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

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 2017



CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Current Year Quarter 31.12.2017 RM	Preceding Year Corresponding Quarter 31.12.2016 RM	Current Year to Date 31.12.2017 RM	Preceding Corresponding Year to Date 31.12.2016 RM
Revenue	25,978,517	38,791,863	68,853,965	95,686,071
Operating expenses	(24,596,360)	(38,092,620)	(67,223,616)	(91,229,256)
Other operating income	600,522	549,658	1,602,926	2,271,224
Profit / (Loss) from operations	1,982,679	1,248,901	3,233,275	6,728,039
Finance cost	(357,592)	(603,530)	(1,111,337)	(856,109)
Profit / (Loss) before taxation	1,625,087	645,371	2,121,938	5,871,930
Taxation	(536,172)	(16,073)	(863,758)	(1,386,532)
Profit / (Loss) from continuing operations	1,088,915	629,298	1,258,180	4,485,398
Other comprehensive income, net of tax	0	0	0	0
Total comprehensive income	1,088,915	629,298	1,258,180	4,485,398
Net profit attributable to:				
Owners of the Company Non-controlling interest	1,122,050 33,135	786,540 (157,242)	1,309,044 (50,864)	4,725,130 (239,732)
Net profit	1,088,915	629,298	1,258,180	4,485,398
Total comprehensive income attributable to:				
Owners of the Company Non-controlling interest	1,122,050 33,135	786,540 (157,242)	1,309,046 (50,865)	4,725,130 (239,732)
Total comprehensive income	1,088,915	629,298	1,258,181	4,485,398
Earnings per share: - basic (sen) - diluted (sen)	1.4 N/A	1.0 N/A	1.6 N/A	5.9 N/A

The Condensed Consolidated Income Statements should be read in conjunction with the audited financial statements for the financial year ended 31 March 2017.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	As at 31.12.2017 RM (Unaudited)	As at 31.03.2017 RM (Audited)
NON CURRENT ASSETS	21 677 267	25 266 020
Property, plant and equipment Investment property	24,677,367 4,100,000	25,266,920 4,100,000
Deferred tax assets	1,211,875	1,092,658
	29,989,242	30,459,578
CURRENT ASSETS		
Property development costs	53,925,790	55,988,476
Inventories	13,385,212	15,107,274
Receivables, deposits and prepayments	42,716,910	42,237,215
Tax recoverable	1,143,812	458,601
Marketable securities	30,588	598,757
Derivative financial instruments	3,441	0
Deposits with licensed banks	3,925,251	3,840,992
Deposits, bank and cash balances	971,122	1,121,654
	116,102,126	119,359,370
TOTAL ASSETS	146,091,368	149,818,948
EQUITY AND LIABILITIES		
Share capital	49,419,360	49,419,360
Reserves	10,300,415	10,300,415
Retained profits	28,848,526	28,339,482
	88,568,301	88,059,257
Non-controlling interest	(1,011,360)	(960,496)
Equity attributable to owners of the Company	87,556,941	87,098,761
NON CURRENT LIABILITIES Hire-purchase creditors	275,714	359,813
Term loan	9,334,357	10,318,750
Deferred tax liabilities	9,334,337 864,743	1,009,732
	10,474,814	11,688,295

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Continued)

	As at	As at
	31.12.2017	31.03.2017
	RM	RM
	(Unaudited)	(Audited)
CURRENT LIABILITIES		
Payables and accruals	32,254,406	34,266,399
Provisions	2,769,219	3,112,392
Derivative financial instruments	0	0
Current tax liabilities	0	718,705
Hire-purchase creditors	115,613	125,018
Term loan	1,322,656	1,289,056
Short term bank borrowings		
- bank overdrafts	9,299,851	8,933,781
- others	2,297,868	2,586,541
	48,059,613	51,031,892
TOTAL LIABILITIES	58,534,427	62,720,187
TOTAL EQUITY AND LIABILITIES	146,091,368	149,818,948
Net Assets per share	1.09	1.09

