V.S. Industry Berhad (Company No. 88160-P) (Incorporated in Malaysia)

Interim Financial Report 31 July 2016

(Incorporated in Malaysia)

# Condensed consolidated statement of financial position As at 31 July 2016 – unaudited

	31.07.2016 RM'000	31.07.2015 RM'000
Assets Property, plant and equipment	680,719	664,349
Prepaid lease payments	97,118	99,610
Investment properties	4,800	4,700
Intangible assets	2,718	2,333
Investment in associates	9,628	8,101
Other investments	63,013 5,983	- 45 090
Prepayments Deferred tax assets	3,983 9,987	45,089 12,144
Total non-current assets	873,966	836,326
Inventories	306,603	272,755
Trade and other receivables	583,436	500,681
Tax recoverable	2,037	2,174
Cash and cash equivalents	218,401	243,742
Total current assets	1,110,477	1,019,352
Total assets	1,984,443	1,855,678
Equity		
Share capital	235,169	230,848
Reserves	644,734	546,186
Total equity attributable to owners		
of the Company	879,903	777,034
Non-controlling interests	185,980	202,591
Total equity	1,065,883	979,625
Liabilities		
Long term payables	4,322	4,322
Loans and borrowings Deferred tax liabilities	92,473	123,015
	47,500	50,783
Total non-current liabilities	144,295	178,120
Trade and other payables	440,558	396,190
Loans and borrowings	322,570	289,193
Taxation	11,137	12,550
Total current liabilities	774,265	697,933
Total liabilities	918,560	876,053
Total equity and liabilities	1,984,443	1,855,678
Net assets per share of RM0.20 each	0.75	0.68

(Incorporated in Malaysia)

# Condensed consolidated statement of comprehensive income for the period ended 31 July 2016 - unaudited

	Individual 3 months ended 31 July		Cumulative 12 months ended 31 July		
Revenue	<b>2016 RM'000</b> 554,204	2015 RM'000 506,843	2016 RM'000 2,175,626	2015 RM'000 1,936,885	
Cost of sales	(480,924)	(434,579)	(1,839,095)	(1,649,703)	
Gross profit	73,280	72,264	336,531	287,182	
Operating expenses Net other income/(expenses)	(40,998) (23,371)	(42,478) 30,674	(170,881) (11,312)	(155,594) 44,549	
Results from operating activities	8,911	60,460	154,338	176,137	
Finance costs Interest income Share of profit/(loss) of associates, net of tax	(3,253) 206	(2,825) 410	(15,570) 1,478	(16,043) 1,161	
	2,993	(972)	1,620	(1,569)	
Profit before tax	8,857	57,073	141,866	159,686	
Tax expense	(9,178)	(6,884)	(37,628)	(34,221)	
Profit for the period	(321)	50,189	104,238	125,465	
Other comprehensive income, net of tax					
Foreign currency translation differences for foreign operations Remeasurement of actuarial gain/loss	23,194 (472)	21,954	19,191 (472)	51,088	
Total comprehensive income for the period	22,401	72,143	122,957	176,553	
Profit attributable to: Owners of the Company Non-controlling interests	10,944 (11,265)	52,703 (2,514)	117,928 (13,690)	132,739 (7,274)	
Profit for the period	(321)	50,189	104,238	125,465	

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# Condensed consolidated statement of comprehensive income for the period ended 31 July 2016 – unaudited (Cont'd)

	Individual 3 months ended 31 July		Cumu 12 month 31 J	s ended	
	2016	2015	2016	2015	
	RM'000	RM'000	RM'000	RM'000	
Total comprehensive income attributable to:					
Owners of the Company	35,449	63,569	140,787	159,708	
Non-controlling interests	(13,048)	8,574	(17,830)	16,845	
Total comprehensive income for the period	22,401	72,143	122,957	176,553	
Basic earnings per ordinary share (sen)	0.94	4.79	10.15	12.88	
Diluted earnings per ordinary share (sen)	0.90	4.60	9.68	12.35	

