

ECOFIRST CONSOLIDATED BHD AND ITS SUBSIDIARIES

CONDENSED CONSOLIDATED
INTERIM FINANCIAL REPORT
FOR THE QUARTER AND PERIOD ENDED
31 AUGUST 2022



Registration No. 197301001881 (15379-V)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 AUGUST 2022

	INDIVIDU	JAL PERIOD	CUMULATIVE PERIOD		
	Current Year Quarter / Period 31/08/2022 RM'000	Preceding Year Corresponding Quarter / Period 31/08/2021 RM'000	Current Year To Date 31/08/2022 RM'000	Preceding Year Corresponding Period 31/08/2021 RM'000	
Revenue Cost of sales	4,226 (2,212)	2,717 (1,924)	4,226 (2,212)	2,717 (1,924)	
Gross profit Other operating income Distribution costs Administration expenses	2,014 81 (230) (2,629)	793 876 (11) (2,318)	2,014 81 (230) (2,629)	793 876 (11) (2,318)	
Other operating expenses	(365)	(558)	(365)	(558)	
Loss from operations Finance income Finance costs	(1,129) 20 (3,816)	(1,218) 5 (889)	(1,129) 20 (3,816)	(1,218) 5 (889)	
Net finance costs Loss before tax	(3,796) (4,925)	(884)	(3,796) (4,925)	(884)	
Income tax expense Net loss for the period	(4,925)	(2,102)	(4,925)	(2,102)	
Attributable to:- Owners of the Company Non-controlling interests	(4,382) (543)	(2,100)	(4,382) (543)	(2,100)	
Net loss for the period	(4,925)	(2,102)	(4,925)	(2,102)	
Other comprehensive income, net of tax Fair value loss on equity investments designated at fair value through other comprehensive income	-	-	-	-	
Total comprehensive loss for the period	(4,925)	(2,102)	(4,925)	(2,102)	
Total comprehensive loss					
Attributable to:- Owners of the Company Non-controlling interests	(4,382) (543)	(2,100) (2)	(4,382) (543)	(2,100) (2)	
	(4,925)	(2,102)	(4,925)	(2,102)	
Basic loss per ordinary share (sen) Diluted loss per ordinary share (sen)	(0.38) (0.38)	(0.20) (0.20)	(0.38) (0.38)	(0.20) (0.20)	

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Statements for the financial year ended 31 May 2022.



Registration No. 197301001881 (15379-V)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 AUGUST 2022

AS AT 31 AUGUST 2022		
	(Unaudited)	(Audited)
	31/08/2022	31/05/2022
	RM'000	RM'000
Non-current assets		
Plant and equipment	1,696	1,771
Right of use assets	1,283	1,571
Investment properties	393,417	393,410
Inventories	189,684	188,979
Other financial assets	1,060	1,060
Deferred tax assets	663	663
	587,803	587,454
Current assets		
Inventories	350,629	349,295
Trade receivables	6,850	7,441
Other receivables, deposits and prepayments	7,219	6,864
Tax recoverable	4	4
Other financial assets	6	6
Cash and bank balances	6,941	8,234
	371,649	371,844
TOTAL ASSETS	959,452	959,298
Equity		
Share capital	258,969	258,713
Reserves	220,375	222,986
Equity attributable to shareholders of the Company	479,344	481,699
Non-controlling interests	99,868	100,411
Total equity	579,212	582,110
Non-current liabilities		
Lease liabilities	261	535
Borrowings	161,466	160,517
Other payables	8,400	8,400
Deferred tax liabilities	3,149	3,149
	173,276	172,601
Current liabilities		
Trade payables	18,842	17,998
Other payables and accruals	127,888	128,203
Lease liabilities	1,125	1,156
Borrowings	31,268	28,757
Tax payable	27,841	28,473
	206,964	204,587
TOTAL EQUITY AND LIABILITIES	959,452	959,298
Net assets per share attributable to ordinary		
equity holders of the Company (RM)	0.4076	0.4096

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Financial Statements for the financial year ended 31 May 2022.



