



# **ML GLOBAL BERHAD**

**(Formerly known as VTI Vintage Berhad)**

**(Company No. 589167)**

**(Incorporated in Malaysia under the Companies Act, 1965)**

## **CONSOLIDATED FINANCIAL RESULTS AND NOTES FOR THE 3RD QUARTER ENDED 30 SEPTEMBER 2015**

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE  
QUARTER ENDED 30 SEPTEMBER 2015 (The figures presented here have not been audited  
unless stated otherwise)**

	Current Year Quarter 30 September 2015 RM'000	Preceding Year Corresponding Quarter 30 September 2014 RM'000	Current Year To Date 30 September 2015 RM'000	Preceding Year Corresponding Period 30 September 2014 RM'000
Revenue	10,780	1,893	20,709	5,992
Cost of sales	(7,935)	(2,007)	(15,920)	(6,264)
Gross (loss)/profit	2,845	(114)	4,789	(272)
Other income	35	12	135	2,039
Operating expenses	(487)	(2,515)	(708)	(6,584)
Depreciation	(126)	(136)	(382)	(423)
Plant & equipment written off	-	-	-	(534)
Operating (loss)/profit	2,267	(2,753)	3,834	(5,774)
Finance costs	(335)	(271)	(1,068)	(998)
Profit/(Loss) before taxation	1,932	(3,024)	2,766	(6,772)
Taxation	-	-	-	-
Profit/(Loss) after taxation	1,932	(3,024)	2,766	(6,772)
Other comprehensive income	-	-	-	-
Total comprehensive income / (expense) for the financial year	1,932	(3,024)	2,766	(6,772)
Equity holders of the Parent	1,932	(3,024)	2,766	(6,772)
Non- controlling interests	-	-	-	-
	1,932	(3,024)	2,766	(6,772)
Total comprehensive income / (expense) attributable to:				
Equity Holders of the Parent	1,932	(3,024)	2,766	(6,772)
Non-controlling interests	-	-	-	-
	1,932	(2,087)	2,766	(6,772)
Earnings / (Loss ) per share (Sen)				
Basic	2.15	(8.29)	3.09	(18.55)
Diluted	1.66	Not applicable	2.38	Not applicable

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

The results have undergone a limited review by the external auditor (Messrs CHI-LLTC)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2015 (The figures presented here have not been audited unless stated otherwise)

	Note	30 September 2015 RM'000	(Audited) 31 December 2014 RM'000
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant & equipment		23,706	24,402
<b>Current Assets</b>			
Inventories		1,671	921
Trade receivables		11,716	3,127
Other receivables		5,104	4,832
Fixed deposit		4	4
Cash and bank balances		4,686	9,117
		<b>23,181</b>	<b>18,001</b>
<b>Non-Current assets held for sale</b>		<b>9,386</b>	<b>9,386</b>
<b>TOTAL ASSETS</b>		<b>56,273</b>	<b>51,789</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity attributable to equity holders of the parent</b>			
Share capital		44,817	44,817
Warrants Reserves		2,675	2,675
Reserves		(24,625)	(27,391)
		<b>22,867</b>	<b>20,101</b>
<b>Non-Controlling interests</b>		<b>-</b>	<b>-</b>
<b>Total Equity</b>		<b>22,867</b>	<b>20,101</b>
Long term borrowings	B9	13,977	15,133
<b>Current Liabilities</b>			
Trade payables		8,862	3,269
Other payables		2,585	5,001
Provision for taxation		1,597	1,606
Short Term borrowings	B9	1,623	1,989
Bank overdraft	B9	4,762	4,690
		<b>19,429</b>	<b>16,555</b>
<b>Total liabilities</b>		<b>33,406</b>	<b>31,688</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>56,273</b>	<b>51,789</b>
<b>Net assets per share attributable to ordinary equity holders (RM)</b>		<b>0.26</b>	<b>0.22</b>

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

The results have undergone a limited review by the external auditor (Messrs CHI-LLTC)

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED 30 SEPTEMBER 2015**

(The figures presented here have not been audited unless stated otherwise)

<--- Attributable to Equity Holders of the Parent --->

	Share Capital RM'000	Warrant Reserves RM'000	Accumulated Losses RM'000	Total RM'000	Non- Controlling Interests RM'000	Total Equity RM'000
<b>Balance as at 1 January 2015</b>	44,817	2,675	(27,391)	20,101	-	20,101
Total comprehensive income for the period	-	-	2,766	2,766	-	2,766
<b>Balance as at 30 September 2015</b>	<b>44,817</b>	<b>2,675</b>	<b>(24,625)</b>	<b>22,867</b>	-	<b>22,867</b>
<b>Balance as at 1 January 2014</b>	97,486	-	(112,571)	(15,085)	-	(15,085)
Capital Reduction	(87,737)	-	87,737	-	-	-
Private Placement	8,500	-	-	8,500	-	8,500
Total comprehensive expense for the period	-	-	(6,772)	(6,772)	-	(6,772)
<b>Balance as at 30 September 2014</b>	<b>18,249</b>	-	<b>(31,606)</b>	<b>(13,357)</b>	-	<b>(13,357)</b>

The Condensed Consolidated Statement of Changes In Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

The results have undergone a limited review by the external auditor (Messrs CHI-LLTC)

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED 30 SEPTEMBER 2015**

(The figures presented here have not been audited unless stated otherwise)

