Fiamma Holdings Berhad (Company No: 88716-W) ("Fiamma" or "the Company") Notes to the interim financial statements for the financial quarter ended 30 June 2019

A. Compliance with Malaysian Financial Reporting Standards ("MFRS") 134, Interim Financial Reporting

The unaudited interim financial statements have been prepared in accordance with the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and MFRS 134, *Interim Financial Reporting*. The interim financial statements should be read in conjunction with the audited consolidated financial statements of the Group as at and for the financial year ended 30 September 2018.

A1. First Time Adoption of MFRS Framework

The Group prepared its financial statements in accordance with Financial Reporting Standards ("FRSs") up to financial year ended 30 September 2018.

These are the Group's unaudited interim financial statements for part of the period covered by the Group's first MFRS framework annual financial statements and MFRS 1, *First-time Adoption of Malaysian Financial Reporting Standards* has been applied. The comparative information in these interim financial statements have been restated to give effect to the transition to MFRSs and they are provided in Notes A2(i) to A2(iii).

A2. Accounting Policies

Except as described below, the accounting policies applied by the Group in these unaudited interim financial statements are the same as those applied by the Group in its annual financial statements as at and for the year ended 30 September 2018.

MFRS 9 Financial Instruments

MFRS 9 introduces an "expected credit loss" model on impairment. The expected credit loss model (ECL) requires impairment to be recognised on initial recognition including expected future credit losses whilst the incurred loss model only requires recognition of credit losses incurred as at the reporting date.

MFRS 15 Revenue from Contracts with Customers

The core principle of MFRS 15 is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. MFRS 15 established a five-step model to account for revenue arising from contracts with customers and it requires entities to exercise judgement, taking into consideration all the relevant facts and circumstances when applying each step of the model to contracts with their customers. MFRS 15 also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

The Group adopted MFRS 15 using the modified retrospective method, i.e. apply MFRS 15 to only contracts that have not been completed at the date of initial application.

A2. Accounting Policies (continued)

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

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2019

- MFRS 16, Leases
- IC Interpretation 23, Uncertainty Over Income Tax Treatments
- Amendments to MFRS 3, Business Combinations (Annual Improvements to MFRS Standards 2015-2017 Cycle)
- Amendments to MFRS 9, Financial Instruments Prepayment Features with Negative Compensation
- Amendments to MFRS 11, Joint Arrangements (Annual Improvements to MFRS Standards 2015-2017 Cycle)
- Amendments to MFRS 112, *Income Taxes* (Annual Improvements to MFRS Standards 2015-2017 Cycle)
- Amendments to MFRS 119, Employee Benefits Plan Amendment, Curtailment or Settlement
- Amendments to MFRS 123, Borrowing Costs (Annual Improvements to MFRS Standards 2015-2017 Cycle)
- Amendments to MFRS 128, Investments in Associates and Joint Ventures Longterm Interests in Associates and Joint Ventures

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

- 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

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

• MFRS 17, Insurance Contracts

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

 Amendments to MFRS 10, Consolidated Financial Statements and MFRS 128, Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

A2. Accounting Policies (continued)

The Group plans to apply the abovementioned accounting standards, interpretations and amendments, where applicable:

- from the annual period beginning on 1 January 2019 for those accounting standard, interpretation and amendments that are effective for annual periods beginning on or after 1 January 2019; and
- from the annual period beginning on 1 January 2020 for those amendments that are effective for annual periods beginning on or after 1 January 2020.

The Group does not plan to apply MFRS 17, *Insurance Contracts* that is effective for annual periods beginning on 1 January 2021 as it is not applicable to the Group.

The Group is currently assessing the financial impact that may arise from the adoption of the abovementioned accounting standards, interpretations and amendments.

A2. Accounting Policies (continued)

A2(i) Condensed Consolidated Statement of Comprehensive Income For the 9 months ended 30 June 2018

Tot the 5 months ended 50 date 2010	As previously stated RM'000	Adjustments RM'000	As restated RM'000
Revenue	232,195	(439)	231,756
Cost of sales	(157,568)	544	(157,024)
Gross profit	74,627	105	74,732
Operating expenses	(39,623)	26	(39,597)
Other operating income	2,842	-	2,842
Profit from operations	37,846	131	37,977
Finance costs	(4,971)	(438)	(5,409)
Depreciation and amortisation	(3,535)	-	(3,535)
Profit before taxation	29,340	(307)	29,033
Taxation	(7,049)	359	(6,690)
Profit for the period	22,291	52	22,343
Other comprehensive income			
Foreign exchange translation difference	(793)	-	(793)
Total comprehensive income	21,498	52	21,550
Profit for the period attributable to: Owners of the Company Non-controlling Interest Profit for the period	20,349 1,942 22,291	113 (61) 52	20,462 1,881 22,343
Total comprehensive income for the period attributable to:			
Owners of the Company	19,789	113	19,902
Non-controlling Interest	1,709	(61)	1,648
Total comprehensive income	21,498	52	21,550
Basic earnings per share (sen)	4.02		4.04
Diluted earnings per share (sen)	3.83	_	4.04

