

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the financial period ended 30 June 2019

	INDIVIDUAL QUARTER 3 MONTHS ENDED		CUMULATIVE QUARTER 6 MONTHS ENDED	
	30 June 2019 RM'000 (Unaudited)	30 June 2018 RM'000 (Unaudited)	30 June 2019 RM'000 (Unaudited)	30 June 2018 RM'000 (Unaudited)
Revenue	52,537	51,659	94,899	110,157
Cost of Sales	(32,635)	(31,254)	(56,997)	(68,147)
Gross Profit	<u>19,902</u>	<u>20,405</u>	<u>37,902</u>	<u>42,010</u>
Other income	126	878	818	2,328
Administrative expenses	(3,660)	(3,487)	(6,977)	(6,569)
Operating expenses	(5,195)	(4,332)	(8,429)	(6,827)
Profit from operating activities	<u>11,173</u>	<u>13,464</u>	<u>23,314</u>	<u>30,942</u>
Finance income	8	2,427	36	2,434
Finance cost	(4,079)	(6,840)	(9,346)	(13,133)
Net finance cost	<u>(4,071)</u>	<u>(4,413)</u>	<u>(9,310)</u>	<u>(10,699)</u>
Share of results of associates and joint ventures	-	-	-	-
Profit before tax	<u>7,102</u>	<u>9,051</u>	<u>14,004</u>	<u>20,243</u>
Taxation	(2,178)	(2,701)	(4,236)	(5,576)
Profit for the period	<u>4,924</u>	<u>6,350</u>	<u>9,768</u>	<u>14,667</u>
Other comprehensive income/(loss), net of tax				
Foreign currency translation differences for foreign operations	0	(70)	(49)	(276)
Other comprehensive income/(loss) for the period, net of tax	<u>0</u>	<u>(70)</u>	<u>(49)</u>	<u>(276)</u>
Total comprehensive income for the period, net of tax	<u>4,924</u>	<u>6,280</u>	<u>9,719</u>	<u>14,391</u>
Profit/(Loss) attributable to:				
Owners of the Parent	4,877	6,797	10,176	15,442
Non-Controlling Interest	47	(447)	(408)	(775)
Profit for the period	<u>4,924</u>	<u>6,350</u>	<u>9,768</u>	<u>14,667</u>
Total comprehensive income/(loss) attributable to:				
Owners of the Parent	4,877	6,745	10,138	15,219
Non-Controlling Interest	47	(465)	(419)	(828)
Total comprehensive income for the period	<u>4,924</u>	<u>6,280</u>	<u>9,719</u>	<u>14,391</u>
Earnings per share attributable to owners of the parent (sen):				
Basic	<u>1.30</u>	<u>1.81</u>	<u>2.71</u>	<u>4.12</u>
Diluted	<u>1.30</u>	<u>1.81</u>	<u>2.71</u>	<u>4.12</u>

The Condensed Consolidated Statements of Comprehensive Income should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2018

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2019

	As at <u>30 June 2019</u> RM'000 (Unaudited)	As at <u>31 Dec 2018</u> RM'000 (Audited)
ASSETS		
Non-Current Assets		
Property, plant and equipment	147,231	149,834
Right-of-use assets	1,437	-
Investment properties	16,318	13,548
Intangible assets	91	95
Land rights	92,418	93,550
Goodwill	10,978	10,978
Quarrying rights	1,013	1,070
Inventories	9,914	9,913
Investment in joint ventures	433	433
Quarry development costs	7,005	5,787
Investment	9,123	1,184
	<u>295,961</u>	<u>286,392</u>
Current Assets		
Inventories and other contract costs	469,568	415,148
Contract assets	78,060	96,899
Trade receivables	256,918	192,218
Other receivables	46,532	65,775
Amount due from a joint venture	-	99
Tax recoverable	222	338
Fixed deposits with licensed banks	12,247	10,051
Cash and bank balances	29,589	21,052
	<u>893,136</u>	<u>801,580</u>
TOTAL ASSETS	<u>1,189,097</u>	<u>1,087,972</u>
EQUITY AND LIABILITIES		
Equity attributable to owners of the parent		
Ordinary share capital	207,574	207,574
Employee Share Option Reserve ("ESOS Reserve")	766	766
Other reserves	(29,687)	(29,687)
Foreign currency translation reserve	(1,470)	(1,433)
Retained Earnings	196,675	186,499
	<u>373,858</u>	<u>363,719</u>
Non-Controlling Interest	<u>13,118</u>	<u>13,538</u>
Total Equity	<u>386,976</u>	<u>377,257</u>
Non-Current Liabilities		
Finance lease liabilities	3,416	4,945
Bank borrowings	206,928	190,383
Deferred tax liabilities	22,274	22,452
	<u>232,618</u>	<u>217,780</u>
Current Liabilities		
Contract liabilities	23,017	3,917
Provision for liquidated ascertained damages	12,251	13,119
Bank borrowings	216,911	183,185
Trade payables	196,312	175,946
Other payables	78,172	85,801
Finance lease liabilities	4,730	3,542
Provision for taxation	38,110	27,425
	<u>569,503</u>	<u>492,935</u>
Total Liabilities	<u>802,121</u>	<u>710,715</u>
TOTAL EQUITY AND LIABILITIES	<u>1,189,097</u>	<u>1,087,972</u>
Net assets per share attributable to equity holders of the parent (RM)	<u>1.00</u>	<u>0.97</u>

