Quarterly Report on consolidated results For the fourth quarter ended 31 December 2003

(The figures have not been audited)

Condensed Consolidated Balance Sheet As at 31 December 2003

Property, plant and equipment Other investments	Note A9 B7	As at 31 December 2003 RM'000 94,234	Restated As at 31 December 2002 RM'000 60,518 10
Deferred tax assets		675	-
Current assets			
Inventories Trade and other receivables Cash and bank balances		60,762 84,940 5,594	43,583 78,363 11,439
		151,296	133,385
Current liabilities			
Trade and other payables Borrowings Taxation	В9	51,191 74,354 1,322	31,904 57,993 1,885
		126,867	91,782
Net current assets		24,429	41,603
		119,338	102,131
Financed by:			
Capital and reserves			
Share capital Reserves		60,000 36,190	60,000 24,130
Shareholders' funds		96,190	84,130
Negative goodwill		7,330	8,325
Minority shareholders' interest		3,046	3,558
Long term and deferred liabilities			
Borrowings Deferred taxation	В9	12,772 -	4,733 1,385
		119,338	102,131

The Condensed Consolidated Balance Sheet should be read in conjunction with the audited financial statements for the year ended 31 December 2002 and the accompanying explanatory notes attached to the interim financial statements.

Condensed Consolidated Income Statement For the period ended 31 December 2003

	Individu	al Quarter Restated	Cumula	tive Quarter Restated
	Current year quarter	Preceding year corresponding quarter	Current year to-date	
	31/12/2003 RM'000	31/12/2002 RM'000	31/12/2003 RM'000	31/12/2002 RM'000
Revenue	69,448	62,269	295,973	146,722
Cost of sales	(61,409)	(52,983)	(253,375)	(124,910)
Gross profit	8,039	9,286	42,598	21,812
Other operating income	868	2,018	2,346	2,341
Operating expenses	(6,404)	(5,394)	(23,295)	(11,081)
Exceptional items		=	-	=
Operating profit	2,503	5,910	21,649	13,072
Interest expense	(1,143)	(928)	(3,682)	(1,861)
Share of profits of associated company				
Profit before taxation	1,360	4,982	17,967	11,211
Tax expense	1,532	(1,359)	(2,992)	(2,885)
Profit after taxation	2,892	3,623	14,975	8,326
(Less)/add : Minority interests	(123)	158	109	234
Net profit for the period	2,769	3,781	15,084	8,560
Basic earnings per ordinary shares (sen)		-	-	
(Refer Note B13)	4.6	6.3	25.1	25.8
Diluted earnings per ordinary shares (sen)	N/A	N/A	N/A	N/A

Note:

The effect to the preceding year corresponding quarter and period ended 31 December 2002 as a result of the pre-acquisition profit arising from acquisition of Engtex Sdn Berhad and its subsidiaries of RM6.037 million into the respective classification of income and expenses to comply with Malaysian Accounting Standards Board ("MASB") 21, and prior year adjustment to comply with MASB 25 are as follows:

	Restated Before allocation RM'000	Allocation of pre- acquisition profits RM'000	After allocation RM'000
Revenue	253,929	(107,207)	146,722
Cost of sales	(215,061)	90,151	(124,910)
Gross profit	38,868	(17,056)	21,812
Operating income	2,607	(266)	2,341
Operating expenses	(17,933)	6,852	(11,081)
Operating profit	23,542	(10,470)	13,072
Interest expense	(3,219)	1,358	(1,861)
Profit before taxation	20,323	(9,112)	11,211
Tax expense	(6,145)	3,260	(2,885)
Profit after taxation	14,178	(5,852)	8,326
Minority interest	419	(185)	234
Profit after taxation and minority interests	14,597	(6,037)	8,560

The Condensed Consolidated Income Statement should be read in conjunction with the audited financial statements for the year ended 31 December 2002 and the accompanying explanatory notes attached to the interim financial statements.

