

(Incorporated in Malaysia)

Interim Unaudited Financial Statements 30 June 2019

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# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

#### FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2019

|  | Note 3 MONTHS ENDED |                | 6 MC             | 6 MONTHS ENDED |                |                  |             |
|--|---------------------|----------------|------------------|----------------|----------------|------------------|-------------|
|  |                     | 30 JUN<br>2019 | 30 JUN<br>2018   | %              | 30 JUN<br>2019 | 30 JUN<br>2018   | %           |
|  |                     | RM'000         | RM'000           | +/(-)          | RM'000         | RM'000           | +/(-)       |
| Revenue  | 10                  | 55,163         | 166,396          | -67%           | 107,339        | 214,168          | -50%        |
| Cost of sales  |                     | (35,920)       | (142,304)        | -75%           | (69,376)       | (170,738)        | -59%        |
| - Depreciation   |                     | (6,670)        | (5,722)          | 17%            | (13,425)       | (11,231)         | 20%         |
| - Others   |                     | (29,250)       | (136,582)        | -79%           | (55,951)       | (159,507)        | -65%        |
| Gross profit   |                     | 19,243         | 24,092           | -20%           | 37,963         | 43,430           | -13%        |
| Other income   |                     | 644            | 778              | -17%           | 1,506          | 1,506            | 0%          |
| Administrative expenses  |                     | (12,503)       | (11,163)         | 12%            | (23,100)       | (21,593)         | 7%          |
| - Depreciation   |                     | (808)          | (859)            | -6%            | (1,569)        | (1,832)          | -14%        |
| - Others   |                     | (11,695)       | (10,304)         | 13%            | (21,531)       | (19,761)         | 9%          |
| Selling and marketing expenses   |                     | (1,261)        | (2,160)          | -42%           | (2,301)        | (3,690)          | -38%        |
| Other gain/(expenses), net<br>Finance costs  |                     | 1,700<br>(351) | (2,440)<br>(248) | 170%<br>42%    | 1,303<br>(736) | (3,598)<br>(485) | 136%<br>52% |
|  |                     |                |                  |                |                |                  |             |
| Profit before tax  |                     | 7,472          | 8,859            | -16%           | 14,635         | 15,570           | -6%         |
| Taxation   | 21                  | (227)          | (134)            | 69%            | (511)          | (407)            | 26%         |
| Profit for the financial period  |                     | 7,245          | 8,725            | -17%           | 14,124         | 15,163           | -7%         |
| Other comprehensive income/(loss), net of tax: Item that may be reclassified subsequently to profit or loss                        |                     |                |                  |                |                |                  |             |
| <ul> <li>Foreign currency translation, representing other</li> <li>comprehensive income/(loss) for the financial period</li> </ul> |                     | 3,519          | 9,352            | -62%           | (40)           | (436)            | -91%        |
| Total comprehensive income for the financial period  | •                   | 10,764         | 18,077           | -40%           | 14,084         | 14,727           | -4%         |
| 7. M   | '                   |                |                  |                |                |                  |             |
| Profit attributable to: Owners of the Company  |                     | 7,154          | 8,634            | -17%           | 13,874         | 15,000           | -8%         |
| Non-controlling interests  |                     | 91             | 91               | 0%             | 250            | 163              | 53%         |
|  | ,                   | 7,245          | 8,725            | -17%           | 14,124         | 15,163           | -7%         |
| Total comprehensive income attributable to:  |                     |                |                  |                |                |                  |             |
| Owners of the Company  |                     | 10,346         | 17,071           | -39%           | 13,841         | 14,662           | -6%         |
| Non-controlling interests  |                     | 418            | 1,006            | -58%           | 243            | 65               | 274%        |
|  | ,                   | 10,764         | 18,077           | -40%           | 14,084         | 14,727           | -4%         |
| Earnings per ordinary share attributable to owners of the Company (sen):   |                     |                |                  |                |                |                  |             |
| Basic  | 27                  | 0.46           | 0.56 *           | -18%           | 0.90           | 0.98 *           | -8%         |
| Diluted  | 27                  | 0.46           | 0.56 *           | -18%           | 0.90           | 0.97 *           | -7%         |

<sup>\*</sup> The comparative basic earnings per ordinary share and diluted earnings per ordinary share were recalculated to reflect the bonus issue on 20 September 2018.



