

KHIND HOLDINGS BERHAD

Quarterly Report on unaudited consolidated results for the second financial quarter ended 30 June 2015

Notes to the Interim Financial Report

1. Basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standard ("MFRS") 134: Interim Financial Reporting issued by the Malaysian Accounting Standard Board 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 of the Group for the year ended 31 December 2014.

The following notes explain the events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2014.

2. Significant Accounting Policies

The accounting policies and methods of computation adopted by the Group as at 30 June 2015 are consistent with those adopted in audited financial statements for the year ended 31 December 2014.

The following MFRSs, Amendments to MFRSs and IC Interpretation were issued but not yet effective and have not been applied by the Group :

MFRS, Interpretations and amendments effective for annual periods beginning on or after 1 July 2014

Amendments to MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements 2011 – 2013 Cycle)
Amendments to MFRS 2	Share-based Payment (Annual Improvements 2010 – 2012 Cycle)
Amendments to MFRS 3	Business Combination (Annual Improvements 2010 – 2012 Cycle and 2011 – 2013 Cycle)
Amendments to MFRS 8	Operating Segments (Annual Improvements 2010 – 2012 Cycle)
Amendments to MFRS 13	Fair Value Measurement (Annual Improvements 2010 – 2012 Cycle and 2011 – 2013 Cycle)
Amendments to MFRS 116	Property, Plant and Equipment (Annual Improvements 2010 – 2012 Cycle)
Amendments to MFRS 119	Employee Benefits – Defined Benefit Plans : Employee Contributions
Amendments to MFRS 124	Related Party Disclosures (Annual Improvements 2010 – 2012 Cycle)
Amendments to MFRS 138	Intangible Assets (Annual Improvements 2010 – 2012 Cycle)
Amendments to MFRS 140	Investment Property (Annual Improvements 2011 – 2013 Cycle)

MFRS, Interpretations and amendments effective for annual periods beginning on or after 1 January 2016

Amendments to MFRS 5	Non-current Assets Held for Sale and Discontinued Operations (Annual Improvements 2012-2014 Cycle)
Amendments to MFRS 7	Financial Instruments: Disclosures (Annual Improvements 2012-2014 cycle)
Amendments to MFRS 10	Consolidated Financial Statements and MFRS 128, Investment in Associates and Joint Ventures – Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture

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2. Significant Accounting Policies (continued)

Amendments to MFRS 10	Consolidated Financial Statements, MFRS 12, Disclosures of Interest in Other Entities and MFRS 128, Investments in Associates and Joint Ventures – Investment Entities: Applying the Consolidation Exception
Amendments to MFRS 11	Joint Arrangements – Accounting for Acquisitions of Interests in Joint Operations
MFRS 14	Regulatory Deferral Accounts
Amendments to MFRS 101	Presentation of Financial Statements – Disclosure Initiative
Amendments to MFRS 116	Property, Plant and Equipment and MFRS 138, Intangible Assets – Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to MFRS 116	Property, Plant and Equipment and MFRS 141, Agriculture – Agriculture: Bearer Plants
Amendments to MFRS 119	Employee Benefits (Annual Improvements 2012-2014 Cycle)
Amendments to MFRS 127	Separate Financial Statements – Equity Method in Separate Financial Statements
Amendments to MFRS 134	Interim Financial Reporting (Annual Improvements 2012-2014 Cycle)

MFRS, Interpretations and amendments effective for annual periods beginning on or after 1 January 2017

MFRS 15	Revenue from Contracts with Customers
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MFRS, Interpretations and amendments effective for annual periods beginning on or after 1 January 2018

MFRS 9	Financial Instruments (2014)
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3. Audit qualification

The auditor's report on the financial statements of the Group and the Company for the year ended 31 December 2014 was not subject to any qualification.

4. Seasonal or cyclical factors

Generally, sales of our products are enhanced during festive seasons celebrated in Malaysia.

5. Unusual items

Other than those stated in the notes, there were no other items affecting assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size, or incidence.

6. Changes in estimates

There were no changes in estimates for the financial period under review.

7. Issuance or repayment of debts and equity securities

There were no other issuance and repayment of debt and equity securities, share buybacks, share cancellations, shares held as treasury shares and resale of treasury shares for the current financial year to date.

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8. Dividend paid

There were no dividends paid in the current quarter.

9. Segment reporting

The Group has three reportable segments, as described below, which are the Group's strategic business units.

- (i) Investment holdings – includes the holding of investment in subsidiaries
- (ii) Trading and service – includes trading of electrical products and providing general repair and rework services
- (iii) Manufacturing – includes manufacturing and distribution of electrical products

	Investment holding		Trading & service		Manufacturing		Elimination		Total	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Turnover										
External										
Local	-	-	74,301	73,135	6,739	5,152			81,040	78,287
Overseas	-	-	74,302	74,789	6,065	4,747			80,367	79,536
Internal	3,653	2,859	3,898	5,485	26,518	27,972	(34,069)	(36,316)	-	-
Total revenue	<u>3,653</u>	<u>2,859</u>	<u>152,501</u>	<u>153,409</u>	<u>39,322</u>	<u>37,871</u>	<u>(34,069)</u>	<u>(36,316)</u>	<u>161,407</u>	<u>157,823</u>
Segment results	288	(1,708)	4,995	8,810	2,673	1,605	(2,828)	276	5,128	8,983
Finance cost									(1,753)	(1,366)
Interest income									157	117
Profit before tax									<u>3,532</u>	<u>7,734</u>
Tax expense									(769)	(1,578)
Net profit									<u>2,763</u>	<u>6,156</u>

Year 2015 refers to 6 months period ended 30.6.2015 as compare to the corresponding 6 months in the preceding year.

