



Summary of Key Financial Information for the period ended 30 June 2014

		INDIVIDUAL QUARTER		CUMULAT	IVE QUARTER
		CURRENT YEAR QUARTER 30/06/2014 RM'000	PRECEDING YEAR CORRESPONDING PERIOD 30/06/2013 RM'000	CURRENT YEAR TO DATE 30/06/2014 RM'000	PRECEDING YEAR CORRESPONDING PERIOD 30/06/2013 RM'000
		14,1 000	14.7 000	1111 000	1111 000
1	Revenue	12,999	12,617	26,228	23,794
2	Profit before tax	509	1,656	1,374	2,483
3	Profit for the period	509	1,656	1,374	2,483
4	Profit attributable to the ordinary equity holders of the parent	509	1,656	1,374	2,483
5	Basic earnings per share (sen)	0.27	0.89	0.74	1.34
6	Diluted earnings per share (sen)	0.24	0.85	0.65	1.25
7	Proposed / Declared dividend per share (sen)	-	-	-	-

	As At End of Current Quarter	As At Preceding Financial Year End
Net assets per share attributable to ordinary equity holders of the parent (RM)	1.04	1.04

ADDITIONAL INFORMATION

		INDIVIDU	AL QUARTER	CUMULAT	IVE QUARTER
		CURRENT PRECEDING YEAR		CURRENT	PRECEDING YEAR
		YEAR	CORRESPONDING	YEAR	CORRESPONDING
		QUARTER	QUARTER	TO DATE	PERIOD
		30-06-14	30-06-13	30-06-14	30-06-13
		RM'000	RM'000	RM'000	RM'000
1	Gross interest income	324	294	633	605

GOH BAN HUAT BERHAD (1713-A) CONDENSED CONSOLIDATED STATEMENTS OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME



FOR THE SECOND QUARTER AND FINANCIAL PERIOD ENDED 30 JUNE 2014 (The figures have not been audited)

	INDIVII CURRENT YEAR QUARTER 30/06/2014 RM'000	DUAL QUARTER PRECEDING YEAR CORRESPONDING QUARTER 30/06/2013 RM'000	CUMULA CURRENT YEAR TO DATE 30/06/2014 RM'000	ATIVE QUARTER PRECEDING YEAR CORRESPONDING PERIOD 30/06/2013 RM'000
Revenue	12,999	12,617	26,228	23,794
Cost of sales	(9,438)	(8,250)	(18,898)	(16,325)
Gross profit	3,561	4,367	7,330	7,469
GP margin	27.4%	34.6%	27.9%	31.4%
Other income	417	390	857	740
Marketing & distribution expenses	(1,228)	(1,448)	(2,637)	(2,659)
Administrative expenses	(2,177)	(1,573)	(4,020)	(2,929)
Other expenses	(64)	(80)	(156)	(138)
Profit before tax	509	1,656	1,374	2,483
Taxation	-	-	-	-
Profit net of tax	509	1,656	1,374	2,483
Other comprehensive income, net of tax		<u> </u>		<u>-</u> _
Total comprehensive income	509	1,656	1,374	2,483
Profit attributable to:				
Owners of the parent	509	1,656	1,374	2,483
Total comprehensive income attributable to:				
Owners of the parent	509	1,656	1,374	2,483
Earnings per share attributable to owners of the parent (sen per share)				
Basic	0.27	0.89	0.74	1.34
Diluted	0.24	0.85	0.65	1.25

The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the Audited Financial Report for the year ended 31 December 2013.

GOH BAN HUAT BERHAD (1713-A) CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION FOR THE SECOND QUARTER AND FINANCIAL PERIOD ENDED 30 JUNE 2014



	AS AT 30/06/2014 RM'000	AS AT 31/12/2013 RM'000
ASSETS	(Unaudited)	(Audited)
Non-Current Assets		
Property, plant and equipment	127,111	126,609
Investment property	372	376
Intangible assets	312	397
Land use rights	1,524	1,561
Other investments	56	56
	129,375	129,000
Current Assets		
Inventories	8,493	9,983
Trade and other receivables	16,591	14,750
Income tax recoverable	87	39
Cash and bank balances	44,845	45,719
	70,016	70,491
Total Assets	199,391	199,491
EQUITIES AND LIABILITIES		
Equity Attributable To Owners Of The Parent		
Share capital	185,757	185,757
Share premium	16,359	16,359
Accumulated losses	(23,867)	(25,241)
Other reserves	15,816	15,816
Total Equity	194,065	192,691
Current Liabilities		
Trade and other payables	5,326	6,800
Total Liabilities	5,326	6,800
TOTAL EQUITY AND LIABILITIES	199,391	199,491
Net assets per share (RM)	1.04	1.04

The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Audited Financial Report for the year ended 31 December 2013.

