

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

	As at 31.12.2022 RM'000	As at 30.6.2022 RM'000
ASSETS		
Non-Current Assets		
Property, plant and equipment	269,543	163,602
Right-of-use assets	1,646	1,994
Goodwill on consolidation	38,780	38,780
Other investments	4,426	4,360
	314,395	208,736
Current Assets		
Trade receivables	97,658	101,186
Other receivables, prepayments and deposits	18,257	5,431
Tax recoverable	35	44
Cash and cash equivalents	63,481	100,348
	179,431	207,009
TOTAL ASSETS	493,826	415,745
EQUITY AND LIABILITIES		
Share capital	196,935	196,935
Irredeemable convertible preference shares ("ICPS")	4,671	4,671
Foreign exchange reserve	(201)	, <u>-</u>
Retained profits	181,557	175,625
Equity attributable to owners of the Company	382,962	377,231
Non-controlling interests	2,384	629
Total Equity	385,346	377,860
Non-Current Liabilities		
Lease liabilities	942	1,231
Deferred tax liabilities	13,308	15,800
	14,250	17,031
Current Liabilities		
Trade payables	59,391	700
Other payables and accruals	22,417	11,255
Lease liabilities	714	774
Current tax liability	11,708	8,125
·	94,230	20,854
Total Liabilities	108,480	37,885
TOTAL EQUITY AND LIABILITIES	493,826	415,745
Net assets per share attributable to owners of the Company (RM)	0.31	0.31
Number of outstanding ordinary shares in issue ('000)	1,216,435	1,216,435

The financial year end of the Group has been changed from 31 December to 30 June.

The Condensed Consolidated Statements of Financial Position should be read in conjunction with the audited financial statements for the financial year ended 30 June 2022 and the accompanying explanatory notes to the interim financial report.



UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS FOR THE SECOND QUARTER ENDED 31 DECEMBER 2022

	Current quarter ended 31.12.2022 RM'000	Comparative quarter ended 31.12.2021 RM'000	Current period to date ended 31.12.2022 RM'000	Preceding period to date ended 31.12.2021 RM'000
Revenue	87,638	-	155,479	-
Cost of sales	(68,943)		(123,399)	
Gross profit	18,695	-	32,080	-
Other operating incomes	308	-	549	-
Administrative expenses	(13,826)	-	(23,696)	-
Other operating expenses	(330)		(330)	
Profit from operations	4,847	-	8,603	-
Finance costs	(19)		(38)	-
Profit before taxation	4,828	-	8,565	-
Taxation	(739)	-	(1,123)	-
Profit for the period	4,089	-	7,442	-
Other comprehensive expenses Items that may be reclassified subsequently to profit or loss				
Loss on foreign currency translation	(396)	-	(201)	
Other comprehensive expenses, net of tax	(396)		(201)	
Total comprehensive income for the period	3,693	-	7,241	
Profit attributable to: Owners of the Company Non-controlling interests	3,115 974 4,089	- - -	6,292 1,150 7,442	- - -
Total comprehensive income attributable to: Owners of the Company Non-controlling interests	2,719 974 3,693	- - -	6,091 1,150 7,241	- - -
Earnings per share attributable to Owners of the Company (sen): Basic Diluted	0.26 0.25	- -	0.52 0.50	-

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

The Condensed Consolidated Statements of Profit or Loss should be read in conjunction with the audited financial statements for the financial year ended 30 June 2022 and the accompanying explanatory notes to the interim financial report.



UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SECOND QUARTER ENDED 31 DECEMBER 2022

	Attributable To Owners Of The Company						
	Share Capital RM'000	ICPS RM'000	Foreign Exchange Reserve RM'000	Retained Earnings RM'000	Total RM'000	Non- controlling Interests RM'000	Total Equity RM'000
As at 1 July 2022	196,935	4,671	-	175,625	377,231	629	377,860
Profit after tax	-	-	-	6,292	6,292	1,150	7,442
Foreign currency translation loss	-	-	(201)		(201)		(201)
Total comprehensive (expenses)/income Transaction with Owners of the Company	-	-	(201)	6,292	6,091	1,150	7,241
Effects of dilution of interests in a subsidiary Ordinary shares capital contributed by non-controlling interests of a subsidiary	-	-	-	(360)	(360)	360 245	245
Total transactions with owners in their capacity as owners	-	-	-	(360)	(360)	605	245
As at 31 December 2022	196,935	4,671	(201)	181,557	382,962	2,384	385,346
As at 1 January 2021	-	-	-	-	-	-	-
Profit after tax	-	-	-	-	-	-	-
Foreign currency translation loss	-	-	-	-	-	-	-
Total comprehensive expenses	-	-	-	-	-	-	-
As at 31 December 2021	-	-	-	-	-	-	-

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the audited financial statements for the financial year ended 30 June 2022 and the accompanying explanatory notes attached to the interim financial report.



UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SECOND QUARTER ENDED 31 DECEMBER 2022

	Current period to date ended 31.12.2022 RM'000	Preceding period to date ended 31.12.2021 RM'000
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation	8,565	-
Adjustments for:		
Depreciation of property, plant and equipment	18,193	-
Depreciation of right-of-use assets	407	-
Finance costs	38	-
Gain on reassessments and modifications of leases	(16)	-
Interest income	(506)	-
Loss on dilution of interest of subsidiaries	330	
Operating profit before changes in working capital	27,011	-
Changes in working capital:		
Receivables	(9,450)	-
Payables	51,107	
Cash generated from operations	68,668	-
Interest received	506	-
Income tax paid	(23)	-
Net cash generated from operating activities	69,151	
CASH FLOW FROM INVESTING ACTIVITIES		
Net cash outflow upon dilution of interest of subsidiaries	(123)	_
Purchase of property, plant and equipment	(105,509)	_
Net cash used in investing activities	(105,632)	
	(103,032)	
CASH FLOW FROM FINANCING ACTIVITIES		
Increase in fixed deposits with the licensed banks	(7,244)	-
Ordinary share capital contributed by non-controlling interests of a subsidiary	245	-
Payment of lease liabilities	(430)	
Net cash used in financing activities	(7,429)	-
Net decrease in cash and cash equivalents	(43,910)	
Effects of exchange rate changes	(201)	-
Cash and cash equivalents at beginning of the financial period	100,348	-
Cash and cash equivalents at origining of the financial period Cash and cash equivalents at end of the financial period	56,237	
Cash and Cash equivalents at end of the infancial period	30,237	
Cook and each acquivalents communicade		
Cash and cash equivalents comprised: Fixed deposits with licenced banks	7,244	
Cash and bank balances	7,244 56,237	-
Cash and Dank Darances	63,481	
<u>-</u>	03,481	

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

The Condensed Consolidated Statements of Cash Flows should be read in conjunction with the audited financial statements for the financial year ended 30 June 2022 and the accompanying explanatory notes to the interim financial report.



NOTES TO THE INTERIM FINANCIAL REPORT

A1. Basis of preparation

The interim financial report is unaudited and has been prepared in compliance 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 report should be read in conjunction with the audited financial statements of the Group for the year ended 30 June 2022. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 30 June 2022.

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

A2. Significant Accounting Policies

The significant accounting policies adopted by the Group in the interim financial report are consistent with those adopted in the audited financial statements of the Group for the financial period ended 30 June 2022.

(a) New/ Revised MFRSs, Amendments to MFRSs and Interpretations not adopted

MFRSs, Amendments to MFRSs and Interpretations effective for annual periods beginning on or after 1 January 2023

- MFRS 17 Insurance Contracts, Amendments to MFRS 17 Insurance contracts and Initial Application of MFRS 17 and MFRS 9 - Comparative Information (Amendment to MFRS 17 Insurance Contracts)
- Amendments to MFRS 101 Presentation of Financial Statements Classification of Liabilities as Current or Non-current
- Amendments to MFRS 101 Presentation of Financial Statements Disclosure of Accounting Policies
- Amendments to MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors Definition of Accounting Estimates
- Amendments to MFRS 112 Income Taxes Deferred Tax related to Assets and Liabilities arising from a Single Transaction

MFRSs, Amendments to MFRSs and Interpretations effective for annual periods beginning on or after 1 January 2024

- Amendments to MFRS 16 Leases Lease Liability in a Sale and Leaseback
- Amendments to MFRS 101 Presentation of Financial Statements Non-current Liabilities with Covenants

MFRSs, Amendments to MFRSs and Interpretations effective date yet to be confirmed

• Amendments to MFRS 10 Consolidated Financial Statements and MFRS 128 Investment in Associates and Joint Ventures – Sale or Contribution of Assets between an investor and its Associate or Joint Venture



A2. Significant Accounting Policies (Cont'd)

The Group did not early adopt the above MFRSs, amendments to MFRSs and interpretations as they are not expected to have a significant effect on its consolidated financial statements.

