AURO HOLDINGS BERHAD

(formerly known as NWP Holdings Berhad) (Registration no. 199901020576 (495476-M)) Incorporated in Malaysia

QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE SECOND QUARTER ENDED 31 AUGUST 2023

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CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 AUGUST 2023

	(Unaudited) 3 Months Ended (Quarter)			(Unaudited) 6 Months Ended		
	31.08.2023 RM '000	31.08.2022 RM '000	Chg %	31.08.2023 RM '000	31.08.2022 RM '000	Chg %
Revenue	2,254	625	261%	3,944	1,322	198.3%
Cost of Sales	(2,595)	(1,223)		(4,241)	(2,457)	
Gross loss	(341)	(598)	43.0%	(297)	(1,135)	73.8%
Other income	652	18		1,202	28	
Administrative expenses	(612)	(521)		(1,126)	(1,868)	
Other operating expenses	(1)	(44)		-	(890)	
	(302)	(1,145)		(221)	(3,865)	
Finance cost	(5)	(9)		(13)	(41)	
Share of loss from joint venture company	-	-		(31)	-	
Loss before taxation	(307)	(1,154)	73.4%	(265)	(3,906)	93.2%
Taxation	-	-		-	-	
Loss for the period	(307)	(1,154)	73.4%	(265)	(3,906)	93.2%
Other comprehensive income, net of tax					-	
Total comprehensive loss for the period	(307)	(1,154)	73.4%	(265)	(3,906)	93.2%
Total comprehensive profit/(loss) for the period attributable to:						
- Owners of the Company	(307)	(1,154)		(265)	(3,906)	
Loss per share attributable to owners of the Company:						
- Basic (sen)	(0.05)	(0.22)		(0.05)	(0.74)	
- Diluted (sen)	N/A	N/A		N/A	N/A	

(The unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the financial year ended 28 February 2023, and the accompanying explanatory notes attached to this report).

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 AUGUST 2023

	(Unaudited) As at 31.08.2023 RM '000	Audited) As at 28.02.2023 RM '000
ASSETS		
Non-current assets		
Property, plant and equipment	25,394	25,828
Right-of-use asset	144	32
Investment in joint venture company	-	31
	25,538	25,891
Current assets		
Inventories	1,365	1,556
Trade and other receivables	2,920	821
Amount due from related company Deposits with licensed financial institutions	1,365 5	2,005
Cash and bank balances	196	- 2,935
	5,851	7,317
		.,
TOTAL ASSETS	31,389	33,208
EQUITY AND LIABILITIES		40.404
Share capital	46,134	46,134
Retained earnings/(Accumulated losses)	(18,843)	(18,578)
Total Equity	27,291	27,556
Non-current liabilities		
Other payables	286	286
Lease liability	66	3
	352	289
Current liabilities	4.470	100
Trade payables	1,170	133
Other payables Lease liability	2,496 80	5,200 30
Lease hability	3,746	5,363
	5,740	5,505
TOTAL LIABILITIES	4,098	5,652
TOTAL EQUITY AND LIABILITIES	31,389	33,208
Net assets per share (RM)	0.047	0.052

(The unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 28 February 2023, and the accompanying notes attached to this report).

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 AUGUST 2023

	Attributable to owners of the Company					
	Non- distributable	Distributable Retained earnings /				
	Share capital RM '000	(Accumulated losses) RM '000	Total equity RM '000			
As at 1 March 2022	34,775	(12,924)	21,851			
Net loss for the period	-	(3,906)	(3,906)			
As at 31 Aug 2022	34,775	(16,830)	17,945			
As at 1 March 2023	46,134	(18,578)	27,556			
Net loss for the period	-	(265)	(265)			
As at 31 Aug 2023	46,134	(18,843)	27,291			

(The unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the financial year ended 28 February 2023, and the accompanying explanatory notes attached to this report).

