

PERWAJA HOLDINGS BERHAD Company No.: 798513-D

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER AND SIX MONTHS ENDED 30 JUNE 2012

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER AND SIX MONTHS ENDED 30 JUNE 2012

	Unaudited 3 months ended		Unaudited 6 months ended		
	30.06.2012 RM'000	30.06.2011 RM'000	30.06.2012 RM'000	30.06.2011 RM'000	
Revenue	622,253	382,472	1,028,374	808,577	
Operating expenditure	(600,739)	(408,300)	(972,589)	(838,264)	
Other income	309	29,927	1,399	30,857	
Finance costs	(19,548)	(18,729)	(38,690)	(40,082)	
Profit/(Loss) before taxation	2,275	(14,630)	18,494	(38,912)	
Taxation					
Profit/(Loss) after taxation	2,275	(14,630)	18,494	(38,912)	
Other comprehensive income, net of tax					
Available-for-sale (AFS) investment's fair value movements		66		132	
Total comprehensive income/(expense)	2,275	(14,564)	18,494	(38,780)	
Total comprehensive income/(expense) attributable	to:				
Equity holders of the parent	2,275	(14,564)	18,494	(38,780)	
Minority interests					
	2,275	(14,564)	18,494	(38,780)	
Earning/(Loss) per share (Note 25) :					
- Basic EPS/(LPS) (sen)	0.41	(2.61)	3.30	(6.95)	
- Diluted EPS (sen)	0.31	N/A	2.39	N/A	

The above condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2012

	Unaudited	Audited
	As at	As at
	30.06.2012	31.12.2011
	RM'000	RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	1,400,408	1,406,326
Intangible assets	1,293	1,293
Deferred tax assets	160,000	160,000
	1,561,701	1,567,619
Current assets		
Inventories	583,781	614,727
Receivables	121,305	134,043
Tax recoverable	103	103
Deposits with licensed banks	7,375	7,375
Cash and bank balances	18,322	14,811
	730,886	771,059
TOTAL ASSETS	2,292,587	2,338,678
EQUITY AND LIABILITIES		
Share capital	560,000	560,000
Irredeemable Convertible Unsecured Loan Stocks	10,748	10,748
Redeemable Convertible Unsecured Loan Stocks	2,798	-
Reserves	73,649	55,155
Total equity	647,195	625,903
Non-current liabilities		
Deferred taxation	932	_
Loan and borrowings (Note 21)	521,277	259,722
	522,209	259,722
Current liabilities		
Trade and other payables	411,092	797,804
Provision for taxation	25	25
Overdrafts and short term borrowings (Note 21)	712,066	655,224
	1,123,183	1,453,053
Total liabilities	1,645,392	1,712,775
TOTAL EQUITY AND LIABILITIES	2,292,587	2,338,678
Net assets per share attributable to equity		
holders of the parent (RM)	1.16	1.12
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The above condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR-TO-DATE ENDED 30 JUNE 2012

	Attributable to Equity Holders of the Company							
	Share Capital RM'000	Share Premium RM'000	Non Merger Reserve RM'000	-distributabl Fair Value Reserve RM'000	e ICULS RM'000	RCULS RM'000	Distributable Accumulated Losses RM'000	Total Equity RM'000
Balance at 1 January 2012	560,000	101,502	287,776	-	10,748	-	(334,123)	625,903
Comprehensive income for the period	-	-	-	-	-	-	18,494	18,494
Issuance of RCULS (Equity component)	-	-	-	-	-	2,798	-	2,798
Balance at 30 June 2012	560,000	101,502	287,776	-	10,748	2,798	(315,629)	647,195
Balance at 1 January 2011	560,000	101,502	287,776	(266)	10,748	-	(72,453)	887,307
Comprehensive expense for the period	-	-	-	-	-	-	(38,912)	(38,912)
Other comprehensive income for the period	-	-	-	132	-	-	-	132
Balance at 30 June 2011	560,000	101,502	287,776	(134)	10,748	-	(111,365)	848,527

The above condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW FOR THE SIX MONTHS ENDED 30 JUNE 2012

