

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2023

	As at 31.03.2023 RM'000	As at 30.6.2022 RM'000
ASSETS		
Non-Current Assets		
Property, plant and equipment	260,389	163,602
Right-of-use assets	1,442	1,994
Goodwill on consolidation	38,780	38,780
Other investments	2,246	4,360
	302,857	208,736
Current Assets	02.025	101 106
Trade receivables	83,825	101,186
Other receivables, prepayments and deposits	51,755	5,431
Tax recoverable	63	44
Cash and cash equivalents	55,502	100,348
	191,145	207,009
TOTAL ASSETS	494,002	415,745
EQUITY AND LIABILITIES		
Share capital	196,935	196,935
Irredeemable convertible preference shares ("ICPS")	4,671	4,671
Foreign exchange reserve	(160)	-
Retained profits	183,097	175,625
Equity attributable to owners of the Company	384,543	377,231
Non-controlling interests	5,086	629
Total Equity	389,629	377,860
Non-Current Liabilities		
Lease liabilities	942	1,231
Deferred tax liabilities	14,731	15,800
	15,673	17,031
Current Liabilities		
Trade payables	8,414	700
Other payables and accruals	71,550	11,255
Lease liabilities	517	774
Current tax liability	8,219	8,125
	88,700	20,854
Total Liabilities	104,373	37,885
TOTAL EQUITY AND LIABILITIES	494,002	415,745
Net assets per share attributable to owners of the Company (RM)	0.32	0.31
Number of outstanding ordinary shares in issue ('000)	1,216,435	1,216,435

The financial year end of the Group has been changed from 31 December to 30 June.

The Condensed Consolidated Statements of Financial Position should be read in conjunction with the audited financial statements for the financial year ended 30 June 2022 and the accompanying explanatory notes to the interim financial report.



## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS FOR THE THIRD QUARTER ENDED 31 MARCH 2023

	Current quarter ended 31.03.2023 RM'000	Comparative quarter ended 31.03.2022 RM'000	Current period to date ended 31.03.2023 RM'000	Preceding period to date ended 31.03.2022 RM'000
Revenue	85,774	-	241,253	-
Cost of sales	(68,430)		(191,829)	
Gross profit	17,344	-	49,424	-
Other operating incomes	549	-	1,098	-
Administrative expenses	(12,826)	-	(36,522)	-
Other operating expenses	(2,180)		(2,510)	
Profit from operations	2,887	-	11,490	-
Finance costs	(18)		(56)	<u>-</u> _
Profit before taxation	2,869	-	11,434	-
Taxation	1,978		855	_
Profit for the period	4,847	-	12,289	-
Other comprehensive income/(expenses)  Items that may be reclassified subsequently to profit or loss			(1.0)	
Gain/(Loss) on foreign currency translation	41 41	<del>-</del>	(160)	<u> </u>
Other comprehensive income/(expenses), net of tax		<del></del>	(160)	<del>-</del> _
Total comprehensive income for the period	4,888	<del>-</del>	12,129	<u>-</u>
Profit attributable to: Owners of the Company Non-controlling interests	1,540 3,307 4,847	- - -	7,832 4,457 12,289	- - -
Total comprehensive income attributable to:  Owners of the Company Non-controlling interests	1,581 3,307	- -	7,672 4,457	- -
	4,888	-	12,129	
Earnings per share attributable to Owners of the Company (sen):  Basic Diluted	0.13 0.12	- -	0.64 0.63	- -

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

The Condensed Consolidated Statements of Profit or Loss should be read in conjunction with the audited financial statements for the financial year ended 30 June 2022 and the accompanying explanatory notes to the interim financial report.



## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE THIRD QUARTER ENDED 31 MARCH 2023

	Attributable To Owners Of The Company						
	Share Capital RM'000	ICPS RM'000	Foreign Exchange Reserve RM'000	Retained Earnings RM'000	Total RM'000	Non- controlling Interests RM'000	Total Equity RM'000
As at 1 July 2022	196,935	4,671	-	175,625	377,231	629	377,860
Profit after tax	-	-	-	7,832	7,832	4,457	12,289
Foreign currency translation loss	-	-	(160)	-	(160)	-	(160)
Total comprehensive (expenses)/income Transaction with Owners of the Company	-	-	(160)	7,832	7,672	4,457	12,129
Effects of dilution of interests in subsidiaries Ordinary shares capital contributed by non-controlling interests of a subsidiary	-	- -	- -	(360)	(360)	360 245	245
Total transactions with owners in their capacity as owners	-	-	-	(360)	(360)	-	(360)
As at 31 March 2023	196,935	4,671	(160)	183,097	384,543	5,086	389,629
As at 1 January 2021	-	-	-	-	-	-	-
Profit after tax	-		<del>-</del>	<u>-</u>	<u>-</u>	<u>-</u>	-
Foreign currency translation loss	-						-
Total comprehensive expenses	-	-	-	-	-	-	-
As at 31 March 2022	-	-	-	-	-	-	-

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 30 June 2022 and the accompanying explanatory notes attached to the interim financial report.



## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE THIRD QUARTER ENDED 31 MARCH 2023

_	Current period to date ended 31.03.2023 RM'000	Preceding period to date ended 31.03.2022 RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	11,434	-
Adjustments for:		
Depreciation of property, plant and equipment	27,357	-
Depreciation of right-of-use assets	611	-
Finance costs	56	-
Gain on reassessments and modifications of leases	(16)	-
Interest income	(695)	-
Impairment loss on other investment	2,180	-
Loss on dilution of interest of subsidiaries	330	-
Negative goodwill	(360)	-
Operating profit before changes in working capital	40,897	-
Changes in working capital:	,	
Receivables	(29,114)	_
Payables	68,264	-
Cash generated from operations	80,047	-
Interest received	695	_
Income tax paid	(140)	-
Net cash generated from operating activities	80,602	-
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of additional equity interest of subsidiary	(245)	_
Net cash outflow upon dilution of interest of subsidiaries	(123)	_
Purchase of property, plant and equipment	(124,520)	_
Net cash used in investing activities	(124,888)	
	(121,000)	
CASH FLOW FROM FINANCING ACTIVITIES	(= = 0 )	
Increase in fixed deposits with the licensed banks	(7,286)	-
Ordinary share capital contributed by non-controlling interests of a subsidiary	245	=
Payment of lease liabilities	(645)	-
Net cash used in financing activities	(7,686)	<u> </u>
Net decrease in cash and cash equivalents	(51,972)	_
Effects of exchange rate changes	(160)	_
Cash and cash equivalents at beginning of the financial period	100,348	_
Cash and cash equivalents at end of the financial period	48,216	-
_	, -	
Cash and cash equivalents comprised:		
Fixed deposits with licenced banks	7,286	-
Cash and bank balances	48,216	
<u>-</u>	55,502	-

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

The Condensed Consolidated Statements of Cash Flows should be read in conjunction with the audited financial statements for the financial year ended 30 June 2022 and the accompanying explanatory notes to the interim financial report.



#### NOTES TO THE INTERIM FINANCIAL REPORT

### A1. Basis of preparation

The interim financial report is unaudited and has been prepared in compliance with the requirements of MFRS 134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended 30 June 2022. 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 year ended 30 June 2022.

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

### A2. Significant Accounting Policies

The significant accounting policies adopted by the Group in the interim financial report are consistent with those adopted in the audited financial statements of the Group for the financial period ended 30 June 2022.