The Condensed Consolidated Statements of Financial Position should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2018

HO HUP CONSTRUCTION COMPANY BERHAD (14034-W)

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the financial period ended 30 June 2019

	Attributable to Owners of the Parent					Distributable		Total Equity RM'000				
	Non-Distributable		Distributable			Total RM'000	Non-Controlling Interest RM'000					
	Share Capital RM'000	ICPS RM'000	RCPS RM'000	Share Premium RM'000	Foreign Currency Translation Reserve RM'000			Warrant Reserve RM'000	ESOS Reserve RM'000	Other Reserve RM'000	Retained Earnings RM'000	Total RM'000
(Unaudited)												
At 1 January 2019	207,574	-	-	-	(1,433)	-	766	(29,687)	186,499	363,719	13,538	377,257
Profit for the financial year	-	-	-	-	-	-	-	-	10,176	10,176	(409)	9,767
Other comprehensive income for the financial year	-	-	-	-	(37)	-	-	-	-	(37)	(11)	(49)
Total comprehensive income for the financial year	-	-	-	-	(37)	-	-	-	10,176	10,138	(420)	9,718
At 30 June 2019	207,574	-	-	-	(1,470)	-	766	(29,687)	196,675	373,858	13,118	386,976

	Attributable to Owners of the Parent					Distributable		Total Equity RM'000				
	Non-Distributable		Distributable			Total RM'000	Non-Controlling Interest RM'000					
	Share Capital RM'000	ICPS RM'000	RCPS RM'000	Share Premium RM'000	Foreign Currency Translation Reserve RM'000			Warrant Reserve RM'000	ESOS Reserve RM'000	Other Reserve RM'000	Retained Earnings RM'000	Total RM'000
(Unaudited)												
At 1 January 2018	207,559	-	-	-	(979)	7,720	975	(37,407)	157,337	335,205	14,278	349,483
- as previously reported	-	-	-	-	-	-	-	-	62	62	-	62
Effect of adopting MFRS	-	-	-	-	(979)	7,720	975	(37,407)	157,399	335,267	14,278	349,545
At January 2018	207,559	-	-	-	(979)	7,720	975	(37,407)	157,399	335,267	14,278	349,545
Profit for the financial year	-	-	-	-	-	-	-	-	15,442	15,442	(775)	14,667
Other comprehensive income for the financial year	-	-	-	-	(223)	-	-	-	-	(223)	(53)	(276)
Total comprehensive income for the financial year	-	-	-	-	(223)	-	-	-	15,442	15,219	(828)	14,391
Transaction with Owners:												
Capital Contribution by non- controlling interests	-	-	-	-	-	-	-	-	-	-	45	45
At 30 June 2018	207,559	-	-	-	(1,202)	7,720	975	(37,407)	172,841	350,486	13,495	363,981

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Annual Financial Statements for the year ended 31 December 2018

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
For the quarter ended 30 June 2019

	6 months ended 30-Jun-19 RM'000 (Unaudited)	6 months ended 30-Jun-18 RM'000 (Unaudited)
CASHFLOW FROM OPERATING ACTIVITIES		
Profit before tax	14,004	20,243
Adjustments for non-cash items:		
Bad Debts written off	-	-
Depreciation of property, plant and equipment	1,401	1,832
Depreciation of investment properties	-	140
Amortisation of intangible assets	1,192	8
Amortisation of Right-of-use assets	155	-
Impairment of trade receivables	40	-
Share of results of associates and joint ventures	-	-
(Gain)/Loss on disposal of property, plant and equipment	(72)	(1,105)
Provision for liquidated ascertained damages	-	-
Gain on unrealised foreign exchange	-	-
Waiver of other payables	-	-
PPE written off	-	-
Finance cost	9,346	13,133
Finance income	(36)	(2,434)
Operating profit before working capital changes	26,029	31,817
Movements in working capital		
Contract assets	37,938	1,328
Inventories and other contract costs	(52,204)	(20,200)
Receivables	(47,049)	(50,244)
Payables	14,362	2,573
	(46,954)	(66,543)
Cash generated from/ (used in) operations		
Interest paid	(10,859)	(15,410)
Tax paid	6,292	(6,599)
Tax refund	-	-
Payment of liquidated ascertained damages	(868)	-
Interest received	-	-
	(5,434)	(22,009)
Net cash used in operating activities	(26,358)	(56,735)
CASHFLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(2,165)	(336)
Purchase of investment properties	-	-
Proceeds from disposal of property, plant and equipment & investment properties	96	14,150
Quarry development cost	(1,103)	(643)
Interest received	36	2,434
Investment	(7,939)	(1,161)
Dividend paid	-	-
Acquisition of additional interest in a subsidiary (net)	-	0
Changed in pledged deposits	-	-
Contribution from non-controlling interest	-	45
Net cash (used in)/from investing activities	(11,075)	14,489
CASHFLOW FROM FINANCING ACTIVITIES		
Repayment of borrowings	(57,105)	(27,559)
Drawdown of borrowings	107,436	69,115
Repayment of hire purchase and leases	(2,104)	(1,677)
Proceeds from issuance of shares	-	-
Proceeds from exercise on warrants	-	-
Proceeds from exercise on ESOS	-	-
Net cash from financing activities	48,227	39,879
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	10,793	(2,367)
OPENING BALANCE	(998)	5,052
CLOSING BALANCE	9,795	2,685
Closing balance of cash and cash equivalents comprises:-		
Cash and bank balances	29,589	25,676
Bank overdraft	(32,041)	(31,984)
Fixed deposits with licensed banks	12,247	8,993
Cash and cash equivalents restricted from use	-	-
	9,795	2,685

