



RENEUCO BERHAD
(Company No: 199701003731 (419227-X))
(Incorporated in Malaysia)

**QUARTERLY REPORT ON THE
CONSOLIDATED RESULTS FOR THE
QUARTER AND PERIOD ENDED
31 DECEMBER 2023**

(The Figures in this Quarterly Report have not been Audited)

Unaudited Condensed Consolidated Statements of Comprehensive Income for the Quarter and Period ended
31 December 2023

	Individual quarter		Cumulative quarter	
	3 months ended 31/12/2023 RM'000	Changes %	3 months ended 31/12/2023 RM'000	Changes %
Revenue	5,569	-	5,569	-
Cost of sales	(4,955)	-	(4,955)	-
Gross profit	614	-	614	-
Other income	69	-	69	-
Selling and distribution expenses	-	-	-	-
Administrative expenses	(6,519)	-	(6,519)	-
Other expenses	(175)	-	(175)	-
Loss from operations	(6,011)	-	(6,011)	-
Finance costs	(65)	-	(65)	-
Loss before tax	(6,076)	-	(6,076)	-
Taxation	-	-	-	-
Loss net of tax	(6,076)	-	(6,076)	-
Other comprehensive loss:				
Item that is or may be reclassified subsequently to profit or loss				
Foreign currency translation	(98)		(98)	
Total comprehensive loss for the financial period	(6,174)		(6,174)	
Loss attributable to:				
Owners of the parent	(5,897)		(5,897)	
Non-controlling interests	(179)		(179)	
	(6,076)		(6,076)	
Total comprehensive loss attributable to:				
Owners of the parent	(5,995)		(5,995)	
Non-controlling interests	(179)		(179)	
	(6,174)		(6,174)	
Loss per share attributable to owners of the parent (sen per share) *				
- basic	(0.95)		(0.95)	
- diluted	(0.95)		(0.95)	

* Loss per share is based on weighted average number of shares of 621,041,450 for the period of 3 months.

The financial year end of the Group has been changed from 30 June to 30 September. As such, there is no comparative financial information available for the preceding year corresponding period.

The unaudited condensed consolidated statements of comprehensive income should be read in conjunction with the audited financial statements for the financial period ended 30 September 2023 and the explanatory notes attached to the interim financial report.

Unaudited Condensed Consolidated Statements of Financial Position as at 31 December 2023

	(Unaudited) 31/12/2023 RM'000	(Audited) 30/09/2023 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	15,938	16,474
Investment properties - work-in-progress	17,250	17,250
Investment in Associates	200	200
Construction work-in-progress	464,079	80,358
Right-of-use assets	10,343	10,630
Intangible assets	10,132	9,230
Deferred tax assets	-	-
Total non-current assets	517,942	134,142
Current assets		
Inventories	1,203	1,196
Contract assets	25,163	26,426
Contract cost assets	49,097	48,728
Trade and other receivables	61,901	77,605
Deposits and prepayments	10,827	9,832
Tax assets	210	156
Cash and bank balances	18,930	14,503
	167,331	178,446
Asset classified as held for sale	-	-
Total current assets	167,331	178,446
TOTAL ASSETS	685,273	312,588
EQUITY AND LIABILITIES		
Equity attributable to owners of the parent		
Share capital	265,099	172,699
Reserves	(15)	84
Accumulated losses	(73,865)	(67,971)
Total equity attributable to owners of the Company	191,219	104,812
Non-controlling interests	36,660	(1,547)
Total equity	227,879	103,265
Non-current liabilities		
Lease liabilities	11,063	10,318
Deferred tax liabilities	442	2,273
Borrowings	269,688	73,625
Convertible Bond	100	-
Total non-current liabilities	281,293	86,216
Current liabilities		
Trade and other payables	141,968	82,615
Contract liabilities	-	2,158
Lease liabilities	316	1,251
Borrowings	20,351	20,780
Convertible Bond	-	3,000
Tax liabilities	13,466	13,303
Total current liabilities	176,101	123,107
Total liabilities	457,394	209,323
TOTAL EQUITY AND LIABILITIES	685,273	312,588
Net assets per share attributable to ordinary equity holders of the Company (RM)	0.31	0.20

The financial year end of the Group has been changed from 30 June to 30 September.

The unaudited condensed consolidated statements of financial position should be read in conjunction with the audited financial statements for the financial year ended 30 September 2023 and the explanatory notes attached to the interim financial report.

Unaudited Condensed Consolidated Statements of Changes in Equity for the period ended 31 December 2023

	← Attributable to owners of the Company →				Total RM'000	Non- Controlling Interest RM'000	Total Equity RM'000
	Share Capital RM'000	Foreign Currency Translation Reserve RM'000	Asset Revaluation Reserve RM'000	Retained earnings RM'000			
As at 1 October 2023	172,699	84	-	(67,971)	104,812	(1,547)	103,265
Effect of measurement period adjustment	-	-	-	3	3	-	3
As at 1 October 2023, as restated	172,699	84	-	(67,968)	104,815	(1,547)	103,268
Net profit for the financial period	-	-	-	(5,897)	(5,897)	(179)	(6,076)
Foreign currency translation	-	(98)	-	-	(98)	-	(98)
Total comprehensive income for the period	-	(98)	-	(5,897)	(5,995)	(179)	(6,174)
Dividend to non-controlling interest	-	-	-	-	-	-	-
<u>Transaction with owners:</u>							
Issue of share capital	92,400	-	-	-	92,400	-	92,400
Acquisition of a subsidiary	-	-	-	-	-	38,386	38,386
As at 31 December 2023	265,099	(15)	-	(73,865)	191,219	36,660	227,879
As at 1 October 2023	156,379	84	-	49,364	205,827	399	206,226
Net profit for the financial period	-	-	-	(117,035)	(117,035)	(1,946)	(118,981)
Foreign currency translation	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	(117,035)	(117,035)	(1,946)	(118,981)
Dividend to non-controlling interest	-	-	-	(300)	(300)	-	(300)
<u>Transaction with owners:</u>							
Issue of share capital	16,320	-	-	-	16,320	-	16,320
Share issue expenses	-	-	-	-	-	-	-
Reclassification	-	-	-	-	-	-	-
Acquisition of subsidiaries	-	-	-	-	-	-	-
Deconsolidation of subsidiaries	-	-	-	-	-	-	-
As at 30 September 2023	172,699	84	-	(67,971)	104,812	(1,547)	103,265

The financial year end of the Group has been changed from 30 June to 30 September. As such, there is no comparative financial information available for the preceding year corresponding period.

The unaudited condensed consolidated statements of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 30 September 2023 and the explanatory notes attached to the interim financial report.

