

MAGNA PRIMA BERHAD

Registration No.: 199501040315 (369519-P)

(Incorporated in Malaysia)

Interim Financial Statements

31 December 2022

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Interim Financial Statements - 31 December 2022

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MAGNA PRIMA BERHAD

Registration No.: 199501040315 (369519-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

(The figures have not been audited)

	AS AT 31/12/2022 RM'000 (Unaudited)	AS AT 31/12/2021 RM'000 (Audited)
ASSETS		
Non-Current Assets		
Property, plant and equipment	111	152
Right-use-of-assets	-	41
Investment properties	369,650	369,650
Land held for property development	112,623	119,915
	<u>482,384</u>	<u>489,758</u>
Current Assets		
Inventories	70,108	2,206
Contract assets	-	-
Trade and other receivables	28,666	4,797
Tax recoverable	78	78
Cash held under Housing Development Accounts	840	1,312
Fixed and short term deposits with licensed banks	202	8,042
Cash and bank balances	6,569	2,346
TOTAL CURRENT ASSETS	<u>106,464</u>	<u>18,780</u>
Non-current assets held for sale	-	183,662
TOTAL ASSETS	<u>588,848</u>	<u>692,200</u>
EQUITY AND LIABILITIES		
Equity attributable to Owners of the Company		
Share capital	150,945	150,945
Treasury shares	(2,385)	(2,385)
Other reserves	14,216	16,620
Retained profits	259,663	209,566
	<u>422,440</u>	<u>374,745</u>
Non-controlling interests	1,454	(717)
TOTAL EQUITY	<u>423,894</u>	<u>374,028</u>
Non-Current Liabilities		
Borrowings	19,812	19,816
Lease liability	-	-
Deferred tax liabilities	20,686	20,698
	<u>40,498</u>	<u>40,514</u>
Current Liabilities		
Trade and other payables	27,113	131,709
Contract liabilities	-	1,726
Borrowings	86,218	127,400
Lease liability	45	45
Current tax liabilities	11,080	16,779
	<u>124,456</u>	<u>277,658</u>
TOTAL LIABILITIES	<u>164,954</u>	<u>318,172</u>
TOTAL EQUITY AND LIABILITIES	<u>588,848</u>	<u>692,200</u>
Net assets per share of RM0.25 each attributable to Owners of the Company (RM)	<u>1.06</u>	<u>1.13</u>

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the interim financial statements.

MAGNA PRIMA BERHAD

Registration No.: 199501040315 (369519-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the quarter and period to-date ended 31 December 2022

(The figures have not been audited)

	3 months ended		12 months ended	
	31/12/2022 RM'000	31/12/2021 RM'000	31/12/2022 RM'000	31/12/2021 RM'000
Revenue	81,600	2,501	85,350	6,248
Cost of sales	(65,412)	102	(66,626)	(3,260)
Gross profit	16,188	2,604	18,724	2,989
Other operating income	109,835	24,981	163,571	26,367
Selling and distribution expenses	-	(4)	(116)	(111)
Administration expenses	(1,148)	(4,743)	(4,023)	(7,342)
Other operating expenses	(111,609)	3,758	(112,231)	(4,770)
Profit/(Loss) before interest and tax	13,265	26,596	65,923	17,133
Finance costs	(3,400)	(4,618)	(13,234)	(16,163)
Profit/(Loss) before taxation	9,865	21,978	52,689	970
Taxation	(17)	416	(176)	336
Profit/(Loss) for the period	9,848	22,394	52,513	1,306
Other comprehensive income / (expense) :				
Items that may be reclassified subsequently to profit or loss				
Currency translation differences	(1,953)	4,478	(2,403)	0
Other comprehensive income for the period	(1,953)	4,478	(2,403)	0
Total comprehensive income for the period	7,896	26,872	50,109	1,306
Profit/(Loss) attributable to:				
Owners of the Company	6,563	23,143	50,098	2,929
Non-controlling interests	3,285	(749)	2,415	(1,623)
	9,848	22,394	52,513	1,306
Total comprehensive income/(expense) attributable to:				
Owners of the Company	4,610	27,621	47,694	2,929
Non-controlling interests	3,285	(749)	2,415	(1,623)
	7,896	26,872	50,109	1,306
Earnings per share attributable to Owners of the Company:				
- Basic (sen)	1.64	6.96	12.55	0.88

The Condensed Consolidated Statement of Profit or Loss And Other Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the interim financial statements.

