Steel Hawk Berhad

(Registration No. 202001043293 (1399614-A)) (Incorporated in Malaysia)

UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR ENDED 31 DECEMBER 2021

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UNAUDITED CONSOLIDATED AND COMBINED STATEMENTS OF FINANCIAL **POSITION**

	31 December 2021 RM'000	31 December 2020 RM'000
Assets		
Property, plant and equipment	3,082	1,818
Right-of-use assets	220	197
Total non-current assets	3,302	2,015
Inventories	369	338
Contract assets	5,689	1,186
Trade and other receivables	767	1,581
Cash and cash equivalent	6,039	5,013
Total current assets	12,864	8,118
Total assets	16,166	10,133
Equity		
Share capital	7,808	*
Invested equity	-	1,500
Other reserve	(3,108)	-
Reserves	5,066	2,976
Total equity attributable to owners of the		
Company	9,766	4,476
Liabilities		
Loans and borrowings	1,164	1,604
Lease liabilities	46	60
Deferred tax liabilities	171	205
Total non-current liabilities	1,381	1,869
Loans and borrowings	719	1,485
Lease liabilities	183	148
Trade and other payables	3,155	1,325
Current tax liabilities	962	830
Total current liabilities	5,019	3,788
Total liabilities	6,400	5,657
Total equity and liabilities	16,166	10,133
Net assets per share attributable to owners of		
the Company (sen) ⁽¹⁾	6.10	2.80

^{*} Denotes RM2

(1) Based on the enlarged ordinary shares in issue after the restructuring exercise and IPO.

UNAUDITED CONSOLIDATED AND COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Individual 6 months ended		Cumulative 12 months ended		
	31 December 2021 RM'000	31 December 2020 RM'000	31 December 2021 RM'000	31 December 2020 RM'000	
Revenue	14,952	8,842	24,845	19,865	
Cost of sales	(8,357)	(3,383)	(13,970)	(9,793)	
Gross profit	6,595	5,459	10,875	10,072	
Other income	92	118	130	280	
Administrative expenses	(4,103)	(3,307)	(7,460)	(6,073)	
Results from operating activities Finance income Finance costs Profit before tax	2,584 3 (130) 2,457	2,270 20 (185) 2,105	3,545 11 (270) 3,286	4,279 93 (354) 4,018	
Tax expense Net profit and total comprehensive income attributable to owners of the Company	1,566	1,568	2,090	2,951	
Basic earnings per ordinary share (sen) ⁽¹⁾	0.98	0.98	1.31	1.84	

⁽¹⁾ Based on the enlarged ordinary shares in issue after the restructuring exercise and IPO.

UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR ENDED 31 DECEMBER 2021

UNAUDITED CONSOLIDATED AND COMBINED STATEMENTS OF CHANGES IN EQUITY

	Non-distributable		Distributab		
	Share capital RM'000	Invested equity ⁽¹⁾ RM'000	Other reserve RM'000	Retained earnings RM'000	Total RM'000
At 1 January 2020 Net profit and total comprehensive income for the financial	-	1,500	-	1,885	3,385
year	-	-	-	2,949	2,949
Dividend paid	-	-	-	(1,858)	(1,858)
At 31 December 2020	-	1,500	-	2,976	4,476
At 1 January 2021	*	1,500	-	2,976	4,476
Effect of restructuring(2)	4,608	(1,500)	(3,108)	-	-
Issuance of new shares	3,200	-	-	-	3,200
Net profit and total comprehensive income for the financial				2 000	2 000
year At 31 December 2021	7 909	<u>-</u>	(2.100)	2,090	2,090
At 31 December 2021	7,808	-	(3,108)	5,066	9,766

^{*} Denotes RM2

⁽¹⁾ This invested equity represents the Company's investment in Steel Hawk Engineering Sdn. Bhd. ("SHESB").

