

PASDEC HOLDINGS BERHAD

Company no: 367122-D (Incorporated in Malaysia)

Financial Statements as at 30 June 2017



PASDEC HOLDINGS BERHAD Company No: 367122-D (Incorporated in Malaysia)

Interim Financial Report – 30 June 2017

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Condensed Consolidated Statements of Profit or Loss and Other Comprehensive Income for the period ended 30 June 2017

| | INDIVIDUAL QUARTER 3 months ended | | CUMULATIVE QUARTE 6 months ended | | |
|---|-----------------------------------|-------------------------------|-------------------------------------|--------------------------------|--|
| | 30.06.2017 RM'000 | 30.06.2016 RM'000 | 30.06.2017 RM'000 | 30.06.2016 RM'000 | |
| Revenue Cost of sales Gross profit | 33,152 (21,554) 11,598 | 38,805 (22,506) 16,299 | 71,091 (45,988) 25,103 | 60,549 (34,298) 26,251 | |
| Other items of income | | | | | |
| Interest income Other income | 307 1,142 | 90 3,030 | 428 2,659 | 193 3,184 | |
| Other items of expense | | | | | |
| Personnel expenses Other expenses Finance costs | (4,080) (6,526) (2,069) | (4,473) (7,437) (1,909) | (8,379) (12,765) (4,008) | (8,712) (14,556) (3,292) | |
| Share of (losses)/profit of associates | (220) | 1,229 | (621) | 2,444 | |
| Profit before tax | 152 | 6,829 | 2,417 | 5,512 | |
| Taxation (Note 19) | (759) | (820) | (1,573) | (431) | |
| (Loss)/profit net of tax | (607) | 6,009 | 844 | 5,081 | |

The condensed consolidated statements of comprehensive income should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2016 and the accompanying explanatory notes attached to the interim financial statements.



Condensed Consolidated Statements of Profit or Loss and Other Comprehensive Income for the period ended 30 June 2017 (continued)

| 30.06.2017 30.06.2016 30.06.2017 30.06.201 RM'000 RM'000 RM'000 Other comprehensive (loss)/income Net gain available-for sale financial assets | |
|---|---------|
| Other comprehensive (loss)/income Net gain available-for sale financial assets | |
| Net gain available-for sale financial assets | |
| financial assets | |
| | |
| -(Loss)/gain on fair | 00 |
| value changes (20) 1,881 10 1,8 | 83 |
| (Loss)/gain on foreign currency translation (148) (4,009) 2,080 1,7 | δZ |
| Remeasurement | 65 |
| gain on defined benefit | |
| plan 297 - 297 | _ |
| Other comprehensive | |
| income/(loss), | |
| net of tax 129 (2,128) 2,387 3,6 | 66 |
| Total comprehensive | |
| (loss)/income for | |
| the period, net of | 47 |
| tax (478) 3,881 3,231 8,7 | 4/ |
| (Loca)/incomo | |
| (Loss)/income attributable to: | |
| Owners of the parent (113) 6,029 1,278 5,1 | 56 |
| | '5) |
| | |
| (607) 6,009 844 5,0 | 81 |
| Total comprehensive (loss)/income attributable to: | |
| Owners of the parent (104) 3,659 3,674 5,8 | 75 |
| Non-controlling interests (374) 222 (443) 2,8 | |
| (478) 3,881 3,231 8,7 | 47 |
| (Loss)/earnings per share attributable to owners of the Company (Note 29) | |
| Basic (sen) (0.06) 2.93 0.62 2. Diluted | 50 - |

The condensed consolidated statements of comprehensive income should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2016 and the accompanying explanatory notes attached to the interim financial statements.



