

### PJI HOLDINGS BERHAD (499758-W)

## INTERIM FINANCIAL STATEMENTS

(The figures have not been audited)

# CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE QUARTER AND THREE MONTHS ENDED 30 SEPTEMBER 2012

	Note	INDIVIDU CURRENT YEAR QUARTER 30/09/2012 RM '000	PRECEDING YEAR CORRESPONDING QUARTER 30/09/2011 RM '000	CUMULAT CURRENT YEAR TODATE 30/09/2012 RM '000	PRECEDING YEAR CORRESPONDING PERIOD 30/09/2011 RM '000
Revenue	A9	25,077	13,963	25,077	13,963
Cost of sales		(23,393)	(12,162)	(23,393)	(12,162)
Gross profit	X8	1,684	1,801	1,684	1,801
Other income		179	6	179	6
Finance Income		45	40	45	40
Administrative expenses		(1,328)	(1,383)	(1,328)	(1,383)
Depreciation of property, plant and equipment and investment properties		(63)	(165)	(63)	(165)
Bad debts written off		(1)	a <del>-</del> 7	(1)	
Other expenses		¥*	(2)	-	(2)
Finance costs		(67)	(113)	(67)	(113)
Profit before taxation		449	184	449	184
Taxation	B5	8	929	5 €	
Profit for the period		449	184	449	184
Other comprehensive income / (expense)		E	-	I <b>₩</b> X	
Total comprehensive income for the period		449	184	449	184
Income attributable to: Owners of the company		449	184	449	184
Total comprehensive income attributable to: Owners of the company		449	184	449	184
Basic earnings per share attributable to equity holders of the company Basic (sen)	B11	0.07	0.03	0.07	0.03

The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 30 June 2012.



### PJI HOLDINGS BERHAD (499758-W)

### INTERIM FINANCIAL STATEMENTS

(The figures have not been audited)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2012

	AS AT	AS AT
	30/09/2012	30/06/2012
	(Unaudited)	(Audited)
	RM '000	RM '000
Non-Current Assets		<b>#0.</b> 6
Property, plant and equipment	739	796
Investment properties	240	240
Land held for property development	4,000	4,000
Investment in associate companies	1,454	1,454
	6,433	6,490
Current Assets		
Trade receivables	12,228	9,126
Retention sum	17,224	16,393
Amount due from customer for contract works	43,067	41,928
Other receivables, deposits and prepayments	7,877	6,339
Amount owing by associate companies	*	5,201
Tax recoverable	50	50
Deposits with licensed banks	9,110	4,112
Cash and bank balances	315	1,504
	89,871	84,653
TOTAL ASSETS	96,304	91,143
EQUITY AND LIABILITIES		
Share capital	54,473	54,473
Reserves	2.3	•
Translation reserves	203	203
Warrant reserve	8,070	8,070
Accumulated losses	(28,437)	(28,886)
Equity attributable to equity holders of the company	34,309	33,860
Non controling interest	(203)	(203)
Total Equity	34,106	33,657
Non-Current Liabilities	229	763
Long term borrowings Hire purchase payables	344	370
The purchase payables	573	1,133
Current Liabilities		22.22
Trade payables	38,913	39,673
Other payables and accruals	4,535	4,961
Amount owing to director		175
Hire purchase payables	100	100
Short term borrowings	17,848	11,417
Bank overdrafts	228	- 27
Provision for taxation	1	27
	61,625	56,353
Total Liabilities	62,198	57,486
TOTAL EQUITY AND LIABILITIES	96,304	91,143
Net assets per share attributable to		
ordinary equity holders of the company (RM)	0.0563 **	0.0556 **

\*\* The total issued and paid up share capital is 609,069,997 ordinary shares of RM 0.10 each.

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the year ended 30 June 2012.



