SEACERA GROUP BERHAD (Company No. 163751-H)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2017

	As At End of Current Quarter 30.9.2017	(Audited) As At Preceding Financial Year End 31.12.2016
ASSETS	RM'000	RM'000
Non-Current Assets		
Property, plant and equipment Goodwill Tax recoverable	848,756 2,999 851,755	458,930 2,999 6,483 468,412
Current Assets	301,130	400,412
Property development cost Inventories Trade and other receivables Amount due from contract customers Cash and Cash Equivalents	229 21,504 121,376 36,648 34,323 214,080	229 23,694 105,403 34,013 27,871 191,210
Total Assets	1,065,835	659,622
EQUITY AND LIABILITIES		
Capital and Reserves		
Share Capital Treasury shares Reserves	346,054 (181) 333,201	235,277 (181) 325,155
×	679,074	560,251
Non Controlling interest Total Equity	(1,618) 677,456	<u>581</u> 560,832
Non-Current Liabilities -		
Long Term Borrowing Redeemable convertible preference shares Long Term Provisions	7,303 161,632 1,028	1,643 - 985
Total Non-Current Liabilities	169,963	2,628
Current Liabilities		
Trade And Other Payables Short Term Borrowings Tax payables	114,169 58,396 45,851	43,013 52,086 1,063
Total Current Liabilities	218,416	96,162
Total Liabilities	388,379	98,790
Total Equity and Liabilities	1,065,835	659,622
Net Assets per share attributable to ordinary equity holders of the parent (RM)	1.96	2.38

(The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Annual Financial Report for the year ended 31st December 2016)

SEACERA GROUP BERHAD (Company No. 163751-H)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE THIRD FINANCIAL QUARTER ENDED 30 SEPTEMBER 2017

	Current Quarter Ended 30.9.2017 RM'000	Corresponding Quarter Ended 30.9.2016 RM'000	Current Year to Date Ended 30.9.2017 RM'000	Corresponding Year to Date Ended 30.9.2016 RM'000
Revenue	10,710	25,527	35,340	76,543
Net Operating Expense:	(4,859)	(19,670)	(25,208)	(66,754)
Finance Cost	(1,281)	(1,102)	(3,845)	(3,381)
Profit Before Taxation	4,570	4,755	6,287	6,408
Taxation	(180)	(502)	(439)	(533)
Net profit for the Period from continuing operation	4,390	4,253	5,848	5,875
Total comprehensive income for the year	4,390	4,253	5,848	5,875
Profit attributable to :				
Equity holders of the parent	6,566	4,253	8,047	5,875
Non-controlling Interest	(2,176)		(2,199)	<u> </u>
Total comprehensive income attributable to	o: .			
Equity holders of the parent	6,566	4,253	8,047	5,875
Non-controlling Interest	(2,176)	. •	(2,199)	
EPS Net profit per share (sen) - Basic - Diluted	1.27 1.27	1.81 1.81	1.69 1.69	2.50 2.50

(The Condensed Consolidated Statements of Profit or Loss and other Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 31st December 2016)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES EQUITY FOR THE THIRD FINANCIAL QUARTER ENDED 30 SEPTEMBER 2017

Attributable to Equity Holders of the Parent

Non- Non Total Distributable Controlling Total Reserves Treasury Shares interests Equity RM'000 RM'000 RM'000	326,104 (179) 2,932 518,455	45,679	5,875	(7,049)	324,930 (179) 2,932 562,960	325,154 (181) 581 560,831	110,777	8,047 (2,199) 5,848	333.201 (181) (1.618) 677.456
Non- Distributable Revaluation Reserve RM'000	306,608				306,608	306,608			306,608
Retained Earnings RM'000	19,496		5,875	(7,049)	18,322	18,546		8,047	26,593
Share Capital RM'000	189,598	45,679		. •	235,277	235,277	110,777		346,054
	Balance at 1 January 2016	Issuance of new ordinary shares	Profit for the period	Dividend paid	Balance at 30 September 2016	Balance at 1 January 2017	Issuance of new ordinary shares	Profit for the period	Balance at 30 September 2017

