

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE PERIOD ENDED 30 JUNE 2022**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER 30-Jun-22 Unaudited RM'000	PRECEDING YEAR CORRESPONDING QUARTER 30-Jun-21 Unaudited RM'000	CURRENT YEAR TO DATE 30-Jun-22 Unaudited RM'000	PRECEDING YEAR CORRESPONDING PERIOD 30-Jun-21 Unaudited RM'000
Revenue	<b>84</b>	<b>3,826</b>	<b>478</b>	<b>5,715</b>
Cost of sales	-	<b>(3,858)</b>	(201)	(6,010)
Gross profit/(loss)	<b>84</b>	<b>(32)</b>	<b>277</b>	<b>(295)</b>
Other income	7,663	1,310	7,706	9,469
Administration expenses	(6,678)	(5,684)	(12,123)	(12,356)
Other operating expenses	(1,812)	-	(1,835)	-
Operating (loss)/profit	<b>(743)</b>	<b>(4,406)</b>	<b>(5,975)</b>	<b>(3,182)</b>
Unrealised foreign exchange loss	-	-	(3)	(24)
Finance cost	(915)	(802)	(1,262)	(1,605)
Share of loss of equity-accounted associate, net of tax	-	-	-	-
(Loss)/profit before taxation	<b>(1,658)</b>	<b>(5,208)</b>	<b>(7,240)</b>	<b>(4,811)</b>
Taxation	-	-	-	-
(Loss)/profit after taxation	<b>(1,658)</b>	<b>(5,208)</b>	<b>(7,240)</b>	<b>(4,811)</b>
Other comprehensive loss for the period, net of tax	-	-	-	-
Total comprehensive (loss)/profit for the period	<b>(1,658)</b>	<b>(5,208)</b>	<b>(7,240)</b>	<b>(4,811)</b>
(Loss)/profit attributable to:				
Owners of the Company	(656)	(5,352)	(6,237)	(4,500)
Non-controlling interests	(1,002)	144	(1,003)	(311)
	<b>(1,658)</b>	<b>(5,208)</b>	<b>(7,240)</b>	<b>(4,811)</b>
Total comprehensive (loss)/profit attributable to:-				
Owners of the Company	(656)	(5,352)	(6,237)	(4,500)
Non-controlling interests	(1,002)	144	(1,003)	(311)
	<b>(1,658)</b>	<b>(5,208)</b>	<b>(7,240)</b>	<b>(4,811)</b>
(Loss)/profit attributable to shareholders of the Company				
	sen	sen	sen	sen
i) Basic loss per share	(0.03)	(0.24)	(0.28)	(0.20)
ii) Fully diluted loss per share	(0.03)	(0.24)	(0.28)	(0.20)
Gross interest income	14	156	46	264
Gross interest expense	915	802	1,262	1,605

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2021)

**TH HEAVY ENGINEERING BERHAD**

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
FOR THE PERIOD ENDED 30 JUNE 2022**

	As at 30-Jun-22 Unaudited RM'000	As at 31-Dec-21 Audited RM'000
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	165,940	167,559
Investment in associate	-	279
	<b>165,940</b>	<b>167,838</b>
<b>Current Assets</b>		
Inventories	34	-
Trade and other receivables	11,939	41,517
Prepayments	522	365
Current tax asset	248	224
Cash and cash equivalents	3,587	11,122
	<b>16,330</b>	<b>53,228</b>
<b>TOTAL ASSETS</b>	<b>182,270</b>	<b>221,066</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to owners of the Company</b>		
Share capital	650,298	650,298
Revaluation reserves	35,865	35,865
Currency translation reserves	(50,821)	(50,821)
Other reserves	746	-
Accumulated losses	(645,987)	(639,750)
	(9,899)	(4,408)
<b>Non-controlling interests</b>	(200,968)	(199,965)
<b>Capital Deficiency</b>	<b>(210,867)</b>	<b>(204,373)</b>
<b>Current Liabilities</b>		
Trade and other payables	241,267	273,569
Borrowings	151,870	151,870
	<b>393,137</b>	<b>425,439</b>
<b>Total Liabilities</b>	<b>393,137</b>	<b>425,439</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>182,270</b>	<b>221,066</b>
<b>Net assets per share (sen)</b>	<b>(0.45)</b>	<b>(0.20)</b>

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2021)

**TH HEAVY ENGINEERING BERHAD**

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE PERIOD ENDED 30 JUNE 2022**

	Share Capital (RM'000)	Revaluation Reserves (RM'000)	Other Reserves (RM'000)	Currency Translation Reserves (RM'000)	Accumulated Losses (RM'000)	Total (RM'000)	Non-controlling interest (RM'000)	Total Equity (RM'000)
<b>Balance at 1 January 2022</b>	<b>650,298</b>	<b>35,865</b>	<b>-</b>	<b>(50,821)</b>	<b>(639,750)</b>	<b>(4,408)</b>	<b>(199,965)</b>	<b>(204,373)</b>
<b>Other comprehensive profit for the period</b>								
Loss for the period	-	-	746	-	(6,237)	(5,491)	(1,003)	(6,494)
<b>Total comprehensive loss for the period</b>	<b>-</b>	<b>-</b>	<b>746</b>	<b>-</b>	<b>(6,237)</b>	<b>(5,491)</b>	<b>(1,003)</b>	<b>(6,494)</b>
<b>Balance at 30 June 2022</b>	<b>650,298</b>	<b>35,865</b>	<b>746</b>	<b>(50,821)</b>	<b>(645,987)</b>	<b>(9,899)</b>	<b>(200,968)</b>	<b>(210,867)</b>

