

SPRING ART HOLDINGS BERHAD**REGISTRATION NO: 201801016143 (1278159-A)****NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2022****PART A – EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING
STANDARDS (“MFRS”) 134, INTERIM FINANCIAL REPORTING****A1. BASIS OF PREPARATION**

The interim financial report of SPRING ART HOLDINGS BERHAD (“**SPRING**” or “**the Company**”) and its subsidiaries (“**the Group**”) are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standards (“**MFRS**”) No. 134: Interim Financial Reporting and Rule 9.22 of Listing Requirements.

This interim financial report should be read in conjunction with the Group’s annual audited financial statements for the year ended 31 December 2021 and the accompanying notes attached to this interim financial report.

A2. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted as disclosed in the Group’s annual audited financial statements for the year ended 31 December 2021.

Adoption of new or revised MFRSs

The Group and the Company have applied the following standards, amendments to published standards and IC Interpretation approved by Malaysian Accounting Standards Board (“MASB”) for the first time for the financial year beginning on 1 January 2022:

- Amendments to MFRSs contained in the document entitled – *Annual improvements to MFRS Standards 2018 – 2020*
- Amendments to MFRS 3 – *Business Combinations*
- Amendments to MFRS 116 – *Property, Plant and Equipment Proceeds before Intended Use*
- Amendments to MFRS 137 – *Provision, Contingent Liabilities and Contingent Assets for Onerous Contracts – Cost of Fulfilling a Contract*

The adoption of the above MFRSs, amendments to published standards and IC Interpretation did not have any material impact on the current and prior year financial statements of the Group and of the Company.

Standards issued but not yet effective

The following are MFRSs, Amendments to MFRSs and IC Interpretations with effective dates on or after 1 January 2023 issued by MASB and they have not been early adopted by the Group. The Group intends to adopt these new standards, amendments to the published standards and interpretations, if applicable, when they become effective.

(a) MFRS and amendments effective for financial period beginning on or after 1 January 2023

- MFRS 17 – *Insurance Contracts*
- Amendments to MFRS 17 – *Insurance Contracts*
- Amendment to MFRS 101 – *Classification of Liabilities as Current or Non-current*

(b) Amendments effective for a date yet to be confirmed

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

The initial application of the MFRSs and amendments to the published standards and interpretations is not expected to have any material impact on the financial statements of the Group and of the Company.

A3. AUDITORS' REPORT

The audited financial statements for the financial year ended 31 December 2021 was not subject to any qualification.

A4. SEASONAL OR CYCLICAL FACTORS

Our operations are not significantly affected by seasonal or cyclical patterns as our furniture products are exported to several regions globally, where the differing sales and promotion period of furniture sales in different regions allow us to benefit from consistent sales throughout the year.

A5. EXTRAORDINARY AND EXCEPTIONAL ITEMS

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

A6. MATERIAL CHANGES IN ESTIMATES OF AMOUNTS REPORTED

There were no material changes in estimates of amounts reported in prior interim periods or prior financial year that have a material effect during the current financial quarter under review.

A7. CHANGES IN DEBT AND EQUITY SECURITIES

There were no issuances, cancellation, repurchase, resale or repayment of debt and/or equity securities, share buy-backs, share cancellations, share held as treasury shares and resale of treasury shares during the current financial quarter under review.

Type of Securities	As at 01.10.2022	Allotment	Conversion	As at 31.12.2022
Ordinary shares	415,689,400	-	-	415,689,400
Warrants A	166,272,400	-	-	166,272,400

A8. DIVIDENDS PAID

There were no dividends paid for the current financial quarter under review.

A9. SEGMENTAL INFORMATION

For management purposes, majority of the operations of the Group is involved in the manufacturing of office and household furniture. There were no separate business units for the purpose of making decisions about resource allocation and performance assessment by the Managing Director.

The Group operates only in Malaysia hence there is no disclosure of geographical segments on the non-current assets. Sales to external customers disclosed in geographical segments are based on the geographical location of its customers.

The following table provides an analysis of the Group's revenue by geographical segment:

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	31.12.2022	31.12.2021	31.12.2022	31.12.2021
	RM'000	RM'000	RM'000	RM'000
Middle East	4,643	18,086	28,382	40,157
Asia Pacific	6,340	3,641	13,314	7,664
North America and Latin America	149	1,246	2,244	5,254
Europe	-	676	440	1,527
Africa	379	100	379	180
Oceania	230	-	565	-
Total	11,741	23,749	45,324	54,782

A10. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

In compliance with the Group's policy on the revaluation of landed properties, the valuation was completed in October 2022 which has resulted in the increase in the revalued amount by RM 0.48 million. The surplus has been incorporated in the period ended 31 December 2022.