A2. Accounting Policies (continued)

A2(ii) Condensed Consolidated Statement of Financial Position As at 30 September 2018

•	As previously stated RM'000	Adjustments RM'000	As restated RM'000
ASSETS	20.2 000	111.1 000	11111 000
Non-current assets			
Property, plant and equipment	100,641	_	100,641
Investment properties	76,419	_	76,419
Inventories - land held for property development	27,815	122,464	150,279
Deferred tax assets	2,591	2,527	5,118
	207,466	124,991	332,457
Current assets			·
Property development costs	221,093	(221,093)	-
Inventories	147,822	83,939	231,761
Contract assets	-	2,661	2,661
Contract costs	-	10,693	10,693
Trade and other receivables	102,246	-	102,246
Prepayments	980	-	980
Tax recoverable	2,849	-	2,849
Cash and cash equivalents	102,645	-	102,645
•	577,635	(123,800)	453,835
TOTAL ASSETS	785,101	1,191	786,292
EQUITY			
Share capital	265,028	_	265,028
Treasury shares	(13,620)	_	(13,620)
Reserves and retained earnings	216,545	(2,204)	214,341
Total equity attributable to owners of the Company	467,953	(2,204)	465,749
Non-controlling interest	22,847	(80)	22,767
TOTAL EQUITY	490,800	(2,284)	488,516
LIABILITIES			
Non-current liabilities			
Loans and borrowings	62,101	_	62,101
Other payables	7,536	_	7,536
Deferred tax liabilities	5,802	_	5,802
2 CONTROL CALL AND MALES	75,439	_	75,439
Current liabilities	70,109		70,105
Loans and borrowings	118,506	_	118,506
Trade and other payables	97,183	(2,684)	94,499
Contract liabilities	-	6,159	6,159
Provision for warranties	570	-	570
Taxation	2,603	_	2,603
Tumuon	218,862	3,475	222,337
TOTAL LIABILITIES	294,301	3,475	297,776
TOTAL EQUITY AND LIABILITIES	785,101	1,191	786,292
Net assets per share (RM)	0.93		0.92

A2. Accounting Policies (continued)

A2(iii) Condensed Consolidated Statement of Cash Flows For the 9 months ended 30 June 2018

For the 7 months chaca 30 June 2010	As previously		
	stated	Adjustments	As restated
Cook flows from anaroting activities	RM'000	RM'000	RM'000
Cash flows from operating activities Profit before taxation	29,340	(308)	29,032
Adjustments	8,319	438	8,757
•		130	_
Operating profit before changes in working capital Changes in working capital:	37,659	150	37,789
Inventories	(1.727)	(15.019)	(16.745)
	(1,727) 61	(15,018)	(16,745)
Prepayments Contract exects	01	11 450	61
Contract assets	-	11,459	11,459
Contract costs	-	(903)	(903)
Property development costs	(25,753)	25,753	-
Trade and other receivables	10,584	(5,764)	4,820
Trade and other payables	12,084	(3,514)	8,570
Cash and bank balance held under Housing Development Account	(674)	-	(674)
Cash generated from operations	32,234	12,143	44,377
Provision for warranties utilised	(320)	-	(320)
Tax paid net of refund	(6,694)	- 10.110	(6,694)
Net cash generated from operating activities	25,220	12,143	37,363
Cash flows from investing activities			
Additions of: -			
- property, plant and equipment	(227)	-	(227)
- inventories - land held for property development	-	(11,706)	(11,706)
Interest received	1,534	-	1,534
Proceeds from disposal of property, plant and equipment	12	(11.700)	12
Net cash generated from / (used in) investing activities	1,319	(11,706)	(10,387)
Cash flows from financing activities			
Dividends paid to owners of the Company	(8,862)	-	(8,862)
Drawdown of borrowings - net	14,748	-	14,748
Interest paid	(4,591)	(438)	(5,029)
Purchase of own shares	(1,392)	-	(1,392)
Net cash used in financing activities	(97)	(438)	(535)
Net increase in cash and cash equivalents	26,442	(1)	26,441
Cash and cash equivalents at beginning of period	60,242	-	60,242
Effect of exchange rate fluctuation on cash held	(823)	_	(823)
Cash and cash equivalents at end of period	85,861	(1)	85,860
Cash and cash equivalents			
Cash and bank balance and deposits placed with licensed banks	107,845		107,845
Bank overdraft	(18,323)		(18,323)
Cash and bank balances held under Housing Development Account	(3,661)		(3,661)
and the state of t	85,861	_	85,861
	65,601	_	03,801

