



XingHe Holdings Berhad

(Company No. 643114-X)

(Incorporated in Malaysia)

INTERIM FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 JULY 2017 TO 30 SEPTEMBER 2017

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XingHe Holdings Berhad

(Company No. 643114-X)

(Incorporated in Malaysia)

Interim Financial Statements for the Financial Quarter Ended 30 September 2017

Consolidated Statement of Profit or Loss (Unaudited)

	Note	Individual Period		Cumulative Period	
		Current Period from 1 Jul 2017 to 30 Sept 2017 RM'000	Preceding Corresponding Period from 1 Jul 2016 to 30 Sept 2016 RM'000	Current Period from 1 Jan 2017 to 30 Sept 2017 RM'000	Preceding Corresponding Period from 1 Jan 2016 to 30 Sept 2016 RM'000
Revenue	A4	32,313	71,152	314,315	459,452
Cost of sales		(40,734)	(64,182)	(287,002)	(410,499)
Gross (loss)/profit	A4	(8,421)	6,970	27,313	48,953
Other income		2,078	209	4,612	734
Selling and distribution costs		(1,841)	(5,615)	(9,881)	(15,076)
Administrative expenses		(1,455)	(3,740)	(8,070)	(16,991)
Finance costs		4	(494)	(503)	(1,493)
(Loss)/profit before tax	B11	(9,635)	(2,670)	13,471	16,127
Tax expense	B5	2,799	482	(2,949)	(6,101)
(Loss)/profit for the period		(6,836)	(2,188)	10,522	10,026
Attributable to:					
Owners of the Company		(6,127)	(1,914)	9,739	8,446
Non-controlling interest		(709)	(274)	783	1,580
		(6,836)	(2,188)	10,522	10,026
(Loss)/earnings per share attributable to owners of the Company					
- Basic (sen)	B10	(0.26)	(0.08)	0.41	0.36

The Consolidated Statement of Profit or Loss should be read in conjunction with the audited financial statements for the financial year ended 31 December 2016 and the accompanying explanatory notes attached to this interim financial statements.

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Consolidated Statement of Other Comprehensive Income (Unaudited)

	Individual Period		Cumulative Period	
	Current Period from 1 Jul 2017 to 30 Sept 2017 RM'000	Preceding Corresponding Period from 1 Jul 2016 to 30 Sept 2016 RM'000	Current Period from 1 Jan 2017 to 30 Sept 2017 RM'000	Preceding Corresponding Period from 1 Jan 2016 to 30 Sept 2016 RM'000
(Loss)/profit for the period	(6,836)	(2,188)	10,522	10,026
Other comprehensive (loss)/income				
Foreign currency translation	(652)	11,651	(11,314)	(28,970)
Total comprehensive (loss)/income for the period	(7,488)	9,463	(792)	(18,944)
Attributable to:				
Owners of the Company	(6,775)	9,744	(874)	(20,629)
Non-controlling interest	(713)	(281)	82	1,685
	(7,488)	9,463	(792)	(18,944)

The Consolidated Statement of Other Comprehensive Income should be read in conjunction with the audited financial statements for the financial year ended 31 December 2016 and the accompanying explanatory notes attached to this interim financial statements.

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Consolidated Statement of Financial Position

	30 Sept 2017 RM'000 (Unaudited)	31 Dec 2016 RM'000 (Audited)
NON-CURRENT ASSETS		
Property, plant and equipment	18,165	19,674
Land use rights	11,782	12,277
	29,947	31,951
CURRENT ASSETS		
Inventories	23,982	12,777
Advances for peanut purchases	38,045	70,951
Trade and other receivables	200,566	404,532
Current tax assets	733	9
Cash and bank balances	269,756	77,545
	533,082	565,814
TOTAL ASSETS	563,029	597,765
EQUITY AND LIABILITIES		
Equity attributable to owners of the Company		
Share capital	234,850	234,850
Reserves	272,272	273,146
Equity attributable to owners of the Company	507,122	507,996
Non-controlling interest	42,874	42,792
TOTAL EQUITY	549,996	550,788
NON-CURRENT LIABILITIES		
Trade and other payables	3,330	3,388
Deferred tax liabilities	1,546	1,573
	4,876	4,961
CURRENT LIABILITIES		
Trade and other payables	7,355	10,205
Government grant	802	1,087
Borrowing	-	27,090
Current tax liabilities	-	3,634
	8,157	42,016
TOTAL LIABILITIES	13,033	46,977
TOTAL EQUITY AND LIABILITIES	563,029	597,765

