



SPRING GALLERY BERHAD (504718-U)
QUARTERLY REPORT FOR THE 2ND QUARTER ENDED 31 DECEMBER 2018

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	INDIVIDUAL QUARTER			CUMULATIVE PERIOD		
	CURRENT YEAR QUARTER ENDED 31.12.2018	PRECEDING YEAR CORRESPONDING QUARTER ENDED 31.12.2017	CHANGES	CURRENT YEAR-TO-DATE ENDED 31.12.2018	PRECEDING YEAR CORRESPONDING PERIOD ENDED 31.12.2017	CHANGES
	UNAUDITED RM'000	UNAUDITED RM'000		%	UNAUDITED RM'000	
Revenue	3,915	3,034	29.0	5,085	5,259	(3.3)
Cost of sales	(2,624)	(1,861)	(41.0)	(3,775)	(3,058)	(23.4)
Gross profit	1,291	1,173	10.1	1,310	2,201	(40.5)
Other income	431	85	407.1	516	245	110.6
Operating expenses	(2,657)	(1,921)	(38.3)	(4,834)	(3,788)	(27.6)
Other operating expenses	(39)	(119)	67.2	(56)	(186)	69.9
Finance costs	(4)	(7)	42.9	(8)	(11)	27.3
Loss before taxation	(978)	(789)	(24.0)	(3,072)	(1,539)	(99.6)
Taxation	8	191	95.8	5	32	84.4
Loss after taxation	(970)	(598)	(62.2)	(3,067)	(1,507)	(103.5)
Other comprehensive income/ (expenses) net of tax:						
- Foreign currency translation	-	15	(100.0)	10	13	(23.1)
Total comprehensive expenses	(970)	(583)	(66.4)	(3,057)	(1,494)	(104.6)
Loss after taxation attributable to:-						
Owners of the Company	(970)	(598)	(62.2)	(3,067)	(1,507)	(103.5)
Total comprehensive expenses attributable to:-						
Owners of the Company	(970)	(583)	(66.4)	(3,057)	(1,494)	(104.6)
Loss per share attributable to Owners of the Company (sen):						
Basic	(0.49)	(0.32)		(1.54)	(0.84)	
Diluted	(0.49)	(0.32)		(1.54)	(0.84)	

(The Condensed Consolidated Statement of Profit and Loss and Other Comprehensive Income should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2018 and the accompanying explanatory notes attached to the interim financial statements.)



SPRING GALLERY BERHAD (504718-U)
QUARTERLY REPORT FOR THE 2ND QUARTER ENDED 31 DECEMBER 2018

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	AS AT 31.12.2018 UNAUDITED RM'000	AS AT 30.6.2018 AUDITED RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	32,449	33,044
Investment properties	800	800
Goodwill	3,776	3,776
	<u>37,025</u>	<u>37,620</u>
Current assets		
Inventories	23,733	23,963
Trade and other receivables	30,545	29,586
Property Development costs	8,501	5,158
Current tax assets	252	337
Deposits with licensed banks	5,786	5,734
Cash and bank balances	4,912	5,693
	<u>73,729</u>	<u>70,471</u>
TOTAL ASSETS	<u>110,754</u>	<u>108,091</u>
EQUITY AND LIABILITIES		
Equity		
Share capital	77,247	77,247
Share premium	22,577	22,577
Warrants reserve	1,145	1,145
Foreign exchange translation reserve	232	222
Retained profits	(1,946)	1,121
Total equity	<u>99,255</u>	<u>102,312</u>
Non-current liabilities		
Finance lease payables	108	163
Deferred tax liabilities	2,262	2,294
	<u>2,370</u>	<u>2,457</u>
Current liabilities		
Trade and other payables	8,738	2,922
Current tax liabilities	14	12
Amount owing to directors	253	253
Finance lease payables	124	135
	<u>9,129</u>	<u>3,322</u>
Total liabilities	<u>11,499</u>	<u>5,779</u>
TOTAL EQUITY AND LIABILITIES	<u>110,754</u>	<u>108,091</u>
Net assets per ordinary share (sen)	49.98	51.51

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2018 and the accompanying explanatory notes attached to the interim financial statements.)



SPRING GALLERY BERHAD (504718-U)
QUARTERLY REPORT FOR THE 2ND QUARTER ENDED 31 DECEMBER 2018

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	← Share capital →						
	Ordinary Shares	Irredeemable Convertible Preference Shares	Share Premium	Warrants Reserve	Foreign Exchange Translation Reserve	Retained Profits	Total Equity/ Attributable to Owners of the Company
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance at 1.7.2018	66,752	10,495	22,577	1,145	222	1,121	102,312
Issuance of shares pursuant to conversion of irredeemable convertible preference shares ("ICPS")	-	-	-	-	-	-	-
Issuance of shares pursuant to exercise of warrants	-	-	-	-	-	-	-
Total transactions with Owners of the Company	-	-	-	-	-	-	-
Loss after taxation for the financial period	-	-	-	-	-	(3,067)	(3,067)
Other comprehensive income for the financial period, net of tax	-	-	-	-	10	-	10
Total comprehensive income/(expenses) for the financial period	-	-	-	-	10	(3,067)	(3,057)
Balance at 31.12.2018	66,752	10,495	22,577	1,145	232	(1,946)	99,255



