Focus Dynamics Group Berhad ("Focus" or the "Company")

(Registration No: 200201015261 (582924-P))

Interim Financial Report for the twelve (12) months period ended 31 December 2021

PART A. EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD 134 ("MFRS 134") INTERIM FINANCIAL REPORTING

A1. BASIS OF PREPARATION

The interim financial statements are unaudited and have been prepared in accordance with the requirements outlined in the Malaysian Financial Reporting Standards ("MFRSs") No. 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB"), and Paragraph 9.22 of the Bursa Malaysia Securities Berhad ("Bursa Securities") ACE Market Listing Requirements ("ACE Listing Requirements") and should be read in conjunction with the audited financial statements of the Company and its subsidiaries ("Group") for the financial year ended 31 December 2020. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2020.

The accounting policies and methods of computation adopted by the Group in this interim financial statements are consistent with those adopted in the financial statements for the financial year ended 31 December 2020, except for the adoption of the following new Amendments to MFRSs issued by MASB, effective for the annual periods beginning on or after 1 January 2021:-

Effective Date

MFRSs and/or IC Interpretations	(Including	The (Consequential	
Amendments)			-	

Amenaments)		Effective Date
Amendments to MFRS 4:	Insurance Contracts	1 January 2021
Amendments to MFRS 7:	Financial Instruments: Disclosures	1 January 2021
Amendments to MFRS 9:	Financial Instruments	1 January 2021
Amendments to MFRS 16:	Leases	1 January 2021
Amendments to MFRS 139:	Financial Instruments: Recognition and Measurement	1 January 2021
Amendments to MFRS 16:	Leases	1 April 2021
Amendments to MFRS 1:	First-time Adoption of Malaysian Financial Reporting Standards	1 January 2022
Amendments to MFRS 3:	Business Combinations	1 January 2022
Amendments to MFRS 9:	Financial Instruments	1 January 2022
Amendments to MFRS 116:	Property, Plant and Equipment	1 January 2022
Amendments to MFRS 137:	Provisions, Contingent Liabilities and Contingent Assets	1 January 2022
Amendments to MFRS 141:	Agriculture	1 January 2022
MFRS 17:	Insurance Contracts	1 January 2023
Amendments to MFRS 17:	Insurance Contracts	1 January 2023
Amendments to MFRS 101:	Presentation of Financial Statements	1 January 2023
Amendments to MFRS 108:	Accounting Policies, Changes in Accounting Estimates and Errors	1 January 2023
Amendments to MFRS 112:	Incomes taxes	1 January 2023
Amendments to MFRS 10:	Consolidated Financial Statement	Deferred
Amendments to MFRS 128:	Investments in Associates and Joint Ventures	Deferred

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) is expected to have no material impact on the financial statements of the Group and the Company upon their initial application.

A2. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The audit report for the audited financial statements of the Company and its subsidiaries for the financial year ended 31 December 2020 was not subject to any qualification.

A3. COMMENTS ABOUT SEASONAL OR CYCLICAL FACTORS

The Group's business operational results are not materially affected by any major seasonal or cyclical factors.

A4. UNUSUAL ITEMS DUE TO THEIR NATURE, SIZE OR INCIDENCE

During the current quarter under review, there were no unusual items or events that affected the assets, liabilities, equity, net income or cash flows, to the effect that is unusual nature, size or incidence.

The current outbreak of COVID-19 has resulted in the occurrence of a multitude of associated events such as the temporary closing of businesses, travel restrictions and quarantine measures across the globe. These measures and policies affect supply chains and the production of goods and services and lower economic activity which is likely to result in reduced demand for the Group's goods and services. The Group exercises judgement, in light of all facts and circumstances, to assess what event in this series of events provides additional evidence about the condition that existed at the reporting date and therefore affects the recognition and measurement of the Group's assets and liabilities for the twelve (12) months period ended 31 December 2021.

A5. MATERIAL ESTIMATES AND CHANGES IN ESTIMATES

There were no changes in estimates that have a material effect in the current quarter and financial period-to-date results under review.

