



**SEREMBAN ENGINEERING BERHAD (“SEB”)
(Company No: 45332-X)**

Notes on the quarterly report – 31 December 2012

**PART A: SELECTED EXPLANATORY NOTES PURSUANT TO MALAYSIA FINANCIAL REPORTING STANDARD (“MFRS”) 134
INTERIM FINANCIAL REPORTING**

A1. Basis of preparation

These condensed consolidated interim financial statements, for the period ended 31 December 2012, have been prepared in accordance with MFRS 134 *Interim Financial Reporting* issued by the Malaysian Accounting Standards Board (“MASB”), and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. These condensed interim financial statements also comply with IAS 34 *Interim Financial Reporting* issued by the International Accounting Standards Board. For the periods up to and including the year ended 31 December 2011, the Group prepared its financial statements in accordance with Financial Reporting Standards (“FRS”).

These condensed consolidated interim financial statements are the Group’s first MFRS condensed consolidated interim financial statements for part of the period covered by the Group’s first MFRS annual financial statements for the year ending 31 December 2012. MFRS 1 *First-Time Adoption of Malaysian Financial Reporting Standards* (“MFRS1”) has been applied.

The explanatory notes attached to these condensed consolidated 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 date of transition to the MFRS framework is on 1 January 2011. At that transition date, the Group reviewed its accounting policies and considered the transitional opportunities under MFRS 1. The transition from FRS to MFRS has not had a material financial impact on the financial statements of the Group and of the Company other than arising from the changes in accounting policies described in Note A2 below.

A2. Significant Accounting Policies and Application of MFRS 1

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 condensed consolidated interim financial statements are consistent with those of the audited financial statements for the year ended 31 December 2011 except as discussed below:

Property, Plant and equipment

Under FRSs, the Group measured its Property, Plant and Equipment other than freehold land and buildings at cost less accumulated depreciation and impairment losses, if any. Freehold land is stated at valuation less impairment losses recognized after date of revaluation. Freehold land is not depreciated. Freehold buildings are stated at revalued amount less accumulated depreciation and impairment losses recognized after the date of the revaluation. Upon transition to MFRS, the Group has elected to measure all its property, plant and equipment using the cost model under MFRS 116 *Property, Plant and Equipment*. At the date of transition to MFRS, the Group elected to regards the revalued amounts of land and buildings as deemed cost at the date of the revaluation as these amounts were broadly comparable to fair value at that date. The revaluation surplus of RM 3,793,484 (30 June 2011: RM 3,793,484; 31 December 2011: RM 3,793,484) was transferred to retained earnings on date of transition to MFRS.



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The reconciliations of equity for comparative periods and of equity at the date of transition reported under FRS to those reported for those periods and at the date of transition under MFRS are provided as below:-

(i) Reconciliation of equity as at 1 January 2011

	FRS as at 1.1.2011 RM'000	Adjustment RM'000	MFRS as at 1.1.2011 RM'000
Other Reserves	9,377	(3,793)	5,584
Retained earnings	6,796	3,793	10,589

(ii) Reconciliation of equity as at 30 June 2011

	FRS as at 30.06.2011 RM'000	Adjustment RM'000	MFRS as at 30.06.2011 RM'000
Other reserves	9,377	(3,793)	5,584
Retained earnings	6,921	3,793	10,714

(iii) Reconciliation of equity as at 31 December 2011

	FRS as at 31.12.2011 RM'000	Adjustment RM'000	MFRS as at 31.12.2011 RM'000
Other reserves	9,377	(3,793)	5,584
Retained earnings	9,926	3,793	13,719

A3. Investment Property

In accordance with FRS 140 Investment Property, the Group's investment properties are initial measured at cost. Subsequent to initial recognition, investment properties are measured at fair value which reflects market conditions at the reporting date. Upon transition to MFRS, the Group has elected to apply the optional exemption to use the fair value at the date of transition as the deemed cost for its investment properties using cost model under MFRS 140 Investment Property.

The adjustments to the carrying amount of investment properties increased the depreciation charges for the period ended 31 December 2011 and 31 December 2012 by RM 1,078 and RM 4,071, respectively.

A4. Qualification of Annual Financial Statements



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The latest audited consolidated financial statements of SEB for the financial year ended 31 December 2011 were not qualified.

A5. Seasonal and cyclical factors

The Group's business operation results were not materially affected by any major seasonal or cyclical factors during the financial period ended 31 December 2012. However, the process equipment's business operation result is very much dependent on the timing of completion of each project.

A6. Unusual nature and amounts of items affecting assets, liabilities, equity, net income or cash flows

There were no items of unusual nature and amounts affecting assets, liabilities, equity, net income or cash flows during the financial period ended 31 December 2012.

