

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

INTERIM FINANCIAL REPORT

FOR THE QUARTER ENDED

31 MARCH 2014

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 MARCH 2014

	Indiv Current Quarter 31-Mar-14 RM'000	idual Quarter Preceding Year Corresponding Quarter 31-Mar-13 RM'000	Cumulat Current Year To Date 31-Mar-14 RM'000	tive Quarter Preceding Year Corresponding Period 31-Mar-13 RM'000
Revenue	153,688	125,220	153,688	125,220
Operating expenses	(147,807)	(120,812)	(147,807)	(120,812)
Operating income	1,334	3,119	1,334	3,119
Operating profit	7,215	7,527	7,215	7,527
Finance cost	(1,954)	(1,680)	(1,954)	(1,680)
Shares of profit of associates	-	(3)		(3)
Profit before tax	5,261	5,844	5,261	5,844
Tax expense	(1,513)	(1,526)	(1,513)	(1,526)
Profit for the period	3,748	4,318	3,748	4,318
Other comprehensive income:				
Currency translation differences	(71)	89	(71)	89
Changes in fair value of available-for-sale financial assets	(10)	-	(10)	-
Other comprehensive income for the period, net of tax	(81)	89	(81)	89
Total comprehensive income for the period	3,667	4,407	3,667	4,407
Profit attributable to: -Owners of the parent -Non controlling interest	3,333 415	3,983 335	3,333 415	3,983 335
Total comprehensive income attributable to:	3,748	4,318	3,748	4,318
-Owners of the parent -Non controlling interest	3,317 350	4,074 333	3,317 350	4,074 333
	3,667	4,407	3,667	4,407
Earnings per share-basic (sen)	2.45	2.93	2.45	2.93

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial report.

### (Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965) CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Unaudited As At 31-Mar-14 RM'000	Audited As At 31-Dec-13 RM'000
ASSETS		
Non Current Assets		
Property, plant and equipment	31,888	32,473
Investment properties	2,141	2,147
Prepaid land lease payments	920	867
Intangible assets	548	548
Investment in associates	-	832
Quoted investments	61	70
Unquoted investments Deferred tax assets	812	805 349
Deletted tax assets	<u>351</u> 36,721	38,091
Current Assets	50,721	
Inventories	97,245	84,598
Trade and other receivables	154,527	131,718
Tax recoverables	1,069	3,880
Cash and bank balances	46,790	40,959
	299,631	261,155
Total Assets	336,352	299,246
EQUITY AND LIABILITIES		
Equity		
Share capital	68,000	68,000
Share premium	954	954
Reserves	<u>42,945</u> 111,899	<u> </u>
Total shareholders' equity Non controlling interest	3,059	2,709
Total Equity	114,958	111,291
Non Current Liabilities Borrowings	5,596	5,473
Retirement benefits obligations	234	236
Deferred tax liabilities	706	720
	6,536	6,429
Current Liabilities	<u></u>	·
Trade and other payables	50,822	45,670
Borrowings	163,499	135,427
Taxation	537	429
	214,858	181,526
Total Liabilities	221,394	187,955
Total Equity and Liabilities	336,352	299,246
Net assets per ordinary share attributable to	0.82	0.80
ordinary equity holders of the parent (RM)		

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial report.

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

### CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 MARCH 2014

	Current Year to Date 31-Mar-14 RM'000	Preceding year Corresponding Period 31-Mar-13 RM'000
Cook Flows from energing optivities	(Unaudited)	(Unaudited)
Cash Flows from operating activities Profit before taxation	5,260	5,844
Adjustment for:	5,200	3,044
Depreciation and amortisation	774	807
Loss on disposal of associate	32	3
Unrealised loss/(gain) on foreign exchange	4	(613)
Fair value (gain)/loss on derivative financial instruments	(13)	25
Gain on disposal of PPE and Investment property	(65)	(1,870)
Interest income	(251)	(196)
Interest expenses	1,954	1,680
Operating profit before working capital changes	7,695	5,680
Changes in working capital:	1,070	3,000
Receivable	(21,598)	(10,620)
Inventories	(12,772)	(16,852)
Payables	6,572	12,136
Cash used in operations	(20,103)	(9,656)
Income taxes paid	(1,130)	(1,411)
Net cash used in operating activities	(21,233)	(11,067)
Cash flows from investing activities		
Purchase of property, plant and equipment	(179)	(118)
Proceeds from disposal of PPE and investment property	880	6,267
Interest received	243	168
Net cash from investing activities	944	6,317
Cash flows from financing activities		
Net drawdown/(repayment) of borrowings	29,165	5,064
Interest paid	(1,954)	(1,680)
Net cash from financing activities	27,211	3,384
Net increase/(decrease) in cash and cash equivalents	6,922	(1,366)
Cash and cash equivalents at the beginning of period	23,623	38,730
Net effect of exchange rate changes	(132)	42
Cash and cash equivalents at the end of period	30,413	37,406
Cash and cash equivalents comprise:		
Cash and bank balances	46,790	54,960
Bank overdraft	(16,377)	(17,554)
	30,413	37,406

The condensed consolidated cash flow statement should be read in conjunction with the audited financial statements for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial report.