Condensed Consolidated Statements of Cash Flow for the period ended 31 December 2023

	Unaudited 31/12/2023 RM'000	Audited 30/09/2023 RM'000
Cash flows from operating activities		
Profit before taxation	(6,076)	(107,163)
Adjustments for :-		
Allowance for impairment loss on:		
- trade and other receivables	-	132,531
- investment property	-	2,439
- contract assets	-	23,157
- Intangible assets	-	4,858
- Investment in subsidiaries	-	-
Trade receivables written off	-	-
Other receivables written off	-	-
Amortisation of intangible assets	39	189
Depreciation for investment property	-	-
Depreciation for property, plant and equipment	568	2,356
Depreciation of right-of-use assets	275	2,601
Gain on remeasurement of right-of-use assets	-	(13)
(Gain)/loss on disposal of property, plant and equipment	68	(766)
Gain on disposal of subsidiaries	-	-
Reversal of impairment loss in a subsidiary	-	(1,591)
Interest expense	44	460
Interest expense on lease liabilities	20	103
Interest expense on revolving credit	-	936
Inventories written off	-	-
Interest income	(32)	(527)
Unrealised (gain)/loss in foreign exchange	-	-
Operating profit before changes in working capital	(5,094)	59,570
Inventories	(7)	68
Contract assets	(16,171)	6,194
Contract cost assets	(892)	(24,806)
Contract liabilities	-	-
Trade and other receivables	15,264	58,174
Trade and other payables	56,265	9,461
Cash (used in) from operations	49,365	(7,687)
Interest received	31	527
Tax paid	(322)	(1,291)
Tax refund	-	-
Net cash (used in) operating activities	49,074	(8,451)
Cash flows from investing activities		
Addition of investment properties	-	(19,367)
Construction cost incurred on solar plant	-	(54,888)
Proceeds from disposal of asset held for sale	-	-
Increase in investment in subsidiaries	(90,700)	7,440
Net cash inflow/(outflow) from acquisition of a subsidiary	20,126	-
Purchase of property, plant and equipment	(101)	(6,502)
(Addition)/Termination of ROU	12	121
Purchase of intangible assets	-	(725)
Proceeds from sale of subsidiaries	-	-
Proceeds from disposal of property, plant and equipment	(24)	11,527
Withdrawal of fixed deposit	-	-
Net cash (used in) investing activities	(70,687)	(62,394)

Condensed Consolidated Statements of Cash Flow for the period ended 31 December 2023 (continued)

	Unaudited 31/12/2023 RM'000	Audited 30/09/2023 RM'000
Cash flows from financing activities		
Drawdown of term loans	-	13,451
Drawdown of trade financing	8,017	50,809
Drawdown of revolving credits	-	15,000
Proceeds from finance lease	-	5,215
Dividend paid	-	(300)
Net proceeds from issuance of share capital	22,400	19,320
Interest paid	(44)	(460)
Interest paid on lease liabilities	(18)	(103)
Repayment of Trade Financing	-	-
Repayment of revolving credits	-	(936)
Repayment of finance lease	(1,047)	(3,586)
Repayment of term loans	(151)	(10,724)
Reversal placements in bank restricted for use	-	28,562
Payment for the principal portion of lease liabilities	(193)	(1,669)
RCB Conversion	(2,900)	-
Placements in bank restricted for use	-	(52,397)
Net cash generated from financing activities	<u>26,064</u>	<u>62,182</u>
Net decrease in cash and cash equivalents	<u>4,451</u>	<u>(8,663)</u>
Effect of exchange rate changes	(22)	33
Cash and cash equivalents at 1 October 2023	<u>14,501</u>	<u>33,978</u>
	<u>14,479</u>	<u>34,011</u>
Cash and cash equivalents at the end of year	<u>18,930</u>	<u>25,348</u>
Cash and cash equivalents at the end of year comprised :-		
Cash and bank balances	4,764	2,191
Fixed deposits with licensed banks *	14,166	12,312
	<u>18,930</u>	<u>14,503</u>
Less: Fixed deposits held as security	-	(12,312)
	<u>18,930</u>	<u>2,191</u>

* Fixed deposits with licensed banks is disclosed separately from cash and bank balances for consistency of presentation.

The financial year end of the Group has been changed from 30 June to 30 September. As such, there is no comparative financial information available for the preceding year corresponding period.

The unaudited condensed consolidated statements of cash flows should be read in conjunction with the audited financial statements for the financial period ended 30 September 2023 and the explanatory notes attached to the interim financial report.

PART A: EXPLANATORY NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS PER MFRS 134

A1. Basis of Preparation

The condensed interim financial statements are unaudited and have been prepared in accordance with the requirements of MFRS 134 Interim Financial Reporting and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the financial period ended 30 September 2023.

A2. Changes in accounting policies

The accounting policies adopted by the Group in this interim financial statements are consistent with those adopted in the most recent audited financial statements for the financial period ended 30 September 2023, except for the newly-issued Malaysian Financial Reporting Standards ("MFRS") and amendments to standards to be applied by all Entities Other Than Private Entities for the financial period beginning on or after 1 October 2023:

- Amendment to MFRS 16 Leases - Covid-19 - Related Rent Concession beyond 30 June 2021
- Amendments to MFRS 9 Financial Instruments (Annual Improvement to MFRS Standards 2018 - 2020)
- Amendments to MFRS 3 Business Combinations (Reference to the Conceptual Framework)
- Amendments to MFRS 116, Property, Plant and Equipment - Proceeds before Intended Use
- Amendments to MFRS 137 Provisions, Contingent Liabilities and Contingent Assets (Onerous Contracts - Cost of Fulfilling a Contract)

MFRS/ Amendment/ Interpretation	Effective date
• Amendments to MFRS 101 Presentation of Financial Statements (Classification of Liabilities as Current or Non-current and Disclosure of Accounting Policies)	1 January 2023
• Amendments to MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Accounting Estimates	1 January 2023
• Amendments to MFRS 112 Income Taxes - Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
• Amendments to MFRS 10 Consolidated Financial Statements: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
• Amendments to MFRS 128 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

The initial application for the abovementioned accounting standards, amendments or interpretations are not expected to have any material financial impacts to the financial statements of the Group.

PART A: EXPLANATORY NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS PER MFRS 134 (CONTINUED)

A2. Changes in accounting policies (continued)

(a) Basis of measurement

The financial statements have been prepared on the historical cost basis other than disclosed in the report.

(b) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia (RM), which is the Company's functional currency.

(c) Use of estimates and judgements

The preparation of the financial statements in conformity with MFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements.

A3. Changes in debt and equity securities

Save as disclosed in Note A19 in Part A of this report, there were no other issuance and repayment of debt and equity securities, share buy-backs, share cancellations, share held as treasury shares and resale of treasury shares during the financial year-to-date.

A4. Dividend paid

There were no dividend paid during the current quarter ended 31 December 2023.

A5. Auditors' report on preceding annual financial statements

The auditors' report on the financial statements for the financial period ended 30 September 2023 was subject to disclaimer of opinion.

PART A: EXPLANATORY NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS PER MFRS 134 (CONTINUED)

A6. Seasonal or cyclical factors

The results of the operations of the Group for the current financial quarter and financial year-to-date were not significantly affected by seasonal or cyclical factors.

A7. Unusual items due to their nature, size or incidence

There were no items affecting assets, liabilities, equity, net income or cash flows that were unusual in nature, size or incidence during the current interim period under review.

A8. Material changes in estimates of amounts reported

There were no material changes in estimates of amounts reported in prior interim period of the current financial year or in prior financial year, which have material effects on the financial position or performance in the current interim period under review.