A7. Changes in accounting estimates

There were no changes in accounting estimates that have a material effect in the current quarter results.

A8. Debt and Equity Securities

Save as disclosed below, there were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the financial period ended 31 December 2012 under review:

(a) Share Buy-Back

During the financial period ended 31 December 2012, the company had repurchased 255,200 of its share capital from the open market at an average cost RM 0.47 per shares. The total consideration paid for the share buy-back of SEB shares during the financial period twelve months ended 31 December 2012, including transaction costs was RM 122,164 and was financed by internally generated funds. The shares repurchased are being held as treasury shares in accordance with Section 67A Subsection 3(A) (b) of the Company Act, 1965.

As at 31 December 2012, the number of treasury shares held was 298,200 SEB Shares.

A9. Dividend Paid

During the financial period for twelve months ended 31 December 2012, an interim single-tier dividend of 4% amounting to approximately RM 1.6 million in respect of financial year ending 2012 was paid on 31 May 2012.

A10. Segment information

The Group is principally engaged in the fabrication of process equipment and metal structure and the provision of maintenance, repair and shutdown works. Therefore, business segmental information has not been prepared as the Group's revenue, operating profit, assets employed, liabilities, capital expenditure, depreciation and non-cash expenses are confined to one business segment and located in Malaysia.



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Major segments analyzed by geographical location of customers are as follows:-

	12 months period ended	
	31.12.2012	31.12.2011
	<u>RM</u>	<u>RM</u>
Revenue		
-Domestic	43,355,718	48,003,637
-Overseas	58,636,420	37,254,854
	<u>101,992,138</u>	<u>85,258,491</u>

A11. Carrying Amount of Revalued Assets

The Group did not revalue any of its property, plant and equipment for the current quarter under review and the valuation of property, plant and equipment have been brought forward without amendment from the audited consolidated financial statements of SEB for the financial year ended 31 December 2011.

A12. Capital Commitment

The amount of capital commitment is as follow:

Approved and contracted for:	<u>MYR</u>
Purchase of Property, Plant & Equipment and Investment	258,820

A13. Material events subsequent to the end of the interim

There was no material event subsequent to the end of the current quarter under review.

A14. Changes in the composition of the Group

Pursuant to our announcement dated on 1 November 2012, the Company had acquired the remaining Forty Per Cent (40%) equity interest in Seremban Mechanical Services Sdn Bhd, Comprising 400,000 ordinary shares of RM1.00 each for a total consideration of RM 405,581.94. Following the acquisition, Seremban Mechanical Services Sdn Bhd becomes a wholly-owned subsidiary of The Company.

Save as disclosed, there was no change in the composition of the Group during the current quarter under review.

A15. Changes in contingent liabilities and contingent assets

As at the date of this announcement, there were no material contingent liabilities and contingent assets incurred by the Group which, upon becoming enforceable, may have a material impact on the financial position of the Group.



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**PART B: ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS
OF BURSA SECURITIES**

B1. Review of performance

The current quarter results showed lower Group revenue of RM 23.29 million and net profit after taxation after MI (“PAT”) of RM 1.43 million as compared to a revenue of RM 30.85 million and PAT after MI of RM 1.52 million in the corresponding quarter in the previous financial year. These were mainly due to lower sales recorded.

The current year results recorded much improved Group revenue of RM 102.00 million and a PAT after MI of RM 7.06 million as compared to RM 85.26 million and a PAT after MI of RM 3.93 million in the corresponding period in the previous financial year. These were mainly due to higher sales recorded, improved project management and cost efficiency.

B2. Variation of results against preceding quarter

The Group recorded a lower profit before taxation (“PBT”) of RM 0.91 million for the current quarter as compared to preceding quarter of RM 2.86 million mainly due to lower sales recorded.

B3. Prospects

The Board is expecting the process equipment industry to remain competitive especially in the Palm Oil industry. However the Board is still optimistic in achieving satisfactory performance with the growth in other industries.

B4. Profit forecast or profit guarantee

Not applicable as there was no profit forecast or profit guarantee issued by the Group.

B5. Tax expense

	Quarter Ended	12 Month Ended
	31.12.12	31.12.12
	<u>RM'000</u>	<u>RM'000</u>
Income Tax	(576)	1,070
Deferred Tax	48	52
Total	<u>(528)</u>	<u>1,122</u>

The effective tax rate for the current quarter and financial year under review was lower than the statutory tax rate of 25% mainly due to the utilization of reinvestment allowances by the Company with the completion of Factory 7 located in Senawang, Negeri Sembilan in the current quarter.



