

TH HEAVY ENGINEERING BERHAD (634775-D)
(Incorporated in Malaysia)

The Board of Directors of TH Heavy Engineering Berhad is pleased to announce the financial results of the Group for the period ended 30 September 2014

PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING STANDARDS (“MFRS”) 134.

1. BASIS OF PREPARATION

The interim financial statements are unaudited and prepared in accordance with the requirements under the MFRS 134 – “Interim Financial Reporting” issued by the Malaysian Accounting Standard Board (“MASB”) and Para 9.22 of the Bursa Malaysia Securities Berhad’s (“BMSB”) Listing Requirements.

The interim financial report should be read in conjunction with the Group’s audited financial statements for the financial year ended 31 December 2013. The explanatory notes attached to these condensed consolidated interim financial statements provide an explanation of 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 31 December 2013.

2. SIGNIFICANT ACCOUNTING POLICIES AND APPLICATION OF MFRS 1

The accounting policies, methods of computation and basis of consolidation adopted by the Group in this unaudited financial report are consistent with those used in the preparation of the audited financial statements for the financial year ended 31 December 2013.

3. AUDITORS’ REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors’ report on the audited financial statements for the financial year ended 31 December 2013 was not qualified.

4. SEASONALITY OR CYCLICALITY OF INTERIM OPERATIONS

Besides the vagaries of the Engineering business, the Group’s fabrication business performance is also dependent upon the infrastructure spending by upstream oil and gas companies namely the production sharing contractors, which in turn is pegged amongst others to the outlook on the global oil prices and field discoveries.

5. UNUSUAL ITEMS AFFECTING ASSETS, LIABILITIES, EQUITY, NET INCOME OR CASH FLOWS

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the current quarter and financial period.

6. SIGNIFICANT CHANGES IN ESTIMATES

There were no changes in estimates of amounts reported that have had a material effect in the current quarter and financial period.

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7. DEBT AND EQUITY SECURITIES

There were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities for the current financial period.

8. DIVIDENDS PAID

There were no dividends paid during the current financial period.

9. SEGMENTAL REPORTING

Segmental analysis for the current financial period to date is as follows:

	Financial Period Ended 30th September 2014	
	Revenue (RM'000)	Profit/(Loss) Before Taxation (RM'000)
Business Segment		
Construction Services	283,425	(37,167)
Offshore Crane Works	19,367	(2,878)
Offshore Services	46,443	(3,450)
Others	8,270	(1,929)
Sub Total	357,505	(45,424)
Consolidation Adjustment	(71,703)	12,167
Total	285,802	(33,257)

Analysis by geographical segments has not been presented as the operations of the Group are principally in Malaysia.

10. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

There was no revaluation made during the financial period under review.

11. SUBSEQUENT EVENTS

There were no subsequent material events after the end of the current quarter.

12. CHANGES IN THE COMPOSITION OF THE GROUP

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

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13. CHANGES IN CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There are no contingent liabilities and contingent assets during the financial period under review.

14. CAPITAL COMMITMENTS

	As at 30-Sep-2014 Group and Company (RM'000)
- Approved and contracted for	21,893
- Approved but not contracted for	10,624
	32,517

The capital commitments consist mainly costs to be incurred for the upgrading of the Pulau Indah yard.

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

15. REVIEW OF PERFORMANCE OF THIRD QUARTER

	Revenue		Profit/(Loss) Before Tax	
	3 rd Quarter ended 30/9/2014 (RM'000)	3 rd Quarter ended 30/9/2013 (RM'000)	3 rd Quarter ended 30/9/2014 (RM'000)	3 rd Quarter ended 30/9/2013 (RM'000)
Business Segment				
Construction Services	77,597	83,845	(20,619)	885
Offshore Crane Works	3,130	11,523	(813)	(127)
Offshore Services	36,683	-	(3,283)	-
Others	2,591	2,922	(355)	3,313
Sub Total	120,001	98,290	(25,070)	4,071
Share of profit of equity-accounted associates, net of tax	-	-	2,972	-
Share of profit of equity-accounted joint venture, net of tax	-	-	(461)	-
Consolidation Adjustment	(41,012)	(14,692)	(1,232)	-
Total	78,989	83,598	(23,791)	4,071

Group

The Group recorded revenue of RM79.0 million for the third quarter 2014 as compared to RM83.6 million in the previous third quarter of 2013. The decrease was due to completion of prior year projects and the current projects are at their tail-end.

