



ENVICTUS INTERNATIONAL HOLDINGS LIMITED

(formerly known as Etika International Holdings Limited)

(Company Registration No: 200313131Z)

UNAUDITED THIRD QUARTER RESULTS FOR THE PERIOD ENDED 30 JUNE 2014

PART 1 – INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(a) (i) Consolidated Statement of Comprehensive Income

	Q3 30.06.14 RM'000	Q3 30.06.13 RM'000	Change %	9 months ended 30.06.14 RM'000	9 months ended 30.06.13 RM'000	Change %
Revenue	75,654	71,167	6.3	225,516	225,082	0.2
Cost of goods sold	(57,644)	(54,107)	6.5	(171,233)	(170,122)	0.7
Gross profit	18,010	17,060	5.6	54,283	54,960	(1.2)
Other operating income	1,565	182	>100	2,178	1,032	>100
Operating expenses						
Administrative expenses	(9,053)	(7,069)	28.1	(21,618)	(18,457)	17.1
Selling and marketing expenses	(9,731)	(8,240)	18.1	(21,230)	(21,688)	(2.1)
Warehouse and distribution expenses	(4,279)	(5,311)	(19.4)	(14,592)	(16,090)	(9.3)
Research and development expenses	(268)	(297)	(9.8)	(884)	(863)	2.4
Other operating expenses	(27)	-	NM	(75)	(147)	(49.0)
	(23,358)	(20,917)	11.7	(58,399)	(57,245)	2.0
Loss before interest and tax	(3,783)	(3,675)	2.9	(1,938)	(1,253)	54.7
Finance costs	(2,588)	(2,343)	10.5	(7,786)	(7,877)	(1.2)
Gain on disposal of subsidiaries and relevant intellectual property	603,724	-	NM	603,724	-	NM
Profit/(Loss) before income tax from continuing operations	597,353	(6,018)	NM	594,000	(9,130)	NM
Income tax expense	(6,759)	(673)	>100	(6,770)	(1,017)	>100
Profit/(Loss) from continuing operations, net of tax	590,594	(6,691)	NM	587,230	(10,147)	NM
Profit from discontinued operations, net of tax (Note 1)	7,524	6,929	8.6	20,042	22,722	(11.8)
Profit for the period	598,118	238	NM	607,272	12,575	NM

NM – Not Meaningful

1(a) (i) Consolidated Statement of Comprehensive Income (continued)

	Q3 30.06.14 RM'000	Q3 30.06.13 RM'000	Change %	9 months ended 30.06.14 RM'000	9 months ended 30.06.13 RM'000	Change %
Other comprehensive Income/(expense) <i>Items that may be reclassified subsequently to profit or loss :</i>						
Exchange differences on translating foreign operations	1,326	(1,198)	>100	1,180	(742)	>100
Available-for-sale financial assets	(35)	33	>100	(55)	3	>100
Other comprehensive income/(expense)	1,291	(1,165)	>100	1,125	(739)	>100
Total comprehensive income/(expense) for the period	599,409	(927)	NM	608,397	11,836	NM
Profit/(Loss) attributable to:						
Owners of the Company	598,947	721	NM	609,626	14,196	NM
Non-controlling interests	(829)	(483)	71.6	(2,354)	(1,621)	45.2
	598,118	238	NM	607,272	12,575	NM
Total comprehensive income/(expense) attributable to:						
Owners of the Company	600,238	(444)	NM	610,751	13,457	NM
Non-controlling interests	(829)	(483)	71.6	(2,354)	(1,621)	45.2
	599,409	(927)	NM	608,397	11,836	NM

NM – Not Meaningful

1(a) (ii) Notes to Consolidated Statement of Comprehensive Income

Note 1:

The disposal of the dairies and packaging businesses and the relevant intellectual property of the Company were completed on 30 June 2014 and as such, the companies involved in the disposed dairies and packaging businesses have ceased to be subsidiaries of the Group. In compliance with FRS 105, the results of the disposed businesses are presented separately in the Consolidated Statement of Comprehensive Income as "Discontinued Operations" as follows:

	Discontinued Operations			
	Q3 30.06.14 RM'000	Q3 30.06.13 RM'000	9 months ended 30.06.14 RM'000	9 months ended 30.06.13 RM'000
Revenue	188,975	183,332	541,664	522,020
Cost of goods sold	(152,186)	(144,541)	(434,736)	(407,089)
Gross profit	36,789	38,791	106,928	114,931
Other operating income	734	1,120	2,496	2,434
Operating expenses				
Administrative expenses	(5,801)	(6,475)	(18,270)	(18,864)
Selling and marketing expenses	(9,738)	(12,865)	(33,000)	(34,600)
Warehouse and distribution expenses	(6,180)	(4,907)	(16,982)	(18,682)
Research and development expenses	(472)	(434)	(1,451)	(1,335)
Other operating expenses	(2,626)	(997)	(1,767)	(1,428)
	(24,817)	(25,678)	(71,470)	(74,909)
Earnings before interest and tax (EBIT)	12,706	14,233	37,954	42,456
Finance costs	(3,668)	(4,142)	(12,202)	(11,839)
Profit before income tax	9,038	10,091	25,752	30,617
Income tax expense	(1,514)	(3,162)	(5,710)	(7,895)
Profit for the period	7,524	6,929	20,042	22,722

