

(Company No. 189740-X)

(Incorporated in Malaysia)

Interim Financial Report
For The Third Quarter Ended 31 December 2020 (Unaudited)

ACME HOLDINGS BERHAD (COMPANY NO: 189740-X) (INCORPORATED IN MALAYSIA)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 DECEMBER 2020 (THE FIGURES HAVE NOT BEEN AUDITED)

INDIVIDUAL QUARTER

CUMULATIVE PERIOD

	Note	CURRENT QUARTER ENDED 31 DECEMBER 2020 (Unaudited) RM'000	CORRESPONDING PRECEDING QUARTER ENDED 31 DECEMBER 2019 (Unaudited) RM'000	CUMULATIVE PERIOD ENDED 31 DECEMBER 2020 (Unaudited) RM'000	CORRESPONDING PRECEDING PERIOD ENDED 31 DECEMBER 2019 (Unaudited) RM'000
Revenue		6,736	7,063	18,287	19,077
Cost of sales		(5,508)	(5,803)	(14,967)	(14,740)
Gross profit		1,228	1,260	3,320	4,337
Other income		304	331	905	670
Administrative and general expenses		(934)	(1,354)	(2,824)	(3,917)
Selling and distribution expenses		(190)	(256)	(604)	(692)
Finance costs		(15)	(6)	(26)	(23)
Profit/(Loss) before tax	16	393	(25)	771	375
Taxation	18	(243)	(146)	(252)	69
Net profit/(loss), representing total comprehensive income/(loss) for the financial period		150	(171)	519	444
Total comprehensive income/(loss) attributable to: - Owners of the Company - Non-controlling interests	-	150 0 150	(171) 0 (171)	519 0 519	444 0 444
Earnings/(Loss) per share attributable to owners of the Company (sen) - Basic - Diluted	23	0.06	(0.07)	0.20 0.19	0.19 0.19

Note:

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 31 March 2020.

ACME HOLDINGS BERHAD (COMPANY NO: 189740-X) (INCORPORATED IN MALAYSIA)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2020

	(Unaudited) 31 DECEMBER 2020 RM'000	(Audited) 31 MARCH 2020 RM'000
Non-current assets		
Property, plant and equipment	19,778	21,030
Right-of-use asset	222	264
Investment properties	8,104	8,338
Inventory properties Investment in an associate	34,017 150	18,350 0
investment in an associate	130	U
	62,271	47,982
Current assets		
Inventory properties	31,857	16,063
Inventories	3,522	2,993
Trade and other receivables	12,325	14,232
Prepayments Contract assets	3,649	3,086
Current tax assets	595	792
Cash and cash equivalents	18,591	9,680
	70,897	47,078
Current liabilities		
Trade and other payables	33,123	10,222
Lease liability Short-term bank borrowings	12 198	49 446
Refund liabilities	178	227
Return napinges	170	221
	33,511	10,944
Net current assets	37,386	36,134
Non-current liabilities	00.4	00.4
Lease liability Long-term bank borrowings	224 1,693	224 555
Deferred tax liabilities	1,749	1,827
Net assets	95,991	81,510
Financed by:-	·	·
Share capital	242,826	228,861
Treasury shares	(13,874)	(13,874)
Reverse acquisition reserve	(193,196)	(193,196)
Currency translation reserve	(38)	(35)
Retained profits	60,273	59,754
Equity Attributable to Owners of the Company	95,991	81,510
Net Assets per Share Attributable to		
Owners of the Company (sen) ⁽²⁾	32	34

Notes:-

⁽¹⁾ The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the year ended 31 March 2020.

⁽²⁾ Based on 298,965,500 and 239,973,500 ordinary shares in issue after excluding 8,784,500 treasury shares as at 31 December 2020 and 31 March 2020.

