CAELY HOLDINGS BHD. (COMPANY NO. 408376-U)

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 2013



CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Current Year Quarter 31.12.2013 RM	Preceding Year Corresponding Quarter 31.12.2012 RM	Current Year to Date 31.12.2013 RM	Preceding Corresponding Year to Date 31.12.2012 RM
Revenue	25,309,674	24,113,792	74,536,057	67,965,136
Operating expenses	(23,853,554)	(23,979,359)	(68,447,070)	(67,535,657)
Other operating income	333,985	634,206	1,268,377	1,434,619
Profit / (Loss) from operations	1,790,105	768,639	7,357,365	1,864,098
Finance cost	(503,407)	(205,883)	(1,074,184)	(535,331)
Profit / (Loss) before taxation	1,286,697	562,756	6,283,180	1,328,767
Taxation	188,000	(206,467)	(327,016)	(299,800)
Profit / (Loss) from continuing operations	1,474,697	356,289	5,956,164	1,028,967
Other comprehensive income	<u>-</u>			
Total comprehensive income	1,474,697	356,289	5,956,164	1,028,967
Total comprehensive income attributable to:				
Owners of the Company	1,551,593	356,289	6,117,368	1,028,967
Non-controlling interest	(76,896)	-	(161,204)	-
Total comprehensive income	1,474,697	356,289	5,956,164	1,028,967
Earnings per share: - basic (sen) - diluted (sen)	1.8 N/A	0.4 N/A	7.4 N/A	1.3 N/A

The Condensed Consolidated Income Statements should be read in conjunction with the audited financial statements for the financial year ended 31 March 2013.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	As at	As at	As at
	31.12.2013	31.03.2013	01.04.2012
	RM (Unaudited)	RM (Restated)	RM (Restated)
NON CURRENT ASSETS	(Ollaudited)	(Nestated)	(Restated)
Property, plant and equipment	26,420,847	26,690,279	26,391,981
Prepaid lease payments	316,892	320,439	325,168
Deferred tax assets	0	0	92,439
Goodwill	0	172,022	0
Receivables, deposits and prepayments	12,205	13,907	60,070
	26,749,944	27,196,647	26,869,658
CURRENT ASSETS			
Property development costs	16,048,255	12,221,114	4,546,997
Inventories	15,387,564	23,849,893	25,587,108
Receivables, deposits and prepayments	38,182,328	19,734,122	17,674,326
Derivative financial instruments	25,548	10,177	8,916
Tax recoverable	387,438	518,977	689,001
Marketable securities	781,412	2,199,194	2,141,947
Deposits, bank and cash balances	8,718,058	6,993,617	5,047,894
	79,530,603	65,527,094	55,696,189
Non current assets held for sale	0	0	1,442,562
TOTAL ASSETS	106,280,547	92,723,741	84,008,409
EQUITY AND LIABILITIES			
Share capital	40,000,000	40,000,000	40,000,000
Reserves	31,472,560	25,355,192	23,674,337
Non-controlling interest	(305,539)	(144,335)	0
Equity attributable to owners of the Company	71,167,021	65,210,857	63,674,337
NON CURRENT LIABILITIES			
Hire-purchase creditors	272,095	430,334	541,183
Term loan	4,701,817	4,726,526	192,641
Payables and accruals	17,416	33,090	53,990
Deferred tax liabilities	832,033	1,322,270	811,305
	5,823,361	6,512,220	1,599,119

CONDENSED CONSOLIDATED STATEME (Continued)	NTS OF FINAN	CIAL POSITION	ON
	As at	As at	As at
	31.12.2013	31.03.2013	01.04.2013
	RM	RM	RM
	(Unaudited)	(Restated)	(Restated)
CURRENT LIABILITIES			
Payables and accruals	20,675,868	11,802,046	10,641,111
Derivative financial instruments	102,202	1,950	35,331
Hire-purchase creditors	217,294	229,181	186,416
Short term bank borrowings			
- bank overdrafts	5,009,565	5,661,142	4,186,675
- others	2,323,702	2,827,082	2,065,500
Term loan	537,844	477,318	153,544
Current tax liabilities	423,690	1,945	5,900
	29,290,165	21,000,664	17,274,477
Liabilities associated with assets held for sale	0	0	1,460,476
TOTAL LIABILITIES	35,113,526	27,500,979	20,334,072
TOTAL EQUITY AND LIABILITIES	106,280,547	92,723,741	84,008,409
Net Assets per share of RM0.50 each	0.89	0.82	0.80

The Condensed Consolidated Balance Sheet should be read in conjunction with the audited financial statements for the financial year ended 31 March 2013.

