

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 year ended 31 December 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

Save as disclosed below, there were no issuances, cancellations, share buy-backs, resale of shares bought back or repayment of debt and equity securities:

a) Share Capital

During the three month period ended 31 December 2014, the issued and paid-up share capital of the Company increased from 1,056,638,745 ordinary shares of RM0.25 each to 1,111,077,190 ordinary shares of RM0.25 each by way of issuance of:

- (i) 1,642,100 new ordinary shares of RM0.25 each pursuant to the conversion of warrant on the basis of one (1) units of warrant for one (1) ordinary share of RM0.25 each; and
- (ii) 52,796,345 new ordinary shares of RM0.25 each, representing approximately 5% of the issued and paid-up share capital of the Company by way of Private Placement of Placement Shares as part of the Private Placement exercise as disclosed in Note 22(a).

b) Treasury Shares

There were no repurchase of the Company's shares during the current quarter.

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 Year Ended	
	31 December 2014	
	Revenue	Loss Before
	(RM'000)	Taxation
		(RM'000)
Business Segment		
Construction Services	326,765	(101,114)
Offshore Crane Works	34,834	(2,513)
Offshore Services	66,510	(15,123)
Others	10,886	(2,173)
Sub Total	438,995	(120,923)
Consolidation Adjustment	(94,871)	14,620
Total	344,124	(106,303)

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

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10. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

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

11. SUBSEQUENT EVENTS

Save as disclosed in the Note 22, there were no other 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.

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 31-Dec-14 Group (RM'000)
- Approved and contracted for	463,926
- Approved but not contracted for	<u>562,856</u>
	<u><u>1,026,782</u></u>

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

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

15. REVIEW OF PERFORMANCE OF FOURTH QUARTER

	Revenue		Profit/(Loss) Before Tax	
	4 th Quarter ended 31/12/2014 (RM'000)	4 th Quarter ended 31/12/2013 (RM'000)	4 th Quarter ended 31/12/2014 (RM'000)	4 th Quarter ended 31/12/2013 (RM'000)
Business Segment				
Construction Services	43,340	60,149	(63,947)	(26,121)
Offshore Crane Works	15,467	6,372	365	2,826
Offshore Services	20,067	-	(11,673)	-
Others	2,616	1,081	(244)	47,460
Sub Total	81,490	67,602	(75,499)	24,165
Consolidation Adjustment	(23,168)	(6,586)	2,453	(44,426)
Total	58,322	61,016	(73,046)	(20,261)

The Group recorded revenue of RM58.3 million for the fourth quarter 2014 as compared to RM61.0 million in the previous fourth quarter of 2013. The decrease was due to completion of prior year projects and the current projects are at their tail-end.

The Group recorded a loss before tax of RM73.0 million in the current quarter as compared to loss of RM20.3 million in the corresponding quarter of 2013 mainly due to the following factors:

- lower realized margins on completed jobs arising from higher than expected cost to complete projects;
- slower fabrication business activities in the current quarter;
- Higher operating costs mainly from retrenchment of staff as well as yard maintenance; and
- Impairment loss on receivables of RM12.25 million

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16. MATERIAL CHANGE IN QUARTERLY RESULTS AGAINST IMMEDIATE PRECEDING QUARTER

	Revenue		Profit/(Loss) Before Tax	
	4 th Quarter ended 31/12/2014 (RM'000)	3 rd Quarter ended 30/9/2014 (RM'000)	4 th Quarter ended 31/12/2014 (RM'000)	3 rd Quarter ended 30/9/2014 (RM'000)
Business Segment				
Construction Services	43,340	77,597	(63,947)	(20,619)
Offshore Crane Works	15,467	3,130	365	(813)
Offshore services	20,067	36,683	(11,673)	(3,283)
Others	2,616	2,591	(244)	(355)
Total	81,490	120,001	(75,499)	(25,070)
Consolidation Adjustment	(23,168)	(41,012)	2,453	(1,232)
Total	58,322	78,989	(73,046)	(23,791)

For the current quarter under review, Group revenue decreased to RM58.3 million as compared to RM79.0 million in the third quarter 2014. The decrease was due to completion of prior year projects and the current projects are at their tail-end. Consequently, the Group loss before tax increase to RM73.0 million as compared to RM23.8 million for immediate preceding quarter.

17. COMMENTARY ON PROSPECTS

As at 31 December 2014, the Group had an outstanding fabrication order books of RM251 million and FPSO Leasing Award of around USD372 million or approximately RM1.36 billion.

The FPSO Leasing Award from JX Nippon is expected to contribute positively commencing in 3rd quarter 2016 towards the earnings and net assets per share of the Company.