	Share Capital (RM'000)	Revaluation Reserves (RM'000)	Other Reserves (RM'000)	Currency Translation Reserves (RM'000)	Accumulated Losses (RM'000)	Total (RM'000)	Non-controlling interest (RM'000)	Total Equity (RM'000)
<b>Balance at 1 January 2021</b>	<b>650,298</b>	<b>41,184</b>	<b>-</b>	<b>(50,821)</b>	<b>(630,039)</b>	<b>10,622</b>	<b>(199,557)</b>	<b>(188,935)</b>
<b>Other comprehensive profit for the period</b>								
Profit for the period	-	-	-	-	(4,500)	(4,500)	(311)	(4,811)
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(4,500)</b>	<b>(4,500)</b>	<b>(311)</b>	<b>(4,811)</b>
<b>Balance at 30 June 2021</b>	<b>650,298</b>	<b>41,184</b>	<b>-</b>	<b>(50,821)</b>	<b>(634,539)</b>	<b>6,122</b>	<b>(199,868)</b>	<b>(193,746)</b>

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2021)

**TH HEAVY ENGINEERING BERHAD**

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE PERIOD ENDED 30 JUNE 2022**

	CUMMULATIVE QUARTER CURRENT YEAR TO DATE 30-Jun-22 (RM'000)	CORRESPONDING PRECEDING YEAR 30-Jun-21 (RM'000)
<b>Cash flows from operating activities</b>		
(Loss)/profit before taxation	(7,240)	(4,811)
Adjustments for:		
Depreciation of property, plant and equipment	2,807	3,109
Gain on disposal of property, plant and equipment	-	(8,592)
Finance costs	1,262	1,605
Finance income	(46)	(264)
Waiver of debt arising from Scheme of Arrangement	-	(200)
Unrealised foreign exchange loss	3	24
<b>Operating loss before changes in working capital</b>	<b>(3,214)</b>	<b>(9,129)</b>
Changes in working capital:		
Inventories	(34)	-
Trade and other receivables	30,446	(9,324)
Trade and other payables	(34,001)	(10,691)
Net cash used in operations	(6,803)	(29,144)
Interests received	46	264
Interests paid	(1,262)	(1,605)
Tax paid	(24)	(112)
<b>Net cash used in operating activities</b>	<b>(8,043)</b>	<b>(30,597)</b>
<b>Cash flows from in investing activities</b>		
Decrease in pledged deposits placed with licensed banks	3,674	-
Proceeds from disposal of property, plant and equipment	508	41,789
<b>Net cash from investing activities</b>	<b>4,182</b>	<b>41,789</b>
<b>Cash flows used in financing activities</b>		
Repayment of loans and borrowings, net	-	(328)
<b>Net cash used in financing activities</b>	<b>-</b>	<b>(328)</b>
Net change in cash and cash equivalents	<b>(3,861)</b>	<b>10,864</b>
Effect of exchange rate translation	-	-
Cash and cash equivalents at beginning of period	6,074	22,766
Cash and cash equivalents at end of financial period	<b>2,213</b>	<b>33,630</b>
Cash and cash equivalent at end of the period comprise the followings:-		
Cash and bank balances	2,118	4,830
Deposits placed with licensed banks	1,469	33,513
Less: Deposits pledged	(1,374)	(4,713)
	<b>2,213</b>	<b>33,630</b>

(The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the year ended 31 December 2021)

# **TH HEAVY ENGINEERING BERHAD**

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

**The Board of Directors of TH Heavy Engineering Berhad is pleased to announce the financial results of the Group for the period ended 30 June 2022**

## **PART A: EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING STANDARDS (“MFRS”) 134.**

### **1. BASIS OF PREPARATION**

The interim financial statements are unaudited and prepared in accordance with the requirements under the MFRS134 –“Interim Financial Reporting” issued by the Malaysian Accounting Standard Board (“MASB”) and Para 9.22 of the Bursa Malaysia Securities Berhad’s (“BMSB”) Listing Requirements.

The interim financial report should be read in conjunction with the Group’s audited financial statements for the financial year ended 31 December 2021. The explanatory notes attached to these condensed consolidated interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2021.

The Directors have concluded that the combination of the circumstances highlighted in the Independent Auditor’s Report in the audited financial statement for the financial year ended 31 December 2021 indicate material uncertainties that may cast significant doubt over the ability of the Group and of the Company to continue as going concern and therefore, may be unable to realise their assets and discharge their liabilities in the normal course of business. However, the financial statements of the Group have been prepared on a going concern basis.

Should the going concern basis for the preparation of the financial statements be no longer appropriate, adjustments will have to be made to restate the carrying value of the assets to their recoverable amounts and to provide for further liabilities which may arise.