SEACERA GROUP BERHAD (Company No. 163751-H)

<u>Unaudited Condensed Consolidated Cash Flow Statements</u> <u>For the period ended 30 September 2017</u>

	Current Period Ended 30.9.2017 (RM '000)	Corresponding Period Ended 30.9.2016 (RM '000)
Profit before taxation	6,287	6,408
Adjustment for non-cash flow items	2,005	3,573_
Operating profit before changes in working capital	8,292	9,981
(Increase)/Decrease in inventories (Increase) /Decrease in receivables (Decrease)/Increase in payables Changes flows (used in)/from operations	2,191 (18,608) 71,156 63,031	1,044 (55,840) 873 (43,942)
Incomes tax paid/refund Interest paid Interest received Cash flow (used in)/generated from operations	(439) (3,845) 192 58,939	(802) (3,384) 353 (47,775)
Issuance of new ordinary shares Purchase/revaluation of property, plant and equipment Net cash (used in)/ generated from investing activities	110,777 (345,216) (234,439)	45,679 - 45,679
Decrease/(Increase)in deposit pledged Dividend paid Bank borrowing Net cash from/(used in)Financing Activities	(449) 173,602 173,153	201 (7,049) 9,539 2,691
Net Change in Cash & Cash Equivalents	(2,347)	595
Cash & Cash Equivalents at beginning of year	(3,011)	(11)
Cash & Cash Equivalents at end of period	(5,358)	584
Cash & Cash Equivalents	2017 RM'000	2016 RM'000
Cash and bank balances Deposits pledged with licensed bank Cash and bank balances Less:	5,375 28,948 34,323	3,986 27,171 31,157
Deposits pledged with licensed bank Bank overdrafts Cash and cash equivalents	(28,948) (10,733) (5,358)	(27,171) (3,402) 584

(The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 December 2016)

NOTES TO THE INTERIM FINANCIAL STATEMENTS

A. Notes Required Under MFRS 134

A1. Basis of preparation of financial statements

This Interim Financial Statements are unaudited and has been prepared in accordance with MFRS 134 "Interim Financial Reporting" issued by Malaysian Accounting Standards Board ("MASB") and Paragraph 9.22 of the Bursa Malaysia Securities Berhad's Listing Requirements and should be read in conjunction with the Group's annual audited financial statements for the financial year ended 31 December 2016. These explanatory notes accompanied the Interim Financial Statements provide an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the last financial year ended 31 December 2016.

A2. Significant Changes in Accounting Policies

The significant accounting policies adopted are consistent with those of the financial statements for the year ended 31 December 2016.

A3. Qualification in Auditor's Report

There are no qualifications in the Auditors' Report of the audited financial statements for year ended 31 December 2016.

A4. Seasonality or Cyclicality of Operations

The Group's performance is directly related to the level of respective market activity which normally experiences slowdown during festive seasons.

A5. Unusual Items

There are no unusual items affecting assets, liabilities, equity, net income or cash flow that are unusual because of their nature, sizes, or incidence that had affected the current quarter ended 30 September 2017 except as disclosed in the interim financial statements.

A6. Material Changes in Estimates

There were no material changes in estimates of amounts reported in prior financial years that have a material effect in the current quarter ended 30 September 2017.

A7. Issuance, Cancellation, Repurchases, Resale & Repayments of Debt and Equity Securities

On 30 June 2009, the Company had obtained approval from its shareholders to buy-back its own shares. The latest approval obtained for the renewal of share Buy-back Authority was on 30 June 2017.

On a cumulative basis, as at 30.9.2017, the Company has purchased 308,000 ordinary shares for RM180,830.74, representing in average RM0.59 per share.

None of the treasury shares held were resold or cancelled during the financial quarter.

A8. Dividend Paid

There was no payment of dividend for the current quarter under review.

A9. Segmental Reporting

Segment information is presented in respect of the Group business segments. The business segment is based on the Group's management and internal report structure. Segment information by geographical segments is not provided as the activities of the Group are located principally in Malaysia. Inter-segment pricing is determined based on negotiated terms.

