

# **GETS GLOBAL BERHAD**

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## **UNAUDITED INTERIM FINANCIAL REPORT FOR THE FINANCIAL PERIOD OF THREE MONTHS ENDED 31 DECEMBER 2019**

# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### UNAUDITED INTERIM FINANCIAL REPORT

FOR THE FINANCIAL PERIOD OF THREE MONTHS ENDED 31 DECEMBER 2019

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<b>CONTENTS</b>	<b>PAGES</b>
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	1
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION	2
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	3
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS	4
Part A - EXPLANATORY NOTES PURSUANT TO MFRS 134 INTERIM FINANCIAL REPORTING	5
Part B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD	8

# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD OF THREE MONTHS ENDED 31 DECEMBER 2019

	CURRENT QUARTER		CUMULATIVE QUARTER	
	31-Dec-19	31-Dec-18	31-Dec-19	31-Dec-18
	RM'000	RM'000	RM'000	RM'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	9,293	6,952	14,409	13,426
Cost of sales	(7,727)	(7,999)	(13,966)	(16,301)
<b>Gross loss</b>	<u>1,566</u>	<u>(1,047)</u>	<u>443</u>	<u>(2,875)</u>
Other income	2,323	1,490	6,251	2,897
Administrative expenses	(1,350)	(1,557)	(3,412)	(2,604)
Selling and distribution expenses	(10)	(25)	(23)	(43)
<b>Profit/(Loss) from operations</b>	<u>2,529</u>	<u>(1,139)</u>	<u>3,259</u>	<u>(2,625)</u>
Finance costs	(372)	(292)	(619)	(580)
<b>Profit/(Loss) before taxation</b>	<u>2,157</u>	<u>(1,431)</u>	<u>2,640</u>	<u>(3,205)</u>
Taxation	(672)	-	(715)	(43)
<b>Profit/(Loss) for the period</b>	<u><u>1,485</u></u>	<u><u>(1,431)</u></u>	<u><u>1,925</u></u>	<u><u>(3,248)</u></u>
<b>Profit/(Loss) after taxation attributable to:-</b>				
Owners of the Company	1,069	(1,354)	1,173	(2,976)
Non-controlling interests	416	(77)	752	(272)
	<u><u>1,485</u></u>	<u><u>(1,431)</u></u>	<u><u>1,925</u></u>	<u><u>(3,248)</u></u>
<b>Total comprehensive Profit/(loss) attributable to:-</b>				
Owners of the Company	1,069	(1,354)	1,173	(2,976)
Non-controlling interests	416	(77)	752	(272)
	<u><u>1,485</u></u>	<u><u>(1,431)</u></u>	<u><u>1,925</u></u>	<u><u>(3,248)</u></u>
<b>Basic and diluted earning/(loss) per ordinary share (sen)</b> (Note B13)	0.85	(1.07)	0.93	(2.36)

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the year ended 30 June 2019 and the accompanying explanatory notes attached to the interim financial statements.

# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2019

	AS AT 31-Dec-19 RM'000 (Unaudited)	AS AT 30-Jun-19 RM'000 (Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	63,109	65,797
Development expenditure	4,027	113
Trade and other receivables	4,245	4,245
<b>Total non-current assets</b>	<u>71,381</u>	<u>70,155</u>
<b>Current assets</b>		
Inventories	5,932	6,180
Trade and other receivables	16,487	14,404
Tax recoverable	431	36
Cash and bank balances	486	341
<b>Total current assets</b>	<u>23,336</u>	<u>20,961</u>
<b>TOTAL ASSETS</b>	<u>94,717</u>	<u>91,116</u>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to owners of the Company</b>		
Share capital	69,145	69,145
Reserves	(33,396)	(34,569)
Shareholders' funds	35,749	34,576
Non-controlling interests	3,621	2,869
<b>TOTAL EQUITY</b>	<u>39,370</u>	<u>37,445</u>
<b>Non-current liabilities</b>		
Deferred tax liabilities	4,340	4,264
Trade and other payables	1,899	2,199
<b>Total non-current liabilities</b>	<u>6,239</u>	<u>6,463</u>
<b>Current liabilities</b>		
Trade and other payables	29,671	26,471
Amount owing to directors	256	-
Loans and borrowings	18,471	18,165
Government grants	-	2,500
Tax payables	710	72
<b>Total current liabilities</b>	<u>49,108</u>	<u>47,208</u>
<b>TOTAL LIABILITIES</b>	<u>55,347</u>	<u>53,671</u>
<b>TOTAL EQUITY AND LIABILITIES</b>	<u>94,717</u>	<u>91,116</u>
Net assets per ordinary share (RM)	<u>0.31</u>	<u>0.30</u>

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the year ended 30 June 2019 and the accompanying explanatory notes attached to the interim financial statements.

# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD OF THREE MONTHS ENDED 31 DECEMBER 2019

	← Attributable to owners of the Company →					
	Share Capital RM'000	Non-Distributable Reserve - Revaluation Reserves RM'000	Distributable Reserve - Accumulated Losses RM'000	Total RM'000	Non-controlling Interests RM'000	Total Equity RM'000
As at 1 July 2018	69,145	14,637	(39,025)	44,757	2,318	47,075
Realisation of revaluation reserve	-	(1,708)	1,708	-	-	-
Realisation of deferred tax liabilities arising from revaluation reserve	-	-	105	105	-	105
Change in ownership interest in a subsidiary	-	-	(30)	(30)	30	-
Total comprehensive (loss)/income for the financial year	-	-	(10,256)	(10,256)	521	(9,735)
As at 30 June 2019	<u>69,145</u>	<u>12,929</u>	<u>(47,498)</u>	<u>34,576</u>	<u>2,869</u>	<u>37,445</u>
As at 1 July 2019	69,145	12,929	(47,498)	34,576	2,869	37,445
Total comprehensive (loss)/income for the financial period	-	-	1,173	1,173	752	1,925
As at 31 December 2019	<u>69,145</u>	<u>12,929</u>	<u>(46,325)</u>	<u>35,749</u>	<u>3,621</u>	<u>39,370</u>

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the year ended 30 June 2019 and the accompanying explanatory notes attached to the interim financial statements.

# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL PERIOD OF THREE MONTHS ENDED 31 DECEMBER 2019

	Year To Date 31-Dec-19 RM'000 (Unaudited)	Year To Date 30-Jun-19 RM'000 (Audited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit/(Loss) before taxation	2,640	(10,497)
Adjustments for:-		
Depreciation of property, plant and equipment	2,675	5,543
Bad debts written off	-	273
Impairment loss on property, plant and equipments	-	580
Reversal of impairment loss on trade receivables	(1,500)	(397)
Loss on disposal of property, plant and equipment	-	217
Loss on remeasurement of trade and non-trade receivables	-	215
Allowance for expected credit loss - trade receivables	-	1,910
Reversal of remeasurement of trade and non-trade receivables	-	(1,204)
Reversal of remeasurement of trade and non-trade payables	-	125
Amortisation of government grants	(2,500)	(8,100)
Write off of inventories	-	2,176
Write off of property, plant and equipment	-	107
Interest expenses	619	1,165
Operating profit before working capital changes	1,934	(7,887)
Changes in working capital:-		
Inventories	261	4,495
Trade and other receivables	(1,535)	(4,637)
Trade and other payables	2,144	(2,221)
Cash generated from operations	2,804	(10,250)
Interest paid	(31)	(842)
Tax refund	-	18
<b>Net Operating Cash Flows</b>	<b>2,773</b>	<b>(11,074)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Development expenditure	(3,914)	(113)
Proceeds from disposal of property, plant and equipment	-	854
Purchase of property, plant and equipment	-	(513)
<b>Net Investing Cash Flows</b>	<b>(3,914)</b>	<b>228</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Interest paid	(216)	(323)
Advance from directors	-	650
Advances from related parties	-	1,281
Increase in trust receipts	-	99
Government grants	1,196	10,600
(Repayment)/Drawdown of hire purchase payables, net	60	(260)
(Repayment)/Drawdown of term loans, net	24	(1,045)
<b>Net Financing Cash Flows</b>	<b>1,064</b>	<b>11,002</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>(77)</b>	<b>156</b>
<b>CASH AND CASH EQUIVALENTS BROUGHT FORWARD</b>	<b>(9,779)</b>	<b>(9,935)</b>
<b>CASH AND CASH EQUIVALENTS CARRIED FORWARD</b>	<b>(9,856)</b>	<b>(9,779)</b>
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS:-</b>		
Cash and bank balances	486	341
Bank overdrafts	(10,342)	(10,120)
	<b>(9,856)</b>	<b>(9,779)</b>

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the year ended 30 June 2019 and the accompanying explanatory notes attached to the interim financial statements.

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(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### NOTES TO THE INTERIM FINANCIAL REPORT

#### Part A - Explanatory Notes Pursuant to MFRS 134 INTERIM FINANCIAL REPORTING

##### A1. Basis of Preparation

This interim financial statements are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standard ("MFRS") 134 "Interim Financial Reporting", IAS 34 Interim Financial Reporting, and paragraph 9.22 and Appendix 9B of the Listing Requirements of the Bursa Malaysia Securities Berhad. The interim financial statements are in compliance with Malaysian Financial Reporting Standards ("MFRSs") and International Financial Reporting Standards ("IFRSs").

This interim financial statements should be read in conjunction with the audited financial statements for the year ended 30 June 2019. The explanatory notes attached to the interim financial statements 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 year ended 30 June 2019.

The accounting policies and methods of computation adopted for the interim financial report are consistent with those of the audited financial statements for the year ended 30 June 2019.

The Group has not adopted the following MFRSs, Interpretations and amendments that have been issued by the MASB as at the date of authorisation of this interim financial report :-

##### New MFRSs

- Amendments to references to the Conceptual Framework in MFRS Standards
  - Amendments to MFRS 2, Share-Based Payment*
  - Amendments to MFRS 3, Business Combinations*
  - Amendments to MFRS 6, Exploration for an Evaluation of Mineral Resources*
  - Amendments to MFRS 14, Regulatory Deferral Accounts*
  - Amendments to MFRS 101, Presentation of Financial Statements*
  - Amendments to MFRS 108, Accounting Policies, Changes in Accounting Estimates and Errors*
  - Amendments to MFRS 134, Interim Financial Reporting*
  - Amendments to MFRS 137, Provisions, Contingent Liabilities and Contingent Assets*
  - Amendments to IC Interpretation 12, Service Concession Arrangements*
  - Amendments to IC Interpretation 19, Extinguishing Financial Liabilities with equity Instruments*
  - Amendments to IC Interpretation 22, Foreign Currency Transactions and Advance Consideration*
  - Amendments to IC Interpretation 132, Intangible assets - Web Site Costs*
- MFRS 17, Insurance Contracts
- IC Interpretation 23, Uncertainty over Income Tax Treatments
- Amendments to MFRS 3, Business Combinations: Definition of a Business
- Amendments to MFRS 101, Presentation of Financial Statements and MFRS 108, Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Material

The interim financial statements of the Group is also prepared on the going concern basis.

