# PASUKHAS GROUP BERHAD (686339-A) UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FOURTH (4TH) QUARTER ENDED 31ST DECEMBER 2016

<u>-</u>	INDIVIDUAL CURRENT YEAR QUARTER  31 Dec 2016 RM'000	L QUARTER PRECEDING YEAR CORRESPONDING QUARTER 31 Dec 2015 RM'000	CUMULATIV CURRENT YEAR TO DATE  31 Dec 2016 RM'000	E QUARTER PRECEDING YEAR CORRESPONDING PERIOD 31 Dec 2015 RM'000
Revenue	19,139	19,717	62,834	68,109
Contract Expenses	(17,912)	(16,648)	(57,443)	(59,742)
Gross Profit	1,227	3,069	5,391	8,367
Other Operating Income	389	133	632	1,368
	1,616	3,202	6,023	9,735
Administrative Expenses	(3,325)	(2,191)	(9,619)	(7,015)
Other Expenses	(2,695)	(1,450)	(2,818)	(1,584)
Finance Costs	(60)	(81)	(222)	(350)
Share of Result from Associates (Net)	22	(19)	245	153
(Loss) / Profit Before Taxation	(4,442)	(539)	(6,391)	939
Income Tax Expenses	(24)	(42)	(49)	(42)
(Loss) / Profit After Taxation	(4,466)	(581)	(6,440)	897
Other Comprehensive Income	-	-	-	-
Total Comprehensive (Expense) / Income For The Financial Period	(4,466)	(581)	(6,440)	897
(Loss) / Profit After Taxation Attributable To :- Owners of the Company Non-controlling interests	(4,466)	(581) -	(6,557) 117	897 -
=	(4,466)	(581)	(6,440)	897
Total Comprehensive (Expense) / Income Attributable To :- Owner of the Company Non-Controlling Interests	(4,466) -	(581) -	(6,557) 117	897 -
- -	(4,466)	(581)	(6,440)	897
Weighted average number of shares in issue ('000)	370,112	295,001	370,112	295,001
(Loss) / Earnings per share attributable to the equity holders of the Company (sen)	(1.21)	(0.20)	(1.74)	0.30

### Notes:-

The unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements of the Pasukhas Group Berhad and its subsidiaries ("Group") for the financial year ended 31 December 2015 and the accompanying explanatory notes attached to this interim financial statements.

# PASUKHAS GROUP BERHAD (686389-A) UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE FOURTH (4TH) QUARTER ENDED 31ST DECEMBER 2016

	UNAUDITED AS AT END OF CURRENT QUARTER 31 Dec 2016 RM'000	AUDITED AS AT 31 Dec 2015 RM'000
ASSETS		
NON-CURRENT ASSETS	705	404
Investments in associates Plant and equipment	735 6,841	491 3,768
Deferred tax assets	1,142	3,700 1,142
Other investments	104	104
Goodwill	1,615	-
	10,437	5,505
CURRENT ASSETS		
Inventories	1,687	1,929
Amount owing by contract customers	23,023	5,601
Trade receivables	52,763	34,890
Other receivables, deposits and prepayments	6,312	1,289
Amount owing by associates Tax refundable	2,255 1,165	686 362
Short-term investment	5,114	3,008
Fixed deposits with licensed banks	10,183	10,531
Cash and bank balances	2,943	2,823
	105,445	61,119
TOTAL ASSETS	115,882	66,624
EQUITY AND LIABILITIES EQUITY		
Share capital	37,011	29,500
Merger deficit	(10,500)	(10,500)
Fair value reserve	17	17
Share premium	7,543	933
Retained profits	1,612 35,683	10,450 30,400
NON-CONTROLLING INTERESTS	5,486	50,400
TOTAL EQUITY	41,169	30,400
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NON-CURRENT LIABILITIES Hire purchase payables	430	46
Deferred tax liabilities	62	-
	492	46
CURRENT LIABILITIES		
Trade payables	37,154	21,705
Other payables and accruals	23,529	1,804
Hire purchase payables	95	11
Bankers' acceptance	7,201	9,658
Revolving credits	3,000	3,000
Bank Overdrafts	3,242 74,221	36,178
TOTAL LIABILITIES	74,713	36,224
TOTAL EQUITY AND LIABILITIES	115,882	66,624
Net assets per share (RM)	0.11	0.10

#### Notes:-

The unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2015 and the accompanying explanatory notes attached to this interim financial statements.

# PASUKHAS GROUP BERHAD (686389-A) UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FOURTH (4TH) QUARTER ENDED 31ST DECEMBER 2016

	<	Non-Distr	ibutable	>	Distributable			
	Share Capital	Fair Value Reserve	Merger Deficit	Share Premium	Retained Profits	Attributable To Owners Of The Company	Non- Controlling Interests	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Current period to date ended 31 December 2016								
Balance at 1 January 2016 (Audited)	29,500	17	(10,500)	933	10,450	30,400	-	30,400
(Loss) after taxation / Total comprehensive expense for the financial period	-	-	-	-	(6,557)	(6,557)	117	(6,440)
Issuance of share						4.00-		4.007
Private Placement     Expenses on issuance of Private Placement	2,950	-	-	1,917 (96)	-	4,867 (96)	<del>-</del>	4,867 (96)
- Acquisition of a subsidiary	4,561	-	-	4,789	(2,281)	7,069	5,369	12,438
Balance at 31 December 2016 (Unaudited)	37,011	17	(10,500)	7,543	1,612	35,683	5,486	41,169
Preceding period to date ended 31 December 2015								
Balance at 1 January 2015 (Audited)	29,500	17	(10,500)	933	9,553	29,503	-	29,503
Profit after taxation / Total comprehensive income for the financial period	-	-	-	-	897	897	-	897
Balance at 31 December 2015 (Audited)	29,500	17	(10,500)	933	10,450	30,400	-	30,400

#### Notes:-

The unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2015 and the accompanying explanatory notes attached to this interim financial statements.