The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the year ended 31 December 2018 and the accompanying explanatory notes attached to the interim financial statements

HO HUP CONSTRUCTION COMPANY BERHAD (14034-W)

A) EXPLANATORY NOTES PURSUANT TO THE MALAYSIAN FINANCIAL REPORTING STANDARD (“MFRS”) 134: INTERIM FINANCIAL REPORTING

1. Basis of preparation

These condensed consolidated interim financial statements have been prepared in accordance with MFRS 134 *Interim Financial Reporting* and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. These condensed consolidated interim financial statements also comply with IAS 34 *Interim Financial Reporting* issued by the International Accounting Standards Board (“IASB”). For the periods up to and including the financial year ended 31 December 2018, the Group prepared its financial statements in accordance with Malaysian Financial Reporting Standards (“MFRSs”) and International Financial Reporting Standards (“IFRSs”).

The audited consolidated financial statements of the Group for the year ended 31 December 2018 which were prepared under MFRS and IFRS are available upon request from the Company’s registered office at No. 47-5, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan.

The accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its audited consolidated financial statements as at the end for the financial year ended 31 December 2018.

2. Significant accounting policies

The accounting policies adopted are consistent with those of the previous financial year. New standards and amendments that apply for the first time in 2019 do not have a material impact on the annual consolidated financial statements of the Group nor to the interim condensed consolidated financial statements of the Group.

On 1 January 2019, the Group adopted the following new and amended MFRSs mandatory for annual financial periods beginning on or after the dates stated below:

		Effective dates for financial periods beginning on or after
MFRS 16	Leases	1 January 2019
IC Interpretation 23	Uncertainty over Income Tax Treatments	1 January 2019
Amendments to MFRS 9	Prepayment Features with Negative Compensation	1 January 2019
Amendments to MFRS 128	Long-term interests in Associates and Joint Ventures	1 January 2019
Amendments to MFRS 119	Plan Amendment, Curtailment or Settlement	1 January 2019
Annual Improvements to MFRS Standards 2015 – 2017 Cycle:		
•	Amendments to MFRS 3	1 January 2019
•	Amendments to MFRS 11	1 January 2019
•	Amendments to MFRS 112	1 January 2019
•	Amendments to MFRS 123	1 January 2019

2. Significant accounting policies (cont'd)

On 1 January 2019, the Group adopted the following new and amended MFRSs mandatory accounting policies for annual financial periods beginning on or after the dates stated below:

	<u>Effective dates for financial periods beginning on or after</u>
Amendments to References to the Conceptual Framework in MFRS Standards	1 January 2020
Amendments to MFRS 3 – Definition of a Business	1 January 2020
Definition of Material (Amendments to MFRS 101 Presentation of Financial Statements and MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors)	1 January 2020
MFRS 17 Insurance Contracts	1 January 2021
Amendments to MFRS 10 and MFRS 128 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice

The adoption of the above standards and amendments will not have any material effect on the financial performance or position of the Group.

MFRS 16: Leases – Impact on financial statements

On MFRS 16 Leases, the Group adopts the new standard on the required effective date using the modified retrospective approach and recognises a right-of-use asset and a corresponding lease liability. The following table presents the impact of changes to the statements of financial position of the Group resulting from the adoption of MFRS 16 Leases as at 1 January 2019:

Group	31 December 2018 RM'000	Changes RM'000	1 January 2019 RM'000
Non-current assets			
Right-of-use assets	-	1,747	1,747
Non-current liabilities			
Lease liabilities	-	1,138	1,138
Current liabilities			
Lease liabilities	-	609	609
Total lease liabilities	-	1,747	1,747

3. Audit report on preceding annual financial statements

The auditors issued an unqualified audit opinion on the financial statements for the year ended 31 December 2018.

