

LANDMARKS

LANDMARKS BERHAD

(Registration No. 198901007900 (185202-H))

(Incorporated in Malaysia)

Unaudited Interim Financial Report For the Second Quarter Ended 30 June 2022

LANDMARKS

LANDMARKS BERHAD (Registration No. 198901007900 (185202-H))

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2022

	30-June-2022 RM' 000 (Unaudited)	31-December-2021 RM' 000 (Audited)
ASSETS		
Property, plant and equipment	1,257,719	1,260,570
Investment property	23,632	23,632
Right-of-use assets	10,824	11,166
Inventories	688,588	688,588
Investments in joint venture	39,026	38,650
Other investments	1,448	2,085
Total Non-Current Assets	2,021,237	2,024,691
Inventories	105,840	105,089
Receivables, deposits and prepayments	88,186	123,652
Current tax assets	29	29
Cash and cash equivalents	52,884	20,992
Total Current Assets	246,939	249,762
TOTAL ASSETS	2,268,176	2,274,453
EQUITY		
Share capital	776,746	776,696
Reserves	3,418	486
Retained earnings	1,070,330	1,085,656
Total equity attributable to owners of the Company	1,850,494	1,862,838
Non-controlling Interests	713	713
Total Equity	1,851,207	1,863,551
LIABILITIES		
Lease liabilities	2,249	2,529
Deferred tax liabilities	247,032	247,498
Derivative financial liabilities	-	2,000
Retirement benefits	270	315
Total Non-Current Liabilities	249,551	252,342
Loans and borrowings	126,000	125,895
Payables and accruals	23,965	16,864
Derivative financial liabilities	2,000	-
Lease liabilities	637	631
Current tax liabilities	14,816	15,170
Total Current Liabilities	167,418	158,560
Total Liabilities	416,969	410,902
TOTAL EQUITY & LIABILITIES	2,268,176	2,274,453
Net Assets Per Share (RM)	2.76	2.77

The unaudited condensed consolidated statements of financial position should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the interim financial statements.

LANDMARKS

LANDMARKS BERHAD (Registration No. 198901007900 (185202-H))

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE SIX MONTHS PERIOD ENDED 30 JUNE 2022**

	INDIVIDUAL PERIOD		CUMULATIVE PERIOD	
	3 months ended		6 months ended	
	30 June		30 June	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Revenue	<u>4,824</u>	<u>774</u>	<u>6,858</u>	<u>2,726</u>
(Loss)/Profit from operations	(8,104)	(10,859)	(13,253)	5,528
Finance cost	(1,480)	(1,455)	(2,874)	(2,975)
Finance income	176	19	271	48
Operating (loss)/profit	(9,408)	(12,295)	(15,856)	2,601
Share of loss of an equity-accounted joint venture, net of tax	(9)	(621)	(673)	(1,223)
(Loss)/Profit before taxation	(9,417)	(12,916)	(16,529)	1,378
Income tax income/(expense)	143	9,001	971	(5,530)
Loss for the period	(9,274)	(3,915)	(15,558)	(4,152)
Other comprehensive income, net of tax				
Foreign currency translation differences for foreign operations	2,570	635	2,976	2,030
Other comprehensive income for the period, net of tax	2,570	635	2,976	2,030
Total comprehensive (expense)/income for the period	(6,704)	(3,280)	(12,582)	(2,122)
Loss attributable to:				
Owners of the Company	(9,274)	(3,915)	(15,558)	(4,152)
Non-controlling interests	-	-	-	-
Loss for the period	(9,274)	(3,915)	(15,558)	(4,152)
Total comprehensive (expense)/income attributable to:				
Owners of the Company	(6,704)	(3,280)	(12,582)	(2,122)
Non-controlling interests	-	-	-	-
Total comprehensive (expense)/income for the period	(6,704)	(3,280)	(12,582)	(2,122)

**Loss per share attributable to owners
of the Company (sen)**

Loss for the period

-Basic	(1.38)	(0.63)	(2.32)	(0.69)
-Diluted	(1.38)	(0.63)	(2.32)	(0.69)

The unaudited condensed consolidated statements of profit or loss and other comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the interim financial statements.