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16. MATERIAL CHANGE IN QUARTERLY RESULTS AGAINST IMMEDIATE PRECEDING QUARTER

	Revenue		Profit/(Loss) Before Tax	
	3 rd Quarter ended 30/9/2014 (RM'000)	2 nd Quarter ended 30/6/2014 (RM'000)	3 rd Quarter ended 30/9/2014 (RM'000)	2 nd Quarter ended 30/6/2014 (RM'000)
Business Segment				
Construction Services	77,597	63,785	(20,619)	(12,976)
Offshore Crane Works	3,130	7,673	(813)	175
Offshore services	36,683	9,761	(3,283)	222
Others	2,591	2,159	(355)	(97)
Total	120,001	83,378	(25,070)	(12,676)
Share of profit of equity-accounted associates, net of tax	-	-	2,972	(2,756)
Share of profit of equity-accounted joint venture, net of tax	-	-	(461)	(257)
Consolidation Adjustment	(41,012)	(18,679)	(1,232)	5,698
Total	78,989	64,699	(23,791)	(9,991)

For the current quarter under review, Group revenue increased by 22% to RM79.0 million as compared to RM64.7 million in the 2nd quarter 2014. The increase in the revenue during the quarter was due to the increased in works to complete an ongoing project which was completed in early October 2014.

17. COMMENTARY ON PROSPECTS

As at 30 September 2014, the Group had an outstanding fabrication order books of RM180 million and FPSO Leasing Award of approximately USD372 million.

The FPSO Leasing Award from JX Nippon is expected to contribute positively towards the earnings and net assets per share of the Company.

Moving forward, we are cautiously optimistic but anticipate the fabrication business to remain challenging in view of the present competitive environment. However, the Company is working towards realigning its business strategies to capitalize on more promising areas in the fabrication business and is exploring other business opportunities in the Oil & Gas value chain.

18. PROFIT FORECAST

The Group has not issued any profit forecast for the current financial year and therefore no comparison is made available.

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19. TAXATION

	As at 30-Sep-2014 (RM'000)	As at 31-Dec-2013 (RM'000)
<u>Tax Expense</u>		
Current year	196	2,000
(Over)/Under provision in prior year	(1,705)	170
<u>Deferred tax expense</u>		
Origination and reversal of temporary differences	(108)	(4,700)
Total Tax Income	(1,617)	(2,530)

20. SALE OF UNQUOTED INVESTMENTS AND/OR PROPERTIES

There were no sales of unquoted investment and/or properties during the current quarter and financial year.

21. PURCHASE OR DISPOSAL OF QUOTED SECURITIES

There were no dealings by the Group in quoted securities for the current quarter and financial year. The Group did not hold any investments in quoted shares as at 30 September 2014.

22. STATUS OF CORPORATE PROPOSALS

Save as disclosed below, there were no corporate proposals announced but not completed as at the date of this report:

- a) On 24 September 2014, the Company announced the proposal to undertake a private placement of up to ten percent (10%) of the issued and paid-up share capital of the Company to investor(s) to be identified and at an issue price to be determined later (“**Private Placement**”).

On 14 October 2014, the Company announced that Bursa Securities had, vide its letter dated 14 October 2014, approved the listing of and quotation for up to 125,810,570 new ordinary shares of RM0.25 each in THHE (“**THHE Shares**”) to be issued pursuant to the Private Placement (“**Placement Share(s)**”).

On 16 October 2014, the Company announced that 52,796,345 Placement Shares, representing 5% of the issued and paid-up share capital of the Company, had been issued at an issue price of RM0.80 per Placement Share pursuant to the Private Placement.

As at 30 September 2014, the Private Placement has yet to be completed.

TH HEAVY ENGINEERING BERHAD (634775-D)
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22. STATUS OF CORPORATE PROPOSALS (CONT'D)

- b) On 3 October 2014, Hong Leong Investment Bank Berhad had, on behalf of the Company, announced that the Company proposes to undertake the following proposals:
- (i) a renounceable rights issue of new THHE Shares (“**Rights Shares**”) to the shareholders of the Company at an entitlement date to be determined later to raise gross proceeds of up to RM450.0 million, together with a bonus issue of new THHE Shares (“**Bonus Shares**”) to be credited as fully paid-up on the basis of 1 Bonus Share for every 5 Rights Shares subscribed (“**Proposed Rights Issue with Bonus Issue**”); and
 - (ii) amendment to the Articles of Association of the Company (“**Proposed Amendment**”).

As at 30 September 2014, the Proposed Rights Issue with Bonus Issue and the Proposed Amendment have yet to be completed.

23. BORROWINGS AND DEBT SECURITIES

	Group	
	As at 30-Sep-14 (RM'000)	As at 31-Dec-13 (RM'000)
<u>Long Term Borrowings</u>		
- Finance lease liabilities	1,202	431
- Sukuk term loan	240,000	240,000
- Secured term loan	35,817	33,564
Less: Transactions costs	(7,812)	(1,237)
	269,207	272,758
Accreted interest	5,769	126
Sub Total	274,976	272,884
<u>Short Term Borrowings</u>		
- Revolving credit facilities - unsecured	35,000	28,000
- Trust receipt - secured	15,902	482
- Finance lease liabilities	125	89
Sub Total	51,027	28,571
Total borrowings	362,003	301,455

24. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

There were no off balance sheet financial instruments as at 30 September 2014.