4. Segment reporting

Business Segment	Cumulative 6 months			
	Revenue		Profit attributable to owners of the parent	
	30.6.19 RM'000	30.6.18 RM'000	30.6.19 RM'000	30.6.18 RM'000
Construction	43,529	45,263	3,683	2,155
Property Development	47,785	48,727	11,733	16,641
Building Material	17,337	20,413	(2,203)	(42)
Others	301	792	(787)	(1,363)
Inter-segment eliminations	(14,053)	(5,038)	(2,658)	(2,742)
Total before non-controlling interest	94,899	110,157	9,768	14,667
Non-controlling interest	-	-	408	775
Total	94,899	110,157	10,176	15,442

5. Unusual items due to their nature, size or incidence

There were no unusual items affecting the assets, liabilities, equity, net income or cash flow during the financial period ended 30 June 2019.

6. Material changes in estimates

There were no changes in estimates that have had a material effect in the current period result.

7. Seasonal or cyclical factors

The Group's performance was not materially affected by any seasonal or cyclical factors save for unfavorable weather conditions, shortage of construction materials and increase in the cost of construction materials for the quarter under review.

8. Dividends paid

No dividends have been declared for the current financial quarter.

9. Valuation of property, plant and equipment

The property, plant and equipment are stated at cost less accumulated depreciation and impairment loss. No valuations have been undertaken in prior year and financial period to-date.

10. Changes in debts and equity securities

- i) The following equity securities were issued during the financial period under review:

The movement of the Employees' Share Option Scheme ("the Scheme") for the period under review is as follows:

Number of options over ordinary shares at exercise price of RM0.74 each:

	No. of Options
Granted on 1 September 2015	6,000,900
Outstanding unexercised options as at 31 December 2018	3,648,800
Exercised during the period	-
Lapsed during the period	-
Outstanding unexercised options as at 30 June 2019	3,648,800

The Scheme is expiring on 20 August 2020.

- ii) There were no issuances, cancellations, repurchases, resale and repayments of debts securities during the financial period under review.

11. Changes in composition of the Group

There were no changes in the composition of the Group for the current quarter under review.

12. Changes in contingent liabilities

	Group		Company	
	30.6.2019 RM'000	30.6.2018 RM'000	30.6.2019 RM'000	30.6.2018 RM'000
Corporate guarantees given to licensed banks for banking facilities granted to subsidiary companies				
- Limit of guarantee	-	-	738,067	606,067
- Amount utilised	-	-	348,658	217,406
Corporate guarantees given to a supplier of goods to subsidiary companies				
- Limit of guarantee	-	-	28,850	28,850
- Amount utilised	-	-	1,797	3,046
Guarantees issued by financial institutions in connection with performance bonds, security and tender deposits in favour of third parties for construction projects	8,677	21,577	8,677	21,577

Apart from the above, there were no changes in contingent liabilities (other than the material litigations disclosed under Note B12 on Explanatory Notes Pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad) since the last date of statement of financial position.

13. Capital Commitment

Save as disclosed below, there were no other capital commitment as at the date of this quarterly report.

	30.6.2019	31.12.2018
	RM'000	RM'000
Capital expenditure		
Approved and contracted for:		
- Purchase of property, plant and equipment	<u>-</u>	<u>526</u>

14. Subsequent Material Events

Save and except for the progress on the status of material litigations as disclosed below under explanatory note B 12 Changes in Material Litigations and development as set out herein, in the opinion of the Directors, the financial statements for the interim period have not been affected by any material event that has occurred between the end of the interim period and the date of this report.

1. Proposed Sale of Pavilion Bukit Jalil Mall

On 30 May 2019, the Board of Directors of Ho Hup announced, pursuant to the announcement made by Malton Berhad ("Malton") on 28th May 2019 on the proposed sale of Pavilion Bukit Jalil Mall ("the Mall") the following:

- a) Based on the Joint Development Agreement dated 16 March 2010 ("JDA") and Supplemental Agreement dated 3 July 2012 ("SA") between Bukit Jalil Development Sdn. Bhd. ("BJD") (a wholly-owned subsidiary of Ho Hup) and Pioneer Haven Sdn Bhd ("PHSB") (a wholly-owned subsidiary of Malton), BJD is entitled to 18% of the Gross Development Value of the development known as Bukit Jalil City on the 50 acres of freehold land at Bukit Jalil, Kuala Lumpur;
- b) As a result of Malton's sale of the Mall, BJD's entitlement shall be a sum of RM266,400,000.00 ("BJD's Entitlement"); and
- c) Payment of the BJD's Entitlement will be made in accordance with the JDA and SA. These funds will be used to repay bank borrowings, business expansion and for general working capital purposes.

2. High Court of Malaya at Kuala Lumpur Suit No. D-26NCC-42-2011 Federal Court of Malaysia Civil Appeal No. 02(f)-140-12/2017

On 14 August 2019, the Court had further ordered that:-

- a) the Company is to pay Zen Courts interest upon the RM63.12 million at the rate of 5% per annum calculated from 26 June 2019 until the date of full settlement;
- b) the Company is to pay Zen Courts, party to party costs of RM250,000.00;
- c) Bukit Jalil Development is to pay the fees and disbursements of KPMG Corporate Advisory Sdn. Bhd. amounting to RM1,040,072.00 inclusive of tax; and
- d) Bukit Jalil Development is to pay the fees and disbursements of Hartanah Consultants (Valuation) Sdn. Bhd. amounting to RM2,650.00 inclusive of tax.

