

Registration No.: 202001036664 (1392985-A) (Incorporated in Malaysia under the Companies Act 2016)

UNAUDITED FINANCIAL STATEMENTS FOR THE 2nd HALF-YEAR ENDED 30 SEPTEMBER 2021

CHARACTERISTICS OF THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES")

THE LEAP MARKET HAS BEEN POSITIONED AS A MARKET DESIGNED TO ACCOMMODATE CORPORATIONS TO WHICH A HIGHER INVESTMENT RISK MAY BE ATTACHED THAN OTHER CORPORATIONS LISTED ON THE ACE MARKET OR MAIN MARKET OF BURSA SECURITIES. IT IS A QUALIFIED MARKET WHICH IS MEANT MAINLY FOR SOPHISTICATED INVESTORS ONLY. ONLY EXISTING SECURITIES HOLDERS AND SOPHISTICATED INVESTORS ARE ALLOWED TO PARTICIPATE IN CORPORATE EXCERCISES UNDERTAKEN BY LIM SEONG HAI CAPITAL BERHAD ("LSH CAPITAL" OR THE "COMPANY"). SOPHISTICATED INVESTORS SHOULD BE AWARE OF THE POTENTIAL RISKS OF INVESTING IN SUCH CORPORATIONS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER DUE AND CAREFUL CONSIDERATION.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2021⁽¹⁾

	Unaudited as at 30 September 2021	Audited as at 30 September 2020
	RM'000	RM'000
ASSETS		
NON-CURRENT ASSETS		
Plant and equipment	5,907	3,007
Rights-of-use assets	3,922	2,139
TOTAL NON-CURRENT ASSETS	9,829	5,146
CURRENT ASSETS		
Inventories	9,856	10,376
Trade receivables	27,845	14,579
Other receivables, deposits and prepayments	2,324	226
Contract assets	222	6
Fixed deposits with a licensed bank	4,609	10,698
Cash and bank balances	10,766	5,881
TOTAL CURRENT ASSETS	55,622	41,766
TOTAL ASSETS	65,451	46,912
EQUITY		
Share capital	36,580	2,300
Merger reserve	(29,619)	, <u> </u>
Retained profits	36,180	28,459
TOTAL EQUITY	43,141	30,759
LIABILITIES		
NON-CURRENT LIABILITIES		
Lease liabilities	2,392	1,240
Bank borrowing	422	-
Deferred tax liabilities	224	224
TOTAL NON-CURRENT LIABILITIES	3,038	1,464
CURRENT LIABILITIES		
Trade payables	7,416	10,695
Other payables and accruals	1,436	2,634
Contract liability	15	2,031
Bank borrowings	8,853	_
Lease liabilities	1,217	801
Current tax liabilities	335	559
TOTAL CURRENT LIABILITIES	19,272	14,689
TOTAL LIABILITIES	22,310	16,153
TOTAL EQUITY AND LIABILITIES	65,451	46,912
Number of shares ('000)	355,045	355,045
Net assets per ordinary share (Sen) (2)	12.15	8.66

Notes:

⁽¹⁾ The basis of preparation of the Unaudited Condensed Consolidated Statement of Financial Position is disclosed in note A1 and should be read in conjunction with the Audited Combined Financial Statements for the financial year ended 30 September 2020 as disclosed in the Information Memorandum of LSH Capital dated 18 June 2021 and the accompanying explanatory notes attached to this unaudited interim financial report.

⁽²⁾ Net assets per ordinary share is calculated based on our total equity divided by our issued share capital of 355,045,293 ordinary shares as at 30 September 2021.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE 2nd HALF-YEAR ENDED 30 SEPTEMBER 2021⁽¹⁾

	Unaudited		Unaudited	Audited	
	Individual 6 m	Individual 6 months ended		Cumulative 12 months ended	
	30.09.2021	30.09.2020	30.09.2021	30.09.2020	
	RM'000	RM'000	RM'000	RM'000	
Revenue	25,805	25,631	67,416	48,124	
Cost of sales	(17,940)	(19,188)	(50,002)	(37,598)	
Gross profit	7,865	6,443	17,414	10,526	
Other income	60	277	595	419	
Selling and marketing expenses	(319)	(128)	(505)	(226)	
Administrative expenses	(2,955)	(2,104)	(5,248)	(4,124)	
Other expenses	(665)	(508)	(1,258)	(1,053)	
Finance costs	(197)	(27)	(227)	(55)	
Profit before tax	3,789	3,953	10,771	5,487	
Income tax expense	(1,627)	(1,300)	(3,050)	(1,352)	
Profit for the financial period	2,162	2,653	7,721	4,135	
Basic earnings per share (Sen) (2)	0.65	0.83	2.31	1.30	
Diluted earnings per share (Sen) ⁽³⁾	0.65	0.83	2.31	1.30	

