

TEKALA CORPORATION BERHAD

(Company no. 357125-D)

(Incorporated in Malaysia)

Unaudited Interim Financial Statements

For The Fourth Quarter Ended 31 March 2013

TEKALA CORPORATION BERHAD (357125-D)

Interim financial statements for the fourth quarter ended 31 March 2013

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Condensed Consolidated Statement of Comprehensive Income

	Note	Individual Quarter		Financial Year-to-date	
		3 months ended		12 months ended	
		31/03/2013	31/03/2012	31/03/2013	31/03/2012
		RM'000	RM'000	RM'000	RM'000
Revenue	8	20,070	13,703	96,099	105,948
Cost of sales		(22,988)	(14,036)	(95,328)	(85,488)
Gross (loss)/profit		(2,918)	(333)	771	20,460
Other income		-	1,129	506	6,236
Distribution costs		(216)	(93)	(729)	(575)
Other expenses		(381)	1,264	(858)	(1,187)
Impairment losses		-	-	-	(67,442)
Administrative expenses		(3,054)	(4,242)	(10,596)	(12,756)
Loss from operations		(6,569)	(2,275)	(10,906)	(55,264)
Interest on fixed deposits		6	56	41	428
Finance costs		(526)	(820)	(2,557)	(3,710)
Loss before tax	9	(7,089)	(3,039)	(13,422)	(58,546)
Income tax expense	11	20	(8)	(20)	(91)
Loss for the period		(7,069)	(3,047)	(13,442)	(58,637)
Other comprehensive income, net of tax:		-	-	-	-
Total comprehensive income for the period		(7,069)	(3,047)	(13,442)	(58,637)
Loss attributable to:					
Owners of the Company		(7,069)	(3,047)	(13,442)	(36,414)
Non-controlling interests		-	-	-	(22,223)
		(7,069)	(3,047)	(13,442)	(58,637)
Total comprehensive income attributable to:					
Owners of the Company		(7,069)	(3,047)	(13,442)	(36,414)
Non-controlling interests		-	-	-	(22,223)
		(7,069)	(3,047)	(13,442)	(58,637)
Loss per share attributable to owners of the Company:	12	Sen	Sen	Sen	Sen
- Basic/Diluted		(5.05)	(2.18)	(9.60)	(25.93)

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 March 2012 and the accompanying explanatory notes attached to the interim financial statements.

TEKALA CORPORATION BERHAD (357125-D)

Interim financial statements for the fourth quarter ended 31 March 2013

Condensed Consolidated Statement of Financial Position

		AS AT 31/03/2013	AS AT 31/03/2012	AS AT 01/04/2011
ASSETS	Note	RM'000	RM'000 (restated)	RM'000 (restated)
Non-current Assets				
Property, plant and equipment	17	105,010	115,247	180,078
Investment in an associate	14	-	-	-
Other investments		125	125	125
		<u>105,135</u>	<u>115,372</u>	<u>180,203</u>
Current Assets				
Inventories		17,447	20,671	18,973
Trade receivables		6,713	4,677	4,118
Other receivables		568	6,192	1,825
Prepayments		494	472	528
Tax refundable		151	202	808
Short-term investments		2,054	1,027	5,263
Fixed deposits		350	6,850	28,390
Cash and bank balances		3,825	2,665	846
		<u>31,602</u>	<u>42,756</u>	<u>60,751</u>
Total Assets		<u>136,737</u>	<u>158,128</u>	<u>240,954</u>
EQUITY AND LIABILITIES				
Equity attributable to owners of the Company				
Share capital		152,983	152,983	152,983
Reserves		(55,844)	(42,402)	(4,474)
Treasury shares	7	(9,387)	(9,385)	(8,925)
		<u>87,752</u>	<u>101,196</u>	<u>139,584</u>
Non-controlling interests		-	-	36,619
Total Equity		<u>87,752</u>	<u>101,196</u>	<u>176,203</u>
Non-current Liabilities				
Borrowings	16	15,775	25,484	41,938
Deferred tax liabilities		499	499	499
		<u>16,274</u>	<u>25,983</u>	<u>42,437</u>
Current Liabilities				
Trade payables		4,457	2,833	3,445
Other payables		2,596	5,791	2,093
Borrowings	16	25,658	22,325	16,776
		<u>32,711</u>	<u>30,949</u>	<u>22,314</u>
Total Liabilities		<u>48,985</u>	<u>56,932</u>	<u>64,751</u>
Total Equity and Liabilities		<u>136,737</u>	<u>158,128</u>	<u>240,954</u>
Net assets per share attributable to owners of the Company (RM)		0.63	0.72	0.99