**2. High Court of Malaya at Kuala Lumpur Suit No. D-26NCC-42-2011
Federal Court of Malaysia Civil Appeal No. 02(f)-140-12/2017 (cont'd)**

The Court further ordered that the Company's application for stay of all further proceedings and enforcement of all the High Court decisions pending the disposal of the appeal by the Company to the Court of Appeal had been granted on condition that the following payment are paid to Zen Courts:-

- a) RM20 million on or before 10 October 2019;
- b) the balance RM43.12 million on or before 10 January 2020; and
- c) all the sum are paid within the time permitted into an interest-bearing bank deposit account held jointly by the solicitors for the Company and Zen Courts.

Meanwhile, the Company is appealing to the Court of Appeal against the High Court revaluation order of the 30% shareholding in BJD.

In relation to Zen Courts application to the Kuala Lumpur High Court for restitution of the 30% shares in BJD from Ho Hup, the said application is still pending disposal before the High Court. This matter is now fixed for hearing on 15 October 2019.

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

1. Group Performance Review

A) Performance of Current Quarter compared with Previous Year Corresponding Quarter

Business Segment	Individual Quarter 3 months ended							
	Revenue				Profit attributable to owners of the parent			
	30.6.19	30.6.18	Changes		30.6.19	30.6.18	Changes	
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
Construction	21,370	19,262	2,108	10.9	1,964	250	1,714	>100%
Property Development	26,866	21,444	5,422	25.3	5,249	8,202	(2,953)	(36%)
Building Material	8,557	10,724	(2,167)	(20.2)	(1,072)	47	(1,119)	(>100%)
Others	150	379	(229)	(60.4)	(337)	(749)	412	55%
Inter-segment eliminations	(4,406)	(150)	(4,256)	(>100)	(880)	(1,400)	520	37%
Total before non-controlling interest	52,537	51,659	878	1.7	4,924	6,350	(1,426)	(22%)
Non-controlling interest	-	-	-	-	(47)	447	(494)	(>100%)
Total	52,537	51,659	878	1.7	4,877	6,797	(1,920)	(28%)

The Group revenue for the current quarter increased by RM878,000 (1.7%) as compared to previous year corresponding quarter due to the following:

a) Construction Division

Revenue increased by RM2.1 million or 10.9% mainly due to the progression of Yong Peng Road project and construction of the Technical Vocational College (TVET) in Kulai.

b) Property Development Division

The revenue increased mainly due to the recognition of the earnest deposit from the sale of the Pavilion Bukit Jalil Mall and the progressive sale of Kota Kinabalu Crown development units. However, a decline was recorded for Phase 2 Park Residence as the project currently nearing the vacant possession stage.

c) Building Material Division

Revenue declined by RM2.1 million or 20.2% attributed by poor weather conditions which affected the rocks and aggregates supply to the rehabilitation work in Besut, Terengganu. Ready mix business provided an increase of RM1.4 million in revenue for the current quarter.

Overall, the Group recorded a lower profit after tax (PAT) of RM1.9 million or 28% as compared to the same corresponding quarter in the previous year mainly due to the higher marketing cost for The Crown Development in Kota Kinabalu of some RM1.2 million and increase in professional fees incurred for bank facilities.

B) Performance of Current Cumulative Six Months compared with Previous Year Corresponding Six Months

Business Segment	Cumulative 6 months ended							
	Revenue				Profit attributable to owners of the parent			
	30.6.19	30.6.18	Changes		30.6.19	30.6.18	Changes	
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
Construction	43,529	45,263	(1,734)	(3.9)	3,683	2,155	1,528	70.9
Property Development	47,785	48,727	(942)	(1.9)	11,733	16,641	(4,908)	(29.5)
Building Material	17,337	20,413	(3,076)	(15.1)	(2,203)	(42)	(2,161)	(>100)
Others	302	792	(490)	(61.9)	(787)	(1,363)	576	42.3
Inter-segment eliminations	(14,054)	(5,038)	(9,016)	(>100)	(2,658)	(2,724)	66	2.4
Total before non-controlling interest	94,899	110,157	(15,258)	(16.9)	9,768	14,667	(4,899)	(33.4)
Non-controlling interest	-	-			408	775	(367)	(47.6)
Total	94,899	110,157	(15,258)	(16.9)	10,176	15,442	(5,266)	(34.1)

The Group's revenue declined by RM15.3 million and profit after tax declined by RM5.3 million for the financial period ended 30 June 2019. The Divisional revenue and profit after tax are explained as follows:-

a) **Construction Division**

Overall cumulative revenue for Quarter 2, 2019 declined by RM1.7 million mainly due to lower billings as the Polytechnic College in Kuala Terengannu is near completion stage and Besut Breakwater rehabilitation affected by poor weather which impacted the supply of rocks and aggregates.

b) **Property Development Division**

Cumulative revenue for Quarter 2, 2019 declined marginally due to contribution of revenue from Bukit Jalil City under the Joint Development Agreement (JDA) entitlement of RM41.1 million (Q2, 2018: RM43.9 million).

c) **Building Material Division**

Revenue declined by RM3.1 million or 15.1% due to lower contribution from Quarry Division for the supply of rocks and aggregates for rehabilitation works in Terengganu.

