

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

# UNAUDITED INTERIM FINANCIAL STATEMENTS FOR 3RD QUARTER ENDED 30 SEPTEMBER 2013



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

### UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE SECOND QUARTER AND NINE MONTHS ENDED 30 SEPTEMBER 2013

	Individual 3 months		Cumulative Quarter 9 months ended	
	30.09.2013 RM'000	30.09.2012 RM'000	30.09.2013 RM'000	30.09.2012 RM'000
Revenue	13,485	17,653	41,363	59,981
Cost of sales	(7,287)	(10,332)	(23,197)	(35,282)
Gross profit	6,198	7,321	18,166	24,699
Other income	-	327	156	753
Depreciation and amortisation	(413)	(328)	(1,218)	(989)
Administrative expenses	(4,129)	(4,453)	(11,795)	(11,980)
Operating profit	1,656	2,867	5,309	12,483
Interest Income	243	176	691	352
Interest expense	(7)	(3)	(23)	(10)
Profit before tax	1,892	3,040	5,977	12,825
Tax expense	(165)	(329)	(471)	(580)
Profit for the period	1,727	2,711	5,506	12,245
Other Comprehensive Income, net of tax	-	-	-	-
Total Comprehensive Income for the period	1,727	2,711	5,506	12,245
Profit attributritable to:				
Owners of the Company	1,731	2,711	5,512	12,280
Non-controling interest	(4)	-	(6)	(35)
Profit for the period	1,727	2,711	5,506	12,245
Total Comprehensive Income attributable to:				
Owners of the Company	1,731	2,711	5,512	12,280
Non-controling interest	(4)	-	(6)	(35)
Total Comprehensive Income for the period	1,727	2,711	5,506	12,245
Earnings per share (sen)				
- Basic	1.88	2.95	5.99	13.35
- Diluted	N/A	N/A	N/A	N/A

The Unaudited Condensed Consolidated Statements of Profit or Loss and Other Comprehensive Income should be read in conjunction with the Annual Report of the Group for the year ended 31 December 2012 and the accompanying explanatory notes attached to the Interim Financial Statements.



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

### UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2013

	(Unaudited)	(Audited)
	As at	As at
	30.09.2013	31.12.2012
ASSETS	RM'000	RM'000
Non-current assets		
Property, plant and equipment	23,702	17,800
Intangible assets	430	430
Other investment	450	450
	24,582	18,680
Current assets		
Inventories	19,460	17,151
Trade & other receivables	16,903	25,071
Tax recoverable	203	-
Fixed deposits with licensed banks	25,772	27,365
Cash and bank balances	12,939	10,112
	75,277	79,699
TOTAL ASSETS	99,859	98,379
EQUITY AND LIABILITIES		
Equity		
Share capital	46,000	46,000
Share premium	1,158	1,158
Revaluation reserves	2,653	2,653
Discount on shares	(13,340)	(13,340)
Warrant reserves	17,940	17,940
Retained profits	29,924	27,172
Shareholder's equity	84,335	81,583
Non-controlling interest	67	73
Total equity	84,402	81,656
Non-current liabilities		
Hire purchase payables	378	465
Term loan	4,450	-
Deferred taxation	1,139	1,139
	5,967	1,604
Current liabilities		
Trade & other payables	9,236	14,749
Dividend payable	-	-
Hire purchase payables	221	195
Current income taxes	33	175
	9,490	15,119
Total liabilities	15,457	16,723
TOTAL EQUITY AND LIABILITIES	99,859	98,379
Net assets per share (RM)	0.92	0.89

The Unaudited Condensed Consolidated Statements of Financial Position should be read in conjunction with the Annual Report of the Group for the year ended 31 December 2012 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 2013