10. Valuation of property, plant and equipment

The valuations of land and buildings have been brought forward, without amendment from the previous annual financial statements.

11. Material subsequent events

As at the date of issue of this quarterly report, there were no material events subsequent to the end of this period reported on that have not been reflected in the financial statement for the said period.

12. Changes in the composition of the group

There were no changes in the composition of the Group during the current quarter.

13. Contingent liabilities

As at 30.6.2015, the company has given corporate guarantee for banking facilities obtained by subsidiaries to meet the liabilities and financial obligations of its subsidiaries amounting to RM162.05 million. The contingent liabilities of its subsidiaries pertaining to utilise trade line facilities amounted to RM9.04 million.

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14. Capital and other commitments

	RM'000
Land and building	
Contracted but not provided for	1,243

15. Key management personnel compensation

Total compensation to Directors of the Company and other members of key management during the year under review are as follows:

	30/6/15 RM'000	30/6/14 RM'000
Directors of the Company	1,232	1,388
Other key management personnel	4,944	4,476

16. Related party transactions

Transactions with related parties during the year under review are as follows:-

	Transaction value 6 months ended		Balance as at	
	30/6/15 RM'000	30/6/14 RM'000	30/6/15 RM'000	30/6/14 RM'000
<i>Sales to :-</i>				
HSL E & E Corp (M) Sdn Bhd	-	-	14	14

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

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ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS

1. Review of Performance

Comparison results of current quarter and previous corresponding quarter

The Group recorded revenue of RM87.28 million for the current quarter under review representing a decrease of 2.2% over revenue of RM89.25 million of previous corresponding quarter.

The Group recorded profit before tax of RM4.17 million for the current quarter under review representing a decrease of 29.1% over profit before tax of RM5.88 million of previous corresponding quarter.

Comparison results of current period and previous corresponding period

The Group recorded revenue of RM161.41 million for the current period under review representing an increase of 2.3% over revenue of RM157.82 million of previous corresponding period.

The Group recorded profit before tax of RM3.53 million for the current period under review representing a decrease of 54.3% over profit before tax of RM7.73 million of previous corresponding period.

The performance of the business segments for the current period is described as below:

1) Investment Holdings Division

Included in the profit before tax is a one-off gain on controlled transferred property, plant and equipment to one of its subsidiary.

2) Trading and Service Division

The revenue in Trading and Service Division recorded a slight decrease of 0.59% as compared to previous corresponding period. However, the division's profit decreased significantly by 52.2% as compared to previous corresponding period mainly attributable to the increase in operating cost, resulted by the adverse fluctuation in exchange rate as well as bad and doubtful debts provision in the period under review.

3) Manufacturing Division

The revenue in Manufacturing Division has increased by 3.8% as compared to previous corresponding period which is mainly derived from local OEM customers despite lower demand from inter-companies.

The division's profit has increased by 76.3% which is attributable to improved sales margin as a result of economies of scale.

2. Variation of results against immediate preceding quarter

The Group recorded revenue of RM87.28 million for the current quarter under review, representing an increase of 17.7% as compared to RM74.13 million in the immediate preceding quarter. Meanwhile, the Group recorded profit before tax of RM3.27 million, representing a significant increase of 750.4% as compared to the preceding quarter of loss before tax of RM0.50 million.

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3. Commentary on prospect

The Board of Directors noted the performance achieved in the financial quarter despite of the softening business conditions and competitive environment.

The Board considers the Group's outlook for the year to remain challenging.

4. Profit forecast

Not applicable as no profit forecast was published.

5. Tax expense

	<u>Individual period</u>		<u>Cumulative period</u>	
	30/6/15 RM'000	30/6/14 RM'000	30/6/15 RM'000	30/6/14 RM'000
- Current tax expense	230	665	82	891
- Deferred tax expense	677	431	687	687
Total	907	1,096	769	1,578

The group's effective tax rate for the period ended 30 June 2015 is 21.8%.

6. Status of corporate proposals

Further to the announcement made on 23 July 2015, the Company proposed to undertake the Proposed Diversification of the business of the Khind Group into property development, property construction and property investment.

The circular setting information on the Proposed Diversification and enclosing a notice of Extraordinary General Meeting ("EGM") to be held on 15 September 2015, has been despatched to shareholders on 25 August 2015.