# PASUKHAS GROUP BERHAD (686389-A) UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE FOURTH (4TH) QUARTER ENDED 31ST DECEMBER 2016

FOR THE FOURTH (4TH) QUARTER ENDED 31ST DECEMBER 2016	UNAUDITED CURRENT PERIOD TO DATE 31 Dec 2016 RM'000	AUDITED PRECEDING PERIOD TO DATE 31 Dec 2015 RM'000
CASH FLOWS FOR OPERATING ACTIVITIES (Loss) / Profit before taxation	(6,391)	939
Adjustments for:-		
Allowance for impairment loss on trade receivables	2,057	-
Depreciation of plant and equipment	583	170
Gain on foreign exchange - unrealised	(82)	(83)
Interest expense	261	350
Writen off of deposits	-	320
Writen off of plant and equipment	-	1,169
Loss / (Gain) on disposal of plant and equipment	2	(111)
Impairment loss on other receivables	- (004)	1 (200)
Interest income	(361)	(323)
Share of result in associates	(245)	(153)
Operating (loss) / profit before working capital changes	(4,176)	2,279
Decrease / (Increase) in inventories	243	(278)
(Increase) / Decrease in amount owing by contract customers	(6,054)	131
Decrease / (Increase) in trade and other receivables	10,272 (3,096)	(12,081) 2,274
(Decrease) / Increase in trade and other payables  Net Increase in amount owing by associates	· · ·	2,214
	(1,569)	2 110
Net (decrease) / Increase in amount owing to associates	-	3,112
Net Decrease / (Increase) in amount owing by related parties	(4.200)	50
CASH FLOWS FOR OPERATING ACTIVITIES	(4,380)	(4,513)
Interest paid	(261) (845)	(350) 763
Income tax (Paid) / Refund  NET CASH FOR OPERATING ACTIVITIES		
NET CASH FOR OPERATING ACTIVITIES	(5,486)	(4,100)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of subsidiary	1,556	-
Interest received	361	323
Purchase of plant and equipment	(179)	(297)
Advance to associates	-	(8)
Withdrawal / (Placement) of fixed deposit pledged	348	(97)
Proceeds from disposal of plant and equipment	4	1,697
NET CASH FROM INVESTING ACTIVITIES	2,090	1,618
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of share capital from Private Placement	4,867	_
Share issuance expenses paid	(96)	_
Net (Repayment) / Drawdown in bankers' acceptances	(2,457)	4,825
Net Repayment of hire purchase obligations	(16)	(159)
NET CASH FROM FINANCING ACTIVITIES	2,298	4,666
NET (BEODE ACT) IN ADDITION IN A AND A CONTROL OF THE CONTROL OF T	** ***	
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS	(1,098)	2,184
FOREIGN EXCHANGE RATE ADJUSTMENT	82	215
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL PERIOD	5,831	3,432
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL PERIOD	4,815	5,831

### Notes:-

The unaudited Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2015 and the accompanying explanatory notes attached to this interim financial statements.

## A. EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134: INTERIM FINANCIAL REPORTING

#### A1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with Malaysian Financial Reporting Standard ("MFRS") 134: Interim Financial Reporting in Malaysia and Appendix 9B of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements").

The unaudited Condensed Consolidated Interim Financial Statements should be read in conjunction with the audited consolidated financial statements of the Group for the financial year ended 31 December 2015. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant for an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2015.

### A2. Changes in Accounting Policies

The significant accounting policies and methods of computation adopted by the Group in this interim financial statements are consistent with those adopted in the audited financial statements for the financial year ended 31 December 2015.

The Group adopted the following Standards, Amendments and IC Interpretations:-

MFRS 14 Regulatory Deferral Accounts

Amendments to MFRS 11: Accounting for Acquisitions of Interests in Joint Operations

Amendments to MFRS 10, MFRS 12 and MFRS 128 (2011): Investment Entities - Applying the Consolidation Exception

Amendments to MFRS 101: Presentation of Financial Statements - Disclosure Initiative

Amendments to MFRS 116 and MFRS 138: Clarification of Acceptable Methods of Depreciation and Amortisation

Amendments to MFRS 116 and MFRS 141: Agriculture – Bearer Plants

Amendments to MFRS 127 (2011): Equity Method in Separate Financial Statements

Annual Improvements to MFRSs 2012 - 2014 Cycle

The Group has not applied in advance the following accounting standards and interpretations (including the consequential amendments) that have been issued by the Malaysian Accounting Standards Board ("MASB") but are not yet effective for the current financial period.

MFRS and IC Interpretations (Including The Consequential Amendments)	Effective Date
MFRS 16 Leases	1 January 2019
MFRS 9 Financial Instruments (IFRS 9 issued by IASB in July 2014)	1 January 2018
MFRS 15 Revenue from Contracts with Customers	1 January 2018
Amendments to MFRS 10 and MFRS 128 (2011): Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until Further notice
Amendments to MFRS 15: Effective Date of MFRS 15	1 January 2018
Amendments to MFRS 107: Disclosure Initiative	1 January 2017
Amendments to MFRS 112: Recognition of Deferred Tax Assets for Unrealised Losses	1 January 2017

### A3. Auditor's Report on Preceding Annual Financial Statements

There were no audit qualification to the annual audited financial statements of the Group for the financial year ended 31 December 2015.

#### A4. Seasonal or Cyclical Factors

The business operations of the Group were not significantly affected by seasonal or cyclical factors.