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(Incorporated in Malaysia)

25. CHANGES IN MATERIAL LITIGATION

Save as disclosed below, the Company is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has or will have a material effect on the financial position on our business, and our Directors are not aware of any proceedings, pending or threatened, against the Company and/or any of the Company's subsidiaries or of any facts likely to give rise to any proceedings which might materially affect the position or business of our Group:

**(a) Ramunia Fabricators Sdn Bhd ("RFSB") vs. Global Fabricators Sdn Bhd ("GFSB")
(Kuala Lumpur High Court Civil Suit No.: 22NCC-752-2011)**

RFSB instituted a suit against GFSB and a counter claim of RM4,632,778 was brought by GFSB for work done on the Melor and Kumang projects. A stay application was filed as the respective contracts have an arbitration agreement and GFSB agreed to resolve the disputes by way of Arbitration. A Notice of Arbitration was served to RFSB in March 2012. In response to the notice of arbitration, the Company has nominated an arbitrator and proposed consolidation of both arbitrations. To date, no arbitrator has been appointed as yet and the arbitration proceedings is still pending.

RFSB's solicitors are of the opinion that RFSB has a fair chance of successfully defending the counterclaim during the arbitration proceedings.

**(b) Ramunia Optima Sdn Bhd ("ROSB") vs. PFCE Engineering Sdn. Bhd. ("PFCE")
(Kuala Lumpur Sessions Court, Suit No.52-17410-05/2012)
Ramunia Holdings Berhad ("RaHB") vs. PFCE Engineering Sdn. Bhd. ("PFCE")
(Kuala Lumpur Sessions Court, Suit No.52-17409-05/2012)
Ramunia Fabricators Berhad ("RFSB") vs. PFCE Engineering Sdn. Bhd. ("PFCE")
(Kuala Lumpur High Court, Suit No. 22NCVC-566-5/2012 and Suit No. 22NCVC-565-5/2012)**

The Group instituted a number of legal suits against PFCE Engineering Sdn. Bhd. ("PFCE") for unpaid monies and losses and expenses incurred in the cause of executing a project which was novated to PFCE in Financial Year 2009. The total claim presented by the Group amounted to RM30.4 million against which a counter suit of RM7.2 million from PFCE has been received.

The matter is fixed for trial on 4th to 12th December 2014. The Company's solicitors are of the view that the Company has a fair chance of successfully defending the counterclaim brought by PFCE during the court proceedings.

The Group's solicitors are also of the opinion that the Group has a fair chance of being successful in its claims.

26. PROPOSED DIVIDENDS

No dividends have been proposed for the current reporting quarter.

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27. (LOSS)/EARNINGS PER SHARE

(Loss)/Earnings per share (“(LPS)/EPS”)	THIRD QUARTER		CUMULATIVE QUARTER	
	Current Quarter 30-Sep-14	Preceding Year Corresponding Quarter 30-Sep-13	Current Financial Year 30-Sep-14	Preceding Corresponding Financial Year 30-Sep-13
(Loss)/Profit for the purpose of basic earnings per share (RM'000)	(22,282)	3,901	(31,640)	19,117
Weighted average number of ordinary shares for the purpose of basic earnings share (No.'000)	1,021,971	927,975	1,021,971	985,179
Basic (LPS)/EPS (sen)	(2.18)	0.42	(3.09)	1.94
Adjusted earnings for the purpose of diluted earnings per share (RM'000)	(22,282)	3,901	(31,640)	19,117
Weighted average number of ordinary shares for the purpose of diluted earnings share (No.'000)	1,157,606	1,002,433	1,169,457	1,054,595
Diluted (LPS)/EPS (sen)	(1.92)	0.39	(2.71)	1.81

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28. REALISED AND UNREALISED (LOSSES)/PROFITS

The breakdown of the (accumulated losses)/retained profits of the Group as at 30 September 2014 into realised and unrealised (losses)/profits is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2010 and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

	As at 30-Sep-2014 (RM'000)
Total accumulated losses of the Company and its subsidiaries:-	
- realised	(187,904)
- unrealised	(18,500)
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Total Group accumulated losses	(206,404)
Add: Consolidation adjustments	246,387
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Total Group retained profits as per consolidated accounts	39,983
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29. ITEMS TO DISCLOSE IN THE STATEMENT OF COMPREHENSIVE INCOME

	Quarter ended 30/9/2014 (RM'000)	Period ended 30/9/2014 (RM'000)
Interest income	187	567
Depreciation and amortisation	(3,106)	(9,372)
Inventories written off	-	(9)
Realised foreign exchange	(44)	(79)
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30. AUTHORISED FOR ISSUE

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Board of Directors dated 27 November 2014.