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the year ended 31 March 2012 and the accompanying explanatory notes attached to the interim financial statements.

Condensed Consolidated Statement of Changes in Equity

< -----Attributable to owners of the Company----->								
<i>Non-distributable</i>								
	Share Capital	Share Premium	Treasury Shares	Other Reserves	Accumulated Losses	Total	Non- controlling Interests	Total Equity
Note	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 April 2011	152,983	16,549	(8,925)	23,054	(44,077)	139,584	36,619	176,203
Total comprehensive income for the period	-	-	-	-	(36,414)	(36,414)	(22,223)	(58,637)
Purchase of treasury shares	-	-	(460)	-	-	(460)	-	(460)
Arising from acquisition of non-controlling interest	-	-	-	1,295	-	1,295	(14,396)	(13,101)
Dividend	-	-	-	-	(2,809)	(2,809)	-	(2,809)
At 31 March 2012	<u>152,983</u>	<u>16,549</u>	<u>(9,385)</u>	<u>24,349</u>	<u>(83,300)</u>	<u>101,196</u>	<u>-</u>	<u>101,196</u>
At 1 April 2012	152,983	16,549	(9,385)	24,349	(83,300)	101,196	-	101,196
Total comprehensive income for the period	-	-	-	-	(13,442)	(13,442)	-	(13,442)
Purchase of treasury shares 7	-	-	(2)	-	-	(2)	-	(2)
Arising from impairment of an associate	-	-	-	(23,054)	23,054	-	-	-
At 31 March 2013	<u>152,983</u>	<u>16,549</u>	<u>(9,387)</u>	<u>1,295</u>	<u>(73,688)</u>	<u>87,752</u>	<u>-</u>	<u>87,752</u>

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 March 2012 and the accompanying explanatory notes attached to the interim financial statements.

Condensed Consolidated Statement of Cash Flows

	12 months ended	
	31/03/2013 RM'000	31/03/2012 RM'000
Cash flows from operating activities		
Loss before tax	(13,422)	(58,546)
Adjustments for:		
Depreciation of property, plant and equipment	5,532	7,402
Dividend income	(31)	(23)
Equipment scrapped	4	1
Finance cost	2,557	3,710
Gain on disposal of property, plant and equipment	(247)	(134)
Gain on disposal of short-term investment	(10)	(33)
Interest on fixed deposits	(41)	(428)
Impairment loss on vessel	-	57,618
Impairment loss on receivables	-	9,824
Reversal of impairment loss on receivables	-	(5,866)
Unrealised loss on foreign exchange	103	538
Operating (loss)/profit before working capital changes	<u>(5,555)</u>	<u>14,063</u>
Decrease/(increase) in inventories	3,224	(1,698)
Decrease/(increase) in receivables	3,683	(8,796)
Increase/(decrease) in payables	2,374	(854)
Cash flows from operations	<u>3,726</u>	<u>2,715</u>
Income tax paid	(162)	(234)
Income tax refunded	193	749
Net cash flows from operating activities	<u>3,757</u>	<u>3,230</u>
Cash flows from investing activities		
Dividend income	31	23
Interest on fixed deposits received	41	427
Acquisition of non-controlling interest	(3,938)	(9,163)
Proceeds from disposal of property, plant and equipment	5,000	137
Purchase of property, plant and equipment	(52)	(192)
Net cash flows from/(used in) investing activities	<u>1,082</u>	<u>(8,768)</u>
Cash flows from financing activities		
Dividend paid	-	(2,809)
Finance cost	(2,557)	(3,710)
Proceeds from borrowings	28,493	5,335
Purchase of treasury shares	(2)	(459)
Repayment of borrowings	(35,086)	(16,776)
Net cash flows used in financing activities	<u>(9,152)</u>	<u>(18,419)</u>
Net decrease in cash and cash equivalents	(4,313)	(23,957)
Cash and cash equivalents at beginning of financial year	10,542	34,499
Cash and cash equivalents at end of financial year	15 <u>6,229</u>	<u>10,542</u>

