capital Reserve RM'000		Total RM'000	Interests RM'000	Total RM'000
As at 1 January 2018 (audited)	31,089	-	212	-	11,193	42,494	1,298	43,792
Total comprehensive income for the period	-	-	-	-	(1,098)	(1,098)	(152)	(1,250)
At 31 March 2018 (unaudited)	31,089	-	212	-	10,095	41,396	1,146	42,542
As at 1 January 2019 (audited)	31,089	-	212	-	7,238	38,539	1,111	39,650
Total comprehensive income for the period	-	-	-	-	(547)	(547)	(2)	(549)
At 31 March 2019 (unaudited)	31,089	-	212	-	6,691	37,992	1,109	39,101

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 QUARTER ENDED 31 MARCH 2019

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 ended 31 December 2018.

A2. Changes in accounting policies

The accounting policies adopted by the Group in the interim financial report are consistent with those adopted for the audited financial statements of the Group for the financial year ended 31 December 2018. During the financial period, the Group has adopted the following standards, amendments and IC Interpretations issued by the Malaysian Accounting Standards Board ("MASB"), which became effective for annual period beginning on or after 1 January 2019.

MFRSs/ Amendments/ Interpretations

MFRS 9, Financial Instruments

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 Contracts

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

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

The Group have not applied the following standards and amendments that have been issued by the MASB but are not yet effective:

Effective for annual periods beginning on or after 1 January 2019

MFRS 16, Leases

Amendments to MFRS 9 - Prepayment Features with Negative Compensation

Amendments to MFRS 128 - Long-term Interests in Associates and Joint Ventures

Amendments to MFRSs Classified as "Annual Improvements to MFRS Standards 2015 - 2017 Cycle":-

- Amendments to MFRS 3, Business Combinations (Previously Held Interest in a Joint Operation)
- Amendments to MFRS 11, Joint Arrangements (Previously Held Interest in a Joint Operation)
- Amendments to MFRS 112, Income Taxes (Income Tax Consequences of Payments on Financial Instruments Classified as Equity)
- Amendments to MFRS 123, Borrowing Costs (Borrowing Costs Eligible for Capitalisation)

IC Interpretation 23, Uncertainty over Income Tax Treatments

Effective for annual periods beginning on or after 1 January 2021

MFRS 17, Insurance Contracts

Effective for annual periods beginning on or after a date to be determined by MASB

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

The adoption of these pronouncements did not have a significant impact to the financial statements of the Group and the Company except as mentioned below:

(Company No: 654575-P)

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MFRS 9: Financial Instruments

MFRS 9 Financial Instuments replaces MFRS139 Financial Insturments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments:

- classification and measurement;
- impairment; and
- hedge accounting.

The adoption of MFRS 9 has fundamentally changed the Group's accounting for impairment losses for financial assets by replacing MFRS 139's incurred loss approach with a forward-looking expected credit loss (ECL) approach.

The Group does not have other financial assets other than Contract assets and Trade receivables, for which he Group has applied the standard's simplified approach and calculated ECLs based on lifetime expected credit losses. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment in which the business is operating in.

A3. Auditors' report on preceding annual financial statements

The auditors' report on the financial statements for the financial year ended 31 December 2018 was not subject to any qualification.

A4. Seasonality or cyclicality factors

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

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 31 March 2019.

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 31 Mar 2019, there were no new ordinary shares 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 31 March 2019 are as follows:

	No. of shares	RM
As at 31 December 2018	306,602,031	31,130,410
Ordinary shares issued pursuant to the share options granted	-	-
to employees (ESOS)		
As at 31 March 2019	306,602,031	31,130,410

(Company No: 654575-P)

(Incorporated in Malaysia)

A8. Dividends Paid

There was no dividend paid during the financial period ended 31March 2019.

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, including

metal fabrication and assembly works.

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 SOLWEB brand.

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

Segmental financial information for 3 months period ended 31 March 2019 and 31 March 2018 are as follows:

			2	019		
	Engineering Equipment RM'000	Industrial Automation RM'000	Industrial Lubricants RM'000	Others RM'000	Elimination RM'000	Total RM'000
Segment revenue						
External	2,075	1,076	371	96	0	3,618
Inter-segment	136	-	0	0	(137)	-
Total revenue	2,211	1,076	371	96	(137)	3,618
Results						
Segment results	(335)	159	(12)	(305)		(493)
Share of loss in an associate						(34)
Interest expense						(22)
Loss before taxation ("LBT")						(549)
Income tax expense						-
Loss after taxation ("LAT)						(549)
Non-controlling Interest						2
Profit attributable to equity holders of the company					_	(547)

A9. Segmental information (Cont'd)

			2	018		
	Engineering Equipment RM'000	Industrial Automation RM'000	Industrial Lubricants RM'000	Others RM'000	Elimination RM'000	Total RM'000
Segment revenue						
External	1,705	359	383	68		2,515
Inter-segment	22	-	1	-	(23)	
Total revenue	1,727	359	384	68	(23)	2,515
Results						
Segment results	(614)	(366)	(9)	(237)		(1,226)
Share of loss in an associate						3
Interest expense					_	(27)
Loss before taxation ("LBT")						(1,250)
Income tax expense					_	
Loss after taxation ("LAT)						(1,250)
Non-controlling Interest					_	152
Loss attributable to equity						
holders of the company					=	(1,098)

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

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

SEHB had on 21 February 2019 disposed its entire equity interest, comprising 100,000 ordinary shares in Solar Solution Sdn Bhd (Company No. 975595-P), a wholly owned subsidiary of SEHB to Solution A&C Technology Sdn Bhd (Company No.1004511-A), a 70% owned subsidiary of SEHB for a total cash consideration of RM70,000.00.