### (a) New/ Revised MFRSs, Amendments to MFRSs and Interpretations not adopted

# MFRSs, Amendments to MFRSs and Interpretations effective for annual periods beginning on or after 1 January 2023

- MFRS 17 Insurance Contracts, Amendments to MFRS 17 Insurance contracts and Initial Application of MFRS 17 and MFRS 9 Comparative Information (Amendment to MFRS 17 Insurance Contracts)
- Amendments to MFRS 101 Presentation of Financial Statements Classification of Liabilities as Current or Non-current
- Amendments to MFRS 101 Presentation of Financial Statements Disclosure of Accounting Policies
- Amendments to MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors Definition of Accounting Estimates
- Amendments to MFRS 112 Income Taxes Deferred Tax related to Assets and Liabilities arising from a Single Transaction

# MFRSs, Amendments to MFRSs and Interpretations effective for annual periods beginning on or after 1 January 2024

- Amendments to MFRS 16 Leases Lease Liability in a Sale and Leaseback
- Amendments to MFRS 101 Presentation of Financial Statements Non-current Liabilities with Covenants

#### MFRSs, Amendments to MFRSs and Interpretations effective date yet to be confirmed

• Amendments to MFRS 10 Consolidated Financial Statements and MFRS 128 Investment in Associates and Joint Ventures – Sale or Contribution of Assets between an investor and its Associate or Joint Venture



### A2. Significant Accounting Policies (Cont'd)

The Group did not early adopt the above MFRSs, amendments to MFRSs and interpretations as they are not expected to have a significant effect on its consolidated financial statements.

### A3. Seasonal or Cyclical Factors

The principal business operations of the Group are not materially affected by seasonal or cyclical factors during the financial period to date under review.

### A4. Exceptional Items

There were no items affecting assets, liabilities, equity, net income or cash flows that were unusual because of their nature, size or incidence during the financial period to date under review.

#### **A5.** Changes in Estimates

There were no material changes in estimates of the amounts reported during the current quarter and financial period to date under review.

#### A6. Changes in Debts and Equity Securities

There were no issuances, share cancellations, share buy-back, share held as treasury share, resale of treasury share and repayments of debts and equity securities for the financial period under review.

#### A7. Dividends Paid

No dividends have been paid during the current quarter and financial period to date under review.



## **A8.** Segmental Information

## (a) Segment analysis for the financial period to date ended 31 March 2023:

				Internet of Things		
	CRM RM'000	Platform RM'000	Cloud RM'000	("IoT") RM'000	Others RM'000	Total RM'000
Revenue						
Total revenue	31,700	32	367	221,665	-	253,764
- Inter-segment revenue	-	(8)	(3)	(12,500)	-	(12,511)
Revenue from external parties	31,700	24	364	209,165	-	241,253
Results						
Segment (loss)/profit	3,558	(22)	(14,932)	23,585	(699)	11,490
Finance costs	-	-	(54)	(2)	-	(56)
(Loss)/Profit before taxation	3,558	(22)	(14,986)	23,583	(699)	11,434
Taxation	(1,020)	1	2	1,918	(46)	855
Net (loss)/profit for the financial period	2,538	(21)	(14,984)	25,501	(745)	12,289
Addition of property, plant and equipment	22,000	-	30,137	72,383	-	124,520
Segment assets	41,720	13	29,851	405,596	16,759	493,939
Non-cash expenses						
Depreciation of property, plant and equipment	(2,668)	-	(2,259)	(22,430)	-	(27,357)
Depreciation of right-of-use assets		-	(515)	(96)	-	(611)



### **A8.** Segmental Information (Cont'd)

## (b) Segment analysis for the financial period to date ended 31 March 2022:

	CRM RM'000	Platform RM'000	Cloud RM'000	IoT RM'000	Others RM'000	Total RM'000
Revenue						
Total revenue	-	-	-	-	-	-
- Inter-segment revenue	-	-	-	-	-	-
Revenue from external parties	-	-	-	-	-	_
Results						
Segment profit/(loss)	_	_	_	_	_	_
Finance costs	_	-	_	_	_	-
Profit/(Loss) before taxation	-	-	_	-	-	_
Taxation	_	-	_	-	-	-
Net profit/(loss) for the financial period	-	-	-	-	-	-
Addition of property, plant and equipment	_	_	_	_	_	_
Segment assets	-	-	-	-	-	_
Non-cash expenses						
Depreciation of property, plant and equipment	_	_	_	_	_	_
Depreciation of property, plant and equipment  Depreciation of right-of-use assets	-	-	-	-	-	_

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.