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## Condensed consolidated statement of changes in equity for the period ended 31 July 2016 - unaudited

	Share capital RM'000	Non- distributable Reserve RM'000	Distributable Retained Profits RM'000	Total RM'000	Non- controlling interest RM'000	Total equity RM'000
At 1 August 2015	230,848	188,675	357,511	777,034	202,591	979,625
Foreign currency translation					(1.1.10)	10.101
differences for foreign operations Remeasurement of actuarial		23,331		23,331	(4,140)	19,191
gain/loss			(472)	(472)		(472)
Profit for the period			117,928	117,928	(13,690)	104,238
Total comprehensive income for						<u>.</u>
the period		23,331	117,456	140,787	(17,830)	122,957
Share buy back		(210)		(210)		(210)
Equity settled share-based	4 004	20.625		24076	45.4	27.120
transactions	4,321	20,635	((2,027)	24,956	174	25,130
Dividends to shareholders Increase in share capital in			(63,937)	(63,937)		(63,937)
subsidiaries					2,318	2,318
Change in ownership interests in					_,	_,,
subsidiaries			1,273	1,273	(1,273)	
Total transactions with owners of						_
the Group	4,321	20,425	(62,664)	(37,918)	1,219	(36,699)
Realisation of revaluation reserve		(862)	862			
Transferred from retained earnings		2,122	(2,122)			
At 31 July 2016	235,169	233,691	411,043	879,903	185,980	1,065,883

	Share capital RM'000	Non- distributable Reserve RM'000	Distributable Retained Profits RM'000	Total RM'000	Non- controlling interest RM'000	Total equity RM'000
At 1 August 2014	186,355	71,942	267,863	526,160	114,829	640,989
Foreign currency translation						
differences for foreign operations		26,969		26,969	24,119	51,088
Profit for the period			132,739	132,739	(7,274)	125,465
Total comprehensive income for						
the period		26,969	132,739	159,708	16,845	176,553
Share buy back		(46)		(46)		(46)
Equity settled share-based						
transactions	23,913	23,313	153	47,379	517	47,896
Issue of shares pursuant to Private						
Placement	20,580	58,241		78,821		78,821
Dividends to shareholders			(40,148)	(40,148)		(40,148)
Increase in share capital in subsidiaries			5,079	5,079	71,597	76,676
Acquisition of non-controlling			,	ŕ	ŕ	ŕ
interests		192	(111)	81	(1,197)	(1,116)
Total transactions with owners of						
the Group	44,493	81,700	(35,026)	91,166	70,917	162,083
Realisation of revaluation reserve		(1,945)	1,945			
Transferred from retained earnings		10,009	(10,009)			
At 31 July 2015	230,848	188,675	357,511	777,034	202,591	979,625

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## Condensed consolidated statement of cash flows for the period ended 31 July 2016 - unaudited

	12 months ended 31 July	
	2016 RM'000	2015 RM'000
Cash flows from operating activities		
Profit before tax Adjustments for:	141,866	159,686
Depreciation and amortisation	72,046	63,081
Other non-cash items	39,437	14,100
Non-operating items	14,258	6,443
Operating profit before changes in working capital Changes in working capital:	267,607	243,310
Change in inventories	(33,848)	(2,961)
Change in trade and other receivables	(82,835)	(55,349)
Change in trade and other payables	20,340	(100,385)
Interest received	1,478	1,161
Tax paid	(40,030)	(29,324)
Net cash (used in)/from operating activities	132,712	56,452
Cash flows from investing activities		
Acquisition of property, plant and equipment	(51,595)	(64,302)
Proceeds from disposal of property, plant and equipment	7,619	2,616
Increase in pledged deposits placed with licensed banks	2,992	(2,259)
Prepayments		(45,089)
Other investments	(70,636)	
Net cash (used in)/from investing activities	(111,620)	(109,034)
Cash flows from financing activities		
Bank borrowings	(24,191)	(20,448)
Dividend paid to owners of the Company	(63,937)	(44,776)
Proceeds from issuance of shares	15,702	118,181
Funds from non-controlling interests	2,318	75,560
Repurchase of treasury shares	(210)	(46)
Net cash (used in)/from financing activities	(70,318)	128,471
Exchange differences on translation of the financial statements of foreign operations	23,331	26,969
Net change in cash and cash equivalents	(25,895)	102,858
Cash and cash equivalents at beginning of period	224,153	107,643
Foreign exchange differences on opening balances	972	13,652
Cash and cash equivalents at end of period	199,230	224,153
Cash and cash equivalent comprise:		
Cash and bank balances	205,954	144,387
Deposit with licensed banks	4,496	88,412
Bank overdrafts	(11,220)	(8,646)
	199,230	224,153

