**NOTES TO THE INTERIM FINANCIAL REPORT**

**A1. Basis of Preparation**

These condensed consolidated interim financial statements have been prepared in accordance with the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad and MFRS 134, Interim Financial Reporting in Malaysia and with IAS 34, Interim Financial Reporting. They do not include all information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 30 September 2014.

This interim financial report should be read in conjunction with the annual audited Financial Statements of the Group for the financial year ended 30 September 2014.

The explanatory notes attached to the interim financial report provide an explanation of the 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 September 2014.

**A2. Declaration of Audit Qualification**

The auditors had qualified the financial report as at 30 September 2014.

**A3. Seasonal or Cyclical Factors**

The performance and the business operations within the Group were not significantly affected by any material seasonal or cyclical factors for the financial period ended 30 September 2015.

A4. Nature and Amount of Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows that are unusual because of their Nature, Size or Incidence

There was no unusual item affecting the Group for the financial period ended 30 September 2015 except item A6 below.

**A5. Nature and Amount of Changes in estimates reported in prior Interim Periods of the current Financial Year or prior Financial Year which may have a material effect in the current Interim Period**

There were no material changes in the estimates for the financial period ended 30 September 2015.

**A6. Issuance, Cancellation, Repurchases, Resale and Repayments of Debt and Equity Securities**

On 7 October 2014, Stone Master Corporation Berhad (“the Company”) had obtained the approval from the High Court confirming that capital reduction of the paid–up share capital with cancellation of RM0.25 of the par value of each ordinary share of RM0.50 each. As a result, the issued and paid-up share capital of the Group before the completion of Rights Issue amount to RM11.55 million comprising 46,200,000 ordinary shares of RM0.25 each share.

On 29 June 2015, the Company had successfully achieved subscription of new ordinary share of 43,705,177 at the rate of RM0.30 each (inclusive of share premium of RM0.05 per share) through the Rights Issue exercise. The total new issued and paid up share capital of the Company as at 29 June 2015 amount to RM 22,476,294.25 comprising total ordinary share 89,905,177 of RM0.25 each share. On the same date, the Company has also admitted the listing of and quotation for the 21,852,588 warrants on the Main Market of Bursa Securities.

**A7. Dividend Paid**

No interim dividend was paid by the Company for the financial period ended 30 September 2015.

**A8.** **Segmental Reporting**

No geographical segmental analysis is presented as the Group operates principally within one industry wholly in Malaysia.

**A9. Valuation of Property, Plant and Equipment**

The valuation of property and assets of the Group have been recorded at valuation basis in accordance with the valuation report conducted recently as to this financial period ended 30 September 2015.

**A10. Subsequent Material Events**

The Company had, in its ordinary course of business, entered into a Heads of Agreement (HOA) as per recent Bursa’s announcements with 11 vendors in China as at 30 September 2015. The Company shall continue to move forward in its ordinary course of business to the completion of the definitive agreement with the remaining vendors in the near future. As such, there is no impact to the current financial period ended 30 September 2015.

There was no other material events subsequent to the financial period ended 30 September 2015 that have not been reflected in the financial statements for the current period.

**A11. Changes in composition of the Group**

There has been no change in the composition of the Group for the current financial period ended 30September 2015.

**A12. Contingent Liabilities/Contingent Assets**

There have been no changes and no material contingent liabilities/assets incurred by the Group as at the financial period ended 30 September 2015.

**ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA SECURITIES BERHAD’S LISTING REQUIREMENTS**

**B1. Review of Performance**

The Group achieved a lower turnover of RM17.4 million and RM76.4 million respectively for the current quarter and cumulative of twelve (12) months financial period ended 30 September 2015. This result had reflected a decrease in sales performance by RM2.2 million or 11.2% and RM 4.5 million or 5.6% for the current and cumulative quarters as compared to RM19.6 million and RM80.9 million respectively in same period of the preceding year.

The lower turnover was primarily due to the present sluggish economic activity and higher cost of materials resulted by the recent depreciated Malaysia Ringgit causing unexpected higher cost that affecting our clients to complete their projects within time frame. The deferment of projects in Johor Bahru and Klang Valley region was another reason which accounted for the lower sales turnover.

B2. Results Comparison with immediate preceding quarter

In the current quarter under review, the Group registered a consolidated loss before tax of RM2.0 million as compared to the loss before tax of RM 1.8 million in the same quarter of the preceding year. The cumulative losses of twelve (12) months amount of RM 7.7 million as compared to the losses of RM2.5 million of the same period of last year. The losses were primarily due to decrease in cumulative sales turnover by RM4.6 million for the whole year ended 30 September 2015, lower profit margin due to higher prices of raw materials resulted by weaken Malaysia Ringgit , and an additional specific provision of doubtful debt of RM 0.1million for those trade receivables due more than 12 months period. The total cumulative specific provision for doubtful debts including the general provision of RM0.5 million (provided in last financial period) are now amounting to RM3.0 million which was included for the long outstanding trade receivable of RM2.9 million of a fully owned subsidiary company. The increase in administrative expenses of RM1.7 million covering higher operating cost in the daily expenses, the increase in travelling and events expenses in relation to the signing of HOAs in China, finance cost for the entire 12 months amounting to RM2.1 million for the increased utilization of trade facility (which was maintained by another fully owned subsidiary company) and interest charged on long outstanding Islamic Term Loan and Conventional Term Loan with Maybank Islamic Berhad and Malayan Banking Berhad. The Company has successfully settled the long outstanding Islamic Term Loan of RM8.2 million with Maybank Islamic Berhad in July 2015.

