

Notes to the Interim Financial Statements

Fiamma Holdings Berhad (Company No: 88716-W) (“Fiamma” or “the Company”)

Notes to the interim financial statements for the financial quarter ended 31 December 2017.

A. Compliance with Financial Reporting Standards (“FRS”) 134, Interim Financial Reporting

A1. Accounting Policies

The unaudited interim financial statements have been prepared in accordance with the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad (“Bursa Securities”) and FRS 134, *Interim Financial Reporting*. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the audited consolidated financial statements of the Group as at and for the financial year ended 30 September 2017.

The following are accounting standards, amendments and interpretations that have been issued by the Malaysian Accounting Standards Board (“MASB”) but have not been adopted by the Group:

FRSs, amendments and interpretations effective for annual periods beginning on or after 1 January 2018

- FRS 9, *Financial Instruments (2014)*
- IC Interpretation 22, *Foreign Currency Transactions and Advance Consideration*
- Amendments to FRS 1, *First-time Adoption of Financial Reporting Standards (Annual Improvements to FRS Standards 2014-2016 Cycle)*
- Amendments to FRS 2, *Share-based Payment – Classification and Measurement of Share-based Payment Transactions*
- Amendments to FRS 4, *Insurance Contracts – Applying FRS 9 Financial Instruments with FRS 4 Insurance Contracts*
- Amendments to FRS 128, *Investments in Associates and Joint Ventures (Annual Improvements to FRS Standards 2014-2016 Cycle)*
- Amendments to FRS 140, *Investment Property – Transfers of Investment Property*

FRSs, amendments and interpretations effective for a date yet to be confirmed

- Amendments to FRS 10, *Consolidated Financial Statements* and FRS 128, *Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The initial application of the accounting standards, amendments and interpretations are not expected to have any material financial impacts to the current period and prior period financial statements of the Group.

Notes to the Interim Financial Statements

A1. Accounting Policies (continued)

The Group has subsidiaries which fall within the scope of IC Interpretation 15, *Agreements for the Construction of Real Estate*. Therefore, the Group and these subsidiaries are currently exempted from adopting the Malaysian Financial Reporting Standards (“MFRSs”) and is referred to as a “Transitioning Entity”.

The Group’s financial statements for annual period beginning on 1 October 2018 will be prepared in accordance with MFRSs issued by MASB and the International Financial Reporting Standards.

A2. Report of the Auditors to the Members of Fiamma

The reports of the auditors to the members of Fiamma and its subsidiaries on the financial statements for the financial year ended 30 September 2017 were not subject to any qualification and did not include any adverse comments made under Section 266 (3) of the then Companies Act 2016.

A3. Seasonality or Cyclicity of Interim Operations

The business of the Group was not subject to material seasonal or cyclical fluctuations.

A4. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

The business of the Group was not affected by any significant unusual items affecting assets, liabilities, equity, net income or cash flows for the current quarter ended 31 December 2017.

A5. Material Changes in Estimates of Amounts Reported

There were no material changes in estimates used in reporting the current quarter as compared to the financial statements of the Group for the financial year ended 30 September 2017.

A6. Debt and Equity Securities

The owners of the Company, by a special resolution passed at the Annual General Meeting held on 22 February 2017, approved the Company’s plan to repurchase its own shares.

During the current financial quarter, the Company repurchased 280,000 of its issued share capital from the open market, at an average price of RM0.52 per share including transaction cost. The total consideration paid was RM144,561. The shares repurchased are held as treasury shares in accordance with Section 127 of the Companies Act 2016. The repurchase transactions were financed by internally generated funds.

Notes to the Interim Financial Statements

A6. *Debt and Equity Securities (continued)*

As at 31 December 2017, the Company held 21,610,000 of its own shares, representing 4.08% of the total paid-up share capital of the Company. These shares were being held and retained as treasury shares. 607,713 warrants remained unexercised as at the end of the current financial quarter.

There were no other issuance, cancellation, resale and repayments of debt and equity securities for the current financial quarter ended 31 December 2017.

A7. *Dividend Paid*

No dividend was paid during the current quarter.