The Condensed Consolidated Balance Sheet should be read in conjunction with the audited financial statements for the financial year ended 31 March 2017.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to owners of the Company							
	Share capital	Share premium	Reserve on consolidation	Revaluation reserve	Retained profits	Total	Non- controlling interest	Total equity
	RM	RM	RM	RM	RM	RM	RM	RM
At 1 April 2016	40,000,000	9,419,360	80,344	8,385,011	23,624,448	83,344,223	(547,697)	82,796,526
First and final single tier dividend in respect of financial year ended 31 March 2016 of 1 sen per share					(800,000)	(800,000)		(800,000)
Net profit for the financial year	-	-	-	-	4,725,130	4,725,130	(239,732)	4,485,398
Total Comprehensive income	-	-	-	-	4,725,130	4,725,130	(239,732)	4,485,398
At 31 December 2016	40,000,000	9,419,360	80,344	10,220,071	27,549,578	87,269,353	(787,429)	86,481,924

The Condensed Statement of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 31 March 2017.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to owners of the Company							
	Share capital	Share premium	Reserve on consolidation	Revaluation reserve	Retained profits	Total	Non- controlling interest	Total equity
	RM	RM	RM	RM	RM	RM	RM	RM
At 1 April 2017	49,419,360	-	80,344	10,220,071	28,339,482	88,059,257	(960,496)	87,098,761
First and final single tier dividend in respect of financial year ended 31 March 2017 of 1 sen per share					(800,000)	(800,000)		(800,000)
Net profit for the financial period	-	-	-	-	1,309,044	1,309,044	(50,864)	1,258,180
Total Comprehensive income	-	-	-	-	1,309,044	1,309,044	(50,864)	1,258,180
At 31 December 2017	49,419,360		- 80,344	10,220,071	28,848,526	88,568,301	(1,011,360)	87,556,941

The Condensed Statement of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 31 March 2017.

Unaudited Interim Financial Statements for 3rd Quarter ended 31 December 2017

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CONDENSED CONSOLIDATED CASH FLOW STATEMENT

CASH FLOWS FROM OPERATING ACTIVITIES	31.12.2017 RM (Unaudited)	31.12.2016 RM (Unaudited)
Net profit for the financial year	1,258,180	4,485,398
Adjustments for: Property, plant and equipment	770 505	827 100
- depreciation - losses / (gains) on disposal	778,585	837,122 (49,498)
- impairment	-	240,000
Allowance for doubtful debts	-	240,000
- write back	(7,050)	(100)
Provision for liquidated damages	511,489	491,000
Interest expense	1,246,117	790,568
Interest income	(93,427)	(79,967)
Gross dividend income from marketable securities	(3,868)	(19,558)
Gain on disposal of marketable securities	(5,481)	(15,432)
-Fair Value (gain) / loss on marketable securities	4,337	(47,794)
Fair value (gain) / loss on derivative financial instruments	2,959	119,282
Taxation	863,758	1,386,532
Net movements in working capital:	4,555,599	8,137,553
Inventories	1,722,062	1,456,157
Property development cost	2,062,686	3,490,632
Receivables	(472,645)	(5,550,156)
Payables	(2,011,993)	(5,114,192)
Cash flows generated from / (used in) operations	5,855,709	2,419,994
Liquidated damages and compensation paid	(854,662)	0
Interest paid	(1,246,117)	(1,753,187)
Tax refund	9,483	-
Tax paid	(2,541,366)	(1,362,723)
Net operating cash flow	1,223,047	(695,916)

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements for the financial year ended 31 March 2017.

CASH FLOWS FROM INVESTING ACTIVITIES	31.12.2017 RM (Unaudited)	31.12.2016 RM (Audited)
Property, plant and equipment - payments for acquisition - proceeds from disposals Interest income received	(189,030) - 93,427	(67,917) 50,944 79,967
Dividend income received	3,868	19,558
Marketable securities - payments for investments		
- proceeds from disposals	569,312	115,332
Net Investing cash flow	477,577	197,884
CASH FLOWS FROM FINANCING ACTIVITIES		
Deposits pledged as securities	_	(720,465)
(Repayments of)/ Receipts of short term bank borrowings	(288,673)	(74,957)
Repayment of advances to a director	-	(24,290)
Repayments of hire-purchase creditors	(93,504)	(98,015)
Repayments of term loan	(950,793)	
Dividend paid	(800,000)	(800,000)
Net financing cash flow	(2,132,970)	(2,807,732)
Net movement in cash and cash equivalents Effects of exchange rate changes on cash and cash equivalents	(432,346)	(3,305,764)
Cash and cash equivalent at beginning of the financial period/year	(7,812,127)	(6,775,448)
Cash and cash equivalent at end of the financial period/year		(10,081,212)

CONSOLIDATED CASH FLOW STATEMENT (Continued)

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements for the financial year ended 31 March 2017.