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		Attributab	Attributable to owners of the Company	the Company				
	Share capital	Share	Reserve on Revaluation consolidation	Revaluation reserve	Retained profits	Total	Non- controlling interest	Total equity
	RM	RM	RM	RM	RM	RM	RM	RM
At 1 April 2012 – as restated Effects of reversion to FRS	40,000,000	9,419,360	80,344	6,645,018 36,835	7,494,033 (1,253)	63,638,755 35,582	1 1	63,638,755 35,582
Restated balance Net profit for the financial year	40,000,000	9,419,360	80,344	6,681,853	7,492,780	63,674,337 1,028.967		63,674,337 1,028.967
At 31 December 2012	40,000,000	9,419,360	80,344	6,681,853	8,521,747	64,703,304	1	64,703,304
	Ma	<u>₩</u>	R. R.	RM	RM	RM	RM	RM
At 1 April 2013	40,000,000	9,419,360	80	6,645	9,175,293	65,320,015	(144,335)	65,175,680
Effects of reversion to FRS	•	ı	1	36,835	(1,658)	35,177	1	35,177
Restated balance	40,000,000	9,419,360	80,344	6,681,853	9,173,635	65,355,192	(144,335)	(144,335) 65,210,857
Net profit / (loss) for the financial year	ŀ	•	i	ı	6,117,368	6,117,368	(161,204)	5,956,164
At 31 December 2013	40,000,000	9,419,360	80,344	6,681,853	15,291,003	71,472,560	(305,539)	(305,539) 71,167,021

The Condensed Statement of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 31 March 2013.

CONDENSED CONSOLIDATED CASH FLOW STATEMENT		
	31.12.2013	31.12.2012
	71.12.2013 RM	RM
	(Unaudited)	(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		,
Profit from continuing operations	5,956,164	1,028,967
Adjustments for:		
Property, plant and equipment		
- depreciation	1,324,530	1,212,634
- write off	-	1,421
Amortisation of prepaid lease payments	3,547	3,548
Impairment of Goodwill	172,022	-
Allowance for doubtful debts	214,249	-
Writeback of doubtful debts	(64,935)	(5,829)
Interest expense	692,481	433,455
Interest income	(104,160)	(118,528)
Gross dividend income from marketable securities	(12,031)	(32,407)
Fair Value (gain) / loss on marketable securities	(19,063)	77,486
(Gain) / Loss on disposal of marketable securities	(7,577)	1,468
Fair value (gain) / loss on derivative financial instruments	84,881	(31,685)
Taxation	327,016	299,800
	8,567,124	2,870,330
Net movements in working capital:		
Inventories	8,462,329	765,188
Property development cost	(3,827,142)	(518,673)
Receivables	(18,595,818)	(4,570,020)
Payables	• • • •	(1,812,464)
Cash flows generated from /(used in) operations	3,464,641	(3,265,639)
Interest paid	(692,481)	(433,455)
Tax refund	-	638,943
Tax paid	(263,969)	(265,258)
Net operating cash flow	2,508,191	(3,325,409)

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements for the financial year ended 31 March 2013.

CONDENSED CONSOLIDATED CASH FLOW STATEMENT	(Continued)	
	31.12.2013 RM (Unaudited)	31.12.2012 RM (Unaudited)
CASH FLOWS FROM INVESTING ACTIVITIES		
Property, plant and equipment - payments for acquisition - proceeds from disposals Interest income received Dividend income received Marketable securities - payment for acquisition - proceeds from disposals	(656,260) 1,162 104,160 12,031 (295,251) 1,739,673	•
Net Investing cash flow	905,515	(338,959)
CASH FLOWS FROM FINANCING ACTIVITIES		
Deposits pledged as securities (Repayments of)/ Proceeds from short term bank borrowings Repayments of hire-purchase creditors Repayments of term loan Net financing cash flow	(2,174,913) (503,380) (170,126) (364,183) (3,212,602)	545,948 (144,401) (105,676) 295,871
Net movement in cash and cash equivalents Cash and cash equivalent at beginning of the financial period/year Cash and cash equivalent at end of the financial period/year	201,106 (3,120,526) 2,919,420	(3,368,497) <u>387,877</u> (2,980,620)

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements for the financial year ended 31 March 2013.