A8. *Operating Segment Information*

The Group has 3 reportable segments, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed based on the Group's management and internal reporting structure. For each of the strategic business units, the Group Managing Director (the chief operating decision maker) reviews internal management reports at least on a monthly basis. The following summary describes the operations in each of the Groups' reportable segments:

Investment holding and property investment	The long term investment in unquoted shares and property investment
Property development	Property development
Trading and services	Distribution and servicing of electrical home appliances, sanitaryware, other household products, bathroom accessories, home furniture, medical devices and healthcare products

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A8. Operating Segment Information (continued)

The reportable segment information for the Group is as follows:

	Investment Holding & Property Investment RM'000	Property Development RM'000	Trading & Services RM'000	Total RM'000
For the financial period ended 31 December 2017				
External revenue	1,402	5,291	66,718	73,411
Inter segment revenue	498	-	5,625	6,123
Total reportable revenue	1,900	5,291	72,343	79,534
Segment profit	1,506	158	9,728	11,392
Segment assets	396,843	358,517	351,388	1,106,748
Segment assets				1,106,748
Other non-reportable segments				5,268
Elimination of inter-segment transactions or balances				(381,277)
				730,739
Segment liabilities	(62,037)	(132,599)	(109,660)	(304,296)
Segment liabilities				(304,296)
Other non-reportable segments				(7,000)
Elimination of inter-segment transactions or balances				54,328
				(256,968)
<i>Reconciliation of profit</i>				
				31 Dec 2017
				RM'000
Total profit for reportable segments				11,392
Elimination of inter-segment profits				161
Depreciation				(1,236)
Interest expense				(1,345)
Interest income				468
				9,440

Notes to the Interim Financial Statements

A9. Property, Plant and Equipment

Property, plant and equipment are stated at cost/valuation less accumulated depreciation and impairment losses.

A10. Events Subsequent to the end of the Financial Period

There were no other material events as at 19 February 2018, being the date not earlier than 7 days from the date of this announcement that will affect the financial results of the financial quarter under review.

A11. Changes in Composition of the Group

There were no changes in the composition of the Group for the current quarter, including business combination, acquisition or disposal of subsidiaries and long-term investments, restructuring and discontinuing operations.

A12. Contingent Liabilities

Contingent liabilities of the Company are as follows:

	As at 31 Dec 2017 RM'000	As at 30 Sept 2017 RM'000
Guarantees to financial institutions for facilities granted to subsidiaries	154,167 =====	167,722 =====

Notes to the Interim Financial Statements

B. Compliance with Bursa Securities Listing Requirements.

B1. Review of the Performance of the Group

	3 months ended	
	31 Dec 2017 RM'000	31 Dec 2016 RM'000
Revenue	73,411	69,269
Profit before taxation	9,440	6,098

The Group recorded a higher revenue of RM73.41 million in the current financial period compared with RM69.27 million in the preceding financial year corresponding period. This was mainly due to higher contribution from the trading and services segment. Consequently, the Group recorded a higher profit before taxation (“PBT”) of RM9.44 million in the current financial period compared with RM6.10 million in the preceding financial year corresponding period.

The Group’s revenue is derived primarily from the trading and services segment which contributed 90.9% of the Group’s revenue in the current financial period. The segment recorded revenue of RM66.72 million in the current financial period compared with RM62.73 million in the preceding financial year corresponding period. Consequently, PBT increased to RM9.37 million in the current financial period from RM5.86 million in the preceding financial year corresponding period.

The property development segment contributed 7.2% of the Group’s revenue in the current financial period. The segment recorded a revenue of RM5.29 million compared with RM5.24 million in the preceding financial year corresponding period. However, this segment recorded a loss before tax of RM0.68 million in the current financial year corresponding period compared with PBT of RM0.02 million in the preceding financial year corresponding period. This was attributable to higher operating expenses incurred in the current financial period.