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 2017.

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 2017, except for the adoption of the following FRSs and Amendments to FRSs:

Effective for financial periods beginning 1 April 2017:

- Amendments to FRS 107 "Statement of Cash Flows Disclosure Initiative"
- Amendments to FRS 112 "Income Taxes Recognition of Deferred Tax Assets for Unrealised Losses"
- Annual Improvements to FRSs 2012 2014 Cycle

The following FRSs and Amendments to FRSs are applicable but not effective:

Effective for financial periods beginning 1 April 2018:

- Amendments to FRS 140 "Classification of Change in Use Assets transferred to, or from, Investment Properties"
- IC Interpretation 22 "Foreign Currency Transactions and Advance Consideration"
- FRS 9 "Financial Instruments"
- MFRS 15 "Revenue from Contracts with Customers"

Effective for financial periods beginning 1 April 2019:

- MFRS 16 "Leases"

The financial impacts on the adoption of MFRS 9 and MFRS 15 are being currently assessed by the Group and Company, otherwise the above new accounting standards, amendments to published standards and IC Interpretation are not anticipated to have any significant impact on the financial statements of the Group in the year of initial application.

2. Qualification of Auditors' Report

The auditors' report of the preceding financial statements ended 31 March 2017 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

The first and final single-tier tax exempt dividend of 1 sen per ordinary share in respect of the financial year ended 31 March 2017, was duly declared, approved and paid on 26 October 2017 to shareholders registered in the Record of Depositors of the Company at the close of business on 6 October 2017.

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Unaudited Interim Financial Statements for 3rd Quarter ended 31 December 2017

8. Segmental information

Financial period ended 31.12.2017	Direct Selling/Retail RM	Property development & construction RM	Manufacturing Sales RM	Investment Holding RM	Others RM	Total RM	
<u>Sales</u> Total sales Intersegment sales	3,078,939	18,603,737	47,533,419 (692,461)	-	330,331	69,546,426 (692,461)	
External sales	3,078,939	18,603,737	46,840,958		330,331	68,853,965	
<u>Results</u> Profit / (loss) from operations Finance cost Profit before tax Taxation Net profit for the period	645,747 (10,849)	374,903 (14,362)	2,705,545 (1,085,341)	(384,404) 0	(108,516) (785)	3,233,275 (1,111,337) 2,121,938 (863,758) 1,258,180	
Segment assets	4,670,390	92,048,214	44,811,597	4,445,974	115,193	146,091,368	
Segment liabilities	1,280,351	29,121,384	27,126,275	694,676	311,741	58,534,427	
Interest income	-	5,497	87,163	767	-	93,427	
Capital expenditure	3,775	-	184,193	-	1,062	189,030	
Depreciation and amortisation	25,526	112,722	550,259	13,605	76,473	778,585	

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Unaudited Interim Financial Statements for 3rd Quarter ended 31 December 2017

Segmental information (Continued)

Financial period ended 31.12.2016	Direct Selling/Retail RM	Property development & construction RM	Manufacturing Sales RM	Investment Holding RM	Others RM	Total RM	
<u>Sales</u> Total sales Intersegment sales	2,419,077	44,380,858	49,004,736 (505,075)	4,500,036 (4,500,036)	386,475	100,691,182 (5,005,111)	
External sales	2,419,077	44,380,858	48,499,661	0	386,475	95,686,071	
<u>Results</u> Profit / (loss) on operations Finance cost Profit before tax Taxation Net profit for the period	(95,060) (9,156)	2,569,560 (684,251)	4,939,084 (161,911)	(239,162) 0	(446,383) (791)	6,728,039 (856,109) 5,871,930 (1,386,532) 4,485,398	
Segment assets	4,258,204	96,191,421	47,295,477	4,846,688	450,016	153,041,806	
Segment liabilities	1,964,896	36,940,888	26,376,661	562,197	715,240	66,559,882	
Interest income	6	13,536	66,425	0	0	79,967	
Capital expenditure	7,148	5,101	31,330	0	24,338	67,917	
Depreciation and amortisation	33,157	74,325	570,418	13,605	145,617	837,122	

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 2017 except for a leasehold property that is now recognised as investment property and carried at re-valued amount.