The condensed consolidated statement of cash flows should be read in conjunction with the audited financial statements for the year ended 31 March 2012 and the accompanying explanatory notes attached to the interim financial statements.

(A) Notes to the interim financial statements

1) First-time adoption of Malaysian Financial Reporting Standards (“MFRS”)

Tekala Corporation Berhad is a public limited liability company incorporated and domiciled in Malaysia, and is listed on Bursa Malaysia Securities Berhad.

These unaudited condensed consolidated interim financial statements, for the period ended 31 December 2012, have been prepared in accordance with MFRS 134 *Interim Financial Reporting* and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad. These unaudited condensed consolidated 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 March 2012, the Group prepared its financial statements in accordance with Financial Reporting Standards (“FRS”).

The consolidated financial statements of the Group for the year ended 31 March 2012 which were prepared under FRS are available upon request from the Company’s registered office at Wisma Tekala, Lot 2, Lorong Indah Jaya 29, Taman Indah Jaya, Jalan Lintas Selatan, 90000 Sandakan, Sabah.

These unaudited condensed consolidated interim financial statements are the Group’s MFRS condensed consolidated interim financial statements for the period covered by the Group’s first MFRS annual financial statements for the year ended 31 March 2013. MFRS 1 *First-Time Adoption of Malaysian Financial Reporting Standards* (“MFRS 1”) 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 March 2012.

In preparing its opening MFRS Statement of Financial Position as at 1 April 2011 (which is also the date of transition), the Group has adjusted, where applicable, the amounts previously reported in financial statements prepared in accordance with FRS. The transition from FRS to MFRS has not had a material impact on the Group’s financial position, financial performance and cash flows as set out in Note 2 below.

2) Significant accounting policies and application of MFRS 1

The audited financial statements of the Group for the year ended 31 March 2012 were prepared in accordance with FRS. Except for certain differences, the requirements under FRS and MFRS are essentially similar. The significant accounting policies adopted in preparing these unaudited condensed consolidated interim financial statements are consistent with those of the audited financial statements for the year ended 31 March 2012 except as discussed below:

(a) Foreign currency translation reserve

Under FRS, the Group recognised translation differences on foreign operations in a separate component of equity. Cumulative foreign currency translation differences for all foreign operations are deemed to be zero as at the date of transition to MFRS. Accordingly, at date of transition to MFRS, the cumulative foreign currency translation differences of RM225,224 (31 March 2012: RM225,224) were adjusted to retained earnings.

2) Significant accounting policies and application of MFRS 1 (continued)**(b) Estimates**

The estimates at 1 April 2011 and at 31 March 2012 were consistent with those made for the same dates in accordance with FRS. The estimates used by the Group to present these amounts in accordance with MFRS reflect conditions at 1 April 2011, the date of transition to MFRS and as of 31 March 2012.