7. Borrowings and debt securities

(a) Bank Borrowings (current and repayable within 1 year)

Details of the Group's bank borrowings as at the end of this reporting period: -

	Foreign Currency '000	30/6/15 RM'000	Foreign Currency '000	31/12/14 RM'000
Bank Overdrafts				
Secured		875		772
Unsecured		1,454		304
Banker Acceptances				
Unsecured – denominated in Ringgit Malaysia		34,104		31,049
Unsecured – denominated in foreign currency	SGD1,939	5,426	SGD3,866	10,237
Revolving Credit				
Denominated in Ringgit Malaysia		1,750		1,250
Denominated in foreign currency	SGD2,200	6,156	SGD2,200	5,825
Total		49,765		49,437

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7. Borrowings and debt securities (Continued)

Secured bank borrowings are secured by fixed charges over the long term leasehold or freehold land and building of certain subsidiary company and are guaranteed by the Company. Unsecured bank overdraft and bankers' acceptances are guaranteed by the Company.

The bank overdrafts bear interest at rates 7.28% to 8.10% (2014 – 7.28% to 8.10%) per annum. The banker acceptances bear interest at rates ranging from 1.63% to 5.75% (2014 – 1.63% to 5.75%) per annum.

(b) Term Loans

Details of the Group's term loans as at the end of this reporting period :-

	Foreign Currency '000	30/6/15 RM'000	Foreign Currency '000	31/12/14 RM'000
Current Term Loans				
Secured – Denominated in Ringgit Malaysia		1,031		1,000
Secured – Denominated in foreign currency	SGD193	541	SGD193	512
Total		<u>1,572</u>		<u>1,512</u>
Non-Current Term Loans				
Secured – Denominated in Ringgit Malaysia		16,631		16,956
Secured – Denominated in foreign currency	SGD3,959	11,079	SGD4,055	10,737
Total		<u>27,710</u>		<u>27,693</u>
Grand Total		<u>29,282</u>		<u>29,205</u>

Term loans repayment schedule:

	Total RM'000	Under 1 year RM'000	1-2 year RM'000	2-5 year RM'000	Over 5 year RM'000
Secured	29,282	1,572	1,614	4,655	21,441
Total	<u>29,282</u>	<u>1,572</u>	<u>1,614</u>	<u>4,655</u>	<u>21,441</u>

The term loans are secured by :-

- fixed charges over the respective subsidiary's long term leasehold or freehold land and building, and
- corporate guarantee from the Company.

The term loans bear interest at 1.88% to 8.10% (2014 – 1.88% to 8.10%) per annum.

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7. Borrowings and debt securities (Continued)

c) Finance lease liabilities

Details of the Group's finance lease liabilities as at the end of this reporting period:-

	30/6/15 RM'000	31/12/14 RM'000
Hire Purchase Creditors	2,829	2,459
Less: Interest in suspense	273	196
Balance	<u>2,556</u>	<u>2,263</u>
Repayable within one year	969	1,003
Repayable one to five years	1,587	1,260
Balance	<u>2,556</u>	<u>2,263</u>

The finance lease liabilities bear interest at rates ranging from 2.38% to 6.56% (2014 – 2.38% to 6.56%) per annum.

8. Material Litigation

Kind Electrical (Malaysia) Sdn Bhd (“KEMSB”), a wholly owned subsidiary of the Company had on 13 July 2015, through its solicitors, filed a winding-up petition against Maha Tenaga Jaya Technology Sdn Bhd (“MTJTSB”) at the High Court of Malaya at Kuala Lumpur as MTJTSB has failed to settle a sum of RM2,036,653.78 to KEMSB being the outstanding amount due and owing for the goods sold and delivered to MTJTSB. The matter has been fixed for case management on 27 August 2015 and the hearing of the Petition is fixed on 8 October 2015.

9. Dividend

The Board of Directors does not recommend any interim dividend for the current financial year to date.

10. Earnings per share

	Individual Period		Cumulative Period	
	Current Quarter 30.6.15	Preceding year corresponding quarter 30.6.14	Six Months to 30.6.15	Six Months to 30.6.14
Net profit attributable to ordinary equity holders of the parent (RM'000)	3,265	4,784	2,763	6,156
Weighted average number of ordinary shares ('000)	40,059	40,059	40,059	40,059
Basic earning per share (sen)	8.15	11.94	6.90	15.37

Basic earnings per share of the Group is calculated by dividing net profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the financial period.

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11. Disclosure of realised and unrealised retained profits

The Group's realised and unrealised retained profits disclosures are as follows:

	As at 30.6.15 (RM'000)	As at 31.12.14 (RM'000)
Total retained profits of the Company and its subsidiaries:		
- Realised	74,255	68,789
- Unrealised	1,069	1,219
Consolidation adjustments	(1,774)	779
Total Group retained profits as per consolidated accounts	<u>73,550</u>	<u>70,787</u>

12. Profit for the period is arrived at after charging/(crediting):-

	Individual Period		Cumulative Period	
	30.6.15 RM '000	30.6.14 RM '000	Six Months to 30.6.15 RM '000	Six Months to 30.6.14 RM '000
Depreciation & Amortisation	1,237	1,007	2,349	1,970
Net loss / (gain) on disposal of property, plant and equipment	2	4	(5)	(137)
Foreign exchange loss / (gain)	(174)	14	450	(3)