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2019

|  | Note | AS AT<br>30 JUN 2019<br>RM'000 | AS AT<br>31 DEC 2018<br>RM'000 |
|--|------|--------------------------------|--------------------------------|
| ASSETS                                       |      |                                |                                |
| Non-current assets                           |      |                                |                                |
| Property, plant and equipment                | 11   | 196,402                        | 173,198                        |
| Investments in associates                    |      | 165                            | 165                            |
| Right-of-use assets                          |      | 2,058                          | 1,552                          |
| Intangible assets                            |      | 2,089                          | 2,295                          |
| Trade receivables                            |      | 6,918                          | 25                             |
| Other receivables                            |      | 27                             | 37                             |
| Lease receivables                            |      | 9,954                          | 8,286                          |
| Due from associates                          |      | 2,866                          | 2,867                          |
|  |      | 220,479                        | 188,425                        |
| Current assets                               |      |                                |                                |
| Inventories                                  |      | 3,687                          | 4,725                          |
| Trade receivables                            |      | 86,485                         | 123,399                        |
| Other receivables                            |      | 39,090                         | 47,091                         |
| Lease receivables                            |      | 3,283                          | 2,246                          |
| Deposits with licensed banks                 |      | 5,195                          | 6,287                          |
| Cash and bank balances                       |      | 39,424                         | 56,412                         |
| Cush and bank barances                       |      | 177,164                        | 240,160                        |
| TOTAL ASSETS                                 |      | 397,643                        | 428,585                        |
| TOTAL ASSETS                                 |      | 371,043                        | 420,303                        |
| EQUITY AND LIABILITIES                       |      |                                |                                |
| Equity attributable to owners of the Company |      |                                |                                |
| Share capital                                |      | 158,146                        | 157,053                        |
| Foreign currency translation reserve         |      | 17,475                         | 17,508                         |
| Share options reserve                        |      | 1,877                          | 2,176                          |
| Retained earnings                            |      | 71,934                         | 58,060                         |
| Retained earnings                            |      | 249,432                        | 234,797                        |
| Non controlling interests                    |      | 21,231                         |                                |
| Non-controlling interests                    |      | 270,663                        | 20,988<br>255,785              |
| Total equity                                 |      | 270,003                        | 255,765                        |
| Non-current liabilities                      |      |                                |                                |
| Borrowings                                   | 23   | 4,558                          | 5,472                          |
| Lease liabilities                            |      | 1,431                          | 657                            |
| Trade payables                               |      | 4,038                          | 8,592                          |
| Deferred tax liabilities                     |      | 134                            | 134                            |
| Deferred tax habilities                      |      | 10,161                         | 14,855                         |
| Current liabilities                          |      | 10,101                         | 14,033                         |
| Borrowings                                   | 23   | 3,235                          | 13,870                         |
| Lease liabilities                            | 25   | 660                            | 913                            |
| Trade payables                               |      | 72,148                         | 107,748                        |
| Other payables                               |      | 40,230                         | 34,615                         |
| Due to associates                            |      | 40,230                         | 34,013<br>89                   |
| Current tax liabilities                      |      | 457                            |                                |
| Current tax natimites                        |      | 116,819                        | 710<br>157,945                 |
| Total liabilities                            |      |                                |                                |
|  |      | 126,980                        | 172,800                        |
| TOTAL EQUITY AND LIABILITIES                 |      | 397,643                        | 428,585                        |
| Net assets per share (sen)                   |      | 16                             | 15                             |
| ther assers her strate (seri)                |      | 10                             | 15                             |



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2019

|   | Attributable to owners of the Company    Non-distributable  Distributable |                            |   |                              |                                |                 |  |                           |
|---|---|----------------------------|---|------------------------------|--------------------------------|-----------------|--|---------------------------|
|   | Share<br>capital<br>RM'000  | Share<br>premium<br>RM'000 | Foreign<br>currency<br>translation<br>reserve<br>RM'000 | Share options reserve RM'000 | Retained<br>earnings<br>RM'000 | Total<br>RM'000 | Non-<br>controlling<br>interests<br>RM'000 | Total<br>equity<br>RM'000 |
| At 1 January 2019                                   | 157,053   | -                          | 17,508  | 2,176                        | 58,060                         | 234,797         | 20,988                                     | 255,785                   |
| Profit for the financial period                     | -   | -                          | -   | -                            | 13,874                         | 13,874          | 250  | 14,124                    |
| Foreign currency translations                       | =   | =                          | (33)  | -                            | -                              | (33)            | (7)  | (40)                      |
| Total comprehensive income for the financial period | -   | -                          | (33)  | -                            | 13,874                         | 13,841          | 243  | 14,084                    |
| Transaction with owners:                            |   |                            |   |                              |                                |                 |  |                           |
| Issue of ordinary shares pursuant to ESOS           | 1,093   | -                          | -   | (302)                        | _                              | 791             | _  | 791                       |
| Share options vested under ESOS                     | -   | -                          | -   | 3                            | -                              | 3               | -  | 3                         |
| Total transactions with owners                      | 1,093   | -                          | -   | (299)                        | -                              | 794             | -  | 794                       |
| At 30 June 2019                                     | 158,146   | -                          | 17,475  | 1,877                        | 71,934                         | 249,432         | 21,231                                     | 270,663                   |



