

VIZIONE HOLDINGS BERHAD 199701026873 (442371-A)

(Incorporated in Malaysia)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE 5TH QUARTER ENDED 28 FEBRUARY 2023
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	INDIVIDUAL		CUMULATIVE	
	Current Year Quarter Ended 28-Feb-23 RM'000	Preceding Year Corresponding Quarter Ended 28-Feb-22 RM'000	Current Y-T-D Ended 28-Feb-23 RM'000	Preceding Y-T-D Ended 28-Feb-22 RM'000
Turnover	77,608	-	332,988	-
Cost of sales	(78,345)	-	(325,550)	-
Gross profit	(737)	-	7,438	-
Other operating income	548	-	1,848	-
Operating and administrative expenses	(4,698)	-	(35,688)	-
Share of results of associate	(3)	-	(1,270)	-
Share of results of joint venture	221	-	849	-
Profit/(Loss) from operations	(4,669)	-	(26,823)	-
Finance costs	(747)	-	(6,059)	-
Profit/(Loss) before taxation	(5,416)	-	(32,882)	-
Taxation	20	-	(1,119)	-
Total comprehensive profit/(loss)	(5,396)	-	(34,001)	-
Total comprehensive profit/(loss) attributable to :				
Owners of the parent	(5,361)	-	(31,265)	-
Non-controlling interest	(35)	-	(2,736)	-
	(5,396)	-	(34,001)	-
Profit/(Loss) per-share	Sen	Sen	Sen	Sen
Basic	(0.23)	-	(1.32)	-
Diluted	(0.23)	-	(1.32)	-

Notes:

- The Condensed Consolidated Statement of Comprehensive income should be read in conjunction with the Audited Financial Statements for the year ended 30 November 2021.
- The financial year end of the Company was changed from 30 November 2022 to 31 May 2023. Hence, the financial statements for current period are prepared for 15 months from 1 December 2021 to 28 February 2023 and as a result, the comparative figures stated in the consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flow and their related notes are not comparable.

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UNAUDITED INTERIM FINANCIAL REPORT FOR THE 5TH QUARTER ENDED 28 FEBRUARY 2023**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	As At 28-Feb-23 (UNAUDITED) RM'000	As At 30-Nov-21 (AUDITED) RM'000
ASSETS		
NON-CURRENT ASSETS		
Property, plant and equipment	21,708	34,473
Right-of-use assets	17,077	18,894
Investment properties	9,428	5,997
Intangible assets	149,859	157,515
Investment in associate companies	2,727	3,997
Investment in a joint venture company	1,846	622
Deferred tax assets	2,224	2,248
	204,869	223,746
CURRENT ASSETS		
Inventories	11,019	4,676
Property development cost	-	13,058
Contract assets	126,406	121,842
Trade receivables	305,751	290,714
Others receivables	126,511	135,160
Amount due from associate company	-	159
Other investments	37	36
Tax recoverable	14,542	12,694
Fixed deposits with licensed banks	51,932	24,465
Cash and bank balances	10,193	12,821
	646,391	615,625
TOTAL ASSETS	851,260	839,371
EQUITY		
Share capital	676,768	602,608
Treasury shares	(1,204)	(1,204)
Warrant reserves	7,672	1,749
Retained earnings	(56,337)	(26,821)
Equity attributable to owners of the parent	626,899	576,332
Non-controlling interests	(316)	747
Total Equity	626,583	577,079

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UNAUDITED INTERIM FINANCIAL REPORT FOR THE 5TH QUARTER ENDED 28 FEBRUARY 2023**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	As At 28-Feb-23 (UNAUDITED) RM'000	As At 30-Nov-21 (AUDITED) RM'000
LIABILITIES		
NON-CURRENT LIABILITIES		
Finance lease liabilities	1,790	3,681
Bank borrowings	19,552	10,581
Deferred tax liabilities	-	7
	21,342	14,269
CURRENT LIABILITIES		
Contract liabilities	-	1,127
Trade payables	90,820	100,574
Others payables	56,636	103,765
Amount due to directors	431	3,918
Amount due to a joint venture company	1,551	927
Finance lease liabilities	1,218	4,033
Bank borrowings	52,679	33,679
	203,335	248,023
TOTAL LIABILITIES	224,677	262,292
TOTAL EQUITY AND LIABILITIES	851,260	839,371
NET ASSETS PER-SHARE (RM)	0.3062	0.5624

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the year ended 30 November 2021.