Condensed Consolidated Statement Of Changes In Equity For the year ended 31 December 2003

	Share capital RM'000	Non- distributable Share premium RM'000	Distributable (Accumulated loss) /Retained profits RM'000	Total RM'000
At 1 January 2003	60,000	15,580	8,550	84,130
Net profit for the year	-	-	15,084	15,084
Dividends	-	-	(3,024)	(3,024)
At 31 December 2003	60,000	15,580	20,610	96,190
At 1 January 2002	*_	-	(10)	(10)
Arising from acquisition of shares in a subsidiary	22,445	4,489	-	26,934
Arising from Rights Issue	28,455	2,561	-	31,016
Arising from Public Issue	9,100	10,920	-	20,020
Listing expenses	-	(2,390)	-	(2,390)
Net profit for the period	-	-	8,560	8,560
Dividends	-	-	-	-
At 31 December 2002	60,000	15,580	8,550	84,130

^{* -} RM2.00 comprising 2 ordinary shares of RM1.00 each

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2002 and the accompanying explanatory notes attached to the interim financial statements.

Condensed Consolidated Cash Flow Statement For the year ended 31 December 2003

	•	31 December 2003	31 December 2002
Cash flows from operating activities	Note	RM'000	RM'000
Profit before taxation		17,967	11,211
		17,507	11,211
Adjustments for:			
Amortisation of reserve on consolidation		(992)	(840)
Depreciation Gain on disposal of property, plant and equipment		5,718 (731)	2,894 (513)
Plant and equipment written off		23	12
Interest expense		3,682	1,861
Interest income		(113)	(123)
Operating profit before working capital changes		25,554	14,502
(Increase)/decrease in working capital:			
Inventories		(17,179)	(6,196)
Trade and other receivables		(6,357)	4,983
Trade and other payables		19,066	(19,485)
Cash generated from/(used in) operations		21,084	(6,196)
Income taxes paid		(5,614)	(5,663)
Interest paid		(2,718)	(1,472)
Net cash generated from/(used in) operating activities		12,752	(13,331)
Cash flows from investing activities			
Acquisition of subsidiary, net of cash acquired	(i)	(9)	(5,914)
Interest received		113	123
Acquisition of shares from a minority shareholder		(368)	4 22 6
Proceeds from disposal of property, plant and equipment Purchase of property, plant and equipment		1,919 (35,308)	4,236 (6,441)
Proceeds from disposal of quoted shares	В7	10	(0,441)
Net cash used in investing activities		(33,643)	(7,996)
Cash flows from financing activities Proceeds from issuance of shares and Rights Issue, net			
of payment to former shareholders of acquired subsidiaries		_	21,025
Proceeds from loans and other borrowings		183,609	78,620
Repayment of loans and other borrowings		(166,411)	(73,715)
Payment of hire purchase liabilities		(1,817)	(982)
Interest paid		(964)	(389)
Dividend paid to minority shareholders of subsidiaries		(36)	-
Proceeds from issuance of shares to minority shareholders by a			700
subsidiary Dividends paid		(3,024)	-
Net cash generated from financing activities		11,357	25,259
0			

	Note	31 December 2003 RM'000	31 December 2002 RM'000
Net (decrease)/increase in cash and cash equivalents Cash and cash equivalents at beginning of period		(9,534) 3,932	3,932 *-
Cash and cash equivalents at end of period	(ii)	(5,602)	3,932

^{* -} RM2.00

(i) The effects of acquisition of subsidiaries are as follows:

		Restated
	RM'000	RM'000
Property, plant and equipment	7	59,963
Other investments	-	10
Current assets	267	129,480
Current liabilities	(221)	(141,716)
Long term liabilities	-	(10,148)
Minority interest	-	(291)
Goodwill/(Reserve) on consolidation	3	(9,164)
Net assets acquired	56	28,134
Purchase consideration satisfied by shares	-	(26,934)
Portion discharged by cash	56	1,200
Net bank balances acquired	(47)	4,714
Cash flow on acquisition, net of cash acquired	9	5,914

(ii) Cash and cash equivalents comprise:

Cush una cush equivacius comprise.	RM'000	RM'000
Cash and bank balances	4,238	8,699
Deposit	1,356	2,740
Bank overdrafts	(11,196)	(7,507)
	(5,602)	3,932

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements for the year ended 31 December 2002 and the accompanying explanatory notes attached to the interim financial statements.

