PDZ HOLDINGS BHD
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive
Income for the financial period ended 30 September 2017 (Unaudited)

	Individual Current Year Quarter 30.09.2017 RM '000	Quarter Preceding Year Quarter 30.09.2016 RM '000	Cummulation Current Year To Date 30.09.2017 RM '000	ve Quarter Preceding Year To Date 30.09.2016 RM '000
Revenue	2,514	20,897	7,549	75,832
Cost of sales	(1,618)	(20,752)	(8,950)	(74,399)
Gross profit / (loss)	896	145	(1,401)	1,433
Other (expenses) / income	(327)	5,582	3,580	6,167
Administrative expenses	(705)	(2,986)	(5,246)	(10,339)
(Loss) / Profit from operations	(136)	2,741	(3,067)	(2,739)
Gain on foreign exchange	-	52	-	379
Finance cost		(27)		(129)
(Loss) / Profit before tax	(136)	2,766	(3,067)	(2,489)
Taxation		(85)		272
(Loss) / Profit for the period	(136)	2,681	(3,067)	(2,217)
Other comprehensive income / (expense):				
Foreign currency translation differences				
for a foreign subsidiary		41	(4)	6
(Loss) / Profit after taxation and other				
comperehensive income / (expenses)				
for the period	(136)	2,722	(3,071)	(2,211)
(Loss) / Profit after taxation for the period attributable to:				
- Owners of the Company	(99)	2,622	(2,760)	(2,589)
- Non-controlling interests	(37)	59	(307)	372
	(136)	2,681	(3,067)	(2,217)
(Loss) / Profit after taxation and other comincome / (expenses) attributable to:	prehensive			
- Owners of the Company	(99)	2,663	(2,764)	(2,583)
- Non-controlling interests	(37)	59	(307)	372
	(136)	2,722	(3,071)	(2,211)
(Loss) / Profit per share (sen)				
- Basic	(0.01)	0.30	(0.32)	(0.30)
- Diluted	N/A	N/A	N/A	N/A

(The condensed consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the audited financial statements for the financial period ended 31 December 2016 and the accompanying explanatory notes attached to the interim financial statements.)

PDZ HOLDINGS BHD Condensed Consolidated Statement of Financial Position as at 30 September 2017 (Unaudited)

	(Unaudited)	(Audited)
	As at	As at
	30.09.2017	<u>31.12.2016</u>
ASSETS	RM '000	RM '000
Non-current assets		
Property, plant and equipment	17,960	14,324
Goodwill on consolidation	7	7
	17,967	14,331
Current assets		
Bunker on board	624	627
Trade receivables	6,930	6,549
Other receivables	1,526	1,585
Deposits and prepayments	6,171	5,306
Tax recoverable	758	594
Fixed deposits with licensed banks	31	1,716
Cash and bank balances	1,356	6,143
	17,396	22,520
TOTAL ASSETS	35,363	36,851
TOTAL ASSETS	33,303	30,831
EQUITY AND LIABILITIES		
Share capital	86,932	86,932
Share premium	27,589	27,589
Reserves	1,242	1,246
Accumulated losses	(88,281)	(85,521)
Equity attributable to owners of the Company	27,482	30,246
Non-controlling interests	645	1,246
Total equity	28,127	31,492
Niew gewone Helbitelee		
Non-current liabilities	205	200
Deferred taxation	305	306
Current liabilities	305	306
	E 201	2 5 1 0
Trade payables	5,291	2,519
Non-trade payables and accruals Amount due to directors	1,440	2,526
Tax payable	200	- 8
Tax payable	6 021	
	6,931	5,053
Total liabilities	7,236	5,359
TOTAL EQUITY AND LIABILITIES	35,363	36,851
Net assets per share (RM)	0.03	0.03

(The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial period ended 31 December 2016 and the accompanying explanatory notes attached to the interim financial statements.)