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

#### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2014

	Attributable to owners of the parent									
	Share Capital	Share Premium	Capital Reserve	Reverse Acqusition Reserve	Translation Reserve	Fair Value Reserve	Retained Profits	Total Shareholders' ( Equity	Non Controlling Interest	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance at 1 January 2014	68,000	954	-	(40,725)	593	35	79,725	108,582	2,709	111,291
Profit for the period	-	-	-	-	-	-	3,333	3,333	415	3,748
Other comprehensive income for the period	-	-	-	-	(6)	(10)	-	(16)	(65)	(81)
Total comprehensive income for the period	-	-	-	-	(6)	(10)	3,333	3,317	350	3,667
Balance at 31 March 2014	68,000	954	-	(40,725)	587	25	83,058	111,899	3,059	114,958

#### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2013

+	Attributable to owners of the parent									
				Reverse				Total Non		
	Share Capital	Share Premium	Capital Reserve	Acqusition Reserve	Translation Reserve	Fair Value Reserve	Retained Profits	Shareholders' ( Equity	Controlling Interest	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance at 1 January 2013	68,000	954	-	(40,726)	57	8	74,492	102,785	2,040	104,825
Profit for the period	-	-	-	-	-	-	3,983	3,983	335	4,318
Other comprehensive income for the period	-	-	-	-	91	-	-	91	(2)	89
Total comprehensive income for the period	-	-	-	-	91	-	3,983	4,074	333	4,407
Balance at 31 March 2013	68,000	954	-	(40,726)	148	8	78,475	106,859	2,373	109,232

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial report.

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014

# A. NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD 134 (FRS 134): INTERIM FINANCIAL REPORTING

A1. Accounting Policies and Basis of Preparation

The unaudited interim financial statements have been prepared in accordance with MFRS 134, Interim Financial Reporting and paragraph 9.22 of the Bursa Malaysia Securities Berhad Listing Requirements and should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the unaudited condensed consolidated financial statements.

The accounting policies and presentation adopted by the Group for the interim financial statements are consistent with those adopted in the Group's audited financial statements for the financial year ended 31 December 2013. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant for an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2013.

A2. Significant Accounting Policies

At the date of authorization of these interim financial statements, the following MFRS, Amendments to MFRSs and IC Interpretation were issued but not yet effective and have not been applied by the Group:-

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 July 2014:

- Amendments to MFRS 19, Employee Benefits-Defined Benefit Plans: Employee Contributions
- Annual Improvements to MFRSs 2010-2012 Cycle
- Annual Improvements to MFRSs 2011-2013 Cycle

### MFRSs, Interpretations and amendments effective for a date yet to be confirmed

- MFRS 9, Financial Instruments (2009)
- MFRS 9, Financial Instruments (2010)
- MFRS 9, Financial Instruments-Hedge Accounting and Amendments to MFRS 9, MFRS 7 and MFRS 139
- Amendments to MFRS 7, Financial Instruments:Disclosures-Mandatory Effective Date of MFRS 9 and Transition Disclosures
- A3. Auditors' report

There was no qualification on the audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2013.

A4. Seasonal or cyclical factors

The principal business operations of the Group are not significantly affected by seasonal or cyclical factors.

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014

# A. NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD 134 (FRS 134): INTERIM FINANCIAL REPORTING

A5. Items of unusual nature and amount

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

A6. Material changes in estimates

There were no changes in estimates that have a material effect in the current quarter under review.

A7. Issuance, cancellation, repurchase, resale and repayment of debt and equity securities

There have been no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the current quarter under review.

A8. Dividends paid

There were no dividends paid by the Company in the current quarter under review.

A9. Segmental information

### **Business Segments**

The Group operates solely in the business segment involving the distribution of industrial chemicals with operations in the blending of customized solvents.

### Geographical Segments

The Group's activities are segmented based on the location of its subsidiaries. The subsidiaries are located in Malaysia, Indonesia, Vietnam and Singapore. Segment revenue is based on the management reports of the subsidiaries.