	Current Year 30 September 2015 RM'000	Preceding Year 30 September 2014 RM'000
<b>Cash flows from operating activities</b>		
Profit / (Loss) before taxation	2,766	(6,772)
Adjustments for:		
Depreciation	769	813
Property, plant and equipment written off	-	534
Bad Debts written off	1,207	-
Impairment on trade receivables	-	3,442
Reversal of impairment on trade receivable	(1,392)	(1,319)
Expenses written off	(582)	-
Dividend Income	(129)	-
Interest expenses	1,068	998
<b>Operating profit / (loss) before working capital changes</b>	<b>3,707</b>	<b>(2,304)</b>
Changes in working capital		
Inventories	(749)	(31)
Receivables	(8,677)	(627)
Payables	3,337	(752)
Amount owing to directors	-	(1,942)
	<b>(6,089)</b>	<b>(3,352)</b>
<b>Cash (used in) / generated from operations</b>	<b>(2,382)</b>	<b>(5,656)</b>
Interest paid	(1,068)	(850)
Tax Refund	-	31
Tax Paid	(617)	(20)
<b>Net cash used in operating activities</b>	<b>(4,067)</b>	<b>(6,495)</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(73)	(4)
Proceeds from disposal of property, plant and equipment	1,110	18
Dividend Income	129	-
<b>Net cash from investing activities</b>	<b>623</b>	<b>14</b>
<b>Cash flows from financing activities</b>		
Repayment of hire purchase	(988)	(93)
Repayment of Term Loans	(463)	(156)
Proceeds from Private Placement	-	8,500
<b>Net cash used in financing activities</b>	<b>(1,451)</b>	<b>8,251</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(4,352)</b>	<b>1,770</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>4,276</b>	<b>(5,569)</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>(76)</b>	<b>(3,799)</b>

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED 30 SEPTEMBER 2015 (Continue)**

(The figures presented here have not been audited unless stated otherwise)

**Closing balance of cash and cash equivalents comprises:**

Cash and bank balances	4,686	1,929
Fixed deposits	4	4
Bank overdrafts	(4,762)	(5,728)
	(72)	(3,795)
<b>Fixed deposits pledged to bank</b>	<b>(4)</b>	<b>(4)</b>
	<b>(76)</b>	<b>(3,799)</b>

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements for the year ended 31 December 2014 and the accompanying explanatory notes attached to the interim financial statements.

The results have undergone a limited review by the external auditor (Messrs CHI-LLTC)

**(THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK)**

**NOTES TO THE INTERIM FINANCIAL STATEMENT**

**A. EXPLANATORY NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENT FOR PERIOD ENDED 30 SEPTEMBER 2015**

**A1. Basis of Preparation**

The condensed financial statements is unaudited and has been prepared in accordance with the requirements of MFRS 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia").

The condensed financial statements have been prepared on the assumption that the Group is a going concern.

The condensed financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2014. These explanatory notes attached to the condensed 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 ML Global Berhad (Formerly known as VTI Vintage Berhad) ("the Company") and all its subsidiaries (collectively known as "the Group") since the financial year ended 31 December 2014.

The financial information presented herein has been prepared in accordance with the accounting policies to be used in preparing the annual consolidated financial statements for 31 December 2014 under the Malaysian Financial Reporting Standards ("MFRS") framework. These policies do not differ significantly from those used in the audited consolidated financial statements for 31 December 2014.

**(THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK)**

**A2. Changes in Accounting Policies**

The accounting policies and methods of computation adopted by the Group in this condensed financial statements are consistent with those adopted in the financial statements for the financial year ended 31 December 2014 except for the adoption of the following:

During the financial period, the Group have adopted the following applicable new Malaysian Financial Reporting Standards ("MFRSs"), revised MFRSs, Issues Committee ("IC") Interpretations and amendments to MFRSs, issued by the Malaysian Accounting Standards Board that are mandatory for the current financial period:

- Amendments to MFRS 119 : Defined Benefits Plans - Employee Contributions
- Amendments to MFRS 124 : Annual Improvements to MFRSs 2010 - 2012 Cycle
- Amendments to MFRS 138 : Annual Improvements to MFRSs 2012 - 2012 Cycle
- Amendments to MFRS 140 : Annual Improvements to MFRSs 2011 - 2013 Cycle
- Annual Improvements to MFRSs 2010 - 2012 Cycle
- Annual Improvements to MFRSs 2011 - 2013 Cycle

The Group and the Company have not adopted the following MFRSs and interpretations (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board ("MASB") but are not yet effective for the Group and the Company : -

<b>MFRSs and IC Interpretations ( including The Consequential Amendments )</b>	<b>Effective Date</b>
MFRS 9 (2014) Financial Instruments	1 January 2018
MFRS 14 Regulatory Deferral Accounts	1 January 2016
MFRS 15 Revenue from Contracts with Customers	1 January 2017
Amendment to MFRS 5 ( Annual Improvements to MFRSs 2012-2014 Cycle)	1 January 2016
Amendment to MFRS 7 ( Annual Improvements to MFRSs 2012-2014 Cycle)	1 January 2016
Amendment to MFRS 10 and MFRS 128 Sale or Contribution of Assets between an Investor and its Associate or Joint Ventures	1 January 2016
Amendment to MFRS 10, MFRS 12 and MFRS 128 Investment Entities : Applying the Consolidation Exception	1 January 2016
Amendment to MFRS 11 Accounting for Acquisitions of Interests in Joint Operations	1 January 2016
Amendments to MFRS 101 : Disclosure Initiative	1 January 2016
Amendment to MFRS 116 and MFRS 138 : Clarification of Acceptable Methods of Depreciation and Amortisation	1 January 2016
Amendment to MFRS 116 and MFRS 141 : Agriculture – Bearer Plants	1 January 2016
Amendment to MFRS 119 : Annual Improvements to MFRSs 2012 - 2014 Cycle	1 January 2016
Amendment to MFRS 127 : Equity Method in Separate Financial Statements	1 January 2016
Amendment to MFRS 134 : Annual Improvements to MFRSs 2012 - 2014 Cycle	1 January 2016



**A2. Changes in Accounting Policies (Cont'd)**

MFRS 15 establishes a single comprehensive model for revenue recognition and will supersede the current recognition guidance and other related interpretations when it becomes effective. Under MFRS 15, an entity shall recognise revenue when (or as) a performance obligation is satisfied i.e. when "control" of goods or services underlying the particular performance obligation is transferred to the customers. In addition, extensive disclosures are required by MFRS 15. The Group / Company anticipates that the applications of MFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the financial statements. However, it is not practicable to provide a reasonable estimate of the financial impacts of MFRS 15 until the Group / Company performs a detailed review.

