

Schedule A : Condensed Consolidated Statement of Comprehensive Income
For the financial period ended 31 December 2020

	Individual period		Cumulative period	
	Current quarter ended 31/12/2020	Preceding year quarter ended 31/12/2019	Current year period ended 31/12/2020	Preceding year period ended 31/12/2019
	RM'000	RM'000	RM'000	RM'000
Continuing Operations				
Revenue	7,486	-	13,229	-
Cost of sales	(6,289)	-	(11,701)	-
Gross profit	1,197	-	1,528	-
Other operating income (Schedule A Note 1)	115	-	1,348	-
Gain on deconsolidation of subsidiaries	67,729	-	67,729	-
Administrative expenses	(2,603)	-	(7,766)	-
Authority, utilities and professional expenses	(988)	-	(1,863)	-
Other expenses (Schedule A Note 2)	(53,774)	-	(55,850)	-
Result from operating activities	11,677	-	5,125	-
Finance income (Schedule A Note 3)	2,137	-	4,264	-
Finance costs (Schedule A Note 4)	(20,463)	-	(30,781)	-
Loss before tax and share of results	(6,649)	-	(21,392)	-
Share of results of jointly controlled entities and associate companies	(2)	-	(7)	-
Loss before tax	(6,652)	-	(21,399)	-
Income tax expense	(3)	-	(12)	-
Income tax refund	32	-	32	-
Loss from continuing operations, net of tax	(6,623)	-	(21,379)	-
Results from discontinued operations, net of tax	(840)	-	(2,555)	-
Loss for the period	(7,463)	-	(23,934)	-

Schedule A : Condensed Consolidated Statement of Comprehensive Income (Cont'd)
For the financial period ended 31 December 2020

	Individual period		Cumulative period	
	Current quarter ended 31/12/2020 RM'000	Preceding year quarter ended 31/12/2019 RM'000	Current year period ended 31/12/2020 RM'000	Preceding year period ended 31/12/2019 RM'000
Other comprehensive loss				
Exchange difference on translation of foreign entity	(46,076)	-	(45,892)	-
Total comprehensive loss for the period	(53,539)	-	(69,826)	-
Profit/(Loss) for the period attributable to:				
Owners of the Company				
- continuing operations	(6,984)	-	(21,740)	-
- discontinued operation	(714)	-	(2,172)	-
	(7,698)	-	(23,911)	-
Non-controlling Interests	235	-	(23)	-
	(7,463)	-	(23,934)	-
Total comprehensive profit/(loss) for the period attributable to:				
Owners of the Company				
- continuing operations	(7,026)	-	(21,741)	-
- discontinued operation	(46,790)	-	(48,062)	-
	(53,816)	-	(69,803)	-
Non-controlling Interests	277	-	(23)	-
	(53,539)	-	(69,826)	-
Loss per share from continuing operations attributable to owners of parent (in sen)				
Loss per share ("EPS") (in sen)				
Basic	(0.16)	-	(0.51)	-
Diluted	(0.16)	-	(0.51)	-

Schedule A : Condensed Consolidated Statement of Comprehensive Income (Cont'd)
For the financial period ended 31 December 2020

	Individual period		Cumulative period	
	Current quarter ended 31/12/2020	Preceding year quarter ended 31/12/2019	Current year period ended 31/12/2020	Preceding year period ended 31/12/2019
	RM'000	RM'000	RM'000	RM'000
NOTE :				
1) Included in the Other Operating Income:				
Reversal of provision for impairment of inventories	-	-	332	-
Reversal of provision for impairment of receivables no longer required	24	-	712	-
2) Included in the Other Expenses				
Amortisation and depreciation	(647)	-	(903)	-
Provision for impairment of inventories	(7,188)	-	(7,188)	-
Provision for impairment of receivables, associates and jointly controlled entities	(11,765)	-	(11,765)	-
Provision for impairment of investment in foreign subsidiary	(34,128)	-	(34,128)	-
Loss on disposal of investment in join venture	-	-	(13)	-
3) Included in Finance Income				
Amortisation of financial instruments	2,135	-	4,256	-
4) Included in Finance Costs				
Amortisation of financial instruments	(15,305)	-	(15,305)	-

Notes:

- i) There are no comparative figures disclosed for the quarter ended December 31, 2020 due to the change in financial year end as stated in Schedule E Note 8.
- ii) The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the period ended March 31, 2020 and the accompanying explanatory notes attached to this interim financial report.