A3. Report of the Auditors to the Members of Fiamma

The reports of the auditors to the members of Fiamma and its subsidiaries on the financial statements for the financial year ended 30 September 2018 were not subject to any qualification and did not include any adverse comments made under Section 266 (3) of the Companies Act 2016.

A4. Seasonality or Cyclicality of Interim Operations

The business of the Group was not subject to material seasonal or cyclical fluctuations.

A5. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

The business of the Group was not affected by any significant unusual items affecting assets, liabilities, equity, net income or cash flows for the current quarter ended 30 June 2019.

A6. Material Changes in Estimates of Amounts Reported

There were no material changes in estimates used in reporting the current quarter as compared to the financial statements of the Group for the financial year ended 30 September 2018.

A7. Debt and Equity Securities

The owners of the Company, by a special resolution passed at the Annual General Meeting held on 26 February 2019, approved the Company's plan to repurchase its own shares.

During the current financial quarter, the Company repurchased 9,857,600 of its issued share capital from the open market, at an average price of RM0.48 per share including transaction cost. The total consideration paid was RM4,743,399. During the current financial period, the Company repurchased 11,390,200 of its issued share capital from the open market at an average price of RM0.48 per share including transaction cost. The total consideration paid was RM5,496,188. The shares repurchased are held as treasury shares in accordance with Section 127 of the Companies Act 2016. The repurchase transactions were financed by internally generated funds.

As at 30 June 2019, the Company held 36,514,200 of its own shares, representing 6.89% of the total paid-up share capital of the Company. These shares were being held and retained as treasury shares.

There were no other issuance, cancellation, resale and repayments of debt and equity securities for the current financial quarter ended 30 June 2019.

A8. Dividend Paid

During the current quarter, the Company paid a final single-tier dividend of 2.25 sen per ordinary share in respect of the financial year ended 30 September 2018 on 5 April 2019.

A9. Operating Segment Information

The Group has three (3) reportable segments, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed based on the Group's management and internal reporting structure. For each of the strategic business units, the Group Managing Director (the chief operating decision maker) reviews internal management reports at least on a monthly basis. The following summary describes the operations in each of the Groups' reportable segments:

Trading and services Distribution and servicing of electrical home

appliances, sanitaryware, kitchen and wardrobe system and built-in furniture, other household products, bathroom accessories, medical devices and

healthcare products

Property development Property development

Investment holding and Long term investment in unquoted shares and

property investment property investment

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A9. Operating Segment Information (continued)

The reportable segment information for the Group is as follows:

	Trading & Services RM'000	Property Development RM'000	Investment Holding & Property Investment RM'000	
For the financial period ended 30 June 20	19			
External revenue Inter segment revenue	211,511 17,751	39,046	4,225 1,498	254,782 19,249
Total reportable revenue	229,262	39,046	5,723	274,031
Segment profit	30,440	6,489	3,245	40,174
Segment assets	390,981	418,427	438,149	1,247,557
Segment assets Other non-reportable segments Elimination of inter-segment transaction	s or balances			1,247,557 8,690 (444,962)
			=	811,285
Segment liabilities	(112,215)	(231,030)	(138,827)	(482,072)
Segment liabilities Other non-reportable segments Elimination of inter-segment transaction	s or balances			(482,072) (7,982) 175,176
Reconciliation of profit				(314,878)
			3	30 June 2019 RM'000
Total profit for reportable segments Elimination of inter-segment profits Depreciation Interest expense Interest income				40,174 (1,086) (3,005) (5,870) 1,997
				32,210

A10. Events Subsequent to the end of the Financial Period

(i) Repurchase of the Company's shares

Subsequent to the financial quarter end, the Company repurchased 670,000 of its issued share capital from the open market at an average price of RM0.49 per share including transaction costs. The total consideration paid was RM325,007.

(ii) Cancellation of the Company's treasury shares

On 17 July 2019, the Company cancelled 20,000,000 treasury shares with carrying amount of RM10,469,104.04 at an average price of RM0.52 per ordinary share.