MAGNA PRIMA BERHAD

Registration No.: 199501040315 (369519-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period ended 31 December 2022

(The figures have not been audited)

	Attributable to Owners of the Company						Non-controlling Interests	Total Equity
	Non-Distributable				Distributable			
	Share capital	Treasury shares	Capital reserve	Translation reserve	Retained profit/(loss)	Total		
RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
Balance as at 1 January 2022	150,945	(2,385)	19,706	(3,086)	209,566	374,745	(717)	374,028
Prior year adjustment	-	-	-	-	-	-	(243)	(243)
Profit / (Loss) for the year	-	-	-	-	50,098	50,098	2,415	52,513
Other comprehensive expense for the year	-	-	-	(2,403)	-	(2,403)	-	(2,403)
Total comprehensive income / (expense) for the year	-	-	-	(2,403)	50,098	47,695	2,415	50,110
Balance as at 31 December 2022	150,945	(2,385)	19,706	(5,490)	259,664	422,440	1,454	423,894
Balance as at 1 January 2021	121,009	(2,385)	19,706	860	206,637	345,827	905	346,732
Issuance of ordinary shares	29,936	-	-	-	-	29,936	-	29,936
Profit / (Loss) for the year	-	-	-	-	2,929	2,929	(1,623)	1,306
Other comprehensive income for the year	-	-	-	(3,947)	-	(3,947)	-	(3,947)
Total comprehensive income / (expense) for the year	-	-	-	(3,947)	2,929	(1,018)	(1,623)	(2,641)
Balance as at 31 December 2021	150,945	(2,385)	19,706	(3,086)	209,566	374,745	(717)	374,028

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 and the accompanying explanatory notes attached to the interim financial statements.

MAGNA PRIMA BERHAD

Registration No.: 199501040315 (369519-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the period ended 31 December 2022

(The figures have not been audited)

	12 months 31/12/2022 RM'000	12 months 31/12/2021 RM'000
Cash Flows From Operating Activities		
Profit before taxation	52,689	970
Adjustments for :-		
Depreciation of property, plant and equipment	41	56
Depreciation of right-of-use asset	41	249
Net provision/(reversal) of expected credit loss allowance on:-		
'- other receivables		3,536
Right-of-use asset written-off	-	2
Remeasurement of lease liabilities	-	(2)
Property, plant and equipment written off	1	-
(Gain)/Loss on deemed disposal of subsidiary company	-	(1,501)
Gain on deconsolidation of a subsidiary	(6,130)	(18,744)
Unrealised foreign exchange (Gain)/ loss	-	(4,015)
Finance income	(85)	(15)
Finance expense	13,229	16,163
Operating profit before changes in working capital	59,786	(3,301)
Changes in working capital		
Land held for property development	-	-
Inventories	123,051	516
Trade and other receivables	(74,170)	59,672
	48,881	60,188
Net cash generated from operations	108,667	56,887
Interest paid	(17,236)	(14,074)
Interest received	85	15
Tax paid	-	(658)
	(17,151)	(14,717)
Net cash from operating activities	91,516	42,171
Cash Flows From Investing Activities		
Net cash outflow from deemed disposal of subsidiary companies	-	(147)
Proceeds from issuance of shares	-	29,936
Proceeds from disposal of property, plant and equipment	(56,021)	-
Net cash inflow/(outflow) from deconsolidation of the subsidiary	-	(265)
Net cash (used in)/generated from investing activities	(56,021)	29,524
Cash Flows From Financing Activities		
Dividend paid	-	-
Repayment of lease liabilities	-	(4)
Repayment of bank borrowings	(37,180)	(63,438)
Fixed deposits with licensed banks	-	-
Decrease in pledged deposits	-	192
Drawdown of bank borrowings	-	-
Repurchase of shares	-	-
Net cash used in financing activities	(37,180)	(63,251)
Net change in cash & cash equivalents	(1,685)	8,444
Cash & cash equivalents at the beginning of the financial year	11,700	3,188
Effect of exchange rate changes	(2,403)	68
Cash & cash equivalents at the end of the financial year	7,611	11,700
	As at 31/12/2022 RM'000	As at 31/12/2021 RM'000
Cash and bank balances	6,569	2,346
Cash held under Housing Development Accounts	840	1,312
Fixed and short term deposits with licensed banks	202	8,042
	7,611	11,700
Less: Fixed deposits pledged with licensed banks	-	-
	7,611	11,700

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to the interim financial statements.