PDZ HOLDINGS BHD
Condensed Consolidated Statement of Changes in Equity
for the financial period ended 30 September 2017 (Unaudited)

Attributable to owners of the Company

				Currency			Non-	
	Share <u>capital</u> RM '000	Share premium RM '000	Revaluation Reserve RM '000	translation differences RM '000	Accumulated losses RM '000	<u>Total</u> RM '000	controlling interests RM '000	Total <u>equity</u> RM '000
At 1 January 2017	86,932	27,589	886	360	(85,521)	30,246	1,246	31,492
Foreign currency translation differences								
for a foreign subsidiary	0	0	0	(4)	0	(4)	0	(4)
Loss for the period	0	0	0	0	(2,760)	(2,760)	(307)	(3,067)
Dividends	0	0	0	0	0	0	(294)	(294)
At 30 September 2017	86,932	27,589	886	356	(88,281)	27,482	645	28,127
At 1 July 2015	86,932	27,589	-	569	(83,347)	31,743	3,735	35,478
Foreign currency translation differences								
for a foreign subsidiary	0	0	0	(209)	0	(209)	0	(209)
Revaluation of properties	0	0	886	0	0	886	0	886
(Loss) / profit for the period	0	0	0	0	(2,174)	(2,174)	559	(1,615)
Dividends	0	0	0	0	0	0	(3,048)	(3,048)
At 31 December 2016	86,932	27,589	886	360	(85,521)	30,246	1,246	31,492

(The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial period ended 31 December 2016 and the accompanying explanatory notes attached to the interim financial statements.)

PDZ HOLDINGS BHD Condensed Consolidated Statement of Cash Flows for the financial period ended 30 September 2017 (Unaudited)

	Current Year To Date <u>30.09.2017</u> RM '000	Preceding Year To Date <u>30.09.2016</u> RM '000
Operating activities	(2.067)	(2.247)
Loss after tax	(3,067)	(2,217)
Adjustments for:		
Depreciation	849	1,036
Net gain on disposal of property, plant and equipment	-	(591)
Reversal of impairment of property, plant and equipment	(4,485)	· , ,
Interest expense	-	129
Interest income	(3)	(167)
Reversal of impairment loss	-	(304)
Unrealised (gain) / loss on foreign exchange	(43)	20
Taxation		(272)
	(6,749)	(2,366)
Changes in working capital:		
Bunker on board	3	277
Receivables	(1,465)	4,605
Payables	2,164	(4,243)
Cash outflows from operations	(6,047)	(1,727)
Interest paid	-	(129)
Interest received	3	77
Income tax paid	(173)	(1,036)
Net cash outflows from operating activities	(6,217)	(2,815)
Investing activities		
Acquisition of property, plant and equipment	-	-
Proceeds from disposal of property, plant and equipment	-	2,000
Proceeds from disposal of a subsidiary	-	-
Acquisition of additional shares in a subsidiary company		- 2.000
Net cash inflows from investing activities		2,000

PDZ HOLDINGS BHD Condensed Consolidated Statement of Cash Flows for the financial period ended 30 September 2017 (Unaudited)

	(Unaudited) Year To Date 30.09.2017 RM '000	(Unaudited) Year To Date 30.09.2016 RM '000
Financing activities		
Dividends paid by subsidiaries to non-controlling interests	(294)	(2,179)
Repayment of revolving credit	-	(1,975)
Repayment of term loan	-	(999)
Withdrawal of fixed deposits pledged	1,685	942
Net cash inflows/(outflows) from financing activities	1,391	(4,211)
Net change in cash and cash equivalents	(4,826)	(5,026)
Cash and cash equivalents at beginning of period	6,143	9,305
Effects of currency translation differences	39	25
Cash and cash equivalents at end of period	1,356	4,304
Cash and cash equivalents comprise:	As at <u>30.09.2017</u> RM '000	As at 30.09.2016 RM '000
Cash and bank balances	1,356	4,304
Fixed deposits with licensed banks	31	5,792
	1,387	10,096
Fixed deposits pledged	(31)	(5,792)
	1,356	4,304

(The condensed consolidated statement of cash flow should be read in conjunction with the audited financial statements for the financial period ended 31 December 2016 and the accompanying explanatory notes attached to the interim financial statements.)