A6. ISSUANCE OR REPAYMENT OF DEBT AND EQUITY SECURITIES

Save as disclosed below, there were no issuances, repurchases and repayment of debt and equity securities during the current financial period.

	Quarter Ended		Year to Date E	Ended	
	No of shares		No of shares		
	'000	RM'000	'000	RM'000	
Conversion of ICPS	-	-	1,075,846	59,172	

A7. DIVIDEND DECLARED

No dividend has been declared or paid by the Company during the current quarter under review.

A8. SEGMENT INFORMATION

Segment information is provided based on four (4) major business segments, i.e. investment holding, property investment and management, engineering services and food & beverage ("F&B"). Expenses, assets and liabilities which are common and cannot be meaningfully allocated to the segments are presented under allocated expenses, assets and liabilities respectively.

Business segments in revenue and results of the Company and its subsidiaries ("Group") for the current period to date ended 31 December 2021 are as follows:-

	←							
	Investment holding RM	Property investment and management RM	Engineering services RM	F&B RM	Others RM	Total RM	Elimination RM	Consolidation RM
Revenue								
External revenue	-	-	-	71,111,762	3,894	71,115,656	-	71,115,656
Intersegment revenue	-	-	-	1,213,226	-	1,213,226	(1,213,226)	-
Total revenue		-	-	72,324,988	3,894	72,328,882	(1,213,226)	71,115,656
Results								
Segment results	(1,696,999)	(80,651)	(573,161)	26,210,519	(331,297)	23,528,411	82,150	23,610,561
Interest income	2,016,965	-	317	76,433	237	2,093,952	-	2,093,952
Profit/(Loss) from operations	319,966	(80,651)	(572,844)	26,286,952	(331,060)	25,622,363	82,150	25,704,513
Interest expenses	-	-	(45,509)	(741,256)	-	(786,765)	76,595	(710.170)
Share of loss in associates	_	_	-	(10,667,282)	-	(10,667,282)	-	(10,667,282)
Profit/(Loss) before taxation	319,966	(80,651)	(618,353)	14,878,414	(331,060)	14,168,316	158,745	14,327,061
Taxation	(293,319)	-	-	(5,336,820)	-	(5,630,139)	-	(5,630,139)
Profit/(Loss) for the period	26,647	(80,651)	(618,353)	9,541,594	(331,060)	8,538,177	158,745	8,696,922
Other information	000 444	0.477	40.447	0.504.500	4.000	0.050.440		0.050.440
Depreciation of PPE	290,111	3,177	49,417	3,504,506	4,908	3,852,119	(00.405)	3,852,119
Depreciation of RUA	-	-	11,539	1,133,527	-	1,145,066	(82,105)	1,062,961
Fair value loss on market securities	-	-	(40, 400)	13,175,499	-	13,175,499	-	13,175,499
Gain on disposal of RUA	-	-	(40,429)	(462,406)	-	(40,429)	-	(40,429)
Gain on disposal of PPE	-	-	-	(163,406)	-	(163,406)	-	(163,406)
Net impairment loss on financial assets	-	-	72	123,443	-	123,443	-	123,443
PPE written-off (net)	<u>-</u>	<u>-</u>	12	82,091	<u>-</u>	82,163	<u>-</u>	82,163
Assets and Liabilities								
Segment assets	233,414,344	44,638,600	539,866	193,766,923	1,652,745	474,012,478	(184,417,891)	289,594,587
Current tax assets	201,240	-	13,040	977.813	-	1,192,093	-	1,192,093
	233,615,584	44,638,600	552,906	194,744,736	1,652,745	475,204,571	(184,417,891)	290,786,680
Goodwill	,	, ,	,	- , ,	, ,	-, - ,	(- / //	88,129
Consolidated assets								290,874,809
Segment liabilities	11,126,321	42,410,173	24,897,989	180,036,729	2,084,020	260,555,232	(217,737,840)	42,817,392
Current tax liabilities		239,538	, ,	522,726	_,	762,264	-	762,264
Deferred tax liabilities	_		-	146,303	-	146,303	_	146,303
Consolidated liabilities	11,126,321	42,649,711	24,897,989	180,705,758	2,084,020	261,463,799	(217,737,840)	43,725,959
	, -,	,,	, ,	,,	, ,	- ,,	, , - ,,	-, -,,,