	Unaudited		
	Year-to-date ended		
	30.06.2012	30.06.2011	
	RM'000	RM'000	
Cash Flows (For)/From Operating Activities			
Profit/(Loss) before taxation	18,494	(38,912)	
Adjustments for non-cash flow :			
Depreciation	39,486	38,849	
Interest income	(6)	(27,347)	
Interest expense	38,690	40,082	
Operating profit before working capital changes	96,664	12,672	
Decrease in inventories	30,946	88,535	
Decrease in receivables	12,738	72,568	
Decrease in payables	(386,712)	(61,501)	
	(246,364)	112,274	
Interest paid	(38,690)	(33,656)	
Interest received	6	15	
Net cash (for)/from operating activities	(285,048)	78,633	
Cash Flows For Investing Activities			
Purchase of property, plant and equipment	(31,576)	(35,932)	
Net cash for investing activities	(31,576)	(35,932)	
8			
Cash Flows From/(For) Financing Activities			
Drawdown/(Repayment) of short term borrowings	83,138	(14,490)	
Proceeds from issuance of RCULS	280,000	-	
Repayment of Collateralised Loan	(40,000)	-	
Repayment of government loan	-	(800)	
Repayment of hire purchase obligations	(2,592)	(1,931)	
Net cash from/(for) financing activities	320,546	(17,221)	
Net increase in cash and cash equivalents	3,922	25,480	
Cash and cash equivalents at beginning of period	18,080	12,221	
Cash and cash equivalents at end of period	22,002	37,701	
Composition of cash and cash equivalents			
Deposits with licensed banks	7,375	34,500	
Cash and bank balances	14,627	3,201	
Cash and cash equivalents at end of period	22,002	37,701	
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The above condensed consolidated statement of cash flow should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to the interim financial statements.

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NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 30 JUNE 2012

PART A – EXPLANATORY NOTES PURSUANT TO FRS 134

1. Basis of reporting preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirement of Financial Reporting Standards 134 (FRS134): "Interim Financial Reporting" and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statement should be read in conjunction with the audited financial statements for the year ended 31 December 2011. These explanatory notes attached to the 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 year ended 31 December 2011.

These are the Group's condensed consolidated interim financial statements for part of the period covered by the Group's first MFRS framework annual financial statements and MFRS 1, First-time Adoption of Malaysian Financial Reporting Standards has been applied. The transition to MFRS framework does not have any financial impact to the financial statements of the Group.

The audited financial statements of the Group for the year ended 31 December 2011 were prepared in accordance with FRS. Except for certain differences, the requirements under FRS and MFRS are similar. The significant accounting policies adopted in preparing these interim financial statements are consistent with those of the audited financial statements for the year ended 31 December 2011.

The following MFRSs, Amendments to MFRSs and IC Interpretation were issued but not yet effective and have not been applied by the Group:-

Effec	live for annual perious
	beginning on or after
Financial Instruments (IFRS 9 issued by IASB in	1 January 2015
November 2009 and October 2010)	
Consolidated Financial Statements	1 January 2013
Joint Arrangements	1 January 2013
Disclosures of Interest in Other Entities	1 January 2013
Fair Value Measurement	1 January 2013
Employee Benefits (as amended in June 2011)	1 January 2013
Separate Financial Statements (as amended by	1 January 2013
IASB in May 2011)	
Investment in Associates and Joint Ventures (as	1 January 2013
amended by IASB in May 2011)	-
Disclosures – Offsetting Financial Assets and	1 January 2013
Financial Liabilities	
Presentation of Items of Other Comprehensive	1 July 2012
Income	
Offsetting Financial Assets and Financial	1 January 2014
Liabilities	-
Stripping Costs in the Production Phase of a	1 January 2013
Surface Mine	-
	 Financial Instruments (IFRS 9 issued by IASB in November 2009 and October 2010) Consolidated Financial Statements Joint Arrangements Disclosures of Interest in Other Entities Fair Value Measurement Employee Benefits (as amended in June 2011) Separate Financial Statements (as amended by IASB in May 2011) Investment in Associates and Joint Ventures (as amended by IASB in May 2011) Disclosures – Offsetting Financial Assets and Financial Liabilities Presentation of Items of Other Comprehensive Income Offsetting Financial Assets and Financial Liabilities Stripping Costs in the Production Phase of a

2. Auditors' report

The preceding audited annual financial statements were not qualified.

