VisDynamics Holdings Berhad [(Registration No. 200501000050 (677095-M)] Incorporated in Malaysia UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME FOR THE THREE (3) MONTHS FINANCIAL YEAR ENDED 31 JANUARY 2023

(The figures have not been audited)

	INDIVIDUAL	QUARTER	CUMULATIVI CURRENT YEAR	E QUARTER PRECEDING YEAR
	CURRENT YEAR QUARTER ENDED 31 JANUARY 2023 RM'000 (Unaudited)	PRECEDING YEAR QUARTER ENDED 31 JANUARY 2022 RM'000 (Audited)	THREE (3) MONTHS CUMULATIVE TO-DATE 31 JANUARY 2023 RM'000 (Unaudited)	THREE (3) MONTHS CUMULATIVE TO-DATE 31 JANUARY 2022 RM'000 (Audited)
Revenue	2,906	14,509	2,906	14,509
Cost of Sales	(1,284)	(5,568)	(1,284)	(5,568)
Gross Profit	1,622	8,941	1,622	8,941
Other Operating Income	384	279	384	279
Human Resource Related Expenses	(452)	(1,174)	(452)	(1,174)
Administrative Expenses	(507)	(455)	(507)	(455)
Selling and Distribution Expenses	(107)	(2,668)	(107)	(2,668)
Research and Development	(1,073)	(1,203)	(1,073)	(1,203)
Other Operating Expenses	(3,223)	(40)	(3,223)	(40)
Profit/(Loss) From Operations	(3,356)	3,680	(3,356)	3,680
Finance Cost	(9)	(12)	(9)	(12)
Profit/(Loss) Before Taxation	(3,365)	3,668	(3,365)	3,668
Taxation	<u> </u>	(890)		(890)
Profit/(Loss) After Taxation For The Period	(3,365)	2,778	(3,365)	2,778
Other Comprehensive Income Forex loss	-	-	-	-
Total Comprehensive Income/(Loss) For The Period	(3,365)	2,778	(3,365)	2,778
Attributable to: Equity holders of the parent Minority Interest	(3,365)	2,778 -	(3,365)	2,778 -
Net Profit Comprehensive Income For The Period	(3,365)	2,778	(3,365)	2,778
Profit Per Share (i) Basic (sen)	(1.92)	1.59	(1.92)	1.59
(ii) Fully diluted (sen)	(1.92)	1.56	(1.92)	1.56

VisDynamics Holdings Berhad [(Registration No. 200501000050 (677095-M)] Incorporated in Malaysia UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 JANUARY 2023

	Unaudited As At 31 JANUARY 2023 RM'000	Audited As At 31 OCTOBER 2022 RM'000
ASSETS		
NON-CURRENT ASSETS		
Property, plant and equipment	13,279	13,014
Development expenditure	2,031	2,031
Goodwill on consolidation	1,222	1,261
Intangible Assets	47	34
Total Non-Current Assets	16,579	16,340
CURRENT ASSETS		
Inventories	21,129	19,935
Trade receivables	5,643	9,742
Other receivables, deposits and prepayments	4,247	4,010
Other investment	2,131	919
Fixed deposit	19,627	26,984
Cash and bank balances	7,026	3,492
Total Current Assets	59,803	65,082
TOTAL ASSETS	76,382	81,422
EQUITY AND LIABILITIES EQUITY		
Ordinary share capital	24,389	24,172
Warrants Reserve	1,677	1,677
Discount on Shares Retained profits	(1,677) 39,196	(1,677)
Equity attributable to equity holders of the parent	63,585	42,561 66,733
	03,303	00,733
Minority interests		
TOTAL EQUITY	63,585	66,733
LIABILITIES NON-CURRENT LIABILITIES		
Borrowings	118	150
Total Non-Current Liabilities	118	150_
CURRENT LIABILITIES		
Trade payables	1,969	1,035
Contract liabilities	1,786	832
Taxation payables	3,263	3,263
Other payables and accruals	5,523	9,271
Borrowings	138	138_
Total Current Liabilities	12,679	14,539
TOTAL LIABILITIES	12,797	14,689
TOTAL EQUITY AND LIABILITIES	76,382	81,422
Net assets value per share (RM)	0.36	0.38

Vis Dynamics Holdings Berhad [(Registration No. 200501000050 (677095-M)] Incorporated in Malaysia UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE 3 MONTHS FINANCIAL YEAR ENDED 31 JANUARY 2023 (The figures have not been audited)