TALAM TRANSFORM BERHAD (192001000012) (1120 – H)
Financial Report for the financial period ended 31 December 2020
(These figures have not been audited)

Schedule B : Condensed Consolidated Statement of Financial Position
As at 31 December 2020

	Unaudited	Audited
	as at	As at
	31/12/2020	31/3/2020
	RM'000	RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	883	1,108
Inventories	325,245	350,432
Investment properties	92,825	187,465
Interest in joint ventures	-	303
Interest in associates	18,442	18,449
Other investment	2	2
Long term associate	89,125	31,818
Long term receivables	81,243	31,379
Total non-current assets	607,765	620,956
Current assets		
Inventories	49,705	49,430
Contract assets	-	63
Trade and other receivables	21,549	20,032
Amount owing by associates	22,795	85,550
Tax recoverable	179	176
Sinking funds held by trustees	4	4
Short term investment	58	247
Cash and bank balances	2,268	3,685
Total current assets	96,558	159,187
TOTAL ASSETS	704,322	780,143

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Financial Report for the financial period ended 31 December 2020
(These figures have not been audited)

Schedule B : Condensed Consolidated Statement of Financial Position (Cont'd)
As at 31 December 2020

	Unaudited as at 31/12/2020	Audited as at 31/3/2020
	RM'000	RM'000
EQUITY AND LIABILITIES		
Capital and Reserves		
Share capital	859,086	859,086
Treasury shares	(493)	(493)
Reserves	(571,063)	(496,858)
Equity attributable to owners of the Company	287,530	361,735
Non-controlling interests	1,581	(7,423)
Total equity	289,111	354,312
Non-current liabilities		
Borrowings	40,319	393
Other long term payables	215,776	579
Total non-current liabilities	256,095	972
Current liabilities		
Provision for liability	731	731
Contract liabilities	469	470
Borrowings	32,610	75,220
Trade and other payables	125,305	348,112
Amount owing to associates	-	325
Current tax liabilities	2	1
Total current liabilities	159,116	424,859
Total liabilities	415,210	425,831
TOTAL EQUITY AND LIABILITIES	704,322	780,143
Net assets per share attributable to Owners of the Company (RM)	0.07	0.08

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the period ended 31 March 2020 and the accompanying explanatory notes attached to this interim financial report.

Schedule C : Condensed Consolidated Statement of Cash Flows
For the financial period ended 31 December 2020

	Current year period ended <u>31/12/2020</u> RM'000	Preceding year period ended <u>31/12/2019</u> RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax		-
- continuing operations	(21,399)	
- discontinued operations	(2,555)	-
	<u>(23,954)</u>	
Adjustments for:		
Depreciation:		
- property, plant and equipment	179	-
- investment properties	3,156	-
Gain through amortisation on financial assets	(3,836)	-
Gain on deconsolidation of subsidiaries	(67,730)	-
Impairment of non-current inventories	(7,188)	-
Reversal of impairment of inventories	(333)	-
Interest expenses	23,851	-
Impairment of receivables	11,765	-
Impairment loss on receivables no longer required	(713)	-
Impairment loss on Investment in subsidiaries	34,128	-
Interest income	(8)	-
Loss on disposal of investment in a joint venture	13	-
Share of results of joint ventures and associates	6	-
Operating loss before working capital changes	<u>(30,664)</u>	-
Changes in working capital:		
Inventories	32,933	-
Receivables	(54,330)	-
Payables	20,572	-
Operating loss after working capital changes	<u>(31,489)</u>	-
Interest received	8	-
Income tax paid	(12)	-
Income tax refund	32	-
Interest paid	(23,851)	-
Net Cash Used In Operating Activities	<u>(55,312)</u>	-

Schedule C : Condensed Consolidated Statement of Cash Flows (Cont'd)
For the financial period ended 31 December 2020

	Current year period ended 31/12/2020 RM'000	Preceding year period ended 31/12/2019 RM'000
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of investment in a joint venture	290	-
Draw down from other investment	190	-
Net change in deconsolidation of subsidiary	13,580	-
Purchase of property, plant and equipment	(130)	-
Net Cash Generated From Investing Activities	<u>13,930</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of lease liabilities	(81)	-
Drawdown of new loan	3,500	-
Changes in balances pledged as security	1,200	-
Net Cash Generated From Financing Activities	<u>4,619</u>	<u>-</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(36,763)	-
EFFECTS OF EXCHANGE DIFFERENCES	36,546	-
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF FINANCIAL YEAR	2,440	-
CASH AND CASH EQUIVALENTS AT THE END OF FINANCIAL PERIOD	<u>2,223</u>	<u>-</u>
Cash in hand and bank balances	2,223	-
Deposits with licensed banks	45	-
	<u>2,268</u>	-
Balances pledged as securities to licensed banks - HDA	(45)	-
	<u>2,223</u>	<u>-</u>

Notes:

- i) There are no comparative figures disclosed for the quarter ended December 31, 2020 due to the change in financial year end as stated in Schedule E Note 8.
- ii) The condensed consolidated statement of cash flow should be read in conjunction with the accompanying explanatory notes attached to this interim financial report.