MFRS 9 replaces the parts of MFRS 139 that relate to the classification and measurements of financial instruments. MFRS 9 divides all financial assets into 2 categories - those measured at amortised cost and those measured at fair value, based on the entity's business model for managing its financial assets and the contractual cash flow characteristics of the instruments. For financial liabilities, the standard retains most of the MFRS 139 requirement. An entity choosing to measure a financial liability at fair value will present the portion of the change in its fair value due to changes in the entity's own credit risk in other comprehensive income rather than within profit or loss. There will be no financial impact on the financial statements of the Group upon its initial application but may impact its future disclosures.

**A3. Auditors' Report on Preceding Annual Financial Statements**

The auditors' report on the financial statements for the financial year ended 31 December 2014, was opinion as follows :

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2014 and of their financial performances and cash flow for the financial year then ended in accordance with Malaysia Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Company Act 1965 in Malaysia.

**(THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK)**

**A4. Segmental Information**

**(a) Segment analysis for the financial period to date ended 30 September 2015 :**

	<b>Manufacturing &amp; Trading RM'000</b>	<b>Construction Contract RM'000</b>	<b>Inter- segment eliminations RM'000</b>	<b>Total RM'000</b>
<b>Revenue</b>				
External	6,530	14,179	-	20,709
Inter-segmental sales	-	-	-	-
Total Revenue	<u>6,530</u>	<u>14,179</u>	<u>-</u>	<u>20,709</u>
<b>Results</b>				
(Loss)/Profit from operations	-	3,834	-	3,834
Interest expenses	(1,068)	-	-	(1,068)
(Loss)/Profit before taxation	(1,068)	3,834	-	2,766
Taxation	-	-	-	-
(Loss)/Profit after taxation	<u>(1,068)</u>	<u>3,834</u>	<u>-</u>	<u>2,766</u>
<b>Non-Cash Expenses</b>				
Allowance for doubtful debts	-	-	-	-
Depreciation of property, plant and equipment	769	-	-	769

**(b) Segment analysis for the financial period to date ended 30 September 2014 :**

	<b>Manufacturing &amp; Trading RM'000</b>	<b>Construction Contract RM'000</b>	<b>Inter- segment eliminations RM'000</b>	<b>Total RM'000</b>
<b>Revenue</b>				
External	5,992	-	-	5,992
Inter-segmental sales	900	-	(900)	-
Total Revenue	<u>6,892</u>	<u>-</u>	<u>(900)</u>	<u>5,992</u>
<b>Results</b>				
(Loss)/Profit from operations	(5,774)	-	-	(5,774)
Interest expenses	(998)	-	-	(998)
(Loss)/Profit before taxation	(6,772)	-	-	(6,772)
Taxation	-	-	-	-
(Loss)/Profit after taxation	<u>(6,772)</u>	<u>-</u>	<u>-</u>	<u>(6,772)</u>
<b>Non-Cash Expenses</b>				
Allowance for doubtful debts	-	-	-	-
Depreciation of property, plant and equipment	812	1	-	813
	<u>812</u>	<u>1</u>	<u>-</u>	<u>813</u>

**A5. Unusual Items due to their Nature, Size or Incidence**

There were no unusual items affecting assets, liabilities, equity, net income or cash flow that are unusual of their nature, size or incidence during the current quarter.

**A6. Changes in estimates**

There were no material changes in estimates used for the preparation of the interim financial report.

**A7. Comments about Seasonal or Cyclical Factors**

The Group's business are generally affected by the various festive seasons.

**A8. Dividends Paid**

There were no dividends paid during the current quarter ended 30 September 2015.

**A9. Valuation of Property, Plant and Equipment**

There was no fair value adjustment of property, plant and equipment during the quarter.

**A10. Debt and Equity Securities**

There were no other issuances, cancellation, repurchases, resales and repayment of debts and equity securities during the current period under review.

**A11. Changes in Composition of the Group**

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

**A12. Capital Commitments**

There were no outstanding capital commitments for the quarter under review.

**A13. Changes in Contingent Liabilities and contingent assets**

There was no changes in contingent liabilities or contingent assets since the last annual reporting period date up to the date of this report.

**A14. Significant Events**

**(a) Practice Note 17 – Status of Plan to Regularise Condition**

On 10 February 2011, ML Global Berhad had announced that MIMB Investment Bank Berhad ("MIMB") on behalf of the Company submitted an application for an extension of time to Bursa Malaysia to submit the proposed regularisation plan.

On 18 April 2011, reference was made to ML Global Berhad's requisite announcement dated 9 September 2010 and the announcement dated 15 March 2011, whereby Bursa Malaysia had approved ML Global Berhad's application for an extension of time until 24 April 2011 to submit its regularisation plan pursuant to PN17 of the Listing Requirements.

In the event that:

- (i) The Company fails to submit the regulation plan to the regulatory authorities for approval on or before 24 April 2011;
- (ii) The Company fails to obtain the approval from any of the regulatory authorities necessary for the implementation of its regularisation plan; or
- (iii) The Company fails to implement its regularisation plan within the time frame or extended time frames stipulated by the regulatory authorities.

Bursa Malaysia reserves the right to proceed with the suspension of the trading of the securities of the Company and to commence delisting procedures against the Company.

Upon occurrence of any of the events set out in (i) to (iii) above, the suspension should be imposed on the trading of the listed securities of the Company upon the expiry of five (5) market days from the date the Company was notified by Bursa Malaysia and de-listing procedures shall be commenced against the Company.

