



**MPHB CAPITAL BERHAD**  
**201201025763 (1010253-W)**  
**(Incorporated in Malaysia)**

**INTERIM FINANCIAL STATEMENT**  
**FOR THE QUARTER AND YEAR-TO-DATE ENDED 30 SEPTEMBER 2024**  
**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS**

	3 months ended			9 months ended		
	30.09.2024	30.09.2023	Changes	30.09.2024	30.09.2023	Changes
	RM'000	RM'000	%	RM'000	RM'000	%
	Unaudited	Unaudited		Unaudited	Unaudited	
Revenue	10,957	10,001	9.6	30,226	28,006	7.9
Cost of sales	(2,630)	(10,293)	(74.4)	(7,000)	(14,310)	(51.1)
Gross profit/(loss)	8,327	(292)	>100.0	23,226	13,696	69.6
Other income	3,106	9,281	(66.5)	20,109	24,694	(18.6)
Administrative expenses	(1,636)	(1,595)	2.6	(5,314)	(4,888)	8.7
Other expenses	(7,487)	(4,230)	77.0	(18,610)	(13,270)	40.2
<b>Operating profit</b>	2,310	3,164	(27.0)	19,411	20,232	(4.1)
Finance costs	(29)	(23)	26.1	(95)	(38)	>100.0
<b>Profit before tax</b>	2,281	3,141	(27.4)	19,316	20,194	(4.3)
Income tax expense	(2,821)	(1,920)	46.9	(9,311)	(4,563)	>100.0
<b>(Loss)/profit for the period, representing total comprehensive (loss)/income for the period</b>	(540)	1,221	>(100.0)	10,005	15,631	(36.0)
<b>(Loss)/profit for the period, representing total comprehensive (loss)/income attributable to:</b>						
Owners of the Company	(665)	1,098	>(100.0)	9,583	15,289	(37.3)
Non-controlling interests	125	123	1.6	422	342	23.4
	(540)	1,221	>(100.0)	10,005	15,631	(36.0)
<b>Basic earnings per share attributable to owners of the Company:</b>						
<b>(sen per share)</b>						
Basic and diluted	(0.1)	0.2		1.4	2.2	

The above condensed consolidated statement of profit or loss should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2023 and the accompanying explanatory notes attached to these interim financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 SEPTEMBER 2024**

	<b>As at</b>	<b>As at</b>
	<b>30.09.2024</b>	<b>31.12.2023</b>
	<b>RM'000</b>	<b>RM'000</b>
	<b>Unaudited</b>	<b>Audited</b>
<b>Assets</b>		
<b>Non-current assets</b>		
Property, plant and equipment	58,132	58,660
Right-of-use ("ROU") assets	1,918	2,242
Investment properties	835,962	771,937
Investment securities	58,529	5,108
Intangible assets	22,320	22,320
Receivables	51,724	22,500
Deferred tax assets	5,723	10,988
Tax recoverable	16,698	16,698
	<b>1,051,006</b>	<b>910,453</b>
<b>Current assets</b>		
Investment securities	605,018	582,534
Inventories	127	138
Receivables	53,946	149,771
Tax recoverable	1,566	1,173
Cash and bank balances	16,683	96,607
	<b>677,340</b>	<b>830,223</b>
Asset held for sale	1,763	-
	<b>1,730,109</b>	<b>1,740,676</b>
<b>Equity and liabilities</b>		
<b>Equity attributable to owners of the Company</b>		
Share capital	725,091	725,091
Treasury shares	(12,601)	(12,601)
Capital reserve	403	403
Merger deficit	(28,464)	(28,464)
Retained earnings	1,007,385	1,018,864
	<b>1,691,814</b>	<b>1,703,293</b>
Non-controlling interests	6,796	6,374
<b>Total equity</b>	<b>1,698,610</b>	<b>1,709,667</b>
<b>Non-current liabilities</b>		
Deferred tax liabilities	7,611	7,611
Lease liabilities	1,614	1,886
	<b>9,225</b>	<b>9,497</b>
<b>Current liabilities</b>		
Lease liabilities	371	388
Payables	21,670	20,511
Tax payable	233	613
	<b>22,274</b>	<b>21,512</b>
<b>Total liabilities</b>	<b>31,499</b>	<b>31,009</b>
<b>Total equity and liabilities</b>	<b>1,730,109</b>	<b>1,740,676</b>
<b>Net assets per share attributable to owners of the Company (RM)</b>	<b>2.4</b>	<b>2.4</b>

The above condensed consolidated statement of financial position should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2023 and the accompanying explanatory notes attached to these interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE QUARTER AND YEAR-TO-DATE ENDED 30 SEPTEMBER 2024