GOH BAN HUAT BERHAD (1713-A) CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE SECOND QUARTER AND FINANCIAL PERIOD ENDED 30 JUNE 2014



(The figures have not been audited)

Adjustments for non-cash flow items: Non-cash items 1,394 87 Non-operating items (633) (60 Operating profit before changes in working capital 2,135 2,75 Changes in working capital Net change in current sassets (280) (32 Net change in current liabilities (1,474) (1,474) Net cash generated from operations 381 2,43 Interest received 633 60 Tax paid (48) (6 Net cash generated from operating activities 966 3,03 Cash flow from investing activities (1,840) (67 Net cash used in investing activities (1,840) (67 Net change in cash & cash equivalents (874) 2,35 Cash & cash equivalents at beginning of the period 45,719 39,58		2014 6 months ended 30 June RM'000	2013 6 months ended 30 June RM'000
Adjustments for non-cash flow items: Non-cash items 1,394 87. Non-operating items (633) (60 Operating profit before changes in working capital 2,135 2,75. Changes in working capital Net change in current assets (280) (32 Net change in current liabilities (1,474) (1,474) Net cash generated from operations 381 2,43 Interest received 633 60 Tax paid (48) 6 Net cash generated from operating activities 966 3,03 Cash flow from investing activities (1,840) (67 Net cash used in investing activities (1,840) (67 Net change in cash & cash equivalents (874) 2,35 Cash & cash equivalents at beginning of the period 45,719 39,58	Cash flow from operating activities		
Non-cash items 1,394 87. Non-operating items (633) (60 Operating profit before changes in working capital 2,135 2,75 Changes in working capital (280) (32 Net change in current assets (280) (32 Net change in current liabilities (1,474) (1,474) Net cash generated from operations 381 2,433 Interest received 633 60 Tax paid (48) (6 Net cash generated from operating activities 966 3,03 Cash flow from investing activities (1,840) (67 Net cash used in investing activities (1,840) (67 Net change in cash & cash equivalents (874) 2,35 Cash & cash equivalents at beginning of the period 45,719 39,58	Profit before tax	1,374	2,483
Non-operating items (633) (60 Operating profit before changes in working capital 2,135 2,75 Changes in working capital (280) (32 Net change in current sasets (1,474) (1,474) Net cash generated from operations 381 2,43 Interest received 633 60 Tax paid (48) 6 Net cash generated from operating activities 966 3,03 Cash flow from investing activities (1,840) (67 Purchase of property, plant and equipment, Net cash used in investing activities (1,840) (67 Net change in cash & cash equivalents (874) 2,35 Cash & cash equivalents at beginning of the period 45,719 39,58	Adjustments for non-cash flow items :-		
Changes in working capital Net change in current assets Net change in current liabilities Net cash generated from operations Interest received Tax paid Net cash generated from operating activities Cash flow from investing activities Purchase of property, plant and equipment, Net cash used in investing activities Net cash equivalents at beginning of the period Cash & cash equivalents at beginning of the period 2,135 2,75 2,75 2,75 2,85 2,80 (280) (32 (32 (1,474) (1,474) (1,474) (48) (67 (48) (68) (67 (1840) (67 (1840) (67 (1840) (67 (1840) (67 (1840) (67 (1840) (67 (1840) (67 (1840) (1840) (67 (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840) (1840)	Non-cash items	1,394	872
Changes in working capital Net change in current assets (280) (32 Net change in current liabilities (1,474) Net cash generated from operations 381 2,43 Interest received 633 60 Tax paid (48) (68) Net cash generated from operating activities 966 3,03 Cash flow from investing activities Purchase of property, plant and equipment, Net cash used in investing activities (1,840) (67 Net change in cash & cash equivalents (874) 2,35 Cash & cash equivalents at beginning of the period 45,719 39,58	Non-operating items	(633)	(602)
Net change in current assets Net change in current liabilities Net cash generated from operations Interest received Tax paid Net cash generated from operating activities Purchase of property, plant and equipment, Net cash used in investing activities Purchase of property, plant and equipment, Net cash used in investing activities Net change in cash & cash equivalents Cash & cash equivalents at beginning of the period Period (280) (1,474) (1,474) (1,474) (48) (67) (488) (67) (67) (67) (67) (67) (67) (67) (67	Operating profit before changes in working capital	2,135	2,753
Net change in current liabilities Net cash generated from operations 1381 2,43 Interest received 633 60 Tax paid (48) Net cash generated from operating activities 966 3,036 Cash flow from investing activities Purchase of property, plant and equipment, Net cash used in investing activities (1,840) (67 Net change in cash & cash equivalents (874) 2,35 Cash & cash equivalents at beginning of the period 45,719 39,58	Changes in working capital		
Net cash generated from operations 381		(280)	(321)
Net cash generated from operations Interest received Tax paid Net cash generated from operating activities Cash flow from investing activities Purchase of property, plant and equipment, Net cash used in investing activities Net change in cash & cash equivalents Cash & cash equivalents at beginning of the period Purchase of property, plant and equipment, Net change in cash & cash equivalents (874) 2,43 (67) (67) (67) (874) 2,35	Net change in current liabilities	(1,474)	1
Tax paid Net cash generated from operating activities Cash flow from investing activities Purchase of property, plant and equipment, Net cash used in investing activities Net change in cash & cash equivalents Cash & cash equivalents at beginning of the period (48) (68) (1,840) (67) (67) (874) (874) (874) (874) (874) (9874) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996) (996)	Net cash generated from operations		2,433
Net cash generated from operating activities Cash flow from investing activities Purchase of property, plant and equipment, Net cash used in investing activities (1,840) (67) Net change in cash & cash equivalents (874) Cash & cash equivalents at beginning of the period 45,719 39,58			601
Cash flow from investing activities Purchase of property, plant and equipment, Net cash used in investing activities Net change in cash & cash equivalents Cash & cash equivalents at beginning of the period (1,840) (874) 2,35 (874) 39,58	-		(4)
Purchase of property, plant and equipment, Net cash used in investing activities (1,840) (67) Net change in cash & cash equivalents (874) Cash & cash equivalents at beginning of the period 45,719 39,58.	Net cash generated from operating activities	966	3,030
Purchase of property, plant and equipment, Net cash used in investing activities (1,840) (67) Net change in cash & cash equivalents (874) Cash & cash equivalents at beginning of the period 45,719 39,58.	Cash flow from investing activities		
Net cash used in investing activities (1,840) (67) Net change in cash & cash equivalents (874) 2,35. Cash & cash equivalents at beginning of the period 45,719 39,58.		(1,840)	(677)
Cash & cash equivalents at beginning of the period 45,719 39,58.	Net cash used in investing activities		(677)
period 45,719 39,58.	Net change in cash & cash equivalents	(874)	2,353
·		45.710	20.505
Cash & cash equivalents at end of the period 44,845 41,93	регіод	45,/19	39,383
	Cash & cash equivalents at end of the period	44,845	41,938
Cash & cash equivalents comprise:	Cash & cash equivalents comprise:		
Cash & bank balances 8,494 5,68	Cash & bank balances	8,494	5,687
	Fixed deposits with licensed banks		36,251
44,845 41,93		44,845	41,938