Moving forward, the Company expects the fabrication business to remain challenging in view of the present competitive environment and CAPEX cut as announced by oil majors. 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

	4th Quarter ended 31/12/2014 (RM'000)	4th Quarter ended 31/12/2013 (RM'000)	Cummulative year ended 31/12/2014 (RM'000)	Cummulative year ended 31/12/2013 (RM'000)
<u>Tax Expense</u>				
Current year	-	2,000	196	2,000
Under/(Over) provision in prior year	-	1	(1,705)	171
<u>Deferred tax expense</u>				
Origination and reversal of temporary differences	9,225	(4,700)	9,117	(4,700)
Total Tax Income	9,225	(2,699)	7,608	(2,529)

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 31 December 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 31 December 2014, the Private Placement has yet to be completed.

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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”).

On 6 February 2015, the Proposed Rights Issue with Bonus Issue and the Proposed Amendment have been discontinued after taking into consideration the declining market price of THHE Shares.

c) On 13 February 2015, 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 up to 1,200,000,000 new Islamic irredeemable convertible preference shares of RM0.25 each in THHE (“ICPS-i”) at an issue price of RM0.25 to the shareholders of THHE at an entitlement date to be determined later, to raise gross proceeds of up to RM300,000,000 (“Proposed Rights Issue of ICPS-i”);

(ii) increase in the authorised share capital of THHE from RM855,000,000 comprising 3,200,000,000 ordinary shares of RM0.25 each in THHE (“THHE Shares”) and 220,000,000 existing irredeemable convertible non-cumulative preference shares of RM0.25 each in THHE to RM1,100,000,000 comprising 3,200,000,000 THHE Shares and 1,200,000,000 ICPS-i (“Proposed Increase in Authorised Share Capital”); and

(iii) amendments to the Memorandum and Articles of Association of the Company (“Proposed Amendments”).

As at the date of this report, the Proposed Rights Issue of ICPS-I, Proposed Increase in Authorised Share Capital and Proposed Amendments have yet to be completed.

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23. BORROWINGS AND DEBT SECURITIES

	As at	As at
	31 December	31 December
	2014	2013
	(RM'000)	(RM'000)
<u>Long Term Borrowings</u>		
- Finance lease liabilities	1,158	431
- Sukuk term loan	240,000	240,000
- Secured term loan	30,861	33,564
Less: Transactions costs	(6,721)	(1,237)
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	265,298	272,758
Accreted interest	5,761	126
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Sub Total	271,059	272,884
<u>Short Term Borrowings</u>		
- Revolving credit facilities - unsecured	68,727	28,000
- Trust receipt - secured	5,163	482
- Finance lease liabilities	125	89
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Sub Total	74,015	28,571
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Total borrowings	345,074	301,455
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24. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

There were no off balance sheet financial instruments as at 31 December 2014.

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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 from 17 to 21 August 2015. 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

	Current Quarter	Preceding Year Corresponding Quarter	Current Financial Year	Preceding Corresponding
	31-Dec-14	31-Dec-13	31-Dec-14	31-Dec-13
(Loss)/Profit for the purpose of basic earnings per share (RM'000)	(56,901)	(10,929)	(76,450)	8,188
Weighted average number of ordinary shares for the purpose of basic earnings share (No.'000)	1,101,028	927,987	1,006,534	985,191
Basic (LPS)/EPS (sen)	(5.17)	(1.18)	(7.60)	0.83
Adjusted earnings for the purpose of diluted earnings per share (RM'000)	(56,901)	(10,929)	(76,450)	8,188
Weighted average number of ordinary shares for the purpose of diluted earnings share (No.'000)	1,101,028	1,225,403	1,006,534	1,222,498
Diluted (LPS)/EPS (sen)	(5.17)	(0.89)	(7.60)	0.67

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28. REALISED AND UNREALISED PROFITS

The breakdown of the retained profits of the Group as at 31 December 2014 into realised and unrealised 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 31-Dec-14 (RM'000)	As at 31-Dec-13 (RM'000)
Total (accumulated losses)/retained profits of the Company and its subsidiaries:-		
- realised	(267,790)	(158,812)
- unrealised	9,225	(18,342)
Total Group accumulated losses	(258,565)	(177,154)
Add: Consolidation adjustments	241,647	217,505
Total Group (accumulated losses)/ retained profits as per consolidated accounts	(16,918)	40,351

29. ITEMS TO DISCLOSE IN THE STATEMENT OF COMPREHENSIVE INCOME

	Quarter ended 31/12/2014 (RM'000)	Cummulative Period ended 31/12/2014 (RM'000)
Interest income	(249)	(816)
Interest expense	(2,112)	5,243
Impairment of receivables	12,250	12,250
Depreciation and amortisation	3,477	12,849
Inventories written off	-	9
Inventories written back	(464)	(464)
Unrealised forex gain	(1,164)	(1,164)
Realised forex gain	(7)	(86)

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 February 2015.