### A5. Unusual Items

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

#### A6. Material Changes in Estimates

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

### A7. Changes in Debts and Equity Securities

There were no issuances, cancellations or repayments of debt and equity securities, share buy backs, share cancellation, shares held as treasury share and resale of treasury shares for the current financial quarter under review and financial year-to-date.

#### A8. Dividend

There were no dividends declared or paid during the financial year to date under review.

#### A9. Segmental Information

The segmental revenue and results for the financial year-to-date under review are as follows:-

#### **Revenue by Operating Segments**

	M&E Engineering Services	Manufacturing of LV switchboards	Civil Engineering and Construction Services	Trading of Equipment	Group
Davianua	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue External revenue	11,501	4,969	42,531	3,833	62,834
Inter-segment revenue  Total segment revenue	11,501	4,969	- 42,531	3,833	62,834
Segment result Other operating income Administrative expenses Other expenses Finance costs Share of Result from Associates (Notes that expense) Loss after taxation	1,950 Net)	1,064	2,425	(48) 	5,391 632 (9,619) (2,818) (222) 245 (49) (6,440)

All 4 main business segments are held by Pasukhas Sdn Bhd and Pasukan Khas Construction Sdn Bhd, thus the Group's contract expenses, operating expenses, income taxes, assets and liabilities are managed on a group basis and are not allocated to operating segments.

#### A9. Segmental Information (Continue)

#### **Revenue by Geographical Markets**

		Current Year To Date	
	31 Dec		
	RM'000	%	
Malaysia	62,834	100	
	62,834	100	

#### A10. Valuation of Plant and Equipment

There was no valuation of plant and equipment in the current financial guarter under review.

#### A11. Subsequent Material Events

There are no material events subsequent to the financial quarter ended 31 December 2016 that have not been reflected in this interim financial statements.

#### A12. Changes in the Composition of the Group

There were no changes in the composition of the Group for the current financial quarter under review, except for the following:

The Company had, on 23 December 2016 announced that 45,610,566 new Company Shares issued pursuant to the Proposed Acquisition of Pasukan Khas Construction Sdn Bhd ("PKC") have been listed and quoted on the ACE Market of Bursa Securities, marking the completion of the Proposed Acquisition of PKC. Upon the completion of the acquisition, PKC became a subsidiary of the Company.

PKC is presently active and is principally engaged in the business of provision of Civil Engineering and Construction services.

Concurrently, the Company and PKC Vendors had entered into a supplemental letter of PKC SSA to mutually waive the requirement to comply with Clause 7.2.2(a), Clause 7.2.6(c) and Schedule 4 of the PKC SSA in order to retain Dato' Teng Yoon Kooi as a director of PKC.

On the same date, the Company had also entered into the shareholders' agreement with PKC Vendors ("PKC SHA") to govern the material aspects of the joint management and conduct of business of PKC. The salient terms of the PKC SHA are set out in the Company's circular to shareholders dated 16 November 2016.

The Board of Director is of the opinion that the Acquisition is in the best interest of the Group.

#### A13. Contingent Assets or Liabilities

Save as disclosed below, there were no contingent assets or contingent liabilities since the last audited financial statements of the Group for the financial year ended 31 December 2015:-

	Current Quarter	Preceding
	Ended	Financial Year
		Ended
	31 Dec 2016	31 Dec 2015
	RM'000	RM'000
Contingent Liability		
- Bank guarantee issued	650	6,014

### A14. Capital Commitments

The Group does not have any material capital commitments in respect of plant and equipment as at the end of the current financial quarter under review.

### A15. Capital Expenditure

Save as disclosed below, there were no major additions and disposals of the plant and equipment during the current financial quarter under review.

	<b>Current Quarter</b>	Cumulative
	Ended	Year-To-Date
	31 Dec 2016	31 Dec 2016
	RM'000	RM'000
Nature of transaction		
Purchase of Plant and Equipment	900	900

### A16. Related Party Transactions

Save as disclosed below, there were no related party transactions for the current financial quarter under review and financial year-to-date:-

	Current Quarter Ended 31 Dec 2016 RM'000	Cumulative Year-To-Date 31 Dec 2016 RM'000
Nature of transaction Rental of premises	185	667

#### B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

#### **B1.** Review of Performance

The Group recorded a revenue of RM19.139 million for the current financial quarter under review as compared to RM19.717 million in the preceding corresponding quarter representing an decrease of RM0.578 million or 2.93%. The decrease was mainly attributable to slightly decrease in activities on ongoing projects for local Civil Engineering and Construction services and M&E Engineering services projects which translates into lower revenue. The Group's revenue was derived solely from Malaysia.

The Group recorded a gross profit before tax of RM1.227 million as compared to a gross profit before tax of RM3.069 million in the corresponding quarter of the preceding year due to lower margin derived from C&S Engineering services.

The Civil Engineering and Construction Services provided the largest contribution to the Group's gross profit of RM2.425 million or 44.98% with a revenue of RM42.531 million or 67.69%. The remaining revenue and gross profit are contributed from the M&E Engineering services, Manufacturing of LV Switchboards, and Trading of Equipment.

The Group recorded a negative cash flow from operating activities amounting to RM4.380 million and a negative net cash flow from operating activities of RM5.486 million after adjusting for interest and income tax paid. The negative cash flow are mainly due to significant increase in amount owing by contract customers and decrease in trade and other payables.

#### B2. Comparison with Preceding Quarter's Results

	Current	Preceding	Variance
	Quarter	Quarter	
	31 Dec 2016	30 Sept 2016	
	RM'000	RM'000	RM'000
Revenue	19,139	9,404	9,735
Loss before tax	(4,442)	(2,350)	(2,092)

Revenue of the Group increased by 103.52% amounting to RM9.735 million for the current financial quarter as compared to immediate preceding financial quarter mainly due to the revenue contributed from a newly acquired subsidiary, Pasukan Khas Construction Sdn Bhd amounting to RM9.694 million in Civil Engineering and Construction business segment. The Group reported a net loss before tax of RM4.442 million for the current financial quarter as compared to a net loss before tax of RM2.350 million in the immediate preceding quarter mainly due to impairment loss of trade receivables of RM2.057 million.