For comparison purposes, the business segments in revenue and results of the Group for the current period to date ended 31 December 2020 are as follows:-

	←		Results fo	or 12 months en	ded 31 Decen	nber 2020		-
	_	Property						_
	Investment	investment and	Engineering					
	holding	management	services	F&B	Others	Total	Elimination	Consolidation
B	RM	RM	RM	RM	RM	RM	RM	RM
Revenue			400.005	00 070 574		00 050 500		00.050.500
External revenue	-	-	180,025	66,078,574	-	66,258,599	(040.450)	66,258,599
Intersegment revenue		-	400.005	610,458	-	610,458	(610,458)	00.050.500
Total revenue		-	180,025	66,689,032	-	66,869,057	(610,458)	66,258,599
Results								
Segment results	(1,445,505)	(110,111)	1,915,367	24,764,077	(555, 245)	24,568,583	(1,467,880)	23,100,703
Interest income	104,010	-	423	37,185	-	141,618	-	141,618
(Loss)/Profit from operations	(1,341,495)	(110,111)	1,915,790	24,801,262	(555,245)	24,710,201	(1,467,880)	23,242,321
Interest expenses	-	-	(59,620)	(448,951)	(345,018)	(853,589)	92,972	(760,617)
Share of results in joint venture	_	-	(,,	(497,890)	-	(497,890)	-,	(497,890)
(Loss)/Profit before taxation	(1,341,495)	(110,111)	1,856,170	23,854,421	(900,263)	23,358,722	(1,374,908)	21,983,814
Taxation	-	1	-	(5,802,718)	-	(5,802,717)	-	(5,802,717)
(Loss)/Profit for the period	(1,341,495)	(110,110)	1,856,170	18,051,703	(900,263)	17,556,005	(1,374,908)	16,181,097
Other information								
Bad debts written-off	_	955,700	_	_	_	955,700	_	955,700
Depreciation of PPE	386,815	1,588	77,660	4.351.902	5,659	4,823,624	_	4,823,624
Depreciation of RUA	300,013	1,500	35.707	1,110,858	332,019	1,478,584	(126,173)	1,352,411
Fair value gain on investment in quoted shares	_	_	(2,850,000)	(2,487,547)	332,013	(5,337,547)	(120,170)	(5,337,547)
Net impairment loss on financial assets	(603,604)	(938,400)	(2,000,000)	(2,538,518)	_	(4,080,522)	1,581,184	(2,499,338)
PPE written-off (net)	(003,004)	(930,400)	-	648,407	_	648,407	1,501,104	648,407
(,								
Assets and Liabilities								
Segment assets	174,054,539	23,867,930	13,229,972	69,127,856	4,546,364	284,826,661	(62,815,742)	222,010,919
Current tax assets	74,242	-	13,039	331,105	-	418,386	-	418,386
	174,128,781	23,867,930	13,243,011	69,458,961	4,546,364	285,245,047	(62,815,742)	222,429,305
Goodwill							,	88,129
Consolidated assets								222,517,434
Segment liabilities	11,568,339	21.548.988	37,122,719	62,517,628	4,909,477	137,667,151	(96,044,041)	41,623,110
Current tax liabilities	- 1,000,000	249,403	-	2,187,988	-	2,437,391	(50,0-1,0-11)	2,437,391
Deferred taxation	_	2-10,-100	_	28,983		28,983	_	28,983
Consolidated liabilities	11.568.339	21.798.391	37,122,719	64.734.599	4,909,477	140.133.525	(96,044,041)	44,089,484
Tononator habilities	11,000,000	21,700,001	31,122,113	3-1,1 0-1,000	1,000,-11	. +0,100,020	(00,044,041)	77,000,707