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014

### A.NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD 134 (FRS 134): INTERIM FINANCIAL REPORTING

A9. Segmental information (Cont'd)

Analysed by geographical segments: Segment Revenue	Current Quarter 31-Mar-14 RM'000	Preceding Year Corresponding Quarter 31-Mar-13 RM'000	Current Year To Date 31-Mar-14 RM'000	Preceding Year Corresponding Period 31-Mar-13 RM'000
Malaysia	142,998	113,480	142,998	113,480
Indonesia	23,094	15,531	23,094	15,531
Vietnam	29,719	21,704	29,719	21,704
Singapore	664	752	664	752
Total revenue including inter-segment sales	196,475	151,467	196,475	151,467
Elimination of inter-segment sales	(42,787)	(26,247)	(42,787)	(26,247)
Total revenue	153,688	125,220	153,688	125,220
Segment Result				
Malaysia	3,457	5,003	3,457	5,003
Indonesia	338	75	338	75
Vietnam	1,435	780	1,435	780
Singapore	31	(11)	31	(11)
Share of profit/(loss) of associates				
-Malaysia	-	(3)	-	(3)
Profit before tax	5,261	5,844	5,261	5,844

# A10. Valuation of property, plant and equipment

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

### A11. Capital commitments

There were no capital commitments at the end of the financial period.

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014

# A. NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD 134 (FRS 134): INTERIM FINANCIAL REPORTING

A12. Material events subsequent to the end of period reported

There were no material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period.

A13. Changes in the composition of the Group

On 26 February 2014, Sam Chem Sphere Company Limited ("SCSCL"), a 80% owned-subsidiary of Samchemsphere Export Sdn Bhd ("SESB"), a 70% owned-subsidiary of the Company, incorporated a 100% owned-subsidiary ie Samm Sphere (Cambodia) Co. Ltd for a cash consideration of 40,000,000 Riel (equivalent to approximately RM32,800).

A14. Changes in contingent liabilities and contingent assets

There were no changes in the contingent liabilities and contingent assets since the Statement of Financial Position as at 31 December 2013 except for the following:

	RM'000
As At 31 December 2013:	152,195
Changes during the period:	
Corporate guarantee provided by the Company to financial institutions in respect of financing facilities granted to local subsidiaries	20,858
Corporate guarantee provided by the Company to overseas financial institutions in respect of financing facilities granted to foreign subsidiaries	(7,443)
Corporate guarantee provided by the Company to suppliers in respect of credit facilities granted to local subsidiaries	(6,182)
Corporate guarantee provided by the Company to suppliers in respect of credit facilities granted to a foreign subsidiary	(2,015)
As At 31 March 2014	157,413

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014

# A. NOTES PURSUANT TO THE FINANCIAL REPORTING STANDARD 134 (FRS 134): INTERIM FINANCIAL REPORTING

### A15. Related party transactions

The Group has the following transactions with the related parties during the current quarter under review.

	Current Quarter 31-Mar-14 RM'000
Purchase of products*	440
Sales of products*	79

\* Company in which a director of the subsidiaries have substantial financial interests

In the opinion of the Directors, the above transactions have been entered into in the ordinary course of business and have been established under terms no less favorable than those transacted with unrelated parties.

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014

# B. ADDITIONAL INFORMATION PURSUANT TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B1. Performance review

**Current Quarter** 

The Group recorded revenue of RM153.69 million for the current quarter under review, compared to RM125.22 million for the corresponding quarter in the preceding year, which represents an increase of 22.74%. The increase is mainly due to higher revenue generated by the local subsidiaries as well as the foreign subsidiaries.

The Group recorded a lower profit before tax for the current quarter under review of RM5.26 million, representing a decrease of RM0.58 million compared to the profit before tax for the corresponding quarter in the preceding year of RM5.84 million. The higher profit before tax in the corresponding quarter in the preceding year is mainly due to gain on disposal of land of RM1.87 million.

B2. Material changes in profit before taxation for the current quarter as compared with the immediate preceding quarter

The Group recorded a higher profit before tax for the current quarter under review of RM5.26 million as compared to the immediate preceding quarter of RM1.21 million mainly due to higher revenue as well as profit margin in the current quarter under review.

B3. Prospects for the current financial year

Barring any unforeseen circumstances, the Group and the Directors expect that the Group's performance will be positive for the remaining periods of the financial year ending 31 December 2014.

B4. Variance between actual profit and forecast profit

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

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014

# B. ADDITIONAL INFORMATION PURSUANT TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

### B5. Profit for the period

Profit for the period is arrived at after charging/(crediting):

	Individual Quarter			Cumulative Quarter		
	Current Quarter 31-Mar-14 RM'000	Preceding Year Corresponding Quarter 31-Mar-13 RM'000	Current Year To Date 31-Mar-14 RM'000	Preceding Year Corresponding Period 31-Mar-13 RM'000		
Interest income	(251)	(196)	(251)	(196)		
Gain on disposal of property, plant and equipment	(65)	(1,870)	(65)	(1,870)		
Interest expense	1,954	1,680	1,954	1,680		
Depreciation and amortization	774	807	774	807		
Foreign exchange loss/(gain)-realised	(205)	5	(205)	5		
Foreign exchange loss/(gain)-unrealised	4	(613)	4	(613)		
Loss/(gain) on derivatives-unrealised	(13)	25	(13)	25		

#### B6. Taxation

	Current Year Quarter 31-Mar-14 RM'000
Current tax expense Deferred tax expense	1,545 (32)
	1,513

The effective tax rate for the current quarter under review was higher than the statutory tax rate due to certain non deductible expenses.