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 AUGUST 2023

-	1.08.2023 RM '000 (265)	31.08.2022 RM '000
		RM '000
Cash Flows from Operating Activities	(265)	
Profit/(Loss) before taxation:		(3,906)
Adjustments for:		
Non-cash items	(536)	1,416
Non-operating items	13	41
Operating profit/(loss) before working capital changes	(788)	(2,449)
Changes in working capital:		
Decrease/(Increase) in current assets and other receivables	(331)	214
Increase /(Decrease) in current liabilities	(1,667)	2,558
Cash generated from operations	(2,786)	323
Interest (paid)/received	(13)	(41)
Net cash generated/(used) in operating activities	(2,799)	282
Cash Flows from Investing Activities		
Purchase of property, plant and equipment	(138)	(95)
Proceeds from disposal of property, plant and equipment	90	-
Net cash used in investing activities	(48)	(95)
Cash Flows from Financing Activities		
Proceeds from issuance of shares	_	4
Drawdown of lease liabilities	113	47
Net repayment of hire purchase creditors	-	(785)
Net cash generated/(used) in financing activities	113	(734)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(2,734)	(547)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	2,935	765
CASH AND CASH EQUIVALENTS AT END OF PERIOD	201	218
Cash and cash equivalents comprise:		
Fixed deposits with licensed banks	5	83
Cash and bank balances	196	218
	201	301
Less: fixed deposits pledged with licensed banks	-	(83)
TOTAL CASH AND CASH EQUIVALENTS	201	218

(The unaudited Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements for the financial year ended 28 February 2023, and the accompanying explanatory notes attached to this report).

Part A. EXPLANATORY NOTES PURSUANT TO MFRS 134 -INTERIM FINANCIAL REPORTING

1.1. Basis of Preparation

The interim financial report of Auro Holdings Berhad (formerly known as NWP Holdings Berhad) ('the Group") has been prepared in accordance with the Malaysian Financial Reporting Standards ("MFRS") 134 - Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The interim financial report should be read in conjunction with the audited financial statements of the Group for the financial year ended 28 February 2023 and the accompanying explanatory notes attached to the interim financial statements.

The significant accounting policies and methods of computations adopted in the preparation of this interim financial report are consistent with those adopted by the Group in the audited financial statements for the financial year ended 28 February 2023.

Accounting standard and amendments to accounting standards that are applicable for the company in the following periods but not yet effective are as follows:

Description	Effective for annual periods beginning on or after
MFRS 17, "Insurance Contracts"	1 January 2023
Amendments to MFRS 17, "Insurance Contracts"	1 January 2023
Amendments to MFRS 101, "Presentation of Financial Statements" (Classification of Liabilities as Current or Non-Current)	" 1 January 2023
Amendments to MFRS 101, "Presentation of Financial Statements" (Disclosure of Accounting Policies)	" 1 January 2023
Amendments to MFRS 108, "Accounting Policies, Changes in Accounting Estimates and Errors" (Definition of Accounting Estim	1 January 2023 nates)
Amendments to MFRS 112, "Income Taxes" (Deferred Tax related Assets and Liabilities arising from a Single Transaction	to 1 January 2023
Amendments to MFRS 16, "Leases" (Lease Liability in a Sale and Leaseback)	1 January 2024
Amendments to MFRS 101, "Presentation of Financial Statements" (Non-current Liabilities with Covenants)	" 1 January 2024
Amendments to MFRS 10, "Consolidated Financial Statements" and MFRS 128, "Investments in Associates and Joint Ventures" (Sale or Contribution of Assets between an Investor and its Associate or Joint Venture)	To be determined

The adoption of the accounting standard and amendments to accounting standards are not expected to have any significant impact to the financial statements of the Group.

1.2. Seasonal or Cyclical Factors

The Group's businesses were not materially affected by any seasonal or cyclical factors.

Part A. EXPLANATORY NOTES PURSUANT TO MFRS 134 -INTERIM FINANCIAL REPORTING

1.3. Unusual Items

There were no unusual items due to their nature, size or incidence affecting assets, liabilities, equity, net income or cash flows of the Group in the current period under review.

1.4. Material Changes in Estimates

There were no changes in estimates that have a material effect on the amounts reported for the current financial period under review.

1.5. Issuances and Repayment of Debt and Equity Securities

There were no issuance, cancellation, repurchase, resale or repayment of debt and/or equity securities nor any share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares during the financial period under review.

1.6. Dividends paid or declared

There were no dividends paid nor declared in the current period under review.