SPRING GALLERY BERHAD (504718-U)
QUARTERLY REPORT FOR THE 2ND QUARTER ENDED 31 DECEMBER 2018

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONT'D)

	← Share capital →		Share Premium	Warrants Reserve	Foreign Exchange Translation Reserve	Retained Profits	Total Equity/ Attributable to Owners of the Company
	Ordinary Shares	Irredeemable Convertible Preference Shares					
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance at 1.7.2017	45,723	11,424	22,577	1,146	197	6,811	87,878
Issuance of shares pursuant to conversion of irredeemable convertible preference shares ("ICPS")	20,084	(890)	-	-	-	-	19,194
Total transactions with Owners of the Company	20,084	(890)	-	-	-	-	19,194
Loss after taxation for the financial period	-	-	-	-	-	(1,507)	(1,507)
Other comprehensive income for the financial period, net of tax	-	-	-	-	13	-	13
Total comprehensive income/(expenses) for the financial period	-	-	-	-	13	(1,507)	(1,494)
Balance at 31.12.2017	65,807	10,534	22,577	1,146	210	5,304	105,578

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2018 and the accompanying explanatory notes attached to the interim financial statements.)



SPRING GALLERY BERHAD (504718-U)
QUARTERLY REPORT FOR THE 2ND QUARTER ENDED 31 DECEMBER 2018

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW

	CURRENT PERIOD-TO-DATE ENDED 31.12.2018 UNAUDITED RM'000	PRECEDING YEAR CORRESPONDING PERIOD ENDED 31.12.2017 UNAUDITED RM'000
CASH FLOWS FOR OPERATING ACTIVITIES		
Loss before taxation	(3,072)	(1,539)
Adjustments for:-		
Depreciation of property, plant and equipment	642	538
Interest expense	8	11
Unrealised loss on foreign exchange	15	114
Interest income	(53)	(175)
Operating loss before working capital changes	(2,460)	(1,051)
Net change in inventories	230	(3,835)
Net change in trade and other receivables	(974)	(14,185)
Net change in development costs	(3,343)	(2,529)
Net change in trade and other payables	5,816	284
Net change in amount owing to contract customers	-	(798)
Cash flows for operations	(731)	(22,114)
Interest paid	(8)	(11)
Income tax refunded/(paid)	60	(135)
Net cash for operating activities	(679)	(22,260)
CASH FLOWS FOR INVESTING ACTIVITIES		
Interest received	53	175
Acquisition of subsidiaries, net of cash acquired	-	(6,685)
Purchase of property, plant and equipment	(47)	(8,752)
Withdrawal/(Placement) of fixed deposits	(1)	1,282
Net cash for investing activities	5	(13,980)



SPRING GALLERY BERHAD (504718-U)
QUARTERLY REPORT FOR THE 2ND QUARTER ENDED 31 DECEMBER 2018

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW (CONT'D)

	CURRENT PERIOD-TO-DATE ENDED 31.12.2018 <u>UNAUDITED</u> RM'000	PRECEDING YEAR CORRESPONDING PERIOD ENDED 31.12.2017 <u>UNAUDITED</u> RM'000
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of finance lease payables	(66)	(93)
Repayment of term loan	-	(1,219)
Proceeds from issuance of shares pursuant to conversion of ICPS	-	19,194
Net cash from financing activities	(66)	17,882
Net changes in cash and cash equivalents	(740)	(18,358)
Cash and cash equivalents at beginning of period	10,763	30,594
Effect of foreign exchange translation	10	25
Cash and cash equivalents at end of period	<u>10,033</u>	<u>12,261</u>
Cash and cash equivalents at end of financial period comprised:-		
Cash and bank balances	4,912	7,174
Deposits with licensed banks	5,786	5,635
	<u>10,698</u>	<u>12,809</u>
Less: Deposits pledged with licensed banks	(596)	(548)
Less: Deposits not for short-term funding requirement	(69)	-
	<u>10,033</u>	<u>12,261</u>

(The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2018 and the accompanying explanatory notes attached to the interim financial statements.)



**SPRING GALLERY BERHAD (504718-U) (“SGB” OR “THE COMPANY”)
QUARTERLY REPORT FOR THE 2ND QUARTER ENDED 31 DECEMBER 2018**

**PART A - DISCLOSURE NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING
STANDARD 134 AND INTERNATIONAL ACCOUNTING STANDARD 34**

1. BASIS OF PREPARATION

The condensed consolidated interim financial statements have been prepared in accordance with Malaysian Financial Reporting Standard 134: *Interim Financial Reporting* (“MFRS 134”), International Accounting Standard 34: *Interim Financial Reporting* (“IAS 34”) and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”).

The condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements of the Group as at and for the financial year ended 30 June 2018. The explanatory notes attached to the 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 financial year ended 30 June 2018.

2. CHANGES IN ACCOUNTING POLICIES

The significant accounting policies and methods of computation adopted are consistent with those of the audited financial statements for the financial year ended 30 June 2018, except for the adoption of the following new Malaysian Financial Reporting Standards (“MFRSs”), Amendments to MFRSs and IC Interpretation with effect from 1 July 2017.

The Group has not applied in advance the following accounting standards (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board (MASB) but are not yet effective for the current financial period:-

MFRSs and/or IC Consequential Amendments)	Interpretations (Including The	Effective Date
MFRS 9	<i>Financial Instruments</i> (IFRS 9 issued by IASB in July 2014)	1 January 2018
MFRS 15	Revenue from Contracts with Customers	1 January 2018
IC Interpretation 22	Foreign Currency Transactions and Advance Consideration	1 January 2018
Amendments to MFRS 2	Classification and Measurement of Share-based Payment Transactions	1 January 2018
Amendments to MFRS 4	Applying MFRS 9 <i>Financial Instruments</i> with MFRS 4 <i>Insurance Contracts</i>	1 January 2018
Amendments to MFRS 15	Classifications to MFRS 15	1 January 2018
Amendments to MFRS 140	Transfers of Investment Property	1 January 2018



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2. CHANGES IN ACCOUNTING POLICIES (CONT'D)

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
Annual Improvements to MFRSs 2014 – 2016 Cycle:	
• Amendments to MFRS 1	1 January 2018
• Amendments to MFRS 128	1 January 2018
MFRS 16	Leases 1 January 2019
IC Interpretation 23	Uncertainty over Income Tax Treatments 1 January 2019
Amendments to MFRS 9	Prepayment Features with Negative Compensation 1 January 2019
Amendments to MFRS 119	Plan Amendment, Curtailment or Settlement 1 January 2019
Amendments to MFRS 128	Long-term Interests in Associates and Joint Ventures 1 January 2019
Annual Improvements to MFRSs 2015 – 2017 Cycle:	
• Amendments to MFRS 3	1 January 2019
• Amendments to MFRS 11	1 January 2019
• Amendments to MFRS 112	1 January 2019
• Amendments to MFRS 123	1 January 2019
Amendments to References to the Conceptual Framework in MFRS Standards:	1 January 2020
• Amendments to MFRS 2 <i>Share-Based Payment</i>	1 January 2020
• Amendments to MFRS 3 <i>Business Combinations</i>	1 January 2020
• Amendments to MFRS 6 <i>Exploration for and Evaluation of Mineral Resources</i>	1 January 2020
• Amendments to MFRS 14 <i>Regulatory Deferral Accounts</i>	1 January 2020
• Amendments to MFRS 101 <i>Presentation of Financial Statements</i>	1 January 2020
• Amendments to MFRS 108 <i>Accounting Policies, Change in Accounting Estimates and Errors</i>	1 January 2020
• Amendments to MFRS 134 <i>Interim Financial Reporting</i>	1 January 2020
• Amendments to MFRS 137 <i>Provisions, Contingent Liabilities and Contingent Assets</i>	1 January 2020
• Amendments to MFRS 138 <i>Intangible Assets</i>	1 January 2020
• Amendments to IC Interpretation 12 <i>Service Concession Arrangements</i>	1 January 2020
• Amendments to IC Interpretation 19 <i>Extinguishing Financial Liabilities with Equity Instruments</i>	1 January 2020
• Amendments to IC Interpretation 20 <i>Stripping Costs in the Production Phase of a Surface Mine</i>	1 January 2020
• Amendments to IC Interpretation 22 <i>Foreign Currency Transactions and Advance Consideration</i>	1 January 2020



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2. CHANGES IN ACCOUNTING POLICIES (CONT'D)

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date						
<ul style="list-style-type: none"> • Amendments to IC Interpretation 132 <i>Intangible Assets Web Site Costs</i> 	1 January 2020						
<table border="0" style="width: 100%;"> <tr> <td style="width: 40%;">MFRS 17</td> <td style="width: 40%;">Insurance Contracts</td> <td style="width: 20%;">1 January 2021</td> </tr> <tr> <td>Amendments to MFRS 10 and MFRS 128</td> <td>Sales or contribution of Assets between an Investor and its Associates or Joint Venture</td> <td>Deferred until further notice</td> </tr> </table>	MFRS 17	Insurance Contracts	1 January 2021	Amendments to MFRS 10 and MFRS 128	Sales or contribution of Assets between an Investor and its Associates or Joint Venture	Deferred until further notice	
MFRS 17	Insurance Contracts	1 January 2021					
Amendments to MFRS 10 and MFRS 128	Sales or contribution of Assets between an Investor and its Associates or Joint Venture	Deferred until further notice					

The Group and the Company intend to adopt the above MFRS when they become effective.