- (i) However, the Group's current liabilities exceeded its current assets by RM25.8 million at the end of the financial period ended 31 December 2019.
- (ii) As disclosed in Note 16 and Note 26 to the audited financial statements for the financial year ended 30 June 2019, the Group and the Company had defaulted the principal and interest payments amounting to approximately RM18 millions on its borrowing from AmBank Islamic Bank Berhad, AmBank Berhad ("AmBank") and Hong Leong Bank Berhad ("HLBB") due to its financial constraints.

In addition, the Courts has granted the banks with the Order for Sale by public auction on the charged properties secured against the borrowing facilities of the Group.

HLBB has on 11 October 2019 proposed a repayment arrangement and agreed to withhold legal action subject to the conditions set out in the letter including the requirement for the Group to pay an upfront payment of RM1 million on or before 17 October 2019. The amount was not paid as of to date. Notwithstanding that, HLB in the letter dated 23 January 2020 is willing to consider the company's request upon receipt of definitive settlement proposal from the company.

Whilst AmBank, on 23 October 2019, has proposed 3 settlement dates for the outstanding Trust Receipt with the latest date due on 30 November 2019 prior to the agreement of repayment arrangement propose by the Company. The amount was not paid . AmBank subsequently on 8 January 2020 indicated they do not have objection to withdraw legal claim against KBES and/or security parties in respect of the MTF-i account provided the account is settled on or before 14 January 2020. The amount also was not paid. The Kuala Lumpur High Court, on 23 January 2020, based on the hearing on 19 December 2019 has granted the application by AmBank which was claiming for recovery of sum of RM5,105,315.09 and RM4,764,942.40. The Company on 18 February 2020 had filed an appeal to the Court of Appeal and in the process to apply for stay of execution in respect of the decision.

# GETS GLOBAL BERHAD

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(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### NOTES TO THE INTERIM FINANCIAL REPORT

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#### A1. Basis of Preparation (continue)

During the financial year ended 30 June 2019, the subsidiary company has sold certain buses amounted to RM7.84 million to a related party. The purchase of the buses is financed by hire purchase. The fund is in the process of drawing down. The proceeds from the sale of buses will be used for settlement of the defaulted Trust Receipt amounted to approximately RM4.8 million and the upfront payment of RM1 million as initial settlement for the purpose of finalising the loan restructuring with the Banks and finance the working capital needs of the Group.

In addition, the Company has engaged an Investment Bank to act as the Company's adviser as placement agent for a proposed private placement of RM1.89 million.

- (iii) In addition, the Company and certain subsidiaries have pending material litigations with financial institutions and creditors as detailed in Note B11 to the interim financial statements.

These factors, along with the matters as set forth in the preceding paragraph, indicate the existence of material uncertainties which may cast significant doubt on the ability of the Group and the Company to continue as going concerns and therefore, the Group and the Company may be unable to realise their assets and discharge their liabilities in the normal course of business.

Nevertheless, the financial statements of the Group and of the Company have been prepared on a going concern basis, the validity of which is dependent on the successful implementation of the following:

- (i) Receipt of sales proceeds from the sale of buses amounted to RM7.84 million;
- (ii) Restructuring of the defaulted loan with the lenders;
- (iii) The completion of private placement of RM1.89 million;
- (iv) The ability of the Group and the Company to achieve sustainable and viable operations with adequate cash flows generate from their operating activities; and
- (v) Continuing support from lenders and creditors.

Should the restructuring plan not be successfully formulated and concluded, the entire borrowings may become repayable immediately and the application of the going concern accounting concept may be inappropriate and adjustments may be required to, inter alia, write down assets to their realisable values, reclassify all long term assets and liabilities as current and to provide for any further costs which may arise.

The directors of the Company are positive that the outcome of the restructuring plan will be successfully concluded with the various lenders of the Group and of the Company. In view of that, the lenders will not demand immediate repayment of the outstanding balances. Accordingly, the directors of the Company are of the opinion that it is appropriate for the financial statements of the Group and the Company to be prepared on a going concern basis.

#### A2. Auditors' Report on Preceding Annual Financial Statements

There were no audit qualifications on the annual financial statements for the year ended 30 June 2019.

#### A3. Seasonal or Cyclical Factors

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

#### A4. Unusual Items due to their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group during the quarter under review.

#### A5. Material Changes in Estimates

There were no changes in estimates used for accounting estimates which may have a material effect for the current quarter under review.

#### A6. Debt and Equity Securities

There are no issuance and repayment of debts and equity securities during the current quarter.

#### A7. Dividend Paid

There was no dividend paid during the quarter under review.



# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### NOTES TO THE INTERIM FINANCIAL REPORT

#### A8. Segmental Information

The segmental reporting by business units based on their products and services provided is set out below:-

(a) For the six (6) months ended 31 December 2019

	Results for 6 months ended 31/12/2019					Consolidated RM'000
	Investment holding RM'000	City Bus Services RM'000	Express Bus Services RM'000	Bus Production and Bus Repair & RM'000	Elimination RM'000	
<b>Revenue</b>						
External customers	-	5,351	4,330	4,728	-	14,409
Inter-segment revenue	120	-	-	-	(120)	-
<b>Total revenue</b>	<u>120</u>	<u>5,351</u>	<u>4,330</u>	<u>4,728</u>	<u>(120)</u>	<u>14,409</u>
<b>Results</b>						
Segment results	<u>(185)</u>	<u>3,773</u>	<u>(1,590)</u>	<u>2,436</u>	-	4,434
Depreciation and amortisation	(374)	-	(1,276)	(98)	(927)	(2,675)
Finance costs	(155)	-	(246)	(218)	-	(619)
Write-back of bad debts	-	-	1,500	-	-	1,500
Tax expense	-	-	-	(672)	(43)	(715)
<b>Consolidated profit after taxation</b>						<u>1,925</u>

(b) For the six (6) months ended 31 December 2018

	Results for 6 months ended 31/12/2018					Consolidated RM'000
	Investment holding RM'000	City Bus Services RM'000	Express Bus Services RM'000	Bus Production and Bus Repair & RM'000	Elimination RM'000	
<b>Revenue</b>						
External customers	-	5,769	7,657	-	-	13,426
Inter-segment revenue	120	-	-	707	(827)	-
<b>Total revenue</b>	<u>120</u>	<u>5,769</u>	<u>7,657</u>	<u>707</u>	<u>(827)</u>	<u>13,426</u>
<b>Results</b>						
Segment results	<u>(118)</u>	<u>1,966</u>	<u>(2,489)</u>	<u>284</u>	-	(357)
Depreciation and amortisation	(20)	(1,044)	(1,102)	(102)	-	(2,268)
Finance costs	(123)	-	(296)	(161)	-	(580)
Tax expense	(14)	-	13	(42)	-	(43)
<b>Consolidated Loss after taxation</b>						<u>(3,248)</u>

(c) No geographical segment is presented as the Group operates principally in Malaysia.

#### A9. Revaluation of Property, Plant and Equipment

There were no revaluation of property, plant and equipment during the current financial quarter.

#### A10. Subsequent Events

There were no subsequent event save as disclosed in the notes B8 and B11.

#### A11. Changes in the Composition of the Group

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

#### A12. Contingent Liabilities

The Group has no material contingent liabilities as at the date of this announcement, save as disclosed in Note B9 below relating to contingent liabilities in respect of bank guarantees issued.

#### A13. Capital Commitments

There were no capital commitments that have a material effect in the current quarter ended 31 December 2019.

# GETS GLOBAL BERHAD

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(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### NOTES TO THE INTERIM FINANCIAL REPORT

#### A14. Significant Related Party Transactions

For the six months period ended 31 December 2019, the group has recurrent related party transactions of a revenue or trading nature as follow:

Related Parties	Nature of Transactions	Cumulative	Cumulative
		Quarter ended	Quarter ended
		31.12.19	31.12.18
		RM'000	RM'000
1) AMP	Purchase of bus spare parts	89	615
2) ACSB	Rental of premises	180	180
3) ASF	Security services	972	1,125
4) AHESB	Repair and maintenance	797	-
5) SCLSB	Charter bus	571	470
6) SWCSB	Charter bus	5	415
		<u>2,614</u>	<u>2,805</u>

- 1) AMP- Aiman Motor Performance Sdn Bhd is wholly owned by Datuk Che Azizuddin and his wife. Datuk Che Azizuddin and his wife are also directors of AMP
- 2) ACSB- Arca Corporation Sdn Bhd is wholly owned by Datuk Che Azizuddin and his wife. Datuk Che Azizuddin and his wife are also directors of ACSB
- 3) ASF- Arca Security Force Sdn Bhd is wholly owned by ACSB. Datuk Che Azizuddin and his wife are also directors of ASF.
- 4) AHESB - Arca Hi-Tech Engineering Sdn Bhd is owned by Datuk Che Azizuddin and his wife. Datuk Che Azizuddin and his wife are also directors of AHESB.
- 5) SCLSB - Super Coachliner Sdn Bhd is owned by Arca Industries Sdn Bhd which is owned by Datuk Che Azizuddin and his wife. SCLSB's directors are Datuk Che Azizuddin and his son Che Aiman bin Che Azizuddin.
- 6) SWCSB - Stoneway Corporation Sdn Bhd is owned by Arca Industries Sdn Bhd which is owned by Datuk Che Azizuddin and his wife. SWCSB's directors are Datuk Che Azizuddin and his son Che Aiman bin Che Azizuddin.

#### Part B - Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

##### B1. Review of Performance

Revenue from:-	Cumulative	Cumulative
	quarter ended	quarter ended
	31-Dec-19	31-Dec-18
	RM'000	RM'000
Investment holding	120	120
Express bus services	4,330	7,657
City bus services	5,351	5,769
Assembly and maintenance of coaches and air-conditioners	4,728	707
	<u>14,529</u>	<u>14,253</u>
Inter segment elimination	<u>(120)</u>	<u>(827)</u>
	<u>14,409</u>	<u>13,426</u>
<b>Profit/(Loss) before taxation</b>	<u><b>2,640</b></u>	<u><b>(3,205)</b></u>

The Group recorded revenue of RM14.409 million for the cumulative period six months ended 31 December 2019, increased by 7% compared to the same period last year of RM13.426 million. The increase mainly derived from the revenue from contract work for the development of Electric Bus which offset the decrease in revenue from its express bus service.