Notes to the interim financial report for the financial quarter ended 31 December 2003

A. Compliance with MASB 26 Paragraph 16

A1. Basis of preparation

The interim financial report is unaudited and has been prepared in compliance with MASB 26, Interim Financial Reporting and Chapter 9 Part K of the Listing Requirements of Malaysia Securities Exchange Berhad ("MSEB"). The interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2002.

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the financial statements of the Group for the year ended 31 December 2002 except for the adoption of the following:

- i) MASB 25, Income Taxes which is applied retrospectively. The changes and effects of adopting MASB 25 which resulted in prior year adjustment are disclosed below;
- ii) MASB 27, Borrowing Costs which is applied retrospectively. Comparative figures have not been restated as the previous accounting policy was in line with the accounting standard; and
- iii) MASB 29, Employee Benefits which is applied retrospectively. The adoption of this new standard does not have a material impact on the financial statements other than extended disclosures.

(a) Prior year adjustment

The adoption of MASB 25 has resulted in the recognition in full of all taxable temporary differences. Previously, deferred tax liabilities were not provided if no liability was expected to arise in the foreseeable future and there were no indications the timing differences would reverse thereafter. Deferred tax assets are now recognised when it is probable that taxable profits will be available against which the deferred tax asset can be utilised (previously only recognised where there was a reasonable expectation of realisation in the near future).

The change in accounting policies, applied retrospectively, had the following impact on results:

	Individu	ual Quarter	Cumula	ative Quarter
	Current year Preceding year quarter corresponding quarter		Current year to-date	Preceding year corresponding period
	31/12/2003 RM'000	31/12/2002 RM'000	31/12/2003 RM'000	31/12/2002 RM'000
Net profit before change in				
accounting policy	975	3,589	13,290	8,368
Effect of adopting MASB 25	1,794	192	1,794	192
Net profit for the period	2,769	3,781	15,084	8,560

A2. Qualification of Audit Report

The audit reports of the Group's preceding annual financial statements were reported without qualification.

A3. Seasonal or cyclical factors

The business of the Group was not affected by any significant seasonal or cyclical factors in the current quarter.

A4. Unusual items affecting assets, liabilities, equity, net income or cash flows

Other than Note A1(a) above, the business of the Group was not affected by any significant unusual items affecting assets, liabilities, equity, net income or cash flows in the current quarter.

A5. Material changes in estimates

Other than Note A1(a) above, there were no material changes in estimates used in reporting the current quarter as compared to the financial statements of the Group for the year ended 31 December 2002.

A6. Debt and Equity Securities

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

A7. Dividend paid

No dividend is recommended nor paid for the current quarter.

A8. Segment information

Segment information is presented in respect of the Group's business segment. Inter-segment pricing is determined based on a negotiated basis.

