

Quarterly report on consolidated results for the fourth financial quarter ended 30 June 2012

EXPLANATORY NOTES:

A1 Accounting policies and basis of preparation

The Quarterly Report is unaudited and has been prepared in accordance with the Financial Reporting Standard (“FRS”) 134 - Interim Financial Reporting issued by the Malaysian Accounting Standards Board (“MASB”) and Paragraph 9.22 and Appendix 9B of the Bursa Malaysia Securities Berhad (“Bursa Malaysia”) Listing Requirements. The report should be read in conjunction with the Group’s audited financial statements for the financial year ended 30 June 2011.

The explanatory notes attached to the unaudited interim financial statements 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 30 June 2011.

The accounting policies and methods of computation adopted in the unaudited interim financial statements are consistent with those adopted for the audited financial statements for the financial year ended 30 June 2011 except for the adoption of the following FRS, Amendments to FRSs and Interpretations which are applicable to the Group:

FRSs, Amendments to FRSs and Interpretations

- Amendments to FRS 7 Improving Disclosures about Financial Instruments
- Improvements to FRSs (2010)
 - Amendments to FRS 3 Business Combinations
 - Amendments to FRS 7 Financial Instruments: Disclosures
 - Amendments to FRS 101 Presentation of Financial Statements
 - Amendments to FRS 121 The Effects of Changes in Foreign Exchange Rates
 - Amendments to FRS 132 Financial Instruments: Presentation
 - Amendments to FRS 134 Interim Financial Reporting
 - Amendments to FRS 139 Financial Instruments: Recognition and Measurement
- IC Interpretation 4 Determining Whether an Arrangement contains a Lease

The adoption of the above FRSs, Amendments to FRSs and Interpretations does not have any impact on the financial statements of the Group except for the following:

Amendments to FRS 7 Financial Instruments: Disclosures

The amendment promotes enhanced disclosure on fair value measurement of financial instruments via introduction of the concept of the fair value hierarchy. There is no financial impact on the results of the Group as these changes only effect disclosures.

A2 Audit qualification

The audit report of the Group in respect of the financial statements for the financial year ended 30 June 2011 was not subject to any audit qualification.

A3 Seasonality or cyclicity of operations

The business of the Group is generally neither cyclical nor seasonal except for decreased activities during the Ramadan and Lunar New Year festive months.

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EXPLANATORY NOTES:

A4 Unusual items

There were no items affecting the assets, liabilities, equity, net income or cash flows that are unusual because of their nature, size or incidence except for the items disclosed in the condensed consolidated income statements.

A5 Changes in estimates

In the current financial quarter, there were no changes in estimates that had a material effect on the financial results.

A6 Debts and equity securities

There were no issuances, cancellations, repurchases, resale and repayment of debt and equity securities during the current financial quarter.

A7 Dividends paid

There was no dividend paid in the current financial quarter.

A8 Segmental reporting

Segmental information in respect of the Group's business segments is as follows:

	<u>Steel Tube</u> <u>Manufacturing</u> RM'000	<u>Cold</u> <u>Rolling</u> RM'000	<u>Power</u> <u>Generation</u> RM'000	<u>Investment</u> <u>Holding</u> RM'000	<u>Others</u> RM'000	<u>Total</u> RM'000
<u>Revenue</u>						
Total revenue	223,204	442,660	259,138	830	24,431	950,263
Inter segment	(1,108)	(28,603)	-	-	(477)	(30,188)
External revenue	<u>222,096</u>	<u>414,057</u>	<u>259,138</u>	<u>830</u>	<u>23,954</u>	<u>920,075</u>
Segment results	<u>(1,874)</u>	<u>(3,645)</u>	<u>(104,228)</u>	<u>(22,520)</u>	<u>(3,330)</u>	<u>(135,597)</u>
Segment assets	<u>231,566</u>	<u>458,181</u>	<u>857,138</u>	<u>30,995</u>	<u>8,434</u>	<u>1,586,315</u>

Reconciliation of segment assets to total assets is as follows:

	RM'000
Segment assets	1,586,315
Derivative assets	43
Tax recoverable	817
	<u>1,587,175</u>

A9 Valuation of property, plant and equipment

In June 2012, certain of the Group's property, plant and equipment were revalued by independent professional valuers based on open market values. The surplus arising from the revaluation, net of deferred tax, amounting to RM7.2 million was credited to the asset revaluation reserve.

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EXPLANATORY NOTES:

A10 Subsequent material events

There were no other material events occurring between 1 July 2012 and the date of this announcement that had not been reflected in the financial statements for the financial quarter ended 30 June 2012.

