

Financial Result Announcement

| | | |
|----------------------|---|--------------------|
| Reference No. | : | |
| Company Name | : | XL HOLDINGS BERHAD |
| Stock Name | : | XL |
| Date Announced | : | 30/9/2024 |
| Financial Year Ended | : | 30/4/2025 |
| Quarter | : | 1 |

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| | 3 months | | 3 months | |
|---|---|---|---|---|
| | 1/5/2024 to 31/7/2024 (Unaudited) RM '000 | 1/5/2023 to 31/7/2023 (Unaudited) RM '000 | 1/5/2024 to 31/7/2024 (Unaudited) RM '000 | 1/5/2023 to 31/7/2023 (Audited) RM '000 |
| Revenue | 32,020 | 20,100 | 32,020 | 20,100 |
| Cost of sales | <u>(25,359)</u> | <u>(15,145)</u> | <u>(25,359)</u> | <u>(15,145)</u> |
| Gross Profit | 6,661 | 4,955 | 6,661 | 4,955 |
| Other incomes | <u>116</u> | <u>38</u> | <u>116</u> | <u>38</u> |
| | 6,777 | 4,993 | 6,777 | 4,993 |
| Depreciation and amortisation | (1,359) | (1,914) | (1,359) | (1,914) |
| Administrative and other operating expenses | <u>(2,002)</u> | <u>(1,623)</u> | <u>(2,002)</u> | <u>(1,623)</u> |
| Profit from operation | 3,416 | 1,456 | 3,416 | 1,456 |
| Finance cost | (73) | (67) | (73) | (67) |
| Share of profits and losses of associated companies | - | - | - | - |
| Profit before taxation | <u>3,343</u> | <u>1,389</u> | <u>3,343</u> | <u>1,389</u> |
| Taxation | <u>(199)</u> | <u>(275)</u> | <u>(199)</u> | <u>(275)</u> |
| Net profit for the period | 3,144 | 1,114 | 3,144 | 1,114 |
| Other Comprehensive income | - | - | - | - |
| Total Comprehensive income | <u>3,144</u> | <u>1,114</u> | <u>3,144</u> | <u>1,114</u> |
| Net profit attributable to | | | | |
| -Owners of the parent | 3,159 | 1,176 | 3,159 | 1,176 |
| -Non-controlling interests | <u>(15)</u> | <u>(62)</u> | <u>(15)</u> | <u>(62)</u> |
| | <u>3,144</u> | <u>1,114</u> | <u>3,144</u> | <u>1,114</u> |
| Total Comprehensive profit attributable to | | | | |
| -Owners of the parent | 3,159 | 1,176 | 3,159 | 1,176 |
| -Non-controlling interests | <u>(15)</u> | <u>(62)</u> | <u>(15)</u> | <u>(62)</u> |
| | <u>3,144</u> | <u>1,114</u> | <u>3,144</u> | <u>1,114</u> |
| Earnings per ordinary share | | | | |
| Basic (sen) | <u>1.05</u> | <u>0.49</u> | <u>1.05</u> | <u>0.49</u> |
| Fully diluted (sen) | <u>1.04</u> | <u>0.42</u> | <u>1.04</u> | <u>0.42</u> |

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 30 April 2024 and the accompanying explanatory notes attached to the interim financial statements.

Financial Result Announcement

Reference No. :
Company Name : XL HOLDINGS BERHAD
Stock Name : XL
Date Announced : 30/9/2024
Financial Year Ending : 30/4/2025
Quarter : 1