3. Seasonal or cyclical factors

The business operation of the Group is generally affected by the demand in construction sector, commodities market condition and global economy, as well as the fourth quarter and first quarter festive seasons.

4. Items of unusual nature and amount

There were no unusual items affecting assets, liabilities, equity, net income or cash flow of the Group during the current quarter and financial year-to-date.

5. Material changes in estimates

There were no changes in the estimates of amount relating to the prior financial years that have a material effect in the current quarter under review.

6. Debt and equity securities

- On 4 January 2012, the Company had provisionally allotted RM280 million nominal value of RCULS to the immediate holding company, Kinsteel Bhd ("Kinsteel") at 100% of its nominal value. The Restricted Issue was deemed completed upon issuance of the RCULS to the Kinsteel on 26 March 2012 and the entitled shareholders under ROS on 30 March 2012 following the listing of and quotation for the RCULS to the Official List of Main Market of Bursa Securities.
- 2) On 28 February 2012, the Company allotted 280 million Free Warrants to the entitled shareholders. The Free Warrants issue was completed on 2 March 2012 following the listing and quotation for the Free Warrants.
- 3) On 18 April 2012, the Company had fully settled the Collateralised Loan of RM40 million.

Save for the above, there have been no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the current period and year to date.

7. Dividends paid

No dividend was paid during the financial year-to-date.

8. Segmental information

Segmental information is not provided as the Group's primary business segment is principally engaged in the manufacturing and trading in direct reduced iron, steel billets, beam blanks and blooms and its operation is principally located in Malaysia.

9. Valuation of property, plant and equipment

There was no valuation of the property, plant and equipment in the current period under review.

10. Capital commitments

The total capital commitments being approved and contracted for as at the end of current quarter and financial year-to-date are amounting to RM200.3 million.

11. Subsequent event

There was no material event subsequent to the current quarter.

12. Changes in the Composition of the Group

There were no changes in the composition of the Group during the financial year-to-date.

13. Contingent Liabilities and Contingent Assets

Save as disclosed in Note 23, there were no contingent liabilities or contingent assets, which upon becoming enforceable, may have a material effect on the net assets, profits or financial position of our Group.

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PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

14. Review of performance of the Company and its principal subsidiaries

For the current quarter under review (2Q12), the Group reported a higher revenue of RM622.3 million as compared to the RM382.5 million or 62.7% recorded in the preceding year corresponding quarter (2Q11). The Group recorded a pre-tax profit of RM2.3 million as compared to a pre-tax loss of RM14.6 million reported in 2Q11.

The increase in revenue and pre-tax profit in 2Q12 was mainly driven by improvement in sales volume as compared to 2Q11.

Revenue and pre-tax profit for the 6 months ended 30 June 2012 were higher at RM1,028.4 million and RM18.5 million as compared to revenue and pre-tax loss of RM808.6 million and RM38.9 million recorded in the corresponding financial period of 2011.

The increase in revenue and profit for the quarter under review and the six month period to date was due to improved production level, margin and improved DRI market.

15. Material changes in profit before tax for the current quarter results compared to the results of the preceding quarter

The Group recorded pre-tax profit of RM2.3 million as compared to RM16.2 million in the preceding quarter. This was mainly due to the higher cost of raw material during the quarter under review.

16. **Prospects for the financial year 2012**

Whilst there are still a lot of uncertainties in the Global economy and the commodities industry, the Group remains cautiously optimistic on the iron and steel industry for the remainder of 2012 due to the rollout of the ETP projects. Meanwhile in the domestic market, the demand for steel will be supported by various government mega projects to be rolled out under the ETP.

The Group has embarked on the construction of a concentration and pelletizing plant which when completed, will reduce the Group's reliance on imported pellets and the exposure to raw material price fluctuations when it is fully operational. The Group is looking forward for its mining contribution in coming quarters. The Group believes that the concentration and pelletizing plant will significantly reduce the Group's production cost, and hence enable it to position itself more competitively going forward.