### A9. Significant Event During The Financial Period

There was no significant event during the current quarter ended 31 March 2023.

#### A10. Subsequent Events

Save as disclosed in B5, there were no material events subsequent to the reporting date up to 25 May 2023, being the latest practicable date which is not earlier than 7 days from the date of issuance of this interim financial report.

### A11. Changes in the Composition of the Group

There were no material changes in the composition of the Group during the current quarter and financial period under review.

### A12. Changes in Contingent Liabilities and Assets

There were no material contingent liabilities or assets during the current quarter under review.

### **A13.** Capital Commitments

There were no material capital commitments during the current quarter under review.

## **A14. Significant Related Party Transactions**

The significant related party transactions as at period to date were summarised as below:

	Current quarter ended 31.03.2023 RM'000	Current period to date ended 31.03.2023 RM'000
Provision of information technology service to Ageson Berhad	61	182
Provision of software system to Annum Berhad	8,000	8,000
Provision of professional hubs set up from Ageson Berhad	(1,200)	(1,200)
Office rental expense to VNH One Sdn. Bhd.	(33)	(99)



#### ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS

#### **B1.** Review of Performance

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

The comparison of the quarterly results is tabulated below:

Table 1: Financial review for current quarter and financial period to date

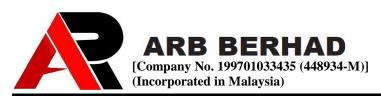
	Current quarter ended 31.03.2023 RM'000	Comparative quarter ended 31.03.2022 RM'000	Changes (RM'000 / %)	Current period to date ended 31.03.2023 RM'000	Preceding period to date ended 31.03.2022 RM'000	Changes (RM'000 / %)
Revenue	85,774	-	- / -	241,253	-	- / -
Profit Before Tax ("PBT")	2,869	-	- / -	11,434	-	- / -
Profit After Tax	4,847	-	- / -	12,289	-	- / -
EPS Attributable	0.13	-	- / -	0.64	-	- / -
to Owners of the Company (sen)						

The Group registered revenue of RM85.8 million in current quarter was mainly contributed by revenue generated from CRM segment, smart agriculture and gadget distribution in IoT segments.

Table 2: Financial review for current quarter compared with immediate preceding quarter

		Immediate	
	Current	preceding	
	quarter	quarter	
	ended	ended	
	31.03.2023	31.12.2022	Changes
	RM'000	RM'000	(RM'000 / %)
Revenue	85,774	87,638	(1,864) / (2)
PBT	2,869	4,828	(1,959) / (41)
Profit After Tax	4,847	4,089	758 / 19
EPS Attributable to Owners of the Company (sen)	0.13	0.26	(0.13) / (50)

The Group reported PBT of RM2.9 million in current quarter compare with RM4.8 million in immediate preceding quarter, representing a decrease of RM2.0 million or 41% in PBT. The lower PBT of the Group primarily due to the lower revenue achieved for the current quarter. Despite the lower revenue achieved, the higher PAT was due to lower tax provision as a result of the utilisation of unabsorded capital allowance for certain subsidiary companies and over provision of tax in prior year.



#### **B2.** Group's Prospect

Considering Malaysia's projected national economic growth is expected to be 4.5% in 2023, sustained inflation and high interest rates, enterprises are expected to prudently allocate their CAPEX investment in order to monitor their increasing operation costs.