1(a) (ii) Notes to Consolidated Statement of Comprehensive Income (continued)

Note 2:

Profit/(Loss) for the period is arrived at after charging/(crediting) the following:

	Q3 30.06.14 RM'000	Q3 30.06.13 RM'000	Change %	9 months ended 30.06.14 RM'000	9 months ended 30.06.13 RM'000	Change %
<u>Continuing operations</u>						
Allowance for doubtful receivables	1,152	(142)	>100	1,543	359	>100
Allowance for doubtful receivables no longer required	165	(208)	>100	159	(208)	>100
Amortisation of intangible assets	102	68	50.0	293	202	45.0
Depreciation of property, plant and equipment	3,428	2,709	26.5	10,279	7,939	29.5
Finance costs	2,588	2,343	10.5	7,786	7,877	(1.2)
Foreign currency exchange loss/(gain), net	163	(344)	>100	264	(145)	>100
Loss/(Gain) on disposal of property, plant and equipment	55	(239)	>100	(43)	(190)	(77.4)
Gain on disposal of subsidiaries and intellectual property	(603,724)	-	NM	(603,724)	-	NM
Intangible asset written off	2,463	-	NM	2,463	-	NM
Interest income	(72)	(41)	75.6	(129)	(158)	(18.4)
Inventories written down	753	(1,450)	>100	2,353	-	NM
Property, plant and equipment written off	80	-	NM	89	-	NM
<u>Discontinued operations</u>						
Allowance for doubtful receivables	145	203	(28.6)	515	840	(38.7)
Allowance for doubtful receivables no longer required	(362)	(1)	>100	(365)	(9)	>100
Amortisation of intangible assets	26	25	4.0	80	74	8.1
Amortisation of prepaid lease payment for land	201	85	>100	604	253	>100
Depreciation of property, plant and equipment	5,281	4,469	18.2	15,037	12,669	18.7
Fair value (gain)/loss arising from derivative financial instruments	(353)	237	>100	(420)	221	>100
Finance costs	3,668	4,142	(11.4)	12,202	11,839	3.1
Foreign currency exchange loss/(gain), net	2,892	(98)	>100	1,459	(118)	>100
Loss/(Gain) on disposal of property, plant and equipment	10	1	>100	(27)	(23)	17.4
Interest income	(89)	(19)	>100	(340)	(59)	>100
Inventories written down	1,240	1,928	(35.7)	2,978	2,586	15.2
Property, plant and equipment written off	-	-	-	-	6	NM

NM – Not Meaningful

1(b) (i) Statements of Financial Position

	Group		Company	
	As at 30.06.14 RM'000	As at 30.09.13 RM'000	As at 30.06.14 RM'000	As at 30.09.13 RM'000
Non-current assets				
Property, plant and equipment	113,588	334,510	16	18
Prepaid lease payment for land	4,175	36,549	-	-
Investments in subsidiaries	-	-	10,571	39,335
Trade receivables	-	151	-	-
Available-for-sale financial assets	288	233	-	-
Deferred tax assets	8,707	13,660	-	-
Intangible assets	35,336	113,138	67	93
	<u>162,094</u>	<u>498,241</u>	<u>10,654</u>	<u>39,446</u>
Current assets				
Inventories	43,224	137,877	-	-
Trade and other receivables	107,277	151,096	173,428	164,045
Derivative financial instruments	-	53	-	-
Tax recoverable	2,708	6,118	23	-
Fixed deposits	-	6,088	-	-
Cash and bank balances	772,993	66,692	758,377	2,907
	<u>926,202</u>	<u>367,924</u>	<u>931,828</u>	<u>166,952</u>
Less:				
Current liabilities				
Trade and other payables	52,753	110,834	205,950	25,343
Bank borrowings	80,382	207,287	-	-
Finance lease payables	1,559	3,374	-	-
Derivative financial instruments	-	470	-	-
Current income tax payable	1,394	2,596	62	62
	<u>136,088</u>	<u>324,561</u>	<u>206,012</u>	<u>25,405</u>
Net current assets	<u>790,114</u>	<u>43,363</u>	<u>725,816</u>	<u>141,547</u>
Less:				
Non – current liabilities				
Other payables	1,120	2,295	-	-
Bank borrowings	55,136	236,354	-	-
Finance lease payables	5,405	6,985	-	-
Financial guarantee contracts	-	-	410	7,365
Deferred tax liabilities	3,066	22,378	-	-
	<u>64,727</u>	<u>268,012</u>	<u>410</u>	<u>7,365</u>
Net assets	<u>887,481</u>	<u>273,592</u>	<u>736,060</u>	<u>173,628</u>
Capital and reserves				
Share capital	106,090	98,470	106,090	98,470
Treasury shares	(183)	(183)	(183)	(183)
Foreign currency translation reserve	10,431	1,719	7,803	8,925
Fair value reserve	(550)	(453)	-	-
Share options reserve	9,507	9,507	9,507	9,507
Other reserve	(2,169)	(504)	-	-
Accumulated profits	764,736	164,470	612,843	56,909
Equity attributable to the owners of the Company	<u>887,862</u>	<u>273,026</u>	<u>736,060</u>	<u>173,628</u>
Non-controlling interests	(381)	566	-	-
Total equity	<u>887,481</u>	<u>273,592</u>	<u>736,060</u>	<u>173,628</u>

1(b) (ii) Aggregate amount of the Group's borrowings and debt securities.