I-----Attributable to owners of the Company-----I

	I--Non-distributable--I				Distributable		Non-controlling interests RM'000	Total equity RM'000
	Share capital RM'000	Treasury shares RM'000	Capital reserve RM'000	Merger deficit RM'000	Retained earnings RM'000	Total RM'000		
<b>At 1 January 2024</b>	725,091	(12,601)	403	(28,464)	1,018,864	1,703,293	6,374	1,709,667
Profit for the period, representing total comprehensive income for the period	-	-	-	-	9,583	9,583	422	10,005
Dividend paid (Note A7)	-	-	-	-	(21,062)	(21,062)	-	(21,062)
<b>At 30 September 2024</b>	<b>725,091</b>	<b>(12,601)</b>	<b>403</b>	<b>(28,464)</b>	<b>1,007,385</b>	<b>1,691,814</b>	<b>6,796</b>	<b>1,698,610</b>
<b>At 1 January 2023</b>	725,091	(2,878)	403	(28,464)	1,028,713	1,722,865	5,960	1,728,825
Profit for the period representing total comprehensive income for the period	-	-	-	-	15,289	15,289	342	15,631
Dividend paid (Note A7)	-	-	-	-	(35,103)	(35,103)	-	(35,103)
Purchase of treasury shares	-	(9,723)	-	-	-	(9,723)	-	(9,723)
<b>At 30 September 2023</b>	<b>725,091</b>	<b>(12,601)</b>	<b>403</b>	<b>(28,464)</b>	<b>1,008,899</b>	<b>1,693,328</b>	<b>6,302</b>	<b>1,699,630</b>

The above condensed consolidated statement of changes in equity should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2023 and the accompanying explanatory notes attached to these interim financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE QUARTER AND YEAR-TO-DATE ENDED 30 SEPTEMBER 2024**

	9 months ended	
	30.09.2024	30.09.2023
	RM'000	RM'000
	Unaudited	Unaudited
<b>OPERATING ACTIVITIES</b>		
Profit before tax	19,316	20,194
Adjustments for:		
Depreciation of property, plant and equipment	2,667	2,047
Depreciation of ROU assets	324	393
Depreciation of investment properties	1,260	1,279
Dividend income on shares and unit trusts	(5,511)	(1,238)
Gain on disposal of property, plant and equipment	-	(1)
Compensation from compulsory acquisition of investment property	(2,204)	-
Interest income	(20,119)	(30,610)
Interest expense on lease liabilities	95	38
Net loss/(gain) arising from fair value changes in financial assets at fair value through profit or loss ("FVTPL")	582	(2,455)
Realised (gain)/loss from financial assets at FVTPL	(242)	153
<b>Operating loss before working capital changes</b>	<b>(3,832)</b>	<b>(10,200)</b>
Changes in working capital:		
Inventories	11	64
Receivables	(51)	19,150
Payables	1,159	(2,038)
<b>Cash flows (used in)/generated from operating activities</b>	<b>(2,713)</b>	<b>6,976</b>
Net income tax paid	(4,819)	(5,184)
<b>Net cash flows (used in)/generated from operating activities</b>	<b>(7,532)</b>	<b>1,792</b>
<b>INVESTING ACTIVITIES</b>		
Proceeds from disposal of:		
- property, plant and equipment	-	1
- investment securities	387,585	115,000
- investment property	3,555	-
Purchase of:		
- property, plant and equipment	(2,139)	(893)
- investment securities	(462,799)	(214,916)
Net dividend received from shares and unit trusts	5,511	1,238
Interest received	17,341	28,973
Net movement in fixed deposits with licensed banks	24,000	70,000
<b>Net cash flows used in investing activities</b>	<b>(26,946)</b>	<b>(597)</b>
<b>FINANCING ACTIVITIES</b>		
Purchase of treasury shares	-	(9,723)
Dividend paid	(21,062)	(35,103)
Payment of principal portion of lease liabilities	(384)	(445)
<b>Net cash flows used in financing activities</b>	<b>(21,446)</b>	<b>(45,271)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(55,924)</b>	<b>(44,076)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>72,607</b>	<b>62,978</b>
<b>Cash and cash equivalents at end of period</b>	<b>16,683</b>	<b>18,902</b>
<b>Cash and cash equivalents comprise:</b>		
Cash on hand	37	44
Cash at banks	3,254	2,763
Short-term deposits with licensed banks	13,392	16,095
	<b>16,683</b>	<b>18,902</b>

The above condensed consolidated statement of cash flows should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2023 and the accompanying explanatory notes attached to these interim financial statements.

## **A EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARDS (“MFRS”) 134**

### **A1 Basis of Preparation**

The unaudited interim financial statements have been prepared in accordance with MFRS 134 *Interim Financial Reporting*, International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*, paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the requirements of the Companies Act, 2016 in Malaysia, where applicable.