Part A. EXPLANATORY NOTES PURSUANT TO MFRS 134 -INTERIM FINANCIAL REPORTING

1.7. Segmental Reporting

(a) Information about business segment

The reportable business segments of the Group comprise the following:

- Moulding and timber;
- Sand dredging; and
- Investment and others

<u>6 Months Ended 31.08.2023</u>	Moulding & Timber RM '000	Sand Dredging RM '000	Investment & Others RM '000	Elimi- nations RM '000	Conso- lidated RM '000
Total revenue Segment result:	1,624	2,320	-	-	3,944
Profit/(Loss) for the period	119	19	219	(622)	(265)
6 Months Ended 31.08.2022					
Total revenue Segment result:	1,322	-	-	-	1,322
Profit/(Loss) for the period	(1,566)	-	(2,340)	-	(3,906)

(b) Information about geographical segment

	6 Month	6 Months Ended		
	31.08.2023 RM '000	31.08.2022 RM '000		
Revenue from geographical segments:				
Malaysia	3,002	69		
Asia Pacific	942	1,253		
Total	3,944	1,322		

Part A. EXPLANATORY NOTES PURSUANT TO MFRS 134 -INTERIM FINANCIAL REPORTING

1.8. Material Events Subsequent to the End of the Current Quarter

There were no material events subsequent to the end of the current quarter under review.

1.9. Changes in the Composition of the Group

On 26 July 2023, the Company incorporated a new wholly-owned subsidiary, Auro Capital Sdn Bhd ("Auro Capital") with issued capital of RM2.00. Its issued capital was subsequently increased to RM550,000 on 9 August 2023. The intended activities of Auro Capital are to carry on food and beverage ("F&B") business, which will include F&B retail operations, selling merchandise in-store and offering a variety of foods and beverages to customers. The Company owns 100% of the shares in Auro Capital. As at the date of this report, Auro Capital had not yet commenced operations.

There were no other changes to the composition of the Group during the current quarter under review.

1.10. Contingent Liabilities and Contingent Assets

There were no contingent liabilities nor contingent assets as at the end of the quarter under review.

1.11. Capital Commitments

There were no capital commitments as at the end of the quarter under review.

Part B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

2.1. Review of Performance

2nd Quarter 2023 vs 2nd Quarter 2022

Group revenue for the second quarter ended 31 August 2023 was RM2.25 million compared to RM0.63 million for the same period last year. Higher revenue was mainly due to revenue contribution from the sand business coupled with higher domestic and export timber sales.

The Group recorded a loss of RM0.31 million compared to a loss of RM1.15 million for the same period last year. The lower loss was attributed to better management of expenses and lower headcount which resulted in lower gross loss from the timber segment. Additionally, the sand business contributed positively to the Group's bottomline. Results for the quarter under review was assisted by reversals of impairment on receivables.

Half year 2023 vs Half year 2022

Group revenue for the half year ended 31 August 2023 was RM3.94 million compared to RM1.32 million recorded for the corresponding period in the previous year. Higher revenue for the current half year under review was mainly due to the sand business and increase in local sales of timber, despite some decrease in exports.

For the half year ended 31 August 2023, the Group recorded lower loss of RM0.27 million compared to a loss of RM3.91 million for the same period last year. Gross loss from the timber segment was lower for the half year under review due to vigilant management of expenses and lower headcount. Lower loss was also attributed to reversals of impairment on receivables and lower overhead expenses.

Loss for the half year ended 31 August 2023 included a share of loss from joint venture company of about RM0.03 million.

Part B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

2.2. Material Changes in the Quarterly Results Compared to the Immediate Preceding Quarter's Results

	(Unaudited) 3 Months Ended		
	31.08.2023 RM '000	31.05.2023 RM '000	Chg %
Revenue	2,254	1,691	33.3%
Cost of Sales	(2,595)	(1,645)	
Gross profit/(loss)	(341)	46	-841.3%
Other income	652	550	
Administrative expenses	(612)	(515)	
Other operating expenses	(1)	-	
	(302)	81	-472.8%
Finance cost	(5)	(8)	
Share of loss from joint venture company	-	(31)	
Profit/(Loss) before taxation	(307)	42	-831.0%
Taxation	-	-	
Profit/(Loss) for the period	(307)	42	-831.0%
Other comprehensive income, net of tax	-	-	
Total comprehensive profit/(loss) for the period	(307)	42	-831.0%
Total comprehensive profit/(loss) for the period attributable to:			
- Owners of the Company	(307)	42	
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Revenue for the Group for the second quarter was higher at RM2.25 million compared to RM1.69 million in the preceding quarter ended 31 May 2023 due to both higher export and local timber sales. Group revenue was also bolstered by increased revenue from its sand business compared to the preceding first quarter ended 31 May 2023.