	As at 30.06.14		As at 30.09.13	
	Secured RM'000	Unsecured RM'000	Secured RM'000	Unsecured RM'000
Amount payable within one year				
Bank borrowings	80,382	-	184,447	22,840
Finance lease payables	1,559	-	3,374	-
	<u>81,941</u>	<u>-</u>	<u>187,821</u>	<u>22,840</u>
Amount payable after one year				
Bank borrowings	55,136	-	236,354	-
Finance lease payables	5,405	-	6,985	-
	<u>60,541</u>	<u>-</u>	<u>243,339</u>	<u>-</u>
	<u>142,482</u>	<u>-</u>	<u>431,160</u>	<u>22,840</u>
Total	142,482		454,000	

The Group's bank borrowings are secured against the following:

- ⇒ Fixed charge over the freehold land and buildings located in Glenmarie Estate, Subang, Selangor and Georgetown, Penang, Kuantan, Pahang and Johor Bharu, Johor (Trading and Frozen Food Division); Oakland Industrial Park, Seremban, Negeri Sembilan (Others Division);
- ⇒ Fixed charge over the leasehold land and building in West Java, Indonesia (Others Division);
- ⇒ Fixed charge over the machinery and equipment of Trading and Frozen Food and Others Divisions;
- ⇒ Pledge of unquoted shares in Trading and Frozen Food Division;
- ⇒ Registered general security agreement over all present and future assets of Nutrition Division; and
- ⇒ Pledge of Horleys trademark.

All the above secured bank borrowings are supported by the Company's Corporate Guarantee, except for a secured term loan of RM188,000 (30 September 2013 : RM205,000).

Finance lease payables are secured by way of:

- ⇒ Charge against the respective machineries and vehicles under finance leases.

1(c) Consolidated Statement of Cash Flows

	Q3 30.06.14 RM'000	Q3 30.06.13 RM'000	9 months ended 30.06.14 RM'000	9 months ended 30.06.13 RM'000
Cash flows from operating activities				
Profit/(Loss) before income tax from continuing operations	597,353	(6,018)	594,000	(9,130)
Profit before income tax from discontinued operations	9,038	10,091	25,752	30,617
Profit before income tax, total	606,391	4,073	619,752	21,487
Adjustments for:				
Allowance for doubtful receivables	1,297	61	2,058	1,199
Allowance for doubtful receivables no longer required	(197)	(209)	(206)	(217)
Amortisation of intangible assets	128	93	373	276
Amortisation of prepaid lease payment for land	201	85	604	253
Depreciation of property, plant and equipment	8,709	7,178	25,316	20,608
Fair value (gain)/loss arising from derivative financial instruments	(353)	237	(420)	221
Finance costs	6,256	6,485	19,988	19,716
Foreign currency exchange loss/(gain), net	3,055	(442)	1,723	(263)
Loss/(Gain) on disposal of property, plant and equipment	65	(238)	(70)	(213)
Gain on disposal of subsidiaries and relevant intellectual property	(603,724)	-	(603,724)	-
Intangible asset written off	2,463	-	2,463	-
Interest income	(161)	(60)	(469)	(217)
Inventories written down	1,993	478	5,331	2,586
Property, plant and equipment written off	80	-	89	6
Operating profit before working capital changes	26,203	17,741	72,808	65,442
Working capital changes:				
Inventories	(7,220)	9,185	(6,997)	(3,019)
Trade and other receivables	(17,066)	4,947	(25,963)	(8,494)
Trade and other payables	2,397	8,830	7,760	7,866
Cash generated from operations	4,314	40,703	47,608	61,795
Interest paid	(1,421)	(1,409)	(4,181)	(4,456)
Income tax paid, net	(2,615)	(1,543)	(8,594)	(7,305)
Net cash generated from operating activities	278	37,751	34,833	50,034
Cash flows from investing activities				
Acquisition of non-controlling interests	-	-	(228)	(437)
Addition of prepaid lease payment for land	-	(50)	-	(5,555)
Interest received	161	60	469	217
Net cash inflow from disposal of subsidiaries and relevant intellectual property (Note 4)	732,230	-	732,230	-
Proceeds from disposal of property, plant and equipment	77	22	465	1,155
Purchase of intangible assets	(219)	(149)	(557)	(503)
Purchase of property, plant and equipment	(4,933)	(12,329)	(15,285)	(40,183)
Net cash generated from/(used in) investing activities	727,316	(12,446)	717,094	(45,306)