The initial application of the abovementioned MFRSs are not expected to have any significant impacts on the financial statements of the Group and of the Company except as mentioned below:

MFRS 9 (IFRS 9 issued by IASB in July 2014) replaces earlier versions of MFRS 9 and introduces a package of improvements which includes a classification and measurement model, a single forward looking ‘expected loss’ impairment model and a substantially reformed approach to hedge accounting. MFRS 9 when effective will replace MFRS 139 *Financial Instruments: Recognition and Measurement*.

MFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost (“AC”), fair value through other comprehensive income (“FVOCI”) and fair value through profit or loss (“FVTPL”). The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in other comprehensive income without subsequent recycling to profit or loss. There is now a new expected credit losses model that replaces the incurred loss impairment model used in MFRS 139. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. MFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the ‘hedged ratio’ to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under MFRS 139.

The Group has assessed the effects of applying the new standard on the Group’s financial statements and has identified the following areas that will be affected:

- Financial assets and financial liabilities of the Group and of the Company which are currently carried at amortised costs and fair value through profit or loss (“FVTPL”) respectively under MFRS 139 will continue to be measured on the same basis. Any equity investments which are currently categorised as available-for-sale under MFRS139 will be categorised as FVTPL under MFRS 9 and the Group may consider making an irrevocable



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2. CHANGES IN ACCOUNTING POLICIES (CONT'D)

election to present subsequent changes in fair value of equity instrument in other comprehensive income, with only dividend income generally recognised in profit or loss.

- The expected impact from implementation of MFRS 9 and the determination of expected credit loss will have relatively insignificant impact on trade receivables and profit or loss before tax as the current policy on impairment on trade receivables are considered reasonably consistent with MFRS 9.
- There will be no impact arising from the new general hedge accounting requirements as the Group and the Company do not adopt hedge accounting.

MFRS 15 replaces MFRS 118 *Revenue*, MFRS 111 *Construction Contracts* and related IC Interpretations. The Standard deals with revenue recognition and establish principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers.

Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The core principle in MFRS 15 is that an entity recognises revenue to depict the transfer of promised goods or services to the customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Revenue relating to sales of good will be recognised when control of the products has transferred, being the point when the products are delivered to the customer or sold from the customer’s premise. As the transfer of risks and rewards generally coincides with the transfer of control at a point in time, the timing and amount of revenue recognised for the sale of good under MFRS 15 is unlikely to be materially different from its current practice.

Based on the preliminary assessment, the Group and the Company do not expect that the application of MFRS 15 will have a significant impact on the financial instruments upon initial application except for the determination of transaction price of revenue contracts whereby variable consideration is deducted from the contract value as well as extensive new disclosures in the financial statements for the year ending 30 June 2019.

MFRS 16, which upon the effective date will supersede MFRS 117 *Leases*, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under MFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statements of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease.



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2. CHANGES IN ACCOUNTING POLICIES (CONT'D)

This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, MFRS 117.

In respect of the lessor accounting, MFRS 16 substantially carries forward the lessor accounting requirements in MFRS 117. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The impact of the new MFRSs on the financial statements of the Group and of the Company are currently being assessed by management.

3. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors' report on the audited financial statements for the financial year ended 30 June 2018 was not qualified.

4. COMMENTS ABOUT SEASONAL OR CYCLICAL FACTORS

The ceramic segment of the Group is cyclical in nature as it is affected by the seasonal pattern of the importing countries.

5. UNUSUAL ITEMS DUE TO THEIR NATURE, SIZE OR INCIDENCE

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

6. CHANGE IN ESTIMATES OF AMOUNTS REPORTED IN PRIOR INTERIM PERIODS OF THE CURRENT FINANCIAL PERIOD OR IN PRIOR FINANCIAL YEARS

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

7. DEBT AND EQUITY SECURITIES

There were no issuances, cancellations, repurchase, resale and repayment of debt and equity securities since the last annual reporting date.

8. DIVIDENDS

No dividend was paid during the current financial period under review.



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9. SEGMENTAL INFORMATION

The Group has four main business segments as follows:-

Ceramic segment - involved in the retail, trading, manufacturing, exporting and marketing of pottery, porcelain products and ceramics wares and ornaments and trading in nursery and plant.

Construction segment - involved in property construction and other related businesses.

Property investment segment - involved in property investment.

Property development segment - involved in property development and other related services.

The Group operates principally in Malaysia.



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9. SEGMENTAL INFORMATION (CONT'D)

Segmental information is provided based on business segments, as follows:

	<u>Investment Holding</u> RM'000	<u>Ceramic</u> RM'000	<u>Construction</u> RM'000	<u>Property Investment</u> RM'000	<u>Property Development</u> RM'000	<u>The Group</u> RM'000
Current year quarter ended 31.12.2018						
External revenue	-	2,915	1,000	-	-	3,915
Results						
Results before following adjustments	(997)	773	(45)	(3)	(392)	(664)
Interest income	-	1	27	-	-	28
Realised loss on foreign exchange	-	- *	-	-	-	- *
Unrealised loss on foreign exchange	-	(17)	-	-	-	(17)
Depreciation of property, plant and equipment	(46)	(262)	(13)	-	- *	(321)
Segment results	(1,043)	495	(31)	(3)	(392)	(974)
Finance costs						(4)
Taxation						8
Loss after taxation						<u>(970)</u>