A11 Changes in the composition of the Group

On 29 June 2012, Mperial Power Ltd, a wholly-owned subsidiary of the Company, has subscribed for an additional 1.97% equity interest in Siam Power Generation Public Company Ltd (“Siam Power”) via a Debt-to-Equity Conversion Scheme of its outstanding advances amounting to THB1.8 billion (approximately RM181 million), thereby increasing its total equity interest in Siam Power from 96.42% to 98.40%.

A12 Contingent liabilities or contingent assets

There were no contingent liabilities or contingent assets as at the end of the financial quarter ended 30 June 2012.

A13 Capital Commitments

There were no material capital commitments as at the end of the reporting quarter.

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EXPLANATORY NOTES: (AS PER BURSA MALAYSIA LISTING REQUIREMENTS – PART A OF APPENDIX 9B)

B1 Review of the performance of the Company and its principal subsidiaries

For the quarter ended 30 June 2012, the Group recorded total revenue of RM277 million as compared to RM216 million in the preceding year's corresponding quarter, representing an increase of 28%. The increase in revenue is mainly contributed by the steel tube manufacturing and cold rolling segments, amounting to RM42 million, as a result of higher sales volume. The increase in revenue is also contributed by the higher revenue recorded for its power division.

Despite the increase in revenue, the Group registered a loss before tax of RM72 million due mainly to the following impairments:

- Impairment loss on intangible asset of RM52 million. As part of the annual fair value assessment on the carrying amount of the intangible asset, the impairment was made as the carrying amount is assessed to be non-recoverable due to the continued losses incurred by the subsidiary;
- Impairment loss on trade receivables of RM3 million;
- Impairment loss on other receivables of RM14 million and
- Impairment loss on property, plant and equipment of RM7 million.

The above impairments were partly offset by the write back of impairment loss on property, plant and equipment of RM23 million as a result of improvement in the fair value of the property, plant and equipment.

B2 Material change in the loss before tax as compared with the immediate preceding quarter

The Group's revenue has increased by 33% to RM277 million in the current quarter as compared to RM208 million in the immediate preceding quarter. The higher revenue contributed by the steel tube manufacturing and cold rolling segment arose mainly from higher sales volume as well as the capacity charge from the power generation segment which was recognized in current quarter.

Despite the increase in revenue, the Group registered a loss before tax of RM72 million as compared to a loss before tax of RM15 million in the previous quarter. The increase in loss before taxation is mainly due the impairment losses recognised during the quarter.

B3 Prospects

For the current year-to-date, the Group registered a loss before tax of RM136 million, of which, RM104 million is attributed to the power division. The loss incurred is mainly due to the temporary suspension of electricity supply and impairment loss on the outstanding debts from the steel mill customer who is currently under its restructuring exercise.

In view of the challenges faced by the power division, the Board has approved the divestment of the power plant and the management is currently in active discussions with potential buyers. Pending the sale of the power plant, the performance of the Group will remain challenging in the coming quarter.

B4 Variance of actual profit from forecast profit

The Group did not issue any profit forecast or profit guarantee.

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EXPLANATORY NOTES: (AS PER BURSA MALAYSIA LISTING REQUIREMENTS – PART A OF APPENDIX 9B)

B5 (Loss)/profit before tax

The following (expenses)/income have been (charged)/credited in arriving at (loss)/profit before tax:

	Current year quarter 30/06/2012 RM'000	Preceding year corresponding quarter 30/06/2011 RM'000	Current year to date 30/06/2012 RM'000	Preceding year corresponding period 30/06/2011 RM'000
Depreciation and amortisation	(13,081)	(13,549)	(52,229)	(35,096)
Foreign exchange (loss)/gain	<u>(1,196)</u>	<u>1,323</u>	<u>(894)</u>	<u>(2,492)</u>

B6 Taxation

	Current Year Quarter <u>30.06.12</u> RM'000	Current Year To Date <u>30.06.12</u> RM'000
Income tax		
- Current year	(380)	(962)
- Under provision in prior year	-	(171)
Deferred tax		
- Current year	(959)	2,212
	<u>(1,339)</u>	<u>1,079</u>

For the current financial quarter and year to date, the effective tax rate for the Group is higher than the statutory tax rate mainly because of:

- the non-deductibility of the fair value loss on derivatives;
- business losses of a subsidiary is not allowed to offset against future earnings; and
- certain expenses are not deductible for tax purposes.

B7 Profit on sale of unquoted investments and / or properties

There was no sale of unquoted investments and/ or properties in the current financial quarter.