The unaudited interim financial statements should be read in conjunction with the Group’s audited financial statements of the Group for the financial year ended 31 December 2023. The explanatory notes provide explanation of events and transactions that are significant for an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2023.

### **A2 Accounting Policies**

#### **A2.1 Adoption of Amendments to Standards**

The accounting standards adopted in the preparation of the unaudited interim financial statements are consistent with those adopted in the preparation of the Group’s audited financial statements for the financial year ended 31 December 2023, except for the following which were adopted at the beginning of the current financial year. These pronouncements are either not relevant or do not have any material impact on the Group’s financial statements for the current financial year.

Amendments to MFRS 16 Leases - *Lease Liability in a Sale and Leaseback*

Amendments to MFRS 101 Presentation of Financial Statements – *Non-current Liabilities with Covenants*

Amendments to MFRS 107 Statement of Cash Flows and MFRS 7 Financial Instruments: Disclosures - *Supplier Finance Arrangements*

#### **A2.2 Standards Issued but not yet effective**

As at the date of authorisation of this unaudited interim financial statement, the following Standards and amendments to Standards have been issued by the Malaysian Accounting Standards Board (“MASB”) but are not yet effective to the Group.

##### **Effective for financial periods beginning on or after 1 January 2025**

Amendments to MFRS 121 The Effects of Changes in Foreign Exchange Rates - *Lack of Exchangeability*

##### **Effective for financial periods beginning on or after 1 January 2026**

Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures -

*Amendments to the Classification and Measurement of Financial Instruments*

Annual improvements to MFRS Accounting Standards - Volume 11

##### **Effective for financial periods beginning on or after 1 January 2027**

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 19 Subsidiaries without Public Accountability: Disclosures

##### **Effective date of these Amendments to Standards has been deferred, and yet to be announced**

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*

These pronouncements are expected to have no material impact to the Group’s financial statements.

### **A3 Seasonal or Cyclical Factors**

The performance of the Group is not affected by any seasonal or cyclical factors but is generally dependent on the prevailing economic environment.

### **A4 Unusual Items Due To Their Nature, Size or Incidence**

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the year-to-date ended 30 September 2024.

**A5 Significant Estimates and Changes in Estimates**

There were no changes in estimates that have had any material effect during the year-to-date ended 30 September 2024.

**A6 Debt and Equity Securities**

There were no issuances, repurchases and repayments of debt and equity securities during year-to-date ended 30 September 2024.

**A7 Dividend Paid**

The following dividend was paid during the current and previous corresponding financial period ended:

<b>Interim dividend</b>	<b>30.09.2024</b>	<b>30.09.2023</b>
Dividend per share (single-tier)	3.0 sen	5.0 sen
For the financial year ended	31 December 2024	31 December 2023
Approved and declared on	27 May 2024	18 May 2023
Date paid	26 June 2024	20 June 2023
Number of ordinary shares on which dividend was paid ('000)	702,054	702,054
Net dividend paid (RM'000)	21,062	35,103

**A8 Segmental Information**

	3 months ended		Changes %	9 months ended		Changes %
	30.09.2024 RM'000	30.09.2023 RM'000		30.09.2024 RM'000	30.09.2023 RM'000	
<b>Segmental Revenue</b>						
Credit	2,158	3,309	(34.8)	8,241	10,190	(19.1)
Hospitality	7,109	5,425	31.0	17,473	14,310	22.1
Investments	1,690	1,267	33.4	4,512	3,506	28.7
<b>Total</b>	<b>10,957</b>	<b>10,001</b>	9.6	<b>30,226</b>	<b>28,006</b>	7.9
<b>Segmental Results</b>						
Credit	3,155	11,007	(71.3)	18,147	30,722	(40.9)
Hospitality	1,260	381	>100.0	1,271	(706)	>100.0
Investments	(2,134)	(8,247)	(74.1)	(102)	(9,822)	>(100.0)
Profit before tax	2,281	3,141	(27.4)	19,316	20,194	(4.3)
Income tax expense	(2,821)	(1,920)	46.9	(9,311)	(4,563)	>100.0
(Loss)/profit for the period, representing total comprehensive (loss)/income for the period	(540)	1,221	>(100.0)	10,005	15,631	(36.0)

**Assets and Liabilities as at 30 September 2024**

	<b>Assets RM'000</b>	<b>Liabilities RM'000</b>
Credit	826,740	2,910
Hospitality	96,313	3,525
Investments	807,056	25,064
	<b>1,730,109</b>	<b>31,499</b>

**Assets and Liabilities as at 31 December 2023**

	<b>Assets RM'000</b>	<b>Liabilities RM'000</b>
Credit	821,872	2,273
Hospitality	96,603	3,386
Investments	822,201	25,350
	<b>1,740,676</b>	<b>31,009</b>

