

PART A - NOTES TO THE INTERIM FINANCIAL REPORT

A1. ACCOUNTING POLICIES AND BASIS OF PREPARATION

This condensed consolidated interim financial statements ("Condensed Report") have been prepared in accordance with MFRS 134: Interim Financial Reporting, IAS 34: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The interim financial statements should be read in conjunction with the Group's annual audited financial statements for the year ended 31 December 2018. The explanatory notes attached to these condensed consolidated 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 31 December 2018.

The significant accounting policies and methods of computation applied in the unaudited condensed interim financial statements are consistent with those adopted in the most recent annual financial statements for the financial year ended 31 December 2018, except for the adoption of the following MFRS:

Descriptions	Effective for annual periods commencing on or after
MFRS 16 Leases	1 January 2019

The main effects of the adoption of MFRS 16 Leases are summarised as below:

MFRS 16 Leases

MFRS 16 - Leases supersedes MFRS 117 - Leases and its related interpretations. MFRS 16 requires lessee to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under MFRS 117. The standard includes two recognition exemptions for lessee – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessee will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessee will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under MFRS 16 is substantially unchanged from today's accounting under MFRS 117. Lessors will continue to classify all leases using the same classification principle as in MFRS 117 and distinguish between two types of leases: operating and finance leases.



A1. ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONT'D)

The main effects of the adoption of MFRS 16 Leases are summarised as below (cont'd):

MFRS 16 Leases (cont'd)

MFRS 16, which is effective for annual periods beginning on or after 1 January 2019, requires lessee and lessor to make more extensive disclosures than under MFRS 117.

The changes in accounting policies have been applied retrospectively from 1 January 2019. The Group elected to use the exemptions proposed by the standard on lease contracts for which the lease terms ends within 12 months as of the date of initial application, and lease contracts for which the underlying asset is of low value. The Group has leases of certain office equipment (i.e., personal computers, printing and photocopying machines) that are considered of low value. In accordance with the transition requirements, comparatives are not restated.

The Group has performed a detailed impact assessment of MFRS 16 and in the opinion that there is no material impact for the Group.

A2. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The audit report of the preceding annual financial statements for the FYE 31 December 2018 was not subject to any qualification.

A3. UNUSUAL ITEMS DUE TO THEIR NATURE, SIZE OR INCIDENCE

There were no unusual items during this quarter.

A4. SEASONAL OR CYCLICAL FACTORS

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

A5. SIGNIFICANT ESTIMATES AND CHANGES IN ESTIMATES

There were no changes in estimates that have had a material effect in the current quarter results.



A6. SHARE CAPITAL AND SHARE PREMIUM

Included in share capital is share premium amounting to RM14,538,275 of which has been expired on 30 January 2019 under Section 74 of Companies Act 2016. The Company had filed with the Companies Commission of Malaysia ("CCM") the Notice of Share Capital under Section 618 of the Companies Act 2016 to confirm the amount standing to the credit of Share Premium Account had become part of share capital of the Company.

A7. DEBT AND EQUITY SECURITIES

There were no issuance or repayment of debt and equity securities, share buy-back, share cancellations, shares held as treasury shares and resale of treasury shares for the quarter ended 30 June 2019 save for the following:

Number of

Details of treasury shares held

	Treasury Shares
Balance as at 31 March 2019	12,698,000
Repurchased during the quarter ended 30 June 2019	
Balance as at 30 June 2019	12,698,000

A8. DIVIDEND PAID

There was no dividend paid during the quarter under review.