The investment holding and property investment segment contributed 1.9% of the Group’s revenue in the current financial period. The segment recorded a revenue of RM1.40 million and PBT of RM0.75 million in the current financial period compared with RM1.29 million and RM0.22 million respectively in the preceding financial year corresponding period. The revenue is derived mainly from letting of investment properties at Wisma Fiamma in Bandar Menjalara and Menara Centara in Jalan Tuanku Abdul Rahman, both in Kuala Lumpur.

Notes to the Interim Financial Statements

B2. Comparison with Preceding Quarter's Results

	3 months ended	
	31 Dec 2017	30 Sept 2017
	RM'000	RM'000
Revenue	73,411	89,966
Profit before taxation	9,440	11,135

The Group recorded a lower revenue of RM73.41 million for the current quarter ended 31 December 2017 compared with RM89.97 million in the previous quarter ended 30 September 2017. Consequently, the Group recorded a lower PBT of RM9.44 million compared with RM11.13 million in the previous quarter ended 30 September 2017. The lower revenue and PBT in the current quarter was mainly attributable to lower contribution from the property development segment and trading and services segment.

Notes to the Interim Financial Statements

B3. Prospects

The Malaysian economy recorded a growth of 5.9% in the fourth quarter of 2017 (3Q 2017: 6.2%). Private sector spending continued to be the main driver of growth. On a quarter-on-quarter seasonally-adjusted basis, the economy recorded a growth of 0.9% (3Q 2017: 1.8%).

Malaysia registered a strong growth of 5.9% in 2017 (2016: 4.2%). For 2018, growth is expected to remain favourable with domestic demand continuing to be the key driver of growth. The positive growth momentum will continue to benefit from spillovers from better global growth on to domestic economic activity. Overall, the assessment is for growth to remain strong in 2018.

Underlying inflation, as measured by core inflation, is expected to moderate following the expectation of smaller spillovers from external and domestic cost factors and a stronger ringgit. Upward pressures from the robust demand condition will be contained by continued spare capacity in the labour market and on-going investment for capacity expansion.

For 2018 as a whole, while the expectation is for inflation to moderate, the trajectory will remain dependent on the trend of global oil prices, which is highly uncertain.

(Source: Economic and Financial Developments in Malaysia in the Fourth Quarter of 2017, Bank Negara Malaysia)

With the above outlook, the Directors expect the performance for the coming financial year to remain challenging. Nevertheless, the Group will continue to remain focused on expanding its existing core businesses.

For the trading and services segment, Fiamma will continue to build on its effective supply chain system and proven core competencies to remain a market leader for its products. It will continue to invest in brand building and promotional activities to strengthen and expand its distribution network in Malaysia for its various brands of home appliances, sanitaryware, medical devices and healthcare products and source for new products and business opportunities that are in synergy with the Group's products and activities. The integrated logistics warehouse has improved the operation and cost efficiency of the Group.

For the property development segment, the on-going development of double-storey terrace houses at Taman Kota Jaya 2 in Kota Tinggi, Johor, the development of service apartments (East Parc @ Menjalara) in Bandar Menjalara, Kuala Lumpur and the residential developments in Batu Pahat, Johor, will contribute to the Group's revenue in the financial year 2018 and the coming financial years. The proposed residential developments in Jalan Yap Kwan Seng and Jalan Sungai Besi, both in Kuala Lumpur, are expected to contribute to the Group's future income stream once the proposed developments are launched and sold.

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B4. Profit Forecast or Profit Guarantee

Not applicable.

B5. Taxation

Taxation comprises the following:

	3 months ended 31 Dec 2017 RM'000
Current tax expense	2,673
Deferred tax expense	(497)
	<hr/> 2,176
Prior year tax expense	-
	<hr/> 2,176
	<hr/> <hr/>
	RM'000
Profit before taxation	9,440
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Tax at Malaysian tax rate of 24%	2,266
Non-deductible expenses and other tax effects	(90)
	<hr/> 2,176
Tax expense	2,176
Prior year tax expense	-
	<hr/> 2,176
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B6. Status of Corporate Proposal

The Group has not announced any corporate proposals, which have not been completed at the date of this announcement.

