

DANCOMECH HOLDINGS BERHAD (1050285-U) (Incorporated in Malaysia)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE SECOND QUARTER AND PERIOD ENDED 30 JUNE 2018

16 August 2018

DANCOMECH HOLDINGS BERHAD (1050285-U)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE SECOND QUARTER AND PERIOD ENDED 30 JUNE 2018

(These figures have not been audited)

		Current	-	Cumulative quarter		
		3 months ended		6 months ended		
RM'000	Note	30.06.2018	30.06.2017	30.06.2018	30.06.2017	
Revenue	A7	19,860	15,587	37,655	30,198	
Cost of sales		(13,378)	(10,382)	(25,025)	(20,121)	
Gross profit		6,482	5,205	12,630	10,077	
Other income		804	594	1,253	1,208	
Selling and distribution exper	ises	(234)	(351)	(393)	(497)	
Administration expenses		(1,889)	(1,368)	(3,834)	(2,816)	
Other expenses		(240)	(605)	(730)	(1,026)	
Finance costs		(3)	(5)	(6)	(6)	
Profit before tax	B15	4,920	3,470	8,920	6,940	
Tax expense	B5	(1,112)	(754)	(2,073)	(1,625)	
Profit for the period		3,808	2,716	6,847	5,315	
Other comprehensive income		-	-	-	-	
Total comprehensive incom	e	3,808	2,716	6,847	5,315	
Profit attributable to:						
Owners of the Company		3,679	2,588	6,681	5,031	
Non-controlling interests		129	128	166	284	
Profit for the period		3,808	2,716	6,847	5,315	
Total comprehensive incom	e					
attributable to:						
Owners of the Company		3,679	2,588	6,681	5,031	
Non-controlling interests		129	128	166	284	
Total comprehensive incom	e	3,808	2,716	6,847	5,315	
Earnings per share						
attributable to owners of						
the Company:						
Basic (sen)	B12	1.2	0.9	2.2	0.8	

The above condensed consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements.

${\bf DANCOMECH\ HOLDINGS\ BERHAD\ (1050285\text{-}U)}$

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2018

RM'000	Note	As at 30.06.2018	As at 31.12.2017
24.7 000	1,000	Unaudited	Audited
Assets			
Property, plant and equipment		31,057	31,300
Deferred tax assets		167	167
Non-current assets		31,224	31,467
Inventories		22,859	23,344
Trade and other receivables		21,205	17,371
Tax recoverable		121	42
Cash and cash equivalents		49.878	48,980
Current assets		94,063	89,737
Total assets		125,287	121,204
Equity and liabilities			
Share capital		67,034	67,034
Merger deficit		(41,477)	(41,477)
Other reserves		(9)	(9)
Retained earnings	В6	86,503	82,057
Equity attributable to owners of the Company		112,051	107,605
Non-controlling interests		1,676	1,510
Total equity		113,727	109,115
Borrowings (secured)	В9	1,573	1,935
Deferred tax liabilities		26	26
Non-current liabilities		1,599	1,961
Trade and other payables		8,562	9,057
Borrowings (secured)	В9	723	721
Tax liabilities		676	350
Current liabilities		9,961	10,128
Total liabilities		11,560	12,089
Total equity and liabilities		125,287	121,204
Net assets per share attributable to owners			
of the Company (RM)		0.38	0.36

The above condensed consolidated statement of financial position should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements.

DANCOMECH HOLDINGS BERHAD (1050285-U)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SECOND QUARTER AND PERIOD ENDED 30 JUNE 2018

(These figures have not been audited)

	Attributable to owners of the Company							
		Non-Distrib	utable		Distributable			
RM'000	Share capital	Share premium	Merger deficit	Other reserves	Retained earnings	Total	Non- controlling interests	Total equity
At 1 January 2018	67,034	-	(41,477)	(9)	82,057	107,605	1,510	109,115
Total comprehensive income	-	-	-	-	6,681	6,681	166	6,847
Dividend	-	-	-	-	(2,235)	(2,235)	-	(2,235)
At 30 June 2018	67,034	-	(41,477)	(9)	86,503	112,051	1,676	113,727
At 1 January 2017	59,600	7,432	(41,477)	(9)	75,791	101,337	724	102,061
Total comprehensive income	-	-	-	-	5,031	5,031	284	5,315
Transition to no par value regime	7,432	(7,432)	-	-	-	-	-	-
Issuance of shares	-	-	-	-	-	-	300	300
Dividend	-	-	-	-	(2,235)	(2,235)	-	(2,235)
At 30 June 2017	67,032	-	(41,477)	(9)	78,587	104,133	1,308	105,441

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements.