Registration No. 197301001881 (15379-V)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 AUGUST 2022

At 1 June 2022	Share capital RM'000	Treasury shares RM'000	Retained profits RM'000	Equity attributable to Owners of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000 582,110
	,	(-,,	-,-	- ,	,	,
Transactions with owners: Disposal of treasury shares	256	1,771	-	2,027	-	2,027
Total transactions with owners	256	1,771		2,027		2,027
Net loss/Total comprehensive loss for the year	-	-	(4,382)	(4,382)	(543)	(4,925)
At 31 August 2022	258,969	(2,172)	222,547	479,344	99,868	579,212
At 1 June 2021	147,796	(3,943)	236,773	380,626	14,739	395,365
Transactions with owners: Issue of shares pursuant to private placements Acquisition of subsidiary Total transactions with owners	79,968 - 79,968	- - -	- - -	79,968 - 79,968	79,028 79,028	79,968 79,028 158,996
Net loss/Total comprehensive loss for the year	-	-	(2,100)	(2,100)	(2)	(2,102)
At 31 August 2021	227,764	(3,943)	234,673	458,494	93,765	552,259

The Condensed Consolidated Statements Of Changes In Equity should be read in conjunction with the Annual Financial Statements for the financial year ended 31 May 2022.



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 AUGUST 2022

	3 months ended 31/08/2022 RM'000	3 months ended 31/08/2021 RM'000
Cash flows from/(used in) operating activities Loss before tax	(4,925)	(2,102)
Adjustments for: Non-cash items - Non-operating items	441 3,721	(302) 889
Operating loss before working capital changes	(763)	(1,515)
Changes in working capital - Inventories - Trade and other receivables - Trade and other payables	(2,039) 236 529	(2,529) 1,335 2,674
Cash used in operations - Income tax paid	(2,037) (632)	(35) (153)
Net cash used in operating activities	(2,669)	(188)
Cash flows from/(used in) investing activities - Increase in investment properties - Decrease in fixed deposit pledged - Net dividend and interest received - Net cash inflow on acquisition of subsidiary - Addition to plant and equipment	(7) 1,320 95 - (78)	- - 686
Net cash from investing activities	1,330	686
Cash flows from/(used in) financing activities - Drawdown from term loans - Interest paid - Repayments of lease liabilities - Sales of treasury shares - Repayments of term loans	2,156 (3,816) (305) 2,027 (1,621)	(889) (214) - (819)
Net cash used in financing activities	(1,559)	(1,922)
Net decrease in cash and cash equivalents Cash and cash equivalents at beginning of period	(2,898) 938	(1,424) 359
Cash and cash equivalents at end of period	(1,960)	(1,065)
Cash and cash equivalents comprise: -	RM'000	RM'000
Cash and bank balances Less : Bank overdraft Less : Cash deposits pledged	6,941 (8,901) 	6,244 (5,989) (1,320)
	(1,960)	(1,065)

The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Annual Financial Statements for the financial year ended 31 May 2022.



NOTES TO THE INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED 31 AUGUST 2022

A. DISCLOSURE REQUIREMENTS AS PER MALAYSIA FINANCIAL REPORTING STANDARDS ("MFRS") 134. INTERIM FINANCIAL REPORTING

1. Basis of Preparation

The interim financial report is unaudited and has been prepared in accordance with requirements of MFRS 134: Interim Financial Reporting and the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 May 2022. The explanatory notes attached to the interim report provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 May 2022.

2. Significant Accounting Policies

The significant accounting policies adopted in the interim financial report are consistent with those of the audited financial statements for the financial year ended 31 May 2022, except for the adoption of the following Amendments to MFRS that are effective for the Group's financial year beginning 1 June 2022:-

Amendments to:

MFRS 3 Reference to the Conceptual Framework

MFRS 116 Property, Plant and Equipment – Proceeds before Intended Use

MFRS 137 Onerous Contracts – Cost of Fulfilling a Contract Amendments to MFRSs Annual Improvements to MFRSs 2018-2020

The adoption of the above amendments to MFRSs does not have any significant impact on the interim financial report of the Group.

3. Qualification of Audit Report

The audit report of the financial statements of the Group for the financial year ended 31 May 2022 was not qualified.

4. Seasonal or Cyclical Factors

There are no seasonal factors affecting the Group performance.



A. DISCLOSURE REQUIREMENTS AS PER MALAYSIA FINANCIAL REPORTING STANDARDS ("MFRS") 134, INTERIM FINANCIAL REPORTING

5. Material Changes in Estimates

There were no material changes in estimates that have had a material effect in the financial period todate results.

6. Debt and Equity Securities

As at 10 August 2022, the Company resale a total of 5,500,000 of its issued ordinary shares to the open market for a total consideration of RM2,027,284. These shares are being held as treasury shares in accordance with Section 127 of the Companies Act, 2016.

Save the above, there were no cancellation, repurchases, resale and repayments of debts and equity securities during the financial period to-date.

