

# PRICEWORTH INTERNATIONAL BERHAD

(Company No: 399292-V)

## INTERIM FINANCIAL REPORT ON CONSOLIDATED RESULTS FOR THE PERIOD ENDED 30 SEPTEMBER 2018

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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 2018. 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 2018. The condensed consolidated interim financial report and notes there on do not include all of the information required for a full set of financial statements prepared in accordance with Financial Reporting Standards (FRSs).

This financial statements of the Group and of the Company for the financial year ended 30 June 2018 are the first set of financial statements prepared in accordance with MFRS, including MFRS 1 *First-time Adoption of Malaysian Financial Reporting Standards* and MFRS 141 *Agriculture*. The Group and the Company were required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. Adjustments required on transition, if any, has been made retrospective against opening retained earnings in accordance with MFRS 1 "First-time adoption of MFRS". Based on the assessment performed, transitional adjustments required in accordance with MFRS 1 upon transitioning to the MFRS Framework will not have any material impact on the Group's financial position, financial performance and cash flows. Subject to certain transition elections, the Group and the Company have consistently applied the same accounting policies in their opening MFRS Statements of Financial Position as at 1 July 2016, being the transition date, and throughout all years presented, as if these policies always been in effect.

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 2018.

#### **Standard issued but not yet effective**

The Group and the Company have not adopted the following standards and interpretations that have been issued but not yet effective:

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Effective for annual periods commencing on or after 1 January 2018

- MFRS 9 *Financial Instruments*
- MFRS 15 Revenue from Contracts with Customers

Effective for annual periods commencing on or after 1 January 2019

- MFRS 16 *Leases*
- Amendments to MFRS 112 (Annual Improvements to MFRSs Standard 2015-2017 Cycle)
- Amendments to MFRS 123 (Annual Improvements to MFRSs Standard 2015-2017 Cycle)

The statutory financial statements for the year ended 30 June 2018 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 2018 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 flow during the financial period except as stated below:

#### Temporary cessation of logging operation

During to the reporting quarter, the Group's operations were affected by temporary interruptions to facilitate the widely reported verifications conducted by authorities, which was led by the Special Task Force set up by the Sabah Chief Minister Department on the major timber companies in Sabah.

Despite of the adverse effects from such temporary interruptions, the Group has complied with the authorities' requests as the operations are in accordance to the laws and practices

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under the Sabah Forest Enactment, 1968 and the approved Forest Management Plan No 3 for FMU 5

which was recently approved by Sabah Forestry Department (“SFD”) with the input and participation of three (3) non-governmental organizations (“NGO”) which subsequently formed the NGO council. The Group is confident that the compliant position would be reflected accordingly in the authorities’ findings and reports.

The authorities have completed their verifications by early September 2018 and the Group were given to understand that the authorities are in the process of finalizing their reports for submission to the Special Task Force. The Group is optimistic that the reports will clear our operations of any non-compliance with the laws, policies and practices imposed by the SFD.

In the early of October 2018, officers from SFD have inspected the site of FMU 5. Subsequently on 22 October 2018, the Group has received letter from SFD on the release of five hundred and forty nine (549) logs with the compound imposed amounting to RM15,000, due to offences with regards to cuttery size limits, which to be paid before 5 November 2018.

### 5. Changes in Estimates

There were no significant changes in estimates that have had a material effect on the current quarter’s 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 30.09.2017: Nil).

### 8. Carrying Amount of Revalued Assets

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

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### 9. Debts and Equity Securities

During the current quarter, the company did not issue any debts and equity securities except for the rights and bonus issue as stated below:

Date	Descriptions	Number of Shares	Amount (RM)
20.08.18	Rights Issue	2,047,461,262	102,373,063
	Bonus Issue	1,023,730,631	51,186,532
	<b>Total</b>	<b>3,071,191,893</b>	<b>153,559,595</b>

Note : The bonus issue is credited by capitalisation of other reserve.

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

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

### 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 30.09.2018 amounted to RM3,408,101.00.

### 12. Subsequent Events

There were no material subsequent events occurring after the reporting quarter.

## **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 RM11 million, 73% decrease in revenue when compared with the RM41 million in the corresponding quarter 30.06.2017. The Group also recorded a loss before tax of RM19 million compared to a profit before tax of RM1 million in the corresponding quarter 30.06.2017.

The decrease in sales revenue and loss is due to the temporary cessation of logging operations to facilitate the widely reported verification by authorities.

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

For the current quarter under review, the Group posted revenue of RM11 million compared to RM42 million in the immediate preceding quarter. The loss before tax was RM19 million compared to a profit before tax of RM23 million in the immediate preceding quarter.

### 15. **Company's Prospects**

The authorities have verified the Group's operations in early September 2018. As such, although there is no logs production in the last two months, the Group believes it will be most beneficial to the Group in the long run as the verification will provide the assurance that our harvesting operations are in full compliance with the laws, policies and practices of the Sabah Forestry Department ("SFD"). In addition, all royalties due have been duly paid to the relevant authorities. We are pleased to advise that the findings by the authorities thus far confirmed that we were not involved in any illegal logging activities.

Following the release of 549 pieces of logs by the authorities to the Group last month, the said logs have since been scaled and are now ready for processing by both our plywood and sawn timber mills. In further headway with the authorities, a total of 157 units of logging trucks and equipment have been returned to the Group as investigations revealed that they were not involved in any breaches.

With the logs, trucks and equipment returned, we are optimistic that this is the prelude to the resumption of our log harvesting operations. With the resumption of the mills operations and the log harvesting operations, the Group will return to profitability.