			Attributable to E	quity Holders of	he Company			Ι	
		١	on-Distributable			Distributable			
	Share Capital	Share Premium	Revaluation Reserve	Discount On Warrants	Warrant Reserves	Retained Profits	Subtotal	Non-controlling interest	Total Equity
_	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January 2013	46,000	1,158	2,653	(13,340)	17,940	27,172	81,583	73	81,656
Other comprehensive income Profit for the period	-	-	-	-	-	- 5,512	- 5,512	(6)	5,506
Total comprehensive income for the period	-	-	-		-	5,512	5,512	(6)	5,506
Contributions by and distributions to owners of the Company									
Dividends to owners of the Company	-	-	-		-	(2,760)	(2,760)	-	(2,760)
Total transactions with owners of the Company	-	-	-		-	(2,760)	(2,760)	-	(2,760)
At 30 September 2013	46,000	1,158	2,653	(13,340)	17,940	29,924	84,335	67	84,402
_									
At 1 January 2012	46,000	1,158	2,934	-	-	19,677	69,769	53	69,822
Other comprehensive income	-	-	-	-	-			-	-
Disposal of revalued assets			(281)			281 (15)	(15)		(15)

At 30 September 2012	46,000	1,158	2,653	-	29,449	79,260	85	79,345
the Company	-	-	-	-	(2,760)	(2,760)	-	(2,760)
Total transactions with owners of	-		-		(2,700)	(2,700)	-	(2,700)
Dividends to owners of the Company					(2,760)	(2,760)		(2,760)
Contributions by and distributions to owners of the Company								
Total comprehensive income for the period	-	-	(281)	-	12,532	12,251	32	12,283
Recognition of negative goodwill Profit for the period	-	-	-	-	(14) 12,280	(14) 12,280	32	(14) 12,312
Fair value adjustment in derivatives			(201)		(15)	(15)		(15)

The Unaudited Condensed Consolidated Statements of Changes In Equity should be read in conjunction with the Annual Report of the Group for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to the Interim Financial Statements.



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

#### UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2013

	Current Year To-date	Preceding Year Corresponding Period
	30.09.2013 RM'000	30.09.2012 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	5,977	12,825
Adjustments for non-cash items:		
Depreciation of property, plant & machinery	1,218	989
Interest expense	23	10
Interest income	(691)	(352)
Fair value derivatives Impairment of goodwill	(6)	(97) (14)
Gain on disposal of property, plant & equipment	-	(413)
Operating profit before working capital changes	6,521	12,948
Changes in working capital		
(Increase) / Decrease in inventories	(2,309)	7,152
Decrease / (Increase) in trade & other receivables	8,168	(1,933)
(Decrease) / Increase in trade & other payables	(5,513)	1,405
Cash generated from operations	6,867	19,572
Interest paid	(23)	(10)
Interest income	691	352
Income tax paid	(810)	(335)
Income tax refund		622
Net cash generated from operating activities	6,725	20,201
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of subsidiaries, net of cash acquire Purchase of property, plant and equipment	- (7,120)	50 (732)
Proceed from disposal of property, plant & equipment	-	1,932
Net cash generated from / (used in) investing activities	(7,120)	1,250
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of hire purchase payables	(161)	(104)
Proceed from hire purchase	100	-
Proceed from term loan Dividend paid	4,450 (2,760)	- (2,760)
Net cash used in financing activities	1,629	(2,864)
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,234	18,587
Cash and cash equivalents at beginning of period	37,090	16,962
Cash and cash equivalents at end of period	38,324	35,549
Note: Cash and Cash Equivalents at end of period		
Cash and bank balances	12,939	10,567
Short term deposits with licensed banks	25,772	26,581
Fixed deposits pledged	(387)	(1,599)
	38,324	35,549

The Unaudited Condensed Statements of Cash Flows should be read in conjunction with the Annual Report of the Group for the financial year ended 31 December 2012 and the accompanying explanatory notes attached to the Interim Financial Statements.



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

#### 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 statements for the year ended 31 December 2012. 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 2012.

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 2012 were prepared in accordance with MFRS and MFRS 1, First-time Adoption of Malaysian Financial Reporting Standards. 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 2012.

The transition to MFRSs do not have financial impact to the financial statements of the Group.

#### 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 cash flows 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.



NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE 3<sup>rd</sup> QUARTER ENDED 30 SEPTEMBER 2013

#### 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 final single-tier dividend of 3.0 sen per share for the year ended 31 December 2012 amounting to RM2,760,000 approved by shareholders in the  $7^{th}$  Annual General Meeting was paid on 23 July 2013.

#### A9. SEGMENTAL INFORMATION

Segmental reporting for the 9 months ended 30 September 2013. ι.

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	Investment			
	holding	Manufacturing	Elimination	Consolidated
	RM '000	RM '000	RM '000	RM '000
Revenue				
External sales	-	41,363	-	41,363
Inter-company transactions	-	1,175	(1,175)	-
Dividend income	2,000	-	(2,000)	-
	2,000	42,538	(3,175)	41,363
Segmental result	1,639	3,670	-	5,309
Finance costs				(23)
Interest income				691
Profit before tax				5,977
Taxation				(471)
Profit for the period				5,506

#### Segmental reporting for the 9 months ended 30 September 2012.

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



NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE 3<sup>rd</sup> QUARTER ENDED 30 SEPTEMBER 2013

#### 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

On 14 August 2013, MBL Plantantion Sdn Bhd ("MBLP") has entered into a Conditional Shares Sale Agreement ("SSA") with the Vendors of SPA Hidayah Enterprise Sdn Bhd ("SHESB") to acquire the entire issued and paid-up share capital in SHESB for a purchase consideration of RM1,800,000.00 to be satisfied in cash. Upon completion, SHESB will be a wholly-owned subsidiary of MBLP.

The principle activity of the SHESB is to involve in the logging activities and cultivating trees and plants. As at the date of this report, the transfer of shares from SHESB is still in progress.

#### 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

As at the date of the reporting date, the capital expenditure approved and contracted for under the Group amounting to RM28,550,000.00

#### A15. RELATED PARTY TRANSACTIONS

There was no related party transactions during the financial period under review.

#### 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 2013.



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

#### B1. REVIEW OF PERFORMANCE

	Individual Quarter (3 months ended)		Cumulative Quarter (9 months ended)	
	30.09.2013 RM'000	30.09.2012 RM'000	30.09.2013 RM'000	30.09.2012 RM'000
Revenue	13,485	17,653	41,363	59,981
Profit before tax "PBT"	1,892	3,040	5,977	12,825
Profit after tax "PAT"	1,727	2,711	5,506	12,245

For the current quarter under review, the Group's revenue was approximately 23.6% lower at RM13.49 million as compare with RM17.65 million registered in the preceding year's corresponding quarter. The lower revenue was mainly attributable to lower project sales during the current quarter as compare with prior year's corresponding quarter. Hence, both PBT and PAT reduced to RM1.89 million and RM1.73 million as compare with RM3.04 million and RM2.71 million registered in the preceding year's corresponding quarter respectively.

For the nine month period under review, the Group's revenue reduced by approximately 31.0% to RM41.36 million from RM59.98 million registered in the prior year corresponding period. The decrease in revenue was mainly attributable to lower project sales and sales of spare parts during the current period as compare with prior year's corresponding period. As a result of lower sales, both PBT and PAT reduced to RM5.98 million and RM5.51 million as compare with RM12.83 million and RM12.25 million recorded in the preceding year's corresponding period respectively.

#### B2. COMPARISON WITH IMMEDIATE PRECEDING QUARTER'S RESULT

	Individual and Cumulative Quarter (3 months ended)				
	30.09.2013 RM'000	30.06.2013 RM'000	Variance RM'000	%	
Revenue	13,485	12,641	844	6.7%	
Profit before tax "PBT"	1,892	1,325	567	42.8%	
Profit after tax "PAT"	1,727	1,065	662	62.2%	

The Group's revenue for the current quarter was approximately 6.7% higher at RM13.49 million as compare with RM12.64 million registered in the immediate preceding quarter. Despite the marginal increase in turnover, both PBT and PAT were higher at RM1.89 million and RM1.73 million in the current quarter due to the contribution from project sales.