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## Notes to the condensed consolidated interim financial statements

V.S. Industry Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of the Bursa Malaysia Securities Berhad.

The condensed consolidated interim financial statements of the Group as at and for the nine months period ended 31 July 2016 comprise the Company and its subsidiaries (together referred to as the Group) and the Group's interests in associates.

The consolidated financial statements of the Group as at and for the year ended 31 July 2015 are available upon request from the Company's registered office at:

#### **Registered office**

Suite 7E, Level 7 Menara Ansar 65, Jalan Trus 80000 Johor Bahru Johor Malaysia

These condensed consolidated interim financial statements were approved by the Board of Directors on 28 September 2016.

#### 1. Basis of preparation

#### (a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad and MFRS 134, *Interim Financial Reporting* in Malaysia and with IAS 34, *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 consolidated financial statements of the Group as at and for the year ended 31 July 2015.

### 2. Significant accounting policies

The accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 July 2015.

### 3. Seasonal or cyclical factors

The Group's operations are not significantly affected by any seasonal or cyclical factors.

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## 4. Unusual items affecting the assets, liabilities, equity, net income or cash flows

There are no unusual items affecting the assets, liabilities, equity, net income or cash flows of the Group for the current quarter and financial year-to-date.

### 5. Material changes in estimates

There are no material changes in estimates for the current quarter and financial year-to-date.

## 6. Issuances, cancellations, repurchases, resale and repayments of debts and equity securities

There are no issuance, cancellations, repurchases, resale and repayments of debts and equity securities for the current financial year-to-date other than the following:-

#### (a) Issuance of shares

21,605,300 ordinary shares of RM0.20 each were issued during the financial year-to-date pursuant to the exercise of share options under the Company's Employees Share Option Scheme.

#### (b) Share repurchase

The shares repurchased during the financial year to date and are being held as treasury shares are as follows:-

	No. of	Lowest	Highest	Average	Total
	shares	price paid	price	price paid	consideration
Month	repurchased	(RM)	paid	(RM)	(RM)
			(RM)		
February 2016	170,000	1.16	1.33	1.23	209,836

As at the date of this interim report, a total of 5,916,680 of the repurchased shares are being held as treasury shares and carried at cost.

### 7. Dividends paid

Since the end of the previous financial year, the Company paid:-

- (a) a fourth interim single tier dividend of 1.2 sen per ordinary share of RM0.20 each totalling RM13,874,758 in respect of the financial year ended 31 July 2015 on 30 October 2015;
- (b) a final single tier dividend of 1.2 sen per ordinary share of RM0.20 each totalling RM13,956,554 in respect of the financial year ended 31 July 2015 on 29 January 2016;

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- (c) a first interim single tier dividend of 1.5 sen per ordinary share of RM0.20 each totalling RM17,443,324 in respect of the financial year ending 31 July 2016 on 11 March 2016;
- (d) a second interim single tier dividend of 0.8 sen per ordinary share of RM0.20 each totalling RM9,303,109 in respect of the financial year ending 31 July 2016 on 13 May 2016; and
- (e) a third interim single tier dividend of 0.8 sen per ordinary share of RM0.20 each totalling RM9,359,413 in respect of the financial year ending 31 July 2016 on 28 July 2016.