LANDMARKS

LANDMARKS BERHAD (Registration No. 198901007900 (185202-H))

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE SIX MONTHS PERIOD ENDED 30 JUNE 2022

<-----Attributable to owners of the Company----->

<----- Non-distributable -----> Distributable

	Share Capital RM'000	Translation Reserve RM'000	Share Option Reserve RM'000	Retained Earnings RM'000	Total RM'000	Non- controlling interests RM'000	Total Equity RM'000
At 1 January 2021	746,384	(12,367)	8,066	1,119,551	1,861,634	713	1,862,347
Foreign currency translation differences for foreign operations	-	2,030	-	-	2,030	-	2,030
Total other comprehensive income for the period	-	2,030	-	-	2,030	-	2,030
Loss for the period	-	-	-	(4,152)	(4,152)	-	(4,152)
Total comprehensive income/(expense) for the period	-	2,030	-	(4,152)	(2,122)	-	(2,122)
Issue of new ordinary shares	29,357	-	-	-	29,357	-	29,357
ESOS exercised	179	-	(179)	-	-	-	-
Share-based payment transactions	-	-	401	-	401	-	401
Share options forfeited	-	-	(474)	474	-	-	-
Total contribution from owners of the Company	29,536	-	(252)	474	29,758	-	29,758
At 30 June 2021	775,920	(10,337)	7,814	1,115,873	1,889,270	713	1,889,983
At 1 January 2022	776,696	(7,393)	7,879	1,085,656	1,862,838	713	1,863,551
Foreign currency translation differences for foreign operations	-	2,976	-	-	2,976	-	2,976
Total other comprehensive income for the period	-	2,976	-	-	2,976	-	2,976
Loss for the period	-	-	-	(15,558)	(15,558)	-	(15,558)
Total comprehensive income/(expense) for the period	-	2,976	-	(15,558)	(12,582)	-	(12,582)
Issue of new ordinary shares	37	-	-	-	37	-	37
ESOS exercised	13	-	(13)	-	-	-	-
Share-based payment transactions	-	-	201	-	201	-	201
Share options forfeited	-	-	(232)	232	-	-	-
Total contribution from owners of the Company	50	-	(44)	232	238	-	238
At 30 June 2022	776,746	(4,417)	7,835	1,070,330	1,850,494	713	1,851,207

The unaudited condensed consolidated statements of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the interim financial statements.

LANDMARKS

LANDMARKS BERHAD (Registration No. 198901007900 (185202-H))

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS PERIOD ENDED 30 JUNE 2022

	30-June-2022 RM'000	30-June-2021 RM'000
Cash flows from operating activities		
(Loss)/Profit before taxation	(16,529)	1,378
Adjustments for non-cash flow		
Depreciation of property, plant and equipment	7,250	6,463
Depreciation of right-of-use assets	405	1,170
Dividend income from other investments	-	(33)
Finance costs	2,874	2,975
Finance income	(271)	(48)
(Gain)/Loss on disposal of property, plant and equipment	(211)	1
Impairment loss of property, plant and equipment	-	1,255
Insurance claim	-	(140,000)
Provision for minimum wages	-	96
Loss on redemption of other investments	-	1
Fair value loss on other investments	637	3
Property, plant and equipment written off	117	105,128
Share of loss of an equity-accounted joint venture, net of tax	673	1,223
Equity settled share-based payment transactions	201	401
Operating loss before changes in working capital	(4,854)	(19,987)
Changes in working capital		
Retirement benefits	(45)	(3,032)
Inventories	(8)	1,864
Trade and other receivables and prepayments	466	(997)
Trade payables and others payables	5,480	(7,595)
Cash generated from/(used in) operations	1,039	(29,747)
Income tax paid	(120)	(87)
Income tax refunded	269	-
Net cash generated from/(used in) operating activities	1,188	(29,834)
Cash flows from investing activities		
Acquisition of property, plant and equipment	(1,713)	(813)
Acquisition of other investments	-	(5,133)
Acquisition of subsidiaries	-	(872)
Proceeds from disposal of property, plant and equipment	212	1
Proceeds from disposal of other investments	-	2,445
Proceeds from insurance claim	35,000	-
Increase in pledged deposits placed with licensed bank	(31,443)	(29)
Interest received	271	48
Dividend received from : - other investments	-	33
Net cash generated from/(used in) investing activities	2,327	(4,320)
Cash flows from financing activities		
Interest paid	(2,698)	(2,671)
Interest paid on lease liabilities	(71)	(245)
Proceeds from issue of new ordinary shares pursuant to ESOS	37	515
Repayment of lease liabilities	(335)	(1,094)
Net cash used in financing activities	(3,067)	(3,495)
Net increase/(decrease) in cash and cash equivalents	448	(37,649)
Cash and cash equivalents at 1 January	2,358	51,127
Cash and cash equivalents at 30 June	2,806	13,478
	30-June-2022 RM'000	30-June-2021 RM'000
Cash and bank balances	2,806	13,478
Deposits with licensed banks	50,078	3,653
	52,884	17,131
Less : Pledged deposits	(50,078)	(3,653)
	2,806	13,478

