

# **GFM SERVICES BERHAD**

[Registration No. 201301003302 (1033141-H)] (Incorporated in Malaysia)

Year 2021 Quarterly Announcement For the First Quarter Ended 31 March 2021



The Board of Directors of GFM Services Berhad ("GFMSB" or the "Company") ("Board") is pleased to announce the following unaudited consolidated results for the quarter and financial period ended ("FPE") 31 March 2021.

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER AND FINANCIAL PERIOD ENDED 31 MARCH 2021

		Individual	quarter	Cumulative period		
		Current year Preceding year		•	receding year	
		quarter	quarter	to-date	to-date	
		31/03/2021 <sup>(1)</sup>	31/03/2020	31/03/2021 (1)	31/03/2020	
	Note	RM'000	RM'000	RM'000	RM'000	
Revenue	Α9	32,051	31,084	32,051	31,084	
Cost of sales		(21,240)	(19,335)	(21,240)	(19,335)	
Gross profit	•	10,811	11,749	10,811	11,749	
Other income		305	527	305	527	
Administrative expenses		(1,666)	(2,298)	(1,666)	(2,298)	
Other operating expenses		688	(125)	688	(125)	
Profits from operations		10,138	9,853	10,138	9,853	
Finance costs		(5,388)	(6,135)	(5,388)	(6,135)	
Profit before tax	B12	4,750	3,718	4,750	3,718	
Tax expense	B5	(2,214)	(2,441)	(2,214)	(2,441)	
Profit/Total comprehensive income for the per	riod	2,536	1,277	2,536	1,277	
Profit for the period attributable to:						
Equity holders of the parent		2,536	1,277	2,536	1,277	
Non-controlling interests		<u> </u>	-		_	
	;	2,536	1,277	2,536	1,277	
Total comprehensive income for the period attributable to:						
Equity holders of the parent		2,536	1,277	2,536	1,277	
Non-controlling interests		, -	, -	, <u>-</u>	, -	
-		2,536	1,277	2,536	1,277	
Earnings per share (sen)						
- Basic <sup>(2)</sup>		0.49	0.27	0.49_	0.27	
- Diluted <sup>(3)</sup>	:	0.49	0.27	0.49	0.27	
Dividends per share (sen)		N/A	N/A_	N/A	N/A_	
• •	•					

## Notes:

- (1) The Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the audited financial statements for the financial year ended ("FYE") 31 December 2020 and the accompanying explanatory notes attached to the interim financial report.
- (2) Basic earnings per share for the individual quarter and financial year are calculated based on the Company's weighted average share capital during the financial quarter/year.
- (3) Diluted earnings per share of the Company for the individual quarter and financial year are calculated based on the profit for the financial quarter/year attributable to owners of the Company and its subsidiaries ("GFM Group" or "Group") and the weighted average number of ordinary shares outstanding during the financial quarter/year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

N/A Not applicable



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

	Note	Unaudited as at 31/03/2021 (1) RM'000	Audited as at 31/12/2020 RM'000
ASSETS			
Non-current assets		12 417	12.002
Property, plant and equipment Investment property		13,417 6,174	13,892 6,174
Intangible assets		24,113	24,418
Investment in associate		63	63
Operating financial assets		310,172	312,523
Other investments		15,000	15,000
Deferred tax assets		256	256
Total non-current assets	_	369,195	372,326
Current assets			
Tax assets		4,296	3,969
Trade receivables		15,692	14,092
Operating financial assets		33,154	33,423
Other receivables, deposits & prepayments		21,023	19,027
Cash and cash equivalents	_	73,478	73,378
Total current assets	_	147,643	143,889
Total assets	-	516,838	516,215
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital		76,023	76,023
Share premium			
Retained earnings		85,732	83,196
Share option reserve and share grant reserve		526	526
Fair value reserve		-	-
Reorganisation deficit	-	(45,265)	(45,265)
Total equity	-	117,016	114,480
Non-current liabilities			
Borrowings	В8	296,898	301,562
Deferred tax liabilities	_	43,503	43,086
Total non-current liabilities	-	340,401	344,648
Current liabilities			
Borrowings	B8	28,479	29,205
Tax payable		816	870
Trade payables		6,776	8,007
Other payables and accruals	_	23,350	19,005
Total current liabilities	-	59,421	57,087
Total liabilities	-	399,822	401,735
Total equity and liabilities	-	516,838	516,215
Net assets per share attributable to equity holders of the Company (	RM)	0.22	0.24

<sup>(1)</sup> The Unaudited Condensed Statement of Financial Position should be read in conjunction with the audited financial statements for the FYE 31 December 2020 and the accompanying explanatory notes attached to the interim financial report.



# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR FINANCIAL PERIOD ENDED 31 MARCH 2021

	Attributable to owners of the Company						
	Share capital RM'000	Share option reserve RM'000	Share grant reserve RM'000	Reorganisation deficit RM'000	Retained earnings RM'000	Total equity RM'000	
Balance as of 1 January 2021	76,023	434	92	(45,265)	83,196	114,480	
Comprehensive income Profit for the financial period	-	-	-	-	2,536	2,536	
Balance as of 31 March 2021	76,023	434	92	(45,265)	85,732	117,016	
Balance as of 1 January 2020	67,617	426	512	(45,265)	75,272	98,562	
<b>Comprehensive income</b> Profit for the financial period	-	-	-	-	1,277	1,277	
<b>Transactions with owners</b> Share option issued	-	97	-	-	-	97	
Share grant issued	-	-	236	-	-	236	
Balance as of 31 March 2020	67,617	807	1,207	(45,265)	82,486	106,852	

#### Notes:

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<sup>(1)</sup> The Unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2020 and the accompanying explanatory notes attached to the interim financial report.

<sup>\*</sup> Denotes < RM1,000



# UNAUDITED CONDENSED CONSOLIDATED CASH FLOWS STATEMENT FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2021

Year-to-date ended

	rear to ac	ite criaca
	31/03/2021	31/03/2020
	RM'000	RM'000
CACH FLOWS FOR ORFRATING ACTIVITIES		
CASH FLOWS FOR OPERATING ACTIVITIES Profit before tax	4,750	3,718
Adjustment for:	4,730	5,710
Amortisation of intangible assets	304	304
(Reversal)/Impairment loss on trade receivables	(580)	88
Depreciation of property, plant and equipment	386	402
Gain on disposal of property, plant and equipment	(70)	-
Interest expense	5,388	6,135
Interest income	(227)	(490)
Interest income on operating financial asset	(8,925)	(9,613)
Share based payment	1,026	333 877
Movements in working capital:	1,026	8//
Increase in:		
Trade and other receivables	(3,014)	(6,542)
Increase in:	(3/01.)	(0/3 .2)
Trade and other payables	3,113	7,168
Decrease in:		
Operating financial assets	11,544	12,670
Cash Generated From Operations	12,669	14,173
Bad debts recovered	-	<del>-</del>
Income tax paid	(2,178)	(1,865)
Interest paid	(5,388)	(6,135)
Interest received Net Cash From Operating Activities	<u>227</u> 5,330	490 6,663
Net Cash From Operating Activities	3,330	0,003
CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES		
Redeemable Convertible Preference Shares (RCPS)	-	(10,620)
Change of escrow account, finance service reserve account, liquidity reserve		
account, revenue account and disbursement account	1,095	(1,667)
Change in pledge deposits	(317)	(579)
Purchase of property, plant and equipment	(53)	(155)
Proceeds from disposal of property, plant and equipment		(12.021)
Net Cash From/(Used in) Investing Activities	744	(13,021)
CASH FLOWS USED IN FINANCING ACTIVITIES		
Repayment of finance lease payables	(115)	(147)
Repayment of term loans	(5,960)	(6,314)
Advanced from directors	-	3,370
Drawdown of Revolving Credit	2,000	
Net Cash Used In Financing Activities	(4,075)	(3,091)
		(0.440)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	2,000	(9,449)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	26,680	28,550 19,101
CASH AND CASH EQUIVALENTS AT THE END OF PERIOD	28,680	19,101
Cash and cash equivalents comprise:		
Cash and bank balances	26,971	19,644
Fixed deposits with a licensed bank	46,507	53,786
	73,478	73,430
Less: Bank overdraft	(1,592)	(2,069)
Deposits pledged as securities	(6,926)	(9,132)
Escrow account, finance service reserve account, liquidity reserve		
account, revenue account and disbursement account	(36,281)	(43,128)
	28,680	19,101