	Share Capital	Share Premium	Warrant Reserve	ESOS Compensation Reserve	Discount on Shares	Translation Reserve	Retained Profits	Total
	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000	RM '000
As at 31 October 2022 (Audited)	24,172	-	1,677	-	(1,677)	-	42,561	66,733
Net Profit for the year	-	_	_	_	-	-	(3,365)	(3,365)
Exercise of ESOS	198	-	-	-	-	-	-	198
Exercise of WARRANT	19	-	(6)	-	6	-	-	19
Warrants expired during the year		-	(1,671)	-	1,671	-	-	-
As At 31 January 2023 (Unaudited)	24,389	-	-	-	-	-	39,196	63,585
As at 31 October 2021 (Audited)	23,747	-	1,695	-	(1,695)	-	32,467	56,214
Net Profit for the year	-	-	-	-	-	-	2,778	2,778
Exercise of ESOS	200	-	-	-	-	-	· -	200
As At 31 January 2022 (Audited)	23,947	-	1,695	-	(1,695)	-	35,245	59,192

VisDynamics Holdings Berhad

[(Registration No. 200501000050 (677095-M)] Incorporated in Malaysia

UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE 3 MONTHS FINANCIAL YEAR ENDED 31 JANUARY 2023

	THREE (3) MONTHS CUMULATIVE TO-DATE 31 JANUARY 2023 (Unaudited)	THREE (3) MONTHS CUMULATIVE TO-DATE 31 JANUARY 2022 (Audited)
	RM'000	RM'000
NET (LOSS)/ PROFIT BEFORE TAXATION	(3,365)	3,668
Adjustment for:-		
Depreciation of property, plant and equipment	212	168
Amortisation of development expenditure	73	73
Amortisation of Trademarks and Patents	5	1
Impairment of Goodwill	39	39
(Reversal) / Addition of provision and accruals	(3,703)	(1,384)
(Gain)/ Loss on foreign exchange - unrealised	2,979	(196)
Loss / (Gain) on Disposal of property, plant and equipment	2	-
Interest income	(218)	(18)
Interest expenses	2	4_
Operating profit before working capital changes	(3,975)	2,355
(Increase) / Decrease in inventories	(1,193)	(1,363)
(Increase) / Decrease in trade and other receivables	3,124	(199)
Increase / (Decrease) in trade and other payables	2,015	1,870
Cash generated from operations	(29)	2,663
Interest paid	(2)	(4)
NET CASH FROM OPERATING ACTIVITIES	(31)	2,659
CASH FLOWS FROM/ (FOR) INVESTING ACTIVITIES		
Payment of development expenditure	(74)	(101)
Interest received	218	18
Purchase of property, plant and equipment	(478)	(20)
(Placement) / withdrawal of money market funds	(1,211)	2,955
Additional in Trademarks/Patents	(18)	-
NET CASH USED IN INVESTING ACTIVITIES	(1,563)	2,852
	(=/555)	
CASH FLOWS FROM/(FOR) FINANCING ACTIVITIES		
Repayment of HP Creditor	(32)	(31)
Proceeds from exercise of ESOS	198	200
Proceeds from exercise of WARRANT	19	-
NET CASH GENERATED FROM / (USED IN) FINANCING ACTIVITIES	185	169
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,409)	5,680
EFFECT OF EXCHANGE RATE ON CASH AND CASH EQUIVALENTS	(2,414)	135
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR	30,476	15,625
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL PERIOD	26,653	21,440

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

PART A - EXPLANATORY NOTE PURSUANT TO MFRS 134

1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the Malaysia Financial Reporting Standard ("MFRS") 134 – Interim Financial Reporting and Chapter 9, Part K Rule 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad for the ACE Market, and should be read in conjunction with the Group's annual audited financial statements for the year ended 31 October 2022.

2. Changes in Accounting Policies

The accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the most recent annual audited financial statement for the year ended 31 October 2022, as well as the new/revised/amendments standard mandatory for financial periods beginning on or after 1 November 2022.

3. Auditors' Report

The auditors' report on the financial statements for the financial year ended 31 October 2022 was not subject to any qualification.

4. Seasonal or cyclicality of interim operations

The Group's operation is dependent on the cyclical trend of the semiconductors and electronics industries.

5. Unusual items affecting Assets, Liabilities, Equity, Net Income or Cash Flows

Other than the material changes mentioned in Note 15, there were no other items affecting assets, liabilities, equity, net income, or cash flows that were unusual because of their nature, size, or incidence during the three (3) months financial period ended 31 January 2023.