The Proposed Regularisation Plan will primarily comprise the following five key components (i) Proposed capital reconstruction exercise involving the proposed issuance of new Irredeemable Convertible Preference Shares-i (“ICPS-i”), and a capital reduction and amalgamation exercise for which the quantum has not been finalised; (ii) Proposed conversion of a debt, (iii) Proposed private placement of new shares, (iv) Proposed issuance of new Islamic Irredeemable Convertible Preference Shares-i (“ICPS-i”), and (v) Proposed amendments to the Constitution. Please refer to the Note 23 on the status of corporate proposal in relation to the Regularisation Plan.

The Group believes that the Regularisation Plan once implemented, will enable the Group and the Company to generate sufficient cash flows to meet their obligations. For these reasons, the Directors are of the opinion that the Group and the Company will be able to continue in operational existence for the foreseeable future and to realise their assets and settle their liabilities in the ordinary course of business.

### **2. SIGNIFICANT ACCOUNTING POLICIES AND APPLICATION OF MFRS**

The accounting policies, methods of computation and basis of consolidation adopted by the Group in this unaudited financial report are consistent with those used in the preparation of the audited financial statements for the financial year ended 31 December 2021 except as disclosed below:

## **TH HEAVY ENGINEERING BERHAD**

Registration No. 200301032354 (634775-D)  
(Incorporated in Malaysia)

As of 1 January 2022, the Group and the Company have adopted the following revised MFRSs and Amendments to MFRSs that have been issued by the MASB:

### **MFRS and amendments effective for annual periods beginning on or after 1 January 2022:**

Amendments to MFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Annual improvements to MFRS Standard 2018 – 2020	
• Amendments to MFRS 1	
• Amendments to MFRS 9	
• Amendments to MFRS 16	
• Amendments to MFRS 141	
Amendments to MFRS 3	Reference to the Conceptual Framework
Amendments to MFRS 116	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to MFRS 137	Onerous Contracts – Cost of a Fulfilling a Contract

The adoption of the above pronouncements has no material financial impact to the Group.

### **3. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS**

Due to the significance of the matters described in Note 1 Basis of Preparation, the Auditors have expressed a disclaimer of opinion in the Company's latest audited financial statements for the financial year ended 31 December 2021.

### **4. SEASONALITY OR CYCLICALITY OF INTERIM OPERATIONS**

Besides the vagaries of the Engineering business, the Group's fabrication business performance is also dependent upon the infrastructure spending by upstream oil and gas companies namely the production sharing contractors, which in turn is pegged amongst others to the outlook on the global oil prices and field discoveries.

### **5. UNUSUAL ITEMS AFFECTING ASSETS, LIABILITIES, EQUITY, NET INCOME OR CASH FLOWS**

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the current quarter and financial period.

### **6. SIGNIFICANT CHANGES IN ESTIMATES**

There were no changes in estimates of amounts reported that have had a material effect in the current quarter and financial period.

### **7. DEBT AND EQUITY SECURITIES**

There were no issuances, cancellations, share buy-backs, resale of shares bought back or repayment of debt and equity securities.

## TH HEAVY ENGINEERING BERHAD

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

### 8. DIVIDENDS PAID

There were no dividends paid during the current financial period.

### 9. SEGMENTAL REPORTING

Segmental analysis for the current financial period to date is as follows:

	Financial Period Ended	
	30 June 2022	
	Revenue	Loss Before
	(RM'000)	Taxation
		(RM'000)
<b>Business Segment</b>		
Construction Services	-	(11,836)
Offshore Crane Works	-	(299)
Offshore Services	-	-
Holding company & Others	3,505	4,895
<b>Sub Total</b>	<b>3,505</b>	<b>(7,240)</b>
Consolidation Adjustment	(3,027)	-
<b>Total</b>	<b>478</b>	<b>(7,240)</b>

Analysis by geographical segments has not been presented as the operations of the Group are principally in Malaysia.

### 10. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

There was no revaluation made during the financial period under review.

### 11. SUBSEQUENT EVENTS

There were no material events subsequent to 30 June 2022 up to latest practicable date 30 August 2022 that have not been reflected in the financial statements for the current quarter and financial year-to-date.

### 12. SIGNIFICANT EVENTS

- (a) On 8 June 2022, the Company had entered into a Strategic Collaboration Agreement (“**Agreement**”) with TELLUS ASIA SDN BHD and ENIGMA TECHNICAL SOLUTION SDN BHD in relation to exploring a potential collaboration between the Parties in jointly pursuing potential shipbuilding and ship repair projects as well as in support services for maritime sector.

## TH HEAVY ENGINEERING BERHAD

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

- (b) On 15 March 2022, the Company had entered into a strategic collaboration agreement (“**Agreement**”) with SMHB Sdn. Bhd. (“**SMHB**”), in relation to exploring the possibility of a potential strategic collaboration (“**Potential Strategic Collaboration**”) and to build strong capability and capacity to undertake potential projects which may be awarded to THHE related to which SMHB will focus on areas of project management, project planning, engineering services, and construction of infrastructure services.