A9. MATERIAL EVENTS

- (i) The outbreak of Coronavirus Disease 2019 (COVID-19) in early 2020 has affected the business and economic environments of the World. Different measures taken by the governments and various private corporations to prevent the spread of the virus such as travel bans, closures of non-essential services, social distancing and home quarantine requirements may impact consumers' spending patterns and the Group's operations directly or indirectly. However, the outbreak of COVID-19 has a slight financial impact on the Group's financial results for the financial period ended 31 December 2021.
- (ii) On 9 November 2021, the Company announced that its wholly-owned subsidiary, Focus Dynamics Centre Sdn. Bhd. has on 9 November 2021 entered into a Collaboration and Tenancy Agreement with Cergaz Autohaus Sdn. Bhd., to jointly develop, promote and offer the luxury and premium EVs motor vehicles at The Arch, Kuala Lumpur upon the terms and subject to the conditions stipulated in the Agreement.

A10. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

There were no changes in the valuation of property, plant and equipment since the latest audited financial statements for the financial year ended 31 December 2020.

A11. CHANGES IN THE COMPOSITION OF THE GROUP

There are no changes in the composition of the Group during the quarter under review, except for the following:-

(i) On 1 December 2021, the Company holds 23.39% or 493,932,000 shares in Green Ocean in Green Ocean Corporation Berhad ("**Green Ocean**"), which is more than 20%. Therefore, Green Ocean was deemed to be an associate to the Company effective on the same date.

A12. CONTINGENT ASSETS AND LIABILITIES

There were no contingent liabilities or contingent assets since the last financial year ended 31 December 2020.

A13. CAPITAL COMMITMENTS

Capital expenditure contracted and not provided for in the interim financial statements as at 31 December 2021 are as follows:-

	As at 31.12.2021 RM
Construction of building Purchase of property	66,040,749 1,781,725
,	67,822,474

Focus Dynamics Group Berhad ("Focus" or the "Company") (Registration No: 200201015261 (582924-P))

Interim Financial Report for twelve (12) months period ended 31 December 2021

B. ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES

B1. REVIEW OF PERFORMANCE

CURRENT QUARTER COMPARED TO THE CORRESPONDING QUARTER OF LAST YEAR (Q4 2021 vs Q4 2020)

		lual Quarter audited			Cumulative Quarter Unaudited			
	Current quarter	Corresponding quarter			Current period to-	Corresponding		
	ended	ended			date	period-to-date		
	31.12.2021	31.12.2020	Char	_	31.12.2021	31.12.2020	Char	_
	RM'000	RM'000	RM'000	<u>%</u>	RM'000	RM'000	RM'000	%
Revenue	24,145	23,379	766	3.28	71,116	66,259	4,857	7.33
Gross profit	11,002	10,667	335	3.14	31,577	33,532	(1,955)	(5.83)
(Loss)/Profit before interest and tax	(4,610)	11,298	(15,908)	(140.80)	12,943	22,603	(9,660)	(42.74)
(Loss)/Profit before tax	(4,317)	11,017	(15,334)	(139.18)	14,327	21,984	(7,657)	(34.83)
(Loss)/Profit after tax	(5,596)	9,007	(14,603)	(162.13)	8,697	16,181	(7,484)	(46.25)
(Loss)/Profit attributable to ordinary equity holders of the parent	(5,914)	9,347	(15,261)	(163.27)	8,845	16,611	(7,766)	(46.75)

For the 3-month quarter ended 31 December 2021, the Group's revenue increased to RM24.15 million as compared to RM23.38 million in the previous year's corresponding quarter, representing an increase of RM0.77 million or 3.28%. This was mainly due to higher contribution from the F&B segment on the retails and wine sales during this period.

The Group's gross profit ("**GP**") margin was slightly decreased to 45.57% for the 3-month quarter ended 31 December 2021 as compared to a GP margin of 45.63% in the previous year's corresponding quarter.