#### 8. Segment information

(a) Information about reportable segments

	12 months ended 31 July 2016				
	Malaysia RM'000	Indonesia RM'000	China RM'000	Total RM'000	
External revenue	1,489,440	118,967	565,229	2,173,636	
Inter-segment revenue	1,508		853	2,361	
Segment profit/(loss) before tax	162,927	7,098	(18,917)	151,108	

	12 months ended 31 July 2015				
	Malaysia RM'000	Indonesia RM'000	China RM'000	Total RM'000	
External revenue	1,328,224	80,759	525,886	1,934,869	
Inter-segment revenue	1,390		6,324	7,714	
Segment profit/(loss) before tax	170,269	(3,608)	(7,639)	159,022	

(b) Reconciliation of reportable segment profit or loss

		12 months ended 31 July		
	2016 RM'000	2015 RM'000		
Total profit for reportable segments Other non-reportable segments Elimination of inter-segment profits Share of profit of sessions not included in	151,108 (12,533) 1,671	159,022 533 1,700		
Share of profit of associate not included in reportable segments  Consolidated profit before tax	1,620 141,866	(1,569) 159,686		

## 9. Material events subsequent to period end

There are no material events subsequent to the end of the period reported that have not been reflected in this quarterly report.

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### 10. Changes in composition of the Group

There are no major changes in the composition of the Group for the financial year-to-date except for the incorporation of wholly owned subsidiaries, V S International Venture Pte. Ltd. and Guardian South East Asia Pte. Ltd..

### 11. Contingent liabilities and contingent assets

The Group does not have any contingent liabilities and contingent assets as at 31 July 2016.

### 12. Capital Commitments

	31.07.2016 RM'000
Property, plant and equipment Contracted but not provided for	16,888
Investment in associates Contracted but not provided for	30,000

### 13. Related party transactions

Significant related party transactions of the Group are as follows: -

	12 months ended 31 July		
	2016 RM'000	2015 RM'000	
Subsidiaries in which certain Directors have financial interest			
- Purchases	879	5,307	
- Sales	1,415	1,291	
A company which is wholly owned by close family member of certain Directors			
- Purchases	1,146	3,628	
A company in which spouse of a Director has financial interest			
- Purchases	32,376	16,298	
Associates			
- Sales	4,509	9,673	
A company which is controlled by close family member of a Director			
- Sub-contracting fee payable	3,937	2,442	
A company which is controlled by a Director			
- Operating lease charges and management fee payable	5,068	4,508	
A company which is controlled by close family member of a key management personnel			
- Repair and maintenance services payable	221	312	
Remuneration paid to staff who are close family			
member of certain Directors	2,455	1,638	

These transactions have been entered into in the normal course of business and have been established under negotiated terms.

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## Additional Information on Interim Financial Report required on the Bursa Malaysia Listing Requirements

#### 14. Review of performance

For the current quarter under review, the Group recorded revenue of RM554.2 million, an increase of 9.3% or RM47.4 million as compared to RM506.8 million recorded in the preceding year corresponding quarter. Profit before tax was RM8.9 million, a decrease of 84.5% or RM48.2 million over the same period.

For the financial year ended 31 July 2016, the Group recorded revenue of RM2,175.6 million, an increase of 12.3% or RM238.7 million as compared to RM1,936.9 million recorded in the preceding year. Profit before tax was RM141.9 million, a decrease of 11.2% or RM17.8 million over the same period.