# Notes:

<sup>(1)</sup> The Unaudited Condensed Consolidated Cash Flow Statement should be read in conjunction with the audited financial statements for the FYE 31 December 2020 and the accompanying explanatory notes attached to the interim financial report.

<sup>\*</sup> Denotes < RM1,000



#### NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER ENDED 31 MARCH 2021

# A COMPLIANCE WITH MALAYSIA FINANCIAL REPORTING STANDARD (MFRS) 134: INTERIM FINANCIAL REPORTING AND THE ACE MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES")("LISTING REQUIREMENTS")

#### A1 Basis of preparation

This condensed consolidated interim financial report is unaudited and have been prepared in accordance with MFRS 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB"), IAS 34 Interim Financial Reporting and Rule 9.22 and Appendix 9B of the Listing Requirements.

This is the interim financial report on the condensed consolidated results for the quarter ended 31 March 2021 announced by the Company in compliance with the Listing Requirements of Bursa Securities.

The accounting policies and methods of computation adopted by the Group in this unaudited condensed consolidated interim financial report are consistent with those adopted in the annual financial statements of the Group. This unaudited condensed consolidated interim financial report should be read in conjunction with the audited financial statements for the FYE 31 December 2020 and the accompanying explanatory notes attached to the interim financial report.

The accompanying explanatory notes attached to this unaudited condensed consolidated interim financial report provide an explanation of events and transaction that are significant to an understanding of the changes in the financial position and performance of GFM Group since FYE 31 December 2020.

#### A2 Changes in Accounting Policies

The financial statements of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

The Company has also considered the new accounting pronouncements in the preparation of the financial statements.

#### (i) Accounting pronouncements that are effective and adopted during the financial year

Amendments to MFRS 3 Definition of a Business

Amendments to MFRS 9 and MFRS 7 Interest Rate Benchmark Reform

Amendments to MFRS 101 and MFRS 108 Definition of Material

Amendments to References to the Conceptual Framework in MFRSs

The adoption of the above accounting pronouncements did not have any significant effect on the financial statements of the Company.

#### (ii) Accounting pronouncements that are issued but not yet effective and have not been early adopted

The Company has not adopted the following new accounting pronouncements that have been issued as at the date of authorisation of these financial statements but are not yet effective for the Company:-

### Effective for financial periods beginning on or after 1 June 2020

Amendments to MFRS 16 Covid-19 - Related Rent Concessions

## Effective for financial periods beginning on or after 1 January 2021

Amendments to MFRS 9, MFRS 7, MFRS 4 and MFRS 16

Interest Rate Benchmark Reform - Phase 2

### Effective for financial periods beginning on or after 1 April 2021

Amendments to MFRS 16 Covid-19 - Related Rent Concessions beyond 30 June 2021

#### Effective for financial periods beginning on or after 1 January 2022

Amendments to MFRS 3 Reference to the Conceptual Framework

Amendments to MFRS 116 Property, Plant and Equipment - Proceeds before Intended Use

Amendments to MFRS 137 Onerous Contracts - Cost of Fulfilling a Contract

Annual Improvements to MFRS Standards 2018 - 2020 Cycle

### Effective for financial periods beginning on or after 1 January 2023

MFRS 17 Insurance Contracts
Amendments to MFRS 17 Insurance Contracts

Amendments to MFRS 101 Classification of Liabilities as Current or Non-Current

Amendments to MFRS 101 Disclosure of Accounting Policies and MFRS Practice Statement 2

Effective date to be announced

Amendments to MFRS 108

Amendments to MFRS 10 and MFRS 128 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

Definition of Accounting Estimates

The Company will adopt the above accounting pronouncements when they become effective in the respective financial periods. These accounting pronouncements are not expected to have any effect to the financial statements of the Company upon their initial applications.