The reconciliations of the components in the consolidated statement of changes in equity for comparative periods and at the date of transition reported under FRS to those reported for those periods and at the date of transition under MFRS are provided below:

(i) Reconciliation of equity as at 1 April 2011

	FRS as at 1 April 2011	Effect of transition to MFRS	MFRS as at 1 April 2011
	RM'000	RM'000	RM'000
Share capital	152,983	-	152,983
Share premium	16,549	-	16,549
Treasury shares	(8,925)	-	(8,925)
Accumulated losses	(44,302)	225	(44,077)
Foreign currency translation reserve	225	(225)	-
Asset revaluation reserve	23,054	-	23,054
Non-controlling interests	36,619	-	36,619
Total equity	<u>176,203</u>	<u>-</u>	<u>176,203</u>

ii) Reconciliation of equity as at 31 March 2012

	FRS as at 31 March 2012	Effect of transition to MFRS	MFRS as at 31 March 2012
	RM'000	RM'000	RM'000
Share capital	152,983	-	152,983
Share premium	16,549	-	16,549
Treasury shares	(9,385)	-	(9,385)
Accumulated losses	(83,525)	225	(83,300)
Foreign currency translation reserve	225	(225)	-
Asset revaluation reserve	23,054	-	23,054
Other reserve	1,295	-	1,295
Total equity	<u>101,196</u>	<u>-</u>	<u>101,196</u>

3) Seasonality of operations

The Group's operations are not seasonal and cyclical in nature.

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4) Unusual items

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

5) Changes in estimates

There were no changes in estimates of amounts reported in prior interim periods of the current financial year or the prior financial year that have a material effect in the interim period under review.

6) Changes in the composition of the Group

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

7) Share capital, share premium and treasury shares

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the interim period under review except for the following:

Share Buy-back

During the interim period, the Company repurchased 5,000 of its issued ordinary shares from the open market at an average price of RM0.40 per share. The total consideration paid for the repurchase including transaction costs was RM2,043 and this was financed by internally generated funds. The shares repurchased are being held as treasury shares in accordance with Section 67A of the Companies Act 1965.

As at 31 March 2013, 13,008,000 out of the total 152,983,300 issued and fully paid ordinary shares were held as treasury shares by the Company and the total consideration paid including transaction costs was RM9,386,487. The number of outstanding ordinary shares in issue and fully paid is therefore 139,975,300 ordinary shares of RM1 each.

8) Segment information*Business Segments*

12 months ended 31 March 2013

	Timber processing RM'000	Oil and Gas RM'000	Investment holding RM'000	Others RM'000	Elimination/ adjustment RM'000	Consolidated RM'000
Revenue						
External	84,006	12,093	-	-	-	96,099
Inter-segment	-	-	19,208	1,685	(20,893)	-
Total	84,006	12,093	19,208	1,685	(20,893)	96,099
Results						
Depreciation	2,199	3,103	-	263	(33)	5,532
Interest on fixed deposits	28	-	-	13	-	41
Finance costs	-	2,557	-	-	-	2,557
Segment profit/(loss)	(8,968)	(3,473)	(430)	(604)	33	(13,442)

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9) Loss before tax

Included in the loss before tax are the following items:

	Individual Quarter		Financial Year-to-date	
	3 months ended		12 months ended	
	31/03/2013	31/03/2012	31/03/2013	31/03/2012
	RM'000	RM'000	RM'000	RM'000
(a) Interest income	6	56	41	428
(b) Other income including investment income	-	1,129	259	6,102
(c) Interest expenses	526	820	2,557	3,710
(d) Depreciation and amortization	1,296	684	5,532	6,035
(e) Provision for and write off of receivables	-	-	-	-
(f) Provision for and write off of inventories	-	-	-	-
(g) Gain on disposal of quoted or unquoted investments or properties	2	-	10	-
(h) Gain on disposal of property, plant and equipment	-	-	247	134
(i) Impairment of assets – vessel	-	-	-	57,618
(j) Impairment of assets - receivables	-	-	-	9,824
(k) Foreign exchange (loss)/gain	(234)	1,392	(517)	(901)
(l) Gain or loss on derivatives	-	-	-	-
(m) Exceptional items	-	-	-	-

10) Events after the reporting period

On 5 April 2013, the Group announced that its wholly owned subsidiary, Offshore Constructor (Labuan) Ltd, has on 4 April 2013 entered into a conditional Memorandum of Agreement with National Marine Dredging Company, a public company incorporated in the Emirates of Abu Dhabi and listed on the Abu Dhabi Securities Exchange, for the proposed disposal of its vessel “Offshore Safeena” for a total cash consideration of USD29,275,000 (Proposed Disposal).