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

| | AS AT CURRENT FINANCIAL PERIOD ENDED 31/7/2024 (Unaudited) RM '000 | AS AT PRECEDING FINANCIAL YEAR ENDED 30/4/2024 (Audited) RM '000 |
|---|---|---|
| 1 NON-CURRENT ASSETS | | |
| Property, plant and equipment | 93,016 | 93,630 |
| Biological assets | 7,309 | 6,728 |
| Right-of-use assets | 13,626 | 14,057 |
| Goodwill | 7,643 | 7,643 |
| | <u>121,594</u> | <u>122,058</u> |
| 2 CURRENT ASSETS | | |
| Biological assets | 25,975 | 23,661 |
| Inventories | 1,581 | 1,600 |
| Other investment | 4,935 | 3,390 |
| Trade and other receivables | 43,161 | 29,137 |
| Tax recoverable | 191 | 212 |
| Cash and bank balances | 4,314 | 9,309 |
| | <u>80,157</u> | <u>67,309</u> |
| TOTAL ASSETS | <u>201,751</u> | <u>189,367</u> |
| 3 EQUITY ATTRIBUTABLE TO THE OWNERS OF THE COMPANY | | |
| Share capital | 208,307 | 189,779 |
| Treasury shares | (279) | (279) |
| Redeemable convertible note | - | 9,000 |
| Accumulated losses | (12,969) | (16,128) |
| Total equity attributable to owners of the Company | <u>195,059</u> | <u>182,372</u> |
| Non-controlling interests | (504) | (489) |
| TOTAL EQUITY | <u>194,555</u> | <u>181,883</u> |
| 4 NON-CURRENT LIABILITY | | |
| Lease liabilities | 3,071 | 3,221 |
| Deferred tax liabilities | 65 | 77 |
| | <u>3,136</u> | <u>3,298</u> |
| 5 CURRENT LIABILITIES | | |
| Trade and Other payables | 2,667 | 2,740 |
| Lease liabilities | 1,032 | 1,156 |
| Amount due to directors | 26 | 26 |
| Provision for taxation | 335 | 264 |
| | <u>4,060</u> | <u>4,186</u> |
| 6 TOTAL LIABILITIES | 7,196 | 7,484 |
| 7 TOTAL EQUITY AND LIABILITIES | <u>201,751</u> | <u>189,367</u> |
| 8 NET ASSETS PER SHARE (RM) | <u>0.64</u> | <u>0.72</u> |

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 30 April 2024 and the accompanying explanatory notes attached to the interim financial statements.

Financial Result Announcement

Reference No. :
Company Name : XL HOLDINGS BERHAD
Stock Name : XL
Date Announced : 30/9/2024
Financial Year Ending : 30/4/2025
Quarter : 1

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| | Share Capital RM'000 | Treasury Shares RM'000 | Redeemable Convertible Notes RM'000 | Accumulated Losses RM'000 | Total RM'000 | Non-controlling interest RM'000 | Total RM'000 |
|---|----------------------------|------------------------------|---|---------------------------------|-----------------|---------------------------------------|-----------------|
| Balance at 1 May 2024 | 189,779 | (279) | 9,000 | (16,128) | 182,372 | (489) | 181,883 |
| Transactions with owners: | | | | | | | |
| Issue of ordinary shares | | | | | | | |
| Issuance of redeemable convertible notes | - | - | - | - | - | - | - |
| Conversion of redeemable convertible notes | 8,934 | - | (8,934) | - | - | - | - |
| Redeemable convertible notes issuance expenses | - | - | (66) | - | (66) | - | (66) |
| | 8,934 | - | (9,000) | - | (66) | - | (66) |
| Issuance of share pursuant to private placement | 9,594 | - | - | - | 9,594 | - | 9,594 |
| Total Comprehensive Profit/(Loss) for the period ended | - | - | - | 3,159 | 3,159 | (15) | 3,144 |
| Balance at 31 July 2024 | 208,307 | (279) | - | (12,969) | 195,059 | (504) | 194,555 |
| Balance at 1 May 2023 | 163,573 | (279) | 5,000 | (23,436) | 144,858 | (179) | 144,679 |
| Transactions with owners: | | | | | | | |
| Issue of ordinary shares | | | | | | | |
| Issuance of redeemable convertible notes | - | - | 2,000 | - | 2,000 | - | 2,000 |
| Conversion of redeemable convertible notes | 2,856 | - | (2,856) | - | - | - | - |
| Redeemable convertible notes issuance expenses | - | - | (144) | - | (144) | - | (144) |
| | 2,856 | - | (1,000) | - | 1,856 | - | 1,856 |
| Issuance of share pursuant to private placement | - | - | - | - | - | - | - |
| Total Comprehensive Profit/(Loss) for the period ended | - | - | - | 1,176 | 1,176 | (62) | 1,114 |
| Balance at 31 July 2023 | 166,429 | (279) | 4,000 | (22,260) | 147,890 | (241) | 147,649 |

The Condensed Consolidated Statements For Changes In Equity should be read in conjunction with the Annual Financial Report for the year ended 30 April 2024 and the accompanying explanatory notes attached to the interim financial statements.

