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ACOUSTECH BERHAD (Co. No: 496665-W) INTERIM REPORT FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2015 The figures have not been audited

#### CONDENSED CONSOLIDATED INCOME STATEMENTS

	Current	al quarter Preceding year corresponding quarter 31/12/14 RM'000	Current	ative quarter Preceding year corresponding period 31/12/14 RM'000
Revenue	30,931	30,664	108,405	152,059
Operating expenses	(26,925)	(33,302)	(107,391)	(154,655)
Other operating income	(1,138)	1,349	9,628	2,846
Profit / (loss) from operations	2,868	(1,289)	10,642	250
Finance costs	(10)	(11)	(26)	(31)
Profit / (loss) before tax from continuing operations	2,858	(1,300)	10,616	219
Tax expense	(102)	85	(1,463)	(309)
Profit / (loss) for the year from continuing operations	2,756	(1,215)	9,153	(90)
Discontinued operations				
Profit / (loss) for the year from discontinued operations	95	1,132	3,013	(3,632)
Profit / (Loss) for the financial year	2,851	(83)	12,166	(3,722)
Attributable to: Owners of the parents Non-controlling interests	2,827 24	(120)	11,015 1,151	(2,084) (1,638)
	2,851	(83)	12,166	(3,722)
Earnings per share attributable to equity holders of the parent: Basic (sen)	1.7	(0.1)	6.5	(1.3)



ACOUSTECH BERHAD (Co. No: 496665-W) INTERIM REPORT FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2015 (The figures have not been audited)

#### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Individua	al quarter	Cumula	ative quarter
	Current year quarter	Preceding year corresponding quarter	Current year to date	Preceding year corresponding period
	31/12/15 RM'000	31/12/14 RM'000	31/12/15 RM'000	31/12/14 RM'000
Profit / (Loss) for the financial year	2,851	(83)	12,166	(3,722)
Other comprehensive income/(loss), net of tax: Fair value of available-for-sale financial assets		-	-	306
Reclassification adjustment on disposal of available-for-sale financial assets	-	-	-	(1,835)
Total comprehensive income / (loss)	2,851	(83)	12,166	(5,251)
Attributable to:				
Owners of the parents	2,827	(120)	11,015	(3,613)
Non-controlling interests	24	37	1,151	(1,638)
	2,851	(83)	12,166	(5,251)



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ACOUSTECH BERHAD (Co. No: 496665-W) INTERIM REPORT FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2015 (The firgures have not been audited)

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#### CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	31/12/15 RM'000	31/12/14 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	12,693	30,795
Investment in a jointly controlled entity	-	227
Goodwill on consolidation	23,469	-
Land held for property development	55,274	-
	91,436	31,022
Current assets		
Property development costs	31,411	
Inventories	7,903	11,370
Accrued billings in respect of property development costs	9,076	-
Trade and other receivables and prepayments	22,691	33,478
Deferred tax assets	-	-
Tax recoverable	126	1,043
Derivative financial instruments	10	-
Short term funds	30,177	43,011
Cash, bank balances and deposits	5,550	15,534
Non-current assets classified as held for sale	-	5,665
	106,944	110,101
	<u> </u>	
TOTAL ASSETS	198,379	141,123
EQUITY AND LIABILITIES Equity attributable to equity holders of the Company Share capital	88,911	88,911
Reserves	29,022	18,264
	117,933	107,175
Non-controlling interests	•	4,197
TOTAL EQUITY	117,933	111,372
Non-current liabilities		
Borrowings	25,507	-
Deferred taxation	495	1,630
	26,002	1,630
Current Liphilition		
Current Liabilities Trade and other payables	45.000	
Borrowings	45,882	28,069
Derivative financial instruments	8,089	-
Tax liabilities	473	52
	54,444	28,121
TOTAL LIABILITIES	80,446	29,751
TOTAL EQUITY AND LIABILITIES	198,379	141,123
Net assets per share attributable to owners		
of the parent (RM)	0.70	0.64



ACOUSTECH BERHAD (Co. No : 496665-W)