### PJI HOLDINGS BERHAD (499758-W)

### INTERIM FINANCIAL STATEMENTS

(The figures have not been audited)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2012

	3 months ended	3 months ended
	30/09/2012 RM'000	30/09/2011 RM'000
Cash Flows From Operating Activities		
Profit before tax	449	184
Adjustments for :-		*
Depreciation of property, plant and equipment and investment properties	63	165
Finance costs	67	113
Finance income	(45)	(40)
Rental Income	534	(2)
Operating profit before changes in working capital	334	420
Changes in working capital		
Net Changes in current assets	(89)	(2,009)
Net Changes in current liabilities	(1,361)	(1,290)
Cash used in operations	(916)	(2,879)
Tax paid	(26)	(6)
Net cash used in operating activities	(942)	(2,885)
Net cash used in operating activities	(3.12)	(2,000)
Cash Flows From Investing Activities		
Pledged of deposits with licensed banks	(33)	(4,000)
Interest from deposit with licensed banks received	45	40
Rental income received	<b>=</b> :	2
Purchase of property, plant and equipment	(6)	-
Deposit paid for purchase of land and building	(1,320)	(2.050)
Net cash used in investing activities	(1,314)	(3,958)
Cash Flows For Financing Activities		
Interest paid	(67)	(113)
Repayment of hire purchase payables	(26)	(11)
Drawdown of term loans and other bank borrowings	5,897	319
Net cash generated from financing activities	5,804	195
Net increase/(decrease) in cash and cash equivalents	3,548	(6,648)
Cash and cash equivalents as at beginning of period	1,504	8,575
	5,052	1,927
Cash and cash equivalents as at period ended	3,032	1,927
Cash and cash equivalents as at period ended comprise the following:		
Cash and bank balances	315	301
Placement of deposits with licensed banks	4,145	4,000
Short term deposits with licensed banks	4,965	3,778
Bank overdrafts	(228)	(2,152)
I Develte aladeed with a linewood houle	9,197 (4,145)	5,927 (4,000)
Less: Deposits pledged with a licensed bank	5,052	1,927
	5,032	

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements for the year ended 30 June 2012.



# PJI HOLDINGS BERHAD (499758-W) INTERIM FINANCIAL STATEMENTS

(The figures have not been audited)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2012

		Attributa	Attributable to Equity Holders of the Parent	ders of the Paren		1			
		Non-Dis	Non-Distributable Reserves	S	1	Distributable Reserve			
	Share	Share	Warrant	Foreign Exchange	Revaluation	Accumulated		Non Controlling	Total
	Capital RM'000	Premium RM'000	Reserve RM'000	Reserves RM'000	Reserves RM'000	Losses RM'000	Total RM'000	Interest RM'000	Equity RM'000
Balance as at 1 July 2012	C # 4 7		0000	200		(988 86)	33 960	(202)	23,657
Profit for the period, representing Total	54,473	1	8,0/0	703		(79,990)	008,66	(502)	750,55
comprehensive income for the period	1	ī	Ĩ.	1	Ľ	449	449	Ě	449
Balance as at 30 September 2012	54,473	r	8,070	203	ı	(28,437)	34,309	(203)	34,106
Balance as at 1 July 2011	54,473	ĵ	8,070	203	•	(30,137)	32,609	ï	32,609
Profit for the period, representing Total comprehensive income for the period	•	ı	i			184	184	ı	184
Balance as at 30 September 2011	54,473	- 10	8,070	203	ı	(29,953)	32,793	ſ	32,793

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 30 June 2012.



### PJI HOLDINGS BERHAD (499758-W) NOTES TO THE INTERIM FINANCIAL REPORT FOR THE FIRST QUARTER ENDED 30 SEPTEMBER 2012

### A1. Basis of Preparation

The consolidated financial statements of the Group as at end and for the year ended 30 June 2012 which were prepared in accordance with the applicable disclosure provisions of the requirements of Financial Reporting Standards.

The unaudited interim financial statements should be read in conjunction with the audited financial statements of the Group for the financial year ended 30 June 2012. These explanatory notes attached to the quarterly condensed financial report provide an explanation of 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 30 June 2012.

