## KAWAN FOOD BERHAD (Company No: 640445-V) (Incorporated in Malaysia)

## Condensed Consolidated Statement of Comprehensive Income For the Six Months Ended 30 June 2014 - Unaudited

	3 months ended		6 months ended	
	30.6.2014	30.6.2013	30.6.2014	30.6.2013
	$\mathbf{R}\mathbf{M}$	$\mathbf{RM}$	$\mathbf{RM}$	$\mathbf{RM}$
Revenue	40,749,132	32,381,979	75,119,565	60,721,663
Cost of sales	(22,529,993)	(19,314,856)	(43,145,894)	(36,281,696)
Gross profit	18,219,139	13,067,123	31,973,671	24,439,967
Other income	161,244	148,616	367,823	303,635
Selling & distribution expenses	(6,659,381)	(5,231,655)	(12,000,548)	(10,068,799)
Administrative expenses	(4,403,519)	(2,223,909)	(7,446,292)	(4,672,073)
Finance costs	(114,243)	(111,462)	(221,749)	(220,778)
•	7,203,240	5,648,713	12,672,905	9,781,952
Share of loss of equity-accounted investees, net				
of tax	(41,408)	(12,067)	(65,735)	(57,306)
Profit before tax	7,161,832	5,636,646	12,607,170	9,724,646
Income tax expense	(1,755,833)	(1,332,439)	(3,013,178)	(2,284,094)
Profit for the period	5,405,999	4,304,207	9,593,992	7,440,552
•				
Other comprehensive profit, net of tax				
Exchange differences on translation of				
foreign operations	(481,246)	996,593	(1,231,008)	1,402,019
Other comprehensive profit, net of tax	(481,246)	996,593	(1,231,008)	1,402,019
Total comprehensive income for the period	4,924,753	5,300,800	8,362,984	8,842,571
Profit attributable to:				
Owners of the company	5,400,538	4,278,932	9,578,117	7,421,523
Non-controlling interest	5,461	25,275	15,875	19,029
Profit for the period	5,405,999	4,304,207	9,593,992	7,440,552
Total comprehensive income attributable to:				
Owners of the company	4,919,292	5,275,525	8,347,109	8,823,542
Non-controlling interest	5,461	25,275	15,875	19,029
Total comprehensive income for the period	4,924,753	5,300,800	8,362,984	8,842,571
i in period	7,727,133	3,300,000	0,502,704	0,072,371
Earning per share				
Basic (Sen)	4.47	3.57	7.93	6.18
Diluted (Sen)	3.99	3.57	7.08	6.18
• •				

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

## KAWAN FOOD BERHAD (Company No: 640445-V) (Incorporated in Malaysia)

# Condensed Consolidated Statement of Financial Position As at 30 June 2014 - Unaudited

As at 30 June 2014 - Unauauea	unaudited 30.6.2014 RM	audited 31.12.2013 RM
Assets		
Property, plant and equipment	87,281,893	78,103,997
Investment properties	2,627,767	2,675,400
Prepaid lease payments	2,823,581	2,986,503
Deferred tax assets	427,516	1,598,287
Total non-current assets	93,160,757	85,364,187
Other investments, including derivatives	402,904	5,354,783
Inventories	10,663,722	8,545,097
Trade, other receivables and prepayments	29,588,265	24,234,556
Cash and cash equivalents	32,709,129	36,146,284
Total current assets	73,364,020	74,280,720
Total assets	166,524,777	159,644,907
Equity		
Share capital	60,394,695	60,000,000
Share premium	710,451	-
Reserves	77,689,741	75,838,529
Total equity attributable to owners of the company	138,794,887	135,838,529
Non-controlling interest	(10,325)	(26,200)
Total equity	138,784,562	135,812,329
Liabilities		
Loans and borrowings	1,590,085	2,094,041
Deferred tax liabilities	1,865,120	3,054,466
Total non-current liabilities	3,455,205	5,148,507
Loan and borrowings	996,039	971,968
Trade and other payables	21,231,751	16,770,992
Current tax liabilities	2,057,220	941,111
Total current liabilities	24,285,010	18,684,071
Total liabilities	27,740,215	23,832,578
Total equity and liabilities	166,524,777	159,644,907
Net assets per share attributable to		
equity holders of the parent (RM)	1.15	1.13

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the year ended 31 March 2013 and the accompanying explanatory notes attached to the interim financial statements.