Segments result, asset and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise corporate assets and expenses.

Business Segments

The Group is organized into the following business segments:-

- i) Tiles- manufacturing, trading and marketing of all kinds of ceramic and related building material products.
- ii) Property/Construction property development and construction

The directors are of the opinion that all inter-segment transactions have been entered during the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties.

	Tiles RM'000	Property/ Construction RM'000	Eliminations RM'000	Consolidated RM'000
Revenue-External	25,272	10,068	_	35,340
Operating profit Interest expenses Profit before taxation	2,675 (2,009) 666	7,457 (1,836) 5,621	-	10,132 (3,845) 6,287
Tax expenses Profit for the period	(317) 349	(122) 5,499		(439) 5,848
Total comprehensive income	349	5,499		5,848
Segments assets Goodwill Total assets	463,149	1,071,134	(471,447)	1,062,836 2,999 1,065,835
Segments liabilities Depreciation and amortization	73,040 1,630	678,224 332	(362,885)	388,379 1,962

Geographical segments

The Group's production facilities are located in Malaysia only.

In determining the geographical segment of the Group, revenue is based on the geographical location of customers.

	Revenue RM'000
Malaysia Other countries	28,660 6,680
	35,340

A10. Valuations of Property, Plant & Equipment

The property, plant and equipment have not been revalued since the previous annual audited financial statements except for valuation of land recently acquired via the consolidation of Duta Nilai Holdings Sdn Bhd.

A11. Material Events Subsequent to End of Interim Period

There were no material events subsequent to the end of the quarter under review that have not been reflected in the financial statements.

A12. Changes in the Composition of the Group

There was no change in the composition of the Group during the current quarter under review except for the consolidation of Duta Nilai Holdings Sdn Bhd.

A13. Capital Commitments

Except as disclosed in notes B6, there were no other material capital commitments during the current guarter ended 30 September 2017.

B. Notes Required Under Bursa Malaysia Securities Berhad's Listing Requirements.

B1. Quarter vs Preceding Year Quarter

The Group's revenue for the third quarter ended 30 Sept 2017 was lower by RM14.81 million or 58% as compared to previous year of the corresponding quarter mainly due to lower revenue recorded by the Construction Division as most projects are nearing completion. The Group recorded marginally lower profit before taxation for the third quarter ended 30 Sept 2017 of RM4.57 million compared to profit before taxation of RM4.75 million in the previous year corresponding quarter mainly due to net effect from the negative goodwill arising from the consolidation of Duta Nilai Holdings Sdn Bhd.

B2. Material Changes for the Current and Preceding Quarter.

The Group's revenue for the third quarter ended 30 Sept 2017 was lower by RM0.99 million (30.6.2017: Revenue of RM 11.70 million) or 9.2% lower compared to the preceding quarter. However, the Group recorded higher profit before taxation for the current financial quarter of RM4.57 million compared to profit before taxation of RM0.56 million mainly due to net effect from the negative goodwill arising from the consolidation of Duta Nilai Holdings Sdn Bhd.

B3. Prospects

The Board anticipates that the Year 2017 will be a challenging period for business environment in view of the uncertainty of local and global economy, lower commodity prices and weak RM against USD. However, with some positive measures to be undertaken and if materialized, the Board expects that the performance for the current year is to be satisfactory

B4. Provision of Profit Forecast of Profit Guarantee in Public Document

The Group did not announce any profit forecast or profit guarantee in a public document.

B5. Taxation

	2017 Quarter ended 30 Sept RM '000	2016 Quarter ended 30 June RM '000	2017 Year to Date ended 30 June RM '000	2016 Year to date ended 30 June RM '000
Current year - Income tax	180	502	439	533
	180	502	439	533

The Group's effective tax rate for the year is lower than the statutory tax rate due to certain income is not taxable within the group.

