

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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### **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 2016. 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 2016. 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 2016.

The statutory financial statements for the year ended 30 June 2016 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 2016 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.

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

---

### 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 31.12.2015: 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

#### a) Treasury Shares

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

Listed below the number of treasury shares as at 31 December 2016:

	Number Of Shares	Cost (RM)
Balance as at 01 July 2016	12,562,832	10,324,612
Increase / (Decrease) in treasury shares	0	0
Total treasury shares as at 31 December 2016	12,562,832	10,324,612

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

There was no changes in the composition of the Group during the quarter.

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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### 11. Contingent Liabilities and Contingent Assets

#### Guarantees

The Company has provided 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 31.12.2016 amounted to RM13,134,609.00.

### 12. Subsequent Events

There were no material events subsequent to the end of the current quarter except as stated in the Note 21 (e) and (f) on the corporate proposals.

## **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 RM38 million, 17% decrease in revenue when compared with the RM46 million in the corresponding quarter 31.12.2015. The Group also recorded a profit before tax of RM1.1 million compared to a profit before tax of RM0.4 million in the corresponding quarter 31.12.2015.

The decrease in sales revenue is due to decrease in production volume. However the Group manage to achieved a profit before tax of RM1.1 million due to favourable exchange rate.

### 14. Variation of Result to immediate preceding quarter

For the current quarter under review, the Group posted revenue of RM38 million compared to RM29 million in the immediate preceding quarter. The profit before tax is RM 1.1 million compared to a profit before tax of RM0.4 million in the immediate preceding quarter.

The increase in sales revenue is due to higher in production volume compared to preceding quarter. The Group manage to achieved a profit before tax of 1.1 million due to favourable exchange rate and higher sales volume.

### 15. Company's Prospects

The outlook for Malaysian timber industry remains stable with stable selling price in Japan and China as well as other Asian countries. The outlook for timber demand from Japan and China, who are major purchasers of plywood and round logs respectively is promising with growth from various positive factors and a stabilizing economy.

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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In year 2016, the Group faced shortage of raw materials and has actively sourcing for more stable supply of raw materials. As stated in Note 21, the Group has made some progress on this matter.

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.

Despite the trying times in the timber industry, there are still great opportunities for the Group given the knowledge, capacity and competency it has acquired and built up over the years.

The Group is leveraging on its recently-developed skill in operating two sustainable forest units of 8,000 hectares and 20,000 hectares respectively, and it intends to further expand into sustainable forest units to ensure the adequacy of logs supply for downstream processing.

Realising these opportunities and having assessed the inherent strengths of the PIB Group, the Board of Directors of PIB has been considering expansion plans so as to achieve production cost efficiency.

For the financial year 2016/2017, barring any unforeseen circumstances, the Board of Directors expect to improve the Group's performance and the Group will continue to assess its internal and external risks and implement strategies to secure long term stability in raw material supply, 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 Profit before tax

	<b>Current Quarter 31.12.2016 RM'000</b>	<b>Cumulative Quarters Current Year To Date 31.12.2016 RM'000</b>
Profit before tax is		
Arrived at after charging/(crediting)		
Other income	(685)	(1,967)
Interest expense	4,441	8,083
Amortization and depreciation	7,664	16,100

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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### 18. Income Tax

Taxation comprises the following:-

	<b>Current Quarter 31.12.2016 RM'000</b>	<b>Cumulative Quarters Current Year To Date 31.12.2016 RM'000</b>
Current taxation	-	-
Deferred taxation	(126)	(228)
	<u>(126)</u>	<u>(228)</u>

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 year 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 period 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

(a) The company has on 8 October 2016 and 19 October 2016 approved and announced the corporate proposals as follows:-

(i) GSR Pte. Ltd., the wholly own subsidiary of the Company, entered into a Sale and Purchase Agreement ("SPA") with Transkripsi Pintar Sdn. Bhd. (Transkripsi), for the acquisition of the entire issued and paid up share capital of Rumpunan Capaian Sdn. Bhd. (Rumpun) for a purchase consideration of RM260,000,000 upon such terms and conditions as stipulated in the SPA;