### B3. CURRENT YEAR PROSPECTS

Our Group will remain focus on the core business i.e. manufacturing of oil seed expellers machineries, ancillary equipment and parts. Looking forward, our Group's involvement in the plantation sector will be materialised upon completion of acquisition of Sokor Gemilang Ladang Sdn Bhd.

Barring any unforeseen circumstances, the Board of Directors is of the view that the Group will register satisfactory results for the financial year ending 31 December 2013.



FOR THE 3<sup>rd</sup> QUARTER ENDED 30 SEPTEMBER 2013

### 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 Ended	Current Year To Date
	30.9.2013	30.9.2013
	RM'000	RM'000
Taxation		
<ul> <li>prior year (underprovision)</li> </ul>	-	111
- current year	165	360
	165	471

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

1) On 15 March 2013, MBL Plantation Sdn Bhd ("MBLP"), a wholly-owned subsidiary of MBL, has entered into a conditional Share Sale Agreement ("SSA") with the existing shareholders of SGLSB for the acquisition of the entire issued and paid up share capital of Sokor Gemilang Lalang Sdn. Bhd. ("SGLSB") comprising 2,000,000 ordinary shares of RM1.00 each, for a total purchase consideration of RM12,235,000 to be satisfied in cash. As part of the terms and conditions of the SSA, SGLSB will novate the Sum Owing of RM12,515,000 from the Creditors to MBLP. Hence, the total consideration in relation to the Proposed Acquisition amounts to RM24,750,000. The principal Activities of SGLSB consist of management and operation of palm oil plantation. The Stop Date has been extended to 31 December 2013 pending for appeal on certain

The Stop Date has been extended to 31 December 2013 pending for appeal on certain conditions with state government.

2) On 14 August 2013, MBLP has entered into a conditional Share Sale Agreement ("SSA") with the existing shareholders of SPA Hidayah Enterprise Sdn. Bhd. (Company No. 1043099-H) ("SHESB") for the acquisition of the entire issued and paid up share capital of SHESB comprising 2 ordinary shares of RM1.00 each, for a total consideration of RM1,800,000.00 to be satisfied in cash. With this acquisition, SHESB will be a wholly-owned subsidiary of MBLPSB. The principal activity of SHESB is to involve in the logging activities and cultivating trees and plants.

As at the date of this report, the transfer of shares from SHESB is still in progress.



NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE 3<sup>rd</sup> QUARTER ENDED 30 SEPTEMBER 2013

#### **B9.** GROUP BORROWINGS AND DEBT SECURITIES

The Group's borrowings as at 30 September 2013 are as follows:

	Short Term (Secured) RM'000	Long Term (Secured) RM'000	Total RM'000
Hire Purchase	221	378	599
Term Loan	0	4,450	4,450
TOTAL	221	4,828	5,049

#### 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

The first interim single-tier dividend of 4.0 sen per share for the year ended 31 December 2013 amounting to RM3,680,000 was declared on 28 October 2013 and will be paid to eligible shareholders on 28 November 2013.

#### B13. EARNINGS PER SHARE

The basic earnings per share ("EPS") is calculated by dividing the profit for the financial year attributable to ordinary shareholders of the Company by the number of ordinary shares outstanding during the financial year held by the Company calculated as follows:

	Current Quarter	Current Year To Date
Profit attributable to ordinary shareholders of the Company		
(RM'000)	1,731	5,512
Number of ordinary shares ('000)	92,000	92,000
EPS (Sen)	1.88	5.99

#### B14. RELATED PARTY TRANSACTIONS

There was no related party transactions during the financial period under review.



#### 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	64,310
- Unrealised	(1,139)
Less: Consolidation adjustments	(33,247)
Retained profits as per financial statement	29,924

#### B16. AUTHORISATION FOR ISSUE

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Board of Directors dated 25 November 2013.

#### By Order of the Board

Lee Hong Lim (MIA 12949) Company Secretary Muar 25 November 2013