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A9. OPERATING REVENUE

OPERATING REVENUE BY GEOGRAPHICAL AREA FOR THE QUARTER ENDED									
	Malaysia			Others#			Total		
	30/6/2019	30/6/2018	Changes	30/6/2019	30/6/2018	Changes	30/6/2019	30/6/2018	Changes
	RM'000	RM'000	%	RM'000	RM'000	%	RM'000	RM'000	%
Major segments:									
EDCCS*	9,449	12,936	(27.0)	3,090	3,343	(7.6)	12,539	16,279	(23.0)
Properties	11,044	2,916	278.7	-	-	-	11,044	2,916	278.7
Total revenue	20,493	15,852	29.3	3,090	3,343	(7.6)	23,583	19,195	22.9

OPERATING REVENUE BY GEOGRAPHICAL AREA FOR PERIOD ENDED									
	Malaysia			Others#			Total		
	30/6/2019	30/6/2018	Changes	30/6/2019	30/6/2018	Changes	30/6/2019	30/6/2018	Changes
	RM'000	RM'000	%	RM'000	RM'000	%	RM'000	RM'000	%
Major segments:									
EDCCS*	29,874	21,382	39.7	6,433	5,601	14.9	36,307	26,983	34.6
Properties	31,479	5,838	439.2	-	-	-	31,479	5,838	439.2
Total revenue	61,353	27,220	125.4	6,433	5,601	14.9	67,786	32,821	106.5

^{*} Enterprise Data Collection and Collation System ("EDCCS")

A10. OTHER INCOME

	Qı	uarter Ende	t	Pe	Period Ended		
	30/6/2019 RM'000	30/6/2018 RM'000	Changes %	30/6/2019 RM'000	30/6/2018 RM'000	Changes %	
Interest income Gain on foreign exchange	116 28	163 2	(28.8) 1300.0	261 28	377 63	(30.8) (55.6)	
Gain on disposal of property plant & equipment ("PPE")	-	-	-	-	3	(100.0)	
Net gain on disposal of an associate Reversal of allowance for expected		-	-	997	-	100.0	
credit losses on trade receivables	1	-	100.0	1	26	(96.2)	
Rental income	41	35	17.1	70	70	0.0	
Miscellaneous income	-	20	(100.0)	27	20	35.0	
Total other income	186	220	(15.5)	1,384	559	147.6	

^{*} Based on an exchange rate of HKD100 : RM53.04, being the closing rate quoted by the Bank Negara Malaysia ("BNM") as at 28 June 2019.



A11. OTHER SEGMENTAL INFORMATION

OPERATING SEGMENT BY PRODUCT	FOR THE QU	JARTER END	ED						
		EDCCS			Properties			Total	
	30/6/2019	30/6/2018	Changes	30/6/2019	30/6/2018	Changes	30/6/2019	30/6/2018	Changes
	RM'000	RM'000	%	RM'000	RM'000	%	RM'000	RM'000	%
			(00.0)						
Revenue (note A9)	12,539	16,279	(23.0)	11,044	2,916	278.7	23,583	19,195	22.9
Other income (note A10)	171	200	(14.5)	15	20	(25.0)	186	220	(15.5)
Direct costs	(11,783)	(15,333)	(23.2)	(10,078)	(2,614)	285.5	(21,861)	(17,947)	21.8
Segmental profit before	927	1,146	(19.1)	981	322	204.7	1,908	1,468	30.0
Finance cost	(11)	(15)	(26.7)	-	(3)	(100.0)	(11)	(18)	(38.9)
Depreciation and amortisation	(122)	(113)	8.0	-	-	-	(122)	(113)	8.0
Inventories written off/down	(20)	-	100.0	-	-	-	(20)	-	100.0
Share of results of associates	-	20	(100.0)	-	-	-	-	20	(100.0)
Income tax expenses	(284)	(18)	1477.8	(249)	(88)	183.0	(533)	(106)	402.8
Segmental net profit	490	1,020	(52.0)	732	231	216.9	1,222	1,251	(2.3)