7. Dividends Paid

There were no dividends paid during the financial period to-date.

8. Segmental Reporting

	Gross Operating Revenue RM'000	Profit/(Loss) Before Tax RM'000
Property Investment	3,152	383
Property Development	368	(1,622)
Property Management	660	195
Investment and Others	1,370	(65)
	5,550	(1,109)
Elimination Inter-Group	(1,324)	-
Finance Costs	<u> </u>	(3,816)
	4,226	(4,925)

9. Valuation of Plant and Equipment

The valuation of plant and equipment has been brought forward, without amendments from the previous annual report.

10. Material Subsequent Events

As at 21 October 2022, there were no material subsequent events that have not been reflected in the financial statements for the current financial period.



A. DISCLOSURE REQUIREMENTS AS PER MALAYSIA FINANCIAL REPORTING STANDARDS ("MFRS") 134, INTERIM FINANCIAL REPORTING

11. Significant Related Party Transactions

Details of the relationship between the Group and its related parties are as described below: -

Name of Related Party Paramount Bounty Sdn Bhd ("PBSB")	Relationship PBSB is a subsidiary of Mercury Industries Berhad ("Mercury") in which Dato' Tiong Kwing Hee is the Managing Director and major shareholder of Mercury.
Mercury Industries Berhad ("Mercury")	Dato' Tiong Kwing Hee is the Managing Director and major shareholder of Mercury.

Shareholders' mandate had already been obtained at the Annual General Meeting held on 27 October 2021.

The information on the transactions which have been entered into with Mercury during the period is as follows: -

Related		Current Quarter	<u>Cumulative</u>
<u>Party</u>	Nature of Transactions	<u>Ended</u>	Year To Date
		31/08/2022	31/08/2022
		RM'000	RM'000
Mercury	Billings for rental	58	58

12. Effect of Changes in the Composition of the Group

There were no changes in the composition of the Group during the current interim financial period.

13. Changes in Contingent Liabilities/Contingent Assets

Inland Revenue Board ("IRB") had initiated civil proceedings against Pujian Development Sendirian Berhad ("PDSB"), a subsidiary of the Company, in respect of the notice of additional tax assessment for income tax amounting to RM30.7 million and tax penalties amounting to RM4.8 million. The details of these contingent liabilities are presented in Note B9(ii) in the interim financial report.



1. Review of Performance

For the first quarter of financial year ended 31 August 2022 ("1QFY2023"), the Group recorded revenue of RM4.2 million, representing an increase of 55.6% from RM2.7 million in the corresponding quarter of the preceding financial year. The Group recorded loss before tax ("LBT") of RM4.9 million in 1QFY2023 as compared to a LBT tax of RM2.1 million in the corresponding quarter of the preceding financial year.

The decline in performance was mainly due to deferment in the launching of new development pending approval from relevant authorities.

2. Variation of Results against Preceding Quarter

The Group's revenue of RM4.2 million in 1QFY2023 was 46.2% lower than the preceding quarter's revenue of RM7.8 million. The decrease in revenue is due to lower contribution from the property development segment.

For the 1QFY2023, the Group recorded LBT of RM4.9 million compared to LBT of RM5.7 million recorded in the preceding quarter. This was mainly due to deferment in the launching of new development pending approval from relevant authorities.

3. Current Financial Year's Prospects

The Malaysia economy is gradually returning to normal, but the pandemic's effects lingered. While we have moved to the endemic phase of the prolonged COVID-19 pandemic, the business landscape is facing new challenges with the onset of global inflation due to Russia's invasion of Ukraine, which has led to a surge in commodity prices, while the logistic bottlenecks and supply chain shortages were made worse with the lockdowns in parts of China. The increase in raw prices and commodity prices has led to a surge in inflation, including the rising building and construction costs.

The property sector is among the worst-hit industry that has been affected by the prevailing market uncertainty, compounded by concerns on affordability, rising inflation, strict financing guidelines and other macroeconomic challenges.

Notwithstanding the above, the Group is confident that the transition towards the endemic phase of COVID-19 will help the property sector to recover in FY2023. With our strategic initiatives to roll out our new property launch, EcoFirst is confident that the Group will return to profitability in the near-term.

The Group is targeting to launch its Sungai Besi project by end of 2022 with an estimated gross development value of approximately RM1.0 billion. The Group is optimistic about the prospects of the new property development launch given its strategic location, attractive pricing, with good products and features.