The increase in the revenue and other income have contributed to the increase in its Profit Before Taxation to RM2.640 million form a Loss Before Taxation of RM3.205 mil recorded in the same period last year.

##### B2. Comparison with the Preceding Quarter's Results

The Group recorded revenue of RM9.293 mil in the current quarter which is 82% higher than the preceeding quarter mainly due to revenue from contract work for the development of EV bus recorded in the current quarter. The current quarter recorded a Profit Before Taxation of RM2.158 million, increased from RM483 thousand recorded in the preceding quarter mainly due to higher revenue and margin recorded from its contract works for the development of EV Bus.

##### B3. Prospects

The Group is mindfull of the various challanges facing by the Group particularly related to the legal suits and outstanding dues to various parties

The Group is however cautiously optimistic that the undergoing restructuring exercise pursued by the Group covering both operational and financial perspectives will be able to strenghten and place the Group onto a stronger footing. The Group foresees the bus transportation industry will continue to remain relevant and with good growth prospects in line with the Government's National Transport Policy 2019-2030 to strengthen public transportation within cities and urban areas and to promote use of environmentally friendly vehicles where the Group is presently involved in the design and development of electric buses.

# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### NOTES TO THE INTERIM FINANCIAL REPORT

#### B4. Profit Forecast or Profit Guarantee

The Group did not issue any profit forecast or profit guarantee in the current quarter or in the prior financial year.

#### B5. Taxation

	Cumulative quarter ended 31-Dec-19 RM'000	Cumulative quarter ended 31-Dec-18 RM'000
Income tax	715	-
Deferred tax	-	43
	<u>715</u>	<u>43</u>

#### B6. Disposal of Unquoted Investments and/or Properties

There were no disposals of unquoted investment or properties during the quarter under review.

#### B7. Quoted Securities

There were no acquisitions or disposals of quoted securities during the current quarter under review.

#### B8. Status of Corporate Proposals

Following is the status of on-going corporate proposals announced by the Group.

##### a) Establishment E-Mobility Centre

The Group, on 9 April 2019 announced that it had entered into Memorandum of Understanding with KPIT Technologies Limited, India with the intentions to combine the resources and expertise to pursue selective opportunities (hereinafter collectively referred to as "Identified Projects") in the Malaysian and international market which will benefit the Parties through joint cooperation and collaboration based on a "joint venture" association or relationship in the establishment of an E-Mobility Centre.

The Group subsequently on 3 June 2019 and 26 September 2019 announced the incorporation of GETS E-Mobility Solutions Sdn Bhd ("GEMS") and a Shareholders Agreement entered with KPIT TECHNOLOGIES PTE LTD. ("KPIT") (a wholly owned subsidiary of KPIT Technologies Limited, India) to establish an E-Mobility Centre to pursue selective opportunities in the Malaysian and international market ("PROJECTS"), with the Company to hold 80% equity interest of the JV company.

##### b) Proposed Private Placement Exercise

The Group, on 13 December 2019 announced that it proposes to undertake a private placement of up to 10% of the total number of issued ordinary shares of the Company. The proposal is pending finalisation and shall submit to Bursa Securities in due time.

#### B9. Group Borrowings

The details of the Group's loans and borrowing, all of which are denominated in Ringgit Malaysia are as follows:-

	As at 31-Dec-19 RM'000	As at 30-Jun-19 RM'000
<b>Short term:-</b>		
Hire purchase payables	475	415
Term loans & Trust Receipt	7,654	7,630
Bank overdraft	10,342	10,120
	<u>18,471</u>	<u>18,165</u>
<b>Long term:-</b>		
Hire purchase payables	-	-
Term loans	-	-
	<u>-</u>	<u>-</u>

Additionally, the Group has outstanding bank guarantees issued for a total amount of RM799,000.

The bank overdrafts and term loans are secured by way of:-

- first party legal charges over leasehold properties of subsidiaries;
- third party legal charge over leasehold properties of a subsidiary;
- corporate guarantee by the Company.

#### B10. Off Balance Sheet Financial Instruments

There was no financial instrument with off-balance sheet risk as at the date of this announcement applicable to the Group.

# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### NOTES TO THE INTERIM FINANCIAL REPORT

---

#### B11. Material Litigation

- a) On 30.11.2018, pursuant to a Writ of Summons and Statement of Claim served on behalf of Badanbas Sdn Bhd, summary judgement was entered against Pengangkutan Awam Putrajaya Travel & Tours Sdn Bhd ("PAPTT"), a 80% owned by subsidiary of the Group for a sum of RM4,298,488.56 together with interest at the rate of 5% pa from 26.7.2018 until full settlement for bus maintenance services rendered. Subsequently PAPTT obtained a Stay of Execution of the judgement and at a hearing held on 23 October 2019 at the Court of appeal, Putrajaya PAPTT was granted leave to defend and appeal the judgement on condition that a sum of RM529,000 is deposited with the Court by 23 November 2019. PAPTT has deposited the RM529,000 on 4 December 2019. The case is presently under appeal proceeding.