The Group profit after tax (PAT) for the year declined by RM5.3 million or 34.1% compared to the previous financial period mainly due to the higher marketing and finance costs.

2. Explanatory comments on any material change in the profit before taxation for the quarter reported as compared with the immediate preceding quarter

Business Segment	Individual Quarter 3 months ended							
	Revenue				Profit before tax			
	30.6.19	31.3.19	Changes		30.6.19	31.3.19	Changes	
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%
Construction	21,370	22,160	(790)	(3.5%)	1,966	1,722	244	14.2%
Property Development	26,866	20,919	5,947	28.4%	7,514	8,720	(1,205)	(13.8%)
Building Material	8,557	8,781	(224)	(2.6%)	(1,072)	(1,130)	58	5.1%
Others	150	150	-	-	(337)	(450)	113	25.1%
Inter-segment eliminations	(4,406)	(9,648)	5,242	54.3%	(969)	(1,960)	991	50.6%
Total	52,537	42,362	10,175	24.0%	7,102	6,902	200	2.9%

Revenue for the current quarter is higher compared to its previous quarter mainly attributed by the revenue entitlement of 18% of the earnest deposit arising from the sale of the Pavilion Bukit Jalil Mall and the progressive sale of Kota Kinabalu Crown development units. The profit before tax increased marginally with the increase in revenue being offset by the higher marketing cost, professional fees and financing cost.

3. (a) Financial Year Prospects

The Board expects the current year performance to remain challenging in view of the moderate recovery in the construction and property development sectors.

(b) Progress and steps to achieve financial estimate, forecast, projection and internal targets previously announced

There was no financial forecast previously announced by the Group.

4. Statement of the Board of Directors' opinion on achievability of financial estimate, forecast, projection and internal targets previously announced

Not applicable.

5. Financial estimate, forecast or projection/profit guarantee

There was no financial estimate, forecast or projection and profit guarantee issued by the Group.

6. Variance of actual profit from forecast profit and shortfall in profit guarantee

This is not applicable.

7. Taxation

The breakdown of tax expense for the current quarter under review is as follow:

	Current Quarter Ended 30.6.2019 RM'000
Current period tax expense	2,178
Deferred tax expense	-
	2,178

The Group's effective tax rate for the current quarter was higher than the statutory tax rate mainly due to losses from other subsidiaries which reduced profit before tax of the Group.

8. Status of current corporate proposals

There were no corporate proposals announced but not completed as at the date of this announcement, being the latest practicable date from the date of the issue of this quarterly report.

9. Group borrowings and debt securities

	30.6.2019 RM'000	31.12.2018 RM'000
Borrowings denominated in Ringgit Malaysia:		
Secured		
<u>Non-Current</u>		
Finance lease liabilities	3,416	4,945
Bank borrowings	206,928	190,383
<u>Current</u>		
Finance lease liabilities	4,730	3,542
Bank borrowings	216,911	183,185
Total Borrowings	431,985	382,055

10. Derivative Financial instrument

This is not applicable.

11. Gains and Losses arising from Fair Value Changes of Financial Liabilities

Financial liabilities are measured at the amortised cost method; hence no gains or losses are recognised for changes in the fair values of these liabilities.

12. Changes in material litigations

a) **Hon'ble II Chief Judge City Civil Court, Hyderabad O.P.No. 2039 of 2008**

On 9 March 2005, Ho Hup Construction Company (India) Pte Ltd ("HHCCI"), a wholly-owned subsidiary of Ho Hup, entered into a joint development agreement with the Andhra Pradesh Housing Board ("APHB") to develop an integrated township at Raviryal Village, Maheshwaran Mandal, Rangareddy District, Andhra Pradesh ("JDA").

The JDA was subsequently terminated by APHB. HHCCI disputed the termination on the grounds that APHB had yet to comply with its obligations in respect of the conditions precedent under the JDA.

On 2 May 2005, HHCCI commenced an arbitration proceeding to claim for expenses incurred and damages due to the unlawful termination of the JDA. On 19 May 2008, an arbitration award was published in HHCCI's favour ("Award"). The Award provides for:

- (a) The upfront fee in the amount of Rs16,796,250 together interest at the rate of 12% per annum to be refunded to HHCCI, interest of which is to be calculated from 1 February 2006 to the date of the refund being made; and
- (b) Compensation for expenses incurred in the amount of Rs600,000 together with interest at the rate of 9% per annum, interest of which is to be calculated from 6 January 2006.