The Company submitted its regularisation plan to Bursa Malaysia for approval on 22 April 2011 which comprises of:

- (i) Proposed reduction of ML Global Berhad's existing issued and paid-up share capital from approximately RM97.49 million comprising 97,486,002 Existing Shares to approximately RM9.75 million comprising 97,486,002 ordinary shares of RM0.10 each via the cancellation of RM0.90 of the par value of each Existing Share pursuant to Section 64 of the Act;
- (ii) Proposed share consolidation via the consolidation of five (5) Reduced Shares into one (1) ML Global Berhad's share after the Proposed Capital Reduction;
- (iii) Proposed amendments to the M&A of ML Global Berhad to facilitate the change in the par value of the ML Global Berhad's Shares resulting from the Proposed Capital Reduction and Proposed Share Consolidation;
- (iv) Proposed Private Placement of 12,000,000 new ML Global Berhad's shares;
- (v) Proposed renounceable rights issue of up to 31,497,200 new ML Global Berhad's Shares on the basis of one (1) new ML Global Berhad's for every one (1) existing ML Global Berhad's Share held by the shareholders of ML Global Berhad after the Proposed Shareholders' Scheme and Proposed Private Placement;
- (vi) Proposed formal scheme of arrangement and compromise pursuant to Section 176 of the Act in respect to the amounts owing to the secured and unsecured creditors of ML Global Berhad via the issuance of up to 18,556,106 new ML Global Berhad's Shares after a seventy five percent (75%) debt waiver by the unsecured creditors, and

**A14. Significant Events (Cont'd)**

**(a) Practice Note 17 – Status of Plan to Regularise Condition (Cont'd)**

- (vii) Proposed set-off of any cash advances against the subscription monies payable by a Director pursuant to his irrevocable undertaking to subscribe for his rights entitlement and/or procure subscriptions for the Proposed Rights Issue up to a maximum amount of RM5.0 million.

On 2 November 2011, MIMB on behalf of ML Global Berhad had announced on the following variation to the Proposals. It was previously announced in Section 2.7(ii)(d) of the announcement dated 9 September 2010 that if any of the unsecured creditors is a subsidiary of Vintage, its entitlement to the ML Global Berhad's Shares shall be allotted and issued to a trustee and/or an agent for the creditor who will subsequently dispose of the shares allotted and issued to it and remit the proceeds to the subsidiary concerned.

After further deliberation by the Board, the Company has decided to vary the said distribution such that if any of the unsecured creditors is the Company itself or a subsidiary of the Company, its entitlement to the ML Global Berhad's Shares will be allotted and issued to a placee to be identified ("Placee") and the cash proceeds therefrom will be paid to the Company who will then distribute the respective entitlement to its subsidiaries ("Proposed Variation"). The Proposed Variation was decided by the Board to avoid any possible infringement of Section 17 of the Companies Act, 1965.

On 23 December 2011, MIMB Investment Bank Berhad on behalf of ML Global Berhad had announced that the variation of the regularisation plan as the following

- (i) variations on the inter-conditionality of the Proposals; and
- (ii) assignment of the ML Global Berhad's Group inter-company debt to Distinct Treasures Sdn. Bhd.

On 2 April 2012, Bursa Malaysia rejected the Company proposed regularisation plan which was submitted to Bursa Securities on 22 April 2011

In the circumstances and pursuant to Rule 8.04(5) of the Bursa Malaysia ACE Market Listing Requirements:

- (i) the trading in the securities of the Company will be suspended with effect from 10 April 2012; and
- (ii) the securities of the Company will be de-listed on 4 May 2012 unless an appeal against the rejection of the regularisation plan and de-listing is submitted to Bursa Malaysia on or before 1 May 2012 ("the Appeal Timeframe"). Any appeal submitted after the Appeal Timeframe will not be considered by Bursa Malaysia.

In the event of the Company submits an appeal to Bursa Malaysia within the Appeal Timeframe, the removal of the securities of the Company from the official list of Bursa Malaysia on 4 May 2012 shall be deferred pending the decision on the Company's appeal.

**A14. Significant Events (Cont'd)**

**(a) Practice Note 17 – Status of Plan to Regularise Condition (Cont'd)**

On 30 April 2012, the Company had made an appeal on the said rejection. On 24 July 2012, Bursa Malaysia approved the Company's proposed regularisation plan after due consideration of relevant facts and circumstances including: -

- (i) the changes to the Company's business model for its manufacturing and distribution of tiles division;
- (ii) the growth of the Company's secured order book for its construction division;
- (iii) the changes and improvements to the Company's proposed regularisation plan including addition fund raising for the Company's business operations and a proposed profit guarantee of RM 6 million profit after taxation (i.e. excluding write-off/other income/adjustments not in the ordinary course of business) for 2 consecutive financial years following the successful implementation of the proposed regularisation plan;
- (iv) the approval of the secured and unsecured creditors of ML Global Berhad and its subsidiary companies (collectively defined as the "Group") for the Company's proposed debt settlement which forms part of the proposed regularisation plan; and
- (v) ML Global Berhad's plan to add diversification to its revenue stream.

With regards to the Company's appeal against de-listing, the securities of the Company shall be removed from the Official List of Bursa Securities upon expiry of 2 market days from the notification or such other date specified by Bursa Securities to the Company in the event it fails to implement its regularisation plan within the timeframe or extended timeframes stipulated by Bursa Securities.

On 14 February 2013, Hong Leong Investment Bank Berhad ('HLIB', previously known as MIMB Investment Bank Berhad) has made an announcement on behalf of the Company to revise the allocations of the Proposed Private Placement and the Proposed Rights Issue and the terms of the Proposed Set-Off. In addition, the Board has also decided to undertake a Proposed Exemption (as defined within), pursuant to the revised allocations of the Proposed Private Placement and Proposed Rights Issue.

The Company has submitted an application for the Extension Of Time (EOT) to Bursa Malaysia on 9 July 2013 to facilitate the completion of the Scheme. However, it was rejected by Bursa Malaysia via their letter dated 18 September 2013. The Company has on 25 September 2013 submitted its appeal on the rejection of the EOT Application to Bursa Malaysia, and has requested for an audience with Bursa Malaysia for the Company to present its case to understand better the Company's confidence on the prospects after the completion of the proposed regularisation plan. The meeting was subsequently granted, and the Company has presented its case to Bursa Malaysia on 19 November 2013. The application for the Extension Of Time (EOT) was subsequently approved by Bursa Malaysia until August 2014.