B6. Status of Corporate Proposals

- a) On 5 April 2005, Seacera Properties Sdn. Bhd. ("SPSB"), a wholly owned subsidiary company of Seacera Group Berhad ("SGB") entered into a conditional Joint Venture Development Agreement ("JVDA") with Duta Skyline Sdn. Bhd. ("DSSB") to develop pieces of freehold land owned by DSSB. The JVDA is pending completion and is further extended to 31 December 2017 as certain conditions precedent have yet to be met.
- b) On 24 June 2014, SGB had entered into a Memorandum of Understanding ("MOU") with Intelligent Fence (M) Sdn. Bhd. ("IFSB") to record the understanding of SGB and IFSB to participate in the tender under Public Private Partnership to Malaysia's Ministry of Home Affairs to build, operate and transfer an electric security force along the national border of Malaysia and Thailand for approximately 600 kilometres. There is no major development of the MOU since the last announcement.
- c) On 16 November 2016, SPSB had entered into a conditional sale and purchase agreement ("SPA") with Ismail Bin Othman and Zainab Binti Mansor for the proposed acquisition of 1,500,000 ordinary shares in Duta Nilai Holdings Sdn. Bhd. for a total consideration of RM165,100,000.00 to be satisfied partly via issuance of 90,000,000 new ordinary shares of RM1.00 each in SGB and the balance to be settled via cash payment of RM75,100,000.00.The Company announced that the transactions was completed on 29 August 2017.

d) On 21 April 2017, SGB proposed to undertake an issuance of new ordinary shares each in SGB of up to 30% of the issued share capital in SGB. SGB had on 21 April 2017 entered into twelve (12) conditional subscription agreement with subscribers as set out below:

Subscribers	No. of Subscription Shares	Status
Gan Hai Toh	10,000,000	Unconditional on 18.8.2017
YBhg Dato Seri Yeoh Soo Ann	10,000,000	Shares allotted on 30.9.2017
Tung Han Bee	5,000,000	Mutual termination 20.9.2017
YBhg Dato Wong Weng Kung	5,000,000	Mutual termination 20.9.2017
Teoh Teng Guan	5,000,000	Mutual termination 20.9,2017
YBhg Dato Yap Wai Fong	5,000,000	Mutual termination 20.9.2017
YBhg Datin Chai Sook Tieng	5,000,000	Mutual termination 20.9.2017
YBhg Dato Poh Thiam Seong	5,000,000	Mutual termination 20.9.2017
Fantastic Fortress Sdn Bhd	6,500,000	Shares allotted on 13.11.2017
TA Investment Management Bhd	3,500,000	Unconditional on 18.8.2017
Dato Jeremy Chia Pei Chai	5,000,000	Lapsed on 21.8.2017
Teoh Hwa Peng	5,000,000	Lapsed on 21.8.2017
	70,000,000	

This proposed shares issuance will be implemented in several tranches within six (6) months from the date of approval of Bursa Malaysia Securities Berhad.

On 30 August 2017, SGB announced its first trance of the proposed share issuance for 10,000,000 subscription shares.

On 20 September 2017, SGB announced six(6) of the subscribes have agreed to mutually terminate the subscription agreements.

On 13 November 2017, SGB announced shares issuance in relation to Fantastic Fortress Sdn Bhd has been completed following the listing and quotation for the 6,500,000 subscription shares on the main market of Bursa Securities.

- e) On 2 May 2017, SGB proposes to undertake a proposed bonus issue of new warrants ("Warrant(s) C") on the basis of two (2) Warrants C for every five (5) existing ordinary shares in SGB held by the entitled shareholders of SGB on an entitlement date to be determined and announced later ("Proposed Bonus Issue of Warrants"). The Proposed Bonus Issue of Warrants will be implemented in a single tranche. Shareholders at EGM on 17 August 2017 has approved this transaction.
- f) On 17 May 2017, Seacera Ceramics Sdn. Bhd., a wholly owned subsidiary of SGB entered into a conditional sale and purchase agreement ("SPA") with QM Sports Sdn. Bhd("QMS Sports"). to acquire a land and the building erected on the land known as Lot 1749, Mukim Tangga Batu, Daerah Melaka Tengah, Negeri Melaka and held under PN 16988 for a total purchase consideration of RM16.90 million to be satisfied via the issuance of 8,857,143 new ordinary shares in SGB at an issue price of RM1.40 amounting to approximately RM12.40 million in aggregate and cash payment of RM4.50 million based on terms and conditions of the SPA. The Company announced this transaction was unconditional on 18 August 2017 and SGB and QMS Sports have mutually agreed to extend the Completion Period for a period of one month from 17 November 2017 to 16 December 2017.