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Financial Report for the financial period ended 31 December 2020
(These figures have not been audited)

Schedule D : Condensed Consolidated Statement of Changes in Equity
For the financial period ended 31 December 2020

	Attributable to owners of the Company					Total	Non-Controlling Interests	Total Equity
	Share Capital	Treasury Shares	Capital Reserves	Assets Held for Sale	Accumulated Losses			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 April 2020	859,086	(493)	49,428	-	(546,286)	361,735	(7,423)	354,312
Changes in a subsidiary's ownership interest that do not result in a loss of control	-	-	-	-	(1,662)	(1,662)	1,662	-
Changes in a subsidiary's discontinued operation	-	-	(48,633)	-	-	(48,632)	7,365	(41,268)
Total comprehensive loss for the financial period	-	-	-	-	(23,911)	(23,911)	(23)	(23,933)
As at 31 December 2020	859,086	(493)	795	-	(571,859)	287,530	1,581	289,111

Notes:

- i) There are no comparative figures disclosed for the quarter ended December 31, 2020 due to the change in financial year end as stated in Schedule E Note 8.
- ii) The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the period ended 31 March 2020 and the accompanying explanatory notes attached to this interim financial report.

Schedule E : Significant Events and Transactions Pursuant to MFRS 134

1. Basis of Preparation

The unaudited quarterly report has been prepared in accordance with the reporting requirements as set out in Malaysian Financial Reporting Standard (“MFRS”) 134 “Interim Financial Reporting” and Paragraph 9.22 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements (“Bursa Securities Listing Requirements”) and should be read in conjunction with the Group’s audited financial statements for the financial period ended 31 March 2020 where applicable and the accompanying explanatory notes attached to the unaudited condensed consolidated financial statements.

Due to the change of the financial year end of the Company from January 31 to March 31, there will be no comparative financial information available for the financial period ended December 31, 2020 with regard to the Condensed Consolidated Statements of Comprehensive Income, Changes in Equity and Cash Flows.

2. Changes in Accounting Policies

The significant accounting policies and methods adopted for the unaudited condensed financial statements are consistent with those adopted for the audited financial statements for the financial period ended 31 March 2020.

(a) Adoption of new MFRS, amendments/improvements to MFRSs and new IC Interpretation (“IC Int”)

The Group and the Company have adopted the following amendments/improvements to MFRSs and new IC Int that are mandatory for the current financial year:

Amendments/Improvements to MFRSs

MFRS 3	Business Combinations
MFRS 7	Financial Instruments: Disclosures
MFRS 9	Financial Instruments
MFRS 101	Presentation of Financial Statements
MFRS 108	Accounting Policies, Changes in Accounting Estimates and Error
MFRS 139	Financial Instruments: Recognition and Measurement

The adoption of the above new MFRS, amendments/improvements to MFRSs and new IC Int did not have any significant effect on the financial statements of the Group and of the Company and did not result in significant changes to the Group’s and the Company’s existing accounting policies.

Schedule E : Significant Events and Transactions Pursuant to MFRS 134 (Cont'd)

2. Changes in Accounting Policies (Cont'd)

(b) New MFRS, and amendments/improvements to MFRSs that have been issued, but yet to be effective

The Group and the Company have not adopted the following new MFRS, and amendments/improvements to MFRSs that have been issued, but yet to be effective:

<u>New MFRS</u>		Effective for financial periods beginning on or after
MFRS 17	Insurance Contracts	1 January 2023
 <u>Amendments/Improvements to MFRSs</u>		
MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards	1 January 2022 [^]
MFRS 3	Business Combinations	1 January 2023# 1 January 2022/ 1 January 2023#
MFRS 5	Non-current Assets Held for Sale and Discontinued Operations	1 January 2023#
MFRS 7	Financial Instruments: Disclosures	1 January 2023#
MFRS 9	Financial Instruments	1 January 2022 [^] 1 January 2023#
MFRS 10	Consolidated Financial Statements	Deferred
MFRS 15	Revenue from Contracts with Customers	1 January 2023#
MFRS 16	Leases	1 June 2020/ 1 January 2022 [^]
MFRS 101	Presentation of Financial Statements	1 January 2022/ 1 January 2023#
MFRS 107	Statements of Cash Flows	1 January 2023#
MFRS 116	Property, Plant and Equipment	1 January 2022/ 1 January 2023#
MFRS 119	Employee Benefits	1 January 2023#
MFRS 128	Investments in Associates and Joint Ventures	Deferred/ 1 January 2023#
MFRS 132	Financial Instruments: Presentation	1 January 2023#
MFRS 136	Impairment of Assets	1 January 2023#
MFRS 137	Provisions, Contingent Liabilities and Contingent Assets	1 January 2022/ 1 January 2023#
MFRS 138	Intangible Assets	1 January 2023#
MFRS 140	Investment Property	1 January 2023#
MFRS 141	Agriculture	1 January 2022 [^]