Despite increase in revenue, the Group recorded lower profit before tax for the current and cumulative quarter which was mainly due to the followings:-

	3 months ended 31 July		12 months ended 31 July	
	2016 RM'000	2015 RM'000	2016 RM'000	2015 RM'000
Net foreign exchange (gain)/ loss Impairment loss:	(3,321)	(21,361)	(10,394)	(34,576)
<ul><li>Other investments</li><li>Deposits</li></ul>	7,623 21,767	 	7,623 21,767	

The comparison of the results of the segment are tabulated below:-

	Individual Quarter 31 July		Cumulative Quarter 31 July	
	2016 RM'000	2015 RM'000	2016 RM'000	2015 RM'000
Revenue				
Malaysia	391,231	338,884	1,489,440	1,328,224
Indonesia	36,596	22,737	118,967	80,759
China	126,240	144,690	565,229	525,886
Profit/(Loss) before tax				
Malaysia	34,990	58,307	162,927	170,269
Indonesia	2,310	(291)	7,098	(3,608)
China	(21,697)	(3,186)	(18,917)	(7,639)

#### Malaysia segment

Malaysia segment recorded lower profit before tax for the current and cumulative quarter mainly due to lower foreign exchange gain.

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#### 14. Review of performance (cont'd)

#### Indonesia segment

Indonesia segment recorded profit before tax for the current and cumulative quarter mainly due to higher sales to key customers.

#### China segment

China segment recorded higher loss for the current and cumulative quarter mainly due to impairment loss of RM21.8 million on deposit paid for proposed acquisition of a 20% stake in a solar power project.

#### 15. Variation of results against preceding quarter

For the current quarter under review, the Group recorded a lower profit before tax of RM8.9 million as compared to profit before tax of RM22.3 million in the preceding quarter despite increase in revenue mainly attributable to the followings:-

	Current	Preceding	
	quarter RM'000	quarter RM'000	
Net foreign exchange (gain)/loss	(3,321)	5,770	
Impairment loss:			
- Other investments	7,623		
- Deposits	21,767		

### 16. Current year prospects

This year has been both challenging and exciting for the Group.

It was challenging due to the pressure of managing operating cost in the midst of a volatile USD/RM foreign exchange rate.

However, at the same time, it has also been an exciting year where the Group, towards the end of the current financial year, secured a new customer producing water filtration-related products, as well as secured substantial new orders from a few key customers. In particular, the Group received substantial orders for a new coffee brewer model that was fully designed by the in-house R&D team and our own ODM air purifier.

And on a more exciting note, the Group was awarded the vertical integration status by a world-renowned consumer electrical appliance brand and is gearing up to receive substantial box built orders.

These would provide significant boost to the Group's earnings from financial year 2017 onwards, elevating the Group's turnover and earnings to the next level of growth.

In view of the developments mentioned earlier, and barring unforeseen circumstances, the Board is optimistic the Group will achieve better performance in the financial year 2017.

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#### 17. Profit forecast

Not applicable.

#### 18. Tax expense

	Individual 3 months ended 31 July		12 mont	ılative hs ended July	
	2016 RM'000	2015 RM'000	2016 RM'000	2015 RM'000	
Tax expense					
Malaysia - Current year	2,237	179	29,772	29,984	
<ul> <li>Prior years</li> </ul>	(4)	(40)	(4)	(40)	
Overseas - Current year	1,026	1,325	8,182	6,258	
	3,259	1,464	37,950	36,202	
Deferred tax expense					
Malaysia - Current year	5,564	5,512	(217)	(1,326)	
- Prior years	(32)	333	(32)	333	
Overseas - Current period	387	(425)	(73)	(988)	
	5,919	5,420	(322)	(1,981)	
	9,178	6,884	37,628	34,221	

The effective tax rate of the Group for the financial year-to-date was higher than the statutory tax rate mainly due to the non-deductible expenses.

