# PENSONIC HOLDINGS BERHAD (300426-P) (Incorporated in Malaysia)

# CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER ENDED 31 AUGUST 2013

(Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED 31 AUGUST 2013 (Unaudited)

	Note	Individual Quarter 31 August			Cumulative Quarter 31 August	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000	
Revenue	9	105,715	93,864	105,715	93,864	
Cost of sales		(82,891)	(74,112)	(82,891)	(74,112)	
Gross profit		22,824	19,752	22,824	19,752	
Other operating income Interest income Operating expenses		693 12 (18,510)	379 12 (15,569)	693 12 (18,510)	379 12 (15,569)	
Results from operating activities		5,019	4,574	5,019	4,574	
Finance costs		(1,102)	(1,103)	(1,102)	(1,103)	
Operating profit		3,917	3,471	3,917	3,471	
Share of profit of equity accounted associates		-	-	-	-	
Profit before tax		3,917	3,471	3,917	3,471	
Tax income/ (expense)	21	3	(4)	3	(4)	
Profit for the period	29	3,920	3,467	3,920	3,467	
Other comprehensive expense, net of tax Foreign currency translation differences		(66)	54	(66)	54	
Total comprehensive income for the period		3,854	3,521	3,854	3,521	
Profit attributable to: Shareholders of the Company Non-controlling interests		3,886	3,395 72	3,886	3,395 72	
		3,920	3,467	3,920	3,467	
Total comprehensive income attributable to: Shareholders of the Company Non-controlling interests		3,820 34	3,449 72	3,820 34	3,449 72	
		3,854	3,521	3,854	3,521	
Basic earnings per ordinary share (sen)	;	4.20	3.67	4.20	3.67	

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

(Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 AUGUST 2013 (Unaudited)

AS AT 31 AUGUST 2013 (Unavattea)			
	Note	Unaudited 31-Aug-13 RM'000	Audited 31-May-13 RM'000
ASSETS		111/1 000	1111 000
Property, plant and equipment		65,251	65,475
Investment properties		504	506
Investments in associates		247	247
Intangible assets		1,029	1,024
Deferred tax assets		184	183
Total non-current assets	-	67,215	67,435
Trade and other receivables		69,869	71,114
Inventories		86,031	75,060
Current tax assets		1,945	1,812
Cash and cash equivalents		25,583	24,595
Non-current assets held for sale		-	-
Total current assets	-	183,428	172,581
TOTAL ASSETS	=	250,643	240,016
EQUITY			
Share capital		46,310	46,310
Reserves		45,443	41,623
Total equity attributable to owners of the Company	_	91,753	87,933
Non-controlling interests		(103)	(137)
TOTAL EQUITY	<u>-</u>	91,650	87,796
LIABILITIES			
Loans and borrowings	25	13,989	13,114
Deferred tax liabilities		-	6
Total non-current liabilities	<del>-</del>	13,989	13,120
Loans and borrowings	25	86,122	83,564
Trade and other payables		58,674	55,536
Current tax liabilities		208	, -
Total current liabilities	-	145,004	139,100
Total liabilities	_	158,993	152,220
TOTAL EQUITY AND LIABILITIES	=	250,643	240,016
Net assets per share attributable to equity holders (RM)		0.99	0.95

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

(Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AS AT 31 AUGUST 2013 (Unaudited)

	<b>←</b> Attributable to owners of the Company <b>←</b>							
	<del></del>	Non- Distribut	able Reserve –	<b>→</b>	Distributable		_	
	Share capital RM'000	Share premium RM'000	Exchange translation Reserve RM'000	Capital reserve RM'000	Retained earnings RM'000	Total RM'000	Non- controlling interests RM'000	Total Equity RM'000
At 1 June 2012	46,310	21,361	363	4,488	12,970	85,492	(192)	85,300
Foreign currency translation differences Profit for the year	-	-	30	-	3,627	30 3,627	(65)	30 3,562
Total comprehensive income/ (expense) for the year	-	-	30	-	3,627	3,657	(65)	3,592
Share issued to non-controlling interest Dividend to owners of the Company	<del>-</del> -	- -	- -	- -	(1,216)	(1,216)	120	120 (1,216)
At 31 May 2013	46,310	21,361	393	4,488	15,381	87,933	(137)	87,796
At 1 June 2013	46,310	21,361	393	4,488	15,381	87,933	(137)	87,796
Foreign currency translation differences Profit for the period	-	- -	(66)	-	3,886	(66) 3,886	- 34	(66) 3,920
Total comprehensive income/(expenses) for the period	-	-	(66)	-	3,886	3,820	34	3,854
At 31 August 2013	46,310	21,361	327	4,488	19,267	91,753	(103)	91,650