#### A3 Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the preceding audited financial statements of the Group for the FYE 31 December 2020 were not subject to any qualification.



#### A4 Seasonal or Cyclical Factors

The Group's business operations are not materially affected by seasonal or cyclical factors during the current financial quarter and financial period under review.

# A5 Nature and amount of items affecting assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size or incidence

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows during the current financial quarter and current financial period under review.

#### A6 Changes in Estimates

There were no changes in estimates that have had a material effect during the current financial quarter and current financial period under review.

#### A7 Changes in Debt and Equity Securities

There were no issuance, cancellations, repurchases, resale and repayments of debt and equity securities during the financial quarter and current financial period under review.

#### A8 Dividends Paid

There was no dividend paid during the current financial quarter and current financial period under review.

#### A9 Segmental Information

#### Current year to date 31 March 2021

_	Facilities Management Services RM'000	Concession arrangements RM'000	Others RM'000	Adjustments and eliminations RM'000	Total RM'000
Revenue					
External revenue	21,297	11,225	-	(471)	32,051
Inter-segment revenue	1,835	-	904	(2,739)	-
	23,132	11,225	904	(3,210)	32,051
Profits from operations External profit /(loss) Inter-segment profit	1,649 125	9,656	1,509	(1,167) (1,634)	10,138
	1,774	9,656	1,509	(2,800)	10,138

#### A10 Valuation of Property, Plant and Equipment

There were no valuations of property, plant and equipment during the current financial quarter and current financial period under review.

## A11 Material Events Subsequent to the end of the current quarter

There were no material events subsequent to the current quarter ended.

# A12 Changes in the Composition of the Group

There were no material events subsequent to the current quarter ended.

#### A13 Contingent liabilities or contingent assets

There were no contingent liabilities or contingent assets as at the date of this interim financial report.

#### **A14 Capital Commitments**

There were no capital commitments during the current financial quarter and current financial period under review.

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#### B COMPLIANCE WITH APPENDIX 9B OF THE LISTING REQUIREMENTS

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

For the three-month period ended 31 March 2021 ("1Q 2021"), Group revenue grew marginally by 3% year-on-year ("YoY") to RM32.1 million from RM31.1 million in the previous year's corresponding period. The growth was mainly on the back of contribution from the Group's contracts for the provision of FM services at EduCity Iskandar Malaysia ("EduCity Iskandar") as well as for operations and maintenance ("O&M") services at the Pengerang Integrated Complex ("PIC") in Pengerang, Johor.

The Group's Facilities Management Services segment remained as the major revenue contributor with RM21.3 million in 1Q 2021, making up 66% of the Group's revenue, while the Concession Arrangements business accounted for the remaining 34% worth RM10.8 million after consolidation adjustment.

In line with the Group's cost optimisation initiatives, administrative expenses reduced by 28% to RM1.7 million in 1Q 2021 from RM2.3 million in 1Q 2020. At the same time, the Group recorded a reversal of provision of doubtful debts during the quarter, which contributed to higher operating income.

The Group's profit before tax ("PBT") increased by 28% YoY to RM4.8 million in 1Q 2021. Meanwhile, net profit attributable to equity holders of the parent ("net profit") almost doubled to RM2.5 million during the quarter, as compared to RM1.3 million in 1Q 2020.

#### B2 Comparison with preceding quarter's results

	Current year quarter 31/03/2021 RM'000	Preceding quarter 31/12/2020 RM'000	Variance RM'000	%
Revenue	32,051	32,967	(916)	-3%
Profit before tax	4,750	4,883	(133)	-3%

For the current quarter ended 31 March 2021 ("1Q 2021"), Group revenue stood at RM32.1 million, against RM33.0 million in the immediate preceding quarter ended 31 December 2020 ("4Q 2020"). This is mainly attributable to lower revenue recognition following the expiry of several FM contracts, partially offset by higher contribution from the Pengerang project.