The unaudited condensed consolidated statements of cash flows should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the interim financial statements.

LANDMARKS BERHAD (“LANDMARKS” OR “THE COMPANY”)

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 30
June 2022**

**PART A – EXPLANATORY NOTES IN COMPLIANCE WITH MFRS 134, INTERIM
FINANCIAL REPORTING**

A1. *Basis of preparation*

The interim financial report is unaudited and has been prepared in compliance with Malaysian Financial Reporting Standards (“MFRS”) 134, *Interim Financial Reporting* issued by Malaysian Accounting Standards Board and Paragraph 9.22 of the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements. This Condensed Report also complies with International Accounting Standards 34: Interim Financial Reporting issued by the International Accounting Standards Board.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2021. The explanatory notes attached to the interim financial report provide an elucidation of the events and transactions that are material to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2021.

A2. *Changes in Accounting Policies/Estimates*

The audited financial statements of the Group for the year ended 31 December 2021 were prepared in accordance with MFRS. All significant accounting policies adopted in preparing this interim financial report are consistent with those of the audited financial statements for the year ended 31 December 2021. The Group has adopted the MFRSs, amendments and interpretations effective for annual period beginning on or after 1 April 2021 and 1 January 2022 where applicable to the Group. The initial adoption of these applicable MFRSs, amendments and interpretations do not have any material impact on the financial statements of the Group.

A3. *Changes in estimates*

There were no changes in estimates during the quarter under review that had a material effect on the interim financial statements.

A4. Auditors' Report on the Group's latest Annual Financial Statements

The auditors had expressed their unqualified opinion with material uncertainty related to going concern in the Audited Financial Statements of the Company for the financial year ended 31 December 2021.

Extract of the Auditors' Report:

Material Uncertainty Related to Going Concern

We draw attention to Note 1(b) to the financial statements, which indicates that the Group and the Company incurred net losses for the year ended 31 December 2021 of RM34.5 million and RM4.3 million respectively from its operations. As at that date, the Company's current liabilities exceeded its current assets by RM74.8 million. The Group's and the Company's financial performance and operations were impacted by the fire incident in The Andaman and the COVID-19 pandemic. These events or conditions, along with the matters as set forth in Note 1(b) to the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the ability of the Group and of the Company to continue as a going concerns.

The ability of the Group and the Company to operate as going concerns and to attain sufficient funds to pay their obligations as and when they are due are dependent on the following:

- continuous financial support from the bank;
- the ability of the Group and the Company to raise additional financing to refinance the term loan and to redevelop The Andaman. The redevelopment of The Andaman and recommencement of operations are in turn dependent on the recovery of the tourism industry, geopolitics and other economic factors, which may affect the final investment decision of the Directors; and
- the successful completion of the Proposed Disposals of the joint venture and subsidiaries of the Group (as discussed in Note 31.3).

Our opinion is not modified in respect of this matter.

With regards to the above uncertainty related to going concern, we have:

- continued to obtain the financial support from the bank while at the same time discussing with the bank on the proposed funding for rebuilding of new Andaman and restructuring of the existing facilities ;
- from our insurance claim for The Andaman fire incident we have recovered a total RM55 million as at today of which RM52 million being the claim for fire damage to real and tangible property and RM3 million being the claim for business interruption due to fire consequential loss.

The Company is undergoing discussion with the insurers on the final sum of our insurance claim; and

- the proposed disposal is waiting for Southern Archipelago Limited to obtain SGX and their shareholders' approval.

A5. *Exceptional items of a non-recurring nature*

There were no exceptional items of a non-recurring nature during the financial period under review.