Note:-

* - Amount less than RM1,000



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9. SEGMENTAL INFORMATION (CONT'D)

	<u>Investment Holding</u> RM'000	<u>Ceramic</u> RM'000	<u>Construction</u> RM'000	<u>Property Investment</u> RM'000	<u>Property Development</u> RM'000	<u>The Group</u> RM'000
Current year-to-date ended 31.12.2018						
External revenue	-	4,085	1,000	-	-	5,085
Results						
Results before following adjustments	(1,626)	118	(178)	(5)	(768)	(2,459)
Interest income	-	1	52	-	-	53
Realised loss on foreign exchange	-	(1)	-	-	-	(1)
Unrealised loss on foreign exchange	-	(15)	-	-	-	(15)
Depreciation of property, plant and equipment	(92)	(527)	(22)	-	(1)	(642)
Segment results	(1,718)	(424)	(148)	(5)	(769)	(3,064)
Finance costs						(8)
Taxation						5
Loss after taxation						<u>(3,067)</u>

	<u>Investment Holding</u> RM'000	<u>Ceramic</u> RM'000	<u>Construction</u> RM'000	<u>Property Investment</u> RM'000	<u>Property Development</u> RM'000	<u>The Group</u> RM'000
31.12.2018						
Assets						
Segment assets	15,624	35,841	21,016	914	37,107	110,502
Unallocated assets						252
Consolidated total assets						<u>110,754</u>
Liabilities						
Segment liabilities	1,575	2,524	586	3	4,535	9,223
Unallocated liabilities						2,276
Consolidated total liabilities						<u>11,499</u>



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9. SEGMENTAL INFORMATION (CONT'D)

	<u>Investment</u> <u>Holding</u> RM'000	<u>Ceramic</u> RM'000	<u>Construction</u> RM'000	<u>Property</u> <u>Investment</u> RM'000	<u>Property</u> <u>Development</u> RM'000	<u>The Group</u> RM'000
Preceding year quarter ended 31.12.2017						
External revenue	-	3,034	-	-	-	3,034
Results						
Results before following adjustments	(514)	467	(192)	(5)	(166)	(410)
Interest income	32	1	23	-	-	56
Realised loss on foreign exchange	-	(36)	-	-	-	(36)
Unrealised loss on foreign exchange	-	(93)	-	-	-	(93)
Depreciation of property, plant and equipment	(45)	(242)	(12)	-	-	(299)
Segment results	(527)	97	(181)	(5)	(166)	(782)
Finance costs						(7)
Taxation						191
Loss after taxation						<u>(598)</u>



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9. SEGMENTAL INFORMATION (CONT'D)

	<u>Investment Holding</u> RM'000	<u>Ceramic</u> RM'000	<u>Construction</u> RM'000	<u>Property Investment</u> RM'000	<u>Property Development</u> RM'000	<u>The Group</u> RM'000
Preceding year-to-date ended 31.12.2017						
External revenue	-	4,461	798	-	-	5,259
Results						
Results before following adjustments	(1,304)	(3)	535	(6)	(194)	(972)
Interest income	105	44	26	-	-	175
Realised loss on foreign exchange	-	(79)	-	-	-	(79)
Unrealised loss on foreign exchange	-	(114)	-	-	-	(114)
Depreciation of property, plant and equipment	(49)	(477)	(12)	-	-	(538)
Segment results	(1,248)	(629)	549	(6)	(194)	(1,528)
Finance costs						(11)
Taxation						32
Loss after taxation						<u>(1,507)</u>



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9. SEGMENTAL INFORMATION (CONT'D)

	<u>Investment Holding</u>	<u>Ceramic</u>	<u>Construction</u>	<u>Property Investment</u>	<u>Property Development</u>	<u>The Group</u>
31.12.2017	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Assets						
Segment assets	15,590	33,340	23,604	10,081	31,281	113,896
Unallocated assets						707
Consolidated total assets						<u>114,603</u>
Liabilities						
Segment liabilities	546	3,167	1,688	508	785	6,694
Unallocated liabilities						2,331
Consolidated total liabilities						<u>9,025</u>

Geographical Information for Revenue

	Current year quarter ended 31.12.2018	Current year-to- date ended 31.12.2018
	RM'000	RM'000
United States	50	50
Australia	193	457
Europe	845	962
Malaysia	2,786	3,512
Others	41	104
	<u>3,915</u>	<u>5,085</u>



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10. MATERIAL EVENTS SUBSEQUENT TO THE END OF THE INTERIM PERIOD

Save for the following, there were no material events subsequent to the end of the current quarter up to 21 February 2019, being the last practicable date from the date of the issue of this report (“LPD”) that are expected to have an operational or financial impact on the Group.

On 14 January 2019, the Board had announced that the Company proposed to change its name from “Spring Gallery Berhad” to “DWL Resources Berhad” of which shareholders’ approval at the Extraordinary General Meeting held on 28 February 2019 had been obtained.