A Explanatory Notes Pursuant To MFRS 134

A1 Basis of Preparation

The interim financial statements for the 4th quarter ended 31 December 2021 of the Group have been prepared in accordance with Malaysian Financial Reporting Standards (MFRS) 134 "Interim Financial Reporting" issued by Malaysian Accounting Standards Board (MASB), paragraph 9.22 and Appendix 9B of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, and should be read in conjunction with the Group's audited financial statements for the financial year ended 31 December 2020. The accounting policies, method of computation and basis of consolidation applied in the unaudited interim financial statements and audited financial statements for the financial year are consistent with those used in the preparation of the 2020 audited financial statements except for the changes arising from the adoption of the amendments to MFRS issued by MASB that are effective for the Group's financial year beginning on 1 January 2021.

Significant Accounting Policies

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2021

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

The Group had early adopted Amendment to MFRS 16, Leases– Covid-19-Related Rent Concessions beyond 30 June 2021 and Amendments to MFRS 116, Property, Plant and Equipment – Proceeds before Intended Use which will take effect for annual periods beginning on or after 1 April 2021 and 1 January 2022 respectively

The adoption of the above amendment do not have any material impact to the Group.

The following are accounting standards, amendments and interpretations of the MFRSs that have been issued by Malaysian Accounting Standards Board but have not been adopted by the Group:

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2022

- Amendments to MFRS 1, First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements to MFRS Standards 2018-2020)
- Amendments to MFRS 3, Business Combinations - Reference to the Conceptual Framework
- Amendments to MFRS 9, Financial Instruments (Annual Improvements to MFRS Standards 2018-2020)
- Amendments to Illustrative Examples accompanying MFRS 16, Leases (Annual Improvements to MFRS Standards 2018-2020)
- Amendments to MFRS 137, Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract
- Amendments to MFRS 141, Agriculture (Annual Improvements to MFRS Standards 2018-2020)

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2023

- MFRS 17, Insurance Contracts
- Amendments to MFRS 17, Insurance Contracts – Initial application of MFRS 17 and MFRS 9- Comparative Information
- Amendments to MFRS 101, Presentation of Financial Statements – Classification of Liabilities as Current or Non-current and 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, interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed

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

The Group plans to apply the abovementioned accounting standards, interpretations and amendments:

- from the annual period beginning on 1 January 2022 for the amendments that are effective for annual period beginning on or after 1 January 2022, except for amendments to MFRS 1 and amendments to MFRS 141 which are not applicable to the Group.
- from the annual period beginning on 1 January 2023 for the accounting standard and amendments that are effective for annual period beginning on or after 1 January 2023, except for MFRS 17 and amendments to MFRS 17 which are not applicable to Group.

A2 Auditors' Report For The Financial Year Ended 31 December 2021

The auditors' report on the financial statements for the financial year ended 31 December 2021 was not subjected to any qualification.

A3 Seasonal or Cyclical Factors

The Group's operations during the financial year under review were not materially affected by any seasonal or cyclical factors.

A4 Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

There were no unusual items which affect the assets, liabilities, equity, net income or cash flows of the Group for the current quarter and current financial period under review.

A5 Material Changes in Estimates of Amounts

There were no changes in estimates that have had any material effect on the results for the current quarter and current financial year under review.

A6 Debts and Equity Securities

There were no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the current financial period, except:

1) Share buy back

The Company repurchased 2,285,500 ordinary shares at an average price of RM1.044 each of its issued share capital from the open market.

No. of Treasury Shares Units	Treasury Shares RM
2,285,500	2,385,431

Balance as at 31 December 2022

None of the treasury shares held were resold or cancelled during the period under review.

A7 Dividends Paid

No dividend was paid during the quarter under review.

A8 Segmental Analysis

The Group's segmental reports for the current financial year are as follows:

By operating segment :

	Property Devt RM'000	Const. & Engineering RM'000	Trading RM'000	Non- reportable segments RM'000	Intersegment eliminations RM'000	Consolidated RM'000
Year ended 31/12/2022 :						
Total revenue	85,350	-	-	-	-	85,350
Intersegment revenue	-	-	-	1	(1)	-
Segment revenue :	85,350	-	-	1	(1)	85,350
Primary geographical markets:						
Australia	-	-	-	-	-	-
Malaysia	85,350	-	-	1	(1)	85,350
	85,350	-	-	1	(1)	85,350
Nature of product						
Commercial properties	85,350	-	-	1	(1)	85,350
Residential properties	-	-	-	-	-	-
	85,350	-	-	1	(1)	85,350
Segment profit / (loss) before tax :	(49,727)	(74)	(16)	(54,948)	157,453	52,689
<i>Included in the segment profit / (loss) are :-</i>						
Finance income	(5)	(23)	-	(57)	-	(85)
Segment assets :	782,347	15,633	2	480,137	(689,272)	588,847
Segment liabilities :	568,115	44,483	2,448	273,118	(723,210)	164,953

Major customers

The Group is engaged primarily in property development and sells real estate properties by individual units to the mass market. As such, the Group does not have reliance on any particular major customer.