(ii) Rumpun is the holding company of Anika Desiran Sdn Bhd which has been

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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awarded a 100-year concession on 10 September 1997 to carry out harvesting, forest management and rehabilitation, and industrial tree planting under the principles of sustainable forest management and environmental conservation for

economic, environmental and social purposes within the forest reserve area comprising 101,161 hectares in Trus Madi, Sabah known as Forest Management Unit 5 ("FMU");

- (iii) Concurrently with the execution of SPA, Sinora Sdn. Bhd. (Sinora), the wholly owned subsidiary of the Company, would also enter into a Log Extraction and Timber Sale Agreement with Anika Desiran Sdn. Bhd. (Anika), 99.99% owned subsidiary of Rumpun, to allow Sinora (by way of an irrevocable power of attorney in favour of Sinora) to extract all commercial logs within the forest reserve area;
  - (iv) A proposed private placement of up to 64,203,342 new PIB shares representing 10% of the existing issued and paid up share capital of the Company to third party investors at an issue price to be determined;
  - (v) A proposed special issue of up to 141,247,353 new PIB shares to independent third party investor(s);
  - (vi) A proposed renounceable two-call right issue of up to 1,694,968,244 new PIB Shares (2 Rights Shares for every 1 existing PIB shares held) together with a bonus issue of up to 847,484,122 new PIB bonus shares (1 Bonus Share for every Rights Shares);
  - (vii) The proposed increase in authorized share capital of the Company from RM200,000,000 comprising of 2,000,000,000 shares to RM350,000,000 comprising of 3,500,000,000 shares;
  - (viii) The proposed amendment to the Memorandum of Association of the Company;
  - (ix) The proposed acquisition of Sinora by GSR at net book value ("Proposed Acquisition of Sinora"); and
  - (x) The proposed listing GSR on the Singapore Exchange Securities Trading Limited (SGX) upon completion of the Proposed Listing.
- (b) On 25 October 2016 the company received the approval from Bursa Securities for the listing and quotation of up to 64,203,342 new ordinary shares of RM0.10 each to be issued pursuant to the Proposed Private Placement.
- (c) On 1 December 2016 the company has fully settled the earnest deposit amounting to RM10,000,000 pursuant to the SPA entered into on 19 December 2016 as stated in Note 21 (a) (i) above.

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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- (d) The first (1<sup>st</sup>) Tranche of the Proposed Private Placement for 44,000,000 new PIB shares have been completed following the listing of shares on the Main Market of Bursa Malaysia Securities on 29 December 2016 as stated in Note 21 (a) (iv) above.
- (e) The Company and the Vendor ("Parties") have entered into a supplement letter dated 18 January 2017. On 18 January 2017, the company and vendor ("Parties") in respect of the SPA dated 19 December 2016 ("Supplement Letter") to mutually agree to extend the condition precedent Fulfilment Period as outlined in the SPA until 31 March 2017.
- The extension was agreed upon between the Parties to allow the fulfilment of the conditions as stated in the SPA.
- Save for the extension of the CP Fulfilment Period above, all other terms and conditions of the SPA remain unchanged as stated in Note 21 (a) (i) above.
- (f) On 23 January 2017, the second (2<sup>nd</sup>) and final Tranche of the Private Placement has been completed following the listing of and quotation for the 20,203,342 Placement Shares in the Main Market of Bursa Malaysia Securities Berhad today stated in Note 21 (a) (iv) above.