11. CHANGES IN COMPOSITION OF THE GROUP

There were no changes in composition of the Group since the last annual reporting date.

12. CHANGES IN CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There were no material changes in contingent liabilities since the last annual reporting date and there were no contingent assets since the last annual reporting date.

13. CAPITAL COMMITMENTS

There were no capital commitments as at LPD.

14. RELATED PARTY TRANSACTIONS

	Current year quarter ended 31.12.2018 RM'000	Current year- to-date ended 31.12.2018 RM'000
Professional services rendered by a company in which a director is a common director and has substantial financial interest	7	15
Subscription fee for accounting software charged by a company in which a director is a common director	3	7



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15. CHANGES IN FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES, TRANSFERS AND CLASSIFICATIONS

There have been no significant changes in the business or economic circumstances that affect the fair value of the Group’s financial assets and financial liabilities in the current financial period under review.

16. FAIR VALUE OF FINANCIAL INSTRUMENTS

Other than those disclosed below, the fair values of the financial assets and financial liabilities maturing within the next 12 months approximated their carrying amounts due to the relatively short-term maturity of the financial instruments. The fair values are determined by discounting rates equal to the current market interest rate plus appropriate credit rating, where necessary.

	Fair Value Of Financial Instruments Carried At Fair Value			Fair Value Of Financial Instruments Not Carried At Fair Value			Total Fair Value	Carrying Amount
	Level 1 RM’000	Level 2 RM’000	Level 3 RM’000	Level 1 RM’000	Level 2 RM’000	Level 3 RM’000		
31.12.2018								
<u>Financial Liability</u>								
Finance Lease payables (Non-current)	-	-	-	-	108	-	108	108

The fair values above are for disclosure purposes and have been determined by the relevant cash flows using interest rates for similar instruments ranging from 4.61% to 6.76% (30.6.2018 - 4.61% to 6.76%) per annum at the end of the reporting period.



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17. REVIEW OF GROUP PERFORMANCE

	Individual Quarter			Cumulative Period		
	31.12.2018 RM'000	31.12.2017 RM'000	Changes %	31.12.2018 RM'000	31.12.2017 RM'000	Changes %
Revenue						
- Investment holding	-	-	-	-	-	-
- Ceramic	2,915	3,034	(3.9)	4,085	4,461	(8.4)
- Construction	1,000	-	-	1,000	798	25.3
- Property investment	-	-	-	-	-	-
- Property development	-	-	-	-	-	-
	3,915	3,034	29.0	5,085	5,259	(3.3)
(Loss)/Profit before taxation						
- Investment holding	(1,043)	(527)	(97.9)	(1,718)	(1,248)	(37.7)
- Ceramic	491	94	422.3	(432)	(636)	32.1
- Construction	(31)	(185)	83.2	(148)	545	(127.1)
- Property investment	(3)	(5)	40.0	(5)	(6)	16.7
- Property development	(392)	(166)	(136.1)	(769)	(194)	(296.4)
	(978)	(789)	(24.0)	(3,072)	(1,539)	(99.6)

The Group’s revenue in the current quarter increased by RM0.88 million, representing an increase of 29% as compared to the corresponding quarter ended 31.12.2017. The increase was mainly contributed by an increase of revenue from construction segment in the current quarter, while there was none in the corresponding quarter ended 31.12.2017. Meanwhile, the decrease in revenue derived from ceramic segment by RM0.12 million, representing a decrease of 4% as compared to the corresponding quarter ended 31.12.2017 mainly due to decrease in orders from existing customers in the current quarter.

For the cumulative period under review, the revenue decreased by RM0.17 million as compared to the corresponding period ended 31.12.2017. The decrease was mainly due to the decrease in revenue derived from ceramic segment partially offset by an increase in revenue from construction segment. The revenue from construction segment increased by RM0.20 million, representing an increase of 25% as compared to the corresponding period ended 31.12.2017, as a result of sales of inventory of completed properties in the current cumulative period. Meanwhile the revenue from ceramic segment decreased by RM0.38 million as compared to the corresponding period ended 31.12.2017, as a result of a decrease in orders from major customers in the current cumulative period.



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17. REVIEW OF GROUP PERFORMANCE (CONT'D)

For the current quarter under review, the Group’s loss before taxation increased by RM0.19 million, representing an increase of 24% as compared to the corresponding quarter ended 31.12.2017. The higher loss was mainly due to higher loss recorded in investment holding segment and property development segment, which partially offset by higher profit from ceramic segment and lower loss from construction segment. The profit before taxation of ceramic segment was higher than the corresponding quarter ended 31.12.2017 mainly due to the increased profit margin as a result of price revisions. Meanwhile, the loss before taxation of investment holding segment was higher than the corresponding quarter ended 31.12.2017 mainly due to higher operating costs in the current quarter. The loss before taxation of the property development segment was higher than the corresponding quarter ended 31.12.2017 mainly due to higher operating costs incurred in the development of the PPAM project in the current quarter.