Notes:

- (1) The basis of preparation of the Unaudited Condensed Consolidated Statement of Comprehensive Income is disclosed in note A1 and should be read in conjunction with the Audited Combined Financial Statements for the financial year ended 30 September 2020 as disclosed in the Information Memorandum of LSH Capital dated 18 June 2021 and the accompanying explanatory notes attached to this unaudited interim financial report.
- (2) Basic earnings per share for the financial year ended ("FYE") 30 September 2020 is calculated based on the profit for the financial period divided by 319,185,718 weighted average number of ordinary shares as at 30 September 2020, which presented on the basis of the subsidiaries were accounted for using merger method of accounting as the subsidiaries were common control by the same parties both before and after the acquisition by the Company, and that control is not transitory. Basic earnings per share for the FYE 30 September 2021 is calculated based on the profit for the financial period divided by 333,726,031 weighted average number of ordinary shares.
- (3) Diluted earnings per share for the FYE 30 September 2020 is calculated based on the profit for the financial period divided by 319,185,718 weighted average number of ordinary shares as at 30 September 2020, which presented on the basis of the subsidiaries were accounted for using merger method of accounting as the subsidiaries were common control by the same parties both before and after the acquisition by the Company, and that control is not transitory. Diluted earnings per share for the FYE 30 September 2021 is calculated based on the profit for the financial period divided by 333,726,031 weighted average number of ordinary shares.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE 2nd HALF-YEAR ENDED 30 SEPTEMBER 2021 (1)

	Share capital RM'000	Merger reserve RM'000	Retained profits RM'000	Total equity RM'000
At 11 November 2020 (Date of incorporation)	*	-	-	*
Effect on merger of subsidiaries	31,919	(29,619)	28,459	30,759
Issuance of shares for cash	4,661	-	-	4,661
Profit and total comprehensive income for the				
financial year	-	-	7,721	7,721
At 30 September 2021	36,580	(29,619)	36,180	43,141

^{*} Represent an amount of RM8

Note:

(1) The basis of preparation of the Unaudited Condensed Consolidated Statement of Changes in Equity is disclosed in note A1 and should be read in conjunction with the Audited Combined Financial Statements for the financial year ended 30 September 2020 as disclosed in the Information Memorandum of LSH Capital dated 18 June 2021 and the accompanying explanatory notes attached to this unaudited interim financial report.

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE 2nd HALF-YEAR ENDED 30 SEPTEMBER 2021 (1)

	Unaudited 12 months ended 30 September 2021 RM'000	12 months ended 30 September 2020
Cash flows for operating activities		
Profit before tax	10,771	5,487
Adjustments for:		
Depreciation of plant and equipment	287	450
Depreciation of right-of-use assets	971	700
Inventories written down	-	21
Interest expense	226	55
Gain on disposal of plant and equipment	_ (2)	(74)
Interest income	(151)	(180)
Reversal of inventories previously written off	(275)	(370)
Operating profit before working capital changes	11,829	
Decrease in inventories	795	
(Increase) / Decrease in receivables	(15,579)	
(Decrease) / Increase in payables	(4,463)	1,808
Cash generated for operations	(7,418)	
Tax paid	(3,158)	(1,187)
Net cash (used in) / generated from operating activities	(10,576)	
ret cash (asea in) / generated from operating activities	(10,270)	20,505
Cash flows for investing activities		
Acquisition of plant and equipment	(3,202)	(2,852)
Addition of right-of-use assets	(210)	
Interest income	151	180
Increase in pledged fixed deposits with a licensed bank	-	(14)
Proceeds from disposal of plant and equipment	14	
Net cash generated from / (used in) investing activities	(3,247)	(2,643)
Cash flows for financing activities		(2)
Interest paid	(122)	_(2)
Dividend paid	<u>-</u>	(7,900)
Drawdown of borrowings	10,281	-
Repayment of borrowings	(1,372)	-
Proceeds from issuance of ordinary shares	4,661	34
Repayments of lease principal	(642)	(686)
Repayment of lease interest	(104)	
Net cash generated from / (used in) financing activities	12,702	(8,607)
Net changes in cash and cash equivalents	(1,121)	9,659
Cash and cash equivalents at beginning of the financial period	11,887	2,228
Cash and cash equivalents as at financial year end	10,766	
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Represented by:		
Cash and bank balances	10,766	
Fixed deposits with a licensed bank	4,609	10,698
	15,375	16,579
Less: Fixed deposit pledged with a licensed bank	(4,609)	
	10,766	· · · · ·

