

GOODWAY INTEGRATED INDUSTRIES BERHAD (Company No: 618972-T) (Incorporated in Malaysia)

Interim Financial Statements for the Period Ended 30 June 2017

CONSOLIDATED INCOME STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2017

(The figures have not been audited)

	INDIVIDUAL QUARTER				CUMULA	TIVE PERIOD		
	Current	Preceding Year	Chang	ges	Current Preceding Year		Change	es
	Year	Corresponding	(Amoun	nt/%)	Year	Corresponding	(Amount	:/%)
	Quarter	Quarter			To-Date	Period		
RM'000	30.06.2017	30.06.2016			30.06.2017	30.06.2016		
	(Unaudited)	(Unaudited)			(Unaudited)	(Unaudited)		
Revenue	28,176	37,297	(9,121)	-24%	69,200	84,726	(15,526)	-18%
Cost of sales	(25,870)	(32,707)	6,837	-21%	(61,428)	(72,954)	11,526	-16%
Gross profit	2,306	4,590	(2,284)	-50%	7,772	11,772	(4,000)	-34%
Other operating income	-	34	(34)	-100%	(399)	121	(520)	-430%
Operating expenses	(5,035)	(5,107)	72	-1%	(8,854)	(12,035)	3,181	-26%
Operating profit/(loss)	(2,729)	(483)	(2,246)	465%	(1,481)	(142)	(1,339)	943%
Finance cost	(1,073)	(1,498)	425	-28%	(2,218)	(2,985)	767	-26%
Interest income	1	23	(22)	-96%	2	70	(68)	-97%
Finance cost – net	(1,072)	(1,475)	403	-27%	(2,216)	(2,915)	699	-24%
Profit/(Loss) before tax	(3,801)	(1,958)	(1,843)	94%	(3,697)	(3,057)	(640)	21%
Taxation	-	(50)	50	-100%	-	(216)	216	-100%
Profit/(Loss) for the period	(3,801)	(2,008)	(1,793)	89%	(3,697)	(3,273)	(424)	13%
Profit/(Loss) attributable to:								
Equity holders of the Company	(3,800)	(1,937)	(1,863)	96%	(3,695)	(3,209)	(486)	15%
Non-controlling interest	(1)	(71)	70	-99%	(2)	(64)	62	-97%
	(3,801)	(2,008)	(1,793)	89%	(3,697)	(3,273)	(424)	13%
Earnings/(Loss) per share attributable to								
equity holders of the Company (sen)								
 Basic earnings/(loss) per share 	(3.44)	、 、	(1.69)	96%	(3.34)	(2.90)	(0.44)	15%
 Diluted earning/(loss) per share 	NA	NA	NA	NA	NA	NA	NA	NA

The above Consolidated Income Statements should be read in conjunction with the accompanying explanatory notes to the interim financial statements and the audited financial statements for the year ended 31 December 2016.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 30 JUNE 2017 (The figures have not been audited)

	INDIVIDUAL QUARTER				CUMULATIVE PERIOD			
	Current	Preceding Year	Chang	es	Current	Preceding Year	Chan	ges
	Year	Corresponding	(Amoun	t/%)	Year	Corresponding	(Amoui	nt/%)
	Quarter	Quarter			To-Date	Period		
RM'000	30.06.2017	30.06.2016			30.06.2017	30.06.2016		
	(Unaudited)	(Unaudited)			(Unaudited)	(Unaudited)		
Profit/(Loss) for the period	(3,801)	(2,008)	(1,793)	89%	(3,697)	(3,273)	(424)	13%
Other comprehensive income:								
Foreign currency translation	(433)	6	(439)	-7317%	173	(516)	689	-134%
	(433)	6	(439)	-7317%	173	(516)	689	-134%
Total comprehensive profit/(loss) for the period	(4,234)	(2,002)	(2,232)	111%	(3,524)	(3,789)	265	-7%
Total comprehensive profit/(loss) attributable to:								
Equity holders of the Company	(4,233)	(1,931)	(2,302)	119%	(3,522)	(3,725)	203	-5%
Non-controlling interest	(1)	(71)	70	-99%	(2)	(64)	62	-97%
	(4,234)	(2,002)	(2,232)	111%	(3,524)	(3,789)	265	-7%

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying explanatory notes to the interim financial statements and the audited financial statements for the year ended 31 December 2016.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2017