OPERATING SEGMENT BY PRODUCT	FOR PERIOD	ENDED							
		EDCCS			Properties			Total	
	30/6/2019	30/6/2018	Changes	30/6/2019	30/6/2018	Changes	30/6/2019	30/6/2018	Changes
	RM'000	RM'000	%	RM'000	RM'000	%	RM'000	RM'000	%
Revenue (note A9)	36,307	26,983	34.6	31,479	5,838	439.2	67,786	32,821	106.5
Other income (note A10)	1,359	517	162.9	25	42	(40.5)	1,384	559	147.6
Direct cost	(33,711)	(26,028)	29.5	(27,012)	(5,431)	397.4	(60,723)	(31,459)	93.0
Segmental profit before	3,955	1,472	168.7	4,492	449	900.4	8,447	1,921	339.7
Finance cost	(28)	(163)	(82.8)	(71)	(6)	1083.3	(99)	(169)	(41.4)
Depreciation and amortisation	(236)	(227)	4.0	-			(236)	(227)	4.0
Inventories written off/down	(101)		100.0	-	-	-	(101)		100.0
Share of results of associates	50	196	(74.5)	-	-		50	196	(74.5)
Income tax expenses	(774)	(2)	38600.0	(991)	(158)	527.2	(1,765)	(160)	1003.1
Segmental net profit	2,866	1,276	124.6	3,430	285	1103.5	6,296	1,561	303.3

Other than the items mentioned above which have been included in the statement of profit or loss and other comprehensive income, there were no other income including investment income, provision for and write off of receivables and inventories, gain or loss on disposal of unquoted investments or properties, impairment of assets, gain or loss on derivatives and exceptional items for the current quarter and period ended 30 June 2019.



A12. CARRYING AMOUNT OF REVALUED ASSETS

The valuations of property, plant and equipment ("PPE") have been brought forward without amendment from the financial statement for the year ended 31 December 2018. All PPE, except for land and building, are stated at cost less accumulated depreciation and less any impairment losses. Land and building are shown at fair values, based on valuations by external independent valuers, less subsequent accumulated depreciation on buildings and any accumulated impairment losses.

A13. SUBSEQUENT EVENTS

On 29 July 2019, YBG Yap Consolidated Sdn. Bhd. ("YBG Yap" or the "Offeror") had entered into shares sale agreements with various shareholders of Grand-Flo to acquire an aggregate of 250,810,786 ordinary shares in Grand-Flo ("Grand-Flo Shares"), representing approximately 53.32% shareholding in Grand-Flo for a total cash consideration of RM65,210,804.26 or RM0.26 per Grand-Flo Share ("Acquisitions"). The Acquisitions by the Offeror had been completed via direct business transactions on the same day.

Following the Acquisitions, YBG Yap had made an unconditional mandatory take-over offer to acquire all the remaining 219,606,925 ordinary shares in Grand-Flo (excluding treasury shares) not already owned by the Offeror, the Joint Ultimate Offerors and persons acting in concert with them ("Offer Share(s)") for a cash consideration of RM0.26 per Offer Share ("Offer").

PLNC Holdings Sdn Bhd ("PLNC") owns 80% in YBG Yap while JYF Capital Sdn Bhd ("JYF") owns the remaining 20%. Both PLNC and JYF are deemed as persons acting in concert.

Dato' Sri Yap Ngan Choy holds 100% in PLNC and Dato' Yap Fook Choy 100% in JYF. Both Dato' Sri Yap Ngan Choy and Dato' Yap Fook Choy are deemed as the joint ultimate offerors for the Offer ("Joint Ultimate Offerors").

Save from the above, there were no significant subsequent events from 30 June 2019 to the date of this report, which will have a material effect on the financial results of the Group for the guarter under review.

A14. CHANGES IN COMPOSITION OF THE GROUP

Grand-Flo had on 11 March 2019 announced that Labels Network Sdn. Bhd. ("LNSB"), a wholly-owned subsidiary of Grand-Flo, had entered into a Share Purchase Agreement with Simat Technologies Public Company Limited for the disposal of LNSB's entire shareholding comprising 480,000 ordinary shares of THB10.00 each, representing 14.12% of the total issued share capital of Simat Label Company Limited, for a cash consideration of THB26,000,000 (equivalent to approximately RM3,309,800). The sale was completed on 18 March 2019.