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PART A: EXPLANATORY NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
AS PER MFRS 134 (CONTINUED)

A9. Segment information

The segment information for the current period ended 31 December 2023 are as follows:

	<u>Individual quarter</u> <u>3 months ended</u> <u>31/12/2023</u> <u>RM'000</u>	<u>Cumulative quarter</u> <u>3 months ended</u> <u>31/12/2023</u> <u>RM'000</u>
Revenue		
Construction related activities	1,389	1,389
Logistics	3,700	3,700
Property development and investment	431	431
Healthcare	49	49
Total revenue	<u>5,569</u>	<u>5,569</u>
Loss before taxation		
Construction related activities	(3,878)	(3,878)
Logistics	(254)	(254)
Property development and investment	(1,430)	(1,430)
Healthcare	(514)	(514)
Total loss before taxation	<u>(6,076)</u>	<u>(6,076)</u>
	(Unaudited) 31/12/2023 RM'000	(Audited) 30/09/2023 RM'000
Assets		
Construction related activities	476,746	394,450
Logistics	33,080	32,595
Property development and investment	665,812	191,777
Healthcare	8,500	8,669
Elimination of inter-segment	(498,865)	(314,903)
Total assets	<u>685,273</u>	<u>312,588</u>
Liabilities		
Construction related activities	246,762	242,447
Logistics	28,860	28,492
Property development and investment	541,281	193,469
Healthcare	30,543	30,199
Elimination of inter-segment	(390,052)	(285,284)
Total liabilities	<u>457,394</u>	<u>209,323</u>

PART A: EXPLANATORY NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AS PER MFRS 134 (CONTINUED)

A10. Material event subsequent to the end of the financial period

There were no material events subsequent to the end of the interim period that have not been reflected in the financial statements for the current financial quarter under review.

A11. Changes in composition of the Group

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

A12. Contingent liabilities

There were no contingent liabilities which become enforceable that may have a material effect on the assets or financial position of the Group for the current financial period.

A13. Capital commitments

Capital expenditure at the end of the financial year as follows:

	31/12/2023	30/09/2023
	RM'000	RM'000
Authorised capital expenditure for property, plant and equipment not provided for in the financial statements		
- Approved and contracted for	<u>-</u>	<u>-</u>

A14. Property, plant and equipment

There was no change to the valuation of property, plant and equipment brought forward from the most recent audited annual financial statements.

	Current financial quarter as at 31/12/2023
	RM'000
Cost	
As at 1 Oct 2023	33,363
Additions	148
Disposals	(374)
Impairment	
As at 31 December 2023	<u>33,137</u>
Accumulated depreciation	
As at 1 Oct 2023	(16,889)
Charge for the financial year	(568)
Disposals	258
As at 31 December 2023	<u>(17,199)</u>
Net carrying amount	
As at 31 December 2023	<u>15,938</u>

**PART A: EXPLANATORY NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
AS PER MFRS 134 (CONTINUED)**

A15. Investment Properties

	Current financial quarter as at 31/12/2023 RM'000
As at 1 Oct 2023	17,250
Additions	
Disposals	-
As at 31 December 2023	<u>17,250</u>

A16. Intangible assets

	Current financial quarter as at 31/12/2023			
	Software RM'000	Intellectual property RM'000	Goodwill on consolidation RM'000	Total RM'000
Cost				
As at 1 Oct 2023	47	1,175	8,280	9,502
Additions			941	941
Impairment				-
As at 31 December 2023	<u>47</u>	<u>1,175</u>	<u>9,221</u>	<u>10,443</u>
Accumulated depreciation				
As at 1 Oct 2023	(20)	(252)	-	(272)
Charge for the financial year	(1)	(38)	-	(39)
As at 31 December 2023	<u>(21)</u>	<u>(290)</u>	<u>-</u>	<u>(311)</u>
Net carrying amount				
As at 31 December 2023	<u>26</u>	<u>885</u>	<u>9,221</u>	<u>10,132</u>

A17. Inventories

	Current financial quarter as at 31/12/2023 RM'000
Stated at cost	
- Manufacturing:	
Raw materials	2
Work-in-progress	245
Consumables	201
Manufactured inventories	755
Total inventories	<u>1,203</u>

A18. Finance income and finance expense

	Individual quarter 3 months ended 31/12/2023 RM'000	Cumulative quarter 3 months ended 31/12/2023 RM'000
Finance income	<u>32</u>	<u>32</u>
Finance expense:		
- Hire purchase	(31)	(31)
- Term loan	(15)	(15)
- Revolving credits	-	-
- Trade financing	(5)	(5)
- Others	-	-
	<u>(51)</u>	<u>(51)</u>
- Lease liabilities	(14)	(14)
	<u>(65)</u>	<u>(65)</u>

**PART A: EXPLANATORY NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
AS PER MFRS 134 (CONTINUED)**

A19. Share Capital

	Number of ordinary shares		Amount	
	31/12/2023	30/09/2023	31/12/2023	30/09/2023
	'000	'000	RM'000	RM'000
Issued and fully paid:				
As at 1 Oct	623,746	542,797	172,699	156,379
Issuance of ordinary shares:				
- Cash	477,208	80,949	92,400	16,320
Share issue expenses	-	-	-	-
As at 31 December	<u>1,100,954</u>	<u>623,746</u>	<u>265,099</u>	<u>172,699</u>

On 12 October 2023, the Company issued 17,643,352 new ordinary shares at a price of RM0.1587 per ordinary share by way of conversion of bond.

On 20 October 2023, the Company issued 16,383,112 new ordinary shares at a price of RM0.1587 per ordinary share by way of conversion of bond.

On 8 November 2023, the Company issued 29,411,764 new ordinary shares at a price of RM0.1360 per ordinary share by way of conversion of bond.

On 20 November 2023, the Company issued 33,088,235 new ordinary shares at a price of RM0.1360 per ordinary share by way of conversion of bond.

On 7 December 2023, the Company issued 7,352,941 new ordinary shares at a price of RM0.1360 per ordinary share by way of conversion of bond.

On 11 December 2023, the Company issued 14,705,882 new ordinary shares at a price of RM0.1360 per ordinary share by way of conversion of bond.

On 15 December 2023, the Company issued 11,029,411 new ordinary shares at a price of RM0.1360 per ordinary share by way of conversion of bond.

On 15 December 2023, the Company issued 318,181,819 new ordinary shares at a price of RM0.22 per ordinary share for the acquisition of 10,000 ordinary shares in Adat Sanjung Sdn Bhd by Reneuco RE Sdn Bhd, a wholly-owned subsidiary of the Company.

On 22 December 2023, the Company issued 29,411,764 new ordinary shares at a price of RM0.1360 per ordinary share by way of conversion of bond.

The new ordinary shares issued rank pari passu with the existing ordinary shares of the Company.

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PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA

B1. Performance Review By Segments

	Individual quarter	Cumulative quarter	Variance	
	3 months ended 31/12/2023 RM'000	3 months ended 31/12/2023 RM'000	3 months ended %	3 months ended %
Revenue				
Construction related activities	1,389	1,389	N/A	N/A
Logistics	3,700	3,700	N/A	N/A
Property development and investment	431	431	N/A	N/A
Healthcare	49	49	N/A	N/A
Total revenue	5,569	5,569	N/A	N/A
Loss before taxation				
Construction related activities	(3,878)	(3,878)	N/A	N/A
Logistics	(254)	(254)	N/A	N/A
Property development and investment	(1,430)	(1,430)	N/A	N/A
Healthcare	(514)	(514)	N/A	N/A
Loss before taxation	(6,076)	(6,076)	N/A	N/A

For the quarter and period ended 31 December 2023:

(a) Construction Related Activities Segment

The construction related activities recorded cumulative revenue of RM1.39 million. Whilst the loss before tax is recorded at RM3.89 million. The revenue decreased due to slow progress work during this quarter.

(b) Logistics

The logistics segment recorded revenue of RM3.70 million for the quarter, which contributed to 66% of group revenue, and loss before taxation is recorded at RM0.25 million.