**A8 Segmental Information (cont'd.)**

As at 30 September 2024, the status of utilisation of proceeds raised from the Disposal are as follows:

<b>Purpose</b>	<b>Gross Proceeds RM'000</b>	<b>Actual Utilisation RM'000</b>	<b>Balance RM'000</b>	<b>Deviation RM'000</b>	<b>Expected utilisation timeframe from completion date</b>
Distribution to entitled shareholders					
- Proposed Capital Reduction and Repayment	286,000	286,000	-	-	Within 6 months
- Dividend	35,750	35,750	-	-	Within 6 months
Expansion of property business	160,802	73,296	87,506	***	Within 36 months
Working capital	37,000	32,872	4,128	**	Within 24 months
Repayment of bank borrowings	500	500	-	-	Within 6 months
Estimated expenses	2,007	1,179	828	*	Within 6 months
	<u>522,059</u>	<u>429,597</u>	<u>92,462</u>		

\* The excess from the proceeds allocated for the estimated expenses will be adjusted to the proceeds allocated for working capital purposes.

\*\* The excess in the funds allocated for working capital will be used for expansion of our property business.

\*\*\* The unutilised portion allocated for the expansion of property business will be used to partly fund the Proposed Selective Capital Repayment ("Proposed SCR").

**A9 Other Income**

	<b>3 months ended</b>			<b>9 months ended</b>		
	<b>30.09.2024 RM'000</b>	<b>30.09.2023 RM'000</b>	<b>Changes %</b>	<b>30.09.2024 RM'000</b>	<b>30.09.2023 RM'000</b>	<b>Changes %</b>
Interest income	6,046	7,323	(17.4)	17,660	21,880	(19.3)
Rental income from properties	130	97	34.0	365	237	54.0
Net (loss)/gain arising from fair value changes in financial assets at FVTPL	(3,121)	1,817	>(100.0)	(582)	2,455	>(100.0)
Realised gain on financial assets at FVTPL	-	18	(100.0)	242	18	>100.0
Gain on disposal of property, plant and equipment	-	-	-	-	1	(100.0)
Compensation from compulsory acquisition of investment property	1	-	100.0	2,204	-	100.0
Others	50	26	92.3	220	103	>100.0
<b>Total</b>	<u>3,106</u>	<u>9,281</u>	<u>(66.5)</u>	<u>20,109</u>	<u>24,694</u>	<u>(18.6)</u>

## A10 Financial Instruments

### (i) Classification

The following table analyses the financial assets and financial liabilities of the Group in the condensed consolidated statement of financial position by the classes and categories of financial instruments to which they are assigned by their measurement basis.

	As at 30.09.2024 RM'000	As at 31.12.2023 RM'000
<b>Assets</b>		
<b>Financial assets at FVTPL</b>		
Investment securities:		
- quoted shares	28,066	25,632
- unquoted shares	5,123	5,108
- risk participation	53,406	-
- unquoted unit trust funds	576,952	556,902
	<b>663,547</b>	<b>587,642</b>
<b>Financial assets at amortised cost</b>		
Receivables	104,636	172,095
Cash and bank balances	16,683	96,607
	<b>121,319</b>	<b>268,702</b>
<b>Liabilities</b>		
<b>Liabilities at amortised cost</b>		
Lease liabilities	1,985	2,274
Payables	19,649	20,511
<b>Total financial liabilities</b>	<b>21,634</b>	<b>22,785</b>

### (ii) Fair Values

#### (a) Financial instruments that are carried at fair value

The table below analyses those financial instruments carried at fair value by their valuation methods and non-financial assets which are carried at cost in the statements of financial position, but for which fair values are disclosed. The different levels have been defined as follows:

Level 1: Quoted prices (adjusted) of identical assets in active markets

Level 2: Inputs other than at quoted prices included within Level 1 that are observable for the assets, either directly (prices) or indirectly (derived from prices)

Level 3: Inputs for the assets that are not based on observable market data (unobservable inputs)

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
<b>As at 30 September 2024</b>				
<b>Current</b>				
Financial assets at FVTPL	28,066	576,952	-	605,018
<b>Non-current</b>				
Financial assets at FVTPL	-	-	58,529	58,529
	<b>28,066</b>	<b>576,952</b>	<b>58,529</b>	<b>663,547</b>
<b>As at 31 December 2023</b>				
<b>Current</b>				
Financial assets at FVTPL	25,632	556,902	-	582,534
<b>Non-current</b>				
Financial assets at FVTPL	-	-	5,108	5,108
	<b>25,632</b>	<b>556,902</b>	<b>5,108</b>	<b>587,642</b>



## A11 Related Party Disclosures

	3 months ended		9 months ended	
	30.09.2024	30.09.2023	30.09.2024	30.09.2023
	RM'000	RM'000	RM'000	RM'000
<u>Affiliated companies:</u>				
Dividends received	403	403	1,108	906
Management fee received/receivables	105	169	324	357
Professional fees paid/payable	(53)	(60)	(77)	(65)
IT management fees paid/payable	(20)	(20)	(59)	(59)

The above transactions are entered into in the normal course of business based on negotiated and mutually agreed terms.