(COMPANY NO: 189740-X) (INCORPORATED IN MALAYSIA)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2020 (THE FIGURES HAVE NOT BEEN AUDITED)

|------ Attributable to owners of the parent ------

CUMULATIVE PERIOD ENDED 31 DECEMBER 2020	Share Capital RM'000	Distributable Treasury Shares RM'000	Non-Distr Reverse Acquisition Reserve RM'000	ibutable Currency Translation Reserve RM'000	Distributable Retained Profits RM'000	Total Equity RM'000
COMOLATIVE PERIOD ENDED 31 DECEMBER 2020						
Balance as at 1 April 2020	228,861	(13,874)	(193,196)	(35)	59,754	81,510
Total comprehensive income for the financial period	0	0	0	(3)	519	516
Transaction with owners: Issuance of shares pursuant to private placement	13,965	0	0	0	0	13,965
Balance as at 31 December 2020	242,826	(13,874)	(193,196)	(38)	60,273	95,991
CORRESPONDING PRECEDING PERIOD ENDED 31 DECEMBER		(10.074)	(400,400)	(00)	00.007	70.070
Balance as at 1 April 2019	226,051	(13,874)	(193,196)	(36)	60,327	79,272
Total comprehensive income for the financial period	0	0	0	9	444	453
Transaction with owners: Issuance of shares pursuant to private placement	2,900	0	0	0	0	2,900
Balance as at 31 December 2019	228,951	(13,874)	(193,196)	(27)	60,771	82,625

Notes:-

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 March 2020.

(COMPANY NO : 189740-X) (INCORPORATED IN MALAYSIA)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 DECEMBER 2020 (THE FIGURES HAVE NOT BEEN AUDITED)

(THE FIGURES HAVE NOT BEEN AUDITED)		
Cash flows from operating activities	CUMULATIVE PERIOD ENDED 31 DECEMBER 2020 RM'000	CORRESPONDING PRECEDING PERIOD ENDED 31 DECEMBER 2019 RM'000
Profit before tax	771	375
Adjustments for:-		
Allowance for expected credit losses	32	9
Bad debts recovered	(7)	(43)
Depreciation of investment properties Depreciation of property, plant and equipment	234 1,532	234 1,447
Depreciation or property, plant and equipment Depreciation for right-of-use assets	42	0
Gain on disposal of property, plant and equipment	(120)	0
Interest expense	26	23
Interest income Unrealised (gain)/loss on foreign exchange	(291) (3)	(229)
Operating profit before working capital changes	2,216	1,825
	2,2 .0	.,020
Changes in:- Inventory properties	2.159	267
Contract assets	(126)	0
Inventories	(529)	(145)
Receivables and prepayments	4,018	(3,157)
Payables Refund liabilities	22,334 (49)	(5,003)
	30,023	
Cash generated from/(used in) operations Income tax paid	(228)	(6,213) (808)
Income tax refund	109	9,626
Interest paid	(26)	(23)
Net cash from operating activities	29,878	2,582
Cash flows from investing activities		
Change in bank balances held in trusts	0	13
Interest received Placement of term deposits pledged as security	291 0	229
Purchase of investments in an associate	(150)	(4) 0
Net cash outflow from acquisition of subsidiaries	(35,766)	0
Proceeds from disposal of property, plant and equipment	120	0
Purchase of property, plant and equipment	(280)	(1,550)
Net cash used in investing activities	(35,785)	(1,312)
Cash flows from financing activities Drawdown of term loan	4 400	•
Payment of finance lease liabilities	1,138 (248)	0 (281)
Payment of principal portion of lease liability	(37)	0
Proceeds from private placement	13,965	2,900
Net cash from financing activities	14,818	2,619
Net increase in cash and cash equivalents	8,911	3,889
Cash and cash equivalents brought forward	9,680	6,562
Cash and cash equivalents carried forward	18,591	10,451
Cash and cash equivalents comprise the following:- Cash and bank balances	10 504	10 454
Term deposits with licensed banks	18,591 0	10,451 198
·	18,591	10,649
Term deposits pledged as security	0	(198)
	18,591	10,451

Note:-

1. Basis of Preparation

The interim financial report has been prepared in accordance with requirements of MFRS 134: "Interim Financial Reporting" and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad, and should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 March 2020.