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Consolidated Statement of Financial Position (Continued)

	30 Sept 2017 (Unaudited)	31 Dec 2016 (Audited)
Net assets per share (sen)	23.4	23.5

The Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2016 and the accompanying explanatory notes attached to this interim financial statements.

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Consolidated Statement of Changes in Equity (Unaudited)

	Attributable to the owners of the Company							Total	Non-controlling Interests	Total
	Share capital	Share premium	Capital reserve	Statutory reserve	Reverse acquisition reserve	Exchange reserve	Retained earnings			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2016	234,850	50,409	3,983	18,901	(154,550)	93,779	241,765	489,137	40,323	529,460
Profit for the period	-	-	-	-	-	-	8,446	8,446	1,580	10,026
Foreign currency translation	-	-	-	-	-	(29,075)	-	(29,075)	105	(28,970)
Total comprehensive (loss)/income	-	-	-	-	-	(29,075)	8,446	(20,629)	1,685	(18,944)
At 30 September 2016	234,850	50,409	3,983	18,901	(154,550)	64,704	250,211	468,508	42,008	510,516
At 1 January 2017	234,850	50,409	3,983	18,901	(154,550)	89,012	265,391	507,996	42,792	550,788
Profit for the period	-	-	-	-	-	-	9,739	9,739	783	10,522
Foreign currency translation	-	-	-	-	-	(10,613)	-	(10,613)	(701)	(11,314)
Total comprehensive (loss)/income	-	-	-	-	-	(10,613)	9,739	(874)	82	(792)
At 30 September 2017	234,850	50,409	3,983	18,901	(154,550)	78,399	275,130	507,122	42,874	549,996

The Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2016 and the accompanying explanatory notes attached to this interim financial statements.

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Interim Financial Statements for the Financial Quarter Ended 30 September 2017

Consolidated Statement of Cash Flows (Unaudited)

	Current Period from 1 Jan 2017 to 30 Sept 2017 RM'000	Preceding Period from 1 Jan 2016 to 30 Sept 2016 RM'000
Cash flows from operating activities		
Profit before tax	13,471	16,127
Adjustments for:		
Finance costs	503	1,493
Interest income	(966)	(472)
Amortisation of government grant	(269)	(262)
Depreciation of property, plant and equipment	1,699	1,965
Amortisation of land use rights	289	270
Unrealised foreign exchange (gain)/loss	(3,378)	5,797
Operating profit before working capital changes	11,349	24,918
Changes in working capital		
Inventories	(11,421)	(14,110)
Advances for peanut purchases	31,704	(66,408)
Trade and other receivables	198,320	44,925
Trade and other payables	(1,115)	(1,668)
Cash flows generated/(used in) from operations	228,837	(12,343)
Interest paid	(503)	(1,493)
Tax paid	(10,540)	(14,277)
Net cash generated from/(used in) operating activities	217,794	(28,113)
Cash flows from investing activities		
Purchase of property, plant and equipment	(512)	(239)
Interest income	966	472
Net cash generated from investing activities	454	233
Cash flows from financing activities		
Repayment of borrowings	(26,631)	-
Net cash used in financing activities	(26,631)	-
Net increase/(decrease) in cash and cash equivalents	191,617	(27,880)
Effects of exchange rate changes on cash and cash equivalents	594	(9,309)
Cash and cash equivalents at beginning of period	77,545	199,142
Cash and cash equivalents at end of period	269,756	161,953

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Consolidated Statement of Cash Flows(Unaudited) (Continued)

	Current Period	Preceding Period
	from 1 Jan 2017	from 1 Jan 2016
	to 30 Sept 2017	to 30 Sept2016
	RM'000	RM'000
Cash and cash equivalents comprise the following:		
Cash and bank balances	269,756	161,953

The Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements for the financial yearended 31 December 2016 and theaccompanying explanatory notes attached to this interim financial statements.