On 18 November 2013, APHB filed an appeal against the Award and applied to set aside the Award. The appeal was dismissed and ruled in favour of HHCCI by the appellate court on 19 January 2018. There being no further appeal filed by APHB against the ruling of the appellate court, the Award is now deemed final and absolute. APHB had yet to comply with the terms of the Award and HHCCI had instructed their solicitors to commence recovery proceeding to enforce the Award against APHB.

b) **High Court of Malaya at Kuala Lumpur Suit No. D-26NCC-42-2011 Federal Court of Malaysia Civil Appeal No. 02(f)-140-12/2017**

Zen Courts Sdn Bhd ("Zen Courts") had initiated a petition vide the High Court of Malaya at Kuala Lumpur ("KLHC") Petition No. 26NCC-42-2011 against the respondents, namely Bukit Jalil Development Sdn Bhd ("BJDSB"), Ho Hup and Ho Hup Equipment Rental Sdn Bhd ("HHERSB") alleging Ho Hup and HHERSB had oppressed its rights as a minority shareholder of BJDSB. The KLHC in finding that there was oppression, had ordered the Company to buy out the Zen Courts' shares in BJDSB. Such shares were to be valued by Ferrier Hodgson MH Sdn Bhd ("FHMH") who was, by consensus, appointed as the independent valuer on 19 June 2012.

The valuation report was issued by FHMH on 31 December 2012. After having considered all relevant factors, FHMH valued the 30% shareholding stake in BJDSB held by Zen Courts to be RM35,970,000 ("Valuation Report"). Dissatisfied with the Valuation Report, Zen Courts filed an application to make representations on the Valuation Report for determination of the value of the shares ("Zen Court Application"). Ho Hup, on the other hand, filed an application to fix the value of the shares as recommended in the Valuation Report ("Ho Hup Application"). The KLHC dismissed Zen Court Application and allowed Ho Hup Application by fixing the value

12. Changes in material litigations (cont'd)

b) **High Court of Malaya at Kuala Lumpur Suit No. D-26NCC-42-2011 Federal Court of Malaysia Civil Appeal No. 02(f)-140-12/2017 (cont'd)**

of the shares as per the Valuation Report on 31 December 2012 and for the buy out to be completed within 4 months ("Valuation Order").

Zen Courts appealed to the Court of Appeal against the dismissal of Zen Court Application and the Valuation Order. These appeals were dismissed by the Court of Appeal on 19 February 2014 ("Court of Appeal's Orders").

Zen Courts subsequently applied for leave to appeal to the Federal Court of Malaysia ("Federal Court") in relation to the Court of Appeal's Orders. On 5 May 2015, the Federal Court granted leave to Zen Courts to appeal to the Federal Court based on 2 leave questions ("FC Appeals").

At the hearing of the FC Appeals on 26 April 2016, the Federal Court allowed the FC Appeals without answering the leave questions ("FC Order"). The effect of the FC Order is that Zen Court Application is allowed and the Valuation order is set aside. Both Zen Court Application and Ho Hup Application have been remitted to the KLHC for determination of the value of the buy-out. The evidence-taking expert witnesses in respect of the valuation of the 30% shares took 6 days between 20 March 2018 to 20 March 2018, after which parties filed their respective written submissions. Oral submission by respective parties was heard on 1 June 2018, 9 and 10 October 2018. The matter which was fixed for decision on 25 January 2019 has been adjourned to 12 March 2019 for a case management for the share valuers to attend before the Judge to take further instructions from him to build a model to value the 30% shares. On 12 March 2019, the Judge has directed the matter to be adjourned to 29 April 2019 for further mention.

On 29 April 2019, at the behest of the Court, the share valuers had presented a working model to the Court for evaluation of the 30% shares. Thereafter, on 26 June 2019, the Court ordered that the value of 30% shares of BJD fixed at RM99.09 mil. The Company having paid RM35.97 mil earlier for the said 30% BJD's shares is to pay further sum of RM63.12 million.

On 14 August 2019, the Court had further ordered that:-

- a) the Company is to pay Zen Courts interest upon the RM63.12 million at the rate of 5% per annum calculated from 26 June 2019 until the date of full settlement;
- b) the Company is to pay Zen Courts, party to party costs of RM250,000.00;
- c) Bukit Jalil Development is to pay the fees and disbursements of KPMG Corporate Advisory Sdn. Bhd. amounting to RM1,040,072.00 inclusive of tax; and
- d) Bukit Jalil Development is to pay the fees and disbursements of Hartanah Consultants (Valuation) Sdn. Bhd. amounting to RM2,650.00 inclusive of tax.

The Court further ordered that the Company's application for stay of all further proceedings and enforcement of all the High Court decisions pending the disposal of the appeal by the Company to the Court of Appeal had been granted on condition that the following payment are paid to Zen Courts:-

12. Changes in material litigations (cont'd)

b) High Court of Malaya at Kuala Lumpur Suit No. D-26NCC-42-2011 Federal Court of Malaysia Civil Appeal No. 02(f)-140-12/2017 (cont'd)

- a) RM20 million on or before 10 October 2019;
- b) the balance RM43.12 million on or before 10 January 2020; and
- c) all the sum are paid within the time permitted into an interest-bearing bank deposit account held jointly by the solicitors for the Company and Zen Courts.