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- <u>Note:</u> (1) The basis of preparation of the Unaudited Condensed Consolidated Statement of Cash Flows is disclosed in note A1 and should be read in conjunction with the Audited Combined Financial Statements for the financial year ended 30 September 2020 as disclosed in the Information Memorandum of LSH Capital dated 18 June 2021 and the accompanying explanatory notes attached to this unaudited interim financial report.
- (2) $Amount\ is\ less\ than\ RM1,000,\ thus\ negligible.$

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EXPLANATORY NOTES TO THE INTERIM FINANCIAL REPORT FOR THE 1st HALF-YEAR ENDED 31 MARCH 2021

A. NOTES TO THE FINANCIAL REPORT

A1. Basis of preparation

The unaudited condensed consolidated financial statements of Lim Seong Hai Capital Berhad and its subsidiaries ("**Group**") has been prepared in accordance with Malaysian Financial Reporting Standards ("**MFRS**") 134 *Interim Financial Reporting* issued by the Malaysian Accounting Standards Board ("**MASB**") and Rule 6.12 and Appendix 6A of the LEAP Markets Listing Requirements.

The unaudited condensed consolidated financial statements should be read in conjunction with the Audited Combined Financial Statements for the financial year ended 30 September 2020 as disclosed in the Information Memorandum of LSH Capital dated 18 June 2021 and the accompanying explanatory notes attached to this interim financial report. The explanatory notes contained herein 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 2020.

A2. Significant accounting policies

The Group has not applied in advance the following accounting standards and interpretations (including the consequential amendments, if any) that have been issued by the MASB but are not yet effective for the current financial period:

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
MFRS 17 Insurance Contracts	1 January 2023
Amendments to MFRS 3: Reference to the Conceptual Framework	1 January 2022
Amendments to MFRS 9, MFRS 139, MFRS 7, MFRS 4 and MFRS 16: Interest Rate Benchmark Reform – Phase 2	1 January 2021
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
Amendments to MFRS 17 Insurance Contracts	1 January 2023
Amendments to MFRS 101: Classification of Liabilities as Current or Non- current	1 January 2023
Amendments to MFRS 101: Disclosure Accounting Policies	1 January 2023
Amendments to MFRS 108: Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 112: Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to MFRS 116: Property, Plant and Equipment – Proceeds before Intended Use	1 January 2022
Amendments to MFRS 137: Onerous Contracts – Cost of Fulfilling a Contract	1 January 2022
Annual Improvements to MFRS Standards 2018 – 2020	1 January 2022

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 upon their initial application.

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A3. Seasonality or cyclical factors

Our Group's business operations were not materially affected by any major seasonal or cyclical factors.

A4. Unusual items

There were no unusual items that had a material effect on the value of assets, liabilities, equity, net income or cash flows of the Group for the current financial period under review.

A5. Material changes in estimates

There were no material changes in estimates of amounts that have a material impact in the current financial period under review.

A6. Debts and equity securities

Save as disclosed below, there was no other issuance, cancellation, repurchase, resale and repayment of debts and equity securities during the current financial period under review:

	Number of ordinary shares	
	No.	RM
At 11 November 2020 (date of incorporation)	8	8
Issuance of shares pursuant to the acquisition of subsidiaries	*	
- Lim Seong Hai Lighting Sdn Bhd	221,334,950	22,133,495
- Knight Auto Sdn Bhd	97,850,760	9,785,076
·	319,185,718	31,918,579
Issuance of shares for the subscription by pre-listing		
investors on 6 May 2021	35,859,575	4,661,745
At 30 September 2021	355,045,293	36,580,324
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^{*}The acquisitions were completed on 6 January 2021

A7. Segmental information

LSH Capital is an investment holding company. The principal activities of the subsidiaries are as follows:

- (i) Lim Seong Hai Lighting Sdn Bhd ("**LSH Lighting**") is principally involved in the provision of building materials as well as lighting products and related mechanical and electrical ("**M&E**") products and services; and
- (ii) Knight Auto Sdn Bhd ("**Knight Auto**") is principally involved in the provision of hardware and tools and rental of machinery.