The financial statements of the Group for the financial year ending 31 March 2021 will be prepared under the Malaysian Financial Reporting Standards Framework ("MFRS"). The MFRS framework is a fully IFRS-compliant framework and equivalent to IFRSs. Save for the required presentation of three statements of financial position in the first MFRS financial statement and the changes of accounts classification as disclosed below, there is no major impact on the Group's financial statements.

Adoption of New and Amendments/Improvements to MFRS

The significant accounting policies, methods of computation and basis of consolidation adapted by the Group for the preparation of the interim financial report are consistent with those adopted in the annual audited financial statements for the year ended 31 March 2020.

The Group also applied the following standards, IC Interpretations and amendment to standard that have been issued by the Malaysian Accounting Standard Board ("MASB") effective from 1 January 2020:

Effective for annual periods beginning on or after 1 January 2020

Amendments to References to the Conceptual Framework in MFRS Standards
Amendments to MFRS 3 Business Combination: Definition of a Business
Amendments to MFRS 101 Presentation of Financial Statement and MFRS 108 Accounting
Policies, Changes in Accounting Estimates and Errors: Definition of Material
Amendments to MFRS 9 Financial Instruments, MFRS 139 Financial Instruments:
Recognition and Measurement and MFRS 7 Financial Instruments: Disclosures: Interest
Rate Benchmark Reform

Effective for annual periods beginning on or after 1 June 2020

Amendments to MFRS 16 Covid-19-Related Rent Concessions

The initial application of the above standards is not expected to have any material impacts to the financial statements of the Group upon adoption.

The Group have not applied the following standards that have been issued by the MASB but are not yet effective for the Group:

Effective for annual periods beginning on or after 1 January 2021

Amendments to MFRS 9 Financial Instruments, MFRS 139 Financial Instruments: Recognition and Measurement, MFRS 7 Financial Instruments: Disclosures, MFRS 4 Insurance Contracts and MFRS 16 Leases: Interest Rate Benchmark Reform – Phase 2

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NOTES TO THE INTERIM FINANCIAL REPORT

1. Basis of Preparation (Cont'd)

Effective for annual periods beginning on or after 1 January 2022

Annual Improvements to MFRS Standards 2018 - 2020
Amendments to MFRS 3 Business Combinations: Reference to the Conceptual Framework
Amendments to MFRS 16 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

Effective for annual periods beginning on or after 1 January 2023

MFRS 17 Insurance Contracts

Amendments to MFRS 101 Presentation of Financial Statements: Classification of

Liabilities as Current or Non-current

Effective date yet to be confirmed

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

The existing MFRS 4 and Amendments to MFRS 4 will be withdrawn upon the adoption of the new MFRS 17 which will take effect on or after 1 January 2023.

2. Seasonal or Cyclical Factors

The interim operations of the Group were not affected by any seasonal or cyclical factors.

3. Unusual Items

There were no unusual items affecting the assets, liabilities, equity, net income or cash flows of the Group during the interim period.

4. Changes in Estimates

There were no changes in estimates of amounts reported in the prior financial period that have a material effect in the current interim period.

5. Debt and Equity Securities

During the interim period, the Company issued 58,992,000 new ordinary shares at an issue price of RM0.238 per ordinary share pursuant to a private placement. The proceeds had been used for the proposed acquisition of Medan Tropika Sdn. Bhd. ("Medan"). The new ordinary shares rank *pari passu* in all respects with the existing ordinary shares of the Company.

6. Dividend Paid

There was no payment of dividend during the interim period.