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

(Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE QUARTER ENDED 31 AUGUST 2013 (Unaudited)

· · · · · · · · · · · · · · · · · · ·	3 months ended		
	31 Aug		
	2013 RM'000	2012 RM'000	
Cash flows from operating activities			
Profit before taxation	3,917	3,471	
Adjustments for:			
Depreciation of property, plant and equipment	1,156	1,084	
Depreciation of investment properties	2	3	
Interest expense	1,102	1,103	
Plant and equipment written off	- (12)	94	
Interest income	(12)	(12)	
Operating profit before changes in working capital	6,165	5,743	
Changes in working capital:			
Inventories	(10,850)	1,081	
Trade and other receivables	1,632	1,569	
Trade and other payables	2,355	(5,903)	
Cash generated from operations	(698)	2,490	
Income tax paid	71	102	
Net cash (used in)/from operating activities	(627)	2,592	
Cash flows used in investing activities			
Interest received	12	11	
Purchase of property, plant and equipment	(932)	(709)	
Net cash used in investing activities	(920)	(698)	
Cash flows from financing activities			
Drawdown of term loans	889	850	
Drawdown of finance lease liabilities	-	50	
Drawdown/ (Repayment) of borrowings, net	2,515	(1,140)	
Interest paid	(1,102)	(1,103)	
Repayment of term loans	(570)	(714)	
Placement of pledged fixed deposits	(1)	-	
Repayment of finance lease liabilities	(50)	(45)	
Net cash from/(used in) financing activities	1,681	(2,102)	
Net increase in cash and cash equivalents	134	(208)	
Cash and cash equivalents at beginning of period	12,047	5,284	
Effect of exchange differences on cash and cash equivalents	49	(20)	
Cash and cash equivalents at end of period	12,230	5,056	

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# **CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (cont'd) FOR THE QUARTER ENDED 31 AUGUST 2013 (Unaudited)**

	3 months ended 31 August			
	2013 RM'000	2012 RM'000		
Cash and cash equivalents comprised the following:				
Cash and bank balances	21,407	14,370		
Bank overdrafts	(10,286)	(9,723)		
Short term deposits with licensed banks	4,176	3,345		
	15,297	7,992		
Fixed deposits pledged to bank	(3,067)	(2,936)		
	12,230	5,056		

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

(Incorporated in Malaysia)

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 AUGUST 2013 (Unaudited)

#### PART A: EXPLANATORY NOTES AS PER FRS 134 - INTERIM FINANCIAL REPORTING

#### 1. Basis of preparation

These condensed consolidated interim financial statements have been prepared in accordance with MFRS134, Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. These condensed consolidated interim financial statements also comply with IAS 34: Interim financial Reporting issued by the International Accounting Standards Board.

The condensed consolidated interim financial statements should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 May 2013. These explanatory notes, attached to the condensed consolidated interim financial statements, provide an explanation of the events and transactions that are significant to the understanding of the changes in the financial position and performance of the Group since the financial year ended 31 May 2013. The audited financial statements of the Group as at and for the year ended 31 May 2013 were prepared under Malaysian Financial Reporting Standards (MFRSs).

#### 2. Significant Accounting Policies

The accounting policies and methods of computations used in the preparation of the financial statements are consistent with those adopted in the audited financial statements for the year ended 31 May 2013 except for the adoption of the following new and revised MFRSs, Amendments to MFRSs and IC Interpretations by the Group with effect from 1 January 2013.