#### B3. Prospects

The revenue driver of the Group for the current year to date remain primarily from Civil Engineering and Construction services and M&E Engineering work. Moving forward, the Group is expected to continue seeking to expand its Civil Engineering and Construction services beside M&E Engineering services for the financial year ending 31 December 2017. The Civil Engineering and Construction services business segments shall serve alongside M&E Engineering services business segment to bring the Group towards achieving its future business plans and expansion targets.

Despite the above, the Group has been aggressively seeking for new projects by selectively participating albeit cautious approach in tenders for sizable contracts with reasonable margins to increase the order book as well as seeking new business avenues or joint venture partners.

Furthermore, with the acquisition of Pasukan Khas Construction Sdn Bhd and the proposed diversification into the provision of energy utilities services and power generation division, the Board expect positive prospect for the Group moving forward.

#### B4. Taxation

	Current Quarter Ended 31 Dec 2016 RM'000	Cumulative Period-To-Date 31 Dec 2016 RM'000
Current tax expenses:		
- for the financial period	-	-
- over/(under)provision in the previous financial period	48	48
Deferred tax expense:		
- for the financial period	-	-
- over provision in the previous financial period	-	-
Current Tax for the current financial period	48	48

The statutory tax rate for the current financial year is 24%.

#### B5. Profit Forecast and Profit Guarantee

The Group has not issued any profit forecast or profit guarantee during the current financial quarter under review.

#### B6. Status of Corporate Proposal

There were no corporate proposals pending completion as at the date of issuance of this interim report, except for the following:

On 2 August 2016, Hong Leong Investment Bank Berhad ("HLIB"), on behalf of the Company, announced that the Company had on 2 August 2016 entered into the following agreements:-

- (i) a conditional share sale agreement between the Company and Dato' Sri Teng Ah Kiong ("DSTAK"), Wee Hiang Chyn and Ong Mei Lee for the proposed acquisition of 70% equity interest of Pasukan Khas Construction Sdn Bhd (formerly known as Pasukhas Construction Sdn Bhd) ("PKC") for a purchase consideration of approximately RM17.2 million ("Proposed Acquisition of PKC"); and
- (ii) a conditional share sale agreement between Pasukhas Energy Sdn Bhd (formerly known as Bidara Majujaya Sdn Bhd) ("PESB"), a wholly owned subsidiary of the Company, and Maser (M) Sdn Bhd ("Maser") for the proposed acquisition of 100% equity interest in I.S. Energy Sdn Bhd ("ISE") for a purchase price of RM1.0 million as well as a debt settlement agreement between PESB, Maser and ISE for the settlement of inter-company advances owed by ISE to Maser for a sum of RM13.3 million, subject to adjustment ("Proposed Acquisition of ISE"). The total purchase consideration for the Proposed Acquisition of ISE is RM14.3 million.

The Proposed Acquisition of PKC and the Proposed Acquisition of ISE are collectively referred to as the "Proposed Acquisitions".

In conjunction with the Proposed Acquisitions, on behalf of the Company, HLIB also announce that the Company proposes to undertake the following:-

- (i) proposed diversification of the existing core businesses of the Company to include energy utilities services and power generation business ("Proposed Diversification") pursuant to the Proposed Acquisition of ISE;
- (ii) proposed private placement of up to 37.0 million new Company Shares, representing 10% of the issued and paid-up share capital of the Company upon completion of the Proposed Acquisition of PKC ("Proposed Private Placement");
- (iii) proposed rights issue of up to 407.1 million Company shares ("Rights Shares") on the basis of 1 Rights Share for every 1 existing Company Share held by the shareholders whose names appear in the Record of Depositors of the Company on an entitlement date to be determined later by the Board after the Proposed Acquisitions and Proposed Private Placement ("Proposed Rights Issue");
- (iv) proposed exemption to Tara Temasek Sdn Bhd ("Tara Temasek") and persons acting-in-concert with Tara Temasek ("PACs") under Section 219 of the Capital Markets and Services Act, 2007 and Paragraph 16.1 (b), Practice Note 9 of the Malaysian Code on Take-Overs and Mergers 2010 from the obligation to undertake a mandatory take-over offer for the remaining Company Shares not already held by Tara Temasek and the PACs upon the issuance of the Rights Shares to them under minimum subscription level ("Proposed Exemption");
- (v) proposed increase in authorised share capital of the Company ("Proposed Increase in Authorised Share Capital"); and
- (vi) proposed amendments to the Memorandum and Articles of Association of the Company ("Proposed Amendments").

#### **B6.** Status of Corporate Proposal (Continue)

On 18 August 2016, HLIB further announced that the Company had procured an irrevocable written undertaking from DSTAK, Dato' Teng Yoon Kooi, and Tara Temasek that they will subscribe in aggregate not less than RM30.0 million value of Rights Shares to meet the Minimum Subscription Level of the Proposed Rights Issue.

In view of the revised undertaking by Tara Temasek, Tara Temasek and its PACs are no longer required to seek an exemption from a mandatory general offer obligation pursuant to Paragraph 9(1), Part III of the Code. Accordingly the appointment of the Independent Adviser and approval from Security Commissioner ("SC") for the Proposed Exemption are no longer required.

On 19 September 2016, HLIB announced that the additional listing application together with the circular to the shareholders of the Company in relation to the Proposals was submitted to Bursa Securities.

On 3 November 2016, HLIB announced that Bursa Securities had, vide its letter dated 3 November 2016, approved the corporate proposals.