- (c) The Company and OHP are currently in discussion to agree on the terms of a definitive agreement relating to the potential collaboration and establishment of a joint venture company.

On 19 January 2022, the Company had entered into a memorandum of understanding (“**MOU**”) with OHP Ventures Sdn. Bhd. (“**OHP**”), in relation to explore opportunities within the Renewable Energy space via the injection of OHP renewable assets which mainly consist of hydropower plant development projects in Malaysia.

- (d) The Company and APO-IS are currently finalising the details of the joint venture arrangements including finalising the Joint Venture Agreement.

On 7 December 2021, the Company had entered into a memorandum of understanding (“**MOU**”) with Apo Integrated Services Sdn Bhd (“**APO-IS**”), an exclusive representative of Liren Marine Technology Co. Ltd (“**LIREN**”), in relation to a collaboration with THHE via a joint venture (“**Joint Venture**”) to jointly bid for the construction of eight (8) units of Royal Malaysian Navy’s Second Batch Littoral Mission Ship (“**Project**”).

- (e) The Company and MTD are currently finalising the details of the joint venture arrangements including finalising the Joint Venture Agreement.

On 7 December 2021, the Company had entered into a memorandum of understanding (“**MOU**”) with MTD Capital Berhad (“**MTD**”) in relation to a potential collaboration via a joint venture (hereinafter referred to as the “**Joint Venture**”) to secure potential projects which may be awarded to either party (hereinafter referred to as the “**Project**”).

- (e) On 4 March 2022, Bursa Malaysia had decided to allow the Company’s application and granted the Company an extension of time until 22 August 2022 to submit the Proposed Regularisation Plan to Bursa Malaysia and/or other relevant regulatory authorities.

On 28 January 2022, the Company proposes to undertake the following proposals to regularise the financial position:

- (i) proposed share capital restructuring comprising:
- (a) proposed reduction of the issued share capital of THHE pursuant to Section 116 of the Companies Act 2016 (“**Proposed Share Capital Reduction**”); and
  - (b) proposed consolidation of every 4 existing ordinary shares in THHE (“**THHE Shares(s)**”) or “**Share(s)**”) into 1 THHE Share (“**Proposed Share Consolidation**”); (collectively referred to as “**Proposed Share Capital Restructuring**”)
- (ii) proposed conversion of a debt owing to Urusharta Jamaah Sdn Bhd amounting to RM42,389,063 to be capitalised into 176,621,095 new THHE Shares (“**Debt Conversion Share(s)**”) at an issue price of RM0.24 per Debt Conversion Share (“**Proposed Debt Conversion**”);



## TH HEAVY ENGINEERING BERHAD

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

- (iii) proposed private placement of 209,000,000 new THHE Shares (“**Placement Share(s)**”), representing 14.63% of the enlarged share capital of THHE at an issue price of RM0.24 per Placement Share (“**Proposed Private Placement**”);
- (iv) proposed issuance of up to 487,500,000 new islamic irredeemable convertible preference shares in THHE (“**ICPS-i**”) at an issue price of RM0.24 per ICPS-i to the secured and unsecured creditors of THHE and its subsidiaries pursuant to the scheme of arrangements (“**Proposed Issuance of ICPS-i**”); and
- (v) proposed amendments to the constitution of THHE to facilitate the issuance of the ICPS-i pursuant to the Proposed Issuance of ICPS-i (“**Proposed Amendments**”).

### 13. CHANGES IN THE COMPOSITION OF THE GROUP

There were no other changes in the composition of the Group during the quarter under review.

### 14. CHANGES IN CONTINGENT LIABILITIES AND CONTINGENT ASSETS

	<b>Group</b> <b>(RM'000)</b>
Potential liabilities claims by Scheme Creditors	27,031

In prior year, Scheme Creditors submitted claims under the Scheme of Arrangement (“Scheme”). However, the said amount is being disputed and pursuant to the Scheme, should there be any disputes or differences that may arise between the Scheme Companies and the Scheme Creditors with regards to the claims which are unable to be settled amicably, shall be referred to and settled by way of arbitration. The award of the arbitrator shall be final and binding.

Other than as disclosed above, there are no other contingent liabilities and contingent assets during the financial period under review.

### 15. CAPITAL COMMITMENTS

	<b>Group</b> <b>(RM'000)</b>
Approved and contracted for	13,000

The capital commitments mainly consist of costs to be incurred for the infrastructure of slipway at the Pulau Indah yard for support of the OPV Project.

**TH HEAVY ENGINEERING BERHAD**

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

**PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD****16. REVIEW OF PERFORMANCE OF SECOND QUARTER**

	Revenue		Loss Before Tax	
	2nd Quarter ended 30/6/2022 (RM'000)	2nd Quarter ended 30/6/2021 (RM'000)	2nd Quarter ended 30/6/2022 (RM'000)	2nd Quarter ended 30/6/2021 (RM'000)
<b>Business Segment</b>				
Construction Services	-	390	(6,323)	(4,429)
Offshore Crane Works	-	25	(85)	(563)
Holding company & Others	1,544	2,676	4,749	(216)
<b>Sub Total</b>	<b>1,544</b>	<b>3,091</b>	<b>(1,659)</b>	<b>(5,208)</b>
Consolidation adjustment	(1,460)	735	-	-
<b>Total</b>	<b>84</b>	<b>3,826</b>	<b>(1,659)</b>	<b>(5,208)</b>

The Group recorded lower revenue of RM0.08 million for the current quarter under review as compared to RM3.8 million recorded for the same quarter of the preceding year. The decrease in revenue is due to the lower fabrication activities and most of the project at the tail end.