The Group recorded a loss for the period of RM0.31 million compared to a marginal profit of about RM0.04 million in the preceding quarter ended 31 May 2023. Loss for the quarter under review was mainly due to some cut off for inventory in the current quarter which was attributed to last quarter. There was also gain on disposal of property, plant and equipment which was recorded in last quarter's results. Additionally, there was some higher professional fees incurred in the second quarter under review in relation to start-up costs for new subsidiary, Auro Capital.

Part B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

2.3. Prospects for the Financial Year Ending 28 February 2024

The Board of Directors is mindful of navigating the business through current economic conditions. The timber industry in Malaysia is likely to be faced with increased scrutiny regarding sustainable sourcing and responsible forestry practices. Despite such challenges, Management continues to streamline its timber business and focuses efforts on controlling overhead costs. The Board is hopeful that its money losing timber segment will be able to record a turnaround in the not too distant future.

The sand dredging business has commenced some activity, however, Management expects slower forthcoming quarters.

In an effort to further diversify away from the reliance on the timber business, the Company will be venturing into the food and beverage ("F&B") business. It had incorporated a whollyowned subsidiary company, Auro Capital, to operate the F&B retail business in the Group. Management is targeting and planning for commencement of F&B operations before the year end, barring any unforeseen circumstances.

Notwithstanding the above, the Company will continue its efforts to seek new, viable businesses to further improve the bottomline of the Group.

2.4. Variance of Actual Profit from Forecast Profit / Profit Guarantee

This is not applicable as no profit forecast was published.

2.5. Taxation

There was no provision for tax in the current quarter as the subsidiaries of the Group have sufficient unutilised tax losses, unabsorbed capital allowances and reinvestment allowances to set off against any taxable profit.

Part B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

2.6. Status of Corporate Proposals

On 23 August 2022, Bursa Securities approved the listing for up to 52,640,350 shares to be issued pursuant to the private placement that was first announced on 26 July 2022. Details of shares issued and allotted pursuant to the private placement were as follows:

Placement tranche	Date of price fixing	lssuance date	No. of shares issued & allotted	lssue price per share (RM)	Basis for issue price
Tranche 1	24-Aug-22	2-Sep-22	12,613,400	0.2085	9.97% discount to 5-day VWAP of NWP shares of RM0.2316 / share
Tranche 2	13-Sep-22	22-Sep-22	13,957,000	0.2085	7.99% discount to 5-day VWAP of NWP shares of RM0.2266 / share
Tranche 3	28-Sep-22	6-Oct-22	14,311,700	0.2185	9.97% discount to 5-day VWAP of NWP shares of RM0.2427 / share
Tranche 4	20-Jan-23	8-Feb-23	11,755,000	0.2290	9.84% discount to 5-day VWAP of NWP shares of RM0.2290 / share

Total placement shares issued and allotted was 52,637,100 shares, amounting to RM11,358,930.

On 15 June 2023, shareholders of the Company approved the variation of utilisation of proceeds raised from the private placement tranches as abovementioned. The status of utilisation of proceeds raised based on the revised utilisation as at 31 August 2023 were as follows:

Purpose	Timeframe for Utilisation	Revised Proposed Utilisation of Proceeds RM'000	Actual Utilisation RM'000	Deviation / Unutilised RM'000
Working capital	Within 24 months	10,295	10,295	-
Capital requirement for joint venture	Within 24 months	1,000	570	430
Estimated expenses	Upon completion	64	64	-
TOTAL		11,359	10,929	430

The balance of proceeds raised and unutilised is held as cash in the Company pending utilisation.

On 30 August 2023, the Company announced plans to undertake a private placement of up to 10% of the total number of issued shares. However, the Company subsequently announced on 5 October 2023 that it would be aborting the proposed private placement, having reassessed the Group's financial position. It would be reconsidering the Group's fund raising options to meet its financial commitments.

Part B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

2.7. Loans and Borrowings

There were no borrowings and debt securities as at the end of the quarter under review.

2.8. Off Balance Sheet Financial Instruments

The Group had not entered into any forward foreign exchange contracts maturing within 6 months to hedge its trade transactions. There Group has no off-balance sheet financial instrument exposure as at the end of the quarter under review.