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2019 (CONTINUED)

|   | Attributable to owners of the Company    Non-distributable  Distributable |                            |   |                              |                                |                 |  |                           |
|---|---|----------------------------|---|------------------------------|--------------------------------|-----------------|--|---------------------------|
|   | Share<br>capital<br>RM'000  | Share<br>premium<br>RM'000 | Foreign<br>currency<br>translation<br>reserve<br>RM'000 | Share options reserve RM'000 | Retained<br>earnings<br>RM'000 | Total<br>RM'000 | Non-<br>controlling<br>interests<br>RM'000 | Total<br>equity<br>RM'000 |
| At 1 January 2018                                   | 134,730   | 21,128                     | 12,805  | 1,740                        | 39,671                         | 210,074         | 20,820                                     | 230,894                   |
| Effects of adopting MFRS 9, MFRS 15 and MFRS 16     | -   | -                          | 191   | -                            | (6,971)                        | (6,780)         | (499)                                      | (7,279)                   |
| At 1 January 2018 (as restated)                     | 134,730   | 21,128                     | 12,996  | 1,740                        | 32,700                         | 203,294         | 20,321                                     | 223,615                   |
| Profit for the financial period                     | -   | -                          | -   | _                            | 15,000                         | 15,000          | 163  | 15,163                    |
| Foreign currency translations                       | -   | -                          | (338)   | -                            | -                              | (338)           | (98)                                       | (436)                     |
| Total comprehensive income for the financial period | -   | -                          | (338)   | -                            | 15,000                         | 14,662          | 65   | 14,727                    |
| Transaction with owners:                            |   |                            |   |                              |                                |                 |  |                           |
| Issue of ordinary shares pursuant to ESOS           | 873   | -                          | -   | (280)                        | -                              | 593             | -  | 593                       |
| Share options vested under ESOS                     | -   | -                          | -   | 345                          | -                              | 345             | -  | 345                       |
| Dividends paid                                      | -   | -                          | -   | -                            | (9,413)                        | (9,413)         | -  | (9,413)                   |
| Total transactions with owners                      | 873   | -                          | -   | 65                           | (9,413)                        | (8,475)         | -  | (8,475)                   |
| At 30 June 2018                                     | 135,603   | 21,128                     | 12,658  | 1,805                        | 38,287                         | 209,481         | 20,386                                     | 229,867                   |



# CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2019

|   | 6 MONTHS ENDEI<br>30 JUN 30 JUN<br>2019 20<br>RM'000 RM'0 |         |
|---|---|---------|
| CASH FLOWS FROM OPERATING ACTIVITIES                    |   |         |
| Profit before tax                                       | 14,635  | 15,570  |
| Adjustments for:  |   |         |
| Interest income   | (105)   | (265)   |
| Interest expense  | 617   | 358     |
| Amortisation of intangible assets                       | 204   | 198     |
| Depreciation of property, plant and equipment           | 14,613  | 12,468  |
| Depreciation of right-of-use assets                     | 381   | 595     |
| Gain on disposal of property, plant and equipment       | (4)   | -       |
| Loss on lease modification                              | 4   | -       |
| Impairment losses (trade receivables)                   | 36  | 407     |
| Impairment losses written back (trade receivables)      | (186)   | (8)     |
| Inventories written back                                | 820   | 134     |
| Share options granted under ESOS                        | 3   | 345     |
| Unrealised forex losses                                 | 239   | 4,440   |
| Written off on property, plant and equipment            | 1   | 23      |
| Operating profit before changes in working capital      | 31,258  | 34,265  |
| Changes in working capital:                             |   |         |
| Receivables, amount due from associates and inventories | 38,222  | (6,045) |
| Payables and amount due to associates                   | (34,661)  | (9,723) |
| Cash generated from operations                          | 34,819  | 18,497  |
| Interest paid   | (617)   | (358)   |
| Tax paid, net   | (764)   | (1,020) |
| Net cash from operating activities                      | 33,438  | 17,119  |



# CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2019 (CONTINUED)

|  | 6 MONTHS ENDED           |                          |  |
|--|--------------------------|--------------------------|--|
|  | 30 JUN<br>2019<br>RM'000 | 30 JUN<br>2018<br>RM'000 |  |
|  | 1111 000                 | 241.2 000                |  |
| CASH FLOWS FROM INVESTING ACTIVITIES   |                          |                          |  |
| Purchase of property, plant and equipment  | (39,218)                 | (18,101)                 |  |
| Proceeds from disposal of property, plant and equipment                                  | 4                        | -                        |  |
| Changes in deposits pledged to licensed banks  | 273                      | 137                      |  |
| Changes in bank balances pledged to licensed banks                                       | -                        | 2,084                    |  |
| Interest received  | 105                      | 265                      |  |
| Net cash used in investing activities  | (38,836)                 | (15,615)                 |  |
| CASH FLOWS FROM FINANCING ACTIVITIES   |                          |                          |  |
| Net (repayments)/drawdown of onshore foreign currency loan                               | (1,473)                  | 333                      |  |
| Net repayments of term loan and revolving credits  | (10,005)                 | (4,185)                  |  |
| Net repayments of hire purchase creditors  | (33)                     | (32)                     |  |
| Repayments of lease liabilities  | (358)                    | (595)                    |  |
| Proceeds from issuance of ordinary shares  | 791                      | 593                      |  |
| Dividends paid   | <u> </u>                 | (9,413)                  |  |
| Net cash used in financing activities  | (11,078)                 | (13,299)                 |  |
| NET DECREASE IN CASH AND CASH EQUIVALENTS  | (16,476)                 | (11,795)                 |  |
| EFFECTS OF FOREIGN EXCHANGE RATE CHANGES   | (1,331)                  | (3,015)                  |  |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL PERIOD                           | 57,231                   | 103,841                  |  |
| CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL PERIOD                             | 39,424                   | 89,031                   |  |
| Cash and cash equivalents at the end of the financial period comprise of the followings: |                          |                          |  |
| Cash and bank balances   | 39,424                   | 88,249                   |  |
| Deposits with licensed banks   | 5,195                    | 8,242                    |  |
|  | 44,619                   | 96,491                   |  |
| Less: Deposits pledged to licensed banks   | (5,195)                  | (7,460)                  |  |
| _  | 39,424                   | 89,031                   |  |