These are the Group's condensed consolidated interim financial statements for part of the period covered by the Group's first MFRS framework annual financial statements and MFRS 1, First-time Adoption of MFRS has been applied. An explanation of how the transition to MFRSs has effected the reported financial position, financial performance and cash flows of the Group is provided in note B7.

### A2. Changes in Accounting Policies

The accounting policies applied by the Group and the Company in these interim financial statements are the same as those applied by the Group and the Company in the consolidated annual financial statement as at 30 June 2012 and for the year ended 30 June 2011.

### A3. Qualification of Audit Report of the Preceding Annual Financial Statements

The audit report of the Group's annual financial statements for the year ended 30 June 2012 was not subjected to any audit qualification.

### A4. Seasonal or Cyclical Factors

There has been no material seasonal or cyclical factors affecting the results of the quarter under review.

### A5. Nature and amount of unusual items

There were no unusual items in the quarterly financial statements under review.

### A6. Changes in Accounting Estimates

There were no changes in estimates of amounts reported that have a material effect in the current financial quarter.

### A7. Debt and Equity Securities

There were no issuance, cancellations, repurchases, resale nor repayments of debts and equity securities, share buy-backs for the current financial period-to-date.

### A8. Dividends Paid

There were no dividends paid during the current quarter and financial year to date.

### A9. Segmental Reporting

The Group is principally confined to construction of buildings, provision of electrical and mechanical engineering services and maintenance works. Accordingly, information by operating segment on Group's operations as required by MFRS 8 is not presented.

The Group's operations are operated solely in Malaysia. Accordingly, geographical segmental information has not been prepared.

### Major customers

During the quarter, revenue from single customer contributing to more than 10% of the Group revenue amounted to RM24,251,328.

### A10. Valuation of Property, Plant and Equipment

There were no changes in the valuation on property, plant and equipment since the last annual financial statements.

### A11. Material Events Subsequent to the Balance Sheet Date

There is no material events that occurred subsequent to the current quarter.

### A12. Changes in the Composition of the Group

There was no change in the composition of the Group for the current quarter under review.

### A13. Changes in Contingent Liabilities and Contingent Assets

There were no changes in other contingent liabilities or contingent assets since the last annual Statement of Financial Position as at 30 June 2012.

### A14. Capital Expenditure

On 16 August 2012, the Group via its wholly owned subsidiary, PJI Construction Sdn Bhd ("the Purchaser") had entered into a conditional sale and purchase agreement ("SPA") with Noble Star Services Sdn Bhd ("the Vendor") to purchase a piece of land identified as Geran 204616, Lot 78650, Mukim Damansara, Daerah Petaling, Negeri Selangor Darul Ehsan, measuring 5,257 square metres together with all building(s) erected or to be erected on the land including inter-alia a single storey warehouse, a three (3) storey office building, two (2) guard houses, a rubbish disposal site and an electricity substation for a total cash consideration of RM13,200,000.

### A15. Significant Related Party Transactions

There was no related party transaction during the financial quarter under review.

### ADDITIONAL INFORMATION REQUIRED BY THE BURSA MALAYSIA'S LISTING REQUIREMENTS

### **B1.** Review of Performance

The Group registered a revenue of RM25 mil for the current period as compared to corresponding period's revenue of RM13.96 mil, which has significantly increased by 79%, mainly contributed from revenue of new projects secured. Despite the higher revenue, the Group's gross profit margin declined by 6.2%, due to lower profit margin derived from new projects and higher costs incurred on one of its projects near its completion stage.

### **B2.** Comparison with Preceding Quarter

The Group recorded a decrease in revenue by 14.1% to RM25 mil as compared to RM29.1 mil registered in the preceding quarter. The lower revenue recognised for the current quarter under review was due to the effect of new projects which are at the initial stage of construction and other existing projects at its completion stage. Profit after tax of RM0.45 mil for the current quarter increased marginally as compared to the preceding quarter of RM0.24 mil.

### **B3.** Current Year Prospects

The Group performance is expected to further improve via its order books in Mechanical & Electrical contracts and Engineering, Procurement, Construction & Commissioning contract for a 13MW Biomass Renewable Energy/ Biomass Power Plant project.