Despite the aforesaid challenges, the global IoT market size outlook is estimated to show resilience and long-term growth, projected to reach USD484 billion by 2027. This growth is mainly driven by spending on digital transformation and new technologies. [sources: https://iot-analytics.com]

Malaysian Government continues focusing on Digital Agenda to support businesses in adopting automation and digitalisation. According to the Malaysian revised budget 2023, RM725 million is provided for the implementation of digital connectivity projects and a financing fund of RM1 billion is allocated under Bank Negara Malaysia to support small and medium enterprises automate their business processes and digitalise their operations. As a result, the IoT solutions segment is continue playing an important role to the Group's sustainable growth of earning in the future. The IoT Platform Technology, which is a solution that focuses on retail customers, will become the Group's new driven engine to this IoT segment.

Upon completion of the NASDAQ Stock Exchange in New York listing on April 5, 2023, the Group is planning to establish a regional office in Singapore to facilitate the Group's business expansion in ASEAN region. This also reflect the Group's commitment to shareholders to accelerate the strategic plans regionally to generate positive value of shareholders by exploring potential business opportunities and strategic merger and acquisition opportunities.

#### **B3.** Variance of Actual Profit from Profit Forecast

The Group did not issue any profit forecast and profit guarantee during the current quarter under review.

#### **B4.** Tax expense

	Current quarter ended 31.03.2023 RM'000	Current period to date ended 31.03.2023 RM'000
Current period provision	2,611	6,226
Over provision in prior year	(6,011)	(6,011)
	(3,400)	215
Deferred taxation	1,422	(1,070)
	(1,978)	(855)

Taxation is computed after taking into consideration the available capital allowances and the adjusted business losses carried forward from previous years to set off against taxable profit.



#### **B5.** Corporate Proposal

(a) Proposed listing of ARB IOT Group Limited on NASDAQ Stock Exchange in New York ("Proposed Listing of Subsidiary")

On 22 February 2022, ARB Berhad ("ARB" or the "Company") announced its intention to undertake the Proposed Listing of Subsidiary.

On 24 June 2022, ARB IOT Group Limited, an indirect wholly-owned subsidiary of ARB ("AIGL") had filed its draft Registration Statement on Form F-1 (draft prospectus) (i.e., the registration statement required to be filed for foreign companies to be listed on a United States of America ("USA") stock exchange) to Securities Exchange Commission ("SEC") in USA.

On 7 July 2022, AIGL had submitted the listing application to the National Association of Securities Dealers Automated Quotation ("NASDAQ") Stock Exchange in New Yoke for the proposed listing of AIGL on the NASDAQ Stock Exchange.

On 12 August 2022, on behalf of the Board of Directors of ARB, TA Securities Holding Berhad announced that the Company proposes to undertake the Proposed Listing of Subsidiary.

Proposed IPO of at least 1,200,000 new shares ("Issue Shares"), representing approximately 4.58% of the enlarged issued share capital of AIGL after the IPO in Minimum Scenario and up to 2,173,500 Issue Shares representing approximately 8.00% of the enlarged issued share capital of AIGL after the IPO in the Maximum Scenario on the NASDAQ Stock Exchange.

The Issue Shares pursuant to the Proposed IPO will be issued at an issue price of at least USD4 per Issue Share. The minimum issue price of USD4 per Issue Share was based on the minimum level of bid price (issue price) allowed for the listing of and quotation of the issue shares on the NASDAQ Stock Exchange for the IPO.

Based on the indicative issue price of USD4 per Issue Share (or equivalent to RM18.40<sup>1</sup> per Issue Share), the Proposed IPO is expected to raise a minimum gross proceed of USD4.80 million (or equivalent to RM22.09 million).

The Proposed Listing of Subsidiary and/or the Proposed IPO is subject to and conditional upon the following approvals being obtained from:

- (i) the shareholders of ARB for the Proposed Listing of Subsidiary at the extraordinary general meeting to be convened;
- (ii) the SEC for the Registration Statement on Form F-1 (prospectus);
- (iii) NASDAQ Stock Exchange for the Proposed IPO; and
- (iv) any other relevant authorities/parties' approval, if required.