The Group recorded lower loss before tax of RM1.6 million in the current quarter as compared to loss before tax of RM5.2 million in the corresponding quarter of 2021 mainly due to higher recovery from waived of debt.

## TH HEAVY ENGINEERING BERHAD

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

### 17. REVIEW OF QUARTERLY RESULTS AGAINST IMMEDIATE PRECEDING QUARTER

	Revenue		Loss Before Tax	
	2nd Quarter	1st Quarter	2nd Quarter	1st Quarter
	ended	ended	ended	ended
	30/6/2022	31/3/2022	30/6/2022	31/3/2022
	(RM'000)	(RM'000)	(RM'000)	(RM'000)
<b>Business Segment</b>				
Construction Services	-	-	(6,323)	(5,513)
Offshore Crane Works	-	-	(85)	(214)
Holding company & Others	1,544	1,961	4,749	145
<b>Total</b>	<b>1,544</b>	<b>1,961</b>	<b>(1,659)</b>	<b>(5,582)</b>
Consolidation adjustment	(1,460)	(1,567)	-	-
<b>Total</b>	<b>84</b>	<b>394</b>	<b>(1,659)</b>	<b>(5,582)</b>

For the current quarter under review, the Group recorded revenue of RM0.08 million as compared to revenue of RM0.39 million in the immediate preceding quarter. The decrease in revenue is due to the absence of claim for optional scope from fabrication works for Afcons Infrastructure Limited pile project.

The Group recorded lower loss before tax of RM1.6 million in the current quarter 2022 as compared to a loss before tax of RM5.5 million for the immediate preceding quarter mainly due to higher on other income.

### 18. COMMENTARY ON PROSPECTS

The current global economic activity is expected to gradually recover and improve, supported by the sizeable fiscal and monetary measures provided Governments worldwide. The business outlook for the Group is influenced by the level of capital expenditure spending by the Oil Majors which is in line with the volume of exploration and production activities. Based on the recently issued PETRONAS Activity Outlook for 2022-2024, PETRONAS maintains its prudent view on the industry outlook and will respond with cautious optimism particularly on new capital projects.

Notwithstanding the above the Board is cautiously optimistic in the Group's ability but anticipate that the fabrication business to remain challenging in view of the present competitive environment. With its current exposure and experience in the marine sector, the Group has expanded into ship repair and ship building activities and also plans to expand into the refurbishment and maintenance works and non-oil and gas related fabrication works. This initiative enables us to broaden our product and service offering.

## TH HEAVY ENGINEERING BERHAD

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

With the experience on completion of KM Bagan Datuk ship repair project by THFSB, the Group is in a better position to bid for more ship building and ship repair projects with other Government Agencies in the future.

The Group also anticipate to finalise all the memorandums of understanding entered into during the previous year and subsequent to previous year end in the coming quarters.

Moving forward, the Group will continue to leverage on its competitive strengths to achieve satisfactory performance in the coming financial year. In addition, the Group will continue to seek and explore potential opportunities for acquisitions and collaborations in order to enhance our profitability.

### 19. PROFIT FORECAST

The Group has not issued any profit forecast for the current financial period and therefore no comparison is made available.

### 20. TAXATION

	2nd Quarter ended 30/6/2022 (RM'000)	2nd Quarter ended 30/6/2021 (RM'000)	Cummulative period ended 30/6/2022 (RM'000)	Cummulative period ended 30/6/2021 (RM'000)
<b><u>Tax Expense</u></b>				
Current year	-	-	-	-
Under provision in prior year	-	-	-	-
<b>Total Tax Expenses</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### 21. SALE OF UNQUOTED INVESTMENTS AND/OR PROPERTIES

There were no sales of unquoted investment and/or properties during the current quarter and financial year.

### 22. PURCHASE OR DISPOSAL OF QUOTED SECURITIES

There were no dealings by the Group in quoted securities for the current quarter and financial year. The Group did not hold any investments in quoted shares as at 30 June 2022.

### 23. STATUS OF CORPORATE PROPOSALS

#### (a) Practice Note 17 and Regularisation Plan

On 28 April 2017, the Company announced that it has become an affected listed issuer pursuant to the amended Practice Note 17 ("PN17") of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia").

## **TH HEAVY ENGINEERING BERHAD**

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

As an affected issuer, the Company is required to submit a Proposed Regularisation Plan to address the PN17 status within 12 months from 28 April 2017 to Bursa Malaysia for approval.

The Company is currently in the process of formulating the Proposed Regularisation Plan for submission to Bursa Malaysia. The Company have submitted an application for extension of time to submit the regularisation plan (“**EOT Application**”) to Bursa Malaysia. The EOT Application is subject to Bursa Malaysia’s approval.

