

# **MUAR BAN LEE GROUP BERHAD**

(Company No. 753588-P) (Incorporated in Malaysia)

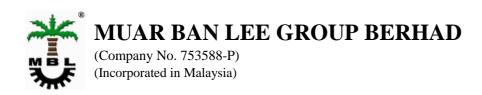
UNAUDITED INTERIM FINANCIAL STATEMENTS FOR 3RD QUARTER ENDED 30 SEPTEMBER 2012



# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER AND NINE MONTHS ENDED 30 SEPTEMBER 2012

	Individual 3 months		Cumulativ 9 month	
	30.09.2012 RM'000	30.09.2011 RM'000	30.09.2012 RM'000	30.09.2011 RM'000
Revenue	17,653	17,694	59,981	42,555
Cost of sales	(10,332)	(11,011)	(35,282)	(25,261)
Gross profit	7,321	6,683	24,699	17,294
Other income	327	673	753	713
Depreciation and amortisation	(328)	(341)	(989)	(1,017)
Distribution and administration expenses	(4,453)	(2,962)	(11,980)	(8,166)
Operating profit	2,867	4,053	12,483	8,824
Interest Income	176	106	352	206
Interest expense	(3)	(3)	(10)	(14)
Profit before tax	3,040	4,156	12,825	9,016
Tax expense	(329)	(100)	(580)	(198)
Profit for the period	2,711	4,056	12,245	8,818
Other Comprehensive Income				
Revaluation of land and building	-	-	-	-
Transferred to deferred tax	-		-	-
Other Comprehensive Income, net of tax	-		-	<u> </u>
Total Comprehensive Income for the period	2,711	4,056	12,245	8,818
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Profit attributritable to: Owners of the Company	2,711	4,056	12,280	8,818
Non-controling interest	2,711	4,030	(35)	0,010
Profit for the period	2,711	4,056	12,245	8,818
				3,515
Total Comprehensive Income attributable to:				
Owners of the Company	2,711	4,056	12,280	8,818
Non-controling interest	-		(35)	-
Total Comprehensive Income for the period	2,711	4,056	12,245	8,818
Earnings per share (sen)				
- Basic	2.95	4.41	13.35	9.58
- Diluted	N/A	N/A	N/A	N/A

The Unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Report of the Group for the year ended 31 December 2011 and the accompanying explanatory notes attached to the Interim Financial Statements.



# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2012

	(Unaudited)	(Audited)
	As at	As at
	30.09.2012	31.12.2011
ASSETS	RM'000	RM'000
Non-current assets		
Property, plant and equipment	17,020	18,795
Intangible assets	430	430
Other investment	450	450
	17,900	19,675
Current assets		
Inventories	18,991	26,143
Trade & other receivables	21,621	19,688
Prepaid taxes	15	820
Fixed deposits with licensed banks	26,582	13,063
Cash and bank balances	10,567	5,498
	77,776	65,212
TOTAL ASSETS	95,676	84,887
EQUITY AND LIABILITIES		
Equity		
Share capital	46,000	46,000
Share premium	1,158	1,158
Revaluation reserves	2,653	2,934
Retained profits	29,449	19,677
Shareholder's equity	79,260	69,769
Non-controlling interest	85	53_
Total equity	79,345	69,822
Non-current liabilities		
Hire purchase payables	98	175
Deferred taxation	1,161	1,161
	1,259	1,336
Current liabilities		
Trade & other payables	14,908	13,503
Hire purchase payables	102	129
Current income taxes	62	-
Derivative liabilities		97
	15,072	13,729
Total liabilities	16,331	15,065
TOTAL EQUITY AND LIABILITIES	95,676	84,887
Net assets per share (RM)	0.86	0.76

The Unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Report of the Group for the year ended 31 December 2011 and the accompanying explanatory notes attached to the Interim Financial Statements.