	As at	As at
RM'000	30.06.2017	31.12.2016
	(Unaudited)	(Audited)
ASSETS		
Property, plant and equipment	96,388	101,507
Land held for development	7,412	7,412
Intangible assets	586	586
Total non -current assets	104,386	109,505
Property development expenditure	28,061	33,165
Inventories	20,154	29,770
Receivables, deposit & prepayments	51,453	51,587
Tax recoverable	846	917
Cash and cash equivalents	6,611	3,071
Total current assets	107,125	118,510
TOTAL ASSETS:	211,511	228,015
EQUITY AND LIABILITIES		
Share capital	55,259	
Reserves	25,562	
Accumulated losses	(39,770	
Owners of the Company	41,051	44,572
Non-controlling interest	113	115
Total equity	41,164	44,687
Loans and borrowings	34,626	38,199
Deferred tax liabilities	12,530	
Total non -current liabilities	47,156	50,729
Develope and accruals		EE 242
Payables and accruals	59,566	55,243
Loans and borrowings	63,625	77,356
Taxation	-	-
Total current liabilities	123,191	132,599
Total liabilities	170,347	183,328
TOTAL EQUITY AND LIABILITIES	211,511	228,015
	211,311	220,013
Net assets per share (RM)	0.37	0.40
	0.07	

The above Consolidated Balance Sheet should be read in conjunction with the accompanying explanatory notes to the interim financial statements and the audited financial statements for the year ended 31 December 2016.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 JUNE 2017 (The figures have not been audited)								
	← Attr	ibutable to	equity holde	rs of the Com	pa ny >			
		<−− [№]	on-distributa	ble \longrightarrow I	Distributable			
(Accumulated losses) /								
	Share	Share	Translation	Revaluation	Retained	Ν	on-controlling	
RM'000	capital	premium	reserves	reserves	earnings	Total	Interests	Total
At 1 January 2016	55,259	211	1,828	5,888	9,438	72,624	386	73,010
Total comprehensive income / (loss)								
for the period	-	-	(209)	17,670	(45,513)	(28,052)	(271)	(28,323)
At 31 December 2016	55,259	211	1,619	23,558	(36,075)	44,572	115	44,687
At 1 January 2017	55,259	211	1,619	23,558	(36,075)	44,572	115	44,687
Total comprehensive income / (loss)								
for the period	-	-	173	-	(3,695)	(3,522)	(2)	(3,524)
At 30 June 2017	55,259	211	1,792	23,558	(39,770)	41,051	113	41,164

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying explanatory notes to the interim financial statements and the audited financial statements for the year ended 31 December 2016.

CONDENSED CONSOLIDATED CASH FLOW STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2017 (The figures have not been audited)

	Current	Preceding Year
	Year	Corresponding
	To-Date	Period
	30.06.2017	30.06.2016
RM'000	(Unaudited)	(Unaudited)
Cash flows from operating activities		
Loss before taxation	(3,697)	(3,057)
Adjustments for non-cash items:	7,099	7,153
Operating profit before working capital changes	3,402	4,096
Changes in working capital:		
Decrease/(Increase) in property development expenditure	5,104	703
Decrease in inventories	9,616	(86)
Decrease in receivables, deposits and prepayments	134	5,947
Increase/ (Decrease) in payables	4,323	(7,607)
Cash generated from/(used in) operations	22,579	3,053
Interest received	-	70
Interest paid	(2,218)	(2,985)
Tax refund/(paid)	71	(3,493)
Net cash flow generated from/(used in) operating activities:	20,432	(3,355)
Cash flows from investing activities		
Purchase of property, plant and equipment	(438)	(179)
Proceeds from disposal of property, plant and equipment	675	-
Net cash flow used in investing activities	237	(179)
Cash flows from finance activities:		
Net repayment of term loan and islamic financing	(3,171)	(2,705)
Net repayment / proceeds from bill payables	(9,604)	8,226
Net repayment of hire purchase creditors	(607)	(318)
Net cash flow (used in) / generated from financing activities	(13,382)	5,203
	(-/)	-,
Net changes in cash and cash equivalents	7,287	1,669
Exchange differences on translation of foreign subsidiary	174	(516)
Cash and cash equivalents at beginning of period	(2,947)	5,582
Cash and cash equivalents at end of period	4,514	6,735

CONDENSED CONSOLIDATED CASH FLOW STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2017 (CONT'D) (The figures have not been audited)

	Current	Preceding Year
	Year	Corresponding
	To-Date	Period
	30.06.2017	30.06.2016
RM'000	(Unaudited)	(Unaudited)
Cash and cash equivalents comprises of:		
Cash and bank balances	6,611	12,073
Pledged deposits	-	-
Bank Overdraft	(2,097)	(5,338)
	4,514	6,735

The above Condensed Consolidated Cash Flow Statements should be read in conjunction with the accompanying explanatory notes to the interim financial statements and latest audited financial statements for the year ended 31 December 2016.