- MFRS 10 Consolidated Financial Statements (effective from 1 January 2013)
- MFRS 11 Joint Arrangements (effective from 1 January 2013)
- MFRS 12 Disclosure of Interests in Other Entities (effective from 1 January 2013)
- MFRS 13 Fair Value Measurement (effective from 1 January 2013)
- MFRS 119 Employee Benefits (effective from 1 January 2013)
- MFRS 127 Separate Financial Statements (effective from 1 January 2013)
- MFRS 128 Investments in Associates and Joint Ventures (effective from 1 January 2013)
- Amendments to MFRS 7 Financial Instruments: Disclosures (effective from 1 January 2013)
- Amendments to MFRS 101 Presentation of Items of Other Comprehensive Income (effective from 1 July 2012)
- Annual Improvements to MFRS 2009 2011 Cycle (effective from 1 January 2013)
- Amendments to MFRS 10, 11 and 12 Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance (effective from 1 January 2013)
- Amendments to MFRS 134 Interim Financial Reporting (effective from 1 January 2013)

The adoption of the abovementioned MFRSs, Amendments to MFRSs and IC Interpretations will have no material impact on the financial statements of the Group.

At the date of authorization of these interim financial statements, The Group has not early adopted the following accounting standards that have been issued by the Malaysian Accounting Standards Board ("MASB"):

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#### 2. Significant Accounting Policies (cont'd)

# MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2014

- Amendments to MFRS 10, Consolidated Financial Statements: Investment Entities
- Amendments to MFRS 12, Disclosure of Interests in Other Entities: Investment Entities
- Amendments to MFRS 127, Separate Financial Statements (2011): Investment Entities
- Amendments to MFRS 132, Financial Instruments: Presentation Offsetting Financial Assets and Financial Liabilities

# MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2015

- MFRS 9, Financial Instruments (2009)
- MFRS 9, Financial Instruments (2010)
- Amendments to MFRS 7, Financial Instruments: Disclosures Mandatory Date of MFRS 9 and Transition Disclosures

#### 3. Audit Qualification

There were no audit qualifications on the annual financial statements of the Group for the year ended 31 May 2013.

#### 4. Seasonality of Operations

The Group's business operations are generally affected by festive seasons, school holidays and carnival sales in Malaysia.

### 5. 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 period ended 31 August 2013.

#### 6. Significant Estimates and Changes in Estimates

There were no changes in estimates of amounts reported in the prior quarter and/ or financial period that have a material effect on the Group in the current period under review.

#### 7. Debt and Equity Securities

There were no issuance and repayment of debts and equity securities, share buy-backs, share cancellations, shares held as treasury shares by the Company during the financial period under review.

#### 8. Dividend Paid

No dividend has been paid during the period under review. The board is recommending a final dividend of 1.75 sen per share less 25% tax amounting to approximately RM1,701,893 for the financial year ended 31 May 2013.

(Incorporated in Malaysia)

## 9. Segmental Information

#### (i) Operating Segments

The Group has one reportable segment, which is principally engaged in the manufacture, assembly, sales and distribution of electrical and electronic appliances. The management reviews internal management reports on the segment at least on a quarterly basis.

#### (ii) Geographical Segments

The business segment of the Group is managed principally in Malaysia, China (including Hong Kong), Indonesia, Sri Lanka, Brunei, Middle East, Thailand, Myanmar, Singapore etc. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers whereas segment assets are based on the geographical location of the assets. The amounts of segment assets do not include instruments (including investment in associates) and deferred tax assets.

		For the 3 months ended					
		31 Au	igust				
	2013	2012	2013	2012			
	Segment	Segment Revenue Segment Assets					
	RM'000	RM'000	RM'000	RM'000			
Malaysia	77,608	71,794	221,416	210,716			
Other Asian countries	19,561	17,331	26,140	16,010			
Others	8,546	4,739	552	6,149			
	105,715	93,864	248,108	232,875			

#### 10. Property, Plant and Equipment

During the current financial period ended 31 August 2013, the Group has acquired assets at a cost of RM0.9 million (31 August 2012: RM0.7 million)

#### 11. Events after the Reporting Period

Saved as disclosed in Note 12 on the Changes in Composition of the Group and Note 24 on the Status of the Corporate Proposals, there were no other material events subsequent to the end of the current quarter that have not been reflected in the financial statements for the current quarter under review.

#### 12. Changes in Composition of the Group

Subsequent to the reporting period, a subsidiary of the Company, Keat Radio Co Sdn Bhd had on 27 September 2013 acquired 2,000,000 ordinary shares of RM1.00 each in Pensia Plastic Industries Sdn Bhd ("PPI") representing the entire issue share capital of PPI from Chew Weng Khak Realty Sdn Bhd and Chew Chuon Jin for a cash consideration of RM2 million, and thus PPI becomes a wholly-owned subsidiary of the Group.