# PART A - EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD ("MFRS") 134

### 1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with MFRS 134 *Interim Financial Reporting* and paragraph 9.22 of the Listing Requirements of Bursa Securities.

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2018. The explanatory notes attached to the interim financial statements provide explanation of events and transactions that are significant for an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2018.

#### 2. Changes in Accounting Policies

#### 2.1 New MFRSs adopted during the financial period

The Group adopted the followings Standards of the MFRS Framework that were issued by the Malaysian Accounting Standards Board ("MASB") during the financial period:

IC Interpretation 23 Uncertainty over Income Tax Treatments

Amendments to MFRS 128 Long-term Interests in Associates and Joint Ventures

Amendments to MFRS 9 Prepayment Features with Negative Compensation

Amendments to MFRS 3 Annual Improvements to MFRS Standards 2015 - 2017 Cycle

Amendments to MFRS 11 Annual Improvements to MFRS Standards 2015 - 2017 Cycle

Amendments to MFRS 112 Annual Improvements to MFRS Standards 2015 - 2017 Cycle

Amendments to MFRS 123 Annual Improvements to MFRS Standards 2015 - 2017 Cycle

Amendments to MFRS 119 Plan Amendment, Curtailment or Settlement

Adoption of the above Standards did not have any material effect on the financial performance or position of the Group.

#### 2.2 New MFRSs that have been issued but not yet effective

The following are Standards of the MFRS Framework that have been issued by the MASB but have not been early adopted by the Group:

| Title  | <b>Effective Date</b> |
|--|-----------------------|
| Amendments to References to the Conceptual Framework in MFRS Standards | 1 January 2020        |
| Amendments to MFRS 3 Definition of a Business                          | 1 January 2020        |
| Amendments to MFRS 101 and MFRS 108 Definition of Material             | 1 January 2020        |
| MFRS 17 Insurance Contracts  | 1 January 2021        |
| Amendments to MFRS 10 and MFRS 128 Sale or Contribution of Assets      | Deferred              |
| between an Investor and its Associate or Joint Venture                 |                       |

The Group does not expect the adoption of the above Standards to have a significant impact on the financial statements.



# 3. Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the financial year ended 31 December 2018 was not qualified.

### 4. Significant Event

During the quarter under review, there were no events that have not been reflected in the financial statements.

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

The overall business of the Group was not affected by any significant seasonal factors.

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

There were no items affecting assets, liabilities, equity, net income, or cash flows during the current quarter that are unusual because of their nature, size and incidence.

#### 7. Changes in Estimates

There were no changes in the nature and amount of estimates reported that will have a material effect in the current quarter.

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

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities except for the following:

#### • Share Capital

|   | Number of ordinary shares ('000) |           |  |  |
|---|----------------------------------|-----------|--|--|
|   | 2019                             | 2018      |  |  |
| As at 1 January                           | 1,539,090                        | 1,340,547 |  |  |
| Issue of ordinary shares pursuant to ESOS | 7,153                            | 6,260     |  |  |
| Issue of bonus shares                     | -                                | 192,283   |  |  |
| As at 30 June/31 December                 | 1,546,243                        | 1,539,090 |  |  |

#### 9. Dividends Paid

No dividend was paid during the financial period ended 30 June 2019.

# 10. Segmental Information

Segment information is presented in respect of the Group's business segments:

|   | 3 MONTHS ENDED<br>30 JUN 30 JUN<br>2019 2018<br>RM'000 RM'000 |         | 6 MONTHS<br>30 JUN<br>2019<br>RM'000 | 30 JUN<br>2018<br>RM'000 |  |
|---|---|---------|--------------------------------------|--------------------------|--|
| Segment Revenue                                   |   |         |                                      |                          |  |
| Sales and Marketing                               | 23,158  | 138,368 | 45,123                               | 153,540                  |  |
| Technical Support and Management                  | 31,361  | 27,469  | 60,863                               | 59,486                   |  |
| Engineering Services                              | 587   | 510     | 1,079                                | 1,027                    |  |
| Others (1)  | 174   | 112     | 454                                  | 241                      |  |
|   | 55,280  | 166,459 | 107,519                              | 214,294                  |  |
| Eliminations                                      | (117)   | (63)    | (180)                                | (126)                    |  |
| Revenue   | 55,163  | 166,396 | 107,339                              | 214,168                  |  |
| EBITDA*   |   |         |                                      |                          |  |
| Sales and Marketing                               | 3,426   | 9,601   | 7,452                                | 10,188                   |  |
| Technical Support and Management                  | 12,359  | 10,221  | 25,363                               | 25,772                   |  |
| Engineering Services                              | 350   | 368     | 632                                  | 697                      |  |
| Others  | (55)  | 113     | 34                                   | 512                      |  |
| Unallocated                                       | (735)   | (4,588) | (3,031)                              | (7,980)                  |  |
| Total   | 15,345  | 15,715  | 30,450                               | 29,189                   |  |
| Segment Results                                   |   |         |                                      |                          |  |
| Sales and Marketing                               | 3,320   | 9,483   | 7,236                                | 9,971                    |  |
| Technical Support and Management                  | 5,399   | 4,234   | 11,392                               | 13,988                   |  |
| Engineering Services                              | 350   | 324     | 617                                  | 610                      |  |
| Others  | (453)   | (345)   | (739)                                | (494)                    |  |
|   | 8,616   | 13,696  | 18,506                               | 24,075                   |  |
| Unallocated expenses                              | (793)   | (4,589) | (3,135)                              | (8,020)                  |  |
| - Interest income                                 | 48  | 130     | 99                                   | 257                      |  |
| - Legal and professional fee                      | (133)   | (177)   | (206)                                | (270)                    |  |
| - Realised foreign exchange gain                  | 1,628   | 560     | 1,543                                | 866                      |  |
| - Staff cost - ESOS                               | -   | (111)   | -                                    | (222)                    |  |
| - Sundry income                                   | 26  | 24      | 55                                   | 67                       |  |
| - Unrealised foreign exchange gain/(loss) (trade) | 1,011   | (385)   | 821                                  | (1,063)                  |  |
| - Unrealised foreign exchange loss (non-trade)    | (933)   | (2,595) | (1,060)                              | (3,377)                  |  |
| - Other expenses                                  |   |         |                                      |                          |  |
|   | (2,440)   | (2,035) | (4,387)                              | (4,278)                  |  |

#### Note

- (1) "Others" consist of revenue from leasing of Chateau building, manufacturing activities, research & development activities and inter-segment transaction.
- \* Earnings before interest, taxation, depreciation, amortisation, impairment of property, plant & equipment, intangible assets and investments.



#### 11. Valuation of Property, Plant and Equipment

The Group did not revalue any of its property, plant and equipment during the current quarter.

#### 12. Subsequent Events

There were no material events subsequent to the end of the current quarter except for:

- (a) The Company has allotted the following ordinary shares for cash pursuant to the Company's ESOS:
  - (i) 89,598 ordinary shares at an issue price of RM0.088 per ordinary share;
  - (ii) 107,768 ordinary shares at an issue price of RM0.091 per ordinary share;
  - (iii) 9,142 ordinary shares at an issue price of RM0.092 per ordinary share; and
  - (iv) 185,140 ordinary shares at an issue price of RM0.103 per ordinary share.

### 13. Changes in the Composition of the Group during the quarter

There were no material changes in the composition of the Group during the current quarter.

### 14. Changes in Contingent Liabilities and Contingent Assets

There were no material changes in contingent liabilities and assets since the previous quarter.

#### 15. Capital Commitments

The amount of capital commitments as at 30 June 2019 is as follows:

AS AT 30 JUN 2019 RM'000

| $\sim$   | •. •  |         | 11.   |
|----------|-------|---------|-------|
| ( '21    | nıtal | expend  | htnre |
| $\sim a$ | Duai  | CAPCIIC | шшс   |

Approved but not contracted for:

| Property, plant and equipment | 50,810 |
|-------------------------------|--------|
| - 2019                        | 27,262 |
| - 2020                        | 23,548 |

Contracted but not provided for:

| Property, plant and equipment | 450    |
|-------------------------------|--------|
|                               | 51,260 |

# 16. Significant Related Party Transactions

There were no significant related party transactions during the current quarter except for:

|  | 01.04.2019 to<br>30.06.2019<br>RM'000 | 01.01.2019 to<br>30.06.2019<br>RM'000 |
|--|---------------------------------------|---------------------------------------|
| Sales of products to:  |                                       |                                       |
| - Channel Paradise Sdn. Bhd.                                 | 924                                   | 1,459                                 |
| Technical support and management fee from:                   |                                       |                                       |
| - Timor Holding, S.A.  | 894                                   | 2,063                                 |
| Purchase of products from:                                   |                                       |                                       |
| - Channel Paradise Sdn. Bhd.                                 | 2,338                                 | 2,341                                 |
| - Channel Paradise Pte. Ltd. (f.k.a. Standard RGB Pte. Ltd.) | 249                                   | 702                                   |

Related parties are corporations in which certain Directors of the Company and subsidiaries have substantial interest.

The related party transactions described above were undertaken on mutually agreed and negotiated terms.