For the current cumulative period under review, the loss before taxation had increased by RM1.53 million, representing an increase of 100% as compared to the corresponding period ended 31.12.2017. The higher loss was mainly due to higher loss recorded in investment holding segment, construction segment and property development segment, which partially offset by lower losses in ceramic segment. For the ceramic segment, the lower loss was mainly due to increased profit margin resulting from price revisions. The higher loss in the investment holding segment was mainly due to higher operating costs in the current cumulative period. Meanwhile, the higher loss in construction segment mainly due to revenue generated from the sales of inventory of completed properties after deducting the cost of sales was not sufficient to cover all its operating costs, which resulted in the loss before taxation of RM0.15 million as compared to a profit before taxation of RM0.54 million in the corresponding period ended 31.12.2017. The higher loss in the property development segment was due to no revenue generated from the project, i.e. no progress billing to cover its operating costs as the project has yet to commence.



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18. MATERIAL CHANGE IN PERFORMANCE AS COMPARED TO PRECEDING QUARTER

	Current quarter ended 31.12.2018 RM'000	Immediate preceding quarter ended 30.9.2018 RM'000	Changes %
Revenue			
- Investment holding	-	-	-
- Ceramic	2,915	1,170	149.1
- Construction	1,000	-	-
- Property investment	-	-	-
- Property development	-	-	-
	3,915	1,170	234.6
 (Loss)/Profit before taxation			
- Investment holding	(1,043)	(676)	(54.3)
- Ceramic	491	(922)	153.3
- Construction	(31)	(117)	73.5
- Property investment	(3)	(2)	(50.0)
- Property development	(392)	(377)	(4.0)
	(978)	(2,094)	53.3

Revenue in the current quarter increased by RM2.74 million, representing an increase of 235% as compared to the preceding quarter, mainly contributed by an increase of revenue from ceramic segment and construction segment. The revenue in ceramic segment was higher than the preceding quarter, mainly due to the nature of ceramic business which is seasonal. The preceding quarter of ceramic business was at low season, and the current quarter is the commencement of its peak season, hence the increase in revenue. Meanwhile, the revenue in construction segment was higher than the preceding quarter, mainly contributed by the sales of inventory of completed properties while there was none in the preceding quarter.

The Group’s loss before taxation decreased by RM1.12 million as compared to the preceding quarter. The decrease in loss before taxation was mainly contributed by higher profit in ceramic segment and lower loss in construction segment, which partially offset by higher losses in investment holding segment. The higher profit in ceramic segment was contributed by higher economies of scale attributable to higher volume of export sales of ceramic products. Meanwhile, the revenue generated from construction segment in the current quarter was not able to cover all its operating costs which resulted in a lower loss of RM0.03 million as compared to a higher loss of RM0.12 million in the preceding quarter.



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19. COMMENTARY ON PROSPECTS

The ceramic division continues to face challenges and risks in continuing to meet customers and market demands, as well as competition from other regions and rising costs in determining its pricing policy.

As for the construction division, the challenges and risks remain due to current prevailing economic situation and the review of national policies.

The Group recognises the slowing in demand of the property sector over the past few years. However, the Board is pleased to share that we have already successfully gained the Development Order for 455 units of residential development comprising one block of 250 units proposed under “Unit Perumahan Penjawat Awam Malaysia” (“PPAM”) scheme and one proposed block of 205 units of open market apartments for the low to medium income group. However, we are currently pending the review and finalisation of the development agreement between PPAM Unit Federal Lands Commissioner and Klasik Ikhtiar Sdn Bhd, a wholly-owned subsidiary of SGB.

Moving forward, management will increase resources and focus on the property development project and the strategic concept masterplanning development to ensure that these are successfully executed, whilst safeguarding the continuous development of the ceramic business to new markets and increase its range of products. This should ensure an increase in revenue stream for the coming financial years.

The Group is pleased that the projects undertaken are progressing according to schedule and the ceramic business continues to explore new markets.

20. PROFIT FORECAST OR PROFIT GUARANTEE

There was no profit forecast or guarantee made public for the current financial period under review.



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21. TAXATION

The tax expense is as follows:

	Current year quarter ended 31.12.2018 RM'000	Current year-to- date ended 31.12.2018 RM'000
Current tax expense	8	27
Deferred tax expense	(16)	(32)
	<u>(8)</u>	<u>(5)</u>

22. CORPORATE PROPOSALS

There were no corporate proposal pending for completion as at LPD.