Incorporated in Malaysia

Unaudited Interim Financial Statements for 3rd Ouarter ended 31 December 2013

1. Basis of Preparation

The interim financial statements are unaudited and are prepared in accordance with Financial Reporting Standards ("FRS") 134 - Interim Financial Reporting and paragraph 9.22 of the Bursa Malaysia Securities Berhad Listing Requirements and should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 March 2013.

The accounting policies and methods of computation adopted in these interim financial statements are consistent with those adopted for the annual financial statements for the year ended 31 March 2013, except for the following FRSs and Amendments to FRSs which were adopted by the Group:

FRS 10	Consolidated Financial Statements
FRS 11	Joint Arrangements
FRS 12	Disclosures of Interests in Other Entities
FRS 13	Fair Value Measurements
FRS 119	Employee Benefits
FRS 127	Separate Financial Statements
FRS 128	Investments in Associates and Joint Ventures
Amendment to FRS 101	Presentation of items of Other Comprehensive Income

The application of the above new accounting standards does not have a material impact on the Group's financial statements.

Migration to MFRS Framework

On 19 November 2011, the Malaysian Accounting Standard Board ("MASB") issued a new MASB approved accounting framework, the MFRS Framework. Entities other than private entities shall apply the MFRS Framework for annual period beginning on or after 1 January 2012, with the exception of entities subject to the application of MFRS 141 – Agriculture and/or IC Interpretation 15 - Agreements for the Construction of Real Estate, including its parents, significant investor and venture ("Transitioning Entities")

Transitioning Entities have been given option to defer adoption of the MFRS Framework for an additional three years. Thus, the adoption of the MFRS Framework by Transitioning Entities shall be mandatory for annual periods beginning on or after 1 January 2015.

Incorporated in Malaysia

Unaudited Interim Financial Statements for 3rd Quarter ended 31 December 2013

Basis of preparation (Continued)

The Group meets the scope definition of Transitioning Entities and has opted to defer adoption of the MFRS Framework. The Group adopted MFRS for its last financial year and is now reverting to FRSs.

The Group will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 31 March 2016. For its first MFRS financial statements, the Group will restate the comparative financial statements to reflect the application of the MFRS Framework. Most of the adjustments required on transition will be made retrospectively against opening retained earnings.

2. Qualification of Auditors' Report

The auditors' report of the preceding financial statements ended 31 March 2013 was not subject to any qualification.

3. Seasonal or Cyclical Factors

The business of the Group was not affected materially by any seasonal or cyclical factors for the quarter under review.

4. Extraordinary or Exceptional Items

There were no extraordinary or exceptional items for the current financial period under review.

5. Changes in Estimates

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

6. Debts and Equity or Securities

There were no issuance and repayment of debts and equity securities, share buy-back, share cancellations, share held as treasury shares and resale of treasury shares for period under review.

7. Dividend Paid

No dividend has been paid during the current financial quarter.

Caely Holdings Bhd (408376-U) Incorporated in Malaysia

Unaudited Interim Financial Statements for 3rd Quarter ended 31 December 2013

8. Segmental information

cturing Manufacturing Sales Sales (OEM) (Own Brand) Others Total RM RM RM RM	43,105,925 1,390,681 11,668,700 87,101,086 - (1,310,744) (11,254,285) (12,565,029) 43,105,925 79,937 414,415 74,536,057	3,320,240 (709,006) (1,008,010) 7,357,364 (653,060) (11,416) (287,666) (1,074,184) 6,283,180 (327,016) (327,016)	35,166,847 13,520,753 12,659,204 106,280,547	14,093,156 1,776,323 1,492,032 35,113,526	96,933 - 2,176 104,160	615,358 251,359 136,640 1,056,260	721.332 274.891 182.572 1.328.077
Property Manufacturing development & Sales construction (OEM)	28,321,009 43,10	7,834,386 3,32 (663,164) (65	22,555,245 35,16	9,141,840 14,09		40,113 6	60,084
Direct Selling/Retail RM	2,614,771	ons (2,080,246) 541,122	22,378,498	8,610,175	5,051	12,790	sation 89,198
Financial year ended 31.12.2013	<u>Sales</u> Total sales Intersegment sales External sales	Results Profit / (loss) on operations Finance cost Profit before tax Taxation Net profit for the period	Segment assets	Segment liabilities	Interest income	Capital expenditure	Depreciation and amortisation