A. EXPLANATORY NOTES TO THE INTERIM FINANCIAL STATEMENT

A1. Basis of Preparation

This interim financial statement is unaudited and has been prepared with the reporting requirements as set out in Malaysian Financial Reporting Standard ("MFRS") 134, "Interim Financial Reporting" and Rule 9.22 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements ("Bursa Securities Listing Requirements") and should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2016 and the accompanying explanatory notes attached to the audited financial statements.

A2. Changes in Accounting Policies

The Group has reverted from MFRS Framework and applied the FRS Framework since 1 January 2015 as it became a Transitioning Entity upon diversification of its core businesses to include property development business in year 2015. However, due to the non-revision clause on the MFRS Framework issued by the Malaysian Accounting Standards Board (MASB), accordingly the Group resumed the application of the MFRS Framework in preparing the financial statements with the early adoption of MFRS 15, Revenue from Contracts with Customers.

A3. Audit Report of Preceding Annual Financial Statements

The audit report of the Group's Financial Statements for the year ended 31 December 2016 was qualified on the basis that the management had not performed an impairment test on the carrying value of the property plant & equipment as at 31 Dec 2016 as well as the inventories in one of the subsidiaries could not be reliably measured. In relation to this, the Board of Directors of the Company has appointed an independent professional firm PKF Business Services Sdn Bhd (PKFSB) to assist in the above said assessment. Please refer to Section B1 and B2 below for the findings of this assessment.

A4. Seasonal or Cyclical Factors

The Group's performance was not materially affected by seasonal or cyclical factors during the quarter under review.

A5. Unusual Items

There were no items affecting assets, liabilities, equity, net income or cash flows during the current financial period that are unusual because of their nature, size and incidence.

A6. Changes in Estimates

There were no material changes in estimates that have been used in the preparation of the current financial period or changes in estimates of amounts reported for the last financial year ended 31 December 2016.

A7. Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayment of debts and equity securities during the current period under review.

A8. Dividend Paid

There was no dividend paid by the Company during the quarter under review.

A9. Segment Reporting

Segmental information for the period under review was as follows:-

GOODWAY INTEGRATED INDUSTRIES BERHAD (Company No: 618972-T) (Incorporated in Malaysia)

		P	roperty and	Consolidation 6	months ended 6	months ended
	Compounding	Retreading	Others	Adjustments	30.06.2017	30.06.2016
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
					(Unaudited)	(Unaudited)
External Revenue	43,741	15,060	10,399	-	69,200	84,726
Inter-Segment Revenue	5,904	-	693	(6,597)	-	-
Total Revenue	49,645	15,060	11,092	(6,597)	69,200	84,726
Overseas Revenue	35,926	-	-	(1,466)	34,460	38,609
Local Revenue	13,719	15,060	11,092	(5,131)	34,740	46,117
Total Revenue	49,645	15,060	11,092	(6,597)	69,200	84,726
Segment Results	4,710	906	(1,397)	(1,612)	2,607	3,994
Interest Income	2	-	-	-	2	70
Depreciation and Amortisation	(2,315)	(1,661)	(112)	-	(4,088)	(4,136)
Finance Cost	(1,747)	(470)	(1,613)	1,612	(2,218)	(2,985)
Profit/(Loss) Before Taxation	650	(1,225)	(3,122)	-	(3,697)	(3,057)
Taxation	-	-	-	-	-	(216)
Non-controlling Interests	-	-	-	2	2	64
Profit/(Loss) for The Period						
Attributable to the equity holders of						
the Company	650	(1,225)	(3,122)	2	(3,695)	(3,209)

A10. Valuation of Property, Plant and Equipment

The freehold and leasehold land and buildings of the Group were revalued based on professional valuations made by JS Valuers Property Consultants (E.M.) Sdn Bhd., Messrs KGV International Property Consultants (M) Sdn. Bhd. and Opteon Property Group, on open market value basis conducted in 2016.

A11. Subsequent Events

There were no material events subsequent to the end of the period that has not been reflected in the financial report for the current period under review.

A12. Changes in the Composition of the Group

There were no changes in the composition of the Group for the period under review.

A13. Contingent Liabilities and Contingent Assets

	Co	ompany
	As at	As at
	30.06.2017	30.06.2016
	(Unaudited)	(Unaudited)
	RM'000	RM'000
Contingent liabilities		
Corporate guarantees for credit facilities granted to subsidiaries	66,533	88,885

A14. Capital Commitments

There are no outstanding capital commitments during the period under review.

