



# **TRANSOCEAN HOLDINGS BHD**

(Company No.: 36747-U)  
(Incorporated in Malaysia)

## **UNAUDITED INTERIM FINANCIAL REPORT FOR THIRD QUARTER ENDED SEPTEMBER 30, 2015**

*Dated November 25, 2015*

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**INTERIM FINANCIAL REPORT**  
**For the Third Quarter ended 30<sup>th</sup> September, 2015**

The Board of Directors is pleased to announce the Interim Financial Report on consolidated results of the Group for the third quarter ended September 30, 2015.

The figures have not been audited.

**CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS  
AND OTHER COMPREHENSIVE INCOME**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current Year Quarter Ended 30/09/15 RM'000	Preceding Year Quarter Ended 30/09/14 RM'000	Current Year-To-Date Ended 30/09/15 RM'000	Preceding Year-To-Date Ended 30/09/14 RM'000
<b>Revenue</b>	<b>5,994</b>	<b>4,989</b>	<b>17,938</b>	<b>15,961</b>
Operating profit before depreciation and finance cost	510	529	<b>1,864</b>	<b>1,703</b>
Depreciation & amortisation	(399)	(367)	(1,114)	(1,022)
<b>(Loss)/Profit from operations</b>	<b>111</b>	<b>162</b>	<b>750</b>	<b>681</b>
Finance cost	(152)	(232)	(537)	(637)
<b>(Loss)/Profit before taxation</b>	<b>(41)</b>	<b>(70)</b>	<b>213</b>	<b>44</b>
Income tax expense	-	-	(20)	(36)
<b>(Loss)/Profit for the period</b>	<b>(41)</b>	<b>(70)</b>	<b>193</b>	<b>8</b>
Other comprehensive income:- - Exchange differences arising from translation of foreign operation	<b>426</b>	<b>14</b>	<b>536</b>	<b>14</b>
<b>Total comprehensive income/(loss) for the financial period</b>	<b>385</b>	<b>(56)</b>	<b>729</b>	<b>22</b>
<b>(Loss)/Profit for the period attributable to :</b>				
Owners of the Company	(41)	(70)	193	8
Non-controlling interests	-	-	-	-
	<b>(41)</b>	<b>(70)</b>	<b>193</b>	<b>8</b>
<b>Total comprehensive income/(loss) for the financial period attributable to:-</b>				
Owners of the Company	385	(56)	729	22
Non-controlling interest	-	-	-	-
	<b>385</b>	<b>(56)</b>	<b>729</b>	<b>22</b>
<b>(Loss)/Earnings per share attributable to owners of the Company :</b>				
- Basic (sen)	(0.10)	(0.17)	0.47	0.02
- Diluted (sen)	-----	Not applicable	-----	-----

(The Condensed Consolidated statements of profit or loss and other comprehensive income should be read in conjunction with the audited financial statements for the financial year ended December 31, 2014 and the accompanying explanatory notes attached to the Interim Financial Report)

**INTERIM FINANCIAL REPORT**  
For the Third Quarter ended 30<sup>th</sup> September, 2015**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

	<b>Unaudited As At 30/09/15 RM'000</b>	<b>Audited As At 31/12/14 RM'000</b>
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, plant and equipment	25,815	25,625
Goodwill on consolidation	4,004	4,004
	<u>29,819</u>	<u>29,629</u>
<b>Current Assets</b>		
Inventories	697	263
Prepaid land lease payments	1,823	1,862
Trade receivables	11,890	9,992
Other receivables	2,116	1,305
Tax recoverable	1,213	1,050
Cash and bank balances	812	897
	<u>18,531</u>	<u>15,369</u>
<b>TOTAL ASSETS</b>	<b><u>48,350</u></b>	<b><u>44,998</u></b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to owners of the Company</b>		
Share capital	40,999	40,999
Reserves	(8,497)	(9,117)
Non-controlling interests	29	29
<b>Total equity</b>	<u>32,531</u>	<u>31,911</u>
<b>Non-Current Liabilities</b>		
Borrowings	2,914	3,414
Deferred tax liabilities	398	395
	<u>3,312</u>	<u>3,809</u>