7. Segment Information

Analysis by activity	Manufacturing (RM'000	Property development RM'000	Others RM'000	Group RM'000
Revenue				
Total revenue	11,191	6,280	816	18,287
Intersegment revenue	0	0	0	0
External revenue	11,191	6,280	816	18,287
Results Segment results Interest income Interest expense Profit/(Loss) before tax Taxation	(85) 7 (18) (96) (16)	452 204 (8) 648 (217)	139 80 0 219 (19)	506 291 (26) 771 (252)
Net profit/(loss) for the financial period	(112)	431	200	519
Assets Segment assets Income tax assets	37,508 82	78,071 532	16,994 (19)	132,573 595
Total assets	37,590	78,603	16,975	133,168

8. Valuation of Property, Plant and Equipment

There were no changes in the valuation of property, plant and equipment since the last audited financial statements for the financial year ended 31 March 2020.

9. Material Events After The Reporting Period

There were no material events after the reporting period that have not been reflected in the interim financial report.

10. Changes in Composition

Acquisition of subsidiaries

- (i) On 12 October 2020, the Board announced that the Company has acquired 37,255,000 ordinary shares representing 100% equity interest in Medan for a total cash consideration of RM34,255,000. Consequently, Medan became a direct whollyowned subsidiary of the Company. The balance purchase consideration amounted to RM18,901,000 is payable to Medan Vendors within 2 years after the completion of Medan SPA.
- (ii) On 12 October 2020, the Board announced that the Company has acquired 5,831,216 ordinary shares representing 100% equity interest in Focal Products Sdn. Bhd. ("Focal") for a total cash consideration of RM2,000,000. Consequently, Focal became a direct wholly-owned subsidiary of the Company.

Investment in an associate

On 24 November 2020, the Company had subscribed for 150,000 new ordinary shares representing 30% equity interest in Skymind Intelligent Systems Sdn. Bhd. ("Skymind") for a cash consideration of RM150,000.

11. Changes in Contingent Liabilities or Contingent Assets

There were no changes in contingent liabilities or contingent assets since 1 April 2020.

12. Capital Commitments

The Group has no major capital commitments as at the end of the reporting period.

13. Review of Performance

(a) Cumulative Period Vs Corresponding Preceding Period

	Current Quarter Ended 31 December 2020 RM'000	Corresponding Preceding Quarter Ended 31 December 2019 RM'000	Changes RM'000	Cumulative Period Ended 31 December 2020 RM'000	Corresponding Preceding Period Ended 31 December 2019 RM'000	Changes RM'000
Revenue						
Manufacturing	2,936	4,871	(1,935)	11,191	14,458	(3,267)
Property	3,525	1,917	1,608	6,280	3,794	2,486
Others	275	275		816	825	(9)
-	6,736	7,063	(327)	18,287	19,077	(790)
Profit/(Loss) before tax						
Manufacturing	(467)	(266)	(201)	(96)	196	(292)
Property	826	281	545	648	507	141
Others	34	(40)	74	219	(328)	547
	393	(25)	418	771	375	396

(i) Comparison with Previous Year Corresponding Preceding Quarter's Results

<u>General</u>

The Group recorded a profit before tax of RM0.39 million for the current quarter ended 31 December 2020 as compared to loss before tax of RM0.03 million for the previous corresponding quarter ended 31 December 2019. The turnaround in profitability was mainly due to higher profit contribution from the Property Division.

Manufacturing Division

During the quarter under review, the Manufacturing Division registered a decrease in revenue of 39.7% as compared to the previous corresponding quarter ended 31 December 2019 as a result of slowdown in most major markets for its products.

Property Division

During the quarter under review, revenue increased by 83.9% as compared to the previous corresponding quarter ended 31 December 2019. This increase in revenue was attributed to various stimulus measures introduced by the Government to support the local residential property market.

13. Review of Performance (Cont'd)

(a) Cumulative Period Vs Corresponding Preceding Period (Cont'd)

(ii) Comparison with Previous Year Corresponding Period's Results

The Group recorded profit before tax of RM0.77 million for current period ended 31 December 2020 as compared to profit before tax of RM0.38 million for the previous corresponding period ended 31 December 2019. The increase of approximately 102.6% is mainly due to better cost control by the Investment Holdings Division.