B7. Group Borrowings

Group borrowings consist of the following:

	Ü	As at 30.9.2017 RM'000
Dominated in Ringgit Malaysia		
Secured		
Long term borrowings		7,303
Secured		
Short term borrowings		40,869
Bankers acceptance		12,350
·		58,396
Total		65,699

B8. Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments entered into by the Group as at the date of this report.

B9. Changes in the Material Litigation

There were no other material litigation, claims or arbitration, either as plaintiff or defendant and the Directors have no knowledge of any proceedings pending or threatened against the Company and/or its subsidiaries or of any fact likely to give rise to any proceedings which might adversely and materially affect the financial position or business of the Company and/or its subsidiaries, saves as disclosed below.

- a) Seacera Properties Sdn Bhd ("SPSB"), a wholly-owned subsidiary of Seacera Group Berhad and Duta Skyline Sdn Bhd ("DSSB") (collectively, the "Plaintiffs") had, on 2 November 2011 filed a suit against Mohamad Faisal Bin Abdul Gaffar and Tetuan Faisal Gaffar & Co (collectively, the "Defendants"), claiming for a sum of RM501,500.00 being the stakeholding sum pursuant to the joint venture agreement dated 5 April 2005 entered into between SPSB and DSSB which shall be paid by the Defendants to the Plaintiffs. Judgment was obtained on 16 August 2016 in our favour with cost of RM25,000.00 to be borne by the Defendants. The Defendants filed an appeal in the Court of Appeal on 17 September 2015 but such appeal was dismissed with cost of RM10,000.00 to be borne by the Defendants. The Plaintiffs obtained an absolute order under the garnishee application against Malayan Banking Berhad for the sum of RM615.80 and the Plaintiffs are in the midst of recovering the judgment sum from the Defendants.
- b) Seacera Ceramics Sdn Bhd ("SCSB"), a wholly-owned subsidiary of Seacera Group Berhad had on 4 March 2016 initiated an adjudication proceeding against Ahmad Zaki Sdn Bhd ("AZSB") at the Kuala Lumpur Regional Centre for Arbitration, claiming for a sum of RM4,340,434.61, which must be paid by AZSB to SCSB, being the subcontractor for a project known as "the Proposed Rectification Works Including Waterproofing Treatment to Existing Dataran Putra, Presint 1, Wilayah Persekutuan, Putrajaya" which was awarded by AZSB pursuant to the letter of award dated 7 October 2009. On 10 May 2016, the following adjudication decision was delivered by the adjudicator in favour of SCSB ("Adjudication Decision"):
 - (a) AZSB to pay SCSB the sum of RM2,981,758.12;
 - (b) interest at 5% per annum on the sum of RM2,981,758.12 from the Notice of Adjudication dated 13 January 2016 till realization; and
 - (c) cost in the sum of RM60,000.00 and the refund of the payment of RM28,492.42 to SCSB.

(collectively, referred to as the "Awarded Amount").

AZSB has paid the Awarded Amount to SCSB on 5 September 2016. AZSB had, on 14 June 2016 initiated a legal suit at the Shah Alam High Court ("Court") to claim for inter-alia the following from SCSB:-

- (a) the sum of RM1,306,909.20 or such other sum as the Court may deems fit;
- (b) interest on such sum(s) and at such rate(s) and for such period(s) that the Court deems appropriate; and
- (c) costs.