The Condensed Consolidated Statements of Cash Flows should be read in conjunction with the Audited Financial Report for the year ended 31 December 2013.

GOH BAN HUAT BERHAD (1713-A) CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE SECOND QUARTER AND FINANCIAL PERIOD ENDED 30 JUNE 2014



(The figures have not been audited)

	Attributable to owners of the Parent							
		< Non-distri	butable>	Distributable	Distributable <		Non-distributable>	
	Total Equity RM'000	Share Capital RM'000	Share Premium RM'000	Accumulated Losses RM'000	Other Reserves RM'000	Capital Reserves RM'000	Warrant Reserves RM'000	
Opening balance at 1 January 2014	192,691	185,757	16,359	(25,241)	15,816	1,118	14,698	
Total comprehensive income	1,374	-	-	1,374	-	-	-	
Closing balance at 30 June 2014	194,065	185,757	16,359	(23,867)	15,816	1,118	14,698	
Opening balance at 1 January 2013 Total comprehensive income	187,722 2,483	185,757	16,359	(30,210) 2,483	15,816	1,118	14,698	
Closing balance at 30 June 2013	190,205	185,757	16,359	(27,727)	15,816	1,118	14,698	

The Condensed Consolidated Statements of Changes In Equity should be read in conjunction with the Audited Financial Report for the year ended 31 December 2013.