VIZIONE HOLDINGS BERHAD 199701026873 (442371-A)

(Incorporated in Malaysia)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE 5TH QUARTER ENDED 28 FEBRUARY 2023

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

GROUP	ATTRIBUTABLE TO THE OWNERS OF THE PARENT							
	Non-distributable				Distributable			
	Share Capital RM'000	Warrants Reserves RM'000	Irredeemable Convertible Unsecured Loan Stock ("ICULS") RM'000	Treasury Shares RM'000	Retained Earnings RM'000	Total Attributable To Owners Of The Parent RM'000	Non-controlling Interest RM'000	TOTAL EQUITY RM'000
As at 1 December 2021	602,608	1,749	-	(1,204)	(26,821)	576,332	747	577,079
Profit for the financial period, representing total comprehensive income for the financial year	-	-	-	-	(31,265)	(31,265)	(2,736)	(34,001)
Disposal of a subsidiary	-	-	-	-	-	-	1,673	1,673
Transactions with owners:-								
Issuance of ordinary shares pursuant to rights issue	81,832	-	-	-	-	81,832	-	81,832
Warrant reserves pursuant to rights issue	(7,672)	7,672	-	-	-	-	-	-
Expiry of warrants	-	(1,749)	-	-	1,749	-	-	-
Total transactions with owners	74,160	5,923	-	-	1,749	81,832	-	81,832
As at 28 February 2023	676,768	7,672	-	(1,204)	(56,337)	626,899	(316)	626,583

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(Incorporated in Malaysia)

UNAUDITED INTERIM FINANCIAL REPORT FOR THE 5TH QUARTER ENDED 28 FEBRUARY 2023

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

GROUP	ATTRIBUTABLE TO THE OWNERS OF THE PARENT							
	Non-distributable				Distributable			
	Share Capital RM'000	Warrants Reserves RM'000	Irredeemable Convertible Unsecured Loan Stock ("ICULS") RM'000	Treasury Shares RM'000	Retained Earnings RM'000	Total Attributable To Owners Of The Parent RM'000	Non-controlling Interest RM'000	TOTAL EQUITY RM'000
As at 1 December 2020	558,098	1,749	261	(1,204)	59,281	618,185	379	618,564
Loss for the financial period, representing total comprehensive income for the financial year	-	-	-	-	(85,579)	(85,579)	2,898	(82,681)
Transactions with owners:-								
Issuance of ordinary shares	44,486	-	-	-	-	44,486	-	44,486
Share issuance expenses	(275)	-	-	-	-	(275)	-	(275)
Accretion of equity interest of subsidiaries	-	-	-	-	(523)	(523)	23	(500)
Non-controlling interest arising from acquisition of subsidiaries	-	-	-	-	-	-	(2,553)	(2,553)
Arising from conversion of ICULS by mandatory conversion upon maturity on 10 August 2021	299	-	(261)	-	-	38	-	38
Total transactions with owners	44,510	-	(261)	-	(523)	43,726	(2,530)	41,196
As at 30 November 2021	602,608	1,749	-	(1,204)	(26,821)	576,332	747	577,079

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the year ended 30 November 2021.