1(c) Consolidated Statement of Cash Flows (continued)

	Q3 30.06.14 RM'000	Q3 30.06.13 RM'000	9 months ended 30.06.14 RM'000	9 months ended 30.06.13 RM'000
Cash flows from financing activities				
Decrease in fixed deposits pledged to banks	(8)	-	(16)	(190)
Dividends paid to shareholders	-	(4,578)	(3,218)	(8,624)
Interest paid	(4,836)	(5,076)	(15,807)	(15,260)
Repayment of finance lease obligations	(809)	(772)	(2,791)	(2,333)
Proceeds from the issuance of ordinary shares	2,093	457	7,620	40,883
Proceeds from the issuance of shares to non-controlling interests	-	-	407	-
Proceeds from bank borrowings	87,888	84,336	260,327	281,960
Repayment of bank borrowings	(83,076)	(108,025)	(289,932)	(296,296)
Net cash generated from/(used in) financing activities	1,252	(33,658)	(43,410)	140
Net change in cash and cash equivalents	728,846	(8,353)	708,517	4,868
Cash and cash equivalents at the beginning of the financial period	28,943	47,320	49,356	34,179
Effect of exchange rate changes	162	95	78	15
Cash and cash equivalents at the end of the financial period	757,951	39,062	757,951	39,062
Cash and cash equivalents comprise the following:				
Cash and bank balances	772,993	44,979	772,993	44,979
Fixed deposits	-	291	-	291
Bank overdrafts – secured	(15,042)	(6,208)	(15,042)	(6,208)
	757,951	39,062	757,951	39,062

1(c)(i) Notes to the Consolidated Statement of Cash Flows

Note 3:

The impact of the discontinued operations on the cash flows of the Group is as follows:

	Q3 30.06.14 RM'000	Q3 30.06.13 RM'000	9 months ended 30.06.14 RM'000	9 months ended 30.06.13 RM'000
Operating cash inflows	8,895	57,564	30,192	49,283
Investing cash (outflows)	(2,050)	(5,700)	(7,154)	(32,642)
Financing cash (outflows)	(14,502)	(5,843)	(35,858)	(10,774)
Total cash inflows/(outflows)	(7,657)	46,021	(12,820)	5,867

Note 4:

Net cash inflow from disposal of subsidiaries and relevant intellectual property.

	RM'000
Gross disposal proceeds	1,055,805
Less : Net debts (borrowings less cash and cash equivalents)	(299,857)
Consideration received, satisfied in cash	755,948
Less : Cash and cash equivalents disposed of	(23,718)
Net cash inflow	732,230

1(d) (i) Statements of Changes in Equity

Group	Share capital	Treasury shares	Foreign currency translation reserve	Fair value reserve	Share options reserve	Other reserve	Accumulated profits	Total attributable to owners of the Company	Non-controlling interests	Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance at 1 October 2013	98,470	(183)	1,719	(453)	9,507	(504)	164,470	273,026	566	273,592
Profit/(Loss) for the period	-	-	-	-	-	-	609,626	609,626	(2,354)	607,272
Other comprehensive income:										
Exchange differences on translating foreign operations	-	-	1,180	-	-	-	-	1,180	-	1,180
Available – for – sale financial assets	-	-	-	(55)	-	-	-	(55)	-	(55)
Total other comprehensive income	-	-	1,180	(55)	-	-	-	1,125	-	1,125
Total comprehensive income/(loss) for the financial period	-	-	1,180	(55)	-	-	609,626	610,751	(2,354)	608,397
Issuance of ordinary shares	7,620	-	-	-	-	-	-	7,620	-	7,620
Acquisition of non-controlling interests	-	-	-	-	-	(1,665)	-	(1,665)	-	(1,665)
Acquisition of additional shares by non - controlling interests	-	-	-	-	-	-	-	-	1,843	1,843
Disposal of subsidiaries	-	-	7,532	(42)	-	-	(6,142)	1,348	(436)	912
Dividend paid	-	-	-	-	-	-	(3,218)	(3,218)	-	(3,218)
Balance at 30 June 2014	106,090	(183)	10,431	(550)	9,507	(2,169)	764,736	887,862	(381)	887,481
Balance at 1 October 2012	57,064	(183)	(3,636)	(541)	9,507	-	165,659	227,870	2,996	230,866
Profit/(Loss) for the period	-	-	-	-	-	-	14,196	14,196	(1,621)	12,575
Other comprehensive income:										
Exchange differences on translating foreign operations	-	-	(742)	-	-	-	-	(742)	-	(742)
Available – for – sale financial assets	-	-	-	3	-	-	-	3	-	3
Total other comprehensive income	-	-	(742)	3	-	-	-	(739)	-	(739)
Total comprehensive income/(loss) for the financial period	-	-	(742)	3	-	-	14,196	13,457	(1,621)	11,836
Issuance of ordinary shares	40,883	-	-	-	-	-	-	40,883	-	40,883
Acquisition of non – controlling interests	-	-	-	-	-	(245)	-	(245)	(192)	(437)
Dividend paid	-	-	-	-	-	-	(8,624)	(8,624)	-	(8,624)
Balance at 30 June 2013	97,947	(183)	(4,378)	(538)	9,507	(245)	171,231	273,341	1,183	274,524