PART A. NOTES TO THE INTERIM FINANCIAL REPORT

1. Basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with the MFRS 134: Interim Financial Reporting and paragraph 9.22 of the Bursa Malaysia Securities Berhad Listing Requirements.

The accounting policies in the interim financial statements of the Group are consistent with those adopted in the most recent audited financial statements for the financial year ended 31 December 2013 except for the newly-issued Malaysia Financial Reporting Standards ("MFRSs"), Amendments to published standards and IC Interpretations ("IC Int"). On 1 January 2014, the Group adopted the following new MFRSs and Amendments to published standards mandatory for annual financial period beginning 1 January 2014 as follows:

Standards/Amendments

Amendments to MFRS 10, MFRS 12 – Investment Entities and MFRS 127

Amendments to MFRS 132 - Offsetting Financial Assets and Financial Liabilities

Amendments to MFRS 136 – Recoverable Amount Disclosures for Non-Financial Assets

Amendments to MFRS 139 – Novation of Derivatives and Continuation of Hedge Accounting

The initial adoption of the new MFRSs and Amendments do not have any material effect on the financial statements.

Except as mentioned above the same accounting policies and method of computation have been applied consistently in the interim financial statement as compared with the last annual financial statement.

2. Auditors' report

The auditor's report on the annual financial statements of the Group for the financial year ended 31 December 2013 was not qualified.

3. Seasonality of operation

The Group's business operations in the current quarter were not affected by seasonal or cyclical factors.

4. Unusual items

There were no unusual items affecting assets, liabilities, equity, net income or cash flow during the financial quarter under review.

5. Material changes in estimates

There was no material effect on the current interim period from estimates of amounts reported in prior interim periods of the current financial year or prior financial years.



PART A. NOTES TO THE INTERIM FINANCIAL REPORT (CONT'D)

6. Dividends

No dividend was paid in the financial quarter under review.

7. Segmental information

2014 2 nd Qtr	2013 2 nd Qtr		2014 <u>6 Mths Cum</u>	2013 6 Mths Cum
10,779	10,923		21,204	20,266
2,176	1,631		4,937	3,343
44	63		87	185
12,999	12,617		26,228	23,794
	2 nd Qtr 10,779 2,176 44	2 nd Qtr 2 nd Qtr 10,779 10,923 2,176 1,631 44 63	2 nd Qtr 2 nd Qtr 10,779 10,923 2,176 1,631 44 63	2nd Qtr 2nd Qtr 6 Mths Cum 10,779 10,923 21,204 2,176 1,631 4,937 44 63 87

(RM'000) <u>Segment Result</u>	2014 2 nd Qtr	2013 2 nd Qtr	2014 <u>6 Mths Cum</u>	2013 <u>6 Mths Cum</u>
Manufacturing	1,537	2,056	2,828	3,248
Trading	(334)	(427)	(346)	(849)
Properties	(694)	27	(1,148)	84
	509	1,656	1,374	2,483

8. Subsequent events

Refer to Part B item 7 Status of Corporate Proposals.

9. Changes in group composition

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

10. Capital commitments

There were no material capital commitments for the Group as at the date of this announcement.



PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS

1. Performance review

Manufacturing segment

Current quarter

The manufacturing segment revenue decreased slightly by 1.3% from RM10.92 million in the second quarter of 2013 to RM10.78 million in the second quarter of 2014. The decrease in revenue was mainly attributed to the different product sales mix.

The segment recorded a decrease in profit before tax of RM1.54 million in the current quarter as compared with a profit before tax of RM2.06 million in the same period last year. The decrease in profit was mainly due to the increase in natural gas price in May 2014 of 18% which resulted in higher cost of production and different product sales mix.

Year to date

The manufacturing segment revenue has improved by 4.6% from RM20.27 million in the preceding year to date to RM21.20 million in the current year to date of 2014. The increase in revenue was mainly attributed to the increase in clay pipes sales as a result of orders from the Greater Kuala Lumpur Sewerage and Refurnishing Works project.