# B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B (RULE 9.22(2)) OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES")

#### 17. Performance Review

|   | 3 MO           | 3 MONTHS ENDED |       |                | 6 MONTHS ENDED |       |  |
|---|----------------|----------------|-------|----------------|----------------|-------|--|
|   | 30 JUN<br>2019 | 30 JUN<br>2018 | %     | 30 JUN<br>2019 | 30 JUN<br>2018 | %     |  |
|   | RM'000         | RM'000         | +/(-) | RM'000         | RM'000         | +/(-) |  |
| Revenue   |                |                |       |                |                |       |  |
| Sales and Marketing                               | 23,158         | 138,368        | -83%  | 45,123         | 153,540        | -71%  |  |
| Technical Support and Management                  | 31,361         | 27,469         | +14%  | 60,863         | 59,486         | +2%   |  |
| Engineering Services                              | 587            | 510            | +15%  | 1,079          | 1,027          | +5%   |  |
| Others (1)  | 57             | 49             | +16%  | 274            | 115            | +138% |  |
| Total   | 55,163         | 166,396        | -67%  | 107,339        | 214,168        | -50%  |  |
| EBITDA*   |                |                |       |                |                |       |  |
| Sales and Marketing                               | 3,426          | 9,601          | -64%  | 7,452          | 10,188         | -27%  |  |
| Technical Support and Management                  | 12,359         | 10,221         | +21%  | 25,363         | 25,772         | -2%   |  |
| Engineering Services                              | 350            | 368            | -5%   | 632            | 697            | -9%   |  |
| Others  | (55)           | 113            | -149% | 34             | 512            | -93%  |  |
| Unallocated                                       | (735)          | (4,588)        | -84%  | (3,031)        | (7,980)        | -62%  |  |
| Total   | 15,345         | 15,715         | -2%   | 30,450         | 29,189         | +4%   |  |
| Profit/(Loss) before tax                          |                |                |       |                |                |       |  |
| Sales and Marketing                               | 3,221          | 9,472          | -66%  | 6,929          | 9,955          | -30%  |  |
| Technical Support and Management                  | 5,212          | 4,081          | +28%  | 11,094         | 13,666         | -19%  |  |
| Engineering Services                              | 349            | 323            | +8%   | 616            | 607            | +1%   |  |
| Others  | (453)          | (342)          | +32%  | (739)          | (494)          | +50%  |  |
|   | 8,329          | 13,534         | -38%  | 17,900         | 23,734         | -25%  |  |
| Unallocated expenses                              | (857)          | (4,675)        | -82%  | (3,265)        | (8,164)        | -60%  |  |
| - Finance cost                                    | (64)           | (86)           | -26%  | (130)          | (144)          | -10%  |  |
| - Interest income                                 | 48             | 130            | -63%  | 99             | 257            | -61%  |  |
| - Legal and professional fee                      | (133)          | (177)          | -25%  | (206)          | (270)          | -24%  |  |
| - Realised foreign exchange gain                  | 1,628          | 560            | +191% | 1,543          | 866            | +78%  |  |
| - Staff cost - ESOS                               | -              | (111)          | -100% | -              | (222)          | -100% |  |
| - Sundry income                                   | 26             | 24             | +8%   | 55             | 67             | -18%  |  |
| - Unrealised foreign exchange gain/(loss) (trade) | 1,011          | (385)          | +363% | 821            | (1,063)        | +177% |  |
| - Unrealised foreign exchange loss (non-trade)    | (933)          | (2,595)        | -64%  | (1,060)        | (3,377)        | -69%  |  |
| - Other expenses                                  | (2,440)        | (2,035)        | +20%  | (4,387)        | (4,278)        | +3%   |  |
| Profit before tax                                 | 7,472          | 8,859          | -16%  | 14,635         | 15,570         | -6%   |  |
|   |                |                |       |                |                |       |  |

#### Note

<sup>(1) &</sup>quot;Others" consist of revenue from leasing of Chateau building, manufacturing activities, research & development activities and inter-segment transaction.

<sup>\*</sup> Earnings before interest, taxation, depreciation, amortisation, impairment of property, plant & equipment, intangible assets and investments.



#### 17. Performance Review (Continued)

#### (i) Comparison with previous year's corresponding quarter

The revenue and profit before tax for Sales and Marketing ("SSM") division decreased by 83% and 66% respectively for the quarter ended 30 June 2019 mainly due to the late delivery of certain bulk orders to various countries and also partly caused by a bulk sales to an Integrated Resort in Indochina in previous year's corresponding quarter. However, the bulk orders are expected to be recognised by end of 2019.

The revenue and profit before tax for Technical Support and Management ("TSM") division increased by 14% and 28% respectively for the quarter ended 30 June 2019 as compared to previous year's corresponding quarter due to a better performance in most of the outlets.

#### (ii) Comparison with previous year's corresponding period

The revenue and profit before tax for SSM division decreased by 71% and 30% respectively for the first half of 2019 as compared to preceding year mainly due to the late delivery of certain bulk orders to various countries and also partly caused by a bulk sales to an Integrated Resort in Indochina in previous year's corresponding quarter. However, the bulk orders are expected to be recognised by end of 2019.