	Wholesale & distribution RM'000	Manufacturing & services RM'000	Investment holding RM'000	Elimination RM'000	Consolidated RM'000
Business segments					
Revenue from					
external customer	239,562	56,356	55	-	295,973
Inter comment revenue	107 704	70.200		(196 012)	
Inter-segment revenue	107,704	79,209		(186,913)	205.072
Total revenue	347,266	135,565	55	(186,913)	295,973
Segment result	21,812	1,449	4,098	(6,815)	20,544
Unallocated income					
- Amortisation of					
negative goodwill					992
- Interest income					113
Operating profit					21,649
Interest expense					(3,682)
Profit before tax				•	17,967
Tax expense					(2,992)
Minority interests					109
Net profit for the year					15,084

	Wholesale & distribution RM'000	Manufacturing & services RM'000	Investment holding RM'000	Elimination RM'000	Consolidated RM'000
Segment assets	204,253	105,631	78,907	(141,840)	246,951
Segment liabilities	(150,749)	(77,768)	(313)	88,445	(140,385)
Capital expenditure	3,943	36,696	-	-	40,639
Depreciation and amortisation	1,766	3,952	(992)	-	4,726
Other non-cash income	(507)	(201)	-	-	(708)

A9. Valuation of property, plant and equipment

The Group states its property, plant and equipment at cost less accumulated depreciation and accumulated impairment losses, and does not adopt a policy to revalue its property, plant and equipment.

A10. Subsequent Events

A subsidiary had acquired a piece of leasehold land together with a building erected thereon situated at Lot 107, Gebeng Industrial Estate, 28600 Kuantan, Pahang held under H.S.(D) 17924 PT 7554, Mukim of Sungai Karang, District of Kuantan, Pahang for a total cash consideration of RM1,100,000, of which RM33,000 had been paid as deposit.

Other than the above, there were no material subsequent events since 31 December 2003 until 19 February 2004, being the date not earlier than 7 days from the date of this announcement that will affect the financial results of the Company for the financial period under review.

A11. Changes in the composition of the Group

On 6 October 2003, the Company had acquired 100,000 ordinary shares of RM1.00 each representing 100% equity interest in Engtex Distribution Centre Sdn Bhd for a cash consideration of RM56,000. The intended principal activity is that of manufacturing.

Other than the above, there was no change in the composition of the Group for the current quarter.

A12. Changes in contingent liabilities

The changes in contingent liabilities of the Company since 31 December 2002 until 19 February 2004, being the date not earlier than 7 days from the date of this announcement are as follows:

	RM'000
-Corporate guarantees to financial institutions for banking facilities granted to its subsidiaries	160,260
-Corporate guarantees to suppliers for credit facilities granted to its	
subsidiaries	11,800
_	172,060

B. Compliance with MSEB Listing Requirement (Part A of Appendix 9B)

B1. Review of performance

		Preceding year
	Current year	corresponding
	to-date	period
	31/12/03	31/12/02
	RM'000	RM'000
Revenue	295,973	*253,929
Profit before taxation	17,967	*20,323

^{* -} Restated before the allocation of pre-acquisition profit.

The increase in revenue as compared to corresponding period ended 31 December 2002 were mainly due to the strong market demand in tandem with favourable economic growth.

However, the decrease in profit before taxation was mainly attributed to the increase in cost of products and raw materials, and the increase in operating expenses arising from the continuing expansion programs carried out in certain manufacturing subsidiaries.

B2. Comparison with preceding quarter's results

The Group recorded a revenue and profit before taxation for the current quarter ended 31 December 2003 of RM69.448 million and RM1.360 million respectively as compared to the preceding quarter ended 30 September 2003 of RM74.596 million and RM5.410 million respectively.

The decrease in revenue was mainly due to the softening market demand towards the year end. The decrease in profit before taxation was mainly attributed to the increase in cost of products and raw materials, and the increase in operating expenses arising from the continuing expansion programs carried out in certain manufacturing subsidiaries.

B3. Prospects

The Group will continue focusing on expanding its existing product range within the pipes, valves and fittings, plumbing materials, general hardware and steel related products, and enhancing its distribution and wholesale and manufacturing divisions in line with the Integrated One-Stop Distribution Centre concept. The operation of the newly acquired ductile iron pipe plant in Gebeng, Kuantan will be on-stream in the year 2004.

Barring any unforeseen circumstances, the Directors anticipate that the performance of the Group for the financial year ending 31 December 2004 will remain satisfactory.