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EXPLANATORY NOTES: (AS PER BURSA MALAYSIA LISTING REQUIREMENTS – PART A OF APPENDIX 9B)

B8 Purchase or disposal of quoted securities

The details of the disposal of quoted securities in the current financial quarter and current financial year to date are as follows:

Disposal of Gindalbie shares

	Current Year Quarter 30/06/2012	Current Year To Date 30/06/2012
Number of Gindalbie shares disposed	-	1,060,513
	RM'000	RM'000
Total cash consideration	-	2,778
Less: Carrying value of the shares	-	(2,825)
Loss on disposal	-	(47)

B9 Status of corporate proposals

Corporate Exercise

The Company has announced on 31 January 2012 the followings:

- (i) a proposed share capital reduction via cancellation of RM0.75 of the par value of every existing ordinary share of RM1.00 each in the issued and paid-up capital of the Company;
- (ii) a proposed renounceable rights issue of 150,348,539 new ordinary shares of RM0.25 at an indicative issue price of RM0.40 per Right Share on the basis of two (2) Right Shares for every three (3) existing shares of the Company.

Saved as disclosed above, there were no corporate proposals announced but not completed as at the date of this announcement.

B10 Group borrowings and debt securities

The Group's borrowings as at 30 June 2012 are as follows:

	<u>RM'000</u>
<u>Short-term borrowings:</u>	
Unsecured	85,520
Secured	<u>172,173</u>
	<u>257,693</u>
<u>Long-term borrowings:</u>	
Unsecured	4,070
Secured	<u>13,934</u>
	<u>18,004</u>
Total borrowings	<u>275,697</u>

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EXPLANATORY NOTES: (AS PER BURSA MALAYSIA LISTING REQUIREMENTS – PART A OF APPENDIX 9B)

B10 Group borrowings and debt securities (continued)

The Group's currency exposure of borrowings as at 30 June 2012 is as follows:

	<u>RM'000</u>
- Ringgit Malaysia	241,353
- US Dollar	19,417
- Euro	14,927
 Total borrowings	 <u>275,697</u>

As at 30 June 2012, the Group via its subsidiary Siam Power Generation Public Company Ltd has an outstanding term loan amounting to RM546 million. The said term loan is classified part of the liabilities directly associated with assets classified as held for sale. The term loan is secured by the subsidiary via a project financing with non-recourse. Under the terms of the loan agreement, the subsidiary is required to service the interest on a quarterly basis and repay the principal on a bi-annual basis. As reported, the Group has sought indulgence to defer the principal repayment amounting to RM17 million which was due on 31 March 2012. The lenders have been granting the indulgence to defer the principal payment on monthly basis and the latest indulgence is up to 31 August 2012.

B11 Outstanding Derivatives

(a) Disclosure of Derivatives

The Group has entered into an Interest Rate Swap (“IRS”) contract to manage the exposure of its borrowings to interest rate risk. With the IRS contract, the Group receives interest at a floating rate based on 3-month Thai Baht floating-rate fix (“3mTHBFIX”) and pays interest at a fixed rate on the agreed notional principal amount. During the current financial quarter, the Group did not enter into any new IRS contracts.

The Group has also entered into forward foreign currency exchange contract to manage the exposure to foreign exchange risk arising from future repayment of borrowings denominated in foreign currency. During the current financial quarter, the Group has entered into forward foreign currency contract with a notional value of EUR0.8 million.

As at 30 June 2012, the values and maturity analysis of the outstanding derivatives of the Group are as follows:

	Contract/ Notional Value RM'000	Fair Value RM'000
<u>IRS Contract</u>		
THB	572,478	
- Less than 1 year		(981)
- 1 year to 2 years		(331)
<u>Forward Foreign Currency Exchange Contracts</u>		
EUR	3,295	
- Less than 1 year		43

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EXPLANATORY NOTES: (AS PER BURSA MALAYSIA LISTING REQUIREMENTS – PART A OF APPENDIX 9B)

B11 Outstanding Derivatives (continued)

- (a) Disclosure of Derivatives (continued)
 (i) Risk associated with the derivatives

Market risk

Market risk arises on changes in market interest rates and foreign currency rates. The Group entered into IRS contract and forward foreign currency exchange contracts to hedge the fluctuations in 3mTHBFIX and EUR/RM exchange rate. However, if the market interest rates and foreign currency rates move below the contracted rates, the Group is exposed to fair value risk and the losses shall be recognised in the income statement.

- (ii) Cash requirements of the derivatives

There is no cash movement from the Group to the counterparties when the IRS contract and the forward foreign currency exchange contracts are executed as the fees/costs associated with these derivatives are incorporated into the fixed interest rate and the contracted exchange rates.

- (iii) Policies in place for mitigating or controlling the risk associated with the derivatives

The Group monitors the fluctuations in interest and foreign currency exchange rates closely with an objective to minimise potential adverse effects on the financial performance of the Group. The Group uses derivative financial instruments to hedge designated risk exposures of the underlying hedge items and does not enter into derivative financial instruments for speculative purposes. The Board of Directors regularly reviews the risk and approves the policy for managing the risk.