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2012

# Attributable to Equity Holders of the Company

	Non-Distri	ibutable		Distributable			
	Share Capital	Share Premium	Revaluation Reserve	Retained Profits	Subtotal	Non-controlling interest	Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2012 Total comprehensive income	46,000	1,158	2,934	19,677	69,769	53	69,822
for the period	-	-		12,280	12,280	32	12,312
Dividends				(2,760)	(2,760)		(2,760)
Disposal of revalued assets			(281)	281	-		-
Fair value adjustment in derivatives				(15)	(15)		(15)
Recognition of negative goodwill				(14)	(14)		(14)
At 30 September 2012	46,000	1,158	2,653	29,449	79,260	85	79,345
At 1 January 2011	46,000	1,158	-	11,149	58,307	-	58,307
Total comprehensive income for the period Dividends	-	-		8,818 (1,380)	8,818 (1,380)		8,818 (1,380)
At 30 September 2011	46,000	1,158	-	18,587	65,745	-	65,745

The Unaudited Condensed Consolidated Statement of Changes In Equity should be read in conjunction with the Annual Report of the Group for the financial year ended 31 December 2011 and the accompanying explanatory notes attached to the Interim Financial Statements.



# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2012

		Current Year To-date	Preceding Year Corresponding Period
		30.09.2012	30.09.2011
CASH FLOW	S FROM OPERATING ACTIVITIES	RM'000	RM'000
Profit before		12,825	9,016
	for non-cash items:	,=_5	0,010
=	on of property, plant & machinery	989	1,017
Interest exp	pense	10	14
Interest inc		(352)	(206)
	adjustment in derivatives n of negative goodwill	(97) (14)	565
_	sposal of property, plant & equipment	(413)	-
Operating pro	ofit before working capital changes	12,948	10,406
Changes in v	vorking capital		
,	ecrease in inventories	7,152	494
	trade & other receivables	(1,933)	(1,820)
,	ncrease in trade & other payables	1,405	(610)
_	ted from operations	19,572	8,470
Interest paid	aid.	(10)	(14)
Income tax pa		(335) 622	(436) 605
Interest receiv		352	206
Net cash gen	nerated from operating activities	20,201	8,831
CASH FLOW	S FROM INVESTING ACTIVITIES		
•	subsidiaries, net of cash	50	<del>-</del>
Purchase of p Investment in	property, plant and equipment	(732)	(103) (30)
	disposal of property, plant & equipment	1,932	
Net cash use	ed in investing activities	1,250	(133)
CASH FLOW	S FROM FINANCING ACTIVITIES		
Repayment of	f hire purchase payables	(104)	(221)
Dividend paid		(2,760)	(1,380)
Net cash use	ed in financing activities	(2,864)	(1,601)
NET INCREA	SE IN CASH AND CASH EQUIVALENTS	18,587	7,097
Cash and cas	h equivalents at beginning of period	16,962	10,102
Cash and cas	sh equivalents at end of period	35,549	17,199
Note:	Cash and Cash Equivalents at end of period		
1	Cash and bank balances	10,567	2,875
	Short term deposits with licensed banks	26,581	16,744
	Fixed deposits pledged Unrealised exchange gain	(1,599)	(2,263) (157)
	onieanseu exchange gani	05.540	
		35,549	17,199

The Unaudited Condensed Statements of Cash Flow should be read in conjunction with the Annual Report of the Group for the financial year ended 31 December 2011 and the accompanying explanatory notes attached to the Interim Financial Statements.

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# A. EXPLANATORY NOTES PURSUANT TO MALAYSIA FINANCIAL REPORTING STANDARDS ("MFRS") 134: INTERIM FINANCIAL REPORTING

#### A1. BASIS OF PREPARATION

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

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

The Group has adopted the Malaysian Financial Reporting Standard (MFRS) framework and MFRS 1: First-time Adoption of Malaysian Financial Reporting Standards for the first time in these condensed interim financial statements. The transition to MFRS framework does not have any material financial impact to the financial statements of the Group.

#### A2. CHANGES IN ACCOUNTING POLICIES

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 and methods of computation adopted by the Group in these interim financial statements are consistent with those adopted in 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:-

		Effective for annual periods beginning on or after
MFRS 9	Financial Instruments (IFRS 9 issued by IASB in November 2009 and October 2010)	1 January 2015
MFRS 10	Consolidated Financial Statements	1 January 2013
MFRS 11	Joint Arrangements	1 January 2013
MFRS 12	Disclosures of Interest in Other Entities	1 January 2013
MFRS 13	Fair Value Measurement	1 January 2013
MFRS 119	Employee Benefits (as amended in June 2011)	1 January 2013
MFRS 127	Separate Financial Statements (as amended by IASB in May 2011)	1 January 2013
MFRS 128	Investment in Associates and Joint Ventures (as amended by IASB in May 2011)	1 January 2013
Amendments to MFRS 7	Disclosures- Offsetting Financial Assets and Financial Liabilities	1 July 2012
Amendments to MFRS 101	Presentation of Items of Other Comprehensive Income	1 January 2014
Amendments to MFRS 132	Offsetting Financial Assets and Financial Liabilities	1 January 2013

#### A3. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors' report on the preceding audited financial statements was not subject to any qualification.