The Budget 2013 has emphasized on Refinery and Petrochemical Integrated Development ("RAPID") project by Petronas in Pengerang, Johore; Tun Razak Exchange ("TRX") in Kuala Lumpur; and coupled with the MRT projects will augur well for the construction industry.

Based on the current scenarios, the Group is optimistic in achieving a satisfactory performance in the coming quarters.

### B4. Profit Forecast / Profit Guarantee

Not applicable as no profit forecast was announced for the current financial year.

### **B5.** Taxation

. Taxation	Individual (	Quarter	Cumulative Q	Quarter
	Current 30/09/2012 RM'000	Preceding 30/09/2011 RM'000	Current 30/09/2012 RM'000	Preceding 30/09/2011 RM'000
Tax expense for the year	~	-	( <b>=</b> )	
Deferred taxation	i <del>e</del> .	<u></u>	<b>,</b>	-
Over / (Under) provision in prior year				
Income Tax	<-	-	-	<b>≣</b> //
Deferred Tax		=	<b>:</b>	•
	-	-		

### **B6.** Group's Borrowings and Debt Securities

Total Group's borrowings as at 30 September 2012 are as follows:

	Short Term <u>RM'000</u>	Long Term <u>RM'000</u>	Total <u>RM'000</u>
Secured	18,176	573	18,749
Unsecured Total Group's borrowings	18.176	573	18,749
Total Group's borrowings			

### B7. Note of Transition to MFRS

As stated in note A1, these are the Group's first consolidated interim financial statements prepared in accordance with MFRSs.

In preparing its opening MFRS statement of financial position, financial performance and cash flows, there is no significant impact to the Group on the transition from the previous FRSs to new MFRSs.

### **B8. Status of Corporate Proposals**

There are 2 corporate proposals made by the Group as at the date of this announcement, detailed as follows:-

i) Proposed subscription for up to 17,000,000 irredeemable convertible preference shares of RM1.00 ("ICPS") each in Agni Power Sdn Bhd ("APSB") by PJ Indah Sdn Bhd ("PJISB"), a wholly owned subsidiary company of PJI Holdings Berhad for a total consideration of RM17,000,000.00.

PJISB and APSB had on 10 July 2012 entered into a conditional subscription agreement ("Subscription Agreement") to subscribe for up to 17,000,000 ICPS at par for a total consideration of RM17,000,000.00. The proposed subscription arises from an agreed payment structure for an engineering, procurement, construction and commissioning of a 13MW Biomass power generation plant project ("Proposed Project") to be undertaken by the Company.

Pursuant to the Subscription Agreement, APSB, as the Issuer, wishes to create, allot and issue up to 17,000,000 ICPS in APSB and PJISB wishes to subscribe for such ICPS for a total Subscription Price of up to RM17,000,000.00 or at issue price of RM1.00 per ICPS ("Issue Price") in accordance with the terms and conditions of the Subscription Agreement in the following manner:-

- (a) APSB shall issue the ICPS to PJISB in tranches from time to time as and when the progressive payment for the Proposed Project is due and payable by APSB pursuant to the terms and conditions of the Enigneering, Procurement and Construction Contract ("EPC Contract") entered into between PJISB and APSB on 10 July 2012;
- (b) PJISB shall subscribe for the ICPS and the consideration for such subscription shall be set off against and equivalent to 15.45% of such progressive amount due to PJISB from time to time.

The issue price of RM1.00 per ICPS which will result in the total Subscription Price of up to RM17,000,000.00 and the conversion ratio which shall result in the number of converted ordinary shares shall represent 19% of the total issued and paid up capital of APSB at the time of conversion were arrived at after taking into account the future prospect and financials of the Proposed Project.