Meanwhile, the Company is appealing to the Court of Appeal against the High Court revaluation order of the 30% shareholding in BJDSB

In relation to Zen Courts application to the KLHC for restitution of the 30% shares in BJDSB from Ho Hup, the said application is still pending disposal before the High Court. This matter is now fixed for hearing on 15 October 2019.

Except as disclosed above, there were no other material changes in material litigations since the last annual financial year and made up to 26 August 2019, being the latest practicable date from the date of the issue of this quarterly report.

13. Dividend

No interim dividend proposed for this quarter under review.

14. Related Party Disclosures

The Group carried out the following related party transactions during the period under review:

	Individual Quarter 3 Months ended		Cumulative Quarter 6 Months ended	
	30.6.2019 RM'000	30.6.2018 RM'000	30.6.2019 RM'000	30.6.2018 RM'000
Transaction with Directors of the Company				
-Progress billing received/receivable	-	-	158	142
Transaction with companies in which a substantial shareholder has interest				
-Progress billing received/receivable	-	496	197	496
Transaction with Directors of related companies				
-Progress billing received/receivable	21	-	30	-
Transaction with a major shareholder				
-Progress billing received/receivable	-	425	870	425
Transaction with a Company in which a Director of a related company has interest				
- Progress billing received/ receivable	934	-	934	-

Transaction with subsidiary companies of a corporate shareholder with a significant influence over the Company				
-Progress billing received/receivable	3,898	-	3,967	400
-Interest expenses paid/payable	(2,854)	(3,810)	(5,059)	(6,835)
-Drawdown of term loans	30,000	-	40,000	19,000
-Repayment of term loans	-	(12,000)	(7,000)	(12,000)
Transaction with a minority shareholder of a subsidiary company				
-Project management fee paid/payable	(520)	(480)	(1,040)	(905)
Transaction with a company in which a Director of the Company has interest				
-Progress claims paid/payable	(2,916)	-	(8,985)	-
- Rental of Retail Spaces	(418)		(418)	

15. Profit before Tax

	Individual Quarter 3 Months ended		Cumulative Quarter 3 Months ended	
	30.6.2019 RM'000	30.6.2018 RM'000	30.6.2019 RM'000	30.6.2018 RM'000
Profit before tax is arrived at after charging:-				
Depreciation of property, plant and equipment ("PPE")	920	886	1,401	1,832
Depreciation of investment properties ("IP")	-	70	-	140
Amortisation of intangible asset	377	4	1,192	8
Amortisation of Right-of-use assets	155	-	155	-
Rental expenses	241	224	362	494
Finance cost	4,079	6,840	9,346	13,133
And Crediting:-				
Gain on disposal of PPE	-	302	-	1,105
Rental income	286	558	596	1,111
Finance income	8	2,427	36	2,434

16. Earnings per share

Basic Earnings Per Share (Basic EPS)

Basic earnings per share for the financial period to-date are calculated by dividing the net profit attributable to owners of the parent by the weighted average number of ordinary shares in issue.

	Current quarter 30.6.2019	Preceding year corresponding quarter 30.6.2018	Financial period to- date 30.6.2019	Preceding year corresponding period to-date 30.6.2018
Net profit for the period attributable to owners of the parent (RM'000)	4,877	6,797	10,176	15,442
Weighted average number of ordinary shares ('000)	374,890	374,870	374,890	374,870
Basic EPS (sen)	1.30	1.81	2.71	4.12

16. Earnings per share (cont'd)

Diluted Earnings Per Share (Diluted EPS)

Diluted earnings per share for the reporting quarter and financial period to-date are calculated by dividing the net profit attributable to owners of the parent by the weighted average number of ordinary shares in issue during the period after taking into consideration of all dilutive potential ordinary shares.

	Current quarter 30.6.2019	Preceding year corresponding quarter 30.6.2018	Financial period to-date 30.6.2019	Preceding year corresponding period to-date 30.6.2018
Net profit for the period attributable to owners of the parent (RM'000)	4,877	6,797	10,176	15,442
Adjustment for convertible preference dividend (RM'000)	-	-	-	-
Adjusted net profit for the period attributable to owners of the parent (RM'000)	4,877	6,797	10,176	15,442
Weighted average number of ordinary shares ('000)	374,890	374,870	374,890	374,870
Adjustment for Warrants ('000)	-	-	-	-
Adjustment for ESOS ('000)	-	-	-	-
Adjusted weighted average number of ordinary shares in issue ('000)	374,890	374,870	374,890	374,870
Diluted EPS (sen)	1.30	1.81	2.71	4.12

By Order of the Board

Dato' Wong Kit-Leong

Chief Executive Officer

Kuala Lumpur

26 August 2019