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

Current Quarter versus Preceding Corresponding Quarter

The Group recorded revenue of RM26.0 million for the current quarter under review, a decrease of RM12.8 million over revenue of RM38.8 million of the preceding corresponding quarter.

The Group posted a profit after tax of RM1.1 million for the current quarter under review, representing an increase of profit after tax of RM0.5 million over profit after tax of RM0.6 million recorded for the preceding corresponding quarter.

For the current period under review, the Group recorded revenue of RM68.9 million as compared to the RM95.7 million for preceding corresponding period, a decline of RM26.8 million.

The Group posted a profit after tax of RM1.3 million for the current period under review, a decline of RM3.2 million over profit after tax of RM4.5 million of preceding corresponding period.

The performance of the business segments of the Group for the current period is as follows:

13. Performance review (continued)

(i) **Property and Construction Segment**

Revenue for this segment for the current period was RM18.6 million as compared to RM44.4 million for the preceding corresponding quarter. The decline in revenue of RM25.8 million was due to lower contribution from the property development projects and construction works as some have reached the final stages.

In line with the declining revenue, this segment posted a segmental profit before interest and tax of RM0.4 million as compared to a segmental profit before interest and tax (PBIT) of RM1.9 million as recorded for the preceding corresponding period.

(ii) Manufacturing Segment

Revenue for the Manufacturing segment for the current period was RM46.8 million, a decrease of RM1.7 million as compared to the preceding corresponding period of RM48.5 million. The decline in revenue was mainly due to lower contribution from our export and local markets, particularly our buyers from United States of America, France and Mexico.

Segmental PBIT for the current period was RM1.6 million as compared to RM4.8 million for the preceding corresponding period. The lower segmental PBIT was due to higher operating cost and decrease in other operating income.

(iii) Direct Selling and Retail Segment

Revenue for the Direct Selling and Retail segment increased by RM0.7 million to RM3.1 million for the current period from RM2.4 million for the preceding corresponding period. The increase in revenue was mainly due to the contribution from the retail market.

The segmental PBIT for the current period improved to RM0.6 million as compared to a segmental loss before interest and tax of RM0.1 million. This was mainly attributable to higher sales and write back of inventory.

14. Quarterly results comparison

For the current quarter under review, the Group registered revenue of RM26.0 million as compared to RM21.2 million for the immediate preceding quarter. The increase in revenue of RM4.8 million was due to higher contribution from the Property and Construction segment and Manufacturing segment of RM3.5 million and RM1.2 million over the immediate preceding quarter. The Group posted a profit after tax of RM1.1 million in the current quarter as compared to a loss after tax of RM0.2 million for the immediate preceding quarter. The improvement in profit after tax for the current quarter was in line with increased revenue and higher margin.

15. Prospects

The Group expects the global and local business conditions and environment to remain uncertain and challenging. Nevertheless, the Group will exercise prudent measures to mitigate these challenges. Barring any unforeseen circumstances, the Board is cautiously optimistic that the financial performance for the remaining financial period to be satisfactory.

16. Profit forecast and profit guarantee

Not applicable.

17. Taxation

		Preceding Year		Preceding
	Current Year	Corresponding	Current Year	Corresponding
	Quarter	Quarter	to Date	Year to Date
	31.12.2017	31.12.2016	31.12.2017	31.12.2016
	RM	RM	RM	RM
Taxation				
- current year	476,400	565,809	960,400	1,476,637
- prior year	6,459	(390,728)	6,459	(390,728)
Deferred taxation				
- current year	53,313	159,008	(103,101)	300,623
Tax charge / (credit)	536,172	16,073	863,758	1,386,532

The Group's effective tax rates were higher than the statutory tax rate mainly due to certain expenses being disallowed for taxation purposes.

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

The following is the status of corporate proposal that has been announced by the Company but has not been completed as at 26 February 2018, being the latest practicable date which shall not be earlier than 7 days from the date of issuance of this interim financial report :-

Corporate proposal (Continued)

On 16 January 2018, the Company ("Caely") has proposed to undertake a bonus issue of 40,000,000 free detachable Warrants ("Proposed Bonus Issue of Warrants") on the basis of one (1) Warrant for every two (2) existing ordinary shares in Caely held by the entitled shareholders of Caely on an entitlement date to be determined later.