VIZIONE HOLDINGS BERHAD 199701026873 (442371-A)

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UNAUDITED INTERIM FINANCIAL REPORT FOR THE 5TH QUARTER ENDED 28 FEBRUARY 2023**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW**

	15 Months Ended 28-Feb-23 (UNAUDITED) RM'000	15 Months Ended 28-Feb-22 RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Loss before taxation	(32,882)	-
Adjustments for:		
Amortisation of right-of-use assets	2,213	-
Depreciation of property, plant and equipment	2,942	-
Impairment loss on property, plant and equipment	1,748	-
Interest income	(1,165)	-
Interest expenses	5,611	-
Share of results of associate companies	1,270	-
Share of results of joint venture company	(849)	-
Loss on disposal of a subsidiary company	5,817	-
Operating (loss)/profit before working capital changes	(15,295)	-
Change in working capital:		
Contract assets	(4,564)	-
Inventories	(12,525)	-
Property development cost	13,058	-
Trade & other receivables	(9,687)	-
Contract liabilities	(1,127)	-
Trade & other payables	(39,611)	-
Amount due to a joint venture company	624	-
	(53,832)	-
Cash used in operations	(69,127)	-
Interest paid	(5,611)	-
Interest received	1,165	-
Tax paid	(2,839)	-
	(7,285)	-
Net cash used in operating activities	(76,412)	-

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UNAUDITED INTERIM FINANCIAL REPORT FOR THE 5TH QUARTER ENDED 28 FEBRUARY 2023**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW**

	15 Months Ended 28-Feb-23 (UNAUDITED) RM'000	15 Months Ended 28-Feb-22 RM'000
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of a joint venture company	(375)	-
Acquisition of right of use assets	(562)	-
Capital work-in-progress incurred	17	-
Purchase of property, plant and equipment	(3,024)	-
Purchase of investment property	(3,432)	-
Net cash inflow from disposal of a subsidiary company	241	-
Net cash used in investing activities	(7,135)	-
CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of finance lease liabilities	(4,467)	-
Proceeds from issuance of ordinary shares	81,832	-
Net changes in amount due from/to Directors	2,119	-
Net changes in amount due from/to joint venture company	159	-
(Increase)/Decrease in fixed deposit pledged	(27,467)	-
Drawdown of term loans	30,254	-
Repayment of term loans	(13,746)	-
Net changes in trust receipts and invoice financing	6,299	-
Net cash from financing activities	74,983	-
Net decrease in cash and cash equivalents	(8,564)	-
Cash and cash equivalents at beginning of the period	(10,879)	-
Cash and cash equivalents at end of the period	(19,443)	-

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UNAUDITED INTERIM FINANCIAL REPORT FOR THE 5TH QUARTER ENDED 28 FEBRUARY 2023**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW**

	15 Months Ended 28-Feb-23 (UNAUDITED) RM'000	15 Months Ended 28-Feb-22 RM'000
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD COMPRISES:		
Fixed deposits with licensed banks	51,932	-
Cash and bank balances	10,193	-
Other investment	37	-
Bank overdrafts	(29,673)	-
	32,489	-
Less: Fixed deposits pledged with licensed banks	(51,932)	-
	(19,443)	-

The Condensed Consolidated Statement of Cash flow should be read in conjunction with the Audited Financial Statements for the year ended 30 November 2021.

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING STANDARD ("MFRS") 134 : INTERIM FINANCIAL REPORTING

A1) Basis of preparation

This interim financial statements have been prepared under the historical cost convention. This interim financial statements are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standards ("MFRS") 134: Interim Financial Reporting and Chapter 9.22, part K of Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). The interim financial report is in compliance with IAS 34 Interim Financial Reporting issued by the International Accounting Standards Board.

The interim financial statements should be read in conjunction with the explanatory notes attached to the interim financial statements which provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group.

A2) Significant accounting policies and application of MFRS

The accounting policies adopted are consistent with those of the previous financial year except as follows:

(i) Adoption of new and amended standards

On 1 December 2021, the Group adopted the following new and amended MFRS and IC Interpretations mandatory for annual financial periods beginning on or after 1 December 2021.