A9 Property, Plant and Equipment

Investment properties are stated at fair value, which has been determined base on the valuations performed by independent valuer. The fair value of the properties has been determined using comparison method depending on the nature of the property.

A10 Material Events Subsequent to the End of the Period

As per Bursa announcement as follows :-

A10.1 Default in payment to Alliance Bank Malaysia Berhad

- 24 June 2020 - Default in payment to Alliance Bank Malaysia Berhad pursuant to paragraph 9.19A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

- 17 July 2020 - Receiver and Manager appointed for Magna Ecocity Sdn Bhd (ME), a subsidiary of Magna Prima Berhad.

- 2 August 2021 - The Company announced that the Company and its subsidiary, Magna Ecocity Sdn Bhd, had executed the Agreement on the re-floatation and the reservation of right to re-appoint a receiver and manager with Alliance Bank Malaysia Berhad ("ABMB") and the Receiver and Manager on upliftment of the Receiver and Manager and is in the midst of preparation of the discharge of the receiver and manager from ABMB on August 2021.

- On 6 September 2021 the Company received a notification from Pricewaterhousecoopers Advisory Services Sdn Bhd informing that the Notice of Cessation of Office by Receiver or Receiver and Manager has been filed with the Companies Commission of Malaysia. As such, the upliftment of receivership is deemed completed.

- On 29 October 2021, the Company had made a payment of amounting to RM13,000,000 to Alliance Bank Malaysia Berhad pursuant to the Agreement dated 2 August 2021.

- On 26 May 2022, the Company received a letter from Alliance Bank ("the Bank") informing that the Bank is agreeable not to enforce and/or exercise its rights under the security documents until 31 October 2022 subject strictly to the terms as stated in the Bank's letter to be fulfilled.

- On 28 October 2022, the Company received a letter from Alliance Bank ("the Bank") informing that the Bank is agreeable to allow the extension of time to redeem the Term Loan Facility from 31 October 2022 to 31 December 2022 subject strictly to the terms as stated in the Bank's letter to be fulfilled.

- On 30 December 2022, the Company announced that the total outstanding sum of RM33,213,902.55 due from Magna Ecocity Sdn Bhd to Alliance Bank Malaysia Berhad has been fully settled on 30 December 2022 and there shall not be any Default in Payment to Alliance Bank Malaysia Berhad.

A10.2 Shah Alam High Court of Malaya Companies Winding up Suit No. BA-28NCC-663-10/2019

- On 24 February 2020, the Company was filed by Jayapalasingam a/l Kandiah (Liquidator of Magna Shah Alam Sdn Bhd (in liquidation) and the Liquidator has commenced winding up proceedings against the Company.

- On 3 November 2022, the Company's solicitors, Messrs Azwar & Partners had notified the Company that during the hearing held on 3 November 2022, the Court's decision are as follows:-

1. Winding up against Maana Prima Berhad is withdrawn with no order as to costs; and
2. Magna Shah Alam Sdn Bhd's winding up is terminated with no order as to costs as well.

A11 Changes in the Composition of the Group

On the 5th May 2022, the Company has disposed combinely the few subsidiary companies with total nett negative NTA for a total cash consideration of RM50. The list of the company as following:- Embassy Court Sdn Bhd comprising 2,600,000 ordinary shares of RM1.00 each fully paid up with negative NTA, Magna Prima Construction Sdn Bhd comprising 4,392,000 ordinary shares of RM1.00 each fully paid up with negative NTA, Everhall (M) Sdn Bhd comprising 6,000,000 ordinary shares of RM1.00 each fully paid up with negative NTA, Monetary Icon (M) Sdn Bhd comprising 2,600,000 ordinary shares of RM1.00 each fully paid up with positive NTA and Prima Awan (M) Sdn Bhd comprising 2 ordinary shares of RM1.00 each fully paid up with negative NTA.

Save for the above mentioned, there were no changes in the composition of the Group during the current financial period, including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructurings, and discontinued operations.