Save as disclosed above, there were no significant changes in the composition of the Group as at the date of this report.

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### 13. Changes in Contingent Liabilities

There were no changes in contingent liabilities or contingent assets of a material nature since the last annual reporting period.

#### 14. Commitments

Capital expenditure contracted but not provided for property, plant and equipment at the reporting date amounted to RM16.1 million.

#### 15. Significant Related Party Transactions

The significant transactions with companies in which certain Directors and persons connected to Directors have substantial financial interests are as follows:

	Unaudited 31-Aug-2013 RM'000	Audited 31-May-2013 RM'000
Purchase of raw materials from -Pensia Plastic Industries Sdn. Bhd.*	2,210	8,562
Subcon and service charge income from -Pensia Plastic Industries Sdn. Bhd.*	167	611
Sale of goods to an associate -Pensonic (B) Sdn Bhd	354	1,314
Rental income charged for sub-letting of factory premises -Pensia Plastic Industries Sdn. Bhd.*	54	216
Rental expenses charged by - Directors of the Group	36	144

<sup>\*</sup> Subsequent to the reporting period, Pensia Plastic Industries Sdn. Bhd. has become a wholly-owned subsidiary of the Group through its wholly-owned subsidiary, Keat Radio Co Sdn. Bhd.

#### 16. Disclosure of Realised and Unrealised Profit

	Unaudited 31-Aug-2013 RM'000	Audited 31-May-2013 RM'000
- realised	21,584	17,118
- unrealised	643	363
	22,227	17,481
Total retained earnings of associates		
- realised	43	43
Less: Consolidation adjustments	(3,003)	(2,143)
Total retained earnings	19,267	15,381

(Incorporated in Malaysia)

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 AUGUST 2013 (Unaudited)

# PART B: ADDITIONAL INFORMATION AS REQUIRED BY APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

#### 17. Review of Performance

The Group registered revenue of RM105.7 million for the current first quarter as compared to RM93.9 million reported in the corresponding quarter last year, representing an increase in sales of RM11.8 million or 12.6 %. The revenue from the business operation in Malaysia remains strong with 8.1% growth in the current quarter mainly due to the increase in demand during the Raya Festival. The Group's continual efforts to grow its export sales in Myanmar, Vietnam and Middle-East have fared very well. Export sales grew substantially by 27.4% or RM 6 million to RM28 million for the current quarter, which accounted for 27% of the Group's revenue.

Profit after tax has increased to RM3.9 million for the current 1<sup>st</sup> quarter as compared with RM3.5 million in the preceding period. Gross profit margin also increased to 21.6% as compared to gross profit margin of 21.0% in the preceding corresponding period. The improvement in profit during the current quarter mainly resulted from the increase in sales revenue and gross profit margin contributed by the better-margin products.

## 18. Variation of results Against Preceding Quarter

Group revenue for the current first quarter ended 31 August 2013 jumped 6.1% to RM105.7 million from RM99.6 million achieved in the immediate preceding quarter. The increase in turnover in the current quarter was mainly due to the increase in local market demand during the Raya Festival and increase in export sales resulted from aggressive expansion and growth strategy carried out for overseas segment.

Besides the increase in group revenue, the Group has recorded profit after tax of RM3.9 million during the current quarter as compared to loss after tax of RM1.9 million in preceding quarter. The increase in profit of RM5.8 million was mainly attributed to higher sales and improved margin during the current quarter under review.

#### 19. Commentary on Prospect

Looking ahead, the Group anticipates that competition will remain intense. The Group will continue growing existing markets, placing emphasis in cost control and restructuring initiatives i.e. phasing out of low margin products, reduction in corporate costs.

In line with the Group's effort in expanding emerging markets, the Group carries on to promote and sell its products to overseas customers through engaging more overseas distributors and business partners, expanding overseas market footprint through acquisitions where necessary. Besides, the Group continues to devote efforts in research and development of new products in order to keep up with the ever-changing needs of the electrical appliances markets.

