# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE SECOND $(2^{nd})$ QUARTER ENDED 28 FEBRUARY 2014

	< Individua 28 February 2014 <sup>(1)</sup> (Unaudited) RM'000	l Quarter> 28 February 2013 <sup>(2)</sup> (Unaudited) RM'000	< Cumulative 28 February 2014 <sup>(1)</sup> (Unaudited) RM'000	e Quarter> 28 February 2013 <sup>(2)</sup> (Unaudited) RM'000
Revenue	12,349	N/A	28,358	N/A
Cost of Sales	(8,373)	N/A	(17,931)	N/A
Gross Profit	3,976	N/A	10,427	N/A
Other operating income	17	N/A	215	N/A
Administrative expenses	(2,321)	N/A	(4,454)	N/A
Selling and distribution				
expenses	(875)	N/A	(1,334)	N/A
Listing expenses	(1,199)	N/A	(1,899)	N/A
Finance costs	(169)	N/A	(356)	N/A
(Loss)/Profit before taxation	(571)	N/A	2,599	N/A
Taxation	(359)	N/A	(1,327)	N/A
(Loss)/Profit after taxation	(930)	N/A	1,272	N/A
Other comprehensive income after tax: Total comprehensive income for the period	(930)	N/A		N/A
•	(550)	11/74	1,2/2	IV/A
PAT ATTRIBUTABLE TO: - Owners of the company	(930)	N/A	1,272	N/A
TOTAL COMPREHENSIVE IN ATTRIBUTABLE TO:		21/2	4.000	21/2
- Owners of the company	(930)	N/A	1,272	N/A
Weighted average no. of ordinary shares ('000)	217,581	N/A	206,436	N/A
(Loss)/Earnings per share attributable to owners of the company (sen): - Basic <sup>(3)</sup>	(0.43)	N/A	0.62	N/A

<sup>(1)</sup> The Unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Prospectus dated 21 January 2014 (including Proforma Consolidated Financial Information) and the accompanying explanatory notes attached to this interim financial report.

<sup>(2)</sup> This is the second interim financial report announced in compliance with the ACE Market Listing Requirement of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements"). There are no comparative figures for the preceding year's corresponding quarter and year-to-date as no interim financial report was prepared for the comparative financial period concerned.

<sup>(3) (</sup>Loss)/earnings per share for the quarter and financial period is calculated based on the net profit divided by the weighted average number of ordinary shares for the quarter and financial period respectively.

\_\_\_\_\_

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 28 FEBRUARY 2014

	As at 28 February 2014 <sup>(1)</sup> (Unaudited) RM'000	As at 28 February 2013 <sup>(2)</sup> (Unaudited) RM'000
ASSETS		
NON-CURRENT ASSET Property, plant and equipment	13,140	N/A
Deferred tax assets	15,140	N/A
Capital work-in-progress	688	N/A
TOTAL NON-CURRENT ASSETS	13,845	N/A
CURRENT ASSETS		
Inventories	22,999	N/A
Trade receivables	19,037	N/A
Other receivables, Prepayments and Deposits	645	N/A
Fixed deposit with a licensed bank	21,042	N/A
Cash and bank balances	2,025	N/A
TOTAL CURRENT ASSETS	65,748	N/A
TOTAL ASSETS	79,593	N/A
EQUITY AND LIABILITIES EQUITY		
Share capital	41,223	N/A
Share premium	10,906	N/A
Merger Debit Arising on Consolidation	(24,515)	N/A
Retained Earnings	32,497	N/A
Foreign Currency Translation Differences for Foreign Operation	69	N/A
TOTAL EQUITY	60,180	N/A
CURRENT LIABILITIES		
Trade payables	2,250	N/A
Other payables	3,965	N/A
Amount owing to director	19	N/A
Borrowings	8,687	N/A
Hire purchase payables	699	N/A
Tax payable	446	N/A
	16,066	N/A

# **UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 28 FEBRUARY 2014 (Cont'd)**

NON CURRENT LIABILITIES	As at 28 February 2014 <sup>(1)</sup> (Unaudited) RM'000	As at 28 February 2013 <sup>(2)</sup> (Unaudited) RM'000
Hire purchases	935	N/A
Borrowings	2,225	N/A
Deferred Taxation	187	N/A
	3,347	N/A
TOTAL LIABILITIES	19,413	N/A
TOTAL EQUITY AND LIABILITIES	79,593	N/A
NET ASSET PER SHARE <sup>(3)</sup> (sen)	14.60	N/A