⁽²⁾ The effect of restructuring arose from the restructuring exercises undertaken by the Company in conjunction with the listing of the Company's shares on the LEAP market and Bursa Malaysia Securities Berhad.

UNAUDITED CONSOLIDATED AND COMBINED STATEMENTS OF CASH FLOWS

	Cumulative 12 months ended		
	31 December 2021	31 December 2020	
	RM'000	RM'000	
Cash flows from operating activities			
Profit before tax	3,286	4,016	
Adjustments for:			
Depreciation of property, plant and equipment	538	518	
Depreciation of right-of-use asset	187	201	
Gain on disposal of plant and equipment	(10)	(4)	
Gain on derecognition of right-of-use asset	(4)	(1)	
Plant and equipment written off	3	-	
Interest expense	270	354	
Interest income	(11)	(93)	
Operating profit before working capital changes Changes in working capital:	4,259	4,991	
Inventories	(31)	831	
Trade and other receivables	819	110	
Trade and other payables	1,829	(797)	
Contract assets	(4,503)	(242)	
Cash generated from operations	2,373	4,893	
Tax paid	(1,098)	(302)	
Net cash from operating activities	1,275	4,591	
Cash flows for investing activities			
Acquisition of property, plant and equipment	(1,550)	(346)	
Proceeds from disposal of plant and equipment	12	309	
Interest income	11	93	
Changes in pledged deposits	1,164	(217)	
Net cash used in investing activities	(363)	(161)	
Cash flows for financing activities			
Interest expense	(270)	(354)	
Net (repayment)/drawdown of term loan	(330)	587	
Net repayment of trade financings	(479)	(1,474)	
Net repayment of hire purchase	(202)	(224)	
Repayment to lease liabilities	(186)	(199)	
Dividend paid	-	(1,858)	
Proceeds from issuance of new shares	3,200		
Net cash from/(used) in financing activities	1,733	(3,522)	
Net increase in cash and cash equivalents	2,645	908	
Cash and cash equivalents at beginning of year	3,265	2,357	
Cash and cash equivalents at end of year	5,910	3,265	
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UNAUDITED CONSOLIDATED AND COMBINED STATEMENTS OF CASH FLOWS (CONTINUED)

(i) Cash and cash equivalents

Cash and cash equivalents included in the statement of cash flows comprise the following statement of financial position amounts:

	31 December 2021 RM'000	31 December 2020 RM'000
Cash and cash equivalents Bank overdraft	6,039 	5,013 (455)
Pledged deposits	6,039 (129)	4,558 (1,293)
	5,910	3,265

(ii) Reconciliation of movement of liabilities to cash flows arising from financing activities

	At 1.1.2020 RM'000	Acquisitior of new lease RM'000	financing	Derecognition RM'000	At 31.12.2020 RM'000
Term loans	1,041	-	587	-	1,628
Trade financings	1,953	-	(1,474)	-	479
Hire purchase liabilities	751	-	(224)	-	527
Lease liabilities	413	57	(199)	(63)	208
	4,158	57	(1,310)	(63)	2,842

	At 1.1.2021 RM'000	Acquisitior of new lease RM'000	financing	Derecognition 3 RM'000	At 31.12.2021 RM'000
Term loans	1,628	-	(330)	-	1,298
Trade financings	479	-	(479)	-	-
Hire purchase liabilities	527	260	(202)	-	585
Lease liabilities	208	268	(186)	(61)	229
	2,842	528	(1,197)	(61)	2,112

A. EXPLANATORY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2021

1. BASIS OF PREPARATION

The condensed consolidated and combined interim financial report is unaudited and have been prepared in accordance with the Malaysian Financial Reporting Standards ("MFRS") 134, *Interim Financial Reporting* and in compliance with the LEAP Market Listing Requirements of Bursa Securities.