Financial Result Announcement

Reference No. :
Company Name : XL HOLDINGS BERHAD
Stock Name : XL
Date Announced : 30/9/2024
Financial Year Endir : 30/4/2025
Quarter : 1

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

| | 1/5/2024 to 31/7/2024 (Unaudited) RM'000 | 1/5/2023 to 31/7/2023 (Unaudited) RM'000 |
|---|--|--|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before taxation | 3,343 | 1,389 |
| Adjustment for: | | |
| Allowance for slow moving inventories | - | 267 |
| Reversal for impairment loss in PPE | (6) | - |
| Amortisation of right-of-use assets | 430 | 413 |
| Depreciation of property, plant and equipment | 929 | 1,501 |
| Fair value gain on other investment | (63) | (147) |
| Fair value gain on biological assets | (2,091) | (369) |
| Finance costs | 73 | 67 |
| Interest income | (16) | (15) |
| Provision for doubtful debts | - | 48 |
| Unrealised gain on foreign exchange | 2 | 3 |
| Operating profit before working capital changes | <u>2,601</u> | <u>3,157</u> |
| Changes in working capital | | |
| Net change in receivables | (14,024) | (1,130) |
| Net change in inventories and biological assets | (784) | 19 |
| Net change in payables | (73) | (2,104) |
| Cash used in operation | <u>(12,280)</u> | <u>(58)</u> |
| Tax paid | (118) | (101) |
| Interest received | 16 | 15 |
| Net cash used in operating activities | <u>(12,382)</u> | <u>(144)</u> |
| CASH FLOW FROM INVESTING ACTIVITY | | |
| Purchase of fixed assets | (311) | (2,026) |
| Investment | (1,483) | - |
| Proceed from disposal of fixed asset | 1 | - |
| Net cash used in investing activities | <u>(1,793)</u> | <u>(2,026)</u> |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Repayment to directors | - | (11) |
| Interest paid | (73) | (67) |
| Proceed from issuance of ordinary share and conversion of RCN | 9,527 | 1,856 |
| Repayment of lease liabilities | (274) | (54) |
| Net cash generated from financing activities | <u>9,180</u> | <u>1,724</u> |
| NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS | <u>(4,995)</u> | <u>(446)</u> |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF PERIOD | <u>9,309</u> | <u>4,026</u> |
| CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD | <u><u>4,314</u></u> | <u><u>3,580</u></u> |
| Cash and cash equivalents comprise: | | |
| Cash and bank balances | 3,314 | 2,580 |
| Fixed deposits | 1,000 | 1,000 |
| | <u><u>4,314</u></u> | <u><u>3,580</u></u> |

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Financial Report for the year ended 30 April 2024 and the accompanying explanatory notes attached to the interim financial statements.



NOTES TO THE FINANCIAL STATEMENTS

1. Basis of Preparation

These condensed consolidated interim financial statements are unaudited and have been prepared in accordance with MFRS 134, *Interim Financial Reporting* and paragraph 9.22 of the Listing Requirements of the Bursa Malaysia Securities Berhad (Bursa Malaysia).

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the year ended 30 April 2024.

The explanatory notes attached to these condensed consolidated interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 30 April 2024.

2. Significant Accounting Policies

The accounting policies and the methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the audited financial statements of the Group for the financial year ended 30 April 2024.

At the date of authorization of these interim financial statements the following MFRS and Amendments to MFRSs and Interpretations were issued but not yet effective and have not been applied by the Group and the Company:

| | | |
|------------------------------------|---|----------------|
| Amendments to MFRS 16 | Lease Liability in a Sale and Leaseback | 1 January 2024 |
| Amendments to MFRS 101 | Non-current Liabilities with Covenants | 1 January 2024 |
| Amendments to MFRS 101 | Classification of Liabilities as Current or Non-current | 1 January 2024 |
| Amendments to MFRS 107 and MFRS 7 | Supplier Financial Arrangements | 1 January 2024 |
| Amendments to MFRS 121 | Lack of Exchangeability | 1 January 2025 |
| Amendments to MFRS 9 and MFRS 7 | Amendments to the Classification and Measurement of Financial Instruments | 1 January 2026 |
| MFRS 18 | Presentation and Disclosure in Financial Statement | 1 January 2027 |
| MFRS 19 | Subsidiaries without Public Accountability Disclosures | 1 January 2027 |
| Amendments to MFRS 10 and MFRS 128 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture | Deferred |

The above MFRSs and Interpretations are not expected to have significant impact on the financial statements of the Group upon their initial application.