**A14. Significant Events (Cont'd)**

**(a) Practice Note 17 – Status of Plan to Regularise Condition (Cont'd)**

On 18 February 2014, HLIB has made announcement on behalf of the Company further changes as follows:

- i) Proposed private placement: Pursuant to the revised allocation of Placement Shares, GYM's subscription of the Placement Shares will be entirely taken up by LBS Bina Group Berhad ("LBGB"), a company listed on the Main Market of Bursa Securities, the incoming strategic investor replacing GYM. The allocation of Placement Shares to Dato' Beh Hang Kong ("DBHK") will remain unchanged.
- ii) Proposed rights issue: The irrevocable undertaking and additional undertaking to subscribe for the Rights Shares previously provided by GYM and Dato' Abu Sujak bin Mahmud ("DASM") will be rescinded as their undertakings now will be assumed by LBGB.
- iii) Proposed exemption: In view of the change in the placee and the eventual shareholding structure upon completion of the proposed regularisation plan, the Proposed Exemption will no longer be required.
- iv) Proposed profit guarantee: As a result of the Revised Allocation and Revised Additional Undertakings, LBGB shall replace GYM as a party, together with DBHK, to provide a profit guarantee, on a proportionate basis, of an audited operational after tax profit of RM6 million per annum of the ML Global Berhad's Group for the 2 financial years following the successful implementation of the proposed regularisation plan.

On 23 May 2014, ML Global Berhad had announced that: -

- i) The shareholders of ML Global Berhad have at its Extraordinary General Meeting ("EGM") held on 23 May 2014 approved all the resolutions by poll as set out in the Notice of EGM dated 29 April 2014. The results of the resolutions voted by poll was 22,806,448 number of shares (100.00%) vote for and zero number of shares (0.00%) vote against the Special Resolutions 1 and 2 and Ordinary Resolution 1 to 5 . As for the Ordinary Resolution 6, there was 22,362,848 number of shares (99.05%) vote for and 443,600 number of shares (1.95%) vote against the resolution.
- ii) The shareholders of ML Global Berhad have at its Court Convene Meeting ("CCM") held on 23 May 2014 approved the resolution by poll as set out in the Notice of CCM dated 29 April 2014. The results of the resolution voted by poll was 21,851,924 number of shares (98.01%) vote for and 443,600 number of shares (1.99%) vote against the resolution.

**A14. Significant Events (Cont'd)**

**(a) Practice Note 17 – Status of Plan to Regularise Condition (Cont'd)**

On 31 October 2014, Hong Leong Investment Bank Berhad,, on behalf of ML Global Berhad had announced the completion of the Regularisation Plan and accordingly an application will be submitted to Bursa Securities for the upliftment of the PN 17 status of ML Global Berhad upon the Company recording 2 consecutive quarterly results of net profits immediately after the completion of the implementation of the Regularisation Plan. The earliest 2 financial quarters after the completion of the Regularisation Plan of ML Global Berhad on 31 October 2014 will fall in the 3-months financial period ending 31 March 2015 and 30 June 2015. The quarterly results for these 2 financial quarters will be subject to a limited review by an external auditor before they are announced.

On 28 November 2014 , Hong Leong Investment Bank Berhad, on behalf of ML Global Berhad' had announced that Distinct Treasures Sdn Bhd ("DTSB") has sought from the Group, an extension of time of up to 3 months from 28 November 2014, to make all necessary payments pursuant to the Agreements to Assign Debts. After due consideration, the ML Global has deliberated and decided to grant DTSB an extension of time make the said necessary payments on or before 28 February 2015.

On 2 March 2015, Hong Leong Investment Bank Berhad, on behalf of ML Global Berhad had had announced that Distinct Treasures Sdn Bhd ("DTSB") has sought from the Group, a further extension of time of up to 6 months from 28 February 2015 to make all necessary payments pursuant to the Agreements to Assign Debts. After due consideration, the Board has deliberated and decided to grant DTSB an extension of time to make the said necessary payments on or before 28 August 2015 ("Extended Due Date " ). To date, the Company has received payments amounting to RM 498,900.00 while the remaining RM 4,366,080 is expected to be paid by the Extended Due Date.

On 28 August 2015, Hong Leong Investment Bank Berhad, on behalf of ML Global Berhad had had announced that Distinct Treasures Sdn Bhd ("DTSB") has sought from the Group, a further extension of time of up to 6 months from 28 August 2015 to make all necessary payments pursuant to the Agreements to Assign Debts. After due consideration, the Board has deliberated and decided to grant DTSB an extension of time to make the said necessary payments on or before 28 February 2016 ("Extended Due Date " ). To date, the Company has received payments amounting to RM 498,900.00 while the remaining RM 4,366,080 is expected to be paid by the Extended Due Date.

**(THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK)**



**A14. Significant Events (Cont'd)**

**(b) Disposal of Property located at District of Tuaran, Sabah**

On 7 January 2011, ML Global Berhad had announced that its wholly-owned subsidiary, Vintage Tiles Industries (EM) Sdn Bhd ("VTIEM") had on 5 January 2011 entered into a Sale and Purchase Agreement ("SPA") with SW 2020 Sdn Bhd (Company No. 861050-M) having its registered address at 3rd Floor, TB 292, Block 30, Fajar Commercial Complex, Jalan Haji Karim, Tawau, Sabah ("SW2020") to dispose of the land held under Country Lease No. 045086379 and measuring a total of 5 acres, 2 roods and 25 perches in the District of Tuaran, Sabah including all structures and buildings erected thereupon ("Land") for a total consideration of Ringgit Malaysia Two Million One Hundred and Fifty Thousand (RM 2,150,000.00) only.

On 12 August 2014, ML Global Berhad had announced that the Board has decided to abort the Proposed Disposal via the notice dated 11 August 2014 given to the solicitors of the purchaser as there was no monetary consideration received from the purchaser and without any further mutual conclusion or agreement reached by both parties to date.