- (1) The Unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Prospectus dated 21 January 2014 (including Proforma Consolidated Financial Information) and the accompanying explanatory notes attached to this interim financial report.
- (2) This is the second interim financial report announced in compliance with the Listing Requirements. There are no comparative figures for the preceding year's corresponding quarter and year-to-date as no interim financial report was prepared for the comparative financial period concerned.
- (3) Net asset per share for the current quarter is calculated based on the total equity divided by the number of ordinary shares in issue for the quarter.

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SECOND ( $2^{ND}$ ) QUARTER ENDED 28 FEBRUARY 2014

	< Non-Distributable→			Distributable		
	Share Capital RM'000	Share Premium RM'000	Merger Reserve RM'000	Translation Reserve RM'000	Retained Earnings RM'000	Total Equity RM'000
Balance as at 1 September 2013	*(3)		-	-	(15)	(15)
Issued of shares during the financial period Arising from merger with subsidiaries companies Public issue of shares Share issue expenses Profit for the financial period	32,154 - 9,069 -	11, 790 (884)	- (24,515) - - -	- 69 - -	31,240 - - 1,272	32,154 6,794 20,859 (884) 1,272
Balance as at 28 February 2014	41,223	10,906	(24,515)	69	32,497	60,180

<sup>(1)</sup> The Unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Prospectus dated 21 January 2014 (including Proforma Consolidated Financial Information) and the accompanying explanatory notes attached to this interim financial report.

<sup>(2)</sup> No comparative figures are available as this is the first interim financial report being announced; and

<sup>(3)</sup> Represent less than RM1,000.

\_\_\_\_\_

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SECOND ( $2^{\rm ND}$ ) QUARTER ENDED 28 FEBRUARY 2014

	Current year to date 28	Preceding year to date 28
	February 2014 <sup>(1)</sup>	February 2013 <sup>(2)</sup>
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	2,599	N/A
Adjustments for:		
Depreciation of property, plant and equipment	863	N/A
Property, plant and equipment written off	8	N/A
Gain on disposal of property, plant and equipment	(3)	N/A
Reversal of impairment on trade receivables	(8)	N/A
Interest expenses	356	N/A
Interest income	(21)	N/A
Operating profit before working capital changes: Changes in working capital	3,794	N/A
Change in inventories	2,104	N/A
Change in trade and other receivables	(1,293)	N/A
Change in trade and other payables	(163)	N/A
CASH FLOWS FROM OPERATIONS	4,442	N/A
Interest paid	(356)	N/A
Interest received	21	N/A
Income tax paid	(990)	N/A
Income tax refund	325	N/A
NET CASH FROM OPERATING ACTIVITIES	3,442	N/A
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(271)	N/A
Proceeds from disposal of property, plant and equipment	418	N/A
Capital work-in-progress incurred	(594)	N/A
NET CASH USED IN INVESTING ACTIVITIES	(447)	N/A
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of ordinary shares	20,859	N/A
Decrease in fixed deposits pledged	184	N/A
Payment of listing expenses	(884)	N/A
Repayment of borrowings	(525)	N/A
Repayment of term loans	(416)	N/A
Repayment of hire purchase payables	(2,594)	N/A
NET CASH GENERATED USED IN FINANCING ACTIVITIES	16,624	N/A

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SECOND (2<sup>ND</sup>) QUARTER ENDED 28 FEBRUARY 2014 (CONT'D)

NET INCREASE OF CASH AND CASH EQUIVALENTS	19,619	N/A
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL PERIOD ARISING FROM MERGER WITH SUBSIDIARIES	*(3)	N/A
COMPANIES EFFECT OF EXCHANGE RATE ON CASH AND CASH	2,105	N/A
EQUIVALENT	1	N/A
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL PERIOD	21,725	N/A
Cash and cash equivalents at end of the financial period comprise the following:	•	-
- Cash and bank balances	2,025	N/A
- Fixed deposit placed with a licensed bank	21,042	N/A
· ·	23,067	N/A
Less: Fixed deposit pledged with licensed bank	(1,342)	N/A
<u> </u>	21,725	N/A

- (1) The Unaudited Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Prospectus dated 21 January 2014 (including Proforma Consolidated Financial Information) and the accompanying explanatory notes attached to this interim financial report;
- (2) This is the second interim financial report announced in compliance with the Listing Requirements. There are no comparative figures for the preceding year's corresponding quarter and year-to-date as no interim financial report was prepared for the comparative financial period concerned; and
- (3) Represent less than RM1,000.