The main closing exchange rates used as at 31 July 2024 in translation (units of Malaysian Ringgit per foreign currency) are as follows:

| <u>Foreign Currency</u> | <u>Exchange Rate</u> |
|-------------------------|----------------------|
| United States Dollar | 4.580 |
| Japanese Yen | 0.030 |
| 100 Indonesian Rupiah | 0.026 |
| Singapore Dollar | 3.413 |



3. Audit Qualifications

The audit report of the Group's most recent annual financial statements for the year ended 30 April 2024 was not qualified.

4. Seasonality or Cyclicalities of Operations

The Group's operations and revenue were not affected by any seasonal or cyclical factors except for the period during which the fish productivity level was affected by adverse weather.

5. Unusual Items Due to Their Nature, Sizes or Incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flow for the current financial year to-date.

6. Changes in Estimates

There were no material changes in estimates reported in the prior financial quarter of the current financial year or prior financial year, which have material impact on the current financial year to-date.

7. Changes in Debt and Equity Securities

During the financial period ended 31 July 2024, the Company:

- (a) issued 15,425,663 ordinary shares pursuant to the conversion of RM 9.0 million worth of RCN at average conversion price of RM 0.5834 per share.
- (b) Issued 14,109,300 new ordinary shares under private placement at an issue price of RM 0.68 per share.

Following the above issuance of new shares, the Company has 311,419,800 ordinary shares in issue as at the date of this report. Save as disclosed above, there was no issuance, cancellation, share buy-back, resale and repayment of debt and equity securities.

8. Dividend Paid

No dividends were paid by the Company during the current quarter and financial year to-date.



9. Segment Reporting

The segmental result of the Group under review is set out below:

Current financial quarter ended 31 July 2024

| | Investment Holding RM'000 | Foods RM'000 | Fish Farming RM'000 | Merchandise RM'000 | Growing crop RM'000 | Others RM'000 | Total RM'000 |
|--------------------------|------------------------------|-----------------|------------------------|-----------------------|------------------------|------------------|-----------------|
| REVENUE | | | | | | | |
| Sales (Gross) | 61 | 25,531 | 1,268 | 3,853 | 1,420 | 900 | 33,033 |
| Inter-Segment sales | (60) | - | (453) | (500) | - | - | (1,013) |
| External | 1 | 25,531 | 815 | 3,353 | 1,420 | 900 | 32,020 |
| RESULT | | | | | | | |
| Segment result | (476) | 994 | (630) | 322 | 3,202 | 4 | 3,416 |
| Finance costs | (29) | (1) | (3) | (6) | (2) | (32) | (73) |
| Profit/(Loss) before tax | (505) | 993 | (633) | 316 | 3,200 | (28) | 3,343 |
| Tax expenses | - | (155) | - | (44) | - | - | (199) |
| Profit/(Loss) after tax | (505) | 838 | (633) | 272 | 3,200 | (28) | 3,144 |

Previous year's corresponding quarter ended 31 July 2023

| | Investment Holding RM'000 | Foods RM'000 | Fish Farming RM'000 | Merchandise RM'000 | Growing crop RM'000 | Others RM'000 | Total RM'000 |
|--------------------------|------------------------------|-----------------|------------------------|-----------------------|------------------------|------------------|-----------------|
| REVENUE | | | | | | | |
| Sales (Gross) | 61 | 14,087 | 1,243 | 3,496 | 1,795 | 253 | 20,935 |
| Inter-Segment sales | (60) | - | (408) | (367) | - | - | (835) |
| External | 1 | 14,087 | 835 | 3,129 | 1,795 | 253 | 20,100 |
| RESULT | | | | | | | |
| Segment result | - | 832 | (627) | 380 | 1,412 | (541) | 1,456 |
| Finance costs | (3) | (2) | (3) | (8) | (2) | (49) | (67) |
| Profit/(Loss) before tax | (3) | 830 | (630) | 372 | 1,410 | (590) | 1,389 |
| Tax expenses | - | (202) | - | (73) | - | - | (275) |
| Profit/(Loss) after tax | (3) | 628 | (630) | 299 | 1,410 | (590) | 1,114 |



10. Carrying Amount of Property, Plant and Equipment

The valuations, where present, stated in the previous annual financial statements have been brought forward without amendment.