The Company was incorporated on 29 December 2020 for the purpose of a restructuring exercise, as part of the listing scheme in relation to the proposed listing of and quotation for the entire issued share capital of the Company on the Leading Entrepreneur Accelerator Platform ("LEAP") Market of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Proposed Listing"), that will result in the Company becoming the holding company of SHESB. On 8 July 2021, the Company was converted into a public limited company and assumed its present name of Steel Hawk Berhad.

31 December 2020

- The combined financial statements of the Company and its combining entity (together referred to as the "Group") have been prepared resulting from the restructuring of the Group in connection with the Proposed Listing.
- The condensed combined interim financial report of the Group has been prepared as if the Group has been operated as a single economic entity throughout the financial periods under review.

The explanatory notes attached to the condensed consolidated and combined interim financial report provide explanations of events and transactions that are significant for an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2020.

The condensed consolidated and combined interim financial report has been prepared on the historical cost basis and on the assumption that the Group is a going concern.

2. SIGNIFICANT CHANGES IN ACCOUNTING POLICIES

Except as described below, the same accounting policies and methods of computation are followed in this consolidated and combined financial report as compared with the audited combined financial statements for the financial year ended 31 December 2020.

As of 1 January 2021, the Group has adopted the following amendments to MFRSs which are effective for annual years beginning on or after 1 January 2021 and 1 April 2021.

- Amendments to MFRS 9, Financial Instruments, MFRS 139, Financial Instruments: Recognition and Measurement, MFRS 7, Financial Instruments: Disclosures, MFRS 4, Insurance Contracts and MFRS 16, Leases – Interest Rate Benchmark Reform – Phase 2
- Amendments to MFRS 16, Leases Covid-19 Related Rent Concessions beyond 30 June 2021

The initial application of these amendments did not have any material financial impact to the current period and prior period financial statements of the Group.

3. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

There was no qualified audit report issued by the auditors in the audited combined financial statements in the preceding financial years.

4. SEASONAL AND CYCLICAL FACTORS

Our business is not materially affected by seasonal or cyclical effects as our customers generally operate throughout the year.

Nevertheless, the business of our Group is subject to PETRONAS group's expenditure cycle and yearly pre-planned maintenance programs such as preventive maintenances, periodic maintenance, turnarounds and/ or shutdown maintenances.

5. EXCEPTIONAL ITEMS

There were no material exceptional items during the current financial period under review, except for listing expenses amounting to RM990,000 that was charged out to the profit or loss account.

6. MATERIAL CHANGES IN ESTIMATES

There were no material changes in estimates in the current financial period under review.

7. DEBT AND EQUITY SECURITIES

There were no issuance and repayments of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares for the current period under review.

8. MATERIAL EVENTS SUBSEQUENT TO THE END OF THE CURRENT FINANCIAL PERIOD

Save as disclosed below, there were no material events subsequent to the end of the current financial period :

- (i) On 25 October 2021, the Company completed the placement of 16,000,000 new shares for gross proceeds of RM3,200,000; and
- (ii) On 29 October 2021, the Company was successfully admitted to the Official List of Bursa Securities with the listing of and quotation for its entire enlarged issued share capital of RM3,200,000 comprising of 16,000,000 shares on the LEAP Market of Bursa Securities.

9. CHANGES IN THE COMPOSITION OF THE GROUP

Pre-Listing Exercise

On 12 April 2021, the Company entered into a conditional share sale agreement ("SSA") to acquire issued share capital of Steel Hawk Engineering Sdn. Bhd. ("SHESB") of RM1,500,000 comprising 1,500,000 ordinary shares from the shareholders of SHESB for the purchase consideration of RM4,607,999. The said purchase consideration will be fully satisfied by the issuance of 143,999,960 new ordinary shares at an issue price of RM0.032 per share to the shareholders of SHESB, namely Dato' Sharman Kristy A/L Michael, Salimi Bin Khairuddin and Khairul Nazri Bin Kamarudin.

The SSA was completed on 9 June 2021.