All of our Group's revenue are generated from Malaysia.

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Analysis of revenue by business segments

	Unaudi	Unaudited Individual 6 months ended		Audited
	Individual 6 mo			onths ended
	30.09.2021	30.09.2020	30.09.2021	30.09.2020
	RM'000	RM'000	RM'000	RM'000
Segment A	14,158	18,022	43,492	35,160
Segment B	11,602	7,609	23,879	12,964
Total	25,760	25,631	67,371	48,124

Notes:

Segment A: distribution and/ or retail of building materials, lighting products and related M&E products and services ("Segment A")

Segment B: wholesale and retail of hardware and tools, and rental of machinery ("Segment B")

A8. Changes in the composition of the Group

Save as disclosed in note A6 above, there were no changes in the composition of the Group for the current financial period under review.

A9. Capital commitments

Capital commitments of the Group in respect of the property, plant and equipment not provided for as at the end of the financial year are as follows:

	30.09.2021	30.09.2020
	RM	RM
Approved and contracted for	4,755,420	-

A10. Interest bearing bank borrowings

	As at 30 September 2021
Non-current bank borrowing	RM'000
Term loan	422
	422
Current bank borrowings	
Term loan	66
Bank acceptance	8,457
Hire purchases	330
	8,853
Total interest -bearing bank borrowings	9,275

A11. Changes in contingent assets and contingent liabilities

There were no material changes in contingent assets and liabilities as at the end of the financial period under review.

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A12. Material events subsequent to the end of the financial period

(i) On 11 March 2020, the World Health Organisation declared the COVID-19 outbreak as global pandemic. Following the declaration, the Government of Malaysia has on 18 March 2020 imposed the Movement Control Order ("MCO") and subsequently entered into various phases of the MCO to curb the spread of the COVID-19 pandemic in Malaysia. On 15 June 2021, the Government of Malaysia announced the introduction of the National Recovery Plan ("NRP") which contains a four-phased exit strategy to transition out of the COVID-19 crisis. Subsequently, the country's vaccination program has managed to bring the COVID-19 pandemic under control and helped allow the Government to move into the NRP including allowing inter-state and some international travels to resume.

The management has assessed the impact on the Group and of the opinion that there were no material financial impacts arising from the pandemic. Nevertheless, the Group has taken and will continue to take necessary steps to safeguard and preserve its financial condition, emphasising on liquidity management to meet its continuing financial commitments and liquidity needs.

Given the dynamic nature of the COVID-19 pandemic and fluidity of the situation, it is not practicable to provide a reasonable estimate of its impacts on the Group's financial position, operating results and cash flows at the date on which these financial statements are authorised for issue.

(ii) The Company had on 8 October 2021 announced that it had entered into a share sale agreement ("SSA") with Lim Seong Hai Resources Sdn Bhd ("LSH Resources") for the acquisition by LSH Capital of 1,000,000 ordinary shares in LSH BEST Builders Sdn Bhd ("LSHBB") (formerly known as Lim Seong Hai Construction (M) Sdn Bhd), representing 100% of the equity interest in LSHBB from LSH Resources for a total purchase consideration of RM3,500,000.00 ("Purchase Consideration") to be satisfied in cash ("Acquisition").

On 15 October 2021, the Company had announced that the Acquisition has been completed following the payment of the Purchase Consideration by LSH Capital to LSH Resources. Following the completion of the Acquisition, LSHBB is now a wholly-owned subsidiary of LSH Capital.

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B. ADDITIONAL INFORMATION REQUIRED UNDER THE LISTING REQUIREMENTS

B1. Review of Performance

The Group recorded revenue of RM67.42 million and gross profit of RM17.41 million, which contributes to 25.8% gross profit margin for the FYE 30 September 2021. The revenue of the Group is mainly derived from distribution and/or retail of building materials, lighting products and related M&E products and services, wholesale and retail of hardware and tools and rental of machinery. The Group recorded a profit before tax ("PBT") of RM10.77 million for the FYE 30 September 2021.

2nd Half-year ended 30 September 2021 vs 2nd Half-year ended 30 September 2020

The Group recorded revenue of RM25.81 million for the 2nd half-year ended 30 September 2021, as compared to RM25.63 million recorded in the immediate preceding period, representing an increase of approximately RM0.18 million or 0.70%. The increase is mainly due to the higher revenue generated from the rental of machinery for the 2nd half-year ended 30 September 2021 compared to the 2nd half-year ended 30 September 2020.