Save from the above, there were no other material changes in the composition of the Group for the guarter under review.



A15. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There were no contingent liabilities or contingent assets of the Group during the quarter under review.

A16. CAPITAL COMMITMENTS

There were no material commitments as at the end of the current quarter under review.

A17. RELATED PARTY TRANSACTIONS

There were no related party transactions which would have a material impact on the financial position and the business of the Group during the current quarter under review except for the following:

	Quarter ended 30/6/2019 RM'000	Period ended 30/6/2019 RM'000
Management fees to a related party	202	635
Sales to a related party	5	17
Purchases from a related party		7

The above related party transactions are recurrent transactions of a revenue or trading nature and are at arm's length entered in the ordinary course of business on terms not more favourable to the related party than those generally available to the public.

A18. STATUS OF UTILISATION OF PROCEEDS

Grand-Flo had on 19 October 2017, 3 November 2017 and 7 November 2017 disposed of entire shareholding comprising 48,899,373 Simat Shares, representing approximately 12.31% equity interest in Simat, at a disposal price of THB2.70 per shares for a total cash consideration of RM15,002,313 (THB132,028,307). The status of utilisation of the sale proceeds is as follows:

Utilisation up to 30.6.2019	Proceeds Received RM'000	Proceeds Utilised RM'000	Balance RM'000
Working Capital	15,002	15,002	-
Total	15,002	15,002	-



PART B - EXPLANATORY NOTES PURSUANT TO PART A OF APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA SECURITIES FOR THE MAIN MARKET

B1. REVIEW OF OVERALL PERFORMANCE

	Qı	arter Ende	t	Period Ended			
	30/6/2019	30/6/2019 30/6/2018	Changes	30/6/2019	30/6/2018	Changes	
	RM'000	RM'000	%	RM'000	RM'000	%	
Revenue	23,583	19,195	22.9	67,786	32,821	106.5	
Cost of sales	(16,303)	(13,337)	22.2	(49,278)	(22,674)	117.3	
Gross profit	7,280	5,858	24.3	18,508	10,147	82.4	
Profit before taxation ("PBT")	1,755	1,357	29.3	8,061	1,721	368.4	
Profit after taxation ("PAT")	1,222	1,251	(2.3)	6,296	1,561	303.3	

For the quarter ended 30 June 2019

Revenue for the current ended 30 June 2019 increased 22.9% from RM19.2 million in the preceding year's corresponding quarter to RM23.6 million for the current quarter under review mainly due to higher sales from Property Development division.

In tandem with the higher sales for the quarter under review, PBT for the current quarter increased by 29.3% from RM1.4 million to RM1.8 million.

For the period ended 30 June 2019

Revenue for the current period ended 30 June 2019 increased by two-fold from RM32.8 million in the preceding year to RM67.8 million mainly due to the strong performance from both EDCCS and Property Development division.

The Group PBT grew 368.4% to RM8.1 million (included a gain on disposal of an associate company of RM1.0 million) from PBT of RM1.7 million for same period last year. Had the gain been excluded, the PBT would have been RM7.1 million in the current period ended 30 June 2019.