A6. *Changes in composition of the Group*

There were no changes in the composition of the Group arising from business combination, acquisition or disposal of subsidiary companies and long-term investment, restructuring, or discontinued operations for the current interim period.

A7. *Dividends paid*

There were no dividends paid during the financial period under review.

A8. *Seasonal or cyclical factors*

The Group's hotel business is generally affected by seasonal or cyclical factors. This has been generally nullified for the time being due to the Covid-19 pandemic. With country borders being re-opened now, the hospitality industry foresees a gradual improvement in business with tourism arrival in our operational resorts back to normal in the foreseeable future.

**PART A – EXPLANATORY NOTES IN COMPLIANCE WITH MFRS 134, INTERIM
FINANCIAL REPORTING**

A9. Revenue from contracts with customers

The disaggregation of the Group's revenue from contracts with customers is as follows:

	6 months ended 30 June	
	2022 RM'000	2021 RM'000
Primary geographical markets		
Malaysia	-	1,036
Indonesia	6,858	1,657
	<u>6,858</u>	<u>2,693</u>
Major service lines		
Room revenue	3,369	1,455
Attraction revenue	2,005	452
Food and beverage revenue	1,484	786
	<u>6,858</u>	<u>2,693</u>
Timing and recognition		
Over time	5,374	1,907
At a point in time	1,484	786
	<u>6,858</u>	<u>2,693</u>
Revenue from contracts with customers	6,858	2,693
Other revenue	-	33
Total Revenue	<u>6,858</u>	<u>2,726</u>

**PART A – EXPLANATORY NOTES IN COMPLIANCE WITH MFRS 134, INTERIM
FINANCIAL REPORTING**

A10. Operating segments

The Group's operations comprise the following main business segments:

- | | |
|---------------------------------------|---|
| a. Hospitality and Wellness | Provision of hotel management and wellness services |
| b. Resort and Destination Development | Development of resorts, properties and attractions |

6 months ended 30 June	Hospitality and Wellness		Resort and Destination Development		Others		Consolidated	
	2022	2021	2022	2021	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Segment revenue	4,853	2,241	2,005	452	-	33	6,858	2,726
Profit/(Loss) from operations	(71,566)	23,989	(11,071)	(15,046)	69,384	(3,415)	(13,253)	5,528
Finance costs	(2,803)	(2,733)	(46)	(208)	(25)	(34)	(2,874)	(2,975)
Finance income	268	31	1	14	2	3	271	48
	<u>(74,101)</u>	<u>21,287</u>	<u>(11,116)</u>	<u>(15,240)</u>	<u>69,361</u>	<u>(3,446)</u>	<u>(15,856)</u>	<u>2,601</u>
Included in the measure of segments results from operating activities are :								
- Depreciation and amortisation	(3,589)	(1,746)	(3,871)	(5,655)	(195)	(232)	(7,655)	(7,633)
Segment assets	<u>168,240</u>	<u>188,375</u>	<u>2,097,309</u>	<u>2,122,973</u>	<u>2,627</u>	<u>6,093</u>	<u>2,268,176</u>	<u>2,317,441</u>

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

A11. *Property, plant and equipment*

There were no amendments to the valuation of property, plant and equipment brought forward.

A12. *Intangible asset*

There was no additional purchase of intangible asset for the financial period ended 30 June 2022.

A13. *Issuances, repayments of debt and equity securities*

There were no issuance or repayment of debt, share buy back, share cancellation, shares held as treasury shares and resale of treasury shares for the financial period ended 30 June 2022 other than as mentioned below:

During the financial year-to-date, a total of 161,800 new ordinary shares were allotted and issued pursuant to the exercise of the Company's Employees Share Option Scheme.

A14. *Events subsequent to the balance sheet date*

There were no material events subsequent to the end of the financial period under review that have not been reflected in the financial statements as at the date of this report except as disclosed under Part B para B7- Status of corporate proposals announced but not completed.

A15. *Contingent liabilities and contingent assets*

As at 30 June 2022, there were no material contingent assets, which upon being enforced might have a material impact on the financial position or business of the Group. As at the date of this report, the Company has contingent liabilities as follows:-

	RM'000
Corporate guarantees granted for banking facilities of a subsidiary (note B9)	126,750

A16. *Capital and other commitments*

	30 June 2022 RM'000
Authorised but not contracted for	-
Contracted but not provided for	-
Total	-

A17. *Related party transactions*

There were no other material related party transactions for the financial period under review except as disclosed under B7 Status of corporate proposals announced but not completed.