Affiliated companies refer to the following:

- Metra Management Sdn. Bhd., incorporated in Malaysia, which is a company in which a Director has a substantial financial interest.
- Magnum Berhad, incorporated in Malaysia, which is a company in which a Director has a substantial financial interest.

## A12 Contingent Liabilities

As at 19 November 2024, the Board is not aware of any material contingent liabilities which have become enforceable or are likely to become enforceable which will affect the ability of the Company or any of its subsidiaries to meet its obligations as and when they fall due.

## A13 Event After The Reporting Period

There was no material event after the reporting date except for information disclosed in Note B9 on Material Litigation.

## A14 Significant Events During The Financial Period

On 28 May 2024, the Company announced that the Board of Directors ("Board") had on even date, received a letter from its major shareholder, Casi Management Sdn Bhd ("**CMSB**"), informing the Board of its intention to privatise the Company by way of selective capital reduction and repayment exercise pursuant to Section 116 of the Companies Act 2016 and requested the Company to undertake the Proposed SCR.

The Proposed SCR entails a selective capital reduction and a corresponding capital repayment of a proposed cash amount of RM1.70 for each ordinary share in the Company held by all shareholders of the Company (other than CMSB and MWE Holdings Sdn Bhd, who are non-entitled shareholders) whose names appear in the Record of Depositors of MPH B as at the close of business on an entitlement date to be determined and announced later by the Board.

On 6 September 2024, at the Extraordinary General Meeting, the disinterested shareholders of the Company had approved following:

- Proposed SCR and repayment exercise pursuant to Section 116 of the Companies Act 2016 and
- Proposed variation for the utilization of proceeds from the disposal by Multi-Purpose Capital Holdings Sdn. Bhd., a wholly-owned subsidiary of the Company, of 51% equity interest in MPI Generali Insurans Berhad for a disposal consideration of approximately RM522.06 million.

On 11 September 2024, the Company had filed the petition to the High Court in Malaya ("High Court") to obtain an order by the High Court confirming the reduction of the issue share capital of the Company in accordance with Section 116 of the Companies Act 2016 to give effect to the Proposed SCR.

On 3 October 2024, the petition to the High Court to obtain an order by the High Court confirming the special resolution passed by the disinterested shareholders on 6 September 2024 in relation to the Proposed SCR ("High Court Order") was met by an intervening application filed by ISM Sendirian Berhad ("ISM") ("Intervening Application") on the grounds that the grant of the High Court Order may affect ISM's rights against MPH B in relation to an ongoing contentious shareholder dispute filed by ISM against MPH B and its subsidiaries, namely Multi-Purpose Shipping Corporation Berhad, Queensway Nominees (Asing) Sdn Bhd, Queensway Nominees (Tempatan) Sdn Bhd, West-Jaya Sdn Bhd, Mulpha Kluang Maritime Carriers Sdn Bhd and Leisure Dotcom Sdn Bhd, as well as its respective directors ("Ongoing Dispute"). Information on the Ongoing Dispute was disclosed in Note B9 on Material Litigation.

**A14 Significant Events During The Financial Period (cont'd.)**

The High Court has fixed a hearing date for the Intervening Application on 3 December 2024. The hearing date for the petition to obtain the High Court Order can only be determined once the High Court has provided its ruling in respect of the Intervening Application.

**A15 Changes in Composition of The Group**

There were no changes in the composition of the Group during the current quarter and period ended 30 September 2024.

**A16 Capital Commitment**

There was no capital commitment during the current quarter and period ended 30 September 2024.

**A17 Operating Lease Arrangements****The Group as lessor**

The future aggregate minimum lease payments receivable under operating leases contracted for but not recognised as receivables are as follows:

	<b>As at 30.09.2024 RM'000</b>	<b>As at 31.12.2023 RM'000</b>
Not later than 1 year	3,063	4,945
Later than 1 year and not later than 5 years	1,821	2,400
	<b>4,884</b>	<b>7,345</b>