B4. Profit Forecast and/or Profit Guarantee

Not applicable as no profit forecast was published.

B5. Taxation

	Current year quarter 31/12/03 RM'000	Current year to date 31/12/03 RM'000
Current tax expense		
- current (i)	483	5,211
- prior year	(3)	(207)
Deferred tax expense		
- current (ii)	159	159
- prior year	(860)	(860)
Deferred tax assets - current (iii)	(1,311)	(1,311)
	(1,532)	2,992
Tax expense based on statutory income tax rate of 28%	381	5,031
Tax effect of expenses that are not deductible in determining taxable profit:		
Effect of change in tax rate	(102)	(102)
Depreciation of non-qualifying assets	200	300
Other non-deductible expenses	182	313
Utilisation of reinvestment allowances	76	(77)
Utilisation of unabsorbed tax losses	(118)	(118)
Utilisation of tax incentive	(1,288)	(1,288)
Tax expense for the period [(i) +(ii)+(iii)]	(699)	4,059

The Group's effective tax rate was lower than the statutory tax rate principally due to the utilisation of tax incentives and tax losses.

B6. Sales of Unquoted Investments and/or Properties

(a) Total sales of properties and the profits arising therefrom for the current quarter and financial year-to-date, are as follows:

	Current year	Current year to
	quarter	date
	31/12/03	31/12/03
	RM'000	RM'000
(i) Total disposals	1,268	1,422
(ii) Gain/(loss) on disposals	445	425

(b) There were no sales of unquoted investments and profit/(loss) arising therefrom for the current quarter and financial year-to-date.

B7. Investment in Quoted Securities

(a) Total purchases or disposals of quoted securities and profit/(loss) arising therefrom for the current quarter and financial year-to-date are as follows:-

	Current year	Current year
	quarter	to date
	31/12/03	31/12/03
	RM'000	RM'000
(i) Total purchases	-	-
(ii) Total disposals	-	10
(iii) Loss on disposals	-	-

(b) Subsequent to the above disposals, there is no investment in quoted securities as at 31 December 2003.

B8. Status of Corporate Proposals Announced

- a) On 14 October 2003, the Company announced that in conjunction with the following proposals announced on 11 September 2003, namely:
 - (i) bonus issue of 15,000,000 new ordinary shares of RM1.00 each on the basis of one (1) new ordinary share for every four (4) existing ordinary shares held on an entitlement date to be determined later ("Proposed Bonus Issue"); and
 - (ii) an employees' share option scheme ("ESOS") of up to ten percent (10%) of the issued and paid-up share capital of the Company for the eligible directors and employees of the Company and its subsidiaries ("Proposed ESOS").

collectively to be known as "Proposals",

the Company also proposed a private placement of up to six million (6,000,000) new ordinary shares of RM1.00 each representing ten percent (10%) of the issued and paid-up share capital of the Company to be implemented prior to the Proposed Bonus Issue and the Proposed ESOS ("Proposed Private Placement"). It was also mentioned that the Proposed Bonus Issue could be revised upward up to thirty three million (33,000,000) new ordinary shares of RM1.00 each on a basis and entitlement date to be determined later after the completion of the Proposed Private Placement.

The Proposals have been approved by the Securities Commission and Foreign Investment Committee, and are now pending approvals from MSEB and shareholders of the Company.

b) The status of the utilisation of the total proceeds from the Rights Issue and the Public Issue of RM24,936,196 as at 31 December 2003 is tabulated as follows:

No	Purpose	Proposed utilisation RM'000	Utilised RM'000	Balance RM'000
1	Repayment of borrowings and financing the	5,000	5,000	-
	acquisition of a land and construction of			
	factory building for its subsidiary company			
	which was subsequently revised for the			
	investment in a subsidiary and acquisition			
	of landed property by a subsidiary.			