4. Variance of Profit Forecast / Profit Guarantee

Not applicable as the Group has not issued profit forecast or profit guarantee in a public document.

5. Notes to the Consolidated Statement of Comprehensive Income

	<u>Current</u>	Comparative	3 Months	3 Months
	<u>Quarter</u>	<u>Quarter</u>	<u>Cumulative</u>	<u>Cumulative</u>
	<u>Ended</u>	<u>Ended</u>	<u>Ended</u>	<u>Ended</u>
	31/08/2022	31/08/2021	31/08/2022	31/08/2021
	RM'000	RM'000	RM'000	RM'000
Loss before tax is arrived at after charging:-				
Depreciation and amortisation	441	352	441	352
Finance income	(20)	(5)	(20)	(5)
Finance costs				
- Interest expense	3,816	889	3,816	889

6. Income Tax Expense

	Current	Current Year
	Quarter Ended	To-Date
	31/8/2022	31/8/2022
	RM'000	RM'000
Income tax expense	-	-



7. Status of Corporate Proposals Announced

The following corporate proposals as announced by the Company have not been completed as at 21 October 2022.

(i) Status of Utilisation of Proceeds

The Company had completed the issuance of 27,694,500, 22,845,800 and 28,499,598 new ordinary shares at RM0.36, RM0.3547 and RM0.35 per share via private placement on 15 January 2021, 3 May 2021 and 1 October 2021 respectively. The status of utilisation of net proceeds raised from the issuance of ordinary shares, amounting to RM28,048,000 is as follows:

Description of utilisation	Actual proceeds raised RM'000	Actual utilisation RM'000	Balance unutilised RM'000	Intended timeframe for utilisation
Development expenditure for the Group's project and land acquistion	23,001	20,603	2,398	Within 11 months
General working capital	4,681	4,681	-	
Expenses for the Private Placement	366	366	-	
	28,048	25,650	2,398	-

(ii) Private Placement

On 13 June 2022, the Company announced that the Company proposed to undertake a private placement of up to 56,386,600 new ordinary shares in the Company ("Shares"), representing 4.84% of the existing total number of issued Shares (excluding treasury shares), to independent third-party investor(s) to be identified later at an issue price to be determined and announced at a later date ("Private Placement").

The Company had on 15 June 2022, obtained the approval of Bursa Malaysia Securities Berhad for the listing of and quotation for up to 56,386,600 Shares to be issued pursuant to the Private Placement.

As at 21 October 2022, the Company has not issued any Shares pursuant to the Private Placement.



7. Status of Corporate Proposals Announced (Cont'd)

(iii) Proposed BCM acquisition

The Company had on 23 September 2022, entered into a conditional share sale agreement ("SSA") with Tan You Tiong for the proposed acquisition of the remaining 49% equity interests in BCM Holdings Sdn Bhd ("BCM") comprising of 980,000 ordinary shares and 1,960,000 redeemable convertible preference shares of the proforma issued share capital of the Company upon completion of the Proposed BCM Selective Capital Reduction for a cash consideration of RM78.4 million, subject to the terms and conditions of the SSA.

(iv) Proposed EHSB disposal

The Company and its subsidiary EcoFirst Opal Sdn Bhd ("EOSB") had on 7 October 2022, entered into a conditional share sale agreement ("SSA") with Urbansonic Sdn Bhd ("USB") for the disposal of USB's entire 26.0% equity interest in EOSB to the Company for a total cash consideration of RM26 and the simultaneous disposal by EOSB of its entire 51.0% equity interest in EcoFirst Horizon Sdn Bhd ("EHSB") to USB for a total cash consideration of RM2,500,100, subject to the terms of the SSA.

8. Group Borrowings and Debt Securities

Total Group borrowings as at 31 August 2022 are as follows: -

	Secured RM'000	Unsecured RM'000	<u>Total</u> RM'000
Long-Term Borrowings			
Amount repayable after twelve months	161,466	-	161,466
	161,466	-	161,466
Short-Term Borrowings			
Current portion of long term borrowings	30,268	-	30,268
Non-Convertible Redeemable Preference Shares	-	1,000	1,000
	30,268	1,000	31,268
Total Group Borrowings	191,734	1,000	192,734



9. Changes in Material Litigation

Further to the disclosure in the previous quarter's report on material litigation, the changes in material litigation as at 21 October 2022 are as follows: -

In respect of the litigation cases stated in (i) below, for accounting purposes, all the amounts owed have been provided for in the financial statements.