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A NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

A1 Basis of preparation

The interim financial statements is unaudited and has been prepared in accordance with the requirements of Malaysian Financial Reporting Standard (“MFRS”) 134: Interim Financial Reporting and Rule 9.22 of the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

The interim financial report should be read in conjunction with the audited financial statements for the financial year ended 31 December 2016 and these explanatory notes attached to the interim financial statements.

These explanatory notes 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 year ended 31 December 2016.

The accounting policies and methods of computation used in the interim financial statements are consistent with those adopted in the audited financial statements of the Group for the financial year ended 31 December 2016 except for the changes in accounting policies and presentation resulting from the adoption of new and revised MFRSs and Amendments to MFRSs that are effective for financial periods beginning on or after 1 January 2017.

A2 Significant Accounting Policies

The Group has not adopted the following new MFRSs, Amendments to MFRSs and Interpretations issued by the Malaysian Accounting Standards Board:

Title	Effective Date
Amendments to MFRS 1 <i>Annual Improvements to MFRS Standards 2014-2016 Cycle</i>	1 January 2018
Amendments to MFRS 2 <i>Classification and Measurement of Share-Based Payment Transaction</i>	1 January 2018
Amendments to MFRS 128 <i>Annual Improvements to MFRS Standards 2014-2016 Cycle</i>	1 January 2018
Amendments to MFRS 140 <i>Transfers of Investment Property</i>	1 January 2018
MFRS 9 <i>Financial Instruments (IFRS 9 as issued by IASB in July 2014)</i>	1 January 2018
MFRS 15 <i>Revenue from Contracts with Customers</i>	1 January 2018
Clarifications to MFRS 15	1 January 2018
IC Interpretation 22 <i>Foreign Currency Transactions and Advance Consideration</i>	1 January 2018
MFRS 16 <i>Leases</i>	1 January 2019
IC Interpretation 23 <i>Uncertainty over Income Tax Treatments</i>	1 January 2019
MFRS 17 <i>Insurance Contracts</i>	1 January 2021
Amendments to MFRS 4 <i>Applying MFRS 9 Financial Instruments with MFRS 4 Insurance Contracts</i>	See MFRS 4 Paragraphs 46 and 48
Amendments to MFRS 10 and MFRS 128 <i>Sale or Contribution of Assets between an Investor and its Associates or Joint Venture</i>	Deferred

MFRS 4, 10, 17, 128 and 140 are not applicable to the Group’s existing operations.

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The Group is in the process of assessing the impacts of implementing the above pronouncements, which are applicable to the Group's operations at present, the effects of which would only be observable in the period of initial application.

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 qualified.

A4 Segment information

The Group has 3 reportable segments:

- (a) Branded products – peanut oil, blended oil, repackaged soybean oil and corn oil;
- (b) Non-branded products – non-branded peanut oil; and
- (c) Others – raw peanuts, peanut protein cake (a by-product) and other peanut by-products.

As the Group's chief decision maker relies on internal reports which are similar to those currently disclosed externally, no further segment analysis is available for disclosure except for the following entity-wide disclosures as required by MFRS 8:

	Individual Period		Cumulative Period	
	Current Period from 1 Jul 2017 to 30 Sept 2017 RM'000	Preceding Corresponding Period from 1 Jul 2016 to 30 Sept 2016 RM'000	Current Period from 1 Jan 2017 to 30 Sept 2017 RM'000	Preceding Corresponding Period from 1 Jan 2016 to 30 Sept 2016 RM'000
Revenue by product				
Branded products	4,792	25,154	100,547	148,330
Non-branded products	21,781	35,241	158,383	227,702
Others	5,740	10,757	55,385	83,420
	32,313	71,152	314,315	459,452
Gross margin by product				
Branded products	27	2,727	14,470	23,022
Non-branded products	(7,683)	3,821	12,546	31,127
Others	(765)	422	297	(5,196)
	(8,421)	6,970	27,313	48,953

The Group's assets and liabilities are managed on a group-wide basis and are not allocated to any of the operating segments.