A18. *Financial risk management*

The Group's financial risk management objectives, policies and risk profile are consistent with those disclosed in the consolidated financial statements for the financial year ended 31 December 2021.

PART B – ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES UNDER PART A OF APPENDIX 9B

B1. Review of performance for Financial Period Ended 30 June 2022 compared with Financial Period Ended 30 June 2021

The results of the Group are tabulated below:

	INDIVIDUAL PERIOD			CUMULATIVE PERIOD		
	3 months ended			6 months ended		
	30 June			30 June		
	2022	2021	Changes	2022	2021	Changes
	RM'000	RM'000	(%)	RM'000	RM'000	(%)
Revenue	4,824	774	523	6,858	2,726	152
(Loss)/Profit from operations	(8,104)	(10,859)	25	(13,253)	5,528	-340
Finance costs	(1,480)	(1,455)	-2	(2,874)	(2,975)	3
Finance income	176	19	826	271	48	465
Operating (loss)/profit	(9,408)	(12,295)	23	(15,856)	2,601	-710
Share of loss of an equity-accounted joint venture, net of tax	(9)	(621)	99	(673)	(1,223)	45
(Loss)/Profit before tax	(9,417)	(12,916)	27	(16,529)	1,378	-1,299

(a) Quarter ended 30 June 2022 ("2Q 2022") compared with quarter ended 30 June 2021 ("2Q 2021")

The reduction in the Group losses was mainly due to the following:

- (i) The Andaman incurred lower operating losses due to lower depreciation and insurance premium.
- (ii) Treasure Bay Bintan incurred lower operating losses of RM5.27 million as compared to RM7.87 million in 2Q 2021 mainly due to better operating conditions after relaxation of travel restrictions.

ANMON generated higher hotel revenue of RM3.42 million as compared to RM0.49 million in Q2 2021 with significantly improved in occupancy rate of 50% from 12% in 2Q 2021.

- (iii) Lower share of loss from joint venture due to better operating conditions after relaxation of travel restrictions.

**PART B – ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES UNDER PART
A OF APPENDIX 9B**

B1. Review of performance for Financial Period Ended 30 June 2022 compared with Financial Period Ended 30 June 2021 (continued)

(b) Financial period ended 30 June 2022 ("1H 2022") compared with financial period ended 30 June 2021 ("1H 2021")

The Group incurred higher operating losses in 1H 2022 due to the following:

- (i) The Andaman recorded operating profits in 1H 2021 mainly due to the recognition of estimated insurance claim receivable of RM140.0 million with corresponding property, plant and equipment written off/impaired amounting to RM106.16 million after occurrence of the fire incident on 12 January 2021;

B2. Comments on performance in the current quarter against preceding quarter

	2022 2nd Quarter RM'000	2022 1st Quarter RM'000	Changes %
Revenue	4,824	2,034	137
Loss from operations	(8,104)	(5,149)	-57
Finance costs	(1,480)	(1,394)	-6
Finance income	176	95	85
Operating loss	(9,408)	(6,448)	-46
Share of loss of an equity-accounted joint venture, net of tax	(9)	(664)	99
Loss before tax	(9,417)	(7,112)	-32

The higher group's operating losses before tax incurred in current quarter were mainly due to the following:

- (i) A fair value loss incurred on other investment of RM0.64 million in current quarter;
- (ii) Lower operating losses in Treasure Bay Bintan in preceding quarter and ;
- (iii) Recognition of RM3.71 million one-off gain arising from disposal of other investment in preceding quarter.

B3. Prospects

Business in Treasure Bay Bintan has improved significantly in the 2nd quarter and we are expecting the recovery momentum to continue. This is due to the more relaxed travel requirements and continued joint efforts with the authorities and partners in promoting Treasure Bay Bintan to the Singapore and domestic market.

The Management will be finalizing the insurance claims for the fire losses of The Andaman, Langkawi in order to start the construction soon. The increase in building material and labour costs pose major challenges and the management is exploring various options to mitigate these risks. The rebuilding and restoration process of the new resorts is projected to take approximately 24 to 36 months.

