

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2014

ASSETS	As at 31-Mar-14 (Unaudited) RM'000	As at 31-Dec-13 (Audited) RM'000
Non-current assets	92 209	76.500
Property, plant and equipment Investment in associates	82,298 12,786	76,590 12,153
Investment in associates Investment securities	2,060	2,560
Intangible assets	7,693	7,663
Deferred tax assets	2,254	2,131
Deterred tax assets	107,091	101,097
Current assets	107,071	101,077
Inventories	144,618	136,402
Trade and other receivables	103,024	100,811
Tax recoverable	756	839
Cash and bank balances	36,248	45,161
	284,646	283,213
TOTAL ASSETS	391,737	384,310
EQUITY AND LIABILITIES Equity		
Share capital	66,781	66,781
Share premium	13,459	13,459
Treasury shares	(9,921)	(9,876)
Irredeemable Convertible Unsecured Loan Stock ("ICULS")	24,634	24,014
Reserves	(2,161)	(389)
Retained earnings	123,091	119,892
Total equity attributable to owners of the parent	215,883	213,881
Non-controlling interests	30,838	24,938
Total equity	246,721	238,819
Non-current liabilities		
ICULS liability	6,967	7,741
Bank borrowings	17,649	26,026
Deferred tax liabilities	572	607
~	25,188	34,374
Current liabilities Trade and other payables	37,115	33,030
Bank borrowings	80,421	76,459
Tax payable	2,292	1,628
Tun pajaote	119,828	111,117
Total liabilities	145,016	145,491
TOTAL EQUITY AND LIABILITIES	391,737	384,310

The condensed consolidated statement of financial position 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.



# CONDENSED CONSOLIDATED INCOME STATEMENTS FOR THREE MONTHS ENDED 31 MARCH 2014 (UNAUDITED)

	Current quarter 3 months ended 31 March		Cumulative quarter 3 months ended 31 March		
	2014 RM '000	2013 RM '000	2014 RM '000	2013 RM '000	
Revenue	54,411	51,597	54,411	51,597	
Operating expenses	(45,796)	(43,125)	(45,796)	(43,125)	
Other income	125	203	125	203	
Operating profit	8,740	8,675	8,740	8,675	
Interest expense	(2,555)	(1,344)	(2,555)	(1,344)	
Interest income	63	51	63	51	
Share of results of associates	26	242	26	242	
Profit before tax	6,274	7,624	6,274	7,624	
Tax expense	(1,696)	(2,102)	(1,696)	(2,102)	
Profit for the period	4,578	5,522	4,578	5,522	
Profit attributable to:					
Owners of the parent	3,199	4,741	3,199	4,741	
Non-controlling interests	1,379	781	1,379	781	
Profit for the period	4,578	5,522	4,578	5,522	
Earnings per share (EPS) attributable to owners of the parent (sen):					
Basic EPS	2.66	3.92	2.66	3.92	
Diluted EPS	1.77	-	1.77	-	

The condensed consolidated income statements 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.



# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THREE MONTHS ENDED 31 MARCH 2014 (UNAUDITED)

	Current quarter 3 months ended 31 March		3 month	ve quarter is ended Iarch
	2014 RM '000	2013 RM '000	2014 RM '000	2013 RM '000
Profit for the period	4,578	5,522	4,578	5,522
Other comprehensive income / (expenses), net of tax:				
Currency translation differences arising from consolidation	(1,491)	1,326	(1,491)	1,326
Fair value movements on available for sale investments	(281)	(16)	(281)	(16)
Total comprehensive income for the period	2,806	6,832	2,806	6,832
Total comprehensive income attributable to:				
Owners of the parent	1,427	6,009	1,427	6,009
Non-controlling interests	1,379	823	1,379	823
	2,806	6,832	2,806	6,832

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.