PDZ HOLDINGS BHD

Notes to the Interim Financial Report for the financial period ended 30 September 2017

A. Compliance with Malaysian Financial Reporting Standards ("MFRS") 134

A1. Basis of preparation

The interim financial report is unaudited and has been prepared in accordance with the reporting requirements of MFRS 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board and Paragraph 9.22 Main Market Listing Requirements of the Bursa Malaysia Securities Berhad. The interim financial report also complies with IAS 34: Interim Financial Reporting issued by the International Accounting Standards Board. The interim financial report should be read in conjunction with the audited financial statements for the 18 months period ended 31 December 2016. The accounting policies and methods of computation adopted for the interim financial report are consistent with those adopted for the financial statements for the 18 months period ended 31 December 2016 except for the adoption of new MFRS, amendments and interpretations that are mandatory for the Group for the financial year beginning on 1 January 2017. The adoption of these standards, amendments and interpretations do not have a material impact on the interim financial information of the Group.

A2. Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements of the Group for the financial period ended 31 December 2016 was not subject to any qualification.

A3. Seasonal or Cyclical Factors

The Group's turnover is seasonal in nature, as there are low and peak demand periods during the different months of the year.

A4. Unusual Items Due to Their Nature, Size or Incidence

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

A5. Changes in Estimates

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

A6. Changes in Debt and Equity securities

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

A7. Dividend paid

There were no dividends paid during the current quarter under review.

A8. Valuation of Property and Equipment

The Group did not revalue any of its property, plant and equipment during the current quarter.

A9. Subsequent Events

The High Court had on 8 November 2017 granted an order confirming the Share Capital Reduction. Please refer to clause B11 for further details.

A10. Changes in Composition of the Group

There was no change in composition of the Group during the financial period under review.

A11. Capital commitments

There were no material capital commitments as at 30 September 2017.

A12. Contingent Liabilities and Contingent Assets

Corporate guarantee for Formosa Plastic Corporation ("Formosa")

PDZ Holdings Bhd. had on 5 August 2016 issued a corporate guarantee to Formosa for the sum of RM2.33 million, to secure the payment of one month's deposit and two hire outstanding for each of the Vessels by Eastgate to Formosa, in six instalments, to support the Novation of the charter parties. Please refer to Note B6(a) for further clarification.

B. Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B1. Operating segments review

Financial review for Current Quarter and Cumulative Quarter:

		Individual Period (3 rd Quarter)			Cumulative Period			
	Current Year Quarter 30/9/17 RM'000	Preceding Year Corresponding Quarter 30/9/16 RM'000	_	Current Year to- Date 30/9/17 RM'000	Preceding Year Corresponding Period 30/9/16 RM'000	Changes (Amount) RM'000		
Revenue	2,514	20,897	(18,383)	7,549	75,832	(68,283)		
Operating (Loss)/profit	(136)	2,741	(2,877)	(3,067)	(2,739)	(328)		
Loss/(Profit) Before Interest and Tax	(136)	2,793	(2,929)	(3,067)	(2,360)	(707)		
Loss/(Profit) Before Tax	(136)	2,766	(2,902)	(3,067)	(2,489)	(578)		
Loss/(Profit) After Tax	(136)	2,681	(2,817)	(3,067)	(2,217)	(850)		
Loss/(Profit) Attributable to Ordinary Equity Holder of the Company	(99)	2,622	(2,721)	(2,760)	(2,589)	171		

<u>Financial review for Current Quarter and Cumulative Quarter (continued):</u>

The Group registered lower Revenue for the current quarter and current cumulative period, compared to the preceding quarter and cumulative preceding period, as its ocean liner business was affected by the arrest of its vessels per explained under Note B6(b), coupled with the challenging shipping industry. Correspondingly, the Group registered Loss After Tax compared to the Profit After Tax in the preceding year corresponding quarter. The higher Profit After Tax was due the reversal of impairment for financial assets, offset by the reduction in administrative expenses due to the on-going cost rationalization within its business units as the Group continues to streamline its business operations.

