

HAI-O ENTERPRISE BHD Company No: 22544-D (Incorporated in Malaysia)

Unaudited Interim Financial Report 31 October 2014 HAI-O

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 OCTOBER 2014

		(Audited)
	AS AT	AS AT
	END OF	PRECEDING
	CURRENT	FINANCIAL
	QUARTER	YEAR ENDED
	31/10/2014	30/04/2014
	(RM'000)	(RM'000)
ASSETS Non-current assets		
Property, Plant and Equipment	64,871	64,773
Investment properties	50,450	41,739
Investment in jointly control entity	2,307	2,267
Investment in an associates	_,	_,_0.
Other Investments		
Financial assets at fair value through		
profit or loss	207	209
Available-for-sale investment	186	186
Goodwill arising from consolidation	85	85
Trade receivables - non current	703	378
Deferred tax assets	2,770	2,809
	121,579	112,446
Current Appendix		
Current Assets Inventories	62,871	E9 E40
Trade and other receivables	· · · · · · · · · · · · · · · · · · ·	58,549
Other Investments	22,857	19,714
Financial assets at fair value through		
profit or loss	56,924	58,173
Cash and Cash Equivalents	53,053	59,910
	195,705	196,346
TOTAL ASSETS	317,284	308,792
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the parent		
Share capital	101,095	101,095
Treasury Shares	(13,560)	(11,882)
Other reserve	436	465
Retained earnings	158,293	164,392
	246,264	254,070
Non-controlling interest	11,573	11,480
Non-controlling interest	11,070	11,400
Total Equity	257,837	265,550
Non ourrent Liphilition		
Non-current Liabilities Borrowings	907	2,414
Deferred tax	73	2,414
Delefied lax	980	2,493
		2,100
Current Liabilities		
Trade & other payables	50,424	32,806
Short term borrowings	4,769	3,208
Short-term provision	2,490	3,067
Current tax payable	<u>784</u> 58,467	<u>1,668</u> 40,749
Total Liabilities	59,447	43,242
TOTAL EQUITY AND LIABILITIES	317,284	200 702
	317,284	308,792
Net assets per share attributable to ordinary		
equity holders of the parent (RM)	1.26	1.30

The Condensed Consolidated Financial Position should be read in conjunction with the audited financial statements for the year ended 30 April 2014 and the accompanying explanatory notes attached to the interim financial statements.



HAI-O ENTERPRISE BHD (Co.No. 22544-D)

Quarterly report on consolidated results for the financial period 31 October 2014 The figures have not been audited.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED 31 OCTOBER 2014

	INDIVIDUAL QUARTER			TIVE QUARTER
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	31/10/2014	31/10/2013	31/10/2014	31/10/2013
	RM'000	RM'000	RM'000	RM'000
Revenue	57,726	65,601	107,510	120,284
Cost of sales	(37,479)	(41,905)	(68,733)	(74,531)
Gross Profit	20,247	23,696	38,777	45,753
Other income	1,390	2,305	3,844	4,239
Depreciation	(820)	(770)	(1,520)	(1,477)
Administrative expenses	(5,071)	(4,604)	(10,288)	(10,012)
Selling & distribution expenses	(6,123)	(5,872)	(12,927)	(11,624)
Other expenses	(141)	(150)	(203)	(711)
Operating Profit	9,482	14,605	17,683	26,168
Interest income	283	223	550	559
Finance costs	(80)	(111)	(177)	(235)
Share of profit of equity-accounted investee, net of tax	2	(79)	40	(59)
Profit before taxation	9,687	14,638	18,096	26,433
Income tax expenses	(2,216)	(3,744)	(4,407)	(6,813)
Profit for the period	7,471	10,894	13,689	19,620
Profit attributable to:				
Owner of the parent	7,167	10,538	13,390	19,330
Non-controlling interest	304 7,471	<u> </u>	299 13,689	290 19,620
	7,471	10,034	13,009	19,020
Earnings Per Share attributable to equity holders of the parent				
- Basic	3.65	5.35	6.82	9.80
- Diluted	N.A.	N.A.	N.A.	N.A.