Other than the above, there were no other material events as at 14 August 2019, being the date not earlier than 7 days from the date of this announcement that will affect the financial results of the financial quarter under review.

A11. Changes in Composition of the Group

There was no change in the composition of the Group for the current quarter, including business combination, acquisition or disposal of subsidiaries and long-term investments, restructuring and discontinuing operations.

A12. Contingent Liabilities

Contingent liabilities of the Company are as follows:

	As at 30 June 2019 RM'000	As at 30 Sept 2018 RM'000
Guarantees to financial institutions for facilities granted to subsidiaries	150,383 =====	154,607 =====

B. Compliance with Bursa Securities Listing Requirements.

B1. Review of the Performance of the Group

	9 montl	9 months ended		
	30 June 2019 RM'000	30 June 2018 RM'000 Restated		
Revenue	254,782	231,756		
Profit before taxation	32,210	29,033		

The Group recorded a higher revenue of RM254.78 million in the current financial period compared with RM231.76 million in the preceding year financial period. This was mainly due to higher contribution from both trading and services segment and property development segment. Consequently, the Group recorded a higher profit before taxation ("PBT") of RM32.21 million in the current financial period compared with RM29.03 million in the preceding year financial period.

The Group's revenue is derived primarily from the trading and services segment which contributed 83.0% of the Group's revenue in the current financial period. The segment recorded revenue of RM211.51 million in the current financial period compared with RM202.71 million in the preceding year financial period. Consequently, this segment recorded a higher PBT of RM29.23 million in the current financial period compared with RM27.63 million in the preceding year financial period.

The property development segment contributed 15.3% of the Group's revenue in the current financial period. The segment recorded a higher revenue of RM39.05 million in the current financial period compared with RM24.89 million in the preceding year financial period. Consequently, this segment recorded PBT of RM1.78 million in the current financial period compared with loss before taxation of RM0.12 million in the preceding year financial period.

The investment holding and property investment segment contributed 1.7% of the Group's revenue in the current financial period. The segment recorded a revenue of RM4.23 million and PBT of RM1.20 million in the current financial period compared with RM4.15 million and RM1.52 million respectively in the preceding year financial period. The revenue is derived mainly from letting of investment properties at Wisma Fiamma in Bandar Menjalara and Menara Centara in Jalan Tuanku Abdul Rahman, both in Kuala Lumpur.

B2. Comparison with Preceding Quarter's Results

	3 montl	3 months ended		
	30 June 2019 RM'000	31 Mar 2019 RM'000		
Revenue	94,992	79,643		
Profit before taxation	12,067	9,038		

The Group recorded a higher revenue of RM94.99 million in the current quarter ended 30 June 2019 compared with RM79.64 million in the previous quarter ended 31 March 2019. The increase in revenue was due to higher contribution from both the trading and services segment and property development segment. Consequently, the Group recorded a higher PBT of RM12.07 million compared with RM9.04 million in the previous quarter ended 31 March 2019.

B3. Prospects

GDP registered a higher growth of 4.9% in the second quarter of 2019 (1Q 2019: 4.5%), supported by continued expansion in domestic demand. On a quarter-on-quarter seasonally-adjusted basis, the economy grew by 1.0% (1Q 2019: 1.1%).

Domestic demand expanded by 4.6% in the second quarter (1Q 2019: 4.4%), supported by firm household spending and slightly higher private investment.

Core inflation, excluding the impact of consumption tax policy changes, was unchanged at 1.6%.

The global economy is expected to grow at a moderate pace in 2019 compared to 2018. Risks to the outlook remain tilted to the downside, emanating from a potential escalation of trade disputes, continued uncertainties in Brexit negotiations, and excessive financial market volatility.

Growth of the Malaysian economy continued to improve. The baseline projection, therefore, remains within the range of 4.3% - 4.8%. Nonetheless, the outlook is subject to downside risks from lingering uncertainties in the global and domestic environment, worsening trade tensions and extended weakness in commodity-related sectors.

(Source: Economic and Financial Developments in Malaysia in the Second Quarter of 2019, Bank Negara Malaysia)

With the above outlook, the Directors expect the performance for the current financial year to remain challenging. Nevertheless, the Group will continue to remain focused on expanding its existing core businesses.

For the trading and services segment, Fiamma will continue to build on its effective supply chain system and proven core competencies to remain a market leader for its products. It will continue to invest in brand building and promotional activities to strengthen and expand its distribution network in Malaysia for its various brands of home appliances, sanitaryware, kitchen and wardrobe system and built-in furniture, medical devices and healthcare products and source for new products and business opportunities that are in synergy with the Group's products and activities.