<u>Financial review for Current Quarter and Immediate Preceding Quarter:</u>

	Current Quarter 30/9/17 RM'000	Immediate Preceding Quarter 30/6/17 RM'000	Changes (Amount) RM'000
Revenue	2,514	2,465	49
Operating Loss	(136)	(320)	184
Loss Before Interest and Tax	(136)	(320)	(752)
Loss Before Tax	(136)	(320)	(752)
Loss After tax	(136)	(320)	(752)
Loss Attributable to the Owners of the Company	(99)	(320)	(715)

The Group recorded an increase in Revenue for the current quarter, compared to the preceding quarter despite the current setback of the local shipping industry. This is due to the continuous investments in infrastructure and capital spending in the manufacturing and services sector, which has supported the demand for movement of goods across the region. The Loss After Tax has decreased compared to immediate preceding quarter is due to the lower administrative expenses as immediate preceding quarter incurred higher expenses arising from the corporate proposals per Note B11.

The proposals include, amongst others, regional business expansion into more profitable under-served routes, vessel maintenance for increased operational efficiency, purchase of containers, vessel acquisition and/or investment in other complementary business and/or assets. In addition, the Group's capital structure will improve, coupled with an avenue to motivate and retain talents within the Group, whilst providing opportunity to entitled shareholders to participate in the equity offering. All of which will contribute positively to the Group's business in the long run.

B2. Prospects

The shipping industry is expected to improve in the coming years with manufacturing across Asia's three largest economies of China, Japan and India having gaining momentum, not forgetting the growth in Europe and US, albeit some policy changes in the industry. The Malaysian economy is generally expected to grow, with support from domestic demand and further supported by wage and employment growth, and additional impetus from Government measures supporting disposable income of households. Investment activity will continue to be anchored by the on-going implementation of infrastructure and capital spending in the manufacturing and services sectors.

Expected growth in the global and local economy is expected to increase demand for freight transport, including container liner services, which transports 90% of the world's manufactured goods. This should positively impact the container liner industry and benefit industry players that offer related services. On an on-going basis, the Group continues to strive for efficient cost management of its business, while continuing to look for related business to provide enhancement to the Group's existing and future earnings.

B3. Profit Forecast and Profit Guarantee

The Group has not issued any profit forecast or profit guarantee in any public documents.

B4. Bank borrowings and debt securities

The Group fully repaid its bank borrowings during the last financial period ended 31 December 2016.

As at 3rd quarter ended 30 September

	7.5 at 5 quarter enacu 50 september						
		2017					
	Non-current	Current	Total				
	RM'000	RM'000	RM'000				
Secured - Term loan	-	-	-				
Unsecured - Revolving credit	-	-	-				
Total	-	-	-				
	As at 3 rd quarter ended 30 September						
		2016					
	Non-current	Current	Total				
	RM'000	RM'000	RM'000				
Secured - Term loan	1,309	1,825					
	=,555	-,	3,134				
Unsecured - Revolving credit	225	0	3,134 225				

B5. Trade Receivables

The Group's normal trade credit terms range from cash term to 9 months (2016: cash terms to 90 days). Other credit terms are assessed and approved on a case by case basis. There are no trade receivables from related parties.

	As at 3 rd quarter ended 30 September 2017						
		More					
		1-3	3-6	than 6			
	Current RM'000	months RM'000	months RM'000	months RM'000	Total RM'000		
Denominated in RM Trade receivables	794	2,276	2,696	996	6,762		
Denominated in SGD Trade receivables	0	0	0	168	168		
Total	794	2,276	2,696	1,164	6,930		

B6. Material litigation

- (a) Injunction against Formosa Plastics Marina Corporation and Eastgate Group Reference is made to our announcement dated 24 November 2016, Formosa filed an application to set aside the said injunction and also for a stay of proceedings to refer the dispute to arbitration. At a hearing of both applications on 23 June 2016, the inter parties injunction application was withdrawn by PDZSB with costs of RM8,000 to Formosa, upon the Company's decision not to seek that it be extended. At a hearing on 2 May 2017, the Judge allowed the stay application pending arbitration and also that the injunctions were validly granted. Meanwhile, Eastgate has filed for leave of Court to proceed with the counter-claim, which is pending fixing of date for the leave application.
- (b) Kuala Lumpur High Court Admiralty In Rem No. WA-27NCC-8-01/2017 and Court of Appeal Civil Application No. W-02(IM)(ADM)-1290-07/2017