Condensed Consolidated Statements of Financial Position as at 30 June 2017

| | Notes | Unaudited 30.06.2017 RM'000 | Audited 31.12.2016 RM'000 |
|--|-------|-----------------------------------|---------------------------------|
| ASSETS | | | |
| Non-Current Assets | | | |
| Property, plant and equipment | 20 | 24,938 | 15,259 |
| Work in progress | | 9,629 | 6,667 |
| Land held for property development | | 134,606 | 133,612 |
| Investment properties | 20 | 58,550 | 22,747 |
| Investments in associates | | 20,607 | 19,519 |
| Investment securities | 22 | 476 | 466 |
| | | 248,806 | 198,270 |
| Current Assets Property development costs | | 148,035 | 139,925 |
| Inventories | | 74,095 | 72,736 |
| Trade receivables | | 36,022 | 33,121 |
| Other receivables | | 14,945 | 10,323 |
| Other current assets | | 20,510 | 13,757 |
| Tax recoverable | | 5,143 | 3,747 |
| Cash and bank balances | | 19,814 | 28,276 |
| | | 318,564 | 301,885 |
| TOTAL ASSETS | | 567,370 | 500,155 |
| EQUITY AND LIABILITIES Current Liabilities | | | |
| Retirement benefit obligations | | 502 | 916 |
| Loans and borrowings | 23 | 80,378 | 60,710 |
| Trade payables | | 58,569 | 53,871 |
| Other payables | | 39,784 | 47,484 |
| Tax payable | | 1,573 | 24 |
| • • | | 180,806 | 163,005 |
| NET CURRENT ASSETS | | 137,758 | 138,880 |

The condensed consolidated statements of comprehensive income should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2016 and the accompanying explanatory notes attached to the interim financial statements.



Condensed Consolidated Statements of Financial Position as at 30 June 2017 (continued)

| | Notes | Unaudited 30.06.2017 RM'000 | Audited 31.12.2016 RM'000 |
|---|-----------|-----------------------------------|---------------------------------|
| Non-Current Liabilities | | | |
| Retirement benefit obligations | | 3,772 | 3,619 |
| Loans and borrowings | 23 | 48,549 | 47,320 |
| Other payables | | 9,727 | 9,316 |
| | • | 62,048 | 60,255 |
| TOTAL LIABILITIES | | 242,854 | 223,260 |
| Equity attributable to owners of the parent | | | |
| Share capital | 24 | 293,376 | 205,978 |
| Share premium | 24 | - | 43,008 |
| Other reserves | <i>25</i> | (24,479) | (26,578) |
| Retained earnings | <i>30</i> | 56,269 | 54,694 |
| | • | 325,166 | 277,102 |
| Non-controlling interests | | (650) | (207) |
| TOTAL EQUITY | • | 324,516 | 276,895 |
| TOTAL EQUITY AND LIABILITIES | | 567,370 | 500,155 |
| | | | |
| Net assets per share (RM) | | 1.58 | 1.34 |

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



Condensed Consolidated Statement of Changes in Equity for the period ended 30 June 2017

| | | | | Attributa | ble to owners | of the pare | nt | | | |
|---|---------------------------|---|---------------------------------|----------------------------|--------------------------------|--------------------------------------|--|------------------|--|---|
| | | | Non Dist | tributable | Distributable | | | | | _ |
| | | | (Note 24) | (Note 24) | (Note 30) | | (Note 25(b) | (Note 25(c iⅈ) | (Note 25(a)) | |
| | Total equity RM'000 | Total equity attributable to owners of the parent RM'000 | e Share capital RM'000 | Share Premium RM'000 | Retained earnings RM'000 | Total other reserves RM'000 | Fair value change reserve RM'000 | Others RM'000 | Foreign currency exchange reserve RM'000 | Non- controlling interest RM'000 |
| 1 Jan 2017 | 276,895 | 277,102 | 205,978 | 43,008 | 54,694 | (26,578) | 17 | (12,439) | (14,156) | (207) |
| Reclassification | - | - | 43,008 | (43,008) | - | - | - | - | - | - |
| • | 276,895 | 277,102 | 248,986 | - | 54,694 | (26,578) | 17 | (12,439) | (14,156) | (207) |
| Comprehensive profit/(loss) Other comprehensive | 844 | 1,278 | - | - | 1,278 | - | - | - | - | (434) |
| income/(loss) | 2,387 | 2,396 | - | - | 297 | 2,099 | 10 | - | 2,089 | (9) |
| Total comprehensive income/(loss) Transaction with owner Share issued for acquisition of properties | 3,231 44,390 | 3,674 | - 44,390 | - | 1,575 | 2,099 | 10 | - | 2,089 | (443) |
| 30 June | ,550 | ,550 | ,556 | | | | | | | |
| 2017 | 324,516 | 325,166 | 293,376 | - | 56,269 | (24,479) | 27 | (12,439) | (12,067) | (650) |