17. Variance between Actual Profit and Forecast Profit

The Group did not issue any profit forecast in a public document during the current financial period.

18. Taxation

The Group's effective tax rate for the current quarter and financial year to date is lower than the prevailing statutory tax rate of 25%, mainly due to the utilization of deferred tax assets not recognized in prior years.

19. Profit Before Tax

Included in the profit before tax are the following items:

	Current quarter 3 months ended		Cumulative quarter 6 months ended	
	30.06.2012 RM'000	30.06.2011 RM'000	30.06.2012 RM'000	30.06.2011 RM'000
Interest income Interest expense Depreciation of property,	3 19,548	27,336 18,729	6 38,690	27,347 40,082
plant and equipment	19,794	19,492	39,486	38,849

20 Status of Corporate Proposal

The Company has on 25 July 2011 announced that it is proposing to undertake the following proposals:

- i) Proposed restricted issue of RM280 million nominal value of Redeemable Convertible Unsecured Loan Stocks ("RCULS") to Kinsteel Bhd ("Kinsteel") at 100% of its nominal value ("Proposed Restricted Issue"); and
- ii) Proposed issue of 280,000,000 free warrants on the basis of one free warrant for every two existing PHB shares held by the entitled shareholders on the entitlement date ("Proposed Free Warrants").

(Collectively "the Proposals")

Upon completion of the Proposed Restricted Issue, Kinsteel will undertake a renounceable restricted offer ("ROS") for sale of such nominal value of RCULS held by it to the entitled shareholders for ROS on the basis of RM1.00 nominal value of RCULS for every two existing PHB Shares held on the entitlement date. The nominal value of RCULS to be offered under the proposed ROS shall be determined after taking into consideration the shareholdings of Kinsteel in our Company on the entitlement date.

On 4 August 2011, Bank Negara Malaysia has granted its approval on the proposed issue of free warrants to non-resident shareholders of the Company.

On 26 August 2011, Securities Commission has granted its approval on the proposed issue of RCULS under the PDS Guidelines while the Proposed ROS is not subject to SC's approval.

On 25 October 2011, Bursa Securities has granted its approval for the admission of the RCULS and Free Warrants to the Official List of Bursa Securities and the listing of and quotation for the RCULS, Free Warrants and the new PHB Shares to be issued arising from the conversion of the RCULS and exercise of the Free Warrants on the Main Market of Bursa Securities.

On 4 November 2011, the Company has dispatched the Circular to our shareholders informing on the EGM to be held on 22 November 2011 to vote on the Proposals. At the EGM held on 22 November 2011, the shareholders of the Company have approved the resolutions for the Proposals.

On 4 January 2012 and 9 February 2012, Kinsteel has paid the full subscription price of RM280 million for the RCUSL. On 4 January, the Company has provisionally allotted RM280 million nominal value of RCULS to Kinsteel at 100% of its nominal value. The Restricted Issue will be deemed completed upon the issuance of the RCULS to Kinsteel and the Entitled Shareholders under the ROS.

On 10 February 2012, the Company has announced the Entitlement Date which is fall on 24 February 2012. On the Entitlement Date, the Entitled Shareholders will be provisionally offered the Offer RCULS based on their respective shareholdings in the Company. The Free Warrants will also be issued to the Company's shareholders whose names appeared in the Record of Depositors on the Entitlement Date.

The Free Warrants was allotted on 28 February 2012 to the entitled shareholders whose names appear in the Company's Record of Depositors on the Entitlement Date. The Free Warrants issue was completed on 2 March 2012 following the listing and quotation for the 280 million Free Warrants.

On 26 March 2012, the Restricted Issue was completed following the issuance of RM280 million nominal value of RCULS by the Company.

The ROS was completed on 30 March 2012 following the admission of RM280 million nominal value of the RCULS to the Official List of Bursa Securities, and the listing of and quotation for the aforesaid securities on the Main Market of Bursa Securities.

