

MAA GROUP BERHAD (“MAAG” or “the Company”)

Registration No. 199801015274 (471403-A)

(Incorporated in Malaysia)

NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023

PART A: EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD (“MFRS”) 134: INTERIM FINANCIAL REPORTING

A1. BASIS OF PREPARATION

These condensed consolidated interim financial statements (“Interim Reports”) are unaudited and have been prepared in accordance with the Malaysian Financial Reporting Standard (“MFRS”) 134 ‘*Interim Financial Reporting*’ issued by the Malaysian Accounting Standards Board (“MASB”), the International Accounting Standard (“IAS”) 34 ‘*Interim Financial Reporting*’ and the requirements of Companies Act 2016 in Malaysia, where applicable. These Interim Reports have been prepared under the historical cost convention, as modified by the revaluation of investment properties, financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income.

These Interim Reports have also been prepared in accordance with paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”).

These unaudited Interim Reports should be read in conjunction with the Group’s audited financial statements for the 18 months period ended 30 June 2022. The explanatory notes attached to these Interim Reports provide explanation of events and transactions that are significant for an understanding of the changes in the financial position and performance of the Group since the preceding financial period ended 30 June 2022.

A2. SIGNIFICANT ACCOUNTING POLICIES

(a) Adoption of Standards, Amendments and Annual Improvements to Standards

The significant accounting policies and presentation adopted by the Group in these Interim Reports are consistent with those adopted in the Group’s audited financial statements for the financial period ended 30 June 2022, except for the following which were adopted at the beginning of the current financial year:

- Amendments to MFRS 3 Business Combinations - *Reference to the Conceptual Framework*
- Amendments to MFRS 116 Property, Plant and Equipment - *Proceeds before Intended Use*
- Amendments to MFRS 137 Provisions, Contingent Liabilities and Contingent Assets - *Onerous Contracts - Cost of Fulfilling a Contract*
- Annual Improvements to MFRS Standards 2018 – 2020:
 - Amendments to MFRS 9 Financial Instruments - *Fees in the ‘10 percent’ test for Derecognition of Financial Liabilities*
 - Amendments to MFRS 1 First time adoption of Malaysian Financial Reporting Standards - *Subsidiary as a First-Time Adopter*
 - Amendments to MFRS 141 Agriculture - *Taxation in Fair Value Measurements*
 - Amendments to Illustrative Example accompanying MFRS 16 Leases - *Lease Incentives*

None of the amendments listed above have any significant impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods of the Group’s financial statements.

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A2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Standards and amendments issued but not yet effective

As at the date of authorisation of these Interim Reports, the following Standards and amendments to Standards have been issued by the Malaysian Accounting Standards Board ("MASB") but are not yet effective and have not been early adopted by the Group.

Effective for annual periods beginning on or after 1 January 2023

- MFRS 17, *Insurance Contracts*
- Amendments to MFRS 17, *Insurance Contracts – Initial application of MFRS 17 and MFRS 9 – Comparable Information*
- Amendments to MFRS 101, *Presentation of Financial Statements - Disclosures of Accounting Policies*
- Amendments to MFRS 108, *Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates*
- Amendments to MFRS 112, *Income Taxes - Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

Effective for annual periods beginning on or after 1 January 2024

- Amendment to MFRS 16, *Leases – Lease Liability in a Sale and Leaseback*
- Amendments to MFRS 101, *Presentation of Financial Statements – Non-current Liabilities with Covenants and Classification of Liabilities as Current or Non-current*

Effective date of these Amendments to Standards has been deferred, and yet to be announced

- Amendments to MFRS 10, *Consolidated Financial Statements and MFRS 128, Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The Group will assess the application of adopting the above standards, amendments to standards and interpretations before the effective dates.

A3. COMMENTS ABOUT SEASONAL OR CYCLICAL FACTORS

The Group’s business operations were not significantly affected by any seasonal or cyclical factors.

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

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the current quarter and period ended 31 March 2023.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023

A5. SIGNIFICANT ESTIMATES AND CHANGES IN ESTIMATES

There were no changes in estimates that have had any material effect during the current quarter and period ended 31 March 2023.

A6. DEBT AND EQUITY SECURITIES

There were no issuances, repurchases and repayments of debt and equity securities during the current quarter and period ended 31 March 2023.

A7. DIVIDEND PAID

There was no dividend paid by the Company during the current quarter and period ended 31 March 2023.

A8. SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

There were no significant events subsequent to the end of the current financial period ended 31 March 2023 that have not been reflected in these Interim Reports.

A9. SEGMENTAL INFORMATION

The following summary describes the operations in each of the Group's operating segments:

- Investment Holdings - investment holdings
- General Insurance - underwriting of all classes of general insurance business
- Education Services - provision of education services and operation of tuition centers
- Credit Services - provision of money lending, debt factoring and other credit activities
- Hospitality Services - provision of hospitality services, food and beverage, retailer of Cigars, and other services including logistics, renovation and facilities management service

The Group's Other segments comprise property management, advisory and consultancy services, film distribution and cinema businesses none of which has met the requirements of MFRS 8 'Operating Segment' to be separately presented as an operating segment.

There have been no material changes in total assets, the basis of segmentation and the basis of measurement of segment profit or loss from the last annual financial statements.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**A9. SEGMENTAL INFORMATION (continued)**Current quarter ended 31 March 2023 (“Q3 FY2023”)

	Investment Holdings	General Insurance	Education Services	Credit Services	Hospitality Services	Other segments	Group
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Operating revenue							
External revenue	278	44,584	7,502	2,677	11,782	1,141	67,964
Inter segment revenue	4,499	23	551	233	17	518	5,841
Total revenue	4,777	44,607	8,053	2,910	11,799	1,659	73,805
Net earned premiums	-	24,704	-	-	-	-	24,704
Investment income	176	954	-	-	-	-	1,130
Interest income	43	2,565	23	2,677	-	-	5,308
Realised gains and losses – net	(159)	524	-	-	-	-	365
Fair value gains and losses - net	3,165	(672)	2	-	-	-	2,495
Commission income	-	971	-	-	-	-	971
Other operating revenue from non-insurance businesses	59	-	7,479	-	11,782	1,141	20,461
Other operating (expenses)/income – net	(57)	(176)	14,496	(1,249)	342	6	13,362
Net claims incurred	-	(12,978)	-	-	-	-	(12,978)
Commission expenses	-	(9,696)	-	-	-	-	(9,696)
Management expenses	(5,244)	(4,760)	(11,008)	(342)	(14,488)	(3,063)	(38,905)
Finance costs	(777)	(24)	(180)	-	(347)	(280)	(1,608)
(Loss)/profit before taxation by segments	(2,794)	1,412	10,812	1,086	(2,711)	(2,196)	5,609
Share of profit of associates not included in reportable segments	-	-	-	-	-	-	20
(Loss)/profit before taxation	(2,794)	1,412	10,812	1,086	(2,711)	(2,196)	5,629
Taxation	(139)	(1,622)	(2,528)	(354)	(45)	(62)	(4,750)
(Loss)/profit after taxation	(2,933)	(210)	8,284	732	(2,756)	(2,258)	879

() There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.*

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**A9. SEGMENTAL INFORMATION (continued)**9 months period ended 31 March 2023 (“9M FY2023”)

	Investment Holdings	General Insurance	Education Services	Credit Services	Hospitality Services	Other segments	Group
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Operating revenue							
External revenue	1,499	138,419	21,643	8,555	33,797	4,313	208,226
Inter segment revenue	12,570	49	3,963	712	53	1,117	18,464
Total revenue	14,069	138,468	25,606	9,267	33,850	5,430	226,690
Net earned premiums	-	73,508	-	-	-	-	73,508
Investment income	437	2,260	-	-	-	-	2,697
Interest income	884	7,099	57	8,555	-	2	16,597
Realised gains and losses – net	(456)	479	-	-	-	-	23
Fair value gains and losses - net	12,388	4,133	5	-	-	-	16,526
Commission income	-	2,855	-	-	-	-	2,855
Other operating revenue from non-insurance businesses	178	-	21,586	-	33,797	4,311	59,872
Other operating income/(expenses) – net	2,409	4,203	14,989	(1,868)	1,183	3	20,919
Net claims incurred	-	(29,732)	-	-	-	-	(29,732)
Commission expenses	-	(29,135)	-	-	-	-	(29,135)
Management expenses	(15,650)	(16,743)	(29,159)	(2,259)	(42,002)	(8,395)	(114,208)
Finance costs	(1,502)	(37)	(738)	-	(1,084)	(618)	(3,979)
(Loss)/profit before taxation by segments	(1,312)	18,890	6,740	4,428	(8,106)	(4,697)	15,943
Share of profit of associates not included in reportable segments	-	-	-	-	-	-	92
(Loss)/profit before taxation	(1,312)	18,890	6,740	4,428	(8,106)	(4,697)	16,035
Taxation	(610)	(3,380)	(3,370)	(469)	(45)	(62)	(7,936)
(Loss)/profit after taxation	(1,922)	15,510	3,370	3,959	(8,151)	(4,759)	8,099

() There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.*

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**A9. SEGMENTAL INFORMATION (continued)**