# QUARTERLY REPORT FOR THE SECOND (2<sup>ND</sup>) QUARTER ENDED 28 FEBRUARY 2014

# A: EXPLANATORY NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 28 FEBRUARY 2014

## A1. Basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standards ("MFRS") No. 134: Interim Financial Reporting and Paragraph 9.22 and Appendix 9B of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad.

SCH Group Berhad (the Company") was listed on the Ace Market Listing Requirements of Bursa Malaysia Securities on 13 February 2014. This is the second interim financial statements on the consolidated results for the second (2<sup>nd</sup>) quarter ended 28 February 2014 announced by the Company in compliance with the Listing Requirements and as such, there are no comparative figures for the preceding year's corresponding period.

The interim financial statements should be read in conjunction with the Prospectus of the Company dated 21 January 2014 and the accompanying explanatory notes attached to this interim financial report.

The interim financial statements have been prepared on the basis of merger accounting, where the financial statements of the Company and its subsidiary companies ("**the Group**") have been included in the consolidated financial statements as if they have been in effect since the beginning of the financial year.

The adoption of the above standards and interpretations will not have any material impact on the financial position and performance of the Group. The accounting policies and methods of computation adopted by the Group in these unaudited condensed interim financial statements are consistent with those adopted in the financial statements as included in the Prospectus dated 21 January 2014.

The Group has not applied the following standards, amendments and interpretations under MFRS framework that have been issued by the Malaysia Accounting Standards Board as they have yet to be effective for the Group.

MFRSs and IC Interpretations (Including The Consequential Amendments)	Effective dates for financial period beginning on and after
Amendments to MFRS 132 – Offsetting Financial	
Assets and Financial Liabilities	1 January 2014
Amendments to MFRS 10, MFRS 12 and MFRS 127	
<ul> <li>Investment Entities</li> </ul>	1 January 2014
Amendments to MFRS 136 – Recoverable Amount	
Disclosures 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
MFRS 9 (IFRS 9 (2009)) – Financial Instruments	
(IFRS 9 issued by IASB in November 2009)	1 January 2015
MFRS 9 (IFRS 9 (2009)) – Financial Instruments	
(IFRS 9 issued by IASB in October (2010))	1 January 2015

# A2. Auditors' report of preceding annual financial statements

In conjunction with and as an integral part of listing of the Company, the Company has completed the acquisition of SCH Corporation Sdn Bhd ("SCH Corporation"), Italiaworld Pte Ltd ("Italiaworld"), SCH Wire-Mesh Manufacturing Sdn Bhd ("SCHWM") and SCH Machinery & Equipment Sdn Bhd ("SCHME") on 11 November 2013 and formed its Group structure.

Notwithstanding the above, the audited reports on the financial statements of the subsidiary companies for the financial year ended 31 August 2013 were not subject to any qualification.

### A3. Seasonal or cyclical factors

The principal businesses of the Group were not significantly affected by seasonal or cyclical factors during the current financial quarter ended 28 February 2014 and financial period-to-date.

#### A4. Unusual items

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

## **A5.** Material changes in estimates

There were no changes in the estimates of amounts reported in prior financial years that had a material effect on the current financial quarter ended 28 February 2014 and financial period-to-date.

#### A6. Debt and equity securities

Save as disclosed in the Company's Prospectus dated 21 January 2014, there were no other issuances, cancellation, repurchases, resale and repayment of debt and equity securities for the current financial period-to-date:

Date of allotment/issuance	No. of shares allotted/ issued	Par value (RM)	Consideration	Cumulative issued and paid-up share capital (RM)
22 December			RM2/Subscribers'	
2011 31 January	2	1.00	shares	2
2012	20	0.10	RM2/Share split	2
11 November			RM32,154,200/Issued as consideration for the	
2013 7 February	321,542,000	0.10	Acquisitions	32,154,202
2014	90,692,000	0.10	Cash	41,223,402

On 31 January 2012, the Company undertook a share split involving the subdivision of every one (1) existing ordinary share of RM1.00 each in the Company into ten (10) shares of RM0.10 each.