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B6. Notes to the Statements of Comprehensive Income

	3 months ended		Year to date ended	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011
	<u>RM '000</u>	<u>RM '000</u>	<u>RM '000</u>	<u>RM '000</u>
Interest income	(18)	(52)	(196)	(279)
Interest expense	355	216	1,205	870
Depreciation	507	442	1,914	1,536
Allowance for specific debts and bad debts written off	2,590	-	2,590	-
(Gain)/ loss on disposal of property, plant and equipment	(7)	-	(7)	(146)
Total	<u>3,427</u>	<u>606</u>	<u>5,506</u>	<u>1,981</u>

B7. Unquoted investments and/or properties

The Group has not disposed of any unquoted investments and/or properties during the current quarter under review.

B8. Quoted Securities

There was no purchase or disposal of quoted securities during the financial year under review.

B9. Corporate Proposals

(a) Joint Venture Agreement (“JV Agreement”)

With regards to the JV agreement with Groupage Energy Sdn. Bhd. (“GESB”), there are no further developments on the said JV.

(b) Utilization of Proceeds

As at the date of this report, the total gross proceeds of RM 16.9 million arising from the Public Issue have been utilized in the following manner:



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Details of the utilisation of proceeds	Estimated timeframe for utilisation from the date of listing	Proposed utilisation	Actual utilisation	Deviation	Balance
		<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>	<u>RM'000</u>
Purchase of plant and machinery and extension/ upgrading of properties	Within 12 months	9,000	8,562		438
Repayment of borrowings *	Within 3 months	3,000	2,625	375	
Working capital	Within 6 months	2,939	3,516	(577)	
Defray estimated listing expenses #	Within 1 month	2,000	1,798	202	
Total gross proceeds :		16,939	16,501	-	438

Note:

The actual utilization for the listing expenses and repayment of borrowings were lower than the estimated amount. Hence, the balance unutilized amount of RM 577,000 was utilized for the Group's working capital purposes as per the disclosure in the Company's Prospectus dated 14 April 2010.

B10. Group Borrowings

The Group's borrowings as at 31 December 2012 were as follows:-

Current	<u>RM'000</u>
Secured – Bank overdraft	-
– Term loans	909
– Trade bills	23,978
– Hire Purchases	192
	<hr/>
	25,079
Non-current	
Secured – Term loans	9,133
– Hire Purchases	791
	<hr/>
	9,924
	<hr/>
	35,003

B11. Financial instruments

The Group does not have any financial instruments with off balance sheet risk, the latest practicable date which is not earlier than 7 days from the date of this quarterly report.



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B12. Changes in material litigation

The Group is not engaged in any material litigation and arbitration, either as plaintiff or defendant, which has material effect on the financial position of the Group, and the Board is 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 position or business of the Group.

B13. Dividends

Saved as disclosed in Note A8, the Board does not recommend any dividend in respect of current quarter under review.

B14. Earnings per ordinary share (sen)

(a) Basic

Basic earnings per ordinary share amounts are calculated by dividing profit for the period attributable to ordinary equity owners of the parent by the weighted average number of ordinary shares in issue during the finance quarter ended 31 December 2012 are computed as follow:-

	Current quarter	Current year-to-date
Basic earnings per share	<u>RM</u>	<u>RM</u>
Net profit attributable to ordinary equity holders of the company	1,427,778	7,057,586
Weighted average number of ordinary shares in issue	79,786,192	79,786,192
Basic earnings per share (sen)	1.79	8.85

(b) Diluted

The diluted earnings per share of the Group were not presented as there were no dilutive potential ordinary shares during the financial year.



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B15. Realised and unrealised profit / losses disclosure

Pursuant to the Bursa Malaysia Securities Berhad’s (Bursa Securities) directives dated 25 March 2010 and December 2010, the breakdown of the retained profits of the Group as at 31 December 2012, into realised and unrealised profits is as follows:

	As At End of Current Quarter	As At End of Preceding Quarter
	31.12.12	30.9.12
	RM	RM
Total retained profits / (losses) of the Company and the subsidiaries:-		
- Realised	22,492,845	21,055,677
- Unrealised	(2,702,928)	(2,655,131)
	<hr/> 19,789,917	<hr/> 18,400,546
Total share of accumulated profit / (losses) from associate and jointly controlled entities:-		
-Realised	(34,406)	(42,859)
-Unrealised	-	-
	<hr/> 19,755,511	<hr/> 18,357,687
Less: Consolidation adjustments	(573,867)	(603,822)
Total group retained profits as per statement of financial position	<hr/> 19,181,644	<hr/> 17,753,865

The determination of realised and unrealised profits is compiled based on Guidance of Special Matter No. 1 “*Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements*”, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised profits above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Securities and should not be applied for any other purposes.

By Order of the Board

Wong Chee Kian
Managing Director