The Proposed Listing of Subsidiary will result in a dilution of ARB's effective equity interest in AIGL from 100% to not less than 92% under the Maximum Scenario. Pursuant to Paragraph 10.02(g) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the highest percentage ratio applicable to the Proposed Listing of Subsidiary is 32.28%, calculated based on the audited consolidated net assets of ARB as at 31 December 2020.



#### **B5.** Corporate Proposal (Cont'd)

## (a) Proposed listing of ARB IOT Group Limited on NASDAQ Stock Exchange in New York ("Proposed Listing of Subsidiary") (Cont'd)

The Company had issued the circular to shareholders in relation to the Proposed Listing of Subsidiary on 6 October 2022 and obtained its shareholders' approval at the extraordinary general meeting held on 21 October 2022.

The Listing of Subsidiary has been completed on 5 April 2023 (Eastern Time) following the listing of the Issue Shares on NASDAQ Stock Exchange. A final prospectus relating to the offering will be filed with the SEC and will be available on the SEC's website at http://www.sec.gov.

#### Note:

(1) The exchange rate used for illustrative purposes is USD 1.00: RM 4.601, derived from exchange rate based on Bank Negara Malaysia middle rate as at 5.00 p.m. on the 26 September 2022.

### **B6.** Material Litigation

The Group does not engaged in any material litigation and the Directors do not have any knowledge of any proceedings pending or threatened against the Group which might materially and adversely affect the financial position or business of the Group.

#### **B7.** Dividends

No dividend has been recommended by the Board of Directors for the current quarter under review.

## **B8.** Earnings per Share ("EPS")

## (a) Basic EPS

The basic EPS of the Group is calculated based on the profit attributable to owners (ordinary equity holders) of the Company divided by the weighted average number of ordinary shares in issue.

	Current quarter ended 31.03.2023	Comparative quarter ended 31.03.2022	Current period to date ended 31.03.2023	Preceding period to date ended 31.03.2022
Profit attributable to owners of the Company (RM'000)	1,540		7,832	
Weighted average number of ordinary shares outstanding ('000)	1,216,435	-	1,216,435	_
Basic EPS (sen)	0.13		0.64	-



## B8. Earnings per Share ("EPS") (Cont'd)

#### (b) Diluted EPS

The diluted EPS of the Group is calculated based on the profit attributable to owners (ordinary equity holders) of the Company divided by the weighted average number of ordinary shares in issue adjusted to assume conversion of all dilutive potential ordinary shares arising from ICPS as follow:

	Current quarter ended 31.03.2023	Comparative quarter ended 31.03.2022	Current period to date ended 31.03.2023	Preceding period to date ended 31.03.2022
Profit attributable to owners of the Company (RM'000)	1,540	-	7,832	-
Weighted average number of ordinary shares outstanding ('000)	1,216,435	-	1,216,435	-
Effect of dilution of assumed conversion of ICPS ('000)	33,367		33,367	
Adjusted weighted average number of ordinary shares in issue and issuable ('000)	1,249,802	_	1,249,802	
Diluted EPS (sen)	0.12	_	0.63	

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

## **B9.** Auditors' Report on Preceding Annual Financial Statements

There was no audit qualification in the audited report of the Company and its subsidiaries preceding annual financial statements for the financial year ended 30 June 2022.

## **B10.** Items included in the Statement of Profit or Loss

	Current quarter ended 31.03.2023 RM'000	Current period to date ended 31.03.2023 RM'000
Depreciation of property, plant and equipment	(9,164)	(27,357)
Depreciation of right-of-use assets	(204)	(611)
Finance costs	(18)	(56)
Impairment loss on other investment	(2,180)	(2,180)
Interest income	189	695
Gain on reassessments and modifications of leases	-	16
Loss on dilution of interest of subsidiaries	-	(330)
Negative goodwill	360	360

By Order of the Board, Dato' Sri Liew Kok Leong Executive Director

25 May 2023