6. Changes in Estimates

There were no changes in estimates of amounts reported in prior financial years that have a material effect in the three (3) months financial period ended 31 January 2023.

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

7. Debt and Equity Securities

On 2 July 2018, 4,212,500 the share options under the Employees' Share Option Scheme (ESOS) were granted to eligible directors and employees of the Group at an exercise price of RM0.42, lapsed on 22 November 2022. Please refer to note 26 for the details of this ESOS.

Subsequently, the Company will undertake:

- (i) proposed bonus issue of up to 87,599,656 new ordinary shares in VHB ("VHB Share(s) or Shares(s)") ("Bonus Share(s)") on the basis of 1 Bonus Share for every 2 existing VHB Shares held by the entitled shareholders of the Company whose names appear in the Company's Record of Depositors on an entitlement date to be determined and announced later ("Entitlement Date") ("Entitled Shareholder(s)") ("Proposed Bonus Issue of Shares");
- (ii) proposed bonus issue of up to 65,699,742 new free warrants in VHB ("Warrant(s)") on the basis of 1 Warrant for every 4 VHB Shares held by the Entitled Shareholders after the completion of the Proposed Bonus Issue of Shares ("Proposed Bonus Issue of Warrants"); and
- (iii) proposed establishment of an employees' share option scheme ("ESOS") of up to 10% of the total number of issued shares of the Company at any point in time to be granted to the eligible Directors and employees of VHB and its subsidiary ("VHB Group" or the "Group") ("Proposed ESOS")

Bursa has granted the approval for the above proposals on 8 March 2023.

8. Dividends Paid

There was no dividend paid during the three (3) months financial period ended 31 January 2023.

9. Subsequent Material Events

There were no material events since the end of the current quarter to the date of this announcement that have not been reflected in the interim financial statements.

10. Change in the Composition of the Group

There were no changes in the composition of the Group during the three (3) months financial period ended 31 January 2023.

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

11. Contingent Liabilities and Contingent Assets

	31 January 2023	31 January 2022
Guarantee given to a financial institution for banking facilities granted to a subsidiary	16,400,000	16,400,000

12. Segmental Information

Sales Revenue by Geographical Market for the three (3) months financial period up to 31 January 2023:

	31 January 2023 RM'000	31 January 2022 RM'000
Malaysia	47	1,144
South East Asia	2,645	2,887
North Asia	214	10,464
USA	-	14
Total	2,906	14,509

No other segmental information such as segment assets, liabilities and results are presented as the Group is principally engaged in business as a manufacturer of automated test equipment and operates from Malaysia only.

13. Capital Commitments

Approved but not contracted for

Budget for the construction of factory building amounted to RM 15 million.

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

Part B - Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Securities for the ACE Market

14. Performance Review

Financial review for current quarter and financial year to date

	Individual (1 st Qu				Cumulativ	e Quarter		
	Quarter ended 31 January 2023	Quarter ended 31 January 2022	Chang (Amoun		Year ended 31 January 2023	Year ended 31 January 2022	Chang (Amoun	
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
Revenue	2,906	14,509	(11,603)	(80)	2,906	14,509	(11,603)	(80)
Profit Before								
Interest and Tax	(3,363)	3,672	(7,035)	(192)	(3,363)	3,672	(7,035)	(192)
Profit Before Tax	(3,365)	3,668	(7,033)	(192)	(3,365)	3,668	(7,033)	(192)
Profit After Tax	(3,365)	2,778	(6,143)	(221)	(3,365)	2,778	(6,143)	(221)
Profit/(Loss) Attributable to Ordinary Equity Holders of the	(0.005)	0.770	(0.4.10)	(00.4)	(0.005)	0.770	(0.440)	(00.4)
Parent	(3,365)	2,778	(6,143)	(221)	(3,365)	2,778	(6,143)	(221)

In the current 3 months ended 31 January 2023, the Group generated revenue of RM2,905,608, decrease of RM11,603,515 from the same corresponding period ended 31 January 2022 of RM14,509,123. The decrease in revenue was due to decrease in the sales of machines.

In line with the decrease in revenue, the Group posted a loss before taxation of RM3,365,058 during this current year to date ended 31 January 2023 as compared to profit before taxation of RM3,667,912 during corresponding year to date ended 31 January 2022.