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



Condensed Consolidated Statement of Changes in Equity for the period ended 30 June 2016

| | | | -Non istr | ibutable - | Distributable | Non Distributable | | ributable | | | |
|---------------------|--------------|------------------|------------------|------------------|----------------------|-------------------|-------------------|-------------------------|---------------------|-------------------------|--|
| | | | (Note24) | (Note 24) | (Note 30) | | (Note 25(b)) | (Note 25 (c(i)) | (Note25(a)) | | |
| | | | | | | | | Premium | | | |
| | | Total equity | | | | | Fair | paid on | Fausian | | |
| | | attributable | 2 | | | Takal | Fair | acquisition | Foreign | Ni. | |
| | Total | to owners | Chaus | Charre | Datainad | Total | value | of non- | currency | Non- | |
| | Total equity | of the parent | Share capital | Share premium | Retained earnings | other reserves | change reserve | controlling interest | exchange reserve | controlling interest | |
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | |
| 4.7. 2046 | 205 540 | 204 410 | 205.070 | 42.000 | 76 277 | (20.045) | 27 | (0.000) | (10.004) | 1 120 | |
| 1 Jan 2016 | 305,548 | 304,418 | 205,978 | 43,008 | 76,277 | (20,845) | 37 | (9,898) | (10,984) | 1,130 | |
| Comprehensive | | | | | | | | | | | |
| income/(loss) | 5,081 | 5,156 | - | - | 5,156 | - | - | - | - | (75) | |
| Other comprehens | sive | | | | | | | | | | |
| income/(loss) | 3,666 | 719 | - | - | - | 719 | 1,883 | - | (1,164) | 2,947 | |
| Total comprehensive | | | | | | | | | | | |
| income/(loss) | 8,747 | 5,875 | - | - | 5,156 | 719 | 1,883 | - | (1,164) | 2,872 | |
| 30 June | | -10.005 | | 42.055 | | (22.42.5) | 1.000 | (0.00=) | //- //- | 4.00- | |
| 2016 | 314,295 | 310,293 | 205,978 | 43,008 | 81,433 | (20,126) | 1,920 | (9,898) | (12,148) | 4,002 | |

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



Condensed Consolidated Statements of Cash Flow for the period ended 30 June 2017

| | CUMULATIVE QUARTER | | |
|--|---------------------------|------------|--|
| | 30.06.2017 | 30.06.2016 | |
| | RM'000 | RM'000 | |
| Cash flows from operating activities | | | |
| Cash receipts from customers | 77,996 | 70,360 | |
| Cash payments to suppliers and contractors | (61,079) | (29,900) | |
| Cash payments to employees and for expenses | (24,157) | (31,404) | |
| Cash (used in)/generated from operations | (7,240) | 9,056 | |
| Net income tax paid | (854) | (964) | |
| Interest income | 141 | - | |
| Net cash(used in) generated from operating activities | (7,953) | 8,092 | |
| Cash flows from investing activities | | | |
| Purchase of property, plant and equipment | (9) | (5,081) | |
| Proceed from sale of property, plant and equipment | 22 | 28 | |
| Proceeds from sale of investment properties | - | 733 | |
| Dividend received | 22 | 21 | |
| Net cash generated from / (used in) investing activities | 35 | (4,299) | |

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



Condensed Consolidated Statements of Cash Flow for the period ended 30 June 2017 (continued)

| | CUMULATIVE QUARTER | | |
|---|---------------------------|------------|--|
| | 30.06.2017 | 30.06.2016 | |
| | RM′000 | RM'000 | |
| Cash flows from financing activities | | | |
| Proceed from term loans | - | 20,098 | |
| Repayment of term loans and finance lease | (8,538) | (8,548) | |
| Repayment of obligation under finance leases | (2,108) | (34) | |
| Loan interest | (941) | (3,293) | |
| Net cash (used in) /generated from financing activities | (11,587) | 8,223 | |
| Net (decrease)/increase in cash and cash | | | |
| equivalents | (19,505) | 12,016 | |
| Cash and cash equivalents at beginning of period | 2,121 | 586 | |
| Cash and cash equivalents at end of period | (17,384) | 12,602 | |
| Represented by: | | | |
| Cash and bank balances | 19,711 | 42,141 | |
| Bank overdrafts | (37,095) | (29,539) | |
| | (17,384) | 12,602 | |