A12 Contingent Liabilities

Details of contingent liabilities of the company are as follows :

Company	As at 31/12/2022 RM'000	As at 31/12/2021 RM'000
Utilised portion of corporate guarantees given to financial institutions for facilities granted to subsidiary companies:		
- Secured on assets of subsidiary companies	86,218	127,400
- Unsecured	-	-
	86,218	127,400

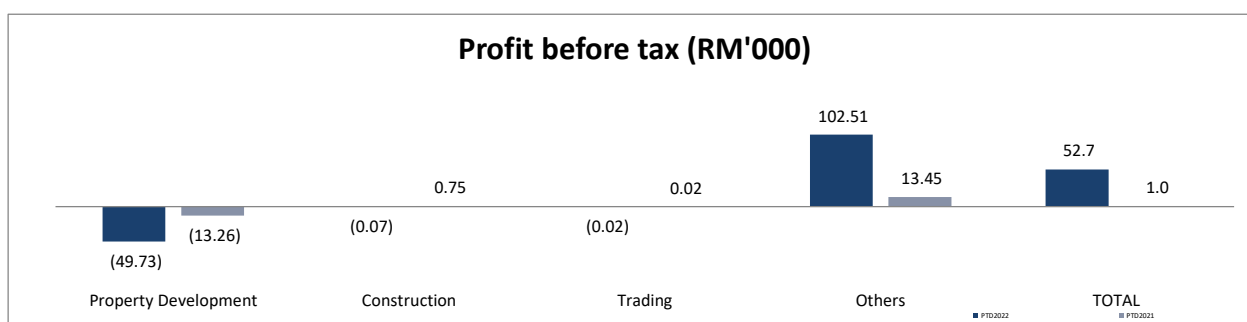
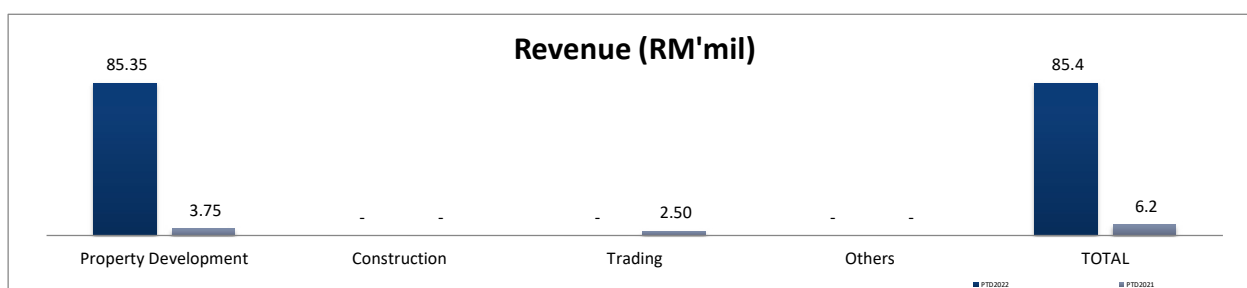
B Bursa Malaysia Listing Requirements

B1 Review of Performance - Comparison with Previous Corresponding Period and Quarter

	3 months ended			12 months ended		
	31/12/2022 RM'000	31/12/2021 RM'000	Changes %	31/12/2022 RM'000	31/12/2021 RM'000	Changes %
Revenue	81,600	2,501	3162%	85,350	6,248	1266%
Cost of sales	(65,412)	102	(64199%)	(66,626)	(3,260)	1944%
Gross profit	16,188	2,604	522%	18,724	2,989	527%
Profit/(Loss) before interest and tax	13,265	26,596		65,923	17,133	
Profit/(Loss) before taxation	9,865	21,978		52,689	970	
Profit/(Loss) for the period	9,848	22,394		52,513	1,306	
Profit/(Loss) attributable to:						
Owners of the Company	6,563	23,143		50,098	2,929	

For the 12 months ending 31 December 2022, the Group achieved a revenue of RM85.3 million, an increase revenue compared to previous corresponding period amounting to RM6.2 million and an increase for profit before tax of RM52.7 million compared to profit of RM1.0 million recorded in the previous corresponding period ended 31 December 2021.

Revenue increase in the current Quarter compared to previous corresponding Quarter, and Profit before taxation increase due to the disposal of a few wholly-owned subsidiaries taken up and increase of project development.