Barring any unforeseen circumstances, the Board of Directors expect the Group's performance to further improve for the financial year ending 2019.

### 16. **Profit Forecast or Profit Guarantee**

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

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### 17. Additional disclosure Profit before tax

	<b>Current Quarter Year To Date 30.09.2018 RM'000</b>	<b>Cumulative Quarters Current Year To Date 30.09.2018 RM'000</b>
Profit before tax is		
Arrived at after charging/(crediting)		
Other income	(1,043)	(1,043)
Interest expense	1,940	1,940
Amortization and depreciation	6,446	6,446

### 18. Income Tax

Taxation comprises the following:-

	<b>Current Quarter Year To Date 30.09.2018 RM'000</b>	<b>Cumulative Quarters Current Year To Date 30.09.2018 RM'000</b>
Current taxation	-	-
Deferred taxation	(1,136)	(1,136)
	(1,136)	(1,136)

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 year to-date.

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### **(b) Investments in quoted securities**

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

### **21. Corporate Proposals**

#### **21.1 Multiple Proposals**

##### **(a) Proposed Acquisition**

##### **(b) Proposed Rights Issue**

##### **(c) Proposed Acquisition of Sinora Sdn Bhd and**

##### **(d) Proposed Listing**

- (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 owned 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 Rumpun 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 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 purpose 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 to extract all commercial logs within FMU 5;
  - (iv) A proposed renounceable two-call rights issue of up to 1,694,968,244 new PWI Shares (2 Rights Shares for every 1 existing PWI shares held) together with a bonus issue of up to 847,484,122 new PWI bonus shares (1 Bonus Share for every Rights Shares);
  - (v) The proposed acquisition of Sinora by GSR at net book value (“Proposed Acquisition of Sinora”); and
  - (vi) The proposed listing of GSR on the Singapore Exchange Securities Trading Limited (SGX) upon completion of the Proposed Listing.

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- (b) On 3 May 2018, the company announced that Bursa Securities had, vide its letter dated 2 May 2018, resolved to approve the following:
- (i) Listing of up to 2,047,461,262 Rights Shares to be issued pursuant to the Proposed Rights Issue; and
  - (ii) Listing of up to 1,023,730,631 Bonus Shares to be issued pursuant to the Proposed Rights Issue.
- (c) On 20 August 2018, the 2,047,461,262 Rights Shares together with 1,023,730,631 Bonus Share were listed and quoted on the Main Market of Bursa Securities, marking the completion of the Right Issue.

### 22. Retained Earnings

	<b>As at 30.09.2018 RM'000</b>	<b>As at 30.06.2018 RM'000</b>
Total retained earnings of the Group;		
- Realised	127,009	134,622
- Unrealised	(10,268)	(29,788)
	116,741	104,834
Less : Consolidation adjustments	(56,008)	(26,165)
<b>Total Group retained earnings as per Consolidated accounts</b>	<b>60,733</b>	<b>78,669</b>

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

### 23. Borrowings

Long Term borrowings as at 30 September 2018:

	<b>Secured RM'000</b>	<b>Unsecured RM'000</b>	<b>Total RM'000</b>
1) Term Finance	15,090	-	15,090
2) Hire Purchase Creditors	1,570	-	1,570
<b>Total</b>	<b>16,660</b>	<b>-</b>	<b>16,660</b>



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Short Term borrowings as at 30 September 2018:

	<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
1) Term Finance	20,541	-	20,541
2) Hire Purchase Creditors	1,837	-	1,837
<b>Total</b>	<b>22,378</b>	<b>-</b>	<b>22,378</b>

Total group borrowings as at 30 September 2018:

	<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
1) Term Finance	34,631	-	34,631
2) Hire Purchase Creditors	3,407	-	3,407
<b>Total</b>	<b>38,038</b>	<b>-</b>	<b>38,038</b>

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 soft loan under

Maxland Sdn Bhd secured 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

The Group wholly owned subsidiary, Maxland Sdn Bhd had filed a Writ of Summons for a declaration that the Road Maintenance Agreement for a period of two years commencing from 1<sup>st</sup> July 2017 until 30<sup>th</sup> June 2019 in respect of a road measuring approximately 135 KM from Pangkalan Sapi to the boundary of Block YS1/04 at the Pinangah Forest Reserve within the Concession Area is valid and binding between the parties until its expiry and also for damages general, exemplary and/or punitive to be assessed together with interest at 5% per annum from the 18<sup>th</sup> day of July 2018 under Section 11 of the Civil Law Act 1956 until judgment and from the date of judgment until full payment and costs on a full indemnity basis against the two Defendants namely Rakyat Berjaya Sdn Bhd (Co. No: 009867-W) and Danamewa Sdn Bhd (Co. No:740072-W).

Maxland Sdn Bhd has obtained an Injunction against the Defendants in relation to the foresaid Writ of Summons. The Defendants have filed their applications to set aside the said Injunction and their applications were subsequently dismissed by the Court on 12<sup>th</sup> October 2018.

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The Directors are in the view that the court case will be closed as Rakyat Berjaya has retracted the letter to Maxland on the termination of road maintenance agreement.

### 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.

	RM'000	RM'000	RM'000	RM'000
<b>Basic earnings per share</b>				
Net Profit / (Loss) (RM'000)	(17,935)	1,128	(17,935)	1,128
Weighted average number of ordinary shares in issue ('000)	3,071,192	934,439	3,071,192	934,439
Basic earning / (Loss) per share (sen)	(0.58)	0.12	(0.58)	0.12
Diluted earning per share (sen)	N/A	N/A	N/A	N/A