On 12 February 2018, the Company announced that Bursa Malaysia Securities Berhad ("Bursa Securities") had, vide its letter dated 9 February 2018, approved the followings:-

- 1. Admission to the Official List and the listing of and quotation for 40,000,000 Warrants to be issued pursuant to the Proposed Bonus Issue of Warrants; and
- 2. Listing of and quotation for up to 40,000,000 new Caely Shares to be issued pursuant to the exercise of *Warrants*.

The approval granted by Bursa Securities for the Proposed Bonus Issue of Warrants is subject to the following conditions:-

- 1. Caely and M&A Securities Sdn Bhd ("M&A Securities" or "Advisers") must fully comply with the relevant provisions under the Main Market Listing Requirements of Bursa Securities pertaining to the implementation of the Proposed Bonus Issue of Warrants;
- 2. Caely and M&A Securities to inform Bursa Securities upon the completion of the Proposed Bonus Issue of Warrants;
- 3. Caely and M&A Securities to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue of Warrants is completed;
- 4. Caely is to furnish Bursa Securities on a quarterly basis a summary of the total number of Shares listed pursuant to the exercise of Warrants as at the end of each quarter together with a detailed computation of listing fees payable; and
- 5. To incorporate Bursa Securities' comments in respect of the circular to shareholders to be issued pertaining the Proposed Bonus Issue of Warrants.

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 2017 are as follows:

	Current	Non-current	Total
	RM	RM	RM
Ringgit Malaysia			
Secured	8,770,947	9,610,071	18,381,018
Unsecured	2,545,040	0	2,545,040
	11,315,987	9,610,071	20,926,058
<u>US Dollar</u>			
Secured	1,720,000	0	1,720,000
	13,035,987	9,610,071	22,646,058

21. Derivative financial instruments

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

	Contract /	Fair value	Fair value
	Notional	as at	Gain / (loss) as at
	amount	31.12.2017	31.12.2017
	RM	RM	RM
Foreign currency forward contracts - less than 1 year	408,450	405,008	3,442

22. Fair value changes of financial liabilities

As at the end of the current period, 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.

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24. Proposed dividend

The Directors do not recommend any payment of dividends in respect of the current period.

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.

	Current Year Quarter 31.12.2017	Preceding Year Corresponding Quarter 31.12.2016	Current Year to Date 31.12.2017	Preceding Corresponding Year to Date 31.12.2016
Net profit / (loss) for the year (RM)	1,122,050	786,540	1,309,044	4,725,130
Weighted average number of ordinary shares in issue ('000)	80,000	80,000	80,000	80,000
Basic earnings per share (sen)	1.4	1.0	1.6	5.9
Diluted earnings per share (sen)	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

26. Capital commitments

As at 31 December 2017, there was no material capital commitment for the purchase of property, plant and equipment not provided for in the interim financial statements.

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27. Disclosure of realised and unrealised retained earnings

	31.12.2017 RM	31.12.2016 RM
Total retained earnings of the Company and its subsidiaries		
Realised	82,146,930	82,397,895
Unrealised	346,236	(130,142)
	82,493,166	82,267,753
Less: Consolidation adjustments	(53,644,640)	(54,718,175)
Total Group retained earnings as per consolidated accounts	28,848,526	27,549,578

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 31.12.2017	Current Year to Date 31.12.2017
(a) Interest income	33,492	93,427
(b) Other income including investment income	0	3,868
(c) Interest expense	439,345	1,246,117
(d) Depreciation and amortisation	260,577	778,585
(e) Allowance of receivables	(7,050)	(7,050)
(f) Allowance of inventories	(102,149)	(375,789)
(g) Gain/(Loss) on disposal of quoted or unquoted investments or properties	0	5,481
(h) Impairment of assets	0	0

Profit / (Loss) before taxation (continued)

	Current Year	Current Year
	Quarter	to Date
	31.12.2017	31.12.2017
(i) Foreign exchange gain/(loss)	534,681	1,278,341
(j) Gain/(Loss) on derivatives	(35,432)	(2,959)
(k) Exceptional items	-	-

29. Authorisation for issue

The Board of Directors has authorised the release of the unaudited interim financial statements for the quarter ended 31 December 2017 pursuant to a resolution dated 26 February 2018.