[^] *The Annual Improvements to MFRS Standards 2018-2020*

[#] *Amendments as to the consequence of effective of MFRS 17 Insurance Contracts*

3. Seasonality or Cyclicity of Operations

The business operations of the Group were not affected by any material seasonal or cyclical factors.

Schedule E : Significant Events and Transactions Pursuant to MFRS 134 (Cont'd)

4. Unusual Items due to their Nature, Size or Incidence

Coronavirus outbreak

On 11 March 2020, the World Health Organisation declared the Coronavirus (“Covid-19”) outbreak as a pandemic in recognition of its rapid spread across the globe. Since 18 March 2020, the Malaysian Government has been imposing a series of movement control orders (“MCOs”) to curb the spread of the Covid-19 outbreak in Malaysia. The Covid-19 outbreak had also resulted in travel restrictions, lockdowns and other precautionary measures imposed in various countries across the world.

The emergence of the Covid-19 outbreak has brought significant economic uncertainties to Malaysia where the Group primarily operates. The Group continuously assesses the overall impact of the situation on the Group’s operations, including the recoverability of the carrying value of assets and measurements of assets and liabilities. As this is an interim report, the evaluation is not yet complete and is still on-going.

Notwithstanding the difficult and disruptive MCO environment, the Group continues to actively pursue new opportunities to develop, both, new and existing businesses, as well as striving to implement cost optimisation efforts to ensure that the Group remains competitive in, what is expected to be, a challenging post-MCO business environment and endeavour to deliver sustainable growth in the long term.

There were no unusual items that have material effect on the assets, liabilities, equity, net income, or cash flows for the current period other than what has already been disclosed in this report.

5. Changes in Estimates

There were no significant changes to estimates that have a material effect on the results of the Group for the current quarter.

6. Debt and Equity Securities

There was no issuance, cancellation, repurchase, resale or repayment of debt and equity securities during the current quarter under review.

7. Dividend

No dividend has been paid since the beginning of the current quarter.

8. Change of Financial Year End

As announced to Bursa Malaysia on 17 December 2019, the Board had on that day approved the change of financial year end of the Company from 31 January to 31 March. Therefore, these unaudited condensed consolidated financial statements are for a period of 3 months from October 1, 2020 to December 31, 2020 being the third quarter of the financial year ending March 31, 2021. Due to the change in the financial year, the performance of the current financial quarter ended December 31, 2020 is not comparable with the third quarter of the previous financial period ended March 31, 2020, which was for the 3 months ending October 31, 2019.

Schedule E : Significant Events and Transactions Pursuant to MFRS 134 (Cont'd)

9. Segmental Information

The segment analysis for the Group for the quarter and year-to-date, are as follows :-

	Quarter		Year-to-date	
	ended 31 December 2020	2019	ended 31 December 2020	2019
<u>Revenue</u>	RM'000	RM'000	RM'000	RM'000
Property Development	2,165	-	2,732	-
Property Investment and Management	1,012	-	3,176	-
Construction	4,309	-	7,321	-
Agriculture	-	-	-	-
	<u>7,486</u>	<u>-</u>	<u>13,229</u>	<u>-</u>
 <u>Profit/(Loss) before tax</u>				
Property Development	(20,811)	-	(35,283)	-
Property Investment and Management	13,215	-	11,107	-
Construction	176	-	294	-
Agriculture	(72)	-	(72)	-
	<u>(7,492)</u>	<u>-</u>	<u>(23,954)</u>	<u>-</u>
 <u>Segment assets</u>				
Property Development			571,602	-
Property Investment and Management			127,112	-
Construction			5,424	-
Agriculture			184	-
			<u>704,322</u>	<u>-</u>
 <u>Segment liabilities</u>				
Property Development			394,864	-
Property Investment and Management			13,106	-
Construction			6,987	-
Agriculture			253	-
			<u>415,210</u>	<u>-</u>

Note: Due to the change in the financial year end as stated in Note 8, no comparable figures are presented.