On 10 November 2016, HLIB announced that PESB, a wholly owned subsidiary of the Company had on 10 November 2016 entered into the following:

- (i) a supplemental agreement of the ISE SSA between PESB and Maser; and
- (ii) a supplemental agreement of the ISE DA between PESB, Maser and ISE in which the parties mutually agreed:
  - (a) to an extension until 31 December 2016 for the fulfillment of the ISE Conditions Precedents in the ISE SSA;
  - (b) that ISE SSA Deposit to be released to the Maser upon the signing of the supplemental agreements mentioned above;
  - (c) that a sum of RM1,210,000, being part of the ISE DA Deposit to be released to Maser upon the signing of the supplemental agreements mentioned above; and
  - (d) that a sum of RM1,400,000, being the balance of the ISE DA Deposit, to be released to the solicitors of Maser as stakeholder within 3 working days from the date the Company has held its EGM to approve the Proposed Acquisition of ISE.

On 22 November 2016, HLIB announced that the Company and the PKC Vendors had mutually agreed to an extension of one month until 31 December 2016 for the fulfillment of the PKC Conditions Precedent in the PKC SSA.

On 22 December 2016, the Company announced that the acquisition of 70% equity interests in Pasukan Khas Construction Sdn Bhd for a purchase consideration of RM17,233,990 to be satisfied via issuance of 45,610,566 new ordinary shares of RM0.10 each in PGB ("PGB Shares") at an issuance price of RM0.205 per PGB Share and RM7,873,824 in cash.

On 23 December 2016, HLIB on behalf of the Company, announced that 45,610,566 new PGB Shares issued pursuant to the Proposed Acquisition of PKC have been listed and quoted on the ACE Market of Bursa Securities on 23 December 2016, marking the completion of the Proposed Acquisition of PKC.

Concurrently, the Company and PKC Vendors had on 23 December 2016 entered into a supplemental letter of PKC SSA to mutually waive the requirement to comply with Clause 7.2.2(a), Clause 7.2.6(c) and Schedule 4 of the PKC SSA in order to retain Dato' Teng Yoon Kooi as a director of PKC.

On the same date, the Company had also entered into the shareholders' agreement with PKC Vendors ("PKC SHA") to govern the material aspects of the joint management and conduct of business of PKC. The salient terms of the PKC SHA are set out in the Company's circular to shareholders dated 16 November 2016.

The PKC SHA will be available for inspection at the registered office of the Company at 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P.Ramlee, 50250 Kuala Lumpur during normal office hours (except for public holidays) for a period of 3 months from the date of this announcement.

On 16 January 2017, on behalf of the Company, HLIB announced that the Board has fixed the issue price for 35,675,000 Placement Shares at RM0.15 each.

The issue price of RM0.15 per Placement Share represents a discount of approximately 8.03% to the 5-Day VWAMP of PGB Shares up to and including 13 January 2017, being the last traded day for PGB Shares prior to this announcement, of RM0.1631 per PGB Share.

### B6. Status of Corporate Proposal (Continue)

On 24 January 2017, HLIB on behalf of the Company, announced that the PESB, a wholly owned subsidiary of the Company, had on 24 January 2017 entered into the following:

- (a) a supplemental agreement to the ISE SSA between PESB and Maser ("ISE Supplemental SSA 2"); and
- (b) a supplemental agreement of the ISE DA between PESB, Maser and ISE ("ISE Supplemental DA 2").

The salient terms of the ISE Supplemental SSA 2 are as follow:

- (a) the ISE Completion Date shall be extended to 17 March 2017 ("New ISE Completion Date"), provided that:
  - (i) PESB to pay Maser the remaining ISE SSA Consideration of RM710,000 on the New Completion Date, together with late payment interest of 8% per annum on day to day basis, calculated from 18 January 2017 until the date of full payment; and
  - (ii) PESB to make payment of premium payable for subscription of insurances by ISE effective from May 2017, subject that ISE SSA has been completed.

The salient terms of the ISE Supplemental DA 2 are as follow:

- (a) the completion date of the ISE DA shall be extended to 17 March 2017, being the New ISE Completion Date, provided that the Balance Settlement Sum is paid in the following manner:
  - (i) The 85% of the Balance Settlement Sum is to paid in two tranches:

	Balance Settlement Sum	Interest Rate
(aa)	PESB to pay a sum of RM3,500,000 on or before 7	Nil.
	February 2017; and	
(ba)		8% per annum on day to day basis, calculated from 18 January 2017 until the date of full payment.

(ii) The 15% of the Balance Settlement Sum shall be paid within 3 months from the New ISE Completion Date, together with late payment interest of 8% per annum on day to day basis, calculated from 18 April 2017 until the date of full payment.

This announcement is dated 24 January 2017.

On 25 January 2017, HLIB on behalf of the Company, announced that the Private Placement has been completed following the listing of and quotation for 35,675,000 new PGB Shares on the ACE Market of Bursa Malaysia Securities Berhad on 25 January 2017. The Company has raised a total gross proceed of RM5,351,250 from the Private Placement.

### B7. Status of Utilisation of Proceeds

(i) The Company had on 26 November 2015 proposed to undertake a private placement of up to 29,500,000 new ordinary shares of RM0.10 each in the Company representing approximately ten percent (10%) of the total issued and paid-up share capital of the Company ("Private Placement") to independent third party investor(s) to be identified.