Description	Effective for annual periods beginning on or after
Amendments to MFRS 9, MFRS 139, MFRS 7, MFRS 4, and MFRS 16 Interest Rate Benchmark Reform – Phase 2: Interest Rate Benchmark Reform – Phase 2	1 January 2021
Amendments to MFRS 16 - Covid-19 Related Rent Concessions beyond 30 June 2021	1 April 2021

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING STANDARD (“MFRS”) 134 : INTERIM FINANCIAL REPORTING (CONT’D)

A2) Significant accounting policies and application of MFRS (Cont’d)

(i) Adoption of new and amended standards (Cont’d)

The adoption of the above Amendments to MFRS and IC Interpretation did not have any significant financial impact to the Group.

(ii) Standards issued but not yet effective

The Group has not adopted the following standards and interpretations that have been issued but not yet effective.

Description	Effective for annual periods beginning on or after
Amendments to MFRS 3: Reference to the Conceptual Framework	1 January 2022
Amendments to MFRS 116: Property, Plant and Equipment – Proceeds before Intended Use	1 January 2022
Amendments to MFRS 137: Onerous Contracts - Cost of Fulfilling a Contract	1 January 2022
Amendments to MFRSs: Annual Improvements to MFRS Standards 2018 - 2020	1 January 2022
MFRS 17: Insurance Contracts	1 January 2023
Amendments to MFRS 101: Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to MFRS 101: Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 108: Definition of Accounting Estimates	1 January 2023
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

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING STANDARD (“MFRS”) 134 : INTERIM FINANCIAL REPORTING (CONT’D)

A2) Significant accounting policies and application of MFRS (Cont’d)

(ii) Standards issued but not yet effective (Cont’d)

The Group is expected to apply the abovementioned pronouncements beginning from the respective dates the pronouncements become effective. The initial application of the abovementioned pronouncements are not expected to have any material impacts to the financial statements of the Group.

A3) Audit report

The Auditors' Report of the preceding annual financial statements for the financial year ended 30 November 2021 was not subject to any audit qualification.

A4) Seasonal or cyclical factors

The Group's performance is moderately affected by seasonal and cyclical factors.

A5) Unusual items

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the quarter ended 28 February 2023.

A6) Material changes in estimates used

There were no significant changes in the nature and amount of estimates reported in the prior interim period of the current quarter or prior years that have a material effect on the current quarter ended 28 February 2023 under review.

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

**PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL
REPORTING STANDARD (“MFRS”) 134: INTERIM FINANCIAL REPORTING (CONT’D)**

A7) Debt and equity securities

There were no issuance or repayment of debt and equity securities, share buy-backs, share cancellations, share held as treasury shares by the Group during the financial period.

A8) Dividends paid

No dividends were declared or paid during the current quarter ended 28 February 2023 under review.

A9) Valuation of property, plant and equipment

There was no valuation on any of the Group's property, plant & equipment during the quarter ended 28 February 2023. The carrying value of property, plant & equipment are based on the amount incorporated in the audited financial statement for financial year ended 30 November 2021.

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING STANDARD (“MFRS”) 134: INTERIM FINANCIAL REPORTING (CONT’D)

A10) Segmental reporting

Segment information is presented in respect of the Group's business segments which are based on the internal reporting structure presented to the management of the Company. The Group's principal segment businesses are construction and investment holding.

The Group's segmental report for the current quarter ended 28 February 2023 under review is as follows:-

	INDIVIDUAL		CUMULATIVE	
	Current Year Quarter Ended 28-Feb-23 RM'000	Preceding Year Corresponding Quarter Ended 28-Feb-22 RM'000	Current Y-T-D Ended 28-Feb-23 RM'000	Preceding Y-T-D Ended 28-Feb-22 RM'000
TURNOVER				
Construction	78,466	-	309,920	-
Investment holdings	-	-	-	-
Property development	2,994	-	28,687	-
Healthcare	-	-	17,765	-
Other non-reportable segments	86	-	409	-
Less: Inter-segment	(3,938)	-	(23,793)	-
Total consolidated revenue	77,608	-	332,988	-
RESULTS				
Construction	116	-	(7,507)	-
Investment holdings	(613)	-	(8,042)	-
Property development	(5,845)	-	(2,755)	-
Healthcare	-	-	(4,139)	-
	(6,342)	-	(22,443)	-
Other non-reportable segments	1,842	-	(3,959)	-
Share of results of associates	(3)	-	(1,270)	-
Share of results of joint venture	221	-	849	-
Goodwill impairment	-	-	-	-
Provision for taxation	20	-	(1,119)	-
Interest expenses	(1,134)	-	(6,059)	-
Net profit/(loss) after tax	(5,396)	-	(34,001)	-