As disclosed in the Circular, of the RM 2.15 million gross proceeds to be raised from the Proposed Disposal, RM 2.0 million will be utilised for the repayment of bank borrowing due to Ambank (M) Berhad and Amlslamic Bank Berhad. As such, further to the termination of the SPA, the Company has commenced negotiation with Ambank (M) Berhad to restructure the outstanding bank borrowings.

The termination of the SPA is not expected to have any material effect on the current consolidated earnings and net asset of the ML Global Berhad and its subsidiaries for the financial year ending 31 December 2014 save for any interest costs that may be incurred as a results of the restructuring of the outstanding bank borrowings as mentioned above.

On 17 September 2014, ML Global Berhad had announced that the Company had on 17 September 2014 accepted the letter of offers from Ambank (M) Berhad ("Ambank") and Amlslamic Bank Berhad ("Amlslamic") dated 17 September 2014 ("Letters") for the restructuring of the outstanding bank borrowings due to Ambank and Amlslamic respectively subject to the relevant terms and conditions as stipulated in the Letters

On 3 June 2015, ML Global Berhad, had announced that its wholly-owned subsidiary, Vintage Tiles Industries (EM) Sdn Bhd had on 3 June 2015 entered into a Sales and Purchase Agreement ( "SPA") with SW2020 Sdn Bhd ( Co No. 861050-M) ( " SW2020 ") to dispose all that parcel of land held under Country Lease No. 045086379 and measuring a total of 5 acres, 2 roods and 25 perches in the District of Tuaran, Sabah including all structures and buildings erected thereupon ( "Land") for a total consideration of Ringgit Malaysia Two Million Five Hundred Thousand ( RM 2,500,000.00 ) only ( " Proposed Disposal "). Pursuant to the SPA, it is parties' intention that this SPA supersedes the earlier SPA dated 05 January 2011 which has been deemed expired and aborted by the Company on 11 August 2014.

On 30 October 2015, ML Global Berhad had announced that the Sale and Purchase Agreement in respect of the Proposed Disposal has been duly completed on 29 October 2015.

**A14. Significant Events (Cont'd)**

**(c) Disposal of Property located at Mukim Rawang, District of Gombak, Selangor Darul Ehsan**

On 17 February 2015, M&A Securities Sdn Bhd, on behalf of ML Global Berhad had announced that on 17 February 2015, Vintage Tiles Industries Sdn Bhd ("VTISB") had entered into a sale and purchase agreement ("SPA") with Finston Sdn Bhd (Company No. 1020457-W) having its place of business at No. 32, Lorong Sungai Puloh 1A/KU6, Taman Teknologi Gemilang, Kawasan Perindustrian Sungai Puloh, 42100 Klang, Selangor Darul Ehsan for the proposed disposal of an industrial property known as Lot PT 6466 held under Title No. H.S (M) 17269, Mukim Rawang, District of Gombak, Selangor Darul Ehsan by VTISB of the Property for a total cash consideration of RM 17,050,000 only ("Disposal Consideration").

An ordinary resolution on the proposed disposal of the property has been held and shareholder approval has been obtained and approved during an Extraordinary General Meeting ("EGM") of ML Global Berhad held on 27 May 2015.

On 3 November 2015, ML Global Berhad had announced that the Vendor and the Purchaser had on 2 November 2015 agreed to the extension of time until 16 November 2015 for the fulfilment of the Conditions Precedent stated in the Sales and Purchase Agreement dated 17 February 2015.

**(d) Memorandum of Understanding**

On 3 March 2011, ML Global Berhad had announced that the Company had on 2 March 2011 signed a Memorandum of Understanding ("MOU") with Shenzhen Guang Real Estate Group Co., Ltd ("Shenzhen Guang").

Shenzhen Guang is an exempted company organised under the laws of the People's Republic of China ("PRC"). Shenzhen Guang is a well-established property development company with the head quarter in Shenzhen.

(Hereinafter, ML Global Berhad and Shenzhen Guang are collectively referred to as "the Parties").

Based on the mutual consent, the Parties agree to reach the MOU as follows:

- (i) Shenzhen Guang intends to participate in the restructuring and the private placement of ML Global Berhad ; and
- (ii) Shenzhen Guang, as the proposed strategic investor, intends to explore the possibilities of merger or acquisition of certain PRC companies whose business are involving the interior decoration and trading of the firefighting equipment.

On 25 April 2012, ML Global Berhad had announced that Vintage Roofing & Construction Sdn Berhad had on 24 April 2012 accepted a letter of award from Shenzhen Guang to administer the renovation project for 2 blocks 19 stories condominium cum shoplots in Shansui Mingren Garden, Huizhou, Guang Dong Province, China for a total contract sum of RMB2.4 million or approximately RM1.2 million ("The Contract"). The date of commencement and the date to hand over the site will be mutually agreed and determined later.

**A14. Significant Events (Cont'd)**

**(d) Memorandum of Understanding (Cont'd)**

On 29 August 2014, ML Global Berhad had announced that there is no material development pertaining to the Memorandum of Understanding entered into between ML Global Berhad and Zhejiang Zhongxia Investment Co. Ltd and Shenzhen Guang Real Estate Group. Co. Ltd.

On 28 November 2014, ML Global Berhad had announced that there is no material development pertaining to the Memorandum of Understanding entered into between ML Global Berhad and Zhejiang Zhongxia Investment Co. Ltd and Shenzhen Guang Real Estate Group. Co. Ltd.

On 27 February 2015, ML Global Berhad had announced that there is no material development pertaining to the Memorandum of Understanding entered into between ML Global Berhad and Zhejiang Zhongxia Investment Co. Ltd and Shenzhen Guang Real Estate Group. Co. Ltd.

On 29 May 2015, ML Global Berhad had announced that there is no material development pertaining to the Memorandum of Understanding entered into between ML Global Berhad and Zhejiang Zhongxia Investment Co. Ltd and Shenzhen Guang Real Estate Group. Co. Ltd.