(b) Current Quarter Vs Immediate Preceding Quarter

	Current Quarter Ended 31 December 2020 RM'000	Immediate Preceding Quarter Ended 30 September 2020 RM'000	Changes RM'000
Revenue			
Manufacturing	2,936	6,090	(3,154)
Property	3,525	2,755	770
Others	275	275	
	6,736	9,120	(2,384)
Profit/(Loss) before tax			
Manufacturing	(467)	960	(1,427)
Property	826	99	727
Others	34	80	(46)
	393	1,139	(746)

The total turnover for the reporting quarter was RM6.74 million as compared to RM9.12 million for the immediately preceding quarter, a total decrease of approximately 26.1%. The decrease was mainly due to a significant drop in revenue of 51.8% by the Manufacturing Division.

Overall, the Group recorded a profit before tax of RM0.39 million in the current quarter as compared to profit before tax of RM1.14 million in the immediate preceding quarter mainly due to significant decrease in contribution from the Manufacturing Division.

14. Prospects

With the reintroduction of the Movement Control Order ("MCO") beginning from 13 January 2021 across most of its major markets, the Manufacturing Division is expected to register a lower revenue for the next quarter ending 31 March 2021 compared to the corresponding preceding guarter ended 31 March 2020.

However, with the accelerated adoption of digital technologies brought about by the COVID-19 crisis, the Board is cautiously optimistic that Skymind would be able to contribute positively to the future earnings of the Manufacturing Division.

14. Prospects (Cont'd)

As disclosed in Note 10 Changes in Composition, the Company has completed the acquisition of Medan and Focal on 12 October 2020. Medan is the registered owner of 2 adjoining parcels of freehold development land located in Air Itam, Pulau Pinang with total land area measuring about 178,748 square feet. On 13 January 2016, Medan had entered into a joint venture agreement with Focal, as the developer, to jointly develop the said land. The proposed development which consists of 2 blocks of 39-storey affordable apartments was granted the planning permission by the relevant local authorities on 18 September 2017. The proposed development is expected to commence in the third quarter of 2021 with forecasted gross development value of approximately RM196.7 million.

Additionally, the Group is targeting to launch in the second half of 2021 the final phase of our highly successful Quayside @ Clear Water Bay development project. This proposed development involves construction of 6 blocks of 13-storey apartments (with a total of 404 units) at Teluk Air Tawar, Seberang Perai Utara, Pulau Pinang. The gross development value is estimated to be about RM198.5 million.

15. Profit Forecast

There was no profit forecast being previously announced or disclosed in a public document.

16. Profit/(Loss) Before Tax

Profit/(Loss) before tax is arrived at after charging:-	Current Quarter Ended 31 December 2020 (Unaudited) RM'000	Corresponding Preceding Quarter Ended 31 December 2019 (Unaudited) RM'000	Cumulative Period Ended 31 December 2020 (Unaudited) RM'000	Corresponding Preceding Period Ended 31 December 2019 (Unaudited) RM'000
Expected credit losses Depreciation of:-	0	0	32	9
- Property, plant and equipment	513	507	1,532	1,447
- Investment properties	78	78	234	234
- Right-of-use assets	14	0	42	0
Interest expense	15	6	26	23
Loss on foreign exchange	5	0	3	9
and crediting:-				
Bad debts recovered Gain on disposal of	5	5	7	43
property, plant and equipments	0	0	120	0
Interest income	185	66	291	229

17. Additional Disclosure Information

(a) Foreign Exchange Exposure / Hedging Policy

As at 31 December 2020, the Group's exposure to foreign currency risk was not significant.

The Group does not engage in any formal hedging activities.