For the property development segment, the on-going development of service apartments (East Parc @ Menjalara) in Bandar Menjalara, Kuala Lumpur and the residential developments in Batu Pahat, Johor, as well as the completed residential and commercial developments in Kota Tinggi, Johor, will contribute to the Group's revenue in the financial year 2019 and the coming financial years. The upcoming medium cost project in Kota Tinggi, Johor and the proposed residential developments in Jalan Yap Kwan Seng and Jalan Sungai Besi, both in Kuala Lumpur, are expected to contribute to the Group's future income stream once the proposed developments are launched and sold.

B4. Profit Forecast or Profit Guarantee

Not applicable.

B5. Taxation

Taxation comprises the following:

raxation comprises the following.	9 months ended 30 June 2019 RM'000
Current tax expense	8,664
Deferred tax expense	(494)
	8,170
Prior year tax expense	(144)
	8,026
	DM2000
	RM'000
Profit before taxation	32,210
Tax at Malaysian tax rate of 24%	7,730
Non-deductible expenses and other tax effects	440
Tax expense	8,170
Prior year tax expense	(144)
Tax expense	8,026

B6. Status of Corporate Proposal

The Group has not announced any corporate proposals, which have not been completed at the date of this announcement.

B7. Group Borrowings and Debt Securities

The Group's borrowings as at 30 June 2019 are as follows:

	Secured RM'000	Unsecured RM'000	Total RM'000
Non-current			
Repayable after 12 months			
Term loan	51,036	-	51,036
	=====	=====	=====
Current			
Repayable within 12 months			
Term loan	14,766	_	14,766
Revolving credit	91,000	-	91,000
Bills payable	-	38,688	38,688
Bank overdraft	17,893	-	17,893
Sub-total	123,659	38,688	162,347
	=====	=====	=====
Total	174,695	38,688	213,383
	======	=====	=====

B8. Derivatives

The details of the Group's foreign currency forward contracts as at 30 June 2019 are as follows:

	Notional amount RM'000	Fair value RM'000	Difference RM'000
Foreign currency forward contracts			
US Dollar	1,049	1,047	(2)

The above instruments were executed with established financial institutions in Malaysia. There is no cash requirement for these contracts.

The Group uses appropriate financial instruments, such as foreign currency forward contracts, to hedge against specific exposures including foreign currency risks.

With the adoption of FRS 139, the difference between the notional value and fair value of the contracts amounting to RM2,000 has been recognised in the financial statements.

B9. Changes in Material Litigation

There was no impending material litigation as at 14 August 2019, being the date not earlier than 7 days from the date of this announcement.

B10. Dividend

No interim dividend was declared for the current quarter under review.

B11. Earnings per share

Basic earnings per share

The calculation of basic earnings per share was based on the profit attributable to the owners of the Company and a weighted average number of ordinary shares outstanding, is as follows:

	3 months ended 30 June 2019 RM'000	9 months ended 30 June 2019 RM'000
Profit for the financial period attributable to owners of the Company	8,415	21,842
	'000	'000
Issued ordinary shares at 1 October Treasury shares Effects of exercise of warrants	530,027 (36,514)	530,027 (36,514) 2
Weighted average number of ordinary shares at 30 June 2019	493,513	493,515
Basic earnings per share (sen)	1.71	4.43
Diluted earnings per share	'000	'000
Weighted average number of ordinary shares at 30 June 2019 (basic) Effects of share options	493,513	493,515
Weighted average number of ordinary shares at 30 June 2019 (diluted)	493,513	493,515
Diluted earnings per share (sen)	1.71	4.43

^{*} At 30 June 2019, the effect on the earnings per share in respect of potential ordinary shares from the exercise of share options is anti-dilutive and therefore excluded from the calculation of diluted earnings per share.

B12. Profit before taxation

9 months ended 30 June 2019 RM'000
3,005 5,870 693 1,403 33 94
1,997 142 897 140 151

B13. Capital Commitments

There was no capital commitment as at 30 June 2019.

B14. Provision of Financial Assistance

The amount of financial assistance provided by the Company and its subsidiaries to its non-wholly owned subsidiaries pursuant to paragraph 8.23(1) of the Listing Requirements is as follows:-

	As at 30 June 2019 RM'000	As at 30 Sept 2018 RM'000
Corporate guarantees to financial institutions for trade facilities granted to non-wholly		
owned subsidiaries	-	590

The above financial assistance does not have a material financial impact on the Group.

This announcement is dated 21 August 2019.