Notes to the Interim Financial Statements

B7. Group Borrowings and Debt Securities

The Group's borrowings as at 31 December 2017 are as follows:

	Secured RM'000	Unsecured RM'000	Total RM'000
Non-current			
Repayable after 12 months			
Term loan	94,622	-	94,622
	=====	=====	=====
Current			
Repayable within 12 months			
Term loan	20,561	-	20,561
Revolving credit	9,000	13,000	22,000
Bills payable	-	26,408	26,408
Bank overdraft	5,576	-	5,576
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Sub-total	35,137	39,408	74,545
	=====	=====	=====
Total	129,759	39,408	169,167
	=====	=====	=====

B8. Derivatives

The details of the Group's foreign currency forward contracts as at 31 December 2017 are as follows:

	Notional amount RM'000	Fair value RM'000	Difference RM'000
Foreign currency forward contracts			
US Dollar	6,813	6,762	51
Chinese Yuan Renminbi	3,795	3,854	(59)
	-----	-----	-----
	10,608	10,616	(8)
	=====	=====	=====

The above instruments were executed with established financial institutions in Malaysia. There is no cash requirement for these contracts.

The Group uses appropriate financial instruments, such as foreign currency forward contracts, to hedge against specific exposures including foreign currency risks.

With the adoption of FRS 139, the difference between the notional value and fair value of the contracts amounting to RM8,000 has been recognised in the financial statements.

Notes to the Interim Financial Statements

B9. Changes in Material Litigation

There was no impending material litigation as at 19 February 2018, being the date not earlier than 7 days from the date of this announcement.

B10. Dividend

No interim dividend was declared for the current quarter under review.

Notes to the Interim Financial Statements

B11. Earnings per share

Basic earnings per share

The calculation of basic earnings per share was based on the profit attributable to the owners of the Company and a weighted average number of ordinary shares outstanding, calculated as follows:

	3 months ended 31 Dec 2017 RM'000
Profit for the financial period attributable to owners of the Company	6,525
	'000
Weighted average number of ordinary shares net of treasury shares at 31 December 2017	508,413
Basic earnings per share (sen)	1.28

Diluted earnings per share

The calculation of diluted earnings per share was based on the profit attributable to the owners of the Company and a weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares, calculated as follows:

	'000
Weighted average number of ordinary shares (basic) as at 31 December 2017	508,413
Effect of exercising of warrants	14
Effect of share options	26,690
Weighted average number of ordinary shares (diluted) as at 31 December 2017	535,117
Diluted earnings per share (sen)	1.22

Notes to the Interim Financial Statements

B12. Profit before taxation

	3 months ended 31 Dec 2017 RM'000
Profit before taxation is arrived at after charging:	
Depreciation and amortisation	1,236
Interest expense	1,345
Allowance for impairment loss for trade receivables	344
Stocks written down and written off, net	318
Loss on foreign exchange – realised and unrealised	104
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and after crediting:	
Interest income	468
Reversal of allowance for impairment loss for trade receivables	55
Gain on foreign exchange – realised and unrealised	125
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B13. Capital Commitments

	As at 31 Dec 2017 RM'000	As at 30 Sept 2017 RM'000
Property, plant and equipment		
Contracted but not provided for	-	-
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B14. Provision of Financial Assistance

The amount of financial assistance provided by the Company and its subsidiaries to its non-wholly owned subsidiaries pursuant to paragraph 8.23(1) of the Listing Requirements is as follows:-

	As at 31 Dec 2017 RM'000	As at 30 Sept 2017 RM'000
Corporate guarantees to financial institutions for trade facilities granted to non-wholly owned subsidiaries	878	1,328
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The above financial assistance does not have a material financial impact on the Group.

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B15. Retained earnings

The breakdown of the retained earnings of the Group into realised and unrealised is as follows:

	As at 31 Dec 2017 RM'000	As at 30 Sept 2017 RM'000
Total retained earnings		
- Realised	225,701	218,751
- Unrealised	31,244	30,724
	<hr/>	<hr/>
	256,945	249,475
Less: Consolidation adjustments	(97,258)	(96,313)
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Total retained earnings	159,687	153,162
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This announcement is dated 26 February 2018.