On 1 December 2021, Bursa Malaysia had via its letter on even date, decided to reject the application for an extension of time for the submission of the regularisation plan.

Subsequently, on 9 December 2021, the Company submitted an appeal to Bursa Malaysia on its decision to delist the securities of the Company and to reconsider its decision to grant a further extension of time for the Company to submit the regularisation plan.

On 28 January 2022, the Company proposed to undertake the following proposals to regularise the its financial position:

- (i) proposed share capital restructuring comprising:
  - (a) proposed reduction of the issued share capital of THHE pursuant to Section 116 of the Companies Act 2016 (“**Proposed Share Capital Reduction**”); and
  - (b) proposed consolidation of every 4 existing ordinary shares in THHE (“**THHE Shares(s)**”) or “**Share(s)**”) into 1 THHE Share (“**Proposed Share Consolidation**”); (collectively referred to as “**Proposed Share Capital Restructuring**”)
- (ii) proposed conversion of a debt owing to Urusharta Jamaah Sdn Bhd amounting to RM42,389,063 to be capitalised into 176,621,095 new THHE Shares (“**Debt Conversion Share(s)**”) at an issue price of RM0.24 per Debt Conversion Share (“**Proposed Debt Conversion**”);
- (iii) proposed private placement of 209,000,000 new THHE Shares (“**Placement Share(s)**”), representing 14.63% of the enlarged share capital of THHE at an issue price of RM0.24 per Placement Share (“**Proposed Private Placement**”);
- (iv) proposed issuance of up to 487,500,000 new islamic irredeemable convertible preference shares in THHE (“**ICPS-i**”) at an issue price of RM0.24 per ICPS-i to the secured and unsecured creditors of THHE and its subsidiaries pursuant to the scheme of arrangements (“**Proposed Issuance of ICPS-i**”); and
- (v) proposed amendments to the constitution of THHE to facilitate the issuance of the ICPS-i pursuant to the Proposed Issuance of ICPS-i (“**Proposed Amendments**”).

The Proposed Regularisation Plan will primarily comprise the following five key components (i) Proposed capital reconstruction exercise involving the proposed issuance of new Irredeemable Convertible Preference Shares-i (“**ICPS-i**”), and a capital reduction and amalgamation exercise for which the quantum has not been finalised; (ii) Proposed conversion of a debt, (iii) Proposed private placement of new shares, (iv) Proposed issuance of new Islamic Irredeemable Convertible Preference Shares-i (“**ICPS-i**”), and (v) Proposed amendments to the Constitution.

On 4 March 2022, Bursa Malaysia had decided to allow the Company’s application and granted the Company an extension of time until 22 August 2022 to submit the Proposed Regularisation Plan to Bursa Malaysia and/or other relevant regulatory authorities.

## TH HEAVY ENGINEERING BERHAD

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

On 22 August 2022, the Company submitted an application for extension of time to submit the regularisation plan (“EOT Application”) to Bursa Malaysia. The EOT Application is subject to Bursa Malaysia’s approval.

The Group is also looking and exploring on other asset acquisition with sustainable and viable business to regularise the financial conditions of the Group and immediately enhance the order book of the Group.

### (b) Scheme of Arrangement

In 2017, the Company and its two subsidiaries namely THHE Fabricators Sdn. Bhd., (“THFSB”) and O&G Works Sdn. Bhd. (“OGW”) (“Scheme Companies”) had each formulated a Scheme of Arrangement (‘Scheme’) with their respective Scheme Creditors.

The respective Scheme Creditors approved the Company’s Scheme and that of THFSB and OGW (“Approved Scheme Companies”) at Court Convened Creditors Meetings held in December 2017 and the same were subsequently approved by the High Court on 6 February 2018.

Pursuant to the Approved Schemes Companies’ Scheme, the total debt due and owing to the Scheme Creditors will be reduced and be settled by way of cash (‘Cash Portion’), proposed issuance of new ICPS-i in the Company and term out of the existing facility. Any remaining amount owing to the Scheme Creditors after the aforesaid shall be completely waived. Accordingly, all pending litigation proceedings including all winding up petitions are to be withdrawn or terminated as the debts are deemed to have been compromised under the Schemes. The approved Scheme Companies are currently in the process of implementing the Schemes and Cash Portion was substantially completed.

### (c) The Novation of JX Nippon Contract

The Company had novated the JX Nippon Contract to YESB which was completed on 1 June 2018 following the full payment of the Novation Consideration.