The Proposed Disposal is now pending the approval of the Company’s shareholders at an extraordinary meeting to be convened.

11) Income tax expense

	Individual Quarter		Financial Year-to-date	
	3 months ended		12 months ended	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
	RM'000	RM'000	RM'000	RM'000
Current income tax	(20)	8	20	91
	<u>(20)</u>	<u>8</u>	<u>20</u>	<u>91</u>

The Group’s effective tax rate for the current quarter and year differed from the statutory income tax rate in Malaysia principally due to difference in tax treatment of the losses of subsidiaries.

12) Loss per share

	Individual Quarter		Financial Year-to-date	
	3 months ended		12 months ended	
	31.03.2013	31.03.2012	31.03.2013	31.03.2012
(a) Basic loss per share				
Loss attributable to owners of the Company (RM'000)	(7,069)	(3,047)	(13,442)	(36,414)
Weighted average number of ordinary shares in issue, excluding treasury shares ('000)	139,975	140,009	139,976	140,424
Basic loss per share (sen)	(5.05)	(2.18)	(9.60)	(25.93)

(b) Diluted loss per share

Loss attributable to owners of the Company (RM'000)	(7,069)	(3,047)	(13,442)	(36,414)
Adjusted weighted average number of ordinary shares in issue and issuable for dilutive effects of share options granted ('000)	139,975	140,009	139,976	140,424
Diluted loss per share (sen)	(5.05)	(2.18)	(9.60)	(25.93)

The Company has no potential ordinary shares in issue as at the end of financial year and therefore, basic and diluted loss per share are equal.

13) Contingencies

There were no changes in contingent liabilities since the last balance sheet date, 31 March 2012 to 23 May 2013, the latest practicable date which is not earlier than 7 days from the issue of this interim financial statements.

14) Investment in an associate

The associate has been fully impaired in prior year.

15) Cash and Cash Equivalents

	As at	As at	As at
	31.03.2013	31.03.2012	01.04.2011
	RM'000	RM'000	RM'000
Short-term investments	2,054	1,027	5,263
Fixed deposits	350	6,850	28,390
Cash and bank balances	3,825	2,665	846
	6,229	10,542	34,499

16) Group Borrowings and Debt Securities

The Group's borrowings and debt securities are as follows:

	As at 31.03.2013 RM'000	As at 31.03.2012 RM'000	As at 01.04.2011 RM'000
Short term borrowings			
Secured:			
Bankers' acceptance	-	1,731	-
Term loans	25,658	20,594	16,776
	<u>25,658</u>	<u>22,325</u>	<u>16,776</u>
Long term borrowings			
Secured:			
Term loans	15,775	25,484	41,938
	<u>41,433</u>	<u>47,809</u>	<u>58,714</u>

Borrowings denominated in foreign currency as at 31 March 2013:

	USD'000	RM'000 Equivalent
United States Dollars	10,461	<u>32,433</u>

17) Property, plant and equipment

Included in property, plant and equipment is the net book value of the Group's vessel of RM79,653,653 as at 31 March 2013 (2012:RM82,756,709) which was proposed to be disposed of as disclosed in note 10 to the interim financial statements.

18) Dividends

For the year ended 31 March 2013, the Directors do not recommend payment of dividend. (2012:Nil).

The total dividend for the current financial year is Nil (2012: Nil).