${\bf DANCOMECH\ HOLDINGS\ BERHAD\ (1050285\text{-}U)}$

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SECOND QUARTER AND PERIOD ENDED 30 JUNE 2018

(These figures have not been audited)

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RM'000	30.06.2018	30.06.2017
Operating activities		
Profit before tax	8,920	6,940
Adjustments for:		
Non-cash items	473	521
Non-operating items	-	(123)
Interest income	(639)	(453)
Interest expense	6	6
Operating profit before working capital changes	8,760	6,891
Changes in working capital:		
Inventories	485	77
Receivables	(3,959)	(1,264)
Payables	(367)	966
Cash generated from operations	4,919	6,670
Tax paid	(1,826)	(1,806)
Net cash from operating activities	3,093	4,864
Investing activities		
Interest received	639	453
Net proceeds from issuance of shares	-	300
Placement of fixed deposits	(383)	(20,803)
Purchase of property, plant and equipment	(195)	(5,514)
Proceeds from disposal of property, plant and equipment	(1)3)	130
Net cash from/(used in) investing activities	61	(25,434)
		(20,101)
Financing activities	(2.225)	(2.225)
Dividend paid	(2,235)	(2,235)
Interest paid	(6)	(6)
Placement of pledged fixed deposits	(22)	(13)
Repayment of borrowings	(360)	(351)
Net cash used in financing activities	(2,623)	(2,605)
Net changes in cash and cash equivalents	531	(23,175)
Translation differences	(38)	(16)
Cash and cash equivalents at the beginning of financial year	21,216	45,061
Cash and cash equivalents at the end of reporting period	21,709	21,870
Analysis of cash and cash equivalents		
Fixed deposits with licensed banks	28,797	29,403
Cash and bank balances	21,081	17,850
	49,878	47,253
Less: Fixed deposits pledged to licensed bank	(1,904)	(1,839)
Less: Fixed deposits pledged to licensed bank Less: Fixed deposits as investing purposes	(1,904) (26,265)	(1,839) (23,544)

The above condensed consolidated statement of cash flows should be read in conjunction with the accompanying explanatory notes attached to these interim financial statements.

DANCOMECH HOLDINGS BERHAD (1050285-U)

(Incorporated in Malaysia)

PART A: EXPLANATORY NOTES PURSUANT TO MFRS 134

A1 Basis Of Preparation

This unaudited interim financial statements has been prepared in accordance with MFRS 134 Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and should be read in conjunction with the audited financial statements of the Company for the financial year ended 31 December 2017.

The accounting policies adopted by the Group in these interim financial statements are consistent with those adopted in the most recent audited financial statements for the financial year ended 31 December 2017 except for the following new MFRS, Amendments to MFRS and IC Interpretations to be applied by the Group for the financial periods beginning on or after 1 January 2018:

Amendments to MFRS 2: Classification and Measurement of Share-based Payment transactions

MFRS 9 Financial Instruments

MFRS 15 Revenue from Contracts with Customers

Amendments to MFRS 140: Transfers of Investment Property

IC Interpretations 22 Foreign Currency Transactions and Advance Consideration

Annual Improvements to MFRS Standards 2014-2016 Cycle

The adoption of the above pronouncements did not have any significant effects on these interim financial statements upon their initial application.

The Group has not adopted the following Amendments to MFRS that have been issued but not yet effective:

Amendments to MFRS 2 Share-based Payment

Amendments to MFRS 3 Business Combinations

Amendments to MFRS 4: Applying MFRS 9 Financial Instruments with MFRS 4 Insurance Contracts

Amendments to MFRS 6 Exploration for and Evaluation of Mineral Resources

Amendments to MFRS 9: Prepayment Features with Negative Compensation

Amendments to MFRS 10 and MFRS 128 - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