#### A4. SEASONALITY OR CYCLICALITY FACTORS

The performance of the Group is generally not affected by any seasonal or cyclical factors.

# A5. UNUSUAL ITEMS

There were no unusual items affecting assets, liabilities, equity, net income or cashflows during the financial period under review.

#### A6. CHANGES IN ESTIMATES

There were no changes in estimates amount that had a material effect for the current financial period under review.

## A7. DEBT AND EQUITY SECURITIES

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities for the financial period under review.

# A8. DIVIDEND PAID

The single-tier tax exempt interim dividend of 3.0 sen per share for the year ended 31 December 2012, amounting to RM2,760,000 was paid on 05 November 2012.

# A9. SEGMENTAL INFORMATION

Segmental reporting for the 9 months ended 30 September 2012.

Revenue External sales Inter-company transactions Dividend income	holding RM '000	Manufacturing RM '000 59,981 1,352	Elimination RM '000 - (1,352) (3,000)	Consolidated RM '000 59,981 -
	3,000	61,333	(4,352)	59,981
Segmental result Finance costs Interest income	(574)	13,057	-	12,483 (10) 352
Profit before tax				12,825
Taxation  Profit for the period				(580) 12,245

Segmental reporting for the 9 months ended 30 September 2011.

Revenue	Investment holding RM '000	Manufacturing RM '000	Elimination RM '000	Consolidated RM '000
External sales	-	42,555	-	42,555
Inter-company transactions	-	2,862	(2,862)	-
Dividend income	1,000	-	(1,000)	-
	1,000	45,417	(3,862)	42,555
Segmental result	(92)	8,916	-	8,824
Finance costs				(14)
Interest income				206
Profit before tax				9,016
Taxation				(198)
Profit for the period				8,818

# A10. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

There was no valuation of property, plant and equipment for the financial period under review.

#### A11. MATERIAL SUBSEQUENT EVENTS

The following proposals which have been duly approved by the shareholders in the Extraordinary General Meeting ("EGM") held on 27 August 2012, kindly refer to notes B8 for further details:

- 1) Proposed renounceable Right Issue of 46,000,000 Warrants ("Warrant(s)") in Muar Ban Lee Group Berhad ("MBL" or "Company") at an issue price of RM0.10 per Warrant on the Basis of One (1) Warrant for every Two (2) existing oridnary shares of RM0.50 each in MBL held by the shareholders of MBL; and
- Proposed establishment of an Employees' Share Option Scheme of up to 15% of the Issued and Paid-Up share capital of the Company to eligible Directors and employees of MBL and its subsidiaries
- 3) Proposed authority for the Company to Purchase its own shares of up to 10% of the Issued and Paid-Up share capital of the Company ("Proposed Share Buy-Back")

#### A12. CHANGES IN THE COMPOSITION OF THE GROUP

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

# A13. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There were no contingent liabilities and contingent assets in the financial period under review.

#### A14. CAPITAL COMMITMENTS

There were no outstanding capital commitments at the end of the quarter under review.

#### A15. RELATED PARTY TRANSACTIONS

During the 9-month period under review, the related party transactions are secretarial fee for the subsidiary companies amounting to RM3,000.00 charged by Tan Commercial Management Services Sdn. Bhd. and of which one of the director has interest over the company and able to exercise control. Further, a rental fee of RM3,600.00 was paid to certain directors of which the directors owned the said property and have interest over the property. Both transactions have been entered into in the normal course of business.

#### A16. DISCLOSURE OF DERIVATIVES

There were no outstanding forward contract at the end of the quarter under review.