Schedule E : Significant Events and Transactions Pursuant to MFRS 134 (Cont'd)

10. Changes in the Composition of the Group

- i) As announced to Bursa Malaysia on 25 Nov 2020, the Company was notified on that date that a liquidation order was granted by Jilin Province City of Changchun Intermediate People's Court via a Civil Ruling and was served on Jilin Province Maxcourt Hotel Ltd. ("JPMHL") at its office address in Changchun, Jilin Province by Beijing Ding Yuen Group ("the Plaintiff") and Jilin Province Yangtze River Bankruptcy Liquidation Services Co. Ltd was appointed as the administrator of JPMHL.

JPMHL had already ceased operation since 2014 and is not a major subsidiary of the Group under the definition of Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Bhd.. As such, there is no material operational impact to the Group arising from this winding-up proceeding. Based on our latest available valuation of the assets of JPMHL, the recoverable value of the assets is expected to exceed the liabilities of JPMHL and consequently, the Group does not foresee further losses.

JPMHL is seeking legal advice to appeal against the liquidation order and at the same time, negotiating with the Plaintiff for an amicable settlement. Meanwhile, the Group has deconsolidated JPMHL from the Group's accounts and fully impaired its investment in JPMHL.

At the same time, the Group is in the process of working with a white knight on a restructuring scheme to lift JPMHL from this liquidation.

- ii) On 23 September 2020, Envy Vista Sdn Bhd, a wholly-owned subsidiary of the Group had entered into a Shareholders Agreement with Smart Hybrid Resources Sdn Bhd and Skyscraper Airhydro Industries Sdn Bhd to formalise and regulate their relationship with each other as shareholders in the joint venture through equity participation in Seaview Plantations Sdn Bhd (a subsidiary of the Group).

The issued and paid-up share capital of the joint venture company is RM5,540,000.00 divided into 5,540,000 Ordinary Shares, and are held by the Parties in the amounts and proportions set below :-

Name of Party	No. of Ordinary Shares held	Percentage of Shareholding (%)
Envy Vista Sdn Bhd	3,878,000	70
Smart Hybrid Resources Sdn Bhd	1,662,000	30
Total	5,540,000	100

This JV is not expected to have any material effect on the earnings per share, net assets per share and gearing of the Group for the financial year ending 31 March,2021.

There are no other changes in composition of the Group during the current quarter.

11. Contingent Liabilities and Assets

As at the date of this report, the Group does not have any contingent liability or contingent asset.

12. Events After the Reporting Period

On 5 January 2021, SV Bio Farm Sdn. Bhd. was incorporated in Malaysia, where the Group holds a 70% interest via its wholly-owned subsidiary Envy Vista Sdn. Bhd.

The issued and paid-up share capital of the company is RM100.00 divided into 100 Ordinary Shares, and are held by the Parties in the amounts and proportions set below :-

Name of Party	No. of Ordinary Shares held	Percentage of Shareholding (%)
Envy Vista Sdn Bhd	70	70
Bio Actizyme Sdn Bhd	30	30
Total	100	100

As at reporting date, the company is dormant.

Schedule F : Additional Disclosures Pursuant to Appendix 9B of the Listing requirements of Bursa Malaysia Securities Berhad

1. Review of Performance

Due to the change in the financial year end as stated in Note 8, no comparable figures are presented.

(a) Overall Results Commentary:

For the current quarter

The Group recorded a revenue of RM7.48 million, of which RM4.31 million was attributable to construction. There was a small land sale which contributed revenue of RM1.59 million. Movement control order restrictions in the battle against the Covid-19 pandemic are still being enforced by the government in various forms, with numerous Standard Operating Procedures (“SOPs”) to be strictly adhered to, thus still causing much disruption to business operating activities.

Group pre-tax loss of RM7.43 million, was mainly derived from a RM34.13 million impairment for diminution in value of the Group’s investment in Jilin Province Maxcourt Hotel Ltd. (“JPMHL”), China, as explained under Schedule E, Note 10(i), which is offset by a gain of RM67.73 million on deconsolidation of the same investment. Management has exercised its prudent judgement to impair RM11.76 million on an amount owing by JPMHL following its deconsolidation, due to uncertainty as to the exact timing and amount of the recoverable amount. In addition, there was also a RM7.19 million impairment on the value of some non-current inventories. Finance costs of RM20.46 million included two one-off, non-cash, non-operational charges that emanated from the discounting effect of MFRS 9; RM7.86 million is on a receivable that was reclassified from current to non-current assets, while another RM7.44 million is related to the expected receivable from JPMHL.

For the current year-to-date

The Group posted a revenue of RM13.23 million. Revenue contribution from construction and rental stood at RM7.32 million and RM3.17 million respectively.