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

Financial review for current quarter compared with preceding quarter

	Current Quarter 31 January 2023	Preceding Quarter 31 October 2022	Change (Amount	
	RM'000	RM'000	RM'000	%
Revenue	2,906	17,424	(14,518)	(83)
Profit Before Interest				
and Tax	(3,363)	6,822	(10,185)	(149)
Profit Before Tax	(3,365)	6,819	(10,184)	(149)
Profit After Tax	(3,365)	5,451	(8,816)	(162)
Profit/(Loss)				
Attributable to				
Ordinary Equity				
Holders of the Parent	(3,365)	5,451	(8,816)	(162)

The Group posted a lower revenue in the current quarter of RM2,905,608 as compared to the preceding quarter ended 31 October 2022 of RM17,423,602, representing decrease of RM14,517,994 due to the decrease in sales of machines.

As a result of lower revenue, the Group posted a loss before taxation of RM3,365,058 as compared to profit before taxation of RM6,818,644 in the preceding guarter ended 31 October 2022.

15. Commentary on Material Change in Statement of Financial Position

- 1. Higher inventory as at 31 January 2023, RM21.1 million as compared to RM19.9 million as at 31 October 2022 for the preparation of Company's potential sales.
- 2. Decrease in trade receivables from RM9.7 million as at 31 October 2022 to RM5.6 million as at 31 January 2023. There were subsequent receipts from customers amounted to RM1.2 million after the financial period ended 31 January 2023. No impairment is needed as these amounts are recoverable from customers based on their financial standings and payment history.
- 3. Increase of ordinary share capital due to the exercise of Warrants and ESOS.
- Increase on other receivables, deposits and prepayments from RM4.0 million as at 31 October 2022 to RM4.2 million as at 31 January 2023 due to prepayment of income tax.

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

5. Decrease in other payables and accruals from RM9.3 million as at 31 October 2022 to RM4.3 million as at 31 January 2023 was mainly due to the payment of bonus and incentives and also sales commissions during the quarter.

16. Commentary on Material Change in Cash Flow Statement

There was decrease in the cash and cash equivalents from RM30.5 million as at 31 October 2022 to RM26.7 million as at 31 January 2023 mainly to fund for Company's working capital purposes.

17. Commentary on the Prospects

The world economy is almost certain to experience a slowdown this 2023 due to geopolitical conflict, high inflation in essential goods which will results in reduction of disposable income.

Hopefully with the opening of China, emphasis on renewables and EV and coupled with introduction of new product into new revenue stream of the industry, this will cushion the impact on our financial performance in this financial year.

18. Profit Forecast and Profit Guarantee

The Group did not issue any profit forecast or profit guarantee in any public document and hence, is not applicable.

19. Qualification of Audit Reports

The audited financial statements of the Company and its subsidiary, VisDynamics Research Sdn. Bhd. ("VRSB"), for the preceding financial years were reported without any qualification.

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

20. Tax Expense

Taxation comprises the following:

	Current Year Quarter	Previous Year Quarter	Current Year 3 Months Cumulative To-Date	Previous Year 3 Months Cumulative To-Date
	31 January 2023	31 January 2022	31 January 2023	31 January 2022
	RM'000	RM'000	RM'000	RM'000
Income Tax Expense				
Tax expense for the period	-	890	-	890
(Over)/under provision in prior year	-	-	-	-
	-	890	-	890

21. Status of Corporate Proposal Proposed and Not Complete

Other than Note 7, there was no corporate proposal announced but not completed as at the date of this announcement.

Exercise of Warrant and ESOS proceeds are used for company's working capital purposes.

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

22. Group Borrowings and Debt Securities

Group borrowings as at 31 January 2023 were as follows:

Short term	31 January 2023	31 January 2022
	RM '000	<u>RM '000</u>
Hire purchase payables	138	138
Bankers acceptances		0
	138	138
Long term		
Hire purchase payables	118	243
TOTAL	256	381

The Groups borrowings are all secured and in Ringgit Malaysia.

23. Changes in Material Litigation Since the Last Annual Balance Sheet Date

As at the date of this announcement, the Group is not engaged in any material litigation either as plaintiff or defendant and the Directors do not have any knowledge of any proceedings pending or threatened against the Group.

24. Dividend Payable

The Group declared a Final Single-Tier Dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 October 2022 and has been approved in the AGM held on 27 March 2023. The entitlement date and payment date are on 05 May 2023 and 19 May 2023 respectively.