	Investment Holdings	General Insurance	Education Services	Credit Services	Hospitality Services	Other segments	Group
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<u>At 31 March 2023</u>							
Segment Assets	116,129	464,101	105,151	72,035	38,772	27,793	823,981
Associates							759
Total Assets							824,740
<u>At 30 June 2022 (Audited)</u>							
Segment Assets	119,555	450,439	56,677	67,166	43,059	39,649	776,545
Associates							667
Total Assets							777,212

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**A10. CHANGES IN THE COMPOSITION OF THE GROUP**

- (a) On 2 December 2022, Edumaax Sdn Bhd, a wholly-owned sub-subsidiary of the Company entered into a conditional sale and purchase agreements (“SPA”) with MAACA Labuan Ltd, Tunku Yaacob Khyra and Samuele Minotti (collectively referred as the “Sellers”) to acquire 1,000,000 shares, representing 100% of the issued and paid-up share capital of Villa Castiglioni S.R.L (“VC”), for a total cash consideration of Euro (€2,200,000 or RM10,362,000 equivalent (based on the exchange rate of €1.00 = RM4.71)) and assumption of advance from the shareholders of VC/the Sellers at completion.
- (b) On 6 December 2022, Hospitality 360 Sdn Bhd (“H360”), a 51% sub-subsidiary of the Company via its subsidiary, Perfect Host (M) Sdn Bhd subscribed for 100 ordinary shares at an issue price of RM1 each, representing 100% of the issued and paid-up capital in a new subsidiary, Luxe Paradigm Sdn Bhd, a company incorporated in Malaysia, for cash purchase consideration of RM100.
- (c) On 12 January 2023, H360 acquired 100 ordinary shares representing 100% of the share capital in Magnum Glory Sdn Bhd from Tan Hou Ham for cash consideration of RM100.

A11. VALUATION OF INVESTMENT PROPERTIES

Investment properties of the Group were carried at revalued amount at the financial period ended 31 March 2023 based on valuations carried out by professional valuers during the financial period and the fair value changes therein were recognised in the profit or loss.

A12. CONTINGENT ASSETS AND LIABILITIES

There were no contingent assets and liabilities as at 31 March 2023.

A13. CAPITAL COMMITMENTS

Significant capital expenditures contracted but not provided for as at the end of the financial period are as follows:

	As at 31.3.2023	As at 30.6.2022
	RM'000	RM'000
Property, plant and equipment		
- Computer and software	500	500
- Furniture, fitting and equipment	1,311	1,000
- Renovation	15,592	13,850
	17,403	15,350

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**A14. RELATED PARTY DISCLOSURES**

All related party transactions and balances within the Group had been entered into the normal course of business and were carried out on normal commercial terms. The Company monitors related party transactions to comply with the requirements under Chapter 10 of the Main Market Listing Requirements of Bursa Securities.

A15. FAIR VALUE MEASUREMENT OF INVESTMENTS

The following tables show the Group’s investments which are measured at fair value analysed by the various level within the fair value hierarchy:

At 31 March 2023

	Carrying values	Level 1	Level 2	Level 3	Total fair values
	RM’000	RM’000	RM’000	RM’000	RM’000
Investments measured at fair value					
Investments at FVTPL:					
Equity securities quoted in Malaysia	146	146	-	-	146
Equity securities quoted outside Malaysia	59,763	59,763	-	-	59,763
Equity securities unquoted outside Malaysia	21,518	-	-	21,518	21,518
Unit trusts quoted outside Malaysia	38	38	-	-	38
Unit trusts unquoted in Malaysia	406	-	406	-	406
	81,871	59,947	406	21,518	81,871
Investments measured at fair value					
Investments at FVOCI:					
Government debt securities quoted outside Malaysia	70,560	70,560	-	-	70,560
Corporate debt securities quoted outside Malaysia	1,333	1,333	-	-	1,333
Equity securities quoted outside Malaysia	17,442	17,442	-	-	17,442
Equity securities unquoted in Malaysia	100	-	-	100	100
Equity securities unquoted outside Malaysia	43	-	-	43	43
	89,478	89,335	-	143	89,478

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**A15. FAIR VALUE MEASUREMENT OF INVESTMENTS (continued)**

The following tables show the Group’s investments which are measured at fair value analysed by the various level within the fair value hierarchy: (continued)

At 31 March 2023 (continued)

	Carrying values	Level 1	Level 2	Level 3	Total fair values
	RM'000	RM'000	RM'000	RM'000	RM'000
Investments for which fair values are disclosed					
Investments at AC:					
Government debt securities quoted outside Malaysia	28,434	26,917	-	-	26,917
Corporate debt securities quoted outside Malaysia	110,370	107,920	-	-	107,920
Investment notes unquoted in Malaysia	3,564	-	-	3,564	3,564
	142,368	134,837	-	3,564	138,401

30 June 2022 (Audited)

	Carrying values	Level 1	Level 2	Level 3	Total fair values
	RM'000	RM'000	RM'000	RM'000	RM'000
Investments measured at fair value					
Investments at FVTPL:					
Equity securities quoted in Malaysia	239	239	-	-	239
Equity securities quoted outside Malaysia	63,067	63,067	-	-	63,067
Equity securities unquoted outside Malaysia	22,562	-	-	22,562	22,562
Unit trusts unquoted in Malaysia	401	-	401	-	401
	86,269	63,306	401	22,562	86,269

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**A15. FAIR VALUE MEASUREMENT OF INVESTMENTS (continued)**

The following tables show the Group’s investments which are measured at fair value analysed by the various level within the fair value hierarchy: (continued)

30 June 2022 (Audited) (continued)

	Carrying values	Level 1	Level 2	Level 3	Total fair values
	RM’000	RM’000	RM’000	RM’000	RM’000
Investments measured at fair value					
Investments at FVOCI:					
Government debt securities quoted outside Malaysia	45,645	45,645	-	-	45,645
Corporate debt securities quoted outside Malaysia	1,350	1,350	-	-	1,350
Equity securities quoted outside Malaysia	24,317	23,091	1,226	-	24,317
Equity securities unquoted in Malaysia	100	-	-	100	100
Equity securities unquoted outside Malaysia	43	-	-	43	43
	71,455	70,086	1,226	143	71,455
Investments for which fair values are disclosed					
Investments at AC:					
Government debt securities quoted outside Malaysia	18,011	16,345	-	-	16,345
Corporate debt securities quoted outside Malaysia	110,448	110,298	-	-	110,298
Investment notes unquoted in Malaysia	2,725	-	-	2,725	2,725
	131,184	126,643	-	2,725	129,368

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**A15. FAIR VALUE MEASUREMENT OF INVESTMENTS (continued)**

The Group’s policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. There were no transfers among Level 1, 2 and 3 of their fair value hierarchy during the current quarter and period ended 31 March 2023.

The following table shows the movement in Level 3 investments for the current period ended 31 March 2023:

	Unquoted equity securities		Unquoted investment notes
	FVTPL	FVOCI	AC
	RM’000	RM’000	RM’000
At 1 July 2022	22,562	143	2,725
Purchases	-	-	5,559
Disposal/maturities	-	-	(4,373)
Fair value loss	(1,166)	-	-
Allowance for impairment loss	-	-	(347)
Currency translation difference	122	-	-
At 31 March 2023	21,518	143	3,564

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD****B1. REVIEW OF GROUP PERFORMANCE**Group

Key financial performance	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
Operating revenue	67,964	-	208,226	-
Profit before taxation	5,629	-	16,035	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

Current quarter ended 31 March 2023 (“Q3 FY2023”)

For Q3 FY2023, the Group recorded a total operating revenue of RM68.0 million which comprised of gross earned premiums of RM41.1 million recorded by General Insurance business, investment and interest income of RM6.4 million and other operating revenue from non-insurance businesses of RM20.5 million.

The Group recorded a Profit before taxation (“PBT”) of RM5.6 million for Q3 FY2023. The profit was mainly contributed by PBT of RM1.4 million from General Insurance business, PBT of RM10.8 million from Education Services segment and PBT of RM1.1 million from Credit services segment; however, these profits were offset by Loss before taxation (“LBT”) of RM2.8 million from Investment Holdings segment, LBT of RM2.7 million from Hospitality Services segment and LBT of RM2.2 million from Other segment.

9 months period ended 31 March 2023 (“9M FY2023”)

For 9M FY2023, the Group recorded a total operating revenue of RM208.2 million which comprised of gross earned premiums of RM129.1 million recorded by General Insurance business, investment and interest income of RM19.3 million and other operating revenue from non-insurance businesses of RM59.9 million.

The Group recorded a PBT of RM16.0 million for 9M FY2023. The profit was mainly contributed by PBT of RM18.9 million from General Insurance business, PBT of RM6.7 million from Education Services segment and PBT of RM4.4 million from Credit services segment; however, these profits were offset by LBT of RM1.3 million from Investment Holdings segment, LBT of RM8.1 million from Hospitality Services segment and LBT of RM4.7 million from Other segment.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**B1. REVIEW OF GROUP PERFORMANCE (continued)**Investment Holdings

Key financial performance	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
Operating revenue	278	-	1,499	-
Loss before taxation	(2,794)	-	(1,312)	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

Current quarter ended 31 March 2023 (“Q3 FY2023”)

For Q3 FY2023, Investment Holdings segment recorded a total operating revenue of RM0.3 million which comprised mainly from investment and interest income of RM0.2 million with a LBT of RM2.8 million. Investment Holdings segment recorded net fair value gains on equities investments of RM3.0 million in Q3 FY2023, however, this gain was offset by higher management expenses of RM5.2 million.