Caely Holdings Bhd (408376-U) Incorporated in Malaysia

Unaudited Interim Financial Statements for 3rd Quarter ended 31 December 2013

(Continued)	
Segmental information	

Financial year ended 31.12.2012	Direct Selling/Retail RM	Property development & construction RM	Manufacturing Sales (OEM) RM	Manufacturing Sales (Own Brand) RM	Others RM	Total RM
Sales Total sales Intersegment sales	2,867,687	17,306,099	47,791,350	1,452,000 (1,452,000)	7,814,312 (7,814,312)	77,231,448 (9,266,312)
External sales	2,867,687	17,306,099	47,791,350			67,965,136
$\frac{\text{Results}}{\text{Profit}/\text{(loss) on operations}}$	(2,322,247)	1,957,135	2,120,335	364,108	(255,233)	1,864,098
Finance cost	(96,265)	(39,170)	(307,829)	(74,911)	(17,156)	(535,331)
Profit before tax						1,328,767
Taxation						(299,800)
Net profit for the period						1,028,967
Segment assets	12,396,570	11,125,336	45,267,540	14,724,203	4,213,857	87,727,506
Segment liabilities	2,778,302	5,221,660	12,203,499	2,287,541	533,200	23,024,202
Interest income	∞	•	114,736	•	3,784	118,528
Capital expenditure	196,559	48,523	15,696	263,662	•	524,440
Depreciation and amortisation	101,792	43,991	836,540	178,827	55,032	1,216,182

9. Valuations of property, plant and equipment

The valuations of property, plant and equipment have been brought forward without any amendments from the financial statements for the financial period ended 31 March 2013.

10. Subsequent events

There have been no material events subsequent to the financial period end that require adjustment or disclosure in these interim financial statements.

11. Changes in composition of the Group

There were no changes in the composition of the Group during the financial quarter under review.

12. Contingent liabilities and contingent assets

There are no contingent liabilities nor contingent assets to be disclosed as at the date of these interim financial statements.

13. Performance review

For the current quarter under review, the Group recorded revenue of RM25.3 million, an increase of RM1.2 million when compared to the same period last year. For the cumulative nine months, revenue was also higher by RM6.6 million over last year corresponding period. The increase in revenue was mainly contributed by the Property and Construction segment (RM11 million) while the OEM and Direct Selling segments recorded a decline (RM4.7 million and RM0.2 million respectively).

The Group profit after tax for the current quarter was close to RM1.5 million, an increase of about RM1.2 million from the preceding year corresponding quarter of RM0.3 million. This increase in profit after tax was mainly attributable to the higher profit recorded by the property and construction segment (RM1.8 million). However in the OEM segment, in line with the decline in revenue of RM6.4 million when compared to last year preceding quarter, the OEM's profit after tax was lower by RM0.7 million. In addition, the after tax loss for both the manufacturing (own brand) and Other segments were lower by RM0.3 million and RM0.5 million respectively while the Direct Selling segment after tax loss improved by RM1.0 million when compared to the preceding year corresponding quarter due to lesser operating costs.

For the cumulative nine months, the Group profit after tax increased by RM4.9 million when compared to the preceding year corresponding period. The bulk of the increase in profit after tax was mainly contributed by the Property and Construction segment.

14. Quarterly results comparison

The Group recorded revenue of RM25.3 million for the current quarter, a marginal decline of RM0.8 million as compared to RM26.1 million achieved in the immediate preceding quarter. The Group's profit after tax for the current quarter when compared to the immediate preceding quarter declined by RM0.6 million to RM1.5 million. This was mainly due to higher operating cost incurred for the current quarter from the Property and Construction segment.

15. Prospects for the current financial year

The Group anticipates the operating environment to remain challenging for the remaining financial year due to the competitive environment as well as the rising operating costs. Nevertheless, the Group will continue to focus on core businesses and exercise prudence measures to lessen the impact these challenges may have on the performance of the Group. Barring any unforeseen circumstances, the Board is cautiously optimistic that the financial performance for the financial year will be satisfactory.

16. Profit forecast and profit guarantee

Not applicable.

17. Taxation

7. Taxation		Preceding Year Corresponding Quarter 31.12.2012 RM	Current Year to Date 31.12.2013 RM	Preceding Corresponding Year to Date 31.12.2012 RM
Taxation				
- current year	(44,157)	(100,163)	827,739	91,890
- prior year	(10,485)	(174,984)	(10,485)	(174,984)
Deferred taxation				
- current year	43,772	481,614	(313,108)	382,894
- prior year	(177,130)	-	(177,130)	-
Tax charge / (credit)	(188,000)	206,467	327,016	299,800

The Group's effective tax rate was lower than the statutory tax rate mainly due to the utilisation of previous years' tax losses in certain profit making subsidiaries.