1(d) (i) Statements of Changes in Equity (continued)

Group	Share capital	Treasury shares	Foreign currency translation reserve	Fair value reserve	Share options reserve	Other reserve	Accumulated profits	Total attributable to owners of the Company	Non-controlling interests	Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance at 31 March 2014	103,997	(183)	1,573	(473)	9,507	(2,169)	171,931	284,183	884	285,067
Profit/(Loss) for the period	-	-	-	-	-	-	598,947	598,947	(829)	598,118
Other comprehensive income :										
Exchange differences on translating foreign operations	-	-	1,326	-	-	-	-	1,326	-	1,326
Available – for – sale financial assets	-	-	-	(35)	-	-	-	(35)	-	(35)
Total other comprehensive income	-	-	1,326	(35)	-	-	-	1,291	-	1,291
Total comprehensive income/(loss) for the financial period	-	-	1,326	(35)	-	-	598,947	600,238	(829)	599,409
Issuance of ordinary shares	2,093	-	-	-	-	-	-	2,093	-	2,093
Disposal of subsidiaries	-	-	7,532	(42)	-	-	(6,142)	1,348	(436)	912
Balance at 30 June 2014	106,090	(183)	10,431	(550)	9,507	(2,169)	764,736	887,862	(381)	887,481
Balance at 31 March 2013	97,490	(183)	(3,180)	(571)	9,507	(245)	175,088	277,906	1,733	279,639
Profit/(Loss) for the period	-	-	-	-	-	-	721	721	(483)	238
Other comprehensive income :										
Exchange differences on translating foreign operations	-	-	(1,198)	-	-	-	-	(1,198)	-	(1,198)
Available – for – sale financial assets	-	-	-	33	-	-	-	33	-	33
Total other comprehensive income	-	-	(1,198)	33	-	-	-	(1,165)	-	(1,165)
Total comprehensive income/(loss) for the financial period	-	-	(1,198)	33	-	-	721	(444)	(483)	(927)
Issuance of ordinary shares	457	-	-	-	-	-	-	457	-	457
Acquisition of non - controlling interests	-	-	-	-	-	-	-	-	(67)	(67)
Dividend paid	-	-	-	-	-	-	(4,578)	(4,578)	-	(4,578)
Balance at 30 June 2013	97,947	(183)	(4,378)	(538)	9,507	(245)	171,231	273,341	1,183	274,524

1(d) (i) Statements of Changes in Equity (continued)

Company	Share capital	Treasury shares	Foreign currency translation reserve	Share options reserve	Accumulated profits	Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance at 1 October 2013	98,470	(183)	8,925	9,507	56,909	173,628
Profit for the period	-	-	-	-	559,152	559,152
Other comprehensive income:						
Exchange differences on translating foreign operations	-	-	(1,122)	-	-	(1,122)
Total comprehensive income for the period	-	-	(1,122)	-	559,512	558,030
Issuance of ordinary shares	7,620	-	-	-	-	7,620
Dividend paid	-	-	-	-	(3,218)	(3,218)
Balance at 30 June 2014	106,090	(183)	7,803	9,507	612,843	736,060
Balance at 1 October 2012	57,064	(183)	4,339	9,507	27,315	98,042
Profit for the period	-	-	-	-	29,438	29,438
Other comprehensive income:						
Exchange differences on translating foreign operations	-	-	(466)	-	-	(466)
Total comprehensive income for the period	-	-	(466)	-	29,438	28,972
Issuance of ordinary shares	40,883	-	-	-	-	40,883
Dividend paid	-	-	-	-	(8,624)	(8,624)
Balance at 30 June 2013	97,947	(183)	3,873	9,507	48,129	159,273

1(d) (i) Statements of Changes in Equity (continued)

Company	Share capital	Treasury shares	Foreign currency translation reserve	Share options reserve	Accumulated profits	Total equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance at 31 March 2014	103,997	(183)	8,953	9,507	56,692	178,966
Profit for the period	-	-	-	-	556,151	556,151
Other comprehensive income:						
Exchange differences on translating foreign operations	-	-	(1,150)	-	-	(1,150)
Total comprehensive income for the period	-	-	(1,150)	-	556,151	555,001
Issuance of ordinary shares	2,093	-	-	-	-	2,093
Balance at 30 June 2014	106,090	(183)	7,803	9,507	612,843	736,060
Balance at 31 March 2013	97,490	(183)	4,653	9,507	48,116	159,583
Profit for the period	-	-	-	-	4,591	4,591
Other comprehensive income:						
Exchange differences on translating foreign operations	-	-	(780)	-	-	(780)
Total comprehensive income for the period	-	-	(780)	-	4,591	3,811
Issuance of ordinary shares	457	-	-	-	-	457
Dividend paid	-	-	-	-	(4,578)	(4,578)
Balance at 30 June 2013	97,947	(183)	3,873	9,507	48,129	159,273

1(d) (ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrant, conversion of other issues of equity securities, issue of shares for cash, or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

Share Capital	Number of shares	COMPANY	
		S\$'000	RM'000
Issued and fully paid-up ordinary shares as at 31 March 2014	624,606,528	43,640	103,997
Issued during the period - pursuant to the exercise of share options	2,080,000	813	2,093
Balance as at 30 June 2014	626,686,528	44,453	106,090

Treasury Shares	Number of treasury shares	COMPANY	
		S\$'000	RM'000
Balance as at 30 June 2014	(1,210,000)	(76)	(183)

There was issuance of new shares in the previous corresponding period as at 30 June 2013.