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

**PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL
REPORTING STANDARD (“MFRS”) 134: INTERIM FINANCIAL REPORTING (CONT’D)**

A10) Segmental reporting (Cont’d)

The Group’s segmental report for the current quarter ended 28 February 2023 under review are as follows: - (cont’d)

	Current Y-T-D Ended 28-Feb-23 RM’000	Preceding Y-T-D Ended 28-Feb-22 RM’000
<u>SEGMENT ASSETS</u>		
Construction	588,873	-
Investment holdings	568,326	-
Property development	27,457	-
Healthcare	-	-
	1,184,656	-
Other non-reportable segments	56,671	-
Elimination of inter-company balances	(390,067)	-
Consolidated total assets	851,260	-
<u>SEGMENT LIABILITIES</u>		
Construction	508,775	-
Investment holdings	9,751	-
Property development	31,703	-
Healthcare	-	-
	550,229	-
Other non-reportable segments	64,515	-
Elimination of inter-company balances	(390,067)	-
Consolidated total liabilities	224,677	-

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

**PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL
REPORTING STANDARD (“MFRS”) 134: INTERIM FINANCIAL REPORTING (CONT’D)**

A11) Significant events

There were no events of a material nature to be disclosed in the interim financial statements for the current quarter ended 28 February 2023, save and except for the followings:-

- (i) On 24 August 2022, TA Securities (on behalf of the Board) had announced that the Company had entered into a conditional share sale agreement with Dato’ Ng Aun Hooi, Ting Hing Khok and Ng Kok Kiang (“the Vendors”) for the proposed acquisition of the entire equity interest in Midlands City Sdn Bhd for a purchase consideration of RM38.0 million (“Proposed Acquisition”).

On 24 November 2022, TA Securities (on behalf of the Board) had announced the Company had submitted an application to seek Bursa Securities’ approval for an extension of time up to 28 February 2023 for the Company to submit the draft circular in relation to the Proposed Acquisition to Bursa Securities.

On 22 December 2022, TA Securities (on behalf of the Board) had announced the Company and the Vendors have mutually agreed to extend the period to fulfil the conditions precedent under the SSA for a further term of 6 months pursuant to the SSA. Save for the above, all the terms and conditions of the SSA remain unchanged.

On 13 February 2023, TA Securities (on behalf of the Board) had announced that the Company had submitted an application to seek Bursa Securities’ approval for an extension of time up to 30 April 2023 for the Company to submit the draft circular in relation to the Proposed Acquisition to Bursa Securities and such application had been approved by Bursa Securities on 22 February 2023 vide its letter dated 22 February 2023.

On 30 March 2023, TA Securities (on behalf of the Board) had announced that the Company and the Vendors had mutually agreed to revoke the SSA pursuant to a deed of revocation entered between the Parties on 30 March 2023 (“Deed of Revocation”). Following thereto, the SSA shall be immediately revoked and be of no further effect.

Notwithstanding the above, the Parties are desirous to renegotiate the terms and conditions contained in the SSA and if the Parties are able to agree on such revised terms and conditions, a new share sale agreement for the Proposed Acquisition will be entered into by the Parties.

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING STANDARD (“MFRS”) 134: INTERIM FINANCIAL REPORTING (CONT’D)

A12) Material changes in the composition of the Group

There were no changes in the composition of the Group during the quarter ended 28 February 2023 and up to the date of this report.

