

A. EXPLANATORY NOTES PURSUANT TO MFRS 134

1. (a) Basis of preparation

The financial statements of the Group have been prepared under the historical cost convention and modified to include other bases of valuation as disclosed in other sections under significant accounting policies, and comply with Malaysian Financial Reporting Standards (MFRSs), International Financial Reporting Standards (IFRSs) and the Companies Act 2016 in Malaysia.

The financial statements are reported in Ringgit Malaysia, which is the Group's functional currency.

(b) Statement of compliance

The following are accounting standards, amendments and interpretations of the MFRS framework that have been issued by the Malaysian Accounting Standards Board ("MASB") but have not been adopted by the Group:

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2020

- Amendments to MFRS 3, Business Combinations – Definition of Business
- Amendments to MFRS 101, Presentation of Financial Statements and MFRS 108, Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Material
- Amendments to References to the Conceptual Framework in MFRS Standards

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2021

- MFRS 17, Insurance Contracts

MFRSs, Interpretations and amendments effective for annual periods beginning on or after 1 January 2022

- Amendments to MFRS 101, Presentation of Financial Statements – Classification of liabilities as current or non-current

MFRSs, Interpretations and amendments effective for a date yet to be confirmed

- 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

The Group plans to apply the abovementioned standards, amendments and interpretations in the respective financial years when the above standards, amendments and interpretations become effective.

The initial application of the accounting standards, amendments and interpretations are not expected to have any material financial impacts to the current and prior period financial statements of the Group upon their first adoption.

2. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors' report on the financial statements for the year ended 31 December 2019 was not qualified.

3. SEGMENTAL INFORMATION

The segment revenues and segment results for business segments for the current financial period to date are as follows: -

	Property Development RM'000	Property Investment RM'000	Car Park Operator RM'000	Investment Holding RM'000	Others RM'000	Elimination RM'000	Consolidated RM'000
REVENUE							
External sales:							
-Sales of properties	47,165	-	-	-	-	-	47,165
-Rental income	-	20,859	-	-	-	-	20,859
-Car park management income	-	-	663	-	-	-	663
-Others	138	-	-	-	-	-	138
-Hotel and food and beverage	-	11,463	-	-	-	-	11,463
Inter-segment	-	-	-	-	-	-	-
Total	47,303	32,322	663	-	-	-	80,288
OTHER INCOME							
Interest income	626	219	6	1	3	-	855
Rental income *	1,405	30	-	-	-	-	1,435
Inter-segment	-	-	-	-	-	-	-
Fair value adjustment	-	-	-	-	-	-	-
Others	850	-	6	-	-	-	856
Total	2,881	249	12	1	3	-	3,146
RESULTS							
Segment results	1,880	15,665	567	(325)	(60)	-	17,727
Finance cost							(1,416)
Profit before tax							16,311
Taxation							(5,154)
Net profit for the Period							11,157

Segmental reporting by geographical segments has not been prepared as all activities of the Group's operations are carried out within Malaysia.

*Note: * Rental income arising from letting of vacant undeveloped land and unsold inventory.*

4. ITEMS OF UNUSUAL NATURE AND AMOUNTS

There were no items affecting the assets, liabilities, equity, net income or cash flows of the Group during the financial quarter ended 31 March 2020 that are unusual because of their nature, size or incidence.

5. CHANGES IN ESTIMATES

There were no changes in estimates that have had a material effect in the current quarter results.

6. SEASONAL OR CYCLICAL FACTORS

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

7. DIVIDENDS PAID

There were no dividends paid during the current quarter.

8. CARRYING AMOUNT OF REVALUED ASSETS

The value of the investment properties have been adjusted to fair value at the end of the financial year ended 31 December 2019.

There has been no revaluation of investment properties during the current quarter and financial year.

9. DEBT AND EQUITY SECURITIES

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the current quarter.

10. CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group during the current quarter ended 31 Marh 2020.

11. COMMITMENT

The amount of capital commitment not provided for in the financial statements as at 31 March 2020 is as follow:

Approved and contracted for:	RM <u>4,730,624</u>
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12. CHANGES IN CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There were no changes in contingent liabilities or contingent assets since the last audited Statement of Financial Position as at 31 December 2019.

13. RECURRENT RELATED PARTY TRANSACTIONS

The significant recurrent related party transactions for the financial period were summarized as follow:-

Group	RM
<u>Rental received from:</u>	
Bestari Bestmart Sdn Bhd	739,400
Harapan Terang Motor Sdn Bhd	5,100

14. EVENTS SUBSEQUENT TO THE DATE OF THE FINANCIAL POSITION

There were no material events subsequent to the end of the interim period which have not been reflected in the financial statements for the interim period under review.

B. EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING_REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

15. PERFORMANCE REVIEW

The Group has registered revenue and profit before taxation of RM80.3 million and RM16.3 million respectively for the current quarter ended 31 March 2020. This represents a decrease of 34% and 57% respectively over the results achieved in the preceding corresponding quarter ended 31 March 2019.

The current quarter's performance was impacted by the outbreak of the Covid-19 pandemic and the implementation of the Movement Control Order ("MCO") beginning from 18 March 2020. The MCO required temporary closure of all businesses except for those involved in the provision of essential services and products and had resulted in a 14-day closure of the business operations of the Group during the current first quarter under review.

The Group's hotels and resorts business segment was affected by lower sales, cancellation of events and room sales primarily due to the growing concerns and uncertainties created by the Covid-19 pandemic.

The current quarter's performance is explained in the detailed financial analysis below:

	First Quarter Ended 31.03.20 RM'000	First Quarter Ended 31.03.19 RM'000	Variances Increase/ (Decrease) RM'000	%
Revenue	80,288	121,985	(41,697)	(34)
Cost of sales	31,216	55,763	(24,547)	(44)
Other income	3,146	2,786	360	13
Selling and marketing expenses	4,356	639	3,717	582
Administrative expenses	30,135	28,330	1,805	6
Finance costs	1,416	2,444	(1,028)	(42)
Profit before taxation	16,311	37,595	(21,284)	(57)

16. COMMENT ON MATERIAL CHANGE IN PROFIT BEFORE TAXATION

The Group's profit before taxation for the quarter under review was approximately 88% lower than the results registered in the immediate preceding quarter ended 31 December 2019.

Global economic conditions have weakened significantly. Measures to contain the Covid-19 pandemic have disrupted economic activity across most economies.

The lower Group's profit before taxation is explained in the detailed financial analysis below:

	First Quarter Ended 31.03.20 RM'000	Fourth Quarter Ended 31.12.19 RM'000	Variences Increase/ (Decrease) RM'000	%
Revenue	80,288	260,175	(179,887)	(69)
Cost of sales	31,216	92,538	(61,322)	(66)
Other income	3,146	35,441	(32,295)	(91)
Selling and marketing expenses	4,356	26,133	(21,777)	(83)
Administrative expenses	30,135	37,871	(7,736)	(20)
Finance costs	1,416	1,619	(203)	(13)
Profit before taxation	16,311	137,414	(121,103)	(88)

17. COMMENTARY ON PROSPECTS

The Covid-19 pandemic has resulted in unprecedented preventive global lockdown measures of varying degrees and these undoubtedly have adversely impacted the global economy.

The property development business segment is expected to be impacted by slower property sales mainly due to the expected liquidity squeeze arising from the contraction of the economy. The lockdown measure has also affected the progress of construction of the Group's ongoing projects.

Going forward, the Directors expect that the footfall to the shopping malls will continue remain low due to the general public still being wary of Covid-19 infection despite the implementation of preventive SOPs. The low footfall may create a downward pressure on rental collections and revenue.