The Group continues to carry out its cost control and rationalization programs. Further steps are also being taken to improve as well as contain costs and to manage the Group's cashflow. The Company is actively exploring and evaluating on the options available to regularize the company's affected listed issuer status.

B4. Profit forecast

Not applicable as no profit forecast was announced or disclosed.

B5. Loss before tax

	Current Year Quarter 30 June 2022 RM'000	Current Year To-date 30 June 2022 RM'000
Loss before tax is arrived at after charging/(crediting):-		
Gross dividend income from short term investments	-	-
Depreciation and amortization	3,889	7,655
Gain on foreign exchange	(353)	(447)
Reversal of impairment loss on trade receivables	(1)	(21)
Impairment property, plant and equipment	-	-
Inventories written down	-	-
Gain on disposal of unquoted investment	-	(3,712)
Fair value gain on derivative instruments	-	-

**PART B – ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES UNDER PART
A OF APPENDIX 9B**

B6. Income tax (income)/expense

	Current period		Cumulative period	
	3 months ended		6 months ended	
	30 June		30 June	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Current taxation				
Income tax charge				
- Malaysia	-	600	(569)	15,600
- Overseas	46	3	64	11
Deferred Taxation	(189)	(9,604)	(466)	(10,081)
	<u>(143)</u>	<u>(9,001)</u>	<u>(971)</u>	<u>5,530</u>

B7. Status of corporate proposals announced but not completed

There was no corporate proposal announced but not completed at the date of this quarterly report other than as mentioned below:

On 1 October 2021, the Company had announced the following proposals:

- (a) Tiara Gateway Pte Ltd ("TGPL"), a subsidiary of the Company, had on 1 October 2021 entered into a conditional share sale agreement ("Mendol SSA") with Southern Archipelago Ltd ("SAL") for the proposed disposal of 2,385,514 ordinary shares in Mendol Investments Pte Ltd ("Mendol"), representing the remaining 49% equity interest held by TGPL in Mendol to SAL for a consideration of approximately SGD14.38 million (equivalent to RM44.24 million) ("Proposed Disposal of Mendol"); and
- (b) TGPL, had on 1 | October 2021 entered into another conditional share sale agreement ("Seychelles SSA") with SAL for the disposal of:
 - (i) 100% equity interest in Hinako Investments Pte Ltd ("Hinako"), a wholly-owned subsidiary of TGPL, to SAL, for a consideration of approximately SGD13.73 million (equivalent to RM42.26 million) ("Proposed Disposal of Hinako");
 - (ii) 60% equity interest in Prime Holdings Pte Ltd ("Prime"), a wholly-owned subsidiary of TGPL, to SAL, for a consideration of approximately SGD15.57 million (equivalent to RM47.92 million) ("Proposed Disposal of Prime");

PART B – ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES UNDER PART A OF APPENDIX 9B

- (iii) 60% equity interest in Enggano Investments Pte Ltd (“Enggano”), a wholly-owned subsidiary of TGPL, to SAL, for a consideration of approximately SGD12.82 million (equivalent to RM39.46 million) (“Proposed Disposal of Enggano”); and
- (iv) 60% equity interest in Mesawak Investments Pte Ltd (“Mesawak”), a wholly-owned subsidiary of TGPL, to SAL, for a consideration of approximately SGD6.90 million (equivalent to RM21.23 million) (“Proposed Disposal of Mesawak”),

(Item (a) and (b) collectively referred to as “Proposed Disposals”)

The Proposed Disposals amounting to a total aggregate of approximately SGD63.40 million (equivalent to RM195.10 million) (“Disposal Considerations”) are to be satisfied via the issuance of 12,680,116,600 new ordinary SAL Shares at an issue price of SGD0.005 (equivalent to approximately RM0.015) per SAL Share (“Issue Price”), subject to the terms and conditions as set out in Mendol SSA and Seychelles SSA.

(Mendol SSA and Seychelles SSA are collectively referred to as “SSAs”)

(Mendol, Hinako, Prime, Enggano and Mesawak are collectively referred to as “Target Companies”)

(The total of 12,680,116,600 SAL Shares issued are collectively referred to “Consideration Shares”)

In view of the disclosure of interest over the Proposed Disposals by director and major shareholder of the Company, Mark Wee Liang Yee (“Mark Wee”), as set out in Section 8 of this announcement, the Proposed Disposals are deemed as related party transactions pursuant to Paragraph 10.08 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”).