In response thereto, the Company had taken measures to mitigate the losses by reviewing the operation efficiency at the subsidiaries level and by effecting full settlement of the long outstanding Maybank Islamic Bank and regularize the instalment of Conventional Term Loan with Malayan Banking Berhad with the objective to lower finance cost. The Company has set down new business direction toward to the Heads of Agreement of Exclusive Agencies with 11 vendors that supplying building materials from China. This is to ensure that purchases shall be transacted in RMB instead of US dollars in order to reduce cost and to secure consistent supply of goods with assured quality and to gain speedy and more extensive access to Malaysian as well as Singaporean markets. To this end, the Company had subsequent to the financial period under review and in its ordinary course of business, entered into 11 Heads of Agreement (HOA) as per recent Bursa’s announcements.

B3. Current Year Prospects

The overall outlook for the Group’s performance for this quarter of this financial year remains slow but will be very challenging due to the continuing lackluster and uncertainties in the current economic climate with weaken Malaysia Ringgit and lower commodities prices. However, the Management is braced to face the challenging market conditions with their best effort in the future and continues with the turn-around plans. The Company shall excel further upon implementation of the Heads of Agreement, the corresponding Definitive Agreements and Framework Agreement in the coming quarters.

**B4. Variance of actual profit from forecast profit**

No profit guarantee and profit forecast is required.

**B5. Taxation**

|  |  |  |
| --- | --- | --- |
|  | Current Quarter Ended  30 September 2015  RM’000 | Twelve (12) Months  Cumulative to  30 September 2015  RM’000 |
| Current tax expenses | 143 | 759 |
| Deferred tax expenses | - | - |
|  |  |  |
|  | 143 | 759 |

**B6. Profit or Loss from Sales of Unquoted Investments or Properties**

There were no sales of unquoted investment or properties for the Group.

**B7. Purchase or disposal of quoted securities**

There was no purchase or disposal of quoted securities for the current financial period ended 30 September 2015 under review.

**B8. Corporate Proposal and Utilization of Proceeds**

On 29 June 2015, the Company had completed the Corporate Proposal dated on 28 April 2014 in relation to the following Corporate Proposals:-

1. Proposed Share Capital Reduction
2. Proposed Rights Issue
3. Proposed Increase in Authorized Share Capital
4. Proposed Memorandum & Articles of Association Amendment.

For further details, please refer to Bursa’s announcements dated 28 April 2014, 5 May 2014, 12 August 2014, 5 November 2014, 20 January 2015, 27 March 2015 and 29 June 2015 respectively.

The Company had observed the provisions for utilization of proceeds as stated in Abridged Prospectus of the Rights Issue by effecting full settlement of the long outstanding Islamic Term Loan with Maybank Islamic Berhad owed by one of the fully owned subsidiary company subsequent to the successful Rights Issue exercise.

##### B9. Group Borrowings and Debt Securities

The total Group’s borrowings as at 30 September 2015 are as follows:-

|  |  |  |  |
| --- | --- | --- | --- |
| Secured :-  Bank Overdrafts | Short Term  Borrowings  (Less than 12  months)  RM’000  14,031 | Long Term Borrowings  (More than 12 months)  RM’000  - | Total  RM’000  14.031 |
| Trade Bills Payable | 9.464 | - | 9.464 |
| Term Loan | 1,314 | 4,504 | 5,818 |
| Hire Purchase | 39 | \_\_\_\_\_\_ | 39 |
|  | 24,848 | 4,504 | 29,352 |

Subsequent to the successful completion of the Rights Issue exercise, the Company settled the long outstanding Islamic Term Loan of RM8.2 million with Maybank Islamic Berhad on 23 July 2015 from the proceeds of the Rights Issue. The Company has resumed the repayment of the instalments for the Term Loan of RM4.0 million with Malayan Banking Berhad which had remained outstanding by one of the fully owned subsidiary company. Please refer to the Bursa announcement on the above dated 27 July 2015.

**B10. Off Balance Sheet Financial Instruments**

There were no financial instruments with off balance sheet risk as at the latest practicable date, which is not earlier than 7 days from date of issuance of this quarterly report.

**B11. Changes in Material Litigation**

On 11 March 2015, the company filed a Writ of Summons against Dato’ Tan Wei Lian claiming damages for breach of irrevocable and unconditional undertaking in relation to the Rights Issue, and served the same on 27 March 2015. The statement of Defence of Dato’Tan Wei Lian was received on 22 April 2015. On 30 April 2015, the Company served its reply to statement of Defence.

As the trial for this suit will only be take place in later months, there was no material impact caused for this financial period ended 30 September 2015.

**B12. Dividend**

##### No interim and final dividend was recommended by the Board of Directors for the financial period ended 30 September 2015.

##### B13. Earnings per share

The Basic Earnings per share and Diluted Earnings per share of the Group remained the same for the reporting period as no effect was caused by the dilutive potential ordinary shares.

|  |  |  |
| --- | --- | --- |
|  | Current Quarter ended  30September 2015 | Twelve (12)  months ended  30 September 2015 |
|  |  |  |
| Net Profit/(Loss) attributable to ordinary shareholders (RM’000) | (2,017) | (8,372) |
| Weighted Average Number of ordinary shares issued (’000) | 89,905 | 89,905 |
| Basic Profit/(Loss) per ordinary share (Sen) | (2.2) | (9.3) |