As of the date of this report, the gross proceeds from the JX Nippon Contract Novation of RM374 million was utilized in the following manner:

Details	Estimated timeframe	Proposed	Actual	Variance	
		utilisation RM'mil	utilisation RM'mil	RM'mil	%
Payment to Scheme Creditors*	1 month	353.0	326.0	27.0	8%
Estimated expenses^	1 month	21.0	3.3	17.7	84%
Working capital	6 months	-	44.7	(44.7)	NA
		374.0	374.0	-	0%

\* Amount owing to the Scheme Creditors is lower than the amount disclosed in the Circular, due to the following reasons:

- (i) variation in the amount of disputed debt admitted under the proof of debt exercise pursuant to the Schemes, which is currently under negotiation;

## **TH HEAVY ENGINEERING BERHAD**

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

- (ii) the amount owing to the Scheme Creditors of THEOS will be separately settled through proceeds from liquidation of THEOS;
- (iii) the final amount owing to the Scheme Creditors of OGW of RM8.8 million will be settled through THFSB's Schemes, hence not included in the above settlement schedule; and
- (iv) lower exchange rate applied on foreign payables admitted under the proof of debt exercise pursuant to the Schemes.

^ The proceeds were utilised for other purposes instead of the initial proposed utilisation for GST cost of RM21.1 million. There was no payment for GST cost as GST was zero rated effective from 1 June 2018.

The utilisation of the proceeds as disclosed above should be read in conjunction with the Circular of the Company dated 29 January 2018.

### **(d) Acquisition of TDSB**

On 21 April 2021, THHE Fabricators Sdn Bhd ("THFSB"), a wholly-owned subsidiary of THHE had entered into a conditional share sale agreement ("**SSA**") with Destini Shipbuilding and Engineering Sdn Bhd ("**DSBE**") for the acquisition of DSBE's entire shareholding in THHE Destini Sdn Bhd ("**TDSB**") amounting to 382,500 ordinary shares ("Sale Shares"), representing 51% equity interest in TDSB, for a cash consideration of RM121,131.12 ("**Purchase Consideration**")

On 22 November 2021, the Company announced that the Conditional period under the SSA, i.e. the period within which the Conditions Precedent are to be fulfilled or obtained, has been mutually extended for a further period of one (1) month, commencing immediately after the date of expiry of the Extended Conditional Period on 20 November 2021. Save for the above, all other terms, conditions and provisions contained in the SSA remained unchanged and continued to be in full force and effect.

On 30 November 2021, the Company announced that the Conditions Precedent as set out in the SSA have been fulfilled. The purchase price for the Sale Shares was to be paid by THFSB to DSBE within seven (7) days from the date of fulfilment of the Conditions Precedent.

According to the legal opinion obtained by the management, fulfillment of the Conditions Precedent itself does not tantamount to THFSB taking control of TDSB. This will only take effect upon (a) payment of the purchase price to DSBE of the Sale Shares and b) the actual transfer of the Sale Shares to THFSB.

In respect of the payment of the purchase price, THFSB will request DSBE to offset the purchase price due to DSBE of RM121,131.12 against the outstanding amount of RM6,117,912.78 due from DSBE to THFSB as at 31 December 2021 in respect of services rendered by THFSB to DSBE and the sum of RM7,336,854.00 representing the balance of the Deposit payable by Destini Berhad under the Joint Venture Agreement between TH Heavy Engineering Berhad and Destini Berhad.

The duly signed share transfer form in respect of the transfer of the Sale Shares to THFSB was stamped on 24 January 2022 and the Register of members was updated in respect of the transfer of the Sale Shares on 24 January 2022.

## TH HEAVY ENGINEERING BERHAD

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

Hence the transfer of the Sale Shares was deemed completed on 24 January 2022. Therefore TDSB is deemed a wholly-owned subsidiary of THFSB with effect from 24 January 2022.

### 24. BORROWINGS AND DEBT SECURITIES

	Group	
	As at 30 June 2022 (RM'000)	As at 31 December 2021 (RM'000)
<i><b>Short Term Borrowings</b></i>		
- Sukuk	84,200	84,200
- Secured term loan	43,061	43,061
- Bridger loan - secured	10,609	10,609
- Revolving credit facilities - unsecured	14,000	14,000
<b>Sub Total</b>	<b>151,870</b>	<b>151,870</b>
<b>Total borrowings</b>	<b>151,870</b>	<b>151,870</b>

Included in the Total borrowings of RM151.87million is the amount of RM19.05million being haircut waiver income not yet recognized. The amount of RM19.05million will be net off against the ICPS-i to be issued to the Scheme Creditors when the Scheme of Arrangement is complete.

### 25. OFF BALANCE SHEET FINANCIAL INSTRUMENTS

There were no off balance sheet financial instruments as at 30 June 2022.

### 26. MATERIAL LITIGATIONS

Save as disclosed below, the Company is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has or will have a material effect on the financial position on our business, and our Directors are not aware of any proceedings, pending or threatened, against the Company and/or any of the Company's subsidiaries or of any facts likely to give rise to any proceedings which might materially affect the position or business of our Group:

- (a) **Globalmariner Offshore Services Sdn. Bhd. vs TH Heavy Engineering Berhad & Floatech (L) Ltd. (Civil Suit: WA-22NCC-374-11/2016 was filed at Kuala Lumpur High Court) ("Suit 374")**

Globalmariner Offshore Services Sdn. Bhd. ("GMOS") brought an action in the Kuala Lumpur High Court against THHE and Floatech seeking for, amongst others, specific performance of Clauses 5.4, 8.7, and 8.9 of the Shareholders Agreement dated 18 February 2014, transfer of 8 million ordinary shares in Floatech (L) Ltd ("Floatech") to GMOS at the consideration of RM1.00 (since the Net Tangible Assets of Floatech having been arrested, is purportedly zero in



## **TH HEAVY ENGINEERING BERHAD**

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

value) and a declaration that THHE is not entitled to sell the FPSO Layang vessel plus damages for breach of Shareholders Agreement (“Original Action”).