The Group registered a loss after tax ("LAT") of RM5.60 million for the 3-month quarter ended 31 December 2021 as compared to a profit after tax ("PAT") of RM9.01 million in the previous year's corresponding quarter due to the fair value loss on quoted investment.

B2. COMPARISON OF CURRENT QUARTER RESULTS WITH THE PRECEDING QUARTER

Q4 2021 vs Q3 2021

	Current quarter ended 31.12.2021	Preceding quarter ended 30.09.2021	Chan	ges
	RM'000	RM'000	RM'000	%
Revenue	24,145	16,452	7,693	46.76
Gross profit	11,002	7,042	3,960	56.23
(Loss)/Profit before interest and tax	(4,610)	3,406	(8,016)	(235.35)
(Loss)/Profit before tax	(4,317)	3,773	(8,090)	(214.42)
(Loss)/Profit after tax	(5,596)	1,651	(7,247)	(438.95)
(Loss)/Profit attributable to ordinary equity holders of the parent	(5,914)	1,788	(7,702)	(430.76)

For the current quarter, the Group's revenue increased to RM24.15 million from RM16.45 million in the preceding quarter, representing an increase of 46.76% or RM7.69 million due to Malaysia ease COVID-19 restrictions as the state moves to phase 4 of the National Recovery Plan, whereby food establishments can offer dine-in services for fully vaccinated persons with health protocols in place.

The GP margin increased to 45.57% during the 3-month ended 31 December 2021 as compared to a GP margin of 42.80% during the preceding quarter.

The Group registered a LAT of RM5.60 million for the current quarter as compared to PAT of RM1.65 million in the preceding quarter due to the loss on fair value on quoted investment in the current quarter.

B3. COMMENTARY ON PROSPECTS

The Group continues to concentrate its management resources towards its F&B segment and Property Investment segment, which we believe will provide positive medium term growth. On this note, management will:-

- (i) continue its diversification initiative to develop a mixed commercial development which will feature retail/ F&B lots, event hall, a Chinese restaurant, a seafood restaurant, a karaoke centre and car parks in a 5-storey building with a basement level to be erected on a piece of land next to TREC KL and the Tun Razak Exchange; and
- (ii) leverage on its existing F&B outlets, namely "Chaze", "LAVO", "Bounce" and "FINCH' to further expand its F&B business including amongst others, opening of additional outlets or launching new F&B brands.

Besides these ventures, the Board is currently re-examining the Engineering Service Segment as its contribution has dwindled over the past few years. Nevertheless, this segment will be maintained in the short-term pending management's review of the segment's market condition.

The Board believes that the abovementioned initiatives in the F&B and property investment management should place the Group in a better position to further improve its financial performance in the near future.

B4. PROFIT FORECAST OR PROFIT GUARANTEE

Not applicable as the Group did not publish any profit forecast or profit guarantee.

B5. NOTES TO CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Current quarter ended 31.12.2021 RM	Cumulative period-to-date 31.12.2021 RM
Profit for the period is arrived at after charging		
Amortisation and depreciation	1,070,162	3,852,119
Depreciation of Right of Use Asset ("RUA")	194,614	1,062,961
Fair value loss on market securities	24,017,589	13,175,499
PPE written-off	72	82,163
Interest on lease liabilities	162,978	663,403
Interest expense	12,708	46,767
And after crediting		
Dividend income	9,625	39,412
Management fee	130,000	254,000
Interest income	468,794	2,093,952
Bargain purchase on the investment in associates	15,991,000	20,165,952
Gain on disposal of PPE	86,416	163,406
Gain on disposal of RUA	-	40,429
INCOME TAX EXPENSE		
INCOME TAX EXPENSE	Current quarter	Cumulative
	ended	period-to-date
	31.12.2021	31.12.2021
	RM	RM
Deferred tax	117,320	117,320
Current tax	919,815	5,522,815
Share of associate's tax expenses	241,703	(9,996)
Tax Expenses	1,278,838	5,630,139

B7. STATUS OF CORPORATE PROPOSAL

There is no outstanding corporate proposal for the current quarter under review

B8. GROUP BORROWINGS

B6.