17. Additional Disclosure Information (Cont'd)

(b) Significant Related Party Transaction

- Included in the other receivables is an amount of RM1,500,000 due from Skymind, an associate of the Company. It is unsecured, non-interest bearing and repayable on demand.
- (ii) Included in other payables is an amount of RM125,000 representing short term loan from Nada Wangi Sdn. Bhd., a substantial shareholder of the Company. The loan is unsecured, non-interest bearing and repayable on demand.

(c) Trade and Other Payables

Included in other payables is an amount of RM18,901,000 being the balance purchase consideration due to Medan Vendors for acquisition of Medan.

18. Taxation

	Current Quarter Ended 31 December 2020 RM'000	Corresponding Preceding Quarter Ended 31 December 2019 RM'000	Cumulative Period ended 31 December 2020 RM'000	Corresponding Preceding Period Ended 31 December 2019 RM'000
Tax based on results for the	e financial period	l:-		
Malaysian income tax	(304)	(146)	(331)	69
Deferred tax	61	Ô	79	0
	(243)	(146)	252	69

The income tax expenses of RM243,000 for the current period relates mainly to taxable income of the Property Division.

19. Corporate Proposals

There was no corporate proposal announced but not completed as at 12 February 2021, being the latest practicable date which is not earlier than 7 days from the date of issue of this quarterly report.

20. Loans and Borrowings

The Group's borrowings as at 31 December 2020 are as follows:

	RIVITUUU
Long term borrowings (secured) Hire purchase creditors	555
Term Loans	1.138
	,
Short term borrowings (secured)	
Hire purchase creditors	198

All borrowings are denominated in Ringgit Malaysia.

21. Changes in Material Litigation

As at the date of this interim financial report, there is no litigation or arbitration against the Group, which has a material effect on the financial position of the Group, and the Board is not aware of any material proceedings pending or of any fact likely to give rise to any proceedings.

22. Dividend Declared/Recommended

There was no declaration/recommendation of dividend during the interim period.

23. Earnings/(Loss) per Share

(a) Basic earnings/(loss) per share

The basic earnings/(loss) per share is calculated by dividing the net profit/(loss) attributable to owners of the Company by the weighted average number of ordinary shares in issued during the interim period excluding treasury share as follows:-

	Current Quarter Ended 31 December 2020	Corresponding Preceding Quarter Ended 31 December 2019	Cumulative Period Ended 31 December 2020	Corresponding Preceding Period Ended 31 December 2019
Net profit/(loss) for the financial period attributable to owners of the Company (RM'000)	150	(171)	519	444
Weighted average number of ordinary shares ('000)	263,872	230,156	263,872	230,156
Basic earnings/(loss) per share (sen)	0.06	(0.07)	0.20	0.19

(b) Diluted earnings/(loss) per share

The diluted earnings/(loss) per share is calculated by dividing the net profit/(loss) attributable to owners of the Company by the weighted average number of ordinary shares in issued excluding treasury shares after adjustment for all dilutive potential ordinary share as follows:-

	Current Quarter Ended 31 December 2020	Corresponding Preceding Quarter Ended 31 December 2019	Cumulative Period Ended 31 December 2020	Corresponding Preceding Period Ended 31 December 2019
Net profit(loss) for the financial period attributable to owners of the Company				
(RM'000) Weighted average number of ordinary	150	(171)	519	444
shares ('000)	263,872	230,156	263,872	230,156
Effect of warrants Basic earnings/(loss)	16,250	7,930	16,250	7,930
per share (sen)	0.05	(0.07)	0.19	0.19

(COMPANY NO: 189740-X) (INCORPORATED IN MALAYSIA)

NOTES TO THE INTERIM FINANCIAL REPORT

24. Audit Qualification

The audit report on the Group's annual financial statements for the preceding financial year was not subject to any qualification.

BY THE ORDER OF THE BOARD

LIM SHIOU GHAY INDEPENDENT NON-EXECUTIVE CHAIRMAN 19 February 2021