

Notes to the Interim Financial Report

A1 Basis of preparation

The interim financial report is unaudited and has been prepared in accordance with applicable approved Malaysian Financial Reporting Standards ("MFRS") No. 134 "Interim Financial Reporting" and Chapter 9 Part K paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Securities Exchange").

The interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended 31 January 2015. There was no qualification in the audited financial statements for the year ended 31 January 2015.

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the annual financial statements for the year ended 31 January 2014. The transition from previous FRSs to the new MFRSs had no impact on the Group financial position, financial performance, cash flow and the notes to the financial statement.

A2 Seasonal or cyclical factors

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

A3 Items affecting assets, liabilities, equity, net income or cash flows

There were no items affecting assets, liabilities, equity, net income or cash flows that are unusual because of their nature, size or incidence during the current financial quarter.

A4 Change in estimates

There were no significant changes in the estimates of amounts reported in the interim periods of prior financial years that have a material effect in the current financial quarter.

A5 Debt and equity securities

There were no issuance and repayment of debt and equity securities, share buy-back, share cancellations, share held as treasury shares and resale of treasury shares for the current financial year to-date.

A6 Dividend paid

No dividends were paid for the current quarter under review.

A7 Segment Revenue and Segment Result by Business Segments

Segment information is presented in respect of the Group's business segment. All inter-segment transactions have been entered into in the normal course of business and have been established under terms and conditions that are not materially different from that obtainable in transactions with unrelated parties. The effects of the inter-segment transactions are eliminated on consolidation.

Business Segments	Investment Holding RM'000	Construction RM'000	Property Investment RM'000	Trading RM'000	Oil & Gas RM'000	Others RM'000	Elimination RM'000	Group RM'000
3 months ended 30 Apr 2015								
Revenue								
External sales	-	18,027	13	4,163	5,043	-	-	27,246
Inter-segment sales	-	-	55			-	(55)	-
	<u>-</u>	<u>18,027</u>	<u>68</u>	<u>4,163</u>	<u>5,043</u>	<u>-</u>	<u>(55)</u>	<u>27,246</u>
Segment Profit / (Loss)	(259)	(297)	19	664	1,733	(1)	-	1,859
Share of results of Associate	-	(19)	-	-	-	-	-	(19)
Profit / (Loss) before tax	<u>(259)</u>	<u>(316)</u>	<u>19</u>	<u>664</u>	<u>1,733</u>	<u>(1)</u>	<u>-</u>	<u>1,840</u>
Taxation	-	(30)	(4)	(81)	(20)	-	-	(135)
Profit / (Loss) after taxation	<u><u>(259)</u></u>	<u><u>(346)</u></u>	<u><u>15</u></u>	<u><u>583</u></u>	<u><u>1,713</u></u>	<u><u>(1)</u></u>	<u><u>-</u></u>	<u><u>1,705</u></u>

A7 Segment Revenue and Segment Result by Business Segments (cont'd)

Business Segments	Investment Holding RM'000	Construction RM'000	Property Investment RM'000	Trading RM'000	Oil & Gas RM'000	Others RM'000	Elimination RM'000	Group RM'000
3 months ended 30 Apr 2014								
Revenue								
External sales	-	14,744	7	390	2,279	-	-	17,420
Inter-segment sales	-	-	42			-	(42)	-
		<u>14,744</u>	<u>49</u>	<u>390</u>	<u>2,279</u>		<u>(42)</u>	<u>17,420</u>
Segment Profit / (Loss)	(176)	90	(50)	(44)	608	(1)	-	427
Share of results of Associate	-	(18)	-	-	-	-	-	(18)
Profit / (Loss) before tax	<u>(176)</u>	<u>72</u>	<u>(50)</u>	<u>(44)</u>	<u>608</u>	<u>(1)</u>	<u>-</u>	<u>409</u>
Taxation	-	(84)	(4)	(16)	(20)	-	-	(124)
Profit / (Loss) after taxation	<u><u>(176)</u></u>	<u><u>(12)</u></u>	<u><u>(54)</u></u>	<u><u>(60)</u></u>	<u><u>588</u></u>	<u><u>(1)</u></u>	<u><u>-</u></u>	<u><u>285</u></u>

A8 Valuation of property, plant and equipment and investment properties

The valuation of property, plant and equipment has been brought forward without amendment from the previous annual financial statements for the year ended 31 January 2015.

A9 Material subsequent events

There were no other material events subsequent to the end of the quarter under review, which are likely to affect the result of the Group's operation substantially.

A10 Changes in composition of the Group

On 2 March 2015, Merge Energy Bhd acquired 100% equity interest in Semarak Niaga Lanskap Sdn Bhd for a cash consideration of RM6,000,000.