A3. Seasonal or Cyclical Factors

The principal business operations of the Group are not materially affected by seasonal or cyclical factors during the financial period to date under review.

A4. Exceptional Items

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

A5. Changes in Estimates

There were no material changes in estimates of the amounts reported during the current quarter and financial period to date under review.

A6. Changes in Debts and Equity Securities

There were no issuances, share cancellations, share buy-back, share held as treasury share, resale of treasury share and repayments of debts and equity securities for the financial period under review.

A7. Dividends Paid

No dividends have been paid during the current quarter and financial period to date under review.



A8. Segmental Information

(a) Segment analysis for the financial period to date ended 31 December 2022:

	CRM RM'000	Platform RM'000	Cloud RM'000	Internet of Things ("IoT") RM'000	Others RM'000	Total RM'000
Revenue						
Total revenue	31,700	23	245	123,522	-	155,490
- Inter-segment revenue	-	(8)	(3)	-	-	(11)
Revenue from external parties	31,700	15	242	123,522	-	155,479
Results						
Segment (loss)/profit	5,160	(7)	(1,939)	6,044	(655)	8,603
Finance costs	-	-	(37)	(1)	-	(38)
(Loss)/Profit before taxation	5,160	(7)	(1,976)	6,043	(655)	8,565
Taxation	(1,336)	-	-	249	(36)	(1,123)
Net (loss)/profit for the financial period	3,824	(7)	(1,976)	6,292	(691)	7,442
Addition of property, plant and equipment Segment assets	22,000 62,346	- 27	30,125 32,175	72,384 396,923	2,320	124,509 493,791
Non-cash expenses						_
Depreciation of property, plant and equipment	(1,473)	-	(1,510)	(15,210)	_	(18,193)
Depreciation of right-of-use assets	-	_	(343)	(64)	-	(407)



A8. Segmental Information (Cont'd)

(b) Segment analysis for the financial period to date ended 31 December 2021:

	CRM RM'000	Platform RM'000	Cloud RM'000	IoT RM'000	Others RM'000	Total RM'000
Revenue						
Total revenue	-	-	-	-	-	-
- Inter-segment revenue	_	-	-	-	-	-
Revenue from external parties	-	-	-	-	-	-
Results						
Segment profit/(loss)	-	-	-	-	-	-
Finance costs	-	-	-	-	-	-
Profit/(Loss) before taxation	-	-	-	-	-	-
Taxation	-	-	-	-	-	-
Net profit/(loss) for the financial period	-	-	-	-	-	-
Addition of property, plant and equipment	_	_	_	_	_	_
Segment assets	-	-	-	-	-	-
Non-cash expenses						
Depreciation of property, plant and equipment	-	-	-	-	-	-
Depreciation of right-of-use assets	-	-	-	-	-	-

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.



A9. Significant Event During The Financial Period

There was no significant event during the current quarter ended 31 December 2022.

A10. Subsequent Events

Save as disclosed in B5, there were no material events subsequent to the reporting date up to 21 February 2023, being the latest practicable date which is not earlier than 7 days from the date of issuance of this interim financial report.

A11. Changes in the Composition of the Group

There were no material changes in the composition of the Group during the current quarter and financial period under review.

A12. Changes in Contingent Liabilities and Assets

There were no material contingent liabilities or assets during the current quarter under review.

A13. Capital Commitments

There were no material capital commitments during the current quarter under review.

A14. Significant Related Party Transactions

The significant related party transactions as at period to date were summarised as below:

	Current quarter ended 31.12.2022 RM'000	Current period to date ended 31.12.2022 RM'000
Provision of information technology service fee: - Ageson SMSGMBH Sdn. Bhd.	61	121
Office rental expense: -VNH One Sdn. Bhd.	(33)	(66)



ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS

B1. Review of Performance

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

The comparison of the quarterly results is tabulated below:

Table 1: Financial review for current quarter and financial period to date

	Current quarter ended 31.12.2022 RM'000	Comparative quarter ended 31.12.2021 RM'000	Changes (RM'000 / %)	Current period to date ended 31.12.2022 RM'000	Preceding period to date ended 31.12.2021 RM'000	Changes (RM'000 / %)
Revenue	87,638	-	- / -	155,479	-	- / -
Profit Before Tax ("PBT")	4,828	-	- / -	8,565	-	- / -
Profit After Tax	4,089	-	- / -	7,442	-	- / -
EPS Attributable	0.26	-	- / -	0.52	-	- / -
to Owners of the Company (sen)						

The Group registered revenue of RM87.6 million in current quarter was mainly contributed by revenue generated from CRM segment, smart agriculture and gadget distribution in IoT segments.