- (b) Fair value change of a financial liability

The details of fair value change of a financial liability for the current financial year ended 30 June 2012 is as follows:

Type of financial liability	Current quarter fair value loss RM'000	Current financial year-to-date fair value (loss)/gain RM'000	Basis of fair value measurement	Reasons for the loss
Interest rate swap	(3,222)	(7,896)	Interest rates differential between fixed and floating rates	The interest rates differential between fixed and floating rates from the last measurement date of 30 June 2011 up to the respective maturity dates of the swap has moved unfavourably against the Group.

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EXPLANATORY NOTES: (AS PER BURSA MALAYSIA LISTING REQUIREMENTS – PART A OF APPENDIX 9B)

B11 Outstanding Derivatives (continued)

(b) Fair value change of a financial liability (continued)

The details of fair value change of a financial liability for the current financial year ended 30 June 2012 is as follows:

Type of financial liability	Current quarter fair value loss RM'000	Current financial year-to-date fair value (loss)/gain RM'000	Basis of fair value measurement	Reasons for the loss
Forward foreign currency exchange contract	(471)	43	Foreign exchange differential between the contracted rate and the market forward rate	The foreign exchange rates differential between the contracted rate and the market forward rate from the last measurement date or contract date up to the respective maturity dates of the forward contracts have moved favourably for the Group.
	(3,693)	(7,853)		

B12 Off balance sheet financial instruments

There were no off balance sheet financial instruments as at the date of this announcement.

B13 Realised and unrealised profits/losses disclosure

	As at 30/06/2012 RM'000	As at 30/06/2011 RM'000
Total retained profits of the Company and its subsidiaries:		
- Realised	34,429	139,338
- Unrealised	(21,288)	(14,321)
	<u>13,141</u>	<u>125,017</u>
Add: Consolidation adjustments	<u>74,825</u>	<u>90,499</u>
Total group retained profits as per consolidated accounts	<u><u>87,966</u></u>	<u><u>215,516</u></u>

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EXPLANATORY NOTES: (AS PER BURSA MALAYSIA LISTING REQUIREMENTS – PART A OF APPENDIX 9B)

B14 Material litigation

Mycron Steel Berhad v Multi Resources Holdings Sdn Bhd
(Kuala Lumpur High Court Suit No. D-22NCC-304-2010)

On 18 February 2010, the Company's subsidiary, Mycron Steel Berhad ("MSB") commenced legal action against Multi Resources Holdings Sdn Bhd ("Defendant") to recoup their cost of investment of RM17.0 million in PMP Galvanizers Sdn Bhd ("PMPG") as a result of non compliance of certain conditions by the Defendant pursuant to a shareholders' agreement entered in 2005.

On 21 May 2010, the Defendant filed with the Kuala Lumpur High Court ("the Court") for a change in the jurisdiction for the case to be heard in Kuching and it was successful. Subsequently, MSB's solicitor submitted an appeal to the Judge for the case to be heard in the Court in Kuala Lumpur. The Court had on 25 October 2010 dismissed MSB's appeal and MSB was given a liberty to file afresh the suit in the High Court of Sabah and Sarawak. MSB appointed a solicitor from Sarawak to file afresh the suit. On 27 April 2011, MSB's solicitor filed in the Writ of Summons and Statement of Claim to the High Court of Sabah and Sarawak. On 25 May 2011, the Defendant's solicitor filed in their defence with the High Court of Sabah and Sarawak. On 2 August 2011, MSB's solicitor filed in the reply to the Defendant's defence with the High Court of Sabah and Sarawak. A rejoinder has been filed by the Defendant with the High Court of Sabah and Sarawak on 25 August 2011. On 3 October 2011, the High Court of Sabah and Sarawak had fixed 5 to 9 March 2012 for hearing. On 15 December 2011, the High Court of Sabah and Sarawak had rescheduled the hearing to 18 to 22 June 2012. On 18 June 2012, the High Court of Sabah and Sarawak had further rescheduled the trial to 19 to 23 November 2012.

MSB's solicitor is of the opinion that MSB has a good case against the Defendant. The amount of the claim is RM17.0 million.

Save as disclosed above, there was no material litigation pending as at the date of this announcement.

B15 Dividends

The Company did not declare any interim dividend in the current financial quarter.

B16 Loss per share

(i) Basic loss per ordinary share

	Current Year Quarter 30/06/2012 RM'000	Current Year To Date 30/06/2012 RM'000
Loss attributable to owners of the Company	(67,976)	(125,626)
Weighted average no. of ordinary shares in issue ('000)	225,523	225,523
Basic loss per share (sen)	(30.14)	(55.70)

(ii) Diluted loss per ordinary share

This is not applicable to the Group.

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By order of the Board

LILY YIN KAM MAY (MAICSA 0878038)

SOON LEH HONG (MIA 4704)

Secretaries

Kuala Lumpur

30 August 2012