A13) Contingent liabilities and contingent assets

There were no material contingent liabilities or assets for the quarter ended 28 February 2023 except below:-

(a) Contingent liabilities

	Cumulative	
	Quarter Ended 28-Feb-23 RM'000	Quarter Ended 28-Feb-22 RM'000
Corporate guarantee given to banks for facilities granted to related parties	16,311	-
Bank guarantees extended to third parties in respect of contracts entered	25,752	-

(b) Contingent assets

As at the date of this report, there were no contingent assets.

A14) Material events subsequent to the end of the interim financial report

The management is not aware of any material events subsequent to the end of the interim financial report that have not been reflected in the financial statements for the current quarter ended 28 February 2023 under review.

A15) Capital commitments

There were no material capital commitments in current financial quarter.

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

**PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL
REPORTING STANDARD (“MFRS”) 134: INTERIM FINANCIAL REPORTING (CONT’D)**

A16) Related Party Transactions

The Group has carried out the following significant transactions with the related parties during the current quarter ended 28 February 2023.

	INDIVIDUAL		CUMULATIVE	
	Current Year Quarter Ended 28-Feb-23 RM'000	Preceding Year Corresponding Quarter Ended 28-Feb-22 RM'000	Current Y-T-D Ended 28-Feb-23 RM'000	Preceding Y-T-D Ended 28-Feb-22 RM'000
(I) Progressive sub-contracting for the Group construction projects	17,379	-	31,728	-
(II) Office rental	19	-	95	-

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

**PART B: ADDITIONAL EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN
MARKET LISTING REQUIREMENT OF THE BURSA MALAYSIA SECURITIES BERHAD**

B1) Review of performance – Quarter 5, FY 2023 (“Q5FY2023”)

For the current quarter under review, the Group posted a revenue of RM77.61 million. Loss before tax (“LBT”) during the current quarter was RM5.42 million.

B2) Changes in revenue and PBT for Q5FY2022 as compared with the immediate preceding quarter ended 30 November 2022 (“Q4FY2022”):-

	Current Year Quarter Ended 28-Feb-23 RM'000	Immediate Preceding Quarter Ended 28-Feb-22 RM'000	Variance %
Revenue	77,608	63,842	
Loss before taxation	(5,416)	(19,312)	

For the current quarter, the Group reported a revenue and LBT of RM77.61 million and RM5.42 million as compared to revenue of RM63.84 million and loss of RM19.31 million respectively in the immediate preceding quarter.

B3) Future prospects

During the current quarter, the Group faced numerous challenges due to the elevated building material costs, labour shortages, interest rate upcycle and inflationary pressure which resulted in the loss. However, the economy has started to recover resulting from the transitions into the endemic phase of the Covid-19 pandemic with the full resumption of business activities.

Moving forward, the Group will continue to work on its current existing construction orderbook.

B4) Variance on profit forecast / profit guarantee

The Group is not subject to any profit forecast and/or profit guarantee.

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE PERIOD ENDED
28 FEBRUARY 2023**

**PART B: ADDITIONAL EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN
MARKET LISTING REQUIREMENT OF THE BURSA MALAYSIA SECURITIES BERHAD
(CONT'D)**

B5) Taxation

	INDIVIDUAL		CUMULATIVE	
	Current Year Quarter Ended 28-Feb-23 RM'000	Preceding Year Corresponding Quarter Ended 28-Feb-22 RM'000	Current Y-T-D Ended 28-Feb-23 RM'000	Preceding Y-T-D Ended 28-Feb-22 RM'000
In respect of current quarter:-				
Income tax	(20)	-	1,119	-
Deferred tax	-	-	-	-
	(20)	-	1,119	-

B6) Additional notes to the Comprehensive Income Statement

The following items have been charged and credited in arriving at the Loss before taxation:-