(c) Property Development and Investment Segment

The property development and investment segment recorded a revenue of RM0.43 million and a loss before taxation of RM1.43 million. The revenue is mainly generated by the operation and maintenance services for Mini Hydro Power Plant at Perak during this quarter.

(d) Healthcare Segment

The healthcare segment constitutes manufacturing and healthcare activities recorded revenue of RM0.05 million and loss before taxation of RM0.51 million for this quarter. The revenue is generated by sales of healthcare products such as GranuMas and Prosteomax.

The financial year end of the Group has been changed from 30 June 2023 to 30 September 2023. As such, there is no comparative financial information available for the preceding year corresponding period.

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA (CONTINUED)

B2. Comments On Material Changes In Result Before Taxation In The Current Financial Quarter As Compared With The Immediate Preceding Financial Quarter

	Current financial quarter 31/12/2023 RM'000	Immediate preceding quarter 30/09/2023 RM'000	Variance Increase/ (Decrease) RM'000	%
Group revenue	5,569	2,416	3,153	130
Group loss from operations	(6,011)	(122,283)	116,272	(95)
Group loss before taxation	(6,076)	(122,680)	116,604	(95)
Group loss net of tax	(6,076)	(124,290)	118,214	(95)

As at 31 December 2023, the Group recorded an increase in revenue of 130% as compared to the immediate preceding quarter ("Q5FY2023"). The Group's overall revenue was mainly contributed from construction progress from on-going projects, income from chemical transport services from logistics segment and from operation and maintenance contracts.

The loss before taxation were significantly reduced by RM116.60 million. The loss for the immediate preceding quarter is mainly due to impairment of trade receivables and contract assets.

B3. Prospects

GLOBAL GROWTH OUTLOOK

Based on the International Monetary Fund ("IMF") latest World Economic Outlook ("WEO") report in January 2024, the global economic recovery from the COVID-19 pandemic, Russia's invasion of Ukraine, and the cost-of-living crisis is resilient, with inflation falling faster than expected due to favourable supply-side developments and central bank tightening. However, high interest rates and fiscal support withdrawal are expected to weigh on growth in 2024.

According to the IMF, the global economy is experiencing resilient yet gradual growth, with an estimated rate of 3.1% in 2023, projected to persist at the same level in 2024 before a modest uptick to 3.2% in 2025. Despite this improvement from the October 2023 forecast, the growth trajectory remains below the historical average. Regional variations characterize this economic landscape, as advanced economies are poised for a minor dip in growth in 2024, followed by a recovery in 2025.

In contrast, emerging market and developing economies are expected to maintain stable growth, with variations among different regions. However, world trade faces challenges, with a growth projection of 3.3% in 2024 and a marginal increase to 3.6% in 2025, both figures falling short of historical averages. Rising trade distortions and geoeconomic fragmentation are expected to impact global trade levels.

The global economic outlook faces a balanced set of risks, marked by a decreasing likelihood of a hard landing. Both favourable and unfavourable factors influence the global growth scenario. Upside risks, including faster disinflation, a gradual withdrawal of fiscal support, an accelerated economic recovery in China, and advancements in artificial intelligence and supply-side reforms, have the potential to contribute to stronger-than-expected global growth. On the downside, adverse risks encompass commodity price spikes due to geopolitical and weather shocks, persistent core inflation necessitating tighter monetary policies, potential growth setbacks in China, and the threat of a disruptive turn to fiscal consolidation.

In terms of policy priorities, central banks are advised to manage the final descent of inflation carefully, advocating for a smooth landing without prematurely lowering rates. Fiscal consolidation is recommended to restore budgetary maneuverability, particularly in economies with high debt levels, emphasizing mobilizing domestic revenue, addressing spending rigidities, and reinforcing fiscal frameworks. Targeted and sequenced structural reforms are also highlighted to boost productivity growth, while coordinated efforts in areas of common interest, such as debt resolution and climate change mitigation, are stressed for a resilient global economic recovery.

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA (CONTINUED)

B3. Prospects (continued)

In conclusion, based on the latest WEO report, the global economy recovery has demonstrated surprising resilience despite challenges posed by the COVID-19 pandemic, Russia's invasion of Ukraine, and the ongoing cost-of-living crisis. The decline in inflation has outpaced expectations, offering relief to employment and economic activity. Overall, the global economic landscape demands strategic and collaborative efforts to navigate uncertainties and promote sustainable growth.

MALAYSIAN ECONOMY

According to the latest report from Bank Negara Malaysia ("BNM") in February 2024, the Malaysian economy grew by 3.0% in the fourth quarter of 2023, reflecting stable household spending, improved labour market conditions, and growth in investment activity. Despite subdued exports, various sectors, including commodities, services, and construction, experienced expansion. The year 2023 saw a normalized growth of 3.7%, down from 8.7% in 2022, influenced by global challenges such as slower trade, the tech downcycle, and geopolitical tensions. Despite external difficulties, the current account surplus and external position remained strong, with manageable external debt.

Inflation continued to decline, with headline inflation at 1.6% and core inflation at 2.0% in the fourth quarter. For the entire year, headline inflation was 2.5%, down from 3.3% in 2022. Exchange rates were influenced by evolving global monetary policy expectations, leading to a 2.1% appreciation of the ringgit against the US dollar. Both headline and core inflation are expected to remain modest in 2024, influenced by stable cost and demand conditions. However, uncertainties persist, tied to domestic policies on subsidies and price controls, as well as global commodity prices and financial market developments. Credit to the private non-financial sector expanded by 4.7%, driven by business loans and steady growth in household loans.

Looking forward, Malaysia anticipates growth in 2024 from resilient domestic expenditure and improved external demand. The IMF projects a rebound in global trade growth from 0.4% in 2023 to 3.3% in 2024, supporting Malaysia's exports. The growth outlook, however, faces risks from weaker external demand and commodity production declines, while potential upsides include spillover from the tech upcycle and robust tourism activity.

RENEUCO'S PERSPECTIVE

As sustainable and environmentally conscious business practices become increasingly important, our Group is committed to enhancing our expertise in this area. We continue to offer a comprehensive range of solutions that address the growing demand for environmental compliance, whilst also strengthening our position as a leader in the sustainable energy space. Moving forward, we are cautiously optimistic on our Group's future growth.

CONSTRUCTION RELATED ACTIVITIES / ENERGY AND UTILITIES

In the construction industry, there has been a growing trend towards sustainable building practices, with many companies incorporating green technology and materials into their projects. In the energy and utilities sector, there have been several notable developments. The Malaysian Government has placed a strong emphasis on renewable energy through the launch of the National Energy Transition Roadmap ("NETR") Phase 1 on 27 July 2023 to accelerate Malaysia's energy transition. NETR is in line with the Twelfth Malaysia Plan 2021-2025, which outlines aspirations for the nation to achieve net zero emissions by 2050, and the National Energy Policy ("NEP") launched in September 2022 with aspirations to become a low carbon nation in 2040. NETR is also crucial in navigating the complexity of energy transition on a large scale, especially the shift from a traditional fossil fuel-based economy to a high-value green economy.