### A7. Segmental information

The Group's revenue is derived from four (4) main business segments, namely the following:-

	Quarter ended 28 February 2014 RM'000	Year to date ended 28 February 2014 RM'000
Quarry industrial products	6,185	14,547
Quarry machinery, quarry equipment and reconditioned quarry machinery Spare parts for quarry machinery, quarry equipment	2,210	5,490
and reconditioned quarry machinery	3,048	5,910
Manufacturing and distribution of quarry grill	906	2,411
Total	12,349	28,358

No other segmental information such as segment assets, liabilities and results are presented as the Group is principally engaged in one industry that is the quarry industry.

#### A8. Valuation of property, plant and equipment

The Group has not carried out any valuation on its property, plant and equipment in the current financial quarter.

#### A9. Capital commitments

The capital commitments of the Group as at 28 February 2014 are as follows:-

Authorised but not contracted for:
- Capital work-in-progress 13,312

### A10. Changes in the composition of the Group

There were no material changes in the composition of the Group for the current financial quarter except for those disclosed in Notes A6 of this interim financial report.

## A11. Contingent liabilities and contingent assets

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

# A12. Material events subsequent to the end of the quarter

There were no other material events subsequent to the end of current quarter and financial period-to-date that have not been reflected in this interim financial report.

#### **A13.** Related party transactions

There was no related party transaction entered into with related parties during the current financial quarter.

### B. ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS

#### **B1.** Review of performance

For the current financial quarter ended 28 February 2014, the Group recorded revenue of RM12.35 million and loss before tax of RM0.57 million. Gross profit margin and loss before tax margin stood at 32.19% and 4.63% respectively for the current financial quarter ended 28 February 2014. The supply of quarry industrial products is the Group's main revenue stream, representing 50.08% of the total revenue. The demand for the quarry industrial products are recurring in nature as most of the quarry industrial products have shot useful life of approximately three (3) to six (6) months.

The lower gross profit margin of 32.19% recorded in the current financial quarter ended 28 February 2014 was mainly due to the strengthening of USD against RM from December 2013 to February 2014 as most of the quarry industrial products are purchased from foreign suppliers and transacted in USD.

The loss before tax margin of 4.63% recorded in the current financial quarter was mainly due to the listing expenses amounting to RM1.20 million charged against the earnings of the Group in the current financial quarter pursuant to the initial public offer listing of the Company.

For the first six (6) months of the financial period ended 28 February 2014, the Group recorded revenue of RM28.36 million and profit before taxation of RM2.60 million. Gross profit margin and profit before tax margin stood at 36.77% and 9.16% respectively for the financial period ended 28 February 2014. Overall, the supply of quarry industrial product contributed 51.29% while supply of the quarry machinery, quarry equipment and reconditioned quarry machinery contributed 19.35% of the total revenue.

No comparative figures are presented for the preceding year's corresponding period as these are the second interim financial statements on the consolidated results for the second quarter ended 28 February 2014 being announced by the Group.

## B2. Comparison with immediate preceding quarter's results

	Quarter e			
	28 February	30 November		
	2014	2013	Variance	
	RM'000	RM'000	RM'000	
Revenue	12,349	16,010	(3,661)	
(Loss)/Profit before tax	(571)	3,170	2,599	

The Group recorded revenue of approximately RM12.35 million in the second financial quarter ended 28 February 2014, 50.08% of which was contributed by the supply of quarry industrial products business segment. The total revenue recorded a decrease of approximately RM3.66 million or 22.87% from RM16.01 million in the preceding financial quarter ended 30 November 2013, which was mainly due to the long festive holidays in February observed by the quarry industry. The board is of the view that, the demand for the quarry industrial products from the existing customers will continue to contribute positively to the Group.

The Group recorded a loss before tax of RM0.57 million in the second financial quarter ended 28 February 2014 was mainly due to the listing expenses amounting to RM1.20 million charged against the earnings of the Group in the current financial quarter pursuant to the initial public offer listing of the Company.

#### **B3.** Prospects

As disclosed in the Prospectus of the Company dated 21 January 2014, the Group have in place a series of future business plans that are focused in expanding the Group's presence and market share both in the domestic and regional markets.

