

STELLA HOLDINGS BERHAD

Company No. 199701004603 (420099-X)

(Incorporated In Malaysia)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

	Unaudited As at 31.12.2022 RM'000	Audited As at 31.03.2022 RM'000
ASSETS		
Non Current Assets		
Property, plant and equipment	35,302	30,422
Inventories	14,729	10,472
Investment properties	16,770	18,750
Goodwill on consolidation	-	856
	66,800	60,500
Current Assets		
Inventories	21	694
Contract costs	-	108
Contract assets	16,710	27,035
Trade receivables	6,469	11,464
Other receivables, deposits and prepayments	13,021	12,357
Current tax assets	76	307
Deposits placed with licensed banks	4,604	4,684
Cash and bank balances	4,201	2,543
	45,101	59,192
TOTAL ASSETS	111,902	119,692
EQUITY AND LIABILITIES		
Equity Attributable To Owners Of The Parent		
Share capital	31,713	31,713
Employee share option reserve	-	357
Retained earnings	4,383	20,034
Shareholders' Equity	36,095	52,104
Non-Controlling Interest	(2,279)	1,904
Total Equity	33,816	54,008
Non Current Liabilities		
Loans and borrowings	22,447	18,717
Deferred tax liabilities	268	335
	22,715	19,052
Current Liabilities		
Contract liabilities	2,243	1,782
Trade payables	9,236	10,707
Other payables, accruals and deposits	30,267	18,101
Loans and borrowings	13,219	15,792
Current tax liabilities	405	250
	55,370	46,632
Total Liabilities	78,086	65,684
TOTAL EQUITY AND LIABILITIES	111,902	119,692
Net assets per share attributable to owner of the parent	0.54	0.78

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

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UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR NINE MONTHS PERIOD ENDED 31 DECEMBER 2022

	INDIVIDUAL PERIOD		CUMULATIVE PERIOD	
	CURRENT YEAR QUARTER 31.12.2022 RM'000	PRECEDING YEAR QUARTER 31.12.2021 RM'000	CURRENT YEAR TO-DATE 31.12.2022 RM'000	PRECEDING YEAR TO-DATE 31.12.2021 RM'000
Revenue	15,632	10,976	33,698	35,273
Cost of sales	(25,755)	(9,235)	(41,935)	(28,944)
Gross (loss)/profit	(10,123)	1,741	(8,237)	6,329
Other operating income	4,877	295	5,432	679
Total (loss)/income	(5,245)	2,036	(2,805)	7,008
Administrative operating costs	(5,059)	(2,850)	(11,968)	(7,466)
Loss from operation	(10,304)	(814)	(14,773)	(458)
Finance cost	(517)	(151)	(1,535)	(420)
Loss before taxation	(10,821)	(965)	(16,308)	(878)
Tax expense	(434)	(64)	(448)	(71)
Loss from continuing operations	(11,256)	(1,029)	(16,757)	(949)
Discontinued operation				
(Loss)/profit from discontinued operation	(14)	498	(329)	997
Total Comprehensive (loss)/profit for the period	(11,270)	(531)	(17,086)	48
(Loss)/profit attributable to :				
Owners of the parent	(10,579)	(597)	(15,325)	5
-From continuing operations	(10,565)	(1,095)	(14,996)	(992)
-From discontinuing operation	(14)	498	(329)	997
Non-controlling interest	(691)	66	(1,761)	43
	(11,270)	(531)	(17,086)	48
Total Comprehensive (Loss)/Profit attributable to :				
Owners of the parent	(10,579)	(597)	(15,325)	5
-From continuing operations	(10,565)	(1,095)	(14,996)	(992)
-From discontinuing operation	(14)	498	(329)	997
Non-controlling interest	(691)	66	(1,761)	43
Total Comprehensive (Loss)/Profit	(11,270)	(531)	(17,086)	48
(Loss)/earnings per share : --	sen	sen	sen	sen
- basic / diluted	(15.79)	(0.89)	(22.87)	0.01

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

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UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
AS AT 31 DECEMBER 2022