**B NOTES REQUIRED UNDER THE LISTING REQUIREMENTS OF BURSA SECURITIES****B1 Review of Performance of The Group**

	3 months ended			9 months ended		
	30.09.2024 RM'000	30.09.2023 RM'000	<i>Changes</i> %	30.09.2024 RM'000	30.09.2023 RM'000	<i>Changes</i> %
Revenue	10,957	10,001	9.6	30,226	28,006	7.9
Operating profit	2,310	3,164	<i>(27.0)</i>	19,411	20,232	<i>(4.1)</i>
Profit before tax	2,281	3,141	<i>(27.4)</i>	19,316	20,194	<i>(4.3)</i>
(Loss)/profit for the period, representing total comprehensive (loss)/profit for the period	(540)	1,221	<i>&gt;(100.0)</i>	10,005	15,631	<i>(36.0)</i>
(Loss)/profit, total comprehensive (loss)/profit attributable to owners of the Company	(665)	1,098	<i>&gt;(100.0)</i>	9,583	15,289	<i>(37.3)</i>

**3Q2024 vs 3Q2023**

The Group reported revenue of RM11.0 million in 3Q2024, an increase of 9.6% compared to the revenue of RM10.0 million posted in 3Q2023 due to improved performance in the hospitality segment.

In 3Q2024, the Group posted Profit before tax ("PBT") of RM2.3 million, which was 27.4% lower than RM3.1 million achieved in 3Q2023 due to lower interest income from a loan debtor upon partial repayment of the loan.

**Credit**

Credit segment recorded revenue of RM2.2 million in 3Q2024 which was RM1.1 million lower than revenue of RM3.3 million achieved in 3Q2023 due to lower interest income from a loan debtor upon partial repayment of the loan which was mitigated by incentives earned from unquoted risk participation.

## B1 Review of Performance of The Group (cont'd.)

### 3Q2024 vs 3Q2023 (cont'd.)

#### Credit (cont'd.)

PBT at RM3.2 million in 3Q2024 was lower by 71.3% compared to PBT of RM11.0 million achieved in 3Q2023, due mainly to fair value changes from financial assets at FVTPL and lower interest income from a loan debtor upon partial repayment of loan.

#### Hospitality

The revenue from Hospitality segment was RM7.1 million which was 31.0% higher than RM5.4 million reported in 3Q2023 mainly due to contributions from local and international markets.

In tandem with the improved revenue, the Hospitality segment achieved PBT of RM1.3 million in 3Q2024 as compared to PBT of RM0.4 million posted in 3Q2023.

#### Investments

The revenue of the Investments segment was marginally higher at RM1.7 million in 3Q2024 compared to revenue of RM1.3 million reported in 3Q2023 due to higher estate owner's entitlement.

Loss before taxation ("LBT") of RM2.1 million in 3Q2024 was a significant improvement compared to LBT of RM 8.2 million in 3Q2023 as land cost for affordable homes was taken into consideration in 3Q2023.

### 9M2024 vs 9M2023

The Group posted revenue of RM30.2 million in 9M2024, an increase of 7.9% compared to the revenue of RM28.0 million achieved in 9M2023 due to better performance from the hospitality and investment segments.

The Group 's PBT in 9M2024 at RM19.3 million was marginally lower than RM20.2 million achieved in 9M2023.

## B2 Material Change in Performance of the current quarter compared with the immediate preceding quarter

	3 months ended		Changes %
	30.09.2024 RM'000	30.06.2024 RM'000	
Revenue	10,957	10,497	4.4
Operating profit	2,310	5,092	(54.6)
Profit before tax	2,281	5,059	(54.9)
(Loss)/profit for the period, representing total comprehensive (loss)/income for the period	(540)	2,077	>(100.0)
(Loss)/profit for the period, total comprehensive (loss)/income attributable to owners of the Company	(665)	1,954	>(100.0)

### 3Q2024 vs 2Q2024

In 3Q2024, the Group reported revenue of RM11.0 million, which was 4.4% higher than revenue of RM10.5 million posted in 2Q2024 due to better performance from the hospitality segment.

PBT decreased by RM2.8 million to RM2.3 million compared to RM5.1 million recorded in 2Q2024 due to fair value changes from its investments in financial assets at FVTPL.

### B3 Prospects

The World Bank has raised its forecast for Malaysia's economic growth for 2024 to 4.9%, up 0.6 percentage points from its previous forecast of 4.3% in April 2024, following the country's stronger-than-anticipated performance in the first half of the year that reflected robust growth in consumption, investment, and trade activity.

#### Credit

The Credit segment continues to finance reputable niche clients with low-risk exposure.

#### Investments & Hospitality

The Group will conserve and safeguard its resources to create long term sustainable value to generate optimum returns. The Hospitality segment continues to maintain its client base from the local and international travels.

### B4 Profit Forecast and Profit Guarantee

There was no profit forecast or profit guarantee issued by the Company and the Group.

### B5 Income Tax Expense

	3 months ended		9 months ended	
	30.09.2024	30.09.2023	30.09.2024	30.09.2023
	RM'000	RM'000	RM'000	RM'000
Income tax	1,066	1,920	4,046	4,563
Deferred tax	1,755	-	5,265	-
<b>Total income tax expense</b>	<b>2,821</b>	<b>1,920</b>	<b>9,311</b>	<b>4,563</b>

Income tax is calculated at the Malaysian statutory rate of 24% of the estimated assessable profit for the current and previous corresponding period.