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

25. Profit/(Loss)/ Before Taxation

Profit/(loss) before taxation is stated after charging/(crediting) :-

	Current Year Quarter	Current Year 3 Months Cumulative To-Date
	31 January 2023 RM'000	31 January 2023 RM'000
Interest Income	(218)	(218)
Interest Expense	2	2
Depreciation of Property, Plant & Equipment	212	212
Amortisation of Development Expenditure	73	73
Amortisation of Trademarks & Patents	5	5
Impairment of Goodwill	39	39
Loss / (Gain) on Foreign Exchange-Unrealised	2,979	2,979
Loss / (Gain) on Disposal of property, plant and equipment	2	2
(Reversal) / Addition of Provision & Accruals	(3,703)	(3,703)

26. Employee's Share Option Scheme ("ESOS")

On 2 July 2018, the Company granted 4,212,500 ESOS (Employee's Share Option Scheme) to eligible Directors and employees of the Company and its subsidiary to purchase shares in the Company.

Movement in the number of share options and the exercise price are as follows:

	Number of share option		
	31 January 2023	31 January 2022	
At 1 November	-	-	
Granted during the financial year	4,212,500**	4,212,500**	
Exercised during previous financial year	(3,671,500)	(3,359,000)	
Exercised during the financial year	(345,000)	(140,000)	
Forfeited of ESOS	(196,000)	(196,000)	
At 31 January 2023	-	517,500	
Exercise price (RM)	RM0.42	RM0.42	
Options exercisable	-	657,500	

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

During the financial quarter under review, proceeds raised from exercise of 345,000 share options amounted to RM 144,900, as compared to previous corresponding quarter of 140,000 share options were exercised amounted to RM 58,800. The weighted average share price at the date of exercise was RM0.575 (2021: RM 1.27).

The fair value of the share options granted to eligible employees and Directors, was determined using Black-Scholes Option Pricing model, taking into account the terms and conditions upon which the options were granted. The fair value of share options measured at the grant date and the input assumed by the Company in arising the fair value are as follows:

	31 January 2023	31 January 2022
Fair value at grant date (RM)	RM 0.280	RM 0.280
Share price	RM 0.710	RM 0.835
Exercise price	RM 0.420	RM 0.420
Expected volatility (%)	114.94%	60.745%
Expected life (years)	5	5
Risk-free interest rate (%)	3.591%	2.078%

The above ESOS lapsed on 22 November 2022.

27. Earnings/(Loss) Per Share ("EPS/LPS")

27.1. Basic EPS/(LPS)

	Current Year Quarter	Previous Year Quarter	Current Year 3 Months Cumulative To-Date	Previous Year 3 Months Cumulative To-Date
	31 January 2023	31 January 2022	31 January 2023	31 January 2022
Net profit for the year (RM'000)	(3,365)	2,778	(3,365)	2,778
Weighted average number of shares in issue ('000)	175,176	174,527	175,176	174,527
Basic EPS/(LPS) (sen)	(1.92)	1.59	(1.92)	1.59

^{**} Fifty percent (50%) of the total number of Options granted may be exercised upon Offering and shall remain exercisable for the Duration of the Scheme. The balance of fifty percent (50%) of the total number of Options granted may be exercised after the 1st anniversary of the Offering shall remain exercisable for the Duration of the Scheme.

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

27.2. Diluted EPS

The calculation of diluted EPS has taken into consideration of the adjustment of weighted average number of ordinary shares in issue during the year for the dilutive effect of all potential ordinary shares, if any.

	Current Year Quarter	Previous Year Quarter	Current Year 3 Months Cumulative To-Date	Previous Year 3 Months Cumulative To-Date
	31 January 2023	31 January 2022	31 January 2023	31 January 2022
Net profit for the year (RM'000)	(3,365)	2,778	(3,365)	2,778
Weighted average number of shares used in the calculation of basic earnings per share ('000)	175,196	174,527	175,196	174,527
Adjustment for shares from assumed exercise of ESOS ('000)	-	249	-	249
Adjustment for shares from assumed exercise of WARRANT ('000)	-	2,973	-	2,973
Weighted average number of ordinary shares at 31 January 2023	175,196	177,749	175,196	177,749
Diluted EPS/(LPS) (sen)	(1.92)	1.56	(1.92)	1.56

28. Realised and Unrealised Profits Disclosure

The realised and unrealised profits of the Group are as follows:

	As at 31.01.2023 RM'000	As at 31.01.2022 RM'000
Total retained profits of the Group:		
- Realised	39,304	35,380
- Unrealised	(17)	(45)
	39,286	35,335
Less : Consolidation Adjustment	(90)	(90)
Total group retained profits as per consolidated accounts	39,196	35,245

[(Registration No. 200501000050 (677095-M)] (Incorporated in Malaysia) – Explanatory Note

29. Derivatives

There was no outstanding derivative as at 31 January 2023.