#### **MERGE ENERGY BHD.**

(Company No. 420099-X) (Incorporated In Malaysia)

#### **Notes to the Interim Financial Report**

#### **A1** Corporate Information

The Company is a public limited company, incorporated and domiciled in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad.

## A2 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 March 2017. There was no qualification in the audited financial statements for the year ended 31 March 2017.

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 March 2017. 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.

#### A3 Seasonal or cyclical factors

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

#### A4 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.

#### A5 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 period.

#### A6 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.

#### A7 Dividend paid

No dividends were paid for the current quarter under review.

# A8 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	Maintenance, Facility Management and Services RM'000	Oil & Gas RM'000	Auto Service and Maintenace Workshop RM'000	Others RM'000	Elimination RM'000	Group RM'000
12 months ended 31 March 2018									
Revenue									
External sales	-	16,434	65	3,285	3,600	1,176	-	-	24,560
Inter-segment sales	-	-	174	242	-	240	-	(656)	-
	-	16,434	239	3,527	3,600	1,416	-	(656)	24,560
Segment Profit / (Loss)	(846)	(4,591)	(55)	(655)	(286)	(815)	(10)	699	(6,559)
Finance costs	-	(330)	-	(15)	(67)	-	-	-	(412)
Share of results of Associate	-	-	-	-	-	-	-	(3,430)	(3,430)
Profit / (Loss) before tax	(846)	(4,921)	(55)	(670)	(353)	(815)	(10)	(2,731)	(10,401)
Taxation	-	(89)	(15)	23	133	(21)	-	-	31
Deferred Taxation		214	(127)	46	23	10			166
Zakat	-	(2)	-	(55)	(10)	(5)	-	-	(72)
Profit / (Loss) after taxation	(846)	(4,798)	(197)	(656)	(207)	(831)	(10)	(2,731)	(10,276)

# A8 Segment Revenue and Segment Result by Business Segments (cont'd)

Business Segments	Investment Holding RM'000	Construction RM'000	Property Investment RM'000	Maintenance, Facility Management and Services RM'000	Oil & Gas RM'000	Auto Service and Maintenace Workshop RM'000	Others RM'000	Elimination RM'000	Group RM'000
12 months ended 31 March 2017									
Revenue									
External sales	_	74,501	57	7,697	5,243	-	-	-	87,498
Inter-segment sales	-	-	214	152	-	-	-	(366)	-
	-	74,501	271	7,849	5,243	-		(366)	87,498
Segment Profit / (Loss)	(1,047)	1,560	792	1,591	412	-	(10)	(1,199)	2,099
Finance Costs	-	(441)	-	(13)	(60)	-	-	-	(514)
Share of results of Associate	-	1,110	-	-	-	-	-	-	1,110
Profit / (Loss) before tax	(1,047)	2,229	792	1,578	352	-	(10)	(1,199)	2,695
Taxation	-	(147)	(20)	(397)	(84)	-	-	-	(648)
Deferred Taxation	-	(40)	(40)	(37)	(42)	-	-	40	(119)
Zakat	-	(28)	(10)	(137)	(68)	-	-	-	(243)
Profit / (Loss) after taxation	(1,047)	2,014	722	1,007	158	-	(10)	(1,159)	1,685

#### A9 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 March 2017.

#### **A10** Material subsequent events

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

# **A11** Changes in composition of the Group

There were no changes in the composition of the Group for the current period under review.

## A12 Contingent liabilities or contingent assets

The Company has given corporate guarantees amounting to RM49.61 million (31/03/2017: RM62.41 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 subsidiaries company amounting to RM14.24 million (31/03/2017: RM29.82 million)

#### Additional information required by Bursa Malaysia Listing Requirements

#### **B1** Review of performance

	INDIVIDUAL PERIOD (4th quarter)			CUMULATIVE PERIOD		
		PRECEDING YEAR QUARTER		CURRENT YEAR TO-DATE	PRECEDING YEAR TO-DATE	
	31.03.2018 RM'000	31.03.2017 RM'000	Change %	31.03.2018 RM'000	31.03.2017 RM'000	Change %
Revenue	6,338	16,399	-61%	24,560	87,498	-72%
Operating Profit / (Loss)	(3,052)	769	-497%	(6,559)	2,098	-413%
Profit / (Loss) Before Interest and Tax	(6,307)	1,703	-470%	(9,989)	3,209	-411%
Profit / (Loss) Before Tax	(6,399)	1,567	-508%	(10,401)	2,695	-486%
Profit / (Loss) After Tax	(6,305)	942	-769%	(10,276)	1,685	-710%
Profit / (Loss) Attributable to Owners of the Company	(6,375)	982	-749%	(10,108)	1,622	-723%

#### Quarterly

For the current quarter under review, the Group recorded revenue of RM6.34 million and loss after tax of RM6.31 million as compared to corresponding preceding year quarter revenue of RM16.40 million and profit after tax of RM942,000 was mainly due to most of the mega projects has completed and the progress were fully recognized. The newly secured project has yet to contribute any revenue to the Group.