Meanwhile, the Group's profit before tax ("PBT") remained comparable at RM4.8 million in 1Q 2021 from RM4.9 million in 1Q 2020. GFM's net profit stood at RM2.5 million in 1Q 2021.

#### **B3** Prospects

As we enter FY 2021, we exercise cautious optimism on the back of gradual economic recovery in line with the roll-out of National Covid-19 Immunisation Programme nationwide. Against this backdrop, GFM is focusing on strengthening its competitive position in the facilities management ("FM") industry by enhancing its competencies and project pipeline, while implementing cost optimisation initiatives.

For our FM business, we continue to serve our existing clients by providing a safe and sustainable working space. At the same time, we seek to pursue business opportunities to grow our orderbook, which stands at RM1.18 billion as at 31 March 2021. The gradual revenue recognition of our orderbook, of which a majority is made up of KP Mukah, provides long-term earnings visibility with stable consistent income for the remaining 15 years of the concession tenure until 2035.

As for our Concession Arrangements segment, we continue to serve our mandate and perform FM service at the UiTM Mukah campus until 2035. To enhance our growth, the Group is exploring value-accretive prospects that complement our business. At the moment, we are in the midst of acquiring up to 70%-stake in Amzass (M) Sdn Bhd, a company that is authorized to upgrade existing facilities of the Bemban lay-bys located along the PLUS North-South Expressway. This would widen GFM's scope of services and recurring income stream.

We strive to enhance the Group's offerings and service delivery with the development and adoption of more innovative technology-based solutions in order to remain competitive in this facilities management industry and address the evolving needs of clients. This includes the ongoing roll-out of our GFM Enterprise Management Systems ("GEMS") at our project sites to deploy Internet of Things ("IoT") solutions. Additionally, GFM is working on improving its business processes with the on-going vendor rationalisation programme.

Beyond organic growth, we aim to team up with strategic parties that have the relevant capabilities and resources which are synergistic to us. This will enable GFM to scale up our operations and strengthen our core business by expanding the project pipeline and asset categories we manage.

Looking ahead, the Group remains steadfast in implementing our ongoing initiatives as we focus on enhancing our capabilities while executing and solidifying our portfolio.

## B4 Variance between Actual Profit and Forecast Profit

The Group has not provided any revenue or profit forecast in any public documents and announcements.

#### B5 Taxation

5 Taxation				
	Individua	al quarter	Cumulative period	
	Current year quarter 31/03/2021 RM'000	Preceding year quarter 31/03/2020 RM'000	Current year to-date 31/03/2021 RM'000	Preceding year to-date 31/03/2020 RM'000
Income tax				
Current period	1,796	1,543	1,796	1,543
Prior period	1,796	1,543	1,796	1,543
Deferred tax				
Current period	418	898	418	898
Prior period	2,214	2,441	2,214	2,441



#### **B5** Taxation (Continued)

	Individual Current year quarter 31/03/2021 RM'000
Profit before tax Adjusted profit before tax <sup>1</sup> Taxation	4,750 7,603 2,214
Adjusted effective tax rate ("ETR")	29%

<sup>&</sup>lt;sup>1</sup> In the computation of Group ETR, it is excluded the exempted company taxation effects of Dynasty Harmony Sdn Bhd ("DHSB"), a wholly-owned special purpose vehicle of GFM Group, to undertake the initial issuance of Sukuk Wakalah amounting to RM165 million in nominal value, being established solely for the issuance of Islamic Securities that adopt the principles of Syariah and approved by Securities Commission.

#### **B6** Unquoted investments and properties

There were no purchases or sales of unquoted investment or properties for the current financial quarter and current financial period under review.

#### **B7** Quoted securities

There were no acquisitions or disposals of quoted securities for the current financial quarter and the financial period to date.

#### **B8** Borrowings and Debt Securities

The Group's total debts as at 31 March 2021 which are denominated in Ringgit Malaysia are as follows:

	Unaudited as at 31/03/2021 RM'000	Audited as at 31/12/2020 RM'000
Short-term indebtedness: Secured and quaranteed	KM 000	KM 000
Borrowings	28,479	29,205
Long-term indebtedness: Secured and guaranteed		
Borrowings	296,898	301,562
Total indebtedness	325,377	330,767

## B9 Material Litigation

There were no material litigations pending as at 27 May 2021.