 Reference is made to our announcement dated 25 January, 2 February 2017, 13 February 2017 and 15 June 2017, the High Court has on 14 June 2017, allowed the application of the Company to strike-out the Admiralty Suit and uplift and set-aside the Warrant of Arrest with cost of RM5,000 being awarded to the Company. An interim-stay has been granted by the High Court of Malaya, and the matter is now before the Court and the solicitor acting for the Company is of the view the Company stands a strong chance in defending the suit and setting aside the claims.
- (c) Kuala Lumpur High Court Admiralty In Rem No. WA-27NCC-44-08/2016, 45-08/2016 & WA-27NCC-11-01/2017 Reference is made to our announcement dated 25 January, 2 February 2017, 7 February 2017 and 13 February 2017. On 4 October 2017, the High Court ordered that the above Writ in Admiralty Action in Rem be struck out.

B6. Material litigation (continued)

- (d) Kuala Lumpur High Court Admiralty In Rem No. WA-27NCC-9-01/2017 and Kuala Lumpur High Court Admiralty In Rem No. WA-27NCC-10-01/2017 Reference is made to our announcement dated 2 February 2017, the case is pending assessment of damages which in turn is pending the outcome of appeal per above B6 (b), in view that the damages claimed were caused by the wrongful Arrest of Vessel. The solicitors acting for the Company is of the view that the Company stands a strong chance in defending the suit.
- (e) Kota Kinabalu High Court Admiralty In Rem No.BKI-27NCC-2/2-2017 & BKI-27NCC-4/4-2017. Reference is made to our announcement dated 12 April 2017, the High Court has allowed the summary judgment application filed by CPSB and Marine & Offshore Solution Sdn Bhd, and granted an order for sale in respect of PDZ Maju. PDZ Maju is pending disposal by way of open tender or public auction to be conducted by the Sheriff of the High Court.
- (f) Kuala Lumpur High Court Suit Johany Jaafar ("JJ") counter claim against PDZ and Kuala Lumpur High Court Suit Johany Jaafar ("JJ") counter claim against Pelaburan MARA Berhad ("PMB") & PMB claim against JJ Reference is made to our announcements dated 12 August 2016, 17 August 2016, 30 August 2016, 17 November, 1 December 2016 and 20 December 2017, the Court of Appeal has set aside the Striking Off and ordered that the case be retried at the High Court. the matter is fixed for trial at the High Court from 17 January 2018 to 26 January 2018. The solicitor acting for the Company is of the view the Company stands a strong chance in defending against the said claims.
- (g) Kuala Lumpur High Court Winding-Up Petition No.: WA-28NCC-107-02/2017
 Reference is made to our announcements dated 30 December 2016, 12 May 2017, 24 May 2017, 31 May 2017, 31 July 2017 and 14 August 2017.
 The High Court of Malaya has fixed the case management for the Company's application for validation of the transfer of the Sale Shares in PDZSB from the Company, to Salvage Point Ltd on 9 January 2018. The Company has also filed an application to the High Court to seek for the removal of Dato' Heng Ji Keng and Mr. Andrew Heng of Ferrier Hodgson MH Sdn Bhd as liquidators of Perkapalan Dai Zhun Sdn Bhd and the High Court has fixed the hearing for the said application on 9 January 2018.
- (h) Kuala Lumpur High Court Suit No.: WA-22NCC-322-08/2017
 As part of the Group's internal restructuring plan, Perkapalan Dai Zhun Sdn Bhd (PDZSB) was disposed and ceased to be a subsidiary of the Company pursuant to its disposal on 30 December 2016, who has since went into liquidation on 27 February 2017. A writ was served by PDZSB (currently controlled by the Liquidators) against Perkapalan Dai Zhun (Johore) Sdn Bhd, Salvage Point Ltd, the Company, Tan Chor How Christopher and Mohd Mukhlis Bin Zainal Abidin. The High Court granted, amongst others, an interim injunction against PDZ from dealing with, amongst others, the Port Klang Land and vessel PDZ-Mewah, pending the disposal of the above matter, which is fixed for case management on 27 November 2017. The solicitors acting for the Company in the above matter is of the view that it has a strong arguable case in defending against the suit.