Amendments to MFRS 11 Annual Improvements to MFRS Standards 2015-2017 Cycle

Amendments to MFRS 14 Regulatory Deferral Accounts

MFRS 16 Leases

MFRS 17 Insurance Contracts

Amendments to MFRS 101 Presentation of Financial Statements

Amendments to MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors

Amendments to MFRS 112 Annual Improvements to MFRS Standards 2015-2017 Cycle

Amendments to MFRS 119: Plan Amendment, Curtailment or Settlement

Amendments to MFRS 123: Annual Improvements to MFRS Standards 2015-2017 Cycle

Amendments to MFRS 128: Long-term Interests in Associates and Joint Ventures

Amendments to MFRS 134 Interim Financial Reporting

Amendments to MFRS 137 Provisions, Contingent Liabilities and Contingent Assets

Amendment to MFRS 138 Intangible Assets

Amendments to IC Interpretation 12 Service Concession Arrangements

Amendments to IC Interpretation 19 Extinguishing Financial Liabilities with Equity Instruments

Amendments to IC Interpretation 20 Stripping Costs in the Production Phase of a Surface Mine

Amendments to IC Interpretation 22 Foreign Currency Transactions and Advance Consideration

IC Interpretations 23 Uncertainty over Income Tax Treatments

Amendments to IC Interpretation 132 Intangible Assets - Web Site Costs

Annual Improvements to MFRS Standards 2015-2017 Cycle

The Group will adopt the above pronouncements when they become effective in the respective financial periods. These pronouncements are not expected to have any significant effects to the Group upon their initial application.

A2 Seasonality Or Cyclicality Of Operations

The business operations of the Group were not materially affected by any seasonal or cyclical factor during the current quarter under review.

A3 Unusual Items Due To Their Nature, Size Or Incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the current quarter under review.

A4 Significant Estimates And Changes In Estimates

There were no changes in estimates that had any material effects on the current quarter under review.

A5 Debt And Equity Securities

There were no issuances, repurchases or repayments of debt and equity securities during the current quarter under review.

A6 Dividend Paid

The following dividends were paid during the current and previous corresponding financial year ended:

Final dividend	30.06.2018	30.06.2017
For the financial year ended	31 December 2017	31 December 2016
Approved and declared on	26 March 2018	7 April 2017
Date paid	11 May 2018	18 May 2017
Number of ordinary shares on which dividends were paid	298,005,000	149,000,000
Dividend per share (single-tier)	0.75 sen	1.50 sen
Net dividend paid (RM)	2,235,037	2,235,000

A7 Segmental Information

The principal activity of the Group is trading and distribution of process control equipment and measurement instruments. Operating segment information has not been prepared as the Group's revenue and operating profit are mainly derived from one (1) operating segment.

Geographical information on the Group's non-current assets is not presented as its operations are wholly located in Malaysia.

Geographical information on the Group's revenue is as follows:

3 months ended			6 montl			
RM'000	30.06.2018	30.06.2017	Changes	30.06.2018	30.06.2017	Changes
Malaysia	14,946	13,023	1,923	28,585	25,418	3,167
Indonesia	3,768	1,232	2,536	7,446	3,411	4,035
Others	1,146	1,332	(186)	1,624	1,369	255
Total	19,860	15,587	4,273	37,655	30,198	7,457

A8 Related Party Disclosures

Related party transactions of the Group are as follows:

	3 month	ns ended	6 months ended	
RM'000	30.06.2018	30.06.2017	30.06.2018	30.06.2017
Companies in which certain Directors				
have interests:				
Revenue from sales of goods	1	38	2	58

All related party transactions had been entered into in the ordinary course of business and were carried out on normal commercial terms.

A9 Valuation of Property, Plant and Equipment

There were no valuations on property, plant and equipment during the current quarter under review.

A10 Capital Commitments

There were no material capital commitments in respect of property, plant and equipment as at the end of the reporting quarter under review.

A11 Contingent Assets And Liabilities

There were no changes in contingent liabilities and contingent assets since the end of last financial year other than those disclosed as follows:

Contingent liability	As at
RM'000	30.06.2018
	_
Arbitration claim by a building contractor against a subsidiary	428

A12 Changes in Composition of the Group

There were no changes in the composition of the Group during the current quarter under review.

A13 Material Events Subsequent To The Reporting Period

On 18 July 2018, the Company acquired 412,500 ordinary shares representing 55% of the total number of issued shares of Arah Edar (M) Sdn Bhd, a private limited company incorporated in Malaysia for a cash consideration of RM135,385. Upon completion of the acquisition, Arah Edar (M) Sdn Bhd is a 55% owned subsidiary of the Company.

On 8 August 2018, the Company subscribed 600 ordinary shares at an issue price of RM1 each, representing 60% of the total number of issued shares of Eureka EPA Sdn Bhd (formerly known as Eureka Fertilizer Sabah Sdn Bhd), a private limited company incorporated in Malaysia for a cash consideration of RM600. Upon completion of the acquisition, Eureka EPA Sdn Bhd is a 60% owned subsidiary of the Company.

