

PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 30 SEPTEMBER 2014

PART A: EXPLANATORY NOTES PURSUANT TO FRS 134

1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of FRS134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The preparation of an interim financial report in conformity with FRS 134, Interim Financial Reporting, requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

This interim financial report should be read in conjunction with the audited financial statements for the year ended 30 June 2014. It contains unaudited condensed consolidated financial statements and selected explanatory notes. The notes include 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 year ended 30 June 2014. The condensed consolidated interim financial report and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Financial Reporting Standards (FRSs).

The accounting policies and methods of computation adopted for the interim financial statements are consistent with those adopted in the annual financial statements for the financial year ended 30 June 2014.

The statutory financial statements for the year ended 30 June 2014 are available from the Company's registered office.

2. Auditors' Report on Preceding Annual Financial Statements

The Group's audited financial statements for the financial year ended 30 June 2014 were reported on without any qualification.

3. Segmental Information

No segmental report was prepared as the Group is primarily engaged in manufacturing, extracting and trading of timber and timber related products with its principal place of business in Sabah, Malaysia.

4. Unusual Items due to their Nature, Size or Incidence

There were no unusual items as a result of their nature, size or incidence that had affected assets, liabilities, equity, net income or cash flows during the financial period.

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5. Changes in Estimates

There were no significant changes in estimates that have had a material effect on the current quarter results.

6. Seasonal or Cyclical Factors

The Group's performance was not subject to any material seasonal or cyclical factors except that the timber logs extraction operation could be affected to a certain extent by the prevailing weather conditions.

7. Dividends Paid

There were no dividends paid during the current quarter under review. No dividend has been proposed by the Directors for the quarter under review (corresponding period 30.09.2013: nil)

8. Carrying Amount of Revalued Assets

There were no valuations of property, plant and equipment during the current quarter.

9. Debts and Equity Securities

During the current quarter, there were no treasury shares bought back, cancelled or resold.

Listed below the number of treasury shares as at 30 September 2014:

	Number Of Shares	Cost (RM)
Balance as at 01 July 2014	12,562,832	10,324,612
Increase / (Decrease) in treasury shares	0	0
Total treasury shares as at 30 September 2014	12,562,832	10,324,612

10. Changes in the Composition of the Group

There is no change in the composition of the Group for the current quarter.

11. Contingent Liabilities and Contingent Assets

a) Contingent liabilities

Legal Claim

(I) On 30 December 2010, a wholly owned subsidiary of the Company, Maxland Sdn. Bhd. was served with a Writ of Summons by Timatch Sdn. Bhd. ("Plaintiff") claiming against the subsidiary for trespass and damages to raw water transmission pipeline and valve chamber which was used by the Plaintiff for the supply of raw water to its water treatment plant.

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On 16 February 2011, a judgment in default of appearance was issued by The High Court of Sabah and Sarawak at Sandakan that the subsidiary to pay the plaintiff damages to be assessed. On 7 June 2011, the subsidiary has submitted an appeal to the Court of Appeal of Malaysia for the aforementioned judgment to be set aside with costs. The appeal was dismissed by the Court of Appeal of Malaysia on 19 June 2012. On 16 July 2012, the subsidiary has submitted an application for leave to appeal to the Federal Court. On 30 October 2012, the Federal Court of Malaysia had granted the subsidiary the application for leave to appeal. After the appeal was heard on 25 February 2014 before the Federal Court, the Court had on 24 July 2014, allowed the appeal and set aside the Judgement in Default of Appearance. The Civil Suit commenced by Timatch Sdn Bhd will now proceed before the High Court.

(II) PIB has on 17 December 2013 been served with a Writ of Summons and Statement of Claim dated 12 December 2013 ("the Suit") from the Plaintiff, one Capital Investment Agency, purportedly providing financial advisory and consultancy services and having its business address at Chislehurst Business Centre, 1 Bromley Lane, Chislehurst, Kent BR& 6LH, United Kingdom.

The Plaintiff's alleged claim in the Suit against the Company is for alleged outstanding commission in the sum of USD4,988,338 together with interests and costs purportedly pursuant to a Mandate Agreement dated 12 November 2010 for supposedly arranging a term loan offer of USD167,527,946 for the Company.

The alleged sum claim by the Plaintiff represented 6.8% of the net assets of the PIB Group as at 30 June 2014.

PIB does not anticipate any losses from the Suit as it regards the Mandate Agreement to be uncertain, null and void, and unenforceable. In any event, the term loan offer did not materialized. The Suit is undergoing the normal court processes and has been fixed for hearing on 2 February 2015.