B7. Dividend Payable

The Board of Directors did not recommend any dividend for the current guarter under review.

B8. Taxation

Taxation	3 month Individua 30/9/17 RM '000		9 months ended Cumulative period 30/9/17 30/9/16 RM '000 RM '000	
Current tax expenses/(income)	-	85	-	(272)

Effective from the year of assessment 2012, the amended Section 54A of the Income Tax Act, 1967 in Malaysia ("the Act") provides that only 70% of the statutory income derived from the operations of sea-going Malaysian registered ships is exempted from tax.

However, pursuant to the Income Tax (Exemption) (No. 2) Order 2012 dated 4 June 2012, statutory income derived from the operations of sea-going Malaysian registered ships will remain exempted from tax for year of assessment 2012 and year of assessment 2013. The Ministry of Finance has via their letter dated 29 October 2013 further deferred the amendment to the Act for another 2 years up to year of assessment 2016. Subsequently, the Ministry of Finance has via their letter dated 27 November 2015 granted the exemption for another 5 years until the year assessment 2020.

B9. Earnings/(loss) per share

		3 months ended Individual period		9 months ended Cumulative period	
		<u>30/9/17</u>	<u>30/9/16</u>	<u>30/9/17</u>	<u>30/9/16</u>
(Loss)/Profit attributable to ordir					
shareholders of the Company	(RM '000)	(99)	2,622	(2,760)	(2,589)
Weighted average number of ordinary shares in issue	('000)	869,321	869,321	869,321	869,321
Basic (loss)/earnings per share	(sen)	(0.01)	0.30	(0.32)	(0.30)

B10. Profit Before Taxation

Profit or loss before tax is after charging/(crediting) the following:

	3 month Individua		9 months ended Cumulative period		
	30/9/17 RM '000	30/9/16 RM '000	30/9/17 RM '000	30/9/16 RM '000	
Interest income	-	(31)	(3)	(167)	
Other income	-	-	-	(338)	
Interest expense	-	27	-	129	
Depreciation and amortization	95	397	849	1,616	
Reversal of impairment on PPE	-	-	(4,485)	-	
Unrealised forex loss/(gain)	-	41	(43)	20	
Realised gain on foreign exchange		(52)	=	(204)	

B11. Status of corporate proposals

On 6 March 2017, the Company has announced that it will undertake the following:

- (i) proposed reduction of the Company's share capital pursuant to Section 116 of the Companies Act, 2016 ("Proposed Share Capital Reduction");
- (ii) proposed consolidation of every four (4) ordinary shares in PDZ ("PDZ Shares" or "Shares") into one (1) PDZ Share ("Proposed Share Consolidation");
- (iii) proposed renounceable rights issue of up to 434,660,640 new Shares ("Rights Shares") together with up to 325,995,480 free detachable warrants in PDZ ("Warrants") on the basis of four (4) Rights Shares together with three (3) free Warrants for every two (2) existing Shares held by the entitled shareholders on an entitlement date to be determined ("Proposed Rights Issue with Warrants"); and
- (iv) proposed establishment of an employees' share option scheme ("ESOS") of up to 15% of the total number of issued shares of the Company ("Proposed ESOS") (collectively referred to as the "Proposals").

On 19 April 2017, the Company announced a revision in the utilisation of proceeds to be raised from the Proposals.

Bursa Securities had, vide its letter dated 4 October 2017, approved the Proposals. Subsequently, the above Proposals were tabled and approved by the shareholders of the Company at the Extraordinary General Meeting ("EGM") held on 7 November 2017.

On 8 November 2017 the High Court had granted an order confirming the Share Capital Reduction ("Court Order"). Barring any unforeseen circumstances, the remaining Proposals are expected to be completed and implemented by the 1st Quarter of 2018.

B12. Realised and Unrealised Profits or Losses

	As at <u>30/9/17</u> RM '000	As at 31/12/16 RM '000
Realised	(88,324)	(85,521)
Unrealised	43	-
Accumulated losses	(88,281)	(85,521)