**INTERIM FINANCIAL REPORT**  
For the Third Quarter ended 30<sup>th</sup> September, 2015**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**(CONT'D)**

	<b>Unaudited</b>	<b>Audited</b>
	<b>As At</b>	<b>As At</b>
	<b>30/09/15</b>	<b>31/12/14</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Current Liabilities</b>		
Borrowings	6,428	5,262
Trade payables	3,532	1,803
Other payables	2,475	2,147
Due to related companies	72	27
Tax payables	-	39
	<hr/> 12,507	<hr/> 9,277
<b>Total liabilities</b>	<b>15,819</b>	<b>12,086</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<hr/> <b>48,350</b>	<hr/> <b>44,998</b>
<b>Net assets per share attributable to owners of the Company (RM)</b>	<hr/> <b>0.79</b>	<hr/> <b>0.78</b>

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the financial year ended December 31, 2014 and the accompanying explanatory notes attached to the Interim Financial Report)



**INTERIM FINANCIAL REPORT**  
For the Third Quarter ended 30<sup>th</sup> September, 2015

**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

	Attributable to Owners of the Company			Total RM'000	Non-Controlling Interests RM'000	Total Equity RM'000
	Share Capital RM'000	Foreign Exchange Translation Reserve RM'000	Accumulated Losses RM'000			
<b>2015</b>						
At January 1, 2015	40,999	110	(9,226)	31,883	29	31,912
Total comprehensive income for the financial period	-	426	193	619	-	619
At September 30, 2015	40,999	536	(9,033)	32,502	29	32,531
<b>2014</b>						
At Jan 1, 2014	40,999	68	(9,433)	31,634	29	31,663
Total comprehensive income for the financial year	-	42	207	249	-	249
At December 31, 2014	40,999	110	(9,226)	31,883	29	31,912

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended December 31, 2014 and the accompanying explanatory notes attached to the Interim Financial Report)

**INTERIM FINANCIAL REPORT**  
For the Third Quarter ended 30<sup>th</sup> September, 2015**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Current Year-To- Date Ended 30/09/15 RM'000</b>	<b>Preceding Year-To- Date Ended 30/09/14 RM'000</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before taxation	213	44
Adjustments for :-		
Non-cash items	1,159	1,067
Non-operating items	(19)	(19)
Finance cost	537	637
Operating profit before working capital changes	1,890	1,729
Changes in working capital :-		
Net change in current assets	(3,193)	6,943
Net change in current liabilities	2,865	(5,860)
Cash generated from operations	1,562	2,812
Interest paid	(537)	(637)
Taxation paid	(284)	(63)
<b>Net cash generated from operating activities</b>	<b>741</b>	<b>2,112</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of plant and equipment	(2,133)	(1,309)
Proceeds from disposal of property, plant and equipment	836	267
<b>Net cash used in investing activities</b>	<b>(1,297)</b>	<b>(1,042)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of hire purchase payables	400	(954)
Repayment of bank borrowings	(182)	(100)
<b>Net cash used in financing activities</b>	<b>218</b>	<b>(1,054)</b>
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(338)</b>	<b>16</b>
Effect of exchange rate changes	427	14
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR</b>	<b>(1,908)</b>	<b>(1,908)</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF PERIOD/YEAR</b>	<b>(1,819)</b>	<b>(1,878)</b>
Cash and cash equivalents comprise :-		
Cash and bank balances	866	897
Bank overdrafts (Note 21)	(2,685)	(2,775)
	<b>(1,819)</b>	<b>(1,878)</b>

(The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the audited financial statements for the financial year ended December 31, 2014 and the accompanying explanatory notes attached to the Interim Financial Report)

**INTERIM FINANCIAL REPORT  
For the Third Quarter ended 30<sup>th</sup> September, 2015****NOTES TO THE INTERIM FINANCIAL REPORT****SECTION A****Selected Explanatory Notes: MFRSs 134 Paragraph 15B****1. Basis of preparation**

The condensed consolidated interim financial statements have been prepared under the historical cost convention.