INTERIM REPORT FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2015

(The figures have not been audited)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	31/12/15 RM'000	31/12/14 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (loss) before taxation		
- continuing operations	10,922	219
- discontinued operations	3,063	(4,825)
Adjustments for non cash items	(4,625)	(2,409)
Operating profit / (loss) before working capital changes	9,360	(7,015)
Net changes in working capital	(24,423)	14,348
Cash (used in) / from operations Interest paid	(15,063)	7,333
Tax (paid) / refund	(12)	(29)
Net cash (used in) / from operating activities	<u>(1,249)</u> (16,324)	<u> </u>
	(10,024)	7,017
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest income	1,777	1,282
Procced from disposal of investment	-	6,337
Dividend paid to non-controlling interest	-	(1,500)
Dividend received	224	2,250
Proceeds from disposal of property, plant and equipment	28,051	1,576
Acquisition of a subsidiary, net of cash acquired	(28,307)	-
Acquisitition of non-controlling interests in a subsidiary	(1,363)	-
Additions to land held for property development	(774)	-
Disposal of a subsidiary, net of cash disposed	(1,923)	-
Purchase of property, plant and equipment	(492)	(1,857)
Short term funds	-	3,988
Treasury shares Net cash (used in) / from investing activities	(301)	(1,791)
	(3,108)	10,285
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividend paid to the shareholders of the Company	-	(33,703)
Dividend paid to non-controlling interests	(1,950)	-
Borrowings	(1,151)	-
Net cash used in financing activities	(3,101)	(33,703)
Net decrease in cash and cash equivalents	(22,533)	(15,601)
Effects of exchange rate fluctuations on cash and cash equivalents	(285)	484
Cash and cash equivalents at beginning of financial year	58,545	73,663
Cash and cash equivalents at end of financial year	35,727	58,546

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ACOUSTECH BERHAD (Co. No : 496665-W) INTERIM REPORT FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2015 (The figures have not been audited)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	↓	∆#rih	Attributable to equity holders of the parent	ders of the nare	ł			
	Share capital RM'000	Non-distributable Share Av premium sale RM'000	table Available-for- Sales reserves RM'000	Retained Tre profits s RM'000 RI	able► Treasury shares RM'000	Total RM'000	Non- controlling interests RM'000	Total equity RM'000
At 1 Jan 2015	88,911	7,342	•	18,241	(7,319)	107,175	4,197	111,372
Total comprehensive loss	·			11,015		11,015	1,151	12,166
Dividend paid to non-controlling interests	·	ı	ı				(1,950)	(1,950)
Repurchase of shares	ı		•	•	(301)	(301)	,	(301)
Acquisition of non-controlling interests in a subsidiary		i		ı			(1,407)	(1,407)
Changes of ownership interest in a subsidiary		,		44		4		44
Disposal of a subsidiary	•			ı	ı		(1,991)	(1,991)
At 31 Dec 2015	88,911	7,342		29,300	(7,620)	117,933	1	117,933
At 1 Jan 2014	88,911	7,342	1,529	54,028	(5,528)	146,282	7,335	153,617
Loss for the financial year	8	1		(2,084)	•	(2,084)	(1,638)	(3,722)
Fair value gain on available-for-sale investment	,	,	306	,		306		306
Adjustment on disposal of available-for-sale financial assets	8	I	(1,835)	1	1	(1,835)	T	(1,835)
Total comprehensive loss	ı		(1,529)	(2,084)	ı	(3,613)	(1,638)	(5,251)
Dividend paid in respect of financial year ended 31 December 2014	·	ı	ı	(33,703)	<b>1</b>	(33,703)	ı	(33,703)
Dividend paid to non controlling interests of a subsidiary company	ı	ı	ı	ı	1		(1,500)	(1,500)
Repurchase of shares		ı	·	ı	(1,791)	(1,791)	ı	(1,791)
At 31 December 2014	88911	7342		18241	(7319)	107175	4,197	111,372

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## **1.** Accounting Policies

The interim financial report is unaudited and has been prepared in accordance with Malaysian Financial Reporting Standard ("MFRS") 134 "Interim Financial Reporting", International Financial Reporting Standards and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The report should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2014.

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the most recent audited annual financial statements for the financial year ended 31 December 2014, except for the adoption of the following:

MFRSs/ Amendments/Interpretations	Effective date
Amendments to MFRS 1, First-time Adoption of Malaysian Financial	1 July 2014
Reporting Standards (Annual Improvements 2011-2013 Cycle)	
Amendments to MFRS 3, Business Combinations (Annual	1 July 2014
Improvements 2010-2012 Cycle and 2011-2013 Cycle)	
Amendments to MFRS 8, Operating Segments (Annual Improvements	1 July 2014
2010-2012 Cycle)	
Amendments to MFRS 13, Fair Value Measurement (Annual	1 July 2014
Improvements 2010-2012 Cycle and 2011-2013 Cycle)	
Amendments to MFRS 116, Property, Plant and Equipment (Annual	1 July 2014
Improvements 2010-2012 Cycle)	
Amendments to MFRS 124, Related Party Disclosures (Annual	1 July 2014
Improvements 2010-2012 Cycle)	

The initial application of the aforesaid applicable standards, amendments or interpretations are not expected to have any material financial impacts to the current and prior periods financial statements upon their first adoption.