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014

# B. ADDITIONAL INFORMATION PURSUANT TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B7. Status of corporate proposal

(a) On 6 February 2014, the Company announced that its wholly-owned subsidiary, Samchem Sdn Bhd ("SSB") had on 6 February 2014 entered into a sale and purchase agreement with Yong Tai Berhad ("YTB") for the disposal of the 40% of the issued and paid-up share capital of Yong Tai Samchem Sdn Bhd ("YTSSB") comprising 800,000 ordinary shares of RM1.00 each at a total cash consideration of RM800,000. After the above disposal, YTSSB has ceased to be an associated company of SSB.

(b) On 26 February 2014, the Company announced that Sam Chem Sphere Company Limited ("SCSCL"), a 80% owned-subsidiary of Samchemsphere Export Sdn Bhd ("SESB"), a 70% owned-subsidiary of the Company, had incorporated a 100% owned-subsidiary ie Samm Sphere (Cambodia) Co. Ltd for a cash consideration of 40,000,000 Riel (equivalent to approximately RM32,800).

### B8. Group borrowings and debt securities

The Group's borrowings as 31 March 2014 are as follows:-

Secured	RM'000
Long term borrowings:-	
Term loans	4,934
Hire purchase creditors	662
'	5,596
Short term borrowings:-	
Bank overdrafts	16,377
Bankers acceptances	97,916
Trade loans	22,782
Term loans	13,372
Hire purchase creditors	389
	150,836
Unsecured	
Short term borrowings:-	
Term loans	3,320
Revolving Credit	3,000
Bankers acceptances	2,892
Trade loans	3,451
	12,663
Total Borrowings:	169,095

Included in the above borrowings are term loans and trade loans of RM37.40 million in USD.

(Company No: 797567 U) (Incorporated in Malaysia with limited liability under the Companies Act, 1965)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014

# B. ADDITIONAL INFORMATION PURSUANT TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B9. Financial Instruments

The Group has entered into some foreign exchange forward contracts to hedge its exposure to fluctuations in foreign currency arising from its purchases.

Fair Value Amount in Average Contract Value original Contract Favourable Rate currency USD'000 RM'000 RM'000 500 3.2700 13 Less than 1 year 1,635

The details of the open foreign exchange forward contracts are as follows:

The derivatives have been recorded on the Consolidated Statement of Financial Position for this current quarter under review in compliance with FRS139.

- (a) The above instruments are executed with credit worthy financial institutions in Malaysia and as such credit and counterparty risks are minimal. There are no transaction costs at the inception of these contracts. The Group is exposed to minimal cash flow risk in view of its healthy cash position.
- (b) There are no gain/(loss) arising from fair value changes in financial liabilities in the current quarter under review.

### B10. Material Litigation

As at the date of this report, neither the Company nor any of its subsidiaries is engaged in any material litigation and arbitration either as plaintiff or defendant, which has a material effect on the financial position of the Company or its 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 the Company or its subsidiaries.

### B11. Proposed Dividend

For the financial year ended 31 December 2013, the Board of Directors has recommended a first and final dividend of 2.5 sen per share for the shareholders' approval at the forthcoming Annual General Meeting of the Company. The proposed dividend will be paid on 11 July 2014 to shareholders whose names appear in the Company's Record of Depositors on 13 June 2014.

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# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2014

# B. ADDITIONAL INFORMATION PURSUANT TO THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

### B12. Breakdown of Realised and Unrealised Profits and Losses

The retained profits can be analysed as follows:-

	As At	As At
	31-Mar-14	31-Mar-13
	RM'000	RM'000
Realised profits	83,430	77,832
Unrealised Gains/(losses)	(372)	643
	83,058	78,475

#### B13. Earnings per share

	Current Quarter 31-Mar-14 RM'000	Preceding Year Corresponding Quarter 31-Mar-13 RM'000	Current Year To Date 31-Mar-14 RM'000	Preceding Year Corresponding Period 31-Mar-13 RM'000
Profit attributable to ordinary equity holders of the parent (RM'000)	3,333	3,983	3,333	3,983
Weighted average number of ordinary shares in issue ('000)	136,000	136,000	136,000	136,000
Earnings per share-basic (sen)	2.45	2.93	2.45	2.93

There are no diluted earnings per share as there were no potential dilutive ordinary shares outstanding as at end of the current quarter under review.

By order of the Board,

Ng Thin Poh Chairman of the Board Date: 21 May 2014