These condensed consolidated interim financial statements, for the period ended 30 September 2015, have been prepared in accordance with Malaysian Financial Reporting Standard (“MFRS”) 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board (“MASB”) and Paragraph 9.22 of the Listing Requirements of the Bursa Malaysia Securities Berhad.

The condensed financial report should be read in conjunction with the audited financial statements of the Group for the financial year ended December 31, 2014. The explanatory notes attached to the Interim Financial Report 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.

The significant accounting policies and methods of computation adopted for the interim financial report are consistent with those of the audited financial statements for the financial year ended 31 December 2014.

The following amendments to MFRS in issue were adopted in the presentation of the financial statements are as listed below:-

**Annual periods beginning on/after 1 July 2014**

- Amendment to MFRS 1 First-time Adoption of Malaysian Financial Reporting Standards
- Amendment to MFRS 2 Share-based payment
- Amendment to MFRS 3 Business combination
- Amendment to MFRS 8 Operating segments
- Amendment to MFRS 13 Fair value measurement
- Amendment to MFRS 116 Property, Plant and Equipment and MFRS 138 Intangible Assets
- Amendment to MFRS 119 Employee Benefits
- Amendment to MFRS 124 Related Party Disclosures
- Amendment to MFRS 140 Investment Property

The above amendments to accounting standards effective during the financial year do not have any significant impact to the financial results and position of the Group and the Company.





**INTERIM FINANCIAL REPORT**  
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Accounting standards and amendments to accounting standards that are applicable for the Group in the following periods but are not yet effective:

Annual periods beginning on/after 1 January 2016

- Amendments to MFRS 5 Non-Current Assets Held for Sale and Discontinued Operations
- Amendments to MFRS 7 Financial Instruments: Disclosures
- Amendments to MFRS 10 Consolidated Financial Statements and MFRS 128 Investments in Associates and Joint Ventures
- Amendments to MFRS 11 Joint Arrangements
- Amendments to MFRS 101 Presentation of Financial Statements
- Amendments to MFRS 116 Property, Plant and Equipment
- Amendments to MFRS 119 Employee Benefits
- Amendments to MFRS 127 Separate Financial Statements
- Amendments to MFRS 134 Interim Financial Reporting
- Amendments to MFRS 138 Intangible assets

Annual periods beginning on/after 1 January 2018

- MFRS 9 Financial Instruments
- MFRS 15 Revenue from Contracts with Customers

The initial application of the accounting standards, amendments or interpretations are not expected to have any material financial impacts to the current period and prior period financial statements of the Group.

The Group is in the process of assessing the impact of MFRS 9 and MFRS 15 in the year of initial application. Aside from the above mentioned, the adoption of the accounting standards and amendments to accounting standards are not expected to have any significant impact to the financial statements of the Group.

## **2. Significant Accounting Estimates and Judgments**

### **2.1 Critical Judgments Made in Applying Accounting Policies**

There are no critical judgments made by management in the process of applying the Group's accounting policies that have significant effect on the amounts recognized in the financial statements.

**INTERIM FINANCIAL REPORT**  
**For the Third Quarter ended 30<sup>th</sup> September, 2015****2.2 Key Sources of Estimation Uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as discussed below:

**(i) Depreciation of motor vehicles**

The cost of motor vehicles for operation and administrative purposes is depreciated on a straight-line basis over the asset's useful lives. Management estimates that the useful lives of these motor vehicles range from 5 to 10 years. These are common life expectancies applied in the industry. Changes in the expected level of usage could impact the economic useful lives and the residual value of these assets, therefore depreciation charges could be revised.

**(ii) Impairment loss for receivables**

The policy on impairment loss for receivables of the Group is based on the evaluation of collectability and ageing analysis of the receivables and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current credit worthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, additional allowances may be required.

**(iii) Deferred tax assets**

Deferred tax assets are recognised for unutilised tax losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses, capital allowances and other deductible temporary differences can be utilised. Significant management decision is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with tax planning strategies.

**3. Auditors' Report on preceding annual financial statements**

The auditors' report on the financial statements for the financial year ended December 31, 2014 was not subject to any qualification.