9 months period ended 31 March 2023 (“9M FY2023”)

For 9M FY2023, Investment Holdings segment recorded a total operating revenue of RM1.5 million which comprised mainly from investment and interest income of RM1.3 million with a LBT of RM1.3 million. Investment Holdings segment recorded net fair value gains on equities investments of RM12.3 million in 9M FY2023, however, this gain was offset by higher management expenses of RM15.7 million.

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The Group’s General Insurance business in the Philippines held via subsidiary, MAA General Assurance Philippines, Inc. (“MAAGAP”) is principally engaged in underwriting general insurance businesses.

Key financial performance	3 months period ended			
	31.3.2023		31.3.2022 ^(*)	
	PHP'000	RM'000	PHP'000	RM'000
Gross premium written (“GPW”)	588,809	46,962	-	-
Underwriting surplus	37,570	3,001	-	-
Investment income	11,878	954	-	-
Interest income	32,141	2,565	-	-
Claim ratio in %	52.6%	52.6%	-	-
Commission ratio in %	30.2%	30.2%	-	-
Profit before taxation	18,161	1,412	-	-
Range of currency exchange rate	1RM = 12.31 to 12.73PHP			-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

Current quarter ended 31 March 2023 (“Q3 FY2023”)

For Q3 FY2023, MAAGAP recorded a GPW of PHP588.8 million (RM47.0 million equivalent). The motor and non-motor classes contributed PHP185.2 million (RM14.8 million equivalent) and PHP403.6 million (RM32.2 million equivalent) respectively of the total GPW.

Despite the higher GPW, MAAGAP recorded a lower PBT of PHP18.2 million (RM1.4 million equivalent) for Q3 FY2023. The lower profit was mainly affected by lower underwriting surplus of PHP37.6 million (RM3.0 million equivalent) with higher claim ratio of 52.6%. For Q3 FY2023, MAAGAP recorded investment and interest income of PHP44.0 million (RM3.5 million equivalent) and realised gains from disposal of investments of PHP6.6 million (RM0.5 million equivalent); offset by net fair value losses of PHP7.9 million (RM0.7 million equivalent) on equity investments and management expenses of PHP59.7 million (RM4.8 million equivalent).

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Key financial performance	9 months period ended			
	31.3.2023		31.3.2022 ^(*)	
	PHP'000	RM'000	PHP'000	RM'000
Gross premium written (“GPW”)	1,691,720	135,128	-	-
Underwriting surplus	218,914	17,496	-	-
Investment income	28,209	2,260	-	-
Interest income	88,825	7,099	-	-
Claim ratio in %	40.5%	40.5%	-	-
Commission ratio in %	34.8%	34.8%	-	-
Profit before taxation	235,195	18,890	-	-
Range of currency exchange rate	1RM = 12.31 to 12.73PHP			-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

9 months period ended 31 March 2023 (“9M FY2023”)

For 9M FY2023, MAAGAP recorded a GPW of PHP1,691.7 million (RM135.1 million equivalent). The motor and non-motor classes contributed PHP481.7 million (RM38.5 million equivalent) and PHP1,210.0 million (RM96.6 million equivalent) respectively of the total GPW.

MAAGAP recorded a PBT of PHP235.2 million (RM18.9 million equivalent) for 9M FY2023 contributed by underwriting surplus of PHP218.9 million (RM17.5 million equivalent), investment and interest income of PHP117.0 million (RM9.4 million equivalent), net fair value gains of PHP17.8 million (RM1.5 million equivalent) on equity investments, fair value gain on investment properties of PHP33.4 million (RM2.6 million equivalent) and other income of PHP52.3 million (RM4.2 million equivalent); offset by management expenses of PHP209.8 million (RM16.7 million equivalent).

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**B1. REVIEW OF GROUP PERFORMANCE** (continued)Education Services

Education Services comprised of the following business units:

- Kasturi Academy Sdn Bhd (“Kasturi”) – offers private tuition for Malaysia National secondary school curriculum;
- St John’s International Edu Group Sdn Bhd and Alfaakademik Sdn Bhd (collectively known as “SJI Group”) – operates international school and offers primary and secondary education and private tuition for Cambridge, IGCSE O-Level and A-Level programmes;
- Imperium Edumaax Sdn Bhd (“Imperium Edumaax”) – offers tertiary education for certificates, foundations, diplomas, bachelor degrees and professional accountancy qualifications. Imperium Edumaax is also a Human Resource Development Corporation (“HRDF Corp”) training provider offering a suite of continuous professional development and training programmes; and
- Edumaax Sdn Bhd and other dormant subsidiaries (“Others unit”) – investment holding and other business units on development.

Key financial performance by business units	3 months period ended					
	31.3.2023					31.3.2022 ^(*)
	Kasturi	SJI Group	Imperium Edumaax	Others unit	Total	Total
	RM’000	RM’000	RM’000	RM’000	RM’000	RM’000
Operating revenue	302	6,605	595	-	7,502	-
(Loss)/profit before taxation	(560)	1,369	(2,296)	12,299	10,812	-

Key financial performance by business units	9 months period ended					
	31.3.2023					31.3.2022 ^(*)
	Kasturi	SJI Group	Imperium Edumaax	Others unit	Total	Total
	RM’000	RM’000	RM’000	RM’000	RM’000	RM’000
Operating revenue	922	18,548	2,173	-	21,643	-
(Loss)/profit before taxation	(1,754)	3,966	(6,806)	11,334	6,740	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

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B1. REVIEW OF GROUP PERFORMANCE (continued)

Education Services (continued)

Current quarter ended 31 March 2023 (“Q3 FY2023”)

(i) Kasturi

For Q3 FY2023, Kasturi recorded a total operating revenue of RM0.3 million with a LBT of RM0.6 million. LBT was attributable to loss from tuition centre, mainly due to low students’ enrolment. With the surge of technological advancement, studying on electronic devices has become a popular choice for some students and to accommodate the market needs, Kasturi had officially launched its online learning portal, namely “Kazoom” during the period. The expansion through online learning that enables Kasturi to reach out to a larger population especially those who live out of Klang valley is certainly an exciting initiative that helps to improve students’ enrolment rate.

(ii) SJI Group

For Q3 FY2023, SJI Group recorded a total operating revenue of RM6.6 million with a PBT of RM1.4 million. Secondary education has contributed to a profit of RM1.4 million and breakeven in both primary education and private tuition.

(iii) Imperium Edumaax

For Q3 FY2023, Imperium Edumaax recorded a total operating revenue of RM0.6 million with a LBT of RM2.3 million. Improving students’ enrolment rate is the key to increase revenue and profit of the company. During the period, apart from the existing certificate, foundation, diploma and UK Degree Programmes, the college had promoted intensively the newly launched American Degree Programme (“ADP”), a world-class quality programme with affordable tuition fee. Management expects a higher enrolment rate in upcoming quarters amidst the release of Sijil Pelajaran Tinggi (“SPM”) results in June 2023.

(iv) Others unit

For Q3 FY2023, Others unit recorded a PBT of RM12.3 million mainly from other income of RM14.1 million. In year 2020, wholly owned subsidiary Edumaax SPA acquired a non-performing loan (“Receivable”) for a nominal value of EUR3.19 million (RM15.8 million equivalent) and the Receivable was secured by an immovable property (“Property”). The value of the Property identified in the decree of transfer is equal to EUR6.23 million (RM29.9 million equivalent). The Receivable was subsequently realised with transfer of ownership of the Property to the company and resulted in other income of RM14.1 million recognised in the current quarter.

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B1. REVIEW OF GROUP PERFORMANCE (continued)

Education Services (continued)

9 months period ended 31 March 2023 (“9M FY2023”)

(i) Kasturi

For 9M FY2023, Kasturi recorded a total operating revenue of RM0.9 million with a LBT of RM1.7 million. LBT was attributable to loss from tuition centre, mainly due to low students’ enrolment. Series of transformation plans are still on-going includes enhancing students’ learning experience, rationalisation exercise, rebranding exercise, increasing existing market share, implementing ‘SPEED’ marketing focusing on school, people, e-marketing, educators, and direct marketing. In Q3 FY2023, Kasturi had officially launched its online learning portal, namely “Kazoom”. The expansion through online learning that enables Kasturi to reach out to a larger population especially those who live out of Klang valley is certainly an exciting initiative that helps to improve students’ enrolment rate.

(ii) SJI Group

For 9M FY2023, SJI Group recorded a total operating revenue of RM18.5 million with a PBT of RM4.0 million. Secondary education has contributed a profit of RM4.6 million but offset with a small loss in primary education and private tuition of RM0.6 million.

(iii) Imperium Edumaax

For 9M FY2023, Imperium Edumaax recorded a total operating revenue of RM2.2 million with a LBT of RM6.8 million. Improving students’ enrolment rate is the key to increase revenue and profit of the company. Management has reviewed key areas including programmes and fee structure to ensure premium education quality is guaranteed with affordable fees. Management is also constantly intensifying marketing initiatives, actively engaging agents, and promoting synergy effort within group of education companies. Management expects a higher enrolment rate in the upcoming quarters amidst the release of SPM results in June 2023.