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23. UTILISATION OF PROCEEDS

Rights issue of ICPS with warrants

Rights issue of ICPS with warrants was completed with the listing of 522,500,000 ICPS together with 52,250,000 warrants on the Main Market of Bursa Securities on 19 April 2016 and the details of the utilisation of proceeds raised from the rights issue as at 31 December 2018 are disclosed in the table below:-

Description	Proposed /Revised Utilisation RM'000	Actual Utilisation as at 31 December 2018 RM'000	Timeframe for Utilisation (from 9 October 2017)	Deviation RM'000	%	Explanation
Southern City Project - Phase 1B	4,000	4,000	-	-	-	
Construction Project in Johor	8,000	8,000	-	-	-	
PPAM Project	10,000	5,098	Within 24 months	4,902	49.0	^
Future projects and/or acquisitions	4,500	4,500	-	-	-	
Working capital	4,178 [#]	4,178	-	-	-	
Expenses in relation to the rights issue	672 [#]	672	-	-	-	
	31,350	26,448				

Notes:-

The variation of the actual amount of expenses for the rights issue was adjusted against the working capital of the Company.

^ Pending utilisation.



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24. BORROWINGS AND DEBT SECURITIES

The Group’s borrowings are as follows:

	As at 31.12.2018	As at 30.6.2018
	RM'000	RM'000
Current - unsecured		
Hire purchase payables	124	135
Non-current - unsecured		
Hire purchase payables	108	163
	<u>232</u>	<u>298</u>

25. CHANGES IN MATERIAL LITIGATION

The Directors were not aware of any material litigation, which, if enforced, may have a material impact on the profit or net asset value of the Group.

26. PROPOSED DIVIDEND

There were no dividends proposed or declared by the Company for the current financial period under review.



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27. LOSS PER SHARE

(i) Basic loss per share

The basic loss per share of the Group is calculated by dividing the loss attributable to Owners of the Company by the weighted average number of ordinary shares in issue during the reporting period.

	Individual Quarter		Cumulative Period	
	Current year quarter ended 31.12.2018	Preceding year corresponding quarter ended 31.12.2017	Current year-to- date ended 31.12.2018	Preceding year corresponding period ended 31.12.2017
Loss attributable to Owners of the Company (RM'000)	(970)	(598)	(3,067)	(1,507)
Weighted average number of ordinary shares ('000)	198,607	189,419	198,607	179,985
Basic loss per share (sen)	(0.49)	(0.32)	(1.54)	(0.84)



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27. LOSS PER SHARE (CONT'D)

(ii) Diluted loss per share

The diluted loss per share of the Group is calculated by dividing the loss attributable to Owners of the Company by the weighted average number of ordinary shares in issue during the reporting period which the weighted average number of ordinary shares has been adjusted to assume full conversion of all dilutive potential ordinary shares.

	Individual Quarter		Cumulative Period	
	Current year quarter ended 31.12.2018	Preceding year corresponding quarter ended 31.12.2017	Current year-to- date ended 31.12.2018	Preceding year corresponding period ended 31.12.2017
Loss attributable to Owners of the Company (RM'000)	(970)	(598)	(3,067)	(1,507)
Weighted average number of ordinary shares ('000)	198,607	189,419	198,607	179,985
Adjustment for assumed conversion of ICPS ('000)	-	-	-	-
Adjustment for assumed conversion of warrants ('000)	-	-	-	-
	<u>198,607</u>	<u>189,419</u>	<u>198,607</u>	<u>179,985</u>
Diluted loss per share (sen)	<u>(0.49)</u>	<u>(0.32)</u>	<u>(1.54)</u>	<u>(0.84)</u>

Note:-

The diluted loss per share is equal to the basic loss per share as there is anti-dilutive effect arising from the assumed conversion of the ICPS and exercise of warrant.



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**28. NOTES TO THE STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE
INCOME**

	Current year quarter ended 31.12.2018	Current year-to-date ended 31.12.2018
	RM'000	RM'000
Interest income	28	53
Other income	383	423
Interest expense	4	8
Amortisation	NA	NA
Depreciation of investment properties	NA	NA
Depreciation of property, plant and equipment	321	642
Impairment loss on other receivable	NA	NA
Inventories written down	NA	NA
Reversal of inventories written down	NA	NA
Bad debts written off	NA	NA
Deposit written off	NA	NA
Property, plant and equipment written off	NA	NA
Gain or loss on disposal of quoted or unquoted investment	NA	NA
Waiver of debts owing by payables	NA	NA
Gain on disposal of plant and equipment	NA	NA
Gain on disposal of subsidiary	NA	NA
Impairment losses on property, plant & equipment	NA	NA
Realised loss on foreign exchange	- *	1
Unrealised loss on foreign exchange	17	15
Waiver of debts owing to payables	NA	NA
Gain or loss on derivatives	NA	NA
Exceptional items	NA	NA

Note:-

** - Amount less than RM1,000*



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29. REALISED AND UNREALISED PROFIT OR LOSSES

The breakdown of the retained profits of the Group as at the end of reporting period into realised and unrealised profits or losses is presented in accordance with the directive issued by Bursa Securities is as follows:-

	As at 31.12.2018 RM'000	As at 30.6.2018 RM'000
Total retained profits of the Group:		
- Realised	(4,016)	(701)
- Unrealised	(2,277)	(2,403)
	<u>(6,293)</u>	<u>(3,104)</u>
Less: Consolidation Adjustments	4,347	4,225
	<u>(1,946)</u>	<u>1,121</u>

Dated: 28 February 2019