	Share capital RM'000	Employee share option reserve RM'000	Retained earnings RM'000	Sub-total RM'000	Non- controlling interest RM'000	Total Equity RM'000
Group						
At 1 April 2021	31,713	-	18,327	50,040	2,594	52,634
Total comprehensive income/(loss) for the financial year	-	-	3,382	3,382	(690)	2,692
Transactions with owners						
Share option issued	-	357	-	357	-	357
Dividend paid on shares	-	-	(1,675)	(1,675)	-	(1,675)
Total transactions with owners	-	357	(1,675)	(1,318)	-	(1,318)
At 31 March 2022	31,713	357	20,034	52,104	1,904	54,008
Total comprehensive loss for the financial year	-	-	(15,325)	(15,325)	(1,761)	(17,086)
Transactions with owners						
Share option issued	-	(357)	1,348	991	-	991
Dividend paid on shares	-	-	(1,675)	(1,675)	-	(1,675)
Disposal of a subsidiary	-	-	-	-	(2,423)	(2,423)
Total transactions with owners	-	(357)	(327)	(684)	(2,423)	(3,107)
At 31 December 2022	31,713	-	4,383	36,094	(2,280)	33,816

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UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR NINE MONTHS PERIOD ENDED 31 DECEMBER 2022

Note	9 MONTHS PERIOD ENDED 31.12.2022 RM'000	9 MONTHS PERIOD ENDED 30.09.2021 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
(Loss)/Profit before taxation	(16,308)	307
Adjustments for :		
Non-cash items	(3,535)	(8,373)
Non-operating items (which are investing/financing)	5,207	(149)
Operating (loss)/profit before changes in working capital	(14,636)	(8,215)
Changes in working capital :		
Net changes in current assets	15,438	10,164
Net changes in current liabilities	11,267	(10,686)
Cash from/(used in) operations	12,069	(8,737)
Tax paid	(240)	(258)
Net cash from/(used) in operating activities	11,829	(8,995)
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash used in investing activities	(7,711)	(602)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net cash from/(used in) financing activities	1,294	(1,660)
Net increase/(decrease) in cash and cash equivalents	5,412	(11,257)
Cash and cash equivalents at beginning of financial period	(6,666)	8,157
Cash and cash equivalents at end of the quarter (i)	(1,254)	(3,100)
Note (i) :		
Represented by :		
Cash and bank balances	4,201	4,319
Deposits placed with licensed banks	4,604	4,912
Less : Pledged deposits	(4,604)	(4,912)
	4,201	4,319
Less : Bank Overdraft	(5,455)	(7,419)
	(1,254)	(3,100)

The Condensed Consolidated Statements of Cash Flows should be read in conjunction with the Audited Financial Statements for the financial year ended 31 March 2022.

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Notes to the Interim Financial Report

A1 Corporate Information

The Company is a public limited company, incorporated and domiciled in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad.

A2 Basis of preparation

The financial statements of the Group and of the Company have been prepared in accordance with the Malaysian Financial Reporting Standards (“MFRSs”), the International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia and the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad.

The condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements of the Group for the financial year ended 31 March 2022.

The accounting policies and methods of computation adopted by the Group in these interim financial statements are consistent with those adopted in the annual financial statements for the financial year ended 31 March 2022 except for those standards, amendments and interpretations which are effective from the annual period beginning on or after 1 April 2022 as disclosed below.

Amendments / Improvements to MFRSs

MFRS 1 First-time Adoption Malaysian Financial Reporting Standards

MFRS 3 Business Combinations

MFRS 9 Financial Instruments

MFRS 16 Leases

MFRS 116 Property, Plant and Equipment

MFRS 137 Provisions, Contingent Liabilities and Contingent Assets

MFRS 141 Agriculture

The adoption of these amendments / improvements have no material impact to these interim financial statements.

A3 Seasonal or cyclical factors

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

A4 Items affecting assets, liabilities, equity, net income or cash flows

There were no items affecting assets, liabilities, equity, net income or cash flows that are unusual because of their nature, size or incidence during the current financial quarter.

A5 Change in estimates

There were no significant changes in the estimates of amounts reported in the interim periods of prior financial years that have a material effect in the current financial period.

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Notes to the Interim Financial Report (cont'd)

A6 Debt and equity securities

There were no issuance and repayment of debt and equity securities, share buy-back, share cancellations, share held as treasury shares and resale of treasury shares for the current financial year to-date.

A7 Dividend paid

No dividend was paid for the current quarter under review.

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Notes to the Interim Financial Report (cont'd)**A8 Segment Revenue and Segment Result by Business Segments**

Segment information is presented in respect of the Group's business segment. All inter-segment transactions have been entered into in the normal course of business and have been established under terms and conditions that are not materially different from that obtainable in transactions with unrelated parties. The effects of the inter-segment transactions are eliminated on consolidation.