The Group anticipates its wide geographical coverage will allow the Group's subsidiaries to market their product in a more efficient and effective manner which would continue to contribute positively to the Group.

Barring any unforeseen circumstances, the Board of Directors is optimistic that the Group's performance will remain satisfactory for the financial year ending 31 August 2014.

#### **B4.** Profit forecast

The Group does not have any profit forecast in the public documents.

#### **B5.** Taxation

	Quarter ended 28 February 2014 RM'000	Year to date ended 28 February 2014 RM'000
Income tax expense	312	1,280
Deferred tax		
- Current financial period	27	27
- Under provision in prior year	20	20
Total tax expense	359	1,327

The applicable income tax rate is 25% for the current quarter and financial period ended except for the Group's subsidiary company Italiaword which is calculated at the statutory rate of 17%.

The tax expense in the second financial quarter ended 28 February 2014 was mainly due to the non-deductible of one off listing expenses of approximately RM1.20 million.

#### **B6.** Status of corporate proposals and utilisation of proceeds

## (i) Status of corporate proposal

There are no corporate proposals announced.

# (ii) Utilisation of proceeds

As at 28 February 2014, the gross proceeds from the Public Issue amounting to RM20.86 million was partially utilised from date of listing in the following manner:-

	Purpose	Approved utilisation RM'000	Actual utilisation RM'000	Balance unutilised RM'000	Timeframe for utilisation
i)	Payment of listing expenses	2,000	2,000	-	Within 1 month
ii)	Capital expenditure on construction of the new operation facility	10,000	688	9,312	Within 36 months
iii)	General working capital requirements	8,859	815 <sup>(1)</sup>	8,044	Within 12 months
		20,859	3,503	17,356	

Note:

# **B7.** Borrowings

The Group's borrowings as at 28 February 2014 are as follows:-

	RM'000
Secured	
Term loans	2,825
Bill payables	8,087
Hire Purchases	1,634
Total bank borrowing	12,546
Short Term	
Term loans	600
Bill payables	8,087
Hire Purchases	699
	9,386
Long Term	
Term loans	2,225
Hire Purchases	935
	3,160

<sup>(1)</sup> The additional listing expenses of approximately RM0.82 million was due to under estimation of listing expense of the Group's listing on the ACE Market of Bursa Securities such as underwriting fees, placement fees and professional fees (Reporting Accountant, Legal and Principal Adviser). This amount has been adjusted against the gross proceeds allocated for working capital.

# **B8.** Changes in material litigation

As at date of this report, there is no litigation 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.

#### **B9.** Dividends

There were no dividends paid or declared for the current financial quarter and financial period-to-date.

#### **B10.** Earnings per share

The earnings per share is calculated based on the Group's profit attributable to equity holders of the Company divided by the weighted average number of ordinary shares as follows:

	Current quarter ended		Year-to-date ended	
	28	28	28	28
	February 2014 RM'000	February 2013 RM'000	February 2014 RM'000	February 2013 RM'000
(Loss)/Profit attributable to ordinary equity holders of the Group	(930)	N/A	1,272	N/A
Weighted average number of ordinary shares in issue ('000)	217,581	N/A	206,436	N/A
(Loss)/Earnings per share (sen) ^	(0.43)	N/A	0.62	N/A

Note:

#### **B11.** Retained and unrealised profits/losses

	28 February 2014 RM'000	28 February 2013 RM'000
Total retained profits of the Group		
- Realised	33,251	N/A
- Unrealised	170	N/A
	33,421	N/A
Add: Consolidated adjustments	(924)	N/A
Total retained profits as per statement of financial		
position	32,497	N/A

<sup>(</sup>Loss)/earnings per share for the quarter and financial period is calculated based on the net profit divided by the weighted average number of ordinary shares for the quarter and financial period respectively.

# B12. Disclosure on selected expense/income items as required by the Listing Requirements

Included in profit before tax comprised the following expense/ (income) items:

	Quarter ended 28 February 2014 RM'000	Year-to-date ended 28 February 2014 RM'000
(Loss)/Profit before taxation is arrived at after charging/(crediting) :-		
Depreciation of property plant and equipment Interest expenses	511 169	863 356
Interest income Realised gain on foreign exchange Reversal of inventory written off	(13) (40)	(21) (176) (12)
Reversal of impairment on trade receivables	(2)	(8)

BY ORDER OF THE BOARD