The revenue for TSM division increased by 2% for the first half of 2019 as compared to preceding year. However, the profit before tax decreased by 19% which was mainly due to the increase in number of new machines placed in the existing and new TSM outlets, which in turn increase the depreciation expense. In addition, all the set-up cost of two new TSM outlets were charged out during the 6 months which were yet to open as of the reporting date. One of these major TSM outlets was duly opened in the beginning of July 2019.



# 18. Comparison with Previous Quarter's Results

|   | CURRENT<br>QUARTER<br>RM'000 | PREVIOUS<br>QUARTER<br>RM'000 | %<br>+/(-)   |
|---|------------------------------|-------------------------------|--------------|
| Revenue   |                              |                               |              |
| Sales and Marketing                               | 23,158                       | 21,965                        | +5%          |
| Technical Support and Management                  | 31,361                       | 29,502                        | +6%          |
| Engineering Services                              | 587                          | 492                           | +19%         |
| Others (1)  | 57                           | 217                           | <i>-</i> 74% |
| Revenue   | 55,163                       | 52,176                        | +6%          |
| EBITDA*   |                              |                               |              |
| Sales and Marketing                               | 3,426                        | 4,026                         | -15%         |
| Technical Support and Management                  | 12,359                       | 13,004                        | -5%          |
| Engineering Services                              | 350                          | 282                           | +24%         |
| Others  | (55)                         | 89                            | -162%        |
| Unallocated                                       | (735)                        | (2,296)                       | -68%         |
| Total   | 15,345                       | 15,105                        | +2%          |
| Profit/(Loss) before tax                          |                              |                               |              |
| Sales and Marketing                               | 3,221                        | 3,708                         | -13%         |
| Technical Support and Management                  | 5,212                        | 5,882                         | -11%         |
| Engineering Services                              | 349                          | 267                           | +31%         |
| Others  | (453)                        | (286)                         | +58%         |
|   | 8,329                        | 9,571                         | -13%         |
| Unallocated expenses                              | (857)                        | (2,408)                       | -64%         |
| - Finance cost                                    | (64)                         | (66)                          | -3%          |
| - Interest income                                 | 48                           | 51                            | -6%          |
| - Legal and professional fee                      | (133)                        | (73)                          | +82%         |
| - Realised foreign exchange gain/(loss)           | 1,628                        | (85)                          | +2015%       |
| - Sundry income                                   | 26                           | 29                            | -10%         |
| - Unrealised foreign exchange gain/(loss) (trade) | 1,011                        | (190)                         | +632%        |
| - Unrealised foreign exchange loss (non-trade)    | (933)                        | (127)                         | +635%        |
| - Other expenses                                  | (2,440)                      | (1,947)                       | +25%         |
| Profit before tax                                 | 7,472                        | 7,163                         | +4%          |

# <u>Note</u>

- (1) "Others" consist of revenue from leasing of Chateau building, manufacturing activities, research & development activities and inter-segment transaction.
- \* Earnings before interest, taxation, depreciation, amortisation, impairment of property, plant & equipment, intangible assets and investments.



#### 18. Comparison with Previous Quarter's Results (Continued)

The SSM and TSM division recorded a higher revenue in this quarter. However, the profit before tax has decreased respectively by 13% and 11% and this is mainly due to the charge-out of performance bonuses and incentives paid to staff in this quarter.

The loss before taxation for Others is mainly related to expenses arising from the R&D projects.

#### 19. Commentary on Prospects

The Group continues to capitalise on the strong demand of our products and services across the regions. Barring unforeseen circumstances, the Group expects to achieve a better performance this year.

#### 20. Profit Forecast

The company did not announce any profit forecast for the financial year.

#### 21. Taxation

|                  | 3 MONTHS ENDED |           | 6 MONTHS ENDED |                |
|------------------|----------------|-----------|----------------|----------------|
|                  | 30 JUN<br>2019 | 2019 2018 |                | 30 JUN<br>2018 |
|                  | RM'000         | RM'000    | RM'000         | RM'000         |
| Income Tax       |                |           |                |                |
| - Current period | 227            | 134       | 511            | 407            |

Domestic income tax is calculated at the Malaysian statutory rate of 24% (2018: 24%) of the estimated assessable profit for the financial year. The effective tax rate of the Group for the financial year is lower than the statutory income tax rate mainly due to income subjected to different tax jurisdictions and income not subjected to tax, partially offset by expenses not deductible for tax purposes.

#### 22. Corporate Proposals

There were no corporate proposals announced but not completed as at 29 August 2019.