Business Segments	Investment Holding RM'000	Property Development RM'000	Construction RM'000	Property Investment RM'000	Maintenance, Facility Management and Services RM'000	Oil & Gas RM'000	Healthcare RM'000	Elimination RM'000	Group RM'000
9 months ended 31 Dec 2022									
Revenue									
External sales	-	4,960	28,568	118	-	2,971	51	-	36,669
Inter-segment sales	-	-	-	-	-	-	-	-	-
	-	4,960	28,568	118	-	2,971	51	-	36,669
Results									
Segment result	(1,986)	(2,830)	(10,804)	304	33	(279)	(3,243)	3,753	(15,053)
Finance costs	(7)	(581)	(248)	-	-	(50)	(756)	56	(1,586)
(Loss)/Profit before tax	(1,993)	(3,411)	(11,052)	304	33	(329)	(3,998)	3,809	(16,638)
Tax expense	-	(8)	(18)	(411)	(11)	-	-	-	(448)
(Loss)/Profit after tax	(1,993)	(3,419)	(11,070)	(107)	22	(329)	(3,998)	3,809	(17,086)

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Notes to the Interim Financial Report (cont'd)

A8 Segment Revenue and Segment Result by Business Segments (cont'd)

Business Segments	Investment Holding RM'000	Property Development RM'000	Construction RM'000	Property Investment RM'000	Maintenance, Facility Management and Services RM'000	Oil & Gas RM'000	Healthcare RM'000	Others RM'000	Elimination RM'000	Group RM'000
9 months ended 31 Dec 2021										
Revenue										
External sales	-	22,538	12,648	88	-	6,021	-	-	-	41,295
Inter-segment sales	-	-	-	90	-	-	-	-	(90)	-
	-	22,538	12,648	178	-	6,021	-	-	(90)	41,295
Results										
Segment result	(1,145)	3,275	(1,410)	(12)	2	1,219	(1,117)	(4)	(46)	762
Finance costs	-	(231)	(189)	-	-	(35)	-	-	-	(455)
(Loss)/Profit before tax	(1,145)	3,044	(1,599)	(12)	2	1,184	(1,117)	(4)	(46)	307
Tax credit/(expense)	4	(57)	-	(12)	(7)	(187)	-	-	-	(259)
(Loss)/Profit after tax	(1,141)	2,987	(1,599)	(24)	(5)	997	(1,117)	(4)	(46)	48

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Notes to the Interim Financial Report (cont'd)

A9 Valuation of property, plant and equipment and investment properties

The valuation of property, plant and equipment has been brought forward without amendment from the previous annual financial statement for the year ended 31 March 2022.

A10 Material subsequent events

- (i) On 4 January 2023, the Board of Directors of Stella Holdings Berhad has made announcement that Mewah Kota Sdn. Bhd., a wholly-owned subsidiary of the Company has accepted a Letter of Acceptance from RSM Builders Sdn. Bhd. in respect of the project titled “Projek Pembinaan Jalan Baharu dari Jalan Persekutuan FT3208 ke Jalan 132 Kaki di Kawasan UMW High Value Manufacturing Park (UMW HVMP) di Serendah, Selangor” (“the Contract”).

The total contract sum is Ringgit Malaysia Forty-One Million Two Hundred Eighteen Thousand Seven Hundred Sixty-Four and sen Twenty only (RM41,218,764.20). The Contract is for a period of thirteen (13) months and twelve (12) days. The date of completion shall be on 28 February 2024.

- (ii) On 13 January 2023, the Board of Directors of Stella Holdings Berhad announced that Proposed Disposal of 100% Equity Interest in Stella Healthcare Holdings Sdn Bhd has been completed following the Purchaser having paid the full purchase price to the Company. We refer to the Company’s announcement dated 14 October 2022 and 19 October 2022 in relation to the Proposed Disposal of 100% Equity Interest in Stella Healthcare Holdings Sdn Bhd.

Upon completion of the disposal, Stella Healthcare Holdings Sdn Bhd has ceased to be a subsidiary of Stella Holdings Bhd.

- (iii) On 18 January 2023, the Board of Directors of Stella Holdings Berhad announced that Paramount Ventures Sdn. Bhd., a wholly-owned subsidiary of the Company, has entered into a Sale and Purchase Agreement (“SPA”) with ID Ten Sdn. Bhd. [Reg No. 201701042411 (1256584-M)] (“Purchaser”) for the disposal of one (1) unit of single storey detached factory and an annexed three (3) storey office building having its postal address known as No. 25, Jalan Apollo U5/194, Bandar Pinggiran Subang, Section U5, 40150 Shah Alam, Selangor for a total sale consideration of Ringgit Malaysia Six Million (RM6,000,000.00) only subject to the terms and conditions as stipulated in the SPA (“Proposed Disposal”).

Save as disclosed above, there were no other material events subsequent to the end of the period under review, which are likely to affect the result of the Group’s operation substantially.