Group pre-tax loss was RM23.95 million. As explained above, loss is mainly attributable to the deconsolidation adjustments and impairments of the Group’s investment in and receivable from JPMHL. Finance costs of RM30.78 million included MFRS 9 charges of RM15.31 million as explained above.

In an effort to reduce operating costs, the Group had in May 2020 implemented, in stages, a salary reduction scheme involving employees earning above RM2,000 per month and directors, with reductions ranging from 10% to 50%. During October 2020, the Group further implemented a Voluntary Separation Scheme (VSS) which reduced monthly salary costs by around RM49,000 with a corresponding 15% reduction of 18 headcounts. The total cost of the VSS is around RM382,000 and the pay-out will be spread over a 12-month period.

Schedule F : Additional Disclosures Pursuant to Appendix 9B of the Listing requirements of Bursa Malaysia Securities Berhad (Cont'd)

1. Review of Performance (Cont'd)

(b) Segmental Results Commentary:

(i) Property Development Division

For the current quarter

The division recorded a revenue of RM2.16 million from sales of stock and land with a gross profit of RM1.13 million while pre-tax loss amounted to RM20.81 million.

The results of this current period were mainly due to the exceptionally high finance costs as explained in Schedule F Note 1 (a) above.

For the current year-to-date

The division recorded revenue of RM2.73 million with a gross profit of RM0.93 million while pre-tax loss was RM35.28 million, mainly due to the explanations given above and other adverse impact of the various MCO's on business activities throughout the reporting period.

(ii) Property Investment and Management Division

For the current quarter

The division posted revenue of RM1.01 million with a pre-tax profit of RM13.21 million. As explained above, the profit is mainly derived from the deconsolidation adjustments of the Group's investment in JPMHL, China, which is offset against any related impairments thereon.

For the current year-to-date

The division recorded revenue of RM3.18 million with pre-tax profit of RM11.11 million. Explanation for the results are same as above.

The Covid-19 pandemic and the series of MCOs had adversely impacted the businesses of many of the Group's tenants in Menara Maxisegar and Pandan Kapital Shopping Complex. Although the Group had formulated rental assistance plans to assist affected tenants in the form of rebates and/or deferment, a number of tenants were still unable to sustain and had to vacate the rented premises.

(iii) Construction Division

For the current quarter

The division recorded revenue of RM4.31 million with pre-tax profit of RM0.18 million.

Schedule F : Additional Disclosures Pursuant to Appendix 9B of the Listing requirements of Bursa Malaysia Securities Berhad (Cont'd)

1. Review of Performance (Cont'd)

(iii) Construction Division (Cont'd)

For the current year-to-date

The division recorded revenue of RM7.32 million with pre-tax profit of RM0.29 million.

The Group's construction operations, which had to be shut down during the 1st MCO and CMCO periods, were able to resume in June 2020 as a result of the relaxation of the movement restrictions with full compliance with government Standard Operating Procedures. Social distancing is being practiced at the site, thereby adversely affecting the speed of construction activities.

(iv) Agriculture Division

For the current quarter / For the current year-to-date

During this quarter, the Group officially launched its venture into the agriculture business, after having entered into a joint venture as reported under Schedule E, Note 10(ii). Three greenhouses were built on the 9th floor roof-top of Menara Maxisegar as showcase, which also houses our research and development center, with first crops including golden melons, butter-nuts, dragon fruits, mangoes, bananas, grapes, mangosteens, cauliflower, ginger, etc. The main plantation site of 20-acres at the Group's own land banks in Bukit Beruntung is still pending approval from the authorities on the development order to build the green-houses planned for golden melons modern farming.

The division has not commenced any sales yet but recorded a pre-tax loss of RM0.07 million arising from professional fees, regulatory expenses, salary and other administrative costs.

2. Comparison with Preceding Quarter's Results (Quarter 3, FYE 2021 vs Quarter 2, FYE 2021)

	Current Quarter ended 31 December 2020 RM'000	Immediate preceding Quarter ended 30 September 2020 RM'000
Revenue	7,486	4,968
Loss before tax	(6,652)	(8,992)

The Group recorded a 50.68% quarterly increase in revenue from RM4.96 million to RM7.48 million, being mainly due to a RM1.30 million improvement in construction revenue, coupled with a RM1.59 million revenue from sale of land. Gross profit was RM1.20 million, a big sequential improvement from RM0.15 million.