**4. Unusual items affecting assets, liabilities, equity, net income or cash flows**

There were no items affecting assets, liabilities, equity, net income or cash flows that are unusual of their nature, size or incidence for the current quarter under review and/or financial year-to-date.

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**5. Segmental information**
**a. Business segments**

The segmental results for the 9 months period ended 30 September 2015 are as follows:-

Business segment :	Trading of Tyres	Logistics Singapore	Logistics Solution	Total RM'000
	<b>“Tyre”</b>	<b>“Logistics”</b>		
	RM'000	RM'000	RM'000	
Revenue	6,566	3,578	7,794	17,938
Profit/(Loss) before taxation	384	428	(599)	213
Assets	13,767	3,872	30,711	48,350
Liabilities	5,388	965	9,466	15,819

**b. Geographical segments**

The results are for the 9 months period ended 30 September 2015 for geographical segments.

	Malaysia	Singapore	Elimination	Total
	RM'000	RM'000	RM'000	RM'000
<b>Revenue</b>				
External	14,360	3,578	-	17,938
Inter-segment	1,588	1,144	(2,732)	-
Total revenue	15,948	4,722	(2,732)	17,938
Profit from operations	588	162	-	750
Finance costs	(504)	(33)	-	(537)
(Loss)/Profit before taxation	(62)	151	-	213
<b>Other Information</b>				
Segment assets	45,013	3,337		48,350

**6. Changes in estimates**

There were no changes in estimates that have had a material effect on the current financial year results.

**7. Comments about seasonal or cyclical factors**

The business operations of the Group are not materially affected by any seasonal or cyclical factors.

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**8. Dividends**

No dividend has been paid or declared by the Company since the end of the previous financial year.

**9. Debt and equity securities**

The Company has not issued or repaid any debt and equity securities for the financial year to date.

**10. Changes in the composition of the Group**

There were no significant changes in the composition of the Group.

**11. Capital commitments**

Apart from the above, there was no commitment for the purchase of property, plant and equipment not provided for in the quarter under review.

**12. Changes in contingent liabilities and contingent assets**

Contingent liabilities of the Company as at September 30, 2015, since the last annual statements of financial position date comprise:-

	As at 30/09/15 RM'000	As at 31/09/14 RM'000
Guarantees in favour of financial institutions for securing borrowings granted to subsidiaries		
- secured	4,618	4,679
- unsecured	3,842	3,251
	8,460	7,930

**13. Subsequent events**

There were no events of a material nature which have arisen between the end of the current quarter and the date of this report that have not been reflected in the financial statements.

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**NOTES TO THE INTERIM FINANCIAL REPORT**

**SECTION B**

**Additional information required by the Bursa Securities' Listing Requirements**

**14. Performance review**

The Group recorded revenue of RM5.994 million and net loss after taxation of RM0.041 million as compared with the previous year quarter which recorded revenue of RM4.989 million and net loss after taxation of RM0.070 million, there was an increase of 20% in revenue and 42% decreased in losses. The main factors attributed are:-

Logistics division recorded revenue of RM3.611 million as compared with RM3.632 million of the previous year quarter, the slight decrease in revenue despite additional trucks were due to weak domestic demands reducing the number of trips to & fro Pg/Sin/Pg as well as tightening credit period granted to customer. Furthermore, the operations at the Shah Alam logistics hub could not operate smoothly due to shortage of drivers.

Tire division recorded revenues of RM2.383 million as compared with RM1.357 million of the previous quarter, an increase of 76% was contributed by new customers and resumed orders from former anchor customer. The higher sale revenue also increases the profit of tire division as compared to previous year quarter.

**15. Comment on material change in profit before taxation**

	<b>Current Quarter 30/09/15 RM'000</b>	<b>Immediate Preceding Quarter 30/09/14 RM'000</b>	<b>Variation %</b>
Gross revenue	5,994	4,989	20.14%
Operating profit before depreciation and finance cost	510	529	-3.59%
Loss before taxation	(41)	(70)	>-100%
Net loss attributable to owners of the Company	(41)	(70)	>-100%

Loss before taxation at RM0.041 million, reduced from losses RM0.070 million of the immediate preceding quarter was due to higher sales revenue from tire division.