The Proposed Subscription is subject to and conditional upon the following approvals being obtained :-

- (a) the shareholders of APSB for the issuance of the ICPS;
- (b) the shareholders of PJI for the subscription of the ICPS, at an extraordinary general meeting to be convened; and
- (c) any other relevant authorities, if required.
- ii) Proposed acquisition of a piece of land identified at Geran 204616, Lot 78650, Mukim Damansara, Daerah Petaling, Negeri Selangor Darul Ehsan measuring 5,257 square metres together with all building (s) erected or to be erected on the land including a single storey warehouse, a three storey office building, two guard houses, a rubbish disposal site and an electricity substation by PJI Construction Sdn Bhd (PJICSB"), a wholly owned subsidiary company of PJI Holdings Berhad ("PJI") for a cash consideration of RM13,200,000.00 ("Proposed Acquisition"/"Subject Property").

PJICSB has entered into a conditional sale and purchase agreement ("SPA") with Noble Star Services Sdn Bhd ("Vendor") for the Subject Property on 16 August 2012 and had announced it on the same day. The purchase consideration shall be satisfied via cash to the Vendor. PJI shall settle the cash consideration to the Vendor within three months after satisfaction of the conditions precedent as set out in the SPA or as otherwise agreed between PJICSB and Vendor with an automatic extension of time of two months subject to the payment of interest by PJICSB.

The Proposed Acquisition is subject to and conditional upon approvals being obtained from the following:

- (a) approval of the shareholders of PJI at an extraordinary general meeting to be convened;
- (b) approval/consent from the banks and financial institutions who have extended credit facilities to or in favour of the Subject Property; and
- (c) any other relevant authorities (if applicable).

As at the current date, the draft Circular to Shareholders in relation to the Proposed Subscription has been submitted to Bursa Malaysia Securities Berhad ("Bursa Securities") on 19 October 2012 for approval and notice of Extraordinary General Meeting ("EGM") on the Proposed Subcription will be issued upon clearance by Bursa Securities.

Meanwhile for the Proposed Acquisition, the valuation report on the property has been submitted and obtained the approval from Securities Commission on 24 September 2012. The first Draft Circular to Shareholders in relation to the Proposed Acquisition was submitted to Bursa Securities on 16 October 2012 for perusal and approval.

### B9. Changes in Material Litigation

As at the date of this announcement, the pending material litigations of the Group, since the last annual balance sheet date, consist of the following:-

### n Kejuruteraan Letrik Sunray Sdn Bhd ("KLSSB") vs PJISB

PJISB has on 18 September 2007 received a Shah Alam High Court Writ of Summons No. 22-1395-2007 from Kejuruteraan Letrik Sunray Sdn Bhd ("KLSSB") filed through their solicitors Messrs. Jasbeer, Nur & Lee, in connection with the subcontract works for the "Universiti Teknologi Petronas Development, Package 302 in Bandar Seri Iskandar, Tronoh, Perak Darul Ridzuan Project"; which has been terminated by PJISB due to poor performance of KLSSB. KLSSB's claim in total is RM1,262,103.26 including alleged damages. It was advised by PJISB's solicitor that KLSSB has obtained the Insolvency Department's approval to continue with the suit. The matter is now fixed for the decision of Security For Cost application on 30 October 2012.

### II) P.J. Indah Sdn Bhd ("PJISB") vs Plaza Rakyat Sdn Bhd ("PRSB")

PRSB terminated the main contract due to funding problem. PJISB is disputing the validity of termination as well as counter-claiming for outstanding payment for works performed of approximately RM 3mil. Court allowed stay of proceeding on 23 March 2007 and case to be referred arbitration. PJISB has yet to initiate the arbitral proceeding.

### ADP Teknologi Sdn Bhd ("ADP") and PJISB vs Puncak Niaga (M) Sdn Bhd ("PNMSB")

ADP and PJISB was an unincorporated joint venture ("JV") entity that has been awarded with a contract by PNMSB for project known as "Pembinaan Loji/Kolam Takungan dan Paip Utama Telibong and Telipok, Sabah" in August 2004.