The current quarter posted a lower pre-tax loss of RM6.65 million compared to RM8.99 million for the immediate preceding quarter. The improvement of RM2.34 million was largely due to the RM67.73 million gain on deconsolidation its 85% owned subsidiary, Jilin Province Maxcourt Hotel Ltd. ("JPMHL"), which was off-set by a RM11.76 million impairment on the amount owing by JPMHL in accordance with MFRS 9 and a RM34.13 million impairment of the Group's investment in this same subsidiary. Other contributing expenses include a RM7.19 million impairment charge on inventories and finance costs of RM15.31 million due to MFRS9 discounting.

Schedule F : Additional Disclosures Pursuant to Appendix 9B of the Listing requirements of Bursa Malaysia Securities Berhad (Cont'd)

3. Prospects

The Group's joint venture projects are on-going albeit at a slow pace due to the soft property market. In addition, the Group had submitted its new development plans on various parcels of land, some of which had already been approved by the relevant authorities. However, the Group is cautiously reassessing the take up rate due to the soft market. The Group's first "Build then Sell" project was completed and is in the final stages of undergoing inspection by authorities in order to obtain the Certificate of Completion and Compliance (CCC). Unfortunately, it was again delayed due to the reintroduction of CMCOs and MCO in Selangor and is now only expected to be obtained by early second quarter of 2021. Sales will be launched once CCC is obtained. However, the Board foresees a challenging environment ahead for the Group due to market conditions caused by the economic uncertainties brought about by the Covid-19 pandemic, coupled with the already weakened state of the property market which had existed since end of 2019.

The Group is now diversifying into agriculture businesses and has, during the previous quarter, entered into a joint venture to carry out the business of developing large-scale, sustainable, modern, commercial melon farming or any crops on part of our undeveloped Bukit Beruntung land-bank, to produce premium quality, safe foods and to market the products to, both, the local and international markets.

4. Profit Forecast and Profit Guarantee

The Group has not provided any profit forecast or profit guarantee in any public document during the current quarter.

5. Income Tax Expense and Refund

<u>Group</u>	Current quarter ended 31/12/2020 RM'000	Current year period ended 31/12/2020 RM'000
Income tax expense	(3)	(12)
Income tax refund	32	32
	29	20

6. Status of Corporate Proposals

On 22 March 2019, the Company announced the proposal to undertake a private placement of up to 10% of the total number of issued shares at a proposed issue price of RM0.045 per placement share. This proposal was approved by Bursa Malaysia on 10 April 2019. The Company then announced on 9 May 2019 that the price for the private placement has been fixed at RM0.04 per placement share. As at the date of this report, 75,000,000 new shares have been placed, thus enabling the Company to raise fresh capital funds of RM 3.0 million.

A summary of the utilisation of the RM3 million proceeds is presented below :

	Utilisation	Proposed Utilisation Submitted (RM'000)	Actual Proceeds Raised (RM'000)	Actual Utilisation (RM'000)	Balance of Proceeds To Be Placed (RM'000)
1	Partially finance the balance construction cost of Seroja Apartments project.	2,500		700	1,800
2	Partial repayment of borrowings (Settlement BalDS)	2,641		0	2,641
3a	General working capital – payment to contractors and purchase of construction materials for other on-going projects.	6,000		0	6,000
3b	General working capital – Operating expenses :				0
	General Administrative expenses	3,297		402	2,895
	Staff Related expenses	2,871		851	2,020
	Professional Fees	600		589	11
	Miscellaneous	970		398	572
4	Placement expenses	100		60	40
	TOTAL	18,979	3,000	3,000	15,979

The balance of the Proposed Utilisation had not been utilised as the Placement has not yet completed. On behalf of the Board, UOB Kay Hian Securities (M) Sdn. Bhd. had on 30 September 2019 announced that Bursa Malaysia Securities Berhad had, vide its letter dated 27 September 2019, resolved to grant a further extension of time until 9 April 2020 for Talam to complete the Private Placement. Subsequently, on 9 April 2020 on behalf of the Board, UOB Kay Hian Securities (M) Sdn. Bhd. had announced that the Private Placement had lapsed on that date.

Schedule F : Additional Disclosures Pursuant to Appendix 9B of the Listing requirements of Bursa Malaysia Securities Berhad (Cont'd)

7. Group Borrowings and Debt Securities

The Group's borrowings and debt securities are as follows:

	Secured		Total RM'000
	Short term RM'000	Long term RM'000	
As at 31.03.2020	75,220	393	75,613
Repayment	(81)	-	(81)
New loan	6,500	-	6,500
Reclassified from short term borrowing to long term borrowing	(40,008)	40,008	-
Reclassified from long term borrowing to short term borrowing	82	(82)	-
Deconsolidation from discontinued business	(9,103)	-	(9,103)
As at 31.12.2020	32,610	40,319	72,929

Schedule F : Additional Disclosures Pursuant to Appendix 9B of the Listing requirements of Bursa Malaysia Securities Berhad (Cont'd)