The Group's business is entirely operated within the People's Republic of China ("PRC"), and therefore, segment information based on geographical location is not presented.

A5 Unusual items due to their nature, size or incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group for the current financial year to-date.

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A6 Changes in estimates

There were no changes in estimates of amounts reported in a prior financial quarter of the current financial year or of a prior financial year that have a material effect on the current financial year to-date.

A7 Seasonality or cyclicity of operations

Peanut (the Group's primary input raw material) is an agricultural product and as such, its availability is determined by seasonality, weather conditions as well as other environmental factors. The Group's product lines which also include soybean oil and corn oil in addition to peanut oil to a certain degree reduce the seasonal and cyclicity effects.

A8 Dividends paid

No dividends were paid by the Company during the current financial year to-date.

A9 Changes in debt and equity securities

There were no issuances, cancellations, repurchases, resales and repayments of debt and equity securities during the current financial year to-date.

A10 Changes in the composition of the Group

There were no changes in the composition of the Group during the current financial quarter.

A11 Capital commitments

At the end of the current financial quarter, the Group has no capital commitments.

A12 Contingent liabilities and contingent assets

The Group has no contingent liabilities or contingent assets since the end of the previous financial year.

A13 Material events subsequent to the end of the current financial quarter

There were no material events subsequent to the end of the current financial quarter, which have not been reflected in the interim financial statements.

A14 Related party transactions

The Group has no significant related party transactions during the current financial year to-date.

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

B1 Review of performance

The Group recorded revenue of RM32.3 million and RM314.3 million for the current financial quarter (“CFQ”) and year-to-date (“YTD”) respectively as compared to those of RM71.2 million and RM459.5 million for the corresponding periods last year. The reduction in revenue was mainly caused by lower sales volume and reduced average selling prices [in Renminbi (“RMB”) terms] of all of the Group’s entire major products year-on-year (“YoY”). Sales volume for the CFQ declined by 37.9% YoY. This decline was mainly caused by productivity losses due to directives by the local authorities in PRC to industrial plants including the Group to restrict production so as to cut emissions that would affect air quality. These production curbs which were ad-hoc became more prevalent than before during the CFQ and as a result, the Group’s plant in Neihuang County, Henan Province, PRC only operated 26 days during the CFQ. In addition to productivity loss, these curbs also affected the quality of the Group’s peanut oil (its main premium product). This is due to the fact that the Group’s peanut oil extractors need to run for a prolonged period of time so as to reach and then maintain a high temperature of about 120°C in its chambers to extract high quality peanut oil. As a consequence, the quality of the peanut oil produced by the Group was severely affected and this led to the average selling price of the Group’s peanut oil dropping by 36.7% YoY during the CFQ. Another consequence of the production curbs was that the Group’s lost many of its big customers due to its inability to fulfil sales orders and deliver the oil quality that these customers wanted.

The abovementioned declines in sales volume and selling prices especially for peanut oil caused the Group to incur a gross loss of RM8.4 million for the CFQ compared to a gross profit of RM7.0 million for the preceding year corresponding quarter. Peanut oil itself accounted for RM7.7 million of the CFQ’s gross loss.

Despite net operating expenses for the CFQ decreasing to RM1.2 million from that of RM9.6 million for the preceding year corresponding quarter, the gross loss of RM8.4 million caused the Group to suffer an operating loss of RM9.6 million for the CFQ as compared to an operating loss of RM2.7 million in the preceding year corresponding quarter. The huge drop in net operating expenses was mainly due to lower selling and distribution costs and administrative expenses consequent to reduced sales activities and production days.