(iv) Others unit

For 9M FY2023, Others unit recorded a PBT of RM11.3 million mainly from other income of RM14.1 million. In year 2020, wholly owned subsidiary Edumaax SPA acquired a non-performing loan (“Receivable”) for a nominal value of EUR3.19 million (RM15.8 million equivalent) and the Receivable was secured by an immovable property (“Property”). The value of the Property identified in the decree of transfer is equal to EUR6.23 million (RM29.8 million equivalent) . The Receivable was subsequently realised with transfer of ownership of the Property to the company and resulted in other income of RM14.1 million recognised in the current period. The other income was offset with professional fees and other expenditures incurred for new developments in the pipeline.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**B1. REVIEW OF GROUP PERFORMANCE** (continued)Credit Services

Key financial performance	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
Operating revenue	2,677	-	8,555	-
Profit before taxation	1,086	-	4,428	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

Current quarter ended 31 March 2023 (“Q3 FY2023”)

For Q3 FY2023, Credit Services segment recorded a total operating revenue of RM2.7 million which comprised mainly of interest income of RM1.7 million from money lending and other credit activities and income from debt factoring business of RM1.1 million with a PBT of RM1.1 million.

9 months period ended 31 March 2023 (“9M FY2023”)

For 9M FY2023, Credit Services segment recorded a total operating revenue of RM8.6 million which comprised mainly of interest income of RM4.8 million from money lending and other credit activities and income from debt factoring business of RM3.5 million with a PBT of RM4.4 million.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**B1. REVIEW OF GROUP PERFORMANCE** (continued)Hospitality Services

Key financial performance	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
Operating revenue	11,782	-	33,797	-
Loss before taxation	(2,711)	-	(8,106)	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

Current quarter ended 31 March 2023 (“Q3 FY2023”)

For Q3 FY2023, the Hospitality Services segment recorded total operating revenue of RM11.8 million mainly contributed by RM9.9 million from hospitality industry, RM1.0 million from Cigar division and RM0.9 million from other services.

The LBT of RM2.7 million in Q3 FY2023 was mainly caused by LBT of RM2.4 million from hospitality industry, LBT of RM0.3 million from other services and LBT of RM60,000 from the Cigar division.

9 months ended 31 March 2023 (“9M FY2023”)

For 9M FY2023, the Hospitality Services segment recorded total operating revenue of RM33.8 million mainly contributed by RM28.7 million from hospitality industry, RM2.9 million from Cigar division and RM2.2 million from other services.

The LBT of RM8.1 million in 9M FY2023 was mainly caused by LBT of RM6.9 million from hospitality industry and LBT of RM1.2 million from other services, whilst the Cigar division recorded a small PBT of RM30,000.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**B2. MATERIAL CHANGE IN PERFORMANCE OF THE CURRENT QUARTER COMPARED WITH IMMEDIATE PRECEDING QUARTER**

	Quarter ended	
	31.3.2023	31.12.2022
	RM'000	RM'000
Operating revenue	67,964	68,968
Profit before taxation	5,629	5,815

The Group recorded total operating revenue of RM68.0 million in current quarter ended 31 March 2023 (“Q3 FY2023”), a decrease of 1.5% from RM69.0 million in the immediate preceding quarter ended 31 December 2022 (“Q2 FY2023”). The decrease mainly from lower gross earned premiums from General insurance business of RM41.1 million (Q2 FY2023: RM42.5 million).

Despite other income of RM14.1 million recorded in a subsidiary as disclosed in Note B1 of the Interim Reports in Q3 FY2023, the Group recorded a slight lower PBT of RM5.6 million as compared to RM5.8 million in Q2 FY2023, mainly affected by the higher net claims incurred of RM13.0 million (Q2 FY2023: RM5.4 million) from General insurance business.

B3. INVESTMENT INCOME

	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
Rental income from investment properties	174	-	422	-
Investments at FVTPL				
Dividend income				
- Equity securities quoted in Malaysia	1	-	5	-
- Equity securities quoted outside Malaysia	445	-	1,309	-
	446	-	1,314	-
Investments at FVOCI				
Dividend income				
- Equity securities quoted outside Malaysia	510	-	961	-
	1,130	-	2,697	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**B4. INTEREST INCOME**

	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
Investments at FVOCI				
Interest income				
- Government debt securities quoted outside Malaysia	749	-	1,760	-
- Corporate debt securities quoted outside Malaysia	14	-	44	-
- Corporate debt securities unquoted in Malaysia	-	-	718	-
	763	-	2,522	-
Investments at AC				
Interest income				
- Government debt securities quoted outside Malaysia	208	-	559	-
- Corporate debt securities quoted outside Malaysia	1,516	-	4,577	-
- Investment notes unquoted in Malaysia	(80)	-	348	-
	1,644	-	5,484	-
Interest income from:				
- staff loans	26	-	79	-
- associates	6	-	19	-
- fixed and call deposits	112	-	286	-
	144	-	384	-
Interest income from:				
- loans from money lending and other credit activities	1,663	-	4,752	-
- debt factoring business	1,094	-	3,455	-
	2,757	-	8,207	-
	5,308	-	16,597	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**B5. REALISED GAINS AND LOSSES - NET**

	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
Net (losses)/gains from disposal of property, plant and equipment	(6)	-	(5)	-
Investments at FVTPL				
Net realised gains/(losses)				
- Equity securities quoted in Malaysia	(5)	-	(17)	-
- Equity securities quoted outside Malaysia	301	-	(30)	-
	296	-	(47)	-
Investments at FVOCI				
Net realised gains				
- Government debt securities quoted outside Malaysia	75	-	75	-
	365	-	23	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**B6. FAIR VALUE GAINS AND LOSSES - NET**

	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
Fair value gains on investment properties	131	-	2,778	-
Investments at FVTPL				
Net fair value gains/(losses)				
- Equity securities quoted in Malaysia	7	-	16	-
- Equity securities quoted outside Malaysia	2,268	-	14,895	-
- Equity securities unquoted outside Malaysia	86	-	(1,166)	-
- Unit trusts unquoted in Malaysia	2	-	5	-
- Unit trusts quoted outside Malaysia	1	-	(2)	-
	2,364	-	13,748	-
	2,495	-	16,526	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

B7. OTHER OPERATING REVENUE FROM NON-INSURANCE BUSINESSES

	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
Fee income from education services	7,479	-	21,586	-
Revenue from hotel room and hotel related services	8,765	-	25,313	-
Sale of cigar and accessories	1,016	-	3,021	-
Revenue from sale of cinema tickets and concessions	1,137	-	4,304	-
Others	2,064	-	5,648	-
	20,461	-	59,872	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**B8. PROFIT BEFORE TAXATION FOR THE QUARTER AND PERIOD**

Profit before taxation for the quarter and period is arrived at after crediting/(charging):

	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
Property, plant and equipment written off (Allowance for)/write back of impairment loss on:	(17)	-	(17)	-
- investments at amortised costs	(27)	-	54	-
- loans from money lending and other credit activities	(850)	-	(1,051)	-
- insurance receivables	68	-	(411)	-
- trade receivables	53	-	(30)	-
- factoring receivables	47	-	(1,340)	-
Realised foreign exchange losses – net	(329)	-	(65)	-
Unrealised foreign exchange gains – net	273	-	103	-
Other income ^(Note)	14,106	-	14,106	-
Depreciation of property, plant and equipment	(1,676)	-	(4,409)	-
Depreciation of right-of-use assets	(3,168)	-	(9,828)	-
Amortisation of intangible assets	(60)	-	(179)	-
Hire purchase interests	(4)	-	(12)	-
Lease interests	(661)	-	(1,966)	-
Interests on borrowings	(943)	-	(2,001)	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

^(Note) Arising from the difference between the value of the Property on initial recognition and the derecognition of Receivable, as disclosed in Note B1 – Section of Education Services.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023**B9. TAXATION**

	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
	RM'000	RM'000	RM'000	RM'000
<u>Current tax expenses</u>				
Malaysia				
- current year	907	-	1,954	-
- prior years	(77)		(77)	
Overseas				
- current year	621	-	2,594	-
	1,451	-	4,471	-
<u>Deferred tax expenses</u>				
Malaysia				
- origination and reversal of temporary differences	104	-	485	-
Overseas				
- origination and reversal of temporary differences	3,195	-	2,980	-
	3,299	-	3,465	-
Total tax expense	4,750	-	7,936	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

For the current financial quarter and period ended 31 March 2023, the Group's effective tax rate was higher than the statutory tax rate mainly due to the effects of certain expenses being not deductible for tax purposes.

B10. BORROWINGS

	As at 31.3.2023	As at 30.6.2022
	RM'000	RM'000
<u>Secured:</u>		
<u>Current</u>		
Redeemable preference shares	12,181	-
Margin trading financial liability	-	18,943
Hire purchase liabilities	47	47
	12,228	18,990
<u>Non-current</u>		
Hire purchase liabilities	135	169
	12,363	19,159

The Group's borrowings are denominated in Ringgit Malaysia (RM).

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B11. PROSPECTS

Malaysia’s gross domestic product (“GDP”) grew by 8.7% in 2022 and is expected to have moderate growth between 4% to 5% in 2023 amid challenging external environment, with domestic demand continuing to drive growth, supported by the continued improvement in the labour market and the realisation of multi-year investment projects.