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA (CONTINUED)

B3. Prospects (continued)

According to the Economic Outlook 2024, the construction sector is forecast to increase by 6.8% in 2024 following better performance in all subsectors. Civil engineering subsector continues to be bolstered by strategic infrastructure and utilities projects which include ongoing projects such as the Central Spine Road (CSR), the Pan Borneo Sabah Highway and acceleration of projects under the Twelfth Malaysia Plan, 2021 – 2025 (“12MP”). Furthermore, a new solar power plant project under the Corporate Green Power Programme will support the subsector’s growth. The implementation of New Industrial Master Plan 2030 (“NIMP 2030”) is expected to further strengthen the performance of non-residential buildings subsector as the Plan will provide a platform to attract more investments into the country.

It is evident that Malaysia’s construction, energy, and utilities sectors are undergoing a significant shift towards sustainable practices. This transition is driven by government initiatives, private sector engagement, and a commitment to addressing environmental concerns. Such efforts contribute to Malaysia’s sustainable development goals and its path towards a more resilient and environmentally conscious economy.

Overall, the construction related activities and energy and utilities sectors are evolving to meet the demands of a more sustainable future. With continued Government support and increasing awareness of the importance of environmental stewardship, these sectors are poised for continued growth and innovation in the years ahead. Parallel to the aforementioned Government’s initiatives, it is foreseen that the installation of renewable energy, specifically on solar PV system, will increase in private sector companies as part of their efforts towards Environmental, Social and Governance (“ESG”) commitment and pave our ways for the Group to power on our core competency and experience in providing end-to-end services for potential solar PV and other non-solar projects.

Barring unforeseen circumstances, our Group is cautiously optimistic that the growth of renewable energy will continue to remain satisfactory in 2024.

PROPERTIES

According to Bank Negara Malaysia, outstanding loan growth for households in the fourth quarter of 2023 continued to be sustained across key purposes at 5.6%, compared to 5.4% in the third quarter of 2023. This reflects the ongoing demand for loans, especially for housing, cars, and personal use.

As per the Economic Outlook 2024, the Malaysian real estate and business services subsector is poised to grow by 5.4%, attributed to sustained demand for professional services, particularly in the field of engineering following vigorous construction activities. Additionally, the real estate segment is projected to improve owing to increased non-residential and residential property transactions. The residential buildings subsector is also anticipated to see further improvement, aligning with the Government’s efforts to increase more affordable houses as outlined under the Mid-Term Review of the 12MP and the MADANI Neighbourhood scheme, along with new launches by the private sector.

The Government is supporting the property sector through various initiatives that will strengthen the growth of this sector. Part of these initiatives has been outlined in the 12MP, where the Government increases spending on large infrastructure projects to be carried out during the 12MP period. Through the 12MP, the Government aims to build 500,000 affordable houses for the B40 and M40 groups. At the same time, the Government has targeted 120 cities to achieve sustainable city status with the adoption of green technology. These initiatives will provide additional support for private sector projects.

In essence, the Malaysian real estate industry has proven its resilience and capacity to prosper despite challenges. The consistent rise in transaction volume and value, albeit at a more gradual pace, especially within the residential market, indicates a robust recovery. The sector is well-positioned for sustained growth in the coming years, supported by the Government initiatives. Despite uncertainties in the global economy, considering investment in the Malaysian property sector holds favourable potential.

Currently, the Group has two ongoing projects in this segment. The first project involves property development in Sentul, Kuala Lumpur, which has been fully sold. The second project is an undertaking awarded by the state of Terengganu. It entails the development of affordable and mixed housing on government land in Kawasan Pentadbiran Kuala Nerus, Mukim Batu Rakit, Daerah Kuala Nerus, Terengganu.

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA (CONTINUED)

B3. Prospects (continued)
LOGISTICS

In recent developments in the logistics sector, Malaysia has undertaken measures to enhance its transportation infrastructure and supply chain capabilities. With the goal of achieving high-income status outlined in the 2024 Budget, the Government recognizes that the efficiency of the transportation and logistics sectors is crucial for increased productivity and growth through improved connectivity.

Consequently, the Government is dedicated to the development of sustainable, integrated, safe, reliable, and affordable transportation and logistics infrastructure. These robust infrastructures not only facilitate seamless mobility but also promote clean, convenient, and efficient modes of transport, adapting to climate change.

Moreover, the availability of world-class infrastructure, including airports, ports, highways, and railways, further strengthens Malaysia's attractiveness as a preferred investment destination. Therefore, it is imperative to elevate the quality of transportation and logistics infrastructure, laying the foundation for long-term economic growth and the well-being of Malaysians.

The Group takes pride in its logistics subsidiary, Reneuco Logistics Sdn. Bhd, which holds significant ownership of Chemtrax Sdn. Bhd. ("Chemtrax") and recently acquired Pengangkutan Sri Tanjung Sepat Sdn. Bhd. ("PSTS") as part of its logistics arm. With the recent addition of PSTS to the logistics segment, the Group's logistics arm remains active in the Malaysian logistics industry and is confident in its long-term growth. The Group believes that Chemtrax and PSTS's extensive experience and track record in the logistics industry, coupled with a strong clientele base, will continue to contribute positively to the Group's earnings.

HEALTHCARE AND TECHNOLOGIES

In 2024, the private health and education segment is projected to rise by 5%. The Malaysia Healthcare Travel Council ("MHTC") will engage in reinvigorating the Malaysian healthcare industry to establish a larger market base, especially in targeted markets such as China, India, and Indonesia. MHTC estimates that the healthcare tourism industry's revenue trajectory will be restored to its pre-pandemic level at RM1.7 billion.

Malaysia's capacity to provide exceptional quality, affordability, accessibility, communication, and hospitality has paved the way for the country's healthcare travel industry to advance. These qualities, combined with seamless end-to-end services prioritizing patient safety and peace of mind, have seen the Malaysia Healthcare brand develop from strength to strength, positioning it as a top-of-mind destination for healthcare travellers worldwide. The Government plans to create the best Malaysia healthcare travel experience by 2025 based on three strategic pillars: the Healthcare Travel Ecosystem, the Malaysia Healthcare Brand, and the Markets for Malaysia Healthcare. Furthermore, the Group will remain focused on the initial marketing efforts of Halal-certified products in Muslim-majority countries and looks forward to strengthening its presence within the non-Muslim consumer market in the foreseeable future.

Considering this, Granulab (M) Sdn. Bhd., a 70% owned subsidiary of Reneuco ("Granulab"), is dedicated to the production and delivery of top-quality products. Granulab consistently meets consumer requirements, upholds ethical standards and complies with legal and regulatory obligations. Granulab is committed to maintaining and enhancing the effectiveness of its quality management system in line with ISO 13485:2016, BSI Netherlands, and the European Medical Device Regulation ("MDR"). Moving forward, Granulab will prioritise product performance, effectiveness, and patient safety as its utmost concerns. Granulab is also dedicated to implementing continuous improvement and risk management practices in accordance with industry standards.

END NOTE

The past few years have presented unprecedented challenges to businesses worldwide, and the Group has been no exception. Despite these adversities, we have consistently persevered, whilst earning widespread recognition and appreciation from our esteemed business partners and stakeholders. We continue to seize new opportunities even in the most trying times, underscoring our unwavering commitment to excellence.

As the global and regional economy gradually rebounds, we maintain a steadfast optimism regarding our Group's future performance. Our unwavering focus remains on fortifying our capabilities and expertise, with a particular emphasis on sustainability and green business. We strive to offer comprehensive solutions that cater to the growing demand for environmental compliance while solidifying our position as a leader in the sustainable sector.