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



Explanatory Notes Pursuant to FRS 134: Interim Financial Reporting and Listing Requirements of Bursa Malaysia Securities Berhad

1 Basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 December 2016.

The accounting policies and methods of computation adopted by the Group in this interim financial statement are consistent with those of the annual financial statements for the year ended 31 December 2016 except for the adoption of the following Amendments to FRSs, that become effective for annual periods beginning on or after, January 2017:

Description

Amendments to FRS 107 Disclosure Initiative

Amendments to FRS 112 Recognition of Deferred tax Assets for Unrealised

Losses

Amendments to FRS 12 Annual Improvements to FRS Standard 2014-2016

Cycle

The adoption of the above did not have any significant impact on the financial statements of the Group.

The Group have not applied the following standards and amendments that have been issued by the MASB but are not yet effective.

MFRS 15 Revenue from Contracts with Customers

Amendment to MFRS 15 Clarification to MFRS 15

Amendment to MFRS 2 Classification and Measurement of Share-based

Payment Transactions

Amendment to MFRS 4 Applying MFRS 9 Financial Instruments with

MFRS 4 Insurance Contracts

MFRS9 Financial Instruments

Amendments to MFRS10 Sale or Contribution of Assets and between an

and MFRS128 Investor and its Associate or Joint Venture



1 Basis of preparation (continued)

Amendment to MFRS 140 Transfer of Investment Property

IC Interpretation 22 Foreign Currency Transactions and Advance

Consideration

MFRS 16 Leases

2 Auditors' report on preceding annual financial statements

The auditors' report on the financial statements for the year ended 31 December 2016 was not qualified.

3 Seasonal or cyclical factors

The Group's performances were not materially affected by any significant seasonal or cyclical factors for the current period.

4 Unusual items due to their nature, size or incidence

There were no unusual items affecting assets, liabilities, equity, net income and cash flows of the Group that are unusual due to their nature, size or incidence for the current period under review.

5 Changes in estimates

There were no material changes in estimates of amounts reported in prior interim periods that have a material effect in the current period results.

6 Issuance or repayment of debt and equity securities

On 8 June 2017, the Company issued 80 million new ordinary shares at an issue price of RM0.50 per share to Jasa Imani Sdn. Bhd. pursuant to the Sale and Purchase Agreement dated 18 October 2016 for the acquisition of 12 parcels of office units in Menara Zenith.

With the issuance of the new shares, the Company's issued and paid-up capital has increased from 205,978,000 ordinary shares to 285,978,000 ordinary shares.

7 Dividends paid

There were no dividends paid during the period under review.

8 Valuation of property, plant and equipment

There was no valuation of property, plant and equipment conducted during the period for the Group.



9 Segmental information

The Group's segmental information by activities for the 6 months period is as follows:

CUMULATIVE PERIOD 6 MONTHS ENDED 30 JUNE 2017

| | Property develop- ment RM'000 | Manufac- turing RM'000 | Construc- tion RM'000 | Others RM'000 | Elimi- nation RM'000 | Conso- lidated RM'000 |
|--|--|------------------------------|---------------------------------|------------------------------------|----------------------------|----------------------------------|
| REVENUE: | | | | | | |
| External sales Inter-segment sales | 32,251 5 32,256 | 28,922 - 28,922 | 8,218 2,679 10,897 | 1,700 1,195 2,895 | (3,879) (3,879) | 71,091 - 71,091 |
| SEGMENT RESULTS: | | | | | | |
| Operating profit/(loss) Interest income Finance costs Share of results of associates | 10,301 607 (1,399) | (89) - (2,862) | (41) - (162) | (2,350) 525 (239) (1,357) | (1,203) (704) 654 | 6,618 428 (4,008) (621) |
| Profit /(loss) before tax Taxation Profit/(loss) for the period | 9,509 (1,573) 7,936 | (2,215) | (203) | (3,421) | (1,253) | 2,417 (1,573) 844 |