- b) In respect of the AmBank Group' litigations against the Company and its subsidiaries (AmBank Islamic Bhd vs Konsortium Bas Ekspres Semenanjung(M) Sdn Bhd ("KBES") as Borrower, Gets Global Bhd ("GGB") as Guarantor, Super Trans Composite Products Sdn Bhd as chargor) pertaining to a Multi Trade Finance facility and a CashLine facility for a total sum claimed of RM9,870,257 together with interest and charges thereon to date of final settlement; and AmBank Bhd vs GGB pertaining to an overdraft facility for a sum claimed of RM3,033,357.56 together with interest and charges thereon to date of final settlement.

Kuala Lumpur High Court on 23 January 2020 granted AmBank application for recovery of claim for RM5,105,315.09 and RM4,474,942.40. The Companies had filed an appeal to the Court of Appeal on 18 February 2020 and in the process to apply for stay of execution. While decision for legal suit against Super Trans Composite Products Sdn Bhd is fixed for decision on 28 February 2020.

For the case brought by AmBank against GGB (borrower) in respect of the overdraft facility of RM3,033,357.56, the Court has directed the parties to exhaust the Affidavits. While for the case against KBES (chargor), the High Court on 2 January 2020 has granted the application by AmBank for the foreclosure proceeding with the auction date was fixed on 23 April 2020.

- c) In respect of Hong Leong Bank Berhad's ("HLBB") litigations against the Company and its subsidiaries (HLBB vs Super Coach Assembly Plant Sdn Bhd as Borrower, GGB as Guarantor and KBES as Chargor) pertaining to an overdraft and bank guarantee facilities for a sum claimed of RM2,999,419.26 and a contingent claim of RM799,000 together with interest and charges thereon to date of final settlement. The Court on 25 February 2020 has granted application by the Plaintiff and the Company is seeking advice from the solicitor for the next course of action.

While, in respect of claim against KBES as Borrower and GGB as Guarantor pertaining to a Term Loan facility for a sum claimed of RM2,840,105.57 together with interest and charges thereon to date of final settlement, the Court has fixed for the hearing on 6 March 2020.

- d) On 22 March 2019, the Company's subsidiary, syarikat Pengangkutan Awam Putrajaya Travel & Tours Sdn Berhad ("PAPTT") was served with a Writ of Summons and Statement of Claims for an amount of RM1,252,368.08 by Sinar Jernih Sdn Bhd. The amount was claimed in respect of cleaning services said to have been supplied to premises owned by Perbadanan Putrajaya located at Presint 7 Putrajaya Sentral and Park & Ride, Presint 9 bus depot, and Presint 4 Multistorey Car Park over a period of 24 months under a contract dated 28 February 2017. PAPTT subsequently received further notification that a judgement-in-default had been granted to the Plaintiff on 29 April 2019. At a hearing held on 20 August 2019, PAPTT's application to set aside the JID was not successful. PAPTT is appealing the decision and has appointed a new lawyer, Messrs Ravichandran & Anuar, to handle the case.

- e) On 19 February 2019, PAPTT was served with a Writ of Summons and Statement of Claims for an amount of RM890,905.29 by Khinas Resources Sdn Bhd. The amount was claimed in respect of cleaning and maintenances services said to have been supplied at 101 bus stop locations in Putrajaya and at a Park & Ride facility in Presint 14 owned by Perbadanan Putrajaya over the period 1 May 2015 to 1 May 2017. On 23 September 2019, the Shah Alam Sessions Court awarded a Summary Judgement in favour of the Plaintiff together with costs of RM3,000. PAPTT is appealing the decision and has appointed a new lawyer, Messrs Ravichandran & Anuar, to handle the case.

- f) On 9 March 2018 PAPTT was served with a Writ of Summons and Statement of Claim for an amount of RM536,363.15 by Raisevest Sdn Bhd. The amount was claimed in respect of part of services said to be rendered under a contract dated 30 June 2010 for the supply, installation, development, commissioning and maintenance of an Advance Public Transport System (APTS) and Automatic Parking System (APS). The original total contract value was RM25 million. On 24 July 2019, pursuant to a hearing held on 27 May 2019 at the Kuala Lumpur Sessions Court, judgement was delivered in favour of the Plaintiff for the amount of the claim plus interest at the rate of 5% from the date of judgement till date of final settlement and costs of the action amounting to RM6,000. PAPTT, via the new appointed lawyer, filed the application to file Record of Appeal out of time and the hearing was heard on 8 February 2020. The court on 19 Feb 2020 dismissed the Company's appeal. The Company is seeking advice from the Solicitor for the next course of action.

- g) On 18 March 2019, PAPTT was served with a Writ of Summons and Statement of Claim by Zam O' Lima Sdn Bhd for an amount of RM426,525.80. The amount was claimed in respect of the supply and maintenance of bus tyres said to have been provided for a period of 12 months from 28 March 2016. A Judgement-in-Default (JID) was obtained by the Plaintiff at the Bandar Baru Bangi Sessions Court on 22 April 2019. Subsequently, an application to set aside the JID and heard on 19 August 2019 was rejected by the Court with costs of RM500.00. PAPTT will be appealing the judgement and has appointed a new lawyer, Messrs S Ravichandran & Anuar, to handle the case.

# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### NOTES TO THE INTERIM FINANCIAL REPORT

- h) On 11 January 2019, PAPTT was served with a Writ of Summons and Statement of Claim by Moza Securities Sdn Bhd for an amount of RM380,811.56. The amount was claimed in respect of services said to have been rendered pursuant to a contract for the supply of security services to premises owned by Perbadanan Putrajaya located at Depoh Nadi Putra, Jalan P9, Presint 9, Putrajaya. The contract period was from 1 September 2014 to 31 August 2016 which was subsequently extended for another 12 months to 31 August 2017. On 17 September 2019 Plaintiff's action was struck off by the Shah Alam Sessions Court with leave to file afresh. Moza has since served a new Writ of Summons dated 25 September 2019.

PAPTT on 5 Nov 2019, via its newly appointed solicitor, filed an application and supporting affidavit for a stay of proceedings to refer the matter to arbitration. The Plaintiff objected to the application and filed an affidavit. Court has directed parties to file written submission and case management was held on 19 Dec 2019. The application to refer to arbitration was allowed with condition the matter to be referred to Arbitration within 21 days. The Court has fixed the case management on 2 March 2020.

#### B12. Dividends

The Board of Directors do not recommend any dividend for the current quarter under review.

#### B13. Earnings/(Loss) Per Share

- (a) Basic earnings/(loss) per share

	Current quarter ended 31-Dec-19	Corresponding quarter ended 31-Dec-18	Current year to-date ended 31-Dec-19	Corresponding year to-date ended 31-Dec-18
Net profit/(loss) attributable to shareholders (RM '000)	1,069	(1,354)	1,173	(2,976)
Number of ordinary shares in issue ('000)	126,000	126,000	126,000	126,000
Basic earnings/(loss) per ordinary share (sen)	<u>0.85</u>	<u>(1.07)</u>	<u>0.93</u>	<u>(2.36)</u>

The basic earnings/(loss) per ordinary share is calculated by dividing the consolidated net profit/(loss) attributable to equity owners of the Company by the weighted average number of ordinary shares in issue during the financial period.

- (b) Diluted earnings per share

The basic and diluted loss per share are equal as the Group has no dilutive potential ordinary shares outstanding as at 31 December 2019.

#### B14. Material Uncertainty Related to Going Concern

The Board of Directors of Gets Global Berhad ("the Company") on 7 Nov 2019 announced that the Company's External Auditors, Messrs PKF, had expressed the following unqualified opinion with material uncertainty related to going concern in the Company's Audited Financial Statements for the financial year ended 30 June 2019:

##### Unqualified Opinion

We have audited the financial statements of GETS GLOBAL BERHAD, which comprise the statements of financial position as at 30 June 2019 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 41 to 119.

In our opinion, the accompanying financial statements give a true and fair view of the financial positions of the Group and of the Company as at 30 June 2019, and of their financial performances and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia.

##### Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the Group and of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### Material Uncertainty Related to Going Concern

- a) As disclosed in Note 1(d)(i) to the financial statement, the Group and the Company incurred net losses of RM9,734,425 and RM9,797,578 respectively during the financial year ended 30 June 2019. As of that date, the Group's and the Company's current liabilities exceeded the current assets by RM26,246,673 and RM8,380,695 respectively.
- b) As disclosed in Note 1(d)(ii), Note 16 and Note 26 to the financial statements, the Group and the Company had defaulted the principal and interest payments amounting to approximately RM18 millions on its borrowing from AmBank Islamic Bank Berhad, AmBank Berhad ("AmBank") and Hong Leong Bank Berhad ("HLBB") due to its financial constraints.

# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### NOTES TO THE INTERIM FINANCIAL REPORT

---

In addition, the Courts has granted the banks with the Order for Sale by public auction on the charged properties secured against the borrowing facilities of the Group.

HLBB has on 11 October 2019 proposed a repayment arrangement and agreed to withhold legal action subject to the conditions set out in the letter including the requirement for the Group to pay an upfront payment of RM1 million on or before 17 October 2019. However, the amount was not paid as of to date.

On 23 October 2019, Ambank has proposed 3 settlement dates for the outstanding Trust Receipt with the latest date due on 30 November 2019 prior to the agreement of repayment arrangement propose by the Company. The amount was not paid as of to date.

During the financial year, the subsidiary company has sold certain buses amounted to RM7.84 million to a related party. The purchase of the buses is financed by hire purchase. The fund is in the process of drawing down. The proceeds from the sale of buses will be used for settlement of the defaulted Trust Receipt amounted to approximately RM4.8 million and the upfront payment of RM1 million as initial settlement for the purpose of finalising the loan restructuring with the Banks and finance the working capital needs of the Group.

In addition, the Company has engaged an Investment Bank to as act as the Company's adviser as placement agent for a proposed private placement of RM1.89 million.

- c) As disclose in Note 1(d)(iii) the Company and certain subsidiaries have pending material litigations with creditors as detailed in Note 26 to the financial statements.

The above events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's and the Company's ability to continue as going concern and therefore, the Group and the Company may be unable to realise their assets and discharge their liabilities in the normal course of business.

Nevertheless, the financial statements of the Group and of the Company have been prepared on a going concern basis, of which based on among others the validity and the succesfull implementation of the following:

- (i) Receipt of sales proceeds from the sale of buses amounted to RM7.84 million;
- (ii) Restructuring of the defaulted loan with the lenders;
- (iii) The completion of private placement of RM1.89 million;
- (iv) The ability of the Group and the Company to achieve sustainable and viable operations with adequate cash flows generate from their operating activities; and
- (v) Continuing support from lenders and creditors.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

- (i) *Recoverability of property, plant and equipment*

Due to the reported losses of the Group for the current financial year, it has indicated the existence of impairment of the express busses held by a subsidiary company, Konsortium Bas Ekspres Semenanjung (M) Sdn. Bhd. ("KBESM") amounting to RM 14.5 million.