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**16. Commentary on prospects**

A gloomy global economic outlook, the weak domestic demands after the implementation of GST, Ringgit depreciations, political concern caused the slowdown of goods movement since the beginning of 2<sup>nd</sup> half of 2015. Growth in world semiconductor industry is expected to be stagnant until next year except for smart phones sector. Lower commodity prices with oil price slump to US\$50 per barrel. All this factors will contribute to the weak domestic demand which will further slowdown logistics activities until early next year.

Revenue from logistic division is expected to increase slightly with the smooth operation of Shah Alam Logistic hub and the coming festive season for 4<sup>th</sup> quarter. The hub will help to develop new markets in KL region opening up new routes KL/Sin/KL and KL/Pg/KL.

Revenue from tire division is expected to increase with the former anchor tenant resuming buying tires again in addition to volume contributed from new customers.

**17. Profit forecast or profit guarantee**

The Group is not involved in any profit guarantee arrangement or providing any forecast profit.

**18. Loss before taxation is derived after charging/(crediting):-**

	Current Quarter 30/09/2015 RM'000	Current Year-to-date 30/09/2015 RM'000
Interest expenses	(152)	(537)
Depreciation and amortization	(399)	(1,115)
	<hr/>	<hr/>

**19. Income tax expense**

	Current Quarter 30/09/2015 RM'000	Current Year-to-date 30/09/2015 RM'000
Current year provision	-	(20)
	<hr/>	<hr/>

The income tax expenses are mainly incurred by the Company and certain of its subsidiaries.

**20. Corporate proposal**

There was no corporate proposal by the Group for the current quarter and financial year-to-date.

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**21. Borrowings**

Total Group borrowings as at September 30, 2015 were as follows:-

	<b>Secured RM'000</b>	<b>Unsecured RM'000</b>	<b>Total RM'000</b>
<b>Long term borrowings</b>			
Term loan	910	-	910
Hire-purchase and lease payables	2,004	-	2,004
	<u>2,914</u>	<u>-</u>	<u>2,914</u>
<b>Short term borrowings</b>			
Overdrafts	1,821	864	2,685
Term loan	767	-	767
Banker's acceptance and revolving credit	1,406	-	1,406
Hire-purchase and lease payables	1,570	-	1,570
	<u>5,564</u>	<u>864</u>	<u>6,428</u>
<b>Total borrowings</b>	<b><u>8,478</u></b>	<b><u>864</u></b>	<b><u>9,342</u></b>

As at September 30, 2015, the Group does not have any exposure in borrowings and debt securities denominated in foreign currency.

**22. Off balance sheet financial instruments**

There were no financial instruments with off balance sheet risks at the date of issue of the report

**23. Changes in material litigation**

There were no material litigation involving the Group as at 30 September 2015.

**24. Dividend payable**

The Directors do not recommend the payment of any dividend in respect of the current financial period under review.

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**25. Earnings per share**

Basic profit per share amounts are calculated by dividing profit for the period attributable to owners of the Company by the weighted average number of shares in issue during the period.

	<b>Current Year Quarter Ended 30/09/15</b>	<b>Preceding Year Quarter Ended 30/09/14</b>	<b>Current Year-To-Date Ended 30/09/15</b>	<b>Preceding Year To-Date Ended 30/09/14</b>
(Loss)/Profit attributable to owners of the Company (RM'000)	(41)	(70)	193	8
No of ordinary shares in issue ('000)	40,999	40,999	40,999	40,999
Basic (loss)/earnings per share (sen)	(0.10)	(0.17)	0.47	0.02

**26. Disclosure of Realised and Unrealised Losses**

The accumulated losses of the Group are analysed as follows:-

	<b>Current Quarter 30/09/15 RM'000</b>	<b>Immediate Preceding Quarter 31/09/14 RM'000</b>
Total accumulated losses of the Group:-		
- Realised	(8,102)	(8,305)
- Unrealised	(395)	(1,083)
Total accumulated losses	(8,497)	(9,388)

**27. Authorisation for issue**

The Interim Financial Report was authorised for issue by the Board of Directors.

**By order of the Board**

Dated 25<sup>th</sup> November 2015