8. Material Litigation

Save as disclosed below, neither the Group nor the Company are engaged in any material litigation, claims or arbitration either as plaintiff or defendant, which has a material effect on the business or financial position of the Group, and the Board of Directors has no knowledge of any proceedings pending or threatened against the Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the business or financial position of the Group:

A Writ of Summons and the Statement of Claim was filed in the Kuala Lumpur High Court Civil Suit No. 22NCC-327-10/2015 (“Civil Suit”) by Universal Healthcare (R&D) Sdn Bhd (“UHSB”) against TTB and 3 other Defendants who were Directors of Pandan Indah Medical Management Sdn. Bhd. (In Liquidation), a former subsidiary of TTB (“PIMM”).

UHSB claims against TTB for the Declarations that TTB is a director of PIMM and that the business of PIMM was carried out by its Directors and/ or TTB and that the Directors of PIMM and/or TTB are personally liable to UHSB. Consequently, UHSB is seeking an order that the Directors of PIMM and/ or TTB pay jointly and/ or severally, the alleged debt arising from the judgment sum of RM23.82 million assessed by UHSB against PIMM together with interest at the rate of 8% per annum from the date of Writ of Summons until full settlement amounting to a total alleged claim of RM49.23 million (as at 12 October 2015) and/ or in the alternative, damages to be assessed.

TTB has filed its Defence and also counterclaimed against UHSB and the 3 Directors of UHSB for general damages, exemplary damages and aggravated damages for the tort of abuse of process and/ or malicious prosecution.

The full trial of the Civil Suit commenced on 19, 23 and 24 January 2017 and continued to be heard on 19 and 20 June 2017, 1, 2 and 3 August 2017, 20 and 24 October 2017, 27 and 28 November 2017, 18, 19 and 29 January 2018, 9 and 12 February 2018, 15 March 2018 and 5, 7, and 8 June 2018. The full hearing was completed on 25 June 2018. Both parties had put in their written submissions on 20 August 2018 and the reply on 12 September 2018. The Court had on 10 January 2019 and 12th to 14th June 2019 heard oral submissions and fixed 29 August 2019 to deliver its decision which was then deferred to 29 January 2020 and subsequently to 6 March 2020.

The High Court had on 6 March 2020 delivered its decision and dismissed UHSB’s Civil Suit and also TTB’s Counter Claim with no order as to costs. UHSB’s Solicitors had on 14 May 2020 served a Notice of Appeal dated 1st April 2020 to appeal to the Court of Appeal against part of the decision of the High Court dismissing UHSB’s High Court Civil Suit. The date for the hearing of the Appeal is not fixed.

9. Proposed dividend

No dividend has been declared for the current quarter.

Schedule F : Additional Disclosures Pursuant to Appendix 9B of the Listing requirements of Bursa Malaysia Securities Berhad (Cont'd)

10. Earnings Per Share

Basic earnings per share is calculated by dividing the profit for the current quarter attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial period, excluding treasury shares held by the Company.

	Current quarter ended 31 December 2020 RM'000	Current year period ended 31 December 2020 RM'000
Weighted average number of ordinary shares in issue, excluding treasury shares	4,292,644	4,292,644
Loss from continuing operations attributable to owners of the Company	(6,984)	(21,740)
Loss from discontinuing operations attributable to owners of the Company	(714)	(2,172)
Loss attributable to owners of the Company	<u>(7,698)</u>	<u>(23,911)</u>
Loss per share ("EPS") (in sen)		
Basic	<u>(0.18)</u>	<u>(0.56)</u>
Diluted	<u>(0.18)</u>	<u>(0.56)</u>

11. Annual Audited Report

The Company's external auditors, Messrs Baker Tilly Monteiro Heng PLT, has issued a qualified audit opinion for the audited financial statements for the financial period ended 31 March 2020 on the basis they are unable to determine whether any expected credit loss was necessary in accordance to MFRS 9 Financial Instruments, pertaining to an amount of RM31.82 million owing by an associate of the Group as at 31 March 2020 in relation to a property development project.

The Board wishes to clarify that this associate has a joint venture project with the Group for 100 units of superlink houses in Ulu Kelang and the Group is confident that this debt will be fully recoverable from the associate once they implement their project to coincide with when the country's economy recovers from the global Covid-19 pandemic and property prices have better value, especially since the development land is located in a choice location. The board of the associate company had presented the feasibility study and the Group has assessed the recoverability based on the feasibility study presented.

12. Authorisation for Issue

The interim financial report was authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 31 March 2021.

By order of the Board

Soo Kah Pik
 Company Secretary