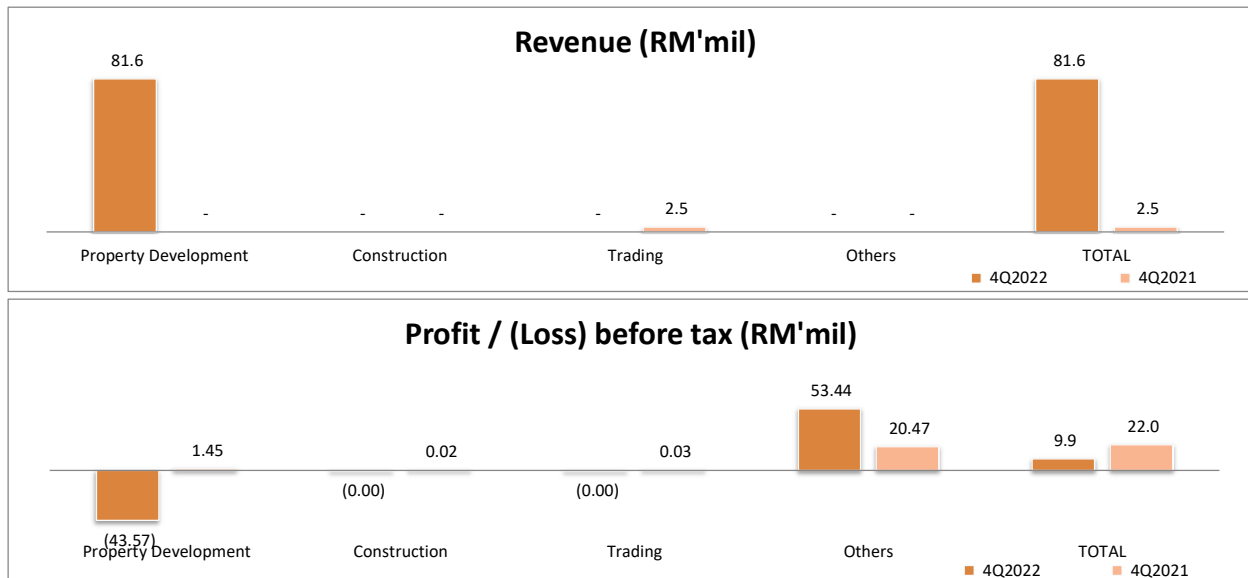


For the current quarter ended 31 December 2022, the Group recorded a revenue of RM81.60 million, an increase of revenue from RM2.50 million compared to the previous corresponding quarter ended 31 December 2021.

The profit before tax for the current quarter is RM9.9 million, an decrease profit as compared to profit before tax of RM22.0 million in the previous corresponding quarter.

This is mainly due to the disposal of a few wholly-owned subsidiaries taken up profit in the previous corresponding quarter.

B1 Review of Performance - Comparison with Previous Corresponding Period and Quarter (cont'd)



Property Development

The property development segment recorded a revenue of RM81.6 million and profit before tax of RM43.57 million in the current quarter compared to revenue of RM0.00 million and profit before tax of RM1.4 million in the previous corresponding quarter.

Construction & Engineering

The Construction & Engineering segment registered no revenue and loss before tax of RM0.00 million in current quarter as compared to no revenue and loss before tax of RM-0.02 million in the previous corresponding quarter.

The construction and engineering segment only carried out internal projects.

Trading

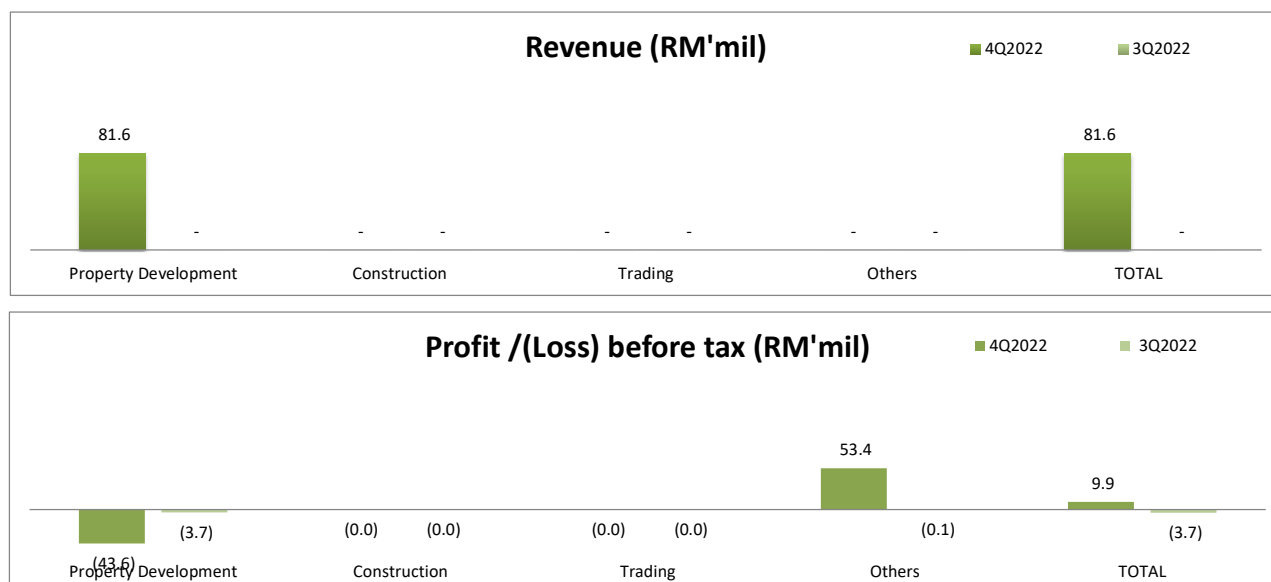
Trading segment reported no revenue and profit before tax RM0.0 million as compared to no revenue and loss before tax of RM0.0 million in the corresponding quarter of the previous financial year.