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 30 April 2014 and the accompanying explanatory notes attached to the interim financial statements.



HAI-O ENTERPRISE BHD (Co.No. 22544-D)

Quarterly report on consolidated results for the financial period 31 October 2014 The figures have not been audited.

CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE QUARTER ENDED 31 OCTOBER 2014

	INDIVIDUAL	QUARTER	CUMULATIVE QUARTER		
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD	
	31/10/2014	31/10/2013	31/10/2014	31/10/2013	
	RM'000	RM'000	RM'000	RM'000	
Profit for the period	7,471	10,894	13,689	19,620	
Other comprehensive income					
 Foreign currency translation differences for foreign operations 	(6)	(150)	(29)	(173)	
Total comprehensive Income for the period	7,465	10,744	13,660	19,447	
Total comprehensive income attributable to:					
Owner of the parent	7,161	10,388	13,361	19,157	
Non-controlling Interest	<u> </u>	356 10,744	299 13,660	290 19,447	
	1,100	10,711	10,000	10,111	

The Condensed Consolidated Statement of Other Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 30 April 2014 and the accompanying explanatory notes attached to the interim financial statements.



HAI-O ENTERPRISE BHD (Co.No. 22544-D)

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE QUARTER ENDED 31 OCTOBER 2014

	IDistributable to Equity Holders of the ParentNon distributableDistributableDistributable				Non- controlling	Total Equity		
	Share Capital	Treasury shares	Exchange fluctuation reserve	Capital reserve	Retained Earnings	Total	interest	Equity
	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
6 month ended 31 October 2014								
Balance as at 30 April 2014	101,095	(11,882)	(192)	657	164,392	254,070	11,480	265,550
Profit for the period	-	-	-	-	13,390	13,390	299	13,689
Other comprehensive income for the period	-	-	(29)	-	-	(29)	-	(29)
Total comprehensive income for the period	_	-	(29)	-	- 13,390	13,361	299	13,660
Acquisition on additional interest in a								
subsidiary from non-controlling interest	-	-	-	-	57	57	(85)	(28)
Dividend	-	-	-	-	(19,546)	(19,546)	(121)	(19,667)
Purchase of Company's own shares	-	(1,678)	-	-	-	(1,678)	-	(1,678)
Balance at end of financial period	101,095	(13,560)	(221)	657	158,293	246,264	11,573	257,837
6 month ended 31 October 2013								
Balance as at 30 April 2013	101,095	(9,748)	(71)	657	147,633	239,566	11,090	250,656
Profit for the period Other comprehensive income for the period	-	-	(173)	-	19,330 -	19,330 (173)	290	19,620 (173)
Total comprehensive income for the period	-	-	(173)	-	19,330	19,157	290	19,447
Acquisition on additional interest in a subsidiary from non-controlling interest	-	-	-	-	(8)	(8)	(5)	(13)
Dividend	-	-	-	-	(15,749)	(15,749)	(49)	(15,798)
Purchase of Company's own shares	-	(297)	-	-	-	(297)	-	(297)
Balance at end of financial period	101,095	(10,045)	(244)	657	151,206	242,669	11,326	253,995

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 30 April 2014 and the accompanying explanatory notes attached to the interim financial statements.