#### B10 Dividend

No dividend has been declared or proposed for the current financial quarter under review.

## B11 Earnings Per Share ("EPS")

	Individual quarter		Cumulative period	
	Current year	Preceding year	Current year	Preceding year
	quarter	quarter	to-date	to-date
	31/03/2021	31/03/2020	31/03/2021	31/03/2020
	RM'000	RM'000	RM'000	RM'000
BASIC EPS				
Profit for the period (RM'000)	2,536	1,277	2,536	1,277
Weighted average number of ordinary shares in issue ('000)	520,881	472,285	520,881	472,285
Basic EPS (Sen)	0.49	0.27	0.49	0.27
DILUTED EPS				
Profit for the period (RM'000)	2,536	1,277	2,536	1,277
Weighted average number of ordinary shares in issue ('000)	520,881	470,953	520,881	470,953
Effect of dilution from:				
- Share options	_*	_*	_*	_*
- Share grants	800	4,308	800	4,308
Conversion of share grants	-	(605) -*	-	(605) -*
- Bonus warrants	_*	_*	_*	-*
Weighted average number of ordinary shares for basic earning per share (unit)	521,681	474,656	521,681	474,656
Diluted EPS (Sen)	0.49	0.27	0.49	0.27

<sup>\*</sup> Share options and bonus warrants have no dilutive effect as the average market price of the ordinary shares was lower than the exercise price of the share options and bonus warrants. Therefore, they are excluded from the calculation.

The Group's ETR for the financial year-to-date is higher than the statutory tax rate of 24% mainly due to certain expenses disallowed for tax purposes.



#### B12 Notes to the Condensed Consolidated Statements of Profit or Loss and Other Comprehensive Income

Profit before tax has been arrived at after crediting/(charging):

	Individua	ll quarter	Cumulativ	re quarter
	Current year	Preceding year	Current year	Preceding year
	quarter	quarter	to-date	to-date
	31/03/2021	31/03/2020	31/03/2021	31/03/2020
	RM'000	RM'000	RM'000	RM'000
Interest income	227	490	227	490
Other income: Miscellaneous Interest expense Depreciation of property, plant and equipment	78	37	78	37
	(5,388)	(6,135)	(5,388)	(6,135)
	(386)	(402)	(386)	(402)
Amortisation of intangible assets Reversal/(Impairment) loss on:	(304)	(304)	(304)	(304)
- Trade receivables Employee benefits expense Rental of premises Rental of office equipment	580	(88)	580	(88)
	(6,205)	(6,656)	(6,205)	(6,656)
	(47)	(31)	(47)	(31)
	(26)	(28)	(26)	(28)

#### B13 Status of corporate proposals

Save as disclosed below, there are no other corporate proposal announced but not completed as at the date of this interim report.

#### Proposed Transfer of Listing

On 5 July 2017, KAF Investment Bank Berhad, on behalf of the Board of Directors of GFM Services Berhad, announced that the Company had proposed transfer of the listing of and quotation for the entire issued share capital of GFM from the ACE Market of Bursa Malaysia Securities Berhad to the Main Market of Bursa Malaysia Securities Berhad ("Proposed Transfer of Listing").

- (I) Proposed Subscription of HSSB Shares; and
- (II) Proposed Subscription of HSSB RCPS; and (III) Proposed Call Option Subscription.

KAF Investment Bank Berhad had, on 17 December 2019, on behalf of the board of Directors of GFM Services Berhad, announced that the Company had entered into the Definitive Agreements with Highbase Strategic Sdn Bhd ("HSSB") and/or the vendors of HSSB pursuant to the Proposals as defined below:

- (I) Proposed Subscription of HSSB Shares; and
- (II) Proposed Subscription of HSSB RCPS; and
- (III) Proposed Call Option Subscription.