A11. MATERIAL EVENTS SUBSEQUENT TO THE END OF THE CURRENT FINANCIAL QUARTER

There were no other material events subsequent to the end of the current financial quarter that have not been reflected in this interim financial report.

A12. CHANGES IN THE COMPOSITION OF THE GROUP

There were no changes in the composition of the Group for the current financial quarter under review.

A13. CHANGES IN CONTINGENT LIABILITIES/ASSETS

As at the date of this report, the Group has contingent liabilities as follows:

	RM'000
Corporate guarantees for credit facilities granted to subsidiaries (unsecured)	15,794

A14. CAPITAL COMMITMENTS

The material capital commitments of the Group as at 31 December 2022 are as follows:

	As at 31.12.2022 RM'000	As at 31.12.2021 RM'000
Authorised and Contracted for:		
Application for access road	260	260
Purchase of property, plant and equipment	2,058	20,260
	<u>2,318</u>	<u>20,520</u>

A15. RELATED PARTY TRANSACTIONS

There were no related party transactions in the current financial quarter under review.

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PART B - EXPLANATORY NOTES PURSUANT TO CHAPTER 9, APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B1. PERFORMANCE REVIEW

- Results for current quarter and financial year-to-date

	INDIVIDUAL QUARTER			CUMULATIVE QUARTER		
	Current Year Quarter 31.12.2022 RM'000	Preceding Year Corresponding Quarter 31.12.2021 RM'000	+/- %	Current Year-To-Date 31.12.2022 RM'000	Preceding Year Corresponding Period 31.12.2021 RM'000	+/- %
Revenue	11,741	23,749	(50.6)	45,324	54,782	(17.3)
PBT	237	6,958	(96.6)	2,868	7,281	(60.6)

The Group recorded revenue of RM11.74 million for the current financial quarter ended 31 December 2022 ("Q4 2022"), a decrease of 50.6% as compare to the preceding year corresponding quarter ended 31 December 2021 ("Q4 2021").

The lower revenue was mainly due to the reduced demand from Middle East as an impact of slow-down in economy coupled with the high stock-holding level at customers' warehouses.

The Group's PBT decreased by 96.6% from PBT of RM6.96 million in Q4 2021 to RM0.24 million in Q4 2022. The decrease in profit before tax was mainly attributable to the lower sales volume in Q4 2022 compared to the surge in demand of furniture in Q4 2021.

B2. COMPARISON WITH IMMEDIATE PRECEDING QUARTER RESULTS

	INDIVIDUAL QUARTER		CHANGES	
	Current Year Quarter 31.12.2022 RM'000	Preceding Quarter 30.09.2022 RM'000	RM'000	%
Revenue	11,741	9,725	2,016	20.73
PBT	237	391	(154)	(39.39)

The Group recorded revenue of RM11.74 million in Q4 2022 as compared to RM9.73 million recorded in the preceding quarter ended 30 September 2022 ("Q3 2022"), it was an increase of RM2.02 million during current financial quarter.

The increase of revenue was due to the increase of demand from Asia Pacific customers in Q4 2022 compared to Q3 2022.

B3. PROSPECT AND OUTLOOK FOR THE CURRENT FINANCIAL YEAR

The sharp rise in inflation and the conflict in Eastern Europe continue affecting the supply chain disruptions and soaring commodity prices, it continues to add pressure on businesses. The Group anticipates that the export market will remain challenging as customers are still carrying too much inventory in their warehouse.

Nevertheless, the Group will continue to focus on the Group's core competency, stay vigilant and putting in place various cost cutting and control strategies and take timely and appropriate action plans to mitigate the adverse impact of the challenges on the Group's financial performance.

The completion of Factory C will be postponed to Q2 2023 due to the delay of electricity supply from Tenaga Nasional Berhad to our Factory C's electricity substation. However, the Group is confident that the future prospects of the Group will be favourable after the completion of the Factory C. With the increasing production capacity, the Group is now focused in driving more research and development activities in enhancing our products to better suit the needs of our customers.

The Group will continue to exercise vigilance in decision-making to sustain business viability with the view to enhance long-term shareholder value. With a largely controllable cost structure in place, a wider market-base for the Group's products and rationalisation on the use of available workforce, and barring any unforeseen circumstances, the Board is of the view that the Group will remain profitable for the financial year 2023.

B4. VARIANCE OF ACTUAL PROFIT FROM FORECAST PROFIT

The Group did not issue any profit forecast or profit guarantee during the current financial quarter under review.

B5. INCOME TAX EXPENSE

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	31.12.2022	31.12.2021	31.12.2022	31.12.2021
	RM'000	RM'000	RM'000	RM'000
Current tax expense	336	1,885	787	1,402
Deferred tax expense	202	111	(88)	113
Total tax expense	538	1,996	699	1,515

B6. STATUS OF CORPORATE PROPOSALS

There were no other corporate proposals announced but not completed for the current financial quarter under review.