CONDENSED CONSOLIDATED CASH FLOW STATEMENTS FOR THE QUARTER ENDED 31 OCTOBER 2014

	2015 6 month ended 31/10/2014 (RM '000)	2014 6 month ended 31/10/2013 (RM '000)
Profit before tax Adjustment for :-	18,096	26,433
Depreciation Dividend income Fair value (gain)/loss on other investments Finance costs Finance income Gain on disposal of subsidiary Gain on disposal of property, plant and equipment Property, plant and equipment written off Share of profit of equity-accounted investee, net of tax Provision for sales campaign Unrealised foreign exchange differences	1,520 (697) (127) 177 (550) (15) (1) 113 (40) (577) 33	1,525 (573) (458) 235 (559) - (751) 46 61 (1,012) 390
Operating profit before changes in working capital Changes in working capital Inventories Net Change in trade and other receivables Net Change in trade and other payables Tax paid	17,932 (4,322) (2,563) (2,082) (6,148) (15,115)	25,337 (7,443) (2,303) (197) (7,619) (17,562)
Net cash flows from operating activities	2,817	7,775
Investing Activities		
Ac cretion of equity interests in subsidiaries Proceeds from disposal of other investment Purchase of other investment Purchase of property, plant and equipment Proceeds from disposal of property, plant and equipment Dividend received Interest received	(28) 5,100 (3,722) (10,438) 6 697 550	(8) - (8,554) (2,163) 6,497 573 559
Net cash used in investing activities	(7,835)	(3,096)
Financing Activities Purchase of Company's own share Interest paid Borrowing	(1,678) (177) 54	(297) (235) (3,812)
Net cash used in financing activities	(1,801)	(4,344)
Net Changes in Cash & Cash Equivalents	(6,819)	335
Effect of exchange rate & fluctuations on cash held	(38)	(155)
Cash & Cash Equivalents at begining of financial period	59,910	64,252
Cash & Cash Equivalents at end of the financial period	53,053	64,432

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements for the year ended 30 April 201 4 and the accompanying explanatory notes attached to the interim financial statements.



A. Notes To The Interim Financial Report

A1 Basis of preparation

The interim financial statements have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS") 134, Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("BMSB"). This interim financial statement also complies with IAS 34, Interim Financial Reporting issued by the International Accounting Statements Board ("IASB").

The interim financial report should be read in conjunction with the most recent annual financial statements of the Group for the year ended 30 April 2014.

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 financial year ended 30 April 2014.

The Group has not early adopted new or revised standards, amendments and interpretation that have been issued but not yet effective for the Group's accounting period beginning 1 May 2014.

The initial application of the accounting standards, amendments or interpretations is not expected to have any material financial impacts to the current period and prior period financial statements of the Group upon their first adoption.

A2 Audit report of preceding annual financial statement

The preceding year annual financial statements were not subject to any qualification.

A3 Seasonal or cyclical factors

The Group's interim business operations are not significantly affected by seasonal or cyclical factors for the quarter under review except for some consumer products, which are affected by major festive seasons.

A4 Unusual items affecting assets, liabilities, equity, net income or cash flows

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows because of their nature, size or incidence.

A5 Material changes in estimates

There was no material changes in estimates of amounts reported in prior interim period of the current or previous financial years.



A6 Debt and equity securities

There have been no other issuance, cancellation, repurchases, resale and repayments of debts and equity securities during the quarter under review except for the following:-

The details of shares held as treasury shares for the period ended 31 October 2014 are as follows:

	Number of	Total Considerations
	Treasury shares	RM
Balance as at 1 Aug 2014	6,602,988	13,238,977
Repurchased during the quarter	120,600	320,415
Balance as at 31 Oct 2014	6,723,588	13,559,392

The repurchase transactions were financed by internally generated funds.

As at 8 December 2014, the treasury shares held were 6,891,988 ordinary shares with total purchase consideration of RM 13,976,063.

A7 Dividend

A final single tier dividend of 10 sen, amounting to RM 19,545,769 in respect of the previous financial year as approved by the shareholders at the Annual General Meeting held on 15 October 2014 was paid on 26 November 2014.