B2 Review of Performance - Comparison with Immediate Preceding Quarter

	Current Quarter 31/12/2022 RM'000	Immediate Preceding 30/09/2022 RM'000	Changes %
Revenue	81,600	-	(100%)
Cost of sales	(65,412)	(0)	65412140%
Gross profit	16,188	(0)	
Profit/(Loss) before interest and tax	13,265	(367)	(3716%)
Profit/(Loss) before taxation	9,865	(3,732)	
Profit/(Loss) for the period	9,848	(3,862)	
Profit/(Loss) attributable to: Owners of the Company	6,563	(3,590)	(283%)

For the current quarter, the Group recorded a revenue of RM81.6 million, as compared to turnover RM0.0 million in the immediate preceding quarter ended 30 September 2022.

The Group posted a profit before tax of RM9.9 million in the current quarter, as compared to loss before tax of RM3.7 million in the immediate preceding quarter ended 30 September 2022.



B3 Prospects for the Next Financial Year

The Group has on 07 Sept 2022 awarded a turnkey construction contract to Tafi Home and office Sdn Bhd (a subsidiary of Tafi Industri Berhad) for its proposed development project in Metro Prima, Kepong on a piece of one (1) acre land on a joint venture basis with Dewan Bandaraya Kuala Lumpur (DBKL). The project consists of 266 units service apartment with Gross Development Value of RM130 million. Due to the administrative requirements to finalise the supplementary joint venture terms with DBKL, the Group will officially launch the project in the second quarter of 2023.

Meanwhile, the revised feasibility study for its project in Kelab Golf Sultan Abdul Aziz Shah, Shah Alam comprising 315 units of condominiums on site of 5.25 acres prime land facing the golf course, reveals that the market acceptance for middle and high end products remains sluggish. The Group has finalised negotiation for a joint venture development on the land and the formal joint venture agreement is expected to be signed by the end of February 2023.

The Group has on 20 April 2022, through its 70% owned subsidiary company Magna Ecocity Sdn. Bhd entered into a Joint Venture Agreement ("JVA") with OCR Avenue Sdn. Bhd. ("OCR Avenue") to fund and undertake the development. Pursuant to the JVA, OCR Avenue has discretion in the planning, construction, project management and sale of the entire development project. In return, MESB is entitled to a total sum of RM160,000,000 ("Minimum Entitlement"), and the differential sum between 30% of the development profit and the Minimum Entitlement of RM160,000,000, if any. The Group has received the first tranche payment under the joint venture amounting to RM80 Million in the months of December 2022 and January 2023.

The management has identified a few business ventures which will generate cash flow to the Group. The parties to the business venture are still negotiating on the mode of financing for the intended acquisitions and as such, it will make the appropriate announcements with regard to the proposed ventures in due course.

B4 Variance from Profit Forecast and Profit Guarantee

Not applicable as there were no profit forecast and profit guarantee published.

B5 Taxation

The breakdown of income tax charge is as follows:

Group	12 months ended	
	31/12/2022 RM'000	31/12/2021 RM'000
In respect of :		
- current year	176	(336)
- deferred taxation	(13)	152
	<u>164</u>	<u>(184)</u>

The effective tax rate of the Group for the financial period ended 31 December 2021 is not consistent with the applicable statutory tax rate of 30% imposed by the Australian Tax Authority and 24% under the Malaysian statutory tax rate due to unrelieved tax losses.