CUMULATIVE PERIOD 6 MONTHS ENDED 30 JUNE 2016

| | Property develop- ment RM'000 | Manufac- turing RM'000 | Construc- tion RM'000 | Others RM'000 | Elimi- nation RM'000 | Conso- lidated RM'000 |
|---|--|------------------------------|-----------------------------|--------------------------------|----------------------------|------------------------------|
| REVENUE: | | | | | | |
| External sales Inter-segment sales | 36,259 5 36,264 | 22,092 - 22,092 | 70 2,201 2,271 | 2,128 1,535 3,663 | (3,741) (3,741) | 60,549 - 60,549 |
| SEGMENT RESULTS: | | | | | | |
| Operating profit/(loss) Interest income Finance costs | 11,377 554 (1,512) | (3,097) - (2,050) | (451) - (175) | (5,085) 564 (481) | 3,423 (925) 926 | 6,167 193 (3,292) |
| Share of results of associates Profit/(loss) | | 1,847 | | 597 | | 2,444 |
| before tax Taxation | 10,419 (1,041) | (3,300) 610 | (626) | (4,405) | 3,424 | 5,512 (431) |
| Profit/(loss) for the period | 9,378 | (2,690) | (626) | (4,405) | 3,424 | 5,081 |



10 Changes in the composition of the Group

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

11 Significant events subsequent to the end of the financial period

There were no significant events subsequent to the end of the current quarter under review to 23 August 2017, being a date not later than 7 days from the date of issue of the quarterly report.

12 Contingent liabilities

There were no changes in the contingent liabilities as at the date of this announcement since the preceding financial year ended 31 December 2016.

13 Capital commitments of the Group

| | Current | Preceding |
|-------------------------------|------------|------------|
| | Quarter | Quarter |
| | 30.06.2017 | 31.03.2017 |
| | RM'000 | RM'000 |
| Capital expenditure | | |
| Approved and contracted for: | | |
| Property, plant and equipment | 77,373 | 74,334 |

14 Review of performance

Overall performance

Revenue for the Group was RM71.09 million for the 6 months financial period ended 30 June 2017, which is 17% higher than the RM60.55 million reported in 1H 2016, due to improved performance from manufacturing and construction divisions.

However, profit after tax reduced from RM5.08 million in 1H 2016 to RM0.29 million mainly due to contribution from sale of land with turnover of RM14.30 million and profit of RM8.64 million in 1H 2016.

a) Property development division

Revenue from this division contributed 45% to the total Group's turnover, i.e. RM32.25 million for the current period compared to RM36.26 million for the same period in preceding year. Included in the revenue for the preceding year period was RM14.30 million from sale of land (sale of land during the current period: RM2.30 million).



14 Review of performance (continued)

The revenues from property development activities for the current financial period were derived from the following projects in Kuantan:

- (i) Bandar Damansara;
- (ii) Chendur Utama;
- (iii) Balok Perdana;
- (iv) Bandar Putra; and
- (v) Vista Verde II.

Properties division contributed RM7.48 million profits for the current period under review compared to RM9.38 million for the corresponding period last year.

Included in the current profit was sale of land of RM2.29 million (corresponding period last year: RM8.64 million).

b) Manufacturing sector

The reported turnover for the current period was RM28.92 million compared to RM22.09 million for the corresponding period last year mainly attributable to improved orders from Nissan South Africa, Renault and Volkswagen.

The registered operating loss was RM2.20 million compared to loss of RM2.69 million for the corresponding period last year. Included in the current period result were relocation costs of RM0.35 million against RM3.27 million for the same period last year.

c) Construction

Construction division registered a five-fold increase in revenue from RM2.27 million in 1H 2016 to RM10.90 million for the financial period ended 30 June 2017 mainly attributable to the progress of project to construct a feeder bus depot for MRT Corporation Sdn. Bhd. in Kawasan Perindustrian Desa Tun Razak, Kuala Lumpur.

d) Others

Revenue from other divisions mainly contributed by property management and maintenance services, and unifi installation activities.