On 20 August 2015, ML Global Berhad had announced that ML Global Berhad and Shenzhen Guang Real Estate Group Co., Ltd mutually agreed to terminate the Memorandum of Understanding entered on 25 May 2012 with immediate effect due to Shenzhen Guang Real Estate Group Co., Ltd desirous of expanding its business by acquiring and developing land banks in Malaysia has not been materialised.

On 24 August 2015, ML Global Berhad had announced that there is no material development pertaining to the Memorandum of Understanding entered into between ML Global Berhad and Zhejiang Zhongxia Investment Co. Ltd.

**A15. Contingent Liabilities**

	<b>As at 30 September 2015 RM'000</b>	<b>As at 30 September 2014 RM'000</b>
Corporate guarantees given to banks for credit facilities granted to subsidiaries	<b>21,012</b>	<b>21,512</b>
Corporate guarantees issued to third parties in respect of trade facilities granted to subsidiaries	<b>1,000</b>	<b>5,000</b>

**(THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK)**

**A16. Significant Related Party Transactions**

The related party transactions for the current period were as follows: -

	<b>Current Quarter 30 September 2015 RM'000</b>
<b>Income</b>	
Contract revenue	8,810
Project Management fees	240

**(THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK)**

**B. ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA'S LISTING REQUIREMENTS**

**BI. Review of performance**

For the period ended 30 September 2015, the Group's revenue had increased by 245.61% to RM 20.71 million as compared to RM 5.99 million in corresponding period 2014. This increase in revenue was due to the construction project namely, the building and infrastructure works in Sinaran Mahkota, Bandar Indera Mahkota in Kuantan which had generated revenue amounting to RM 10.44 million and construction project namely, the design, construct and warrant show gallery works in Mid Hill Gotong Jaya in Pahang which had generated revenue amounting to RM 3.19 million and supported by an increased in roofing tiles sales by RM 0.54 million or 9.01% from RM 5.99 million to RM 6.53 million. The increase was contributed by higher sales volume for the Group's Hacienda and Mineral Zen roof tiles profile and the upward revision of selling prices of both Hacienda and Mineral Zen roof tiles during the period under review. In addition, the Group had also generated project management service income from the 84 units Semi-D and 142 units double storey link house at Mukim Dengkil, Daerah Selangor which amounted to RM0.54 million during the period under review.

For the period ended 30 September 2015, the Group has generated a profit before tax of RM 2.77 million as compared to a loss before tax of RM 6.77 million for the same period of last year. This was mainly due to the profit generated from the construction project, namely the building and infrastructure works in Sinaran Mahkota, Bandar Indera Mahkota in Kuantan, construction project, namely the design, construct and warrant show gallery works in Mid Hill Gotong Jaya in Pahang, and also the reduction of administrative expenses of RM 5.88 million as a results of the decrease of impairment of receivables as well as the decrease in professional expenses as a results of the completion of regularisation plan in the quarter ended 31 December 2014.

**B2. Variation of results against preceding quarter**

	<b>Current Quarter Ended 30 September 2015 RM'000</b>	<b>Preceding Quarter Ended 30 June 2015 RM'000</b>	<b>Variance RM'000</b>
Revenue	<b>10,780</b>	<b>5,488</b>	<b>5,292</b>
Profit / (Loss) before taxation	<b>1,932</b>	<b>642</b>	<b>1,290</b>

For the quarter under review, the revenue of the Group had increased by 96.43% as compared to the preceding quarter ended 30 June 2015. This was due to the revenue generated from the construction project, namely the building and infrastructure works in Sinaran Mahkota, Bandar Indera Mahkota in Kuantan increase by RM 2.84 million and also the revenue generated from the new construction project, namely the design, construct and warrant the show gallery in Mid Hill Gotong Jaya in Pahang amounted to RM 3.19 million. This was dampened by the decrease of RM 0.68 million in revenue generated from the sales of roof tiles. The Company registered a profit before tax amounted to RM 1.93 million as compared to profit before tax of RM 0.64 million in the preceding quarter ended 30 June 2015 mainly due to the gross profits generated from a new construction project namely, design, construct and warrant show gallery in Mid Hill Gotong Jaya in Pahang amounted to RM 1.94 million or 60.87% and also income generated from fees charged for project management services which amounted to RM0.24 million.

**B3. Prospects**

The Group's products are expected to remain competitive in the present operating environment. Moving forward, the Board expects the Group to achieve a satisfactory performance for the remaining quarters of the year.

**B4. Profit forecast**

No Profit forecast was issued to the public during the period under review.

**B5. Taxation**

No provision of taxation was provided for the current quarter.

**B6. Unquoted investments and properties**

The Group did not deal in any unquoted investments and properties.

**B7. Quoted investments**

The Group did not deal in any quoted investments.

**B8. Status of Corporate Proposals and utilisation of proceeds**

**(a) Status of corporate proposals**

There were no corporate proposals issued as at the date of this report except the following property held for sales: -

On 17 February 2015, M&A Securities Sdn Bhd, on behalf of ML Global Berhad had announced that on 17 February 2015, Vintage Tiles Industries Sdn Bhd ("VTISB") had entered into a sale and purchase agreement ("SPA") with Finston Sdn Bhd (Company No. 1020457-W) having its place of business at No. 32, Lorong Sungai Puloh 1A/KU6, Taman Teknologi Gemilang, Kawasan Perindustrian Sungai Puloh, 42100 Klang, Selangor Darul Ehsan for the proposed disposal of an industrial property known as Lot PT 6466 held under Title No. H.S (M) 17269, Mukim Rawang, District of Gombak, Selangor Darul Ehsan by VTISB of the Property for a total cash consideration of RM 17,050,000 only ("Disposal Consideration").

An ordinary resolution on the proposed disposal of the property has been held and shareholder approval has been obtained and approved during an Extraordinary General Meeting ("EGM") of ML Global Berhad held on 27 May 2015.

On 3 November 2015, ML Global Berhad had announced that the Vendor and the Purchaser had on 2 November 2015 agreed to the extension of time until 16 November 2015 for the fulfilment of the Conditions Precedent stated in the Sales and Purchase Agreement dated 17 February 2015.