Guarantees

The Company has provided the corporate guarantees to subsidiaries as securities for hire purchase and lease financing facilities amounting to RM30,000,000.00. The balance of these facilities outstanding at 30.09.2014 amounted to RM20,639,000.00

12. Subsequent Events

There were no material events subsequent to the end of the current quarter other than the following:

- (1) Issuance of Redeemable Convertible Notes (RCN) as disclosed in Note 21 (4) (III).
- (2) (I) Its wholly-owned subsidiary, Maxland Dockyard & Engineering Sdn Bhd (Company No. 476243-V) ("MDESB") (Formerly known as Maxland Shipyard Sdn Bhd) has on 15 September 2014 entered into a Joint Venture ("JV") Agreement with Semaring Enterprise Sdn Bhd (Company No. 111345-X) ("SESB") to participate in a joint Venture for the purpose to carry out the works and projects in the nature of

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onshore and offshore mechanical, civil, piping, structural, electrical, instrumentation, scaffolding, supply of equipment and machine, and all other marine related works ("Oil & Gas Works").

(II) A new subsidiary, Semaring MDE JV Sdn Bhd (Company No. 1112960-V) was incorporated on 13 October 2014 as a company limited by shares under the Companies Act, 1965.

The JV Company was incorporated with the authorized share capital of RM400,000 divided into 400,000 shares of RM1 each. Its present issued and paid-up share capital of RM100 comprising of 100 shares of RM1 each.

Upon incorporation, Maxland Dockyard & Engineering Sdn Bhd (Formerly known as Maxland Shipyard Sdn Bhd) (Company No. 476243-V) holds 60% equity interest in the JV Company, while the remaining 40% is held by Semaring Enterprise Sdn Bhd (Company No. 111345-X). The JV Company is presently still dormant.

The JV Company was incorporated as a vehicle company in reference to the Joint Venture Agreement entered on 15 September 2014 between Maxland Dockyard & Engineering Sdn Bhd and Semaring Enterprise Sdn Bhd for the purpose of undertake the works and projects in the nature of onshore and offshore mechanical, civil, piping, structural, electrical, instrumentation, scaffolding, supply of equipment and machine, and all other marine related works.

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

13. Review of Performance

For the current quarter under review, the Group recorded revenue of RM44 million, 2% decrease in revenue when compared with the RM45 million in the corresponding quarter 30.09.2013. The Group also recorded a profit before tax of RM 0.8 million compared to a loss before tax of RM6 million in the corresponding quarter 30.09.2013.

The improvement in this quarter performance as compared to the corresponding quarter 30.06.2013 is due principally to reduction in cost of raw materials which was achieved by increasing the usage of smaller logs.

14. Variation of Result to immediate preceding quarter

For the current quarter under review, the Group posted revenue of RM44 million compared to RM34 million in the preceding quarter. The profit before tax is RM 0.8 million compared to the profit before tax of RM0.5 million in the immediate preceding quarter.

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15. Company's Prospects

The outlook for Malaysian timber industry remains stable with the improving economic outlook in Japan and US. The outlook for timber demand from Japan, a major plywood consumer is promising with growth from various positive factors and stabilising economy.

However, in order to increase the production level, the Group is actively sourcing for more stable supply of raw materials. In addition, the Group is also actively developing the forest re-plantation area in order to secure long term stability of supplies to the downstream timber processing plants.

For the financial year 2015/2016, barring any unforeseen circumstances, the Board of Directors will endeavour to improve the Group's performance and the Group will continue to assess its internal and external risks and implement strategies to control operating costs and explore new markets for its products.

16. Profit Forecast or Profit Guarantee

This is not applicable as no profit forecast and profit guarantee were given.

17. Additional disclosure-(Loss)/Profit before tax

	Current Quarter 30.09.2014 RM'000	Cumulative Quarters Current Year To Date 30.09.2014 RM'000
(Loss)/Profit before tax is Arrived at after charging/(crediting)		
Other income	(936)	(936)
Interest expense	3,470	3,470
Amortization and depreciation	10,108	10,108

18. Income Tax

Taxation comprises the following:-

	Current Quarter 30.09.2014 RM'000	Cumulative Quarters Current Year To Date 30.09.2014 RM'000
Current taxation	-	-
Deferred taxation	68	68
	68	68

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The effective tax rate of the Group is the lower than the statutory tax rate mainly due to losses incurred in certain subsidiaries.

The taxation is computed after taking into consideration the utilisation of unutilised tax losses and unabsorbed capital allowance from subsidiary companies.

19. Profit or Loss on Sales of Unquoted Investments or Properties

There were no sales of investments or properties during the current quarter and financial period to-date.

20. Quoted Securities

(a) Purchases and Disposals of Quoted Securities

There were no purchases and disposals of quoted securities for the current quarter and financial year to-date.