(the Proposed Subscription of HSSB Shares, the Proposed Subscription of HSSB RCPS and the Proposed Call Option Subscription are to be collectively referred

On 30 December 2019, KAF Investment Bank Berhad, on behalf of the Board of Directors of GFM Services Berhad, announced that the Company had, on 27 December 2019, entered into the supplemental agreements to amend the clauses of the Definitive Agreements.

On 31 December 2019, KAF Investment Bank Berhad , on behalf of the Board of Directors of GFM Services Berhad, announced for additional information in relation to the Proposals on 17 December 2019 and 30 December 2019.

KAF Investment Bank Berhad, on 10 January 2020, on behalf of the Company, had announced that the parties to the Definitive Agreements dated 17 December 2019, the Supplemental Memorandum of Agreement dated 27 December 2019 and the Supplemental HSSB RCPS Subscription Agreement dated 27 December 2019 ("Agreements") had agreed on a supplemental letter to amend the clauses of the Agreements ("Supplemental Letter").

On behalf of the Company, KAF IB had announced that the parties to the Memorandum of Agreement dated 17 December 2019 had, on 4 April 2020, agreed on a supplemental letter to further extend the last day to fulfil the conditions subsequent of the Memorandum of Agreement commencing from 5 April 2020 and ending on the 45th day after the Movement Control Order under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 is lifted by the Government of Malaysia ("Supplemental Letter 3").

On behalf of the Company, KAF IB had announced on 4 November 2020, that as of 2 November 2020, the Company had subscribed RM15.00 million HSSB RCPS, which is the minimum subscription amount of HSSB RCPS pursuant to the terms and conditions of the HSSB RCPS Subscription Agreement dated 17 December 2019. The Company has no intention to subscribe additional HSSB RCPS. As such, the Proposed Subscription of HSSB RCPS is deemed completed on 2 November 2020.

#### Proposed Acquisition by GFM of up to 70% Equity Interest in Amzass (M) Sdn Bhd

On 7 September 2020, Board of Directors of GFM had announced that GFM had entered into a Heads of Agreement with Hamzah bin Omar, Mohd Ismail bin Norbat and Mazlan bin Ali relating to the proposed acquisition by GFM of up to 70% equity interest in Amzass (M) Sdn Bhd.

On 31 December 2020, Board of Directors of GFM had announced that GFM had entered into a Supplemental Heads of Agreement ("Supplemental HOA") with the Sellers to extend the Stop Date (i.e. 31 December 2020 as set out in the HOA) to 31 March 2021 for GFM and the Sellers to enter into the Definitive Agreement in relation to the Proposed Acquisition.

On 25 March 2021, Board of Directors of GFM had announced that GFM had entered into 2nd Supplemental Heads of Agreement ("2nd Supplemental HOA") with the Sellers to extend the Stop Date (i.e. 31 March 2021 as set out in the HOA) to 30 June 2021 for GFM and the Sellers to enter into the Definitive Agreement in relation to the Proposed Acquisition. Save for the above, all other terms and conditions in the HOA (as amended by the Supplemental HOA) remain unchanged.

## Proposed Private Placements of Up to 20% of the Total Number of Issued Shares

On behalf of the Board of Directors of GFM, on 9 April 2021, UOB Kay Hian Securities (M) Sdn Bhd had announced that the Company proposes to undertake a private placement of up to 20% of the total number of issued shares of GFM. On 14 April 2021, the listing application for the Proposed Private Placement has been submitted to Bursa Malaysia Securities Berhad. Additional information in relation to the Proposed Private Placement has been announced on 26 April 2021.

On behalf of the Board of Directors of GFM, on 27 April 2021, UOB Kay Hian Securities (M) Sdn Bhd had announced that Bursa Malaysia Securities Berhad had, via its letter dated 27 April 2021, approved the listing and quotation of up to 158,830,718 Placement Shares to be issued pursuant to the Private Placement subject to the terms and conditions of Bursa Malaysia Securities Berhad's approval.



#### **B14 Derivatives**

The Group did not enter into any derivatives during the current quarter under review.

# B15 Disclosure of gain/losses from fair value changes of financial liabilities

The Group did not have any financial liabilities measured at fair value through profit and loss for the current quarter under review.

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