11. Material Events Subsequent to the Balance Sheet Date

Subsequent to the financial period ended 31 July 2024: -

- (a) The Share Purchase Agreement dated 4 March 2024 (Agreement) has been terminated by mutual consent by the parties involved effective from 2 August 2024 due to the non-fulfilment of the conditions precedent of the Agreement. Accordingly, the Shareholders Agreement dated 5 March 2024, which is conditional upon the completion of the Agreement, will be automatically terminated. Notwithstanding the termination of the Agreement, the Project Joint Venture Agreement dated 4 March 2024 entered between the Company and WAF Holding Sdn. Bhd. remain valid and is still ongoing.
- (b) The Company announced on 28 August 2024 its intention to seek shareholder approval for the Proposed Share Buy-Back at the forthcoming 25th Annual General Meeting.

Save as disclosed above, there were no other material events subsequent to the end of the current financial period ended 31 July 2024.

12. Changes in Composition of the Group

There were no changes in the composition of the Group during the current quarter and the financial period ended 31 July 2024.

13. Contingent Liabilities and Contingent Assets

There were no material changes in the contingent liabilities or contingent assets of the Group since the end of the prior financial year.

14. Significant Related Party Transactions

There were no significant related party transactions noted during the current financial year to-date.



15. Review of Performance

Current Financial Quarter as compared with Previous Year's Corresponding Quarter

The Group recorded a total revenue of RM32.020 million for the quarter ended 31 July 2024 represented an increase of 59.30% compared with RM20.100 million in the previous year's corresponding quarter. The Group registered a profit before tax of RM3.343 million as compared with profit before tax of RM1.389 million in the previous year's corresponding quarter. The performance movement is further explained below:

Investment Holdings Segment

The investment holding segment recorded revenue of RM0.061 million for the quarter ended 31 July 2024, consistent with the previous year's corresponding quarter. The income generated by Investment holding segment during this quarter mainly consists of management fees and investment income.

This segment registered a loss before tax of RM0.505 million, compared to a loss before tax of RM0.003 million in the previous corresponding quarter mainly due to the corporate exercises' expenses.

Foods Segment

The foods segment recorded revenue of RM25.531 million for the quarter ended 31 July 2024 as compared with RM14.087 million in the previous year's corresponding quarter. Revenue increased approximately 81.24% mainly due to the increase in sales volume of food products during this quarter.

The food segment registered a profit before tax of RM0.993 million as compared with profit before tax of RM0.830 million in the previous year's corresponding quarter mainly due to increase in revenue.

Fish Farming Segment

The fish farming segment recorded revenue of RM1.268 million for the quarter ended 31 July 2024 as compared with RM1.243 million in the previous year's corresponding quarter. Revenue increased approximately 2.01% mainly due to the increase in sales volume of tropical fishes during the current quarter.

The fish farming segment registered a loss before tax of RM0.633 million as compared with loss before tax of RM0.630 million in the previous year's corresponding quarter. This was mainly due to the decrease in fair value of non-current biological assets during this current quarter.

Merchandise Segment

The merchandise segment recorded revenue of RM3.853 million for the quarter ended 31 July 2024 represented increase of 10.21% as compared with RM3.496 million in the previous year's corresponding quarter. This was mainly due to increase in sales volume of fish food.

The merchandise segment registered a profit before tax of RM0.316 million as compared with profit before tax of RM0.372 million in the previous year's corresponding quarter. This was mainly due to increase in operating cost during the current quarter.



15. Review of Performance (Cont'd)

Current Financial Quarter as compared with Previous Year's Corresponding Quarter (Cont'd)

Growing Crop Segment

The growing crop segment recorded revenue of RM1.420 million for the quarter ended 31 July 2024 as compared with RM1.795 million in the previous year's corresponding quarter. Revenue decrease approximately 20.89% mainly due to the decrease in sales of pineapple and suckers during this quarter.

The growing crop segment registered a profit before tax of RM3.200 million as compared with profit before tax of RM1.410 million in the previous year's corresponding quarter mainly due to increase in fair value of biological assets during this current quarter.

Other Segment

The other segment recorded revenue of RM0.900 million for the quarter ended 31 July 2024, compared to RM0.253 million in the previous year's corresponding quarter. This revenue was primarily driven by sales from the seaweed trading and edible bird's nest businesses.