# CONDENSED CONSOLIDATED CASH FLOW STATEMENTS FOR THREE MONTHS ENDED 31 MARCH 2014 (UNAUDITED)

	Cumulative quarter 3 months ended 31 March	
	2014	2013
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax Adjustments for:	6,274	7,624
Non-cash items and non-operating items	4,071	3,271
Operating profit before working capital changes	10,345	10,895
Inventories	(8,216)	330
Receivables	(2,213)	(5,524)
Payables	4,085	(314)
Cash generated from operating activities	4,001	5,387
Interest paid	(2,555)	(1,344)
Tax paid	(1,145)	(2,208)
Net cash generated from operating activities	301	1,835
CASH FLOWS FROM INVESTING ACTIVITIES		
Dividend received	1	231
Interest received	63	51
Net of purchase and disposal of investment securities	316	27
Net of purchase and disposal of property, plant and equipment	(5,746)	(1,996)
Additional of intangible assets	(30)	
Net cash used in investing activities	(5,396)	(1,687)
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid to non-controlling interests	_	(147)
Net of repurchase and disposal of treasury shares	(45)	(606)
Proceeds from shares issued to non-controlling interests	-	60
Net changes in bank borrowings	(4,415)	(2,054)
Net cash used in financing activities	(4,460)	(2,747)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(9,555)	(2,599)
CASH AND CASH EQUIVALENTS AT BEGINNING OF FINANCIAL PERIOD	32,625	9,430
Effect of foreign exchange rates changes	9,313	617
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL PERIOD	32,383	7,448
CASH AND CASH EQUIVALENTS COMPRISED THE FOLLOWING:		
Cash and bank balances	36,248	18,092
Overdrafts	(3,865)	(10,644)
	32,383	7,448

The condensed consolidated cash flow statements 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.

66,781

13,459

(8,972)

Dividends paid

the period

Total comprehensive income for

Balance as at 31 March 2013

# INTERIM FINANCIAL REPORT FOR THE FIRST QUARTER ENDED 31 MARCH 2014

#### CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THREE MONTHS ENDED 31 MARCH 2014 (UNAUDITED)

Distributable    Distributable												
	Attributable to owners of the parent											
(RM'000)	Share capital		Treasury shares	ICULS equity	Warrant reserve	Capital reserve	Exchange fluctuation reserve	Fair value reserve	Retained earnings	Total	Non- controlling interests	Total equity
Balance as at 1 January 2013	68,781	13,459	(8,366)	-	-	892	(1,740)	264	106,544	177,834	15,213	193,047
Disposal of subsidiary companies	-	-	-	-	-	-	-	-	(975)	(975)	(838)	(1,813)
Purchase of treasury shares	-	-	(606)	-	-	-	-	-	-	(606)	-	(606)
Changes in equity interest	-	-	-	-	-	-	-	-	-	-	(212)	(212)

1,326

(414)

(16)

248

4,699

110,268

6,009

182,262

Balance as at 1 January 2014	66,781	13,459	(9,876)	24,014	20,946	(20,054)	(1,725)	444	119,892	213,881	24,938	238,819
Purchase of treasury shares	-	-	(45)	-	-	-	-	-	-	(45)	-	(45)
Changes in equity interest	-	-	-	-	-	-	-	-	-	-	4,521	4,521
Transfer from ICULS liability	-	-	-	620	-	-	-	-	-	620	-	620
Total comprehensive income for the period	-	-	-	-	-	-	(1,491)	(281)	3,199	1,427	1,379	2,806
Balance as at 31 March 2014	66,781	13,459	(9,921)	24,634	20,946	(20,054)	(3,216)	163	123,091	215,883	30,838	246,721

892

The condensed consolidated statements 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.

(147)

6,832

197,101

(147)

823

14,839

#### NOTES TO THE INTERIM FINANCIAL REPORT

- SELECTED EXPLANATORY NOTES UNDER MALAYSIAN FINANCIAL REPORTING STANDARD ("MFRS") 134 – INTERIM FINANCIAL REPORTING

#### A1 Basis of preparation

The interim financial statements are unaudited and have been prepared in compliance with MFRS 134, Interim Financial Reporting and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

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. These 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.

#### **A2** Significant Accounting Policies

The significant accounting policies and methods of computation adopted by the Group in these quarterly financial statements are consistent with those adopted in the most recent annual audited financial statements for the year ended 31 December 2013 save for the following MFRS which take effect from period on 1 January 2014 and 1 July 2014.