2.9. Related Party Transactions

There were no related party transactions during the quarter under review.

2.10. Material Litigation

(a) <u>NWP Builder Sdn Bhd ("NWP Builder") vs Ismail bin Hassan ("the Respondent")</u>

On 12 January 2023, NWP Builder, a wholly-owned subsidiary of the Company, had issued a Notice of Arbitration against the Respondent in connection with a Share Sale Agreement ("SSA") dated 14 October 2016. NWP Builder had entered into the SSA with the Respondent to acquire 300 ordinary shares representing 30% equity interest in Aviation A.I. Inc. for a cash consideration of USD1,500,000 payable to Ismail in exchange for the 300 ordinary shares.

In the Notice of Arbitration, NWP Builder seeked the return of RM4.1 million or any other sum deemed appropriate by the Arbitral Tribunal and damages. This claim was on the basis of the Respondent's non-fulfillment of the conditions precedent as set out in the SSA, including the failure to transfer the ownership and title of the shares in Aviation A.I. to NWP Builder.

On 10 July 2023, the appointed Sole Arbitrator informed the parties of his close relationship with one of the counsels for the Respondent. On 16 August 2023, a request was made for the appointment of new arbitrator and is currently pending a response from the Respondent.

(b) <u>NWP Resources Sdn Bhd ("NWPR") and Auro Holdings Berhad (formerly known as NWP Holdings Berhad) ("Auro" or "the Company") vs the Estate of Kee Soon Ling, Deceased ("Kee Soon Ling") and GT Nelson Realty Sdn Bhd ("GT Nelson")</u>

On 6 March 2023, the Company and its wholly-owned subsidiary, NWPR, filed a Writ and Statement of Claim against Kee Soon Ling and GT Nelson. Kee Soon Ling was a director of the Auro and NWPR from 6 May 2015 until his resignation on 21 March 2022. Kee Soon Ling was also a director and shareholder of GT Nelson, which is a real estate agency. He resigned as director of GT Nelson on 11 May 2022 and ceased as its shareholder on 7 October 2022.

Part B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

During his tenure as director of the Company and NWPR, he caused NWPR to rent a premise at Desa Commercial Centre from Seri Tiara Development Sdn Bhd ("Seri Tiara"). He also caused NWPR to engage GT Nelson as its real estate agent to find sub-tenants for the said premises. However, Kee Soon Ling and GT Nelson failed to secure any sub-tenants as agreed, which caused financial losses to NWPR. As such, the Company and NWPR are claiming damages against Kee Soon Ling and GT Nelson.

This case is currently being stayed pending the decision on Suit 168, which involve the estate of Kee Soon Ling. The next case management had been fixed on 31 January 2024 before the High Court Judge, YA Tuan Ong Chee Kwan.

The above are the latest updates on pending litigations and the Group is not engaged in other material litigation as plaintiff or defendant as at the date of this report.

2.11. Loss Per Share

(a) Basic loss per share

	(Unauc) 3 Months Qua)	s Ended	(Unau) 6 Month (Cumu)	s Ended
	31.08.2023	31.08.2022	31.08.2023	31.08.2022
Net loss attributable to owners of the Company (RM'000)	(307)	(1,154)	(265)	(3,906)
Weighted average no. of shares ('000)	579,041	526,404	579,041	526,404
Loss per share (sen)	(0.05)	(0.22)	(0.05)	(0.74)

(b) Diluted loss per share

The fully diluted earnings per share for the Group is not presented as there are no potential dilutive shares outstanding as at the balance sheet date.

2.12. Auditor's Report on Preceding Annual Financial Statements

There was no qualification in the audit report on the preceding audited financial statements.

Part B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

2.13. Notes to the Statement of Comprehensive Income

Profit/(Loss) before taxation is arrived at after crediting/(charging) the following income/(expense) items:

	3 Months End	ed (Quarter)	6 Months Ended (Cumulati	
	31.08.2023 RM '000	31.08.2022 RM '000	31.08.2023 RM '000	31.08.2022 RM '000
Interest expense Depreciation and amortisation	(5) (233)	(9) (246)	(13) (455)	(41) (1,310)
Reversal of/(Provision for) impairment and write off of inventories	179	-	179	-
Gain/(Loss) on disposal of properties, plant and equipment	-	-	53	-
Foreign exchange gain/(loss)	(6)	5	(6)	9

Dated: 26 October 2023