# 23. Borrowings

|  | AS AT<br>30 JUN<br>2019<br>RM'000 | AS AT<br>31 DEC<br>2018<br>RM'000 |
|--|-----------------------------------|-----------------------------------|
| Short Term Borrowings:   |                                   |                                   |
| Secured  |                                   |                                   |
| Onshore foreign currency loan                                  | 1,390                             | 2,901                             |
| Revolving credits  | -                                 | 9,090                             |
| Hire purchase creditors  | 22                                | 55                                |
| Term loans   | 1,823                             | 1,824                             |
|  | 3,235                             | 13,870                            |
|  |                                   |                                   |
| Long Term Borrowings:  |                                   |                                   |
| Secured  |                                   |                                   |
| Term loans   | 4,558                             | 5,472                             |
|  | 4,558                             | 5,472                             |
|  |                                   |                                   |
| Total borrowings   | 7,793                             | 19,342                            |
| Borrowings denominated in foreign currency as at 30 June 2019: |                                   |                                   |
|  | Foreign                           | RM                                |
|  | currency                          | equivalent                        |
|  | '000                              | '000                              |
| Onshore foreign currency loan                                  |                                   |                                   |
| United States Dollar   | 335                               | 1,390                             |
| Office States Dollar   | 333                               | 1,390                             |
| Term loans   |                                   |                                   |
| United States Dollar   | 1,540                             | 6,381                             |
|  | 7                                 | 7,771                             |

# 24. Material Litigation

The Group does not have any material litigation, which in the opinion of the Directors, would have a material impact on the financial results of the Group.

# 25. Dividends

A final single-tier dividend of RM0.007 per ordinary share for the financial year ended 31 December 2018 was paid on 15 August 2019.

# 26. Notes to the Statement of Profit or Loss and Other Comprehensive Income

The profit before taxation is after accounting for the following:

|  | 3 MONTHS | S ENDED       | 6 MONTHS ENDED |               |  |
|--|----------|---------------|----------------|---------------|--|
|  | 30 JUN   | <b>30 JUN</b> | <b>30 JUN</b>  | <b>30 JUN</b> |  |
|  | 2019     | 2018          | 2019           | 2018          |  |
|  | RM'000   | RM'000        | RM'000         | RM'000        |  |
| Interest income                                    | (51)     | (133)         | (105)          | (265)         |  |
| Interest expenses                                  | 292      | 176           | 617            | 358           |  |
| Amortisation of intangible assets                  | 102      | 99            | 204            | 198           |  |
| Depreciation of property, plant and equipment      | 7,282    | 6,262         | 14,613         | 12,468        |  |
| Depreciation of right-of-use assets                | 196      | 319           | 381            | 595           |  |
| Gain on disposal of property, plant and equipment  | -        | -             | (4)            | -             |  |
| Loss on lease modification                         | 6        | -             | 4              | _             |  |
| Impairment losses (trade receivables)              | 2        | 261           | 36             | 407           |  |
| Impairment losses written back (trade receivables) | (147)    | (8)           | (186)          | (8)           |  |
| Inventories written back                           | 933      | 189           | 820            | 134           |  |
| Written off on property, plant and equipment       | 1        | 19            | 1              | 23            |  |

#### 27. Earnings Per Ordinary Share

#### (a) Basic

Basic earnings per ordinary share is calculated by dividing the profit for the financial period attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial period.

|  | 3 MONTH        | S ENDED        | 6 MONTHS ENDED |                |
|--|----------------|----------------|----------------|----------------|
|  | 30 JUN<br>2019 | 30 JUN<br>2018 | 30 JUN<br>2019 | 30 JUN<br>2018 |
| Profit attributable to owners of the Company (RM'000)      | 7,154          | 8,634          | 13,874         | 15,000         |
| Weighted average number of ordinary shares in issue ('000) | 1,541,137      | 1,536,160      | 1,540,349      | 1,534,758      |
| Basic earnings per ordinary share (sen)                    | 0.46           | 0.56 *         | 0.90           | 0.98 *         |

# (b) Diluted

Diluted earnings per ordinary share is calculated by dividing the profit for the financial period attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial period adjusted for the effects of dilutive potential ordinary shares.

|  | 3 MONTH        | IS ENDED       | 6 MONTHS ENDED |                |  |
|--|----------------|----------------|----------------|----------------|--|
|  | 30 JUN<br>2019 | 30 JUN<br>2018 | 30 JUN<br>2019 | 30 JUN<br>2018 |  |
| Profit attributable to owners of the Company (RM'000)      | 7,154          | 8,634          | 13,874         | 15,000         |  |
| Weighted average number of ordinary shares in issue ('000) | 1,541,137      | 1,536,160      | 1,540,349      | 1,534,758      |  |
| Effect of dilution due to ESOS ('000)                      | 5,192          | 7,755          | 9,301          | 11,617         |  |
| Adjusted weighted average number of ordinary shares ('000) | 1,546,329      | 1,543,915      | 1,549,650      | 1,546,375      |  |
| Diluted earnings per ordinary share (sen)                  | 0.46           | 0.56 *         | 0.90           | 0.97 *         |  |

<sup>\*</sup> Pursuant to the requirements of MFRS 133 *Earnings per Share*, the weighted average number of ordinary shares used in the calculation of basic and diluted earnings per ordinary share above for the quarter ended 31 March 2018 have been retrospectively adjusted to reflect the bonus issue on 20 September 2018.

#### 28. Authorisation for Issue

On 30 August 2019, the Board of Directors authorised the issue of these interim financial statements.

By Order of the Board **RGB International Bhd. (603831-K)** 

Dato' Seri Chuah Kim Seah Managing Director 30 August 2019