### 19. Status of uncompleted corporate proposals

- (a) There are no outstanding uncompleted corporate proposals as at the date of this quarterly report.
- (b) The status of the utilisation of the proceeds raised from the private placement is as follows:

Proposed	Actual
utilisation	utilisation
RM'000	RM'000
78,321	78,169
500	$652^{(1)}$
78,821	78,821
	utilisation RM'000 78,321 500

Note: (1) Additional expenses were due to other incidental cost incurred in connection to the private placement.

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## 20. Borrowing and debt securities

	31.07.2016 RM'000	31.07.2015 RM'000
Non-current		
Secured		
Term loans	52,290	71,925
Finance lease liabilities	9,787	2,929
Unsecured		
Term loans	30,396	48,161
	92,473	123,015
Current		
Secured		
Term loan	24,392	21,735
Bank overdraft	10,730	8,253
Short term loan	18,369	18,421
Trust receipts	38,345	30,195
Finance lease liabilities	4,233	2,250
Unsecured		
Term loans	19,801	18,723
Bank overdraft	490	393
Bankers' acceptance	94,176	81,613
Trust receipts	93,650	88,997
Short term loan	10,284	13,613
Revolving credit	8,100	5,000
	322,570	289,193
	415,043	412,208

Borrowings denominated in US Dollar amounted to RM120.7 million (31.7.2015 : RM217.7 million).

### 21. Changes in material litigation

There are no material litigation which would materially and adversely affect the financial position of the Group as at the date of this quarterly report.

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#### 22. Profit for the period

	3 months ended 31 July		12 months ended 31 July	
	2016	2015	2016	2015
	RM'000	RM'000	RM'000	RM'000
Profit for the period is arrived at				
after charging/(crediting)				
Depreciation and amortisation	17,001	16,509	72,046	63,081
Net foreign exchange (gain)/loss	(3,321)	(21,361)	(10,394)	(34,576)
Property, plant and equipment				
<ul> <li>Loss on disposal</li> </ul>	466	1,005	266	1,714
- Written off	8	1	92	1,062
Derivative (gain)/loss on currency				
forward contracts	(11)	(309)	258	(695)
Impairment loss:				
- Other investments	7,623	-	7,623	-
- Deposits	21,767	-	21,767	-

#### 23. Dividends

- (a) A fourth interim single tier dividend of 0.8 sen per ordinary share of RM0.20 each amounting to approximately RM9.4 million was declared on 28 September 2016 for the financial year ended 31 July 2016 and will be paid on 28 October 2016 to shareholders whose names appear on the Company's Record of Depositors on 14 October 2016.
- (b) The Board is proposing for the shareholders' approval at the forthcoming Annual General Meeting, a final single tier dividend of 0.8 sen per ordinary share for the financial year ended 31 July 2016. The details of the book closure date and payment date will be announced at a later date.
- (c) The total dividend per share for the current financial year is 4.7 sen (previous year corresponding period: 4.8 sen).

#### 24. Earnings per share

#### (a) Basic earnings per share

The calculation of basic earnings per share for the current quarter and financial year-to-date are based on net profit attributable to owners of the Company of RM10.9 million and RM117.9 million respectively and the weighted average number of ordinary shares of 1,167.591 million and 1,161.334 million respectively.

#### (b) Diluted earnings per share

The calculation of diluted earnings per share for the current quarter and financial year-to-date are based on net profit attributable to owners of the Company of RM10.9 million and RM117.9 million respectively and the weighted average number of ordinary shares, adjusted for the dilutive effects of potential ordinary shares of 1,219.797 million and 1,217.879 million respectively.

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## 25. Disclosure of realised and unrealised profits/losses

	Current Quarter 31.07.2016	Preceding Quarter 30.04.2016
Total retained profits of the Company and its subsidiaries		
- Realised	249,937	264,850
- Unrealised	4,828	10,759
	254,765	275,609
Total share of retained profit from associates		
- Realised	(4,932)	(7,925)
	249,833	267,684
Consolidation adjustments	161,210	151,989
Total group retained profit as per consolidated accounts	411,043	419,673