A11 Changes in composition of the Group

There were no changes in the composition of the Group during the financial quarter under review.

A12 Contingent liabilities or contingent assets

The Company has given corporate guarantees amounting to RM26.59 million (31/03/2022: RM32.61 million) to licensed banks for banking facilities granted to a subsidiary. Consequently, the Company is contingently liable for the amount of banking facilities utilised by subsidiaries amounting to RM19.55 million (31/03/2022: RM24.74 million).

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Additional information required by Bursa Malaysia Listing Requirements**B1 Review of performance**

	INDIVIDUAL PERIOD (3rd QUARTER)			CUMULATIVE PERIOD		
	CURRENT YEAR QUARTER 31.12.2022 RM'000	PRECEDING YEAR QUARTER 31.12.2021 RM'000	Change %	CURRENT YEAR TO-DATE 31.12.2022 RM'000	PRECEDING YEAR TO-DATE 31.12.2021 RM'000	Change %
Revenue	15,632	10,976	42%	33,698	35,273	-4%
Gross (loss)/profit	(10,123)	1,741	-681%	(8,237)	6,329	-230%
(Loss)/profit before Tax	(10,821)	(965)	-1021%	(16,308)	(878)	1757%
(Loss)/profit after Tax	(11,256)	(1,029)	-994%	(16,757)	(949)	1666%

Quarterly

For the current financial quarter, the Group recorded revenue of RM15.63 million and loss before tax of RM10.82 million compared to the preceding year corresponding quarter revenue of RM10.98 million and loss before tax of RM965,000.

The revenue of RM15.63 million mainly from Nilai Impian 2 at RM12.73 million, Loji Rawatan Air Langat 2 at RM2.11 million and Parit Markom at RM1.51 million. However, there was a reversal of RM1.36 million in revenue from the Pagoh project due to finalisation of account.

The gross loss of RM10.12 million was mainly contributed by projects Nilai Impian 2. Nilai Impian 2 forecasted losses of RM7.58 million to complete the project. Losses were due to the increase in building materials and labor costs. Mewah Kota Sdn Bhd had requested Variation of Price (VOP) and on 30 December 2022 Sime Darby Property (Nilai) Sdn Bhd approved claimable amount of maximum RM2.30 million. With approved VOP and possibly Variation Order (VO) on pipe jacking, the project still suffers losses of RM7.58 million. Therefore, the total foreseeable losses of RM7.58 million were recognized in the period under review including reversal of profit of RM319,793 recognised in the preceding year.

In addition, Pagoh project recorded a reversed of profit of RM1.24 million due to finalisation of account in the period under review. The final profits for the project stood at RM1.43 million.

The property development segment also recorded a reversal of profit by RM1.14 million for the Taman Sengkang affordable housing project due to revision of budgeted Gross Development Value (GDV). The final profits for the development stood at RM15.46 million.

The gross loss for the quarter was mitigated by a gain on disposal of property of approximately RM4.68 million with a provision of real property gain tax (RPGT) of RM400,000. The Group recorded a loss before tax of RM10.82 million for the current quarter under review.

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Additional information required by Bursa Malaysia Listing Requirements**B1 Quarterly (con'd)****Year-to-date**

For the nine months ended 31 December 2022, the Group recorded revenue of RM33.70 million and loss before tax of RM16.31 million as compared to corresponding preceding nine months ended 31 December 2021 revenue of RM35.27 million and loss before tax of RM878,000.

Lower revenue and significant loss before tax as compared to corresponding preceding nine months was mainly due to losses of RM7.58 million from Nilai Impian 2 project, reversal of profit RM1.24 million from Pagoh project upon finalisation of accounts and a reversal of profit by RM1.14 million for the Taman Sengkang affordable housing project due to revision of budgeted Gross Development Value (GDV).

B2 Comparison of the quarterly results to the results of the immediate preceding quarter.

	CURRENT QUARTER ENDED 31.12.2022 RM'000	IMMEDIATE PRECEDING QUARTER ENDED 30.09.2022 RM'000	Change %
Revenue	15,632	8,071	94%
Gross profit	(10,123)	669	-1613%
Loss Before Tax	(10,821)	(2,897)	-274%
Loss After Tax	(11,256)	(2,904)	-288%

For the current financial quarter, the Group recorded revenue of RM15.63 million and loss before tax of RM10.82 million compared to the immediate preceding quarter of revenue of RM8.07 million and loss before tax of RM2.89 million.