Saved as disclosed above, there were no other material events subsequent to the end of the current quarter under review.

DANCOMECH HOLDINGS BERHAD (1050285-U) (Incorporated in Malaysia)

PART B: EXPLANATORY NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B1 Performance Review - Comparison With Preceding Year Corresponding Quarter

	3 month	3 months ended		
RM'000	30.06.2018	30.06.2017	30.06.2018	30.06.2017
Revenue	19,860	15,587	37,655	30,198
Profit before tax	4,920	3,470	8,920	6,940

For the current quarter under review, the Group recorded higher revenue of RM19.9 million as compared to RM15.6 million in the same quarter last year. The increase in revenue was due to higher sales of process control equipment in the domestic markets arising from higher demand in oil and gas sectors. In line with the growth in revenue, the pre-tax profit increased by RM1.5 million as compared to preceding year corresponding quarter, mainly due to higher margin of goods sold in the current quarter.

For the 6 months period ended 30 June 2018, the Group recorded higher revenue of RM37.7 million as compared to RM30.2 million in the same period last year. The increase in revenue was due to higher sales of process control equipment in the domestic and Indonesia markets arising from higher demand in oil and gas sectors. In line with the increase in revenue, the pre-tax profit increased by RM2.0 million as compared to preceding year corresponding period, mainly due to higher margin of goods sold in the current period.

B2 Comparison With Immediate Preceding Quarter

	3 months ended				
RM'000	30.06.2018	31.03.2018	Changes		
Revenue	19,860	17,795	2,065		
Profit before tax	4,920	4,000	920		

In comparing to immediate preceding quarter, revenue of the Group in the current quarter increased by RM2.1 million. The increase was mainly due to higher sales volume in the domestic market in the current quarter.

With increase in sales as well as the improved in profit margin during the quarter, the pre-tax profit increased by RM0.9 million as compared to the preceding quarter.

B3 Commentary On Prospects

With Malaysia's economic remains positive driven by both domestic and external demand, the Board anticipates improved sales and profits of the Group for the year 2018. The Group will explore local and overseas market for more profitable opportunities and growth for a better financial performance in the future.

B4 Profit Forecast

Not applicable.

B5 Tax Expense

	3 months ended		6 months ended	
RM'000	30.06.2018	30.06.2017	30.06.2018	30.06.2017
Income tax	1,112	754	2,073	1,625
Total tax expense	1,112	754	2,073	1,625

Income tax is calculated at the statutory tax rate of 24% of the estimated assessable profit for the period.

The effective tax rate of the Group for the current quarter was lower than the statutory tax rate mainly due to over provision of income tax of RM75,630.

B6 Retained Earnings

	As at	As at	
RM'000	30.06.2018	30.06.2017	
Realised	87,561	79,542	
Unrealised	177	(89)	
	87,738	79,453	
Consolidation adjustments	(1,235)	(866)	
Total retained earnings	86,503	78,587	

B7 Corporate Proposals

There were no corporate proposals announced but not completed as at the reporting date.

B8 Utilisation Of Proceeds From The Initial Public Offering ("IPO")

	Intended	Actual			Intended timeframe for utilisation (from	Extended timeframe for
RM'000	utilisation	utilisation	D	eviation	date of listing)	utilisation
Repayment of bank borrowings	4,557	4,557		-	Within 12 months	
Purchase of office cum stores	6,500	-	*	4,000	Within 24 months	^ Additional 6 months
Purchase of equipment	1,000	183	*	817	Within 12 months (extended for	
					additional 9 months)	
Working capital	2,743	2,743		-	Within 24 months	
Estimated listing expenses	3,200	2,761	*	439	Upon listing	
Total	18,000	10,244		5,256		

^{*} The deviation will be utilised for working capital purposes.

B9 Borrowings (secured)

	As at	As at	
RM'000	30.06.2018	31.12.2017	
Hire purchase	93	161	
Term loans	1,480	1,774	
Long term borrowings	1,573	1,935	
Hire purchase	135	133	
Term loans	588	588	
Short term borrowings	723	721	
Total borrowings	2,296	2,656	

All borrowings are denominated in Ringgit Malaysia. Overall, the decrease in borrowings of RM0.4 million were due to the repayment of borrowings.

The weighted average interest rate of the hire purchase based on fixed interest rate is approximately 1.88%. No interest was incurred for the term loan which is under flexi loan arrangement.