## 22. Retained Earnings

	As at 31.12.2016 RM'000	As at 30.06.2016 RM'000
Total retained earnings of the Group;		
-Realised	97,428	89,438
-Unrealised	4,255	9,617
	101,683	99,055
Less: Consolidation adjustments	(31,345)	(30,036)
Total Group retained earnings as per Consolidated accounts	70,338	69,019

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

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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### 23. Borrowings

Long Term borrowings as at 31 December 2016:

	Secured RM'000	Unsecured RM'000	Total RM'000
1) Term Finance	-	-	-
2) Hire Purchase Creditors	8,303	-	8,303
3) Tree Plantation Soft Loan	13,115	-	13,115
	<u>21,418</u>	<u>-</u>	<u>21,418</u>

Short Term borrowings as at 31 December 2016:

	Secured RM'000	Unsecured RM'000	Total RM'000
1) Term Finance	135,092	-	135,092
2) Hire Purchase Creditors	4,831	-	4,831
3) Tree Plantation Soft Loan	-	-	-
	<u>139,923</u>	<u>-</u>	<u>139,923</u>

Total group borrowings as at 31 December 2016:

	Secured RM'000	Unsecured RM'000	Total RM'000
1) Term Finance	135,092	-	135,092
2) Hire Purchase Creditors	13,134	-	13,134
3) Tree Plantation Soft Loan	13,115	-	13,115
	<u>161,341</u>	<u>-</u>	<u>161,341</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 Tree Plantation Soft Loan 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.

On 22 August 2016, the Company received an offer by United Overseas Bank (Malaysia) Berhad (UOB) for revolving credit amounting to RM80,000,000 for the purpose of part finance the repayment of existing loan with Bank Kerjasama Rakyat Malaysia Berhad (Bank Rakyat) to facilitate the merger of all its assets pursuant to the proposed listing of its wholly owned subsidiary on the Singapore Stock Exchange as mentioned in the Note above. The securities of the said facility are as follows:



# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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- (i) A third party first legal charge over the assets of the subsidiary of the Company for RM80,000,000 is to be created over leasehold lands held under Title Nos. CL075365794, CL075203726, CL075365785, CL075170277, CL075364948, CL075170286, CL075170268 and CL075170062 at Mile 3.4, Jalan Ulu Sibuga, Kuala Seguntor, Sandakan, Sabah (Property 1);
- (ii) A third party first legal charge over the assets of the subsidiary of the Company for RM80,000,000 is to be created over vacant lands held under Title Nos. CL075376153 and CL075472338, at Mile 6.5, Batu Sapi, Sandakan, Sabah (Property 2); and
- (iii) An assignment of the leasing proceeds from banking facilities granted by another financial institution(s) upon completion of the financing for which a Deed of Assignment of Leasing Proceeds and Power of Attorney are to be executed. All leasing proceeds are to be credited to such account prescribed by UOB from time to time.

Prior to the disbursement of the revolving credit, the Company has to fulfill the following conditional precedents:

- (i) Completion of all legal/ security documentation and UOB's receipt from the Company of an irrevocable undertaking to proceed with and complete the rights issue which will raise a sum of not less than RM80,000,000 (excluding working capital and listing expenses) for settlement of loans;
- (ii) An Irrevocable Letter of Instruction (ILI) from the Company to UOB immediately, upon the receipt of the Rights Proceeds in the Rights Proceeds Account, to utilise an amount of not less than RM80,000,000 to set off the outstanding payable to UOB under the revolving credit facility;
- (iii) An ILI from the Company to the appointed Share Registrars having charge of the Rights Issue Proceeds to open and maintain with UOB an account (Rights Proceeds Account) for which the entire Rights Proceeds are to be deposited;
- (iv) An ILI from the Company and the Director of the Company, namely, Lim Nyuk Foh, being the major shareholder of the Company (Relevant Shareholder) to UOB to utilise the funds channelled into the following escrow accounts maintained with UOB for which the following sums are to be deposited for the following purposes:
  - escrow account by the Relevant Shareholder – a sum equivalent to the aggregate subscription price for 34% of the Rights Issue to be deposited by the Relevant Shareholder for his subscription of up to 34% of Rights Issue to be raised. The subscription is to be remitted to the Rights Proceeds Account; and
  - escrow account by the Company – a sum of not less than RM20,000,000 to be deposited by the Company for payment to Bank Rakyat being partial payment of the redemption sum of approximately RM100,000,000 to redeem Property 1 and Property 2 which are currently charged to Bank Rakyat.