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA (CONTINUED)

B3. Prospects (continued)

We extend our heartfelt gratitude to our valued business partners and financial institutions for their unwavering support and trust throughout these challenging times. It is with their continued backing and the increasing recognition of the paramount importance of sustainability that we are confident in our Group's ability to thrive and prosper in the years to come.

Looking ahead, we are looking forward to build upon our accomplishments and leverage emerging opportunities within the dynamic business landscape. With our dedicated team and collaborative partnerships, we are in a good position to make a meaningful impact and contribute to a sustainable and prosperous future.

B4. Variance of Actual Profit from Profit Forecast

The Group did not provide any revenue of profit estimate, forecast, projection or internal targets in any previous announcement of public document.

B5. Corporate Proposal

Proposed Issuance of Redeemable Convertible Bonds

On 12 April 2023, the Company announced that the Company proposes to undertake an issuance of redeemable convertible bonds ("RCB") with an aggregate nominal value of up to RM350.00 million, which will mature on the date falling 36 months from the closing date of the first sub-tranche of Main Tranche 1 of the RCB.

On the same date, Reneuco had entered into a conditional subscription agreement with Triton Capital Fund VCC, a variable capital company incorporated in Singapore, acting on behalf of and for the account of TCF Fund A ("Triton") ("Subscription Agreement"), pursuant to which the RCB will be issued by the Company in 4 main tranches (each, a "Main Tranche"), subject to the terms and conditions of the Subscription Agreement.

The circular to shareholders for the RCB has been issued by the Company on 28 June 2023 and the shareholders' approval was obtained during the Extraordinary General Meeting held on 13 July 2023.

The summary of the amount of RCB subscribed and converted as at 23 February 2024 are as follows:

Main Tranche	Sub-tranches	Aggregate amount of the RCB subscribed (RM'000)	Aggregate amount of the RCB converted into new ordinary shares of Reneuco (RM'000)	Aggregate amount of the RCB remain outstanding (RM'000)
1	1	3,000	3,000	-
1	2	2,000	2,000	-
1	3	2,500	2,500	-
1	4	2,500	2,400	100
1	5	4,000	4,000	-
1	6	5,000	4,500	-
1	7	4,000	4,000	-
1	8	4,000	4,000	-
1	9	5,000	3,000	2,000
Total		32,000	29,900	2,100

The Conversion Price represents 80% of the average closing price per share on any three consecutive business days as selected by Triton during the 40 business days immediately preceding the date of issuance of Conversion Shares. The summary of the number of Conversion Shares issued and allotted as at 23 February 2024 are as follows: -

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA
MALAYSIA (CONTINUED)

B5. Corporate Proposal (continued)

Main Tranche	Sub-tranches	Three consecutive business days preceding the date of issuance of Conversion Shares	Date of issuance of Conversion Shares	Conversion Price of Conversion Shares (RM)	Aggregate number of Conversion Shares
1	1	18 August 2023 to 22 August 2023	30-Aug-23	0.1707	5,858,230
1	1	22 August 2023 to 24 August 2023	05-Sep-23	0.1693	8,860,011
1	1	22 August 2023 to 24 August 2023	11-Sep-23	0.1693	2,953,337
1	2	13 September 2023 to 15 September 2023	21-Sep-23	0.1667	8,998,200
1	2&3	3 October 2023 to 5 October 2023	12-Oct-23	0.1587	17,643,352
1	3&4	3 October 2023 to 5 October 2023	20-Oct-23	0.1587	16,383,112
1	5	25 October 2023 to 27 October 2023	08-Nov-23	0.136	29,411,764
1	6	25 October 2023 to 27 October 2023	20-Nov-23	0.136	33,088,235
1	7	25 October 2023 to 27 October 2023	07-Dec-23	0.136	7,352,941
1	7	25 October 2023 to 27 October 2023	11-Dec-23	0.136	14,705,882
1	6&7	25 October 2023 to 27 October 2023	15-Dec-23	0.136	11,029,411
1	8	25 October 2023 to 27 October 2023	22-Dec-23	0.136	29,411,764
1	9	23 November 2023 to 27 November 2023	19-Jan-24	0.1427	21,023,125
Total					206,719,364

As at 23 February 2024, the Company has issued RCB with an aggregate nominal value of RM32.00 million. The proceeds raised from the RCB have been partially utilised as follows: -

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA (CONTINUED)

B5. Corporate Proposal (continued)

Details of utilisation of proceeds	Proposed Utilisation of Proceeds (RM'000)	Actual Utilisation of Proceeds (RM'000)	Balance Unutilised (RM'000)	Estimated Timeframe for Utilisation	Notes
Working capital requirements for the following on-going projects:					
a) Hydro projects located at Kota Marudu, Sabah ("Hydro Project")	21,000	2,925	18,075	Within 6 months	(i)
b) To partly fund the proposed acquisition of Adat Sanjung Sdn Bhd ("ASSB") ("Proposed ASSB Acquisition")	20,000	1,175	18,825*	Within 6 months	(ii)
c) Small hydro power plants located at Gua Musang, Kelantan ("Nenggiri Project")	100,000	400	99,600	Within 24 months	(iii)
d) 50-MW solar photovoltaic plant located at Pekan, Pahang ("LSS4")	40,000	1,936	38,064	Within 12 months	(iv)
e) Development of affordable and mixed housing development at Kuala Nerus, Terengganu ("Kuala Nerus Project")	100,000	2,725	97,275	Within 36 months	(v)
* Working capital for other upcoming projects and/or investment opportunities	49,850	18,689	31,161	Within 24 months	(vi)
* Estimated expenses in relation to the Proposal	19,150	3,294	15,856	Within 6 months	(vii)
Total	350,000	31,144	318,856		

As at 23 February 2024, the unutilised proceeds arising from the RCB's Main Tranche 1 stood at RM0.86 million. Pending utilisation, the remaining unutilised proceeds will be placed in interest-bearing short-term deposits or money market instruments with licensed financial institutions.

Notes:

- (i) On 21 February 2022, Reneuco had announced that its wholly-owned subsidiary, Reneuco Engineering Sdn Bhd ("RenEng"), together with Tellhow International Engineering & Contracting Co. Ltd ("Tellhow") had on 18 February 2022 received and accepted the letter of award from One River Power Sdn Bhd ("ORP") to take over and complete the engineering, design, procurement, construction, and commissioning ("EPCC") of small hydro plants in Sg. Bengkoka Upper, Sg. Bengkoka Lower and Sg. Togohu in Kota Marudu, Sabah, with total capacity of 29.1 MW for a total contract price of RM70.00 million.

As at 23 February 2024, the Hydro Project has reached approximately 26% of completion. The company has utilised approximately RM2.93 million of the total proceeds to fund for the costs related to the EPCC of the Hydro Project.

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA (CONTINUED)

B5. Corporate Proposal (continued)

- (ii) The Company intends to utilise up to RM20.00 million from the RCB to satisfy part of the purchase consideration for the Proposed ASSB Acquisition. The Proposed ASSB Acquisition has been completed on 15 December 2023, resulting in ASSB becoming a wholly owned subsidiary company of Reneuco RE Sdn Bhd.

The payment of the purchase consideration for the Proposed ASSB Acquisition was satisfied via setting off OHP Ventures Sdn Bhd ("OVSB") Group's debt amounting to RM20.00 million. The proceeds allocated for the Proposed ASSB allocation will be utilised for working capital for other up-coming projects of the Group and/or any investment opportunities.