For the current YTD, the gross loss for the CFQ caused the gross margin to decline to 8.7% from that of 10.7% achieved in the preceding YTD. Although net operating expenses (excluding unrealised exchange differences) for the current YTD of RM17.2 million was much lower than that of RM27.0 million in the corresponding period last year, it could not compensate for the big revenue and margin contractions YoY and consequently, the current YTD’s PBT decreased to RM13.5 million from that of RM16.1 million in the preceding YTD.

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B2 Comments on material changes in profit before taxation

The Group's revenue for the CFQ of RM32.3 million was 58.7% lower than that of RM78.2 million achieved in the preceding financial quarter. This decline was due to the production curbs and peanut oil quality issues during the current CFQ as set out in Note B1.

Average selling prices (in RMB terms) quarter-on-quarter ("QoQ") of all of the Group's products with the exception of branded repackaged soybean oil (a low-end product) were lower with non-branded peanut oil and peanut protein cake dropping the most (36.4% and 20.1% respectively).

Despite net operating expenses for the CFQ of RM1.2 million being much lower than that of RM7.7 million in the preceding financial quarter, the lower revenue and consequently gross loss for the CFQ caused the profit before tax of RM106,000 in the preceding financial quarter to become an operating loss of RM9.6 million for the CFQ.

B3 Commentary on prospects

PRC's campaign against environmental pollution will be intensified in the coming winter heating season in its northern cities especially in the Beijing-Tianjin-Hebei region as well as cities in the smog-prone provinces of Shanxi, Shandong and Henan. As the Group's production plant is located in Neihuang County, Henan, the Group anticipates that the plant will continue to face the production curbs as detailed in Note B1 by the local authorities. The pollution crackdown campaign although driven by the Central Government in Beijing, it is implemented and enforced by local governments and as such, it is likely that the measures taken will be stern and aggressive and from time to time, local officials may overreact and shut down plants such as the Group's plant that met environmental standards. The intensity of this campaign was evident by the fact that due to environmental curbs, the Group's plant only operated 5 days in October 2017.

As part of the above campaign, PRC is rushing to switch from coal to natural gas for its energy needs and its government is ploughing tens of billions of RMB to install equipment, build pipeline networks and storage tanks, and subsidise the higher cost of gas. In line with this coal to gas policy, the Group has already converted its peanut oil extractors to use natural gas (commissioned in August 2017) instead of coal. However, natural gas demand in the coming winter heating season in northern China is expected to strain the gas pipeline networks and storage infrastructure as well as gas supply. This was evident from the fact that China Resources Gas Limited, the natural gas supplier in Neihuang County has notified the Group that the supply of natural gas to its plant from 15 November 2017 to 15 March 2018 may be reduced or ceased as their priority is to supply gas to residential users for heating purposes.

The above environmental curbs and gas supply constraints are expected to have adverse effects on the Group's production and the Group anticipates that its peanut oil production will decrease by at least 50% if not more in the forthcoming financial quarters ending 31 December 2017 and 31 March 2018. This will have adverse impacts on the Group's results for the said financial quarters as these quarters are the best performing quarters in the Group's financial calendar due to the Lunar New Year festivities. Production should gradually recover in the second quarter of 2018 when the winter heating season ends and existing environmental curbs relaxed.

The RM has strengthened marginally by 1.7% against RMB in the first ten months of the current financial year. As the Group's operations are based entirely in the PRC and all its transactions denominated in RMB, ceteris paribus, the RMB parity with RM will also have an impact on the Group's results.

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B4 Profit forecast or profit guarantee

The disclosure requirements for explanatory notes for the variance of actual profit after tax with profit forecast and shortfall in profit guarantee are not applicable.