The effective tax rate for the Group for the current quarter and year-to-date was higher than the statutory rate due to certain expenses that were not deductible for tax purposes.

The effective tax rate for the Group the previous corresponding period was lower than the statutory rate due to non-taxable income.

### B6 Profit Before Tax

Included in the profit before tax are the following items:

	3 months ended		9 months ended	
	30.09.2024	30.09.2023	30.09.2024	30.09.2023
	RM'000	RM'000	RM'000	RM'000
Depreciation of property, plant and equipment	912	718	2,667	2,047
Depreciation of ROU assets	108	103	324	393
Depreciation of investment properties	419	426	1,260	1,279
Service fees & storage fees	4	393	11	445
Interest expense on lease liabilities	29	23	95	38
Realised (gain)/loss from financial assets at FVTPL	-	(25)	-	171

**B7 Receivables**

	<b>As at 30.09.2024 RM'000</b>	<b>As at 31.12.2023 RM'000</b>
Loan and advances	68,221	149,045
Less: allowance for ECL	<u>(14,054)</u>	<u>(14,054)</u>
Total loan and advances	<u>54,167</u>	<u>134,991</u>
Other receivables	51,646	37,423
Less: allowance for ECL	<u>(143)</u>	<u>(143)</u>
Total other receivables	<u>51,503</u>	<u>37,280</u>
<b>Total receivables</b>	<b><u>105,670</u></b>	<b><u>172,271</u></b>

**B8 Corporate Proposals  
Non-Compliance (Property)**

Pursuant to the listing of the Company, the Group undertakes to rectify the following non-compliances as at 30 September 2024. As at current date, the non-compliances are as follows:

## I) The condition imposed on the land title

Syarikat Perniagaan Selangor Sdn. Bhd. ("SPSSB") is the registered proprietor of a land held under PM 345, Lot 13501, Mukim Hulu Kelang, District of Gombak, State of Selangor Darul Ehsan. This land can only be used for guards' and keepers' quarters. However, a Tenaga Nasional Berhad ("TNB") sub-station and network pumping station has been erected on the said land. Despite numerous efforts over time, SPSSB has not been successful in resolving the impasse between TNB and the Gombak land office. The management of SPSSB is now exploring other options including an application to the local authorities for change of land use; and

## II) The undetermined status of the certificate of fitness for occupation

The Group was unable to determine the status of the certificate of fitness for occupation to the buildings erected on GRN 28274, Lot 643 and GRN 9036, Lot 1199, Sekyen 67, Town of Kuala Lumpur, District and State of Wilayah Persekutuan Kuala Lumpur, properties registered under Mulpha Kluang Maritime Carriers Sdn. Bhd.

The buildings situated on GRN 28274, Lot 643 and GRN 9036, Lot 1199, remained unoccupied.

**B9 Material Litigation**

**Legal suit filed by ISM Sendirian Berhad - Kuala Lumpur High Court Civil Suit No. WA-22NCC-68-02/2016 [consolidated with Civil Suit no. WA-22NCC-69-02/2016, WA-22NCC-70-02/2016, WA-22NCC-71-02/2016 and WA-22NCC-72-02/2016], Court of Appeal Civil Appeal No. W-02(NCC)(W)-1220-07/2019 and Court of Appeal Civil Appeal No. W-02(NCC)(W)-1341-07/2019**

ISM Sendirian Berhad ("ISM or the Plaintiff") had filed five suits against the Company and its subsidiaries, namely, Multi-Purpose Shipping Corporation Berhad, Queensway Nominees (Asing) Sdn. Bhd. ("QNA"), Queensway Nominees (Tempatan) Sdn. Bhd. ("QNT"), West-Jaya Sdn. Bhd. ("WJSB"), Mulpha Kluang Maritime Carrier Sdn. Bhd. ("MKMC") and Leisure Dotcom Sdn. Bhd. ("LDC"), as well as its respective directors (collectively referred to hereinafter as "the Defendants"), alleging minority shareholders' oppression under Section 181 of the Companies Act 1965 (now Section 346 of the Companies Act 2016). ISM is a minority shareholder of QNA, QNT, WJSB, MKMC and LDC (collectively referred to hereinafter as "Subsidiaries").

In the five suits, the Plaintiff seeks damages, both general and punitive against the Defendants, several declarations regarding the manner in which the affairs of the Company and its Subsidiaries are conducted, several injunctions to restrain the conduct of the Company with regards to the Subsidiaries as well as an order that ISM's shares in the Subsidiaries are to be purchased by the Defendants at a value to be fixed by an independent auditor.