		Effective dates for financial periods
MFRS	Description	beginning on or after
·-	•	
Amendments to MFRS 10,	Investment Entities	1 January 2014
12 and 127		
Amendments to MFRS 132	Offsetting Financial Assets and Financial Liabilities	1 January 2014
Amendments to MFRS 136	Recoverable Amount Disclosure for Non-Financial Assets	1 January 2014
Amendments to MFRS 139	Novation of Derivatives and Continuation of Hedge Accounting	1 January 2014
IC Interpretation 21	Levies	1 January 2014
Annual Improvements to M	FRSs 2010-2012 Cycle	1 July 2014
Annual Improvements to M	FRSs 2011-2013 Cycle	1 July 2014
Amendments to MFRS 7	Defined Benefits Plans: Employee Contributions	1 July 2014

The adoption of the above standards and interpretations do not have material impact to the financial statements of the Group upon their initial application.

#### A3 Seasonal or cyclical factors

The Group performance is not materially affected by seasonal or cyclical factors.

#### A4 Unusual items due to their nature, size or incidence

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

# A5 Changes in estimates

There were no changes in estimates that have material effect in the current quarter and financial period-to-date results.

#### A6 Debt and equity securities

There were no issuances, resale and repayments of debt and equity securities during financial period ended 31 March 2014.

At the Annual General Meeting held on 20 June 2013, the Company's shareholders approved the renewal of authority to repurchase its own shares. During the financial period ended 31 March 2014, the Company repurchased 27,400 own shares.

As at 31 March 2014, a total of 13,347,966 treasury shares, representing 9.99% of the issued and paid up share capital of the Company are being held as treasury shares and carried at cost at RM9.921 million.

#### A7 Dividend paid

No dividend had been paid for the financial period under review.

#### A8 Segment information

#### By business segment

	valves, instruments and fittings RM'000	Electronic RM'000	Pumps RM'000	All others RM'000	Elimination RM'000	Total RM'000
Revenue from	KWI 000	KWI UUU	KMI UUU	KIVI UUU	KWI UUU	KWI UUU
external customers	44,539	1,678	5,756	2,438	_	54,411
Inter-segment revenue	10,241	150	1,687	10	(12,088)	-
Total revenue	54,780	1,828	7,443	2,448	(12,088)	54,411
_						
Segment results	8,649	(175)	1,159	(117)	-	9,516
Unallocated expenses						(776)
Interest expense						(2,555)
Interest income						63
Share of results of assoc	iates					26
Profit before tax					_	6,274
Tax expense						(1,696)
Profit after tax					_	4,578
Non-controlling interest	S					(1,379)
Profit attributable to own	ners of the parer	nt for financia	l period en	ded 31 Mar	ch 2014	3,199

#### A9 Material post balance sheet events

There was no material events subsequent to the end of the financial period ended 31 March 2014 as at the date of this report save for on 7 March 2014, Unimech Capital Sdn. Bhd., a wholly-owned subsidiary of the Company had subscribed 40,000 ordinary shares of RM1.00 each representing 40% of the total issued and paid-up capital of Unimech O & G Supplies Sdn. Bhd. for a cash consideration of RM40,000.00 only.

# A10 Changes in the composition of the Group

There were no changes in the composition of the Group during the financial period ended 31 March 2014 save for the followings:-

- i. On 11 February 2014, PT Arita Prima Indonesia Tbk ("APII"), a company listed on Indonesia Stock Exchange, which is a 68.05% indirect subsidiary company of the Company had subscribed 2,010 ordinary shares of IDR1,000,000 each representing 67% of the total issued and paid-up capital of PT EPC Technology System ("ETS") for a total cash consideration of IDR2,010,000,000 (equivalent to RM556,770) only. In consequent thereof, ETS became a 67% owned subsidiary company of APII.
- ii. On 11 February 2014, PT Arita Prima Indonesia Tbk ("APII"), a company listed on Indonesia Stock Exchange, which is a 68.05% indirect subsidiary company of the Company had subscribed 99 ordinary shares of IDR30,000,000 each representing 99% of the total issued and paid-up capital of PT Arita Biotech International ("ABI") for a total cash consideration of IDR2,970,000,000 (equivalent to RM822,690) only. In consequent thereof, ABI became a 99% owned subsidiary company of APII.

# A11 Changes in contingent liabilities or contingent assets

There were no material changes in the contingent liabilities for the Group since the last financial year ended 31 December 2013.