16. Variation of Results against the immediate Preceding Quarter

| | Current Financial Quarter | Immediate Preceding Quarter | |
|--|--------------------------------------|--|------------------|
| | 31/7/2024 | 30/4/2024 | Changes % |
| | RM'000 | RM'000 | |
| Revenue | 32,020 | 20,762 | 54.22 |
| Profits before Finance Cost, Depreciation and Amortisation, Exceptional Item, Minority Interest and Tax | 4,775 | 4,778 | -0.06 |
| Profit/(Loss) Before Tax | 3,343 | 3,365 | -0.65 |
| Profit/(Loss) After Tax | 3,144 | 3,809 | -17.46 |

The Group recorded revenue of RM32.020 million for the quarter ended 31 July 2024, which is 54.22% higher compared with RM20.762 million in the immediate preceding quarter. This was mainly due to the increase in sales volume of food products during this quarter.

The Group registered a profit before tax of RM3.343 million during the current quarter ended 31 July 2024 as compared to profit before tax of RM3.365 million for the immediate preceding quarter ended 30 April 2024. The decrease in profit before tax is attributed to a decline in gross margin, despite the significant increase in revenue.



17. Commentary on Prospects

Looking ahead, the Company remains optimistic about the performance of its diversified portfolio. In the agriculture division, in order to support the growth the Company has strengthened its sales team to focus on expanding product availability across all supermarkets in Malaysia. Additionally, the Company are planning to pursue export opportunities in the future once production capacity expand. Simultaneously, food trading segment is anticipated to experience steady growth, driven by rising consumer demand for ready-to-eat products.

In the aquaculture division, the Company's efforts will concentrate on improving operational efficiency and optimizing the fish farming segment. Furthermore, the Company expect positive profit growth this year, bolstered by the recent launch of our hatchery operations and our new venture into seaweed farming.

In light of these strategic initiatives, the Company is confident in its ability to enhance its operations and achieve sustainable financial performance.

18. Profit Forecast

Not applicable to the Group as no profit forecast was published.

19. Taxation

| | Current Year Quarter 31/7/2024 RM'000 | Current Year To-Date 31/7/2024 RM'000 |
|-------------------|--|--|
| Current taxation | 199 | 199 |
| Deferred taxation | - | - |
| | <u>199</u> | <u>199</u> |

The effective tax rate of the Group for the year to date was lower than the standard rate of 24% mainly due to brought forward unabsorbed business losses and tax incentives obtained.

20. Status of corporate proposal announced

(a) Proceeds raised from RCN

On 1 September 2021, the shareholders of the Company approved the Redeemable Convertible Notes ("RCN") programme, convertible into a maximum of 191,000,000 new ordinary shares in XL Holdings Berhad with an aggregate principal amount of up to RM200 million. The RCN will mature on 27 September 2024, ie. 36 months from the closing date of the first sub-tranche of the Tranche 1 of RCN.

As at 31 July 2024, RCN with an aggregate principal amount of RM 107.5 million were issued and have been converted into 188,697,594 ordinary shares of the Company at average conversion price of RM 0.5697 per share. The status of utilization of proceeds raised from RCN is as follows:



20. Status of corporate proposal announced (Cont'd)

(a) Proceeds raised from RCN (Cont'd)

| Purposes | Proposed Utilisation | Actual Utilisation as at 31/07/2024 | Remaining Balance Carried Forward | Intended timeframe for utilisation |
|---|----------------------|-------------------------------------|-----------------------------------|------------------------------------|
| | (RM'000) | (RM'000) | (RM'000) | |
| Venture in to food processing | 13,000 | 7,098 | 5,902 | 27/9/2023 |
| Venture into feed mill (for aquaculture sector) | 30,000 | - | 30,000 | 27/9/2024 |
| Venture into hatchery related business | 30,000 | 25,000 | 5,000 | 27/9/2024 |
| Venture into cow farming business | 30,000 | - | 30,000 | 27/9/2024 |
| Venture into fruits and vegetables planting business | 60,000 | 53,000 | 7,000 | 27/9/2024 |
| Working capital for existing business and new business ventures | 23,900 | 15,000 | 8,900 | 27/9/2024 |
| Estimate expenses in relation to the Proposal | 13,100 | 7,000 | 6,100 | 27/9/2024 |
| | 200,000 | 107,098 | 92,902 | |