15 Review of current quarter results against preceding quarter

| | Current Quarter 30.06.2017 RM'000 | Preceding Quarter 31.03.2017 RM'000 |
|----------------------------|--|--|
| Turnover Profit before tax | 33,152 152 | 37,939 2,265 |

Included in the turnover and profit before tax of preceding quarter was RM2.30 million and RM2.29 million proceed and profit respectively on sale of land.

16 Prospects for the current financial year

a) Property development division

The Group will continue its focus on affordable and mid-range property segment amidst the soft market sentiment in the East Coast of Malaysia.

With total unbilled sales and unsold units of RM240.64 million as at 30 June, 2017 and efforts to complete a few on-going projects in the second half of 2017, the Group is optimistic that the revenue and profit from the property division will improve in the second half of 2017.

b) Manufacturing sector

The completion of relocation exercise from Brits, South Africa to Lobatse, Botswana is expected to improve the profit margin mainly due to improved plant efficiency.

The increased sales to Nissan and Renault in the first half of 2017 as a result of strong export and local sales into Africa, is expected to spill over to the second half of 2017. Volkswagen on the other hand increased production as a result of the launch of new VW Polo in 3Q 2017. With the capital investment into new plant and equipments for the new VW Polo contract now qualifies our new plant in Botswana on par with other global best practice plants.

c) Construction

The MRT project is expected to be completed in 4Q this year with balance of contract value of RM41.84 million.

The Group is optimistic to achieve better results in the second half of 2017.



17 Profit forecast and profit guarantee

The Group had not provided any profit forecast or profit guarantee in a public document.

18 Disposal and exchange of investment securities

There was no disposal and exchange of securities during the period under review.

19 Taxation

| | QUAR | INDIVIDUAL QUARTER 3 months ended | | CUMULATIVE QUARTER 6 months ended | |
|---|------------|---|--------|---|--|
| | 30.06.2017 | | | 30.06.2016 | |
| | RM'000 | RM'000 | RM'000 | RM'000 | |
| Malaysian income tax - current Foreign income tax | 759 - | 1,035 (215) | 1,573 | 1,041 (610) | |
| roreign income tax | 759 | 820 | 1,573 | 431 | |

The Group's effective tax rate for the financial period was higher than the statutory tax rate mainly due to certain non-tax deductible expenses.

20 Acquisition of property, plant and equipment and investment properties

As disclosed in note 6, during the quarter under review, the Group has completed the acquisition of properties from Jasa Imani Sdn Bhd at fair market value of RM44.39 million of which RM8, 335,458 and RM36, 054,542 were classified as property, plant and equipment and investment properties respectively.

21 Corporate proposals

At the Extraordinary General Meeting (EGM) held on 5 June 2017, the shareholders of the Company have approved the Proposed Renounceable Rights Issue of 114,391,200 new ordinary shares on the basis of two (2) rights shares for every five (5) existing shares held at an indicative issue price of RM0.30 per share, together with 114,391,200 free detachable warrants on the basis of one (1) warrant for every one (1) rights share subscribed.

The proposal is pending implementation.



22 Investment securities

As at 30 June 2017, the available-for-sale financial assets position is as follows:

| _ | As at 30.06.2017 Market value/ Carrying amount RM'000 | As at 30.06.2016 Market value/ Carrying amount RM'000 |
|--------------------------------|--|--|
| Shares quoted in Malaysia | 15 | 12 |
| Unit trusts quoted in Malaysia | 461 | 440 |
| | 476 | 452 |

23 Loans and borrowings

The Group's exposure in loans and borrowings is as follows:

| Secured facilities | Denomination | Short term RM'000 | Long term RM'000 | As at 30.06.2017 RM'000 | As at 30.06.2016 RM'000 | Remarks |
|--------------------|--------------|----------------------|---------------------|-------------------------------|-------------------------------|---------------------------------|
| Overdraft | RM | 19,855 | | 19,855 | 19,361 | Working capital |
| Overdraft | BWP | 17,240 | ľ | 17,240 | - | Working |
| Overdraft | ZAR | - | - | - | 10,149 | capital |
| Term loan | RM | 3,174 | 23,215 | 26,389 | 33,356 | Investment |
| Term loan | BWP | 14,728 | 23,572 | 38,300 | 20,176 | Purchase of plant & equipment |
| Revolving credit | RM | 22,000 | | 22,000 | 22,000 | Working capital |
| Bridging loan | RM | 3,149 | 1,330 | 4,479 | 11,189 | Project financing |
| Finance lease | RM | 232 | 432 | 665 | 726 | Purchase of motor vehicle |
| TC | TAL | 80,378 | 48,549 | 128,927 | 116,957 | |