	INDIVIDUAL		CUMULATIVE	
	Current Year Quarter Ended 28-Feb-23 RM'000	Preceding Year Corresponding Quarter Ended 28-Feb-22 RM'000	Current Y-T-D Ended 28-Feb-23 RM'000	Preceding Y-T-D Ended 28-Feb-22 RM'000
Lease expenses relating to short- term leases	15	-	46	-
Depreciation of property, plant and equipment	396	-	2,942	-
Amortisation of Right-of-use assets	310	-	2,213	-
Interest expenses	299	-	5,611	-
Interest income	(479)	-	(1,165)	-

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**PART B: ADDITIONAL EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN
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(CONT'D)**

B7) Corporate Proposals

The corporate proposal announced by the Group but not completed as at the date of this announcement is listed below:

- (I) On 24 August 2022, TA Securities (on behalf of the Board) had announced that the Company had entered into a conditional share sale agreement ("SSA") with Dato' Ng Aun Hooi, Ting Hing Khok and Ng Kok Kiang ("the Vendors") for the proposed acquisition of the entire equity interest in Midlands City Sdn Bhd for a purchase consideration of RM38.0 million ("Proposed Acquisition").

From above, the SSA had been revoke on 30 March 2023 and the Company and the Vendors are in the midst of the process of renegotiate for a new share sales agreement for the Proposed Acquisition.

The details of the Proposed Acquisition as disclosed Notes A11 (I) of the interim financial report.

B8) Group Borrowings

Details of the Group's bank borrowings as at 28 February 2023 are as follows:-

	<u>Current</u> RM'000	<u>Non-current</u> RM'000	<u>Total</u> RM'000
Secured			
Finance lease liabilities	1,218	1,790	3,008
Bank borrowings	52,679	19,552	72,231
Total	53,897	21,342	75,239

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(CONT'D)**

B9) Material litigations

There was no pending material litigation as at the date of this announcement other than as disclosed below:

(i) Vizione Construction Sdn. Bhd. Winding Up Petition

On 23rd September 2022, the Group announced that its wholly owned subsidiary, Vizione Construction Sdn. Bhd., had on 22 September 2022 received a Winding Up Petition dated 19 September 2022 and Affidavit Verifying Petition affirmed on 21 September 2022 from Ravindran, the Solicitors who act on behalf of Cedy Third Contracting And Trading (M) Sdn. Bhd. to demand for an amount RM1,350,000.00 due owing to CEDY.

On 1 November 2022, the Group announced that the Petitioner agreed to withdraw the Winding-Up Petition dated 19 September 2022 upon clearance of the sum of RM1,350,000.00 (being the outstanding sum for the 11th instalment based on the partial settlement agreement dated 24 August 2021) on or before 1 December 2022. The Group agreed to settle the sum of RM1,350,000.00 on or before 1 December 2022.

On 7 December 2022, the Group announced that the Company had received the Notice of Discontinuance dated 7 December 2022 from the High Court of Malaya at Kuala Lumpur in Wilayah Persekutuan Kuala Lumpur in relation to the discontinued Winding-Up Petition.

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(CONT'D)**

B9) Material litigations (cont'd)

(ii) Vizione Builder Sdn. Bhd. vs Liziz Platinum Sdn. Bhd.

On 6 March 2023, the Group announced that Vizione Builder Sdn. Bhd. ("VBSB"), a wholly-owned subsidiary of the Company, had on 3 March 2023, filed an Originating Summons and Affidavit in Support against Ms. Yeong Moo Fun, Cik. Kalsom binti Mohamad and Liziz Platinum Sdn. Bhd. (D3) ("the Defendants") in the Kuala Lumpur High Court (Suit No. WA-24NCC-116-03/2023).

On 7 April 2023, the Group announced that the legal suit against the Defendants has been withdrawn with liberty to file afresh in condition of VBSB and the Defendants had agreed to a settlement of their disputes vide the following terms:

- a) The settlement sum shall be RM11.85 million;
- b) First payment of RM7.85 million shall be paid to VBSB's solicitor as stakeholder which the solicitor shall transfer the payment to VBSB upon resolution of the legal suit;
- c) RM2.0 million shall be paid by D3 by 7 July 2023 with possible extension of three (3) months;
- d) RM2.0 million shall be paid by D3's solicitor as stakeholder three (3) months after item c;
- e) A corporate guarantee was given by Fortune Associates Sdn. Bhd. and a letter of undertaking was given by the Defendants' solicitors to secure the payment of the above.