SCSB has, vide its Counterclaim dated 20 July 2016, claimed for inter-alia the following from AZSB:-

- (a) RM4,382,903.79 being the outstanding amount due and owing from AZSB to SCSB;
- (b) damages for the breach of the sub-contract by AZSB, additional expenses, prolongation costs and losses suffered and/or incurred by SCSB to be assessed by the Court and to be paid by AZSB to SCSB;

- (c) interests on the sum awarded by the Court at a rate of 5% per annum on the said sum to be calculated from 30 April 2012 until full settlement is paid by AZSB to SCSB; and
- (d) costs to be paid by AZSB to SCSB.

On or about 23 October 2016, AZSB had filed an application to amend their Statement of Claim to inter-alia insert an additional claim for a refund and/or restitution of RM3,165,386.59 being the amount paid by AZSB to SCSB pursuant to the adjudication decision or damages for loss incurred by AZSB. This application was subsequently allowed by the Court on 14 December 2016 with costs of RM2.000 to be paid to SCSB.

Both parties are to file written submissions by 21 November 2017.

c) Ixora Resources Sdn Bhd ("IRSB") had on 28 April 2016 filed a suit against SPAZ Sdn Bhd ("SPAZ"), a 80%-owned subsidiary of Seacera Group Berhad, claiming a sum of RM3,254,149.26 for breach of an agreement dated 16 June 2010 for the project named as "Proposed Mixed Development of Hotel, Banquet Hall, Service Apartment and Garden Restaurant at Bandar Baru Bangi for Koperasi Permodalan Felda Berhad" located at Bandar Baru Bangi, Selangor Darul Ehsan. On 9 December 2016, the Court had dismissed IRSB's application for summary judgment against SPAZ with cost of RM15,000.00 to be paid by IRSB to SPAZ. Subsequently, on 9 May 2017, the Court allowed SPAZ's application to strike out the IRSB's summons with cost of RM5,000.00 to be paid by IRSB to SPAZ. Hence, IRSB's summons against SPAZ for the claim of RM3,254,149.26 has been struck out. SPAZ filed a counter-claim against IRSB for a sum of RM5,162,280.56 and SPAZ's solicitors are in the midst of preparing a winding-up petition against IRSB.

B10. Dividend

The Board of Directors does not recommend any final dividend for the current year under review.

B11. Earnings per Ordinary Share (EPS)

The earnings per ordinary share of the Group as at the end of this period are calculated as follows:

	2017	2016	2017	2016
	Quarter	Quarter	Year to date	Year to date
	ended	ended	ended	ended
	30 Sept	30 Sept	30 Sept	30 Sept
	RM'000	RM'000	RM'000	RM'000
Net profit for the Period (RM'000)	4,390	4,253	5,848	5,875
No. of ordinary shares ('000)	346,054	235,277	346,054	235,277
Owner of the parent	6,566	4,253	8,047	5,875
Non-controlling interest	(2,176)	-	(2,199)	-
EPS (sen) - Basic	1.27	1.81	1.69	2.50
EPS (send) - Diluted	1.27	1.81	1.69	2.50

B12. Disclosure of realised and unrealised profits and losses

Retained earnings	2017 30 Sept RM'000	2016 30 Sept RM'000
Total retained earnings of Seacera and its subsidaries		
- Realised	33,921	33,921
- Unrealised		-
	33,921	33,921
Less : Consolidation adjustments	(7,328)	(15,599)
Total Group retained Earnings as per Consolidated Financial Statements	26,593	18,322

B13. Profit/(loss) for the period/year

	2017 Quarter ended 30 Sept RM'000	2016 Quarter ended 30 Sept RM'000	2017 Year to date ended 30 Sept RM'000	2016 Year to date ended 30 Sept RM'000
Profit for the period/year after charging/(crediting):				
Interest expense	1,281	1,102	3,845	2,546
Depreciation	999	828	1,962	2,346
Foreign exchange loss/(gain)	(245)	241	(233)	(527)
Interest income	(206)	(322)	(598)	(808)

B14. Authorisation for issue

The interim financial statements were authorized for issue by the Board of Directors in accordance with a resolution by the Directors.

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