For the General Insurance business in the Philippines, held by MAAGAP, the Group expects MAAGAP to continue with premium growth and improved profit margins in 2023 by capturing a wider market share in the Philippines through agencies expansion, venture to innovative digital transformation and management efficiency while preserving its prudent selection of risk and underwriting principles. Baring other unforeseen circumstances like natural disasters which Philippines is most vulnerable to and the market driven stock performance, the Group is cautiously optimistic and expects MAAGAP to improve its revenue and financial performance in 2023.

2023 will remain challenging for the Group’s Education Services business. The Education Services’ operating units namely Kasturi, SJI Group and Imperium Edumaax will continue to intensify their marketing efforts to increase student enrolment, diversify program offerings and continue with cost control measures.

The Credit Services segment of the Group comprises of Money Lending and Debt Factoring business activities. The Money Lending business will implement management action plans to re-strategise its business plans and improve its debt collection activities. The Debt Factoring business will continue to pursue growth opportunities in-line with the opening of all economic sectors.

The Hospitality Services segment of the Group will continue to strengthen its efforts and position in the market which looks increasingly promising by travel restrictions being lifted and expected increase in influx of tourism activities.

Given that global economic growth is expected to slow in 2023, the Group expects the operating environment to be increasingly challenging and competitive. Notwithstanding this, the Group will continue to be cautious while continuing its efforts in implementing and executing management strategic plans in expanding the existing business and improving profitability.

B12. PROFIT FORECAST OR PROFIT GUARANTEE

There was no profit forecast or profit guarantee issued by the Group.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023

B13. CORPORATE PROPOSALS

- (a) On 22 June 2021, the Company had entered into an unconditional share sale and purchase agreement (“SPA”) with Ithmaar Bank B.S.C. (Closed) (“Ithmaar”) to acquire 132,151,497 ordinary shares in Turiya Berhad (“Turiya”) (“Turiya Shares”), representing approximately 57.78% equity interest in Turiya, for a cash consideration of RM23,787,269.46 or RM0.18 per Turiya Shares (“Acquisition”).

Upon completion of the Acquisition, MAAG’s shareholding in Turiya increased from nil to approximately 57.78%. Accordingly, MAAG is obliged to extend a mandatory take-over offer to acquire all the remaining Turiya Shares not already held by MAAG (“Offer Shares”) at a cash offer price of RM0.18 per Offer Share pursuant to Section 218(2) of the Capital Markets and Services Act, 2007 and paragraph 4.01(a) of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia (“SC”) (“Proposed Offer”).

The Company had, on 5 July 2021, been served with a sealed copy of Writ of Summons dated 3 July 2021 from Empire Holdings Ltd (“Plaintiff”), together with the Notice of Application dated 3 July 2021 and Affidavit in Support of Sarin Sahadev Swami affirmed on 2 July 2021. Please refer to Note B14 of these Interim Reports for details on the status of litigations.

In view of the legal proceedings, SC had, vide its letter dated 12 July 2021, approved and further approved verbally in October 2021 MAAG’s application for an extension of time to despatch the offer document.

Other than as stated above, there was no corporate proposal announced but not completed as at the reporting date.

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B14. CHANGES IN MATERIAL LITIGATION

- (a) KUALA LUMPUR HIGH COURT CIVIL SUIT NO. WA-22NCC-295-07/2021 EMPIRE HOLDINGS LTD (“PLAINTIFF”) VS ITHMAAR DEVELOPMENT COMPANY LTD (“1ST DEFENDANT”), ITHMAAR BANK B.S.C. (“2ND DEFENDANT”), MAAG (“3RD DEFENDANT”), TUNKU DATO' YAACOB KHYRA (“4TH DEFENDANT”) AND TURIYA BERHAD (“5TH DEFENDANT”) (COLLECTIVELY REFERRED TO AS “DEFENDANTS”)

The Company had, on 5 July 2021, been served with a sealed copy of a Writ of Summons dated 3 July 2021 (“Writ”) from the Plaintiff together with the Notice of Application dated 3 July 2021 and Affidavit in Support of Sarin Sahadev Mohan Swami affirmed on 2 July 2021 (“Injunction Application”).

The Plaintiff’s claim against the 1st Defendant and 2nd Defendant is inter alia for breach of contract and/or duty of care and/or good faith as lender and/or charge in respect of 132,151,497 ordinary shares in the 5th Defendant held as security and/or by way of charge by the 1st Defendant, and owned at all material times by Plaintiff (“the Shares”), pursuant to a Share Charge dated 20 April 2008 and a Charge Supplement dated 28 October 2015, arising out of and/or in connection with the 1st Defendant’s and/or 2nd Defendant’s sale and/or disposal of the Shares to the 3rd Defendant at below market value and/or at an undervalue, pursuant to a share sale and purchase agreement entered into between the 2nd Defendant and 3rd Defendant on 22 June 2021 (“Share Sale and Purchase Agreement”) to acquire the Shares, without reasonable or any notice to the Plaintiff, and contrary to and/or in breach of the representations and/or agreement by Abdulla Taleb made for and on behalf of the 1st Defendant and/or 2nd Defendant to the Plaintiff for inter alia the redemption inter alia of the Shares by the Plaintiff (“the Agreement”) and/or giving rise to an estoppel against the sale and transfer of the Shares to the 3rd Defendant.

Further to the e-review case management held on 7 July 2021, the Court issued an Ad Interim Injunctive Order (interim injunction) against the Company, and against the 1st Defendant and the 2nd Defendant.

On 27 September 2021, the decision on the inter-parties for the Plaintiff’s Injunction Application was delivered by Yang Arif Tuan Ong Chee Kwan, Judicial Commissioner (“YA OCK”), via e-review.

YA OCK decided as follows:

- (i) The Plaintiff’s Injunction Application is dismissed;
- (ii) The Ad Interim Injunctive Order against the Defendants, first granted on 7 July 2021, is set aside; and
- (iii) The Plaintiff pays cost of RM35,000 each to the 1st and 2nd Defendants, the 3rd Defendant and the 4th Defendant.

The solicitors for the Plaintiff (“Appellant” or “Empire”) filed, on 27 September 2021, the notices of appeal against the High Court’s decision to dismiss the Appellant’s Injunction Application and to set aside the Ad Interim Injunctive Order (“Appeals”). On 28 September 2021, they filed the Notice of Motion for an Erinford Injunction (“Notice of Motion”).

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023

B14. CHANGES IN MATERIAL LITIGATION (continued)

- (a) KUALA LUMPUR HIGH COURT CIVIL SUIT NO. WA-22NCC-295-07/2021 EMPIRE HOLDINGS LTD (“PLAINTIFF”) VS ITHMAAR DEVELOPMENT COMPANY LTD (“1ST DEFENDANT”), ITHMAAR BANK B.S.C. (“2ND DEFENDANT”), MAAG (“3RD DEFENDANT”), TUNKU DATO' YAACOB KHYRA (“4TH DEFENDANT”) AND TURIYA BERHAD (“5TH DEFENDANT”) (COLLECTIVELY REFERRED TO AS “DEFENDANTS”) (continued)

Empire and MAAG agreed to grant each other certain undertakings, pending the disposal of the Appeals by the Court of Appeal.

In exchange for the abovementioned undertakings by MAAG to Empire, and the abovementioned cross-undertakings by Empire to MAAG, Empire agreed to withdraw its Notice of Motion against MAAG.

The Appeals were heard by the Court of Appeal on 1 December 2021, and the Court of Appeal delivered their unanimous decision as follows:

- (i) The Appeals were dismissed.
- (ii) The decision by YA OCK, at the High Court of Malaya (“High Court”) at Kuala Lumpur dated 27 September 2021, was upheld.
- (iii) The Court of Appeal awarded costs of RM20,000 to the 3rd Respondent.

Empire’s solicitors had filed a Notice of Application dated 27 December 2021, pursuant to Order 14A of the Rules of Court 2012 (“Order 14A Application”) and Affidavit in Support of Tan Seow Wan, affirmed on 27 December 2021 (“Affidavit in Support”), to dispose of the civil suite action No. WA-22NCC-295-07/2001 in respect of the Acquisition (“Litigation”), filed against MAAG.

Empire through its solicitors, filed a Notice of Application dated 29 December 2021, applying to the High Court for an injunction against MAAG, pending the disposal of the Order 14A Application and, an affidavit in support of Tan Seow Wan, affirmed on 31 December 2021 (“Injunction Affidavit in Support”) (“Second Injunction Application”).

On 6 January 2022, the High Court fixed the Order 14A Application for hearing on 18 February 2022 and the trial dates for the Litigation be rescheduled to 15 June 2022, 16 June 2022 and 17 June 2022.

The Order 14A Application filed by Empire was heard by the High Court on 18 February 2022. The Order 14A Application was dismissed; and costs of RM30,000 each was awarded to the 1st & 2nd Defendants, the 3rd Defendant and the 4th Defendant. Following the dismissal of the Order 14A Application, the Second Injunction Application filed by Empire pending the disposal of the Order 14A Application was struck out by the High Court, with no order as to costs.

Empire’s solicitors had on 3 March 2022 filed a notice of appeal with the Court of Appeal against the High Court’s decision to dismiss the Order 14A Application (“Order 14A Appeal”). The Court of Appeal fixed a new hearing date for the Order 14A Appeal on 30 March 2023.