# KAWAN FOOD BERHAD (Company No: 640445-V)

(Incorporated in Malaysia)

Condensed Consolidated Statement of Changes in Equity For the Six Months Ended 30 June 2014 - Unaudited

	<no< th=""><th>n-distributal</th><th>ole&gt;</th><th>Distributable</th><th></th><th>Non-</th><th></th></no<>	n-distributal	ole>	Distributable		Non-	
At 1 January 2013	Share Capital RM 60,000,000	Share Premium RM	Translation Reserve RM 321,896	Retained Profits RM 58,486,504	<b>Total RM</b> 118,808,400	Controlling Interest RM (11,938)	<b>Total Equity RM</b> 118,796,462
Total other comprehensive income for							
the year							
-Foreign currency translation differences							
for foreign operations	-	-	3,014,487	-	3,014,487	-	3,014,487
Profit for the year	-	-	-	16,175,642	16,175,642	(14,262)	16,161,380
Total comprehensive income for the year	-	-	3,014,487	16,175,642	19,190,129	(14,262)	19,175,867
Dividends to owners of the Company	-	-	-	(2,160,000)	(2,160,000)	-	(2,160,000)
At 31 December 2013/1 January 2014	60,000,000		3,336,383	72,502,146	135,838,529	(26,200)	135,812,329
Total other comprehensive income for							
the period							
-Foreign currency translation differences							
for foreign operations	-	-	(1,231,008)	-	(1,231,008)	-	(1,231,008)
Profit for the period	-	-	-	9,578,117	9,578,117	15,875	9,593,992
Total comprehensive income							
for the period	-	-	(1,231,008)	9,578,117	8,347,109	15,875	8,362,984
Issuance of shares pursuant to:							
warrant conversion	394,695	710,451	-	-	1,105,146	-	1,105,146
Dividends to owners of the Company	-	-	-	(6,495,897)	(6,495,897)	-	(6,495,897)
At 30 June 2014	60,394,695	710,451	2,105,375	75,584,366	138,794,887	(10,325)	138,784,562

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

## KAWAN FOOD BERHAD

(Company No: 640445-V) (Incorporated in Malaysia)

Condensed Consolidated Statement of Cash Flows For the Six Months Ended 30 June 2014 - Unaudited

	6 months ended		
	30.6.2014	30.6.2013	
	$\mathbf{R}\mathbf{M}$	$\mathbf{R}\mathbf{M}$	
Cash flows from operating activities			
Profit before tax	12,607,170	9,781,952	
Adjustments for:			
Depreciation and amortisation	3,093,866	3,050,611	
(Gain)/loss on disposal of plant and equipment	(17,029)	(97,379)	
Interest expense	70,996	94,137	
Interest income	(151,440)	(108,354)	
Share of loss of equity-accounted investee, net of tax	24,327	57,306	
Unrealised foreign exchange differences	(414,548)	(290,432)	
Operating profit before working capital changes	15,213,342	12,487,841	
Changes in working capital:			
Inventories	(2,118,625)	(2,506,759)	
Trade and other receivables	(5,436,280)	(2,130,290)	
Trade and other payables	4,543,325	2,696,268	
Cash generated from operations	12,201,762	10,547,060	
Income tax paid	(1,914,751)	(1,719,537)	
Income tax refund		933,022	
Net cash generated from operating activities	10,287,011	9,760,545	
Cash flows from investing activities			
Interest received	151,440	108,354	
Changes in investment in unit trust	4,951,878	-	
Proceeds from disposal of plant and equipment	44,300	191,831	
Purchase of property, plant and equipment	(13,408,891)	(3,105,121)	
Net cash used in investing activities	(8,261,273)	(2,804,936)	
Cash flows from financing activities			
Dividend paid	(6,495,897)	(2,160,000)	
Interest paid	(70,996)	(94,137)	
Proceeds from issuance of share	1,105,146	-	
Repayment of borrowings	(479,885)	(456,744)	
Net cash used in financing activities	(5,941,632)	(2,710,881)	
Net (decrease)/increase in cash and cash equivalents	(3,915,894)	4,244,728	
Effect of changes in foreign exchange rate	478,740	194,439	
Cash and cash equivalents at beginning of period	36,146,284	25,613,812	
Cash and cash equivalents at end of period	32,709,130	30,052,979	
		, ,	
Cash and cash equivalents at the end of the financial period compris	e the following:		

	As at	As at
	30.6.2014	30.6.2013
	RM	$\mathbf{R}\mathbf{M}$
Deposits placed with licensed banks	1,233,775	4,971,722
Cash and bank balances	31,475,354	25,081,257
	32,709,129	30,052,979

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2013 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2014

### 1 Accounting policies and basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of MFRS 134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2013. The explanatory notes attached to the 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 year ended 31 December 2013.