A8 Segment information

Details of segmental analysis for the period ended 31 October 2014 are as follows:

	Multi-Level Marketing	Wholesale	Retail	Others	Elimination	Consolidated
	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000
REVENUE Revenue from external customers Inter-segment revenue	60,270 51	26,093 25,862	17,469	3,678 4,224		107,510 -
Total revenue	60,321	51,955	17,469	7,902	(30,137)	107,510
RESULT Segment result	10,964	3,312	877	2,561	(31)	17,683
Finance costs Interest income Share of profit of equity- accounted investee, net of tax						(177) 550 40
Profit before taxation						18,096
Income tax expenses						(4,407)
Net profit for the period						13,689
Segment assets	106,946	153,353	30,059	26,926		317,284
Segment liabilities	16,315	39,497	1,246	2,389	-	59,447

9 Property, plant and equipment

There is no revaluation of property, plant and equipment brought forward from the previous audited financial statements.

A10 Material events subsequent to the end of the interim period

There was no material events subsequent to the current financial quarter ended 31 October 2014.



A11 Changes in the composition of the Group

There was no change in the composition of the Group during the interim period except for the following:

The Company had acquired additional 5,000 ordinary shares of RM 1.00 each in the share capital of Hai-O Raya Bhd, for a total cash consideration of RM 12,500 during the quarter.

A12 Contingent liabilities

The changes in contingent liabilities of the Company and the Group since the last annual Statement of Financial Position date are as follows :-

<u>Company</u>	As at 8 Dec 2014	As at 31 Oct 2014	As at 30 Apr 2014
	RM'000	RM'000	RM'000
Corporate guarantee in respect of credit facilities granted to subsidiary companies	Nil	Nil	Nil
<u>Group</u>	As at 8 Dec 2014	As at 31 Oct 2014	As at 30 Apr 2014
	RM'000	RM'000	RM'000
Bank guarantee given to third parties in respect of services rendered to the Company	1,153	1,153	1,153
	1,153	1,153	1,179

A13 Capital commitment

The capital commitment of the Group for the period ended 31 October 2014 is as follows:

	RM'000
Approved and contracted for in respect of	
capital expenditure.	155



Additional Information Required By The BMSB - Listing Requirements

B1 A detailed analysis of performance of operating segments of the Group, setting out material factors affecting the earnings and/or revenue of each segment for the current quarter and financial year-to-date

Current quarter compared to the preceding year's corresponding quarter

For the second quarter under review, the Group recorded lower revenue and pre-tax profit of RM 57.7 million and RM 9.7 million as compared to RM 65.6 million and RM 14.6 million, representing a decrease of 12% and 34% respectively for the corresponding quarter of the preceding year. The decrease in Group's profit was primarily due to lower profit generated by the wholesale and multi-level marketing ("MLM") divisions (excluding the exceptional gain on disposal of a property amounting to RM 0.6 million in the previous year) :

(i) <u>Multi-level marketing ("MLM") division</u>

Despite the increase in revenue and higher profit contribution of the "small ticket" items, the pre-tax profit decrease by about 19% in the quarter under review as compared to the corresponding quarter of the preceding year. This was primarily due to the drop in sales of the "big ticket" items which had offset the higher contribution from "small and medium ticket" items.

(ii) <u>Wholesale division</u>

External revenue was maintained at about RM 14 million as compared to previous year's corresponding quarter, however pre-tax profit for the division had reduced from RM 3.4 million to RM 0.95 million. The reduction in profit was mainly attributable to lower inter-segment sales to MLM division couple with lower revenue generated from Chinese medicated tonic and tea. Furthermore, the weakening of Ringgit Malaysia (RM) against the USD currency has resulted higher import costs for the division thus eroded its profit margin.

(iii) <u>Retail division</u>

Revenue was decreased marginally by about 4% to RM 9.8 million as compared to previous year's corresponding quarter with pre-tax profit reduced from RM 1.1 million to RM 0.95 million mainly due to lower revenue generated.