(i) Chan Yoke Hong & 23 Others ("Plaintiffs") v Pujian Development Sdn Bhd ("PDSB")

The Plaintiffs had filed a lawsuit against PDSB, a wholly-owned subsidiary of the Company, seeking for rescission of the sale purchase agreements entered into with PDSB in respect of the retail units in South City Plaza. The Shah Alam High Court ("Court") has allowed the Plaintiffs' claims. In respect of the assessment of damages, the Court had on 17 September 2019 awarded the Plaintiffs with a total judgement sum of RM10.4 million (Enclosure 45). Plaintiffs and the PDSB had filed an appeal against the decision of Enclosure 45 (Enclosure 78 and 79).

PDSB had obtained a conditional Stay of Execution of Enclosure 45 (Enclosure 85) pending the appeals (Enclosure 78 and 79).

In respect of the Plaintiffs' appeal (Enclosure 78), the Court had dismissed the Plaintiffs' appeal with cost of RM2,000. The Plaintiffs have appeal against the decision of Enclosure 78 to the Court of Appeal. On 15 August 2022, the said appeal has been consolidated with all the other appeals and the Court has fixed the date of the hearing of all the main appeals on 16 January 2023.

In respect of PDSB's appeal (Enclosure 79), the Court has allowed part of the PDSB's appeal on 5 January 2021 and hence the judgement sum has reduced from RM10.4 million to RM5.5 million. Both Plaintiffs and PDSB have appeal against part of the decision of Enclosure 79. On 15 August 2022, both the appeals have been consolidated with all the other appeals and the Court has fixed the date of hearing of all the main appeals on 16 January 2023. Plaintiff has further filed a motion to strike out PDSB's appeal against Enclosure 79 (Enclosure 37) on 8 August 2022 and the Court has fixed 5 December 2022 for hearing of this motion.

PDSB also has filed an application under Order 40A Rule 3 of the Rules of Court 2012 to expunge the expert witness' evidence in Enclosure 45 (Enclosure 60) and the Court has dismissed PDSB's application. PDSB's appeal against the decision of Enclosure 60 (Enclosure 75) has dismissed by the Court. PDSB then filed an appeal against Enclosure 75 to the Court of Appeal. On 15 August 2022, the said appeal has been consolidated with all the other appeals and the Court has fixed the date of hearing of all main appeals on 16 January 2023. Plaintiff has further filed a motion to strike out PDSB's appeal (Enclosure 47) on 8 August 2022 and the Court has fixed 5 December 2022 for hearing of this motion.



9. Changes in Material Litigation (Cont'd)

(ii) Inland Revenue Board ("IRB") v PDSB

The IRB initiated civil recovery proceedings against PDSB, a wholly-owned subsidiary of the Company in respect of the additional income tax assessment of RM30.7 million and tax penalties of RM4.8 million to PDSB for the tax assessment year 2004. PDSB filed an application to the Kuala Lumpur High Court ("Court") to stay the civil proceedings. On 5 January 2018, the Court granted an order in terms in respect of PDSB's stay application until the full and final determination of its appeal on the same matter to the Special Commissioners of Income Tax ("SCIT").

The appeal before the SCIT is fixed for mention on 17 January 2023.

Upon consulting PDSB's tax solicitors, the Board is of the view that there are reasonable grounds to challenge the validity of the said notice of additional assessment raised by the IRB and the penalties imposed.

10. Dividend

No dividend has been declared for the current financial period to-date.



11. Loss Per Share

The loss per share have been calculated based on the consolidated net loss attributable to ordinary shareholders and weighted average number of ordinary shares in issue during the period.

		1		•
	Current Quarter Ended 31/08/2022	Cumulative Quarter Ended 31/08/2021	Current Year To Date 31/08/2022	Cumulative Year To Date 31/08/2021
	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Net loss attributable to owners of the Company	(4,382)	(2,100)	(4,382)	(2,100)
	('000)	('000)	(000)	('000)
Weighted average number of ordinary shares (Basic)	1,165,122	1,063,679	1,165,122	1,063,679
	(sen)	(sen)	(sen)	(sen)
Basic loss per ordinary shares	(0.38)	(0.20)	(0.38)	(0.20)
	('000)	('000)	('000)	('000)
Weighted average number of ordinary shares (Diluted)	1,165,122	1,063,679	1,165,122	1,063,679
	(sen)	(sen)	(sen)	(sen)
Diluted loss per ordinary shares	(0.38)	(0.20)	(0.38)	(0.20)