As for the hotels and resorts business segment, the Directors also expect that the occupancy rates and the revenue from events will remain low arising from low tourist arrivals coupled with new social distancing rules during the Recovery MCO period.

The recent incentives announced under the Short-term Economic Recovery Plan in Malaysia, particularly for the hotels and resorts and property development business segments, may partly mitigate the adverse impact of the Covid-19 pandemic. Taking into account of all the aforesaid, the Directors expect the results of the Group for the remaining quarter of the financial year ending 31 December 2020 to be adversely impacted.

18. PROFIT FORECAST

Not applicable

19. INCOME TAX EXPENSE

	Current Quarter Ended 31.03.2020 RM'000	Financial Period Ended 31.03.2020 RM'000
Taxation		
-current taxation	5,154	5,154
Total Income Tax Expense	<u>5,154</u>	<u>5,154</u>

20. STATUS OF CORPORATE PROPOSAL ANNOUNCED

There were no corporate proposals announced during the period under review.

21. BORROWINGS

	As at 31.03.2020 RM'000	As at 31.12.2019 RM'000
<u>Short term borrowings (Secured)</u>		
Term loan	<u>6,933</u>	<u>6,933</u>
<u>Long term borrowings (Secured)</u>		
Term loan	<u>99,959</u>	<u>101,693</u>
<u>Total Borrowings</u>		
Term loan	<u>106,892</u>	<u>108,626</u>

All of the above borrowings are denominated in Ringgit Malaysia.

22. CHANGES IN MATERIAL LITIGATION

There were no changes in material litigation, including the status of pending material litigation since the date of the last Audited Statement of Financial Position ended 31 December 2019.

23. DIVIDEND PAYABLE

No interim ordinary dividend has been declared or approved for the financial period ended 31 March 2020.

24. EARNINGS PER SHARE

(a) BASIC

Basic earnings per share amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares in issue during the period, excluding treasury shares held by the Group.

	Current Quarter Ended 31.03.20 RM'000	Financial Period Ended 31.03.20 RM'000
Profit attributable to ordinary equity holders of the parent	11,157	11,157
Issued ordinary shares as at beginning of the period	1,017,216	1,017,216
Effect of shares issued during the period- Treasury share	-	-
Weighted average number of ordinary shares in issue	1,017,216	1,017,216
	Sen	Sen
Basic earnings per share	<u>1.10</u>	<u>1.10</u>

(b) DILUTED

	Current Quarter Ended 31.03.20 RM'000	Financial Period Ended 31.03.20 RM'000
Profit attributable to ordinary equity holders of the parent	11,157	11,157
Weighted average number of ordinary shares in issue	<u>1,017,216</u>	<u>1,017,216</u>
Adjusted weighted average number of ordinary shares in issue and issuable	<u>1,017,216</u>	<u>1,017,216</u>
	Sen	Sen
Diluted earnings per share	<u>1.10</u>	<u>1.10</u>

25. PROFIT BEFORE TAXATION

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

	3 Months Ended 31.03.20 RM'000	Year-to-date Ended 31.03.20 RM'000
(a) Interest income	856	856
(b) Other income including investment income	2,290	2,290
(c) Interest expense	1,244	1,244
(d) Depreciation and amortisation	2,651	2,651
(e) Provision for and write off of receivables	-	-
(f) Provision for and write off of inventories	-	-
(g) Gain or loss on disposal of quoted or unquoted investment properties	-	-
(h) Impairment of assets	-	-
(i) Foreign exchange gain/(loss)	-	-
(j) Gain/(loss) on derivatives	-	-
(k) Exceptional items/ Net Gain in FV adjustment	<u>-</u>	<u>-</u>

26. AUTHORITY FOR ISSUE

The interim financial statements were authorized for issue by the Board of Directors in accordance with a resolution of the Directors dated 26 June 2020.

On Behalf of the Board
KSL Holdings Berhad

Lee Chye Tee
Executive Director