Table 2: Financial review for current quarter compared with immediate preceding quarter

	Current quarter ended 31.12.2022	Immediate preceding quarter ended 30.9.2022	Chang	
	RM'000	RM'000	(RM'000	/ %)
Revenue	87,638	67,841	19,797 /	29
PBT	4,828	3,737	1,091 /	29
Profit After Tax	4,089	3,353	736 /	>100
EPS Attributable to Owners of the Company (sen)	0.26	0.26	- /	>100

The Group reported PBT of RM4.8 million in current quarter compare with RM3.7 million in immediate preceding quarter, representing an increase of RM1.1 million or 30% in PBT. The higher PBT of the Group primarily due to the higher revenue achieved for the current quarter. Despite the higher revenue achieved, the higher PAT was due to lower tax provision as a result of the utilisation of unabsorded capital allowance for certain subsidiary companies.



B2. Group's Prospect

Recent new technology trends such as artificial intelligence (AI), cloud computing, 5G, robotic process automation (RPA), IoT and hyper-connectivity continue to transform businesses and drive companies to seek digital changes to meet evolving demands of customers. To follow the new technology trends, Malaysian Government continues to emphasise on the development of the digital economy through connectivity, investments in domestic technology-based companies and strengthened cybersecurity measures in Budget 2023. As a result, the Group will continue focus on CRM, Platform, Cloud and Smart IoT solutions segments to achieve sustainable grow of earnings in the future.

Upon completion of the proposed spin-off exercise of ARB IOT Group Limited on National Association of Securities Dealers Automated Quotations ("NASDAQ") Stock Exchange in New York. Our group will continue to accelerate the strategic plans regionally to generate positive value for shareholders by actively exploring potential business opportunities and strategic merger and acquisition opportunities.

B3. Variance of Actual Profit from Profit Forecast

The Group did not issue any profit forecast and profit guarantee during the current quarter under review.

B4. Tax expense

	Current quarter ended 31.12.2022 RM'000	Current period to date ended 31.12.2022 RM'000
Current period provision	3,243	3,615
Deferred taxation	(2,504)	(2,492)
	739	1,123

Taxation is computed after taking into consideration the available capital allowances and the adjusted business losses carried forward from previous years to set off against taxable profit.



B5. Corporate Proposal

(a) Proposed listing of ARB IOT Group Limited on NASDAQ Stock Exchange in New York ("Proposed Listing of Subsidiary")

On 22 February 2022, ARB Berhad ("ARB" or the "Company") announced its intention to undertake the Proposed Listing of Subsidiary.

On 24 June 2022, ARB IOT Group Limited, an indirect wholly-owned subsidiary of ARB ("AIGL") had filed its draft Registration Statement on Form F-1 (draft prospectus) (i.e., the registration statement required to be filed for foreign companies to be listed on a United States of America ("USA") stock exchange) to Securities Exchange Commission ("SEC") in USA.

On 7 July 2022, AIGL had submitted the listing application to the National Association of Securities Dealers Automated Quotation ("NASDAQ") Stock Exchange in New Yoke for the proposed listing of AIGL on the NASDAQ Stock Exchange.

On 12 August 2022, on behalf of the Board of Directors of ARB, TA Securities Holding Berhad announced that the Company proposes to undertake the Proposed Listing of Subsidiary.

Proposed IPO of at least 1,200,000 new shares ("Issue Shares"), representing approximately 4.58% of the enlarged issued share capital of AIGL after the IPO in Minimum Scenario and up to 2,173,500 Issue Shares representing approximately 8.00% of the enlarged issued share capital of AIGL after the IPO in the Maximum Scenario on the NASDAQ Stock Exchange.

The Issue Shares pursuant to the Proposed IPO will be issued at an issue price of at least USD4 per Issue Share. The minimum issue price of USD4 per Issue Share was based on the minimum level of bid price (issue price) allowed for the listing of and quotation of the issue shares on the NASDAQ Stock Exchange for the IPO.