(a) The effect of the acquisition on the financial results of the Group during the financial quarter are as follows : -

	30-Apr-15 RM'000
Revenue	3,401
Operating Costs	(3,040)
Profit before tax	361
Taxation	(67)
Increase in Group Profit	294

- (b) The effect of acquisition on the financial position of the Group at the end of the financial quarter are as follows : -

	30-Apr-15 RM'000
Property, plant and equipment	1,125,002
Inventories	20,425
Trade and other receivable	5,867,005
Cash and cash equivalents	1,173,578
Trade and other payables	(1,470,620)
Loans and borrowing	(719,426)
Taxation & RPGT	(212,420)
Deferred tax liabilities	(9,242)
Amount due to shareholders	(320,000)
Net assets acquired	5,454,302
Goodwill on consolidation	545,698
Acquisition satisfied by cash	6,000,000
Cash and cash equivalent of the subsidiary company acquired	(1,173,578)
Cash flow on acquisition, net of cash and cash equivalent acquired	4,826,422

A11 Contingent liabilities or contingent assets

The Company has given corporate guarantees amounting to RM50.71 million (31/01/2015 : RM50.71 million) to licensed banks for banking and suppliers credit facilities granted to a subsidiary company. Consequently, the Company is contingently liable for the amount of banking facilities utilized by a subsidiary company amounting to RM15.11 million (31/01/2015 : RM20.61 million)

Additional information required by Bursa Malaysia Listing Requirements

B1 Review of performance

For the three months ended 30 April 2015, the Group recorded revenue of RM27.25 million and profit before taxation of RM1.84 million compared to revenue of RM17.42 million and profit before taxation of RM409,000 in the preceding year three months ended 30 April 2014. The increase in profit was due to higher progress billing as compared to the same period in the preceding year.

B2 Comparison of the quarterly results to the results of the preceding quarter

For the current quarter under review, the Group recorded revenue of RM27.25 million and profit before taxation of RM1.84 million as compared to a revenue of RM19.92 million and profit before taxation of RM3.37 million in the preceding quarter ended 31 January 2015. The decline in profit was mainly due to adjustment on fair value of investment properties of RM2.93 million in the preceding quarter.

B3 Prospects

The Group is expected to operate in a very challenging environment with the imposition of GST effective on 1st April 2015 and couple with the pressures on profit margins and rising operating costs. Nevertheless, the Group continue to implement stringent cost control in the current financial year.

Barring any unforeseen circumstances, the Board of Directors believe that the Group will continue to stay competitive and the business long-term outlook for the Group is considerably promising.

B4 Profit forecast

Not applicable as no profit forecast was published.

B5 Taxation

	Current Quarter 30 Apr 2015 RM'000	Current Year To-Date 30 Apr 2015 RM'000
Income Tax		
- Current Year	135	135
- Tax Under Provision in Prior Year	-	-
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	135	135
	=====	=====

Provision for tax was made in the current quarter on business and non business income derived mainly from operating income, rental, interest on repo and fixed deposit.

B6 Unquoted investments and properties

There was no sale of unquoted investments or properties for the current quarter and financial year to date.

B7 Purchase or disposal of quoted investments

There was no purchase or disposal of quoted investments for the current quarter.

B8 Borrowing

The Group borrowings as at 30 April 2015 are as follows: -

	30 Apr 2015 RM'000	30 Apr 2014 RM'000
<u>Short term borrowing</u>		
- Hire purchase creditor	388	310
- Letter of Credit / Trust Receipt	-	-
- Bank Overdraft	737	1,181
- Term Loan	21	13
- Factoring	386	-
<u>Long term borrowing</u>		
- Hire purchase creditor	1,053	524
- Term Loan	470	484
Total	3,055	2,512

B9 Material litigation

There is no litigation for the financial year as at 30 April 2015.

B10 Dividend

No dividends were proposed or declared for the current quarter and financial year to date. (2014: Nil).

B11 Earnings per share

The basic earnings per share for the financial year has been calculated based on the consolidated profit after taxation attributable to the owner of the parent of RM1.02 million and on the number of ordinary shares in issue of 67,000,000.

B12 Realised and Unrealised Profit / Loss Disclosures

The following analysis is prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the context of disclosure pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad

	As at 30 Apr 2015 RM'000	As at 31 Jan 2015 RM'000 (Audited)
Total retained profits / (accumulated losses) of Merge Energy Bhd and its subsidiaries :		
- Realised	(66,093)	(41,433)
- Unrealised	7,470	7,470
	(58,623)	(33,963)
Total share of retained profits / (accumulated losses) of the associate :		
- Realised	(279)	(260)
- Unrealised	-	-
	(58,902)	(34,223)
Add : Consolidation adjustments	43,195	17,496
Total group retained profits / (accumulated losses) as per consolidated accounts	(15,707)	(16,727)

By Order of the Board
Yew @ Yeoh Siew Yen
MAICSA 7048094
Company Secretary
Shah Alam
27 May 2015