B7. UTILISATION OF PROCEEDS RAISED FROM THE IPO

The estimated gross proceeds arising from Public Issue of approximately RM24.42 million shall accrue entirely to us and will be utilised in the following manner:

Utilisation of proceeds	Estimated timeframe for utilisation	Proposed utilisation	Actual utilisation (a)	Unutilised Amount
		RM'000	RM'000	RM'000
Machinery for Factory C	24 months	17,550	17,550	-
General working capital	24 months	3,672	3,672	-
Estimated listing expenses	1 month	3,200	3,200	-
		24,422	24,422	-

Note:

- (a) The utilisation of proceeds disclosed above should be read in conjunction with the Prospectus of the Company dated 16 October 2019.

B8. GROUP'S BORROWINGS AND DEBT SECURITIES

The Group's borrowings are as follows:

	As At	As At
	31.12.2022	31.12.2021
	RM'000	RM'000
Non-current :		
Term loan	14,661	4,418
	14,661	4,418
Current :		
Term loan	1,133	599
	1,133	599
Total borrowings	15,794	5,017

All the Group's borrowings are secured and denominated in Ringgit Malaysia.

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B9. FINANCIAL INSTRUMENTS - DERIVATIVES

The Group uses derivative financial instruments, mainly foreign currency forward contracts to hedge its exposure to fluctuations in foreign exchange arising from sales. The Group does not hold or issue derivative financial instruments for trading purposes.

The details of the outstanding foreign currency forward contracts are as follows: -

	NOTIONAL AMOUNT AS AT		FAIR VALUE (GAIN)/LOSS AS AT	
	31.12.2022	31.12.2021	31.12.2022	31.12.2021
	RM'000	RM'000	RM'000	RM'000
Foreign currency contracts				
Less than one year	2,195	4,552	(3)	190

The above instruments are executed with credit worthy financial institutions in Malaysia. The Directors are of the view that the possibility of non-performance by these financial institutions is remote on the basis of their financial strength. There are also no cash requirements risks as the Group only uses foreign currency forward contracts as its hedging instruments. The fair value changes have been recognised in the profit and loss.

B10. MATERIAL LITIGATION

There were no material litigation involving the Group as at 31 December 2022.

B11. DIVIDEND

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

B12. DISCLOSURE ON SELECTED EXPENSE/ INCOME ITEMS AS REQUIRED BY THE LISTING REQUIREMENTS

Profit before tax is arrived after charging / (crediting): -

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	31.12.2022	31.12.2021	31.12.2022	31.12.2021
	RM'000	RM'000	RM'000	RM'000
Depreciation of property, plant and equipment	529	542	2,140	2,113
Depreciation of right-of-use assets	-	226	697	920
Fair value (gain) / loss on derivative financial instruments	(216)	(66)	(3)	190
Revaluation gain on property, plant and equipment	-	(219)	-	(219)
(Gain) / Loss on disposal of property, plant and equipment	-	29	(33)	24
(Gain) / Loss on foreign exchange				
Realised	(65)	(107)	(182)	(396)
Unrealised	437	293	(18)	47
Interest income	(68)	(45)	(414)	(301)
Finance costs	332	65	664	278

B13. (LOSS) / EARNINGS PER SHARE**Basic (loss) / earnings per share**

Basic (loss) / earnings per share amount are calculated by dividing the (loss) / profit attributable to Owners of the Parent by the weighted average number of ordinary shares outstanding during the period.

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	31.12.2022	31.12.2021	31.12.2022	31.12.2021
(Loss) / Profit after tax attributable to owners of the Company (RM'000)	(301)	4,962	2,169	5,766
Weighted average number of ordinary shares in issue ('000) (a)	415,689	415,687	415,689	415,687
Basic (loss) / earnings per share (sen)	(0.07)	1.19	0.52	1.39
(Loss) / Profit after tax attributable to owners of the Company (RM'000)	(301)	4,962	2,169	5,766
Weighted average number of ordinary shares for diluted (loss) / earnings per ordinary share computation ('000) (b)	415,689	415,689	415,689	415,689
Diluted (loss) / earnings per share (sen)	(0.07)	1.19	0.52	1.39

Notes:

- (a) Basic (loss) / earnings per share is calculated based on the Company's number of ordinary shares at the end of the reporting period which is 415,689,400 shares.
- (b) Diluted (loss) / earnings per share of the Company for the individual quarter ended 31 December 2022 and year-to-date ended 31 December 2022 is equivalent to the basic (loss) / earnings per share as the Company does not have any convertible options as at the end of the reporting period.

Board of Directors
Spring Art Holdings Berhad
23rd February 2023