The revenue of RM15.63 million mainly from Nilai Impian 2 at RM12.73 million, Loji Rawatan Air Langat 2 at RM2.11 million and Parit Markom at RM1.51 million. However, there was a reversal of RM1.36 million in revenue from the Pagoh project due to finalisation of account.

Notwithstanding the above, the revenue is still insufficient to cover its operating costs. This resulted in a loss before tax of RM10.82 million for the current quarter.

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Additional information required by Bursa Malaysia Listing Requirements (cont'd)**B3 Prospects**

The Group under the new shareholders aggressively looking for new potential project and considering any other viable opportunities. However, we will remain focus on the existing core businesses of the Group which are construction and property development.

On 4 January 2023, our construction segment has been awarded a project from RSM Builders Sdn Bhd in respect of the contract “Projek Pembinaan Jalan Baharu dari Jalan Persekutuan FT3208 ke Jalan 132 Kaki di Kawasan UMW High Value Manufacturing Park (UMW HVMP) di Serendah, Selangor” with a contract value of RM41.22 million for a period of 13 months and 12 days. The newly awarded project is expected to enhance the revenue and earnings of the Group.

The new shareholders will undertake a comprehensive review of the businesses of the Group to determine the optimal strategy for the Group including reviewing the businesses and operations of the Group, taking such measures and making such arrangements, rationalisation and reorganisation of the Group, as the Group consider suitable for the improvement, future growth, viability or sustainability of the business operations of the Group.

Nevertheless, the Group may from time to time review strategic options with regards to the businesses or assets of the Group and where appropriate, undertake such changes, disposal and/or redeployment as part of the process to rationalise the business activities or direction of the Group, including any expansion activities, divestment of non-core businesses or monetisation of assets, or to improve the use of resources of the Group, with a view that the our Group remains competitive, sustainable or viable in the industry and to improve the prospects and growth of the Group.

B4 Profit forecast

Not applicable.

B5 Loss Before Tax

Loss before tax is arrived at after (crediting) / charging: -

	Current Quarter 31-Dec-22 RM'000	Preceding Year Quarter 31-Dec-21 RM'000	Current YTD 31-Dec-22 RM'000	Preceding Year YTD 31-Dec-21 RM'000
Interest Income	(27)	(27)	(76)	(86)
Interest Expenses	517	151	1,535	420
Depreciation Expenses	445	123	806	287
Depreciation - Right of Used of Asset	219	-	680	-
Gain on Disposal of assets	(4,662)	(104)	(4,683)	(115)
Write Back of Debt	-	-	-	(21)

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Additional information required by Bursa Malaysia Listing Requirements (cont'd)**B6 Taxation**

	Current Quarter 31-Dec-22 RM'000	Preceding Year Quarter 31-Dec-21 RM'000	Current YTD 31-Dec-22 RM'000	Preceding Year YTD 31-Dec-21 RM'000
- Prior Year Tax	26	44	26	44
- Current Year Tax	7	20	22	27
- Real Property Gain Tax	401	-	400	-
	434	64	448	71

Provision for tax was made in the current quarter on business and non business income derived mainly from operating income, rental, interest on repo and fixed deposit.

B7 Unquoted investments and properties

There was no sale of unquoted investments or properties for the current quarter and financial period to date.

B8 Purchase or disposal of quoted investments

There was no purchase or disposal of quoted investments for the current quarter.

B9 Borrowing

The Group borrowings are as follows: -

	As at 31-Dec-22 RM'000	As at 31-Mar-22 RM'000
<u>Short Term Borrowings (Secured)</u>		
- Bank Overdrafts	5,455	9,209
- Revolving Credit	6,000	6,000
- Lease Liabilities	1,764	521
- Term Loans	-	62
	13,219	15,792
<u>Long Term Borrowings (Secured)</u>		
- Lease Liabilities	22,447	17,729
- Term Loans	-	988
	22,447	18,717
Total Borrowings	35,666	34,509

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Additional information required by Bursa Malaysia Listing Requirements (cont'd)

B10 Material litigation

There is no material litigation for the financial period as at 31 December 2022.

B11 Dividend

On 22 September 2022 of the Annual General Meeting the shareholders have approved the final single-tier dividend of 2.5 sen per ordinary share in respect of the financial year ended 31 March 2022. The date of entitlement is on 27 October 2022 and payment made on 24 November 2022.

B12 Earnings per share

The basic/diluted earnings per share for the financial period has been calculated based on the consolidated loss after taxation attributable to the owners of the parent of RM15.33 million and on the number of ordinary shares issue of 67,000,000.

By Order of the Board
Yew @ Yeoh Siew Yen
MAICSA 7048094
Company Secretary
Shah Alam
23 February 2023