18. Unquoted investments and properties

There were no other material transactions involving unquoted investments and properties during the financial quarter under review.

19. Corporate proposal

On 27 June 2011, Caely (M) Sdn Bhd, a subsidiary of the Group, entered into a sale and purchase agreement ("SPA") to acquire a piece of land for a total consideration of RM3,695,300 consisting of RM1,925,300 in cash and RM1,770,000 in kind. The SPA is still pending completion.

20. Borrowings and debts securities

There were no debts securities for the current financial period to date. Particulars of the Group's borrowings as at 31 December 2013 are as follows:

	Current	Non-current	Total
	RM	RM	RM
Ringgit Malaysia			
Secured	5,596,369	4,937,912	10,534,281
Unsecured	467,386	0	467,386
	6,063,755	4,937,912	11,001,667
US Dollar			
Secured	2,024,650	0	2,024,650
	8,088,405	4,937,912	13,026,317

21. Derivative financial instruments

The derivative instruments for foreign currency forward contracts and option forward contracts are as follows:

	Contract / Notional amount RM	Fair value as at 31.12.2013 RM	Fair value Gain / (loss) as at 31.12.2013 RM
Foreign currency forward contracts - less than 1 year	3,071,588	3,102,246	(30,659)
Option forward contracts - less than 1 year	1,316,200	1,362,195	(45,995)

Incorporated in Malaysia

Unaudited Interim Financial Statements for 3rd Quarter ended 31 December 2013

Derivative financial instruments (Continued)

The management objectives and policies in respect of the above derivatives and its various risk management are consistent with those adopted during the last financial year ended 31 March 2013.

22. Fair value changes of financial liabilities

As at 31 December 2013, the Group does not have any financial liabilities measured at fair value through profit or loss.

23. Changes in material litigation

There is no material litigation as at the date of these interim financial statements.

24. Proposed dividend

The Directors do not recommend any payment of dividends in respect of the nine months ended 31 December 2013.

25. Earnings per share

The earnings per ordinary share is calculated by dividing the net profit after tax and non-controlling interest for the period by the weighted average number of ordinary shares in issue during the period.

		Preceding Year		Preceding
	Current Year	Corresponding	Current Year	Corresponding
	Quarter	Quarter	to Date	Year to Date
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
Net profit / (loss) for the period (RM)	1,474,697	356,289	5,956,164	1,028,967
Weighted average number of ordinary shares in issue ('000)	80,000	80,000	80,000	80,000
Basic earnings per share (sen)	1.8	0.4	7.4	1.3
Diluted earnings per share (sen)	N/A	N/A	N/A	N/A

26. Capital commitments

As at 31 December 2013, there was no capital commitment for the purchase of property, plant and equipment not provided for in the interim financial statements.

27. Disclosure of realised and unrealised retained earnings

	O	As at the End of Financial Year 31.03.2013 RM
Total retained earnings of the Company and its subsidiaries		
Realised Unrealised	45,971,797 (890,882)	40,393,920 (1,361,555)
Less: Consolidation adjustments	45,080,915 (29,789,912)	39,032,365 (<u>29,857,072</u>)
Total Group retained earnings as per consolidated accounts	15,291,003	9,175,293

The determination of realised and unrealised profit is compiled based on the format prescribed by Bursa Malaysian - Guidance of Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Securities Listing Requirements, issued by the Malaysian Institute of Accountants on 20 December 2010.

28. Profit / (Loss) before taxation

The profit / (loss) before taxation is arrived at after crediting / (charging) the following income / (expenses):

	Current Year Quarter 31.12.2013	Current Year To Date 31.12.2013
(a) Interest income	34,762	104,160
(b) Other income including investment income	1,393	12,031
(c) Interest expense	179,938	692,481
(d) Depreciation and amortisation	444,762	1,328,077

Incorporated in Malaysia

Unaudited Interim Financial Statements for 3rd Quarter ended 31 December 2013

Profit / (Loss) before taxation (Continued)

	Current Year Quarter 31.12.2013	Current Year to Date 31.12.2013
(e) Provision for and write off of receivables	(65,110)	149,314
(f) Provision for and write off of inventories	876,518	3,349,980
(g) Gain/(Loss) on disposal of quoted or unquoted investments or properties	(1,481)	7,577
(h) Impairment of assets	172,022	172,022
(i) Foreign exchange gain/(loss)	(20,077)	596,886
(j) Gain/(Loss) on derivatives	85,749	(84,881)
(k) Exceptional items	-	-

29. Authorisation for issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 21 February 2014.