A15. Recurrent Related Party Transactions

The Group's recurrent related party transactions are as follows:

	Current Quarter Ended 30.06.2017 (Unaudited) RM'000	Preceding Quarter Ended 31.03.2017 (Unaudited) RM'000
 Transactions with a company connected to a Director Supplying rubber compound and accessories 	693	1,243

Related Party Transactions have been entered into in the ordinary course of business based on normal commercial terms and at arm's length.

B. BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS

B1. Review of Performance

	INDIVIDUA	L QUARTER	CUMULATIV	E PERIOD	
	Current Year	Preceding Year	Current Year	Preceding	
	Quarter	Corresponding	To-date	Year	
		Quarter		Corresponding	
				Period	
	30.06.2017	30.06.2016	30.06.2017	30.06.2016	
	RM'000	RM'000	RM'000	RM'000	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
Revenue	28,176	37,297	69,200	84,726	
Profit/(Loss) before tax	(3,801)	(1,958)	(3,697)	(3,057)	

For the three months ended 30 June 2017, total revenue decreased by about RM 9.1 million; RM 28.2 million in current quarter compared to RM 37.3 million in the preceding year's corresponding quarter. The decrease was mainly due to lower sales recorded from all business segments as compared to the previous year's corresponding quarter. In the quarter under review, the Group registered a loss before tax of RM 3.8 million as compared to loss of RM 2.0 million in the preceding year's corresponding quarter. This was again mainly due to the lower sales in the quarter under review . As mentioned in Section A3 above, the management had engaged PKFSB to carry out the impairment test on the carrying value of the property plant & equipment as at 31 Dec 2016 as well as the inventories in one of the subsidiaries which could not be reliably measured. In their report to the Board of Directors they recommended that the management make a a provision of RM 469,024 for impairment of the assets of the China entity, Jiangsu Goodway Rubber Products Co Ltd. which ceased operations during the quarter under review as well as a provision of RM 252,504 for the write down of some inventories to its net realizable value. These provisions have been done and included in the results above for the quarter under review.

B2. Variation of Results against Preceding Quarter

	Current Year	Preceding Quarter
	Quarter ended	Ended
	30.06.2017	31.03.2017
	RM'000	RM'000
	(Unaudited)	(Unaudited)
Revenue	28,176	41,024
Profit/(Loss) before tax	(3,801)	104

Revenue decreased by RM 12.8 million as compared to the immediate preceding quarter due to lower sales from all segments which resulted in a loss of RM 3.8 million in the quarter under review. Also as mentioned in Section B1 above, as a result of the impairment test done by PKFSB, a provision of RM 469,024 for impairment of assets of the China entity, Jiangsu Goodway Rubber Products Co Ltd. which ceased operations during the quarter under review as well as a provision of RM 252,504 for the write down of some inventories due to its net realizable value has been made and included in the results above for the current quarter ended 30 June 2017

B3. Prospects

The Group's rubber compounding and retreading business continues to be challenging on several fronts, but tighter cost and credit control have been implemented to mitigate the challenges ahead. The rubber compound business is focusing on higher margin product segments to rebuild the business volume of the group. The retreading business continues to experience challenging sales but the management has placed emphasis on the sale of new tyres to fleets packaged with retreading solutions.

The property development project is nearing completion and the CCC is expected to be obtained within this year. The management will be conducting feasibility evaluations on the initiation of the planned Phase 2 Big Wheel Industrial Park.

B4. Profit/(Loss) Before Taxation

Included in the profit/(loss) before taxation are the following items:

	INDIVIDU	AL QUARTER	CUMULA	TIVE PERIOD	
	Current	Preceding Year	Current	Preceding Year	
	Year	Corresponding	Year	Corresponding	
	Quarter	Quarter	To-Date	Period	
	30.06.2017	30.06.2016	30.06.2017	30.06.2016	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
	RM'000	RM'000	RM'000	RM'000	
Interest income	(1)	(23)	(2)	(70)	
Gain on sale of property, plant and equipment	(256)	-	(323)	-	
Interest expenses	1,073	1,498	2,218	2,985	
Depreciation and amortisation	4,088	1,990	6,126	4,136	
Impairment of receivables	-	-	-	1,000	
Loss on foreign exchange	37	229	143	802	

B5. Profit Forecast

The group has not issued any profit forecast or profit guarantee during the quarter under review.