(b) Proceeds raised from Private Placement

On 1 July 2024, the private placement exercise is completed, a cumulative total of 26,874,006 Placement Shares were issued with an aggregate principal amount of RM 18.274 million pursuant to the Private Placement. The status of utilization of proceeds raised from Private Placement is as follows:

| Purposes | Proposed Utilisation | Actual Utilisation as at 31/07/2024 | Remaining Balance Carried Forward | Intended timeframe for utilisation |
|--|----------------------|-------------------------------------|-----------------------------------|---|
| | RM'000 | RM'000 | RM'000 | |
| The acquisition of 25% equity interest in Samajutera Sdn Bhd | 1,500 | 1,500 | - | Within 12 months from receipt of funds |
| Working capital requirements | 16,636 | 10,738 | 5,898 | Within 24 months from receipt of funds |
| Estimated expenses for the Proposed Private Placement | 138 | 138 | - | Upon completion of the Proposed Private Placement |
| | 18,274 | 12,376 | 5,898 | |



21. Borrowings

The Group's borrowings, all of which are secured and denominated in Ringgit Malaysia, were as follows:

| | Current Year as at 31/7/2024 (Unaudited) RM '000 |
|--------------------|---|
| Secure | |
| Short term: | |
| Hire Purchase | 128 |
| Long term: | |
| Hire Purchase | 285 |
| Total | <u>413</u> |

22. Notes to the Condensed Consolidated Statement of Comprehensive Income

Operating profit is stated after charging/ (crediting):

| | 3 months ended | | Year to date | |
|---|-----------------------|------------------|---------------------|------------------|
| | <u>31/7/2024</u> | <u>31/7/2023</u> | <u>31/7/2024</u> | <u>31/7/2023</u> |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Interest income | (16) | (15) | (16) | (15) |
| Other income | (33) | (12) | (33) | (12) |
| Interest expenses | 73 | 67 | 73 | 67 |
| Depreciation | 1,359 | 1,914 | 1,359 | 1,914 |
| Unrealised (gain)/loss on quoted investment | (63) | (147) | (63) | (147) |
| Provision for slow moving Inventories | - | 267 | - | 267 |
| Foreign exchange (gain)/loss | (4) | (11) | (4) | (11) |

The following items which were not disclosed were not applicable.

- a. Inventories written off;
- b. Provision for and write off of receivables;
- c. Impairment of assets
- d. Gain on disposal of property, plant and equipment;
- e. Gain or loss on derivatives; and
- f. Exceptional items (with details)

23. Material litigation

There are no pending material litigations as at the date of this report.



24. Dividend Payable

No dividend was paid during the financial year and the Directors do not recommend any dividend to be paid for the financial year under review.

25. Capital Commitments

As of the end of the reporting period, the Group has capital commitment as follow: -

Contracted but not provided for:-

| | <u>RM'000</u> |
|---------------------------------|---------------|
| - construction of hatchery farm | 1,300 |
| | <u>1,300</u> |

26. Earnings per share

a) Basic Earnings per share

| | 3 months ended | | Year to date | |
|---|-----------------------|------------------|---------------------|------------------|
| | <u>31/7/2024</u> | <u>31/7/2023</u> | <u>31/7/2024</u> | <u>31/7/2023</u> |
| Net earnings (RM'000) | 3,159 | 1,176 | 3,159 | 1,176 |
| Weighted Average of ordinary shares used in the calculation of basic earning per share ('000) | 302,109 | 238,528 | 302,109 | 238,528 |
| Basic earnings per share (sen) | 1.05 | 0.49 | 1.05 | 0.49 |

b) Diluted Earnings per share

| | 3 months ended | | Year to date | |
|---|-----------------------|------------------|---------------------|------------------|
| | <u>31/7/2024</u> | <u>31/7/2023</u> | <u>31/7/2024</u> | <u>31/7/2023</u> |
| Net earnings (RM'000) | 3,159 | 1,176 | 3,159 | 1,176 |
| Weighted Average of ordinary shares used in the calculation of basic earning per share ('000) | 302,109 | 238,528 | 302,109 | 238,528 |
| Effect of dilution of Redeemable Convertible Notes ('000) | 2,302 | 43,267 | 2,302 | 43,267 |
| Weighted average number of ordinary shares in issue at end of financial period ('000) | <u>304,411</u> | <u>281,795</u> | <u>304,411</u> | <u>281,795</u> |
| Basic earnings per share (sen) | 1.04 | 0.42 | 1.04 | 0.42 |



XL HOLDINGS BERHAD
(199801012014(468142-U))
(Formally known as Xian Leng Holdings Berhad)

Kuala Lumpur
30 September 2024

By Order of the Board
Wong Yuet Chyn
Company Secretary