The financial information presented herein has been prepared in accordance with the accounting policies to be used in preparing the audited financial statements for 31 December 2013 under the Malaysian Financial Reporting Standards (MFRS) framework. These policies do not differ significantly from those used in the audited financial statements for 31 December 2013 except as described below:

As of 1 January 2014, the Group has adopted the following new and revised MFRSs, amendments and IC interpretations (collectively referred to as "pronouncements") which are effective for annual periods beginning on or after 1 January 2014.

Amendment to MFRS 10	Consolidated Financial Statements: Investment Entities
Amendment to MFRS 12	Disclosure of Interests in Other Entities: Investment Entities
Amendment to MFRS 127	Separate Financial Statements: Investment Entities
Amendment to MFRS 132	Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities
Amendment to MFRS 136	Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets
Amendment to MFRS 139	Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting
IC Interpretation 21	Levies

The application of the above pronouncements did not have any material impact on the financial statements of the Group.

(Incorporated in Malaysia)

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2014

#### **2** Qualification of financial statements

The financial statements of the Company and its subsidiaries for the financial year ended 31 December 2013 were not qualified.

### 3 Seasonal or cyclical factors

The business operations of the Group were not significantly affected by any seasonal or cyclical factors.

### 4 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 for the current quarter under review.

### 5 Changes in estimates

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

### 6 Debt and equity securities

During the current quarter under review, the Company issued 495,000 new ordinary shares through Warrant Conversion.

Except for the above, there were no other issuance, cancellation, repurchase, resale and repayment of debt and equity securities by the Company during the current quarter under review.

### 7 Dividend proposed, declared and paid

An interim single tier dividend of 1.8 sen per ordinary share and a special single tier dividend of 3.6 sen per ordinary share totaling RM6,495,897 in respect of the financial year ending 31 December 2014 has been paid on 15 April 2014.

(Incorporated in Malaysia)

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2014

### **8** Segmental information

The Group's business segments comprise mainly the manufacturing and sale of frozen food products.

Business segmental information therefore has not been prepared as all the Group's revenue, operating profit, assets employed, liabilities, depreciation and amortisation, and non-cash expenses are mainly confined to one business segment.

## Geographical segments

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers.

	3	3 months ended		-to-date ended
	30 Jun 2014	30 Jun 2013	30 Jun 2014	30 Jun 2013
	RM'000	RM'000	RM'000	RM'000
Malaysia	15,559	12,848	30,734	25,820
Rest of Asia	6,091	7,278	10,642	9,427
Europe	4,095	4,379	6,641	6,409
North America	12,682	7,113	22,983	15,293
Oceania	2,146	526	3,865	3,535
Africa	176	238	255	238
Consolidated	40,749	32,382	75,120	60,722

## 9 Valuation of property, plant and equipment

No revaluation of property, plant and equipment were undertaken during the current quarter under review.

### 10 Material events subsequent to the end of the interim period

There were no material events subsequent to the end of the current quarter under review.

(Incorporated in Malaysia)

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2014

## 11 Changes in the composition of the Group

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

## 12 Capital commitments

The capital commitments of the Group as at 30 June 2014 is as follows:

RM'000
28,401

# 13 Supplementary information disclosed pursuant to Bursa Malaysia Secrurities Berhad Listing Requirements

The following analysis of realised and unrealised retained profits at the legal entity level is 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 Institude of Accountants whilst the disclosure at the group level is based on the prescribed format by the Bursa Malaysia Securities Berhad.