The details of the Group's borrowings as at 31 December 2021 are as follows:

	As at	As at
	31.12.2021	31.12.2020
	RM	RM
Current		
Bank overdraft – secured	1,208,632	1,224,641

The Group does not have any foreign borrowings as at the date of this report.

B9 LEASE LIABILITIES

As at 31.12.2021 RM	As at 31.12.2020 RM
5,426,052	4,726,342
399,219	2,244,637
-	(806,236)
(718,364)	(323,681)
<u>-</u>	(24,580)
663,403	704,690
(492,925)	(390,430)
(468,288)	(704,690)
4,809,097	5,426,052
3,354,148	4,493,805
1,454,949	932,247
4,809,097	5,426,052
	31.12.2021 RM 5,426,052 399,219 (718,364) - 663,403 (492,925) (468,288) 4,809,097 3,354,148 1,454,949

B10. MATERIAL LITIGATION

The Group does not engage in any litigation or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the Company or its subsidiary companies and the Board is not aware of any proceedings pending or threatened, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the position or business of the Company or its subsidiary companies as at the date of this report.

B11. PROPOSED DIVIDEND

No dividend has been declared or paid during the current quarter under review and financial year-to-date.

B12. EARNINGS PER SHARE

(a) Basic

Basic (loss)/profit per ordinary share is calculated by dividing the net (loss)/profit for the financial period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial period.

	Current quarter ended		Cumulative p	eriod-to-date	
	31.12.2021 RM	31.12.2020 RM	31.12.2021 RM	31.12.2020 RM	
(Loss)/Profit attributable to equity holders of the Company	(5,913,507)	9,346,529	8,845,351	16,610,974	
Weighted average number of shares in issue	6,372,205,736	6,133,235,213	6,326,548,495	6,133,235,213	
Basic earnings per share (sen)	(0.09)	0.15	0.14	0.27	

(b) Dilutive

For the purpose of calculating diluted earnings per share, the net (loss)/profit for the period attributable to the equity holders of the Company and the weighted average number of ordinary shares outstanding during the period have been adjusted for the dilutive effects of all potential ordinary shares from the exercise of Warrants and ICPS.

	Current quarter ended		Cumulative period-to-date	
	31.12.2021 RM	31.12.2020 RM	31.12.2021 RM	31.12.2020 RM
(Loss)/Profit attributable to equity holders of the Company	(5,913,507)	9,346,529	8,845,351	16,610,974
Weighted average number of shares in issue (shares split and ICPS conversion and full exercise of ICPS and Warrants D)	7,275,569,028	8,112,444,705	7,229,911,787	8,112,444,705
Diluted earnings per share (sen)	(0.08)	0.12	0.12	0.20

B.13 Status of the Rights Issue Proceeds

The status of the utilisation of the proceeds raised from the right issue of 2,044,266,042 ICPS at an issue price of RM0.055 per share together with 3,066,399,051 Warrants D amounting to RM112,434,632 as at 31 December 2021:-

	Proposed utilisation RM'000	Actual utilisation RM'000	Balance of proceeds RM'000	Time frame for the utilisation of proceeds RM'000
Construction works for the Arch	65,280	15,679	49,601	Within 24 months
Renovations, fixtures and fittings for the Arch	14,280	-	14,280	Within 3 months from Completion of the Arch
Working capital for the Arch	6,120	-	6,120	Upon completion of the Arch
Working capital for the Group	6,000	6,000	-	Within 24 months
Acquisition and/or investment in other complementary F&B businesses	20,125	20,125	-	Within 24 months
Defraying expenses	630	630	-	Immediate
_	112,435	42,434	70,001	•

B14. AUTHORITY FOR ISSUE

The interim financial report was authorised for issue by the Board of Directors in accordance with a resolution of the Directors.

By order of the Board

WONG YUET CHYN Company Secretary