Share Capital	Number of shares	COMPANY	
		S\$'000	RM'000
Issued and fully paid-up ordinary shares as at 31 March 2013	612,425,528	41,123	97,490
Issued during the period - pursuant to the exercise of share options	1,137,000	186	457
Balance as at 30 June 2013	613,562,528	41,309	97,947

Treasury Shares	Number of treasury shares	COMPANY	
		S\$'000	RM'000
Balance as at 30 June 2013	(1,210,000)	(76)	(183)

	As at 30 June 2014	As at 30 June 2013
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The number of shares that may be issued on exercise of share options outstanding at the end of the period	17,413,000	36,537,000
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1(d) (iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year

As at 30 June 2014, the total number of issued shares less treasury shares of the Company was 625,476,528 shares (30 September 2013: 613,585,528 shares).

1(d) (iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

There were no sales, transfers, disposal, cancellation and/or use of treasury shares as at 30 June 2014.

2 Whether the figures have been audited or reviewed, and in accordance with which auditing standard (eg. the Singapore Standard on Auditing 910 Engagement to Review Financial Statements), or practice.

The figures have not been audited or reviewed.

3 Where the figures had been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter)

Not applicable.

4 Whether the same accounting policies and methods of computation as in the issuer's most recently audited financial statements have been applied.

The Group has adopted the same accounting policies and methods of computation in these financial statements as those used in preparing the audited annual financial statements for the financial year ended 30 September 2013. In addition, the Group also adopted various revisions to the Singapore Financial Reporting Standards ("FRS") which became effective beginning 1 October 2013.

5 If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect, of the change.

The adoption of the said revisions has no significant impact to these financial statements.

6 Earnings per ordinary shares of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year after deducting any provision for preference dividends.

	Q3 30.06.14	Q3 30.06.13	9 months ended 30.06.14	9 months ended 30.06.13
Net profit attributable to owners of the Company for the financial period (RM'000)	598,947	721	609,626	14,196
Weighted average number of ordinary shares				
- Basic	620,220,151	583,865,583	620,220,151	583,865,583
- Fully diluted	621,045,132	622,883,583	621,045,132	622,883,583
Earnings per share (EPS) (RM sen)				
- Basic	96.57	0.12	98.29	2.43
- Fully diluted	96.44	0.12	98.16	2.28

7 Net asset value (for issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current financial period reported on; and (b) immediately preceding financial year.

	GROUP		COMPANY	
	As at 30.06.14 RM sen	As at 30.09.13 RM sen	As at 30.06.14 RM sen	As at 30.09.13 RM sen
Net asset value per ordinary share based on issued share capital at the end of the financial period/year	141.89	44.59	117.68	28.30

8 A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-

- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
- (b) any material factors that affected the cashflow, working capital, assets or liabilities of the group during the current financial period.

Business Segments

Following the completion of the disposal of the dairies and packaging businesses and the relevant intellectual property of the Company on 30 June 2014, Envictus' core business segments are as follows:-

- a) Trading and Frozen Food Division;
- b) Nutrition Division;
- c) Others Division – comprising beverage, noodles and restaurant businesses.

Performance Review

Review on Consolidated Statement of Comprehensive Income

Third Quarter (Q3-FY2014)

The review of the Group's operations for the current quarter has been confined to the remaining businesses. The group gain of RM603.7 million arising from the disposed dairies and packaging businesses and the relevant intellectual property has been reflected in the current quarter. The Consolidated Statement of Comprehensive Income has been prepared in accordance with FRS 105 whereby the disposal of the dairies and packaging businesses has been disclosed as discontinued operations.

The Group's revenue increased by RM4.5 million or 6.3% compared to the preceding corresponding quarter from RM71.2 million to RM75.7 million. The Trading and Frozen Food Division and the restaurant business recorded an increase in revenue of RM3.7 million each as a result of increasing number of retail outlets, small food and beverage outlets, cafes and restaurants. However, this increase was impacted by the lower sales performance of the Nutrition Division of RM1.5 million due to the significant influx of US products on the back of the current weak USD currency while the noodles business' revenue reduced by RM1.3 million. The Group gross profit margin remained at a healthy 24% as compared to the corresponding quarter while the net loss before tax (excluding the one-off exceptional gain) increased by RM0.4 million or 6.7% from RM6.0 million to RM6.4 million.