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B14. CHANGES IN MATERIAL LITIGATION (continued)

- (a) KUALA LUMPUR HIGH COURT CIVIL SUIT NO. WA-22NCC-295-07/2021 EMPIRE HOLDINGS LTD (“PLAINTIFF”) VS ITHMAAR DEVELOPMENT COMPANY LTD (“1ST DEFENDANT”), ITHMAAR BANK B.S.C. (“2ND DEFENDANT”), MAAG (“3RD DEFENDANT”), TUNKU DATO’ YAACOB KHYRA (“4TH DEFENDANT”) AND TURIYA BERHAD (“5TH DEFENDANT”) (COLLECTIVELY REFERRED TO AS “DEFENDANTS”) (continued)

The Trial for the Writ was conducted in person at the High Court before YA OCK, on 15 June 2022, 16 June 2022, 28 September 2022, 29 September 2022 and 30 September 2022.

As the Trial for the Writ was part heard, YA OCK fixed additional trial dates for the Writ to be concluded, on 28 November 2022, 29 November 2022 and 30 November 2022.

On 22 November 2022, solicitors for MAAG were served by the solicitors for Empire with the following documents:

1. sealed Notice of Application to the High Court dated 17 November 2022 (“Postponement Application”); and
2. the Affidavit in Support affirmed by Tan Seow Wan on 21 November 2022, in support of the Postponement Application.

Under the Postponement Application, Empire is applying to the High Court for the following orders:

1. that Empire’s Suit, including the Trial dates fixed on 28, 29 and 30 November 2022, is stayed (suspended) pending the disposal of Empire’s appeal to the Court of Appeal against the High Court’s decision to dismiss Empire’s application under Order 14A of the Rules of Court 2012 to dispose of Empire’s Suit on points of law; and
2. in addition to or in the alternative, Empire is granted leave to reopen its case, which closed on 28 September 2022, and Empire is granted to leave to call further witnesses, including but not limited to Tan Sri Mohan Swami, before the Defendants commence their case at the Trial.

The Case Management for the Postponement Application was conducted at the High Court before YA OCK on 29 November 2022. YA OCK dismissed the Postponement Application, and awarded costs of RM30,000 each to Ithmaar Development Co. Ltd (“IDC”) and Ithmaar Bank B.S.C (“Ithmaar”) to MAAG, and to Tunku Dato’ Yaacob Khyra (“TY”).

After the conclusion of the Postponement Application, the Trial for Empire’s Suit continued. During the continuation of the Trial for Empire’s Suit, solicitors for IDC and Ithmaar informed YA OCK that IDC and Ithmaar are electing to submit a ‘no case to answer’. Solicitors for MAAG, and solicitors for TY, also elected to submit a ‘no case to answer’.

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B14. CHANGES IN MATERIAL LITIGATION (continued)

- (a) KUALA LUMPUR HIGH COURT CIVIL SUIT NO. WA-22NCC-295-07/2021 EMPIRE HOLDINGS LTD ("PLAINTIFF") VS ITHMAAR DEVELOPMENT COMPANY LTD ("1ST DEFENDANT"), ITHMAAR BANK B.S.C. ("2ND DEFENDANT"), MAAG ("3RD DEFENDANT"), TUNKU DATO' YAACOB KHYRA ("4TH DEFENDANT") AND TURIYA BERHAD ("5TH DEFENDANT") (COLLECTIVELY REFERRED TO AS "DEFENDANTS") (continued)

YA OCK provided the following directions:

1. All solicitors are to file written submission on or before 13 February 2023; and
2. Hearing for oral submission on the 'no case to answer' is fixed on 27 February 2023, 9am, in person, at the High Court, before YA OCK.

The Hearing for oral submissions on the 'No Case to Answer' by solicitors for the Defendants (IDC, Ithmaar, MAAG, and TY), was conducted at the High Court before YA OCK on 24 March 2023. After hearing submissions and reply submissions from all solicitors, YA OCK decided in favour of the Defendants (IDC, Ithmaar, MAAG, and TY) and dismissed Empire's Suit. YA OCK awarded costs of RM80,000 each to IDC and Ithmaar, to MAAG, and to TY.

On the evening of 24 March 2023, solicitors for MAAG was served, by e-mail, with an unsealed copy of a notice of appeal filed by the solicitors for Empire with the Court of Appeal, against the decision of the High Court delivered on 24 March 2023, dismissing Empire's Suit, and awarding costs to the Defendants (IDC, Ithmaar, MAAG, and TY) ("Notice of Appeal").

The Hearing for the Notice of Motion (to stay the High Court trial), and the Order 14A Appeal, was conducted before the Court of Appeal on 30 March 2023, by way of Zoom Hearing. After hearing submissions and reply submissions from all solicitors, the Court of Appeal:

1. Struck out the Notice of Motion, with no order as to costs; and
2. Adjourned the Hearing for the Appeal, to allow Empire, at its request, to file a formal application, for the Appeal to be heard jointly with the Notice of Appeal filed by Empire with the Court of Appeal against YA OCK's decision to dismiss Empire's Suit ("High Court Suit Appeal").

The joint Hearing for the Order 14A Appeal, and the High Court Suit Appeal, is subject to Empire filing a formal application with the Court of Appeal, for both appeals to be heard together ("Appeal Consolidation Application"). The Court of Appeal will decide accordingly, based on Empire's formal application, and the respondents' submissions.

The Case Management for the Appeal Consolidation Application, the Order 14A Appeal, and the High Court Suit Appeal, were conducted on 18 May 2023 at the Court of Appeal, by way of e-review.

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B14. CHANGES IN MATERIAL LITIGATION (continued)

- (a) KUALA LUMPUR HIGH COURT CIVIL SUIT NO. WA-22NCC-295-07/2021 EMPIRE HOLDINGS LTD (“PLAINTIFF”) VS ITHMAAR DEVELOPMENT COMPANY LTD (“1ST DEFENDANT”), ITHMAAR BANK B.S.C. (“2ND DEFENDANT”), MAAG (“3RD DEFENDANT”), TUNKU DATO' YAACOB KHYRA (“4TH DEFENDANT”) AND TURIYA BERHAD (“5TH DEFENDANT”) (COLLECTIVELY REFERRED TO AS “DEFENDANTS”) (continued)

During the Case Management, the Court of Appeal provided the following directions:

1. Respondents (IDC, Ithmaar, MAAG, TY and Turiya) to file their respective Affidavits in Reply on or before 2 June 2023;
 2. Appellant (Empire) to file their further reply to the respective Affidavits in Reply filed by each Respondent on or before 16 June 2023; and
 3. A Case Management is fixed for 19 June 2023, at the Court of Appeal, by way of e-review.
- (b) KUALA LUMPUR HIGH COURT ORIGINATING SUMMONS NO.WA-24NCC-658-05/2022 TURIYA BERHAD (“TURIYA” OR “PLAINTIFF”) VS MAA GROUP BERHAD (“MAAG” OR “1ST DEFENDANT”) AND EMPIRE HOLDINGS LIMITED (“EMPIRE” OR “2ND DEFENDANT”)

The Company, on 13 May 2022, had been served with a sealed copy of an Originating Summons dated 12 May 2022 from the Plaintiff (“OS”), and an Affidavit in Support affirmed on 12 May 2022 by Jayapalasingam a/l Kandiah, the Senior Independent Non-Executive Director of the Plaintiff (“ROD Determination”).

The Plaintiff is seeking the determination of and directions from the High Court of Malaya at Kuala Lumpur (“High Court”), for the following question:

“Whether the Plaintiff and/or the board of directors of the Plaintiff and/or the officers of the Plaintiff, including the share registrar of the Plaintiff, is obliged to provide the record of depositors of the Plaintiff as at 10 May 2022, to MAAG, to enable MAAG to despatch the offer document for the take-over offer by MAAG to acquire all the remaining ordinary shares in the Plaintiff not already held by MAAG and its persons acting in concert, in compliance with paragraph 11.02 of the Rules on Take-Overs, Mergers and Compulsory Acquisitions, as requested by MAAG vide its letter dated 6 May 2022”.

On 2 June 2022, solicitors for MAAG were served by the solicitors for Empire, with a notice of application dated 1 June 2022, filed by Empire on 1 June 2022 (“Stay Application”). The Stay application was for an order for stay of proceedings of the ROD Determination, pending the disposal of the judicial review application filed by Turiya on 13 May 2022 at the High Court, against the Securities Commission Malaysia, MAAG and Empire, in judicial review application no. WA-25-369-05/2022.

The hearing at the High Court, for the ROD Determination and the Stay Application, was held on 2 June 2022. During the hearing, Turiya withdrew the ROD Determination and Empire withdrew the Stay Application.

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B14. CHANGES IN MATERIAL LITIGATION (continued)

- (c) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-369-05/2022 (“JUDICIAL REVIEW APPLICATION”) TURIYA BERHAD (“APPLICANT” OR “TURIYA”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND EMPIRE HOLDINGS LIMITED (“3RD RESPONDENT” OR “EMPIRE”)

The Company, on 1 June 2022, had been served with cause papers relating to the Judicial Review Application, including, a sealed copy of an ex parte application for leave to commence judicial review dated 13 May 2022 from the Applicant (Turiya), an Affidavit in Support affirmed on 13 May 2022, by Jayapalasingam a/l Kandiah, the Senior Independent Non-Executive Director of the Applicant (Turiya), and a sealed copy order of the Kuala Lumpur High Court dated 23 May 2022.