THHE has claimed against GMOS and 5 others (through a Counterclaim) for amongst others, the sum of RM17,974,095. Other amounts claimed by THHE (in the Counterclaim) and by GMOS (in the Main Action) are unliquidated as general damages to be assessed by the Court at a later stage.

The trial of both GMOS’s action and THHE’s counterclaim had recommenced in July 2021. The next date for the trial will be in end August and September 2022. THHE’s Solicitors, Izral Partnership, are of the opinion that the chances of a successful defence and proving the counterclaim to be fair.

(b) **Coral Intoil Sdn. Bhd. vs TH Heavy Engineering Berhad (via Notice of Arbitration)**

On 23 July 2021, Coral Intoil Sdn Bhd (“CISB”) had served THHE a Notice of Arbitration claiming from THHE an amount allegedly owed pursuant to a Joint Venture Agreement (“JV Agreement”) between the parties in respect of hook-up and commissioning works where both parties jointly bid through THHE Offshore Services Sdn Bhd (“the JV Company”), as well as alleged claims relating to KINABALU Project and PERMAS Project. CISB’s claims against THHE are:

Special damages and general damages as the result of breach of term of the JV Agreement for PERMAS Project in the amount of RM12,636,300.00;

General damages as the result of breach of term of the JV Agreement for KINABALU Project in the amount RM3,200,000.00

Liquidated damages on the lost of interest for PERMAS Project payment amounting to RM8,544,216.00;

Interest on the awarded sum for PERMAS & KINABALU Projects at the rate of 10% per annum commencing from date of award until date of full settlement.

THHE finds CISB’s claims against THHE baseless. If at all, CISB’s claims should have been made against the JV Company which has been wound up on 9 April 2018. Furthermore, the KINABALU and PERMAS Projects were not awarded to THHE, but to its wholly owned subsidiary, THHE Fabricators Sdn. Bhd. which in turn had appointed the JV Company as its sub-contractor for the hook-up and commissioning works under the Projects.

On 16 August 2021, THHE’s solicitors had filed an Originating Summons against CISB to stop CISB from proceeding with arbitration against THHE as the claims are invalid, null and void and inoperative.

The matter was heard on 10 September 2021, and the High Court decided for the matters to be resolved via arbitration based on the principle of minimal interference.

Following the High Court’s decision, CISB filed for arbitration at Asian International Arbitration Centre (“AIAC”) on 1 September 2021 and filed a statement of claim against THHE on 14 December 2021. In response, THHE, through its solicitors, had filed a statement of defence on 28 January 2022.

## TH HEAVY ENGINEERING BERHAD

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

On 21<sup>st</sup> February 2022, CISB had filed their reply to THHE statement of defence and on 29 July 2022, CISB filed their Common Bundle of Documents. THHE, through its solicitors, is now preparing Witness statement to be filed on 15 September 2022.

### 27. PROPOSED DIVIDENDS

No dividends have been proposed for the current reporting quarter.

### 28. LOSS PER SHARE

Earning per share ('EPS')	SECOND QUARTER		CUMULATIVE QUARTER	
	Current Quarter 30-Jun-22	Preceding Year Corresponding Quarter 30-Jun-21	Current Financial Period 30-Jun-22	Preceding Corresponding 30-Jun-21
Loss for the purpose of basic earnings per share (RM'000)	(656)	(5,352)	(6,237)	(4,500)
Weighted average number of ordinary shares for the purpose of basic earnings share (No.'000)	2,221,077	2,221,077	2,221,077	2,221,077
<b>Basic EPS (sen)</b>	<b>(0.03)</b>	<b>(0.24)</b>	<b>(0.28)</b>	<b>(0.20)</b>
Adjusted loss for the purpose of diluted earnings per share (RM'000)	(656)	(5,352)	(6,237)	(4,500)
Weighted average number of ordinary shares for the purpose of diluted earnings share (No.'000)	2,221,077	2,221,077	2,221,077	2,221,077
<b>Diluted EPS (sen)</b>	<b>(0.03)</b>	<b>(0.24)</b>	<b>(0.28)</b>	<b>(0.20)</b>

### 29. ITEMS TO DISCLOSE IN THE STATEMENT OF COMPREHENSIVE INCOME

	Quarter ended 30/6/2022 (RM'000)	Cummulative Period ended 30/6/2022 (RM'000)
Interest income	(14)	(46)
Interest expense	915	1,262
Depreciation of property, plant of equipment	1,403	2,807
Unrealised forex loss recognised in Profit & Loss Account	-	3
Realised forex gain	1,940	1,938

**TH HEAVY ENGINEERING BERHAD**

Registration No. 200301032354 (634775-D)

(Incorporated in Malaysia)

**30. AUTHORISED FOR ISSUE**

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Board of Directors.