19) Related party transactions

Sale of corporate office building for a total cash consideration of RM5.0 million to Wah Mie Realty Sdn Bhd, a company in which certain directors of the Company are also directors as announced on 11 September 2012.

(B) Additional information required by Bursa Malaysia Securities Berhad's Listing Requirements

1. Performance review

For the current quarter ended 31 March 2013, the Group recorded a higher revenue of RM20.07 million as compared to the previous corresponding quarter of RM13.70 million and loss before tax of RM7.09 million as compared to loss before tax of RM3.04 million in the previous corresponding quarter.

The higher revenue and the higher loss before tax for the current quarter as compared to previous corresponding quarter was mainly due to higher plywood sales and higher losses from vessel chartering for the current quarter respectively.

For the current year ended 31 March 2013, the Group recorded a lower revenue of RM96.10 million as compared to the previous corresponding year of RM105.95 million and a lower loss before tax of RM13.42 million as compared to loss before tax of RM58.55 million in the previous corresponding year.

The lower revenue and the lower loss before tax for the current year under review as compared to the previous corresponding year was mainly due to the lower turnover from vessel chartering for the current year and the impairment losses of vessel and receivables for the previous corresponding year respectively.

2. Comments on material changes in profit before taxation

The Group recorded a loss before tax of RM7.09 million for the current quarter as compared to the immediate preceding quarter profit before tax of RM1.27 million mainly due to losses from vessel chartering for the current quarter under review.

3. Commentary on Prospects

Barring any unforeseen circumstances and with the completion of the Proposed Disposal of the Group's vessel as disclosed in note 10 to the interim financial statements, the Directors are of the view that the Group's performance for the coming financial year would stabilize and improve.

4. Profits forecast and profit guarantee

The above is not applicable as no profit forecast and profit guarantee were provided.

5. Income tax expense

This is stated in note 11 to the interim financial report.

6. Corporate proposals

Except as disclosed in note 10 to the interim financial statements, there were no other corporate proposals announced but not completed as at 23 May 2013, the latest practicable date which is not earlier than 7 days from the date of issue of this interim financial statements.

7. Group borrowings and debt securities

This is stated in note 16 to the interim financial statements.

8. Changes in material litigation

The Group did not have any material litigation as at 23 May 2013, the latest practicable date which is not earlier than 7 days from the date of issue of these interim financial statements.

9. Dividends

This is stated in note 18 to the interim financial statements.

10. Earnings/(loss) per share

This is stated in note 12 to the interim financial statements.

11. Auditors' report on preceding annual financial statements

The auditors' report on the financial statements of the Company for the preceding financial year ended 31 March 2012 was not subject to any qualification.

12. Profit/(loss) before tax

Disclosure of items as required under Appendix 9B, Part A(16) of Bursa Malaysia Securities Bhd listing requirements is stated in note 9 to the interim financial statements.

13. Disclosure of derivatives

The Group did not enter into any derivatives during the year ended 31 March 2013 or the previous financial year ended 31 March 2012.

14. Disclosure of gains/losses arising from fair value changes of financial liabilities

The Group did not have any financial liabilities measured at fair value through profit or loss as at 31 March 2013 and 31 March 2012.

15. Breakdown of realised and unrealised profits or losses

The above disclosure in the format prescribed by Bursa Malaysia Securities Bhd is as follows:

	As at 31.03.2013 RM'000	As at 31.03.2012 RM'000
Total retained profits of the Company and its subsidiaries:		
- Realised	(17,537)	(5,822)
- Unrealised	2,697	4,782
	(14,840)	(1,040)
Total share of losses from associated company:		
- Realised	(39,297)	(39,297)
- Unrealised	-	-
	(39,297)	(39,297)
Less: Consolidation adjustments	(19,551)	(42,963)
Total Group accumulated losses as per consolidated accounts	(73,688)	(83,300)

(C) Authorisation for issue of interim financial statements

The Board of Directors of the Company had authorised this unaudited interim financial statements for issue on 28 May 2013.