#### A17 GAIN/LOSS ARISING FROM FAIR VALUE CHANGES OF FINANCIAL LIABILITIES

There is no gain / loss arising from fair value changes of financial liabilities for the quarter ended 30 September 2012.

# B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

#### **B1. REVIEW OF PERFORMANCE**

	Individual Quarter		Cumulative Quarter	
	(3 months ended)		(9 months ended)	
	30.09.2012 30.09.2011		30.09.2012	30.09.2011
	RM'000	RM'000	RM'000	RM'000
Revenue	17,653	17,694	59,981	42,555
Profit befer tax "PBT"	3,040	4,156	12,825	9,016
Profit after tax "PAT"	2,711	4,056	12,245	8,818

For the current quarter under review, the Group's revenue was marginally lower at RM17.65 million as compare with RM17.69 million registered in the preceding year's corresponding quarter. The majority of revenue is derived from project sales. However, the higher administrative expenses incurred for on-going projects has taken tolls on PBT at RM3.04 million as compare with RM4.16 million recorded in the preceding year's corresponding quarter. Hence, PAT was also lower at RM2.71 million as compare with RM4.06 million registered in the preceding year's corresponding quarter.

For the nine months period under review, the Group recorded a revenue and PAT of RM59.98 million and RM12.25 million as compare with RM42.56 million and RM8.82 million recorded in the preceding year's corresponding period. The substantial increase in both revenue and PAT was mainly attributable to higher project sales registered in the current period.

# B2. COMPARISON WITH IMMEDIATE PRECEDING QUARTER'S RESULT

The Group's revenue for the current quarter was slightly lower at RM17.65 million as compare with RM17.98 million registered in the immediate preceding quarter. PAT for the current quarter also lower at RM2.71 million as compare to RM3.03 million recorded in the previous quarter.

The lower PAT in the current quarter was mainly due to higher tax provision on the taxable income in a subsidiary company of the Group as compare with the preceding quarter.

### **B3.** CURRENT YEAR PROSPECTS

Barring any unforeseen circumstances, the Board expects the Group to achieve satisfactory results for the financial year ending 31 December.

## **B4. VARIANCE FROM PROFIT FORECAST**

There is no profit forecast issued for the current financial period under review.

#### **B5. TAXATION**

Taxation for the quarter and year to date comprises:

Current Quarter	Current Year
Ended	To Date
30.09.2012	30.09.2012
RM'000	RM'000

Taxation - current year 329 580

The effective tax rate of the Group is lower than the statutory tax rate mainly due to the availability of tax exemption granted under pioneer status to a subsidiary of the Company.

#### **B6.** SALE OF UNQUOTED INVESTMENT OR PROPERTIES

There was no sale of unquoted investments and properties for the financial period under review.

## B7. PURCHASE OR DISPOSAL OF QUOTED SECURITIES

There was no purchase or disposal of quoted securities for the financial period under review.

#### **B8. STATUS OF CORPORATE PROPOSALS**

On 4 June 2012, AFFIN Investment, on behalf of our Board, announced that our Company proposes to undertake the following:

- (i) Proposed Rights Issue of Warrants; and
- (ii) Proposed ESOS.

On 27 July 2012, AFFIN Investment, on behalf of our Board, announced that Bursa Securities had vide its letter dated 27 July 2012, approved the following:

- (i) admission to the Official List and the listing and quotation of 46,000,000 Warrants to be issued pursuant to the Proposed Rights Issue of Warrants;
- (ii) additional listing of and quotation for 46,000,000 new MBL Shares arising from the exercise of the Warrants; and
- (iii) the listing of and quotation for new MBL Shares to be issued pursuant to the exercise of the ESOS Options granted under the Proposed ESOS.

The approval from Bursa Securities is subject to the conditions as set out in **Section 7**, **Part A** of the Circular dated 7 August 2012.

On 27 July 2012, AFFIN Investment, on behalf of our Board, announced that the Controller of Foreign Exchange of Bank Negara Malaysia had vide its letter dated 27 July 2012, approved the following:

- (i) the issuance of the Warrants to the entitled non-resident shareholders of our Company pursuant to the Proposed Rights Issue of Warrants; and
- (ii) the issuance of any additional Warrants to the non-resident shareholders or warrantholders of our Company subsequent to the completion of the Proposed Rights Issue of Warrants, in the event that the Warrants are subsequently issued to and/or acquired by the non-resident shareholders or warrantholders of our Company, which may be issued from time to time arising from any adjustments made in accordance with the provisions of the Deed Poll.