B5 Tax expense

	Individual	Cumulative
	current quarter from 1 Jul 2017 to 30 Sept 2017	current year from 1 Jan 2017 to 30Sept 2017
	RM'000	RM'000
PRC income tax:		
Current quarter/year expense	-	2,949
Overprovision in the previous quarter	(2,799)	-
	<u>(2,799)</u>	<u>2,949</u>
Effective PRC income tax rate	-	<u>21.9%</u>

The differential between the Group's effective PRC income tax rate for the current YTD with the applicable PRC's income tax rate of 25% was due to the non-taxability of the unrealised gain in foreign exchange.

B6 Status of corporate proposals announced

On 16 October 2017, the Company announced the following corporate proposals:

- (i) A collaboration agreement with Jefaquatech Resources SdnBhd to establish a company for the purposes of exploring business opportunities in tuna and other seafood processing; and
- (ii) A proposed private placement of up to 352,275,000 new ordinary shares representing 10% of the enlarged issued share capital of the Company (calculated on the basis of the Company's issued share capital of 2,348,500,000 ordinary shares as at 13 October 2017 and assuming full exercise of the 1,174,250,000 outstanding warrants 2015/2019 prior to the implementation of the proposed private placement.

These corporate proposals have yet to be completed as of 23 November 2017

Other than the above, there were no corporate proposals announced but not completed as at 23 November 2017.

B7 Borrowings and debt securities

The Group has no borrowings and debt securities as at the end of the CFQ.

B8 Material litigation

The Group has no material litigation pending as of 23 November 2017.

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B9 Dividends payable

No dividend has been declared or recommended for the current financial YTD.

B10 (Loss)/earnings per share

(a) Basic (loss)/earnings per share

The basic (loss)/earnings per share of 0.26sen for the CFQ and 0.41sen for the current financial YTD was derived as follows:

	Individual current quarter from 1 Jul 2017 to 30 Sept 2017	Cumulative current year from 1 Jan 2017 to 30 Sept 2017
(loss)/earnings attributable to owners of the Company (RM'000)	(6,127)	9,739
Weighted average number of ordinary shares in issue ('000)	2,348,500	2,348,500

(b) Diluted (loss)/earnings per share

The diluted (loss)/earnings per share is the same as the basic (loss)/earnings per share as the average market price of the ordinary shares during the current financial YTD was lower than the exercise price of the warrants and accordingly, the effect of the assumed conversion of warrants outstanding will be anti-dilutive and the Company has no other dilutive potential ordinary shares in issue as at the end of the CFQ.

B11 (Loss)/profit before tax

(Loss)/profit before tax is derived after taking into account of the following income/(expenses) items:

	Individual current quarter from 1 Jul 2017 to 30 Sept 2017 RM'000	Cumulative current year from 1 Jan 2017 to 30 Sept 2017 RM'000
Interest income	269	966
Amortisation of government grant	89	269
Other income	-	-
Interest expenses	-	(503)
Depreciation of property, plant and equipment	(482)	(1,699)
Amortisation of land use rights	(96)	(289)
Provision for and write off of receivables	-	-
Provision for and write off of inventories	-	-
Gain or loss on disposal of quoted or unquoted investments or properties	-	-
Impairment of assets	-	-
Gain or loss on derivatives	-	-
Net foreign exchange gain or (loss)	1,179	3,378
Exceptional items (with details)	-	-

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B12 Supplementary information disclosed pursuant to Listing Requirements

The determination of realised and unrealised profits is based on the Guidance of Special Matter No. 1 Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to the Listing Requirements, issued by the Malaysian Institute of Accountants:

	As at 30 Sept2017 RM'000	As at 31 Dec 2016 RM'000
Total retained earnings of the Group		
- Realised	286,024	280,138
- Unrealised	(4,924)	(8,777)
	281,100	271,361
Consolidation adjustments	(5,970)	(5,970)
	275,130	265,391

The above disclosure is solely for complying with the disclosure requirement as stipulated in the directive of Bursa Securities and should not be applied for any other purposes.

By Order of the Board

Datuk Tan LehKiah
Lim ChienJoo (Ms)
Company Secretaries

30 November 2017