B6. Taxation

Taxation comprises the following:-

	INDIVIDUA	L QUARTER	CUMULATIVE PERIOD		
	Current	Preceding Year	Current	Preceding Year	
	Year	Corresponding	Year	Corresponding	
	Quarter	Quarter	To-Date	Period	
	30.06.2017	30.06.2016	30.06.2017	30.06.2016	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
	RM'000	RM'000	RM'000	RM'000	
Current tax expense	-	(50)	-	(216)	
Total taxation expense	-	(50)	-	(216)	

Domestic current income tax is calculated at the statutory tax rate of 24% of the taxable profit for the period whereas taxation for overseas subsidiaries is calculated at the rate prevailing in the respective jurisdictions.

B7. Corporate Proposals

In the quarter under review, the Group has mutually terminated the Share Sale Agreement with NSA Technology Sdn Bhd for the Proposed Acquisition of S5 Systems Sdn Bhd due to the prolonged timing for the fulfilment of the Conditions Precedent. Announcement of the mutual termination was made on 11th April 2017.

B8. Group Loans and Borrowings

The Group loans and borrowings as at 30 June 2017 are as follows:-

	As at 2 nd quarter ended 2017									
	Long Term			Short Term			Total Borrowings			
	AUD '000	RM '000	RM '000	AUD '000	RM '000	RM '000	AUD '000	RM '000	RM '000	
	Borrowing	Equivalent	Borrowing	Borrowing	Equivalent	Borrowing	Borrowing	Equivalent	Borrowing	
Secured										
Borrowings	148	487	666	28	93	15,911	176	580	16,577	
Term loans	-	-	33,473	-	-	4,080	-	-	37,553	
Unsecured										
Borrowings	-	-	-	-	-	40,741	-	-	40,741	
Term loans	-	-	-	-	-	2,800	-	-	2,800	
Total	148	487	34,139	28	93	63,532	176	580	97,671	
		As at 2 nd quarter ended 2016								
		Long Term		Short Term			Total Borrowings			
	AUD '000	RM '000	RM '000	AUD '000	RM '000	RM '000	AUD '000	RM '000	RM '000	
	Borrowing	Equivalent	Borrowing	Borrowing	Equivalent	Borrowing	Borrowing	Equivalent	Borrowing	
Secured										
Borrowings	170	511	2,457	33	100	26,694	203	611	29,151	
Term loans	-	-	40,385	-	-	6,668	-	-	47,053	
Unsecured										
Borrowings	-	-	-	-	-	47,200	-	-	47,200	
Term loans	-	-	-	-	-	2,800	-	-	2,800	
Total	170	511	42,842	33	100	83,362	203	611	126,204	

AUD – Australian Dollar; Exchange rate 1 AUD = RM 3.2984

B9. Financial Instruments

Forward foreign exchange contracts are entered into by the Group in currencies other than the functional currency to manage exposure to fluctuations in foreign currency exchange rates on specific transactions.

Forward foreign exchange contracts are recognised on the contract dates and are measured at fair values with changes in fair values being recognised as profit or loss.

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's business whilst managing its interest rate risk, credit risk, liquidity risk and foreign currency risk.

B10. Material Litigation

The Group does not have any material litigation as at the date of this report.

B11. Proposed Dividend

There was no dividend declared for the current period under review.

B12. Retained Earnings

The realised and unrealised profits of the Group are as follows:

	As at	As at
	30.06.2017	31.12.2016
	(Unaudited)	(Audited)
	RM'000	RM'000
Accumulated losses		
-Realised	16,349	13,018
-Unrealised	(12,530)	(5,504)
	3,819	7,514
Less: Consolidation adjustments	(43,589)	(43,589)
	(39,770)	(36,075)

B13. Earnings/(Loss) Per Ordinary Share EPS/(LPS)

	2 nd Quarte	er Ended	Cumulative Quarter Ended		
	30.06.2017	30.06.2016	30.06.2017	30.06.2016	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
	RM'000	RM'000	RM'000	RM'000	
Basic EPS/(LPS)					
Net profit/(loss) attributable to the					
owner of the Company	(3,800)	(1,937)	(3,695)	(3,209)	
Weighted average number of ordinary					
shares	110,518	110,518	110,518	110,518	
Basic earnings/(loss) per share (sen)	(3.44)	(1.75)	(3.34)	(2.90)	

Diluted EPS/(LPS

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Not applicable as the Company does not have dilutive ordinary shares in issue.

By order of the Board **GOODWAY INTEGRATED INDUSTRIES BERHAD** FOO SIEW LOON Company Secretary (MAICSA 7006874) Selangor Darul Ehsan

Date: 30 August 2017