On 2 July 2012, our Board announced the Company's intention to seek authority from shareholders of the Company to purchase up to 10% of our issued and paid-up share capital at any point in time, pursuant to Section 67A of the Act, Listing Requirements and any prevailing laws, rules, regulations and guidelines issued by the relevant authorities at the time of purchase.

The all 3 proposals have been duly approved by the shareholders in the EGM held on 27 August 2012 at 12.00 noon at No. JR52, Lot 1818, Jalan Raja, Kawasan Perindustrian Bukit Pasir, 84300 Muar, Johor.

On 31 October 2012, renounceable Right Issue of 46,000,000 Warrants ("Warrant(s)") in Muar Ban Lee Group Berhad ("MBL" or "Company") at an issue price of RM0.10 per Warrant on the Basis of One (1) Warrant for every Two (2) existing oridnary shares of RM0.50 each in MBL held by the shareholders of MBL has been alloted.

On 26 November 2012, AFFIN Investment, on behalf of our Board, has announced that at the close of acceptance and payment for the Rights Issue of Warrants at 5.00pm on 19 November 2012, the Warrants have been oversubscribed by 66.74% over the total number of 46,000,000 Warrants available for subscription under the Rights Issue of Warrants.

The details of the acceptance and excess applications received as at the close of acceptance and payment for the Rights Issue of Warrants at 5.00pm on 19 November 2012 are set out below:

	No. of Warrants	%
Acceptances	45,093,310	98.03
Excess applications	31,607,850	68.71
Total acceptances and excess applications	76,701,160	166.74
Total Warrants available for subscription pursuant to the Rights		
Issue of Warrants	46,000,000	100.00
Over subscription	30,701,160	66.74

The date of listing of the Warrants on Bursa Malaysia is on 3 December 2012.

#### B9. GROUP BORROWINGS AND DEBT SECURITIES

The Group's borrowings as at 30 September 2012 are as follows:

	Short Term (Secured) RM'000	Long Term (Secured) RM'000	Total RM'000
Hire Purchase	102	98	200

#### **B10. OFF BALANCE SHEET FINANCIAL INSTRUMENTS**

As at the date of this report, the Group did not have any financial instruments with off balance sheet risks.

#### **B11. MATERIAL LITIGATION**

There was no material litigation for the current financial period to date.

#### **B12. DIVIDEND DECLARED**

There was no dividend declared during the current quarter.

# **B13. EARNINGS PER SHARE**

The basic earnings per share ("EPS") for the current quarter are calculated based on the profit after tax ("PAT") and number of ordinary shares outstanding during the period as follows:

	Current Quarter	Current Year To Date
Profit After Taxation (RM'000)	2,711	12,280
Number of ordinary shares ('000)	92,000	92,000
EPS (Sen)	2.95	13.35

#### **B14. RELATED PARTY TRANSACTIONS**

During the 9-month period under review, the related party transactions are secretarial fee for the subsidiary companies amounting to RM3,000.00 charged by Tan Commercial Management Services Sdn. Bhd. and of which one of the director has interest over the company and able to exercise control. Further, a rental fee of RM3,600.00 was paid to certain directors of which the directors owned the said property and have interest over the property. Both transactions have been entered into in the normal course of business.

# B15. DISCLOSURE OF REALISED AND UNREALISED PROFITS/LOSSES

The breakdown of retained profit of the Group as at the reporting date, into realised and unrealised profits or losses, pursuant to the directive given by Bursa Malaysia Securities Berhad ("Bursa Malaysia"), is as follows:

	Group RM'000
Total retained profits of the Company and its	
subsidiaries	
- Realised	63,889
- Unrealised	(1,161)
Less: Consolidation adjustments	(33,279)
Retained profits as per financial statement	29,449

#### **B16. AUTHORIZATION FOR ISSUE**

The interim financial statements were authorized for issue by the Board of Directors in accordance with a resolution of the Board of Directors dated 26 November 2012.

## By Order of the Board

Lee Hong Lim (MIA 12949) Company Secretary Muar 26 November 2012