In the Judicial Review Application, the Applicant (Turiya) applied for:

- (i) leave of the High Court to apply for a mandamus order to compel the 1st Respondent (SC) to investigate the allegations made by 3rd Respondent (Empire) regarding contraventions of securities laws and Listing Requirements in respect of a Notice of Unconditional Mandatory Take-Over Offer by the 2nd Respondent (MAAG) for all remaining ordinary shares in Turiya which is not already held by the 2nd Respondent (MAAG) (“Notice”);
- (ii) an order that the whole of the 2nd Respondent’s unconditional mandatory take-over offer (“Offer”) process be stayed pending the disposal of the Judicial Review Application and if leave is granted, pending the disposal of the substantive Judicial Review Application;
- (iii) costs in the cause; and
- (iv) such further reliefs as the High Court deems fit and suitable.

On 23 May 2022, the High Court granted the following orders:

- (i) that the Applicant (Turiya) be granted leave to apply for a mandamus order to compel the 1st Respondent (SC) to investigate the allegations made by the 3rd Respondent (Empire) regarding contraventions of securities laws and Listing Requirements in respect of the Notice; and
- (ii) an interim stay order that the whole Offer process be stayed with liberty to the Respondents to set it aside (“Interim Stay Order”).

In this regard, the High Court provided the following directions:

- (i) Turiya to file and serve a Notice of Application to withdraw the Judicial Review Application (“Withdrawal Application”), on or before 13 June 2022;
- (ii) MAAG to file and serve a Notice of Application to set aside the interim stay order granted by the High Court on 23 May 2022 (“Setting Aside Application”), on or before 17 June 2022; and

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B14. CHANGES IN MATERIAL LITIGATION (continued)

(c) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-369-05/2022 (“JUDICIAL REVIEW APPLICATION”) TURIYA BERHAD (“APPLICANT” OR “TURIYA”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND EMPIRE HOLDINGS LIMITED (“3RD RESPONDENT” OR “EMPIRE”) (continued)

(iii) The Hearing date for both the Withdrawal Application and the Setting Aside Application is fixed before the High Court Judge, Yang Arif Hakim Dato’ Wan Ahmad Farid bin Wan Salleh (“YA WAF”), on 27 June 2022.

On 13 June 2022, solicitors for Turiya filed with the High Court and served on the solicitors for MAAG, the Withdrawal Application.

On 17 June 2022, solicitors for MAAG filed with the High Court and served on the solicitors for Turiya, the Setting Aside Application.

The online Hearing for both the Withdrawal Application and the Setting Aside Application was conducted on 27 June 2022 before YA WAF.

The Securities Commission Malaysia did not object to the Withdrawal Application.

Upon hearing all parties present, YA WAF granted an order in terms of the Withdrawal Application, with no order as to costs. As a consequential order to the Withdrawal Application being granted by the High Court, the Interim Stay Order, granted by High Court on 23 May 2022, is set aside with no order as to costs. Both orders are effective from 27 June 2022.

(d) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”)

The Company, on 22 June 2022, had been served with cause papers relating to the Judicial Review Application, including, a sealed copy of an ex parte application for leave to commence judicial review dated 7 June 2022 from the Applicant (Empire) , an Affidavit in Support affirmed on 7 June 2022, by Tan Seow Wan, the General Manager of the Applicant (Empire), and a sealed copy order of the High Court dated 13 June 2022.

In the Empire’s Judicial Review Application, the Applicant (Empire) applied, ex-parte for:

(i) leave of the High Court to apply for a mandamus order to compel the 1st Respondent (SC) to investigate the allegations made by 3rd Respondent (Turiya), in a thorough and complete manner, regarding contraventions of securities laws and Listing Requirements in respect of a Notice of Unconditional Mandatory Take-Over Offer by the 2nd Respondent (MAAG) for all remaining ordinary shares in Turiya which is not already held by the 2nd Respondent (MAAG) (“Notice”);

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B14. CHANGES IN MATERIAL LITIGATION (continued)

(d) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

- (ii) an order that the whole of the 2nd Respondent’s (MAAG) unconditional mandatory take-over offer (“Offer”) process be stayed pending the disposal of the Empire’s Judicial Review Application and if leave is granted, pending the disposal of the substantive Empire’s Judicial Review Application;
- (iii) costs in the cause; and
- (iv) such further reliefs as the High Court deems fit and suitable.

On 13 June 2022, the High Court granted the following orders, ex-parte:

- (i) that the Applicant (Empire) be granted leave to apply for a mandamus order to compel the 1st Respondent (SC) to investigate the allegations made by the 3rd Respondent (Empire), in a thorough and complete manner, regarding contraventions of securities laws and Listing Requirements in respect of the Notice; and
- (ii) a stay order that the whole Offer process be stayed pending the disposal of the substantive application of the Empire’s Judicial Review Application.

On 4 July 2022, the Solicitors of MAAG filed with the High Court and served on Empire, MAAG’s notice of application for security for costs against Empire (“Application for Security for Costs”) and MAAG’s Certificate of Urgency.

On 8 August 2022, solicitors for SC filed a Notice of Application for security for costs against Empire (“SC Application for Security for Costs”) and an affidavit in support of the SC Application for Security for Costs, affirmed by Ahmad Zulkharnain bin Musa, General Manager of the Take-overs & Mergers Department of the SC, on 8 August 2022.

On 11 August 2022, the following matters were conducted at the High Court (Special Powers Court 1), before Tang Arif Hakim Dato’ Ahmad Kamal bi Md. Shahid (“YA Dato’ Ahmad Kamal”):

- (i) Case Management for the substantive Hearing of Empire’s Judicial Review Application;
- (ii) Hearing for the Application for Security for Costs; and
- (iii) Hearing for the SC Application for Security for Costs.

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B14. CHANGES IN MATERIAL LITIGATION (continued)

- (d) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

During the Hearing for the SC Application for Security for Costs, YA Dato’ Ahmad Kamal provided the following directions:

- (i) Empire to file and serve on the SC, the affidavit in reply of the SC Application for Security for Costs by 25 August 2022;
- (ii) The SC to file and serve on Empire, a reply to Empire’s affidavit in reply by 8 September 2022;
- (iii) Both Empire and the SC to file written submissions by 22 September 2022;
- (iv) Both Empire and the SC to file written submissions in reply, if any, by 29 September 2022; and
- (v) The Hearing for the SC Application for Security for Costs is fixed on 17 October 2022, in open court, at 9am, before YA Dato’ Ahmad Kamal.

All parties, and YA Dato’ Ahmad Kamal, agreed that the Application for Security for Costs and the SC Application for Security for Costs should be heard together on 17 October 2022.

YA Dato’ Ahmad Kamal also fixed a new Case Management date for the substantive Hearing for Empire’s Judicial Review Application (Enclosure 13) on 17 October 2022, after the Hearing for the Application for Security for Costs (Enclosure 16) and the SC Application for Security for Costs.

The Case Management at the High Court, for Empire’s Judicial Review Application, was held on 6 September 2022 (“Case Management”).

During the Case Management, the High Court provided the following directions:

- (i) The Hearing date fixed on 17 October 2022 is vacated;
- (ii) Written submission (in English) for Enclosure 33 to be filed and served simultaneously on or before 2 November 2022;
- (iii) Written submission in reply (in English) for Enclosure 33 to be filed and served simultaneously on or before 9 November 2022;
- (iv) The SC to file the reply to Empire’s Affidavit in Reply in Enclosure 33 on or before 27 September 2022;

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B14. CHANGES IN MATERIAL LITIGATION (continued)

(d) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

(v) A new Hearing date, for the Application for Security for Costs (Enclosure 16) and the SC Application for Security for Costs (Enclosure 33) is fixed on 16 November 2022;

(vi) A Case Management for the substantive hearing of Empire’s Judicial Review Application (Enclosure 13) is fixed on 16 November 2022, after the Hearing is concluded.

On 9 September 2022, Solicitors for MAAG filed the following cause papers with the High Court:

1. Notice of Application to the High Court for, among others, the following orders (Enclosure 42):

(i) a variation of the Stay Order dated 13 June 2022, to allow MAAG to submit an application to the Securities Commission Malaysia (“SC”) under Paragraph 15.01 of the Rules on Take-overs, Mergers and Compulsory Acquisitions (“TOM Rules”) for the SC’s consent for MAAG:

- a. to nominate its proxy for appointment to the board of directors of Turiya; and
- b. to vote at Turiya’s 42nd Annual General Meeting (“AGM”), scheduled to be held on 20 September 2022;

(ii) as a consequence of Order (i) above, the rights of MAAG to vote at Turiya’s 42nd AGM and all subsequent AGMs, extraordinary general meetings and other meetings of shareholders of Turiya, be restored;

(iii) as an alternative, an Order for Turiya’s 42nd AGM to be postponed pending MAAG obtaining the consent of the SC in accordance with the TOM Rules; and

(iv) as an alternative, an Order for Resolutions 2, 3, 5 and 6, as set out in Turiya’s 42nd AGM Notice, not be tabled.

(“Variation Application”).