The Group recorded a PBT of RM3.79 million for the 2nd half-year ended 30 September 2021 as compared to RM3.95 million in the immediate preceding period, representing an decrease of RM0.16 million or 4.05%. The decrease is mainly due to the higher listing expenses incurred which include professional fees and other miscellaneous costs such as printing for the listing of LSH Capital on the LEAP Market of Bursa Securities on 30 July 2021, for the 2nd half-year ended 30 September 2021.

B2. Prospects

The Group is optimistic of the long-term prospects of the construction related products and services industry in Malaysia which are expected to progressively recover in 2021 and the following years in light of the economic stimuli and easing measures provided by the Government of Malaysia as well as on-going and upcoming construction projects. Our continued success in securing orders from high-profile projects throughout Malaysia in the past is evidence of our ability to remain resilient and adaptive to challenging market conditions. Further, our ability to cater for construction projects across a broad spectrum of construction sub-sectors presents us with a large pool of opportunities into the various construction sub-sectors.

The recently completed Acquisition of LSHBB is also expected to augur well for the Group as it is in line with the BEST Framework adopted by the Group with the aims to transform the core foundation of the construction industry, which comprises the following: -

- (a) Blue Ocean Strategy our experience and knowledge in assisting clients to secure tenders for infrastructure, building and property development projects from both public and private sectors.
- (b) Enhancement Solution for Finance we connect our clients to financial institutions and to aid our clients in structured financing and cash flow planning.
- (c) Sustainability, Made Affordable we formulate sustainable business policies and project management directives for cost optimisation
- (d) Transformation and Innovation we recommend and source cost effective materials, construction methodology and propose alternative designs resulting in cost savings without compromise on fit, function and safety.

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The Acquisition allows LSH Capital Group to streamline and expands the technical expertise and capabilities of the Group in the construction industry. The integration of the construction segment onto the existing businesses will allow the Group to gain control of the value chain in the construction projects secured by LSHBB for easy coordinating in executing the projects in line with the BEST Framework. Further, the Acquisition will create synergy and competitive advantage to the Group and enable the provision of value-added services to clients under the BEST Framework in the construction industry in the future. LSHBB is also a Grade G7 contractor registered with the Construction Industry Development Board (CIDB) of Malaysia, allowing it to undertake projects with unlimited value. In addition, the outstanding order book of LSHBB of approximately RM490.5 million as at 30 June 2021 is expected to enhance the future revenue and profitability of the Group and provide earning visibility for the duration of the contract period up to the year 2024.

Barring any unforeseen circumstances, the Board is confident that the prospects of the Group's financial performance for the financial year ending 30 September 2022 will remain favourable.

B3. Variance of Actual Profit from Profit Forecast and Profit Guarantee

The Group has not issued any profit forecast or profit guarantee in any form of public documentation and announcement.

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C. OTHER INFORMATION

C1. Status of Corporate Proposals

There are no corporate proposals announced but pending completion as at the date of this report.

C2. Material Litigation

There are no material litigations pending as at the date of this report.

C3. Utilisation of Proceeds

Pursuant to the fund raised from the Pre-Listing Investors based on the listing reference price of RM0.13 per share in conjunction with the listing of the Company on the LEAP Market of Bursa Securities, the total proceeds that had been raised which amounted to approximately RM4.66 million shall accrued entirely to our Group and the status of utilization of the proceeds is as follows:

Purpose	Proposed Utilisation	Actual Utilisation ⁽¹⁾	Balance Unutilised	Estimated Timeframe for utilization upon listing
Setting up new retail stores	RM 3,662,000	RM -	RM 3,662,000	Within 36 months
Listing costs	1,000,000	995,772	4,228	Within 2 months
Total	4,662,000	995,772	3,666,228	

Note:

(1) Utilisation as at 30 September 2021.

The utilization of proceeds as disclosed above should be read in conjunction with the Information Memorandum of the Company dated 18 June 2021.

C4. Dividend

The Board of Directors recommended a final single tier dividend of RM0.0066 per share amounting to approximately RM2.34 million in respect of the financial year ended 30 September 2021 at the entitlement date to be determined and announced at a later date subject to the approval of the Company's shareholders at the forthcoming Annual General Meeting of the Company to be convened on a date to be announced later.