Realised and unrealised profits or losses

	As at	As at
	30 Jun 2014	31 Dec 2013
	RM'000	RM'000
- Realised	106,342	98,164
- Unrealised	(4,734)	(2,346)
	101,608	95,818
Total share of post acquisition reserve of jointly		
controlled entity - realised	(76)	(186)
	101,532	95,632
Consolidation adjustments	(25,948)	(23,130)
Total Group retained profits as per consolidated accounts	75,584	72,502

(Incorporated in Malaysia)

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2014

## 14 Related party transactions

The Group's related party transactions in the current quarter and the cumulative period-to-date ended 30 June 2014 are as follows:

	Current Quarter Ended 30 Jun 2014 RM'000	Year-to-date Ended 30 Jun 2014 RM'000
Transactions with a company in which Gan Thiam Chai,		
a Director of the Company has interests:		
Hot & Roll Sdn Bhd -Sales	563	1 121
-Sales	303	1,131
Transactions with a company in which the spouse of Gan Thiam Hock, a Director of the Company has interests:		
K.C. Belight Food Industry (M) Sdn Bhd		
-Sales	178	358
-Purchases	233	431
Transaction with a company in which the daughters of Gan Thiam Chai and Kwan Sok Kay, the son of Gan Thian Hock and the spouse of Timothy Tan Heng Han, Directors of the Company have interests: Food Valley Sdn Bhd -Purchases	3,064	5,507
Transactions with companies in which Nareshchandra Gordhandas Nagrecha and Jayendra Janardan Ved, Directors of the Company have interest. Shana Foods Limited		
-Sales	2,205	3,980
Rubicon Food Products Limited		
-Sales	1,487	2,803

The above transactions have been entered in the normal course of business and have been established on terms and condition that are not materially different from those obtainable in similar transactions with unrelated parties.

# KAWAN FOOD BERHAD (640445-V) (Incorporated in Malaysia)

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2014

### 15 Review of performance

For the current quarter ended 30 June 2014, the Group recorded a higher revenue of RM40.7 million against RM32.3 million in the corresponding quarter ended 30 June 2013, an increase was due to higher sales registered from Malaysia, North America and Oceania regions.

On a year-to-date basis, the Group recorded revenue of RM75 million, an increase of 23.6% compared to last year RM60.7 million. The increase was due to higher sales registered from all regions.

Profit after taxation for the Group increased by 25.6% or RM1.1 million compared to the corresponding quarter ended 30 June 2013, mainly led by the strong consumer demand for the Group products and favourable RM/USD exchange rate in the current quarter.

On a year-to-date basis, the Group recorded profit after tax of RM9.6 million compared to RM7.4 million in the previous year. The increase of 29.7% or RM2.2 million were mainly led by higher sales registered and favourable RM/USD exchange rate in the current year.

## 16 Variance of quarterly results compared to preceding quarter

The Group recorded a higher turnover of RM40.7 million for the current quarter under review compared to the immediate preceding quarter of RM34.3 million.

The profit before tax increased to RM7.2 million compared to the immediate preceding quarter of RM5.4 million. The increase was due to higher turnover in the current quarter compared to the immediate preceding quarter.

### 17 Commentary on the prospect

The outlook for the global economy is uncertain due to the conditions in both United States and Europe. The continued volatility in USD/RM exchange rates will impact both revenue and profits.

The group will monitor these development and will continue to strengthern its efforts to improve overall efficiencies.

The Board expects the performance of the group to remain profitable.

### 18 Variance of actual and profit forecast

Not applicable as the Group did not issue any profit forecast for the current financial year.

(Incorporated in Malaysia)

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2014

### 19 Profit before tax

The following have been included in arriving at profit before tax:

	3 months	3 months	Year-to-date	Year-to-date
	ended	ended	ended	ended
	30 Jun 2014	30 Jun 2013	30 Jun 2014	30 Jun 2013
	RM'000	RM'000	RM'000	RM'000
Interest income	(51)	(53)	(151)	(108)
Other income	(109)	(96)	(216)	(196)
Interest expense	34	46	71	94
Depreciation and amortisation	1,539	1,531	3,094	3,051
Foreign exchange loss/(gain)	581	(992)	875	(802)
(Gain)/loss on disposal of property, plant				
and equipment	-	(104)	-	(97)

### 20 Taxation

	Current	Year-to-date
	Quarter Ended	Ended
	30 Jun 2014	30 Jun 2014
	RM'000	RM'000
Tax expense		
-Current year	1,984	3,348
Deferred tax expense		
-origination and reversal of temporary differences	(228)	(335)
Total	1,756	3,013

The effective tax rate of the Group for the financial period under review is lower than the statutory tax rate. These are mainly due to availability of reinvestment allowances and lower tax rate in an oversea subsidiary.

## 21 Corporate Proposals

There was no corporate proposal announced but not completed as at date of this report.