The drop in profit before tax from RM3.25 million in 2013 to RM2.83 million in the current year was due mainly to the higher cost of production due to the increase in natural gas price in May 2014 and different product sales mix.

Trading segment

Current quarter

The trading segment revenue for the second quarter of 2014 increased by 33.4% from RM1.63 million in the second quarter of 2013 to RM2.18 million in the current quarter. The increase in revenue was mainly due to the higher project sales in both tableware and sanitaryware divisions.

The result has improved from a loss before tax of RM0.43 million in the second quarter of 2013 to a loss before tax of RM0.33 million in the current quarter mainly due to higher revenue.

Year to date

The trading segment revenue for the current year to date of 2014 has improved by 47.7% from RM3.34 million in of 2013 to RM4.94 million in 2014 mainly due to higher project sales in both sanitaryware and tableware divisions.

The result has improved from loss before tax of RM0.85 million in the preceding year to date of 2013 to RM0.35 million in the current year to date of 2014 due mainly to overall higher margin in 2014 from the tableware division.



PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS (CONT'D)

1. Performance review (cont'd)

Properties segment

Current quarter

The properties segment revenue for the second quarter of 2014 has declined by 31.7% from RM63,000 in the second quarter of 2013 to RM44,000 in the current quarter. The current quarter income is derived from fees for services rendered to manage third party properties and rental from investment properties owned by the Group which has limited upside as compared with the preceding quarter which has rental income from a third party that terminated in February 2013.

Results have worsened from a profit before tax of RM27,000 in the second quarter 2013 to a loss before tax of RM0.69 million in the current quarter due to the costs incurred in the setting up of a projects team and professional fees.

Year to date

The properties segment revenue has declined by 53.0% from RM185,000 million in the preceding year to date of 2013 to RM87,000 in current year to date of 2014. The remaining rental income is derived from investment properties owned by the Group which has limited upside.

Results have worsened from a profit before tax of RM84,000 in the preceding year to date of 2013 to loss before tax of RM1.15 million in the current year to date mainly due to the costs incurred in the setting up of a projects team and professional fees.

2. Comparison with preceding quarter's results

The Group revenue decreased slightly from RM13.23 million in the first quarter of 2014 to RM13.00 million in the current quarter mainly due to the lower project sales in tableware division. The profit before tax for the current quarter has decreased from RM0.87 million in the preceding quarter to RM0.51 million in the current quarter mainly due to higher cost of production from the increase in natural gas price in May 2014.

3. Prospects

The Board of Directors expects the Group's existing business, which is principally in the ceramic building materials industry, to remain challenging mainly due to intense competition from alternative products and imports from lower-cost manufacturing countries. In addition, profit margins are expected to continue to come under pressure for the foreseeable future in anticipation of higher electricity tariff as well as the increase in the cost of natural gas.

After careful deliberation on the future direction of GBH, the Board is of the view that the Proposed Disposal of the Group's properties ("Properties") as announced on 2 July 2014 is in the best interest of the Company as it represents an opportunity for the Group to re-strategise its financial and capital resources. The Proposed Disposal achieves an unbundling of the Properties without disrupting the operating activities of the Group as the Properties will be rented by GBH upon completion of the Proposed Disposal, under the terms of the Tenancy Agreement entered into between GBH and the Purchaser simultaneously with the Sale and Purchase Agreement for the Proposed Disposal on 2 July 2014.

GMOS is an international oil and gas service company based in Malaysia, operating in the offshore and marine industry specializing on Floating Production Storage and Offloading ("FPSO") solutions. The 35% GMOS acquisition is set to provide an immediate avenue for GBH to diversify its earnings base from a ceramic building materials industry for the current financial year and paving the way for GBH venturing into the FPSO industry. The acquisition of GMOS and DYNAC is in line with the intention of the Group to broaden its earnings base while maintaining the ceramic building materials businesses. Through the acquisition of GMOS and DYNAC, GBH will be able to tap on the growing FPSO and oil & gas sector.



PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS (CONT'D)

4. Variance on profit forecast

Not applicable.