The status of utilisation of proceeds from the RCULS as at the end of the financial period is as follows:-

Purpose	Proposed	Actual	Balance	Intended time frame for
	utilisation	utilisation	Unutilised	utilisation
	RM'000	RM'000	RM'000	
Working capital	276,500	276,500	-	Within 12 months from the
				date of completion of the
				Proposed Restricted Issue
Expenses for the	3,500	3,500	-	Within 6 months from the
Proposals and				date of completion of the
proposed ROS				Proposals and Proposed
				ROS
	280,000	280,000	-	

21. Group borrowings and debt securities

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

	Secured RM'000	Unsecured RM'000	Total RM'000
Short term borrowing:-			
Bank overdrafts	3,695	-	3,695
Trade Financing	582,201	-	582,201
Hire Purchases	3,913	-	3,913
Term Loan	50,000	-	50,000
ICULS	-	4,864	4,864
Related Party Loan	-	22,162	22,162
Government Loan	-	45,231	45,231
	639,809	72,257	712,066
Long Term borrowings:-			
RCULS	-	276,270	276,270
Term Loan	139,526	-	139,526
Hire Purchase	2,530	-	2,530
Related Party Loan	-	48,486	48,486
Government Loan	-	54,465	54,465
	142,056	379,221	521,277
Total	781,865	451,478	1,233,343

22. Derivative Financial Instruments

There were no derivative financial instruments as at the reporting date.

23. Material Litigation

Save as disclosed below, as at 30 June 2012, neither our Company nor any of our subsidiaries is engaged in any material litigation and arbitration either as plaintiff or defendant, which has a material effect on the financial position of our Company or our subsidiaries and our Directors are not aware of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of our Company or our subsidiaries.

(i) Dubai Court of Cassation Appeal No.: 131/2011 PSSB v Star Steel International LLC ("Star Steel")

On 13 June 2011, PSSB issued a legal notice to Star Steel (an associate of ETA ASCON STAR Group) to recover the outstanding payment for the steel products being USD9,375,000. Star Steel has yet to reply to the legal notice.

Besides the above claim, PSSB has filed a claim against Star Steel for a sum of USD5,625,000 being payment for goods sold and delivered on 27 July 2010. Judgment was granted in favour of PSSB. Subsequently, Star Steel successfully appealed against PSSB on grounds that the dispute was subject to arbitration. PSSB filed an appeal against the decision but was dismissed with cost on 25 January 2012.

PSSB's claim shall now be subject to arbitration proceedings under the arbitration rules of the Dubai International Arbitration Centre. Both parties have yet to commence the arbitration proceedings.

24. Proposed Dividend

There was no dividend proposed or declared for the current quarter and the financial year-to-date.

25. Earnings Per Share ("EPS")

The basic EPS is calculated based on the Group's net profits attributable to equity holders of the Company for the period by the weighted average number of ordinary shares in issue during the current quarter and the financial year-to-date as follow:

	Current quarter RM'000	Year-to-date RM'000
Net profit attributable to ordinary shareholders of the company	2,275	18,494
Weighted average number of ordinary shares in issue	560,000	560,000
Basic EPS (sen)	0.41 sen	3.30 sen
Net profit attributable to ordinary shareholders of the company	2,275	18,494
Interest saving on full exercise of ICULS, RCULS and warrants	156	312
Adjusted net profit attributable to ordinary shareholders of the company	2,431	18,806
Adjusted weighted average number of ordinary shares in issue and issuable	786,123	786,123
Fully Diluted EPS (sen)	0.31 sen	2.39 sen

26. Realised and Unrealised Profits/Losses Disclosure

The accumulated losses as at 30 June 2012 and 31 March 2012 is analysed as follows:

		Immediate
	Current	Preceding
	Quarter	Quarter
Total accumulated losses of the Company and subsidiaries:	RM'000	RM'000
- Realised losses	(474,697)	(476,972)
- Unrealised profit	159,068	159,068
Total group accumulated losses as per consolidated financial statements	(315,629)	(317,904)

By order of the Board,

Dato' Henry Pheng Chin Guan Chief Executive Officer Date: 29 August 2012