In assessing the impairment of these assets, the Directors have compared their carrying amounts with their recoverable amounts. The asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value-in-use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flow, described as cash-generating units ("CGU").

The Directors' assessment of the recoverable amounts are determined by cash flow projections of the respective CGU to support its value-in-use calculations. The Directors believe that no impairment shall be recognised.

The cash flow projections are based on assumptions using management's estimation and judgement which dependent on the following:

- (a) The recoverability of the debts from a related party;
- (b) The successful restructuring of loans with the lenders; and
- (c) The injection of funds resulting from the restructuring plan.

Our procedures included:

- (a) Made enquiries with the appropriate officer to evaluate the basis of the cash flow projections;
- (b) Challenged the reasonableness of growth rates and other key cash flow assumptions;
- (c) Assess whether there is any indication of impairment for the property, plant and equipment; and
- (d) Observed period end physical sight of property, plant and equipment to test the existence of the property, plant and equipment.

# GETS GLOBAL BERHAD

Company No: 200201029469 (597132 A)

(Incorporated in Malaysia)

## AND ITS SUBSIDIARIES

### NOTES TO THE INTERIM FINANCIAL REPORT

---

#### *(ii) Recoverability of amount due from a related party*

Included in the Group's trade receivables is an amount of RM15,299,537 due from a related party, Super Coachliner Sdn. Bhd. ("SCL") as at 30 June 2019 of which RM7.84 million is pertaining to the sales of buses during the year which are to be recovered through the drawdown of hire purchase facilities obtained from a financier.

The Directors has structured the repayment of the balance debt through a lease of the buses to Pengangkutan Awam Putrajaya Travel & Tours Sdn. Bhd. ("PAPTT") whereby lease payments amounting to RM270,000 per month will be payable commencing in November 2019.

Therefore, the recoverability of the amount due from this related party is dependent on the realisation of the following:

- (a) Receipt of sales proceeds from the sale of buses amounting to RM7.84 million;
- (b) The lease income payable by PAPTT amounting to RM270,000 per month; and
- (c) The receipt of government grants of RM 8 million by PAPTT.

The Directors are confident that the debt will be recovered within the period of two years and therefore no impairment is required.

This area has been identified as a key audit matter as the impairment of amount due from a related party is assessed and calculated for the debtor balance with reference to historical collection trends and other risk characteristics and involves management's judgement and estimate on appropriate parameters and assumptions to determine recoverability.

Our procedures included:

- (a) Assessing the reliability and accuracy of the trade receivables aging report;
- (b) Identify and evaluate the long outstanding debts;
- (c) Reviewed the Group's estimation process used in determining the amounts of loss allowance recognised on expected credit losses on trade receivables;
- (d) Verifying existence and accuracy of trade receivables balances through confirmations from debtors;
- (e) Evaluating the reasonableness of the management estimates and assumptions used to determine the impairment, if any, on the specific trade receivables; and
- (f) Reviewing and assessing the recoverability of long outstanding trade receivables through subsequent collections and supporting correspondence between the Group and the respective counter-parties to substantiate management's evaluation.

#### *(iii) Recoverability of investment in a subsidiary*

Investment in a subsidiary, Konsortium Bas Ekspres Semenanjung (M) Sdn. Bhd. ("KBESM"), of the Company as at 30 June 2019 amounted to RM60,461,894. In view of the adverse financial performance and financial condition of the subsidiary, there are indications of impairment on the carrying amount of investments in subsidiaries.

In assessing the impairment of these assets, the Directors have compared their carrying amounts with their recoverable amounts. The asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value-in-use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flow, described as cash-generating units ("CGU").

The Directors' assessment of the recoverable amounts are determined by cash flow projections of the respective CGU to support its value-in-use calculations. The Directors believe that no impairment shall be recognised.

Our procedures included:

- (a) Made enquiries with the appropriate officer to evaluate the basis of the cash flow projections;
- (b) Challenged the reasonableness of growth rates and other key cash flow assumptions; and
- (c) Assess whether there is any indication of impairment for the investment in subsidiaries.

#### **Status**

Following are the status of issues highlighted above:

- (i) The related party company is presently pursuing the required financing that will enable to pay Company for the sales of buses amounted to RM7.84 million, expected within the next three months;
- (ii) Restructuring of the defaulted loan with the lenders are still on-going;
- (iii) The preparation by the appointed the advisor for the proposed private placement exercise is at the final stage and expected to be submitted to Bursa within next 30 days;
- (iv) The Group has undertaken various measures to improve financial and operational ability to achieve sustainable and viable operations with adequate cash flows generate from their operating activities; and
- (v) The Group has also started to engage with lenders and creditors to gain supports.

#### **B15. Auditors' Limited Review**

Pursuant to an undertaking given by the Company to Bursa Malaysia Securities Berhad the interim financial statements of the Group for the quarter ended 31 December 2019 has been subjected to a limited review by the Company's external auditors.

**B16.** The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors.

**BY ORDER OF THE BOARD**