On 8 April 2022, we have obtained our shareholders’ approval on the Proposed Disposals at the extraordinary general meeting held for this purpose.

The Proposed Disposals are subject to further approvals being obtained from the following:

- (i) the shareholders of SAL for the acquisition of the Target Companies and the issuance of the Consideration Shares; and
- (ii) any other relevant authorities/parties, if required.

The Proposed Disposals are not conditional upon any other corporate exercise undertaken or to be undertaken by the Company.

PART B – ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES UNDER PART A OF APPENDIX 9B

By supplemental agreement dated 30 June 2022, the cut-off date for completion of the Proposed Disposals was mutually extended from 30 June 2022 to 31 August 2022 or such later date as may be mutually agreed in writing between the Mendol Parties for the Mendol SSA and Seychelles SSA Parties for the Seychelles SSA as the last date by which the respective Mendol SSA Conditions and Seychelles SSA Conditions must be fulfilled; and:

Insertion of a new condition for completion to the SSAs as per our public announcement dated 30 June 2022.

B8. Changes in material litigation

There was no material litigation pending at the date of this report.

B9. Loans and borrowings

The Group's borrowings are all secured as follows:

	As at 30 June 2022 RM'000	As at 30 June 2021 RM'000
Short term borrowings - Secured		
Term loans	126,000	15,335
	<u>126,000</u>	<u>15,335</u>
Long term borrowings - Secured		
Term loans	-	110,500
	<u>-</u>	<u>110,500</u>
Total borrowings	<u>126,000</u>	<u>125,835</u>

The term loan of RM126.75 million for subsidiary was secured by a corporate guarantee from Landmarks Berhad.

B10. Derivative financial instruments

There are no derivative financial instruments as at the date of this quarterly report except as disclosed below.

Put Option - Profit Guarantee Contract		
Type of Derivatives	Contract/Notional value as at the date of the Statement of Financial Position (RM'000)	Fair Value as at the date of the Statement of Financial Position (RM'000)
- Less than 1 year	2,751	2,000
- 1 year to 3 years	-	-
- More than 3 years	-	-

B11. Fair value changes of financial liabilities

The Group does not have any material financial liabilities that are measured at fair value through profit and loss as at the date of this quarterly report.

B12. Dividends

The Board of Directors does not recommend the payment of any dividend for the financial period ended 30 June 2022.

**PART B – ADDITIONAL INFORMATION REQUIRED BY BURSA SECURITIES UNDER PART
A OF APPENDIX 9B**

B13. Basic loss per ordinary share

- a) Basic loss per ordinary share was calculated by dividing the loss attributable to ordinary shareholders of the Company by the weighted average number of issued and paid-up ordinary shares during the financial period.

	Individual period		Cumulative period	
	3 months ended		6 months ended	
	30 June		30 June	
	2022	2021	2022	2021
Basic loss per share				
Loss attributable to equity owners of the Company (RM'000)	(9,274)	(3,915)	(15,558)	(4,152)
Weighted average number of ordinary shares ('000)	671,514	622,747	671,505	602,380
Basic loss per share attributable to equity owners of the Company (sen)	(1.38)	(0.63)	(2.32)	(0.69)

B13. Basic loss per ordinary share (continued)

b) Diluted loss per share was calculated by dividing the loss attributable to ordinary shareholders of the Company by the weighted average number of shares in issue during the financial period, adjusted to assume the conversion of all dilutive potential ordinary shares from share options granted to directors and employees under the Employees' Share Option Scheme.

	Individual period		Cumulative period	
	3 months ended		6 months ended	
	30 June		30 June	
	2022	2021	2022	2021
Diluted loss per share				
Loss attributable to equity owners of the Company (RM'000)	(9,274)	(3,915)	(15,558)	(4,152)
Weighted average number of ordinary shares ('000)	671,514	622,747	671,505	602,380
Adjustment for dilutive effect of ESOS	-	-	-	-
Adjusted weighted average number of ordinary shares ('000)	671,514	622,747	671,505	602,380
Diluted loss per share attributable to equity owners of the Company (sen)	(1.38)	(0.63)	(2.32)	(0.69)

By Order of the Board

**TAN AI NING
NELSON FOO CHEAN EE
Company Secretaries**

**Kuala Lumpur
25th August 2022
www.landmarks.com.my**