Overall, operating expenses increased by RM2.5 million or 12.0% from RM20.9 million to RM23.4 million. Administrative expenses increased by RM2.0 million mainly attributable to the increase in staff costs as a result of additional headcount in the beverage plant in New Zealand and depreciation charges. The selling and marketing expenses increased by RM1.5 million principally due to the write off of trademarks, provision for doubtful debts, increase in staff costs and rental of outlets of RM2.5 million, RM1.1 million, RM0.6 million and RM0.5 million respectively, which were off set against the lower advertising and promotion expenses incurred by the noodles business of RM5.0 million. These increases were cushioned by the reduction in warehouse and distribution expenses of RM1.0 million which was primarily due to the classification of depreciation to cost of sales on commencement of commercial production by a subsidiary. Other operating income increased in the current quarter by RM1.4 million principally due to favourable movements in foreign currency exchange.

The reversal of the deferred tax asset of an Indonesian subsidiary of RM6.4 million resulted in the increase in income tax expense from RM0.7 million to RM6.8 million.

As for the discontinued operations, the divested dairies and packaging businesses registered a gross profit of RM36.8 million and a net profit after tax of RM7.5 million as compared to the corresponding quarter of RM38.8 million and RM6.9 million respectively. The gross profit margin dropped from 21.1% to 19.5% mainly due to higher prices in fresh milk powder.

9 months ended 30 June 2014

The Group's revenue increased marginally by RM0.4 million or 0.2% compared to the preceding corresponding period from RM225.1 million to RM225.5 million. The Trading and Frozen Food Division recorded an increase in revenue of RM12.8 million as a result of increasing number of retail outlets, small food and beverage outlets, cafes and restaurants. However, this increase was impacted by the lower sales performance due to the significant influx of US products on the back of the current weak USD currency in the Nutrition Division of RM1.5 million while the Others Division recorded a reduction of RM10.9 million. In the Others Division, the revenue generated from the restaurant business increased by RM10.5 million while the revenue from the noodles business reduced significantly by RM19.0 million and the beverages business by RM2.4 million. The Group gross profit margin remained at a healthy 24% as compared to the corresponding period while the net loss before tax from its continuing operations (excluding the one-off exceptional gain) increased by RM0.6 million or 6.6% from RM9.1million to RM9.7 million.

Overall, operating expenses increased by RM1.2 million or 2.1% from RM57.2 million to RM58.4 million. Administrative expenses increased by RM3.2 million mainly attributable to the increase in staff costs as a result of additional headcount in the beverage plant in New Zealand and depreciation charges. The selling and marketing expenses reduced by RM0.5 million principally due to the lower advertising and promotion expenses incurred by the noodles business of RM7.0 million which was set off against the write off of trademarks and provision for doubtful debts of RM2.5 million and RM1.1 million respectively. Rental of outlets and staff costs also increased by RM1.6 million and RM1.9 million respectively mainly due to additional outlets opened during the period. These increases were mitigated by the reduction in the warehouse and distribution expenses of RM1.5 million which was primarily due to the classification of depreciation to cost of sales on commencement of commercial production by a subsidiary. Other operating income increased in the current period by RM1.1 million principally due to favourable movements in foreign currency exchange.

The reversal of the deferred tax asset of an Indonesian subsidiary of RM6.4 million resulted in the increase in income tax expense from RM1.0 million to RM6.8 million.

As for the discontinued operations the divested dairies and packaging businesses registered a gross profit of RM106.9 million and a net profit after tax of RM20.0 million as compared to the corresponding quarter of RM114.9 million and RM22.7 million respectively. The gross profit margin dropped from 22.0% to 19.7% mainly due to higher prices in fresh milk powder.

Review on Statements of Financial Position

As a result of the disposal of the dairies and packaging businesses and the relevant intellectual property, the financial position of the Group has been significantly impacted.

Non-current assets has been reduced to RM162.1 million from RM498.2 million resulted from the reduction in property, plant and equipment of RM220.9 million, prepaid lease payment for land of RM32.3 million and intangible assets of RM77.8 million. Deferred tax asset of RM6.4 million relating to an Indonesia subsidiary was reversed to the comprehensive income statement during the quarter.

Current assets increased significantly by RM558.3 million to RM926.2 million from RM367.9 million mainly from the net cash proceeds received from the disposal of subsidiaries and the relevant intellectual property amounting to RM732.2 million. However, there was a significant reduction in inventories, trade and other receivables, tax recoverable and fixed deposits of RM94.7 million, RM43.8 million, RM3.4 million and RM6.1 million respectively.

Current liabilities also reduced significantly by RM188.5 million to RM136.1 million from RM324.6 million mainly due to the decrease in trade and other payables, bank borrowings and finance lease payables and current income tax payable of RM58.0 million, RM126.9 million and RM1.8 million respectively. Similarly, the reduction of non-current liabilities of RM203.3 million to RM64.7 million from RM268.0 million was mainly due to the decrease in deferred tax liabilities of RM19.4 million, bank borrowings and finance lease payables of RM182.8 million.