As at 23 February 2024, approximately RM1.18 million has been utilised for working capital for other up-coming projects of the Group and/or any investment opportunities.

- (iii) On 11 May 2022, Reneuco has announced that Mikrogrid Lestari Sdn Bhd ("MLSB"), a 55%-owned subsidiary of Reneuco via RenRE, had on 10 May 2022, been selected as one of the successful bidders under the feed-in tariff ("FIT") e-bidding exercise conducted by Sustainable Energy Development Authority (SEDA) Malaysia for the development of small hydro power in Malaysia. Under the e-bidding exercise, MLSB shall develop small hydro power plants with a total capacity of 40.4 MW in Gua Musang, Kelantan. The power purchase agreement in relation to the Nenggiri Project has a tenure of 21 years.

As at 23 February 2024, the pre-development works for the Nenggiri Project are still on-going and subject to the outcome of the study, basic engineering design, and commencement of the engineering, procurement, construction and commission ("EPC") works, the scheduled project completion will be in the first half of 2027. The company has utilised approximately RM0.40 million of the total proceeds to finance the construction costs including but not limited to the cost for design works, mechanical and electrical works, civil works and professional fees and other related fees to the financiers which include administrative fees as well as other incidental costs payable to the financiers for the project.

- (iv) On 20 August 2021, Reneuco had announced that PKNP Reneuco Suria Sdn Bhd ("PRSSB"), a 95% owned subsidiary of Reneuco, will design, construct, own, operate and maintain a solar photovoltaic energy generating facility with a capacity of 50.0 MW, located in Mukim Kuala Pahang, Pekan, Pahang Darul Makmur.

As at 23 February 2024, the LSS4 solar project reached 75% of completion. The company has utilised approximately RM1.94 million of the total proceeds to finance the construction costs of the project including but not limited to the procurement of materials and equipment, professional fees and other related fees to the financiers which include administrative fees as well as other incidental costs payable to the financiers in relation to project funding for the balance of the project cost.

- (v) On 8 December 2022, the Company had announced that Reneuco Development Sdn Bhd ("RenDev") had entered into a joint venture agreement with Pejabat Setiausaha Kerajaan Terengganu (acting on behalf of the State Government of Terengganu) and Perbadanan Memajukan Iktisad Negeri Terengganu (a corporation established under the Enakmen Perbadanan Memajukan Iktisad Negeri Terengganu) ("PMINT") for the propose to develop affordable and mixed housing development on government land located at Lot 100677 (8.963 hectares) and Lot 100678 (9.996 hectares) in Kawasan Pentadbiran Kuala Nerus, Mukim Batu Rakit, Daerah Kuala Nerus, Terengganu Darul Iman with a total gross development value ("GDV") of approximately RM315.84 million.

As at 23 February 2024, RenDev has commenced pre-development works for the Kuala Nerus Project and the construction is expected to be completed within 60 months, or any extended period authorised in writing by PMINT effective from the date of the joint venture agreement. The company has utilised approximately RM2.73 million of the total proceeds to part fund the Kuala Nerus Project.

- (vi) The Company intends to utilise up to RM49.85 million of the proceeds raised from the RCB to fund its working capital requirements to facilitate the initial expenses for upcoming projects and/or investment opportunities, within 24 months from completion of the RCB issuance.

As at 23 February 2024, the Company has utilised approximately RM18.69 million of the proceeds raised to fund the working capital requirements of the Group which includes payment of the operating expenses and other costs associated with upcoming projects and/or investment opportunities.

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA (CONTINUED)

B5. Corporate Proposal (continued)

(vii) The breakdown of the amount utilised on the estimated expenses in relation to the RCB issuance are as follows:

Description	RM'000
Professional fees	1,585
Annual trustee fees	109
Administrative fees	1,600
Total	3,294

Proposed ASSB Acquisition

On 19 October 2022, Reneuco RE Sdn. Bhd., a wholly-owned subsidiary of the Company ("Reneuco RE") entered into a conditional Shares Sale Agreement with OHP Ventures Sdn Bhd for the acquisition by Reneuco RE of 10,000 ordinary shares in Adat Sanjung Sdn Bhd, representing the entire equity interest in ASSB for a purchase consideration of RM90.00 million to be satisfied via a combination of RM20.00 million cash consideration and the allotment and issuance of 318,181,819 new ordinary shares in the Company ("Consideration Shares") at an issue price of RM0.22 per Consideration Share.

The circular to shareholders for the Proposed ASSB Acquisition has been issued by the Company on 12 April 2023 and the shareholders' approval was obtained during the Extraordinary General Meeting held on 27 April 2023. The acquisition of ASSB has been completed on 15 December 2023, resulting in ASSB becoming a wholly owned subsidiary company of Reneuco RE.

Save as disclosed above, there was no other corporate proposal announced but not completed as at the date of this report.

B6. Borrowings

The Group's financing/borrowings are as follows:

	As at 31/12/2023		As at 30/9/2023	
	Current RM'000	Non-current RM'000	Current RM'000	Non-current RM'000
Term loan	192	261,136	187	63,586
Hire purchase	3,027	6,337	3,459	6,541
Trade financing	1,032	-	1,134	-
Revolving credits	15,101	-	15,000	-
Loan from shareholder	1,000	2,215	1,000	3,498
Total borrowings	20,351	269,688	20,780	73,625

Currently, the Group does not have any hedging policy for borrowing denominated in foreign currency due to borrowing is used to finance the Group's international business. The Group monitors the foreign currency movement and will take the necessary steps to minimise the risk whenever deemed appropriate.

B7. Material Litigation

On 28 July 2020, Reneuco and Powernet Industries Sdn Bhd ("PISB") (collectively referred to as the "Plaintiffs") vide its solicitors, Messrs. Rashid Zulkifli, had filed a legal suit (no. WA-22NCC-327-07/2020) at the Kuala Lumpur High Court of Malaya ("Court") against the following defendants:

- Woo Wai Mun ("WWM")
(IC No.: 740305-14-5627)
- Moo Yong Kong Meng ("MYKM")
(IC No.: 570330-08-5575)
- Au Chan Chun ("ACC")
(IC No.: 851015-06-5073)
- The Estate of Tai Teck Soon (Deceased) ("TTS")
- Powerfit Industries Sdn Bhd (26690-V) ("PFISB")
- Cepsel Industries Sdn Bhd (formerly known as Powernet Trading (M) Sdn Bhd (331275-T) ("CISB")

(collectively referred to as "the Defendants")

**PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA
MALAYSIA (CONTINUED)**

B7. Material Litigation (continued)

WWM has also commenced third party proceedings to include the following parties in the legal suit:

- Fong Wai @ Foong Kai Ming ("**FKM**")
(IC No.: 400917-10-5107)
- Leong Siew Ming ("**LSM**")
(IC No.: 790629-14-5397)

(collectively referred to as "the Third Parties").