[^] The Company has yet to fully utilise the IPO proceeds. The Board resolved to extend the timeframe for an additional 6 months to utilise the proceeds of RM2.5 million which have been earmarked for the purchase of a new office cum store in Johor and equipment as well as renovation cost.

B10 Changes In Material Litigation

On 20 May 2014, SGV Builders Sdn Bhd ("SGV") initiated arbitration proceedings against a wholly owned subsidiary of the Company, Dancomech Engineering Sdn Bhd ("DESB") for non-payment of RM741,808.05 pursuant to a construction project at Lot 19, Jalan Pelukis U1/46, Seksyen U1, 40150 Bandar Shah Alam, Selangor Darul Ehsan ("SGV's Claim"). The non-payment by DESB was due to the alleged failure of SGV in completing the construction project within the stipulated timeframe as per the terms and conditions of the contract between DESB and SGV dated 18 May 2012. SGV subsequently amended its points of claim by, among others, increasing the amount claimed for loss and expenses incurred and disregarding the retention sum held by SGV. As a result, the total amount claimed by SGV under this arbitration proceedings increased to RM1,401,169.95 ("SGV's Amended Claim").

On 6 June 2014, DESB served a reply to the Notice of Arbitration and filed a conter-claim against SGV for a sum of RM461,000.00 ("Counter Claim"). The hearing for this matter commenced on 26 April 2016 and 27 April 2016 and continued on 11 July 2016 and 26 July 2016. On 10 October 2017, the Arbitrator fixed new hearing dates commenced on 28 May 2018, 30 to 31 May 2018 and continued on 1 June 2018. On 1 June 2018, the Arbitrator fixed new hearing dates on 20 July 2018, 23 July 2018, 6 August 2018, and 16 to 19 October 2018. DESB's solicitors are of the view that DESB has a fair chance in defending the SGV's Claim and succeeding in the Counter Claim.

In addition to the aforesaid arbitration proceedings, on 22 September 2015, SGV initiated an adjudication proceedings against DESB on substantially the same subject matter set out in the arbitration proceedings above. On 24 February 2016, the adjudicator has awarded SGV ("Adjudication Award") among others, RM919,308.05 ("Adjudication Amount") which forms part of SGV's Amended Claim.

DESB has complied with the Adjudication Award which includes payment of the Adjudicated Amount plus interest and costs to SGV.

The outcome of the arbitration proceedings will prevail over the Adjudication Award, and will be the final award for the matter.

Save as disclosed above, there were no other material litigations against the Group as at the reporting date.

B11 Proposed Dividend

The Board has declared a single-tier interim dividend of 0.75 sen per ordinary share on 298,005,000 ordinary shares, amounting to RM2,235,037 in respect of the financial year ending 31 December 2018, which will be paid on 28 September 2018. The entitlement date for the above-mentioned interim dividend is on 20 September 2018.

B12 Earnings Per Share ("EPS")

	3 months ended		6 months ended	
	30.06.2018	30.06.2017	30.06.2018	30.06.2017
Profit attributable to Owners of the Company (RM'000)	3,679	2,588	6,681	5,031
Weighted average number of ordinary shares in issue ('000)	298,005	298,000	298,005	298,000
Basic EPS (sen)	1.2	0.9	2.2	0.8

Diluted earnings per share is not presented due to the anti-dilutive nature of the potential ordinary shares in issue.

B13 Financial Instruments

As at the reporting date, the Group has not entered into any derivatives.

B14 Auditors' Report On Preceding Annual Financial Statements

The auditors' report on the financial statements for the financial year ended 31 December 2017 was unqualified.

B15 Profit Before Tax

	3 months ended		6 months ended	
RM'000	30.06.2018	30.06.2017	30.06.2018	30.06.2017
Profit before tax is arrived at after crediting/(charging):				
Interest income	415	217	639	453
Other income	389	377	614	755
Interest expense	(3)	(5)	(6)	(6)
Depreciation	(215)	(210)	(438)	(423)
Impairment loss on trade receivables	(38)	(128)	(91)	(128)
Realised gain/(loss) on foreign exchange	62	50	(28)	31
Unrealised gain/(loss) on foreign exchange	36	(98)	(31)	(112)

Save as disclosed above, there were no material provision for and write off of inventories, gain or loss on disposal of quoted or unquoted investment or real properties, impairment of assets, gain or loss on derivatives and exceptional items for the current quarter under review.