#### 2. Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the financial year ended 31 December 2014 was not qualified.

## 3. Segmental Information

	Audio RM'000	Property Development RM'000	(Discontinued Operations) Electrical equipment RM'000	Total RM'000
<b>12-month ended 31 December 2015</b> <b>Revenue</b> External revenue	88,031	20,374	<u>-</u>	108,405
<b>Results</b> Segment results Unallocated corporate expenses	5,505	3,631	732	9,868 (577)
Operating profit Finance costs Loss on disposal of a subsidiary Gain on disposal of property, plant and equipment Share of results of a joint venture Profit before tax Tax expense	2,309	-	2,335 (3)	9,291 (26) (229) 4,644 (3) 13,677 (1,511)
Profit for the year			=	12,166
12-month ended 31 December 2014 Revenue	Audio	(Discontinued Operations) Chemical paints	(Discontinued Operations) Electrical equipment	Total
External revenue	152,059	15,945	4,312	172,316
<b>Results</b> Segment results Unallocated corporate expenses	1,095	(647)	(5,943)	(5,495) (187)

Unallocated corporate expenses			—	(187)
Operating loss Finance costs Loss on disposal of a subsidiary Gain on disposal of investment Share of results of a joint venture	- -	1,835	135	(5,682) (50) (844) 1,835 135
Loss before tax Tax expense			_	(4,606) 884
Loss for the year				(3,722)

ACOUSTECH BERHAD ( 496665-W ) No.2 JALAN 1, BANDAR SULTAN SULEIMAN, TAIWANESE INDUSTRIAL PARK, 42000 PORT KLANG, SELANGOR DARUL EHSAN, MALAYSIA.



### 4. Unusual Items due to their Nature, Size or Incidence

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

## 5. Changes in Estimates

There were no significant changes in estimates of amount reported in prior interim period or prior financial year that have a material effect in the current quarter and financial yearto-date.

#### 6. Comments about Seasonal or Cyclical Factors

Other than the audio sales which are seasonal and are affected by economic conditions in countries in which the products are sold, there were no significant seasonal or cyclical factors that affect the business of the Group for the quarter under review.

## 7. Dividends Paid

	Current year to date RM'000 31/12/15	Preceding year to date RM'000 31/12/14
Special interim single tier dividend of 20.0 sen per ordinary share of RM0.50 each for the financial year ended 31 December 2014	<u> </u>	33,703

# 8. Carrying Amount of Revalued Assets

Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss, if any.

# 9. Debt and Equity Securities

There were no issuance and repayment of debt and equity securities, share cancellations and resale of treasury shares for the current financial year-to-date.



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

There were no changes in the composition of the Group for the current financial year todate under review except for:

- (i) On 29 May 2015, the Board of Directors announced that the Company has entered into a conditional Share Sale Agreement with Ong Li Tak, Teo Chai Hock, Lee Kwan Fat, Lee Boon Fie, Ng Kang Wee, Ho Koon Loong and Toh Kie Ho for the acquisition of 2,000,000 ordinary shares of RM1.00 each representing 100% equity interest in the issued and paid-up share capital of Teras Eco Sdn Bhd ("TESB") for a cash consideration of RM13,500,000.00. The acquisition has been completed on 16 July 2015. As a result, TESB became a wholly owned subsidiary of the Company.
- (ii) On 19 August 2015, the Board of Directors announced that the Company has entered into a conditional Share Sale Agreement with Teo Chai Hock and Lee Boon Leng for the acquisition of 100 ordinary shares of RM1.00 each representing 100% equity interest in the issued and paid-up share capital of JM Cemerlang Sdn Bhd ("JMC") for a cash consideration of RM15,500,000.00. The acquisition has been completed in November 2015. As a result, JMC became a wholly owned subsidiary of the Company.
- (ii) On 6 November 2015, the Board of Directors announced that the Company has entered into a conditional Share Sale Agreement with Liu Hung Chi for the disposal of 4,500,000 ordinary shares of RM1.00 each representing 75% of the issued and paid up share capital of Formosa Prosonic Equipment Sdn Bhd for a total cash consideration of RM5,750,000.00. The disposal has been completed in November 2015.