Bursa Malaysia Securities Berhad had on 15 December 2015 granted its approval for the Private Placement. With the completion of the Private Placement on 18 April 2016, the Company has raised a total proceeds of RM4.868 million, which is expected to be utilised in the following manner:-

Purpose	Proposed Amount RM'000	Amount Utilised RM'000	Amount Unutilised RM'000	Timeframe for Utilisation upon Listing Date
Working Capital	772 **	772	-	Within 6 months
Deposit for Banking Facilities	4,000	1,000	3,000	Within 12 months
Estimated Private Placement Expenses	96 *	96	-	Within 1 month
	4,868	1,868	3,000	

<sup>\*</sup> Actual private placement expenses amounting to RM0.096 million.

(ii) The Company had on 23 January 2017 proposed to undertake a private placement of up to 35,675,000 new ordinary shares of RM0.10 each in the Company representing approximately ten percent (10%) of the total issued and paid-up share capital of the Company ("Private Placement") to independent third party investor(s) to be identified.

Bursa Malaysia Securities Berhad had on 16 January 2017 granted its approval for the Private Placement. With the completion of the Private Placement on 25 January 2017, the Company has raised a total proceeds of RM5.351 million, which is expected to be utilised in the following manner:-

Purpose	Proposed Amount RM'000	Amount Utilised RM'000	Amount Unutilised RM'000	Timeframe for Utilisation upon Listing Date
Working Capital	5,351	2,016	3,335	Within 18 months
	5,351	2,016	3,335	

#### B8. Group Borrowings and Debt Securities

The total borrowings of the Group as at 31 December 2016 are as follows:-

	Short Term	Long Term
Secured	RM'000	RM'000
Hire purchase payables	95	430
Bankers' acceptances (90 days to 150 days)	7,201	-
Revolving credits	3,000	-
	10,296	430

All borrowings of the Group are denominated in Ringgit Malaysia.

<sup>\*\*</sup> Reclassification from estimated private placement expenses to working capital amounting RM0.004 million.

### B9. Material Litigation

There were no material litigation, involving the Group since the date of the last annual statement of financial position of the Group as at 31 December 2015 up to the date of this interim report, except for the following:-

#### (i) Kuala Lumpur High Court Suit No. WA-22NCVC-232-04-2016

On 20 April 2016, Pasukhas Sdn Bhd, a subsidiary of the Company (plaintiff) filed a Writ and Statement of Claim against Shimizu Corporation, Nishimatsu Construction Co. Ltd, UEM Builders Berhad and IJM Construction Sdn Bhd (defendants) for the following reliefs:-

- (a) Special damages of RM4,693,157.00 as acquisition costs;
- (b) As an alternative to paragraph (a), special damages of RM4,758,040.50 as replacement costs:
- (c) Loss of profit to be assessed;
- (d) General damages;
- (e) Interest; and
- (f) Cost on a full indemnity basis;

The matter is fixed for trial on 27 to 31 March 2017.

The Company will make further announcements on any material development on this matter.

#### (ii) Kuala Lumpur Magistrate Court Suit No.: WA-A72NCC-46520-07/2016

On 27 July 2016, Buildcon-Cimaco Concrete Sdn Bhd (plaintiff) filed a Writ and Statement of Claim against PSB and the Company (defendants) for the principal sum of RM62,595.12 with interest of RM7,081.72 as at 15 May 2016. The defendants have filed and served the Defence and Counterclaim against the plaintiff for, inter alia, special damages amounting to RM4,518,169.09 on 5 September 2016. At the same time, the defendants have received the plaintiff's summary judgment application. The matter is fixed for further case management on 9 September 2016.

During the case management on 9 September 2016, the Court directed as follows:-

- (a) Summary Judgment Application
  - (1) Defendants to file their Affidavit in Reply by 21 September 2016; and
  - (2) Plaintiff to file the Affidavit in Reply by 5 October 2016;
- (b) Main Suit
  - (1) Plaintiff to file Reply and Defence to Counterclaim by 21 September 2016.

Since the counterclaim filed by the Defendants exceeds the monetary limit of the Magistrates Court's jurisdiction, the Defendants have filed an Originating Summons to transfer the matter to the High Court ("Originating Summons"). The Court has on 20 October 2016 granted order in terms of the Originating Summons to transfer the matter to the High Court.

On 23 February 2017, the Company was informed by its solicitors that the suit has been transferred to High Court under Suit No. WA-22C-4-01/2017 and the plaintiff's summary jugdement is now fixed on 20 March 2017.

The Company will make further announcements on any material development on this matter.

#### B9. Material Litigation (Continue)

## (iii) An Adjudication Matter Between Pasukhas Sdn Bhd and Townscapes Builder Sdn Bhd Pursuant to Notice of Adjudication dated 28 September 2016

Pasukhas Sdn Bhd ("Claimant") had on 28 September 2016 served a Notice of Adjudication to its sub-contractor, Townscapes Builder Sdn Bhd ("Respondent") for a construction contract claim under the Construction Industry Payment and Adjudication Act 2012. The Claimant is claiming against the Respondent for payment on behalf and liquidated damages for the sum of RM6,059,691.94 and the Respondent is counterclaiming for payment under progress claim for the sum of RM3,294,856.04.

On 30 September 2016, PSB has proceeded with the adjudication claim and is seeking against Townscapes the following reliefs and remedies:

- (a) A sum of RM6.059.691.94 being the various expenses incurred on behalf of Townscapes and liquidated damages for delay:
- (b) Interest:
- (c) Cost; and
- (d) Any other and further reliefs deemed appropriate by the Adjudicator.

The adjudication submission was made and pending decision. PSB anticipates a counterclaim to the sum of RM3,294,856.04 to be mounted by the Townscapes.

Pasukhas Sdn Bhd ("PSB") had on 29 November 2016 entered into a Dispute Resolution Agreement with the Defendant whereby it was agreed that all disputes arising out of the sub-contract for the following projects will be referred to mediation and failing which to fast track arbitration in accordance with the Dispute Resolution Agreement, and all pending legal proceedings in relation to the above projects will be discontinued.