In relation, the Company wishes to announce that it had been notified by its solicitors on 24 January 2024 that the Court has granted its decision in favour of the Plaintiffs where the Court has adjudged the following:

- (a) A declaration that WWM is liable for breach of statutory duties to the Plaintiffs;
- (b) A declaration that WWM and ACC are liable for breach of fiduciary duties to the Plaintiffs;
- (c) A declaration that the Purported Directors' Resolution dated 15 January 2019 that has been signed by WWM and MYKM on behalf of PISB purportedly approving the disposal of shares in PFISB and CISB is unlawful and invalid;
- (d) A declaration that the disposals of 4,092,554 ordinary shares in PFISB ("**PFISB Shares**") and 10,000 ordinary shares in CISB ("**CISB Shares**") to TTS by WWM and MYKM on behalf of PISB are unlawful and invalid;
- (e) An order that TTS or his legal representative execute and return the instrument of transfer and any other relevant and necessary documents to effect the transfer of PFISB Shares and CISB Shares to PISB within seven (7) days upon the service of the sealed Judgement together with the instrument of transfer and any other relevant and necessary documents that TTS or his legal representative are required to execute;
- (f) An order that TTS or his legal representative deliver up the relevant share certificates of PFISB Shares and CISB Shares to PISB together with any other relevant and necessary documents to enable PFISB Shares and CISB Shares to be assessed for stamp duty and to be registered in favour of PISB within seven (7) days upon the service of the sealed Judgement herein;
- (g) In the event that TTS or his legal representative fails to comply with the paragraphs (e) and (f) above, the Deputy Registrar and/or the Senior Assistant Registrar of the Court shall be authorised to sign on behalf of TTS or his legal representative the instrument of transfer and any other relevant and necessary documents to enable PFISB Shares and CISB Shares to be assessed for stamp duty and to be registered in favour of PISB with the relevant authorities;
- (h) That the relevant authorities including the Collector of Stamp duty shall assess the appropriate stamp duty payable for the transfer of PFISB Shares and CISB Shares in favour of PISB upon receipt of the instrument of transfer and other relevant and necessary documents duly executed by the Deputy Registrar and/or the Senior Assistant Registrar of the Court to effect the transfer of PFISB Shares and CISB Shares in favour of PISB upon receipt of the sealed Judgement and all necessary payments pertaining to the assessment of the said shares;
- (i) That the relevant authorities including the Companies Commission Malaysia shall give effect to registration of the instrument of transfer and other relevant and necessary documents duly executed by the Deputy Registrar and/or the Senior Assistant Registrar of the Court to register the transfer of PFISB Shares and CISB Shares in favour of PISB upon receipt of the sealed Judgment and all necessary payments pertaining to the transfer of the said shares;
- (j) In the event TTS or his legal representative fails to deliver up PFISB Shares and CISB Shares to PISB within the time stipulated herein, the company secretary of PFISB and CISB shall within seven (7) days upon service of the sealed Judgement herein together with the duly stamped instrument of transfer and any other relevant and necessary documents duly executed by the Deputy Registrar and/or the Senior Assistant Registrar of the Court be authorised to cancel the relevant PFISB Shares certificate(s) and CISB Shares certificate(s) and issue new share certificated for PFISB Shares and CISB Shares in favour of PISB;

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA (CONTINUED)

B7. Material Litigation (continued)

- (k) A declaration that PISB is the legitimate and beneficial shareholder of PFISB Shares and CISB Shares; and an order that the Register of Members of PFISB and CISB be rectified accordingly;
- (l) WWM and ACC shall jointly and severally pay PISB a total sum of RM5,989,126.63 being the sums of cash advances of RM4,780,942.93 and RM1,208,183.70 given by PISB to PFISB and CISB respectively which have been written off prior to the disposals of the PISB shares in PFISB and CISB as pleaded in paragraph 60.2 of the Re-amended Statement of Claim;
- (m) WWM and ACC shall jointly and severally pay PISB a total sum of RM946,370.42 being the total sum of the 25 cheques which have been fraudulently issued or caused to be issued to WWM from the bank accounts of PFISB and CISB after the disposals of PFISB Shares and CISB Shares on 17 December 2018 ("Cheques Issued to WWM");
- (n) WWM and ACC jointly and severally pay PISB a sum of RM1,329,000.48 being the total sum of 81 cheques issued to Avest Asset Sdn Bhd, ACC, Tai Ken Sin, William Chan Siew Kei, Jainuri bin Sarip, Chang Shaw Horng and Cheong Wai Loon between February 2019 to December 2020 from the bank accounts of the PFISB and CISB that took place after the disposals of the PFISB and CISB on 17 December 2018 ("**Cheques Issued to Other Persons**");
- (o) WWM and ACC jointly and severally pay PISB a sum of RM413,810.97 being the 28 cash cheques issued from the bank account of PFISB between March 2019 to December 2020 after the disposal of PFISB on 17 December 2018 ("**28 Cash Cheques**");
- (p) WWM and ACC jointly and severally pay PISB a total sum of RM5,688,284.88 being the 93 other cheques issued from the bank account of PFISB between February 2019 to July 2020 after the disposal of PFISB on 17 December 2018 ("93 Other Cheques");
- (q) WWM and ACC jointly and severally pay the PISB a total sum of RM24,347,200.66 (equivalent to USD6,077,683.64 as at the date of filing the Statement of Claim on 28 July 2020) being the proceeds of sales from the use of PISB's Manufacturing Licence in the 84 transactions as pleaded in Schedule A of the Re-amended Statement of Claim;
- (r) Interest at the rate of 5% per annum on each of the monetary judgments in paragraphs (l), (m), (n), (o), (p) and (q) hereinabove to be calculated from the date of the Judgment i.e., 14 November 2023 until full and final settlement;
- (s) the Plaintiffs' claim against MYKM is dismissed;
- (t) WWM's claim against LSM is dismissed;
- (u) WWM, ACC and TTS shall jointly and severally pay the Plaintiffs the sum of RM300,000.00 as costs of this action to be paid by WWM and/or ACC and/or TTS or his legal representative jointly and/or severally to the Plaintiffs subject to the allocator;
- (v) WWM shall pay LSM the sum of RM85,000.00 to be paid as costs of this action subject to the allocator;
- (w) Reneuco and PISB shall jointly and severally pay MYKM the sum of RM85,000.00 as costs of this action subject to the allocator;
- (x) for the purpose of this Judgment, time to appeal shall run from 20 November 2023.

WWM and ACC have filed an appeal to the Court of Appeal against the decision of the Court. The case management in respect of the appeal has been fixed on 11 March 2024.

B8. Dividend payable

There were no dividend paid during the current quarter ended 31 December 2023.

B9. Loss Per Share ("LPS")

	Individual quarter	Cumulative quarter
	3 months ended	3 months ended
	31/12/2023	31/12/2023
Profit attributable to owners of the Company (RM'000)	(5,897)	(5,897)
Weighted average number of ordinary shares in issue ('000)	621,041	621,041
Basic and diluted LPS (Sen)	<u>(0.95)</u>	<u>(0.95)</u>

Basic loss per share amounts are calculated by dividing profit for the year attributable to owners of the parent by the weighted average number of ordinary shares in issue.

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX B OF THE LISTING REQUIREMENTS OF BURSA
MALAYSIA (CONTINUED)

B10. Loss Before Taxation

	<u>Individual quarter</u> 3 months ended 31/12/2023 RM'000	<u>Cumulative quarter</u> 3 months ended 31/12/2023 RM'000
Profit before taxation has been arrived at after charging/(crediting):		
Allowance for impairment loss on:		
- trade and other receivables	-	-
- investment property	-	-
Interest income	(32)	(32)
Allowance for impairment loss on trade and other receivables	68	68
Provision of impairment for financial asset	-	-
Depreciation of property, plant and equipment	568	568
Gain on disposal of property, plant and equipment	68	68
Gain/Loss on foreign exchange:		
- realised	-	-
- unrealised	(108)	(108)