#### 11. Changes in Contingent Liabilities or Contingent Assets

There were no contingent liabilities or contingent assets since the last annual balance sheet date.

#### **12.** Subsequent Events

There were no material events subsequent to 31 December 2014 that have not been reflected in the interim report.



### **13.** Review of Performance

During the financial year under review, the Group's audio division registered significantly higher profit before tax of RM7.8 million compared to RM1.1 million in the previous corresponding period. The increase was attributable to inclusion of one-off gain on disposal of property, plant and equipment of RM2.3 million and foreign exchange gain. Subsequent to the disposal of its audio operations in Sungai Petani, audio division registered lower sales of RM88.0 million for the current financial year compared to RM152.1 million in the previous year.

Property development division made its maiden contribution to the Group by registering sales of RM20.4 million and profit before tax of RM3.6 million.

### 14. Material Change In Profit Before Tax For The Current Quarter As Compared With The Immediate Preceding Quarter

In respect of continuing operations which comprise audio manufacturing and property development divisions, the Group registered profit before tax of RM3.2 million for the current quarter compared to profit before tax of RM4.3 million (excluding one-off gain on disposal of landed properties of RM2.9 million) in the immediate preceding quarter mainly due to lower seasonal sales in the audio division.

Subsequent to completion of the acquisition of the property development subsidiary in third quarter as disclosed in Note 10 of this interim report, the property development division registered profit before tax of RM3.0 million.

#### **15.** Prospects for the current financial year

Barring unforeseen circumstances, the Directors deem the business environment for the current year to be highly challenging due to various macro-economic factors such as slowing economic growth in the emerging markets and fluctuating currency. As overall global consumer demand in the manufacturing sector remains subdued due to macroeconomic uncertainty and a slump in the world economy, the Board will continue to undertake various measures to streamline operations with a view to optimise production capacity and reduce operational costs. With the cessation of its audio operations in Sungai Petani in Q1 2015 and completion of the acquisition of two subsidiaries which is involved in property development, the Board cautiously expects to achieve profitable results for the financial year ending 2016. Nevertheless, the Board expects the property development division to provide a modest contribution to the Group.

# **16.** Deviation from Profit Forecast and Profit Guarantee

The Group did not provide any profit forecast in a public document and therefore, this note is not applicable.

## 17. (i) Profit Before Tax From Continuing Operations

The profit before tax of the Group from continuing operations is arrived at after charging/(crediting):

	Current Quarter 31/12/15 RM'000	Current Quarter 31/12/14 RM'000	Cumulative Quarter 31/12/15 RM'000	Cumulative Quarter 31/12/14 RM'000
Depreciation and amortisation	228	796	1,369	3,137
Foreign exchange (gain) / loss	711	(430)	(3,958)	(668)
Derivatives (gain) / loss	(7)	-	(62)	-
Interest income	(37)	(21)	(92)	(61)
Income from short term funds	(239)	(228)	(1,338)	(988)
Interest expense	6	11	19	31
(Gain) / Loss on disposal of property, plant and equipment Property, plant and equipment	-	-	(2,309)	-
written off	-	-	311	2

# (ii) Cash and Cash Equivalents

The cash and cash equivalents at end of the year comprise of the following:

	Current year to date RM'000 31/12/15	Preceding year to date RM'000 31/12/14
Continuing operations		
Short term funds	30,177	19,578
Cash, bank balances and deposits	5,550	13,620
Discontinued operations		
Short term funds	-	3,204
Cash, bank balances and deposits	-	14,384
	35,727	50,786



#### 18. Discontinued Operations Classified As Held For Sale

An analysis of the results of the discontinued operations is as follows:

	Current Quarter 31/12/15 RM'000	Current Quarter 31/12/14 RM'000	Cumulative Quarter 31/12/15 RM'000	Cumulative Quarter 31/12/14 RM'000
Revenue	-	3,798	-	20,257
Operating expenses	-	(2,818)	(50)	(27,473)
Other operating income	-	(407)	3,117	441
Profit / (Loss) from operations	-	573	3,067	(6,775)
Finance costs	-	(2)	(1)	(20)
Gain on disposal of investment		-		1,835
Share of loss of a joint venture	-	(40)	(3)	135
Profit / (Loss) before tax	-	531	3,063	(4,825)
Tax expense	95	601	(50)	1,193
Profit for the year	95	1,132	3,013	(3,632)