B6 Corporate Proposals

Status of Utilisation of Proceeds

Purpose	Proposed Utilisation	Actual Utilisation as at 31.12.2022	Re-allocation (1)	Intended Timeframe for Utilisation	Balance Unutilised	
	RM'000	RM'000	RM'000		RM'000	%
Repayments of borrowing	26,181.00	28,319.00	(2,138.00)	Within eighteen (18) months	-	0%
Working Capital	3,545.00	1,416.00	2,129.00	Within eighteen (18) months	-	0%
Estimate expenses for Private Placement	210.00	201.00	9.00	Immediate	-	0%
	29,936.00	29,936.00	-		-	0%

(1) Surplus of RM2.138 million (which the RM2.129 million allocated for the working capital and the RM0.009 million allocated for the expenses for Private Placement) was reallocated to Repayment of Borrowing requirement of the Group, in accordance with the Company's proposed private placement dated 3 May 2021.

B7 Group Borrowings

Details of Group borrowings as at 31 December 2022 are as follows:

Secured	As at	As at
	31/12/2022 RM'000	31/12/2021 RM'000
Borrowings repayable		
- within 12 months	86,218	127,400
- after 12 months	19,812	19,816
Total borrowings	<u>106,029</u>	<u>147,216</u>

B8 Details of Financial Instruments with Off Balance Sheet Risks

There were no off-balance sheet risks envisaged as at the date of this report that might materially affect the Group's business position.

B9 Changes and Details of Pending Material Litigation

On 24 Sept 2021, Magna City Development Sdn. Bhd. ("Magna City Development"), its wholly-owned subsidiary of the Company had received a sealed copy of the Winding-Up Petition dated 25 August 2021 from Messrs. Ram Yogan Sivam, the solicitors of Isotechnic Electrical Sdn. Bhd. ("Isotechnic" or "the Petitioner").

The Petitioner claims Magna City Development had failed to settle the total outstanding amount of RM419,481.00 and the 5% interest calculated based on the date of judgement until full settlement owing to them as at 25 August 2021 pursuant to the Court Order issued by Kuala Lumpur High Court against Magna City Development on 21 September 2021. As such, the Petitioner has applied to the Court on the following:

- i) That Magna City Development be wound by the Court under the provisions of the Companies Act, 2016;
ii) That the official receiver be appointed as liquidator of Magna City Development; and
iii) Costs of RM10,000 to the Petitioner are paid through the Company's assets.

Magna City Development is not a major subsidiary of the Company.

The total cost of investment in Magna City Development is amounting to RM2,600,000.00.

There is no material impact on the financial and operation of the Magna Group.

The Company is not expected to incur any further loss arising from the Winding-Up Petition.

Magna City Development has filed notice of appeal and a stay proceeding against the Winding-Up Order. Meantime, Magna City Development has negotiating with Isotechnics on the judgement sum and will make full settlement in due course. However parties has not reached any settlement on the judgment sum, subsequently Isotechnic together with other creditor mainly (JMB) of Boulevard Business Park has proposed to appoint their own Private Liquidators instead of the Official Receiver (insolvency KL). Magna Prima Berhad being the contributory has filled an objection on the appointment off he Private Liquidators. And the Court of Appeal has fixed the hearing of the appeal on 7.7.2022. On 17.5.2022 the court has duly allowed the change of liquidator from Insolvency to a private liquidator Mr. Khoo Siew Kiat and Mr.Lim Keng Peo from Deloitte Restructuring Services PLT.

B10 Dividend Proposed/Declared

There were no dividend proposed for the current financial quarter ended 31 December 2022.

B11 Earnings per Share ("EPS")

(a) Basic EPS

The basic earnings per share has been calculated by dividing the Group's net profit attributable to ordinary equity holders of the Company for the year by the weighted average number of ordinary shares in issue.

	12 months ended	
	31/12/2022	31/12/2021
Net profit/(loss) attributable to ordinary equity holders of the Company (RM'000)	50,098	2,929
Weighted average number of ordinary shares in issue ('000)	399,153	332,627
Basic EPS (sen)	<u>12.55</u>	<u>0.88</u>

(a) Basic EPS

The basic EPS is calculated by dividing the profit for the period attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period excluding treasury shares held by the Company.

B12 Additional disclosures pursuant to para 16, Part A, Appendix 9b of Bursa Malaysia Securities Berhad Listing Requirements

	12 months ended	
	31/12/2022	31/12/2021
	RM'000	RM'000
Depreciation of property, plant and equipment	82	306
Interest expenses	13,229	16,163
Interest income	(85)	(15)
Other income	(163,571)	(26,367)
Unrealised (gain)/loss of foreign exchange	(2,403)	68
Gain on deconsolidation of a subsidiary	<u>(6,130)</u>	<u>(18,744)</u>

Other than items above which have been included in the profit or loss, there were no impairment of assets or exceptional items which may have an effect on the results for the current financial period under review.

- END OF REPORT-