Current financial period compared to the preceding year's corresponding period

For the first half of the current financial year, the Group registered lower revenue and pretax profit of RM 107.5 million and RM 18.1 million as compared to preceding year's corresponding period, decrease by about 11% and 32% respectively:

(i) <u>Multi-level marketing ("MLM") division</u>

The revenue decrease by about 18% to RM 60.3 million as compared to previous year of RM 73.1 million. The decreased in revenue was mainly due to a significant drop in "big ticket" items' sales which had offset the better performance of the "small ticket" items. The division has been able to diversify its revenue stream to more balance product portfolio and reduced over dependency on the "big ticket" items. Currently, the "small and medium ticket" items contribute over 65% of the total portfolio.

The pre-tax profit decrease by 17% due to lower revenue generated and increase in marketing costs by approximately RM 1 million which had further affected the bottom line.

(ii) <u>Wholesale division</u>

External revenue was maintained at about RM 26 million as compared to previous year's corresponding quarter, however pre-tax profit had reduced from RM 8.5 million to RM 3.3 million mainly due to lower inter-segment sales couple with lower revenue generated from Chinese medicated tonic and tea.

Weakening of Ringgit Malaysia (RM) against the USD currency had eroded the profit margin. Moreover, domestic market sentiment has been affected by the uncertainties economies outlooks thus customers are more cautious in making additional orders in view of impending Goods and Service Tax (GST) implementation.

(iii) <u>Retail division</u>

The revenue and pre-tax profit were maintained at about RM 17.5 million and RM 0.9 million, respectively. Domestic consumption has not improved since the first quarter as consumers are more cautious in their spending due to uncertainties in economies outlooks and rising costs.

(iv) <u>Other division</u>

The pre-tax profit decreased by about 26% to RM 2.6 million as compared to previous year's corresponding quarter, higher profit in last year was mainly derived from the additional gain on disposal of a property amounting to RM 0.6 million. As for the manufacturing division, the GMP factory was only commissioned in the 2^{nd} quarter and its production capacity has yet reached its optimum level due to the delay in obtaining necessary approval from the Ministry of Health on transferring MAL products registration to the new GMP plant.



B2 Material changes for the current quarter as compared with the immediate preceding quarter

For the second quarter under review, the Group recorded higher revenue and pre-tax profit of RM 57.7 million and RM 9.8 million as compared to RM 49.8 million and RM 8.4 million, respectively of the immediate preceding quarter :

(i) <u>MLM division</u>

The revenue and pre-tax profit have recorded higher by about 12% and 33%, respectively as compared with the immediate preceding quarter. The effective sales campaign promotion which was carried out in the 2^{nd} quarter had boosted higher revenue and pre-tax profit. The recent launch of its several "small ticket" items have received good response and successfully contributed to the increase in revenue by about RM 3 million. In addition, lower marketing costs incurred in the 2^{nd} quarter has further improved the profit of the division.

(ii) <u>Wholesale division</u>

External revenue increase by about 21% mainly generated from higher sales in Chinese medicated tonic, patented medicine and tea. However, pre-tax profit had dropped by RM 1.3 million due to lower contribution from inter-segment sales and higher A&P costs incurred which had offset the contribution from the products mentioned earlier.

(iii) <u>Retail division</u>

The division recorded higher revenue which increase by 27% as compared with the immediate preceding quarter, with pre-tax profit improved from breakeven to RM 0.95 million. The division performed better than 1^{st} quarter as its members' sales promotion campaign are usually carried out in the 2^{nd} quarter.

B3 Commentary on prospects

The uncertainties in economy outlooks and plunging crude oil price, couple with the weakening of RM against USD currency will continue to impact the domestic consumers sentiments for the remaining half of the financial year. The Group therefore will re-look its current strategies to mitigate this negative impact.