Following the Dispute Resolution Agreement, the Adjudication proceeding has been discontinued and parties proceeded with mediation.

The respondent disputes the entire claim of the claimant and is pending the filling of points of defence and counterclaim by the respondent.

The Company will make further announcements on any material development on this matter.

# (iv) Litigation proceedings against Townscapes Builders Sdn Bhd ("the Defendant"), at the Shah Alam High Court. Suit No: WA-22NCVC-232-04/2016 ("The Suit")

On 17 November 2016, the above proceeding is related to the project known as:

Construction & Completion of:-

Apartment Housing Scheme which includes:

- (1) Apartment Block A (14 Storey) (i) 13 Storey (130 Units) Apartment (ii) 1 Storey Carpark (iii) 1 unit electrical Sub-station;
- (2) Apartment Block B (14 Storey) (i) 13 Storey (130 units) Apartment (ii) 1 Storey Carpark;
- (3) 1 Storey Club House and Swimming Pool; and
- (4) Guard House.

On Lot 208397, 69040, 69041, 69042 and 69043, Taman Bintang, Bandaraya Ipoh, Mukim Hulu Kinta, Daerah Kinta, Perak Darul Ridzuan for Messrs Empire Multiple Sdn Bhd" ("the Project") and relates to the works identified as "Supply of Materials, Labour, Machineries, Equipment & Tools for Structural Works" (the "Works").

The details of events leading to the commencement of the Litigation:

- (1) The Litigation arises from sun-contractor works carried out by the Defendant in respect of the Sub-Contract for thr Supply of Materials, Labour, Equipment & Tools For Structural Works Only for the Project.
- (2) There were attempts to negotiate for a written contract for the said sub-contract works but parties never reached an agreement on the same and consequently no written contract was entered into between the panties.

#### B9. Material Litigation (Continue)

- (iv) Litigation proceedings against Townscapes Builders Sdn Bhd ("the Defendant"), at the Shah Alam High Court. Suit No: WA-22NCVC-232-04/2016 ("The Suit") (Continue)
  - (3) Notwithstanding the aforesaid, the Defendant attempted to commence adjudication proceedings against PSB for purposes of recovery of sums allegedly outstanding from the sub-contract works.
  - (4) After verification and acting upon legal advice, PSB has determined that the adjudication proceedings were misconducted due to:
    - (a) the lack of a written contract which is a pre-requisite for adjudication proceedings; and
    - (b) the failure of the Defendant to properly serve a Payment Claim on PSB which is also a pre-requisite for adjudication proceedings.

The Plaintiff is seeking for declaratory orders from the Shah Alam High Court to the effect that, inter alia, there was no written contract between the Plaintiff and the Defendant for the Works in respect of the Project, and for consequential declaratory order that the Construction Industry Payment and Adjudication Act 2012 would therefore not apply as between the Plaintiff and the Defendant.

Without the requisite declaratory orders, the Company anticipates an adjudication claim to the sum of RM1,655,730.73 to be made by the Defendant against the Plaintiff.

This matter has been withdrawn pursuant to the Dispute Resolution Agreement dated 29 November 2016 and the dispute has been referred to Arbitration pursuant to the Notice of Arbitration dated 26 January 2017.

On 27 January 2017, the Company announced that Pasukhas Sdn Bhd ("the Respondent") had on 27 January 2017 received a Notice of Arbitration dated 26 January 2017 from Townscapes Builders Sdn Bhd ("the Claimant") vide its solicitors, Messrs Tan Swee Im, Siva & Partners.

The Claimant is claiming in the Arbitration for the following in regards to the project for Messrs Empire Multiple Sdn Bhd:

- (1) That the Respondent pays the Claimant the total sum of RM3,281,961.64;
- (2) Further interest where appropriate;
- (3) Costs; and
- (4) Any further or other relief that the arbitrator deems fit and proper to grant

On 24 February 2017, the Company announced that Pasukhas Sdn Bhd had on 23 February 2017 filed its Statement of Defence and Counterclaim.

In the Statement of Defence and Counterclaim, the Respondent disputed the entire claim of the Claimant save for a sum of RM472,042.12 and has counterclaimed a sum of RM 281,003.34 against the Claimant.

A case management has been fixed on 28 February 2017 before the appointed Arbitrator for further directions of the proceedings.

The Company will keep the shareholders informed of the arbitration proceedings and make further announcements as and when appropriate.

(v) Issuance of Payment Claim under Construction Industry Payment and Adjudication Act 2012 ("CIPAA") against Emerald Capital (Ipoh) Sdn Bhd ("Emerald")

The Board of the Company wishes to announce that Pasukhas Sdn Bhd ("PSB"), a wholly-owned subsidiary had served 1 Payment Claim under Section 5 of the Construction Industry Payment & Adjudication Act 2012 ("CIPAA") against Emerald Capital (Ipoh) Sdn Bhd ("Emerald") on 10 January 2017 for a total amount of RM8,293,657.79 ("CIPAA Payment Claim") being outstanding sum due and owing by Emerald.

The CIPAA Payment Claim is related to the project known as "Phase 2-1 Block Condominium 18 Storeys (240 Units) Together with the Common Facilities Erected On Podium 5 Storeys Together with the Accessory Parcels And 2 Storeys of Shop Lot (9 Units) Erected Upon Lot 25117 and 25118 (Previous Lot: 206349), Mukim Hulu Kinta, Daerah Kinta, Perak Darul Ridzuan For Messrs Emerald.

#### B9. Material Litigation (Continue)

## (v) Issuance of Payment Claim under Construction Industry Payment and Adjudication Act 2012 ("CIPAA") against Emerald Capital (Ipoh) Sdn Bhd ("Emerald") (Continue)

There is no operational impact arising from CIPAA Payment Claim and the Company will keep the shareholders informed of the status of the proceedings and make further announcements as and when appropriate.