2	Expansion plan for manufacturing plants.	2,200	2,200	-
No	Purpose	Proposed utilisation RM'000	Utilised RM'000	Balance RM'000
3	Implementation of Enterprise Resource Planning system	600	600	-
4	Repayment of bank borrowings	10,691	10,691	-
5	Working capital	4,445	4,055	390
6	Listing expenses	2,000	2,390	(390)
	Total	24,936	24,936	-

B9. Group Borrowings and Debt Securities

The Group's borrowings as at 31 December 2003, which are denominated in Ringgit Malaysia, were as follows:

	Secured RM'000	Unsecured RM'000	Total RM'000
Short term			
Bank overdraft	10,975	221	11,196
Revolving credit	3,000	-	3,000
Bills payable	48,347	7,422	55,769
Term loans	2,635	-	2,635
Hire purchase liabilities	1,754	-	1,754
	66,711	7,643	74,354
Long term			
Term loans	10,063	-	10,063
Hire purchase liabilities	2,709	-	2,709
-	12,772	-	12,772

B10. Off Balance Sheet Financial Instruments

During the financial year-to-date, the Group did not enter into any contracts involving off balance sheet financial instruments.

B11. Changes in Material Litigation

There were no impending material litigation as at 19 February 2004, being the date not earlier than 7 days from the date of this announcement.

B12. Dividend declared

The Directors had recommended a final dividend of 7% less tax totalling RM3,024,000 in respect of the year ended 31 December 2003, which is subject to the approval by the shareholders at the forthcoming Annual General Meeting. This proposed dividend has not been included in the financial statements.

B13. Basic and diluted earnings per share

The calculation of basic earnings per share for the current quarter and period ended 31 December 2003 are based on the net profit attributable to ordinary shareholders of RM2.769 million and RM15.084 million respectively, and the number of ordinary shares in issue of 60,000,000.

The calculation of basic earnings per share in the preceding year corresponding quarter ended 31 December 2002 was based on the net profit attributable to ordinary shareholders of RM3.781 million and the number of ordinary shares in issue of 60,000,000.

The calculation of basic earnings per share in the preceding year corresponding period ended 31 December 2002 was based on the net profit attributable to ordinary shareholders, after the allocation of pre-acquisition profit, of RM8.560 million and the weighted average number of ordinary shares in issue of 33,176,845, as calculated below:

Weighted average number of ordinary shares

	Number of shares
Issued ordinary shares at beginning of the period	2
Effects of shares issued in:	
- 30 May 2002	13,159,401
- 10 June 2002	15,903,743
- 19 July 2002	4,113,699
Weighted average number of ordinary shares	33,176,845

B14. Capital commitment

	31 December
	2003
	RM'000
Property, plant and equipment	
Authorised but not contracted for	6,518
Contracted but not provided for in	
the financial statements	<u>6,735</u>
	13,253
	======
Investment	
Authorised but not contracted for	10,000
Contracted but not provided for in	,
the financial statements	8,000
the intuition statements	18,000

B15. Related party transactions

Significant related party transactions with companies in which certain Directors have interest for the year ended 31 December 2003 are as follows:

	RM'000
Sales	(4,802)
Purchases	4,410
Rental expense payable	228
Rental income receivable	(72)
Sale of property	(900)
Purchase of plant and equipment	99
	======

These transactions have been entered into in the normal course of business and have been established under negotiated terms.

B16. Provision of financial assistance

The amount of financial assistance provided by the Company and its subsidiaries pursuant to paragraph 8.23(1) of the Listing Requirements is as follows:

	31 December 2003 RM'000	31 December 2002 RM'000
-Corporate guarantees to financial institutions for banking facilities granted to its non wholly-owned		
subsidiaries	29,600	8,700
-Bankers' guarantee utilized by its non wholly-owned		
subsidiaries	-	381
<u> </u>	29,600	9,081

The above financial assistance does not have a material financial impact on the Group.