The losses were mainly due to share of loss in associate of IJMP-MK Joint Venture of RM3.25 million, write off professional and consultation costs of RM874,000 for work carried out however, the project proposal were not materialized and provision of trade receivables amounting to RM520,000.

#### Year-to-date

In line with the above, the Group recorded twelve months revenue of RM24.56 million and loss after tax of 10.28 million as compared to revenue of RM87.50 million and profit of RM1.69 million respectively in the corresponding preceding twelve months period ended 31 March 2017.

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

	CURRENT QUARTER	IMMEDIATE PRECEDING	
	ENDED	QUARTER ENDED	
	31.03.2018 RM'000	31.12.2017 RM'000	Change %
Revenue	6,338	6,809	-7%
Operating Profit / (Loss)	(3,052)	(1,546)	-97%
Profit / (Loss) Before Interest and Tax	(6,307)	(1,601)	-294%
Profit / (Loss) Before Tax	(6,399)	(1,695)	-278%
Profit / (Loss) After Tax	(6,305)	(1,660)	-280%
Profit / (Loss) Attributable to Owners of the Company	(6,375)	(1,716)	-272%

For the current quarter under review, the Group's revenue was RM6.34 million, a decrease of 7% from the preceding quarter revenue of RM6.81 million while the loss after tax for the quarter stood at RM6.31 million as compare to the preceding quarter loss of RM1.66 million.

The further losses were due to insufficient revenue couple with the share of loss in associate of IJMP-MK Joint Venture of RM3.25 million, write off professional and consultation costs of RM874,000 for work carried out however, the project proposal were not materialized and provision of trade receivable amounting to RM520,000. The newly secured project has yet to contribute any revenue to the Group.

#### **B3** Prospects

The Group will continue with the existing core business and actively secure new contract in various states within Malaysia. Barring unforeseen circumstances, the Director are of the opinion that based on the remaining balance of order book the performance of the Group for forthcoming financial period is expected to be challenging.

#### **B4** Profit forecast

Not applicable as no profit forecast was published.

#### **B5** Profit Before Tax

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

	Current	Preceding Year	Current	Preceding Year
	Quarter	Quarter	YTD	YTD
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
	RM'000	RM'000	RM'000	RM'000
Interest (Income)/ Loss	(42)	(136)	(163)	(399)
Interest Expenses	92	136	412	514
Depreciation Expenses	337	273	1,241	1,016
Write off of Trade Receivable	0	27	0	27
Impairment Loss on Trade Receivable	520	170	520	170
Foreign Exchange (Gain) / Loss	0	39	(24)	71
	907	509	1,986	1,399

#### **B6** Taxation

	Current	Preceding Year	Current	Preceding Year
	Quarter	Quarter	YTD	YTD
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
	RM'000	RM'000	RM'000	RM'000
- Prior Year Tax	(74)	55	(113)	86
- Current Year Tax	74	276	82	562
- Deferred Tax	0	119	(166)	119
	0	450	(197)	767

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.

# **B7** Unquoted investments and properties

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

#### **B8** Purchase or disposal of quoted investments

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

#### **B9** Borrowing

The Group borrowings are as follows: -

	As at	As at
	31-Mar-18	31-Mar-17
	RM'000	RM'000
Short Term Borrowing (Secured)		
- Letter of Credit / Trust Receipt	-	1,024
- Bank Overdraft	3,259	6,343
- Hire Purchase	308	353
- Term Loan	40	38
Long Term Borrowing (Secured)		
- Hire Purchase	599	943
- Term Loan	1,171	1,212
Total Borrowing	5,377	9,913

#### **B10** Material litigation

There is no material litigation for the financial year as at 31 March 2018.

#### **B11** Dividend

No dividends were proposed or declared for the current quarter and financial year to date. (2017: Nil).

#### **B12** Earnings per share

The basic losses per share for the financial year has been calculated based on the consolidated losses after taxation attributable to the owner of the parent of RM10.11 million and on the number of ordinary shares issue of 67,000,000.

By Order of the Board Yew @ Yeoh Siew Yen MAICSA 7048094 Company Secretary Shah Alam 22 May 2018