(b) Investments in quoted securities

There was no investment in quoted securities for the current quarter and financial year to-date.

21. Corporate Proposals

(1) The Company had on 1 April 2013 announced the following corporate proposals:

(I) Proposed reduction of the par value of each existing ordinary share of RM0.50 each to RM0.10 each in Priceworth International Berhad (PIB) pursuant to section 64 of the Companies Act 1965

(II) Proposed amendment to the Memorandum of Association of PIB to facilitate the implementation of the proposed par value reduction;

(III) Proposed acquisition of the entire Issued and Paid-up ordinary shares of Beta Bumi Sdn Bhd by PIB; and

(IV) Proposed issuance of unsecured redeemable convertible notes with an aggregate principal amount of up to RM50.0 million.

(2) PIB have obtained the sealed order of the High Court of Malaya dated 7 January 2014 sanctioning the Par Value reduction and this has been lodged with the Companies Commission of Malaysia on 15 January 2014.

(3) All the conditions precedent in relation to the Proposed Acquisition of Beta Bumi Sdn Bhd by PIB as set out in the SSA have been fulfilled, procured and/or obtain, as the case may be, by PIB and the Vendors. As such, the Proposed Acquisition has

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been completed in accordance to the SSA following the listing and quotation of 65,714,285 PIB shares with effect from 24 January 2014.

(4) All the conditions precedent in relation to Proposed issuance of unsecured redeemable convertible notes have been fulfilled. Subsequently the company has issued the following unsecured redeemable convertible notes:

- (I) Tranche 1 amounting to RM10.0 million was issued by 07.04.2014 and all converted to ordinary shares by 09.04.2014.
- (II) Tranche 2 amounting to RM10.0 million was issued by 05.09.2014 and all converted to ordinary shares by 10.09.2014.
- (III) Tranche 3 amounting to RM5.0 million was issued by 07.11.2014 and all converted to ordinary shares by 13.11.2014.

22. Retained Earnings

	As at 30.09.2014 RM'000	As at 30.06.2014 RM'000
Total retained earnings of the Group;		
-Realised	124,335	115,527
-Unrealised	2,197	9,905
	126,532	125,432
Less: Consolidation adjustments	(64,576)	(64,315)
Total Group retained earnings as per Consolidated accounts	61,956	61,117

The disclosure of realized and unrealized profits above is solely for compliance with the directive issued by Bursa Malaysia Securities Berhad.

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23. Borrowings

Long Term borrowings as at 30 September 2014:

	Secured RM'000	Unsecured RM'000	Total RM'000
1) Term Finance	147,569	-	147,569
2) Hire Purchase Creditors	10,146	-	10,146
	<u>157,715</u>	<u>-</u>	<u>157,715</u>

Short Term borrowings as at 30 September 2014:

	Secured RM'000	Unsecured RM'000	Total RM'000
1) Term Finance	458	-	458
2) Hire Purchase Creditors	5,493	-	5,493
	<u>5,951</u>	<u>-</u>	<u>6,951</u>

Total group borrowings as at 30 September 2014:

	Secured RM'000	Unsecured RM'000	Total RM'000
1) Term Finance	148,027	-	148,027
2) Hire Purchase Creditors	15,639	-	15,639
	<u>163,666</u>	<u>-</u>	<u>163,666</u>

All the borrowings of the Group are secured.

The Term Finance of the Company is secured by way of a debenture over all fixed and floating assets of the Group, and of a third party. Included in Term Finance is also a loan secure by a first party deed of assignment assigning to the lender all its harvesting rights of the planted timber in favour of the lender.

24. Off Balance Sheet Financial Instruments

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

25. Material Litigation

Except as disclosed under note on contingent liabilities, the Company has not engaged in any material litigation, claims or arbitration either as plaintiff or defendant for the current quarter.

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26. Dividend Declared

There was no dividend declared for the financial quarter under review.

27. Earnings / (Loss) Per Share

(a) Basic

Basic earnings per share amounts are calculated by dividing the net profit/(loss) for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the period, excluding treasury shares held by the Company.

	Individual Quarter 3 months ended		Cumulative Quarters 3 months ended	
	30.09.2014	30.09.2013	30.09.2014	30.09.2013
Basic earnings per share	<hr/>			
Net profit / (loss) (RM'000)	839	(5,867)	839	(5,867)
Weighted average number of ordinary shares in issue ('000)	359,264	173,712	359,264	173,712
Basic earnings/(loss) per share (sen)	0.23	(3.38)	0.23	(3.38)

(b) Diluted

The effect on the basic earnings per share for the current financial period arising from the assumed conversion of the warrants is anti-dilutive. Accordingly, the diluted earnings per share for the current period is presented as equaled to the basic earnings per share.