(Incorporated in Malaysia)

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2014

## 22 Borrowings (secured)

	As at 30 Jun 2014 RM'000	As at 31 Dec 2013 RM'000
Short term borrowings: Term loans	996	972
Long term borrowings: Term loans	1,590	2,094

The borrowings are denominated in Malaysia Ringgit

### 23 Material litigation

The Group does not have any material litigation as at the date of this announcement save for the following:

KG Pastry Marketing Sdn Bhd ("KGPM"), a wholly-owned subsidiary of the company, had on 26 November 2013 received a writ and statement of claim from I-Mei (Malaysia) Sdn Bhd ("I-Mei").

A summary of the proceedings are as follows:

- a) I-Mei alleges that the KGPM appointed I-Mei as a sole distribution agent for Kedah, Penang and Perlis on 11.7.1994.
- b) Further to the appointment, I-Mei alleges that KGPM breached the terms of appointment by appointing another distributor and further by purportedly invalidly re-aligning the territory serviced by I-Mei.
- c) I-Mei also claims that KGPM invalidly terminated I-Mei appointment as sole distribution vide KGPM's letters dated 11.7.2013 and 15.7.2013.
- d) I-Mei also claims that a sum of RM37,793.92 representing unpaid commissions, delivery charges and returned goods is owed to them by KGPM.
- d) I-Mei is claiming from KGPM:
  - i) a sum of RM37,793.92
  - ii) losses of RM500,000
  - iii) loss of goodwill of RM500,000
  - iv) interest; and
  - v) costs.

I-Mei, on 4 August 2014 amended item (ii) of the claim for losses to RM1,228,862.89.

(Incorporated in Malaysia)

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2014

We have filed a Statement of Defence and counter-claim on 23.12.2013. In the Counter-claim, KGPM has counter-claimed the following from I-Mei:

- a) A sum of RM7,508.89 that remains unpaid pursuant to the Statement of Account dated 2.10.2013;
- b) Damages to be assessed for breach of the Stockist Agreements for loss of income for selling competitors products;
- c) General damages;
- d) Interest; and
- e) Costs.

Trial of the matter was heard on 13.8.2014 and 14.8.2014 before Y.A Tuan Vazeer Alam Bin Mydin Meera and concluded. I-Mei called one witness, Mr. Ch'ng Hock Seong. KGPM called three witnesses, Mr. Gan Thiam Hock, Mr. Albert Lim Heng Hee and Mr. Teh Choon Lin.

The Court has directed that parties file and exchange their Written Submissions by 17.9.2014 and any reply by 1.10.2014. The learned Judge will give his decision on 16.10.2014.

Our lawyer believes at this point in time, it would be too early to give an opinion as to the probable outcome of he suit. However, based on the facts, documents and the instructions received they are of the opinion that KGPM has a valid defence against I-Mei's claim.

#### 24 Dividend

An interim single tier dividend of 1.8 sen per ordinary share and a special single tier dividend of 3.6 sen per ordinary share totaling RM6,495,897 in respect of the financial year ending 31 December 2014 has been paid on 15 April 2014.

# KAWAN FOOD BERHAD (640445-V) (Incorporated in Malaysia)

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 30 JUNE 2014

# 25 Earning per share ("EPS")

a) Basic earning per share				
	3 months	3 months	Year-to-date	Year-to-date
	ended	ended	ended	ended
	30 Jun 2014	30 Jun 2013	30 Jun 2014	30 Jun 2013
Profit attributable to equity				
holders of the parent (RM'000)	5,401	4,279	9,578	7,422
Weighted average number of				
ordinary shares in issue (units)	120,789,390	120,000,000	120,789,390	120,000,000
Basic earning per share (sen)	4.47	3.57	7.93	6.18
b) Diluted earning per share				
<u>-,                            </u>	3 months	3 months	Year-to-date	Year-to-date
	ended	ended	ended	ended
	30 Jun 2014	30 Jun 2013	30 Jun 2014	30 Jun 2013
holders of the parent (RM'000)	5,401	4,279	9,578	7,422
Weighted average number of				
ordinary shares in issue (units)	120,789,390	120,000,000	120,789,390	120,000,000
Effect of dilution under warrant				
conversion	14,563,471	-	14,563,471	_
	135,352,861	120,000,000	135,352,861	120,000,000
Diluted earning per share (sen)	3.99	3.57	7.08	6.18

By Order of the Board

Gan Thiam Chai Executive Chairman Date: 25 August 2014