2. Affidavit in Support of the Variation Application, affirmed by Anand Kanagasingam, Group Chief Operating Officer of MAAG, on 9 September 2022;

3. Certificate of Urgency; and

4. A letter from the Solicitors for MAAG to the High Court dated 9 September 2022.

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B14. CHANGES IN MATERIAL LITIGATION (continued)

- (d) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

On 14 September 2022, the High Court heard submissions on MAAG’s request for an Order to postpone Turiya’s AGM.

On 15 September 2022, the High Court refused MAAG’s request for an Order to postpone Turiya’s AGM.

On 10 January 2023, the High Court decided in favour of MAAG in, and granted, the Application for Security for Costs (Enclosure 16), and the SC in, and granted, the SC Application for Security for Costs (Enclosure 33), respectively, and granted the following orders:

1. Empire is ordered to pay to MAAG’s solicitors RM20,000 to be held as Security for Costs within 7 days from the date of the High Court’s decision, failing which, Empire’s Judicial Review Application will be struck out; and
2. Empire is ordered to pay to the SC’s solicitors RM20,000 to be held as Security for Costs within 7 days from the date of the High Court’s decision, failing which, Empire’s Judicial Review Application will be struck out.

YA Dato’ Ahmad Kamal also awarded costs of RM1,500 each to MAAG and to the SC, for the Application for Security for Costs (Enclosure 16), and the SC Application for Security for Costs (Enclosure 33), respectively.

YA Dato’ Ahmad Kamal also decided in favour of MAAG in, and approved the Variation Application (Enclosure 42) and granted an order in terms of the Variation Application (Enclosure 42), subject to the removal of all references to Turiya’s 42nd Annual General Meeting.

YA Dato’ Ahmad Kamal awarded costs of RM5,000 to MAAG for the Variation Application (Enclosure 42).

The High Court fixed a Case Management for Empire’s Judicial Review Application on 26 January 2023.

On the evening of 19 January 2023, solicitors for MAAG was served, by e-mail, with an unsealed copy of a notice of appeal filed by the solicitors for Empire with the Court of Appeal, against the decision of the High Court delivered on 10 January 2023, approving the Variation Application and granting an order in terms of the Variation Application, subject to the removal of all references to Turiya’s 42nd Annual General Meeting (“Notice of Appeal”).

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B14. CHANGES IN MATERIAL LITIGATION (continued)

- (d) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

On 26 January 2023, the Case Management for the substantive Hearing for Empire’s Judicial Review Application was conducted by way of e-review. During the Case Management, the High Court provided the following directions:

- (i) The SC (1st Respondent) and Turiya (3rd Respondent) are to file their respective affidavits in reply, to Empire’s affidavit in support of Empire’s Judicial Review Application, on or before 17 February 2023;
- (ii) Empire to file its further reply to the SC’s and Turiya’s respective affidavits in reply, on or before 17 March 2023;
- (iii) Another Case Management is fixed on 23 March 2023 for all parties to provide updates on the filing of affidavits;
- (iv) All parties to file their respective written submissions for the substantive Hearing for Empire’s Judicial Review Application (Enclosure 13) on or before 19 June 2023;
- (v) All parties to file their respective written submissions in reply for the substantive Hearing for Empire’s Judicial Review Application (Enclosure 13) on or before 3 July 2023; and
- (vi) The substantive Hearing for Empire’s Judicial Review Application is fixed on 17 July 2023 at 10am, to be heard in person at the High Court, before YA Dato’ Ahmad Kamal.

On 23 March 2023, the Case Management for the substantive Hearing for Empire’s Judicial Review Application was conducted by way of e-review. During the Case Management, the High Court maintained the date for the substantive Hearing of Empire’s Judicial Review Application on 17 July 2023, and fixed a Case Management on 9 May 2023, by way of e-review.

The Case Management - for Empire’s appeal to the Court of Appeal, against the decision of YA Dato’ Ahmad Kamal delivered on 10 January 2023, approving the Variation Application (“High Court Decision”) (“Variation Appeal”) was conducted on 2 May 2023 at the Court of Appeal, by way of e-review. During the Case Management, the Court of Appeal provided the following directions:

- (i) Empire to file the grounds of judgment, and the notes of proceedings of the High Court Decision; and
- (ii) A Case Management is fixed on 3 July 2023, by way of e-review.

MAA GROUP BERHAD (“MAAG” or “the Company”)

Registration No. 199801015274 (471403-A)

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023

B14. CHANGES IN MATERIAL LITIGATION (continued)

- (d) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

On 3 May 2023, solicitors for MAAG was served, by e-mail, with an unsealed and undated copy of a Notice of Application filed by the solicitors for Empire with the High Court, for the following:

- (i) a stay of execution of the decision of YA Dato’ Ahmad Kamal approving the Variation Application; and
- (ii) a stay of proceedings of the substantive Hearing for Empire’s Judicial Review Application, pending the disposal of Empire’s appeal to the Court of Appeal against YA Dato’ Ahmad Kamal’s decision delivered on 10 January 2023, approving the Variation Application (“Notice of Application for Stay”).

On 3 May 2023, solicitor for MAAG was also served, by e-mail from solicitors for Empire, an affidavit in support of the Notice of Application for Stay, affirmed on 2 May 2023 by Muhammad Yahya bin Abdullah @ Ayyah, a director of Empire.

The Hearing for the Notice of Application for Stay was conducted on 9 May 2023, at the High Court, before YA Dato’ Ahmad Kamal, by way of Zoom hearing. During the Hearing, YA Dato’ Ahmad Kamal provided the following directions, in respect of MAAG:

- (i) MAAG to file a reply to Turiya’s Affidavit in Reply, on or before 23 May 2023;
- (ii) Empire to file a reply to MAAG’s Affidavit in Reply, on or before 23 May 2023;
- (iii) MAAG to file a reply to Empire’s Affidavit in Reply, on or before 6 June 2023;
- (iv) MAAG to file written submissions for the Notice of Application for Stay on or before 27 June 2023;
- (v) MAAG to file written reply submissions for the Notice of Application for Stay on or before 10 July 2023;
- (vi) The Hearing of the Notice of Application for Stay is fixed for 17 July 2023; and
- (vii) The substantive Hearing for Empire’s Judicial Review Application is also fixed for 17 July 2023, immediately after the Hearing of the Notice of Application for Stay.

Solicitors for Empire then applied for an ad interim order for stay, pending the disposal of the Hearing for the Notice of Application for Stay.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023

B14. CHANGES IN MATERIAL LITIGATION (continued)

- (d) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

YA Dato’ Ahmad Kamal decided that Empire’s application, for an ad interim order for stay, is without merit, and the application was dismissed.

After the Hearing for Notice of Application for Stay concluded, the Case Management for Empire’s Judicial Review Application was conducted at the High Court, by way of e-review.

During the Case Management, the High Court confirmed the directions provided by the High Court during the Hearing, as set out above.

On 9 May 2023, solicitors for MAAG was served by e-mail, with an unsealed and undated copy of a notice of motion, filed by the solicitors for Empire with the Court of Appeal. Empire has applied for an ad interim order for stay of execution of YA Dato’ Ahmad Kamal’s decision approving the Variation Application (“Court of Appeal Ad Interim Stay Application”).

The Case Management for the Court of Appeal Ad Interim Stay Application was conducted on 11 May 2023, at the Court of Appeal, by way of e-review. During the Case Management, the Court of Appeal provided the following directions:

- (i) The Respondents (SC, MAAG, and Turiya) are to file their respective Affidavits in Reply to the Appellant’s (Empire) Affidavit in Support on or before 25 May 2023;
- (ii) The Appellant (Empire) to file their further reply to the Respondents’ respective Affidavits in Reply on or before 9 June 2023; and
- (iii) A Case Management is fixed for 12 June 2023.

Another Case Management was conducted on 23 May 2023, at the Court of Appeal, by way of e-review. The Court of Appeal provided the following directions:

- (i) Filing of all affidavits for the Court of Appeal Ad Interim Stay Application (Enclosure 14) and the Turiya Notice of Motion (Enclosure 22) is to be exhausted on or before 2 June 2023;
- (ii) all parties to file written submissions on or before 8 June 2023;
- (iii) the Hearing for both the Court of Appeal Ad Interim Stay Application (Enclosure 14) and the Turiya Notice of Motion (Enclosure 22) is fixed for 23 June 2023; and
- (iv) the Case Managements previously fixed for 12 June 2023 and 3 July 2023 are vacated.

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NOTES TO THE REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2023

B15. DIVIDEND PAYABLE

The Board of Directors does not recommend any dividend in respect of the current financial period ending 30 June 2023.

B16. BASIC EARNINGS PER SHARE

	3 months period ended		9 months period ended	
	31.3.2023	31.3.2022 ^(*)	31.3.2023	31.3.2022 ^(*)
<u>Attributable to the Owners of the Company:</u>				
Net profit for the quarter/period (RM'000)	3,382	-	14,832	-
Weighted average number of ordinary shares in issue ('000)	263,732	-	263,732	-
Basic earnings per share (sen)	1.28	-	5.62	-

^(*) There will be no comparative financial information available for the corresponding quarter and period as the Group had changed its financial year end from 31 December to 30 June.

B17. AUDITOR'S REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditor's report on the audited financial statements for the 18 months period ended 30 June 2022 was not qualified.

By Order of the Board

Lily Yin Kam May
Company Secretary

KUALA LUMPUR
DATE: 26 MAY 2023