9. CHANGES IN THE COMPOSITION OF THE GROUP (CONTINUED)

Upon completion of the acquisition of SHESB, the issued share capital of the Company had increased to RM4,608,001 comprising 144,000,000 ordinary shares.

On 25 October 2021, the Company issued 16,000,000 new shares at the issue price of RM0.20 per share, amounting to RM3,200,000 by way of private placement to selected Sophisticated Investors.

10. DIVIDEND

The Board of Directors recommended a final single tier dividend of 0.39 sen per ordinary share amounting to approximately RM0.624 million in respect of the financial year ended 31 December 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.

11. SEGMENTAL INFORMATION

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the Group's Chief Executive Officer ("CEO") reviews internal management reports at least on a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

 Engineering, Procurement, Construction and Commissioning ("EPCC") services and facilities improvement/ maintenance Includes the provision of EPCC services for chemical injection skids and improvement/maintenance in topside oil and gas ("O&G") facilities (i.e. onshore O&G terminal and/or offshore production platform).

 Installation and Maintenance ("I&M") of oilfield equipment Includes the installation, repair, refurbishment and replacement of oilfield equipment (e.g. pig trap system, fire rated doors or oil spill recovery equipment) in topside O&G facilities (i.e. onshore O&G terminals and/or offshore production platform).

Supply of oilfield equipment

Includes the supply of oilfield equipment (e.g. pig trap system, fire rated doors or oil spill recovery equipment), as well as their parts and components, undertaken through purchase orders on an ad-hoc basis.

11. SEGMENTAL INFORMATION (CONTINUED)

Due to the high integration within all these three segments, performance of individual segment is measured based on revenue and gross profit, as included in the internal management reports that are reviewed by the Group's CEO. Hence, no other disclosure for segment assets, segment liabilities and segment capital expenditures.

	EPCC services and facilities improvement/ maintenance RM'000	I&M of oilfield equipment RM'000	Supply of oilfield equipment RM'000	Total RM'000
Individual 6 months ended	31 December 202	1		
Included in the measure of				
segment profit are: Revenue from external customers	11,600	2,758	594	14,952
Cost of sales	(7,035)	(1,110)	(212)	(8,357)
Gross profit	4,565	1,648	382	6,595
Individual 6 months ended Included in the measure of	31 December 202	0		
segment profit are:				
Revenue from external customers	4,718	3,459	665	8,842
Cost of sales	(1,651)	(1,134)	(598)	(3,383)
Gross profit	3,067	2,325	67	5,459
	EPCC services and facilities improvement/ maintenance RM'000	I&M of oilfield equipment RM'000	Supply of oilfield equipment RM'000	Total RM'000
Cumulative 12 months end	services and facilities improvement/ maintenance RM'000	oilfield equipment RM'000	oilfield equipment	
Included in the measure of	services and facilities improvement/ maintenance RM'000	oilfield equipment RM'000	oilfield equipment	
	services and facilities improvement/ maintenance RM'000	oilfield equipment RM'000	oilfield equipment	
Included in the measure of segment profit are: Revenue from external	services and facilities improvement/ maintenance RM'000 ed 31 December 2	oilfield equipment RM'000	oilfield equipment RM'000	RM'000
Included in the measure of segment profit are: Revenue from external customers	services and facilities improvement/ maintenance RM'000 ed 31 December 2	oilfield equipment RM'000 021	oilfield equipment RM'000	RM'000 24,845
Included in the measure of segment profit are: Revenue from external customers Cost of sales Gross profit Cumulative 12 months end Included in the measure of	services and facilities improvement/maintenance RM'000 ed 31 December 2	oilfield equipment RM'000 021 5,235 (1,856) 3,379	oilfield equipment RM'000	RM'000 24,845 (13,970)
Included in the measure of segment profit are: Revenue from external customers Cost of sales Gross profit Cumulative 12 months end	services and facilities improvement/maintenance RM'000 ed 31 December 2	oilfield equipment RM'000 021 5,235 (1,856) 3,379	oilfield equipment RM'000	RM'000 24,845 (13,970)
Included in the measure of segment profit are: Revenue from external customers Cost of sales Gross profit Cumulative 12 months end Included in the measure of segment profit are: Revenue from external	services and facilities improvement/ maintenance RM'000 ed 31 December 2 18,240 (11,521) 6,719 ed 31 December 2	oilfield equipment RM'000 021 5,235 (1,856) 3,379	oilfield equipment RM'000 1,370 (593) 777	24,845 (13,970) 10,875

12. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

13. CONTINGENT ASSETS AND CONTINGENT LIABILITIES

There were no contingent assets and contingent liabilities as at the date of this interim financial report.

14. CAPITAL COMMITMENTS

	Note	31 December 2021 RM'000	31 December 2020 RM'000
Capital expenditure commitments Property, plant and equipment			
Authorised and contracted for	14.1	-	1,300

14.1 Included within the capital expenditure commitments authorised and contracted for are deposits paid amounting to RM NIL (31 December 2020: RM600,000)

15. SIGNIFICANT RELATED PARTY TRANSACTIONS

Identity of related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly and entity that provides key management personnel services to the Group. The key management personnel include all the Directors of the Group.

The Group has related party relationship with a Company in which a Director has financial interest and key management personnel.

Significant related party transactions

Significant related party transactions are as follows:

	31 December 2021 RM'000	31 December 2020 RM'000
Transactions		
Companies in which a Director has financial interest		
Consultancy fees	-	175
Deposits paid in relation to acquisition of a building	-	600
Payment in relation to acquisition of a building	700	-
Lease payments		60

16. FAIR VALUE INFORMATION

The carrying amounts of cash and cash equivalents, short-term receivables and payables reasonably approximate their fair values due to the relatively short-term nature of these financial instruments.

The table flow analyses other financial instruments at fair value.

	Fair value of financial instruments not carried at fair value Level 3 RM'000	Carrying amount RM'000
31 December 2021		
Financial liabilities		
Term loans	1,361	1,298
Hire purchase liabilities	597	585
Lease liabilities	225	229
	2,183	2,112
31 December 2020		
Financial liabilities		
Term loans	1,594	1,628
Hire purchase liabilities	531	527
Lease liabilities	212	208
	2,337	2,363

Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

Level 3 fair value

Level 3 fair value is estimated using unobservable inputs for the financial assets and liabilities.

The following table shows the valuation techniques used in the determination of fair values within Level 3, as well as the key unobservable inputs used in the valuation models.

Financial instruments not carried at fair value

Type Description of valuation technique and inputs used Term loans, hire purchase liabilities and lease liabilities Discounted cash flows using a rate based on the current market rate of borrowing of the Company at the reporting date.

17. PROFIT BEFORE TAX

	Individual 6 months ended Unaudited		Cumulative 12 months ended Unaudited	
	31 December 2021 RM'000	31 December 2020 RM'000	31 December 2021 RM'000	31 December 2020 RM'000
Profit before tax is arrived at after charging/(crediting): Auditors' remuneration - Audit fees	75	52	75	52
Material expenses/(income) Finance income Gain on disposal of plant and	(3)	(20)	(11)	(93)
equipment Gain on derecognition of right-	(10)	(4)	(10)	(4)
of-use assets Plant and equipment written off	(1)	-	(4) 3	(1) -
Depreciation of property, plant and equipment	277	241	538	518
Depreciation of right-of-use assets Personnel expenses (including	98	100	187	201
key management personnel)Contributions to state plansWages, salaries and others	189 4,322	286 3,382	363 7,662	540 6,938
Listing expenses Wages subsidy Net foreign exchange loss	634 (84) 17	(250) 18	990 (109) 17	- (275) 18
Expenses arising from leases Expenses relating to short-term (i) leases	564	208	2,107	400
=	ОО Т	200	2,107	100

⁽i) The Group leases equipment with contract terms of less than one year. These leases are short-term leases. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