A13. Contingent liabilities

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

A14. Capital commitment

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

A15. Significant Related Party Transaction	Year-to-date 31 Mar2019 RM'000
<u>Income</u>	
Sales to an associate	11
Expenses	
Purchases from a corporation in which a director of a subsidiary has substantial interest	12

The Group had obtained the shareholders' mandate to enter into recurrent related party transactions of a revenue or trading nature at Fourteenth Annual General Meeting of the Company. For the period ended 31 March 2019, the RRPT transactions entered are below the estimated value.

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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 RM3.62 million during the quarter, an increase of RM1.11 million as compared to the revenue of RM2.51 million in the corresponding quarter in previous financial year. The increase in revenue was mainly attributable to higher value of jobs completed during the quarter.

For the quarter ended 31 March 2019, the Group recorded a loss after tax of RM0.5 million against loss after tax ("LAT") of RM1.25 million reported

in the preceding year quarter ended 31 March 2018. The decrease of loss was mainly attributable to the higher sales value in the current quarter.

B2. Comparison with Preceding Quarter's Results

The Group's revenue for the quarter under review was RM3.62 million, an decrease of RM1.4 million, as compared to the revenue of RM4.44 million registered in preceding quarter.

The Group reported a loss of RM0.5 million during the quarter, with a decrease of RM0.62 million, as compared to a loss of RM1.12 million in the preceding quarter. The decrease of loss was due to the RM0.7 million provision of MFRS 9 debt impairment and RM0.3 million impairment in investment in associated company in the preceding quarter.

B3. Prospects for the financial year ending 31 December 2019

The Group will continue to actively secure more projects, and at the same time manage its administrative expenses and production cost effectively. The Management is optimistic that the Group financial performance will be improving in the subsequent quarters in 2019.

B4. Profit guarantee

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

B5. Taxation

	Quarte	Quarter ended		to-date
	31 Mar 2019 RM'000	31 Mar 2018 RM'000	31 Mar 2019 RM'000	31 Mar 2018 RM'000
Current taxation				
-Provision for taxation	-	-	-	-
- Over-provision in prior years	-	-	-	-
Deferred taxation	-	-	-	-
	-	-	-	-

(Company No: 654575-P)

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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 31 March 2019 are as follows:

	Current	Non-current	Total
	RM'000	RM'000	RM'000
Secured:			
Hire purchase	179	248	427
Term loan	368	6,074	6,442
Total	547	6,322	6,869

B8. Status of Corporate Proposals

A) Update on Employees' Share Option Scheme (ESOS) as at 31 March 2019

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 31 December 2018:

				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	2,463,000	-

On 22 January 2019, the Company had announced to extend the existing ESOS of the Company which commenced on 30 January 2014 and expired on 29 January 2019 for another five (5) years until 29 January 2024 in accordance with the terms of the ESOS Bylaws.

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

As at 31 March 2019, the company had not purchase any of its own shares. On 21 May 2019, the Company has purchased 14,000 of its own shares. The Renewal of Authority for Share Buy Back had been approved by the shareholders at the Fifteenth Annual General Meeting of the Company held on 28 May 2019.

B9. Realised/Unrealised Profits

	As at
	31 Mar 2019
	RM'000
Total retained earnings of the Company and its subsidiaries	
- realised	17,274
- unrealised	38
	17,312
Total share of accumulated profit of an associate	
- realised	(119)
- unrealised	-
	17,193
Less: Consolidated adjustments	(10,503)
Retained profit as per financial statement	6,690

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

B10. Profit Before Tax

	Quarter ended	Quarter ended 31 Mar 2018	
	31 Mar 2019		
	RM'000	RM'000	
Profit before tax is derived after charging:			
Depreciation of property, plant and equipment	167	85	
Amortisation of intangible asset	9	9	
Amortisation of investment	-	-	
Interest expense	22	27	
Loss on foreign exchange:			
-Realised	86	-	
-Unrealised	-	66	
Impairment on trade receivables	-	-	
Property, plant and equipments written off	-	-	
Debts written off			
and crediting:			
Interest income	(60)	(53)	
Income from money market fund	(2)	(6)	
Gain on disposal of short term investment	(14)	-	
Changes in fair value of short term investment	-	(28)	
Gain on foreign exchange:			
-Unrealised			

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 did not recommend other payment of dividend in respect of the current financial year ended 31 March 2019.

B13. Earnings per share

	Current Quarter ended 31 Mar 2019	Comparative Quarter ended 31 Mar 2018	Current year to date ended 31 Mar 2019	Preceding year to date ended 31 Mar 2018
Net loss for the period attributable to equity holders (RM'000) Basic	(547)	(1,098)	(547)	(1,098)
Weighted average number of ordinary shares in issue ('000)	306,455	306,455	306,455	306,455
Basic EPS (sen)	(0.178)	(0.358)	(0.178)	(0.358)
Diluted				
Weighted average number of ordinary shares in issue ('000)	306,455	306,455	306,455	306,455
Effect of dilution: share options and convertible warrants ('000)	(104,849)	5,453	(104,849)	5,453
Adjusted weighted average number of ordinary shares	_			
in issue and issuable ('000)	201,606	311,908	201,606	311,908
Diluted EPS (sen)	(0.271)	(0.352)	(0.271)	(0.352)