On 14 February 2017, PSB had instituted adjudication proceedings under the CIPAA against Emerald. PSB anticipates a counterclaim to the sum of RM8,491,493.00 to be mounted by Emerald.

The Company will keep the shareholders informed of the status of the proceedings and make further announcements as and when appropriate.

#### (vi) Kuala Lumpur High Court Originating Summons No.: 24NCC(ARB)-30-08/2012

Pasukan Khas Construction Sdn Bhd ("PKC") and I-Innovations Construction Sdn Bhd ("ICSB") filed an action against MTM Millenium Holdings Sdn Bhd ("MTM") in the High Court for the following:-

- (a) that the final award dated 28 May 2012 awarded by the Arbitrator, Mr David Cheah Ming Yew ("Final Award") be recognized as binding and be enforced by entry of judgment against MTM in the sum of RM4,811,808.34, inclusive of interest amounting to RM1,093,720.16 as at 28 May 2012 and RM24,928.64 being half of the Arbitrator's costs as awarded in the said Final Award; and
- (b) Interest at the rate of 8% per annum on the sum of RM3,693,159.54 from 29 May 2012 until the date of full settlement as awarded in the said Final Award:

On 10 September 2012, the Court granted an ex parte order recognising the Final Award as judgment ("Order").

Subsequent to the above, MTM filed an application to set aside the Order and the same has been dismissed by the High Court. MTM has then lodged an appeal against the dismissal of their setting aside application in the Court of Appeal and this appeal has also been dismissed with costs of RM20,000 to be paid to the respondents. Subsequently, MTM filed an application for leave to appeal to the Federal Court against the decision (Federal Court Civil Application No: 08(i)-456-10/2015) ("FC Application"). The hearing date initially fixed on 27 June 2016 has been adjourned to 24 August 2016. The hearing on 24 August 2016 was adjourned again to 27 September 2016. Thereafter, the hearing has been further adjourned to 26 January 2017.

MTM has also filed an application to the High Court to stay the execution of the Order which has been allowed ("Stay Order"). PKC subsequently lodged an appeal to the Court of Appeal against the decision of the Stay Order which has been struck out with no order as to costs.

The FC Application was dismissed on 26 January 2017. Pursuant to the dismissal of the FC Application, application of the Stay Order has lasped.

The Company will keep the shareholders informed of the status of the proceedings and make further announcements as and when appropriate.

### (vii) Kuala Lumpur High Court Companies (Winding Up) No: 28NCC-254-05/2015

Pasukan Khas Construction Sdn Bhd ("PKC") and ICSB presented a winding-up petition against MTM forof MTM's failure to adhere to final award dated 28 May 2012 awarded by the Arbitrator, Mr David Cheah Ming Yew for payment of the sum of RM4,811,808.34, inclusive of interest amounting to RM1,093,720.16 as at 28 May 2012 and RM24,928.64 being half of the Arbitrator's costs as awarded in the said Final Award.

This matter has been fixed for case management on 28 June 2016. The date of case management of this matter has been fixed again on 13 February 2017.

However, pursuant to the abovementioned Stay Order granted by the High Court, the proceedings of this petition cannot proceed further pending the disposal of the FC Application.

PKC has presented a winding up petition against MTM for MTM's failure to pay the Final Award Sum and the same is now fixed for hearing on 15 May 2017.

### B10. Dividends

There were no dividends declared or paid during the financial year-to-date under review.

### **B11.** Earnings Per Share

Basic earnings per share is calculated by dividing the profit attributable to the equity holders of the Company by the weighted average number of shares in issue for the financial period.

	Individual Current Quarter Ended 31 Dec 2016	Quarter Preceding Year Corresponding Quarter Ended 31 Dec 2015	Cumulative Current Year To Date 31 Dec 2016	Quarter Preceding Year Corresponding Period To Date 31 Dec 2015
(Loss) / Profit attributable to the equity holders of the Company (RM'000)	(4,466)	(581)	(6,440)	897
Weighted average number of ordinary shares in issue ('000)	370,112	295,001	370,112	295,001
Basic (loss) / profit per share (sen)	(1.21)	(0.20)	(1.74)	0.30

Note:

Diluted earnings per share is not disclosed herein as it is not applicable to the Group.

### B12. Realised and Unrealised Profits

The breakdown of the retained profits of the Group into realised and unrealised profits for the current quarter and the preceding financial year are as follows:-

	Current	Preceding
	Quarter	Financial Year
	Ended	Ended
	31 Dec 2016	31 Dec 2015
	RM'000	RM'000
Total retained profits of the Group:-		
- Realised	388	9,225
- Unrealised	1,224	1,225
	1,612	10,450
Less : Consolidation adjustments	-	-
Total Group retained profits as per consolidated accounts	1,612	10,450

### B13. (Loss) / Profit for the Period

(Loss) / Profit before taxation is arrived at after charging / (crediting):-

		Current	Current
		Quarter	Year Ended
		Ended	
		31 Dec 2016	31 Dec 2016
		RM'000	RM'000
(a)	Interest income	(109)	(361)
(b)	Other income	(3)	(16)
(c)	Interest expense	99	261
(d)	Depreciation and amortisation	462	583
(e)	Foreign exchange (gain) / loss (net):		
	(i) Unrealised Gain on Foreign Exchange	(2)	(86)
	(ii) Unrealised Loss on Foreign Exchange	-	4

Other disclosure items pursuant to Note 16 of Appendix 9B of the Listing Requirements are not applicable.

### B14. Authorisation for Issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 28 February 2017.

By Order of the Board of Directors

WAN THEAN HOE CHIEF EXECUTIVE OFFICER 28 February 2017