5. Items included in the Statement of Income

Profit before tax is after charging/(crediting) the following:

	Individua	l Quarter	Cumulati	ve Quarter
	30/06/2014	30/06/2013	30/06/2014	30/06/2013
	RM'000	RM'000	RM'000	RM'000
Interest income	(324)	(294)	(633)	(605)
Other income	(93)	(96)	(320)	(135)
Interest expense	-	-	-	-
Depreciation and amortisation	755	680	1,453	1,313
Provision for and write off of receivables	-	-	-	-
Provision for and write off of inventories	-	-	1	-
(Gain)/loss on disposal of investments or	-	-	1	-
properties				
Impairment of assets	ı	ı	ı	ı
Foreign exchange (gain)/loss	(13)	18	(4)	-
(Gain)/loss on derivatives	-	-	-	-
Exceptional items	-	-	-	-

6. Taxation

	Current Quarter	Year to date
	RM'000	RM'000
Income tax :		
- Current year	=	=
	-	-

Current income tax is calculated at the Malaysian statutory tax rate of 25% of the estimated assessable profit for the quarter.

7. Status of Corporate Proposal

The Company has on 2 July 2014, announced the followings-

- (a) the execution of a conditional sale and purchase agreement by the Company and GBH Land Sdn Bhd with Keladi Maju Berhad to divest nine parcels of properties bearing postal address of No. 238, Jalan Segambut, 51200 Kuala Lumpur, comprising six parcels of freehold industrial land identified as Lot No. 1470, Lot No. 2983, Lot No. 2984, Lot No. 3680, Lot No. 4397 and Lot No. 38755 and three parcels of leasehold industrial land identified as Lot No. 46260, Lot No. 46261 and Lot No. 46262, all in Mukim of Batu, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, for a total cash consideration of RM192,369,465 ("Proposed Divestment of Land");
- (b) the execution of a share sale agreement by Ekspresi Tepat Sdn Bhd ("ETSB"), a wholly owned subsidiary of GBH with the following parties to acquire an aggregate 35% equity interest of Globalmariner Offshore Services Sdn. Bhd. ("GMOS"):
 - i. 16.00% equity interest held by Dynac in GMOS;
 - ii. 18.76% equity interest held by Zahar Mohd Hashim bin Zainuddin in GMOS;
 - iii. 0.21% equity interest held by Shafinaz Binti Shaukat in GMOS; and
 - iv. 0.03% equity interest held by Dato' Dr. Freezailah bin Che Yeom in GMOS,

for a total cash consideration of RM38,000,000; and



PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS (CONT'D)

7. Status of Corporate Proposal (cont'd)

- (c) the entering into a Memorandum of Agreement ("MOA") by the Company with Dato' Abdul Rahman Bin Mohamed Shariff and Normala Mohd Sharif (collectively, the "Vendors") to implement a proposed reverse take-over exercise of GBH involving the following proposals:
 - i. Proposed acquisition by GBH of the entire equity interest in Dynac Sdn Bhd ("**Dynac**") from the Vendors for a purchase consideration of RM632 million to be satisfied via a combination of cash and the issuance of new ordinary shares of RM1.00 each in GBH ("**GBH Shares**") at an issue price of RM2.00 per GBH Share ("**Consideration Shares**") ("**Proposed Acquisition of Dynac**");
 - ii. Proposed mandatory take-over offer by the Vendors, and parties acting-in-concert with them ("PACs"), under Part III of Paragraph 9 of the Malaysian Code on Take-Overs and Mergers, 2010 ("Code") (upon the Definitive Agreement (as herein defined) having become unconditional in accordance with its terms) to acquire all the remaining GBH Shares not already owned by the Vendors and their PACs upon the completion of the Proposed Acquisition of Dynac ("Offer Shares") at an offer price of not less than RM2.00 per Offer Share ("Proposed MGO");
 - iii. Proposed increase in authorised share capital of GBH to facilitate the issuance of the Consideration Shares ("Proposed Increase in Authorised Share Capital"); and
 - iv. Proposed amendment to the memorandum and articles of association of GBH pursuant to the Proposed Increase in Authorised Share Capital ("Proposed M&A Amendments").

(The Proposed Acquisition of Dynac, the Proposed MGO, the Proposed Increase in Authorised Share Capital, and the Proposed M&A Amendments are collectively known as the "**Proposed RTO Exercise**")

The purchase consideration of RM632 million for the Proposed Acquisition of Dynac is subject to a valuation to be carried out by an independent valuer to be appointed and a completion adjustment (if/where applicable) to be set out in the Definitive Agreement and will be satisfied by GBH in the following manner:-

- i. a fixed sum of RM210,000,000 in cash; and
- ii. RM422,000,000, by issuance of new GBH Shares at an issue price of RM2.00 per GBH Share.