Review on Consolidated Statement of Cash Flows

The Group's cash and cash equivalents for the current period increased significantly to RM758.0 million from RM39.1 million as a result of the net cash received from the disposal of the dairies and packaging businesses and the relevant intellectual property of RM732.2 million. Lower capital expenditure incurred also contributed to the increase in cash and cash equivalents.

The net cash generated from operations reduced by RM15.2 million mainly due to higher advance payments to foreign trade suppliers as required by the payment terms and deposits paid in relation to the opening of new Texas Chicken outlets while lower proceeds from the issuance of shares (due to the private placement of shares in the previous corresponding period) resulted in higher cash utilisation from financing activities of RM43.6 million.

9 Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

Not applicable.

10 A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The dairies and packaging businesses and the relevant intellectual property of the Company has been sold to Asahi Group Holdings Southeast Asia Pte Ltd. on 30 June 2014. Moving forward, the Group's focus will be on nurturing the growth of its remaining businesses in the Trading and Frozen Food, Nutrition and Others Divisions.

a) Trading and Frozen Food Division

The Trading and Frozen Food Division have been seeing steady growth in its businesses fueled by the increasing number of retail outlets and small food and beverage outlets, cafes and restaurants. The Malaysian market is certainly maturing as the demand for cold cuts and good quality meat is continuing to see a year on year growth. There has also been a rise in uptake of imported goods and dairy products such as cheeses and yoghurt.

The butchery division has also seen a steady growth in its business and demand for its products are increasing. This is due to an increase in uptake by retailers who are now keen to engage our butchery to produce quality products for their chains. The "Gourmessa" brand has also built strong brand recognition and brand equity as a product of quality and has increased its visibility in most supermarket and hypermarket chains across the country.

This growth is nevertheless not without its challenges. Following the delisting of several Australian meat manufacturing and processing plants in April 2014 by the Department of Islamic Development Malaysia, prices of meat products have increased coupled by a shortage of chilled meat. However, as of July, chilled beef supply will be normalised as the division has found a new and approved Australian supplier.

While the local economy is said to be relatively stable, Malaysia has been affected by several factors in 2014 which will impede the tourism industry. With the implementation of the Goods and Service Tax which officially takes effect on 1st April 2015, both consumer spending trends and businesses in the future may be affected.

The division will continue to streamline its sales, marketing and operations to further improve efficiency while maintaining customer satisfaction.

b) Nutrition Division

Sales for the nutritional supplements have continued to be relatively subdued due to the significant influx of US products on the back of the current weak USD currency. However, the Division remains as the dominant player in the New Zealand supermarket channel.

As for the Group's beverage plant in Hawkes Bay, New Zealand, following the rectification of the quality issues faced, the prospective outlook for this segment is encouraging. There are new bar and powder based products currently under development. The Division will continue to focus on meeting consumer demand for pre-workout nutritional products as well as ready to consume products.

c) Others Division

The Group has opened three additional "Texas Chicken" outlets in Main Place, Subang Jaya, Jaya Shopping Centre, Petaling Jaya and Tesco Extra Cheras, Kuala Lumpur, bringing the total outlets opened to twelve. Another three outlets are in the pipeline for opening within the next five months. Sales have been encouraging and the business is expected to contribute positively towards the Group's revenue growth.

As for the beverage business, raw material prices are likely to be stable for the next three to six months. With the implementation of the Goods and Service Tax which officially takes effect on 1st April 2015, prices of raw materials may be affected. The sales may not be affected as competitors will be similarly affected by the implementation. The business produced the 325ml PET bottle carbonated drink in June 2014 and is in its initial stages of introduction. The business expects the product to be well received by customers, moving forward.

11 If a decision regarding dividend has been made:-

- (a) **Whether an interim (final) ordinary dividend has been declared (recommended).**
A special interim dividend has been recommended.
- (b) (i) **Amount per share (RM sen).**
SGD0.30 per share (RM0.77 per share based on exchange rate of RM2.5735 = SGD1.00).
- (ii) **Previous corresponding period (RM sen).**
Not applicable.
- (c) **Whether the dividend is before tax, net of tax or tax exempt.**
The dividend is tax exempt (one – tier).
- (d) **The date the dividend is payable.**
26 August 2014.
- (e) **The date on which Registrable Transfers received by the Company (up to 5.00 pm) will be registered before entitlements to the dividend are determined.**
14 August 2014.

12 If no dividend has been declared/recommended, a statement to that effect.
Not applicable.

13 If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.
Not applicable as no IPT mandate has been obtained.

14 Negative assurance confirmation on third quarter financial results pursuant to Rule 705(5) of the Listing Manual.

We, Dato' Kamal Y P Tan (Group CEO) and Dato' Jaya J B Tan (Chairman), being two directors of the Company, do hereby confirm on behalf of the board of directors of the Company that, to the best of our knowledge, nothing has come to the attention of the board of directors of the Company which may render the financial results for the third quarter ended 30 June 2014 to be false or misleading in any material respect. A statement signed by us is on record.

BY ORDER OF THE BOARD
ENVICTUS INTERNATIONAL HOLDINGS LIMITED

DATO' KAMAL Y P TAN
Group Chief Executive Officer

06 August 2014