**B8. Status of Corporate Proposals and utilisation of proceeds (Cont'd)**

**(b) Status of utilisation of proceeds**

The gross proceeds arising from the Private Placement, Rights Issue with Warrants and Agreements to Assign Debts amounting to RM 21.612 million are expected to be utilised in the following manner:-

	<b>Amount RM'000</b>	Expected timeframe for utilisation
Proceeds from Private Placement	4,000	
Proceeds from Rights Issue with Warrants	12,748	
Proceeds from Agreements to Assigned Debts (Note 2)	4,864	
<b>Total</b>	<b>21,612</b>	
<b>Proposed Utilisation :</b>		
1) Working capital for construction activities and / or the existing roofing tiles operations	19,662	Within 12 months
2) Estimated expenses (Note 1)	1,950	Within 1 month
<b>Total</b>	<b>21,612</b>	

As at 30 September 2015, there was gross proceeds received from the Private Placement, Rights Issue amounted to RM 17,248 million and was partially utilised in the following manner :-

Purpose	Intended Timeframe for Utilisation	Proposed utilisation	Actual utilisation	Transfer of unutilised amount	Balance Unutilised
		RM'000	RM'000	RM'000	RM'000
1) Working capital for construction activities and or/the existing roofing tiles operations (Note 3)	Within 12 months	19,662	12,039	658	8,281
2) Estimated Expenses (Note 4)	Within 1 month	1,950	1,292	(658)	-
<b>Total</b>		<b>21,612</b>	<b>13,331</b>	-	<b>8,281</b>

Notes:

(1) expenses relating to the Regularisation Plan including professional fees, brokerage and placement fees, fees payable to the relevant authorities, printing, postage and other miscellaneous cost relating to the Regularisation Plan. Any variation surplus or shortfall will be adjusted to or from the portion allocated for working capital for construction activities and/or the existing roofing tiles operations

(2) The remaining Proceeds from Agreements to Assigned Debts amounting to RM 4,366,080 is expected to be paid by the Extended Due Date which is on or before 28 February 2016.

(3) The balance unutilised proceeds have been reserved for as working capital for construction projects the commencement of which has been delayed and is scheduled to use for the 4<sup>th</sup> Quarter 2015 and 1<sup>st</sup> Quarter 2016. This delay was due to the change in building design and environmental statutory obligations.

(4) The balance unutilised proceeds will be used as working capital for construction and existing roofing tiles operations activities.

**B9. Borrowings and debt securities**

The total borrowings of the Group as at 30 September 2015 comprised of the followings:

	<b>30 September 2015 RM'000</b>
Secured bank borrowings:	
Term loans	15,600
Bank overdrafts	4,762
Hire purchase	-
<b>Total Bank Borrowing</b>	<b><u>20,362</u></b>
<b>Short Term</b>	
Term loans	1,623
Bank overdrafts	4,762
Hire purchase	-
<b>Total Short Term</b>	<b><u>6,385</u></b>
<b>Long Term</b>	
Term loans	13,977
<b>Total Long Term</b>	<b><u>13,977</u></b>

**B10. Off balance sheet financial instruments**

There were no material instruments with off balance sheet risk issued as at the date of this report.

**B11. Material litigation, claims or arbitration**

As date of this report, there is no litigation, claims or arbitration, which has a material effect on the financial position of the Group, and the Board is not aware of any proceedings pending or threatened or of any fact likely to give rise to any proceedings.

**B12. Realised and Unrealised Profits**

	<b>Current Period Ended 30 September 2015 RM'000</b>	<b>Previous Year Ended 31 December 2014 RM'000</b>
Total accumulated losses of the Group		
- Realised	(24,625)	(27,391)
- Unrealised	-	-
	<b><u>(24,625)</u></b>	<b><u>(27,391)</u></b>



**B13. Dividends**

No dividend was proposed in respect of the current quarter under review.

**B14. Basic earnings / (Loss) per share**

Earnings / (Loss) per share is calculated by dividing the net profit for the period by weighted average number of shares in issue during the period.

	<b>Current Quarter 30 September 2015</b>	<b>Preceding Year Quarter 30 September 2014</b>	<b>Current Year To Date 30 September 2015</b>	<b>Preceding Year Year To Date 30 September 2014</b>
Total comprehensive profit attributable to equity holders of the parent (RM'000)	<u>1,932</u>	<u>(3,024)</u>	<u>2,766</u>	<u>(6,772)</u>
Weighted average no of ordinary shares in issue ('000)	<u>89,634</u>	<u>36,497</u>	<u>89,634</u>	<u>36,497</u>
Basic earnings/(losses) per share (sen) *	<u>2.15</u>	<u>(8.29)</u>	<u>3.09</u>	<u>(18.55)</u>
Weighted average no of Warrants in issue ('000)	<u>26,749</u>	Not applicable	<u>26,749</u>	Not applicable
Diluted earnings/(loss) per share (sen) *	<u>1.66</u>	Not applicable	<u>2.38</u>	Not applicable

**B15. Notes to the Statement of Comprehensive Income**

	<b>Current Quarter 30 September 2015 RM'000</b>	<b>Preceding Year Quarter 30 September 2014 RM'000</b>	<b>Current Period Ended 30 September 2015 RM'000</b>	<b>Preceding Period Ended 30 September 2014 RM'000</b>
Dividend Income	(32)	-	(129)	-
Interest Expenses	335	271	1,068	998
Depreciation and amortization	255	267	769	813
Property, plant and equipment written off	-	-	-	534
Bad debts written off	-	-	1207	-
Expenses written off	-	-	(582)	-
Impairment on trade receivable	-	1,428	(1392)	2,123
Bad Debts recovery	(3)	-	(6)	-

Other than above, there were no impairment of assets, gain or loss on disposal of quoted or unquoted investments, gain or loss on derivatives and exceptional items for the quarter under review

**B16. Authorisation for Issue**

The interim financial statements were authorised for issue by the Board of Directors on 17 November 2015.

**(THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK)**