18. TAX EXPENSE

	Individual 6 months ended Unaudited		Cumulative 12 months ended Unaudited	
	31 December 2021 RM'000	31 December 2020 RM'000	31 December 2021 RM'000	31 December 2020 RM'000
Current tax expense				
Current year	884	534	1,202	1,027
Under provision in prior				
year	28	-	28	-
	912	534	1,230	1,027
Deferred tax expense				
Origination of				
temporary differences	(21)	3	(34)	3
Under provision in prior				
year		-	-	37
	(21)	3	(34)	40
	891	537	1,196	1,067
Effective tax rate	36%	26%	36%	27%

The overall effective tax rate of 36% for the current financial period was higher than the statutory tax rate of 24% due to the increase non-deductible expenses incurred during the financial period.

19. REVIEW OF PERFORMANCE

Comparison with corresponding 6-month period in the preceding financial year

The Group recorded revenue of RM14.952 million for the current period, representing an increase of 69.1% compared to the same period in the previous year of RM8.842 million. Growth in revenue was recorded from EPCC segment representing an increase of 146% mainly due to new work orders secured by the Group.

The Group achieved profit after tax of RM1.566 million for the current period in line with the profit after tax of RM 1.568 million achieved in the same period in the preceding financial year.

Financial year to date against preceding financial year

The Group recorded revenue of RM24.845 million for the current financial year, representing an increase of 25.1% compared to the preceding financial year of RM19.865 million. Growth in revenue was recorded from EPCC segment representing an increase of 52.7% mainly due to new work orders secured by the Group.

The Group's profit after tax decreased by 29.2% to RM2.09 million for the financial year ended 31 December 2021 from RM2.951 million in the preceding financial year. The decrease was mainly contributed by the listing expenses of RM0.99 million incurred by the Group in the current financial year.

20. COMMENTARY ON PROSPECTS

The current trajectory of the oil and gas industry is expected to continue, given modest recovery in demand underpinned by improvements of economic activities globally. Steel Hawk Berhad will remain steadfast in driving operational and commercial excellence to improve its liquidity and profitability, in pursuit of its growth strategy.

21. LOANS AND BORROWINGS

Particulars of the Group's loans and borrowings are as follows:

	Note	31 December 2021 RM'000	31 December 2020 RM'000
Non-current			
Secured:			
Term loans		935	1,265
Hire purchase liabilities	21.1	229	339
		1,164	1,604
Current Secured:			
Term loans		363	363
Trade financing		-	479
Hire purchase liabilities	21.1	356	188
Bank overdrafts		-	455
	· -	719	1,485

21.1 Hire purchase liabilities

Hire purchase liabilities are payable as follows:

	Future minimum lease payments RM'000	Interest RM'000	Present value of minimum lease payments RM'000
31 December 2021			
Less than one year	377	21	356
Between one to five years	251	22	229
	628	43	585
31 December 2020			
Less than one year	208	20	188
Between one to five years	348	9	339
	556	29	527
	•	·-	

22. EARNINGS PER ORDINARY SHARE

The calculations of earnings per ordinary share as at 31 December 2021 and 2020, was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding calculated as follows:

	Individual 6 months ended		Cumulative 12 months ended	
	31 December 2021 RM'000	31 December 2020 RM'000	31 December 2021 RM'000	31 December 2020 RM'000
Net profit attributable to				
owners of the Company	1,566	1,568	2,090	2,951
Earnings per ordinary share attributable to owners of the Company				
Based on enlarged ordinary shares in issue after the restructuring and IPO:				
In thousands of shares Basic earnings per	160,000	160,000	160,000	160,000
ordinary share (sen)	0.98	0.98	1.31	1.84

Save as disclosed in Note 9 "Changes in the composition of the group", the Company has no potential ordinary shares in issue as at the date of the statement of financial position. Diluted earnings per share is equal to basic earnings per share.