The following amounts have been included in arriving at (loss)/profit before tax of the discontinued operations:

Current Quarter 31/12/14 RM'000	Cumulative Quarter 31/12/15 RM'000	Cumulative Quarter 31/12/14 RM'000
(117)	-	854
(49)	(301)	(104)
-	-	1
(36)	(185)	(164)
(28)	(161)	(72)
2	-	20
-	(2,335)	(15)
-	-	52
	Quarter 31/12/14 RM'000 (117) (49) - (36) (28)	Quarter         Quarter           31/12/14         31/12/15           RM'000         RM'000           (117)         -           (49)         (301)           -         -           (36)         (185)           (28)         (161)           2         -



### **19.** Income Tax Expense

The taxation of the Group comprises the following:

	Current Quarter 31/12/15 RM'000	Current Quarter 31/12/14 RM'000	Cumulative Quarter 31/12/15 RM'000	Cumulative Quarter 31/12/14 RM'000
In respect of current period				
- income tax	1,295	(100)	2,587	190
- deferred tax	(339)	(199)	(125)	(233)
In respect of prior year				
- income tax	61	-	61	(454)
- deferred tax	(1,010)	(387)	(1,010)	(387)
	7	(686)	1,513	(884)

The effective tax rate for the financial year-to-date is lower than the statutory tax rate mainly due to certain income which are capital in nature.

## **20.** Corporate Proposals

There were no corporate proposals announced which remained incomplete as at the date of issue of the interim report except for on 18 January 2016, the Board of Directors announced that FPT, a wholly owned subsidiary of the Company had entered into:

- (i) A sale and purchase agreement ("SPA") with Full Sprint Sdn Bhd ("FS") for the proposed disposal a leasehold land with title particulars PM 4012, Lot No. 40702, Bandar Sultan Sulaiman, Daerah Klang, Negeri Selangor with address known as Lot 2D, Jalan Sultan Mohamed 1, Kawasan Perindustrian Bandar Sultan Sulaiman, 42000 Pelabuhan Klang, Selangor Darul Ehsan together with buildings constructed thereon ("Property") for a cash consideration of RM11,000,000.00 ("Proposed Disposal"); and
- (ii) A tenancy agreement with FS for the rental of the Property upon completion of the Proposed Disposal ("Proposed Tenancy Agreement").



### 21. Group Borrowings and Debt Securities

Group borrowings, which are denominated in Ringgit Malaysia, as at 31 December 2015 are as follows:

		RM'000
(a)	Short term borrowings	
	Unsecured	
	Hire purchase	36
	Secured	
	Term loans	8,053
		8,089
(b)	Long term borrowings	
(-)	Unsecured	
	Hire purchase	234
	Secured	
	Term loans	25,273
		25,507

# 22. Material Litigation

The Group does not have any material litigation as at the date of this report.

### 23. Dividend Payable

The Board has not recommended any dividend for the current quarter.



# 24. Earnings Per Share

#### **Basic earnings per share**

Profit / (Loss) attributable to equity holders of the parent (RM'000) from:	Current Quarter 31/12/15	Current Quarter 31/12/14	Cumulative Quarter 31/12/15	Cumulative Quarter 31/12/14
- continuing operations	2,756	386	8,755	1,548
- discontinued operations	71	(506)	2,260	(3,632)
	2,827	(120)	11,015	(2,084)
Weighted average no. of shares in issue ('000)	168,476	168,517	168,476	169,077
Basic EPS (sen)				
From:				
- continuing operations	1.6	0.2	5.2	0.9
<ul> <li>discontinued operations</li> </ul>	0.1	(0.3)	1.3	(2.2)
_	1.7	(0.1)	6.5	(1.3)

# 25. Realised and Unrealised Profits

	As At End Of Current Quarter 30/09/15 RM'000	As At End Of Preceding Quarter 31/12/14 RM'000
Total retained profits of the Company and its subsidiaries:		
- Realised	42,985	39,071
- Unrealised	(937)	(1,329)
	42,048	37,742
Total share of retained profits from a joint venture: - Realised	-	(1,593)
- Unrealised	-	4
	-	(1,589)
	42,048	36,153
Less: Consolidation adjustments	(12,792)	(17,912)
Total Group retained profits	29,256	18,241

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