In response, the Defendants contended that the Plaintiff is in breach of the joint venture arrangement between the parties in failing to fulfil its financial obligations under the same. Hence, the Defendants have filed a defence and counterclaim (in each suit) against the Plaintiff for losses and damages suffered by the Defendants due to the Plaintiff's breach of the joint venture arrangement.

**B9 Material Litigation (cont'd.)**

On 21 June 2019, the High Court allowed the Plaintiff's claim premised on minority shareholders' oppression under Section 181 of the Companies Act 1965 (now Section 346 of the Companies Act 2016). In this regard, the High Court made the following orders:

1. The Company (as the majority shareholder) is to buy out the Plaintiff's 30% shares in the Subsidiaries;
2. The buyout price is to be determined by an independent firm of accountants by taking into account the value of the land owned by the Subsidiaries as determined by a licensed valuer;
3. The identities of the firm of accountants and the valuers are to be determined by agreement between the parties within 30 days from 21 June 2019 or if no agreement by the parties, the High Court will make the appointment based on nominations by the 2 parties;
4. ISM and the Company to mutually execute the terms and engagement of the accountant and valuer and shall equally bear the costs of the accountant and valuer;
5. Interest on the buyout sum will accrue at the rate of 5% per annum from the date expiring 7 days from the final determination of the buyout price by the independent accountant until full payment;
6. Nominal damages in the sum of RM10,000.00 to be paid to the Plaintiff with interest of 5% per annum to be calculated from 22 June 2019 to the date of full and final settlement;
7. Costs of RM100,000.00 to be paid to the Plaintiff, subject to payment of allocator;
8. Both parties are given liberty to apply; and
9. The Plaintiff's claim for punitive and exemplary damages and the Defendants' counterclaim are dismissed.

On 21 June 2019, the Defendants paid the nominal damages in the sum of RM10,000.00 to the Plaintiff.

On 28 June 2019, the Defendants had appealed to the Court of Appeal against the judgment made by the High Court on 21 June 2019 ("Defendants' Appeal"). On 18 July 2019, the Plaintiff had appealed to the Court of Appeal against certain parts of the judgment made by the High Court on 21 June 2019 ("Plaintiff's Appeal") (the Defendants' Appeal and Plaintiff's Appeal collectively referred to hereinafter as "the Appeals").

On 5 July 2019, the Defendants had filed an application to the High Court for a stay of the execution of the High Court's judgment dated 21 June 2019 ("High Court's Judgment") and all the proceedings relating thereto pending the disposal of the Appeals.

On 13 September 2019, the High Court ordered by consent of the parties ("Consent Order") that the execution of the High Court's Judgment and all the proceedings relating thereto be stayed pending the disposal of both the Appeals before the Court of Appeal.

The Appeals were fully heard by the Court of Appeal on 21 November 2023, 30 January 2024, 4 March 2024, 6 March 2024, 28 May 2024 and 29 July 2024.

On 21 October 2024, the Court of Appeal unanimously ordered that:-

1. the Defendants' Appeal against the decision of the High Court in allowing the Plaintiffs' claim is allowed in total and thereby set aside the High Court's Judgment;
2. the Defendants' counterclaim in the High Court cannot be pursued in the Defendants' Appeal;
3. the Plaintiff to pay the Defendants costs in the sum of RM200,000.00 subject to allocatur in relation to the Defendants' Appeal; and
4. the Plaintiff's Appeal is dismissed in total with no order as to costs.

The effect of the Court of Appeal's decision is that there is no judgment or order in respect of the damages or oppression made against the Defendants. The Consent Order is no longer in effect. The Defendants will have to recover from the Plaintiff the sum of RM10,000.00 being the nominal damages awarded by the High Court on 21 June 2019 which was previously paid by the Defendants, as well as the costs of RM200,000.00 subject to allocatur, which is a total of RM208,000.00 awarded by the Court of Appeal

**B10 Dividend**

The Board does not recommend the payment of dividend of the quarter under review.

**B11 Auditors' Report on Preceding Annual Financial Statements**

The auditors' report on the financial statements for the financial year ended 31 December 2023 was not qualified.

**B12 Earnings Per Share**

	3 months ended		9 months ended	
	30.09.2024	30.09.2023	30.09.2024	30.09.2023
(Loss)/profit for the period attributable to the owners of the Company (RM'000)	<u>(665)</u>	<u>1,098</u>	<u>9,583</u>	<u>15,289</u>
Weighted average number of ordinary shares in issue ('000)	<u>702,054</u>	<u>702,634</u>	<u>702,054</u>	<u>702,634</u>
Basic and diluted earnings per share (sen)	<u>(0.1)</u>	<u>0.2</u>	<u>1.4</u>	<u>2.2</u>

**By Order Of The Board**  
**Ng Sook Yee**  
**Company Secretary**  
**19 November 2024**