B1. REVIEW OF OVERALL PERFORMANCE (CONT'D)

i) EDCCS

	Qu	iarter Ende	d	Period Ended		
	30/6/2019	30/6/2018	Changes	30/6/2019	30/6/2018	Changes
	RM'000	RM'000	%	RM'000	RM'000	%
Revenue	12,539	16,279	(23.0)	36,307	26,983	34.6
Cost of sales	(7,088)	(11,231)	(36.9)	(24,246)	(18,460)	31.3
Gross profit	5,451	5,048	8.0	12,061	8,523	41.5
Profit before taxation ("PBT")	774	1,038	(25.4)	3,640	1,278	184.8
Profit after taxation ("PAT")	490	1,020	(52.0)	2,866	1,276	124.6

For the quarter ended 30 June 2019

The EDCCS division recorded revenue of RM12.5 million in the current quarter as compared to revenue of RM16.3 million in preceding year's corresponding quarter, decreased by 23.0%. The lower sales for the current quarter had resulted in lower PBT of RM0.8 million as compared to the PBT of RM1.0 million in preceding year's corresponding quarter.

For the period ended 30 June 2019

The EDCCS division recorded revenue of RM36.3 million and PBT of RM3.6 million for the current period ended 30 June 2019 compared to revenue of RM27.0 million and PBT of RM1.3 million in the corresponding period ended 30 June 2018, representing an increase in revenue of 34.6% and PBT of 184.8% respectively. Included in the PBT of RM3.6 million in the current period was a gain of RM1.0 million from disposal of an associate company.

With the exclusion of the gain, the PBT would have been RM2.6 million for the current period ended 30 June 2019 as compared to PBT of RM1.3 million for the preceding year's corresponding period under review.



B1. REVIEW OF OVERALL PERFORMANCE (CONT'D)

i) Property Development

	Qı	arter Ende	t	Period Ended			
	30/6/2019 RM'000	30/6/2018 RM'000	Changes %	30/6/2019 RM'000	30/6/2018 RM'000	Changes %	
Revenue	11,044	2,916	278.7	31,479	5,838	439.2	
Cost of sales	(9,215)	(2,106)	337.6	(25,032)	(4,214)	494.0	
Gross profit	1,829	810	125.8	6,447	1,624	297.0	
Profit before taxation ("PBT")	981	319	207.5	4,421	443	898.0	
Profit after taxation ("PAT")	732	231	216.9	3,430	285	1103.5	

For the quarter ended 30 June 2019

Property Development division's revenue for the quarter ended 30 June 2019 was mainly derived from sales of The Glades units capitalising on the House Ownership Campaign ("HOC") 2019.

For the quarter under review, the division posted PBT of RM1.0 million as compared to RM0.3 million in the previous year's corresponding quarter, mainly attributed to the higher revenue mentioned above.

For the period ended 30 June 2019

Property Development division's revenue for current period ended 30 June 2019 was mainly derived from sales of The Glades and Vortex Business Park units. The division posted PBT of RM4.4 million as compared to RM0.4 million in the previous year's corresponding period, mainly due to the higher revenue.



B2. MATERIAL CHANGES IN QUARTERLY RESULTS

	Q	Quarter Ended		
	30/6/2019	31/3/2019	Changes	
	RM'000	RM'000	%	
Group				
Revenue	23,583	44,203	(46.6)	
Cost of sales	(16,303)	(32,976)	(50.6)	
Gross profit	7,280	11,227	(35.2)	
Profit before taxation ("PBT")	1,755	6,307	(72.2)	
Profit after taxation ("PAT")	1,222	5,074	(75.9)	

The Group recorded revenue of RM23.6 million and PBT of RM1.8 million for the current quarter compared to revenue of RM44.2 million and PBT of RM6.3 million in the preceding quarter, representing a dropped in revenue of 46.6% and PBT of 72.2%. This was mainly due to the lower sales for both EDCCS and Property Development division.

	Quarter Ended		
	30/6/2019	31/3/2019	Changes
	RM'000	RM'000	%
EDCCS			
Revenue	12,539	23,769	(47.2)
Cost of sales	(7,088)	(17,159)	(58.7)
Gross profit	5,451	6,610	(17.5)
Profit before taxation ("PBT")	774	2,867	(73.0)
Profit after taxation ("PAT")	490	2,376	(79.4)

For the current quarter under review, EDCCS division recorded a decrease in revenue of 47.2% as compared with the preceding quarter mainly due to certain project sales of RM9.3 million to an utility company in the preceding quarter. As a result of the drop in revenue, PBT reduced 73.0% for the current quarter under review.