#### A12 Capital commitments

	31-Mar-14 RM'000
Property, plant and equipment	
Amount not contracted and not provided for	2,700
Contracted but not provided for	4,140
	6,840

#### A13 Related party transactions

	3 months ended 31-Mar-14
Purchase of goods from a company in which the director of the Company has interests	<b>RM'000</b> 5
Sale of goods to a company in which the director of the Company has interests	118

#### NOTES TO THE INTERIM FINANCIAL REPORT

#### - ADDITIONAL INFORMATION REQUIRED BY THE BURSA SECURITIES LISTING REQUIREMENTS

#### B1 Review of performance for current quarter and financial period-to-date

#### Current quarter and financial period-to-date

The Group reported revenue of RM54.411 million for the current quarter ended 31 March 2014 which was RM2.814 million or 5.5% higher as compared to the preceding year corresponding quarter ended 31 March 2013 of RM51.597 million. A higher revenue was reported in current quarter as compared to preceding year corresponding quarter was due mainly to the improvement in the Group's core business of valves, instruments and fittings and pump business segments.

The Group recorded a profit before tax of RM6.274 million for the current quarter which was RM1.350 million or 17.7% lower as compared to the preceding year corresponding quarter of RM7.624 million. A lower profit reported in current quarter even though increase in revenue was due mainly to higher expenses and payment of ICULS coupon interest approximately RM0.749 million during the current quarter under review. Due to the dilution of shareholding in Indonesia subsidiary company post listing on the Indonesia Stock Exchange, the profit attributable to the owners of parent for current quarter of RM3.199 million was 32.5% lower as compared to last year corresponding quarter's RM4.741 million.

#### **B2** Comparison with preceding quarter's results

The revenue and profit before tax for the current quarter and preceding quarter are summarised as follows:

	3 months ended 31-Mar-14	3 months ended 31-Dec-13	Varia	nce
	RM'000	RM'000	RM'000	%
Revenue	54,411	58,813	(4,402)	(7.5)
Profit before tax	6,274	5,943	331	5.6

The revenue for the current quarter ended 31 March 2014 was decreased by 7.5% as compared to preceding quarter. The decrease in revenue was due to lower demand on the first quarter of the year. Nevertheless, the profit before tax for current quarter increased by 5.6% was due mainly to improvement in gross profit margin during the period under review.

# **B3** Commentary on prospects for 2014

The global economy climate will likely remains challenging as there is remain uncertainty which is the greatest threat to the world economy at the present. Although the global economic conditions are challenging, it is still expected to continue growing, albeit at a moderate pace. Barring a drastic change in the global economic conditions, the Group's core business is not expected to be significantly affected. The Group will continue with its competitive strategies of further developing its own brands to enhance its market positioning and concentrate on improving its operations efficiency to further enhance its competitiveness.

Taking into consideration the abovementioned factors and subject to the global economic conditions, the Board of Directors is cautiously optimistic that the Group will report a satisfactory performance and growth for the financial year ending 31 December 2014.

#### **B4** Profit forecast

Not applicable as no profit forecast was published.

#### **B5** Income tax expense

	Current	Cumulative
	quarter	quarter
	3 months	3 months
	ended	ended
	31-Mar-14	31-Mar-14
	RM'000	RM'000
Current period provision	1,854	1,854
Deferred tax	(158)	(158)
	1,696	1,696

The effective tax rate for current quarter and the cumulative quarter are marginally higher than the statutory tax rate were due principally to losses of certain subsidiary companies cannot be used to offset against profit of other companies in the Group.

#### B6 Status of corporate proposals and status of utilisation of proceeds raised

a. There was no corporate proposal being carried out during the period under review.

#### b. Status of utilisation of Proceeds

The renounceable rights issue ("Rights Issue") of 5-year 5.00% Irredeemable Convertible Unsecured Loan Stock ("ICULS") 2013/2018 together with free detachable Warrants ("Rights Issue of ICULS with Warrants") was completed on 25 September 2013. As at date of this report, the status of utilisation of the proceeds raised from the Rights Issue is as follows:-

	Purpose of utilisation	timeframe for utilisation from date of listing	Proposed utilisation RM'000	Actual utilisation RM'000	Deviation RM'000
i.	Purchase of machineries & equipment	24 months	3,000	300	2,700
ii.	Working capital	24 months	10,817	1,861	8,956
iii.	Repayment of bank borrowings	12 months	15,740	15,740	-
iv.	Estimated expenses in relation to the Rights Issue	1 month	650	650	-
	Total		30,207	18,551	11,656