Given our extensive experience in the industry, the Board believes that the Group can overcome the temporary challenges in the market and remain competitive for the coming period.

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#### 20. Profit Forecast

Not applicable as no profit forecast was published.

#### 21. Taxation

Taxation comprises the following:

	Individual	Individual Quarter 31 August		Cumulative Quarter 31 August		
	31 Au					
	2013 RM'000			2012 RM'000		
Current tax income/ (expense)	3	(4)	3	(4)		
	3	(4)	3	(4)		

Domestic income tax rate is calculated at the Malaysian statutory tax rate of 25% (2012: 25%) of the estimated assessable profit for the period. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

#### 22. Sales of Unquoted Investments and Properties

There was no disposal of unquoted investments and properties during the current quarter.

#### 23. Investment in Quoted Securities

There was no purchase or disposal of quoted securities as of date of this report.

#### 24. Status of Corporate Proposal

On 10 July 2013, the Company proposed the following:

- (a) Bonus issue of 37,048,000 new ordinary shares of RM0.50 each in the Company to be credited as fully paid-up on the basis of two (2) bonus shares for every five (5) existing ordinary shares of RM0.50 each ("Proposed Bonus Issue"). The Proposed Bonus Issue shall be capitalised entirely from the share premium account of the Company; and
- (b) Renounceable rights issue of 64,834,000 warrants in the Company at an indicative issue price of RM0.10 per warrant on the basis of one (1) warrant for every two (2) ordinary shares held by the shareholders after the Proposed Bonus Issue ("Proposed Rights Issue of Warrants").

The said proposals have been approved by the relevant authorities on 24 September 2013 and approved by the shareholders on 28 October 2013 during the EGM. Barring any unforeseen circumstances, the Board expects the Proposals to be completed by December 2013.

As at the date of this report, saved as disclosed above, there are no other corporate proposals that are pending for completion.

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# 25. Borrowings and Debts Securities

Details of the Group's borrowings as at the end of this financial period are as follows:

	Unaudited 31-Aug-13 RM'000	Audited 31-May-13 RM'000
Current		
Unsecured		
Bank overdraft	6,938	3,909
Bankers' acceptance	65,752	61,028
Term loans	54	761
	72,744	65,698
Secured		
Bank overdraft	3,348	5,727
Bankers' acceptance	6,954	8,979
Trust receipts	-	-
Term loans	2,924	2,957
Finance lease liabilities	152	203
	13,378	17,866
	86,122	83,564
Non - current		
Unsecured		
Term loans	48	2,045
Secured		
Term loans	13,532	10,659
Finance lease liabilities	409	410
	13,941	11,069
	13,989	13,114

The bank borrowings and term loans are secured by the following:

- i) Legal charges over certain properties belonging to the subsidiary companies;
- ii) Lien on fixed deposits belonging to the subsidiary companies; and
- iii) Corporate guarantee by the Company.

# 26. Material Litigation

The Group is not engaged in any material litigation for the current financial period ended 31 August 2013.

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### 27. Proposed Dividend

The board is recommending a final dividend of 1.75sen per share less 25% tax amounting to approximately RM1,701,893 for the financial year ended 31 May 2013.

### 28. Earnings per Share

	Individual Quarter		Cumulative Quarter 31 August	
	31 August 2013 2012		2013	gust 2012
Net profit for the period attributable to owners of the Company (RM'000) Ordinary shares in issue ('000) Basic earnings per share (sen)	3,886 92,620 4.20	3,395 92,620 3.67	3,886 92,620 4.20	3,395 92,620 3.67

### 29. Profit for the period

Profit for the period has been arrived at:

	<u>Individual Quarter</u> 31 August		Cumulative Quarter 31 August	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
After charging:-				
Depreciation & amortization	1,158	1,087	1,158	1,087
Bad debts written off	88	-	88	-
Inventories written off	-	119	-	119
Plant & equipment written off	-	94	-	94
A fton quaditing.				
After crediting:	394	332	394	332
Net gain on foreign exchange		332		332
Government Grants	84		84	

#### **30.** Authorization for Issue

The interim financial report was authorized for issue by the Board of Directors in accordance with a resolution of the Board of Directors dated 28 October 2013.

### BY ORDER OF THE BOARD

Lee Hong Lim Secretary

Date: 28 October 2013