The wholesale division will be affected by the weakening of RM currency as most of the purchases imported from overseas are in USD. The division sees that its profit margin will be adversely affected in the near future. The MLM division is starting to see positive contribution from "small ticket" items and it will continue to launch more new products to strengthen its product mix. Besides, the division will continue to carry out more sales & promotion activities and recruit more new members. For retail division, currently it is looking for few strategic locations to tap wider consumers markets while control its operating costs.

The Board of Directors remains confident and is of the opinion that the Group will continue to perform profitably in the next quarter.



B4 Profit Forecast

There is no profit forecast.

B5 Taxation

The provision for income tax is based on the business income earned for the period under review.

For the current quarter, the effective tax rate of the Group is lower than the statutory tax rate due mainly to certain income which are not subject to tax and the utilisation of capital allowance.

For the current year to date, the effective tax rate of the Group is higher than the statutory tax rate due mainly to certain expenses which are not deductible for tax purpose and losses of certain subsidiary companies which cannot be set off against profits of certain subsidiaries as no Group relief is available for tax purposes.

	Current Quarter Ended 31Oct 2014 (RM '000)	Current year to date 31Oct 2014 (RM '000)
Profit before taxation	9,687	18,096
Taxation at applicable tax rate -24%	2,325	4,343
Adjustment mainly due to certain non-allowable expenses and unutilised tax losses not		
recognised as deferred tax assets	(109)	64
Total Income Tax Expenses	2,216	4,407

B6 Corporate Proposals

There were no corporate proposals for the period under review.

B7 Group Borrowings and Debts Securities

The Group borrowings and debts securities as at the end of the reporting financial period:

Group Borrowings	Currency	Secured/ Unsecured	RM'000
Short Term Borrowings	Ringgit Malaysia	Unsecured	1,797
Short Term Borrowings	Ringgit Malaysia	Secured	2,972
Long Term Borrowings	Ringgit Malaysia	Secured	907
Total			5,676



B8 Material Litigation

The Group is not engaged in any material litigation, claims or arbitration, including those pending or threatened against our Group, either as plaintiff or defendant, which has a material effect on the financial position of the Group.

B9 Dividends

The Board of Directors is pleased to declare an interim single tier dividend of 4 sen per share in respect of the financial year ending 30 April 2015 (31/10/2013: 4 sen interim single tier dividend).

B10 Realised and Unrealised Profits/Losses Disclosure

In accordance with the directive of BMSB and Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the context of Disclosure Pursuant to BMSB Listing Requirements, as issued by Malaysian Institute of Accountants, the Company is required to disclose a breakdown of the unappropriated profits or accumulated losses as at the end of the reporting year and the previous financial year, on a group basis, into realised and unrealised profits or losses in the notes to its quarterly report.

The disclosure is based on the prescribed format by the BMSB.

	As at 31.10.2014 RM'000	As at 30.04.2014 RM'000 (Audited)
Total retained profits of the Company and its subsidiaries:		
RealisedUnrealised	158,925 3,957	164,775 3,934
	162,882	168,709
Total share of retained profits of an associate - Realised	-	-
Total share of retained profits of jointly controlled entities: - Realised - Unrealised	1,506 (40) 164,348	1,605 (98) 170,216
Less: Consolidation adjustments		
	(6,055)	(5,824)
Total Group retained profits as per consolidated accounts	158,293	164,392



B11 Earnings per share (EPS)

Earnings per share

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER 31-Oct -14	PRECEDING YEAR CORRESPONDING QUARTER 31-Oct-13	CURRENT YEAR TO DATE 31-Oct-14	PRECEDING YEAR CORRESPONDING YEAR 31-Oct-13
Earnings				
Net profit for the year attributable to equity holders of the parent (RM'000)	7,167	10,538	13,390) 19,330
Weighted average number of shares ('000)	196,226	197,154	196,226	5 197,154
Basic earnings per share (sen)	3.65	5.35	6.82	9.80

Diluted earnings per share is not applicable as there were no dilutive potential ordinary shares during the reporting period.