#### B7 Group borrowings and debt securities

Total Group borrowings as at 31 March 2014 are as follows:

	Ringgit Malaysia RM'000	Singapore Dollar RM'000	Indonesia Rupiah RM'000	Thai Bath RM'000	Total RM'000
Current					
Secured borrowings	19,005	246	5,068	1,092	25,411
Unsecured borrowings	42,667	-	12,343	-	55,010
	61,672	246	17,411	1,092	80,421
Non-current					
Secured borrowings	10,769	1,101	5,779	-	17,649
Unsecured borrowings	-	-	-	_	-
	10,769	1,101	5,779	-	17,649
					_
Total borrowings	72,441	1,347	23,190	1,092	98,070

#### **B8** Off balance sheet financial instruments

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

#### **B9** Changes in material litigation

The Group is not engaged in any material litigation as at the date of this report.

#### B10 Dividend

The Board of Directors proposed a first and final single tier dividend of 6 sen per share in respect of the financial year ended 31 December 2013. The proposed dividend payment is approximately RM7.214 million based on the issued and paid-up capital as at 31 December 2013 of 120,241,368 ordinary shares of RM0.50 each (excluding treasury shares held by the Company). The proposed dividend is subject to the shareholders' approval at the forthcoming Annual General Meeting.

#### **B11** Earnings per share ("EPS")

#### **Basic EPS**

The basic EPS had been calculated by diving the Group's profit for the period attributable to owner of the parent by the weighted average number of shares in issue.

	Current quarter 3 months	Cumulative quarter 3 months	
	ended 31-Mar-14	ended 31-Mar-14	
Profit for the period (RM'000)	4,578	4,578	
Profit attributable to non-controlling interests (RM'000)	(1,379)	(1,379)	
Profit attributable to owners of the parent (RM'000)	3,199	3,199	
Weighted average number of ordinary shares in issue ('000) =	120,220	120,220	
Basic EPS (sen)	2.66	2.66	

#### **Diluted EPS**

The diluted EPS had been calculated by diving the Group's profit for the period attributable to owner of the parent by the weighted average number of shares that would have been in issue upon exercise of the options under the Warrants granted.

	Current quarter 3 months ended 31-Mar-14	Cumulative quarter 3 months ended 31-Mar-14
Profit for the period (RM'000)	4,578	4,578
Profit attributable to non-controlling interests (RM'000)	(1,379)	(1,379)
Profit attributable to owners of the parent (RM'000)	3,199	3,199
Weight average number of ordinary shares in issue ('000)	120,220	120,220
Effect of potential exercise of the Warrants ('000)	60,414	60,414
Weighted average number of ordinary ('000)	180,634	180,634
Diluted EPS (sen)	1.77	1.77

### B12 Auditors' report on preceding annual financial statements

The auditors' report of the annual financial statements for the financial year ended 31 December 2013 was not subject to any qualification.

#### **B13** Notes to Condensed Consolidated Income Statements

	Notes to Condensed Consondated Income Statements	Current quarter 3 months ended 31-Mar-14 RM'000	Cumulative quarter 3 months ended 31-Mar-14 RM'000
	Profit before tax is arrived at after charging/(crediting):-		
	Depreciation & amortisation	1,602	1,602
	Dividend income	(1)	(1)
	Gain on disposal of investment securities	(14)	(14)
	Gain on foreign exchange	(489)	(489)
	Interest expense	2,555	2,555
	Interest income	(63)	(63)
	Rental income	(7)	(7)
B14	Breakdown of Realised and Unrealised Profits/Losses	As at 31-Mar-14 (Unaudited) RM'000	As at 31-Dec-13 (Audited) RM'000
	Total retained profits/(accumulated losses) of the Company and its subsidiaries:		
	- Realised	146,697	145,933
	- Unrealised	(12,678)	(12,808)
	Total retained profits from associate companies:		
	- Realised	4,418	4,392
	- Unrealised	_	
		138,437	137,517
	Less: Consolidation Adjustments	(15,346)	(17,867)
	Total group retained profits as per consolidated accounts	123,091	119,650

By order of the Board

Dato' Lim Cheah Chooi Chief Executive Officer

Dated this 29th May 2014