PNMSB has terminated the contract of the JV in 26 December 2007 due to some contractual disputes. ADP and PJISB are now jointly pursuing against PNMSB by way of arbitration for the termination which in the JV's opinion is wrongful.

The JV is claiming a total sum of RM10,080,201.31 for work done and owed by PNMSB in which PJISB's portion is RM4,988,409.00. Arbitration hearing completed on 4 November 2010 and the Arbitrator is deliberating on the Final Award.

# P.J Indah (Sabah) Sdn Bhd (formerly known as Trans Africa Railway Corporation Sdn Bhd ("PJI Sabah") vs Sithru Malaysia Sdn Bhd ("Sithru") and Thiruneelakanda a/l Sellathuray ("Thiru") (2nd Defendant)

By a letter dated 6th August 2003, PJI Sabah has agreed to advance a sum of RM1,005,000.00 to Sithru whom are responsible to secure a project known as "Second Railway Track between Khartoum and Port Sudan". The Managing Director of Sithru, Thiru has given a personal guarantee to PJI Sabah to undertake the repayment up to RM800,000.00 of such advance should Sithru fail to return the advance to PJI Sabah in the event the contract is not secured.

Sithru failed to secure the contract within the stipulated period and settled the advance to PJI Sabah. PJI Sabah served letter of demand to Thiru for RM800,000.00 as a guarantor and Thiru had only managed to pay PJI Sabah a sum of RM180,666.00.

PJI Sabah has filed a Kuala Lumpur High Court Writ of Summons No. D-22-869-2008 on 29 May 2008 for the sum of RM824,334.00 owed by Sithru and RM685,057.73 owed by Thiru as guarantor respectively. Summary judgment granted in favour of PJI Sabah on 31 March 2010.

Due to failure of payment of the Judgment Sum, Sithru was subsequently wound-up based on a Winding-Up petition and proceeded with its bankruptcy proceedings against Thiru and PJI Sabah has reached settlement to withdraw the bankruptcy proceedings against Thiru upon receipt of RM 200,000.00 on 12 January 2012 and subject to a final part payment to be received in July 2012. Since Thiru has defaulted the final part payment in July 2012, PJI Sabah is commencing with bankruptcy proceeding against Thiru.

### B10. Dividends

Iv)

No interim dividend has been recommended for the current quarter under review.

### **B11.** Earning Per Share

### (i) Basic earnings per share

The calculation of basic earnings per share for the financial period is based on the net profit attributable to equity holders of the parent company and divided by the number of ordinary shares outstanding during the financial period.

Profit attributable to equity holders of the parent company (RM'000)	CURRENT YEAR QUARTER ENDED 30/09/2012 449	PRECEDING YEAR CORRESPONDING QUARTER ENDED 30/09/2011	YEAR TO	YEAR CORRESPONDIN G QUARTER ENDED 30/09/2011 184
Number of ordinary shares ('000)	609,070	609,070	609,070	609,070
Basic earnings per share (sen)	0.07	0.03	0.07	0.03

### (ii) Diluted earnings per share

The fully diluted earnings per ordinary share is the same as the basic earnings per share as the effect of anti-dilutive potential ordinary shares is ignored in accordance with MFRS 133 on Earnings Per Share.

### **B12.** Corporate Guarantee

Up to the quarter under review, the Group's total amount of Corporate Guarantees issued in favor to the Principal Financial Institution and Suppliers had decreased by RM 1.41 mil to RM 65.91 mil as compared to RM 67.32 mil in the last preceding quarter.

### B13. Realised and Unrealised Profits/Losses Disclosure

Breakdown of unappropriated profit/(accumulated losses) into realised and unrealised profits or losses.

	AS AT	AS AT
	30/09/2012	30/06/2012
	(Unaudited)	(Audited)
	RM '000	RM '000
Realised	(28,437)	(28,886)
Unrealised		34
Total	(28,437)	(28,886)

BY ORDER OF THE BOARD PJI HOLDINGS BERHAD

MR LIM CHONG LING MANAGING DIRECTOR

Shah Alam, Selangor Darul Ehsan 24 October 2012