In relation to the Proposed MGO, Tan Sri Dato' Tan Hua Choon, a substantial shareholder of the Company, will execute a letter of undertaking simultaneously with the execution of the Definitive Agreement wherein he will agree and undertake to accept the Proposed MGO in respect of part of the Offer Shares held by him amounting to up to 66,800,000 GBH Shares, representing 36% of the issued and paid-up share capital of GBH as at the date of the MOA, in accordance with the terms and conditions of the offer document to be issued in respect of the Proposed MGO.

The Proposed RTO Exercise is conditional upon approvals and consents being obtained from among others the shareholders of GBH, Securities Commission Malaysia and Bursa Malaysia Securities Berhad.

A definitive share sale agreement in respect of the Proposed Acquisition shall be negotiated and entered into between GBH and the Vendors ("**Definitive Agreement**") within 60 business days from the date of the MOA or such other period as the parties may mutually agree upon.

During this time, or up to the date when the parties have entered into a Definitive Agreement, the parties agree to co-operate exclusively with each other with respect to the Proposed RTO Exercise.

The Proposed Acquisition of Dynac, the Proposed Increase in Authorised Share Capital and the Proposed M&A Amendments are inter-conditional upon each other. The Proposed RTO Exercise is *inter alia* conditional upon the completion of the Proposed Divestment of Land but not vice-versa.

A detailed announcement of the Proposed RTO Exercise will be made upon the finalisation of the terms and conditions of the Definitive Agreement.



PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS (CONT'D)

7. Status of Corporate Proposal (cont'd)

The Proposed Divestment of Land is subject to the Company's shareholders' approval at an extraordinary general meeting to be held at a later date.

The proposed acquisition of GMOS was completed on 16 July 2014.

On 11 August 2014, the Company announced its proposal to provide financial assistance to GMOS and its subsidiaries/associates (including but not limited to provision of securities over properties and/or other assets, shareholders' loans/advances, guarantees, bonds and indemnities and other securities and collateral to or for the benefit of GMOS or its subsidiaries or associate companies, including Floatech (L) Ltd) up to an aggregate amount of RM20 million ("Proposed Provision of Financial Assistance")

The Proposed Provision of Financial Assistance is subject to the Company's shareholders' approval at an extraordinary general meeting to be held at a later date.

8. Group borrowings and debt securities

The Group has no borrowings and it did not issue any debt securities.

9. Material litigation

There is no material litigation since the date of the last annual statements of financial position.

10. Dividend

No dividend was recommended for this quarter.



PART B. NOTES PER BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS (CONT'D)

11. Earnings per share

a) Basic earnings per share

	Individual Quarter		Cumulat	ive Quarter
	30/06/2014	30/06/2013	30/06/2014	30/06/2013
	RM'000	RM'000	RM'000	RM'000
Net profit attributable to owners of the parent	509	1,656	1,374	2,483
Weighted average number of ordinary shares	185,757	185,757	185,757	185,757
Basic earnings per share (sen)	0.27	0.89	0.74	1.34

b) Diluted earnings per share

b) Diluted earnings per snare		_		
	Individual Quarter		Cumulative Quarter	
	30/06/2014 RM'000	30/06/2013 RM'000	30/06/2014 RM'000	30/06/2013 RM'000
Net profit attributable to owners of the Parent	509	1,656	1,374	2,483
Weighted average number of ordinary shares Diluted potential ordinary	185,757	185,757	185,757	185,757
shares	24,160	8,644	24,160	8,644
Diluted earnings per share (sen)	0.24	0.85	0.65	1.25

12. Realised and Unrealised Losses

	As at 31/06/2014 RM'000	As at 31/12/2013 RM'000
Total accumulated losses of the parent and its subsidiaries:-		
- Realised	(88,270)	(89,644)
- Unrealised #	Ó	0
	(88,270)	(89,644)
Less: Consolidation adjustments	64,403	64,403
Total group accumulated losses as per consolidated accounts	(23,867)	(25,241)

[#] Represented by amount less than RM1,000

BY ORDER OF THE BOARD GOH BAN HUAT BERHAD

Tang Tat Chun Executive Director – Finance

Kuala Lumpur 25/08/2014