Based on the indicative issue price of USD4 per Issue Share (or equivalent to RM18.40¹ per Issue Share), the Proposed IPO is expected to raise a minimum gross proceed of USD4.80 million (or equivalent to RM22.09 million).

The Proposed Listing of Subsidiary and/or the Proposed IPO is subject to and conditional upon the following approvals being obtained from:

- (i) the shareholders of ARB for the Proposed Listing of Subsidiary at the extraordinary general meeting to be convened;
- (ii) the SEC for the Registration Statement on Form F-1 (prospectus);
- (iii) NASDAQ Stock Exchange for the Proposed IPO; and
- (iv) any other relevant authorities/parties' approval, if required.

The Proposed Listing of Subsidiary will result in a dilution of ARB's effective equity interest in AIGL from 100% to not less than 92% under the Maximum Scenario. Pursuant to Paragraph 10.02(g) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the highest percentage ratio applicable to the Proposed Listing of Subsidiary is 32.28%, calculated based on the audited consolidated net assets of ARB as at 31 December 2020.



B5. Corporate Proposal (Cont'd)

(a) Proposed listing of ARB IOT Group Limited on NASDAQ Stock Exchange in New York ("Proposed Listing of Subsidiary") (Cont'd)

The Company had issued the circular to shareholders in relation to the Proposed Listing of Subsidiary on 6 October 2022 and obtained its shareholders' approval at the extraordinary general meeting held on 21 October 2022.

Note:

(1) The exchange rate used for illustrative purposes is USD 1.00: RM 4.601, derived from exchange rate based on Bank Negara Malaysia middle rate as at 5.00 p.m. on the 26 September 2022.

B6. Material Litigation

The Group does not engaged in any material litigation and the Directors do not have any knowledge of any proceedings pending or threatened against the Group which might materially and adversely affect the financial position or business of the Group.

B7. Dividends

No dividend has been recommended by the Board of Directors for the current quarter under review.

B8. Earnings per Share ("EPS")

(a) Basic EPS

The basic EPS of the Group is calculated based on the profit attributable to owners (ordinary equity holders) of the Company divided by the weighted average number of ordinary shares in issue.

	Current quarter ended 31.12.2022	Comparative quarter ended 31.12.2021	Current period to date ended 31.12.2022	Preceding period to date ended 31.12.2021
Profit attributable to owners of the Company (RM'000)	3,115		6,292	
Weighted average number of ordinary shares outstanding ('000)	1,216,435	-	1,216,435	
Basic EPS (sen)	0.26	-	0.52	

B8. Earnings per Share ("EPS") (Cont'd)

(b) Diluted EPS

The diluted EPS of the Group is calculated based on the profit attributable to owners (ordinary equity holders) of the Company divided by the weighted average number of ordinary shares in issue adjusted to assume conversion of all dilutive potential ordinary shares arising from ICPS as follow:

	Current quarter ended 31.12.2022	Comparative quarter ended 31.12.2021	Current period to date ended 31.12.2022	Preceding period to date ended 31.12.2021
Profit attributable to owners of the Company (RM'000)	3,115		6,292	<u>-</u>
Weighted average number of ordinary shares outstanding ('000)	1,216,435	-	1,216,435	-
Effect of dilution of assumed conversion of ICPS ('000)	33,367		33,367	
Adjusted weighted average number of ordinary shares in issue and issuable ('000)	1,249,802	-	1,249,802	-
Diluted EPS (sen)	0.25		0.50	

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will no comparative financial information available for the preceding year corresponding period.

B9. Auditors' Report on Preceding Annual Financial Statements

There was no audit qualification in the audited report of the Company and its subsidiaries preceding annual financial statements for the financial year ended 30 June 2022.



B10. Items included in the Statement of Profit or Loss

	Current quarter ended 31.12.2022 RM'000	Current period to date ended 31.12.2022 RM'000
Depreciation of property, plant and equipment	(11,349)	(18,193)
Depreciation of right-of-use assets	(204)	(407)
Finance costs	(19)	(38)
Interest income	265	506
Gain on reassessments and modifications of leases	16	16
Loss on dilution of interest of subsidiaries	330	330

By Order of the Board, Dato' Sri Liew Kok Leong Executive Director

24 February 2023