Note

BWP : Botswana Pula ZAR : South African Rand

Pursuant to the relocation exercise of the manufacturing facilities from Brits in South Africa to Lobatse in Botswana, the subsidiary in South Africa has refinanced ZAR45.0 million overdraft facility granted by HSBC South Africa with a new overdraft facility of BWP45.0 million from Barclays Bank of Botswana.

On top of that Barclays Bank also has granted BWP32.0 million asset financing facility to finance the purchase of capital equipment for the new VW Polo production lines.

Decrease in the Bridging loan of RM6.70 million is mainly due to repayment of loan for 2 projects of the Group at Chendur and Bandar Damansara, Kuantan.



24 Share capital and share premium

As disclosed in note 6, there was an issuance of 80 million ordinary shares to Jasa Imani Sdn Bhd as purchase consideration for the acquisition of 12 new parcels of office units. The fair market value based on the valuation report by an independent valuer was RM44.39 million. Under Section 74 of Companies Act 2016 ("CA2016"), all shares issued before or upon commencement of CA2016 shall have no par value and be recognised at fair values.

Pursuant to Section 618(2) of the CA 2016, any amount standing to the credit of the share premium account shall become part of the share capital.

Latest issued share capital after issuance of 80 million new ordinary shares valued at RM44.39 million and the transfer of share premium of RM43.01 million to share capital was RM293, 375,997.

25 Other reserves

a) Foreign currency exchange reserve

The foreign currency exchange deficit represents the differences arising from translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

b) Fair value change reserve

Fair value adjustment reserve represents the cumulative fair value changes of available-for-sale financial assets until they are disposed of or impaired.

c) **Others**

The others represent:-

- i) Premium paid on acquisition of non-controlling interest on the acquisition of non-controlling interest in the existing subsidiary, the difference between the consideration and fair value of the interest acquired of RM9.90 million was reflected in equity as premium paid on acquisition on non-controlling interest.
- ii) Capital reserve of RM2.45 million on acquisition of operation and Employee Stocks Option Scheme of an associate.

26 Off balance sheet financial instruments

There were no financial instruments with material off balance sheet risk at the date of this report.



27 Material litigation

The Group was not engaged in any material litigation as at 23 August 2017, the latest practicable date which is not earlier than 7 days from the date of issue of this interim financial report.

28 Dividend

There was no dividend declared for the quarter under review.

29 (Loss)/earnings per share

| | INDIVIDUAL QUARTER 3 months ended | | CUMULATIVE QUARTER 6 months ended | |
|--|-----------------------------------|---------|-----------------------------------|------------|
| | 30.06.2017 30.06.2016 | | 30.06.2017 | 30.06.2016 |
| Basic (loss)/earnings per share | | | | |
| (Loss)/earnings attributable to owners of the parent (RM'000) Number of shares at the | (113) | 6,029 | 1,278 | 5,156 |
| beginning of the period (unit '000) | 205,978 | 205,978 | 205,978 | 205,978 |
| Basic (loss)/earnings per share (sen) | (0.06) | 2.93 | 0.62 | 2.50 |

30 Realised and unrealised retained earnings disclosure

| | Unaudited 30.06.2017 RM'000 | Audited 31.12.2016 RM'000 |
|--|-----------------------------------|---------------------------------|
| Realised | (154,383) | (158,055) |
| Unrealised | (2,099) | - |
| | (156,482) | (158,055) |
| Share of retained earnings of associates | | |
| -Realised | (807) | 551 |
| Less: | (157,289) | (157,504) |
| Consolidation adjustments | (213,558) | (212,198) |
| Retained earnings c/f | 56,269 | 54,694 |

31 Comparative figures

Certain comparative figures have been reclassified to conform to current period presentations.