	Q	Quarter Ended		
	30/6/2019	31/3/2019	Changes	
	RM'000	RM'000	%	
Property Development				
Revenue	11,044	20,434	(46.0)	
Cost of sales	(9,215)	(15,817)	(41.7)	
Gross profit	1,829	4,617	(60.4)	
Profit before taxation ("PBT")	981	3,440	(71.5)	
Profit after taxation ("PAT")	732	2,698	(72.9)	

For the quarter under review, the division posted PBT of RM1.0 million as compared to RM3.4 million in the preceding quarter, mainly due to softer market condition.



B3. COMMENTARY ON PROSPECTS

For the current financial year, the Board is optimistic that the EDCCS and Property Development division will continue to contribute positively to the Group's top and bottom line.

B4. TAXATION

	Quarter ended 30/6/2019	Period ended 30/6/2019
Estimated income tax :	RM'000	RM'000
Malaysia income tax	505	1,704
Foreign income tax	28	61
	533	1,765

The effective tax rate is higher than the statutory tax rate for the quarter under review due to certain expenses which are not deductible for tax purposes. And, the effective tax rate is lower than the statutory tax rate for the period under review mainly due to utilisation of unabsorbed tax losses of a subsidiary company.

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% (2018: 24%) of the estimated assessable profit for the quarter and the year.

B5. STATUS OF CORPORATE PROPOSALS AS AT 15 AUGUST 2019

Other than disclosed in Note A13, there were no corporate proposals announced but not completed as at 15 August 2019, being the latest practicable date, not earlier than seven (7) days from the date of issuance of this report.



B6. BORROWINGS

The borrowings of the Company as at 30 June 2019 were as follows:

	As at 30/6/2019 RM'000	As at 30/6/2018 RM'000
Secured Short-term (due within 12 months):		
Bankers' acceptance / factoring	-	333
Term loan	126	126
Hire purchase & lease payables	19	77
	145	536
Secured Long-term (due after 12 months):		
Term loan	604	687
Hire purchase & lease payables	26	<u>-</u> _
	630	687
Total Borrowings	775	1,223

There was no unsecured borrowing for the current quarter. All borrowings were denominated in Ringgit Malaysia.

The effective annual interest rates at the reporting date for borrowings are as follows:

	2019	2018
	%	%
Bankers' Acceptance	5.29 - 5.50	5.29 - 5.50
Overdraft	-	-
Term loan	5.35 - 8.26	5.35 - 8.26
Hire purchase & lease payables	4.66 – 6.99	4.66 - 6.99

B7. MATERIAL LITIGATION

The Directors are not aware of any material litigations or claims against the Group and Company as at 15 August 2019, being the latest practicable date, not earlier than seven (7) days from the date of issuance of this report.

B8. DIVIDEND

- (a) The Board does not recommend any interim dividend for the quarter ended 30 June 2019 of the financial year ending 31 December 2019 (2nd quarter 2018: Nil).
- (b) For the financial year-to-date, no dividend has been declared (2018: 0.60 sen).



B9. EARNINGS PER SHARE

(a) Basic earnings per share

The basic earnings per share is calculated based on Group's net profit attributable to the owners of the Company divided by the weighted average number of ordinary shares in issue during the period as follows:-

	Quarter ended 30/6/2019	Period ended 30/6/2019
Net profit attributable to ordinary equity holders of the parent (RM'000)	757	5,463
Weighted average number of ordinary shares in issue ('000)	470,418	470,640
Basic earnings per share (sen)	0.16	1.16

(b) Diluted earnings per share

Diluted earnings per share is not applicable as there were no potential ordinary shares in issue for the current quarter and cumulative quarter.