In the event that the Defendants fail, refuse, and/or neglect to comply with any of the above settlement terms, VBSB has the right to take legal action against the Defendants.

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(CONT'D)**

B9) Material litigations (cont'd)

(iii) Zenith Urban Development Sdn. Bhd. vs Ivory Meadows Sdn. Bhd.

On 13 April 2023, the Group announced that Zenith Urban Development Sdn. Bhd. ("ZUD"), a sub-subsiary of the Company, had on 12 April 2023, commenced a legal action against Ivory Meadows Sdn. Bhd., Mr. Low Eng Hock, Mr. Loh Chin Chuen, Mr. Low Wei Shane and Messrs. Chow Tat Seng & Low in the High Court of Malaya at Pulau Pinang to demand for an amount RM2,950,996.00 due owing to ZUD.

B10) Dividends

No dividend has been proposed and paid for during the current quarter ended 28 February 2023 and the previous audited financial period ended 30 November 2021.

B11) Profit/(Loss) per share

	INDIVIDUAL		CUMULATIVE	
	Current Year Quarter Ended 28-Feb-23	Preceding Year Corresponding Quarter Ended 28-Feb-22	Current Y-T-D Ended 28-Feb-23	Preceding Y-T-D Ended 28-Feb-22
a) Loss per-share				
Loss attributable to the owners of parent (RM'000)	(5,361)	-	(31,265)	-
Total weighted average number of ordinary shares in issue ('000)	2,369,362	-	2,369,362	-
Basic loss per-share (sen)	(0.23)	-	(1.32)	-

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(CONT'D)**

B11) Profit/(Loss) per share (cont'd)

	INDIVIDUAL		CUMULATIVE	
	Current Year Quarter Ended 28-Feb-23	Preceding Year Corresponding Quarter Ended 28-Feb-22	Current Y-T-D Ended 28-Feb-23	Preceding Y-T-D Ended 28-Feb-22
b) Diluted loss per-share				
Loss attributable to the owners of parent (RM'000)	(5,361)	-	(31,265)	-
Total weighted average number of ordinary shares in issue ('000)	2,369,362	-	2,369,362	-
Diluted loss per-share (sen)	(0.23)	-	(1.32)	-

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(CONT'D)**

B12) Status of utilisation of proceeds

- (i) The Company completed a Private Placement exercise and successfully raised RM44,485,560 in June 2021.

The status of utilisation is as below:-

	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000
Details of Utilisation			
Capital expenditure for the setting up of 6 new glove production lines and upgrading of existing production facilities	17,000	14,509	2,491
Funding for the Group's existing construction projects	17,079	19,570	(2,491)
Funding for a 9. MW capacity small hydro facility at Empangan Pedu, Kedah	10,000	10,000	-
Expenses in relation to the Corporate Exercise	407	407	-
Total	44,486	44,486	-

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(CONT'D)**

B12) Status of utilisation of proceeds (cont'd)

- (ii) The Rights Issue with Warrants has been completed with the listing of 1,022,900,003 Rights Shares together with 511,449,980 Warrants-E on the Main Market of Bursa Securities on 7 March 2022.

The total proceeds received from the Rights Shares was RM81,832,000.

The status of utilisation of the proceeds as at 28 February 2023 are as follows:-

	Proposed Utilisation RM'000	Actual Utilisation RM'000	Balance Unutilised RM'000
Details of Utilisation			
Funding for the Group's existing construction projects	81,079	81,079	-
Expenses in relation to the Corporate Exercise	753	753	-
Total	81,832	81,832	-

B13) Authorisation for issue

The interim financial report were authorised for issue by the Board of Directors in accordance with resolution of the Directors on 27 April 2023.