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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- (v) An Irrevocable Letter of Undertaking from the substantial shareholders of the Company to subscribe in full for their respective entitlements under the Rights Issue (not less than 34%) whilst the open portion of the rights shares (amounting to 66%) will be fully underwritten by RHB Investment Bank Berhad. Such substantial shareholders and RHB Investment Bank shall irrevocably undertake to remit the subscription monies under the Rights Issue to the Rights Proceeds Account;

Prior to the disbursement of the revolving credit, the Company has to fulfill the following conditional precedents:

- (vi) An underwriting arrangement (upon terms acceptable to UOB) with financial institution(s) acceptable to UOB pertaining to the open portion of the Rights Share shall have been put in place;
- (vii) Approval from the shareholders of the Company, governmental, regulatory and other 3<sup>rd</sup> parties (if any) have been obtained in relation to the Rights Issue exercise and the Rights Proceeds Account have been opened with UOB.
- (viii) The confirmation satisfactory from the Company to UOB that the following have been fully placed out and/or subscribed:
- the Private Placement of 64,204,340 new shares of the Company (Placement Shares) to be issued is equivalent to 10% of the current share capital of the Company;
  - the Special Issue of 141,247,353 new shares of the Company (Special Issue Shares) to be issued equivalent to 20% of the enlarged share capital of the Company.
- (ix) A professional valuation of Property 1 and Property 2 is to be carried out by panel valuer of UOB and the terms and conditions stated in the valuation report are acceptable to UOB. If the total current market value of Property 1 and Property 2 be less than RM76,000,000, the banking facility may be revised and the limit thereof be reduced at the sole discretion of UOB;
- (x) Receipt of the redemption statement and undertaking from Bank Rakyat (upon terms acceptable to UOB) and if the redemption sum stated is more than the revolving credit facility, evidence acceptable to UOB that the shortfall have been paid to Bank Rakyat or be deposited by the Company with UOB in the escrow account in paragraph (iv) above for payment to Bank Rakyat; and
- (xi) Receipt of the letter of subordination executed by the Directors and shareholders of the Company which UOB may be specified (Person(s)) in respect of subordination of all the loans and advances granted by the Person(s) to the Company to the loans and advances granted by UOB, together with resolution passed.

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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Nevertheless, the Company should also comply with the terms and conditions governing drawdown of revolving credit facility, as follows:

- (i) Compliance with conditional precedents above;
- (ii) All security/legal documentation have been duly executed;
- (iii) Accuracy as to all representations and warranties in all material respects;
- (iv) Certified true copies of all relevant constitutive documents and corporate entities required to provide any security for the revolving credit facility (Security Parties), where applicable;
- (v) Certified true copies of the resolutions of the Board of Directors of the Company and the Security Parties, where applicable;
- (vi) The payment in full of all fees, expenses and other amounts payable including all fees and expenses incurred/ to be incurred by UOB;
- (vii) No event of default and potential event of default; and
- (viii) Other conditions or documentation as may reasonably be required by UOB.

### **24. Off Balance Sheet Financial Instruments**

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

### **25. Material Litigation**

There was no material litigation for the financial period under review.

### **26. Dividend Declared**

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

### **27. Earnings Per Share**

#### **(a) Basic**

Basic earnings per share amounts are calculated by dividing the 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 period, excluding treasury shares held by the Company.

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 31 DECEMBER 2016

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Individual Quarter 3 months ended		Cumulative Quarters 6 months ended	
31.12.2016	31.12.2015	31.12.2016	31.12.2015

### Basic earnings per share

Net profit / (loss) (RM'000)  
Weighted average number  
of ordinary shares in issue  
('000)  
Basic earnings per share  
(sen)  
Diluted earnings per share  
(sen)

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	31.12.2016	31.12.2015	31.12.2016	31.12.2015
Net profit / (loss) (RM'000)	992	372	1,319	1,167
Weighted average number of ordinary shares in issue ('000)	669,263	544,858	661,930	517,358
Basic earnings per share (sen)	0.15	0.07	0.20	0.23
Diluted earnings per share (sen)	N/A	N/A	N/A	N/A